

RCW 23B.14.065 Form and adequacy of satisfaction of claims—

Application to and determination by court. (1) A dissolved corporation that has published notice of its dissolution in accordance with RCW 23B.14.030(3) may file an application, with the superior court of the county where its principal office or, if none in this state, its registered office is located, for a determination of:

(a) The amount and form of reasonable provision to be made for the satisfaction of any one or more claims or liabilities, known or unknown, arising in tort or by contract, statute or otherwise, matured or unmatured, contingent or conditional, that have arisen or are reasonably likely to arise prior to expiration of the survival period specified in RCW 23B.14.340; or

(b) Whether the provision made or proposed to be made by the board of directors for the satisfaction of any one or more claims or liabilities is reasonable.

Any determination under this subsection is conclusive for purposes of determining the legality of any subsequent distributions under RCW 23B.06.400 and 23B.14.050(3).

(2) Within ten days after filing the application, the dissolved corporation shall give written notice of the judicial proceeding to each person to whom written notice has been given pursuant to RCW 23B.14.060 and each other person whose claim or potential claim, identity, and mailing address are known to the dissolved corporation. However, written notice of the judicial proceeding need not be given to any person whose claim or potential claim is not sought to be determined under the application filed by the dissolved corporation.

(3) The superior court may appoint a guardian ad litem to represent all persons whose claims or potential claims are sought to be determined in the judicial proceeding but whose identities or mailing addresses are not known to the dissolved corporation. The reasonable fees and expenses of the guardian, including all reasonable expert witness fees, shall be paid by the dissolved corporation.

(4) Provision by the dissolved corporation for satisfaction of claims or potential claims in the amount and form ordered by the superior court shall satisfy the dissolved corporation's obligations with respect to those claims or potential claims, and any further or greater claims based on the same facts, dealings, or contract shall be barred. [2006 c 52 s 10.]