



Board of Directors Election Period:

Oct. 31 - Nov. 18, 2008

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 memo dated **Sept. 17, 2008**, regarding the election of one Class A director and one Class B director of this Bank, there are listed on this web site the names of the candidates nominated and the banks that made the nominations.

Please log in to continue, using the access code and password that you received via U.S. mail. If you need assistance, please call Sandra Ehrhardt at 314-444-8527 or Lori Harms at 314-444-8530.

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NOMINATION AND ELECTION OF DIRECTORS

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Report of Nominations and Election Procedures

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 memo dated **Sept. 17, 2008**, regarding the election of one Class A director and one Class B director of this Bank, there are listed on this web site 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, 2011, to succeed Gregory M. Duckett. One candidate has been nominated for this position. [[View Candidates](#)]

Member banks in Group 2 are electing a Class A director to a three-year term expiring Dec. 31, 2011, to succeed J. Thomas May. One candidate has been nominated for this position. [[View Candidates](#)]

This web site lists the member banks in each classification. (See: [Group 1](#), [Group 2](#), [Group 3](#).)

All eligible voting banks have access to vote on this web site.

The online ballot must be executed by an officer who has been authorized to cast the vote. A listing of the officers so designated is [listed here](#). In order that the balloting may be secret, the name of the bank and the title of the voting officer **will not** be associated with his or her vote.

For contested elections, Section 4 of the Federal Reserve Act provides for preferential voting for election of directors. The officer casting a member bank's vote must indicate first, second and third choices. Where there are more than two candidates, a member bank 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.

By law, the votes must be cast within the period that the polls are open. The polls will open on Nov. 4 and close at 2 p.m. on Nov. 18, 2008. At that time, the online 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 web site is available for their information.

Irl F. Engelhardt
Chairman of the Board
Sept. 17, 2008

*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.

To view and vote (if eligible) for the nominated candidates, continue on to the Ballot.

[Continue](#)

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Group 1: Candidate For Class B Director

Mr. Gregory M. Duckett

Senior Vice President and Corporate Counsel
Baptist Memorial Health Care Corp.
Memphis, Tennessee

Education:

Memphis State University, J.D., [REDACTED]
Oberlin College, B.A., [REDACTED]

Place and Date of Birth:

[REDACTED]

Other Affiliations:

Board Member, National Civil Rights Museum
Board Member, Tennessee Board of Regents
Board Member, Memphis Academy of Science and Engineering
Charter School
Board Member, Tennessee Commission on Continuing Legal
Education
Board Member and Chairman, Riverfront Development Corp.
Board Member, American Health Lawyers Association
Commissioner, State of Tennessee Election Commission

Nominated By:

Cadence Bank, N.A., Starkville, Miss.
Old National Bank, Evansville, Ind.

Group 2: Candidate For Class A Director

Mr. J. Thomas May Chairman and CEO
Simmons First National Corp.
Pine Bluff, Arkansas

Education: Stonier Graduate School of Banking, [REDACTED]
National Commercial Lending School, [REDACTED]
University of Arkansas, M.B.A., [REDACTED]
University of Arkansas, B.S.B.A., [REDACTED]

Place and Date of Birth: [REDACTED]

Other Affiliations: Board Member, Arkansas Blue Cross Blue Shield
Board Member, Baptist Health
Board Member, Arkansas Research Alliance
Board Member, University of Arkansas Foundation
Dean's Advisory Board, Walton School of Business
Board of Advisors, University of Arkansas

Nominated By: Pine Bluff National Bank, Pine Bluff, Ark.
Simmons First National Bank, Pine Bluff, Ark.