

(III) THE PROPOSED NOTICE TO MEMBERS OF THE MEETING TO CONSIDER CONVERSION, AND THE TIME AND MANNER IN WHICH NOTICE WILL BE GIVEN;

(IV) THE PROPOSED PROXY STATEMENT; AND

(V) THE PROPOSED PLAN OF CONVERSION.

(C) THE PROPOSED PLAN OF CONVERSION SHALL PROVIDE:

(1) THAT EACH SAVINGS ACCOUNT HOLDER WILL RECEIVE A WITHDRAWABLE ACCOUNT IN THE CONVERTED GUARANTY STOCK ASSOCIATION EQUAL IN AMOUNT TO THE WITHDRAWABLE ACCOUNT IN THE MUTUAL ASSOCIATION;

(2) THAT THE SAVINGS ACCOUNTS WILL REMAIN INSURED;

(3) THAT EACH SAVINGS ACCOUNT HOLDER SHALL RECEIVE, WITHOUT PAYMENT, NONTRANSFERABLE SUBSCRIPTION RIGHTS TO SUBSCRIBE ON A PRO RATA BASIS TO HIS INTEREST IN THE MUTUAL ASSOCIATION TO STOCK IN THE CONVERTED GUARANTY STOCK ASSOCIATION, PROVIDED, FRACTIONAL SHARES SHALL NOT BE REQUIRED TO BE ISSUED;

(4) THAT THE CONVERSION TO A GUARANTY STOCK ASSOCIATION WILL NOT RESULT IN ANY REDUCTION OF THE MUTUAL ASSOCIATION'S RESERVES AND NET WORTH;

(5) AN INDEPENDENT EVALUATION OF THE MUTUAL ASSOCIATION'S PRO FORMA MARKET VALUE AS CONVERTED TO SUPPORT THE OFFERING OF STOCK TO THE ASSOCIATION'S MEMBERS;

(6) THE BUSINESS PURPOSES TO BE ACCOMPLISHED BY THE CONVERSION;

(7) THE MANNER IN WHICH GUARANTY STOCK IN THE MUTUAL ASSOCIATION WILL BE SOLD AND DISTRIBUTED; AND

(8) A STATEMENT THAT GUARANTY STOCK IS NOT INSURED.

(D) (1) UPON THE FILING OF AN APPLICATION FOR CONVERSION, THE DIVISION DIRECTOR SHALL REVIEW THE APPLICATION AND ISSUE A LETTER OF PRELIMINARY APPROVAL IF HE FINDS THAT THE PLAN OF CONVERSION IS FAIR TO THE MEMBERS OF THE MUTUAL ASSOCIATION AND THAT INSURANCE OF ACCOUNTS WILL REMAIN IN FULL FORCE AND EFFECT SUBSEQUENT TO THE CONVERSION. IN CONNECTION WITH THIS REVIEW, THE DIVISION DIRECTOR MAY REQUIRE SUCH CHANGES IN THE MATERIALS SUBMITTED IN SUPPORT OF THE APPLICATION AS ARE NECESSARY TO INSURE FULL AND ADEQUATE DISCLOSURE OF ALL MATERIAL FACTORS RELATING TO THE CONVERSION PRIOR TO ISSUING HIS LETTER OF PRELIMINARY APPROVAL.