

ELECTION OF DIRECTORS
REPORT OF NOMINATION
ELECTION PROCEDURES



NOVEMBER 4, 2005



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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. 21, 2005, regarding the election of one Class A director 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 B director to a three-year term expiring Dec. 31, 2008. One candidate has been nominated for this position.

Member banks in Group 2 are electing a Class A director to a three-year term expiring Dec. 31, 2008, to succeed Lunsford W. Bridges. Three candidates have 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.

For contested elections, Section 4 of the Federal Reserve Act provides for preferential voting for election of directors. Where there are more than two candidates, the officer casting a member bank's vote must indicate a choice (e.g., first, second, third, etc.) for each candidate. Only one choice may be indicated for each candidate. 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 into 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 Nov. 8 and close at 2 p.m. Nov. 23, 2005. 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 3 will not vote in this election, this circular is sent to them for their information without forms.

Walter L. Metcalfe Jr.
Chairman of the Board

- * Section 4 of the Federal Reserve Act requires that the ballots be tallied in the following manner. Any candidate receiving a majority of all first-choice votes cast shall be declared elected. If no candidate shall have a majority of the first-choice votes, then there shall be added to that total the second-choice votes cast for each candidate. The candidate then having a majority of the votes and the highest combined total shall be declared elected. If, however, no candidate then has a majority of the highest combined total of votes cast, then the votes cast for third choice shall be added to the first- and second-choice votes, and the candidate then having the highest number of votes shall be declared elected.

CANDIDATES
NOMINATED BY
GROUPS 1 & 2
MEMBER BANKS

GROUP 1: CANDIDATE FOR CLASS B DIRECTOR

JOSEPH (JAY) FITZSIMMONS

*Senior Vice President of Finance and Treasurer
Wal-Mart Stores Inc.
Bentonville, Ark.*

Education:

University of Chicago, Graduate School of Business,
M.B.A., Finance, [REDACTED]

University of Notre Dame, B.S., Accounting, [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Board and Audit Committee Member, Mexican Restaurants Inc.

Member, Advisory Board, University of Chicago, Graduate
School of Business

NOMINATED BY:

Arvest Bank, Fayetteville, Ark.
Cadence Bank, N.A., Starkville, Miss.

GROUP 2: CANDIDATE FOR CLASS A DIRECTOR

BILL B. MAY

*Chairman Emeritus
Arkansas Bankers' Bank
Little Rock, Ark.*

Education:

Southern Methodist University, Southwestern Graduate
School of Banking, [REDACTED]

University of Arkansas, B.S.B.A., [REDACTED]

Little Rock Junior College, [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Alumni Board of Directors, University of Arkansas at
Little Rock

Board of Trustees, The Anthony School of Little Rock, Ark.

Member, Bankers' Bank Council

NOMINATED BY:

Arkansas Bankers' Bank, Little Rock, Ark.

First Security Bank, Conway, Ark.

Midwest Independent Bank, Jefferson City, Mo.

GROUP 2: CANDIDATE FOR CLASS A DIRECTOR

REX K. ENTSMINGER

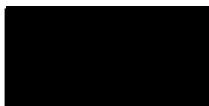
*Senior Vice President
CFO and Treasurer
Midland States Bancorp Inc.
Effingham, Ill.*

Education:

Certified Public Accountant, 

University of Nebraska, B.S., Accountancy, 

Place and Date of Birth:



Other Affiliations:

Chairman, Asset Liability Committee, Midland States Bank

Member, Effingham Chamber of Commerce

Member, Effingham Rotary Club

Member, Effingham Vocational Education Committee

NOMINATED BY:

Midland States Bank, Effingham, Ill.


GROUP 2: CANDIDATE FOR CLASS A DIRECTOR


J. THOMAS MAY


*Chairman, President and CEO
Simmons First National Corp.*

*Chairman and CEO
Simmons First National Bank
Pine Bluff, Ark.*

Education:

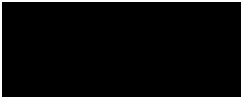
Stonier Graduate School of Banking, Washington, D.C., 

National Commercial Lending School, Dallas, Texas, 

University of Arkansas, M.B.A., 

University of Arkansas, B.S.B.A., 

Place and Date of Birth:



Other Affiliations:

Board Member, The Economic Development Alliance

Board of Trustees, Baptist Health

Chairman, Board of Directors, Arkansas Bankers' Association

Dean's Advisory Board, Walton School of Business

Director, Arkansas Blue Cross Blue Shield

Member, Advisory Board, Pine Bluff Symphony

Member, University of Arkansas 2010 Commission

Member, University of Arkansas Campaign for 21st Century

NOMINATED BY:

Simmons First National Bank, Pine Bluff, Ark.

Metropolitan National Bank, Little Rock, Ark.

LISTING
OF
GROUPS 1 & 2
MEMBER BANKS

GROUP 1

Consisting of member banks having capital and surplus of \$55 million or more.

ARKANSAS

City	Name of Bank	Authorized Signature
Fayetteville	Arvest Bank	Chairman, President, Vice President or Cashier

INDIANA

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

KENTUCKY

City	Name of Bank	Authorized Signature
Louisville	National City Bank of Kentucky	Chairman, President, Executive Vice President or Secretary

MISSISSIPPI

City	Name of Bank	Authorized Signature
Starkville	Cadence Bank, N.A.	Chairman, Chairman of Executive Committee, President, Vice President or Cashier

MISSOURI

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

TENNESSEE

City	Name of Bank	Authorized Signature
Memphis.....	Enterprise National Bank*	Chairman, President, Vice President or Cashier
Memphis.....	First Tennessee Bank, N.A. Memphis.....	Chairman, President, Executive Vice President or Cashier

*Non-voting bank

GROUP 2

Consisting of member banks having capital and surplus greater than \$5,035,000, but less than \$55 million.

ARKANSAS

City	Name of Bank	Authorized Signature
Batesville	The Citizens Bank	Chairman, President, Vice President or Cashier
Blytheville	The First National Bank in Blytheville	Chairman, President, Vice President or Cashier
Conway	First Security Bank of Conway	Chairman, Vice Chairman, President, Vice President, Cashier or Secretary
El Dorado	First Financial Bank	Chairman or Chief Executive Officer
Fayetteville	Bank of Arkansas, N.A.	Chairman or President
Fayetteville	Bank of Fayetteville, N.A.	Chairman, President, Vice President or Cashier
Fort Smith	The First National Bank of Fort Smith*	Chairman, President, Vice President or Cashier
Hope	The First National Bank of Hope*	Chairman, President, Vice President or Cashier
Hot Springs	First National Bank*	Chairman, President, Vice President or Cashier
Little Rock	Arkansas Bankers' Bank	President or Chief Executive Officer
Little Rock	Metropolitan National Bank	President
Little Rock	One Bank and Trust, N.A.	Chairman, President, Vice President or Cashier
Little Rock	Pulaski Bank and Trust Co.	Chairman, President, Vice President or Cashier
Little Rock	The Capital Bank	Chairman, President or Senior Vice President
Marion	First Community Bank of Eastern Arkansas	Chairman, President, Vice President or Cashier
Mountain Home	First National Bank & Trust Co.	Chairman, President, Vice 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, President, Vice President or Cashier
Pine Bluff	Simmons First National Bank of Pine Bluff*	Chairman, President, Vice President or Cashier
Rogers	ANB Financial, N.A.	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	Legacy National Bank	Chairman, President, Vice President or Cashier
Waldron	First National Bank*	Chairman, President, Vice President or Cashier
West Helena	First Bank of the Delta, N.A.	Chairman, Vice Chairman, President, Vice President or Cashier

ILLINOIS

City	Name of Bank	Authorized Signature
Carmi	The First National Bank of Carmi	President or Cashier
Carrollton	Cornerstone Bank & Trust, N.A.	Chairman, President, Executive Vice President, Vice President or Cashier
Chester	Chester National Bank	Chairman, President, Vice President, Cashier or Chief Executive Officer
Effingham	Midland States Bank	Chairman, President, Vice President, Cashier or Assistant Cashier
Fairfield	The Fairfield National Bank	Chairman, President, Vice President or Cashier
Hillsboro	National Bank	President, Vice President or Cashier
McLeansboro	The Peoples National Bank of McLeansboro	Chairman, President, Vice President or Cashier
Nokomis	First National Bank of Nokomis	Chairman, President, Vice President or Cashier
Olney	First National Bank in Olney	Chairman, President, Vice President or Cashier
Quincy	First Bankers Trust Co., N.A.	Chairman, President, Vice President or Cashier
Robinson	First Robinson Savings Bank, N.A.	Chairman, President, Vice President or Cashier
Teutopolis	Teutopolis State Bank	President or Cashier

*Non-voting bank

INDIANA

City	Name of Bank	Authorized Signature
Corydon	Community First Bank.....	Chairman, President, Vice President or Cashier
Evansville.....	Bank of Evansville*	No designation
New Albany.....	National City Bank of Southern Indiana	Chairman, President, Vice President or Cashier

KENTUCKY

City	Name of Bank	Authorized Signature
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, President, Vice President or Cashier
Leitchfield.....	Leitchfield Deposit Bank & Trust Co.	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
Iuka.....	First American National Bank	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

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
Columbia.....	First National Bank and Trust Co.....	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 Co.	Chairman, President, Vice President or Cashier
Jefferson City.....	Midwest Independent Bank.....	Chairman, President, Vice President or Cashier
Jefferson City.....	The Exchange National Bank of Jefferson City.....	Chairman, President, Vice President or Cashier
Kahoka.....	Exchange Bank of Northeast Missouri	Chairman, President, Vice President or Cashier
Lemay	Midwest BankCentre.....	President or Vice President
Malden.....	First National Bank	Chairman, President, Vice President or Cashier
Monett.....	Community National Bank.....	Chairman, President, Senior Executive Vice President, Vice President or Cashier
Mountain View.....	First National Bank*	Chairman, President, Vice President or Cashier
Sikeston	Montgomery First National Bank.....	Chairman, President, Vice President or Cashier
Springfield	Metropolitan National Bank.....	Chairman, President, Vice President or Cashier
Springfield	OakStar Bank, N.A.*	No designation
Springfield	Old Missouri National Bank.....	Chairman, President, Vice President or Cashier
St. Louis.....	Lindell Bank & Trust Co.	President, Executive Vice President or Vice President
St. Louis.....	Truman Bank	Chairman, President, Vice President or Cashier
Sullivan.....	Progress Bank of Missouri	Chairman, President, Vice President or Cashier
West Plains.....	Community First National Bank of West Plains....	Chairman, President, Vice President or Cashier

*Non-voting bank

TENNESSEE

City	Name of Bank	Authorized Signature
Bartlett.....	Bank of Bartlett	Chairman, President, Executive Vice President, Senior Vice President, Vice President or Cashier
Collierville	Bank Tennessee	Chairman, President, Vice President or Cashier
Dyersburg	First Citizens National Bank.....	Chairman, President, Senior Vice President, Vice President or Cashier
Jackson.....	The Bank of Jackson*	No designation
Memphis.....	Community Bank, N.A.....	Chairman, President, Vice President or Cashier
Memphis.....	Paragon National Bank*	No designation
Millington	Patriot Bank.....	Chairman, President, Vice President or Cashier

**Non-voting bank*



**Chairman of the Board
Federal Reserve Bank of St. Louis
Post Office 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)

Group 1

BALLOT ENVELOPE

— ELECTION OF DIRECTORS —



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 15 days. **The polls will open on Nov. 8 and close at 2 p.m. on Nov. 23, 2005.**

Failure to observe the above instructions will invalidate the ballot.

Walter L. Metcalfe Jr.
Chairman of the Board

VOTE FOR CLASS B DIRECTOR

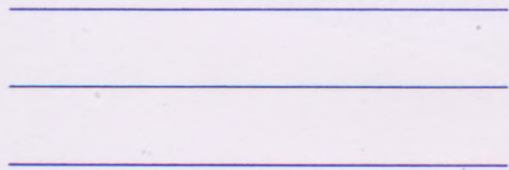
Candidate

Choice
(mark X)

JOSEPH (JAY) FITZSIMMONS
Senior Vice President of Finance and Treasurer
Wal-Mart Stores Inc.
Bentonville, Ark.

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
P.O. 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)

Group 2

BALLOT ENVELOPE



PREFERENTIAL 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.

Indicate choices by marking the appropriate columns.

This ballot must be returned to me within 15 days. **The polls will open on Nov. 8 and close at 2 p.m. on Nov. 23, 2005.**

Failure to observe the above instructions will invalidate the ballot.

Walter L. Metcalfe Jr.
Chairman of the Board

VOTE FOR CLASS A DIRECTOR

Candidate	1 st Choice	2 nd Choice	3 rd Choice
BILL B. MAY <i>Chairman Emeritus Arkansas Bankers' Bank Little Rock, Ark.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
REX K. ENTSMINGER <i>Senior Vice President CFO and Treasurer Midland States Bancorp Inc. Effingham, Ill.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
J. THOMAS MAY <i>Chairman, President and CEO Simmons First National Corp.</i> <i>Chairman and CEO Simmons First National Bank Pine Bluff, Ark.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

