ALI-ABA Course of Study  
Partnerships, LLCs, and LLPs  
June 10 - 11, 2010  
Boston, Massachusetts

TABLE OF CONTENTS

PROGRAM xi

FACULTY PARTICIPANTS xv

STUDY MATERIALS

1. **Overview of Substantive Law Governing Partnerships and Limited Liability Companies**  
   By Sarah E. McLean and Michael K. Pierce  
   - Table of Contents  
   - Study Materials  
   - Presentation Slides  

2. **The Template for the Deal: The Substantive Law of Partnerships and LLCs and the Special Problems of Partnerships and LLCs, Including Fiduciary Duty Issues**  
   By Allan W. Vestal  
   - Study Material  
   - Appendix 3. Robert W. Hillman, Allan W. Vestal & Donald J. Weidner, THE REVISED UNIFORM PARTNERSHIP ACT, § 404 Authors’ Comments, Non-uniform state adoptions to provide a non-exclusive statement of fiduciary duties, at 273-74 (West, 2009-2010 ed.).  

   Page 1

   Page 2

   Page 3

   Page 49

   Page 73

   Page 75

   Page 88

   Page 90

   Page 108

   Page 113

   Page 117

   Page 130
3. Joint Venture, Partnership and LLC Operating Agreements: Practical Problems, Drafting Solutions
   By H. Edward Hales, Jr.
   Table of Contents 144
   Identifying Important Issues 146
   Presentation Slides 155
   Selected Provisions of Delaware LLC Act 176

4. Sample Documents Accompanying Joint Venture Partnership and LLC Operating Agreements
   By H. Edward Hales, Jr.
   Sample Documents Index 206
   Sample Documents 208
   Presentation Slides 642

5. Partnership Liabilities, Nonrecourse Deductions and Section 704(c)
   By H. Karl Zeswitz, Jr.
   Submitted by Amanda F. Wilson
   Table of Contents 674
   Study Materials 681

6. Allocations of Partnership Income, Gains, Losses, and Liabilities
   By Amanda F. Wilson

7. LLCs — The Swiss Army Knife of Business Organizations
   By Stuart Levine
   Table of Contents 804
   Study Material 805

8. Operating Agreement of Flying Solo, LLC
   By Stuart Levine
   Table of Contents 833
   Study Material 835

9. Again, For the Want of a Theory: The Challenge of the “Series” to Business Organization Law
   By Thomas E. Rutledge

10. Securities Law Aspects of Partnerships, LLCs, and LLPs
    By George G. Yearsich, Gail A. Pierce, and Andrew T. Budreika
    Table of Contents 880
    Study Material 881

11. Getting In, Getting On, and Getting Out — What Happens When Parties Die, Become Disabled, or Have Disputes
    By Leslie D. Corwin
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>12.</td>
<td><strong>Dispute Resolution — Partnerships and LLCs</strong>&lt;br&gt;By Denise Olrich&lt;br&gt;Table of Contents&lt;br&gt;Study Material&lt;br&gt;Presentation Slides</td>
</tr>
<tr>
<td>14.</td>
<td><strong>Deferral of COD Income: IRS Provides Exclusive Procedures for the Section 108(i) Election</strong>&lt;br&gt;By Richard M. Lipton</td>
</tr>
<tr>
<td>15.</td>
<td><strong>Bankruptcy Issues in Partnership and Limited Liability Company Cases</strong>&lt;br&gt;By T. Randall Wright&lt;br&gt;Table of Contents&lt;br&gt;Study Material</td>
</tr>
<tr>
<td>16.</td>
<td><strong>Key Issues in Partnership and LLC Bankruptcies</strong>&lt;br&gt;By T. Randall Wright</td>
</tr>
<tr>
<td>17.</td>
<td><strong>Which Courthouse Door? — Diversity Jurisdiction and Unincorporated Business Organizations (and even some that are Incorporated)</strong>&lt;br&gt;By Thomas E. Rutledge</td>
</tr>
<tr>
<td>18.</td>
<td><strong>Minority Members and Operating Agreements</strong>&lt;br&gt;By Thomas E. Rutledge</td>
</tr>
<tr>
<td>19.</td>
<td><strong>Waiving Fiduciary Obligations</strong>&lt;br&gt;By Thomas E. Rutledge</td>
</tr>
<tr>
<td>20.</td>
<td><strong>Assigning Membership Interests: Consequences to the Assignor and Assignee</strong>&lt;br&gt;By Thomas E. Rutledge</td>
</tr>
<tr>
<td>21.</td>
<td><strong>You Just Resigned — Now What? Different Paradigms for Withdrawing from a Venture</strong>&lt;br&gt;By Thomas E. Rutledge</td>
</tr>
<tr>
<td>22.</td>
<td><strong>Fifty State Series: LLC Charging Order Case Table-Supplemental Material</strong>&lt;br&gt;By Carter G. Bishop</td>
</tr>
<tr>
<td>23.</td>
<td><strong>Fifty State Series: LLC Charging Order Statutes-Supplemental Material</strong>&lt;br&gt;By Carter G. Bishop</td>
</tr>
<tr>
<td></td>
<td>Title</td>
</tr>
<tr>
<td>---</td>
<td>----------------------------------------------------------------------</td>
</tr>
<tr>
<td>26.</td>
<td>The Template for the Deal: The Substantive Law of Partnerships and LLCs and The Special Problems of Partnerships and LLCs, Including Fiduciary Duty Issues-Supplemental Material</td>
</tr>
<tr>
<td>27.</td>
<td>Partnership Allocations--Introductory-Supplemental Material</td>
</tr>
<tr>
<td>28.</td>
<td>Allocations of Partnership Income, Gains, Losses and Deductions &amp; Series LLCs-Supplemental Material</td>
</tr>
</tbody>
</table>