

NOTICE OF ANNUAL MEETING

The Annual Members' Meeting of Southwest Tennessee Electric Membership Corporation will be held Friday, August 13, 1999. Member registration begins at 6 p.m., at College Hill Auditorium, Grand Avenue, Brownsville, TN. The 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 three (3) 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 4 - Robert Henry, 13690 Hwy. 87, Henning, TN 38041

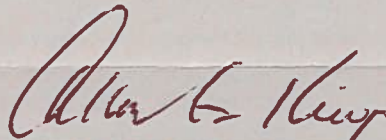
- James A. Rose, 7169 Hwy 59 West, P. O. Box 13, Burlison, TN 38015
- Lee Sammons, 525 Sammons Road, Whiteville, TN 38075

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 1 - Hugh H. Harvey, 55 Harris Grove Road, Humboldt, TN 38343 (Madison County)
- Douglas S. Roth, 154 Buttonwood, Jackson, TN 38305

- POSITION 2 - Wally Eubanks, 294 Eubanks Road, Brownsville, TN 38012
- Allen G. King, 2695 Hwy. 54 North, Brownsville, TN 38012

This the 23rd day of July, 1999.



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

SOUTHWEST'S 62nd ANNUAL MEETING

Friday Night - August 13 - College Hill Auditorium

PROGRAM

6:00 P.M. - Member Registration

7:00 P.M. - Business Meeting

7:30 P.M. - Entertainment: Kim Edmonds' Magical Seductions
Mike Walker (Jackson, TN)

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

NOTE! BALLOTS MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 10, 1999

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

RESUMES OF NOMINEES

DISTRICT NO. 1 POSITION 4

NOMINEE LEE SAMMONS is a native of the Cedar Chapel community in Hardeman County and still lives on his family's "Tennessee Century Farm" that his family has farmed since 1827. He has been a member of Southwest since 1980. He attended Whiteville High School and received an Agricultural Degree from UT Martin and a Master's degree in Horticulture from Mississippi State. He served in the Air Force, worked with the Gibson County Extension Service and taught at Jones Community Junior College. He presently owns and operates Lee's Greenhouse and Nursery. He has been on the Tennessee Greenhouse Growers Association's Board of Directors for 3 years. He is a deacon at Mt. Tabor Primitive Baptist Church.

He and his wife, Lynn, have two children, Charles and Peyton. (Address: 525 Sammons Road, Whiteville, TN 38075)

NOMINEE ROBERT HENRY is a native of Lauderdale County and has been a member of Southwest since 1982. He graduated from Ripley High School, attended UT Knoxville, and later received a B.A. degree in communications from the University of Memphis. He attended a variety of management courses at the Tennessee Correction Academy at Tullahoma. He presently serves as deputy warden for the West Tennessee State Penitentiary, where he has been employed since 1982.

Robert has five years of service with the U.S. Navy. He still lives on the family farm, where he has a livestock operation.

He and his wife, Celeste, have a ten year old daughter, Charlotte. (Address: 13690 Hwy. 87, Henning, TN 38041)

BY PETITION

INCUMBENT JAMES A. ROSE is a native of Tipton County. He has been a member of Southwest since 1956 and was elected to the board in 1996. He graduated from Brighton High School and spent three years in the U.S. Air Force during the Korean conflict. He retired as Executive Director for the Tipton County ASC office. He's a member of the Chamber of Commerce, County Equalization Board and the Brighton Bank's Board of Directors.

Mr. Rose continues to work the family farm near Burlison and has several head of cattle. He and his wife, Bettye Jordan Rose, have one daughter and two grandchildren. They attend the Holly Grove Cumberland Presbyterian Church where he has taught a Sunday School class since 1964. He is also chairman of the LOGOS program at Holly Grove. (Address: 7169 Hwy. 59 West, P.O. Box 13, Burlison, TN 38015)

DISTRICT NO. 2 POSITION 1

INCUMBENT DIRECTOR HUGH H. HARVEY, presently holds the office of President of the Board of Directors. He is a native of Madison County and a member of Southwest since 1957. He holds a B.S. Degree from Union University. He was a tank commander in the U.S. Army and was a member of the Tennessee National Guard. He was previously employed with the Jackson-Madison County School System as a junior and senior high school coach and teacher. He was also a property appraiser and is now a farmer.

Mr. Harvey served fourteen years on the Madison County Commission. He is a past president of the North Side Lions Club and served as board chairman of the Madison County Farmers Cooperative. He has served a term as a director on the Tennessee Electric Cooperative Association Board. He is a member of the Harris Grove Methodist Church and has served as chairman of its board.

Mr. Harvey is married to the former Dorothy Pearson, a retired secondary supervisor with the Jackson-Madison County Schools. Their son Hugh Jr., is a general sessions judge for Madison County and is married to the former Sue Tipton of Brownsville. They have two children. (Address: 55 Harris Grove Road, Humboldt, TN 38343—Madison County)

NOMINEE DOUGLAS S. ROTH is a native of Jackson. He has been a member of Southwest since 1992. He graduated from Jackson Central Merry High School and received a Bachelors Degree in Business Administration from Middle Tennessee State University.

His work history includes sales representative for a life insurance company, office supply company and bank management training. He has been employed with the Chapter 13 Bankruptcy Trustees office since 1990. He presently holds the position of Systems Manager.

He and his wife, Michelle, attend the First United Methodist Church in downtown Jackson. (Address: 154 Buttonwood, Jackson, TN 38305)

DISTRICT NO. 2 POSITION 2

INCUMBENT DIRECTOR ALLEN G. KING, has served on the Board of Directors as secretary-treasurer since 1979. He is a native of Haywood County and has an agricultural degree from UT Knoxville. He is a full-time farmer and serves on the National Cotton Council, the Staplcotton Marketing Cooperative, the Haywood Farmers Cooperative and the Haywood County Commission. He is also chairman of the Tennessee Boll Weevil Eradication Program.

Mr. King is married and his wife, Patsy, is a homemaker. They have two sons who farm with their father and one daughter who is married and lives in Brownsville. He is an elder at the First Presbyterian Church.

(Address: 2695 Highway 54 North, Brownsville, TN 38012)

NOMINEE WALLY EUBANKS was born in Gibson County, raised in Bells, and moved to the Tibbs community while in high school. He has been a member of Southwest since 1984. He graduated from the Tennessee Academy in Brownsville. He works for Picsweet in Bells as a Product Coordinator.

Mr. Eubanks and his wife Toni, have two children, Kyle and Logan. He is a member of the First United Methodist Church. (Address: 294 Eubanks Road, Brownsville, TN 38012)