

**FEDERAL RESERVE BANK  
OF NEW YORK**

September 14, 2009

**Special Election of Class B Director  
For the Unexpired Portion of Term Ending December 31, 2009**

**(By member banks classified in Group 1 on August 3, 2009, that is, member banks  
with capital and surplus of more than \$1 billion on that date)**

*To the Member Banks of the Second Federal Reserve District:*

In accordance with section 4 of the Federal Reserve Act, as amended, and the circular dated August 3, 2009, on the nomination of a class B director of this Bank for the unexpired portion of the term of office ending December 31, 2009, to succeed INDRA K. NOOYI, who resigned as a director of this Bank, there is shown on the following page the name of the candidate nominated for such office, and by whom nominated.

To each member bank classified in Group 1 on August 3, 2009, the following are being sent with this circular:

- (a) Ballot for use in voting for class B director.
- (b) Pink ballot envelope in which the ballot is to be sealed.
- (c) Certificate envelope bearing on its face the certificate in regard to the vote.
- (d) Addressed envelope in which the foregoing should be returned to me.

The ballot and the certificate on the certificate envelope must be executed by an officer who has been authorized to cast the vote. A list of the officers designated for this purpose by the member banks in Group 1 was contained in the above-mentioned circular dated August 3, 2009; the list is also contained herein. In order that the ballot may be secret, the name of the bank and the name and title of the voting officer should not be written on the ballot, but should be written only on the certificate envelope.

- (1) The ballot should be marked.
- (2) The marked ballot should be placed in the pink ballot envelope and that envelope sealed.
- (3) Then the sealed pink ballot envelope should be placed within the certificate envelope, and the certificate envelope should be sealed and the certificate thereon executed.
- (4) Then the certificate envelope containing the sealed pink ballot envelope should be returned to me in the enclosed addressed envelope.

The law provides that the ballot shall be cast within 15 days after receipt of the list of candidates transmitted herewith. The polls will open at 10 a.m., Tuesday, September 15, 2009, and will close at 12 noon on Wednesday, September 30, 2009, and in order to be counted as valid the ballot must be received at or before the latter time. Upon the closing of the polls, the ballot box will be opened, the votes counted and checked by tellers, and the results of the election announced. The candidates may, if they so desire, be present or represented on this occasion.

*Because banks in Groups 2 and 3 will not vote in this election, this circular is sent to them without forms and for their information only.*

DENIS M. HUGHES,  
*Chairman of the Board*

## Candidate for Class B Director

**JEFFREY B. KINDLER**  
**Chairman and Chief Executive Officer**  
**Pfizer, Inc.**  
**New York, New York**

**JEFFREY B. KINDLER** is Chairman and Chief Executive Officer of Pfizer, the world's largest research-based pharmaceutical company. Prior to his appointment as CEO and election to the Board of Directors in 2006, he was Vice Chairman and General Counsel, where he led Pfizer's worldwide legal, compliance, communications, government relations, corporate citizenship, policy development and global security groups.

He joined Pfizer in 2002 as Executive Vice President and General Counsel, with responsibility for Pfizer's Legal Division. He was named Vice Chairman in 2005, joining the company's four-person Executive Committee and assuming responsibility for Pfizer's Corporate Affairs Division.

Born in Florida and raised in New Jersey, Jeff Kindler earned his BA in 1977 from Tufts University summa cum laude, and his JD in 1980 from Harvard magna cum laude, where he was an editor of the Harvard Law Review. He began his legal career as an attorney at the Federal Communications Commission. He then served as law clerk to Judge David L. Bazelon of the U.S. Court of Appeals of the D.C. Circuit and later served as law clerk to U.S. Supreme Court Justice William J. Brennan, Jr.

He joined the law firm of Williams & Connolly, became a Partner there, and then moved to General Electric as Vice President of Litigation and Legal Policy. He next joined McDonald's Corporation as Executive Vice President and General Counsel, responsible for both legal and corporate affairs. At McDonald's, he established a pro bono legal services program that has become a model for many corporations and law firms.

He moved into line management at McDonald's as President of Partner Brands. This operating unit, with more than 50,000 employees worldwide, included several restaurant brands such as Boston Market, Chipotle Mexican Grill, and Pret a Manger.

During his corporate career, Jeff Kindler has been recognized for his leadership in the areas of pro bono legal services, diversity, and corporate social responsibility by groups ranging from Outward Bound to the Minority Corporate Counsel Association.

He serves on the boards of trustees of Tufts University and Ronald McDonald House Charities, in addition to being a board member of the Manhattan Theatre Club, Lincoln Center for the Performing Arts, and Catalyst, as well as serving as Vice Chairman of the Kennedy Center's Corporate Fund and the Chairman of the U.S.-Japan Business Council.

He is married to Sharon Sullivan. They have two children, Joshua and Samantha.

## Nominated by the following member banks in Group 1

<u>NEW YORK</u>	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Buffalo	Manufacturers and Traders Trust Company
Manhattan	Banco Popular North America

# Special Election of Class B Director

For Unexpired Portion of Term Ending December 31, 2009

## List of the 10 Member Banks in Group 1

*(Group 1 consists of member banks with capital and surplus of more than \$1 billion, as of August 3, 2009)*

NEW JERSEY		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Jersey City	Mizuho Corporate Bank (USA).....	
NEW YORK		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Buffalo	HSBC Bank USA.....	Chairman of the Board, President, or Secretary
	Manufacturers and Traders Trust Company.....	Chief Executive Officer, any Vice President, or Secretary
NEW YORK CITY		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Manhattan	Banco Popular North America.....	Chairman of the Board, President, any Executive Vice President, any Vice President, or Cashier
	The Bank of New York Mellon.....	Chairman of the Board, President, Senior Executive Vice President, or any Executive Vice President
	Citibank, N.A. ....	Chairman of the Board, Chairman of the Executive Committee, any Vice Chairman, President, any Executive Vice President, any Senior Vice President, any Vice President, Cashier, or Assistant Secretary
	Deutsche Bank Trust Co. Americas.....	Chairman of the Board, Vice Chairman, any Executive Vice President, any Managing Director, any Senior Vice President, or Secretary
	Goldman Sachs Bank USA.....	
	JPMorgan Chase Bank, N.A. ....	Chairman of the Board, Chief Executive Officer, General Counsel, or Secretary
	Morgan Stanley Bank, N.A.....	