

Table of Contents

About the Editors	vii
Acknowledgments	ix
Software Instructions	xi
CHAPTER 1: INTRODUCTION	1-1
1.1. Nature and Use of This Practice Manual	1-2
1.2. Comparison of the LLC with Other Entities	1-2
1.3. History of the LLC	1-3
1.4. Classification of the LLC as a Partnership for Federal Income Tax Purposes	1-4
1.4.1. Introduction	1-4
1.4.2. The Check-the-Box Regulations	1-5
1.4.2.1. Eligible Entities and Business Entities	1-6
1.4.2.2. Check-the-Box Election	1-7
1.4.2.3. Single-Member LLCs	1-8
1.4.2.4. Transition Rules	1-9
1.4.3. Pre-Check-the-Box Regulation Authorities	1-9
1.4.3.1. Overview of Pre-Check-the-Box Authorities	1-10
1.4.3.2. Consequences of Failing to Obtain Partnership Classification	1-11
1.4.3.3. Ancient Tax History of the LLC	1-12
1.4.3.4. Understanding the Classification Rules Pre-Revenue Proc. 95-10	1-13
1.4.3.4.1. Limited Liability Prior to Rev. Proc. 95-10	1-13
1.4.3.4.2. Continuity of Life Prior to Rev. Proc. 95-10	1-13
1.4.3.4.3. Free Transferability of Interests Prior to Rev. Proc. 95-10	1-15
1.4.3.4.4. Centralized Management Prior to Rev. Proc. 95-10	1-16
1.4.3.5. Revenue Procedure 95-10, 1995-1 CB 501	1-17
1.4.3.5.1. Rev. Proc. 95-10: Continuity of Life	1-18
1.4.3.5.2. Rev. Proc. 95-10 Centralized Management.	1-18

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

1.4.3.5.3.	Rev. Proc. 95-10: Free Transferability of Interests . . .	1-19
1.4.3.5.4.	Limited Liability.	1-19
1.5.	Certain Issues Involving Single-Member LLCs and Disregarded Entities	1-20
1.5.1.	Introduction	1-20
1.5.2.	DLLC Employer Identification Number	1-20
1.5.3.	Member Liability for DLLC Employment Tax	1-20.1
1.5.4.	DLLC Liability for Member Personal Debt	1-20.1
1.5.5.	Type “A” Reorganizations Involving Disregarded Entities	1-20.3
1.6.	The Oklahoma Limited Liability Company Act—An Overview	1-20.4
CHAPTER 2: FORMATION AND ORGANIZATION		2-1
2.1.	Introduction	2-2
2.2.	Preformation Matters.	2-2
Form 2-1.	Memorandum Attendant to the Execution and Filing of Articles of Organization.	2-3
Form 2-2.	Letter Directing Execution and Filing of Articles of Organization	2-3
2.3.	Articles of Organization	2-4
2.3.1.	Basic Requirements	2-4
Form 2-3.	Articles of Organization — Signed by Agent . .	2-7
Form 2-4.	Articles of Organization — Signed by Organizer	2-7
2.3.2.	Optional Provisions	2-8
2.4.	Articles of Correction	2-9
Form 2-5.	Articles of Correction of Articles of Organization	2-10
2.5.	Articles of Amendment	2-10
Form 2-6.	Articles of Amendment	2-11
2.6.	Reservation of Name.	2-11
Form 2-7.	Application to Reserve Name	2-12
Form 2-8.	Notice of Transfer of Reserved Name	2-12
2.7.	Change of Resident Agent, Change of Address of Resident Agent, Change of Address of Registered Office . .	2-13
Form 2-9.	Change of Resident Agent by Manager.	2-13
Form 2-10.	Change of Address of Resident Agent.	2-14
Form 2-11.	Change of Address of Registered Office by Manager	2-14

TABLE OF CONTENTS

CHAPTER 3: THE OPERATING AGREEMENT	3-1
3.1. In General	3-2
3.2. "Operating Agreement" Defined	3-3
3.3. Flexibility of LLC Form	3-3
3.4. Form of Operating Agreement	3-4
3.5. Single-Member LLC	3-6
3.6. Formality of Adoption	3-7
3.7. Amendment	3-7
3.8. Form Operating Agreements	3-7
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	4-3
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. "Economic Interest" Compared to "Membership Interests"	4-5
4.5.2. "Interest Holder" Compared to "Member"	4-5
Form 4-5. General Definitions	4-6
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	4-8
4.7. Name	4-8
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	4-9
Form 4-10. Any Lawful Purpose	4-9
Form 4-11. Specific Purpose	4-10
Form 4-12. Purpose Limited to Real Estate	4-10
4.9. Term	4-10
Form 4-13. Term Commences on Date of Filing of Articles	4-11
Form 4-14. Term Commences upon Execution of Operating Agreement	4-11

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

4.10	Registered Office	4-11
	Form 4-15. Registered Office of LLC Managed by Members	4-12
	Form 4-16. Registered Office of LLC Managed by Managers	4-12
4.11.	Resident Agent	4-12
	Form 4-17. Resident Agent	4-12
4.12.	Members	4-12
	Form 4-18. Schedule of Members Set Forth in Exhibit	4-13
	Form 4-19. Schedule of Members Set Forth in Text of Agreement	4-13
	Form 4-20. Schedule of Members (without Percentages)	4-14
4.13.	Miscellaneous Provisions	4-15
	Form 4-21. Miscellaneous Provisions	4-15
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
5.3.	Additional Capital Contributions	5-5
	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	5-6
	Form 5-7. No Liability beyond Initial Capital Contribution	5-7
	Form 5-8. No Liability beyond Additional Capital Contributions	5-7
5.4.	Default in Payment of Contributions	5-7
	Form 5-9. Remedy of Reduction of Member's Interest in Event of Failure to Make Contribution of Manager-Managed LLC	5-8
5.5.	Interest on Capital Contributions	5-8
	Form 5-10. No Interest on Capital Contributions	5-9
	Form 5-11. Interest on Capital Contributions	5-9

TABLE OF CONTENTS

5.6.	Return of Capital Contributions	5-9
	Form 5-12. Return of Capital Contributions — Unanimous Consent of Members and Compliance with Act Required	5-10
5.7.	Form of Distribution	5-10
	Form 5-13. Form of Distribution — No Right to Receive Anything but Cash	5-10
	Form 5-14. Form of Distribution — Form of Distribution Is at Discretion of Manager in Manager-Managed LLC	5-11
5.8.	Capital Accounts	5-11
	Form 5-15. Capital Accounts (Simple Definition)	5-11
5.9.	Loans	5-11
	Form 5-16. Loans — General Authority of LLC to Borrow Money from Members on Terms to Be Agreed Upon in Future	5-12
	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	5-12

**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 Act	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	6-5
	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	6-9
	Form 6-1. Distribution Definitions	6-9
	6.5.2. Allocation-Related Definitions	6-10
	Form 6-2. Tax Definitions	6-10
6.6.	Basic Distribution Provisions	6-13
	6.6.1. In General	6-13
	6.6.2. Cash Flow from Operations	6-14

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

Form 6-3. Distributions of Cash Flow	6-14
6.6.3. Distribution of Capital Proceeds	6-14
Form 6-4. Distribution of Capital Proceeds	6-14
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.	6-17
6.7.2. Qualified Income Offset and Minimum Gain Chargeback	6-18
Form 6-8. Qualified Income Offset and Minimum Gain Chargeback	6-19
6.7.3. Other Regulatory Allocations.	6-19
Form 6-9. Regulatory Allocations	6-20
6.7.4. General Provisions	6-22
Form 6-10. General Provisions.	6-22
6.8. Complex and Disproportionate Distribution and Allocation Provisions	6-23
6.8.1. Distribution Preferences	6-23
Form 6-11. Distribution Preference.	6-24
6.8.2. Disproportionate. Allocation of Losses	6-25
Form 6-12. Disproportionate Allocation of Loss	6-26
6.8.3. Flip	6-26
Form 6-13. Flip on Sale.	6-27
CHAPTER 7: MANAGEMENT PROVISIONS	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	7-3
7.1.3. Managers and Other Agents	7-4
7.2. Member-Managed LLC Provisions.	7-4
Form 7-1. Simple Member-Management Provision.	7-4
Form 7-2. Member-Management but with Appointment of Ministerial Manager	7-5
7.3. Representative Management	7-5
7.3.1. Management by a “General Partner”-Like Manager	7-6
Form 7-3. Manager with “General Partner”-Like Authority	7-6

TABLE OF CONTENTS

Form 7-4. Manager with “General Partner”-Like Authority — Alternate Form.	7-8
7.3.2. Management by Management Committee.	7-9
Form 7-5. Management Committee	7-11
7.3.3. Management by One Class of Members	7-11
Form 7-6. Definition of Class A and Class B Members . . .	7-11
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)	7-12
7.3.4. Delegation by Manager	7-12
7.4. Replacement of Managers	7-13
Form 7-9. Removal of Manager for Any Reason	7-13
Form 7-10. Removal of Manager for Only Specified Reasons	7-14
7.5. Meetings of Members	7-14
Form 7-11. Procedure for Calling and Holding Meetings . . .	7-15
Form 7-12. Procedure for Calling and Holding Meetings — Only Class A Members Vote	7-15
7.6. Informal Action of Members; Form of Member Consents. . .	7-16
Form 7-13. Informal Actions	7-16
Form 7-14. Form of Consent of Members	7-18
7.7. Deadlock and Resolution	7-18
Form 7-15. Arbitration of Deadlock	7-19
Form 7-16. Russian Roulette in the Event of Deadlock. . . .	7-22
Form 7-17. Submission of Sealed Bids in the Event of Deadlock	7-23
7.8. Compensation and Reimbursement	7-23
Form 7-18. No Arrangement for Compensation (Member-Managed)	7-24
Form 7-19. Compensation (Manager-Managed)	7-24
Form 7-20. Extraordinary Compensation	7-24
7.9. Standard of Care and Degree of Loyalty	7-25
Form 7-21. Standard of Care and Degree of Loyalty.	7-25
Form 7-22. Standard of Care and Degree of Loyalty — Same Obligations as Imposed on Corporate Directors	7-26
7.10. Indemnification.	7-27
Form 7-23. Indemnification of Manager (Manager-Managed)	7-27

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

Form 7-24. Indemnification of Members (Member-Managed)	7-28
Form 7-25. Liability and Indemnification of Managers — Follows OGCA	7-28
7.11. Power of Attorney	7-29
Form 7-26. Power of Attorney	7-29
CHAPTER 8: TRANSFER AND BUY-SELL PROVISIONS	8-1
8.1. The Act’s Default Rules for Transfers.	8-3
8.2. Tax Aspects of Transfer Restrictions	8-3
8.2.1. Partnership Classification Prior to Check-the-Box Regulations	8-3
8.2.2. Termination of the LLC	8-4
8.2.3. Basis Issues.	8-4
8.3. Preliminary Drafting Considerations.	8-5
Form 8-1. Definitional Provision — Transfer	8-5
Form 8-2. Definitional Provisions — Economic Interest and Membership Rights	8-5
8.4. Drafting Transfer Provisions That Follow the Act’s Default Rules	8-6
Form 8-3. Transfer Provision Following Act’s Default Rules	8-6
8.5. Drafting Transfer Provisions That Permit Free Transferability of Interests	8-6
Form 8-4. Free Transferability of Interests and Rights . . .	8-7
8.6. Drafting Transfer Provisions That Absolutely Prohibit Transfers of Any Kind.	8-7
Form 8-5. Absolute Prohibition of Transfers	8-7
8.7. Drafting Transfer Provisions That Permit Transfers Only on Certain Conditions.	8-8
8.7.1. In General.	8-8
Form 8-6. Transfer Permitted on Satisfaction of Certain Conditions	8-8
8.7.2. First Refusal Rights	8-9
Form 8-7. Right of First Refusal; LLC Purchases; Installments Allowed	8-10
Form 8-8. Right of First Refusal; Member’s Purchase Payment Terms Matched	8-11
Form 8-9. Right of First Offer; LLC Purchases; Cash Purchase	8-13
8.7.3. Admission of Transferee as a Member.	8-14

TABLE OF CONTENTS

Form 8-10. Transferee Not Admitted as Member without Consent of Members . . .	8-15
Form 8-11. Transferee Automatically Admitted as Member	8-15
8.7.4. Transfers to Members' Affiliates and Family	8-15
Form 8-12. Definitional Provision — Family	8-16
Form 8-13. Transfers to Affiliates and Family	8-16
8.8. Withdrawal under the Act	8-16
Form 8-14. Withdrawal — Not Permitted	8-17
Form 8-15. Withdrawal — Permitted	8-17
8.9. Expulsion	8-17
Form 8-16. Expulsion	8-17
8.10. Buy-out Provisions	8-18
Form 8-17. Buy-out; Company Buys; Installments Permitted	8-18
Form 8-18. Buy-out; Members Buy; Installments Permitted	8-19
8.11. Valuation Provisions	8-20
Form 8-19. Agreed Value	8-20
Form 8-20. Book Value	8-20
Form 8-21. Appraised Value	8-21
8.12. Miscellaneous Transfer Provisions	8-22
Form 8-22. Installment Buy-outs	8-22
Form 8-23. Insolvency Form	8-23
Form 8-24. Members Not Required to Assume Company's Obligation	8-24
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
9.3. Events of Dissolution	9-3
Form 9-1. Dissolution — Member's Departure Does Not Trigger Dissolution	9-5
Form 9-2. Dissolution — Member's Departure Triggers Dissolution	9-5
9.4. Procedure for Winding Up and Distribution of Assets	9-6
Form 9-3. Procedure for Winding Up in Member-Managed LLC	9-6
Form 9-4. Procedure for Winding Up in Manager-Managed LLC	9-7

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

Form 9-5.	Procedure for Winding Up in Member-Managed LLC; Reference to Another Section of Operating Agreement for Manner of Distribution to Members	9-7
Form 9-6.	Procedure for Winding Up in Manager-Managed LLC; Reference to Another Section of Operating Agreement for Manner of Distribution to Members	9-7
Form 9-7.	Procedure for Winding Up and Distribution of Assets in Manager-Managed LLC — Manager Acts as Liquidating Trustee	9-8
9.5.	Termination; Articles of Dissolution	9-8
Form 9-8.	Filing of Articles of Dissolution — Member-Managed LLC	9-9
Form 9-9.	Articles of Dissolution Signed by Members	9-9
Form 9-10.	Filing of Articles of Dissolution — Manager-Managed LLC	9-10
Form 9-11.	Articles of Dissolution Signed by Manager.	9-11
CHAPTER 10: BOOKS, RECORDS, AND ACCOUNTING		10-1
10.1.	Introduction	10-2
10.2.	Banking Matters	10-3
Form 10-1.	Bank Accounts	10-3
10.3.	Records	10-3
Form 10-2.	Maintenance of Records (Short Form: Member-Managed)	10-3
Form 10-3.	Maintenance of Records (Long Form: Manager-Managed LLC)	10-4
10.4.	Establishment of Accounting Period	10-5
Form 10-4.	Calendar Year Accounting Period	10-5
Form 10-5.	Fiscal Year Accounting Period Specified	10-5
Form 10-6.	Accounting Period Established Specified by Members or Managers	10-5
10.5.	Inspection and Reports	10-6
Form 10-7.	Preparation of Reports (Short Form: Member-Managed or Manager-Managed LLC)	10-6
Form 10-8.	Preparation of Reports (Long Form: Manager-Managed LLC)	10-7
10.6.	Tax Matters Partner	10-7
Form 10-9.	Tax Matters Partner (Short Form)	10-8

TABLE OF CONTENTS

Form 10-10. Tax Matters Partner (Long Form)	10-8
10.7. Tax Elections.	10-9
Form 10-11. Tax Elections (Broad Authority: Manager-Managed LLC)	10-9
Form 10-12. Tax Elections (Narrow Authority: Member-Managed or Manager- Managed LLC)	10-9
10.8. Title to Property	10-10
Form 10-13. Title to Property (Requires Title in Company Name)	10-10
Form 10-14. Title to Company Property (Permits Use of Nominee)	10-10
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. Subscription Agreement for Membership Interest (Simple Form)	11-4
Form 11-2. Subscription Agreement for Membership Interest (Complex Form)	11-5
Form 11-3. Amendment to Operating Agreement Admitting Assignee of Interest as a Member	11-10
11.2.2. Acquisition of Membership Interest from Another Member	11-12
Form 11-4. Assignment of Membership Interest	11-13
Form 11-5. Joinder Agreement	11-18
11.3. Conversion of an Existing Entity into an LLC	11-18
11.3.1. In General	11-18
11.3.2. Conversion of General Partnership to LLC	11-19
11.3.2.1. Agreements Necessary to Effect Conversion	11-22
Form 11-6. Agreement to Convert General Partnership to LLC	11-22
Form 11-7. Assignment of General Partnership Interests to LLC	11-24
Form 11-8. Consent of Members Approving Liquidation of Partnership into LLC	11-25
11.3.2.2. Necessary Modifications to Operating Agreement	11-25

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

Form 11-9. Explanatory Statement for Operating Agreement . . .	11-26
Form 11-10. Term Is Continuation of Term of Partnership	11-26
Form 11-11. Initial Capital Contributions — In Property Consisting of Partnership Interests in LLC’s Predecessor	11-27
11.3.3. Conversion of Limited Partnership to LLC	11-27
11.3.4. Conversion of Corporation to LLC	11-28
11.4. Conversion of an LLC into a Corporation.	11-30
11.5. Recapitalizing the LLC	11-31
Form 11-12. Amendment to Operating Agreement Reflecting Recapitalization of an LLC	11-31
11.6. Mergers Involving an Oklahoma LLC	11-32
Form 11-13. Merger of Two Oklahoma LLCs	11-34
11.7. Statutory Conversions Involving an Oklahoma LLC	11-35
Form 11-14. Conversation of Oklahoma Corporation to Oklahoma LLC	11-36
CHAPTER 12: DOING INTERSTATE BUSINESS	12-1
12.1. Foreign LLCs Doing Business in Oklahoma	12-2
12.1.1. Governing Law	12-2
12.1.2. Registration Requirement for Foreign LLCs.	12-2
12.1.2.1. Doing Business	
12.1.3. Procedure for Registration.	12-3
Form 12-1. Application for Registration of a Foreign Limited Liability Company	12-4
12.1.4. Filing Fee.	12-5
12.1.5. Issuance and Amendment of Certificate of Registration.	12-6
12.1.6. Withdrawal from Registration.	12-6
12.1.7. Doing Business without Registration	12-6
12.1.8. Foreign LLC as Surviving Entity in a Merger	12-7
12.2. Oklahoma LLCs Doing Business Outside of Oklahoma. . . .	12-8
12.2.1. Arkansas	12-8
12.2.2. Colorado	12-8.1
12.2.3. Kansas	12-10
12.2.4. Missouri.	12-11

TABLE OF CONTENTS

12.2.5. New Mexico 12-12
 12.2.6. Texas 12-13
 12.3. Oklahoma LLCs Doing Business in States That Lack
 Foreign LLC Qualification Procedures. 12-14

**CHAPTER 13: PROFESSIONAL LIMITED LIABILITY
 COMPANIES AND LIMITED LIABILITY
 PARTNERSHIPS 13-1**

13.1. Historical Background and Overview 13-2
 13.1.1. Professional LLCs 13-2
 13.1.2. Limited Liability Partnerships 13-2
 13.2. Formation of a Professional LLC 13-3
 13.3. Operation of a Professional LLC 13-4
 13.3.1. Professional Services and Related Professional
 Services 13-5
 13.3.2. Ownership and Management 13-5
 13.3.3. Regulation of Practice 13-5
 13.4. Withdrawal from or Dissolution of a Professional LLC 13-5
 13.5. Issues Pertaining to the Use of LLCs by Attorneys 13-6
 13.6. Form of Operating Agreement for Professional Practice 13-7
 Form 13-1. Articles of Organization — Professional 13-7
 13.7. Oklahoma Limited Liability Partnership Act 13-8
 13.8. Oklahoma Revised Uniform Partnership Act 13-8
 13.8.1. Scope of Business Activities 13-9
 13.8.2. Limited Liability Provisions. 13-9
 13.8.3. Approval of Partners. 13-10
 Form 13-2. Consent to Limited Liability Partnership
 Filing 13-10
 13.8.4. Registration 13-11
 Form 13-3. Registration of Limited Liability
 Partnership 13-12

CHAPTER 14: MISCELLANEOUS FORMS 14-1

14.1. Opinion Letters 14-2
 Form 14-1. Form of Opinion Letter in Connection
 With a Bank Loan to an LLC 14-2
 14.2. Responsibility for Losses Derived from Guarantees
 of LLC Obligations 14-11
 Form 14-2. Indemnity and Contribution
 Agreement (Obligation Guaranteed
 by Members) 14-12
 14.3. Pledges of LLC Membership Interests 14-15

OKLAHOMA LLC FORMS AND PRACTICE MANUAL

Form 14-3. Collateral Assignment of Membership
Interest and Security Agreement 14-17
Form 14-4. Financing Statement 14-27

APPENDICES

**APPENDIX A: [MEMBER-MANAGED] OPERATING
AGREEMENT OF _____ L.L.C. . . . APP A-1**

**APPENDIX B: [MANAGER-MANAGED] OPERATING
AGREEMENT OF _____ L.L.C. . . . APP B-1**

**APPENDIX C: [PROFESSIONAL SERVICES]
OPERATING AGREEMENT
OF _____ A PROFESSIONAL
L.L.C. APP C-1**

**APPENDIX D: OKLAHOMA LLCs v. LIMITED PARTNER-
SHIPS: CHOICE OF ENTITY FOR
VALUATION DISCOUNTS
AFTER 1997 APP D-1**

**APPENDIX E: [MANAGER-MANAGED]
OPERATING AGREEMENT OF _____
L.L.C. APP E-1**

**APPENDIX F: SHORT-FORM OPERATING
AGREEMENT APP F-1**

APPENDIX G: ACTION OF SOLE MEMBER APP G-1

APPENDIX H: LLC ORGANIZATIONAL CHECKLIST .APP H-1

**APPENDIX I: LETTER TO NEW LLC REGARDING
OPERATIONAL AND OTHER
POST-FORMATION MATTERS APP I-1**

**APPENDIX J: OKLAHOMA LIMITED LIABILITY
ACT APP J-1**

**APPENDIX K: OPERATING AGREEMENT OF _____,
L.L.C. APPK-1**

TABLE OF CONTENTS

INDICES

Cumulative Table of Oklahoma Limited Liability Company	
Act Sections	INDEX-1
Cumulative Table of Internal Revenue Code Citations	INDEX-4
Cumulative Table of Treasury Regulations	INDEX-5
Cumulative Table of Revenue Rulings and Revenue Procedures	INDEX-6
Subject Index	INDEX-7
Forms Index	INDEX-18

