

**FEDERAL RESERVE BANK  
OF NEW YORK**

December 11, 2009

## **Election of Directors**

**(By member banks classified in Group 1 on November 4, 2009, 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 November 4, 2009, on the nomination of directors of this Bank for the terms of office ending December 31, 2012, to succeed JAMIE DIMON, class A director, and JEFFREY B. KINDLER, class B director, whose terms expire December 31, 2009, 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 1 on November 4, 2009, 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 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 November 4, 2009; 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., Monday, December 14, 2009, and will close at 12 noon on Tuesday, December 29, 2009, 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.*

DENIS M. HUGHES,  
*Chairman of the Board*

## Candidate for Class A Director

**JAMIE DIMON**  
**Chairman of the Board and Chief Executive Officer**  
**JPMorgan Chase & Co.**  
**New York, New York**

**JAMIE DIMON** is Chairman of the Board and Chief Executive Officer of JPMorgan Chase & Co. Mr. Dimon became Chairman of the Board, effective January 1, 2007, following his appointment as CEO on January 1, 2006. He also assumed the title of President upon the company's merger with Bank One Corporation on July 1, 2004.

Mr. Dimon began his professional career at American Express Company, serving as Assistant to the President from 1982 until 1985. He then became a key member of the team that launched and defined the strategy for Commercial Credit Company in October 1986, when the consumer lending company was spun off from Control Data Corporation. He served as Chief Financial Officer and an Executive Vice President, and then President. A completely restructured Commercial Credit made numerous acquisitions and divestitures, substantially improving its profitability. Most significantly, in 1987, it acquired and changed its name to Primerica Corporation, which in 1993 acquired The Travelers Corporation and was renamed Travelers Group.

At Travelers, Mr. Dimon was President and Chief Operating Officer for seven years. He was named Chairman and Chief Executive Officer of its Smith Barney Inc. subsidiary in January 1996, having previously been the firm's Chief Operating and Chief Administrative Officer. In November 1997, with the merger of Smith Barney and Salomon Brothers, he became Co-Chairman and Co-CEO of the combined firm. In 1998, he was named President of Citigroup Inc., the global financial services company formed by the combination of Travelers Group and Citicorp in 1998. In addition, he served as Chairman and Co-Chief Executive Officer of Salomon Smith Barney Holdings Inc., the investment banking and securities brokerage subsidiary.

In 2000 Mr. Dimon was named Chairman and CEO of Bank One. During his four years with the company, he engineered a dramatic turnaround – taking the bank from a half-billion-dollar loss in 2000 to record earnings of \$3.5 billion in 2003.

A summa cum laude graduate of Tufts University, Mr. Dimon holds an MBA degree from the Harvard University Graduate School of Business, where he was a Baker Scholar. He serves on the board of directors of a number of non-profit institutions, including the Federal Reserve Bank of New York, Harvard Business School and the United Negro College Fund.

JPMorgan Chase & Co. is a leading global financial services firm with assets of \$2.0 trillion and operations in more than 60 countries. The firm is a leader in investment banking, financial services for consumers, small businesses and commercial banking, financial transaction processing, asset and wealth management, and private equity. A component of the Dow Jones Industrial Average, JPMorgan Chase serves millions of consumers in the United States and many of the world's most prominent corporate, institutional and government clients under its JPMorgan and Chase brands.

### Nominated by the following member banks in Group 1

<hr/> <hr/> NEW YORK <hr/> <hr/>	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Buffalo	Manufacturers and Traders Trust Company
Manhattan	Banco Popular North America Citibank, N.A.

## Candidate for Class B Director

**JEFFREY B. KINDLER**  
**Chairman and Chief Executive Officer**  
**Pfizer, Inc.**  
**New York, New York**

**JEFFREY B. KINDLER** is Chairman and Chief Executive Officer of Pfizer, the world's largest research-based pharmaceutical company, which discovers, develops, manufactures and markets prescription medicines for humans and animals.

Jeff joined Pfizer in 2002 as Executive Vice President and General Counsel. He was named Vice Chairman in 2005 and appointed CEO in 2006.

He earned his BA from Tufts University and his JD from Harvard. After graduation, Jeff served as law clerk to Judge David L. Bazelon of the U.S. Court of Appeals of the D.C. Circuit and later served as law clerk to U.S. Supreme Court Justice William J. Brennan, Jr.

Jeff was a partner at Williams & Connolly and General Electric's Vice President of Litigation and Legal Policy before joining McDonald's Corporation as Executive Vice President and General Counsel. He moved into line management at McDonald's, becoming President of Partner Brands, which included Boston Market, Chipotle Mexican Grill, and Pret a Manger.

He serves on the boards of the Federal Reserve Bank of New York, Tufts University, and Ronald McDonald House Charities, in addition to being a board member of the Manhattan Theatre Club, Lincoln Center for the Performing Arts, and Catalyst.

Jeff and his wife, Sharon Sullivan, have two children, Joshua and Samantha.

### Nominated by the following member banks in Group 1

<u>NEW YORK</u>	
<u>Place</u>	<u>Name of Bank or Trust Company</u>
Buffalo	Manufacturers and Traders Trust Company
Manhattan	Banco Popular North America
	JPMorgan Chase Bank, N.A.

# Election of Directors

For Terms of Office Ending December 31, 2012

## List of the 10 Member Banks in Group 1

*(Group 1 consists of member banks with capital and surplus of more than \$1 billion, as of November 4, 2009)*

NEW YORK		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Buffalo	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		
Place	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Manhattan	Banco Popular North America.....	Chairman of the Board, President, any Senior Executive Vice President, or Executive Vice President
	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