

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 09-57
August 11, 2009

SPECIAL ELECTION OF CLASS A DIRECTOR NOMINATION PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

A special election will be held under the provisions of Section 4 of the Federal Reserve Act to choose a successor to George A. Fisk. Mr. Fisk resigned as a Class A Director effective July 16, 2009. His successor will be elected to fill the unexpired portion of a three-year term ending December 31, 2011.

Mr. Fisk was elected by banks in Group 1 (consisting of banks having capital and surplus of \$15,000,000 and over), and his successor will be chosen by the banks in this group. The banks comprising Group 1 are listed on the following pages.

The group in which a member bank will be entitled to vote will be determined by its classification as of the date of this letter, even though its capital and surplus may subsequently change prior to the date of the election.

Except in the case of any member banks that are subsidiaries of the same bank holding company,* each bank in Group 1 is permitted to nominate one candidate for Class A Director. When several banks are subsidiaries of a bank holding company, the nomination form is being sent only to the bank designated to participate in this election; therefore, banks in Group 1 that will not participate in this election are being sent this notice, without forms, for their information. **The nominations must be made by resolution of the Board of Directors, certified to me and received in my office on or before September 11, 2009.** A form and return envelope for this purpose are enclosed. On September 23, a list of the candidates (indicating the nominating banks) and a preferential ballot will be mailed to each bank in the voting group. The ballot must be cast within 15 days after receipt. The polls will open at 9 a.m. on October 7 and close at 2 p.m. on October 22. At that time, the ballot box will be opened at this Bank, the votes counted, and the results of the election announced. The candidates are invited to be present or represented on that occasion.

In order to be counted, the ballot must be executed by an officer authorized to cast the vote. Officers so authorized are listed on the following pages. The authority conferred on these officers continues until revoked; they need not be redesignated. Each member bank that has not designated an officer or officers for the purpose of signing the ballot, or any bank that desires to change its designation, should do so by resolution of its Board of Directors and certify the designation to me before the polls close. A form for this purpose will be furnished upon request. **If the official signature of the officer, or officers, authorized to cast the ballot has not been filed with this Federal Reserve Bank, such official signature should be filed before the polls close.**

*Section 4 of the Federal Reserve Act reads in part as follows:

“..That whenever any member banks within the same Federal Reserve district are subsidiaries of the same bank holding company within the meaning of the Bank Holding Company Act of 1956, participation in any such nomination or election by such member banks, including such bank holding company if it is also a member bank, shall be confined to one of such banks, which may be designated for the purpose by such holding company.”

The Board of Governors of the Federal Reserve System has ruled that a holding company affiliate, having one or more subsidiary banks in each of the three groups into which member banks of a Federal Reserve district are divided for the purpose of electing directors, may designate one such bank in each group to participate in the nomination and election of each Class A Director and each Class B Director chosen by the group of which such bank is a member and such member bank so designated may validly participate in such nomination and election. **Accordingly, banks in Group 1 affected by the foregoing provision of law are requested to take prompt action to have the appropriate bank holding company designate, if it has not already designated, one of such banks to participate in this election.**

While the banks in Group 2 (consisting of banks having capital and surplus of over \$3,500,000, but under \$15,000,000) and Group 3 (consisting of banks having capital and surplus of \$3,500,000 and under) will not vote in this election, this notice is sent to them, without forms, for their information.

Sincerely,

A handwritten signature in cursive script that reads "James T. Hackett". The signature is written in black ink and is positioned above the typed name and title.

James T. Hackett
Chairman of the Board

Enclosures (2)

**Information Concerning Eligibility for
Class A Directorship of a Federal Reserve Bank**

Section 4 of the Federal Reserve Act, as amended by the Federal Reserve Reform Act of 1977, contains the following provisions: "Class A shall consist of three members, without discrimination on the basis of race, creed, color, sex, or national origin, who shall be chosen by and be representative of the stockholding banks." "No officer or director of a member bank shall be eligible to serve as a Class A director unless nominated and elected by banks that are members of the same group as the member bank of which he is an officer or director." Any person who is an officer or director of more than one member bank shall not be eligible for nomination as a Class A director except by banks in the same group as the bank having the largest aggregate resources of any of those of which such person is an officer or director." "No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal Reserve Bank."

The Board of Governors of the Federal Reserve System has expressed the opinion "...that, to be consistent with the spirit and underlying principles of the Federal Reserve Act, it is inappropriate, as a general rule, for officers and directors of Federal Reserve Banks and Branches to hold partisan political or public office in the service of the United States, or of any state, territory, county, district, political subdivision, or municipality thereof, or to act as members of political party committees."

GROUP 1

Consists of all member banks with combined capital and surplus of \$15,000,000 and over

Banks in this group elect one Class A Director.

TEXAS

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	First Financial Bank, NA	Chairman, President, Vice President, Cashier
Amarillo	Amarillo National Bank	Chairman, President, Vice President, Cashier
Arlington	Worthington National Bank.....	Chairman, President, CEO, Vice President, Cashier
Beaumont	CommunityBank of Texas, NA	President, CEO, Cashier
Bellaire	Community National Bank.....	President
Bellaire	Tradition Bank.....	Chairman, CEO, Chief Financial Officer
Bellville	The First National Bank of Bellville	President, Vice President, Cashier
Dallas	Bank of Texas, NA	Chairman, President, CEO, Senior Controller
Dallas	Comerica Bank.....	Chairman, President, CEO, Vice Chairman, CFO
Dallas	Inwood National Bank of Dallas.....	President
Dallas	Texas Capital Bank, NA	President
Dallas	TIB The Independent BankersBank.....	President, CEO
Dallas	Town North Bank, NA	Chairman, President, SVP, Cashier
Edinburg	First National Bank	Chairman, President, Vice President, Cashier
El Paso	Bank of the West	Chairman
Fort Worth	Southwest Bank.....	Chairman
Granbury	Community Bank.....	Chairman, President, Cashier
Henderson	Citizens National Bank	Cashier
Houston	Amegy Bank, NA	President, CEO
Houston	American First National Bank	President
Houston	Encore Bank, NA	Chairman, President, Corporate Secretary
Houston	Golden Bank, NA.....	Chairman, President, Executive Vice President, Cashier
Houston	Green Bank, NA	Chairman, President
Houston	Metrobank, NA.....	Chairman, President, Vice President, Cashier
Houston	Post Oak Bank, NA.....	Chairman, President, Vice President, Cashier
Houston	Southwestern National Bank	President
Houston	Woodforest National Bank.....	Chairman, President, Vice President, Cashier
Jacksboro	The First National Bank of Jacksboro.....	Chairman, President, Vice President, Cashier
Jacksonville	Austin Bank, Texas NA	Chairman, President, Vice President, Cashier
Kingsville	Kleberg First National Bank of Kingsville.....	Chairman, President, Vice President, Cashier
Laredo	Texas Community Bank.....	Chairman, President, Vice President, Cashier
Lubbock	Lone Star State Bank of West Texas.....	President

GROUP 1 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Lubbock	Peoples Bank	Chairman, President, Executive Vice President, Senior Vice President
Lubbock	PlainsCapital Bank	Chairman, President
Marble Falls	American Bank of Texas, NA	Chairman, CEO
McAllen	Inter National Bank	Chairman, President, Cashier
Midland	Community National Bank	President
Midland	First National Bank of Midland	Chairman, President, CEO
Midland	West Texas National Bank	President
Mineral Wells	First Financial Bank, NA	*
Nacogdoches	Commercial Bank of Texas, NA	Chairman, President
Odessa	Western National Bank	Chairman, President, Vice President, Cashier
Pasadena	Texas Citizens Bank, NA	Chairman, President, Vice President, Cashier
Pharr	Lone Star National Bank	President, Vice President, Cashier
Plainview	HCSB, A State Banking Association	Chairman
Plano	Legacy Texas Bank	Chairman, CEO, Vice President
Refugio	San Antonio National Bank	President, Vice President, Cashier
San Angelo	San Angelo National Bank	**
San Antonio	Broadway National Bank	Chairman, President, Vice President, Cashier
San Antonio	The Frost National Bank	President, Vice President, Cashier
San Antonio	Lone Star Capital Bank, NA	Chairman, President, CEO
Southlake	First Financial Bank, NA	**
Stephenville	First Financial Bank, NA	**
Sugarland	First Community Bank, NA	Chairman, President, Chief Financial Officer
Temple	Extraco Banks, NA	President
Terrell	American National Bank of Texas	Chairman, President, Vice President, Cashier
The Woodlands	Texas Community Bank, NA	President, Vice President, Cashier
Victoria	First Victoria National Bank	Chairman, President, Vice President, Cashier
Weatherford	Weatherford National Bank	**

* No designation of authorized officer on file.

** Multi-bank holding company subsidiary (non-voting bank).

Directors of the Federal Reserve Bank of Dallas
As of
August 11, 2009

Name	Occupation	Elected by Banks in Group	Class	Term Expires Dec. 31
Joe Kim King	Chief Executive Officer, Brady National Bank Brady, Texas	2	A	2010
Vacant.		1	A	2011
Pete Cook.....	Chief Executive Officer, First National Bank in Alamogordo Alamogordo, New Mexico	3	A	2009
Robert A. Estrada	Chairman, Estrada Hinojosa & Company, Inc. Dallas, Texas	3	B	2010
James B. Bexley	Professor of Finance, Sam Houston State University Huntsville, Texas	2	B	2011
Margaret H. Jordan	President and Chief Executive Officer Margaret Jordan Group, Dallas, Texas	1	B	2009
James T. Hackett	Chairman, President and Chief Executive Officer, Anadarko Petroleum Corporation, Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2011
Myron E. Ullman III.....	Chairman and Chief Executive Officer J.C. Penney Company, Inc. Plano, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2009
Herb Kelleher	Founder and Chairman Emeritus, Southwest Airlines Company, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2010