

# Contents

## PART I ORGANIZATION

<b>CHAPTER 1: INTRODUCTION</b> . . . . .	<b>1-1</b>
1.1. Nature and Use of This Practice Manual . . . . .	1-2
1.2. Comparison of the LLC with Other Entities . . . . .	1-2
Table 1. Comparison of Limited Liability Companies, Limited Partnerships, S Corporations, C Corporations, and Limited Liability Partnerships . . . . .	1-4
1.3. History of the LLC . . . . .	1-9
1.4. Classification of the LLC as a Partnership for Federal Income Tax Purposes. . . . .	1-9
1.4.1. Introduction . . . . .	1-9
1.4.2. Check-the-Box Regulations . . . . .	1-10
1.4.3. Kentucky Tax Aspects . . . . .	1-13
1.5. The Kentucky Limited Liability Company Act— An Overview . . . . .	1-14.1
1.6. Comparison of the Kentucky Act with Other LLC Acts . . . . .	1-14.2
1.6.1. Flexible vs. Bulletproof Statutes . . . . .	1-14.2
1.6.2. Term of the LLC . . . . .	1-14.2
1.6.3. Written Operating Agreement . . . . .	1-14.3
1.7. Limited Liability . . . . .	1-14.3
1.8. Liability for Certain Kentucky Taxes . . . . .	1-16.1
1.9. Diversity Jurisdiction. . . . .	1-17
1.10. Bankruptcy . . . . .	1-17
<b>CHAPTER 2: FORMATION AND ORGANIZATION</b> . . . . .	<b>2-1</b>
2.1. Introduction . . . . .	2-3
2.2. Preformation Matters . . . . .	2-3
2.3. Articles of Organization . . . . .	2-3
2.3.1. Basic Requirements . . . . .	2-3
Form 2-1. Articles of Organization without Restrictions on the Authority of Members—Signed by Agent . . . . .	2-5
2.3.2. Optional Provisions . . . . .	2-6
2.3.2.1. Provision Limiting Agency Authority of Members . . . . .	2-6

CONTENTS

	Form 2-2.	Articles of Organization with Provision for Management by a Manager—Signed by Agent . . . . .	2-7
	Form 2-3.	Consent of Registered Agent . . . . .	2-8
	Form 2-4.	Statement of Consent of Registered Agent . . . . .	2-9
	Form 2-4A.	Statement of Resignation of Registered Agent . . . . .	2-11
	Form 2-5.	Articles of Organization—Limited Liability Company . . . . .	2-13
	Form 2-6.	Articles of Organization—Professional Limited Liability Company . . . . .	2-15
	Form 2-7.	Articles of Organization—Non-Profit Limited Liability Company . . . . .	2-17
	2.3.3.	Filing Articles of Organization. . . . .	2-19
2.4.		Articles of Correction . . . . .	2-19
	Form 2-8.	Articles of Correction to Articles of Organization . . . . .	2-19
	Form 2-8A.	Articles of Correction . . . . .	2-20.1
2.5.		Articles of Amendment . . . . .	2-20.2
	Form 2-9.	Unanimous Consent of Members to Amend Articles of Organization . . . . .	2-21
	Form 2-10.	Consent of Members to Amend Articles of Organization Where Operating Agreement Does Not Require Unanimity . . . . .	2-22
	Form 2-11.	Articles of Amendment . . . . .	2-23
	Form 2-12.	Articles of Amendment (Limited Liability Company) . . . . .	2-25
2.6.		Reservation of Name . . . . .	2-26
	Form 2-13.	Reservation or Renewal of Reserved Name . . . . .	2-27
	Form 2-14.	Transfer of Reserved Name . . . . .	2-29
	Form 2-14A.	Cancellation of Reserved Name . . . . .	2-31
2.7.		Change of Registered Agent, Change of Address of Registered Office. . . . .	2-33
	Form 2-15.	Statement of Change of Registered Agent and/or Registered Office Address . . . . .	2-34
2.8.		Change of Principal Office Address . . . . .	2-35
	Form 2-15A.	Statement of Change of Principal Office Address. . . . .	2-36

2.9.	Assumed Name . . . . .	2-37
	Form 2-16. Certificate of Assumed Name . . . . .	2-38
	Form 2-17. Certificate of Renewal of Assumed Name. . . . .	2-40
	Form 2-17A. Amended Certificate of Assumed Name . . . . .	2-42
	Form 2-18. Certificate of Withdrawal of Assumed Name . . . . .	2-44
2.10.	Withdrawal of Filing Before Effectiveness . . . . .	2-46
	Form 2-19. Withdrawal of Filing Before Effectiveness . . . . .	2-47

**PART II  
OPERATIONS**

<b>CHAPTER 3:</b>	<b>THE OPERATING AGREEMENT . . . . .</b>	<b>3-1</b>
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.	Formality of Adoption. . . . .	3-5
3.6.	Amendment . . . . .	3-5
	3.6.1. In General. . . . .	3-5
	3.6.2. Formality Required. . . . .	3-5
3.7.	Form Operating Agreements . . . . .	3-6
3.8.	Ethical Considerations in Drafting Operating Agreements. . . . .	3-7
	Form 3-1. Separate Counsel . . . . .	3-9
	Form 3-2. Separate Counsel (Alternative) . . . . .	3-10
	Form 3-3. Joint Representation Waiver . . . . .	3-10
<b>CHAPTER 4:</b>	<b>ORGANIZATION . . . . .</b>	<b>4-1</b>
4.1.	Drafting LLC Organization Provisions . . . . .	4-3
4.2.	Introductory Paragraph or Preamble . . . . .	4-3
	Form 4-1. Introductory Paragraph—Names Parties . . . . .	4-3
	Form 4-2. Introductory Paragraph—Does Not Name Parties . . . . .	4-4
	Form 4-2A. Introductory Paragraph—Single Member . . . . .	4-4
4.3.	Background to Agreement . . . . .	4-4
	Form 4-3. Explanatory Statement . . . . .	4-4
4.4.	Confirmation of Agreement. . . . .	4-5
	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. Defined Terms . . . . .	4-7
4.6.	Agreement to Organize LLC . . . . .	4-8
	Form 4-6. General Agreement to Organize LLC . . . . .	4-8

CONTENTS

	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 . . .	4-10
4.8.	Purpose . . . . .		4-10
	Form 4-10.	Any Lawful Purpose . . . . .	4-10
	Form 4-11.	Specific Purpose . . . . .	4-10.1
	Form 4-12.	Purpose Limited to Real Estate . . . . .	4-10.1
4.9.	Term . . . . .		4-11
	Form 4-13.	Term Commences on Date of Filing of Articles . . . . .	4-11
	Form 4-14.	Term Commences upon Execution of Operating Agreement . . . . .	4-12
4.10.	Principal Office . . . . .		4-12
	Form 4-15.	Principal Office of LLC Managed by Members . . . . .	4-12
	Form 4-16.	Principal Office of LLC Managed by Managers . . . . .	4-12
4.11.	Registered Agent . . . . .		4-13
	Form 4-17.	Registered Agent . . . . .	4-13
4.12.	Members . . . . .		4-13
4.13.	Miscellaneous Provisions . . . . .		4-13
	Form 4-18.	Miscellaneous Provisions . . . . .	4-14
4.14.	Post-Organization Communication with Clients. . . . .		4-16
	Form 4-19.	Form of Post-Organization Reporting Letter to Client . . . . .	4-16
	Form 4-20.	Alternate Form of Letter to New LLC Regarding Operational and Other Post-Formation Matters. . . . .	4-18
4.15.	Issuance of Membership Certificates . . . . .		4-29
	Form 4-21.	Certificate for Units of Membership Interest . . .	4-29
4.16.	Single Member LLCs . . . . .		4-30
4.17.	Nonprofit LLC. . . . .		4-31

**CHAPTER 5: LIMITED LIABILITY COMPANY**

	<b>CAPITAL . . . . .</b>	<b>5-1</b>	
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 . . . . .	5-4.1

	Form 5-4.	Representation in Connection with Contribution of Property . . . . .	5-4.1
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 . . . . .	5-6.1
	Form 5-7.	No Liability Beyond Initial Capital Contribution . . . . .	5-6.3
	Form 5-8.	No Liability Beyond Additional Capital Contributions . . . . .	5-6.3
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 to Manager-Managed LLC . . . . .	5-7
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
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
5.10.	Noncompensatory Options and Convertible Equity . . . . .		5-12
	5.10.1.	Treatment of Grant of Options . . . . .	5-13
	5.10.2.	Treatment of Lapse of Noncompensatory Options . . . . .	5-13
	5.10.3.	Exercise of Noncompensatory Options . . . . .	5-14

CONTENTS

5.10.4.	Capital Accounts and Noncompensatory Options . . . . .	5-14
5.10.5.	When an Optionee Is Considered a Partner . . . . .	5-15
5.11.	Differing Interests . . . . .	5-16.1
	Form 5-18. Capitalization . . . . .	5-16.1
5.12.	LLC Interest Issued for Debt. . . . .	5-16.2
5.13.	Organization and Syndication Fees; Start-Up Expenses . . . . .	5-18
5.14.	Tax Consequences of Contributions . . . . .	5-20
5.15.	Guarantys of LLC Debt. . . . .	5-20.1
	Form 5-19. Guaranty Provision . . . . .	5-21
	Form 5-20. Contribution Agreement . . . . .	5-21

**CHAPTER 6: ALLOCATION AND DISTRIBUTION PROVISIONS . . . . .**

		<b>6-1</b>
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) . . . . .	6-5
6.4.1.	Overview . . . . .	6-5
6.4.2.	The Three Alternative Allocation Tests . . . . .	6-6
	6.4.2.1. The First Test: Partners' Interests in the Partnership . . . . .	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. . . . .	6-8
	6.4.2.4. Savings Clause . . . . .	6-9
	Form 6-1. Savings Clause . . . . .	6-10
6.4.3.	Allocations to Interest Holders . . . . .	6-10
6.4A.	Loss Deduction Limitations . . . . .	6-11
6.4A.1.	Basic Limitation . . . . .	6-11
	Form 6-1A. Allocation of Excess Nonrecourse Liabilities . . . . .	6-13
6.4A.2.	At Risk Limitation . . . . .	6-16
6.4A.3.	Passive Loss Limitation . . . . .	6-18
6.4A.4.	Investment Interest Limitation . . . . .	6-19
6.4A.5.	Business Interest Limitation. . . . .	6-21
	6.4A.5.1. As Enacted by the TCJA . . . . .	6-21
	6.4A.5.2. Reduced Limitations in 2019 and 2020 Under the CARES Act . . . . .	6-22
	6.4A.5.2.1. Increase to 50 percent of Adjusted Taxable Income . . . . .	6-22.1

	6.4A.5.2.2.	Election to Substitute Last Taxable Year Beginning in 2019 . . . . .	6-22.2
	6.4A.5.2.3.	CARES Act Procedural Elections for Electing Real Property Trades or Businesses and Farming Businesses . . . . .	6-22.2
	6.4A.6.	Limitation on Excess Business Losses of Non-Corporate Taxpayers . . . . .	6-22.3
6.5.		Definitions . . . . .	6-22.4
	6.5.1.	Distribution-Related Definitions . . . . .	6-22.4
		Form 6-1B. Distribution Definitions . . . . .	6-22.5
	6.5.2.	Allocation-Related Definitions . . . . .	6-22.5
		Form 6-2. Tax Definitions . . . . .	6-22.6
6.6.		Basic Distribution Provisions . . . . .	6-25
	6.6.1.	In General . . . . .	6-25
	6.6.2.	Cash Flow from Operations . . . . .	6-26
		Form 6-3. Distributions of Cash Flow . . . . .	6-26
	6.6.2A.	Discretionary Distributions . . . . .	6-26
		Form 6-3A. Discretionary Distributions . . . . .	6-26
		Form 6-3B. Tax Distribution . . . . .	6-27
	6.6.3.	Distribution of Capital Proceeds . . . . .	6-27
		Form 6-4. Distribution of Capital Proceeds . . . . .	6-27
	6.6.4.	Liquidation Proceeds . . . . .	6-28
		Form 6-5. Liquidation and Dissolution . . . . .	6-28
		Form 6-6. Liquidation and Dissolution— Deficit Restoration Obligation . . . . .	6-29
	6.6.5.	Withholding . . . . .	6-29
	6.6.6.	Distinguishing Distributions and Satisfaction of Obligations . . . . .	6-32
	6.6.7.	Distinguishing Contributions/Distributions and Sales . . . . .	6-32.1
	6.6.8.	Taxation of Distributions . . . . .	6-36
6.7.		Basic Allocation Provisions . . . . .	6-37
	6.7.1.	Basic Allocations of Income and Loss . . . . .	6-37
		Form 6-7. Profit or Loss . . . . .	6-38
	6.7.2.	Qualified Income Offset and Minimum Gain Chargeback . . . . .	6-39
		Form 6-8. Qualified Income Offset and Minimum Gain Chargeback . . . . .	6-39
	6.7.2.1.	Code Section 704(c) Allocations . . . . .	6-40
		Form 6-8A. Code Section 704(c) Allocation (Method Selected) . . . . .	6-43

CONTENTS

	Form 6-8B. Code Section 704(c) Allocation (Manager Selects) . . . . .	6-44
6.7.3.	Other Regulatory Allocations . . . . .	6-44
	Form 6-9. Certain Regulatory Allocations . . . . .	6-45
6.7.4.	General Provisions . . . . .	6-46
	Form 6-10. General Provisions . . . . .	6-46
6.8.	Complex and Disproportionate Distribution and Allocation Provisions . . . . .	6-48
6.8.1.	Distribution Preferences . . . . .	6-48
	Form 6-11. Distribution Preference . . . . .	6-49
6.8.2.	Disproportionate Allocation of Loss . . . . .	6-50
	Form 6-12. Disproportionate Allocation of Loss . . . . .	6-50
6.8.3.	Flip-Flops . . . . .	6-51
	Form 6-13. Flip-Flop on Sale . . . . .	6-51
6.8.4.	Partners' Interest in the Partnership . . . . .	6-52
	Form 6-14. Partners' Interest in the Partnership . . . . .	6-53
6.8.5.	Foreign Tax Credit . . . . .	6-54
6.9.	Precision in Drafting . . . . .	6-54
6.10.	Discharge of Indebtedness Income . . . . .	6-55
6.11.	Tax Basis Capital Account Reporting . . . . .	6-56

**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 . . . . .	7-4.1
	7.1.3. Officers, Managers, and Authorized Persons . . . . .	7-4.1
7.2.	Member-Managed LLC Provisions . . . . .	7-4.2
	Form 7-1. Simple Member-Management Provision . . . . .	7-5
	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 . . . . .	7-7
	Form 7-3. Manager with "General Partner"-like Authority . . . . .	7-7
	Form 7-4. Manager with "General Partner"-like Authority— Alternative Form . . . . .	7-10
	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) . . . . .	7-13
	Form 7-8.	Management by Class A Members (Class B Members Remain Agents) . . . . .	7-13
7.4.	Replacement of Managers . . . . .		7-14
	Form 7-9.	Removal of Manager for Any Reason . . . . .	7-14
	Form 7-10.	Removal of Manager for Only Specified Reasons . . . . .	7-15
7.5.	Meetings of Members . . . . .		7-15
	Form 7-11.	Procedure for Calling and Holding Meetings . . . . .	7-16
	Form 7-12.	Procedure for Calling and Holding Meetings—Only Class A Members Vote . . . . .	7-17
7.6.	Informal Action of Members; Form of Member Consents . . . . .		7-17
	Form 7-12A.	No Member Action by Written Consent . . . . .	7-18
	Form 7-13.	Informal Actions . . . . .	7-18
	Form 7-14.	Form of Consent of Members . . . . .	7-19
7.7.	Unanimous Consent . . . . .		7-20
	Form 7-15.	Unanimous Consent (Vote of All Members) . . . . .	7-20
7.8.	Deadlock and Resolution . . . . .		7-20
	Form 7-17.	Arbitration of Deadlock . . . . .	7-21
	Form 7-18.	Russian Roulette in the Event of Deadlock . . . . .	7-21
	Form 7-19.	Submission of Sealed Bids in the Event of Deadlock . . . . .	7-24
7.9.	Compensation and Reimbursement . . . . .		7-25
	Form 7-20.	No Arrangement for Compensation (Member-Managed) . . . . .	7-25
	Form 7-21.	Compensation (Manager-Managed) . . . . .	7-26
	Form 7-22.	Extraordinary Compensation. . . . .	7-27
7.10.	Standard of Care and Degree of Loyalty. . . . .		7-27
	Form 7-23.	Standard of Care and Degree of Loyalty. . . . .	7-29
	Form 7-24.	Standard of Care and Degree of Loyalty—Same Obligations as Imposed on Corporate Directors . . . . .	7-30
7.10A.	Waiving Fiduciary Duties . . . . .		7-31
	Form 7-24A.	Fiduciary Duties—Wavier of Fiduciary Duties with Limitation of Liability . . . . .	7-32.1
7.11.	Indemnification . . . . .		7-32.1
	Form 7-25.	Liability and Indemnification of Manager (Manager-Managed) . . . . .	7-32.2
	Form 7-26.	Liability and Indemnification of Members (Member-Managed) . . . . .	7-32.2

CONTENTS

Form 7-27.	Liability and Indemnification of Managers—Follows KBCA . . . . .	7-32.3
7.12.	Power of Attorney . . . . .	7-33
Form 7-28.	Power of Attorney . . . . .	7-33
7.13.	Confidentiality . . . . .	7-34
Form 7-29.	Confidentiality . . . . .	7-34
7.14.	Dispute Resolution . . . . .	7-35
Form 7-30.	Mediation . . . . .	7-35
Form 7-31.	Arbitration Provision . . . . .	7-36
7.15.	Right to Litigate. . . . .	7-37
 <b>CHAPTER 8: TRANSFER AND BUY-SELL PROVISIONS . . .</b>		<b>8-1</b>
8.1.	The Act’s Default Rules for Transfers . . . . .	8-3
8.2.	Tax Aspects of Transfer Restrictions . . . . .	8-4
8.2.1.	Partnership Classification . . . . .	8-4
8.2.2.	Termination of the LLC . . . . .	8-4
8.2.3.	Basis Issues . . . . .	8-5
8.2.4.	Consequences of Sales Generally . . . . .	8-6
8.3.	Preliminary Drafting Considerations . . . . .	8-6.1
Form 8-1.	Definitional Provision—Transfer . . . . .	8-6.1
Form 8-2.	Definitional Provisions—Interest and Membership Rights . . . . .	8-6.1
8.4.	Drafting Transfer Provisions That Follow the Act’s Default Rules . . . . .	8-6.2
Form 8-3.	Transfer Provision Following Act’s Default Rules . . . . .	8-6.2
8.5.	Drafting Transfer Provisions That Permit Free Transferability of Interests . . . . .	8-6.2
Form 8-4.	Free Transferability of Interests and Rights . . . . .	8-6.2
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 . . . . .	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
	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
8.7.5.	Assignment of LLC Interest . . . . .	8-16
	Form 8-13A. Assignment of LLC Interests— Member-Managed . . . . .	8-16
	Form 8-13B. Securities Representations . . . . .	8-16.2
	Form 8-13C. Member/Manager Consent . . . . .	8-16.3
	Form 8-13D. Waiver of Right of First Refusal . . . . .	8-16.3
8.8.	Withdrawal under the Act . . . . .	8-16.4
8.8.1.	Voluntary Withdrawal (Resignation) . . . . .	8-16.4
	Form 8-14. Voluntary Withdrawal Defined . . . . .	8-17
	Form 8-15. Voluntary Withdrawal— Not Permitted . . . . .	8-17
8.8.2.	Involuntary Withdrawal . . . . .	8-17
	Form 8-16. Involuntary Withdrawal Defined (Long Form) . . . . .	8-17
	Form 8-17. Involuntary Withdrawal Defined (Short Form) . . . . .	8-19
8.8.3.	Judicial Expulsion . . . . .	8-19
	Form 8-17A. No Judicial Expulsion of Members . . . . .	8-20
	Form 8-17B. Judicial Expulsion . . . . .	8-20
8.9.	Consequences of Disassociation in General . . . . .	8-20
	Form 8-18. Successor of Withdrawn Member Continues as Unadmitted Assignee . . . . .	8-21
8.10.	Creating Buy-Out Rights . . . . .	8-21
	Form 8-20. Optional Buy-Out; Company Buys; Cash Purchase . . . . .	8-21
	Form 8-21. Mandatory Buy-Out; Members Buy; Installments Permitted . . . . .	8-22
8.11.	Valuation Provisions . . . . .	8-23
	Form 8-22. Agreed Value . . . . .	8-23
	Form 8-23. Book Value . . . . .	8-24
	Form 8-24. Appraised Value . . . . .	8-24
8.12.	Miscellaneous Transfer Provisions . . . . .	8-25
	Form 8-25. Installment Buy-Outs . . . . .	8-25
	Form 8-26. Insolvency Form . . . . .	8-26
	Form 8-27. Tag-Along Right . . . . .	8-26
	Form 8-28. Drag-Along Right . . . . .	8-27

CONTENTS

Form 8-29.	Change-in-Control . . . . .	8-28
Form 8-30.	Power of Attorney . . . . .	8-30
8.13.	Unearned Income Medicare Tax . . . . .	8-30
<b>CHAPTER 9: DISSOLUTION . . . . .</b>		<b>9-1</b>
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 . . . . .	9-2.2
Form 9-1.	Dissolution—Limited Events of Dissolution . . .	9-3
Form 9-2.	Dissolution—Fixed Period for Dissolution . . . .	9-3
9.4.	Articles of Dissolution . . . . .	9-3
Form 9-3.	Articles of Dissolution Signed by Remaining Members . . . . .	9-4
Form 9-4.	Articles of Dissolution—Limited Liability Company . . . . .	9-5
9.5.	Administrative Dissolution . . . . .	9-7
9.6.	Procedure for Winding Up and Distribution of Assets . . . . .	9-8
Form 9-5.	Procedure for Winding Up in Member-Managed LLC . . . . .	9-9
Form 9-6.	Procedure for Winding Up in Manager-Managed LLC . . . . .	9-9
Form 9-7.	Procedure for Winding Up and Distribution of Assets in Manager-Managed LLC— Manager Acts as Liquidating Trustee . . . . .	9-10
Form 9-8.	Distribution Provisions . . . . .	9-10
Form 9-9.	Distribution Provisions . . . . .	9-11
9.7.	Continuation of Limited Liability Company after Dissolution . . . . .	9-12
9.8.	Bankruptcy . . . . .	9-12
<b>CHAPTER 10: BOOKS, RECORDS, AND ACCOUNTING . . . .</b>		<b>10-1</b>
10.1.	Introduction . . . . .	10-2.1
10.2.	Books and Records Required to Be Maintained . . . . .	10-2.1
Form 10-1.	Maintenance of Records—Member-Managed LLC (Short Form) . . . . .	10-3
Form 10-2.	Maintenance of Records—Manager-Managed LLC (Short Form) . . . . .	10-3
10.3.	Banking . . . . .	10-4
Form 10-3.	Bank Accounts . . . . .	10-4
10.4.	Accounting Period . . . . .	10-4
Form 10-4.	Calendar Year Accounting Period Specified . . . .	10-4.1
Form 10-5.	Fiscal Year Accounting Period Specified . . . . .	10-5
Form 10-6.	Year to Be Determined by Members . . . . .	10-5
Form 10-7.	Annual Accounting Period Established by the Manager . . . . .	10-5

10.5.	Reports .....	10-5
	Form 10-8. Preparation of Reports (Short Form) for Member-Managed or Manager-Managed LLC .	10-6
	Form 10-9. Preparation of Reports (Long Form) for Manager-Managed LLC .....	10-6
10.6.	Partnership Representative .....	10-7
	10.6.1. General Application of the Centralized Partnership Audit Rules .....	10-7
	10.6.2. Election Out of the Partnership Audit Rules .....	10-10
	10.6.3. Partnership Representative .....	10-11
	10.6.4. Impact on Governance and Partnership/LLC Agreements. ....	10-11
	Form 10-10. Partnership Representative (Short Form for a Manager-Managed LLC) .....	10-12
	Form 10-11. Partnership Representative (Long Form) .....	10-13
10.7.	Tax Elections .....	10-15
	Form 10-12. Tax Elections .....	10-15
10.8.	Title to Property .....	10-16
	Form 10-13. Title of Property—In Company Name .....	10-16
	Form 10-14. Title to Company Property—Use of Nominee Permitted .....	10-17

**PART III  
MISCELLANEOUS**

<b>CHAPTER 11:</b>	<b>REORGANIZATION OF THE LLC.....</b>	<b>11-1</b>
11.1.	In General .....	11-2.1
11.2.	Admission of New Members .....	11-2.1
	11.2.1. Acquisition of Interest from Company .....	11-2.1
	Form 11-1. Simple Subscription Agreement for LLC Membership Interest .....	11-3
	Form 11-2. Long Form Subscription Agreement for LLC Membership Interest .....	11-5
	11.2.2. Acquisition of Interest from Another Member .....	11-8
	Form 11-3. Assignment of LLC Membership Interest .....	11-9
	Form 11-4. Joinder Agreement .....	11-12
11.3.	Conversion of an Existing Entity into an LLC .....	11-13
	11.3.1. In General .....	11-13
	11.3.2. Conversion of General Partnership or Limited Partnership to LLC .....	11-13

CONTENTS

Form 11-5.	Explanatory Statement— Conversion of General Partnership into LLC . . . . .	11-15
Form 11-6.	Articles of Organization— Conversion of General Partnership . . .	11-16
Form 11-7.	Articles of Organization— Conversion of Limited Partnership . . .	11-16
11.3.3.	Conversion of Corporation into LLC . . . . .	11-18
Form 11-7A.	Plan of Conversion . . . . .	11-19
Form 11-7B.	Addition to Articles of Organization for Converting Corporation into LLC . . . . .	11-21
11.4.	Conversion of LLC into Corporation . . . . .	11-22
11.5.	Recapitalizing the LLC . . . . .	11-24
Form 11-8.	Form of Amendment of Operating Agreement . . . . .	11-24
11.6.	Mergers Involving a Kentucky LLC . . . . .	11-25
Form 11-9.	Articles of Merger of a Corporation into an LLC . . . . .	11-27
Form 11-10.	Plan of Merger . . . . .	11-28
11.7.	Reorganizations through Check-the-Box Regulations . . . . .	11-31
11.8.	Tax Consequences of Reorganizations . . . . .	11-32
11.9.	Conversion of LLC to Limited Partnership . . . . .	11-34
Form 11-11.	Certificate of Limited Partnership . . . . .	11-35
11.10.	Share Exchange . . . . .	11-37
Form 11-12.	Plan of Share Exchange . . . . .	11-38
Form 11-13.	Articles of Share Exchange . . . . .	11-40
11.11.	Conversion of LLC to a Limited Liability Partnership . . . . .	11-41
Form 11-14.	Resolutions of Members of Converting LLC . . . . .	11-42
<b>CHAPTER 12:</b>	<b>DOING INTERSTATE BUSINESS . . . . .</b>	<b>12-1</b>
12.1.	Foreign LLCs Doing Business in Kentucky . . . . .	12-2
12.1.1.	Governing Law . . . . .	12-2
12.1.2.	Definitions . . . . .	12-2
12.1.2.1.	Transacting Business . . . . .	12-2
12.1.3.	Procedure for Obtaining Authority . . . . .	12-3
Form 12-1.	Certificate of Authority . . . . .	12-5
Form 12-1A.	Registration or Renewal of Entity Name . . . . .	12-6.2
12.1.4.	Filing Fee . . . . .	12-7
12.1.5.	Issuance and Cancellation of Authority . . . . .	12-7
Form 12-2.	Amended Certificate of Authority . . . . .	12-8
Form 12-3.	Certificate of Withdrawal . . . . .	12-11

12.1.6. Doing Business Without Authority . . . . . 12-13

12.2. Kentucky LLCs Doing Business Outside of Kentucky . . . . . 12-13

12.2.1. Delaware . . . . . 12-13

12.2.2. Virginia . . . . . 12-14

12.2.3. West Virginia . . . . . 12-15

12.2.4. Illinois . . . . . 12-15

12.2.5. Indiana . . . . . 12-16

12.2.6. Ohio . . . . . 12-16

12.2.7. Tennessee . . . . . 12-16

**CHAPTER 13: PROFESSIONAL LIMITED LIABILITY COMPANIES . . . . . 13-1**

13.1. Comparison of LLCs and Professional Corporations . . . . . 13-2

13.2. Comparison of LLCs and Limited Liability Partnerships . . . . . 13-3

13.3. Issues Pertaining to the Use of LLCs by Attorneys . . . . . 13-4

**CHAPTER 14: COMPENSATION STRATEGIES FOR THE LLC . . . . . 14-1**

14.1. Introduction . . . . . 14-2

14.2. Code Section 83 . . . . . 14-3

14.3. Capital vs. Profits Interest . . . . . 14-6

    From 14-1. Special Allocation to Create Profits Interest . . . . . 14-8

    Form 14-1A. Code Section 83(b) Election Requirement . . . . . 14-10

14.4. Illustration . . . . . 14-12.2

    Form 14-2. Capital Interests Provision . . . . . 14-13

14.5. Corporation Context . . . . . 14-15

    14.5.1. Stock Grants . . . . . 14-15

    14.5.2. Stock Options . . . . . 14-16

    14.5.3. Phantom Stock Plans . . . . . 14-17

14.6. The LLC Context . . . . . 14-17

    14.6.1. Equity Interests . . . . . 14-19

    14.6.2. The Importance of Member Involvement . . . . . 14-20

    14.6.3. Loss Allocation and Debt Guarantees . . . . . 14-21

    14.6.4. Equity Interest vs. Non-Equity Incentive Compensation . . . . . 14-21

    14.6.5. Options . . . . . 14-22

        Form 14-2A. Option Provision . . . . . 14-23

    14.6.6. Deferred Compensation . . . . . 14-24.1

14.7. Compensation Comparison Chart . . . . . 14-24.2

14.8. Tax Effected Distributions . . . . . 14-24.4

    14.8.1. Separate Calculations for Each Member . . . . . 14-24.5

    14.8.2. Standard Distribution Rate . . . . . 14-24.5

CONTENTS

14.8.3.	Highest Marginal Tax Rate	14-24.5
14.9.	Self-Employment Tax	14-24.6
14.9.1.	Calculating Self-Employment Income	14-24.7
14.9.2.	Application of Self-Employment Tax to LLC Members	14-24.8
14.10.	Fiduciary Duties, Inspection Rights, and Other Duties to Equity Holders	14-24.10
14.11.	Securities Law Issues	14-24.11
14.12.	Member Exit Strategies: Buyout Arrangements	14-25
14.13.	Forms: Equity- and Non-Equity-Based LLC Compensation Plans	14-25
	Form 14-3. Restricted Units Plan	14-25
	Form 14-4. Restricted Units Agreement	14-31
	Form 14-5. Units Appreciation Rights Plan	14-34
<b>CHAPTER 15: SINGLE MEMBER LLCS</b>		<b>15-1</b>
15.1.	Introduction	15-2
15.2.	Formation of SMLLC	15-2
15.3.	Operating Agreement	15-3
15.4.	Tax Treatment of SMLLC Generally	15-4
	Form 15-1. Non-Foreign Certification	15-9
15.5.	Taxpayer Identification Number	15-9
15.6.	SMLLC Becoming Multi-Member LLC	15-13
15.7.	Conversion of Multi-Member LLC to SMLLC	15-14
15.8.	Treatment of SMLLC as Corporation	15-14
15.9.	Uses of SMLLCs	15-15
15.9.1.	Limited Liability for Sole Proprietorship	15-15
15.9.2.	Liability Protection Generally	15-16
15.9.3.	Environmental Liability	15-16
15.9.4.	Liability of Disregarded Entity for Tax Debts	15-17
15.9.5.	Real Estate Operations	15-18
	15.9.5.1. Code Section 1031 Exchanges	15-18
	15.9.5.2. Code Section 1033 Reinvestments	15-22
15.9.6.	Corporate Reorganizations	15-23
15.9.7.	Avoiding Transfer Taxes	15-25
15.9.8.	S Corporations	15-26
15.9.9.	Employee Plans	15-27
	15.9.9.1. Employee Stock Ownership Plans	15-27
	15.9.9.2. Employee Stock Purchase Plans	15-28
	15.9.9.3. Incentive Stock Options	15-28
	15.9.9.4. Qualified Retirement Plans	15-29
15.9.10	Tax Exempt Organizations	15-29



15.10.	Liabilities . . . . .	15-30
15.10.1	Recourse or Nonrecourse Debt . . . . .	15-30
15.10.2	Bankruptcy of SMLLC . . . . .	15-31
15.10.3.	Allocation of Recourse Liabilities . . . . .	15-32
15.10.4.	Exception to Discharge of Indebtedness Income . . . . .	15-32
<b>CHAPTER 16: ESTATE PLANNING . . . . .</b>		<b>16-1</b>
16.1.	Family LLCs . . . . .	16-2
16.2.	Liquidation Provision . . . . .	16-2
16.3.	Distribution in Kind . . . . .	16-3
	Form 16-1. Restriction on Property Distributions . . . . .	16-4
16.4.	Annual Exclusion . . . . .	16-4
	Form 16-2. Discretionary Distributions . . . . .	16-4
16.5.	Business Purpose . . . . .	16-5
	Form 16-3. Purpose Provisions . . . . .	16-5
16.6.	Initially Establishing Family LLC . . . . .	16-6
16.7.	Timing of Gift . . . . .	16-7
16.8.	Formula Value Clauses . . . . .	16-7
<b>CHAPTER 17: CODE SECTION 199A . . . . .</b>		<b>17-1</b>
17.1.	Overview of the Section 199A Deduction . . . . .	17-7
17.2.	Definitions . . . . .	17-10
17.3.	Ancillary Consequences of Section 199A Deduction . . . . .	17-15
	17.3.1. Items Impacted by Section 199A Deduction . . . . .	17-15
	17.3.2. Items Not Impacted by Section 199A Deduction . . . . .	17-16
17.4.	Steps in Computing Section 199A Deduction . . . . .	17-17
17.5.	Taxable Income Ceiling on the Section 199A Deduction . . . . .	17-21
	17.5.1. 20% of Taxable Income Limitation . . . . .	17-21
	17.5.2. Taxable Income Limitation . . . . .	17-22
17.6.	Calculating Amount of the Section 199A Deduction . . . . .	17-23
	17.6.1. Section 199A Deduction: Taxable Income Equal to or Less than Threshold Amount . . . . .	17-23
	17.6.1.1. Total QBI Amount . . . . .	17-23
	17.6.1.2. Qualified REIT Dividends and Qualified PTP Income . . . . .	17-24
	17.6.2. Section 199A Deduction: Taxable Income Exceeds Threshold Amount . . . . .	17-26
	17.6.2.1. Taxable Income Exceeds Ceiling Amount . . . . .	17-26
	17.6.2.1.1. Determining the QBI Component . . . . .	17-26
	17.6.2.2. Taxable Income within Phase-In Range . . . . .	17-29

CONTENTS

	17.6.2.2.1.	Determining the QBI Component . . . . .	17-29
	17.6.2.2.2.	Adjustment to QBI Component for Taxable Income within the Phase-In Range . . . . .	17-30
	17.6.2.2.3.	Adjustment to QBI Component for Taxable Income within the Phase-In Range and One or More of the Trades or Businesses Is an SSTB . . . . .	17-31
	17.6.2.2.3.1.	Individual Engaged Only in an SSTB . . . . .	17-31
	17.6.2.2.3.2.	Individual Engaged in Multiple Trades or Businesses One of Which Is an SSTB . . . . .	17-33
17.7.	QBI—Defined . . . . .		17-34
	17.7.1.	Qualified Items . . . . .	17-34
	17.7.2.	Items Not Taken into Account as Qualified Items . . . . .	17-35
	17.7.2.1.	Qualified REIT Dividends, Qualified PTP Income, and Qualified Cooperative Dividends . . . . .	17-35
	17.7.2.2.	Code Section 1231 . . . . .	17-35
	17.7.2.3.	Dividends . . . . .	17-36
	17.7.2.4.	Interest . . . . .	17-36
	17.7.2.5.	Annuities . . . . .	17-36
	17.7.2.6.	CFC Income . . . . .	17-36
	17.7.2.7.	Notional Principal Contracts . . . . .	17-36
	17.7.2.8.	Compensation . . . . .	17-37
	17.7.2.9.	Guaranteed Payments for Services . . . . .	17-37
	17.7.2.10.	Code Section 707(a) Payments for Compensation . . . . .	17-38
	17.7.3.	Adjustments in Computing QBI . . . . .	17-38
	17.7.3.1.	Wage Expense . . . . .	17-39
	17.7.3.2.	Allocation of Items Among Multiple Businesses . . . . .	17-39
	17.7.3.3.	Code Section 751(a) and (b) Gain or Loss . . . . .	17-39

	17.7.3.4.	Guaranteed Payments for the Use of Capital . . . . .	17-40
	17.7.3.5.	Code Section 481 Adjustment . . . . .	17-40
	17.7.3.6.	Previously Disallowed Losses . . . . .	17-41
	17.7.3.7.	NOLs and Code Section 461(l) . . . . .	17-41
	17.7.3.7.1.	NOLs . . . . .	17-41
	17.7.3.7.2.	Code Section 461(l) . . . . .	17-42
17.8.	Trade or Business . . . . .		17-42
	17.8.1.	Trade or Business Defined . . . . .	17-43
	17.8.1.2.	Rental Real Estate Activities . . . . .	17-44
	17.8.1.3.	Special Rule for Renting Property to a Related Person . . . . .	17-47
	17.8.2.	Aggregation of Multiple Trades or Businesses . . . . .	17-48
	17.8.2.1.	Requirements for Aggregation . . . . .	17-48
	17.8.2.2.	Operating Rules for Aggregation by Individuals. . . . .	17-50
	17.8.2.3.	Operating Rules for Aggregation by RPEs . . . . .	17-50
	17.8.2.4.	Reporting Requirements for Individuals . . . . .	17-51
	17.8.2.5.	Reporting Requirements for RPEs. . . . .	17-52
	17.8.3.	Effective Dates . . . . .	17-53
17.9.	Trades or Businesses that Do Not Qualify for the Section 199A Deduction . . . . .		17-54
	17.9.1.	SSTB . . . . .	17-54
	17.9.1.1.	Businesses Described in Code Section 1202(e)(3)(A). . . . .	17-55
	17.9.1.1.1.	Performance of Services in the Field of Health . . . . .	17-56
	17.9.1.1.2.	Performance of Services in the Field of Law . . . . .	17-57
	17.9.1.1.3.	Performance of Services in the Field of Accounting . . . . .	17-57
	17.9.1.1.4.	Performance of Services in the Field of Actuarial Science . . . . .	17-57
	17.9.1.1.5.	Performance of Services in the Field of Performing Arts . . . . .	17-58
	17.9.1.1.6.	Performance of Services in the Field of Consulting. . . . .	17-58

CONTENTS

	17.9.1.1.7.	Performance of Services in the Field of Athletics . . .	17-59	
	17.9.1.1.8.	Performance of Services in the Field of Financial Services. . . . .	17-60	
	17.9.1.1.9.	Performance of Services in the Field of Brokerage Services. . . . .	17-61	
17.9.1.2.		Performance of Services in Investing and Investment Management . . . . .	17-61	
17.9.1.3.		Performance of Services in Trading. . . . .	17-62	
17.9.1.4.		Performance of Services in Dealing in Securities, Partnership Interests, or Commodities . . . . .	17-62	
	17.9.1.4.1.	Dealing in Securities. . . . .	17-62	
	17.9.1.4.2.	Dealing in Commodities. . . . .	17-63	
	17.9.1.4.3.	Dealing in Partnership Interests. . . . .	17-65	
17.9.1.5.		Any Trade or Business where the Principal Asset Is the Reputation or Skill of One or More of Its Employees or Owners. . . . .	17-65	
	17.9.1.6.	De Minimis Exception . . . . .	17-66	
	17.9.1.7.	Anti-Avoidance Rules . . . . .	17-67	
17.9.2.		Trade or Business of Performing Services as an Employee. . . . .	17-68	
17.9.3.		Effective Dates . . . . .	17-69	
17.10.		Cap for Section 199A Deduction . . . . .	17-69	
	17.10.1.	W-2 Wages . . . . .	17-69	
		17.10.1.1. W-2 Wages Allocable to QBI. . . . .	17-70	
			17.10.1.1.1. First Step. . . . .	17-70
			17.10.1.1.1.1. Calendar Year Requirement . . . . .	17-71
			17.10.1.1.1.2. Wages Defined. . . . .	17-72
			17.10.1.1.1.3. Methods of Calculating W-2 Wages. . . . .	17-73
			17.10.1.1.1.3.1. Methods of Calculating W-2 Wages – Unmodified Box Method . . . . .	17-73

	17.10.1.1.1.3.2.	Methods of Calculating W-2 Wages – Modified Box 1 Method . . .	17-73
	17.10.1.1.1.3.3.	Methods of Calculating W-2 Wages – Tracking Wages Method . . .	17-74
	17.10.1.1.1.3.4.	Applying the Methods of Calculating W-2 Wages in the Case of a Short Taxable Year . . . . .	17-74
	17.10.1.1.2.	Second Step . . . . .	17-75
	17.10.1.1.3.	Third Step . . . . .	17-76
	17.10.1.2.	Allocations of W-2 Wages by an RPE to Its Owners . . . . .	17-76
	17.10.1.3.	Effective Date. . . . .	17-77
17.10.2.	UBIA of Qualified Property (“UBIA of QP”) . . . . .		17-77
	17.10.2.1.	Qualified Property Defined . . . . .	17-77
	17.10.2.2.	UBIA Defined . . . . .	17-78
	17.10.2.2.1.	UBIA Not Adjusted for Depreciation or Amortization. . . . .	17-78
	17.10.2.2.2.	UBIA Adjusted for Improvements to Qualified Property . . . . .	17-78
	17.10.2.2.3.	Basis Adjustments under Code Section 734(b) or Code Section 743 . . . . .	17-79
17.10.2.3.	UBIA of Qualified Property Transferred in Non-Recognition Transactions . . . . .		17-80
	17.10.2.3.1.	Qualified Property Acquired in Code Section 168(i)(7)(B) Transactions . . . . .	17-80
	17.10.2.3.2.	Qualified Property Acquired in a Like-Kind Exchange . . . . .	17-81

CONTENTS

	17.10.2.3.3. Qualified Property Acquired Pursuant to an Involuntary Conversion . . . . .	17-82
	17.10.2.3.4. Qualified Property Acquired from a Decedent . . . . .	17-83
	17.10.2.3.5. Property Acquired in a Nonrecognition Transaction with Principal Purpose of Increasing UBIAs . . . . .	17-83
	17.10.2.4. Anti-Avoidance Rule . . . . .	17-84
	17.10.2.5. Depreciable Period Defined . . . . .	17-84
	17.10.2.5.1. Additional First-Year Depreciation under Code Section 168 . . . . .	17-85
	17.10.2.6. Partnerships and S Corporations . . . . .	17-85
	17.10.2.7. Effective Date . . . . .	17-86
17.11.	Reporting under Code Section 199A for RPEs and PTPs . . . . .	17-86
17.11.1.	Computational and Reporting Rules for RPEs . . . . .	17-87
	17.11.1.2. Reporting Steps . . . . .	17-87
17.11.2.	Computational and Reporting Rules for PTPs . . . . .	17-88
	17.11.2.1. Computation Rules . . . . .	17-89
	17.11.2.2. Reporting Rules . . . . .	17-89
17.11.3.	Application to Trusts, Estates, and Beneficiaries . . . . .	17-89
	17.11.3.1. Grantor Trusts . . . . .	17-89
	17.11.3.2. Non-Grantor Trusts and Estates . . . . .	17-90
	17.11.3.3. Allocation Among Trust or Estate and Beneficiaries . . . . .	17-90
	17.11.3.4. Threshold Amount as Applicable to Trusts and Estates . . . . .	17-91
	17.11.3.5. Electing Small Business Trusts (ESBT) . . . . .	17-91
	17.11.3.6. Anti-Abuse Rule for Creation of a Trust to Avoid Exceeding the Threshold Amount . . . . .	17-92
17.11.4.	Effective Dates . . . . .	17-92
17.11.5.	Treatment of Multiple Trusts under Regulation Section 1.643(f)-1 . . . . .	17-92

**PART IV  
APPENDICES**

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

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

**APPENDIX C: OPERATING AGREEMENT OF SINGLE MEMBER LLC . . . . . APP C-1**

**APPENDIX D: KENTUCKY LLC ACT . . . . . APP D-1**

**APPENDIX E: CHECK-THE-BOX REGULATIONS . . . . . APP E-1**

**APPENDIX F: IRS FORM 8832 . . . . . APP F-1**

**APPENDIX G: OPERATING AGREEMENT OF \_\_\_\_\_ LIMITED LIABILITY COMPANY [CORPORATE FORM]. . . . . APP G-1**

**APPENDIX H: LLC CHECKLIST . . . . . APP H-1**

**APPENDIX I: OPERATING AGREEMENT OF \_\_\_\_\_ LLC [CORPORATE STYLE MANAGEMENT; PARTNERSHIP TAXATION] . . . . . APP I-1**

**APPENDIX J: KENTUCKY BUSINESS ENTITY FILING ACT . . . . . APP J-1**

**APPENDIX K: OPERATING AGREEMENT OF \_\_\_\_\_, LLC [TARGET CAPITAL ACCOUNTS] . . . . . APP K-1**

**PART V  
INDICES**

Cumulative Table of Internal Revenue Code Sections . . . . . INDEX-1

Cumulative Table of Treasury Regulations . . . . . INDEX-8

Cumulative Table of IRS Pronouncements . . . . . INDEX-18

Cumulative Table of Kentucky Revised Statutes Sections . . . . . INDEX-22

Articles and Treatises . . . . . INDEX-28

Cumulative Table of Cases . . . . . INDEX-29

Subject Index . . . . . INDEX-32

Forms Index . . . . . INDEX-49