

RCW 23B.14.060 Known claims against a dissolved corporation.

(1) A dissolved corporation that has published notice of its dissolution in accordance with RCW 23B.14.030(3) may dispose of any or all of the known claims against it by giving written notice of its dissolution to the holders of the known claims at any time after the effective date of dissolution. The written notice of dissolution must:

(a) Provide, for each known claim of the holder to whom the notice is addressed that is sought to be disposed of under this section, either (i) a general description of the known facts specified in subsection (3)(b)(i) or (ii) of this section relating to a matured and legally assertable claim or liability, or (ii) an identification of the executory contract with respect to which unmatured, conditional, or contingent claims or liabilities are sought to be disposed of under this section;

(b) Provide a mailing address where a notice of claim may be sent;

(c) State the deadline, which may not be fewer than one hundred twenty days from the effective date of the written notice of dissolution, by which a written notice of claim must be delivered to the dissolved corporation;

(d) State that the known claim will be barred if a written notice of claim describing the known claim with reasonable particularity is not delivered to the dissolved corporation by the deadline; and

(e) State that the known claim or any executory contract on which the known claim is based may be rejected by the dissolved corporation, in which case the holder of the known claim will have a limited period of ninety days from the effective date of the rejection notice in which to commence a proceeding to enforce the known claim.

(2) A known claim against the dissolved corporation is barred:

(a) If the holder of the known claim who was given written notice of dissolution under subsection (1) of this section does not deliver the written notice of claim to the dissolved corporation by the deadline; or

(b) If a holder of a known claim that was rejected by the dissolved corporation does not commence a proceeding to enforce the known claim within ninety days from the effective date of the rejection notice.

(3) For purposes of this section, "known claim" means any claim or liability:

(a) That either: (i) Has matured sufficiently, before or after the effective date of the dissolution, to be legally capable of assertion against the dissolved corporation, whether or not the amount of the claim or liability is known or determinable; or (ii) is unmatured, conditional, or otherwise contingent but may subsequently arise under any executory contract to which the dissolved corporation is a party, other than under an implied or statutory warranty as to any product manufactured, sold, distributed, or handled by the dissolved corporation; and

(b) As to which the dissolved corporation has knowledge of the identity and the mailing address of the holder of the claim or liability and, in the case of a matured and legally assertable claim or liability, actual knowledge of existing facts that either (i) could be asserted to give rise to, or (ii) indicate an intention by the holder to assert, such a matured claim or liability. [2006 c 52 § 9; 1989 c 165 § 159.]