

**FEDERAL RESERVE BANK
OF NEW YORK**

November 7, 2011

Nomination of Class B Director

For Term of Office Ending December 31, 2014

To the Member Banks of the Second Federal Reserve District:

An election of a Class B director will be held under the provisions of section 4 of the Federal Reserve Act, as amended, to choose a successor to serve for a three-year term, to the following director of this Bank whose term will expire December 31, 2011: TERRY J. LUNDGREN, Chairman, President and Chief Executive Officer, Macy's, Inc., New York, NY.

The director was elected by member banks in Group 3 and his successor will be chosen by this group. Member banks in Groups 1 and 2 will not participate in this election.

The classification of member banks for the purposes of nomination and election of class A and B directors of the Federal Reserve Bank of New York is as follows:

Group 1 consists of banks with capital and surplus of more than \$1 billion;

Group 2, of banks with capital and surplus of \$30 million to \$1 billion, inclusive; and

Group 3, of banks with capital and surplus of less than \$30 million.

For the purposes of this election, a member bank's classification will be determined by its capital and surplus as of the date of this circular, even though its capital and surplus may change before the polls close. The list of banks comprising Group 3 is on page 3.

Except in the case of any member banks that are subsidiaries of the same bank holding company,* each member bank in Group 3 is permitted to nominate one candidate for class B director

*** 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.”

Pursuant to the foregoing provision, a nomination by any bank that is a subsidiary of a bank holding company having other subsidiaries in the same voting group cannot be accepted unless there is on file with this Bank evidence that such bank has been so designated. Accordingly, banks affected by the foregoing provision of the 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 nomination and election.

If such bank holding company does not have on file with this Bank an appropriate resolution either permanently designating one of such banks to participate in nominations or elections of this Bank's directors or setting forth the authority under which such designations will be made from time to time, such bank holding company may wish to file such resolution with this Bank. A form of resolution authorizing officers of a bank holding company to make such designations is enclosed to be used where appropriate.

of this Bank.† The nominations should be made by resolutions of the boards of directors of the nominating banks (or by resolutions of the banks' executive committees, if such committees are empowered to take such action), and certified copies of such resolutions should be sent to this Bank so as to reach this Bank on or before 3 p.m. on Monday, December 5, 2011. The enclosed printed form shows the appropriate form of resolution; one executed copy of the form should be returned to this Bank in the envelope provided for that purpose.

On December 12, 2011, copies of the list of candidates (indicating by whom nominated) and preferential ballots will be mailed to the banks in Group 3. The law provides that the ballots shall be cast within 15 days after receipt of this list. The polls will open at 10 a.m., December 13, 2011, and will close at 12 noon on Wednesday, December 28, 2011. 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 that occasion.

In order to be counted as valid, the ballot must be executed by an officer authorized to cast the vote and must be received by this Bank at or before the time fixed for the closing of the polls (i.e., at or before 12 noon on Wednesday, December 28, 2011). The officers heretofore designated for this purpose by each bank in Group 3 are shown on the list on page 3. Any Group 3 bank that desires to change its authorization should do so by resolution of its board of directors; a certified copy of such resolution must reach this Bank before the polls close. A form for this purpose is also enclosed.

Because banks in Groups 1 and 2 will not participate in this election, this circular is sent to them without forms and for their information only.

LEE C. BOLLINGER,
Chairman of the Board

†Section 4 of the Federal Reserve Act, as amended, reads in part as follows:

“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 it is inappropriate, as a general rule, for directors of Federal Reserve Banks 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, to act as members of political party committees, or to serve as officers or directors of political action committees or as members of the governing bodies of such committees. The System's policy is to avoid any situations that might give the appearance of associating the Reserve Banks with political activities.]

[The Board of Directors of the Federal Reserve Bank of New York has resolved that all persons who stand for election as Class A or Class B directors shall be citizens of the United States.]

Election of Class B Director

For Term of Office Ending December 31, 2014

List of the 44 Member Banks in Group 3

(Group 3 consists of member banks with capital and surplus of less than \$30 million, as of November 7, 2011)

NEW JERSEY		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Fort Lee	BNB Bank, National Association	
Hope	First Hope Bank, a National Banking Association.....	President, any Vice President, or Cashier
Kenilworth	Enterprise Bank.....	President, or any Vice President
Maywood	Community Bank of Bergen County, N.J.....	President, any Vice President, or Cashier
NEW YORK		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Alden	Alden State Bank.....	President, any Vice President, or Cashier
Ballston Spa	Ballston Spa National Bank	President, any Vice President, Cashier, or Secretary
Bridgehampton	Bridgehampton National Bank	President, any Vice President, or Cashier
Carmel	Putnam County National Bank	President, any Vice President, or Cashier
Cattaraugus	Bank of Cattaraugus.....	President, any Vice President, or Cashier
Coxsackie	National Bank of Coxsackie	President, Executive Vice President, any Vice President, or Cashier
Delhi	The Delaware National Bank of Delhi	President, any Vice President, or Cashier
Dryden	The First National Bank of Dryden	President, or Senior Vice President
Elizabethtown	Champlain National Bank.....	President, Executive Vice President, any Vice President, or Cashier
Glen Falls	Glen Falls National Bank and Trust Company.....	President, or Executive Vice President
Groton	The First National Bank of Groton.....	President, any Vice President, or Cashier
Hammond	Citizens National Bank of Hammond.....	President, any Vice President, or Cashier
Jeffersonville	The First National Bank of Jeffersonville.....	President, any Vice President, or Cashier
Kinderhook	The National Union Bank of Kinderhook.....	President, any Vice President, or Cashier
Lisbon	The Upstate National Bank.....	President, Chief Executive Officer, Executive Vice President, any Vice President, or Cashier
Lyons	The Lyons National Bank	President, any Vice President, or Cashier
Middletown	Orange County Trust Company	President, any Vice President, or Cashier
Millbrook	Bank of Millbrook.....	President, any Vice President, or Cashier
Newburgh	Empire State Bank, N.A.....	Chairman of the Board, or Chief Executive Officer
New York City	<i>(See below)</i>	
Riverhead	The Suffolk County National Bank	President, any Vice President, or Cashier
Saranac Lake	Adirondack Bank, National Association	President, or any Vice President
Saratoga Springs	The Adirondack Trust Company	President, Executive Vice President, any Vice President, or Cashier
Saratoga Springs	Saratoga National Bank and Trust Company	President, any Vice President, or Cashier
Savannah	Savannah Bank, N.A.....	Chief Executive Officer, President, any Vice President, or Secretary
Scotia	First National Bank of Scotia.....	President, any Vice President, or Cashier
Solvay	Solvay Bank	President, any Vice President, or Cashier
Spencer	Tioga State Bank	President, any Vice President, or Cashier
Union Springs	Cayuga Lake National Bank	President, any Vice President, or Cashier
Walton	National Bank of Delaware County.....	President, any Vice President, or Cashier

NEW YORK CITY

<u>Place</u>	<u>Name of Bank or Trust Company</u>	<u>Officers Authorized to Cast Vote</u>
Manhattan	Brown Brothers Harriman Trust Company	
	Delta National Bank and Trust Company of New York.....	
	Eastbank, N.A.	
	Evercore Trust Co., N.A.	President, any Vice President, or Cashier
	Gotham Bank of New York.	
	Neuberger Berman Trust Company	President, Secretary, or Assistant Secretary
	Northern Trust Company of New York.	
	Rockefeller Trust Company	
	State Street Bank and Trust Company, N.A.	President, any Vice President, or Cashier
The Warehouse Trust Co. LLC.....		
Queens	National Bank of New York City	President, any Vice President, or Cashier

DIRECTORS OF THE FEDERAL RESERVE BANK OF NEW YORK

Elected by Banks in Group	Name and Occupation	Class	Term Expires Dec. 31
1	James Dimon Chairman and Chief Executive Officer JPMorgan Chase & Co. New York, NY	A	2012
2	Richard L. Carrión Chairman, President and Chief Executive Officer Popular, Inc. San Juan, PR	A	2013
3	Charles V. Wait President, Chief Executive Officer and Chairman The Adirondack Trust Company Saratoga Springs, NY	A	2011
1	Glenn H. Hutchins Co-Founder and Co-Chief Executive Silver Lake New York, NY	B	2012
2	James S. Tisch President and Chief Executive Officer Loews Corporation New York, NY	B	2013
3	Terry J. Lundgren Chairman, President and Chief Executive Officer Macy's, Inc. New York, NY	B	2011
Appointed by the Board of Governors of the Federal Reserve System	Lee C. Bollinger (Chairman) President Columbia University New York, NY	C	2012
	Kathryn S. Wylde (Deputy Chairman) President and Chief Executive Officer Partnership for New York City New York, NY	C	2013
	Emily K. Rafferty President The Metropolitan Museum of Art New York, NY	C	2011