

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 10-44
August 10, 2010

ELECTION OF DIRECTORS NOMINATION PROCEDURES

To All Member Banks in the Eleventh Federal Reserve District:

An election will be conducted under the provisions of Section 4 of the Federal Reserve Act for the positions held by the following directors of this Bank, whose terms expire December 31, 2010:

Class A Director —	Joe Kim King Chief Executive Officer Brady National Bank Brady, Texas
Class B Director —	Robert A. Estrada Chairman Estrada Hinojosa & Company Inc. Dallas, Texas

Mr. King, the Class A Director, was elected by banks in Group 2, consisting of banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000. At the conclusion of his present term, Mr. King will have served one three-year term and is eligible for reelection.

Mr. Estrada, the Class B Director, was elected by banks in Group 3, consisting of banks with combined capital and surplus of \$3,500,000 and under. At the conclusion of his present term, Mr. Estrada will have served two three-year terms and is not eligible for reelection.

The banks comprising Groups 2 and 3 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 2 is permitted to nominate one candidate for Class A Director, and each bank in Group 3 is permitted to nominate one candidate for Class B 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 Groups 2 and 3 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 10.** A form and return envelope for this purpose are enclosed. On September 22, a list of the candidates (indicating the nominating banks) and a preferential ballot will be mailed to each bank in the voting groups. The ballot must be cast within 15 days after receipt. The polls will open at 9 a.m. on October 6 and close at 2 p.m. on October 21. 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.

*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 Groups 2 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.**

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 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.

While banks in Group 1 will not vote in this election, this notice is sent to them, without forms, for their information. Group 1 consists of member banks with combined capital and surplus of \$15,000,000 and over.

Sincerely,

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

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 2

Consists of member banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000

Banks in this group elect one Class A Director.

LOUISIANA

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Arcadia	First National Bank	President
Bossier City	Citizens National Bank, NA	President
Ruston	National Independent Trust Company	Chairman, President

NEW MEXICO

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Carlsbad	The Carlsbad National Bank.....	President, Vice President, Cashier

TEXAS

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Abilene	Citizens Bank, NA.....	**
Alvin	First National Bank of Alvin.....	President, Executive Vice President
Alvin	Texas Advantage Community Bank, NA	President
Anahuac	Anahuac National Bank.....	President
Andrews	The National Bank of Andrews	President, Cashier
Austin	Business Bank of Texas, NA.....	Chairman, President
Ballinger	Ballinger National Bank	President, Executive Vice President
Ballinger	The First National Bank of Ballinger	Chairman, President, Vice President
Bastrop	The First National Bank of Bastrop.....	Chairman, President, Vice President, Cashier
Big Spring	The State National Bank of Big Spring.....	Chairman, President, Vice President, Cashier
Blanco	The Blanco National Bank.....	President, Vice President, Cashier
Borger	First National Bank of Borger.....	**
Bowie	Legend Bank, NA	President
Breckenridge	Citizens National Bank of Breckenridge	**
Brenham	Bank of Brenham, NA.....	President
Brenham	The Brenham National Bank	Chairman, President, Vice President, Cashier
Burleson	First National Bank of Burleson	President
Canadian	First State Bank of Canadian, NA	**
Cleburne	First Financial Bank, NA	**
Coleman	First Coleman National Bank.....	Cashier
College Station	Brazos Valley Bank, NA.....	President

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Comanche	The Comanche National Bank.....	President
Conroe	First Bank of Conroe, NA.....	President
Corpus Christi	American Bank, NA.....	President
Corsicana	Community National Bank and Trust of Texas	President, Vice President, Cashier
Dallas	Professional Bank, NA.....	President
Dallas	T Bank, NA.....	Chairman, President, Vice President, Cashier
Dallas	United Texas Bank.....	President
Decatur	North Texas Bank, NA.....	*
Eastland	First Financial Bank, NA.....	*
El Campo	Newfirst National Bank.....	President, Cashier
El Paso	United Bank of El Paso Del Norte	Chairman, President, Executive Vice President, Cashier
Fabens	First National Bank.....	*
Flower Mound	First Security Bank, NA.....	Chairman, President, Vice President, Cashier
Fort Worth	Trinity Bank, NA.....	Chairman, President
Fort Worth	Woodhaven National Bank.....	President, Executive Vice President
Freeport	Texas Gulf Bank.....	**
Friona	Friona State Bank, NA.....	**
Frisco	Texas Republic Bank, NA.....	*
Galveston	Moody National Bank.....	Chairman, President, Executive Vice President
Gatesville	National Bank.....	Chairman, President, Vice President, Cashier
Giddings	First National Bank of Giddings.....	CEO
Gonzales	Sage Capital Bank.....	President
Graford	Titan Bank, NA.....	President
Graham	Graham National Bank.....	**
Hereford	The First National Bank of Hereford	President
Highland Village	United Community Bank, NA.....	President
Houston	Houston Community Bank, NA.....	Chairman, Vice Chairman, President
Houston	Omnibank, NA.....	Chairman, President, Vice President, Cashier
Houston	The State Bank of Texas.....	Chairman
Houston	Unity National Bank of Houston.....	Chairman, Co-Chairman
Hughes Springs	The First National Bank of Hughes Springs	Chairman
Huntsville	First National Bank of Huntsville.....	Chairman, President, Vice President, Cashier
Iowa Park	State National Bank of Texas.....	Chairman, President, Vice President, Cashier
Irving	Independent Bank of Texas	President, CEO, CFO, Cashier
Jacksonville	Texas National Bank of Jacksonville.....	Chairman, President
Jasper	First National Bank.....	President
Kerrville	Guadalupe National Bank.....	Chairman, President
Kilgore	Kilgore National Bank.....	President
Killeen	First National Bank Texas.....	Chairman, President, Vice President, Cashier
Kingwood	The Mint National Bank.....	*
Lamesa	The Lamesa National Bank.....	Chairman, President, Vice President, Cashier
Liberty	The First Liberty National Bank.....	Chairman, President
Linden	Texana Bank.....	Cashier
Livingston	The First National Bank of Livingston.....	Chairman, President, Vice President, Cashier
Livingston	First State Bank.....	**
Lubbock	Lubbock National Bank.....	Chairman, President, Executive Vice President
McAllen	Border Capital Bank, NA.....	President
Mercedes	Texas National Bank.....	Chairman, President, Vice President
Mexia	Incommons Bank, NA.....	*
Mineral Wells	First State Bank of Mineral Wells.....	President
Muleshoe	First Bank of Muleshoe.....	President
Pearland	Heritage Bank.....	Chairman, President, Senior Vice President
Pecos	Transpecos Bank.....	President, Vice President, Cashier
Pilot Point	Pointbank.....	President, Cashier
Port Lavaca	First National Bank in Port Lavaca	President
Quitman	Wood County National Bank	President
Ralls	Vista Bank.....	Chairman, President, Vice President, Cashier
San Angelo	Crockett National Bank.....	President
San Benito	First Community Bank, NA.....	President
Sanger	Sanger Bank.....	Chairman, President
Sequin	First Commercial Bank, NA.....	President

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Slaton	Citizens State Bank	Chairman, President, Executive Vice President, Senior Vice President
South Padre Island	South Padre Bank, NA.....	President
Sulphur Springs	The City National Bank of Sulphur Springs	President, Vice President, Cashier
Sweetwater	First Financial Bank, NA	President, Executive Vice President
Sweetwater	Texas National Bank.....	Chairman, President
Trenton	The First National Bank of Trenton	President
Uvalde	Uvalde National Bank	**
Van Alstyne	Texas Star Bank.....	President
Vernon	The Waggoner National Bank of Vernon	President, Vice President
Waco	American Bank NA	Chairman, President, Cashier
Waco	Central National Bank.....	President, Vice President, Cashier
Waco	First National Bank of Central Texas.....	President, Vice President, Cashier
Waxahachie	Citizens National Bank of Texas	President
Wellington	Wellington State Bank	President
Wichita Falls	American National Bank.....	President
Wichita Falls	First National Bank	Chairman, President, Cashier
Winnsboro	The First National Bank of Winnsboro	Chairman, President, Vice President, Cashier

* No designation of authorized officer on file.

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

**Information Concerning Eligibility for
Class B 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 B shall consist of three members who shall represent the public and shall be elected without discrimination on the basis of race, creed, color, sex, or national origin, and with due but not exclusive consideration to the interests of agriculture, commerce, industry, services, labor, and consumers." "No director of Class B shall be an officer, director, or employee of any bank." "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 3

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

Banks in this group elect one Class B 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/McLean	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
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

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
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
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
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
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 Grange	National Bank & Trust.....	Chairman, President, Vice President, Cashier
Lake Jackson	First National Bank of Lake Jackson.....	President
Lipan	First National Bank	President
Llano	Llano National Bank	President
Lockhart	First-Lockhart National Bank	President
Marfa	Big Bend Banks, NA B*B 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
Mertzton	First National Bank of Mertzton	President, Cashier
Mineola	The First National Bank of Mineola	Chairman, President
Moody	First National Bank	President

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
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	**
Quannah	First National Bank in Quannah.....	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
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
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
August 10, 2010

Name	Occupation	Elected by Banks in Group	Class	Term Expires Dec. 31
George F. Jones Jr.....	Chief Executive Officer, Texas Capital Bank Dallas, Texas	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	2012
Margaret H. Jordan.....	President and Chief Executive Officer, Dallas Medical Resource Dallas, Texas	1	B	2012
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 <i>Chairman</i>	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 <i>Deputy Chairman</i>	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	2012