

CHAPTER 12

AN ACT limiting liability of dissolved limited liability companies to creditors in certain circumstances and supplementing P.L.1993, c.210 (C.42:2B-1 et seq.).

BE IT ENACTED *by the Senate and General Assembly of the State of New Jersey:*

C.42:2B-49.1 Notice by dissolved company requiring creditors to present claims in writing; "creditor" defined.

1. a. At any time after a limited liability company has been dissolved, the limited liability company, the liquidating trustee or a receiver appointed for the limited liability company may give notice requiring all creditors to present their claims in writing. The notice shall be published three times, once in each of three consecutive weeks, in a newspaper of general circulation in the county in which the registered office of the limited liability company is located and shall state that all persons who are creditors of the limited liability company shall present written proof of their claims to the limited liability company, the liquidating trustee or a receiver appointed for the limited liability company at a place and on or before a date named in the notice, which date shall not be less than six months after the date of the first publication.

b. On or before the date of the first publication of the notice as provided in subsection a. of this section, the limited liability company, the liquidating trustee or a receiver appointed for the limited liability company shall mail a copy of the notice to each known creditor of the limited liability company. The giving of this notice shall not constitute recognition that any person to whom that notice is directed is a creditor of the limited liability company other than for the purpose of receipt of notice hereunder.

c. Proof of the publication and mailing authorized by this section shall be made by an affidavit filed with the Division of Commercial Recording in the Department of the Treasury.

d. As used in this act, "creditor" means all persons to whom the limited liability company is indebted, and all other persons who have claims or rights against the limited liability company, whether liquidated or unliquidated, matured or unmatured, direct or indirect, absolute or contingent, secured or unsecured.

C.42:2B-49.2 Creditors not complying barred from suing, exceptions.

2. Any creditor who does not file a claim as provided within the time limit specified in the notice given pursuant to section 1 of this act, and all those claiming through the creditor or under the claim, shall be forever barred from suing on the claim or otherwise realizing upon or enforcing it except, in the case of a creditor who shows good cause for not having previously filed a claim, to the extent the Superior Court may allow:

a. against the limited liability company to the extent of any undistributed assets; or

b. if the undistributed assets are not sufficient to satisfy a claim, against a member to the extent of the member's ratable part of the claim, out of the assets of the limited liability company distributed to the member in dissolution.

This section shall not apply to claims which are in litigation on the date of the first publication of the notice pursuant to section 1 of this act.

3. This act shall take effect immediately.

Approved January 28, 2003.