

NOTICE OF ANNUAL MEETING

The Annual Meeting of the Members of the Southwest Tennessee Electric Membership Corporation will be held at the College Hill Auditorium on Grand Street, Brownsville, Tennessee, on Friday, August 11, 1989, beginning at 6:00 P.M., to take action upon the following matters.

1. The report of officers, trustees, and committees.
2. The election of three (3) trustees of the Cooperative.
3. Any and all other business which may properly come before the meeting or any adjournments or adjournments thereof.

The following members have been nominated for Trustees by the Committee of Nominations appointed by the Board of Trustees of the Cooperative pursuant to the Bylaws.

DISTRICT NO. 1 - composed of Haywood County, Hardeman County, Crockett County and the northeast corner of Fayette County.

James Earl Bomar, 342 Woodland, Whiteville, TN 38075

Harry Ferguson, 420 Vine St., Whiteville, TN 38075

DISTRICT NO. 2 - composed of Tipton County, Lauderdale County and the northwest corner of Fayette County.

John T. (Jack) Marshall, Rt. 1, Box 265, Mason, TN 38049

Douglas (Doug) Walker, 144 N. Main, Atoka, TN 38004

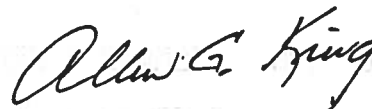
DISTRICT NO. 3 - composed of Madison County, Chester County and Henderson County.

W. B. McKinnon, Rt. 2, Box 1, Henderson, TN 38340

Ricky W. Ramey, Rt. 4, Box 18, Henderson, TN 38340

Please review the candidates' resumes and cast your vote on the enclosed ballot. An interesting program has been arranged for your entertainment at this year's annual meeting.

This the 28th day of July, 1989.



ALLEN G. KING, SECRETARY-TREASURER OF
SOUTHWEST TENNESSEE ELECTRIC MEMBERSHIP
CORPORATION

REMEMBER, ALL VOTING MUST BE DONE BY MAIL. PLEASE MAIL YOUR BALLOT EARLY. YOU WILL NOT BE ABLE TO VOTE AT THE ANNUAL MEETING.

RESUMES OF NOMINEES FOR TRUSTEES

NOMINEE JAMES EARL BOMAR is a resident of Whiteville, Tennessee and has been an active member of Southwest since November, 1946. In 1979, he retired from his business as owner and operator of the Exxon Service Center in Whiteville. The World War II veteran still has an interest in farming, hunting and fishing.

Mr. Bomar is married and has five children and six grandchildren. His wife, Frances, is a clerk at the post office and a homemaker. (Address: P.O. Box 304, 342 Woodland, Whiteville, TN 38075)

INCUMBENT TRUSTEE HARRY FERGUSON has served on the Board of Trustees for 21 years. He is a native of Hardeman County, received his education in Whiteville, North Texas State Univeristy and a business school in Memphis. The World War II veteran is a farmer, operator of a cattle feeding lot and other related farm business. He was a county committeeman on the ASC Committee and has served as Chairman. He is a member of the Whiteville Methodist Church and is Chairman of the Church's Board of Trustees.

Mr. Ferguson is married and has three children. His wife, Eloise, is a retired Home Economics teacher. (Address: P.O. Box 28, 420 Vine St., Whiteville, TN 38075)

INCUMBENT TRUSTEE JOHN T. (JACK) MARSHALL is a native of Tipton County. He is presently managing John Marshall Insurance, Inc. and also has farming interests. He is a past member of the Board of Directors of the Tipton County Farmers' Co-op, past member of the Tipton County ASC Committee, former member of the Mason Lions Club, and a former manager of Dixie Youth Baseball which he coached for ten years. He is presently the Chairman of the Board of the Mason United Methodist Church and a Sunday School teacher. He is a member of the Covington-Tipton County Chamber of Commerce and is presently the Secretary-Treasurer of Mason Farm Services, Inc.

Mr. Marshall is married and has three children and three grandchildren. His wife, Claire, is an insurance agent and homemaker. (Address: Rt. 1, Box 265, Mason, TN 38049)

NOMINEE DOUGLAS (DOUG) WALKER is a native of Tipton County and has been an active member of Southwest since April 1, 1961. The World War II veteran is the owner and general manager of the Atoka Fertilizer Company and the Munford Ginning Company. He owns and operates an extension farming interest in Tipton County. He is a member of the Tennessee Ginners Association and on the Board of the Southern Cotton Ginners Association. He has served as President of the Tennessee Ginners Association and has been a delegate to the National Cotton Council.

Mr. Walker is married and his wife, Gladys, is the Treasurer-Bookkeeper for her husband's companies. They have three children and six grandchildren. (Address: P.O. Box 100, 144 N. Main St., Atoka, TN 38004)

INCUMBENT TRUSTEE W. B. MCKINNON has been on the Board since 1983. He is a native of Chester County and is a cattle farmer and works part-time in a cabinet shop. He is a member of the Chamber of Commerce and is a former county committeeman on the ASC Committee. He is a member of the Trinity United Methodist Church and is on the Board of Trustees.

Mr. McKinnon is married and has two children and two grandchildren. His wife, Jo Ann, owns and operates the Merle Norman Cosmetic Studio and Gift Shop in Henderson. (Address: Rt. 2, Box 1, Henderson, TN 38340)

NOMINEE RICKY W. RAMEY resides in Chester County and has been a member of Southwest since June, 1980. He is an Over-the-Road Driver for the Milan Express Co., Inc. He was employed for many years by the Grinnell Manufacturing Company in Henderson. He is Chairman of the Pastorial Committee, President of the Methodist Men's Breakfast Club and Adult Sunday School teacher at the Trinity United Methodist Church in Henderson.

Mr. Ramey is married and his wife, Lynn, works for J. T. Baker, Inc. in Jackson. (Address: Rt. 4, Box 18 Sugarcreek, Henderson, TN 38340)

SOUTHWEST'S 52ND ANNUAL MEETING

Friday Night - August 11 - College Hill Auditorium

PROGRAM

6:00 P.M. - MEMBER'S REGISTRATION FOR DOOR PRIZE DRAWING

6:30 to 7:45 P.M. - ENTERTAINMENT:

THE ENCORES DAVID CURTIS BAND HARMONIZERS

7:45 to 8:15 P.M. - BUSINESS MEETING

8:15 to 8:45 P.M. - DRAWING FOR DOOR PRIZES

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