

Contents

About the Author	vii
Forms Disk Instructions	ix

PART I ORGANIZATION

CHAPTER 1: INTRODUCTION	1-1
Introduction	1-2
1.1. Nature and Use of This Practice Manual	1-2
1.2. Comparison of the LLC with Other Entities	1-3
Table 1. Comparison of Limited Liability Companies, Limited Partnerships, S Corporations, C Corporations, and Registered Limited Liability Partnership	1-4
1.3. History of the LLC	1-10
1.4. Classification of the LLC as a Partnership for Federal Income Tax Purposes	1-11
1.4.1. Introduction	1-11
1.4.2. The Check-the-Box Regulations	1-11
1.4.2.1. LLCs Organized Prior to January 1, 1997 ..	1-11
1.4.2.2. Corporate Classification Election	1-12
1.4.2.3. Changes in Classification	1-13
1.4.2.4. Limitations on Classification Status	1-13
1.4.2.5. Employer Identification Numbers	1-14
1.4.2.6. Tax Consequences of Change of Classification	1-14
1.4.3. Impact of Check-the-Box Regulations	1-16
1.4.4. Self-Employment Tax Consequences of Partnership Classification	1-18
1.4.4.1. The SECA Tax	1-18
1.4.4.2. The FICA Tax	1-20
1.4.4.3. The Proposed Regulations	1-21
1.4.4.4. Examples	1-21
1.5. Louisiana Taxation	1-22
1.6. The Louisiana Limited Liability Company Law—An Overview	1-23

LOUISIANA LLC FORMS AND PRACTICE MANUAL

CHAPTER 2: FORMATION AND ORGANIZATION	2-1
2.1. Introduction	2-3
2.2. Preformation Matters	2-3
Form 2-1. Memorandum Attendant to the Execution and Filing of Articles of Organization	2-4
Form 2-2. Letter Directing Execution and Filing of Articles of Organization	2-4
2.3. Articles of Organization and Initial Report	2-6
2.3.1. Basic Requirements—Articles of Organization	2-6
Form 2-3. Articles of Organization without Restrictions on the Authority of Members—Signed by Agent	2-8
2.3.2. Basic Requirements—Initial Report	2-9
Form 2-4. Initial Report of LLC—With Registered Agent’s Affidavit and Acceptance	2-10
2.3.3. Optional Provisions—Articles of Organization	2-11
2.3.3.1. Provision Limiting Agency Authority of Members	2-11
2.3.3.2. Statement Concerning Management by Managers	2-12
2.3.3.3. Restrictions on Authority of Managers	2-12
2.3.3.4. Date of Dissolution	2-13
2.3.3.5. Statement of Who Can Certify Matters	2-13
2.3.4. No Provision Requiring Written Operating Agreement	2-13
2.4. Certificate of Correction	2-13
Form 2-5. Certificate of Correction of [Instrument to be Corrected]	2-14
2.5. Articles of Amendment	2-15
Form 2-6. Unanimous Consent of Members to Amend Articles of Organization	2-16
Form 2-7. Consent of Members to Amend Articles of Organization Where Operating Agreement Does Not Require Unanimity	2-17
Form 2-8. Articles of Amendment	2-18
2.6. Reservation of Name	2-19
Form 2-9. Application to Reserve Name	2-19
Form 2-10. Letter Application to Reserve Name	2-20
2.7. Changes to Registered Agent and Registered Office	2-21

CONTENTS

Form 2-11. Change of Registered Agent by a Limited Liability Company	2-21
Form 2-12. Change of Address of Registered Office by a Limited Liability Company	2-22
Form 2-13. Change of Address of Registered Agent by a Limited Liability Company	2-22
Form 2-14. Change of Address of Registered Agent by Registered Agent	2-23
Form 2-15. Change of Addresses of Registered Agent and Registered Office by Registered Agent	2-24
Form 2-16. Resignation of Registered Agent	2-25
2.8. Annual Report	2-25
Form 2-17. Application for Reinstatement of Articles of organization	2-27

**PART II
OPERATIONS**

CHAPTER 3: THE OPERATING AGREEMENT	3-1
3.1. In General	3-2
3.2. “Operating Agreement” Defined	3-2
3.3. Flexibility of LLC Form	3-3
3.4. Form of Operating Agreement	3-3
3.5. Formality of Adoption	3-4
3.6. Amendment	3-4
3.7. Form Operating Agreements	3-4
CHAPTER 4: ORGANIZATION	4-1
4.1. Drafting LLC Organization Provisions	4-3
4.2. Introductory Paragraph	4-3
Form 4-1. Introductory Paragraph—Names Parties	4-3
Form 4-2. Introductory Paragraph—Does Not Name Parties	4-4
4.3. Background to Agreement	4-4
Form 4-3. Explanatory Statement	4-4
4.4. Confirmation of Agreement	4-4
Form 4-4. Confirmation of Agreement	4-4
4.5. Definitions	4-5
4.5.1. “Interest” Compared to “Membership Rights”	4-5
4.5.2. “Interest Holder” Compared to “Member”	4-6
Form 4-5. General Definitions	4-7

LOUISIANA LLC FORMS AND PRACTICE MANUAL

4.6.	Agreement to Organize LLC	4-8
	Form 4-6. General Agreement to Organize LLC	4-8
	Form 4-7. Organizational Provision Confirming That Articles of Organization Have Been Filed	4-9
4.7.	Name	4-9
	Form 4-8. Name Provision for Member-managed LLC	4-9
	Form 4-9. Name Provision for Manager-managed LLC	4-9
4.8.	Purpose	4-10
	Form 4-10. Any Lawful Purpose	4-10
	Form 4-11. Specific Purpose	4-10
	Form 4-12. Purpose Limited to Real Estate	4-10
4.9.	Term.	4-11
	Form 4-13. Term—Articles to Be Filed after Execution of Operating Agreement	4-12
	Form 4-14. Term—Articles Filed Prior to Execution of Operating Agreement	4-12
4.10.	Registered Office.	4-12
	Form 4-15. Registered Office of LLC Managed by Members	4-13
	Form 4-16. Registered Office of LLC Managed by Managers	4-13
4.11.	Registered Agent.	4-13
	Form 4-17. Registered Agent of LLC Managed by Members	4-14
	Form 4-18. Registered Agent of LLC Managed by Managers	4-14
4.12.	Members	4-14
	Form 4-19. Schedule of Members Set Forth in Exhibit	4-14
	Form 4-20. Schedule of Members Set Forth in Text of Agreement	4-15
	Form 4-21. Schedule of Members (without Percentages)	4-15
4.13.	Miscellaneous Provisions	4-16
	Form 4-22. Miscellaneous Provisions	4-16
CHAPTER 5: LIMITED LIABILITY COMPANY CAPITAL		5-1
5.1.	Drafting Capital Provisions.	5-3
5.2.	Initial Capital Contributions	5-4
	Form 5-1. Initial Capital Contributions in Cash	5-4
	Form 5-2. Initial Capital Contributions—Partly in Cash and Partly in Services	5-5

CONTENTS

Form 5-3.	Initial Capital Contributions—Partly in Cash and Partly in Property	5-5
Form 5-4.	Representation in Connection with Contribution of Property	5-6
5.3.	Additional Capital Contributions	5-6
Form 5-5.	Additional Capital Contributions at Discretion of Manager—Limit on Amount	5-6
Form 5-6.	Additional Capital Contributions at Discretion of Members—Limit on Amount.	5-7
Form 5-7.	No Liability beyond Initial Capital Contribution	5-7
Form 5-8.	No Liability beyond Additional Capital Contributions	5-8
5.4.	Default in Payment of Contributions	5-8
Form 5-9.	Remedy of Reduction of Member’s Interest upon the Failure to Make Contribution to Manager-managed LLC.	5-8
5.5.	Interest on Capital Contributions	5-9
Form 5-10.	No Interest on Capital Contributions	5-9
Form 5-11.	Interest on Capital Contributions	5-10
5.6.	Return of Capital Contributions	5-10
Form 5-12.	Return of Capital Contributions—Unanimous Consent of Members and Compliance with LLC Law Required	5-11
5.7.	Form of Distribution.	5-11
Form 5-13.	Form of Distribution—No Right to Receive Anything but Cash.	5-12
Form 5-14.	Form of Distribution—Form of Distribution Is at Discretion of Manager in Manager-managed LLC	5-12
5.8.	Capital Accounts.	5-12
Form 5-15.	Capital Accounts (Simple Definition).	5-13
5.9.	Loans.	5-13
Form 5-16.	Loans—General Authority of LLC of Borrow Money from Members on Terms to Be Agreed upon in Future.	5-14
Form 5-17.	Loans—Authority to Make Specific Loan with General Authority to Borrow Money from Members on Terms to Be Agreed upon in Future	5-14

LOUISIANA LLC FORMS AND PRACTICE MANUAL

CHAPTER 6: ALLOCATION AND DISTRIBUTION

	PROVISIONS	6-1
6.1.	Taxation of the LLC	6-3
6.2.	General Allocation and Distribution Concepts	6-3
6-3.	Distribution Restrictions under the LLC Law	6-4
6.4.	Allocation Restrictions—Code Section 704(b)	6-4
6.4.1.	Overview	6-4
6.4.2.	The Three Alternative Allocation Tests	6-5
6.4.2.1.	The First Test: Partners' Interests	6-6
6.4.2.2.	The Second Test: Substantial Economic Effect and Capital Accounts	6-6
6.4.2.3.	The Third Test: Nonrecourse Debt	6-7
6.4.3.	Allocations to Interest Holders	6-8
6.5.	Definitions	6-9
6.5.1.	Distribution-related Definitions	6-10
	Form 6-1. Distribution Definitions	6-10
6.5.2.	Allocation-related Definitions	6-11
	Form 6-2. Tax Definitions	6-11
6.6.	Basic Distribution Provisions	6-13
6.6.1.	In General	6-13
6.6.2.	Cash Flow from Operations	6-14
	Form 6-3. Distributions of Cash Flow	6-14
6.6.3.	Distribution of Capital Proceeds	6-15
	Form 6-4. Distribution of Capital Proceeds	6-15
6.6.4.	Liquidation Proceeds	6-15
	Form 6-5. Liquidation and Dissolution	6-16
	Form 6-6. Liquidation and Dissolution—Deficit Restoration Obligation	6-16
6.7.	Basic Allocation Provisions	6-17
6.7.1.	Basic Allocations of Income and Loss	6-17
	Form 6-7. Profit or Loss	6-18
6.7.2.	Qualified Income Offset and Minimum Gain Chargeback	6-19
	Form 6-8. Qualified Income Offset and Minimum Gain Chargeback	6-19
6.7.3.	Other Regulatory Allocations	6-20
	Form 6-9. Regulatory Allocations	6-21
6.7.4.	General Provisions	6-23
	Form 6-10. General Provisions	6-23
6.8.	Complex and Disproportionate Distribution and Allocation Provisions	6-24

CONTENTS

6.8.1. Distribution Preferences	6-24
Form 6-11. Distribution Preference	6-25
6.8.2. Disproportionate Allocation of Losses	6-26
Form 6-12. Disproportionate Allocation of Loss	6-26
CHAPTER 7: MANAGEMENT PROVISIONS	7-1
7.1. Drafting LLC Management Provisions.	7-3
7.1.1. General Flexibility under the LLC Law.	7-3
7.1.2. Typical Approaches	7-4
7.1.3. Managers	7-4
7.2. Member-managed LLC Provisions.	7-5
Form 7-1. Simple Member-Management Provision	7-5
Form 7-2. Member-Management but with Appointment of an Administrator	7-5
7.3. Representative Management.	7-6
7.3.1. Management by a “General Partner”-like Manager.	7-6
Form 7-3. Manager with “General Partner”-like Authority.	7-7
Form 7-4. Manager with “General Partner”-like Authority—Alternate Form	7-9
7.3.2. Management by Management Committee	7-10
Form 7-5. Management Committee	7-10
7.3.3. Management by One Class of Members	7-12
Form 7-6. Definition of Class A and Class B Members.	7-12
Form 7-7. Management by Class A Members (Class B Members Not Agents)	7-12
Form 7-8. Management by Class A Members (Class B Members Remain Agents).	7-13
7.3.4. Corporate-Like Management by “Board of Directors,” with Committees Appointed and Officers Elected by the Board	7-14
Form 7-8.1. Corporate-like Management by “Board of Directors”	7-14
7.4. Replacement of Managers	7-20
Form 7-9. Removal of Manager for Any Reason	7-20
Form 7-10. Removal of Manager for Only Specified Reasons	7-21
7.5. Meetings of Members.	7-21
Form 7-11. Procedure for Calling and Holding Meetings	7-21

LOUISIANA LLC FORMS AND PRACTICE MANUAL

Form 7-12. Procedure for Calling and Holding Meetings—Only Class A Members Vote	7-22
7.6. Informal Action of Members; Form of Member Consents	7-23
Form 7-13. Action by Written Consent	7-23
Form 7-14. Form of Consent of Members	7-24
7.7. Unanimous Consent	7-26
7.8. Deadlock and Resolution.	7-26
Form 7-15. Arbitration of Deadlock.	7-26
Form 7-16. Brinkmanship in the Event of Deadlock	7-27
Form 7-17. Submission of Sealed Bids in the Event of Deadlock	7-30
7.9. Compensation and Reimbursement.	7-32
Form 7-18. No Arrangement for Compensation (Member-managed)	7-32
Form 7-19. Compensation (Manager-managed).	7-33
Form 7-20. Extraordinary Compensation.	7-34
Form 7-20.1 “Guaranteed Payment” for Personal Services	7-34
7.10. Standard of Care and Degree of Loyalty.	7-35
Form 7-21. Standard of Care and Degree of Loyalty.	7-35
Form 7-22. Standard of Care and Degree of Loyalty—Same Obligations as Imposed by LLC Default Rules	7-36
7.11. Indemnification	7-37
Form 7-23. Liability and Indemnification of Manager (Manager-managed)	7-38
Form 7-24. Liability and Indemnification of Members (Member-managed)	7-38
Form 7-25. Liability and Indemnification of Managers	7-39
7.12. Power of Attorney	7-39
Form 7-26. Power of Attorney	7-39
CHAPTER 8: TRANSFER AND BUY-SELL PROVISIONS	8-1
8.1. The LLC Law’s Default Rules for Transfers.	8-4
8.2. Tax Aspects of Transfer Restrictions.	8-5
8.2.1. Termination of the LLC	8-5
8.2.2. Basis Issues.	8-5
8.3. Preliminary Drafting Considerations.	8-6
Form 8-1. Definitional Provision—Transfer	8-6
Form 8-2. Definitional Provisions—Interest and Membership Rights	8-7

CONTENTS

8.4.	Transfer Provisions That Follow the LLC Law's Default Rules	8-7
	Form 8-3. Transfer Provision Following LLC Law's Default Rules	8-7
8.5.	Transfer Provisions That Permit Some Free Transferability .	8-8
	Form 8-4. Free Transferability of Interests and Rights	8-8
	Form 8-4.1 Definition of Class A and Class B Members, Interests, and Interest Holders	8-8
	Form 8-4.2 Free Transferability of Interests of All Classes of Members and of the Rights of One Class of Members, but Limited Transferability of Rights of a Class of Member-Managers	8-9
	Form 8-4.3 Free Transferability of Interests and Limited Transferability of Other Rights	8-10
8.6.	Transfer Provisions That Absolutely Prohibit Transfer	8-10
	Form 8-5. Absolute Prohibition of Transfers	8-11
8.7.	Transfer Provisions That Permit Transfers Only under Certain Conditions	8-11
	8.7.1. In General	8-11
	Form 8-6. Transfer Permitted on Satisfaction of Certain Conditions	8-12
	8.7.2. First Refusal Rights	8-13
	Form 8-7. Right of First Refusal; LLC Purchases; Installments Allowed	8-13
	Form 8-8. Right of First Refusal; Member's Purchase Payment Terms Matched	8-14
	Form 8-9. Right of First Offer; LLC Purchases; Cash Purchase	8-16
	8.7.3. Admission of Transferee as a Member	8-17
	Form 8-10. Transferee Not Admitted as Member without Consent of Members	8-18
	Form 8-11. Transferee Automatically Admitted as Member	8-18
	Form 8-11.1. Admission of Transferee as Member after Consent of Members	8-18
	8.7.4. Transfers to Members' Affiliates and Family	8-19
	Form 8-12. Definitional Provision—Family	8-19
	Form 8-13. Transfers to Affiliates and Family	8-19

LOUISIANA LLC FORMS AND PRACTICE MANUAL

Form 8-13.1. Transfers to Affiliates and Family and Admission of Transferee as a Member	8-20
8.8. Withdrawal under the LLC Law	8-20
8.8.1. Voluntary Withdrawal	8-20
Form 8-14. Voluntary Withdrawal Defined	8-21
Form 8-15. Voluntary Withdrawal—Not Permitted	8-21
8.8.2. Involuntary Withdrawal	8-21
Form 8-16. Involuntary Withdrawal Defined (Long Form)	8-22
Form 8-17. Involuntary Withdrawal Defined (Short Form)	8-23
8.9. Consequences of Disassociation in General	8-23
Form 8-18. Consideration upon Withdrawal	8-24
Form 8-19. Successor of Withdrawn Member Continues as Substitute Member	8-24
8.10. Creating Buy-out Rights	8-26
Form 8-20. Optional Buy-out; Company Buys; Cash Purchase	8-26
Form 8-21. Mandatory Buy-out; Members Buy; Installments Permitted	8-27
8.11. Valuation Provisions	8-28
Form 8-22. Agreed Value	8-28
Form 8-23. Book Value	8-29
Form 8-24. Appraised Value	8-30
8.12. Miscellaneous Transfer Provisions	8-30
Form 8-25. Installment Buy-outs	8-31
Form 8-26. Insolvency Form	8-31
Form 8-27. Members Not Required to Assume Company's Obligation	8-32
CHAPTER 9: DISSOLUTION	9-1
9.1. Introduction	9-3
9.2. 1997 Amendments	9-3
9.3. Events of Dissolution	9-4
Form 9-1. Dissolution—Limited Possibility of Dissolution	9-4
Form 9-2. Dissolution—Comprehensively Describes All Events of Dissolution; Requires Unanimity of Members to Continue if Dissolution Is Due to Disassociation of Member	9-5

CONTENTS

Form 9-3.	Dissolution upon the Occurrence of Some Specific Events of Withdrawal	9-5
Form 9-4.	Dissolution upon Vote of Members.	9-6
Form 9-5.	Sample Resolutions Approving Continuation of Business after Dissolution.	9-6
Form 9-6.	Sample Resolutions Approving Dissolution of the LLC	9-7
9.4.	Articles of Dissolution	9-8
Form 9-7.	Articles of Dissolution—Member-managed LLC	9-8
Form 9-8.	Articles of Dissolution—Manager-managed LLC	9-10
9.5.	Procedure for Winding Up and Distribution of Assets	9-11
Form 9-9.	Procedure for Winding Up in Member-managed LLC	9-12
Form 9-10.	Procedure for Winding Up in Manager-managed LLC	9-12
Form 9-11.	Procedure for Winding Up in Member-managed LLC; Reference to Another Section of Operating Agreement for Manner of Distribution to Members	9-13
Form 9-12.	Procedure for Winding Up in Manager-managed LLC; Reference to Another Section of Operating Agreement for Manner of Distribution to Members	9-13
Form 9-13.	Procedure for Winding Up and Distribution of Assets in Manager-managed LLC—Manager Acts as Liquidator	9-13
9.6.	Termination; Certificate of Dissolution	9-14
Form 9-14.	Filing of Certificate—Member-managed LLC	9-14
Form 9-15.	Filing of Certificate of Dissolution—Manager-managed LLC	9-14
Form 9-16.	Certificate Required to Be Filed Pursuant to LLC Law Section 1340(A)(1).	9-15
 CHAPTER 10: BOOKS, RECORDS, AND ACCOUNTING 10-1		
10.1.	Introduction.	10-3
10.2.	Banking	10-4
Form 10-1.	Bank Accounts	10-4
10.3.	Records	10-4

LOUISIANA LLC FORMS AND PRACTICE MANUAL

Form 10-2. Maintenance of Records— Member-managed LLC (Short Form)	10-5
Form 10-3. Maintenance of Records— Manager-managed LLC (Short Form)	10-5
Form 10-4. Maintenance of Records— Manager-managed LLC (Long Form)	10-5
10.4. Accounting Period	10-6
Form 10-5. Calendar Year Accounting Period Specified	10-6
Form 10-6. Fiscal Year Accounting Period Specified	10-6
Form 10-7. Year to Be Determined by Members	10-7
Form 10-8. Annual Accounting Period Established by Managers	10-7
10.5. Reports	10-7
Form 10-9. Preparation of Reports (Short Form) for Member-managed or Manager-managed LLC	10-8
Form 10-10. Preparation of Reports (Long Form) for Manager-managed LLC	10-8
10.6. “Tax Matters Partner”	10-9
Form 10-11. Tax Matters Partner (Short Form)	10-9
Form 10-12. Tax Matters Partner (Long Form)	10-9
10.7. Tax Elections	10-10
Form 10-13. Tax Elections	10-10
Form 10-14. Tax Elections—Applies to Code Section 754 Only—For Use in Either Member-managed or Manager-managed LLC	10-10
10.8. Title to Property	10-11
Form 10-15. Title to Property—In Company Name	10-11
Form 10-16. Title to Company Property—Use of Nominee Permitted	10-11

**PART III
MISCELLANEOUS**

CHAPTER 11: REORGANIZATION OF THE LLC	11-1
11.1. In General	11-3
11.2. Admission of New Members	11-3
11.2.1. Acquisition of Interest from Company	11-3
Form 11-1. Simple Subscription Agreement for LLC Membership Interest	11-4

CONTENTS

Form 11-2. Long Form Subscription Agreement for LLC Membership Interest	11-5
Form 11-3. First Amendment to Operating Agreement Admitting Assignee of Interest as a Member	11-9
11.2.2. Acquisition of Interest from Another Member	11-11
Form 11-4. Assignment of LLC Membership Right.	11-12
Form 11-5. Joinder Agreement.	11-17
11.3. Conversion of an Existing Entity into an LLC	11-17
11.3.1. In General	11-17
11.3.2. Conversion of General Partnership to LLC.	11-18
Form 11-6. Agreement to Convert General Partnership to Limited Liability Company	11-21
Form 11-7. Explanatory Statement—Conversion of General Partnership into LLC	11-24
Form 11-8. Term Is Continuation of Term of Partnership.	11-24
Form 11-9. Initial Capital Contributions—In Property Consisting of Partnership Interests in LLC's Predecessor.	11-25
Form 11-10. Assignment of General Partnership Interests to LLC	11-25
Form 11-11. Resolutions of Members Approving Liquidation of Partnership into LLC	11-26
11.3.3. Conversion of Limited Partnership into LLC	11-26
11.3.4. Conversion of Corporation into LLC	11-27
11.4. Conversion of LLC into Corporation	11-29
11.5. Recapitalizing the LLC.	11-30
Form 11-12. Form of Amendment of Operating Agreement.	11-31
11.6. Mergers and Consolidations Involving a Louisiana LLC.	11-32
Form 11-13. Merger of Two Louisiana LLCs	11-33
CHAPTER 12: DOING INTERSTATE BUSINESS	12-1
12.1. Foreign LLCs Doing Business in Louisiana.	12-3
12.1.1. Governing Law	12-3
12.1.2. Definitions	12-3
12.1.2.1. Transacting Business	12-3

LOUISIANA LLC FORMS AND PRACTICE MANUAL

12.1.2.2. Interstate or Foreign Commerce	12-4
12.1.3. Name	12-4
12.1.4. Application Procedure	12-5
12.1.5. Filing Fee	12-6
12.1.6. Issuance of Certificate of Authority	12-6
12.1.7. Doing Business without Certificate of Authority	12-6
12.1.8. Withdrawal	12-7
12.1.9. Revocation or Suspension of Certificate of Authority	12-8
12.1.10. Annual Report	12-8.1
12.2. Louisiana LLCs Doing Business Outside of Louisiana	12-8.2
12.2.1. Texas	12-8.2
12.2.2. Arkansas	12-9
12.2.3. Mississippi	12-10
12.2.4. Florida	12-11
12.2.5. Delaware	12-12
12.2.6. State Tax Treatment	12-13

CHAPTER 13: PROFESSIONAL LIMITED LIABILITY COMPANIES; REGISTERED LIMITED LIABILITY PARTNERSHIPS 13-1

13.1. Overview	13-2
13.2. Comparison of LLCs and Registered Limited Liability Partnerships	13-3
13.2.1. General	13-3
13.2.2. Classification of Debt Issues	13-4
13.2.3. Transition Issues	13-5
13.2.4. Mechanics	13-7
From 13-1. Application of RLLP	13-8
13.3. Form of Operating Agreement for LLC Conducting a Professional Practice	13-9

CHAPTER 14: MISCELLANEOUS FORMS 14-1

14.1. Opinion Letters	14-2
Form 14-1. Form of Qualified Opinion Letter in Connection with a Loan to an LLC	14-2
Form 14-2. Form of Unqualified Opinion Letter in Connection with a Loan to an LLC	14-13
Form 14-3. Form of Unqualified Borrower's Opinion Letter in Connection with a Loan to an LLC	14-20
Form 14-4. Form of Borrower's Certificate in Connection with a Loan to an LLC	14-22

CONTENTS

14.2.	Responsibility for Losses Derived from Guarantees of LLC Obligations	14-25
	Form 14-5. Indemnity and Contribution Agreement—Obligation Guaranteed Only by Members	14-26
14.3.	Pledges of LLC Interests.	14-30
	Form 14-6. Pledge of LLC Membership Interest and Security Agreement	14-31
	Form 14-7. Financing Statement	14-48
14.4.	Loan Documents.	14-49
	Form 14-8. Loan Agreement	14-49
	Form 14-9. LLC Agreement	14-62
CHAPTER 15: BANKRUPTCY ISSUES CONCERNING LLCS. 15-1		
15.1.	Overview.	15-3
15.2.	Eligibility of LLCs for Voluntary Relief Under the Bankruptcy Code	15-3
15.3.	Property of the Estate	15-4
	Form 15-1. Operating Agreement Provision—Limitation on Obligation to Make Additional Capital Contributions.	15-5
15.4.	May a Member Commence an Involuntary Case Against an LLC?	15-5
15.5.	What Approval is Needed to Approve the Filing of a Voluntary Case by an LLC?	15-6
	Form 15-2. Operating Agreement Provision—Unanimous Consent of Members to Filing Voluntary Case	15-8
	Form 15-3. Operating Agreement Provision—Consent of Majority of Members to Filing a Voluntary Case	15-8
	Form 15-4. Operating Agreement Provision—Manager Vote Required for Filing a Voluntary Case	15-9
	Form 15-5. Operating Agreement Provision—Member and Manager Vote Required for Filing a Voluntary Case	15-9
	Form 15-6. Resolutions of Members in Member-Managed LLC—Consenting to Filing a Voluntary Case under Chapter 7	15-10

LOUISIANA LLC FORMS AND PRACTICE MANUAL

Form 15-7. Resolutions of Board of Directors in
Director-Managed LLC—Consent to Filing
a Voluntary Case under Chapter 11 15-11

15.6. Creating Limitations on the Ability of an LLC to
Commence a Voluntary Case—Single-Purpose
Bankruptcy Remote LLCs. 15-12

Form 15-8. Operating Agreement Provision—Purpose
Clause for a SPBR LLC. 15-14

Form 15-9. Operating Agreement Provision—Management
of Business and Affairs of the Company. 15-14

Form 15-10. Operating Agreement Provision—Transfers. . . 15-19

Form 15-11. Operating Agreement Provision—Dissolution
of the Company. 15-19

Form 15-12. Operating Agreement Provision—Special
Amendment Provision. 15-21

15.7. Right of LLC or Remaining Members to Terminate
Management Rights of a Bankrupt Member 15-21

15.8. Member’s Bankruptcy as an Event of Dissolution 15-23

15.9. Buyout of a Member’s Interest in the Event of the
Member’s Bankruptcy. 15-24

**PART IV
APPENDICES**

**APPENDIX A: [MEMBER-MANAGED] OPERATING
AGREEMENT OF _____, LLC APP A-1**

**APPENDIX B: [MANAGER-MANAGED] OPERATING
AGREEMENT OF _____, LLC APP B-1**

**APPENDIX C: PROFESSIONAL SERVICES OPERATING
AGREEMENT OF _____, LLC APP C-1**

**APPENDIX D: [SINGLE-MEMBER] OPERATING
AGREEMENT OF _____, LLC APP D-1**

**APPENDIX E: THE LOUISIANA LIMITED
LIABILITY COMPANY LAW
[Title 12, chapter 22 of the Louisiana
Revised Statutes] APP E-1**

APPENDIX F-1: CHECK-THE-BOX REGULATIONS. . . APP F1-1

CONTENTS

APPENDIX F-2: SELECTED PORTIONS OF ENTITY CLASSIFICATION TREASURY REGULATIONS APP F2-1

APPENDIX F-3: IRS FORM 8832 APP F3-1

APPENDIX F-4: REV. RUL 99-5 [TAX CONSEQUENCES OF SALE OF INTEREST IN A SINGLE MEMBER LLC] APP F4-1

APPENDIX F-5: REV. RUL 99-6 [TAX CONSEQUENCES OF PURCHASE OF LLC INTERESTS WHERE AFTER PURCHASE ALL LLC INTERESTS ARE OWNED BY A SINGLE MEMBER]. APP F5-1

APPENDIX G: REV. RUL. 95-37 [IRS Ruling on Tax Consequences of Converting Partnership into L.L.C.] APP G-1

**PART V
INDICES**

Cumulative Table of Louisiana Limited Liability Company Act Sections INDEX-1

Cumulative Table of Internal Revenue Code Citations INDEX-5

Cumulative Table of Treasury Regulations INDEX-7

Cumulative Revenue Rulings and Revenue Procedures INDEX-8

Subject Index INDEX-9

Forms Index INDEX-21