

Preface

Revised Volume 15 of *Fletcher Cyclopedia of the Law of Corporations* covers corporate combinations, including mergers, consolidations share exchanges, and nonbankruptcy reorganizations.

Successor liability, which this volume covers in great detail, is a highly litigated issue. A successor corporation usually succeeds to the liabilities of its predecessors following a merger, consolidation or share exchange. But in the case of a mere purchase or acquisition of assets, the well-settled general rule is that the transferee is not liable for the debts and liabilities of the transferor.

There are numerous exceptions to the rule of nonliability following an asset purchase, however, including where there is an express or implied agreement to assume the liabilities, where there is a de facto consolidation or merger, where the transaction is fraudulent, where the purchasing corporation is a mere continuation of the seller, and where there is an absence of adequate consideration. Additional exceptions may apply to products liability claims, including the continuity of enterprise exception and the product line exception. This revised volume examines the sometimes differing positions of the various jurisdictions on this issue.

Another highly litigated issue covered in this revised volume is dissenters' rights, including appraisal rights and valuation of shares. This revision also contains updated coverage of the most recently revised provisions of the Model Business Corporation Act addressing corporate mergers and share exchanges.

The publisher is confident that this Revised Volume 15, when used in conjunction with the other volumes in this set, provides the reader with a complete and authoritative view of the law of corporations. We extend our gratitude to those practitioners who provided us with helpful suggestions and comments, and we invite others to share their ideas and comments with us as well.

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