

## Memorandum

**TO:** NCCUSL Drafting Committee on the Limited Partnership Act and the Committee's Advisors and Observers

**FROM:** Professor Daniel S. Kleinberger, Reporter

**DATE:** November 20, 2000

**RE:** The Endgame – Agenda for December Meeting and Beyond

### Agenda for St. Petersburg Meeting, December 1-3, 2000

#### Friday, December 1 – morning: transition issues

When existing limited partnerships are “dragged” under the new Act, which provisions should *not* automatically apply? For further background, see “Reporter’s thoughts on transition issues” (enclosed).

#### Friday, December 1 – afternoon: ABA views

At its November 10, 2000 meeting, the ABA Business Law Section’s Committee on Partnerships and Unincorporated Business Organizations discussed Re-RULPA. The Committee had a follow-up conference call on November 16. For further background, see the enclosed memo entitled “Discussion of Re-RULPA at 11/10/00 Meeting of ABA Committee on Partnerships and Unincorporated Business Organizations.” The Friday afternoon discussion will of course also include the views of other ABA Sections.

#### Saturday, December 2 – all day: pending and postponed issues

Our drafting process to date has postponed consideration of a number of issues. These issues are collected in the Reporter’s Notes, following the section to which they pertain. These issues fall into roughly three categories: (1) issues expressly tabled by the committee; (2) issues decided by the committee but flagged either by a commissioner or advisor as something that should be re-visited; (3) issues raised by the Reporter in previous drafts, but never decided by the committee.

A few of the issues are substantive and may require in depth discussion. Others, in contrast, are minor and will be disposed of in a matter of minutes. Many are technical or mechanical in nature, and the chair may well refer them to the “fine tooth comb”

subcommittee. We will most likely consider the issues in the order they appear in the Reporter's Notes; i.e., going section by section.  
Sunday, December third – morning: line by line

As time allows, we will give line-by-line consideration to Article 11 (mergers and conversions) and Article 8 (dissolution). The former has not been reviewed line by line since it was substantially revised. The latter contains some of the most intricate provisions in the Act.

### Forecast of Coming Attractions

January, 2001

Reporter prepares a new draft.

February – April March, 2001

Fine tooth comb subcommittee functions and submits a report to the full committee.

May 4-6, 2001 meeting (location TBD)

Committee considers the report of the fine tooth comb subcommittee and does a line-by-line review of the entire Act.

May, 2001

Reporter prepares Annual Meeting Draft.

August 10-17, 2001

Annual Meeting – White Sulphur Springs, WV