

490.1101 Subchapter definitions.

As used in [this subchapter](#):

1. “*Acquired entity*” means the domestic or foreign corporation or eligible entity that will have all of one or more classes or series of its shares or eligible interests acquired in a share exchange.

2. “*Acquiring entity*” means the domestic or foreign corporation or eligible entity that will acquire all of one or more classes or series of shares or eligible interests of the acquired entity in a share exchange.

3. “*New interest holder liability*” means interest holder liability of a person, resulting from a merger or share exchange, that is any of the following:

a. In respect of an entity which is different from the entity in which the person held shares or eligible interests immediately before the merger or share exchange became effective.

b. In respect of the same entity as the one in which the person held shares or eligible interests immediately before the merger or share exchange became effective if any of the following apply:

(1) The person did not have interest holder liability immediately before the merger or share exchange became effective.

(2) The person had interest holder liability immediately before the merger or share exchange became effective, the terms and conditions of which were changed when the merger or share exchange became effective.

4. “*Party to a merger*” means any domestic or foreign corporation or eligible entity that will merge under a plan of merger but does not include a survivor created by the merger.

5. “*Survivor*” in a merger means the domestic or foreign corporation or eligible entity into which one or more other corporations or eligible entities are merged.

[89 Acts, ch 288, §121](#); [97 Acts, ch 117, §3](#); [97 Acts, ch 171, §12](#); [2002 Acts, ch 1154, §65, 125](#); [2008 Acts, ch 1162, §117, 155](#); [2019 Acts, ch 24, §104](#); [2021 Acts, ch 165, §148, 230](#)