

**FEDERAL RESERVE BANK
OF NEW YORK**

[Circular No. 10526
March 30, 1992]

Election of Class B Director

(By member banks classified in Group 1 on March 6, 1992, that is, member banks with capital and surplus of more than \$400,000,000 on that date)

To the Member Banks of the Second Federal Reserve District:

In accordance with the provisions of section 4 of the Federal Reserve Act, as amended, and Circular No. 10519, dated March 6, 1992, on the nomination of a class B director of this Bank for the term of office ending December 31, 1994, there is shown on page 2 the name of the candidate nominated for such office, and by whom nominated.

To each member bank classified in Group 1 on March 6, 1992, the following are being sent with this circular:

- (a) Ballot for use in voting for candidate for class B director.
- (b) Pink ballot envelope in which the ballot is to be sealed.
- (c) Certificate envelope bearing on its face the certificate in regard to the vote.
- (d) Addressed envelope in which all of the foregoing should be returned to me.

The ballot and the certificate on the certificate envelope must be executed by an officer who has been authorized to cast the vote. A list of the officers designated for this purpose by the member banks in Group 1 was contained in the above-mentioned circular dated March 6, 1992, and a similar list revised to date is contained herein. In order that the ballot may be secret, the name of the bank and the name and title of the voting officer should not be written on the ballot, but should be written only on the certificate envelope.

- (1) The ballot should be marked.
- (2) The marked ballot should be placed in the pink ballot envelope and that envelope sealed.
- (3) Then the sealed pink ballot envelope should be placed within the certificate envelope, and the certificate envelope should be sealed and the certificate thereon executed.
- (4) Then the certificate envelope containing the sealed pink ballot envelope should be returned to me in the enclosed addressed envelope.

The law provides that the ballot shall be cast within 15 days after receipt of the list of candidates transmitted herewith. The polls will open at 10 a.m., March 31, 1992, and will close at 12 noon on Wednesday, April 15, 1992, and in order to be counted as valid the ballot must be received by me at or before the latter time. Upon the closing of the polls the ballot box will be opened in the board room of this Bank, the sealed envelopes containing the ballots will be opened, the votes counted and checked by tellers, and the result of the election announced. Candidates may, if they so desire, be present or represented on this occasion.

Because banks in Groups 2 and 3 will not vote in this election, this circular is sent to them without forms and for their information only.

ELLEN V. FUTTER,
Chairman of the Board.

Candidate for Class B Director

ROBERT E. ALLEN

Chairman and Chief Executive Officer
American Telephone and Telegraph Company, New York, N.Y.

ROBERT E. ALLEN was born on January 25, 1935 in Joplin, Missouri. He received a Bachelor of Arts degree from Wabash College in 1957 and attended the Harvard Business School's Program for Management Development in 1965.

Mr. Allen began his career at Indiana Bell Telephone Co. in 1957, advancing to Vice President, Secretary and Treasurer in 1972. After serving in executive positions at Bell of Pennsylvania, Illinois Bell, and the Chesapeake and Potomac Telephone Companies, he was named Executive Vice President and Chief Financial Officer of AT&T in 1983, Chairman and Chief Executive Officer of AT&T Information Systems in 1985, President and Chief Operating Officer of AT&T in 1986, and Chairman and Chief Executive Officer of AT&T in April 1988.

Among his many business and civic activities, Mr. Allen is a director of Bristol-Myers Squibb Co., Pepsico, and New American Schools Development Corp.; a member of the Board of Governors of the United Way of America; a trustee of Wabash College; and a member of The Conference Board, The Business Roundtable, The Business Council, and the U.S.-Japan Business Council.

Nominated by the following member banks in Group 1

NEW YORK	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Buffalo	Marine Midland Bank, N.A.
New York City	Bankers Trust Company
	The Chase Manhattan Bank (National Association)
	European American Bank
	Manufacturers Hanover Trust Company
	Morgan Guaranty Trust Company of New York
	Republic National Bank of New York

Election of Class B Director
For Term of Office Ending December 31, 1994

List of the 15 Member Banks in Group 1

*(Group 1 consists of member banks with capital and surplus
of more than \$400,000,000, on March 6, 1992.)*

NEW JERSEY		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Jersey City	National Westminster Bank, NJ	President, any Vice President, Cashier, or Secretary
Newark	First Fidelity Bank, National Association, New Jersey	-----
	Midlantic National Bank	President, any Vice President, or Cashier
NEW YORK		
Albany	Key Bank of New York National Association	President, any Vice President, or Cashier
Buffalo	Marine Midland Bank, N.A.	Chairman of the Board, President, or Secretary
New York City	The Bank of New York	Chairman of the Board, President, Senior Executive Vice President, or any Executive Vice President
	Bankers Trust Company	Chairman of the Board, Vice Chairman, any Executive Vice President, any Managing Director, any Senior Vice President, or Secretary
	The Chase Manhattan Bank (National Association)	Chairman of the Board, President, Vice Chairman of the Board, any Vice President, or Secretary
	Chemical Bank	Chairman of the Board, President, any Vice Chairman, or Secretary
	Citibank, N.A.	Chairman of the Board, Chairman of the Executive Committee, any Vice Chairman, President, any Executive Vice President, any Senior Vice President, any Vice President, or Cashier
	European American Bank	Chairman of the Board, President, any Vice Chairman, or any Executive Vice President
	Manufacturers Hanover Trust Company	Chairman of the Board, President, any Vice Chairman, or Secretary
	Morgan Guaranty Trust Company of New York	Chairman of the Board, a Vice Chairman, President, any Vice President, Cashier, or Secretary
	National Westminster Bank USA	Chairman or any Vice Chairman of the Board, President, any Vice President, or Cashier
	Republic National Bank of New York	Chairman of the Board, President, any Vice President, or Cashier

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**FEDERAL RESERVE BANK
OF NEW YORK****Ballot***Group No. 1*

March 30, 1992

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

The polls will open at 10 a.m. on March 31, 1992, and will close at 12 noon on Wednesday, April 15, 1992. This ballot must be returned so as to reach me before the latter time.

Failure to observe instructions will invalidate this ballot.

ELLEN V. FUTTER,
Chairman of the Board.

VOTE FOR CLASS B DIRECTOR OF FEDERAL RESERVE BANK OF NEW YORK
for term of office ending December 31, 1994

CANDIDATE		(Indicate vote by X below)
ROBERT E. ALLEN	Chairman and Chief Executive Officer AT&T New York, N.Y.	<input type="radio"/>

DIRECTIONS FOR RETURN OF BALLOT

1. Mark this ballot to indicate vote for each position.
2. Place marked ballot in the pink ballot envelope and seal the envelope.
3. Place sealed pink ballot envelope in certificate envelope and seal certificate envelope and execute certificate thereon.
4. Return sealed and executed certificate envelope (with sealed pink ballot envelope enclosed therein) in envelope addressed to Chairman, Board of Directors, Federal Reserve Bank of New York, Federal Reserve P.O. Station, New York, N.Y. 10045.

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FEDERAL RESERVE BANK
OF NEW YORK

March 30, 1992

To the Chief Executive
Officer of the Bank Addressed:

The enclosed circular announces the opening of the polls in the election of a Class B director for the term ending December 31, 1994. The polls will be open from 10 a.m. on March 31, 1992 to noon on April 15, 1992.

Ballot forms are being sent to the Corporate Secretaries of those Group 1 banks that are eligible to vote without further authorization. If your bank's Secretary receives a ballot, the ballot should be executed and processed, in accordance with the terms of the enclosed circular, by one of the officers listed next to your bank's name in the circular.

Ballot forms are not being sent to your bank if your bank is a subsidiary of a bank holding company with other subsidiaries in Group 1 and the holding company either has not selected which subsidiary is eligible to participate or has selected another subsidiary to participate.

If you have any questions, please call Ed Rooney (Tel. No. 212-720-5212).

Circulars Division

cc: Corporate Secretary