

ELECTION OF DIRECTORS  
REPORT OF NOMINATIONS  
ELECTION PROCEDURES



NOVEMBER 5, 2004



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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 Sept. 22, 2004, regarding the election of two Class A directors 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 1 are electing a Class A director to a three-year term expiring Dec. 31, 2007, to succeed Lewis F. Mallory Jr. One candidate has been nominated for this position.

Member banks in Group 3 are electing a Class A director to the unexpired portion of a three-year term expiring Dec. 31, 2006, to succeed Bradley W. Small. One candidate has been nominated for this position.

Member banks in Group 3 are also electing a Class B director to a three-year term expiring Dec. 31, 2007, to succeed Bert Greenwalt. 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 return envelope.

By law, the ballot must reach me within the period that the polls are open. The polls will open on Nov. 9 and close at 2 p.m. on Nov. 24, 2004. 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 will be tallied and the results of the election will be announced. The candidates are invited to be present or represented on that occasion.

While the banks in Group 2 will not vote in this election, this circular is sent to them without forms for their information.

Walter L. Metcalfe Jr.  
Chairman of the Board

CANDIDATES  
NOMINATED BY  
GROUPS 1 & 3  
MEMBER BANKS

## GROUP 1: CANDIDATE FOR CLASS A DIRECTOR

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### LEWIS F. MALLORY JR.

Chairman and Chief Executive Officer  
NBC Capital Corp.  
Starkville, Miss.

Education: Graduate School of Banking of the South, Louisiana State University, [REDACTED]

Mississippi State University, B.B.A., Banking and Finance, [REDACTED]

Place and Date of Birth: [REDACTED]

Other Affiliations: Chairman, CEO and Director, National Bank of Commerce  
Director, Enterprise National Bank  
Director, Greater Starkville Development Partnership  
Director, Mississippi Economic Council  
Director, Mississippi State University Foundation  
Director, Public Education Forum of Mississippi  
Director, Senior Executive Advisory Council, College of Business and Industry, Mississippi State University

NOMINATED BY:

National Bank of Commerce, Starkville, Miss.

## GROUP 3: CANDIDATE FOR CLASS A DIRECTOR

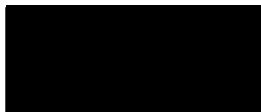
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### DAVID R. PIRSEIN

Executive Vice President and Senior Loan Officer  
First National Bank in Pinckneyville  
Pinckneyville, Ill.

Education: Graduate School of Banking, Madison, Wisc.  
Illinois Bankers Graduate School, Southern Illinois University at  
Carbondale  
Southern Illinois University at Carbondale, B.S., Finance  
and Banking, [REDACTED]  
Lake Land College, A.A., Accounting, [REDACTED]

Place and Date of Birth:



Other Affiliations: Director, First Perry Bancorp  
Director, Illinois Transfer Systems  
Director, Pinckneyville Community Hospital  
Member, Community Bankers Association  
Member, Illinois Bankers Association  
Member, Pinckneyville Chamber of Commerce  
Member, Pinckneyville Planning Commission

NOMINATED BY:

First National Bank in Pinckneyville, Pinckneyville, Ill.

## GROUP 3: CANDIDATE FOR CLASS B DIRECTOR

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### PAUL T. COMBS

President

Combs Farming Co.  
Baker Implement Co.  
Kennett, Mo.

Education:

Certified Public Accountant, [REDACTED]

University of Missouri-Columbia, B.S., Accountancy, [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Board of Supervisors, Elk Chute Drainage District

Board of Supervisors, The Little River Drainage District

Executive Board, Greater St. Louis Area Council, Boy Scouts  
of America

Executive Committee, USA Rice Federation

Member, American Institute of CPAs

Member, Southeast Equipment Dealers Association

Vice Chairman, US Rice Producers Group

NOMINATED BY:

Farmers and Merchants Bank, Stuttgart, Ark.

First National Bank of Altheimer, Altheimer, Ark.

First National Bank of Eastern Arkansas, Forrest City, Ark..

The First National Bank of Stuttgart, Stuttgart, Ark.

Kennett National Bank, Kennett, Mo.

LISTING OF  
GROUPS 1 & 3  
MEMBER BANKS



# GROUP 1

*Consisting of member banks having capital and surplus of \$55 million and over*

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## ARKANSAS

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City .....Name of Bank .....Authorized Signature

Fayetteville .....Arvest Bank .....Chairman, President, Vice President or Cashier

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## INDIANA

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City .....Name of Bank .....Authorized Signature

Evansville .....Integra Bank, N.A. ....Chairman, President, Vice President or Cashier

Evansville .....Old National Bank .....Chairman, President, Vice President or Cashier

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## KENTUCKY

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City .....Name of Bank .....Authorized Signature

Louisville .....National City Bank of Kentucky .....Chairman, President, Executive Vice President or Secretary

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## MISSISSIPPI

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City .....Name of Bank .....Authorized Signature

Starkville .....National Bank of Commerce of Mississippi .....Chairman, Chairman of Executive Committee, President, Vice President or Cashier

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## MISSOURI

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City .....Name of Bank .....Authorized Signature

St. Louis .....First Bank .....Chairman or President

St. Louis .....Southwest Bank of St. Louis .....Chairman, Co-Presidents or Cashier

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## TENNESSEE

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City .....Name of Bank .....Authorized Signature

Memphis .....First Tennessee Bank N.A. Memphis .....Chairman, President, Executive Vice President or Cashier

Memphis .....National Bank of Commerce .....Chairman, President, Vice President or Cashier

Memphis .....Union Planters Bank, N.A. ....Chairman, President, Vice President or Cashier

# GROUP 3

*Consisting of member banks having capital and surplus of \$4.3 million and under*

## ARKANSAS

City	Name of Bank	Authorized Signature
Altheimer .....	First National Bank of Altheimer .....	Chairman, President, Vice President or Cashier
Ashdown .....	First National Bank* .....	Chairman, President, Vice President or Cashier
Berryville .....	The First National Bank of Berryville .....	Chairman, President, Vice President or Cashier
Blytheville .....	The Farmers Bank & Trust Co. ....	Chairman, President, Vice President or Cashier
Calico Rock .....	First National Bank of Izard County .....	Chairman, President, Vice President or Cashier
Crossett .....	First National Bank of Crossett .....	Chairman, President, Vice President or Cashier
De Queen .....	First State Bank of De Queen .....	Chairman, President, Vice President or Cashier
De Queen .....	The First National Bank of De Queen .....	Chairman, President, Vice President or Cashier
De Witt .....	The First National Bank of De Witt .....	Chairman, President, Vice President or Cashier
Dierks .....	First National Bank of Howard County* .....	Chairman, President, Vice President or Cashier
El Dorado .....	Simmons First Bank of El Dorado, N.A. ....	President
Forrest City .....	First National Bank of Eastern Arkansas .....	Chairman, President, Vice President or Cashier
Forrest City .....	Forrest City Bank, N.A. ....	Chairman, President, Vice President or Cashier
Green Forest .....	The First National Bank in Green Forest .....	President, Vice President or Cashier
Heber Springs .....	Heber Springs State Bank* .....	Chairman, President, Vice President or Cashier
Helena .....	Helena National Bank .....	Chairman, President, Vice President or Cashier
Lewisville .....	The First National Bank of Lewisville* .....	Chairman, President, Vice President or Cashier
Little Rock .....	Bank of Little Rock* .....	
Little Rock .....	Eagle Bank and Trust Company .....	Chairman, President, Vice President, Cashier or Secretary/Treasurer
Malvern .....	The Malvern National Bank .....	Chairman, President, Vice President or Cashier
Marianna .....	First National Bank at Marianna .....	Vice President
McGehee .....	The First National Bank of McGehee .....	Chairman, President, Vice President or Cashier
Mena .....	First National Bank in Mena .....	Chairman, President, Vice President or Cashier
Mount Ida .....	First National Bank* .....	Chairman, President, Vice President or Cashier
Mountain Home .....	First National Bank & Trust Co. ....	Chairman, President, Vice President or Cashier
Mulberry .....	Allied Bank .....	Chairman
Nashville .....	Citizens National Bank of Nashville* .....	Chairman, President, Vice President or Cashier
Paragould .....	Southern Bank of Commerce* .....	
Paris .....	The First National Bank at Paris .....	Chairman, President, Vice President or Cashier
Pine Bluff .....	Simmons First Trust Company, N.A.* .....	Chairman, President or Cashier
Rogers .....	Arvest Trust Company, N.A. ....	Chairman, President, Vice President or Cashier
Stuttgart .....	First National Bank of Stuttgart .....	Chairman, President, Vice President or Cashier
Stuttgart .....	The Farmers and Merchants Bank .....	Chairman, President, Vice President or Cashier
Van Buren .....	Citizens Bank & Trust Co. ....	Chairman, President or Cashier
Walnut Ridge .....	First National Bank of Lawrence County at Walnut Ridge .....	Chairman, President, Vice President or Cashier
Warren .....	Warren Bank and Trust Co. ....	Chairman or President
West Memphis .....	Fidelity National Bank .....	Chairman, President, Vice President or Cashier

\*Non-voting bank

## GROUP 3

### ILLINOIS

City	Name of Bank	Authorized Signature
Albion	Citizens National Bank of Albion	Chairman, President, Vice President or Cashier
Allendale	The First National Bank of Allendale	Chairman, President, Vice President or Cashier
Anna	The Anna National Bank	Chairman, President, Vice President or Cashier
Ava	The First National Bank of Ava	Chairman, President, Vice President or Cashier
Barry	The First National Bank of Barry	Chairman, President, Vice President or Cashier
Brownstown	The First National Bank of Brownstown	Chairman, President, Vice President or Cashier
Carlinville	The Carlinville National Bank	Chairman, President, Vice President or Cashier
Carlyle	The First National Bank of Carlyle	Chairman, President, Vice President or Cashier
Chester	Buena Vista National Bank of Chester	Chairman, President, Vice President or Cashier
Columbia	Columbia National Bank	Chairman, President, Vice President or Cashier
Dieterich	The First National Bank of Dieterich	Chairman, President, Vice President or Cashier
Dongola	The First State Bank of Dongola	Chairman, President, Vice President or Cashier
DuQuoin	DuQuoin State Bank	Chairman, President, Vice President or Cashier
East St. Louis	First Illinois Bank	Chairman, President, Vice President or Cashier
Flora	Flora Bank & Trust	Chairman, President, Vice President or Cashier
Greenville	The Bradford National Bank of Greenville	Chairman, President, Vice President or Cashier
Griggsville	Farmers National Bank of Griggsville	Chairman, President, Vice President or Cashier
Jacksonville	Premier Bank of Jacksonville	Chairman, President or Executive Vice President
Jonesboro	The First National Bank of Jonesboro	President, Vice President or Cashier
Kinmundy	The First National Bank of Kinmundy	Chairman, President, Vice President or Cashier
Lawrenceville	Heritage State Bank	Chairman, President, Vice President or Cashier
Lima	The State Bank of Lima	Chairman, President, Vice President or Cashier
Litchfield	The First National Bank of Litchfield	President or Cashier
Litchfield	The Litchfield National Bank	Chairman, President, Vice President or Cashier
Metropolis	The City National Bank of Metropolis	Chairman, President, Vice President or Cashier
Millstadt	First National Bank of Millstadt	Chairman, President, Vice President or Cashier
Mount Vernon	First National Bank of Mt. Vernon	Chairman, President, Vice President or Cashier
Nashville	The Farmers and Merchants National Bank of Nashville	Chairman, President, Vice President or Cashier
Okawville	The First National Bank of Okawville	Chairman, President, Vice President or Cashier
Okawville	The Old Exchange National Bank of Okawville	Chairman, President, Vice President or Cashier
Pinckneyville	First National Bank in Pinckneyville	President, Vice President or Cashier
Red Bud	First State Bank of Red Bud	President, Vice President or Cashier
Sandoval	The First National Bank of Sandoval	Chairman, President, Vice President or Cashier
Sparta	The First National Bank of Sparta	President, Vice President or Cashier
St. Elmo	Fayette County Bank	Chairman, President, Vice President or Cashier
St. Peter	First State Bank of St. Peter	Chairman, President, Vice President or Cashier
Staunton	The First National Bank in Staunton	Chairman, President or Cashier
Steeleville	First National Bank of Steeleville	Chairman, President, Vice President or Cashier
Sumner	The First National Bank of Sumner	Chairman, President, Vice President or Cashier
Vandalia	The First National Bank of Vandalia	Chairman, President, Vice President or Cashier
Waterloo	The First National Bank of Waterloo	Chairman, President, Vice President or Cashier

\*Non-voting bank

## GROUP 3

Witt .....Security National Bank .....President, Vice President or Cashier  
 Xenia .....First Community Bank, Xenia-Flora .....Chairman, President, Vice President or Cashier

### INDIANA

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City	Name of Bank	Authorized Signature
Elberfeld .....	The Elberfeld State Bank .....	Chairman, President or Cashier
Jeffersonville .....	New Covenant Trust Co., N.A.* .....	
Lynnville .....	The Lynnville National Bank .....	President or Vice President
Odon .....	The First National Bank of Odon .....	President, Vice President or Cashier

### KENTUCKY

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City	Name of Bank	Authorized Signature
Bowling Green .....	The Farmers National Bank of Scottsville .....	President or Cashier
Buffalo .....	Bank of Buffalo .....	Chairman, President, Vice President or Cashier
Campbellsville .....	Campbellsville National Bank* .....	
Carrollton .....	The First National Bank of Carrollton .....	Chairman, President, Vice President or Cashier
Central City .....	First National Bank of Muhlenberg County, Kentucky .....	Chairman, President, Vice President or Cashier
Frankfort .....	The Bankers' Bank of Kentucky, Inc. ....	Chairman, President, Vice President or Cashier
Hardinsburg .....	The Farmers Bank .....	Chairman, President, Vice President or Cashier
Harrodsburg .....	The Lawrenceburg National Bank .....	Chairman, President, Vice President or Cashier
Hartford .....	Citizens Bank .....	Chairman, President, Vice President or Cashier
Henderson .....	Ohio Valley National Bank of Henderson .....	Chairman, President, Vice President or Cashier
Hodgenville .....	The Lincoln National Bank of Hodgenville .....	Chairman, President, Vice President or Cashier
Lebanon .....	The Citizens National Bank of Lebanon .....	President or Cashier
Lebanon .....	The Farmers National Bank of Lebanon .....	Chairman, President, Vice President or Cashier
Radcliff .....	Fort Knox National Bank .....	Chairman, President, Vice President or Cashier
Russell Springs .....	The First National Bank of Russell Springs .....	Chairman, President, Vice President or Cashier

### MISSISSIPPI

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City	Name of Bank	Authorized Signature
Corinth .....	Commerce National Bank .....	Chairman, President or Chief Financial Officer
Rosedale .....	First National Bank .....	Chairman, President, Vice President or Cashier

### MISSOURI

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City	Name of Bank	Authorized Signature
Altenburg .....	Peoples Bank of Altenburg* .....	Chairman, President, Vice President or Cashier
Ashland .....	Mainstreet Bank .....	Chairman, President, Vice President or Cashier
Camdenton .....	First National Bank .....	Chairman, President, Vice President or Cashier

\*Non-voting bank

## GROUP 3

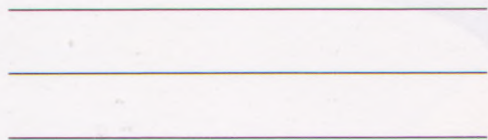
Crane .....	Stone County National Bank .....	Chairman, President, Vice President or Cashier
Cuba .....	First Community National Bank .....	Chairman, President, Vice President or Cashier
Hannibal .....	Farmers & Merchants Bank and Trust Co. ....	Chairman, President, Vice President or Cashier
Hannibal .....	HNB National Bank .....	Cashier
Hermann .....	Bay-Hermann Berger Bank* .....	Chairman, President, Vice President or Cashier
Hillsboro .....	Bank of Hillsboro .....	Chairman, President, Vice President or Cashier
Iberia .....	Bank of Iberia .....	Chairman, President, Vice President or Cashier
Kahoka .....	Exchange Bank of Northeast Missouri* .....	Chairman, President, Vice President or Cashier
Kennett .....	Kennett National Bank .....	Chairman, President, Vice President or Cashier
Louisiana .....	Bank of Louisiana .....	Chairman, President, Vice President or Cashier
Maplewood .....	Citizens National Bank of Greater St. Louis .....	Chairman, Vice Chairman, President, Vice President or Cashier
Mexico .....	The First National Bank of Audrain County* .....	Chairman, President, Vice President or Cashier
Moberly .....	Bank of Cairo and Moberly .....	Cashier
Moberly .....	City Bank and Trust Co. of Moberly .....	Chairman, President, Cashier or Assistant Cashier
Mount Vernon .....	The First National Bank of Mount Vernon .....	Chairman, President, Vice President or Cashier
Paris .....	The Paris National Bank .....	Chairman, President, Vice President or Cashier
Perryville .....	Chester National Bank of Missouri .....	Chairman, President, Vice President or Cashier
Plato .....	Legacy Bank & Trust Co. ....	Chairman, President, Vice President or Cashier
Springfield.....	Citizens National Bank of Springfield .....	Chairman, President, Vice President or Cashier
St. Louis .....	Southern Commercial Bank .....	Chairman, President, Vice President or Cashier
St. Robert .....	First State Bank of St. Robert .....	Chairman, President, Vice President or Cashier
Summersville .....	Community Bank, N.A. ....	Chairman, President, Vice President or Cashier
Tipton .....	The Tipton Latham Bank, N.A.* .....	
Troy .....	Peoples Bank & Trust Co.* .....	Chairman, President, Vice President, Cashier or Secretary
Warrenton .....	The Missouri Bank .....	Chairman, President, Vice President or Cashier

## TENNESSEE

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City	Name of Bank	Authorized Signature
Bells .....	Bank of Crockett* .....	Chairman, President, Vice President or Cashier
Dyer .....	Bank of Dyer* .....	
Gates .....	Gates Banking and Trust Co.* .....	Chairman, President, Vice President or Cashier
Halls .....	Bank of Halls .....	Chairman, President, Vice President or Cashier
Newbern .....	Security Bank* .....	Chairman, President, Vice President or Cashier
Parsons .....	Farmers 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 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)

**Group 1**



**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 the box below.

This ballot must be returned to me within fifteen days. The polls will open on Nov. 9 and close at 2 p.m. on Nov. 24, 2004.

Failure to observe the above instructions will invalidate the ballot.

Walter L. Metcalfe Jr.  
Chairman of the Board

## VOTE FOR CLASS A DIRECTOR

Candidate	Choice (mark X)
LEWIS F. MALLORY JR. Chairman and Chief Executive Officer NBC Capital Corp. Starkville, Miss.	<input type="checkbox"/>

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



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**Group 3**

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

**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)

**Group 3**



**BALLOT ENVELOPE**



# BALLOT

Group No. 3

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 the box below.

This ballot must be returned to me within fifteen days. The polls will open on Nov. 9 and close at 2 p.m. on Nov. 24, 2004.

Failure to observe the above instructions will invalidate the ballot.

Walter L. Metcalfe Jr.  
Chairman of the Board

## VOTE FOR CLASS A DIRECTOR

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Candidate	Choice (mark X)
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DAVID R. PIRSEIN

Executive Vice President and Senior Loan Officer  
First National Bank in Pinckneyville  
Pinckneyville, Ill.

## VOTE FOR CLASS B DIRECTOR

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Candidate	Choice (mark X)
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PAUL T. COMBS

President  
Combs Farming Co.  
Baker Implement Co.  
Kennett, Mo.

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

