

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 09-67
September 23, 2009

SPECIAL ELECTION OF CLASS A DIRECTOR 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, this Bank is conducting the special election of a Class A Director to succeed George A. Fisk. Mr. Fisk resigned as a Class A Director effective July 16, 2009. The names of the candidates along with the banks that made the nominations are set out on pages 3 through 6.

I also enclose for each bank in Group 1 a preferential 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 Group 1 that will not participate in this election are being sent this notice, without forms, only for their information.

Please follow carefully the instructions that are printed on the ballot and the certificate envelope.

The following procedure is required in the case of the Class A ballot:

- (1) The preferential 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 2 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 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)

IMPORTANT

For your information, there is quoted below an extract from Section 4 of the Federal Reserve Act that sets forth the method of balloting:

"Within fifteen days after receipt of the list of candidates the duly authorized officer of a member bank shall certify to the chairman his first, second, and other choices for director of Class A, respectively, upon a preferential ballot upon a form furnished by the chairman of the board of directors of the Federal Reserve Bank of the district. Each such officer shall make a cross opposite the name of the first, second, and other choices for a director of Class A, but shall not vote more than one choice for any one candidate."

In the case of the Class A ballots (Group 1), where there are four candidates involved, a member bank, in making its first, second and third choice, will be deemed to have indicated the remaining candidate as its fourth choice. Failure to indicate at least first, second and third choices may invalidate the entire ballot.

**CANDIDATES FOR CLASS A DIRECTOR
(Listed Alphabetically)**

Ralph W. Babb Jr.

Chairman and Chief Executive Officer
Comerica Inc. and Comerica Bank
Dallas, Texas

Ralph W. Babb Jr. is chairman and chief executive officer of Comerica Inc. and Comerica Bank. He also serves as a director of both organizations.

Babb joined Comerica in 1995 as executive vice president and chief financial officer. He was named a vice chairman in 1999, responsible for a number of business units. He was named president and chief executive officer in January 2002, completed his service as chief financial officer in April of that year and added the title of chairman in October 2002.

Before joining Comerica, Babb served as vice chairman for Mercantile Bancorporation Inc. He joined Mercantile in 1978 as controller after seven years of service with Peat Marwick Mitchell & Co., where his last position was audit manager. He was named treasurer of Mercantile in 1979, chief financial officer in 1983 and vice chairman in 1987.

Among his professional and community affiliations, Babb serves as a board member of the Dallas Citizens Council and the Dallas Regional Chamber. He also serves as a board member of The Clearing House.

Babb holds a B.S. in business administration from the University of Missouri.

Nominated by the following banks in Group 1:

TEXAS

- Woodforest National Bank..... Houston, Texas
- Ameegy Bank of Texas Houston, 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 7 of this notice.

CANDIDATES FOR CLASS A DIRECTOR—Continued

Thomas W. Ellison

Chairman and Chief Executive Officer
Commercial Bank of Texas, NA
Nacogdoches, Texas

Nominated by the following bank in Group 1:

TEXAS

Commercial Bank of Texas, NANacogdoches, Texas

Tommy Ellison has served as the president of four different Texas banks, beginning with the de novo chartered First National Bank of Colleyville, Texas, to his current responsibility as chairman and chief executive officer of Commercial Bank of Texas, NA.

Ellison is an active member of banking industry trade associations and has been a speaker and panel member at national conventions. He previously served as a member of the American Bankers Association Community Bankers Council, the ABA Fraud Prevention Oversight Council and as ABA Membership co-chairman for the state of Texas.

Ellison's past public service includes the first home-rule charter commission for the city of Colleyville and as a council member and mayor pro-tem for the city of Grand Prairie (1984-1989). Ellison is currently a director of Angelina & Nacogdoches Counties Water Improvement and Control District #1.

Ellison is a graduate of Texas A&M University. He served as adjunct instructor for small business management for the Dallas County Community College District. Additionally, he has been an instructor for the American Institute of Banking and a U.S. Army Reserve School.

He has served as a director, committee member or chairman for numerous civic, religious and fraternal organizations and is currently a director of the Stephen F. Austin State University Foundation and Nacogdoches County Economic Development Corporation.

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CANDIDATES FOR CLASS A DIRECTOR—Continued

George F. Jones Jr.

President and Chief Executive Officer
Texas Capital Bancshares Inc.
Chief Executive Officer
Texas Capital Bank
Dallas, Texas

Nominated by the following bank in Group 1:

TEXAS

Texas Capital BankDallas, Texas

George F. Jones Jr. serves as chief executive officer of Texas Capital Bank and president and chief executive officer of its parent company, Texas Capital Bancshares Inc. (TCBI). He also serves on the boards of directors of TCBI and Texas Capital Bank. Jones was one of the founding executives of TCBI in 1998.

Jones has more than 30 years of banking experience that includes acquisitions and mergers of financial institutions and the purchasing of financial assets, as well as the founding of a highly successful banking venture overseas.

Before TCBI was formed, Jones was an organizer, shareholder and chairman of the board for Resource Bank Dallas. At Comerica Bank-Texas, Jones was executive vice president and manager of corporate banking. Prior to Comerica's acquisition of NorthPark National Corp. in 1993, he was president and CEO of NorthPark National Bank. His experience also includes leading Texas American Bank, Dallas, as president and CEO and vice president and manager of financial institutions with Mercantile National Bank, Dallas.

He is active with the Salesmanship Club of Dallas and is a past chairman of the Salesmanship Club Foundation board of trustees. He currently serves on the Better Business Bureau of Metropolitan Dallas Inc.'s board as treasurer and a member of the executive committee.

Jones is a graduate of both the University of North Texas with a bachelor's degree in business administration and the SW Graduate School of Banking at Southern Methodist University.

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CANDIDATES FOR CLASS A DIRECTOR—Continued

Greg D. Morse

Chief Executive Officer
Worthington National Bank
Fort Worth, Texas

Nominated by the following bank in Group 1:

TEXAS

Worthington National Bank..... Arlington, Texas

Greg D. Morse is chief executive officer of Worthington National Bank in Fort Worth, Texas. He began his banking career in 1983 with Continental National Bank. Most of his banking career was spent with J.P. Morgan and its predecessors and Frost Bank. He started Worthington National Bank in 2002. In addition, he was an adjunct professor at the University of Texas at Arlington for 13 years.

Morse is chairman of Tarrant County Blue, a Wish with Wings, and the Arlington Library Foundation, past chair of the Arlington Police Foundation and on the boards of the Fort Worth Police Foundation, Arlington Children's Toys Inc. and Ducks Unlimited. He is also active with Downtown Fort Worth Inc., the Downtown Arlington Rotary Club and numerous chambers of commerce. In the past, he has been active on the American Heart Association Board, the Arlington Human Services Board, the Arlington Museum Board, the Downtown Arlington Board, the Fort Worth Police and Firefighter Memorial, Leadership Arlington, Leadership Fort Worth, the Metro Christian Academy Board, the Texas Bankers Association and the St. Alban School Board.

Morse received a B.B.A. from Southern Methodist University and an M.B.A. from Texas Christian University. He is also a graduate of SW Graduate School of Banking at Southern Methodist University.

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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	Kieberg 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).

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