

**FEDERAL RESERVE BANK
OF NEW YORK**

November 13, 2007

Election of Directors

**(By member banks classified in Group 2 on October 2, 2007, that is, member banks
with capital and surplus of \$30 million to \$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 Circular No. 11901, dated October 2, 2007, on the nomination of directors of this Bank for terms of office ending December 31, 2010, to succeed Jill M. Considine, class A director, and Richard S. Fuld, Jr., class B director, whose terms expire December 31, 2007, there are shown on the following pages the names of the candidates nominated for such offices, and by whom nominated.

To each member bank classified in Group 2 on October 2, 2007, the following are being sent with this circular:

- (a) Ballot for use in voting for a class A and a 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 all of the foregoing should be returned to this Bank.

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 2 was contained in the above-mentioned circular dated October 2, 2007; the list is also contained herein. In order that the ballots 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 this Bank 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., November 14, 2007, and will close at 12 noon on Thursday, November 29, 2007, 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 1 and 3 will not vote in this election, this circular is sent to them without forms and for their information only.

JERRY I. SPEYER,
Chairman of the Board

Candidate for Class A Director

RICHARD L. CARRIÓN

Chief Executive Officer and Chairman

Banco Popular de Puerto Rico

Hato Rey, Puerto Rico

RICHARD L. CARRIÓN was born in San Juan, Puerto Rico. He received a bachelor's degree from the Wharton School of Finance and Commerce in 1975 and an MS in Management Information Systems from the Massachusetts Institute of Technology in 1976.

Mr. Carrión is Chief Executive Officer and Chairman of Banco Popular de Puerto Rico, and of Popular, Inc., Banco Popular's holding company. Mr. Carrión joined Banco Popular in 1976. Among his other activities, he oversaw the implementation of the ATM system throughout the branch network in Puerto Rico and the United States, and the implementation of numerous electronic services to facilitate banking transactions.

Mr. Carrión is President of Banco Popular Foundation, and a member of the board of Verizon Communications. He has been a member of the International Olympic Committee (IOC) since 1990 and currently chairs the Finance Commission and was elected to the IOC Executive Board in 2004. Mr. Carrión previously served as a Class A Director of the Federal Reserve Bank of New York for the year 1999.

Nominated by the following member banks in Group 2

NEW JERSEY	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Old Bridge	Amboy National Bank
Wayne	Valley National Bank

NEW YORK	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Manhattan	Modern Bank, N.A.
Oakfield	M & T Bank, National Association
Syracuse	Alliance Bank, N.A.

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

Candidate for Class B Director

RICHARD S. FULD, JR.

Chairman and Chief Executive Officer

Lehman Brothers

New York, New York

RICHARD S. FULD, JR. has been chairman of the Board of Directors of Lehman Brothers Holdings Inc. and Lehman Brothers Inc. since 1994 and chief executive officer of the Company since 1993. He is chairman of Lehman Brothers' Executive Committee.

Mr. Fuld was president and chief operating officer of Lehman Brothers Holdings Inc. and Lehman Brothers Inc. from 1993 to 1994. He was president and co-chief executive officer of the Lehman Brothers Division of Shearson Lehman Brothers Inc. from 1990 to 1993. Mr. Fuld was a vice chairman of Shearson Lehman Brothers from 1984 until 1990 and has been a director of Lehman Brothers Inc. since 1984. He joined Lehman Brothers in 1969.

Mr. Fuld currently serves on the Board of Directors of the Federal Reserve Bank of New York and is a member of the Executive Committee of the Board of Directors of The Partnership for New York City. He is a member of the International Business Council of the World Economic Forum and The Business Council. In addition, he serves on the Board of Trustees of Middlebury College and New York-Presbyterian Hospital, as well as on the Board of Directors of the Robin Hood Foundation.

Mr. Fuld received his B.A. from the University of Colorado and his M.B.A. from the New York University Stern School of Business.

Nominated by the following member banks in Group 2

NEW JERSEY	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Old Bridge	Amboy National Bank
Wayne	Valley National Bank

NEW YORK	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Manhattan	Modern Bank, N.A.
Oakfield	M & T Bank, National Association
Syracuse	Alliance Bank, N.A.

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

Election of Directors

For Terms of Office Ending December 31, 2010

List of the 29 Member Banks in Group 2

(Group 2 consists of member banks with capital and surplus of \$30 million to \$1 billion, inclusive, as of October 2, 2007)

CONNECTICUT		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Stamford	Patriot National Bank.....	President, any Vice President, or Cashier
NEW JERSEY		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Bridgewater	Metlife Bank, National Association (Metlife Division)	President
Long Branch	Central Jersey Bank, N.A.....	Chairman or Chief Executive Officer, President, or any Vice President
Newark	Millennium bcpsbank, N.A.	Chairman, or President
Old Bridge	Amboy National Bank	President, any Vice President, or Cashier
Union	Union Center National Bank.....	President, any Vice President, or Cashier
Wayne	Valley National Bank.....	President, any Vice President, or Cashier
NEW YORK		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Canton	Community Bank, National Association	President, any Vice President, or Cashier
Great Neck	Community National Bank	President, any Vice President, or Cashier
Hauppauge	Madison National Bank	
New York City	(See below)	
Norwich	NBT, National Association.....	President
Oakfield	M & T Bank, National Association	Chief Executive Officer, any Vice President, or the Corporate Secretary
Schenectady	Trustco Bank, National Association	President, Senior Vice President, or any Vice President
Syracuse	Alliance Bank, N.A.....	President, any Vice President, Cashier, or Co-Chief Executive Officer
Warsaw	Five Star Bank.....	President, any Vice President, or Cashier
NEW YORK CITY		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Manhattan	Bessemer Trust Company, N.A.	President, any Senior Vice President, any Vice President, or Secretary
	The Bank of East Asia (U.S.A.).....	President, any Vice President, or Cashier
	The Depository Trust Company.....	President, or any Managing Director
	Deutsche Bank Trust Company, National Association	
	Goldman Sachs Trust Company, N.A.	
	Intervest National Bank	President, or Chief Executive Officer
	Metropolitan National Bank	
	Modern Bank, N.A.....	
	Safra National Bank of New York.....	President, Executive Vice President, any Vice President, or Secretary
	Sterling National Bank.....	Chairman, President, any Vice President, or Cashier
Queens	TD Bank USA, N.A.	
	Asia Bank, N.A.	Chairman of the Board, President, any Vice President, or Cashier
	Marathon National Bank of New York.....	
PUERTO RICO		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Hato Rey	Banco Popular de Puerto Rico	President, any Senior Executive Vice President, any Executive Vice President, or any Senior Vice President