CHAPTER 1. INTRODUCTION TO GENERAL PARTNERSHIP LAW

- § 1:1 Nature and sources of general partnership law
- § 1:2 Background history of partnerships

CHAPTER 2. CHOICE OF ENTITY

- § 2:1 Types of entities—Sole proprietorships
- § 2:2 —Partnerships: Types
- § 2:3 —General partnerships
- § 2:4 —Limited partnerships
- § 2:5 —Corporations
- § 2:6 —Regular "C" corporations
- § 2:7 —"S" corporations
- § 2:8 —Close corporations
- § 2:9 —Professional corporations
- § 2:10 —Limited liability companies
- § 2:11 Choosing the appropriate business entity: Basic framework for choice of entity decisions
- § 2:12 Nontax factors in making choice of entity decisions— Limited liability
- § 2:13 —Continuity of existence
- § 2:14 —Transferability of ownership interests
- § 2:15 —Centralization of management
- § 2:16 —Complexity and cost of formation and operation
- § 2:17 —Familiarity
- § 2:18 —Fees and expenses
- § 2:19 —Ease of financing
- § 2:20 Tax issues in making choice of entity decisions—In general
- § 2:21 —Formation of the entity
- § 2:22 —Operations
- § 2:23 —Nonliquidating distributions
- § 2:24 —Sale of ownership interests
- § 2:25 —Redemptions and payments to retiring owners
- § 2:26 —Liquidations
- § 2:27 —Selection of taxable year

CHAPTER 3. AGGREGATE AND ENTITY THEORIES OF PARTNERSHIPS

§ 3:1 In general

§ 3:2 Applications of aggregate and entity theory of partnerships—Partnership property § 3:3 —Agency relationship of partners § 3:4 —Partner liability for partnership obligations § 3:5 —Suits involving partnerships § 3:6 —Financial rights of partners § 3:7 —Dissolution § 3:8 —Partnership taxation § 3:9 —Attorney-client relationship

CHAPTER 4. PRIMER ON PARTNERSHIP TAXATION

§ 4:1 Introduction

§ 3:10

I. CLASSIFICATION OF ENTITY AS A PARTNERSHIP

—Fifth Amendment privilege

- § 4:2 Summary of classification rules § 4:3 —Limited liability
- § 4:4 —Continuity of life
- $\S~4:5$ —Free transferability of interests
- § 4:6 —Publicly traded partnerships
- § 4:7 —Centralized management
- § 4:8 —Internal revenue service ruling policy
- § 4:9 Simplification regulations

II. PARTNERSHIP FORMATION

- § 4:10 Taxation of contributions to a partnership—In general
- § 4:11 —Contributions of property subject to liabilities
- § 4:12 —Disguised sale transactions
- § 4:13 —Compensation to service partner
- § 4:14 Allocations with respect to contributed property

III. GENERAL FEATURES OF PARTNERSHIP TAXATION

- § 4:15 In general
- § 4:16 Basis of partnership interest, effect of distributions
- § 4:17 —Effect of partnership liabilities on basis
- § 4:18 Allocation of partnership tax items
- § 4:19 —Substantial economic effect test
- § 4:20 —Economic effect
- § 4:21 —Allocations resulting from nonrecourse debt
- § 4:22 —Substantiality
- § 4:23 Allocations lacking substantial economic effect

IV. TERMINATION OF PARTNERSHIP

- § 4:24 In general
- § 4:25 —Effect of termination

V. WITHDRAWAL AND RETIREMENT OF PARTNERS

- § 4:26 Payments in liquidation of a partner's interest
- § 4:27 Section 734 basis adjustment

VI. PARTNERSHIP TAX ACCOUNTING

- § 4:28 Partnership taxable year
- § 4:29 Accounting method
- § 4:30 Partnership audits

CHAPTER 5. THE PARTNERSHIP RELATIONSHIP

- § 5:1 Partnership defined
- § 5:2 "Two or more persons"
- § 5:3 —Infants as members of partnerships
- § 5:4 —Mentally incompetent persons as members of partnerships
- § 5:5 —Corporations as members of partnerships
- § 5:6 —Trusts and trustees as members of partnerships
- § 5:7 Requirement of "association"
- § 5:8 Requirement to "carry on . . . a business"
- § 5:9 Co-ownership of property distinguished from carrying on business
- § 5:10 Requirement of profit motive
- § 5:11 Requirement of co-ownership
- § 5:12 —Profit sharing
- § 5:13 —Control
- § 5:14 —Loss sharing
- § 5:15 —Contributions to capital
- § 5:16 —Property co-ownership
- § 5:17 Presumption of partnership from profit sharing: UPA § 7(4)
- § 5:18 —Profit sharing in creditor-debtor relationships
- § 5:19 —Profit sharing as wages
- § 5:20 —Profit sharing as rent
- § 5:21 —Profit sharing as annuity
- § 5:22 —Profit sharing as payment of interest
- § 5:23 —Profit sharing in connection with sale of business
- § 5:24 Illegal partnerships
- § 5:25 Partnership by estoppel

—Holding out as a partner § 5:26 § 5:27 —Representation by or with consent of purported partner § 5:28 —Reliance by creditor § 5:29 —Effect of partnership by estoppel § 5:30 Family partnerships —Tax aspects of family partnerships § 5:31 § 5:32 Effect of statute of frauds on partnership formation § 5:33 Rescission of partnership relationship

CHAPTER 6. CAPITAL AND FINANCING

- § 6:1 Capital contributions by partners
- § 6:2 Contribution of property
- § 6:3 Withdrawal of capital
- § 6:4 Partner loans
- § 6:5 Third-party financing

CHAPTER 7. PARTNERSHIP PROPERTY

- § 7:1 Introduction
- § 7:2 Partnership ownership of property
- § 7:3 —In general
- § 7:4 —Use and possession
- § 7:5 —Record title
- § 7:6 —Acquisition with partnership funds
- § 7:7 —Third party reliance

I. OWNERSHIP OF INSURANCE POLICIES, INVENTIONS, AND GOOD WILL

- § 7:8 Life insurance policies
- § 7:9 Patents, copyrights, and other intellectual property
- § 7:10 Good will

II. PROPERTY RIGHTS OF PARTNERS

- § 7:11 Common law
- § 7:12 UPA treatment—In general
- § 7:13 —Partners' interests in partnership property
- § 7:14 —Partners' interests in partnership
- § 7:15 —Partners' management rights
- § 7:16 Specific partner property rights
- § 7:17 —Possession
- § 7:18 —Assignability
- § 7:19 —Creditors' rights
- § 7:20 —Charging orders
- § 7:21 —Inheritability
- § 7:22 —Divorce

CHAPTER 8. PARTNERS AS AGENTS WITH RESPECT TO THIRD PARTIES

§ 8:1	Agency relationship: In general
§ 8:2	Acts of partners apparently carrying on in the usual way the business of the partnership
§ 8:3	—Scope of partnership business
§ 8:4	—Borrowing money and execution of instruments
§ 8:5	—Employment agreements
§ 8:6	—Leases
§ 8:7	—Receipt of payments and settlement of debts
§ 8:8	—Purchase of property
§ 8:9	—Sale of real property
8 8:10	Acts not apparently for the carrying on of partnership
, 0.10	business
§ 8:11	—Guaranties
§ 8:12	—UPA § 9(3): Acts which are unauthorized under the UPA
§ 8:13	—Assignment for creditors
8 8:14	—Disposition of partnership good will
§ 8:15	—Other acts which would make it impossible to carry on the ordinary partnership business
§ 8:16	—Confession of judgment
8 8:17	—Arbitration
§ 8:18	—Partner Act in contravention of agreement
8 8:19	Authorization and ratification of acts by a partner
§ 8:20	UPA § 10: Conveyance of partnership real property
§ 8:21	—Title held and conveyed in partnership name
§ 8:22	—Title held in partnership name and conveyed by
5 0.22	partner in partner's name
§ 8:23	—Title held in names of less than all partners and
, c. <u>-</u> c	partnership not of record, with conveyance by all title
8 8:24	—Title in some or all partners or third party in trust
	for the partnership, with conveyance by partner in
	partnership name or own name
§ 8:25	—Title in name of all partners, with conveyance executed by all partners
§ 8:26	—Uniform Partnership Act 1997: Property not held in name of partnership, but existence of partnership
	indicated
§ 8:27	—Uniform Partnership Act 1997: Partnership property
, 0	with no indication of partnership
8 8:28	—Uniform Partnership Act 1997: Single remaining
-	partner
§ 8:29	—Uniform Partnership Act 1997: Partnership
	statements
§ 8:30	—Statement of partnership intent

§ 8:31	Admissions by a partner
§ 8:32	Knowledge of or notice to partners
§ 8:33	Notice
§ 8:34	Knowledge
§ 8:35	Wrongful acts of partners
§ 8:36	—Negligence
§ 8:37	—Business torts
§ 8:38	—Intentional torts
§ 8:39	—Criminal liability
§ 8:40	—Punitive damages
§ 8:41	Partner's breach of trust and misapplication of funds
	or property
§ 8:42	Indemnification

CHAPTER 9. MANAGEMENT

- § 9:1 Right of partners to participate in management
- § 9:2 Decision in event of disagreement among the partners
- § 9:3 Agreement regarding management and managing partner

CHAPTER 10. FINANCIAL RIGHTS OF PARTNERS

- § 10:1 UPA § 18: In general
- § 10:2 Profit sharing
- § 10:3 Loss sharing
- § 10:4 Tax allocations
- § 10:5 Capital contributions and partner advances
- § 10:6 Indemnification
- § 10:7 Remuneration for acting in partnership business

CHAPTER 11. PARTNERSHIP BOOKS AND RECORDS

- § 11:1 Duty to maintain books and records
- § 11:2 Partners' inspection rights

CHAPTER 12. FIDUCIARY DUTIES OF PARTNERS

- § 12:1 In general
- § 12:2 Duty of care in partnership management
- § 12:3 Attention to partnership business
- § 12:4 Duty of loyalty
- § 12:5 Duty to disclose material information
- § 12:6 Self-dealing transactions
- § 12:7 Personal use of partnership assets
- § 12:8 Usurpation of partnership opportunities

§ 12:9	Competition with partnership
§ 12:10	Fiduciary duty in connection with sale of partnership interests to another partner
§ 12:11	Duration of fiduciary relationship
§ 12:12	Modification by agreement
§ 12:13	Waiver and ratification
§ 12:14	Remedies
§ 12:15	Partnership fiduciary duties under RUPA: In general
§ 12:16	RUPA: Duty of care in partnership management
§ 12:17	RUPA: Duty of loyalty
§ 12:18	RUPA: Obligation of good faith and fair dealing
§ 12:19	RUPA: Recognition of partners' self-interest
§ 12:20	RUPA: Duration of fiduciary duties

CHAPTER 13. ACTION FOR ACCOUNTING AND OTHER REMEDIES AMONG **PARTNERS**

§ 13:1	In general	
0 10 0	D: 1 1	

- Right to obtain a judicial accounting § 13:2
- § 13:3 The judicial accounting proceeding
- § 13:4 Exclusivity of accounting remedy
- § 13:5 Arbitration of disputes among partners
- Uniform Partnership Act 1997: Actions by partnership § 13:6 and partners

CHAPTER 14. LIABILITY OF PARTNERS

- § 14:1 Unlimited liability of general partners § 14:2 Joint and several liability § 14:3 Joint liability at common law § 14:4 Modern laws concerning joint liability of partners § 14:5 Liability of incoming partners Effect of dissolution on partners' liabilities and § 14:6 liability of withdrawing partners § 14:7 Criminal liability
- § 14:8 Suits by partnerships
- § 14:9 General partnership derivative suits
- Partner liability under RUPA § 14:10
- Registered limited liability partnerships § 14:11

CHAPTER 15. PARTNERSHIP MERGERS AND CONVERSIONS

- § 15:1 Mergers and conversions: In general
- § 15:2 -Mergers
- § 15:3 —Conversions

CHAPTER 16. DISSOLUTION, WINDING UP, AND TERMINATION

	IEIGNINATION
§ 16:1	Introduction
§ 16:2	Causes of dissolution
§ 16:3	—Conclusion of definite term or particular
	undertaking
§ 16:4	—Express will of any partner in partnership at will
§ 16:5	—Express will of all partners
§ 16:6	—Expulsion in accordance with terms of partnership agreement
§ 16:7	—Express will of partner in contravention of partnership agreement
§ 16:8	—Admission of new partner
§ 16:9	—Dissolution by supervening illegality
§ 16:10	—Death of a partner
§ 16:11	—Bankruptcy of partner or partnership
§ 16:12	—Dissolution by judicial decree
§ 16:13	—Mental incompetency or incapacity of partner
§ 16:14	—Partner misconduct
§ 16:15	—Friction among partners
§ 16:16	—Business carried on only at loss or economic purpose frustrated
§ 16:17	Consequences of dissolution: Winding up of partnership
§ 16:18	—Power of partners to wind up partnership
§ 16:19	—Appointment of receiver to wind up partnership
§ 16:20	—Powers and duties of persons who wind up
§ 16:21	—Compensation in connection with winding up
§ 16:22	UPA § 38—Liquidation or continuation of partnership business following dissolution
§ 16:23	—Liquidation pursuant to UPA § 38(1)
§ 16:24	—Distribution of partnership assets after liquidation
§ 16:25	—Acquisition of property by partners in liquidation sale
§ 16:26	Continuation after dissolution in contravention of partnership agreement
§ 16:27	—Continuation of partnership business after expulsion of partner
§ 16:28	—Continuation by agreement
§ 16:29	—Continuation of partnership where no partner compels liquidation
§ 16:30	—Value of partnership interest
§ 16:31	Effect of dissolution on partnership liabilities
§ 16:32	Effect of dissolution on existing liabilities of partners
§ 16:33	Power of partners to bind partnership after dissolution

§ 16:34	Right of contribution from co-partners after dissolution
§ 16:35	Liability of persons who continue the partnership business
§ 16:36	Real estate aspects of partnership dissolutions
§ 16:37	Dissolution for fraud or misrepresentation
§ 16:38	Right to accounting
§ 16:39	Termination of partnership for income tax purposes
§ 16:40	Causes of tax termination
§ 16:41	Tax consequences of partnership termination
§ 16:42	Tax consequences of liquidation of partnership business
§ 16:43	Tax consequences of continuation of business with
	buy-out of outgoing interest
§ 16:44	Partnership breakups under Uniform Partnership Act of 1997 (RUPA): In general
§ 16:45	—Partner dissociation
§ 16:46	—Power to dissociate and wrongful dissociations
§ 16:47	—Effect of dissociation
§ 16:48	—Buyout of dissociated partner's interest
§ 16:49	—Power of dissociated partner to bind partnership
§ 16:50	—Dissociated partner's liability to third parties
§ 16:51	—Statement of dissociation
§ 16:52	—Partnership dissolution
§ 16:53	—Winding up the dissolved partnership
§ 16:54	—Partners' power to bind dissolved partnership
§ 16:55	—Statement of dissolution
§ 16:56	—Statement of account

CHAPTER 17. CHECKLIST FOR FORMATION OF GENERAL PARTNERSHIP AND DRAFTING PARTNERSHIP AGREEMENTS

§ 17:1 Information that the lawyer should obtain

CHAPTER 18. INTRODUCTION TO LIMITED PARTNERSHIP LAW

- § 18:1 Nature and sources of limited partnership law
- § 18:2 Background history of limited partnerships

CHAPTER 19. FORMATION OF THE LIMITED PARTNERSHIP

- § 19:1 Requirement of certificate of limited partnership and partnership agreement
- § 19:2 Contents of certificate of limited partnership

§ 19:3	Effect of failure to substantially comply with filing requirements—Law prior to adoption of RULPA § 201(b)
§ 19:4	—Substantial compliance doctrine under RULPA § 201(b)
§ 19:5	Amendments to certificate of limited partnership
§ 19:6	Cancellation of certificate of limited partnership
§ 19:7	Liability for false statements in certificate
§ 19:8	Name of limited partnership
§ 19:9	—Reservation of name
§ 19:10	Office and registered agent
§ 19:11	Nature of business
§ 19:12	Term of limited partnership

CHAPTER 20. ADMISSION, WITHDRAWAL, AND TERMINATION OF GENERAL PARTNERS IN LIMITED PARTNERSHIPS

§ 20:1	Selection and admission of initial general partners
§ 20:2	Admission of additional general partners
§ 20:3	Person as both general partner and limited partner
§ 20:4	Termination of general partner status
§ 20:5	Withdrawal of general partner
§ 20:6	Assignment of general partner interest
§ 20:7	Removal of general partner
§ 20:8	Bankruptcy or insolvency of general partner
§ 20:9	Death or incompetency of general partner
§ 20:10	Status of former general partner after event of
	withdrawal

CHAPTER 21. ADMISSION, SUBSTITUTION, AND WITHDRAWAL OF LIMITED PARTNERS

§ 21:1	Admission of limited partners
§ 21:2	Assignment of partnership interests
§ 21:3	Rights of creditors
§ 21:4	Admission of additional limited partners
§ 21:5	Effect of assignment and admission as additional limited partner
§ 21:6	Withdrawal of limited partners
§ 21:7	Death or incompetency of limited partner

CHAPTER 22. MANAGEMENT POWERS AND FIDUCIARY DUTIES IN LIMITED PARTNERSHIPS

§ 22:1 Management powers of general partners§ 22:2 Management powers of limited partners

TABLE OF CONTENTS

§ 22:3	—Limited partner voting
§ 22:4	—Method of action by limited partners
§ 22:5	Compensation to general partners for management activities
§ 22:6	Limited partner power of attorney
§ 22:7	General partner fiduciary duties
§ 22:8	—Self-dealing transactions
§ 22:9	—Usurpation of limited partnership opportunity
§ 22:10	—Duty of disclosure
§ 22:11	—Duty of care
§ 22:12	—Indemnification
§ 22:13	—Liability for matters involving interpretation of partnership agreement
§ 22:14	—Duration of fiduciary relationship
§ 22:15	—Fiduciary duties to assignee of limited partnership interest
§ 22:16	Limited partner fiduciary duties
§ 22:17	Imputation of liability for general partner's breach of
5	fiduciary duty
§ 22:18	Controlling party liability and piercing the corporate veil with respect to breach of fiduciary duties
§ 22:19	Enforcement of fiduciary duties of general partners
~ 4	
CHAP	TER 23. LIABILITY OF LIMITED AND
GENE	ERAL PARTNERS TO THIRD PARTIES
§ 23:1	Liability of limited partners to third parties
§ 23:2	Use of limited partner's name in firm name
§ 23:3	Participation in control of partnership business: In general
§ 23:4	Meaning of control
§ 23:5	Meaning of control
§ 23:6	_
	—Provision of advice to general partner
§ 23:7	_
-	—Provision of advice to general partner—Sale of assets and other extraordinary transactions
-	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and
§ 23:7	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement
§ 23:7 § 23:8	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents
§ 23:7 § 23:8 § 23:9	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership
§ 23:7 § 23:8 § 23:9 § 23:10	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner —Participation as employee of limited partnership
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13 \$ 23:14 \$ 23:15	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner —Participation as employee of limited partnership —Participation in event of financial crisis
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13 \$ 23:14 \$ 23:15 \$ 23:16	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner —Participation as employee of limited partnership —Participation in event of financial crisis —Participation in winding up
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13 \$ 23:14 \$ 23:15 \$ 23:16 \$ 23:17	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner —Participation as employee of limited partnership —Participation in event of financial crisis —Participation in winding up —Conclusion
\$ 23:7 \$ 23:8 \$ 23:9 \$ 23:10 \$ 23:11 \$ 23:12 \$ 23:13 \$ 23:14 \$ 23:15 \$ 23:16	 —Provision of advice to general partner —Sale of assets and other extraordinary transactions —Attendance at partnership meetings and amendment of partnership agreement —Execution of documents —Loans to limited partnership —Promotion of limited partnership business —Distribution of profits —Derivative suits —Participation as principal of corporate general partner —Participation as employee of limited partnership —Participation in event of financial crisis —Participation in winding up

§ 23:20 Liability of general partners to third parties
 § 23:21 Liability of person erroneously believing oneself to be a limited partner
 § 23:22 Reverse veil piercing

CHAPTER 24. CAPITAL CONTRIBUTIONS AND PARTNER LOANS IN LIMITED PARTNERSHIPS

- § 24:1 Limited partner capital contributions
- § 24:2 Liability for contribution obligations—Statute of frauds
- § 24:3 —Liability to limited partnership for failure to make contributions
- § 24:4 —Liability to partnership creditors for unpaid contributions
- § 24:5 Securities law issues
- § 24:6 Loans from partners to limited partnership— Limitations under 1916 ULPA
- § 24:7 —RULPA provisions concerning partner loans

CHAPTER 25. PROFITS, LOSSES, AND DISTRIBUTIONS IN LIMITED PARTNERSHIPS

- § 25:1 Allocation of profits and losses among partners
- § 25:2 Right to receive distributions
- § 25:3 Partner rights concerning unpaid distributions
- § 25:4 Sharing of distributions
- § 25:5 In-kind distributions
- § 25:6 Distributions upon withdrawal
- § 25:7 Limitation on distributions
- § 25:8 Return of contributions
- § 25:9 Liability of partner upon return of contribution

CHAPTER 26. DISSOLUTION OF LIMITED PARTNERSHIPS

- § 26:1 Events requiring dissolution of limited partnership
- § 26:2 Judicial dissolution
- § 26:3 Winding up
- § 26:4 Distribution of assets

CHAPTER 27. LIMITED PARTNERSHIP BOOKS AND RECORDS, ACCOUNTING, AND REPORTS

- § 27:1 Books and records
- § 27:2 Limited partner information rights

- § 27:3 Method of accounting and fiscal year
- § 27:4 Tax matters partner

CHAPTER 28. LIMITED PARTNER DERIVATIVE ACTIONS

- § 28:1 Derivative actions at common law
- § 28:2 Derivative actions under RULPA § 1001: In general
- § 28:3 Derivative cause of action
- § 28:4 Exhaustion of intrapartnership remedies
- § 28:5 Standing of limited partner to bring derivative suit
- § 28:6 Expenses
- § 28:7 Judicial supervision of settlements

CHAPTER 29. FOREIGN LIMITED PARTNERSHIPS

- § 29:1 In general
- § 29:2 Governing law
- § 29:3 Registration of foreign limited partnerships
- § 29:4 Transaction of business without registration
- § 29:5 Name of foreign limited partnership
- § 29:6 Amendments and cancellation of registration

CHAPTER 30. CHECKLIST FOR FORMATION OF LIMITED PARTNERSHIP AND DRAFTING LIMITED PARTNERSHIP AGREEMENTS

§ 30:1 Information that the lawyer should obtain

CHAPTER 31. APPLICATION OF FEDERAL SECURITIES LAWS TO THE ISSUANCE OF PARTNERSHIP INTERESTS

- § 31:1 Federal securities laws—In general
- § 31:2 —General partnership interests
- § 31:3 —Limited partnership interests
- § 31:4 Partnership roll-up transactions

CHAPTER 32. LIMITED LIABILITY PARTNERSHIPS AND LIMITED LIABILITY LIMITED PARTNERSHIPS

- § 32:1 Overview
- § 32:2 Formation and operation of limited liability partnerships
- § 32:3 Liability protection in limited liability partnerships— Vicarious liability

- § 32:4 Partner liability in limited liability partnerships
- § 32:5 Limited liability limited partnerships
- § 32:6 Taxation of limited liability partnerships and limited liability limited partnerships

CHAPTER 33. LIMITED LIABILITY COMPANIES

- § 33:1 Limited liability companies: In general
- § 33:2 Formation of a limited liability company
- § 33:3 Members
- § 33:4 Management and operation
- § 33:5 Dissolution
- § 33:6 Classification of limited liability company as partnership for federal income tax purposes
- § 33:7 Extraterritorial recognition of limited liability companies
- § 33:8 Situations where limited liability company might be favorable choice of entity

CHAPTER 34. SAMPLE AGREEMENTS AND FORMS

- § 34:1 Memorandum to client concerning choice of entity
- § 34:2 Sample representation and conflict waiver letter
- § 34:3 Partnership checklist
- § 34:4 Simple general partnership agreement (I)
- § 34:5 Simple general partnership agreement (II)
- § 34:6 Professional services general partnership agreement
- § 34:7 Partnership buy-sell agreement
- § 34:8 Partnership dissolution agreement
- § 34:9 Reservation of limited partnership name
- § 34:10 Certificate of limited partnership (1976 version of RULPA)
- § 34:11 Certificate of limited partnership (1985 version of RULPA)
- § 34:12 Certificate of amendment to certificate of limited partnership
- § 34:13 Real estate limited partnership agreement
- § 34:14 Venture capital limited partnership agreement
- § 34:15 Certificate of cancellation of limited partnership
- § 34:16 Application for registration of foreign limited partnership
- § 34:17 Certificate of amendment to registration of foreign limited partnership
- § 34:18 Certificate of cancellation of registration of foreign limited partnership
- § 34:19 Articles of organization for limited liability company

§ 34:20 Operating agreement for limited liability company

APPENDICES

APPENDIX A.	Uniform Partnership Act
APPENDIX B.	Uniform Partnership Act (1997) (RUPA)
APPENDIX C.	Uniform Limited Partnership Act
APPENDIX D.	Revised Uniform Limited Partnership Act (1976) With 1985 Amendments
APPENDIX E.	Uniform Limited Partnership Act (2001)
APPENDIX F.	Partnership Provisions of Internal Revenue Code

Table of Laws and Rules
Table of Cases

Index