

§1600. Other claims against dissolved limited liability company

1. Newspaper notice. In addition to the written notice under section 1599, subsection 2, a dissolved limited liability company may publish notice of its dissolution and request that persons with claims against the dissolved limited liability company present them in accordance with the notice. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

2. Notice. The notice authorized by subsection 1 must:

A. Be published at least one time in a newspaper of general circulation in the county in which the dissolved limited liability company's principal office is located or, if it has none in this State, in Kennebec County; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. Describe the information that must be included in a claim and provide a mailing address to which the claim is to be sent; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. State that, if not sooner barred, a claim against the dissolved limited liability company will be barred unless a proceeding to enforce the claim is commenced within 3 years after the publication of the notice. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

3. Three-year statute of limitations. If a dissolved limited liability company publishes a newspaper notice in accordance with subsection 2, unless sooner barred by any other statute limiting actions, the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved limited liability company within 3 years after the publication date of the newspaper notice:

A. A claimant who was not given written notice under section 1599, subsection 2; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. A claimant whose claim was timely sent to the dissolved limited liability company but not acted on by the dissolved limited liability company; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. A claimant whose claim is contingent at the effective date of the dissolution of the limited liability company or is based on an event occurring after the effective date of the dissolution of the limited liability company. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

4. Enforcement of claim. A claim that is not barred under this section, any other statute limiting actions or section 1599 may be enforced:

A. Against a dissolved limited liability company, to the extent of its undistributed assets; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. Except as provided in subsection 8, if the assets of a dissolved limited liability company have been distributed after dissolution, against a member or transferee to the extent of that person's proportionate share of the claim or of the assets distributed to the member or transferee after dissolution, whichever is less. A person's total liability for all claims under this subsection may not exceed the total amount of assets distributed to the person after dissolution of the limited liability company. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

5. Determination of amount and form of security. A dissolved limited liability company that published a notice under this section may file an application with the Superior Court of the county where the dissolved limited liability company's principal office is located or, if it has none in this State,

in Kennebec County, for a determination of the amount and form of security to be provided for payment of claims that are contingent or have not been made known to the dissolved limited liability company or that are based on an event occurring after the effective date of the dissolution of the limited liability company but that, based on the facts known to the dissolved limited liability company, are reasonably estimated to arise after the effective date of the dissolution of the limited liability company. Provision need not be made for any claim that is or is reasonably anticipated to be barred under subsection 3.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

6. Notice to potential claimants. Within 10 days after the filing of the application under subsection 5, notice of the proceeding must be given by the dissolved limited liability company to each potential claimant as described in subsection 5.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

7. Guardian ad litem. The Superior Court may appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this section. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, must be paid by the dissolved limited liability company.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

8. Satisfaction of obligation; claims not enforceable. Provision by the dissolved limited liability company for security in the amount and the form ordered by the Superior Court under subsection 5 satisfies the dissolved limited liability company's obligation with respect to claims that are contingent, have not been made known to the dissolved limited liability company or are based on an event occurring after the effective date of the dissolution of the limited liability company, and such claims may not be enforced against a person owning a transferable interest to whom assets have been distributed by the dissolved limited liability company after the effective date of the dissolution of the limited liability company.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

9. No extension of statutes of limitations. Nothing in this section may be considered to extend any otherwise applicable statute of limitations.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

SECTION HISTORY

PL 2009, c. 629, Pt. A, §2 (NEW). PL 2009, c. 629, Pt. A, §3 (AFF).

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