NOTICE OF SPECIAL MEETING
OF THE MEMBERS OF
_______________________ CREDIT UNION, INC.

NOTICE IS HEREBY GIVEN that a special meeting of the members of this credit union has been called and will be held at _________________, _________________ on ____, 20__, at ____ o’clock ___.m., for the following purpose:

1. To consider and act upon a plan and proposal for merging this credit union, (hereinafter called the “Merging Credit Union”) with _______________________________ Credit Union, (hereinafter called the “Continuing Credit Union”) whereby all assets and liabilities of the Merging Credit Union will be transferred to said Continuing Credit Union and all members of the Merging Credit Union will become members of the Continuing Credit Union and will be entitled to and will receive shares in said Continuing Credit Union for the shares they own in the Merging Credit Union on the effective date of the merger.

2. To ratify, confirm, and approve the action of the Board of Directors of this credit union in authorizing the officers of this credit union, subject to the approval of members, to do all things and to execute all agreements, documents, and other papers necessary to carry out the proposed merger.

The directors of the participating credit unions have made a careful analysis of the assets and liabilities of the participating credit unions and have appraised the sound value of shares in each credit union. The appraisal of such share values is shown on the attached financial statements of each credit union and combined financial statements of all of the credit unions.

The directors of the participating credit unions have reached the conclusion that the proposed merger is desirable for the following reasons:

________________________________________________________________________________
________________________________________________________________________________
________________________________________________________________________________

It is the opinion of the Board of Directors of this credit union that the merger should be completed with the following adjustment to shares for the following reasons:

________________________________________________________________________________
________________________________________________________________________________
________________________________________________________________________________

The office of Continuing Credit Union will be located at:

________________________________________________________________________________
________________________________________________________________________________
________________________________________________________________________________
Any member of this credit union who attends the special meeting and who objects to and votes against the proposal or who notifies the Board of Directors or officers of this credit union in writing that he objects to the merger will be entitled and permitted to withdraw his shares in this credit union at their face value, within 30 days subsequent to the date of the special meeting.

In order to accomplish the merger it is necessary to obtain approval of a majority of the members of the merging credit union who are present at the special meeting.

Also enclosed with this Notice is a Member Account Verification form. Please review your account balances, complete and sign the verification form, and return it promptly to the Chairman of the Supervisory Committee at ________________________________, in the enclosed envelope. Do NOT return the verification to the credit union office. If the Member Account Verification is not returned by _____________, 20 ___, it will be assumed that your account balances as indicated on the enclosure are correct.

**BY ORDER OF THE BOARD OF DIRECTORS:**

________________________________________  ____________
Chairman of the Board                          Date
MEMBER ACCOUNT VERIFICATION

The balances of my accounts,

Account Number(s) ___________________,

in the ________________________________ Credit Union, as of ______________, 20____, are correct as shown below except as I have indicated differences.

Share balance $_______________
Loan balance $_______________

Differences:_______________________________________________________________
_________________________________________________________________________
_________________________________________________________________________

Please submit this form to:

_______________________________________  ______________________________________
_______________________________________  ______________________________________

_____________________________  ___________________
Signature   Date