

**Kansas Department of Credit Unions
Merger Form 2**

Instructions for KDCU Merger Form 2: The merging and continuing credit union Board of Directors develop and approve the Plan for Proposed Merger (Plan). The Plan is signed, notarized and submitted to the Administrator, Kansas Department of Credit Unions for preliminary approval. A resolution from the merging and continuing credit union calling for submission of the Plan for membership votes by each credit union to be held within 60 days of the Administrator's preliminary approval is submitted with the Plan.

PLAN FOR PROPOSED MERGER

The _____ Credit Union, hereinafter referred to as "merging credit union", and the _____ Credit Union, hereinafter referred to as "continuing credit union", hereby agree to the merger of all assets, property, property rights, interests, debts, obligations and liabilities of merging credit union per the following terms and conditions of the Merger Plan.

1. The intended effective date of this proposed merger shall be _____, 20____.

2. A statement of any changes in the articles of incorporation or bylaws of the continuing credit union effected by the proposed merger, including any proposed change in field of membership and documentation that the change will meet the statutory requirements for field of membership specified in K.S.A. 17-2205 and amendments thereto (Attachment #1).

3. All share accounts of the merging credit union shall be share accounts in the continuing credit union at the amount evidenced by the records of the merging credit union.

4. The following financial reports are attached:
 - (A). The current financial statements for each credit union (Attachment #2).

 - (B). The current delinquent loan summaries and analyses of the adequacy of the allowance for loan and lease losses account (Attachment #3).

 - (C). Consolidated financial statements, including an assessment of the net worth of each credit union before the merger and the anticipated net worth of the proposed continuing credit union (Attachment #4).

 - (D). An analysis of the asset-to-share ratio for the proposed merging credit union and the proposed continuing credit union (Attachment #5).

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- (E). An explanation of proposed share adjustments, if any (Attachment #6).

- (F). An explanation of provisions for reserves, undivided earnings, or dividends (Attachment #7).
- (G). Compliance with SFAS 141-R prepared by a licensed accounting practitioner. (Attachment #8).

- (H). Compliance with §708b.104 (a) (8) of the NCUA Rules and Regulations. (Attachment #9).

- (H). Provisions with respect to the notification and payment of creditors (Attachment #10).

- (I). An explanation of any changes relative to any type of insurance provided in conjunction with member accounts (Attachment #11).

- (J). The disclosure of any financial benefit that is to be received by the officers, senior management, and directors but is not available to ordinary members (Attachment #12).

- (K). A summary of the products and services proposed to be available to the members of the continuing credit union that could differ from those available at the merging credit union, with an explanation of the effects of any changes from the current products and services provided to the members of the merging credit union (Attachment #13).

- (L). A summary of the advantages and disadvantages of the merger (Attachment #14).

- (M). Any additional information deemed critical to the merger agreement by both boards of directors (Attachment #15).

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Continuing Credit Union Board Presiding Officer's Signature

Date

Continuing Credit Union Board Secretary's Signature

Date

Merging Credit Union Board Presiding Officer's Signature

Date

Merging Credit Union Board Secretary's Signature

Date

Subscribed and sworn to before me this _____ day of _____ 20____ .

My appointment expires: _____

Notary Public