

**RCW 30B.44A.050 Sale and transfer of property—Conditions for sale without shareholder approval.** (1) Any state trust company may sell and transfer to any other trust institution all of its assets of every kind upon such terms as may be agreed upon and approved by the director and by two-thirds vote of its shareholders.

(2) A copy of the minutes of any meeting at which such action is taken, together with a copy of the asset purchase agreement, shall be filed with the director.

(3) Notwithstanding any other provision of this title, the board of a state trust company, with the director's approval, may cause a state trust company to sell all or substantially all of its assets, including the right to control accounts established with the trust company, without shareholder or participant approval if the director finds:

(a) The interests of the state trust company's clients and creditors are jeopardized because of insolvency or imminent insolvency of the state trust company; and

(b) The sale is in the best interest of the state trust company's clients and creditors.

(4) A sale under this section must include an assumption and promise by the buyer to pay or otherwise discharge:

(a) All of the state trust company's liabilities to clients and depositors;

(b) All of the state trust company's liabilities for salaries of the state trust company's employees incurred before the date of the sale;

(c) Obligations incurred by the director arising out of the supervision or sale of the state trust company; and

(d) Fees and assessments due the department.

(5) This section does not limit the incidental power of a state trust company to buy and sell assets in the ordinary course of business.

(6) This section does not affect the director's authority to take action under state law. [2019 c 389 § 62; 2014 c 37 § 381.]