

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 13-26
September 24, 2013

**ELECTION OF DIRECTORS
REPORT OF NOMINATIONS—VOTING PROCEDURES
AMENDS IN PART NOTICE 13-24
DATED SEPTEMBER 10, 2013**

**To All Member Banks
in the Eleventh Federal Reserve District:**

This notice shall amend in part Notice 13-24 dated September 10, 2013, listing the names of the candidates nominated for Class B director and the dates related to the election process. Due to the withdrawal of Elton M. Hyder as a candidate, an amended ballot for each bank in Group 3 to use in voting for the Class B director is enclosed. Please note that the election for the Class A, Group 2 director will proceed as outlined in Notice 13-24.

Also, I have enclosed 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. 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 3 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.

A duly authorized officer should complete the ballot as follows:

- (1) Mark the ballot to indicate the vote of your bank.**
- (2) Place the ballot in the envelope marked "Ballot" and seal the envelope.**
- (3) Place the sealed envelope marked "Ballot" in the certificate envelope, complete the information on the front of the certificate envelope and seal the certificate envelope.**
- (4) Enclose the sealed certificate envelope containing the sealed ballot envelope in the enclosed self-addressed envelope and return to me.**

The polls will open on October 2, 2013, and close at 2 p.m. on October 17, 2013. At that time, the ballots will be opened, the votes counted, and the results of the election announced.

***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 Group 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.**

As mentioned above, the election for the Class A, Group 2 director will proceed as outlined in Notice 13-24. While the banks in Group 1 and Group 2 will not vote in the election for Class B director, 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, and 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 "Herb Kelleher". The signature is written in a cursive, slightly slanted style.

Herbert D. Kelleher
Chairman of the Board

Enclosures (4)

CANDIDATE FOR CLASS B DIRECTOR

Curtis V. Anastasio

President and Chief Executive Officer
NuStar Energy L.P.
San Antonio, Texas

Anastasio is president and CEO of NuStar Energy LP, based in San Antonio. NuStar Energy is one of the largest pipeline and independent liquids terminal operators in the nation. NuStar has operations in the United States, Canada, Mexico, the Netherlands, including St. Eustatius in the Caribbean, the United Kingdom and Turkey.

Anastasio is also president and CEO of NuStar GP Holdings, LLC, which owns general partner and limited partner interests and the incentive distribution rights in NuStar Energy and manages its business affairs.

Since joining the company in 1988, Anastasio has held various positions in supply, trading, transportation, marketing, development and legal. He has been president of NuStar Energy LP and its predecessors since December 1999, and he assumed the position of CEO of NuStar GP Holdings, LLC in 2006.

Anastasio serves as a member of the board of directors and executive committee of the National Association of Publicly Traded Partnerships and previously served as the organization's chairman. He also serves as a director of the San Antonio Branch of the Federal Reserve Bank of Dallas. He is a former vice chairman of the board of directors of the Greater San Antonio Chamber of Commerce and a member of the 30th class of the Chamber's Leadership San Antonio, an organization of existing and emerging leaders whose primary goal is community service.

In addition to participating in various volunteer activities, Anastasio is a member of the board of trustees and serves as chairman of the board of the United Way of San Antonio and Bexar County and was the chairman of the record 2011 communitywide United Way Campaign that raised over \$48 million. He also serves as council president for the Alamo Area Council of the Boy Scouts of America, as trustee emeritus of the McNay Art Museum and as a board member of the San Antonio Medical Foundation, Southwest Research Institute, Texas Biomedical Research Institute and the Economic Development Foundation—all located in San Antonio. Additionally, Anastasio belongs to various professional organizations and has lectured and written on legal and business topics.

Anastasio received his Bachelor of Arts degree, magna cum laude, from Cornell University and a Juris Doctorate degree from Harvard Law School. After graduation, he practiced law in New York City.

Nominated by the following banks in Group 3:

Texas

First National Bank of Lake Jackson Lake Jackson, Texas
First National Bank Trinity, 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 4 through 6 of this notice.

GROUP 3

Consists of all member banks with combined capital (common stock + surplus without retained earnings) of \$3,500,000 and under

Banks in this group elect one Class B Director.

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Louisiana		
Zone: Dallas		
Benton	First National Bank of Benton	President
Mansfield	Progressive National Bank of Desoto Parish	Chairman, President
Texas		
Zone: Dallas		
Abilene	First State Bank	Chairman
Albany	First National Bank of Albany/Breckenridge	Chairman, President, Vice President
Amherst	The First National Bank of Amherst	President
Anson	The First National Bank of Anson	President, Vice President, Cashier
Aspermont	The First National Bank of Aspermont	President, Vice President, Cashier
Bells	Cendera Bank, N.A.	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 of Byers	President
Cameron	Citizens National Bank	Chairman, President, Vice President, Cashier
Cameron	Classic Bank, N.A.	Chairman, President, Vice President, Cashier
Carthage	Panola National Bank	President
Chillicothe	First National Bank of Chillicothe	President
Colorado City	First Nat'L Bank of Colorado City	President
Colorado City	The City National Bank of Colorado City	Chairman, President, Vice President, Cashier
Cooper	First National Bank of Cooper	Vice President
Corsicana	City National Bank	President
Crosbyton	Citizens National Bank of Crosbyton	President, Vice President
Crowell	Crowell State Bank	Chairman, President, Vice President, Cashier
Dalhart	First National Bank in Dalhart	President
Dallas	American Bank, N.A.	President
Dallas	Preston National Bank	Chairman, Vice Chairman, President
Dawson	First Bank and Trust Company	Chairman, President, Vice President
Desoto	Bank of Desoto, N.A.	Chairman, President, Vice President, Cashier
Dublin	First National Bank of Dublin	Chairman
Dublin	The Dublin National Bank	President
Edgewood	First National Bank of Edgewood	Chairman, President, Vice President, Cashier
Eldorado	The First National Bank of Eldorado	President, Vice President, Cashier
Emory	The First National Bank of Emory	Vice President, Cashier
Evant	First National Bank of Evant	President, Vice President
Floydada	First National Bank of Floydada	President
Fort Hood	Fort Hood National Bank	Chairman, President, Vice President, Cashier
Fort Worth	The National Bank of Texas at Fort Worth	Chairman, President
Gilmer	Gilmer National Bank	President
Granbury	The First National Bank of Granbury	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
Hico	First National Bank of Hico	Vice President
Hillsboro	Citizens National Bank	Chairman, President, Vice President, Cashier
Jacksboro	Jacksboro National Bank	Chairman, Vice President, Cashier
Kemp	First National Bank of Kemp	President
Kress	Kress National Bank	President
Lipan	First National Bank	President
Mc Gregor	First National Bank of McGregor	President, Vice President, Cashier
McLean	Bank of Commerce	President

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Memphis	Memphis State Bank	**
Menard	Menard National Bank	President
Mertzton	First National Bank of Mertzton	President, Cashier
Moody	First National Bank of Moody	President
Mount Pleasant	The American National Bank of Mount Pleasant	President
Mount Vernon	First National Bank of Mount Vernon	President, Vice President
Muleshoe	First Bank of Muleshoe	President, Vice President
Naples	The Morris County National Bank	Chairman, President, Vice President, Cashier
Newcastle	Farmers National Bank of Newcastle	President, Vice President
Ore City	Security State Bank, N.A.	**
Ozona	Ozona National Bank	President
Paducah	First National Bank	President
Paris	Lamar National Bank	President
Paris	Liberty National Bank of Paris	Chairman, President, Vice President, Cashier
Perryton	Perryton National Bank	Chairman, President, Vice President, Cashier
Princeton	Citizens State Bank	**
Quanah	First Capital Bank	Chairman, President, Vice President, Cashier
Quitaque	First National Bank of Quitaque	President, Vice President, Cashier
Quitman	Bank Texas, N.A.	President
Rockwall	Lakeside National Bank	President
Rotan	First National Bank	President
San Saba	City National Bank of San Saba	President, Vice President, Cashier
Santa Anna	Santa Anna National Bank	Vice President, Cashier
Seymour	First National Bank of Seymour	Chairman, President, Vice President, Cashier
Spearman	First National Bank	President
Tahoka	First National Bank of Tahoka	Chairman, President, Vice President, Cashier
Texarkana	Commercial National Bank of Texarkana	Chairman, President, Vice President, Cashier
Throckmorton	First National Bank of Throckmorton	President, Vice President, Cashier
Tom Bean	First National Bank of Tom Bean	President
Valley Mills	First National Bank Bosque County	Chairman, President, Vice President, Cashier
Weatherford	First National Bank of Weatherford	**
West	State National Bank in West	President
Whitney	First National Bank in Whitney	**
Wills Point	Citizens National Bank of Wills Point	President
 Zone: El Paso		
Fort Stockton	First National Bank of Fort Stockton	Chairman, President, Cashier
Marfa	Big Bend Banks, N.A.	Chairman, President, Vice President, Cashier, Asst. Cashier
Stanton	First National Bank of Stanton	President
 Zone: Houston		
Anderson	The First National Bank of Anderson	Chairman, President, Vice President, Cashier
Crockett	Citizens National Bank	Chairman, President, Vice President, Cashier
Eagle Lake	The First National Bank of Eagle Lake	President
Galveston	Hometown Bank, N.A.	Chairman, President, Vice President, Cashier
La Grange	National Bank & Trust	Chairman, President, Vice President, Cashier
Lake Jackson	First National Bank of Lake Jackson	President
Palestine	East Texas National Bank of Palestine	President
Trinity	First National Bank of Trinity	President, Vice President

GROUP 3 — Continued

TEXAS — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Zone: San Antonio		
Cotulla	Stockmens National Bank in Cotulla	Chairman, President, Vice President
Falfurrias	The First National Bank in Falfurrias	President
Falls City	The Falls City National Bank	Chairman, President, Vice President, Cashier
George West	First National Bank	Chairman, President, Vice President, Cashier
Granger	Granger National Bank	Chairman, President, Vice President, Cashier
Hebbronville	The First National Bank of Hebbronville	President
Junction	First State Bank	President
Junction	Junction National Bank	President, Vice President, Cashier
Llano	Llano National Bank	President
Lockhart	First-Lockhart National Bank	President
Pleasanton	Atascosa National Bank	President, Vice President, Cashier
South Padre Island	First National Bank of South Padre I	Chairman
Taylor	City National Bank of Taylor.....	Chairman, President, Vice President, Cashier
Woodsboro	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.

** Multibank holding company subsidiary (nonvoting bank).

Directors of the Federal Reserve Bank of Dallas
As of
September 24, 2013

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	2014
Joe Kim King	Chief Executive Officer, Brady National Bank Brady, Texas	2	A	2013
Allan James Rasmussen.....	President and Chief Executive Officer, HomeTown Bank, N.A. Galveston, Texas	3	A	2015
Ann B. Stern	President and Chief Executive Officer, Houston Endowment Inc. Houston, Texas	1	B	2015
Jorge A. Bermudez.....	President and Chief Executive Officer, The Byebrook Group, LLC College Station, Texas	2	B	2014
Elton M. Hyder.....	President, The EMH Corporation Fort Worth, Texas	3	B	2013
Herb Kelleher	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.....	Chief Executive Officer, J.C. Penney Company Inc. Plano, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2014
Renu Khator	Chancellor/President, University of Houston Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2014