TABLE OF CONTENTS

Introduc	ction and Model Agreement	Intro-1
	CHAPTER 1	
	An Overview of Law Firm Partnersh	ips
§ 1.01 § 1.02	Partnership Defined Characteristics of a Partnership. [1] Controlling and Operating a Business [2] Compensation as Percentage of Firm Profit [3] Employment Security. [4] Indicia. [a] What Determines Equity Partnership Status? [b] Equity Partners' Right to an Accounting [c] Equity Partners/Owners As	1-13 1-14.6 1-14.7 1-14.7 1-14.8 1-14.9
§ 1.03	Employees [d] Determining Partner or Employee Status Consequences of Partnership [1] Partners' Fiduciary Obligations to Each Other. [2] The Standard of Good Faith and Fair Dealing. [3] Good Faith and Fair Dealing in the Context of Law Firm Partnerships.	1-14.10 1-14.11 1-14.13 1-122.3 1-22.5
	ix	(D.1.41)

X LAW FIRM PARTNERSHIP AGREEMENTS

§ 1.04 § 1.05	Informing Clients of a Change in Firm	1-24 1-30
§ 1.03	Written Law Firm Partnership Agreements [1] Partner's Compensation	1-30
	2 3	1-34
	[2] Allocation and Accrual of Equity	1-40
	[a] Typical Partnership Agreement Provisions Concerning Capital	
	Accounts	1-40.3
	[3] Continuation Provisions.	1-40.3
	[4] Partnership Goodwill	1-41
	[5] Clients of Partners Leaving the Firm	1-42
	[6] Firm Organization and Administration	1-40
§ 1.06	Partnerships at Will	1-49
§ 1.00 § 1.07	Right to an Accounting	1-52.1
8 1.07	[1] Basic Rights	1-52.1
	[2] Bringing an Action for an Accounting	1-52.1
	[a] The Complaint	1-52.5
	[b] The Answer	1-52.5
	[c] Discovery	1-63
	[d] The Court Order	1-67
	[e] Form of Accounting	1-69
	[f] Statutes of Limitations	1-71
	[g] Typical Complications Associated	1 /1
	with Claims for an Accounting	1-72
§ 1.08	Partnership by Estoppel	1-73
§ 1.09	Partnership Tiers and Differential Liability	1-76
3 1.05	[1] Two-Tier Partnerships	1-76
	[2] Vicarious Liability	1-78
	[3] Joint and Several Liability	1-79
§ 1.10	Comparing the Uniform Partnership Act	
3	with the Revised Uniform	
	Partnership Act	1-82
	[1] History of the UPA and the RUPA	1-82
	[2] Important Differences Between the UPA	
	and the RUPA	1-83
	[a] Nonwaivable Rules	1-83
	[b] Partnership as an "Entity"	1-84
	[c] The RUPA's Filing Provisions	1-85
	[d] Fiduciary Duty: Abandoning the	
	"Dunatilia of Honor"	1 96

CHAPTER 2

Choice of Entity for the Firm

§ 2.01	Factors in Choosing the Organizational Entity	2-3
	[1] Tax Considerations	2-5
	[a] General Partnerships	2-5
	[b] Professional Corporations	2-6
	[c] Limited Liability Partnerships and	
	Limited Liability Companies	2-7
	[2] Vicarious Liability Considerations	2-7
	[3] Other Considerations	2-10.1
§ 2.02	The Law Firm General Partnership	2-10.3
Ü	[1] Characteristics	2-10.3
	[2] Essential Elements of a General	
	Partnership for the Practice of Law	2-11
	[3] Capital Contributions	2-12
	[4] Agency Relationship; Powers of	
	Partners	2-12
	[5] Fiduciary Relationship	2-13
	[6] Ethical Responsibilities	2-14.1
	[7] Decision-Making	2-17
	[8] Income Sharing	2-17
	[9] Liability of Partners	2-20
	[10] Professional Liability Insurance	2-20
	[11] Other Insurance	2-23
	[12] Recourse and Non-Recourse	
	Obligations	2-23
	[13] Liability for Leasehold Obligations	2-27
	[14] Incoming, Outgoing and Retiring	
	Partners	2-28
	[a] Financial Due Diligence by	
	Potential Partners	2-28
	[b] Third Party Liabilities and	
	Withdrawing Partners	2-28
	[c] The Nature of the Vicarious Liability	
	Obligation as It Applies to	
	Withdrawing Partners	2-30
	[d] Return of Capital to Withdrawing	
	Partners	2-33
	[15] Dissolution and Winding Up	2-38
	~ ·	

	TABLE OF CONTENTS	xiii
	[6] Operation	2-73 2-74
	[8] Contribution and Indemnification Agreements and Their Impact on	
	Vicarious Liabilities	2-74
	[9] State LLP Laws	2-74.12
	[10] LLPs Can Be Treated as Corporations	2-74.28
§ 2.05	Limited Liability Companies	2-75
	[1] Generally	2-75
	[2] Formation and Operation	2-76
	[3] Control	2-78
	[4] Operating Agreement	2-80
	[5] Voting	2-85
	[6] Vicarious Liability	2-85
	[7] Dissolution	2-87
	[8] LLC Mergers	2-89
	[9] Taxation	2-89
0.206	[10] Converting to an LLC	2-89
§ 2.06	International Law Firm Structures	2-92
	[1] The Swiss Verein Structure	2-92
	[2] Australia, the United Kingdom and the ABA Rules of Professional Conduct	2-92
	[3] Public Investment and the Conflict of	2-32
	Interest Between Clients and Investors	2-94
	interest between chefits and investors	2-74
	CHAPTER 3	
	Setting Up the Firm	
§ 3.01	Preliminary Matters	3-2.1
3 2.01	[1] The Firm Name	3-3
	[2] State Law Which Will Govern Firm	
	Disputes	3-6
	[3] Term of the Partnership and Withdrawal	
	of a Partner	3-7
	[4] Location	3-9
	[a] Principal Office	3-9
	[b] Multi-State Firms	3-9
	[5] Choice of Fiscal Year	3-11
	[6] Statement of Purpose	3-12
	[7] Financing the Firm	3-12

xiv	LAW FIRM PARTNERSHIP AGREEMENTS	
	[a] Loans from Partners and Capital	2.12
	Contributions	3-13
	[b] Traditional Financing from a Banking Institution	3-15
	[c] Equity Investment in Law Firms	J-13
	by Laymen	3-17
	[8] Lawyer Advertising	3-22.4
	[9] International Practice	3-22.6
	[a] The Swiss Verein Structure	3-22.6
	[b] Australia and the United Kingdom	3-22.6
§ 3.02	Partners and Partner Classification	3-23
	[1] Equity Partners	3-28.2
	[2] Non-Equity Partners	3-28.3
	[3] Transition from Equity to	
	Non-Equity Position	3-40
	[3A] Transition Partners and Retired Partners	3-45
	[4] Former Partners	3-46.3
	[a] Defined	3-46.3
	[b] Use of the Former Partner's Name	3-46.3
	[c] Cooperation by Former Partners	3-46.3
	[d] Covenants by Former Partner Not	
	to Compete	3-46.4
	[5] Other Partner Designations	3-55
	[a] Jurisdictional and Non-Jurisdictional	
	Partners	3-55
	[b] Liable Partners	3-55
	[c] Deceased Partner	3-56
	[d] "Permanent Disability" of a Partner	3-56
§ 3.03	Associates	3-57
	[1] Breach of Contract	3-57
	[2] Ethical Issue	3-58
	[3] Gender Issue	3-64
§ 3.04	Relationship of Partners Toward Each Other	3-66
	[1] Fiduciary Duties of Partners	3-66
	[2] Limitations on Outside Interests	3-69
	[3] Professional Responsibility and	2.60
	Partnership Expulsion	3-69
	[4] Keeping Partnership Information	2.71
	Confidential	3-71
	[5] Client Retainer Agreements and Their	
	Application to New Clients and	3_73
	INPW INPALLEDS	3-/4

[6] Client Files.....

3-91

	TABLE OF CONTENTS	XV
	[7] Partner Restrictions on Incurring Firm	
	Obligation	3-93
	[8] Bank Accounts	3-93
	[9] Opinion Letters	3-94
	[10] Prohibition on the Transfer of a Partner's	
	Interest in the Firm	3-97
§ 3.05	Alternatives to Actions at Law	3-98
	[1] Overview	3-98
	[2] Dispute Resolution Procedure	3-99
	[a] Identification of the Dispute	3-100
	[b] "Cooling Off" Periods	3-100
	[c] Firm-Wide Partner Forum	3-100
	[d] Mediation	3-101
	[e] Arbitration Clauses	3-101
	[f] "Half-Time" Mediation	3-103
	[3] Mediation	3-104
	[4] Arbitration	3-107
	[a] Arbitration Criteria	3-116
	[b] Punitive Damages and Attorneys'	
	Fees	3-119
	[c] Which Law Applies	3-121
§ 3.06	Amending the Partnership Agreement	3-133
	CHAPTER 4	
	Management Structure	
§ 4.01	Defining Management Responsibility	4-2
3	[1] Determining Management Structure	4-2
	[2] The Committee System in General	4-3
§ 4.02	Partnership Voting	4-5
	[1] One Person-One Vote	4-5
	[2] Majority and Super-Majority Rule	4-5
	[3] Weighted Voting	4-7
	[4] Proxy Voting	4-8
§ 4.03	The Executive Committee	4-9
	[1] Establishment and Membership	4-9
	[2] Authority	4-10
	[3] Partnership Voting on Executive	
	Committee Actions	4-12
§ 4.04	The Management Committee	4-13
§ 4.05	The Practice Development Committee	4-15

xvi	LAW FIRM PARTNERSHIP AGREEMENTS	
§ 4.06	The Practice Management Committee	4-17
§ 4.07	Other Committees	4-19
	[1] Budget Committee	4-19
	[2] Ethics Committee	4-19
	[3] Bias Complaint Committee	4-20
§ 4.08	Committee Chairpersons	4-21
	[1] The Managing Partner	4-21
	[2] The Administrative Partner	4-23
	[3] Director of Finance	4-24
§ 4.09	Committee and Partnership Meetings	4-27
	[1] Committee Meetings, Membership	
	and Reports	4-27
	[2] Partnership Meetings	4-27
	[a] Regular Meetings	4-27
	[b] Special Meetings	4-28
	[c] Minutes and Agendas	4-29
	CHAPTER 5	
	Partnership Income and Assets	
§ 5.01	What Constitutes Partnership Income	5-2
§ 5.02	Partnership Assets and Liabilities	5-4
3 - 1	[1] "Partnership Net Assets" Defined	5-4
	[2] Accounts Receivable	5-5
	[3] Work-in-Process	5-6
	[4] Investment Opportunities	5-7
	[5] Leasehold Adjustments	5-10
§ 5.03	Distribution of Distributable Partnership	
	Income	5-12
	[1] "Net Income" and "Distributable Income"	
	Defined	5-12
	[2] Distribution of Net Income	5-13
	[3] Distributions to Former Partners	5-15
	[a] Indemnifying Former Partners and	
	the Partnership Termination	
	Percentage	5-15
	[b] Determining the Payout Amount	5-17
	[c] Third Party Calculation	5-18
	[d] Timing the Payout	5-19
	[e] Payment Limitations, Conditions	
	and Deferrals	5-19

		TABLE OF CONTENTS	xvii
		[f] Uncollected Fees Generated by	
		a Former Partner Prior	
		to Departure	5-21
	[4]	Expense Allowances	5-21
	[5]	Partners' Capital Accounts	5-22
		[a] Defining Capital and Providing for	
		the Firm's Capital Account	5-22
		[b] Capital Accounts	5-23
	5.63	[c] Withdrawal of Capital	5-24
	[6]	Pension Plans	5-25
	[7]	"Allocable Income" Defined	5-26.1
	[8]	Tax Allocations and Other Tax Matters	5-26.2
	[9]	Tax Disputes Involving Non-Equity	
		Partners	5-26.2
		[a] Statement of Inconsistent Position:	
		IRS Form 8082	5-26.3
		[b] The Duty of Consistency,	7.0 6.4
0.704	<i>T</i>	a.k.a. Quasi-Estoppel	5-26.4
§ 5.04		es of Partner Compensation Systems	5-27
	[1]	The Compensation Committee	5.00
	F 2 3	System	5-29
	[2]	The Formula System	5-35
	[3]	The "Equal Partners" System	5-41
	[4]	The Proprietary System	5-41
	[5]	The Seniority/Lockstep System.	5-42
	[6]	The "Eat What You Kill" System	5-43
		CHAPTER 6	
(ີ haາ	nges in Relationship Among Partne	rs
		•	
§ 6.01		General	6-3
	[1]	The Effect on a Partnership of a	
		Withdrawal	6-3
	[2]	Continuation of the Partnership	6-6
	[3]	Procedures to Follow When There Is	
	F	a Change of Relationships	6-6.1
	[4]	New Office Space and the Confidentiality	
		Concerns of Voluntarily Withdrawing	
	_	Partners	6-8
§ 6.02		cedures for Admitting New Partners	6-10
	[1]	Promotions of Associates to Partner	6-10

xviii]	LAW FIRM PARTNERSHIP AGREEMENTS	
	[2]	Laterals	6-10.1
		[a] Determining the Suitability of	
		a Lateral Applicant	6-10.1
		[b] Conflicts of Interest	6-12.9
		[i] Direct Conflicts	6-12.9
		[ii] Imputed Conflicts	6-12.11
		[iii] Conflicts Concerning Former	
		Government Officials,	
		Judges, Arbitrators	
		or Mediators	6-12.12
		[c] Due Diligence by Lateral Partners	6-12.12
	[3]	Equity vs. Non-Equity Status	6-12.16
	[4]	Execution of Partnership Agreement	6-13
§ 6.03	Wit	hdrawal and Termination	6-17
	[1]	Voluntary Withdrawal and the	
		Enforceability of a Notice	
		Requirement	6-17
		[a] Withdrawal and Separation	
		Agreements	6-18.4
		[i] Form: Confidential Settlement	
		Agreement	6-19
		[ii] Form: Settlement Agreement	
		Resolving Claims of a Small	
		General Practice Firm	6-20.5
		[iii] Form: Separation Agreement	
		and Specific Release	6-20.10
		[b] Developing a Policy Anticipating	
		the Voluntary Withdrawal	
		of Partners	6-20.20
		[c] The Impact of Withdrawal on	
	F07	Bonuses.	6-20.25
	[2]	Involuntary Termination	6-20.26
		[a] Cause vs. No-Cause Provision	6-20.29
		[b] Attendance of the Affected	
		Partner at the Meeting	(20 20
		on Removal	6-20.38
		[c] Percentage of Vote Required to	6-21
		Remove	0-21
		[d] Application of the Federal Anti-Discrimination Statutes	6.21
	[2]	Solicitation of Clients and Tortious	6-21
	[3]	Interference with Firm Clients	6-28.2
		[a] Client Solicitation	6-28.2
			0-20.2

		I ABI	LE OF CONTENTS	X1X
		[b] Tortious	Interference	6-38.1
	[4]	Solicitation of		
		Associates		6-40.3
	[5]	Access to Clie		
			ng Partner	6-40.5
	[6]		Partner's Access to	
	F - J		Confidential	
			1	6-40.7
	[7]		Exit Agreement on	
	Γ,]		Withdrawal	6-40.10
	[8]		derations in Law Firm	0 10.10
	[o]			6-40.20
			Opinion 489	6-40.20
			g Clients' Rights	6-40.21
			g Clients of the Departure	6-40.21
			ference with Departing	0-40.21
			er's Competent	
			sentation	6-40.21
				6-40.21
			Are Not Property"	6-40.22
e <i>c</i> 04	D at		rovisions	
§ 6.04	Retirement			6-41
	[1]			6-41
			Regarding Retirement	6-41
			ing Value of	(10 0
			r Lawyers	6-42.2
	F07		n and Succession	6-42.3
	[2]	•	tirement	6-44
			ncing Test for Determining	
			byee Status	6-51
		[i] W	hether the Organization	
			Can Hire or Fire the	
			Individual or Set the Rules	
			and Regulations of the	
			Individual's Work	6-52
		[ii] W	hether and, If So, to What	
			Extent the Organization	
			Supervises the Individual's	
			Work	6-52
		[iii] W	hether the Individual	
			Reports to Someone	
			Higher in the	
			Organization	6-53

	[iv] Whether and, If So, to What	
	Extent the Individual	
	Is Able to Influence	(52
	the Organization [v] Whether the Parties Intended	6-53
	that the Individual Be	
	an Employee, as Expressed	
	in Written Agreements	
	or Contracts	6-54
	[vi] Whether the Individual	
	Shares in the Profits,	
	Losses, and Liabilities	
	of the Organization	6-54
	[3] Gradual Retirement	6-55
	[a] Mentoring	6-56
	[b] Sequenced Retirement	6-57
	[4] Covenant Not to Compete on Retirement	6-60
	[5] Ongoing Private Law Practice	6-65
	[6] Responsibility for Partnership Debts	6-67
	[7] Funded and Unfunded Plans	6-68
	[8] Small Firms and Sole Practitioners	6-71
6.05	Death	6-72.2
6.06	Disability	6-72.4
6.07	Incompetence	6-73
6.08	Leaves of Absence	6-74
	[1] Sabbaticals	6-74
	[2] Vacations	6-76
§ 6.09	Temporary Withdrawal	6-80
	CHAPTER 7	
	Dissolution	
§ 7.01	Dissolution Defined	7-2

§ 7.01	Dissolution Defined	7-2	
§ 7.02	Termination Defined	7-5	
§ 7.03	The Role of the Partnership Agreement	7-6	
§ 7.04	Causes of Dissolution	7-9	
	[1] Withdrawal of a Partner	7-10	
	[2] Dissolution by Expulsion of a Partner	7-12	
	[3] Bad Faith and Wrongful Dissolution	7-13	

	TABLE OF CONTENTS	xxi			
	[a] Bad Faith Dissolution	7-13			
	[b] Wrongful Dissolution	7-14			
	[4] Bankruptcy of a Partner	7-18.4			
	[5] Death of a Partner	7-18.6			
. = . =	[6] Incapacity	7-18.7			
§ 7.05	Duty to Wind Up Affairs of the Partnership	7-18.9			
	[1] Obligations of Partners After Dissolution to Partnership	7-20			
	[2] Partner's Authority to Bind Partnership	7-22.4			
	[3] Duty to Finish Unfinished Business	7-22.6			
	[4] Sharing of Profits and Losses Upon	, 22.0			
	Dissolution	7-22.8			
	[5] Contingency Fees of a Partnership in	,			
	Dissolution	7-40			
	[6] Judicial Dissolution	7-44			
	[7] Appointment of a Receiver	7-49			
§ 7.06	Valuing a Law Firm's Goodwill on				
	Dissolution	7-52.3			
	[1] Agreeing that Goodwill Has No Value	7-52.7			
	[2] Client's Choice of Counsel and Goodwill	7-52.7			
	[3] Goodwill as an Independent Asset				
	Capable of Valuation	7-52.8			
	[4] Valuing Goodwill	7-52.8			
	[a] Discounted Future Earnings				
	Method	7-52.9			
	[b] Excess Earnings Method	7-52.10			
§ 7.07	The Valuation Expert	7-53			
§ 7.08	Agreements on Dissolution of the Law Firm	7-58			
	[1] Agreement Between and Among Partners				
	of a Dissolving Firm	7-58			
	[2] Agreements with Third Parties	7-75			
	[a] Agreements with Landlords	7-75			
	[b] Agreements with Financial				
	Institutions	7-77			
	CHAPTER 8				
E	Buying, Selling or Merging Law Praction	ces			
§ 8.01	Sale of a Law Practice	8-2			
3	[1] The ABA Model	8-3			
	[2] The New York Example	8-4			
	_				

xxii	LAW FIRM PARTNERSHIP AGREEMENTS	
	[a] Permissible Sale	8-4
	[b] What May Be Sold	8-5
	[c] Confidentiality	8-6
	[d] Written Notice to Clients	8-7
	[e] Use of the Seller's Name After	
	Purchase of a Law Practice	8-7
	[3] Sample Sale of Law Practice	
	Agreement	8-8.3
	[4] The Sales Price	8-16
	[5] Interaction with Other Rules of	0.40
0.000	Professional Conduct	8-18
§ 8.02	Merging a Law Practice	8-18.4
	[1] Client Concerns	8-18.6
	[1A] Due Diligence and Confidentiality	8-18.9
	[2] Sample Merger Agreement of Two Law	0 10 15
	Firms	8-18.15 8-42
	[3] De Facto Mergers	8-42.2
	[b] Cessation of Ordinary Business and	0-42.2
	Dissolution of the Predecessor	8-42.3
	[c] Assumption of Liabilities by the	0-42.5
	Successor	8-42.3
	[d] Continuity of Management, Personnel,	0 .2.3
	Physical Location, Assets and	
	General Business Operation	8-42.4
§ 8.03	Tax Aspects of a Law Firm Merger	8-43
	[1] Definition of a Partnership Merger	8-43
	[2] The Terminating and the Continuing	
	Partnership	8-43
	[3] Tax Construct of a Merger	8-44
	[4] Tax Consequences of a Merger	8-45
	[a] Distribution of Cash	8-45
	[b] Liability Shifts	8-45
	[c] "Anti-Mixing Bowl" Rules	8-46
	[d] "Disguised Sale" Rules	8-46
	[5] Tax Return Requirements	8-47
	[6] Consequences of Merger-Tax	0.47
	Attributes	8-47
0 0 04	[7] Professional Corporations	8-47
§ 8.04	Standstill Agreements	8-49
§ 8.05	Buying, Selling and Merger Discussion Check List	8-54
	CHECK LIST	0-54

TABLE OF CONTENTS

XXIII

CHAPTER 9

Law Firm Bankruptcies

§ 9.01	Partnership Bankruptcies	9-2.1
	[1] Chapter 7 vs. Chapter 11	9-3
	[2] Venue of the Bankruptcy Case	9-4.1
	[3] Getting Started: Practical	0.4.1
0.000	Considerations	9-4.1
§ 9.02	Eligibility for Relief Under Title 11	9-7
	[1] Generally	9-7
	[2] Partnerships in Dissolution: Eligibility to	
	Be a Debtor	9-8
	[3] Authority to File Voluntary Petitions	9-10
	[a] Voluntary Petition	9-12.2
	[b] Exhibit A to the Petition	9-12.5
	[c] Exhibit C to the Petition	9-12.6
	[d] Petition Declaration	9-12.6
	[e] List of Top Twenty Creditors	9-12.7
	[f] Summary of Schedules	9-12.8
	[g] Schedule A: Real Property	9-12.9
	[h] Schedule B: Personal Property	9-12.10
	[i] Schedule C: Property Claimed	
	as Exempt	9-12.13
	[j] Schedule D: Creditors Holding	
	Secured Claims	9-12.14
	[k] Schedule E: Creditors Holding	
	Unsecured Priority Claims	9-12.16
	[l] Schedule F: Creditors Holding	
	Unsecured Nonpriority Claims	9-12.19
	[m] Schedule G: Executory Contracts	
	and Unexpired Leases	9-12.21
	[n] Schedule H: Codebtors	9-12.22
	[o] Declaration Concerning Debtor's	0 12 22
	Schedules	9-12.23
	[p] Statement of Financial Affairs	9-12.24
	[q] Notice of Meeting of Creditors	9-12.35
0.002	[4] Authority to File Involuntary Petition	9-12.36
§ 9.03	Effect of Filing: The Partnership Agreement	0.12
	and Status of the Partnership	9-13
	[1] Introduction	9-13
	[2] The Partnership Agreement as an	0.14
	Executory Contract	9-14

xxiv	LAW FIRM PARTNERSHIP AGREEMENTS	
	[3] Status of the Partnership and Interests in	
	the Partnership	9-15
§ 9.04	Property of the Estate	9-17
·	[1] Generally	9-17
	[2] Contribution Obligations of Partners	9-17
	[3] Recoveries from Avoiding Powers	9-18
	[4] Section 723: Rights of Partnership	
	Trustee Against General Partners	9-20
	[a] Applicability of Section 723	9-20.1
	[b] Section 723(a): Trustee's Claim	
	Against the General Partners	9-21
	[c] Section 723(b)-(c): Proceeding	
	Against Non-Debtor and	
	Debtor General Partners	9-24
	[d] Federal Rule of Bankruptcy	
	Procedure 1007	9-25
	[e] Repeal of the "Jingle Rule"	9-25
	[5] Property of a General Partner's	
	Estate	9-26
§ 9.05	The Automatic Stay	9-28
§ 9.06	Claims and Distributions	9-30
	[1] Section 723(c) Revisited	9-30
	[2] Section 508: Effect of Distribution Other	
	Than Under Title 11	9-30
	[3] Partners vs. Creditors	9-31
	[4] General Partners vs. Limited Partners	9-31
	[5] Current vs. Former Partners	9-31
	[a] Distributions	9-31
	[b] Chapter 11 Plan of Liquidation vs.	
	State Law Plan of Dissolution	9-34
	[c] Classification of Claims	9-34
	[6] Landlord Claims	9-35
	[7] Plan Provisions Providing for	
	Non-Debtor Partner Releases	
	and Injunctions	9-37
§ 9.07	Fraudulent Conveyances and Unfinished	
	Business	9-41
TABLE	E OF CASES	TC-1
INDEX	, 	I-1