

(2) TO THE EXTENT THAT A PROPOSED TRANSFER OF ANY ASSETS IS ACCOMPANIED BY THE ASSUMPTION OF CERTAIN LIABILITIES OF THE SAVINGS AND LOAN ASSOCIATION WITHOUT AN ASSUMPTION BY A TRANSFEREE OF A LIKE PERCENTAGE OR AMOUNT OF OTHER LIABILITIES OF THE ASSOCIATION THAT ARE IN PARITY WITH THOSE LIABILITIES ASSUMED, THE COURT MAY APPROVE THE TRANSACTION IF IT DETERMINES THAT THE ASSUMPTION IS CONSISTENT WITH THE ESTIMATED DISTRIBUTIONS TO CLAIMANTS UNDER A COMPLETE LIQUIDATION UNDER § 9-711 OF THIS SUBTITLE OR IS OTHERWISE FAIR AND REASONABLE.

(C) (1) BY ORDER, THE COURT MAY TRANSFER ANY ASSET OF THE SAVINGS AND LOAN ASSOCIATION TO A TRANSFEREE UNDER SUBSECTION (A) (B) OF THIS SECTION FREE AND CLEAR OF ANY LIENS, CLAIMS, PLEDGES, SECURITY INTERESTS, CHARGES, OR OTHER ENCUMBRANCES.

(2) THE ORDER SHALL STATE THAT ANY LIENS, CLAIMS, PLEDGES, SECURITY-~~7~~- INTEREST INTERESTS, CHARGES, OR OTHER ENCUMBRANCES THAT ATTACHED TO THE ASSET BEFORE THE TRANSFER, AFTER THE TRANSFER, EITHER SHALL:

(I) ATTACH TO THE PROCEEDS RECEIVED BY THE CONSERVATORSHIP OR RECEIVERSHIP ESTATE FROM THE TRANSFER; OR

(II) ATTACH TO OTHER ASSETS SPECIFIED IN THE COURT'S ORDER THAT HAVE A VALUE EQUIVALENT TO THE VALUE OF THE ASSETS TO WHICH THEY ATTACHED BEFORE THE TRANSFER.

(D) (1) UNLESS THE ORDER OF THE COURT APPROVING THE A TRANSACTION WAS STAYED PENDING APPEAL BEFORE THE CONSUMMATION OF THE APPROVED TRANSACTION, THE REVERSAL OR MODIFICATION ON APPEAL OF THE APPROVAL BY THE COURT OF A TRANSACTION UNDER THIS SECTION DOES NOT AFFECT THE VALIDITY OF ANY TRANSFER, SALE, OR PLEDGE SO APPROVED TO ANY PERSON THAT ACQUIRES THE TRANSFERRED ASSET OR ASSETS IN GOOD FAITH, WHETHER OR NOT THAT PERSON KNEW OF THE PENDENCY OF THE APPEAL, UNDER SUBSECTION (B) OR (C) OF THIS SECTION IS APPEALED IN THE MANNER PROVIDED IN THIS SUBSECTION WITHIN 30 DAYS FROM THE DATE OF ENTRY, THE ORDER SHALL BECOME FINAL AND NONAPPEALABLE.

(2) NOTWITHSTANDING ANY OTHER PROVISION OF LAW, THE COURT OF APPEALS SHALL HAVE EXCLUSIVE AND PLENARY JURISDICTION OVER AN APPEAL OF ANY ORDER OF A STATE COURT APPROVING A TRANSACTION UNDER SUBSECTION (B) OR (C) OF THIS SECTION. TO THE EXTENT POSSIBLE, ANY APPEAL OF AN ORDER OF A STATE COURT APPROVING A TRANSACTION UNDER SUBSECTION (B) OR (C) OF THIS SECTION SHALL BE HEARD BY THE COURT OF APPEALS ON AN EXPEDITED BASIS.

(E) THE CONSERVATOR OR RECEIVER MAY TRANSFER, SELL, USE, LEASE, OR ENCUMBER ANY ASSETS OF THE SAVINGS AND LOAN ASSOCIATION OR OF THE CONSERVATORSHIP OR RECEIVERSHIP ESTATE IN THE ORDINARY COURSE OF BUSINESS WITHOUT OBTAINING THE APPROVAL OF THE COURT.