

## H.B. 127

# LIMITED LIABILITY COMPANY AMENDMENTS

SENATE FLOOR AMENDMENTS

AMENDMENT 2

FEBRUARY 22, 2006 8:35 AM

Senator **Curtis S. Bramble** proposes the following amendments:

1. *Page 3, Line 87 through Page 4, Line 90*

*House Floor Amendments*

2-8-2006:

87           (3) ~~{ **Notwithstanding any other applicable law, a** }~~ **A** series' debts, liabilities, obligations,  
88 and expenses are enforceable against the assets of that series only, and not against the assets of  
89 the company generally or any other series if:  
90           (a) the operating agreement provides for separate treatment of the series;

2. *Page 4, Lines 96 through 98*

*House Floor Amendments*

2-8-2006:

96           (4) ~~{ **Unless otherwise provided in the operating agreement, none** }~~ **None** of the debts,  
liabilities,  
97 obligations, and expenses incurred, contracted for, or otherwise existing with respect to the  
98 company generally or any other series are enforceable against the assets of a series {~~:-~~} **if:**  
(a) the operating agreement provides for separate treatment of the series;  
(b) separate and distinct records are maintained concerning the series;  
(c) the assets associated with the series are held and accounted for separately from the other assets  
of the company and any other series; and  
(d) notice of the limitation on liability of a series is included in the company's articles of  
organization.

3. *Page 4, Line 98b*

*House Floor Amendments*

2-8-2006:

98b through a manager. ←Ĥ

(6) Notwithstanding other provisions of this section:  
(a) property and assets of a series may not be transferred to the company generally or another  
series if the transfer impairs the ability of the series releasing the property or assets to pay its debts  
existing at the time of the transfer unless fair value is given to the transferring series for the property or  
assets transferred; and

(b) a tax or other liability of the company generally or of a series may not be assigned by the series against which the tax or other liability is imposed to the company generally or to another series within the company if the assignment impairs a creditor's right and ability to fully collect an amount due when owed.