

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 09-66
September 23, 2009

ELECTION OF DIRECTORS REPORT OF NOMINATIONS—VOTING PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

In accordance with the provisions of Section 4 of the Federal Reserve Act and the announcement dated August 11, 2009, in regard to the election of directors of this Bank to succeed Pete Cook, Class A Director, and Margaret H. Jordan, Class B Director, whose terms expire December 31, 2009, the names of the candidates nominated for such directorships and the names of the banks that made the nominations are set out on pages 3 through 4.

I also enclose for each bank in Group 1 a ballot for use in voting for a Class B Director and for each bank in Group 3 a ballot for use in voting for a Class A Director. An envelope bearing on its face the certificate in regard to the vote and an envelope marked "Ballot," in which the ballot is to be sealed, are also provided. The ballot and certificate on the envelope must be executed by an officer who has been authorized to cast the vote. To ensure the confidentiality of the balloting, please do not write the name of the bank or of the voting officer on the ballot but only on the certificate envelope. When several banks are subsidiaries of a bank holding company,* **the voting forms are being sent only to the bank designated to participate in this election**; therefore, banks in Groups 1 and 3 that will not participate in this election are being sent this notice, without forms, only for their information.

The following procedure is required in the case of both the Class A and Class B ballots:

- (1) The ballot should be marked.
- (2) It should then be placed in the envelope marked "Ballot" and the envelope sealed.
- (3) After the certificate on the certificate envelope is executed, the sealed envelope should be placed within the certificate envelope.
- (4) The sealed certificate envelope containing the sealed ballot envelope should then be returned to me in the enclosed self-addressed envelope.

Under the law, the ballot must be returned to me within 15 days after its receipt. The polls will open on October 7, 2009, and close at 2 p.m. on October 22, 2009. At that time, the ballots will be opened, the votes counted, and the results of the election announced. The candidates are invited to be present or represented on that occasion.

*Section 4 of the Federal Reserve Act, as amended, 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 Groups 1 and 3 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 will not vote in this election, this notice is sent to them, without forms, for their information. Group 2 consists of member banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000.

Sincerely,

A handwritten signature in black ink that reads "James T. Hackett". The signature is written in a cursive style with a large, sweeping initial "J".

James T. Hackett
Chairman of the Board

Enclosures (4)

CANDIDATE FOR CLASS B DIRECTOR

Margaret H. Jordan

President and Chief Executive Officer
Dallas Medical Resource
Dallas, Texas

Margaret Jordan is president and chief executive officer of Dallas Medical Resource, a consortium of leaders from the business and health care community organized to develop Dallas as a major regional, national and international center for health and to address issues of importance to the health care community.

Prior to heading up Dallas Medical Resource, Jordan was executive vice president of Texas Health Resources, where she was responsible for stakeholder relationship management, government relations, community health and benefit, and the system's diversity initiative.

Jordan serves on various boards of directors, including the Dallas Museum of Art, the Women's Museum, the International Women's Forum of Dallas and VITAS Inc. Corporate Ethics Committee. She is founding director and lifetime member of the National Black Nurses Association and a member of the Executive Leadership Council and the Committee of 200. Her past boards include the American Hospital Association, the Mentor Corp., Reliant Pharmaceuticals, Epitepe Inc. and the Eckerd Corp.

In 2008, Jordan was the recipient of the Millard J. and Robert L. Heath Award, sponsored by the Dallas County Medical Society, in recognition of her contributions to health care in Dallas. In 2007, The Family Place of Dallas awarded her the Texas Trailblazer Award. She is also a recipient of Southern Methodist University's Maura Award, given for outstanding contributions to improving the lives of women and girls. In 2003, Jordan was honored by the Urban League of Greater Dallas and North Central Texas Inc. with its Whitney M. Young Jr. Humanitarian Award for longstanding support of the league and community service.

Jordan holds a Bachelor of Science degree in nursing from Georgetown University and a Master of Public Health degree from the University of California. She has also completed the Advanced Management Program at the Harvard University School of Business.

Nominated by the following banks in Group 1:

TEXAS

- Citizens National Bank Henderson, Texas
- Peoples Bank Lubbock, Texas
- San Antonio National Bank Refugio, Texas
- The Frost National Bank San Antonio, Texas

NOTE—A list of the banks in Group 1, showing the officers authorized to cast the vote of each bank, is given on page 5 of this notice.

CANDIDATE FOR CLASS A DIRECTOR

Pete A. Cook

President and Chief Executive Officer
First National Bank in Alamogordo
Alamogordo, New Mexico

Pete A. Cook is president and chief executive officer of First National Bank in Alamogordo, New Mexico. He began his financial career in 1971 with Pacific Finance in Hobbs, New Mexico. In 1972, he was promoted to branch manager of the Farmington, New Mexico, office. After resigning his position as executive branch manager in 1981, Cook accepted a vice president position with First National Bank of Lea County in Hobbs, New Mexico. He joined First National Bank in Alamogordo in 1987, becoming the president and chief executive officer in 1990.

Cook is a board member of the Alamogordo Foundation and chairman of the Otero County Economic Development Council. He also serves as a committee member for the Committee of Fifty-Executive and Grace Methodist Endowment. His memberships include Alamogordo Chamber of Commerce and United Way. In the past, Cook served on the boards of the New Mexico Bankers Association and the Independent Bankers Association.

Cook attended Eastern New Mexico University and the College of the Southwest, where he studied economics. He also attended banking school at Oklahoma University and Southern Methodist University, Southwestern Graduate School of Banking.

Cook served as a director for the Federal Reserve Bank of Dallas, El Paso Branch, from 2003 through 2006.

Nominated by the following banks in Group 3:

NEW MEXICO

First National Bank in AlamogordoAlamogordo,
New Mexico

TEXAS

Brady National Bank.....Brady, Texas

NOTE—A list of the banks in Group 3, showing the officers authorized to cast the vote of each bank, is given on pages 6 through 8 of this notice.

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 B 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
Lubbock	Lone Star State Bank of West Texas	President
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	President
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).

GROUP 3

Consists of all member banks with combined capital and surplus of \$3,500,000 and under

Banks in this group elect one Class A Director.

LOUISIANA		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Benton	First National Bank of Benton	President
Mansfield	Progressive National Bank of DeSoto Parish.....	Chairman, President
NEW MEXICO		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Alamogordo	First National Bank in Alamogordo	Chairman, President, Executive Vice President, Vice President
Las Cruces	Bank of the Rio Grande, NA	President
Lordsburg	Western Bank	President
Ruidoso	First National Bank of Ruidoso	**
TEXAS		
Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	First Financial Trust and Asset Management	Chairman, President
Albany	First National Bank of Albany/Breckenridge	Chairman, President, Vice President
Amarillo	Bank of Commerce	President
Amherst	First National Bank of Amherst	President
Anderson	First National Bank of Anderson	Chairman, President, Vice President, Cashier
Anson	First National Bank of Anson	President, Vice President, Cashier
Aspermont	The First National Bank of Aspermont	President, Vice President, Cashier
Baird	The First National Bank of Baird.....	Chairman, President, Vice President, Cashier
Bedford	First National Bank of the Mid-Cities	**
Beeville	The First National Bank of Beeville.....	Chairman, President, Vice President, Cashier
Bells	First National Bank of Bells/Savoy	President
Brady	Brady National Bank.....	President
Brady	The Commercial National Bank of Brady	Chairman, President, Vice President Cashier
Brownwood	Citizens National Bank at Brownwood.....	President
Byers	First National Bank	President
Cameron	Citizens National Bank	Chairman, President, Vice President, Cashier
Cameron	Classic Bank, NA	Chairman, President, Vice President
Canadian	The First National Bank of Canadian.....	President, Vice President, Cashier
Canton	First National Bank	Chairman, President, Vice President, Cashier
Carthage	Panola National Bank	President
Chillicothe	The First National Bank of Chillicothe	President
Colorado City	The City National Bank of Colorado City	Chairman, President, Vice President, Cashier
Colorado City	First National Bank of Colorado City.....	President
Cooper	The First National Bank in Cooper.....	Vice President
Corsicana	City National Bank.....	President
Cotulla	Stockmens National Bank in Cotulla.....	Chairman, President, Vice President
Crockett	Citizens National Bank	Chairman, President, Vice President, Cashier
Crosbyton	Citizens National Bank	President, Vice President
Crowell	Crowell State Bank	Chairman, President, Vice President, Cashier
Daingerfield	Texas Heritage National Bank	President
Dalhart	First National Bank in Dalhart.....	President
Dallas	American Bank, NA	President
Dallas	Preston National Bank	Chairman, Vice Chairman, President
Dawson	First Bank & Trust Company	Chairman, President, Vice President
DeSoto	Bank of DeSoto, NA.....	Chairman, President, Vice President, Cashier
Dublin	First National Bank of Dublin	Chairman
Dublin	The Dublin National Bank	President
Eagle Lake	The First National Bank of Eagle Lake	President
Edgewood	First National Bank	Chairman, President, Vice President, Cashier
Eldorado	The First National Bank	President, Vice President, Cashier
Emory	First National Bank of Emory	Vice President, Cashier
Evant	First National Bank	President, Vice President
Falfurrias	First National Bank in Falfurrias.....	President
Falls City	The Falls City National Bank	Chairman, President, Vice President, Cashier
Floydada	First National Bank	President
Fort Hood	Fort Hood National Bank	Chairman, President, Vice President, Cashier

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Fort Stockton	First National Bank of Fort Stockton	Chairman, President, Cashier
Fort Worth	The National Bank of Texas at Fort Worth	Chairman, President
Galveston	Hometown Bank, NA	Chairman, President, Vice President, Cashier
George West	First National Bank	Chairman, President, Vice President, Cashier
Gilmer	First National Bank	Chairman, President, Vice President, Cashier
Gilmer	Gilmer National Bank	President
Gladewater	Gladewater National Bank	Chairman, President, Vice President, Cashier
Graford	First National Bank - Graford	President
Graham	First National Bank in Graham	Chairman, President, Vice President, Cashier
Granbury	The First National Bank of Granbury	Vice President, Cashier
Granger	Granger National Bank	Chairman, President, Vice President, Cashier
Groesbeck	First National Bank	Cashier
Groom	The State National Bank of Groom	Chairman, President, Vice President, Cashier
Hamlin	Hamlin National Bank	Chairman, President, Vice President, Cashier
Haskell	Haskell National Bank	Chairman, President, Vice President
Hebbronville	First National Bank of Hebbronville	President
Hico	First National Bank	Vice President
Hillsboro	Citizens National Bank	Chairman, President, Vice President, Cashier
Hondo	Community National Bank	President
Hondo	The Hondo National Bank	Cashier
Jacksboro	Jacksboro National Bank	Chairman, Vice President and Cashier
Jasper	First National Bank	President
Junction	First State Bank	President
Junction	Junction National Bank	President, Vice President, Cashier
Karnes City	The Karnes County National Bank	Chairman, President, Vice President, Cashier
Kemp	First National Bank	President
Kress	Kress National Bank	President
La Coste	La Coste National Bank	Cashier
La Grange	National Bank & Trust	Chairman, President, Vice President, Cashier
Lake Jackson	First National Bank of Lake Jackson	President
Linden	First National Bank	Cashier
Lipan	First National Bank	President
Llano	Llano National Bank	President
Lockhart	First-Lockhart National Bank	President
Marfa	The Marfa National Bank	Chairman, President, VP, Cashier, Asst. Cashier
Mason	Mason National Bank	President, Vice President
McGregor	First National Bank	President, Vice President, Cashier
Memphis	Memphis State Bank	**
Menard	First State Bank	Chairman
Menard	Menard National Bank	President
Mertzon	First National Bank of Mertzon	President, Cashier
Mineola	The First National Bank of Mineola	Chairman, President
Moody	First National Bank	President
Mount Pleasant	The American National Bank of Mount Pleasant	President
Mount Vernon	First National Bank	President, Vice President
Munday	First National Bank in Munday	**
Naples	Morris County National Bank	Chairman, President, Vice President, Cashier
Newcastle	Farmers National Bank	President, Vice President
Olney	First National Bank of Olney	President, Vice President, Cashier
Ore City	Security State Bank, NA	**
Ozona	Ozona National Bank	President
Paducah	The First National Bank	President
Palestine	East Texas National Bank	President
Paris	Lamar National Bank	President
Paris	The Liberty National Bank in Paris	Chairman, President, Vice President, Cashier
Pasadena	Texas Coastal Bank	Chairman, President, VP, EVP, Cashier
Perryton	Perryton National Bank	Chairman, President, Vice President, Cashier
Pleasanton	Atascosa National Bank	President, Vice President, Cashier
Princeton	Citizens State Bank	**
Quanah	First National Bank in Quanah	Chairman, President, Vice President, Cashier
Quitaque	First National Bank	President, Vice President, Cashier
Quitman	Bank Texas, NA	President
Richwood	Brazos National Bank	*
Rockwall	Lakeside National Bank	President
Rotan	First National Bank	President
Round Mountain	Cattleman's National Bank	Chairman, President

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
San Saba	City National Bank	President, Vice President, Cashier
Santa Anna	The Santa Anna National Bank	Vice President, Cashier
Seymour	Farmers National Bank of Seymour.....	**
Seymour	The First National Bank of Seymour.....	Chairman, President, Vice President, Cashier
Shiner	First National Bank	Chairman, President, Vice President, Cashier
Sonora	The First National Bank of Sonora.....	President, Cashier
South Padre Island	First National Bank of South Padre Island.....	Chairman
Spearman	First National Bank	President
Stanton	First National Bank	President
Sterling City	The First National Bank of Sterling City.....	President, Vice President
Tahoka	The First National Bank of Tahoka.....	Chairman, President, Vice President, Cashier
Taylor	The City National Bank of Taylor	Chairman, President, Vice President, Cashier
Teague	Citizens National Bank	President
Texarkana	Commercial National Bank of Texarkana.....	Chairman, President, Vice President, Cashier
Throckmorton	The First National Bank of Throckmorton	President, Vice President, Cashier
Tom Bean	First National Bank	President
Trinity	The First National Bank of Trinity.....	President, Vice President
Valley Mills	First National Bank of Bosque County.....	Chairman, President, Vice President, Cashier
Weatherford	The First National Bank of Weatherford.....	**
West	The State National Bank in West.....	President
Whitney	First National Bank in Whitney.....	**
Wills Point	Citizens National Bank of Wills Point.....	President
Woodsboro	The First National Bank of Woodsboro	Cashier
Yoakum	Yoakum National Bank	Chairman, President, Cashier
Zapata	Zapata National Bank	Chairman, President, Cashier

*No designation of authorized officer on file.

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

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Directors of the Federal Reserve Bank of Dallas
As of
September 23, 2009

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