

NOTICE OF ANNUAL MEETING

The Annual Meeting of the Members of Southwest Tennessee Electric Membership Corporation will be held Friday, August 8, 1997. Member registration begins at 6 p.m., at College Hill Auditorium, Grand Avenue, Brownsville, TN. Order of business at the annual meeting shall be as follows:

1. Call of the roll, report of officers, directors and committees.
2. Election results for four (4) directors 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 Director positions by the Committee of Nominations appointed by the Board of Directors of the Cooperative pursuant to the Bylaws, Section 4.06. Resumes of all nominees are listed on the back of this notice.

DISTRICT NO. 1 - composed of Tipton County, Lauderdale County, Fayette County and those portions of Haywood County and Hardeman County which are south or west of the Hatchie River.

POSITION 1 - Robert M. Turner, 2125 Bride Road, Covington, TN 38019 ✓
Mike Escue, 4947 Durhamville Road, Ripley, TN 38063

POSITION 5 - Douglas "Doug" Walker, 1345 Main, P.O. Box 100, Atoka, TN 38004 ✓
Wayne Sloan, 6914 Munford-Giltedge Road, Burlison, TN 38015

DISTRICT NO. 2 - composed of Madison County, Chester County, Henderson County, Crockett County, and those portions of Haywood County and Hardeman County which are north or east of the Hatchie River.

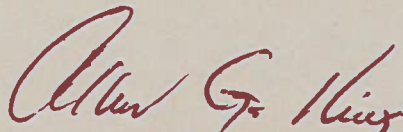
POSITION 3 - W. David Pope, Jr., 613 Estonallie Road, Mercer, TN 38392 ✓
Talmage Staggs, 50 Vinson Road, Mercer, TN 38392

BY PETITION

POSITION 3 Eulus F. Kirby, 1805 Harts Bridge Road, Jackson, TN 38301

POSITION 4 - Audrey M. Blue, 6905 Tibbs Road, Brownsville, TN 38012 ✓
Ike Walker, 1001 Springfield Road, Brownsville, TN 38012

This the 18th day of July, 1997.



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

SOUTHWEST'S 60TH ANNUAL MEETING

Friday Night - August 8 - College Hill Auditorium

PROGRAM

6:00 P.M. - Member Registration

7:00 P.M. - Business Meeting

7:30 P.M. - Entertainment:

The Layman & Key Club Competition Group
(North Side High School)

8:30 P.M. - Drawing for Door Prizes

NOTE! BALLOT MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 5, 1997

A MEMBER MAY VOTE ONLY ONE BALLOT, REGARDLESS OF THE NUMBER OF BALLOTS RECEIVED! VOTE BY MAIL, USE THE CONVENIENT POSTAGE PAID ENVELOPE.

RESUMES OF NOMINEES

DISTRICT NO. 1 POSITION 1

INCUMBENT DIRECTOR ROBERT M. TURNER: Robert appreciates being a part of the rural electric Co-op, attends all meetings and tries to keep current on all new and changing services and programs.

He and his wife, Norma, are very active in the Covington Associate Reformed Presbyterian Church where he serves as an elder. He farms and raises Angus cows and enjoys being a part of the 4-H programs where three of his grandchildren show cows each year. He is able to take them and help with their show cows. (Address: 2125 Bride Road, Covington, TN 38019)

NOMINEE MIKE ESCUE has been a member of Southwest since 1979. He operates a row crop farm in the Durhamville-Orysa community. He graduated from high school in Ripley, TN, and has two years of college. He also has completed several management and leadership courses sponsored by agricultural companies. He has served on the Dyer-Lauderdale Farmers Co-op. Mr. Escue was elected to the Cotton Coalition in 1996. He serves on the advisory board for the Federal Grain Inspection Service in Washington and is an alternate on the Farm Service County Committee for Lauderdale Co. In 1990, he was elected Duponts American Soybean Association young leader. He has won second place in the Mid-South Fair Association's farmer of the year contest twice.

His wife Debbie is a housewife, and they have one child. They attend St. Pauls Church where he serves as a trustee and serves on the Administrative Board. (Address: 4947 Durhamville Road, Ripley, TN 38063)

DISTRICT NO. 1 POSITION 5

INCUMBENT DOUGLAS (DOUG) WALKER has been a member of Southwest since 1961 and on the Board of Directors since 1991. He was born and still lives in Atoka, Tipton County, Tennessee. He attended East Mississippi Junior College and the University of Mississippi at Oxford. The Korean War veteran owns and operates Atoka Fertilizer Company, the Munford Gin Company and has other farming interests in Tipton County. He is a member of the Tennessee Ginners Association; President 1980-1981, on the board of the Southern Cotton Ginners; President 1980-1981, a member of the National Cotton Ginners; President 1985-1986, and served as a Delegate to the National Cotton Council of America from 1976-1984.

Mr. Walker is married to the former Gladys Millican, who is also a native of Tipton County and serves as treasurer and bookkeeper for her husband's businesses. They have three children, Amy Griffin, Stephanie Bohrman and Barry Walker and six grandchildren. (Address: 1345 Main, Atoka, TN 38004)

NOMINEE WAYNE SLOAN has been a member of Southwest since 1956. He operates a cattle and row crop farm in the Burlison community. After graduating from Munford High School, he continued to work the family farm. He served as Tipton County Commissioner for twelve years. He also has been on several agricultural committees. He attends New Salem Methodist Church and is on the Board of Trustees there.

Mr. Sloan is married and his wife, Carolyn, is a homemaker and helps on the farm. (Address 6914 Munford-Giltedge Road, Burlison TN 38015)

DISTRICT NO. 2 POSITION 3

INCUMBENT DIRECTOR W. DAVID POPE, JR. serves on the voucher Committee. In 1995, he received NRECA's Board member certification after completing all director training courses. He is a native of Madison County and lives with his wife Elisabeth on his farm near Mercer. He formerly owned and operated Hill Top Dairy but now raises beef cattle and cotton. Mr. Pope is a member, elder and Sunday School superintendent of the Mercer Cumberland Presbyterian Church. He is a member of the Farm Bureau, a past board member of the Madison County Farmers Co-Op and served on the Nominating Committee of the Federal Land Bank Association. The World War II veteran is affiliated with M.A.R.S. (Military Affiliate Radio System), part of the U.S. Army Communications Service, which is a short wave radio using the military frequency. He voluntarily transmits messages between U.S. troops and their families, both stateside and overseas, and also in case of emergency situations.

Mr. Pope has two children, seven grandchildren and three great grandchildren. (Address: 613 Estonallie Road, Mercer, TN 38392)

NOMINEE TALMAGE STAGGS has been a member of Southwest since 1974 and is a native of the Mercer Community. He attended Mercer High School and moved to the Memphis area where he was employed by the Sonoco Products Company. He later moved back home to Mercer and transferred to the Sonoco plant in Jackson. He retired from Sonoco after 37 years. After retirement, he returned to the plant and assisted with training new personnel and the startup of a new plant in Belgium.

Mr. Staggs spent two years in the U.S. Army. He has completed the Dale Carnegie course, several company sponsored educational classes and some management courses at WTBC and JSCC.

He and his wife, Patsie, have one son and one grandson. The Staggs attend Maple Springs Baptist Church. (Address: 50 Vinson Road, Mercer TN 38392)

BY PETITION

EULUS KIRBY is a native of Madison County and a retiree of Southwest Tennessee E. M. C. He attended school here and has completed various electrical training programs. After a few years with Townsend Electric, he was hired by Southwest in 1952. He was elected district manager for the Jackson area in 1968 and retired from that position in January 1996.

Mr. Kirby spent 7 years in the National Guard. He and his wife, Carol Jean, attend both the Liberty Grove and Lester Chapel churches. They have two children and three grandchildren. (Address: 1805 Harts Bridge Road, Jackson, TN 38301)

DISTRICT NO. 2 POSITION 4

INCUMBENT DIRECTOR AUDREY MUEX BLUE has served on the Board of Directors since November, 1990. She received NRECA board certification in 1996. Ms. Blue has been teaching for the past 32 years and is presently a 7th grade teacher at Haywood Jr. High School. She is also a licensed cosmetologist.

She is a member of the Haywood County Educational Association, Tennessee Education Association, the National Education Association and is a member of the Haywood County Democratic Women. She holds a life membership in the NAACP. Ms. Blue serves as a volunteer with Tennessee Teen Institute and the Brownsville/Haywood County Community Action Organization. She is an usher, a Sunday School teacher and scholarship chairperson in the Hickory Grove Baptist Church.

Ms. Blue is the widow of the late Board Member, Elgia C. Blue. Her daughter Bonita is in graduate school at TSU. Her daughter Jocelyn is an 11th grader at Haywood High School. (Address: 6905 Tibbs Road, Brownsville, TN 38012)

NOMINEE IKE WALKER is from Haywood County and attended the local schools. He is a retired farmer and has held several public jobs during his lifetime. He has a herd of black Angus cattle and has operated a feeder pig facility for many years. He has served on the Haywood County Agricultural Board and the FHA County Committee.

Mr. Walker's wife is deceased. He has two children, two foster children, two grandchildren and one great grandchild. Following the death of his wife, Mr. Walker returned to school and completed the Adult Education Program offered through Haywood High School. He has been a member of Southwest since 1954. He attends Willow Grove Baptist Church and serves as Chairman of the Board of Deacons. He also is a Sunday School teacher and church Treasurer. (Address: 1001 Springfield Road, Brownsville, TN 38012)

**OUR BUSINESS IS YOUR BUSINESS
DON'T MISS YOUR ANNUAL MEETING
ENJOY JUMBO HOT DOGS, CHIPS, COKES-25 CENTS
REGISTER TO WIN OVER 50 DOOR PRIZES
INCLUDING 4 - 18" DIGITAL SATELITE SYSTEMS**