

NOTICE OF ANNUAL MEETING

The Annual Members' Meeting of Southwest Tennessee Electric Membership Corporation will be held Friday, August 8, 2003. 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 four (4) 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 1 - Robert M. Turner, 2125 Bride Road, Covington, TN 38019
Hyatt Williams, 333 Wakefield Lane, Covington, TN 38019

POSITION 5 - Douglas "Doug" Walker, 890 Main Street, PO Box 100, Atoka, TN 38004

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, PO Box 128, Mercer, TN 38392

POSITION 4 - Audrey Muex Blue, 6905 Tibbs Road, Brownsville, TN, 38012

This the 18th day of July, 2003.

Audrey Muex Blue

AUDREY MUEX BLUE, SECRETARY-TREASURER
SOUTHWEST TENNESSEE ELECTRIC MEMBERSHIP CORPORATION

BALLOTS MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 5, 2003

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

SOUTHWEST'S 66th 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: Lil' Johnny Williams

Lasters Bluegrass Band

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 1

INCUMBENT DIRECTOR ROBERT M. TURNER still resides in the Bride/ Leighs Chapel Community and would like to continue to be able to serve the customers as a Director for the Southwest Cooperative.

He and his wife are very active at the Covington Associate Reformed Presbyterian Church. He also serves as an elder. Their grandchildren have increased from seven to ten, just more for him to enjoy, and is expecting his first great grandchild.

He welcomes the comments and suggestions from customers, and hopes to get to serve in their best interests.

(Address: 2125 Bride Road, Covington, TN 38019)

NOMINEE HYATT WILLIAMS is a native of Tipton County and a member of Southwest since 1997. He presently serves as assistant principal at Crestview Middle School. Williams has 40 years of educational experience, including 16 years as the elected superintendent of schools. He has a degree from UT@Martin and a Masters, plus 45 hours from Memphis State.

He is involved in industrial development, has served on the Chamber Board and was a National Director for the J'C's. He has served as president of the State Elementary Principal Association and the Tipton County Education Association.

He and his wife, Dianne, have 2 children and 3 grandchildren. She is an elementary teacher in Tipton County. One son is with the Baptist Hospital in Covington and one is with Trustmark Bank in Millington. He attends the First Baptist Church in Covington and serves as chairman of the finance committee. (Address: 333 Wakefield Lane, Covington TN 38019)

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, Tennessee. He attended East Mississippi Junior College and the University of Mississippi at Oxford. The Korean War veteran owns and operates Atoka Fertilizer 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.

Walker is married to the former Gladys Millican, who is also a native of Tipton County. She serves as treasurer and bookkeeper for her husband's business. They have three children, Amy Griffin, Stephanie Bohrman and Barry Walker. They also have six grandchildren. (Address: 890 Main, PO Box 100, Atoka, TN 38004)

DISTRICT NO. 2 POSITION 3

INCUMBENT DIRECTOR W. DAVID POPE, JR. is a retired farmer, an elder in the Mercer Cumberland Presbyterian Church and a World War II veteran. A native of Madison County, Pope and his wife, Elizabeth, live on his farm near Mercer. He operated the Hill Top Dairy for many years. Pope is a member of the Farm Bureau and a former board member of the Madison County Farmers Co-op. An Army-Air Force veteran, he volunteers to send short wave radio messages between GI's overseas and their families here in the U.S. as part of his work for the Military Affiliate Radio System.

Pope received NRECA Board certification for Credentialed Cooperative Director status after completing all director training courses in 1995. His daughter, Elizabeth, teaches kindergarten for the Madison County schools. His son David is a petroleum engineer in Houston. He has seven grandchildren and seven great-grandchildren. (Address: 613 Estonallie Road, PO Box 128, Mercer, TN 38392)

DISTRICT NO. 2 POSITION 4

INCUMBENT DIRECTOR AUDREY MUEX BLUE has served on the Board of Directors since November 1990 and is presently serving as Secretary-Treasurer. She first received NRECA board certification in 1996. In 1999, she earned Credentialed Cooperative Director status. Ms. Blue has been teaching for the past 37 years and is presently a 7th grade teacher at Haywood Junior High School. She is also a licensed cosmetologist.

Ms. Blue is a member of the Haywood County Educational Association and the Haywood County Democratic Women. She holds a life membership in the NAACP. She is an educational consultant and a scholarship chairperson at Hickory Grove Baptist Church. She is a national and local member of D-HCT- Carver Alumni Association and is serving as the national scholarship chairperson and local treasurer.

She has two daughters. Bonita is an assistant controller with Management Resources in Nashville. Jocelyn will enter graduate school at the University of Memphis in August. (Address 6905 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**

