

ELECTION OF DIRECTORS
REPORT OF NOMINATIONS
ELECTION PROCEDURES

NOVEMBER 12, 1999



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To the Member Banks of the Eighth Federal Reserve District:

In accordance with the provisions of Section 4 of the Federal Reserve Act, as amended, and my circular dated September 28, 1999, regarding the election of one Class A and one Class B director of this Bank, there are listed on the following pages the names of the candidates nominated and the banks that made the nominations.

Member banks in Group 2 are electing a Class A director to a three-year term expiring December 31, 2002, to succeed W. D. Glover. Three candidates have been nominated for this position.

Member banks in Group 1 are electing a Class B director to a three-year term expiring December 31, 2002, to succeed Joseph E. Gliessner, Jr. One candidate has been nominated for this position.

Enclosed with this election circular are a ballot, a ballot envelope, a certificate envelope and a return envelope for use in this election.

The ballot and certificate envelope must be executed by an officer who has been authorized to cast the vote. A listing of the officers so designated is included. In order that the balloting may be secret, the name of the bank and of the voting officer should not be written on the ballot envelope.

Section 4 of the Federal Reserve Act provides for preferential voting for election of Class A and B directors. Where no more than two candidates have been nominated, a member bank will be deemed to have indicated the remaining candidate, if any, as a second choice.

After the ballot has been marked in the manner described above, the ballot should be inserted in the ballot envelope and sealed. The officer casting the ballot must then execute the certificate on the front of the certificate envelope and insert the ballot envelope into the certificate envelope. Return the sealed certificate envelope to me in the self-addressed envelope.

By law, the ballot must be returned so as to reach me within the period that the polls are open. The polls will open on November 15 and close at 2 p.m. on November 30, 1999. At that time, the ballot box will be opened in the Board Room of this Bank, the sealed envelopes containing the ballots will be opened, the votes tallied and the results of the election announced. The candidates are invited to be present or represented on that occasion.

While the banks in Group 3 will not vote in this election, this circular is sent to them without forms for their information.

Susan S. Elliott
Chairman of the Board

CANDIDATES
NOMINATED BY
GROUPS 1 & 2
MEMBER BANKS

GROUP 1: CANDIDATE FOR CLASS B DIRECTOR

JOSEPH E. GLIESSNER, JR.

Executive Director
New Directions Housing Corp.
Louisville, Kentucky

Education:

University of Louisville, M.A., [REDACTED]
West Virginia State College, [REDACTED]
Catholic University of America, B.Ch.E., [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Chairman, Advisory Committee on Housing Policy,
Commonwealth of Kentucky

Chairman, Trinity High School

Member, Affordable Housing Advisory Council,
Federal Home Loan Bank of Cincinnati

Member, Network Advisory Council,
Enterprise Foundation, Columbia, Maryland

NOMINATED BY:

Mid-America Bancorp, Louisville, Kentucky

GROUP 2: CANDIDATE FOR CLASS A DIRECTOR

LUNSFORD W. BRIDGES

President and Chief Executive Officer
Metropolitan National Bank
Little Rock, Arkansas

Education:

Hendrix College, Conway, Arkansas, B.A., 

Place and Date of Birth:



Other Affiliations:

Director, Arkansas Bankers Bank

Director, Fifty for the Future

Director, Greater Little Rock Chamber of Commerce

Member, Investment and Services Policy Advisory Committee
of Acting U.S. Trade Representative, Washington, D.C.

President, St. Vincent Development Foundation

NOMINATED BY:

Metropolitan National Bank, Little Rock, Arkansas
The First National Bank of El Dorado, El Dorado, Arkansas

GROUP 2: CANDIDATE FOR CLASS A DIRECTOR

WILLIAM H. TATE

Director
First National Bank of Oxford
Oxford, Mississippi

Education: University of Mississippi, Oxford, Mississippi, BBA.

Place and Date of Birth:



Other Affiliations: Member, Oxford-Lafayette Industrial Foundation
Member, Oxford-Lafayette County Chamber of Commerce
Member, Board of Trustees, Oxford-Lafayette County Hospital

NOMINATED BY:

First National Bank of Oxford, Oxford, Mississippi

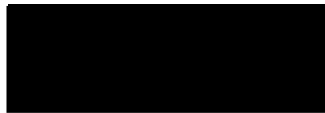
GROUP 2: CANDIDATE FOR CLASS A DIRECTOR

THOMAS M. TESCHNER

**President and Chief Executive Officer
Southside Bancshares Corp.
Chairman of the Board, President and Chief Executive Officer
South Side National Bank in St. Louis
St. Louis, Missouri**

Education: University of Missouri, St. Louis, B.S.

Place and Date of Birth:



Other Affiliations:

- Member, The Leukemia Society
- Member, The University of Missouri, St. Louis,
Alumni Association's Main Board and Business School Board
- Member, St. Louis Equity Fund
- Member, St. Louis Ambassadors
- Member, Regional Commerce and Growth Association

NOMINATED BY:

South Side National Bank in St. Louis, St. Louis, Missouri

LISTING OF
GROUPS 1 & 2
MEMBER BANKS

GROUP 1

Consisting of member banks having capital and surplus of \$60 million and over

ARKANSAS

City	Name of Bank	Authorized Signature
Little Rock.....	Mercantile Bank of Arkansas National Association*.....	Chairman, President, Executive Vice President or Cashier

INDIANA

City	Name of Bank	Authorized Signature
Evansville.....	Civitas Bank.....	Chairman, President, Vice President or Cashier
Evansville.....	Old National Bank in Evansville.....	Chairman, President, Vice President or Cashier

KENTUCKY

City	Name of Bank	Authorized Signature
Louisville.....	Bank of Louisville.....	Chairman, President, Vice President or Cashier
Louisville.....	Bank One, Kentucky, National Association.....	Chairman, President, Vice President or Cashier
Louisville.....	Fifth Third Bank, Kentucky, Inc.	Chairman, President, Vice President or Cashier
Louisville.....	National City Bank, Kentucky.....	Chairman, President, Executive Vice President or Secretary
Paducah.....	Union Planters Bank of Kentucky, National Association.....	President or Vice President

MISSOURI

City	Name of Bank	Authorized Signature
Creve Coeur.....	First Bank.....	Chairman or President
St. Louis.....	Mercantile Bank National Association.....	Chairman, President or Senior Vice President
Danville.....	The Farmers National Bank of Danville.....	President, Vice President or Cashier
Glasgow.....	The New Farmers National Bank of Glasgow.....	Chairman, President, Vice President or Cashier
Greensburg.....	The Peoples Bank & Trust Company.....	Chairman, President, Vice President or Cashier
Hopkinsville.....	NationsBank of Kentucky, National Association.....	Chairman, President, Vice President or Cashier
Owensboro.....	The Owensboro National Bank.....	Chairman, President, Vice President or Cashier

* *Non-voting bank.*

GROUP 1

TENNESSEE

City	Name of Bank	Authorized Signature
Memphis	First Tennessee Bank National Association	MemphisChairman, President, Executive Vice President or Cashier
Memphis	Union Planters Bank, National Association.....	Chairman, President, Vice President or Cashier
Memphis	First National Bank of Holmes County	Chairman, President, Vice President or Cashier

* *Non-voting bank.*

GROUP 2

Consisting of member banks having capital and surplus of \$3.95 million, but under \$60 million

ARKANSAS

City	Name of Bank	Authorized Signature
Ash Flat	First National Bank of Sharp County	Chairman, President, Vice President or Cashier
Bentonville	Arkansas National Bank	Chairman, President, Vice President or Cashier
Bentonville	The Bank of Bentonville	Chairman, President, Vice President or Cashier
Conway	First Community Bank	Chairman, Vice Chairman, President, Vice President, Cashier or Secretary
El Dorado	First Financial Bank	Chairman or Chief Executive Officer
El Dorado	The First National Bank of El Dorado	Chairman, President, Vice President or Cashier
Fayetteville	Bank of Arkansas, National Association	Chairman or President
Fayetteville	McIlroy Bank & Trust*	Chairman, President, Vice President or Cashier
Fayetteville	The Bank of Fayetteville, N.A.	Chairman, President, Vice President or Cashier
Fort Smith	The City National Bank of Fort Smith*	Chairman or President
Fort Smith	The First National Bank of Fort Smith	Chairman, President, Vice President or Cashier
Helena	First National Bank of Phillips County	Chairman, Vice Chairman, President, Vice President or Cashier
Hope	The Citizens National Bank of Hope*	Chairman, President, Vice President or Cashier
Hope	The First National Bank of Fort Smith	Chairman, President, Vice President or Cashier
Jonesboro	MidSouth Bank	Chairman, President, Vice President or Cashier
Little Rock	Metropolitan National Bank	President
Little Rock	One Bank and Trust	Chairman, President, Vice President or Cashier
Little Rock	Pinnacle Bank	Chairman, President, Vice President or Cashier
Little Rock	Pulaski Bank and Trust Company	Chairman, President, Vice President or Cashier
Magnolia	First National Bank of Magnolia*	President or Cashier
North Little Rock	National Bank of Arkansas in North Little Rock	Chairman, President, Vice President or Cashier
Pine Bluff	Pine Bluff National Bank	Chairman, Secretary of the Board, President, Vice President or Cashier
Prairie Grove	The Farmers & Merchants Bank*	Chairman, President, Vice President or Cashier
Rogers	Bank of Rogers	Chairman, President, Vice President or Cashier
Russellville	Simmons First Bank of Russellville*	Chairman, President, Vice President or Cashier
Searcy	Simmons First Bank*	Chairman, President, Vice President or Cashier
Springdale	The First National Bank of Springdale	Chairman, President, Vice President or Cashier
Stuttgart	The Farmers and Merchants Bank	Chairman, President, Vice President or Cashier
Wynne	The First National Bank of Wynne	President

* *Non-voting bank.*

GROUP 2

ILLINOIS

City	Name of Bank	Authorized Signature
Bridgeport	The First National Bank of Bridgeport*	Chairman, President, Vice President or Cashier
Chester	Chester National Bank	Chairman, President, Vice President, Cashier, Chief Executive Officer
Effingham	Effingham State Bank	Chairman, President, Vice President, Cashier or Assistant Cashier
Fairfield	The Fairfield National Bank	Chairman, President, Vice President or Cashier
Harrisburg	The First National Bank of Harrisburg	President, Vice President or Cashier
Hillsboro	National Bank	President, Vice President or Cashier
Jerseyville	The State Bank of Jerseyville*	Chairman, President, Vice President or Cashier
McLeansboro	The Peoples National Bank of McLeansboro	Chairman, President, Vice President or Cashier
Metropolis	Community National Bank	Chairman, President, Vice President or Cashier
Mount Vernon	Bank of Illinois, National Association*	Cashier
Olney	Community Bank & Trust, N.A.	Chairman, President, Vice President or Cashier
Olney	First National Bank in Olney	Chairman, President, Vice President or Cashier
Quincy	First Bankers Trust Company, National Association	Chairman, President, Vice President or Cashier
Raymond	The First National Bank of Raymond	Chairman, President, Vice President or Cashier
Red Bud	First State Bank of Red Bud	President, Vice President or Cashier
Robinson	First Robinson Savings Bank, National Association	Chairman of the Board, President, Vice President or Cashier
Shawneetown	Illinois One Bank, National Association*	Chairman, President, Vice President or Cashier
Swanea	Union Bank of Illinois	Chairman, President, Vice President or Cashier
Teutopolis	Teutopolis State Bank	President or Cashier

INDIANA

City	Name of Bank	Authorized Signature
Evansville	The National City Bank of Evansville	Chairman, President, Vice President or Cashier
New Albany	Hometown National Bank	
New Albany	National City Bank of Southern Indiana	Chairman, President, Vice President or Cashier
Scottsburg	The Scott County State Bank	Chairman, President, Vice President or Cashier
Washington	The Peoples National Bank and Trust Company of Washington	Chairman, President, Vice President or Cashier

* *Non-voting bank*

GROUP 2

KENTUCKY

City	Name of Bank	Authorized Signature
Bowling Green	Bowling Green Bank & Trust Company, National Association*	Chairman, President, Vice President, Cashier or any Executive Officer
Columbia	The First National Bank of Columbia	Chairman, President, Vice President or Cashier
Danville	The Farmers National Bank of Danville	President, Vice President or Cashier
Elizabethtown	Kentucky National Bank	Chairman of the Board, President, Vice President or Cashier
Louisville	PRP National Bank	Chairman, President, Vice President or Cashier
Owensboro	The New Farmers National Bank of Glasgow*	Chairman, President, Vice President or Cashier
Owensboro	The Owensboro National Bank	Chairman, President, Vice President or Cashier

MISSISSIPPI

City	Name of Bank	Authorized Signature
Clarksdale	First National Bank of Clarksdale	Chairman, President, Vice President or Cashier
Corinth	Commerce National Bank	Chairman, President or Chief Financial Officer
Iuka	First American National Bank	Chairman, President, Vice President or Cashier
Lexington	First National Bank of Holmes County	Chairman, President, Vice President or Cashier
Oxford	The First National Bank of Oxford	Chairman, President, Vice President or Cashier
Pontotoc	The First National Bank of Pontotoc	Chairman, President, Vice President or Cashier
Starkville	National Bank of Commerce of Mississippi	Chairman, Chairman of Executive Committee, President, Vice President or Cashier

MISSOURI

City	Name of Bank	Authorized Signature
Bridgeton	Cass Commercial Bank	Chairman, President, or Vice President
Clayton	First National Bank of St. Louis	Chairman, President, Vice President or Cashier
Clayton	Truman Bank	Chairman, President, Vice President or Cashier
Columbia	First National Bank and Trust Company	Chairman, President, Vice President or Cashier
Columbia	The Boone County National Bank of Columbia*	Chairman, President, Vice President or Cashier
Dixon	Mid America Bank & Trust Company	Chairman, President, Vice President or Cashier

* *Non-voting bank.*

GROUP 2

Gainesville	Century Bank of the Ozarks	Chairman, President, Vice President or Cashier
Jefferson City	Midwest Independent Bank	Chairman, President, Vice President or Cashier
Lemay	Lemay Bank & Trust Company	President or Vice President
Sikeston	The First National Bank of the Mid-South	Chairman, President, Vice President or Cashier
Springfield	Metropolitan National Bank	Chairman, President, Vice President or Cashier
Springfield	Old Missouri National Bank*	
St. Louis	Lindell Bank & Trust Company	President, Executive Vice President or Vice President
St. Louis	Mercantile Trust Company National Association	Chairman, President, Vice President or Cashier
St. Louis	South Side National Bank in St. Louis	Chairman, President, Vice President or Cashier
West Plains	Community First National Bank of West Plains	Chairman, President, Vice President or Cashier

TENNESSEE

City	Name of Bank	Authorized Signature
Collierville	BankTennessee	Chairman of the Board, President, Vice President or Cashier
Dyersburg	First Citizens National Bank	Chairman, President, Senior Vice President, Vice President or Cashier
Lexington	Community National Bank of Tennessee	Chairman, President, Vice President or Cashier
Memphis	EFS National Bank	Chairman
Memphis	Enterprise National Bank	Chairman, President, Vice President or Cashier

* *Non-voting bank.*

Chairman of the Board
Federal Reserve Bank of St. Louis
P.O. Box 442
St. Louis, Missouri 63166-0442

Group 1

INSERT IN THIS ENVELOPE A SEALED BALLOT ENVELOPE CONTAINING A PROPERLY EXECUTED BALLOT. THIS ENVELOPE WILL NOT BE OPENED UNTIL POLLS CLOSE.

In accordance with Section 4 of the Federal Reserve Act, I hereby certify that my choice(s) for Class B director of the Federal Reserve Bank of St. Louis is/are indicated by (X) in the column(s) of the ballot sealed herein.

For _____

(Name of Bank)

(Signature of officer designated to vote)

(Location of Bank)

(Title of voting officer)

BALLOT ENVELOPE

BALLOT

Group No. 1

This ballot and the certificate on the envelope must be executed by an officer who has been authorized to cast the vote and whose designation has been certified to me.

The choice must be indicated by marking one of the boxes below.

This ballot must be returned to me within fifteen days. The polls will open on November 15 and close at 2 p.m. on November 30, 1999.

Failure to observe the above instructions will invalidate the ballot.

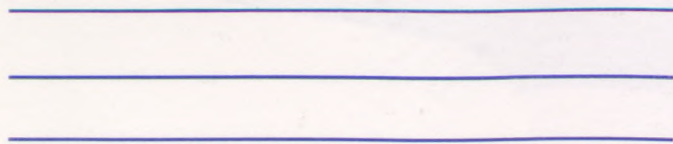
Susan S. Elliott
Chairman of the Board

VOTE FOR CLASS B DIRECTOR

Candidates	Choice (mark X)
JOSEPH E. GLIESSNER, JR. Executive Director New Directions Housing Corp. Louisville, Kentucky	<input type="checkbox"/>

Place ballot in ballot envelope. Insert sealed ballot envelope in certificate envelope. Execute certificate and seal. Return in self-addressed envelope.





**Chairman of the Board
Federal Reserve Bank of St. Louis
Post Office Box 442
St. Louis, Missouri 63166-0442**

Group 2

INSERT IN THIS ENVELOPE A SEALED BALLOT ENVELOPE CONTAINING A PROPERLY EXECUTED BALLOT. THIS ENVELOPE WILL NOT BE OPENED UNTIL POLLS CLOSE.

In accordance with Section 4 of the Federal Reserve Act, I hereby certify that my choice(s) for Class A director of the Federal Reserve Bank of St. Louis is/are indicated by (X) in the column(s) of the ballot sealed herein.

For _____
(Name of Bank)

(Signature of officer designated to vote)

(Location of Bank)

(Title of voting officer)

BALLOT ENVELOPE

BALLOT

Group No. 2

This ballot and the certificate on the envelope must be executed by an officer who has been authorized to cast the vote and whose designation has been certified to me.

The choice must be indicated by marking one of the boxes below.

This ballot must be returned to me within fifteen days. The polls will open on November 15 and close at 2 p.m. on November 30, 1999.

Failure to observe the above instructions will invalidate the ballot.

Susan S. Elliott
Chairman of the Board

VOTE FOR CLASS A DIRECTOR

Candidates	Choice (mark X)
LUNSFORD W. BRIDGES President and Chief Executive Officer Metropolitan National Bank Little Rock, Arkansas	<input type="checkbox"/>
WILLIAM H. TATE Bank Director The First National Bank of Oxford Oxford, Mississippi	<input type="checkbox"/>
THOMAS M. TESCHNER President and Chief Executive Officer Southside Bancshares Corp. Chairman of the Board, President and CEO South Side National Bank in St. Louis St. Louis, Missouri	<input type="checkbox"/>

Place ballot in ballot envelope. Insert sealed ballot envelope in certificate envelope. Execute certificate and seal. Return in self-addressed envelope.

