

2.7.	Restated Certificate of Formation	2-11
	Form 2-6. Restated Certificate of Formation of Limited Liability Company	2-11
2.8.	Certificate of Correction	2-12
	Form 2-7. Certificate of Correction	2-13
2.9.	Future Effective Date of Filings	2-13
2.10.	Execution or Amendment by Judicial Order	2-13

**PART I
OPERATIONS**

CHAPTER 3:	THE OPERATING AGREEMENT	3-1
3.1.	In General	3-2
3.2.	“Limited Liability Company Agreement” Defined.	3-2
3.3.	Flexibility of the LLC Form	3-4
3.4.	Form of the Limited Liability Company Agreement	3-4
3.5.	Execution of Limited Liability Company Agreement.	3-6
3.6.	Remedies for Breach of Limited Liability Company Agreement.	3-6
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	4-4
	Form 4-2. Introductory Paragraph — Does Not Name Parties	4-4
4.3.	Background to Agreement.	4-4
	Form 4-3. Explanatory Statement.	4-4.1
4.4.	Confirmation of Agreement	4-4.1
	Form 4-4. Confirmation of Agreement.	4-5
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
4.6.	Agreement to Organize LLC.	4-8
	Form 4-6. General Agreement to Organize LLC	4-8
	Form 4-7. Organizational Provision Relating to Adoption of New LLC Agreement	4-9
4.7.	Name	4-10
	Form 4-8. Name Provision for Member-Managed LLC under Any Other Name	4-10
	Form 4-9. Name Provision for Manager-Managed LLC	4-10
4.8.	Purpose	4-11

	Form 4-10. Any Lawful Purpose	4-11
	Form 4-11. Specific Purpose	4-12
	Form 4-12. Purpose Limited to Real Estate	4-12
	Form 4-12a. Purpose Limited to Specific Real Estate	4-12
4.9.	Term	4-14
	Form 4-13. Term Commences on Date of Filing of Certificate of Formation	4-15
	Form 4-14. Term Commences upon Execution of Limited Liability Company Agreement	4-15
4.10.	Registered Office and Agent of the LLC	4-15
	Form 4-15. Registered Agent and Registered Office	4-16
4.11.	Members	4-16
	Form 4-16. Schedule of Members Set Forth in Exhibit	4-16.1
	Form 4-17. Schedule of Members Set Forth in Text of Agreement	4-17
	Form 4-18. Schedule of Members (without Percentages)	4-18
4.12.	Bankruptcy Remote Provisions	4-19
	Form 4-19. Provision Limiting Purpose of LLC	4-20
	Form 4-20. Provision Limiting Voting	4-21
	Form 4-21. Provision Regulating Activities LLC Cannot Do or Must Do	4-21
	Form 4-22. Provision for Independent Manager	4-25
	Form 4-23. Provision for Restricted Acts	4-26
	Form 4-24. Alternative Provision Restricting Acts of LLC During Term of Loan	4-27
	Form 4-25. Provision for Springing Member	4-28
	Form 4-26. Provision for Special Member	4-29
	Form 4-27. Alternative Form for Special Member	4-29
	Form 4-28. Typical Opinion Requests	4-30
4.13.	Miscellaneous Provisions	4-31
	Form 4-29. Miscellaneous Provisions	4-32
CHAPTER 5: LIMITED LIABILITY COMPANY CAPITAL . . .		5-1
5.1.	Drafting Capital Provisions	5-3
5.2.	Initial Capital Contributions	5-3
	Form 5-1. Initial Capital Contributions in Cash	5-4
	Form 5-2. Initial Capital Contributions — Partly in Cash and Partly in Services	5-4
	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	5-5
Form 5-5.	Initial Capital Contribution with Promissory Note	5-6
5.3.	Additional Capital Contributions	5-7
Form 5-6.	Additional Capital Contributions at Discretion of Manager — Limit on Amount.	5-7
Form 5-7.	Additional Capital Contributions at Discretion of Members — Limit on Amount	5-8
Form 5-8.	No Liability beyond Initial Capital Contribution	5-8
Form 5-9.	No Liability beyond Additional Capital Contributions	5-9
5.4.	Default in Payment of Contributions.	5-9
Form 5-10.	Remedy of Reduction of Member’s Interest in Event of Failure to Make Contribution to Manager-Managed LLC	5-10
5.5.	Interest on Capital Contributions	5-11
Form 5-11.	No Interest on Capital Contributions.	5-11
Form 5-12.	Interest on Capital Contributions.	5-11
5.6.	Distributions and Allocations of Profits	5-12
5.7.	Form of Distribution	5-13
Form 5-13.	Form of Distribution — No Right to Receive Anything but Cash	5-13
Form 5-14.	Form of Distribution — Form of Distribution Is at Discretion of Manager in Manager-Managed LLC	5-14
5.8.	Loans	5-15
Form 5-15.	Loans — General Authority of LLC to Borrow Money from Members on Terms to Be Agreed upon in Future	5-15
Form 5-16.	Loans — Authority to Make Specific Loan with General Authority to Borrow Money from Members on Terms to Be Agreed upon in Future	5-16
5.9	Third Party Loans	5-16
5.10.	Evidence of Membership.	5-17
Form 5-17.	Certificated Membership Interests.	5-17

CHAPTER 6: ALLOCATION AND DISTRIBUTION PROVISIONS 6-1

6.1.	General Allocation and Distribution Concepts	6-2
6.2.	Definitions	6-3
6.2.1.	Distribution-Related Definitions	6-3
Form 6-1.	Distribution Definitions	6-3

6.2.2.	Allocation-Related Definitions	6-4
	Form 6-2. Tax Definitions.	6-4
6.3.	Basic Distribution Provisions.	6-5
6.3.1.	In General	6-5
6.3.2.	Cash Flow from Operations	6-6
	Form 6-3. Distributions of Cash Flow	6-6
6.3.3.	Distribution of Capital Proceeds.	6-7
	Form 6-4. Distribution of Capital Proceeds	6-7
6.3.4.	Liquidation Proceeds.	6-7
	Form 6-5. Liquidation and Dissolution	6-8
	Form 6-6. Liquidation and Dissolution — Deficit Restoration Obligation	6-8
6.4.	Basic Allocation Provisions	6-9
6.4.1.	Basic Allocations of Income and Loss	6-9
	Form 6-7. Profit or Loss.	6-9
6.4.2.	General Provisions	6-10
	Form 6-8. General Provisions	6-10
6.5.	Complex and Disproportionate Distribution and Allocation Provisions	6-11
6.6.	Liability for Wrongful Distributions	6-11
6.7.	Interim Distributions upon Withdrawal	6-12
CHAPTER 7: MANAGEMENT		7-1
7.1.	Drafting LLC Management Provisions	7-3
7.1.1.	General Flexibility under the Act	7-3
7.1.2.	Typical Approaches	7-4
7.1.3.	Officers, Managers, and Authorized Persons	7-5
7.2.	Member-Managed LLC Provisions	7-6
	Form 7-1. Simple Member-Management Provision	7-6
	Form 7-2. Member Management but with Appointment of Ministerial Manager.	7-6
7.3.	Representative Management	7-7
7.3.1.	Management by a “General Partner”-Like Manager	7-8.1
	Form 7-3. Manager with “General Partner”- Like Authority.	7-8.2
	Form 7-4. Manager with “General Partner”- Like Authority — Alternate Form	7-10
7.3.2.	Management by Management Committee or Board of Managers	7-11
	Form 7-5. Management Committee.	7-11
7.3.3.	Management by Board of Directors	7-12
	Form 7-5a. Board of Directors.	7-12

7.3.4.	Management in Bankruptcy Remote Entity	7-14
	Form 7-5b. Special Purpose Management Provisions	7-15
7.4.	Replacement of Managers	7-17
	Form 7-6. Removal of Manager or Member Manager for Any Reason	7-17
	Form 7-7. Removal of Manager or Member Manager for Specified Reasons Only	7-17
7.5.	Meetings of Members	7-18
	Form 7-8. Procedure for Calling and Holding Meetings	7-18.1
	Form 7-8a. Meeting of Member	7-18.2
7.6.	Informal Action of Members; Form of Member Consents	7-18.4
	Form 7-9. Informal Actions	7-18.4
	Form 7-9a. Action by Members without a Meeting	7-18.5
	Form 7-10. Form of Consent of Members	7-18.6
7.7.	Deadlock and Resolution.	7-20
	Form 7-11. Arbitration of Deadlock	7-20
	Form 7-12. Requisite Buy-out in the Event of Deadlock	7-21
7.8.	Compensation and Reimbursement.	7-23
	Form 7-13. No Arrangement for Compensation (Member-Managed)	7-23
	Form 7-14. Compensation (Manager-Managed)	7-23
	Form 7-15. Extraordinary Compensation	7-24
7.9.	Standard of Care and Degree of Loyalty	7-24
	Form 7-15a. Elimination of Liability	7-28
	Form 7-15b. Limitation of Liability	7-28
	Form 7-16. Standard of Care and Degree of Loyalty	7-28.2
7.10.	Indemnification and Advancement	7-29
	Form 7-17. Liability and Indemnification of Members (Manager-Managed)	7-34
	Form 7-18. Liability and Indemnification of Members (Member-Managed)	7-34.1
	Form 7-18a. Indemnification and Insurance	7-34.2
7.11.	Liability to Third Parties	7-34.5
7.12.	Piercing the Veil of Limited Liability	7-34.6
7.13.	Power of Attorney	7-34.10
	Form 7-19. Power of Attorney	7-34.10
7.14.	Access to and Confidentiality of Information; Records	7-34.11
	Form 7-20. Access to Information Provision	7-34.15

7.15.	Series of Members, Managers, or Limited Liability Company Interests	7-34.16
	Form 7-21. Certificate of Formation Provision Setting Forth Limitation of Interseries Liabilities	7-34.21
	Form 7-22. Provision Authorizing Manager of Manager-Managed Limited Liability Company to Designate Separate Series and Classes of Members and Interests	7-35
	Form 7-23. Provision Designating Separate Series of Members and Interests	7-37
CHAPTER 8: TRANSFER AND BUY-SELL PROVISIONS		8-1
8.1.	The Act's Rules for Transfers	8-3
	Form 8-1. Form of Charging Order	8-6
8.2.	Tax Aspects of Transfer Restrictions	8-6.1
	8.2.1. Termination of the LLC	8-6.1
8.3.	Preliminary Drafting Considerations	8-6.2
	Form 8-1a. Definitional Provision — Transfer	8-6.2
	Form 8-2. Definitional Provisions — Interest and Membership Rights	8-6.3
8.4.	Drafting Transfer Provisions That Follow the Act's Rules	8-7
	Form 8-3. Transfer Provision Following the Act's Rules	8-7
8.5.	Drafting Transfer Provisions That Permit Free Transferability of Interests	8-8
	Form 8-4. Free Transferability of Interests and Rights	8-8
8.6.	Drafting Transfer Provisions that Absolutely Prohibit Transfer of Any Kind	8-9
	Form 8-5. Absolute Prohibition of Transfers	8-9
8.7.	Drafting Transfer Provisions That Permit Transfers Only on Certain Conditions	8-10
	8.7.1. In General	8-10
	Form 8-6. Transfer Permitted on Satisfaction of Certain Conditions	8-10
	8.7.2. First Refusal Rights	8-11
	Form 8-7. Right of First Refusal; LLC Purchases; Installments Allowed	8-12
	Form 8-8. Right of First Refusal; Member's Purchase Payment Terms Matched	8-14
	8.7.3. Right of First Offer	8-16
	Form 8-9. Right of First Offer; LLC Purchases; Cash Purchase	8-16
	Form 8-9a. Tag-Along Right	8-17
	8.7.4. Admission of Transferee as a Member	8-19

	Form 8-10. Transferee Not Admitted as Member without Consent of Members	8-20
	Form 8-11. Transferee Automatically Admitted as Member	8-20
8.7.5.	Transfers to Members' Affiliates and Family	8-20
	Form 8-12. Definitional Provision — Family	8-20
	Form 8-13. Transfers to Affiliates and Family	8-20.1
	Form 8-13a. Transfers to Affiliates	8-20.1
8.8.	Withdrawal under the Act	8-20.4
8.8.1.	Resignation	8-20.4
	Form 8-14. Resignation Defined	8-20.4
	Form 8-15. Resignation — Not Permitted	8-20.4
8.8.2.	Involuntary Withdrawal	8-20.5
	Form 8-16. Involuntary Withdrawal Defined (Long Form)	8-21
	Form 8-17. Involuntary Withdrawal Defined (Short Form)	8-22
8.9.	Consequences of Dissociation in General	8-22
8.10.	Creating Buy-out Rights	8-22
	Form 8-18. Optional Buy-out; Company Buys; Cash Purchase	8-23
	Form 8-19. Mandatory Buy-out; Members buy; Installments Permitted	8-24
8.11.	Valuation Provisions	8-25
	Form 8-21. Book Value	8-26
	Form 8-20. Agreed Value	8-25
	Form 8-22. Appraised Value	8-27
8.12.	Miscellaneous Transfer Provisions	8-28
	Form 8-23. Installment Buy-outs	8-28
	Form 8-24. Insolvency Form	8-29
	Form 8-25. Members Not Required to Assume Company's Obligation	8-30
CHAPTER 9: DISSOLUTION		9-1
9.1.	Tax Aspects of LLC Dissolution	9-2
9.2.	Overview of the Act's Dissolution Provisions	9-2
	Form 9-1. Dissolution — Comprehensively Describes All Events of Dissolution; Requires Unanimity of Members to Continue if Dissolution Is Due to Dissociation of Member	9-4
	Form 9-2. Sample Resolutions Approving Continuation of Business after Dissolution	9-4
9.3.	Revocation of Dissolution	9-5
9.4.	Certificate of Cancellation	9-5

	Form 9-3.	Certificate of Cancellation Signed by Members. . .	9-6
	Form 9-4.	Certificate of Cancellation Signed by Authorized Person	9-7
9.5.		Procedure for Winding Up and Distribution of Assets	9-8
	Form 9-5.	Procedure for Winding Up in Member- Managed LLC.	9-10
	Form 9-6.	Procedure for Winding Up in Manager- Managed LLC.	9-10
	Form 9-7.	Filing of Certificate of Cancellation — Member-Managed LLC	9-10
	Form 9-8.	Filing of Certificate of Cancellation — Manager-Managed LLC	9-11
9.6.		Judicial Dissolution	9-11
9.7.		Failure to Pay Taxes and Revival of LLC	9-14
	Form 9-9.	Certificate of Revival	9-15
9.8.		Liability of Members of LLC in Dissolution.	9-15
9.9.		Appointment of Trustee or Receiver	9-16
		CHAPTER 10: BOOKS, RECORDS, AND ACCOUNTING	10-1
10.1.		Maintenance and Access to Books and Records	10-2
10.2.		Banking	10-3
	Form 10-1.	Bank Accounts	10-3
10.3.		Records.	10-3
	Form 10-2.	Maintenance of Records — Member-Managed LLC — Short Form	10-4
	Form 10-3.	Maintenance of Records — Manager-Managed LLC — Short Form	10-5
	Form 10-4.	Maintenance of Records — Manager-Managed LLC — Long Form	10-6
10.4.		Accounting Period	10-7
	Form 10-5.	Calendar Year Accounting Period Specified	10-7
	Form 10-6.	Fiscal Year Accounting Period Specified.	10-7
	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	10-8
10.6.		“Tax Matters Member”	10-8
	Form 10-9.	Tax Matters Member (Short Form)	10-9
	Form 10-10.	Tax Matters Member (Long Form).	10-9
10.7.		Tax Elections	10-10
	Form 10-11.	Tax Elections	10-10

**PART III
MISCELLANEOUS**

CHAPTER 11:	REORGANIZATION DOCUMENTS	11-1
11.1.	In General	11-2
11.2.	Admission of New Members	11-2
11.2.1.	Acquisition of Interest from Company	11-2
	Form 11-1. Simple Subscription Agreement for LLC Membership Interest	11-5
	Form 11-2. Long Form Subscription Agreement for LLC Membership Interest	11-7
	Form 11-3. First Amendment to Limited Liability Company Agreement Admitting Assignee of Interest as a Member	11-11
11.2.2.	Acquisition of Interest from Another Member	11-13
	Form 11-4. Joinder Agreement	11-14
11.3.	Mergers	11-14
11.3.1.	In General	11-14
11.3.2.	Requirements of the Act	11-15
	Form 11-5. Certificate of Merger of Domestic LLC with Domestic Entity	11-18
	Form 11-6. Certificate of Merger of Domestic LLC with Foreign Entity	11-19
	Form 11-7. Certificate of Termination of a Certificate of Merger	11-20
	Form 11-7a. Form of Merger Agreement Merging Corporation into LLC	11-21
11.3.3.	Contractual Appraisal Rights	11-22.10
11.3.4.	Application of Equitable Principles	11-22.10
11.4.	Recapitalizing the LLC	11-22.10
	Form 11-8. Form of Amendment of Limited Liability Company Agreement	11-23
11.5.	Domestication	11-24
	Form 11-9. Certificate of Limited Liability Company Domestication	11-26
11.6.	Transfer and Continuance	11-27
	Form 11-10. Certificate of Transfer	11-29
11.7.	Conversion to Delaware LLC	11-29
11.8.	Conversion of Delaware LLC to other Delaware Entity	11-31
11.9.	Conversion of Delaware Limited Liability Company to other Foreign Entity	11-31

Form 11-10a. Certificate of Conversion to Non-Delaware Entity	11-33
Form 11-11. Certificate of Conversion.	11-34
CHAPTER 12: DOING INTERSTATE BUSINESS, SUITS, AND MISCELLANEOUS	12-1
12.1. Foreign LLCs Doing Business in Delaware.	12-2
12.1.1. Governing Law	12-2
12.1.2. Procedure for Registration and Registered Agent Requirement.	12-3
Form 12-1. Application for Registration of a Foreign Limited Liability Company	12-4.1
12.1.3. Filing Fee	12-5
12.1.4. Issuance and Cancellation of Registration	12-5
12.1.5. Doing Business without Registration	12-6
12.2. Delaware LLCs Doing Business Outside of Delaware	12-7
12.3. Suits	12-7
12.4. Personal Jurisdiction	12-9
12.5. Miscellaneous.	12-12
12.5.1. Construction of the Act and Limited Liability Company Agreements.	12-12
12.5.2. Severability	12-13
12.5.3. Annual Tax	12-13
Form 12-2. Certificate to Restore Good Standing	12-14
Form 12-3. Certificate of Revival	12-14
CHAPTER 13: LIMITED LIABILITY PARTNERSHIPS	13-1
13.1. Introduction	13-2
13.2. Formation of an LLP	13-3
Form 13-1. Certificate of Application	13-4
13.3. Name Requirement.	13-4
Form 13-2. Application for Name Reservation.	13-5
13.4. Status of Limited Liability Partnership	13-5
13.5. Governing Laws	13-6
13.6. Fees	13-6
13.7. Dissolution and Settlement of Accounts	13-6
13.8. Foreign and Interstate Commerce	13-6
CHAPTER 14: DELAWARE STATUTORY TRUSTS.	14-1
14.1. Introduction	14-3
14.2. Formation of a Statutory Trust.	14-5
14.2.1. Certificate of Trust	14-5

	Form 14-1.	Form of Certificate of Trust	14-6
	Form 14-2.	Certificate of Trust Provision for Trust with Limitation of Interseries Liabilities authorized by 12 <i>Del. C. § 3804(a)</i>	14-7
14.2.2.	Name Requirement		14-7
	Form 14-3.	Application for Name Reservation. . .	14-8
14.2.3.	Delaware Trustee and Registered Agents		14-9
	Form 14-4.	Certificate of Trust Provision for Trust with a Delaware Registered Agent and Office	14-10
14.2.4.	Certificates of Amendment, Restatement, Correction, and Cancellation		14-10
	Form 14-5.	Certificate of Cancellation	14-11
14.2.5.	Execution of Certificates and Governing Instrument		14-12
14.2.6.	Fees		14-12
14.3.	Beneficial Owners and Capital Contributions.		14-13
	14.3.1.	Nature of Beneficial Interests	14-13
	14.3.2.	Liability of Beneficial Owners.	14-13
	14.3.3.	Contributions by Beneficial Owners	14-14
	14.3.4.	Rights of Creditors of Beneficial Owners	14-15
14.4.	Trustees and Management.		14-15
	14.4.1.	Trustees and Governing Instrument Defined.	14-15
	14.4.2.	Trustees' Duties; Delegation of Authority and Management.	14-16
	14.4.3.	Voting and Consent Powers	14-17
	14.4.4.	Liability of Trustees and Managers; Fiduciary Duties	14-18
	14.4.5.	Indemnification	14-19
	14.4.6.	Access to Information; Records.	14-20
	14.4.7.	Series of Statutory Trusts	14-20
14.5.	Dissolution and Winding Up.		14-21
	14.5.1.	Events of Dissolution.	14-21
	14.5.2.	Winding Up and Cancellation	14-22
14.6.	Reorganizations and Mergers		14-22
	14.6.1.	Mergers	14-22
		Form 14-6. Certificate of Merger	14-24
	14.6.2.	Conversions	14-25
		Form 14-7 Certificate of Conversion	14-26
	14.6.3.	Transfers.	14-26
14.7.	Foreign Trusts and Interstate Business		14-27
14.8.	Suits.		14-28

14.8.1.	Derivative Actions	14-28
14.8.2.	Jurisdiction and Service of Process	14-28
CHAPTER 15: COMPENSATION STRATEGIES FOR THE LLC		15-1
15.1.	Introduction	15-2
15.2.	IRC Section 83	15-3
15.3.	Hypo, LLC	15-5
15.4.	Specific Compensation Methods	15-9
15.4.1.	General	15-9
15.4.2.	The Importance of Member Involvement	15-10
15.4.3.	Loss Allocation and Debt Guarantees	15-11
15.4.4.	Equity Interest vs. Non-Equity Incentive Compensation	15-12
15.4.4.1.	Equity Interests	15-13
15.4.4.1.1.	“Full Equity Interest”	15-13
15.4.4.2.	Point System Compensation	15-14
15.5.	Compensation Comparison Chart	15-15
15.6.	Phantom Income and Distributions	15-18
15.6.1.	General	15-18
15.6.1.1.	Separate Calculations for Each Member	15-18
15.6.1.2.	Standard Distribution Rate	15-19
15.6.1.3.	Highest Incremental Tax Rate	15-20
15.7.	Self-Employment Tax	15-21
15.8.	Securities Law Issues	15-22

**PART IV
APPENDICES**

APPENDIX A:	MEMBER-MANAGED LIMITED LIABILITY COMPANY AGREEMENT OF _____ LIMITED LIABILITY COMPANY.	APP A-1
APPENDIX B:	MANAGER-MANAGED LIMITED LIABILITY COMPANY AGREEMENT OF _____ LIMITED LIABILITY COMPANY.	APP B-1
APPENDIX C:	SINGLE MEMBER LLC AGREEMENT	APP C-1
APPENDIX D:	DELAWARE LIMITED LIABILITY COMPANY ACT	APP D-1
APPENDIX E:	DELAWARE REVISED UNIFORM PARTNERSHIP ACT	APP E-1
APPENDIX F:	CHECK-THE-BOX REGULATIONS.	APP F-1

APPENDIX G: IRS FORM 8832 APP G-1
APPENDIX H: DELAWARE STATUTORY TRUST ACT. APP H-1
APPENDIX I: GUARANTY AGREEMENT APP I-1
APPENDIX J: CREDIT ENHANCEMENT AGREEMENT. APP J-1
**APPENDIX K: PLEDGE OF LIMITED LIABILITY
COMPANY INTERESTS IN ABC, L.L.C. APP K-1**
**APPENDIX L: EQUITY INTEREST PLAN STOCK GRANT
AGREEMENT APP L-1**
**APPENDIX M: NON-EQUITY PLAN: COMMUNICATIONS,
LLC APP M-1**
**APPENDIX N: COMPARISON OF STATE LLC FEES AND
FILING INFORMATION APP N-1**
**APPENDIX O: XYZ COMPANY, LLC INDEMNIFICATION
AGREEMENT APP O-1**
APPENDIX P: SERIES LLC AGREEMENT APP P-1

**PART V
INDICES**

Cumulative Table of Internal Revenue Code Citations INDEX-1
Cumulative Table of Treasury Regulations INDEX-2
Cumulative Table of Revenue Rulings and Revenue Procedures INDEX-3
Cumulative Table of Delaware Act Sections — LLC INDEX-4
Cumulative Table of Delaware Act Sections — Partnerships INDEX-11
Cumulative Table of Delaware Statutory Trust Act Sections INDEX-12
Table of Cases INDEX-16
Subject Index INDEX-19
Forms Index INDEX-32