

(6) *such other provisions as the Bank Commissioner requires to enable him to discharge his duties with respect to the merger.*

107D. (*Approval by the Bank Commissioner; Valuation of Assets.*) (a) *After approval by the board of directors of each constituent bank, the merger agreement shall be submitted to the Bank Commissioner for approval, together with certified copies of the authorizing resolutions of the several boards of directors showing approval by a majority of the entire board and evidence of proper action by the board of directors of any constituent national bank.*

(b) *Without approval by the Bank Commissioner no asset shall be carried on the books of the resulting bank at a valuation higher than that on the books of the constituent bank at the time of the last examination by a state or national bank examiner before the effective date of the merger.*

(c) *Within thirty days after receipt by the Bank Commissioner of the papers specified in sub-section (a), the Bank Commissioner shall approve or disapprove the merger agreement. The Bank Commissioner shall approve the agreement if it appears that*

(1) *the resulting state bank meets all the requirements of state law as to the formation of a new state bank.*

(2) *the agreement provides an adequate capital structure including surplus in relation to the deposit liabilities of the resulting state bank and its other activities which are to continue or are to be undertaken.*

(3) *the agreement is fair.*

(4) *the merger is not contrary to the public interest. If the Bank Commissioner disapproves an agreement, he shall state his objections and give an opportunity to the constituent banks to amend the merger agreement to obviate such objections.*

(d) *Where the resulting state bank is not to exercise trust powers, the Bank Commissioner shall not approve a merger until satisfied that adequate provision has been made for successors to fiduciary positions held by constituent banks.*

107E. (*Approval by Stockholders; Rights of Dissenters.*)

(a) *To be effective, a merger must be approved by the stockholders of each constituent state bank by a vote of two-thirds of the outstanding voting stock at a meeting called to consider such action, which vote shall constitute the adoption of*