

FEDERAL RESERVE BANK OF SAN FRANCISCO

101 MARKET STREET, SAN FRANCISCO, CALIFORNIA 94105

November 29, 2010

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 October 8, 2010, in regard to the election of directors of this Bank to succeed Mr. William D. Jones, a Class B director, elected by banks in Group One, and Mr. Arnold T. Grisham, a Class A director, elected by banks in Group Two, whose terms end on December 31, 2010, 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 Two a preferential ballot for use in voting for a Class B and a Class A 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 Two, 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 December 6, and close at 2:00 p.m. on December 21, 2010. 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 Three 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 B Director – Group One

Name of Candidate

Nominated by the following Group One Bank

NICOLE TAYLOR

California

**President and Chief Executive Officer
East Bay Community Foundation
Oakland, California**

Santa Clara..... Silicon Valley Bank

Professional Experience:

Ms. Nicole Taylor is President and Chief Executive Officer of the East Bay Community Foundation, the largest source of philanthropic support in the eastern region of the San Francisco Bay Area encompassing Alameda and Contra Costa Counties. The Foundation serves as a catalyst for change by connecting community needs with individuals, families and organizations interested in charitable giving. It does this work through grantmaking, leading initiatives, advocacy and partnerships with business, government and private foundations.

Ms. Taylor is a veteran executive with 17 years of experience in the Bay Area non-profit community. Before coming to the Foundation in September 2007, she was managing director of the Haas Center for Public Service at Stanford University. Prior to her service at Stanford, she was the CEO of College Track, a nonprofit organization that works to get underrepresented students in the San Francisco Bay Area successfully through high school and college. And prior to College Track, she was the director of Oakland's Fund for Children and Youth. Ms. Taylor began her career as a teacher and also worked on school-reform efforts within urban school districts.

Current Affiliations:

Director

- East Bay Economic Development Alliance, Vice Chair (2007 - present)
- John Gardner Center for Youth & Their Families, Stanford University (2008 - present)
- League of California Community Foundations (2009 - present)
- Council on Foundations Community Foundation Leadership Team (2010 - present)
- Northern California Grantmakers (2010 - present)
- California Governor and First Lady's Conference on Women (2007 - 2010*)
- Community Foundations Services Corporation (2008 - 2010*)

**term ends December 2010*

Other Current Affiliations:

Board Member of Supporting Organizations of the East Bay Community Foundation (2007 - present): EBCF Properties, Edward and May Yee Chan Memorial Foundation, Cordes Foundation, Helzel Family Foundation, Rogers Family Foundation Bay Area Blacks in Philanthropy (2010)

Former Affiliations:

Board Member

Community Network for Youth Development (2003 - 2006)

Awards and Recognitions:

San Francisco Business Times
"Most Admired CEOs" (2010)
"Most Influential Women in Business in the Bay Area" (2010 and 2009)
List of "East Bay Women of Distinction" (2009)

Education:

Stanford University, B.S., Human Biology
Stanford University, M.A., Education
Holy Names University, Honorary Doctor of Humane Letters

GROUP ONE

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

ONE Class B Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
ARIZONA (1 Bank)		
Phoenix	National Bank of Arizona	Chairman, President, Vice President or Cashier
CALIFORNIA (14 Banks)		
Los Angeles	The Bank of New York Mellon Trust Company, N.A.	Chairman, President, Vice President or Cashier
Los Angeles	City National Bank	Chairman, President, Vice President or Cashier
Los Angeles	Far East National Bank	Chairman, President, Vice President or Cashier
Los Angeles	Hanmi Bank	Chairman, President, Vice President or Cashier
Los Angeles	Nara Bank	Chairman, President, Vice President or Cashier
Pasadena	East West Bank	Chairman, President, Vice President, Cashier or Secretary
Roseville	RaboBank, N.A.	Chairman, President or Executive Vice President
San Francisco	Bank of America California, N.A.	Chairman, President, Vice President, Cashier or Secretary
San Francisco	BlackRock Institutional Trust Company, 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, Vice 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 Barbara	Pacific Capital Bank, N.A.	Chairman, President, Executive Vice President or Chief Financial Officer
Santa Clara	Silicon Valley Bank	Chairman, President, Vice President or Chief Executive Officer
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 A Director – Group Two

Name of Candidate

Nominated by the following Group Two Bank

BETSY LAWER

Alaska

**Vice Chair
First National Bank Alaska
Anchorage, Alaska**

Anchorage First National Bank Alaska

Professional Experience:

Ms. Betsy Lawer is Vice Chair of First National Bank Alaska. As a third generation Alaskan banker, Ms. Lawer grew up with many of Alaska's business and community leaders. She learned the banking business literally at her father's knee, earning her degree from Duke University, and returned to work her way up to the leadership position she holds today, built on a foundation of experience in loan documentation, marketing, electronic data processing, bank operations, investor loan production and commercial lending.

Former Affiliations:

Board Member

Federal Reserve Bank of San Francisco,
Seattle Branch (1997 - 2003)
Providence Health Care Foundation, Board
of Directors (1983 - 2000); and Director
Emeritus
United Way of Anchorage, Campaign
Co-Chair (2000)

Current Affiliations:

Board Member

First National Bank Alaska, Vice Chair
(1992 - present); Director (1982 - present)
University of Alaska Foundation, Board of Trustees
(2009 - present)
Smithsonian National Board Member
(2008 - present)
Alyeska Pipeline Service Company, President's
Community Panel Member (2001 - present)

Awards and Recognitions:

U.S. Banker 25 Women to Watch (2003)
*Alaska Journal of Commerce Top 25 Most
Powerful Alaskans (1999 - 2003)*
Anchorage Athena Society, Athena Award
(2001)

Education:

Duke University, B.A., Economics

Other Current Affiliations

Athena Society, Member (1998 - present)
Soroptimist International, Member (1998 - present)
Walter J. and Ermalee Hickel Foundation, Class A
Director; Member (1998 - present)
Commonwealth North, Member (1985 - present);
and Board Member (2001 - 2009)
University of Alaska Anchorage, College of Fellows,
Fundraising for the Lucy Cuddy Center Food
Technology Program (1991 - present)

Candidate for Class A Director – Group Two

Name of Candidate

Nominated by the following Group Two Bank

HARALD R. “HAL” RUSSELL

Washington

**President and Chief Executive Officer
Commencement Bank
Tacoma, Washington**

Tacoma Commencement Bank

Professional Experience:

Mr. Hal Russell has been in the banking business for more than 30 years. His experience includes retail banking, commercial lending, production and executive management. Prior to joining Commencement Bank, he was executive vice president and chief credit officer of Columbia Bank, headquartered in Tacoma, Washington. Mr. Russell is a member of and active in a number of trade associations and service organizations. He has embraced his current role as a community banker and supports a number of local non-profit groups.

Former Affiliations:

Washington Bankers Association
(2001 - 2004)
Tacoma/Pierce County Economic
Development Board Member
(2003 - 2004)
American Red Cross, Pierce County,
Washington (1996 - 2003)
Tacoma/Pierce County Chamber of
Commerce (2000)

Current Affiliations:

Board Member

Community Bankers of Washington,
Secretary/Treasurer (2009 - 2012)
Pediatric Infant Care Center, Board Treasurer
(2005 - present)

Other Current Affiliations

Tacoma Country and Golf Club, Finance Committee
Member (2008 - 2010)
Risk Management Association, Member

Education:

Attended the University of Washington,
Seattle, Washington
Graduate of Northwest Intermediate Banking
School
Graduate of Pacific Coast Banking School

Candidate for Class A Director – Group Two

Name of Candidate

Nominated by the following Group Two Bank

JAMES R. WOOLWINE

California

**Chairman
Presidio Bank
San Francisco, California**

San Francisco Presidio Bank

Professional Experience:

Mr. James R. Woolwine is Chairman of Presidio Bank. Presidio Bank, which opened on July 24, 2006, offers successful small and medium-sized Bay Area businesses – including non-profit organizations, real estate investors, professional service firms, and their owners, partners, executives, etc. – a comprehensive array of commercial banking products and professional services.

Mr. Woolwine has over 35 years of commercial banking experience. Prior to joining Presidio Bank, he served as president and chief executive officer, then chairman of the board of Golden Gate Bank in San Francisco. Previous experience includes executive roles with Bank of California and First National Bank of Chicago.

Current Affiliations:

Board Member

Delta Dental of California, Corporate Board Member
(2005 - present)
San Francisco Chamber of Commerce, Member
(2004 - present); and Chairman (2008 - 2009)

Other Current Affiliations

Catholic Healthcare West, Investment Committee
Member (2008 - present)
Hanna Boys Center, Board of Regents
(2008 - present)
Bay Area Sports Hall of Fame, Board Member
(2000 - present)
San Francisco KRAFT Fight Hunger Bowl, Board
Member (2010)

Former Affiliations:

Board Member

Bay Area Sports Organizing Committee
(1998 - 2009)
Senior Olympic Games (2008 - 2009)
St. Francis Memorial Hospital (1990 - 2008)

Business Planning Member

San Francisco Planning and Urban
Research (SPUR) (1998 - 2004)

Education:

University of Notre Dame, B.A., Business
Administration
University of Chicago, M.B.A.

GROUP TWO

**50 Banks, each having a combined capital and surplus
of \$17,500,000 or more and less than \$200,000,000**

ONE Class A Director to be elected

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
ALASKA (1 Bank)		
Anchorage	First National Bank Alaska	Chairman, President or Vice Chairman
ARIZONA (5 Banks)		
Phoenix	Bank of Arizona, N.A.	Chairman or President
Phoenix	Heritage Bank, N.A.	Chairman, President or Vice President
Phoenix	Western National Bank	Chairman, President, Vice President or Cashier
Scottsdale	The Harris Bank, N.A.	Chairman, President, Vice President or Cashier
Wickenburg	Meridian Bank, N.A.	Chairman, President, Vice President or Cashier
CALIFORNIA (37 Banks)		
Alhambra	TomatoBank, N.A.	President only
Anaheim	Premier Commercial Bank, N.A.	Chairman, President, Chief Financial Officer, Vice President or Cashier
Arcadia	American Plus Bank, N.A.	Chairman, President or Vice President
Beverly Hills	Excel National Bank	Chairman, President, Chief Executive Officer, Vice President or Cashier
Costa Mesa	Pacific Mercantile Bank	President only
Costa Mesa	Pacific Premier Bank	Chairman, President or Vice President
El Segundo	Bank of Manhattan, N.A.	President only
Fresno	United Security Bank	President only
Goleta	Community West Bank, N.A.	Chairman, President, Vice President or Cashier
Irvine	California First National Bank	President or Cashier
Irvine	CommerceWest Bank, N.A.	President only
Irvine	Pacific Enterprise Bank	Chairman, President or Senior Executive Vice President
La Jolla	Regents Bank, N.A.	Chairman, President, Vice President or Cashier
Los Angeles	1 st Century Bank, N.A.	Chairman, President, Executive Vice President/Chief Operating Office, Vice President or Cashier
Los Angeles	Commonwealth Business Bank	Chairman, President or Executive Vice President
Los Angeles	Deutsche Bank National Trust Company	Chairman, President, Vice President, Managing Director or Director
Los Angeles	National Bank of California	Chairman, President, Vice President or Cashier
Los Angeles	Pacific Commerce Bank	Chairman, President, Vice President or Cashier
Newport Beach	American Security Bank	Chairman, President, Vice President, Cashier or President/Chief Executive Officer
Newport Beach	Commerce National Bank	Chairman, President, Vice President or Cashier
Oakdale	Oak Valley Community Bank	President only
Oakland	Alta Alliance Bank	Chairman, President, Vice President, Chief Operating Officer, Chief Financial Officer or Chief Credit Officer

GROUP TWO (Continued)

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
CALIFORNIA (Continued)		
Ontario	Inland Community Bank, N.A.	President only
Palm Springs	Canyon National Bank	Chairman, President, Chief Financial Officer or Vice President
Redding	North Valley Bank	Chairman, President, Vice President or Cashier
Riverside	First National Bank of Southern California	Chairman, President, Senior Vice President, Vice President or Cashier
Sacramento	Bank of Sacramento	Chairman, President, Vice President or Cashier
San Diego	Bank of Southern California	Chairman, President, Senior Vice President or Cashier
San Francisco	Bank of the Orient	Chairman only
San Francisco	Pacific Coast Bankers' Bank	President and Chief Executive Officer only
San Francisco	Presidio Bank	Chairman, President or Chief Financial Officer
San Jose	Bridge Bank, N.A.	Chairman or President/Chief Executive Officer
San Jose	Heritage Bank of Commerce	Chairman, Chief Executive Officer or Chief Operating Officer
San Luis Obispo	Mission Community Bank	President or Executive Vice President/Chief Financial Officer
Santa Rosa	AltaPacific Bank	Undesignated
Simi Valley	Recontrust Company, N.A.	Chairman or President
South San Francisco	First National Bank of Northern California	Chairman, President, Vice President or Cashier
NEVADA (2 Banks)		
Henderson	Town North Bank Nevada, N.A.	Undesignated
Las Vegas	Credit One Bank, N.A.	Chairman, President, Vice President or Cashier
UTAH (1 Bank)		
Salt Lake City	First Utah Bank	President only
WASHINGTON (4 Banks)		
Colfax	Bank of Whitman	Chairman, President or Vice President
Everett	Coastal Community Bank	Chairman, President or Executive Vice President/Chief Financial Officer
Seattle	The Commerce Bank of Washington, N.A.	Chairman, President, Managing Director, Vice President or Cashier
Tacoma	Commencement Bank	Chairman, President or Chief Financial Officer

Directors of the Federal Reserve Bank of San Francisco

As of November 29, 2010

Name	Occupation	Elected by Banks in Group	Class	Term Expires December 31
Arnold T. Grisham	Director 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
Kenneth P. Wilcox	Chief Executive Officer SVB Financial Group Santa Clara, California	1	A	2012
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
Blake W. Nordstrom	President Nordstrom, Inc. Seattle, Washington	3	B	2012
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>	Former Chairman of the Board Levi Strauss & Co. San Francisco, California	Appointed by the Board of Governors of the Federal Reserve System	C	2012*
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	2013

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