

HOUSE BILL NO. 499

IN THE LEGISLATURE OF THE STATE OF ALASKA
TWENTY-SECOND LEGISLATURE - SECOND SESSION

BY THE HOUSE JUDICIARY COMMITTEE

Introduced: 2/27/02
Referred: Judiciary

A BILL

FOR AN ACT ENTITLED

1 **"An Act relating to the sale, lease, exchange, or other disposition of business property**
2 **and assets."**

3 **BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:**

4 *** Section 1.** AS 10.06 is amended by adding a new section to read:

5 **Sec. 10.06.569. Treatment and consequences of disposition of assets.** A
6 sale, lease, exchange, or other disposition by a corporation of any, all, or substantially
7 all of the property and assets of the corporation, whether or not the disposition requires
8 the approval of the shareholders of the corporation,

9 (1) is not considered to be a merger or consolidation under
10 AS 10.06.530 - 10.06.582 or under another statute unless the corporation adopts a plan
11 of merger under AS 10.06.530 or consolidation under AS 10.06.536; and

12 (2) except as otherwise expressly provided by another statute, does not
13 make the corporation, foreign corporation, or other person that is acquiring the
14 property or assets responsible or liable, in tort or otherwise, for a liability or an

1 obligation of the disposing corporation that the acquiring corporation, foreign
2 corporation, or other person does not expressly assume.

3 * **Sec. 2.** AS 10.50 is amended by adding a new section to read:

4 **Sec. 10.50.580. Treatment and consequences of disposition of assets.** A
5 sale, lease, exchange, or other disposition of any, all, or substantially all of the
6 property of a limited liability company by the limited liability company, whether or
7 not the disposition requires the approval of the members of the company,

8 (1) is not considered to be a merger or consolidation unless the limited
9 liability company approves the disposition as part of a merger or consolidation under
10 AS 10.50.510; and

11 (2) except as otherwise expressly provided by another statute, does not
12 make the person acquiring the property or assets responsible or liable, in tort or
13 otherwise, for a liability or an obligation of the limited liability company that the
14 acquiring person does not expressly assume.

15 * **Sec. 3.** AS 32.05 is amended by adding a new section to article 7 to read:

16 **Sec. 32.05.950. Treatment and consequences of disposition of assets.** A
17 sale, lease, exchange, or other disposition of any, all, or substantially all of the
18 property and assets of a partnership, whether or not the disposition requires the
19 approval of the partners, is not considered to be a merger or consolidation, and, except
20 as otherwise expressly provided by another statute, does not make the person
21 acquiring the property or assets responsible or liable, in tort or otherwise, for a liability
22 or an obligation of the partnership that the acquiring person does not expressly
23 assume.

24 * **Sec. 4.** AS 32.06 is amended by adding a new section to article 8 to read:

25 **Sec. 32.06.901. Treatment and consequences of disposition of assets.** A
26 sale, lease, exchange, or other disposition of any, all, or substantially all of the
27 property and assets of a partnership, whether or not the disposition requires the
28 approval of the partners,

29 (1) is not considered to be a merger or conversion unless part of a
30 conversion under AS 32.06.902 or of a plan of merger under AS 32.06.905; and

31 (2) except as otherwise expressly provided by another statute, does not

1 make the person acquiring the property or assets responsible or liable, in tort or
 2 otherwise, for a liability or an obligation of the partnership that the acquiring person
 3 does not expressly assume.

4 * **Sec. 5.** AS 32.11 is amended by adding a new section to read:

5 **Sec. 32.11.880. Treatment and consequences of disposition of assets.** A
 6 sale, lease, exchange, or other disposition of any, all, or substantially all of the
 7 property and assets of a partnership, whether or not the disposition requires the
 8 approval of the partners,

9 (1) is not considered to be a merger or conversion; and

10 (2) except as otherwise expressly provided by another statute, does not
 11 make the person acquiring the property or assets responsible or liable, in tort or
 12 otherwise, for a liability or an obligation of the partnership that the acquiring person
 13 does not expressly assume.

14 * **Sec. 6.** AS 32.11.890 is amended to read:

15 **Sec. 32.11.890. Rules for conversions and other cases not covered by**
 16 **chapter.** In a case not provided for in this chapter, including conversion of a limited
 17 partnership to a partnership except as provided in AS 32.11.880, the provisions of
 18 AS 32.06 govern.

19 * **Sec. 7.** AS 45 is amended by adding a new chapter to read:

20 **Sec. 45.45.920. Treatment and consequences of disposition of assets by**
 21 **certain businesses.** A sale, lease, exchange, or other disposition of any, all, or
 22 substantially all of the property and assets of a business that is not a corporation under
 23 AS 10.06, a professional corporation under AS 10.45, a limited liability company
 24 under AS 10.50, or a partnership under AS 32.05, AS 32.06, or AS 32.11 is not
 25 considered to be a merger or consolidation of the business and does not make the
 26 person acquiring the property or assets responsible or liable, in tort or otherwise, for a
 27 liability or an obligation of the business that the acquiring person does not expressly
 28 assume.

29 * **Sec. 8.** The uncoded law of the State of Alaska is amended by adding a new section to
 30 read:

31 **APPLICABILITY.** This Act applies to the sale, lease, exchange, or other disposition

1 of property by a corporation, a limited liability company, a partnership, a limited liability
2 partnership, a limited partnership, a sole proprietorship, or other business that occurs before,
3 on, or after the effective date of this Act.