

(c) (1) The successor shall be considered the same business and corporate entity as each of the constituent banks and has all of the rights, powers, and duties of each constituent bank, except:

(i) As limited by the successor's charter or bylaws; and

(ii) [If the successor is a bank and another constituent bank is a savings and loan association, the successor has only the powers of the savings and loan association as] AS LIMITED BY the Bank Commissioner [may approve] under subsection (e) [(2)] of this section.

(2) Each constituent bank's rights, franchises, and interests in any property become the property of the successor without any deed, transfer, or other action.

(3) The successor has the same powers that each constituent bank had as to any property held in any fiduciary capacity, without any deed, transfer, or other action. The successor may be removed or replaced as fiduciary in the same manner and to the same extent as the constituent bank.

(d) (1) Unless this construction would be unreasonable, any reference to any constituent bank in any writing, whether executed or taking effect before or after the consolidation or merger, shall be interpreted as a reference to the successor.

(2) The successor may use the name of any constituent bank if it can do any act more conveniently under that name.

(e) [(1)] If a constituent bank [other than a savings and loan association] has assets or engages in business activities that do not conform to the law governing the successor, the Bank Commissioner may allow a reasonable time for the successor to conform to that law.

[(2) If a constituent bank is a savings and loan association, the successor may hold the assets or conduct the business activities of the savings and loan association that do not conform to the law governing the successor for:

(i) 2 years after the merger, consolidation, or asset transfer; and

(ii) If the Bank Commissioner approves, for an additional period.]

(f) Unless the Bank Commissioner approves, the successor may not carry on its books an asset received from a constituent bank at a higher value than that on the books of the constituent bank at the time of the last examination by a State or federal bank examiner before the effective date of the consolidation or merger.

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect October 1, 1994.

Approved April 12, 1994.