

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 11-53
August 9, 2011

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, 2011:

Class A Director —	George F. Jones Jr. Chief Executive Officer Texas Capital Bank Dallas, Texas
Class B Director —	James B. Bexley Professor of Finance Sam Houston State University Huntsville, Texas

Mr. Jones, the Class A Director, was elected by banks in Group 1, consisting of banks with combined capital and surplus of over \$15,000,000. At the conclusion of his present term, Mr. Jones will have served one three-year term and is eligible for reelection.

Mr. Bexley, the Class B 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. Bexley will have served two three-year terms and is not eligible for reelection.

The banks composing Groups 1 and 2 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, and each bank in Group 2 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 1 and 2 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 9.** A form and return envelope for this purpose are enclosed. On September 21, 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 5 and close at 2 p.m. on October 20. 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 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.**

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 3 will not vote in this election, this notice is sent to them, without forms, for their information. Group 3 consists of member banks with combined capital and surplus of under \$3,500,000.

Sincerely,

A handwritten signature in black ink that reads "Herb Kelleher". The signature is written in a cursive, slightly slanted style.

Herbert D. Kelleher
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 member banks with combined capital and surplus of over \$15,000,000

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, CEO, President, Vice President, Cashier
Beaumont	Community Bank of Texas, NA	CEO, President, Cashier
Bellaire	Community National Bank	President
Bellaire	Tradition Bank	Chairman, CEO, CFO
Bellville	First National Bank	President, Vice President, Cashier
Dallas	Comerica Bank	Chairman, Vice Chairman, CEO, President, CFO
Dallas	Inwood National Bank	President
Dallas	Plainscapital Bank	Chairman, President
Dallas	Texas Capital Bank, NA	President
Dallas	Tib The Independent Bankers Bank	CEO, President
Dallas	Town North Bank, NA	Chairman, President, Senior Vice President, Cashier
Dallas	United Texas Bank	President
Edinburg	First National Bank	Chairman, President, Vice President, Cashier
El Paso	Bank of The West	Chairman
Fort Worth	Community Bank	Chairman, President, Cashier
Fort Worth	Southwest Bank	Chairman
Henderson	Citizens National Bank	Cashier
Houston	Amegy Bank, NA	CEO, President
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, National Association	Chairman, President
Houston	Icon Bank of Texas, NA	*
Houston	Independence Bank, NA	*
Houston	Metrobank NA	Chairman, President, Vice President, Cashier
Houston	Post Oak Bank, NA	Chairman, President, Vice President, Cashier
Houston	Southwestern National Bank	President

GROUP 1 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Houston	Wells Fargo Bank South Central, NA	*
Houston	Woodforest National Bank	Chairman, President, Vice President, Cashier
Jacksboro	First National Bank	Chairman, President, Vice President, Cashier
Jacksonville	Austin Bank, NA	Chairman, President, Vice President, Cashier
Kingsville	Kleberg First National Bank	Chairman, President, Vice President, Cashier
Laredo	Texas Community Bank, NA	Chairman, President, Vice President
Lubbock	Lone Star State Bank of West Texas	President
Lubbock	Peoples Bank	Chairman, President, Executive Vice President, Senior Vice President
Marble Falls	American Bank of Texas, NA	Chairman, CEO
McAllen	Inter National Bank	Chairman, President, Cashier
Midland	Bank of Texas	*
Midland	Community National Bank	President
Midland	First Capital 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	LegacyTexas Bank	Chairman, CEO
Refugio	San Antonio National Bank	President, Vice President, Cashier
San Angelo	First Financial Bank, NA	**
San Antonio	Broadway National Bank	Chairman, President, Vice President, Cashier
San Antonio	Frost National Bank	President, Vice President, Cashier
San Antonio	Lone Star Capital Bank	Chairman, President, CEO
Southlake	First Financial Bank, NA	Chairman, President, Vice President, Cashier
Stephenville	First Financial Bank, NA	**
Sugar Land	First Community Bank, NA	Chairman, President, Chief Financial Officer
Temple	Extraco Banks, NA	President
Terrell	American National Bank of Texas	President
Texarkana	First National Bank	Chairman, President, Vice President, Cashier
Texas City	Texas First Bank	Chairman, President
The Woodlands	Texas Community Bank, NA	President, Vice President, Cashier
Universal City	Texstar National Bank	Chairman
Victoria	First Victoria National Bank	Chairman, President, Vice President, Cashier
Weatherford	First Financial Bank, NA	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 2

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

Banks in this group elect one Class B 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.....	Chairman, President
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
Comanche	The Comanche National Bank.....	President
Conroe	First Bank of Conroe, NA.....	President
Corpus Christi	American Bank, NA	President

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
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
Decatur	North Texas Bank, NA	*
Eastland	First Financial Bank, NA	*
El Campo	NewFirst National Bank	President, Cashier
El Paso	First National Bank	*
El Paso	United Bank of El Paso Del Norte	Chairman, President, Executive Vice President, Cashier
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	**
Friena	Friena State Bank, NA	**
Frisco	Texas Republic Bank, NA	President, Executive Vice President
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
Grafard	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	Legacy Trust Company, NA	*
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	Chairman, President, Vice President, Cashier
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
Richardson	Opportunity Bank, NA	*
San Angelo	Crockett National Bank	President
San Benito	First Community Bank, NA	President
Sanger	Sanger Bank	Chairman, President
Seguin	First Commercial Bank, NA	President
Slaton	Citizens State Bank	Chairman, President, Executive Vice President, Senior Vice President

GROUP 2 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
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)

Directors of the Federal Reserve Bank of Dallas
As of
August 9, 2011

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	2013
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
Elton M. Hyder.....	President, The EMH Corporation Fort Worth, Texas	3	B	2013
Herb Kelleher <i>Chairman</i>	Founder and Chairman Emeritus, Southwest Airlines Company, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2013
Myron E. Ullman III..... <i>Deputy Chairman</i>	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
Renu Khator	Chancellor/President, University of Houston Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2011