

(II) THE CONVERSION TO A CAPITAL STOCK FORM IS LIKELY TO IMPROVE THE FINANCIAL CONDITION OF THE SAVINGS AND LOAN ASSOCIATION;

(III) THE ASSOCIATION WILL BE VIABLE AFTER THE CONVERSION; AND

(IV) THE APPROVAL OF THE CONVERSION IS NOT DETRIMENTAL TO THE PUBLIC INTEREST; AND

(2) THE APPROVAL IMPOSES THE SAME CONDITIONS THAT FEDERAL LAW REQUIRES OR PERMITS.

(D) (1) THE BOARD OF COMMISSIONERS MAY ADOPT RULES AND REGULATIONS FOR A MODIFIED CONVERSION, INCLUDING:

(I) PROCEDURES FOR APPLICATION AND APPROVAL;
AND

(II) CONDITIONS FOR APPROVAL OF THE DIVISION DIRECTOR IN THE FINAL ORDER.

(2) THE BOARD OF COMMISSIONERS MAY APPROVE THE CHARTERING OF A CAPITAL STOCK CORPORATION BY THE DIVISION DIRECTOR TO ACQUIRE THE ASSETS OF, OR MERGE WITH, A MUTUAL ASSOCIATION UNDER THIS SECTION.

(E) A CONVERSION UNDER THIS SECTION IS NOT SUBJECT TO THE REQUIREMENTS CONTAINED IN THE FOLLOWING SECTIONS OF THIS TITLE:

- (1) §§ 9-206 THROUGH 9-208, INCLUSIVE;
- (2) §§ 9-216 THROUGH 9-222, INCLUSIVE;
- (3) §§ 9-601 THROUGH 9-609, INCLUSIVE; AND
- (4) §§ 9-627 THROUGH 9-630, INCLUSIVE.

9-612.

(A) IN THIS SECTION "SAVINGS AND LOAN ASSOCIATION" MEANS A SAVINGS AND LOAN ASSOCIATION ORGANIZED UNDER THIS TITLE AS A MUTUAL ASSOCIATION.

(B) NOTWITHSTANDING ANY OTHER PROVISION OF THIS TITLE, THE DIVISION DIRECTOR MAY APPROVE THE VOLUNTARY CONVERSION OF A SAVINGS AND LOAN ASSOCIATION TO A CAPITAL STOCK ASSOCIATION AND THE SALE OF THE ASSOCIATION'S NEWLY-ISSUED CAPITAL STOCK TO A THIRD PARTY OR PARTIES IN A TRANSACTION IN WHICH THE ASSOCIATION MEMBERS HAVE NO RIGHTS OF APPROVAL OR PARTICIPATION AND NO RIGHTS TO THE CONTINUANCE OF ANY LEGAL OR BENEFICIAL OWNERSHIP INTEREST IN THE CONVERTED ASSOCIATION IF THE CIRCUMSTANCES OF THE CONVERSION AND SALE WOULD, UNDER FEDERAL LAW, PERMIT THE FEDERAL HOME LOAN BANK BOARD TO AUTHORIZE A VOLUNTARY SUPERVISORY STOCK CONVERSION.