



CHAPTER 41

Corporate Merger, Consolidation, and Termination

A merger is a transaction in which two or more corporations combine their assets and liabilities to form a new corporation. The chapter discusses the legal requirements for a merger, the rights of shareholders, and the tax consequences of a merger.

A consolidation is a transaction in which two or more corporations combine their assets and liabilities to form a new corporation. The chapter discusses the legal requirements for a consolidation, the rights of shareholders, and the tax consequences of a consolidation.

A termination is a transaction in which a corporation ceases to exist. The chapter discusses the legal requirements for a termination, the rights of shareholders, and the tax consequences of a termination.

SECTION 1 MERGER, CONSOLIDATION, AND SHARE EXCHANGE

The terms *merger* and *consolidation* refer to the legal process by which two or more corporations combine their assets and liabilities to form a new corporation. The chapter discusses the legal requirements for a merger, the rights of shareholders, and the tax consequences of a merger.

Merger

A **merger** involves the legal combination of two or more corporations. After a merger, only one of the corporations continues to exist. For example, Corporation A and Corporation B decide to merge. They agree that A will absorb B. Therefore, after the

EXHIBIT 41-1 • Mergers

Corporation A and Corporation B decide to merge, they agree that A will absorb B, so after the merger, only one corporation, Corporation A, will remain.

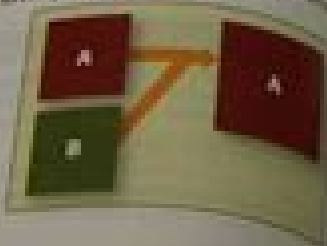


EXHIBIT 41-2 • Consolidation

Corporation A and Corporation B consolidate to form a new corporation, Corporation C. In the process, both A and B cease to exist.



The chapter discusses the legal requirements for a merger, the rights of shareholders, and the tax consequences of a merger.

The chapter discusses the legal requirements for a consolidation, the rights of shareholders, and the tax consequences of a consolidation.

The chapter discusses the legal requirements for a termination, the rights of shareholders, and the tax consequences of a termination.

The chapter discusses the legal requirements for a share exchange, the rights of shareholders, and the tax consequences of a share exchange.

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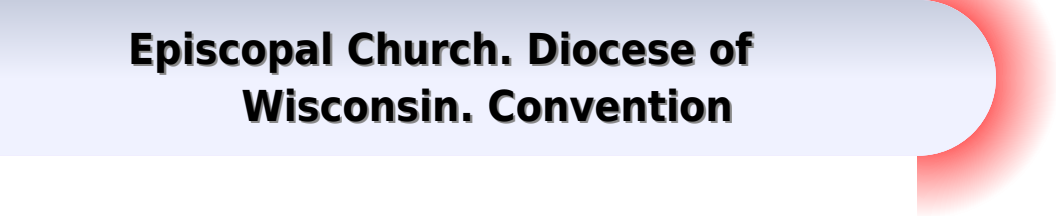
The chapter discusses the legal requirements for a share exchange, the rights of shareholders, and the tax consequences of a share exchange.

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