

**FEDERAL RESERVE BANK  
OF NEW YORK**

December 5, 2012

## **Election of Class B Director**

**(By member banks classified in Group 1 on October 29, 2012, 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 October 29, 2012, on the nomination of a class B director of this Bank for the term of office ending December 31, 2015, to succeed GLENN H. HUTCHINS, class B director, whose term expires December 31, 2012, 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 October 29, 2012, 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 October 29, 2012; 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., Thursday, December 6, 2012, and will close at 12 noon on Friday, December 21, 2012, 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.*

LEE C. BOLLINGER,  
*Chair of the Board*

## Candidate for Class B Director

### GLENN H. HUTCHINS

Co-Founder

Silver Lake

New York, New York

**GLENN H. HUTCHINS** is co-founder of Silver Lake, which is one of the world's largest firms investing in technology and technology-enabled businesses. Mr. Hutchins is chairman of the board of SunGard Corp. and a director of the NASDAQ OMX Group, Inc. and Mercury Payment Systems.

He served President Clinton in both the transition and the White House as a special advisor on economic and health-care policy. Mr. Hutchins is a director of the Federal Reserve Bank of New York and is vice chairman of the board of the Brookings Institution. He is also a director of the Harvard Management Company which is responsible for the University's endowment. He is the chairman of the National Advisory Board of the DuBois Institute at Harvard and a trustee of the New York-Presbyterian Hospital.

Mr. Hutchins is an owner and member of the Executive Committee of the Boston Celtics.

Mr. Hutchins holds an A.B. from Harvard College, an M.B.A. from Harvard Business School, and a J.D. from Harvard Law School.

## Nominated by the following member banks in Group 1

NEW YORK	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Buffalo	Manufacturers and Traders Trust Company

  

PUERTO RICO	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
San Juan	Banco Popular de Puerto Rico

# Election of Class B Director

For Term of Office Ending December 31, 2015

## List of the 14 Member Banks in Group 1

*(Group 1 consists of member banks with capital and surplus of more than \$1 billion, as of October 29, 2012)*

NEW JERSEY		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Bridgewater	MetLife Bank, National Association (MetLife Div.) .....	President
NEW YORK		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Buffalo	First Niagara Bank, N.A. ....	President, any Vice President, or Cashier
	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 Senior Executive Vice President, Executive Vice President, Vice President, Secretary, or Assistant Secretary
	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.....	Chief Executive Officer, Chief of Staff, General Counsel, or Secretary
	JPMorgan Chase Bank, N.A.....	Chairman of the Board, Chief Executive Officer, General Counsel, or Secretary
	Mizuho Corporate Bank (USA).....	Chairman, President, or any Executive Vice President
	Morgan Stanley Bank, N.A. ....	Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, Treasurer, General Counsel, or Secretary
	Morgan Stanley Private Bank, N.A. ....	.....
PUERTO RICO		
<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
San Juan	Banco Popular de Puerto Rico .....	Chairman of the Board, President, any Senior Executive Vice President, Executive Vice President, Vice President, Secretary, or Assistant Secretary