

NOTICE OF ANNUAL MEETING

The Annual Members' Meeting of Southwest Tennessee Electric Membership Corporation will be held Friday, August 9, 2002. 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 4 - James A. Rose, 7169 Hwy. 59 West, P O Box 13, Burlison, TN 38015
Bob Rosson, 318 Maple Street, 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 - James Andy Combs, 5691 Tibbs Road, Brownsville, TN 38012
Allen G. King, 2695 Hwy. 54 North, Brownsville, TN 38012

AMENDMENTS TO THE BYLAWS

SECTION 4.06 NOMINATIONS:

Presently reads: "The Committee shall nominate two or more nominees for any directorship to be elected."

Propose to read: "The Committee shall nominate one or more nominees for any directorship to be elected."

TITLES IN BYLAWS:

Where the bylaws now read "President", change to "Chairman".

Where the bylaws now read "Vice President", change to "Vice Chairman".

(except in SECTION 6.12 which is to remain "Vice President")

Where the bylaws now read "Manager" or "General Manager", change to read "President".

This the 19th day of July, 2002.


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

BALLOTS MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 6, 2002

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

SOUTHWEST'S 65th ANNUAL MEETING

Friday Night - August 9 - College Hill Auditorium*

PROGRAM

6:00 P.M. - Member Registration

7:00 P.M. - Business Meeting

7:30 P.M. - Entertainment: Tip Top Tappers-Madison Co.

Denmark West Alumni-Madison Co.

Sounds of Bluegrass Gospel-Tipton Co.

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

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

Mark Reid

RESUMES OF NOMINEES

DISTRICT NO. 1 POSITION 4

INCUMBENT DIRECTOR 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 and Chairman of the County Equalization Board. He is a member of Brighton Bank's Board of Directors and Loan Committee.

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

NOMINEE B.J. (BOB) ROSSON is a native of Hardeman County and has been a member of Southwest since 1982. Mr. Rosson holds a BBA Degree from Memphis State University and a Master of Arts in Business from Webster Groves, Missouri. He has extensive management experience gained from his career as a Naval Officer. He enlisted in the Navy in 1953 and retired in 1979 as a Commander in the supply corps. After retirement, he taught at Eureka High School in Eureka, Missouri. He has continued part time teaching on the college level, teaching Navy Educational Programs and local computer classes. He a member of the local VFW, Chairman of the Whiteville Industrial Board and on the Hardeman County Library Board for the past 10 years. He attends Whiteville Methodist Church.

Mr. Rosson is married to the former Emily Moore of Whiteville. They have two children and three grandchildren. (Address: 318 Maple Street, Whiteville, TN 38075)

DISTRICT NO. 2 POSITION 1

INCUMBENT DIRECTOR HUGH H. HARVEY 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 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 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 Southwest Board of Directors and the North Side Lions Club. He has served as chairman of the board for 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 Staplcotn Marketing Cooperative, The Haywood Farmers Cooperative, and the Haywood County Commission. He is also a chairman of the Tennessee Boll Weevil Eradication Program.

Mr. King is married, and his wife Patsy is a homemaker. They have two sons that farm with their father and one daughter that is married and lives in Brownsville. He is an Elder at the First Presbyterian Church. (Address: 2695 Highway 54 North, Brownsville, TN 38012)

NOMINEE JAMES ANDY COMBS is a native of Sweetwater, Texas. He has been a member of Southwest since 1997. He has a degree in Agronomy from Texas A & M. He was previously employed in the farm supply business and is now with Staplcotn in Brownsville. Andy served two years in the U.S. Army.

He and his wife, Dolores, have one son who lives in Memphis. They are members of the First Presbyterian Church. (Address: 5691 Tibbs Road, Brownsville, TN 38012)

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