

NOTICE OF ANNUAL MEETING

The Annual Members' Meeting of Southwest Tennessee Electric Membership Corporation will be held Friday, August 10, 2001. Member registration begins at 6 p.m., at the College Hill Auditorium/Ann Marks Performing Arts Center, 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 adjournment 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.

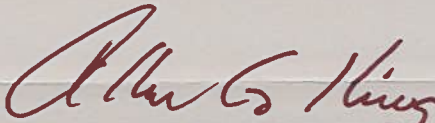
POSITION 2 - John T. (Jack) Marshall, 11075 Hwy. 59 South, P. O. Box 467, Mason, TN 38049 ✓
Richard Overall, 1868 Garland Drive, Covington, TN 38019

POSITION 3 - J. Allan Ferguson, 143 West Main Street, P. O. Box 401, Whiteville, TN 38075 ✓
Charles Phillips, 184 School Avenue, P. O. Box 325, 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 5 - W. Bernard McKinnon, 2680 State Rt.100 W, Henderson, TN 38340 ✓
William Riley, 535 Booth Loop, Henderson, TN 38340

This the 20th day of July, 2001.



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

BALLOTS MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 7, 2001

A MEMBER MAY VOTE ONLY ONE BALLOT, REGARDLESS OF THE NUMBER OF BALLOTS RECEIVED!

SOUTHWEST'S 64th ANNUAL MEETING

Friday Night - August 10 - College Hill Auditorium*

PROGRAM

6:00 P.M. - Member Registration

7:00 P.M. - Business Meeting

7:30 P.M. - Entertainment: Perfect Praise (Brownsville)

The Jimmy Melton Band (Henderson)

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

*The auditorium is handicap accessible. Please see employees if you need assistance.

RESUMES OF NOMINEES

DISTRICT NO. 1 POSITION 2

✓ **INCUMBENT DIRECTOR JOHN T. (JACK) MARSHALL** is a native of Tipton County. He recently retired from his insurance business and still has some farming interests. He is a past member of the board of directors of the Tipton County Co-op and the Tipton County ASC Committee.

He has coached and referred baseball and football for over 20 years. He serves as chairman of the Mason United Methodist Church Board and is a member of the board of directors of the Covington-Tipton County Chamber of Commerce. He is a Mason, Scottish Rite and a Shriner. He is also involved in other community activities.

Mr. Marshall is married and has three children and five grandchildren. His wife, Claire, retired from the agency and is a homemaker. (Address: 11075 Highway 59 South, P.O. Box 467, Mason, TN 38049)

NOMINEE RICHARD OVERALL is a native of Tipton County and the Garland community. He graduated from Covington High School and attended the University of Tennessee in Knoxville, earning a degree in Business/Industrial Management.

Richard served four years in the Air Force, including three years of overseas duty. After his military service, he returned to Tipton County to work the family farm. He and his family owned and operated the Gilt Edge Gin for many years.

He is a member of Garland Baptist Church. He is an avid golfer and enjoys fishing and hunting. (Address: 1868 Garland Drive, Covington, TN 38019)

DISTRICT NO. 1 POSITION 3

✓ **INCUMBENT J. ALLAN FERGUSON** is a native of Hardeman County and has been on the board since 1994. He holds a degree in biology from the University of Tennessee at Knoxville.

In addition to farming, he has a cattle operation and other farm related businesses. He is a member of the Board of Directors of Merchants & Planters Bank in Hardeman Co. He also serves as supervisor for the Hardeman County District of the Soil Conservation Service.

His wife, Helen, has a degree in nursing from Memphis State University. They have three children: Thompson, Laura, and John. They attend the Whiteville United Methodist Church. (Address: 143 W. Main St., P.O. Box 401, Whiteville, TN 38075)

NOMINEE CHARLES PHILLIPS has been a member of Southwest since 1965. He graduated from high school in Whiteville and attended the University of Memphis. He worked 34 years at Harman Automotive in Bolivar before it closed. He is currently employed with Kemlite-Sequentia in Grand Junction. He enjoys working in his vegetable garden, fishing, and hunting.

He and his wife, Christine, have a married daughter who teaches kindergarten in Nashville and a son who is a buyer for Buck and Bass Sports Centre. (Address: 130 School Avenue, P.O. Box 325, Whiteville, TN 38075)

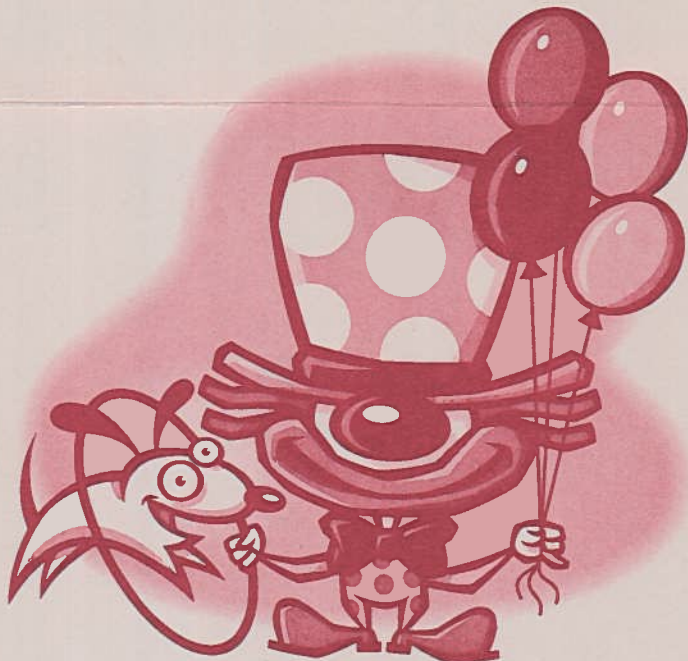
DISTRICT NO. 2 POSITION 5

✓ **INCUMBENT DIRECTOR W. BERNARD McKINNON** is a native of Chester County where he is a cattle farmer. He is a member of the Chester County Chamber of Commerce and Farm Bureau. He is a member of Trinity United Methodist Church where he serves on the administrative board and is a choir member.

Mr. McKinnon & wife Jo An have two children and two grandchildren. (Address: 2680 Highway 100 West, Henderson, TN 38340)

NOMINEE WILLIAM RILEY is a native of Chester County and graduated from Chester County High School. He began work with the railroad and is presently receiving disability retirement from the Illinois Central Railroad Company. In addition to his horses and other duties around the house, he enjoys fishing on the Tennessee River.

He and his wife, Jeannetta, attend the Sanford Hill Baptist Church in Henderson. He has two children and two grandchildren. (Address: 535 Booth Loop, Henderson, TN 38340)



DON'T MISS YOUR ANNUAL MEMBERS MEETING ENJOY JUMBO HOT DOGS, CHIPS, COKES AND DESSERTS REGISTER TO WIN OVER 50 DOOR PRIZES