

EXHIBIT B

TABLE OF DEFINITIONAL PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY ACT RELEVANT IN LLC FORMATIONS (AS OF APRIL 17, 2009)

Preliminary notes.

1. Overview of table. The table that begins on the next page of this exhibit (the “Table”) is based on the New Hampshire Limited Liability Company Act (the “Act”) as in effect on April 17, 2009. The provisions of the Act in the Table are in the order in which they appear in the Act.
2. Abbreviations in Table. In the Table:
 - a. The abbreviation DFL indicates a definitional provision.
 - b. Quotations of provisions of the Act are within quotation marks, while paraphrases of provisions are within brackets.
 - c. The phrase “this chapter” refers to the chapter of New Hampshire statutory law that codifies the Act—namely, Chapter 304-C of Title 28 of the New Hampshire Revised Statutes Annotated.
3. Provisions of the Act to which this Table makes few or no references. As indicated in the title of this exhibit, the focus of the exhibit is on the provisions of the Act that are relevant to LLC formations. Accordingly, the Table makes no reference to the provisions of the Act that relate to (i) statutory conversions of non-LLC entities to LLCs; (ii) statutory conversions of LLCs to non-LLC entities; or (iii) foreign LLCs. In addition, the Table makes reference to only the more basic provisions of the Act that concern LLC dissolutions.
4. References to Form 11.1. Form 11.1 is the master form among the 42 forms that John Cunningham has developed for use under the Act. References in the Table to sections of Form 11.1 are intended to assist users of that form to organize the references in the table in accordance with the sequence of provisions in the form.

NUMBER OF PROVISION	CITATION	TYPE	STATEMENT OR PARAPHRASE OF PROVISION	SECTION OR SUBSECTION OF FORM 11.1 TO WHICH THE NEW HAMPSHIRE ACT PROVISION RELATES
1.	§ 304-C:1,I	DFL	“ <u>Bankruptcy</u> ” —definition. [“Bankruptcy” means an event (including a bankruptcy filing and any similar event) that is identified in § 304-C:27,I(d) as causing a person to cease to be a member of an LLC.]	Section 7
2.	§ 304-C:1,I-a	DFL	“ <u>Business entity</u> ” —definition. “‘Business entity’ means a domestic or foreign LLC, corporation, general partnership, limited partnership or nondepository trust company. . .”	Not relevant to Form 11.1
3.	§ 304-C:1,II	DFL	“ <u>Certificate of formation</u> ” —definition. “‘Certificate of formation’ means the certificate referred to in §304-C:12 of this title, and the certificate as amended.”	Sections 2.2 and 33.2
4.	§ 304-C:1,III	DFL	“ <u>Contribution</u> ” —definition. “‘Contribution’ means any cash, property, services rendered or a promissory note or other obligation to contribute cash or property or to perform services, which a person contributes to a limited liability company in the person's capacity as a member.”	Section 3.1
5.	§ 304-C:1,V	DFL	“ <u>Limited liability company</u> ” —definition. “‘Limited liability company’ and ‘domestic limited liability company’ means a limited liability company formed under the laws of New Hampshire and having 1 or more members.”	Not relevant in Form 11.1.
6.	§ 304-C:1,VI(first sentence)	DFL	<u>Limited liability company agreement</u> — definition. “‘Limited liability company agreement’ means a written agreement of the members or a document adopted by the sole member as to the affairs of a limited liability company and the conduct of its business.”	Not relevant in Form 11.1
7.	§304-C:1,VII	DFL	“ <u>Limited liability company interest</u> ” — definition. “‘Limited liability company interest’ means a member's share of the profits and losses of a limited liability company and a member's right to receive distributions of the limited liability company's assets.”	Section 3.3

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8.	§304-C:1,IX	DFL	<p><u>“Manager”—definition.</u> “‘Manager’ means a person who is named as a manager of a limited liability company in or designated as a manager of a limited liability company pursuant to a limited liability company agreement or similar instrument under which the limited liability company is formed.” [Section 304-C:30 (“Admission of Managers”) refers to this definition.]</p>	Section 1.10
9.	§ 304-C:1,X	DFL	<p><u>“Member”—definition.</u> “‘Member’ means a person who is admitted to a limited liability company as a member as provided in § 304-C:23, or, in the case of a foreign limited liability company, in accordance with the laws of the state or foreign country or other foreign jurisdiction under which the foreign limited liability company is formed.”</p>	Section 1.2
10.	§ 304-C:1,XI	DFL	<p><u>“Person”—definition.</u> “‘Person’ means a natural person, partnership, whether general or limited and whether domestic or foreign, limited liability company, foreign limited liability company, trust, estate, association, corporation, custodian, nominee or any other individual or entity in its own or any representative capacity.”</p>	Section 33.11
11.	§ 304-C:1,XII	DFL	<p><u>“Publicly traded limited liability company interest” – definition.</u> “‘Publicly traded limited liability company interest means any limited liability company interest that is (a) Listed on a national securities exchange; or (b) Authorized for quotation on an inter-dealer quotation system of a registered national securities association.”</p>	Not relevant in Form 11.1.
12.	§ 304-C:1,XIII	DFL	<p><u>“State” – definition.</u> “‘State’ means the District of Columbia or the Commonwealth of Puerto Rico or any state, territory, possession, or other jurisdiction of the United States other than the state of New Hampshire.”</p>	Section 33.11

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13.	§ 304-C:46,V	DFL	<u>Assignment – definition.</u> “‘Assign’ or ‘assignment’ includes a transfer by gift, bequest, devise, or descent and distribution.”	Sections 7.7 and 8.1

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