

FEDERAL RESERVE BANK OF SAN FRANCISCO

101 MARKET STREET, SAN FRANCISCO, CALIFORNIA 94105

October 16, 2009

ELECTION OF DIRECTORS

To the Member Banks of the Twelfth Federal Reserve District

In accordance with the provisions of Section 4 of the Federal Reserve Act and the announcement dated August 26, 2009, in regard to the election of directors of this Bank to succeed Mr. Kenneth P. Wilcox, a Class A director, elected by banks in Group One, and Mr. Blake W. Nordstrom, a Class B director, elected by banks in Group Three, whose terms end on December 31, 2009, respectively, there are given herein the names of the candidates nominated and the names of the banks which made the nominations.

Except for subsidiary banks of bank holding companies, which have designated another bank to participate in this election, there is sent herewith to each bank in Groups One and Three a preferential ballot for use in voting for a Class A and a Class B director, respectively. An envelope bearing on its face the certificate in regard to the vote and a blue envelope marked "Ballot Only," in which the ballot is to be sealed, also are enclosed.

The ballot and certificate on the envelope must be executed by an officer who has been authorized to cast the vote. A revised list of the banks in Groups One and Three, showing the officers authorized to cast the vote of such banks, forms a part of this circular. In order that the balloting may be secret, the name of the bank and of the voting officer should not be written on the ballot but only on the certificate envelope.

The following procedure is required in the case of Class A and Class B ballots:

- (1) The preferential ballot should be marked.
- (2) The completed ballot should then be placed in the blue envelope marked "Ballot Only" and the envelope sealed.
- (3) Once the "Ballot Only" envelope is sealed, place it in the white certificate envelope, have the designated officer complete the required information on the envelope, and seal the certificate envelope.
- (4) The certificate envelope containing the sealed ballot envelope should then be returned to me in the enclosed self-addressed envelope.

The ballot must be returned so as to reach me within the period the polls are open. The polls will be open at 9:00 a.m. on October 23, and close at 2:00 p.m. on November 6, 2009. At that time the ballot box will be opened in the Board Room of this Bank, the sealed envelopes containing the ballots will be opened, the votes counted, and the results of the election announced. The candidates are invited to be present or represented on that occasion.

While the banks in Group Two will not vote in this election, this circular is sent to them, without forms, for their information.

Inquiries concerning this letter should be directed to Ms. Peggy L. Speck, Secretary of the Board of Directors, at (415) 974-3415.

Sincerely yours,



T. GARY ROGERS
Chairman of the Board

Candidate for Class A Director – Group One

Name of Candidate

Nominated by the following Group One Banks

KENNETH P. WILCOX

California

**President and Chief Executive Officer
SVB Financial Group
Santa Clara, California**

Pasadena..... East West Bank
Santa Clara..... Silicon Valley Bank

Professional Experience:

Mr. Wilcox is President and Chief Executive Officer of SVB Financial Group, the parent company of Silicon Valley Bank. Mr. Wilcox joined Silicon Valley Bank in 1990 when he co-founded the company's East Coast Technology Division. In this role, he managed the first regional office of Silicon Valley Bank and was responsible for all lending activity east of the Mississippi River. Upon promotion to chief banking officer in 1997, he moved from Massachusetts to California and he became president and CEO of Silicon Valley Bank and Silicon Valley Bancshares (now SVB Financial Group) in 2001. Prior to joining Silicon Valley Bank, Mr. Wilcox spent two years as a member of the Technology Lending Group with the Bank of New England and five years at Shawmut Bank in Boston. Prior to his banking career, he was a professor of German at The University of North Carolina at Chapel Hill.

Former Affiliations:

Director

Rebuilding Together Peninsula (2002 – 2005)
Advisory Board Member, Leavey School of
Business at Santa Clara University
(1999 – 2005)
Silicon Valley Education Foundation
(2007 – 2008)

Education:

Oakland University, Rochester, Michigan,
B.A., German Studies
The Ohio State University, Columbus, Ohio,
Ph.D., German Studies
Harvard University, Boston, Massachusetts,
M.B.A.

Current Affiliations:

Director

Federal Reserve Bank of San Francisco
(2006 – present)
Asia Society, Advisory Board Member
(2008 – present)
Bay Area Council (2007 – present)
Silicon Valley Leadership Group (2007 – present)

GROUP ONE

**20 Banks, each having a combined capital and surplus of
\$200,000,000 or more**

ONE Class A Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Alaska (1 Bank)		
Anchorage	Wells Fargo South Central Bank, N.A.	Undesignated
Arizona (2 Banks)		
Phoenix	National Bank of Arizona	Chairman, President, Vice President or Cashier
Wickenburg	Meridian Bank, N.A.	Chairman, President, Vice President or Cashier
California (12 Banks)		
El Centro	RaboBank, N.A.	Chairman, President or Executive Vice President
Los Angeles	The Bank of New York Mellon Trust Company, N.A.	Chairman, President, Vice President or Cashier
Los Angeles	California National Bank	Chairman, President, Vice President or Cashier
Los Angeles	City National Bank	Chairman, President, Vice President or Cashier
Los Angeles	Hanmi Bank	Chairman, President, Vice President or Cashier
Pasadena	East West Bank	Chairman, President, Vice President, Cashier or Secretary
San Francisco	Bank of America California, N.A.	Chairman, President, Vice President, Cashier or Secretary
San Francisco	Barclays Global Investors, N.A.	Chairman, President, Executive Vice President or Cashier
San Francisco	JPMorgan Bank and Trust Company, N.A.	Undesignated
San Francisco	Union Bank, N.A.	Chairman, President or Secretary
San Francisco	Wells Fargo Bank, N.A.	Chairman, Vice Chairman, President, Executive Vice President, Senior Vice President, Vice President or Cashier
Santa Clara	Silicon Valley Bank	Chairman, President, Vice President or Cashier
HAWAII (1 Bank)		
Honolulu	Bank of Hawaii	Chairman or President
NEVADA (1 Bank)		
Las Vegas	HSBC Bank Nevada, N.A.	Chairman, President, Vice President or Cashier
OREGON (1 Bank)		
Portland	Bank of America Oregon, N.A.	Chairman, President, Vice President, Cashier or Secretary

GROUP ONE (Continued)

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
	UTAH (2 Banks)	
Odgen Salt Lake City	Wells Fargo Bank Northwest, N.A. Zions First National Bank	Chairman, President, Vice President or Cashier Chairman, President, Vice President or Cashier

Candidate for Class B Director – Group Three

Name of Candidate

Nominated by the following Group Three Banks

BLAKE W. NORDSTROM

Arizona

**President
Nordstrom, Inc.
Seattle, Washington**

Avondale West Valley National Bank

California

Professional Experience:

Mr. Nordstrom is President of Nordstrom, Inc., one of the nation's leading fashion retailers. A fourth-generation family member, Mr. Nordstrom worked his way up at Nordstrom, Inc. from the stockroom, through various sales positions, and many division and store manager positions. Mr. Nordstrom became co-president in 1995; in 1996 he was promoted to president of the Nordstrom Rack Group and has been President of Nordstrom, Inc. since August 2000.

Chino Chino Commercial Bank, N.A.
Long Beach Farmers & Merchants
Bank of Long Beach
San Clemente Pacific Coast National Bank

Hawaii

Honolulu Hawaii National Bank

Current Affiliations:

Board Member

Federal Reserve Bank of San Francisco
(2007 – present)
Nordstrom, Inc. (2000 – present)
Downtown Seattle Association, Seattle, Washington
(1992 – present)

Former Affiliations:

Board Member

Federal Reserve Bank of San Francisco,
Seattle Branch (2005 – 2006)

Education:

University of Washington, Seattle,
Washington

GROUP THREE

**75 Banks, each having a combined capital and surplus of
less than \$17,500,000**

ONE Class B Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
ALASKA (2 Banks)		
Anchorage	Key Trust Company of Alaska	Undesignated
Anchorage	Wells Fargo Alaska Trust Company, N.A.	Chairman, President, Vice President, Cashier or Secretary
ARIZONA (10 Banks)		
Avondale	West Valley National Bank	Chairman, President, Chief Executive Officer or Vice President
Gold Canyon	Gold Canyon Bank	Chairman, President or Vice President
Mesa	Valley Capital Bank, N.A.	Undesignated
Phoenix	RepublicBankAz, N.A.	Chairman, President or Vice President
Phoenix	Sonoran Bank, N.A.	Chairman, President, Vice President or Cashier
Phoenix	SunBank, N.A.	Chairman, President, Chief Executive Officer or Vice President
Phoenix	UMB Bank Arizona, N.A.	Chairman only
Scottsdale	First National Bank of Scottsdale	Undesignated
Tucson	Canyon Community Bank, N.A.	Chairman, President, Vice President or Cashier
Tucson	CrediCard National Bank	Chairman only
CALIFORNIA (39 Banks)		
Alhambra	Omni Bank, N.A.	Chairman, President, Vice President or Cashier
Atascadero	Santa Lucia Bank	Chairman, President, Vice President or Cashier
Beverly Hills	Excel National Bank	Chairman, President, Chief Executive Officer, Vice President or Cashier
Buena Park	Los Angeles National Bank	Chairman, President, Vice President or Cashier
Carson	Merchants Bank of California, N.A.	Chairman, President, Vice President or Cashier
Chico	Northern California National Bank	Chairman, President, Vice President or Cashier
Chino	Chino Commercial Bank, N.A.	President only
Granite Bay	Granite Community Bank, N.A.	Chairman, President or Cashier
La Mesa	Borrego Springs Bank, N.A.	Chairman, President, Vice President or Cashier
Long Beach	Farmers and Merchants Bank of Long Beach	Chairman, President, Vice President or Cashier
Long Beach	International City Bank, N.A.	Chairman, President, Senior Vice President, Vice President or Cashier
Los Angeles	State Street Bank & Trust Company of California, N.A.	Chairman, President, Vice President or Cashier
Los Angeles	Western National Trust Company	Undesignated
Manteca	Delta National Bank	Chairman, President, Vice President or Cashier
Marysville	Gold Country Bank, N.A.	Chairman, President, Vice President or Cashier
Mojave	Mojave Desert Bank, N.A.	Chairman, President, Vice President or Cashier
Napa	Bank of Napa, N.A.	Chairman, President, Vice President or Cashier
Oakland	Alta Alliance Bank	Chairman, President, Vice President, Chief Operating Officer, Chief Financial Officer or Chief Credit Officer
Palm Desert	Palm Desert National Bank	Chairman or President

GROUP THREE (Continued)

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
CALIFORNIA (Continued)		
Rancho Santa Margarita	South County Bank, N.A.	Undesignated
Redondo Beach Riverside	Bay Cities National Bank First National Bank of Southern California	Chairman, President, Vice President or Cashier Chairman, President, Senior Vice President, Vice President or Cashier
Sacramento San Clemente San Diego San Diego	The Merchants National Bank of Sacramento Pacific Coast National Bank Armed Forces Bank of California, N.A. Neighborhood National Bank	President, Vice President or Cashier Chairman, President, Vice President or Cashier President only Chairman, President, Executive Vice President or Cashier
San Francisco	Bessemer Trust Company of California, N.A.	Chairman, President, Managing Director or Cashier
San Francisco San Francisco San Gabriel San Juan Capistrano San Luis Obispo	Mission National Bank Trans Pacific National Bank Asian Pacific National Bank Capital Bank Coast National Bank	President or Vice President/Cashier Chairman, President, Vice President or Cashier Chairman, President, Vice President or Cashier Undesignated Chairman, President, Executive Vice President, Vice President or Cashier
Santa Paula South San Francisco Stockton Temecula Thousand Oaks Westminster Whittier	Santa Clara Valley Bank, N.A. Liberty Bank Pacific State Bank Mission Oaks National Bank Recontrust Company, N.A. Saigon National Bank Bank of Whittier, N.A.	Chairman, President, Vice President or Cashier President only Chairman, President, Vice President or Cashier Chairman, President, Vice President or Cashier Chairman or President President only President only
HAWAII (1 Bank)		
Honolulu	Hawaii National Bank	Chairman, Vice Chairman, President or Executive Vice President
IDAHO (2 Banks)		
Buhl Lewiston	Farmers National Bank of Buhl Twin River National Bank	President, Vice President or Cashier Chairman or President
NEVADA (3 Banks)		
Ely Las Vegas Las Vegas	The First National Bank of Ely Nevada National Bank Wells Fargo Financial National Bank	Chairman, President, Vice President or Cashier Undesignated Chairman, President, Vice President, Secretary or Cashier
OREGON (4 Banks)		
Florence Grants Pass Portland	Oregon Pacific Banking Company Home Valley Bank U.S. Bank Trust Company, N.A.	President only President only Chairman, President, Vice President, Treasurer or Secretary
Salem	Pioneer Trust Bank, N.A.	Chairman, President or Vice President

GROUP THREE (Continued)

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
UTAH (6 Banks)		
Beaver	Utah Independent Bank	President only
Kaysville	Barnes Banking Company	Chairman, President, Vice President or Cashier
Layton	The First National Bank of Layton	President, Vice President, Cashier or Assistant Cashier
Logan	Cache Valley Bank	Chairman, President, Vice President or Cashier
Ogden	Bank of Utah	Chairman, President, Vice President or Cashier
Salt Lake City	Marlin Business Bank	Undesignated
WASHINGTON (8 Banks)		
Bellevue	Eastside Commercial Bank, N.A.	Chairman, President, Vice President or Cashier
Chelan	North Cascades National Bank	Chairman, President, Vice President or Cashier
Longview	Hometown National Bank	Chairman, President, Vice President or Cashier
Lynnwood	Prime Pacific Bank, N.A.	President or Vice President/Chief Financial Officer
Seattle	The Commerce Bank of Washington, N.A.	Chairman, President, Managing Director, Vice President or Cashier
Tacoma	Pierce Commercial Bank	Chairman, President, Vice President or Cashier
Walla Walla	Baker Boyer National Bank	President, Vice President or Cashier
Yakima	Yakima National Bank	Chairman, President, Vice President or Cashier

Directors of the Federal Reserve Bank of San Francisco

As of October 16, 2009

Name	Occupation	Elected by Banks in Group	Class	Term Expires December 31
Kenneth P. Wilcox	President and Chief Executive Officer SVB Financial Group Santa Clara, California	1	A	2009
Arnold T. Grisham	President and Chief Executive Officer Alta Alliance Bank Oakland, California	2	A	2010
Dann H. Bowman	President and Chief Executive Officer Chino Commercial Bank, N.A. Chino, California	3	A	2011
Blake W. Nordstrom	President Nordstrom, Inc. Seattle, Washington	3	B	2009
William D. Jones	President and Chief Executive Officer CityLink Investment Corporation San Diego, California	1	B	2010
Karla S. Chambers	Vice President and Co-Owner Stahlbush Island Farms, Inc. Corvallis, Oregon	2	B	2011
Patricia E. Yarrington	Vice President and Chief Financial Officer Chevron Corporation San Ramon, California	Appointed by the Board of Governors of the Federal Reserve System	C	2010
Douglas W. Shorenstein <i>Deputy Chairman</i>	Chairman and Chief Executive Officer Shorenstein Properties LLC San Francisco, California	Appointed by the Board of Governors of the Federal Reserve System	C	2011
T. Gary Rogers <i>Chairman</i>	Chairman of the Board Levi Strauss & Co. San Francisco, California	Appointed by the Board of Governors of the Federal Reserve System	C	2012*

* Reappointment for the first year of a three-year term beginning January 1, 2010.