

HEARTLAND AGDEAVOR ASSOCIATION

August 26, 2008

Dear Member:

We cordially invite you to attend a special meeting of the members of Heartland Agdeavor Association (“Heartland” or the “Association”), which will be held at Heartland’s offices at 5898 Cleveland Avenue, Suite 201, Columbus, Ohio 43231 on September 10, 2008, at 10:00 a.m. local time. At the special meeting you will be asked to consider and vote on proposals that if adopted would cause Heartland to convert from a nonprofit company to a for-profit company. Specifically, you will be asked to consider and vote on a proposal (i) to authorize Heartland to sell of all of its assets to a newly formed for-profit corporation (“New Heartland”) in exchange for all of New Heartland’s capital stock and (ii) to authorize Heartland to dissolve. If the proposals are approved, each of Heartland’s members will receive one share of stock in New Heartland in connection with the dissolution. New Heartland will engage in the same business as Heartland conducts now.

Heartland’s board of trustees has determined that the proposed actions are in the best interests of Heartland’s members. Accordingly, the board of trustees has approved the asset sale transaction and dissolution of the Association and recommends that you vote “FOR” these actions and the transactions contemplated thereby.

Whether you plan to attend the special meeting in person, please take the time to vote by completing and mailing the enclosed mail ballot to Heartland as soon as possible. You may also vote in person by attending the special meeting. Voting by any of these methods will ensure that your vote will be counted at the special meeting.

Accompanying this letter is a Notice of Special Meeting of the Members and an Information Statement that provides information about the proposed asset sale and dissolution of the Association. We urge you to carefully read the entire Information Statement.

We are very excited about the prospect of converting Heartland to a for-profit corporation and believe that the conversion represents an attractive opportunity for Heartland’s members.

Sincerely,

Larry E. Thompson
Executive Director, Chief Operating Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares to be issued in connection with the proposed transaction or determined if the included information statement is truthful or complete. Any representation to the contrary is a criminal offense.

The accompanying Notice of Special Meeting and Proxy Statement are each dated August 26, 2008 and are first being mailed to the Association’s members on or about August 26, 2008.

HEARTLAND AGDEAVOR ASSOCIATION

5898 Cleveland Ave.
Suite 201
Columbus, Ohio 43231
(614) 818-4466

NOTICE OF SPECIAL MEETING OF MEMBERS TO BE HELD ON SEPTEMBER 10, 2008

To the Members of Heartland Agdeavor Association:

This is a notice of a special meeting of the members of Heartland Agdeavor Association, an Ohio nonprofit corporation ("Heartland" or the "Association"), to be held at Heartland's offices at 5898 Cleveland Avenue, Suite 201, Columbus, Ohio 43231 on September 10, 2008, at 10:00am local time, solely for the following purposes:

1. To consider and vote upon a proposal to approve the sale of Heartland's assets and liabilities to a new for-profit Delaware corporation ("New Heartland") in exchange for all of the capital stock of New Heartland; and
2. To consider and vote upon a proposal to approve the dissolution of Heartland following the sale of all of its assets and liabilities to New Heartland.

The close of business on August 31, 2008, has been fixed as the record date for determining those members of Heartland entitled to vote at the special meeting.

Heartland's board of trustees recommends that members vote "FOR" approval of the proposal to transfer all of Heartland's assets and liabilities to New Heartland in exchange for all of New Heartland's capital stock and "FOR" the proposal to dissolve Heartland.

To vote, please complete and return the enclosed mail ballot to Heartland in the envelope provided. If you vote by mail, your ballot will not be counted unless it is received by Heartland by 5:00 p.m. Eastern Daylight Time on September 9, 2008. You may, of course, vote in person by attending the special meeting and submitting your vote at that time.

By Order of the Board of Trustees,

Columbus, Ohio
August 26, 2008

D. Michael Pullins
President of the Board of Trustees