

EXHIBIT C

MASTER TABLE OF MANDATORY 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 M indicates a mandatory 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,V | M | <u>Requirement that LLC have at least one member.</u> [Section 304-C:1,V, in defining the term “limited liability company,” provides in effect that an LLC must have at least one member in order to exist as a legal entity.] | Section 1.2 |
| 2. | § 304-C:1,VI (first sentence) | M | <u>Requirement that limited liability company agreement be in writing.</u> [The definition of LLC agreement in this section effectively requires that, in order to be legally valid, such agreements must be in writing.] | N/A |
| 3. | §304-C:1,VI (b) | M | <u>Failure of member or assignee to sign LLC agreement does not render LLC agreement unenforceable.</u> [An LLC agreement or other writing] “shall not be unenforceable by reason of its not having been signed by a person being admitted as a member or becoming an assignee as provided in [§304-C:1,VI (a) above], or by reason of its having been signed by a representative as provided in this chapter.” [This provision seems to provide that an LLC agreement shall not be unenforceable against a member who did not sign it if the person may be found to have become a member under Sections 1,VI(a)(1) or (2).] | Signature page |
| 4. | § 304-C:2,I | M | <u>Filing requirements applicable to LLC documents.</u> [In order to be accepted for filing by the Secretary of State, an LLC document must satisfy the requirements of this and each other pertinent section of the Act.] | Sections 1.3, 29.4 and 33.2(b). |
| 5. | § 304-C:2,II | M | <u>Requirement of filing with Secretary.</u> “All required documents shall be filed in the office of the secretary of state.” | Sections 1.3, 29.4 and 33.2(b) |
| 6. | §§ 304-C:2,III – V (first sentence) | M | <u>Form of documents.</u> [LLC documents shall be printed, shall be in the English language, and shall contain at least the information required by the Act.] | Section 1.3 |

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| 7. | §304-C:2,VI | M | <u>Who must sign an LLC document.</u> [Except as otherwise provided in the Act, an LLC document must be signed by (a) the manager of a manager-managed LLC; (b) a member of a member-managed LLC; or (c) the fiduciary of an LLC in the hands of a court-appointed fiduciary.] | Sections 15.6, 16.2 and Signature page |
| 8. | §304-C:2,VII | M | <u>Requirement of identification of signer.</u> [The signer of an LLC document “shall sign it and state beneath or opposite the person's signature his or her name and the capacity in which the person signs.”] | Signature page of Form 11.1 |
| 9. | §304-C:2,VIII | M | <u>Copies and fees must accompany documents filed.</u> [Printed LLC documents, except annual reports or documents sent via email, must be accompanied by a copy, and all filings of these documents must be accompanied by correct fees.] | Not relevant in Form 11.1. |
| 10. | §304-C:3,I(a) | M | <u>LLC name.</u> [The name of an LLC as set forth in its certificate of formation “[s]hall contain the words ‘limited liability company’ or the abbreviation ‘L.L.C.’ or similar abbreviation.”] | Section 1.1 |
| 11. | §304-C:3,II | M | <u>LLC name.</u> “A limited liability company name shall not contain language stating or implying that the [LLC] is organized for a purpose other than that permitted by § 304-C:7 and its certificate of formation.” | Section 1.1 |
| 12. | §304-C:3,III | M | <u>LLC name.</u> [An LLC name shall be distinguishable from those of (1) other entities using or having reserved the name; (2) government agencies or (3) recognized political parties (absent written permission of these parties).] | Section 1.1 |

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| 13. | §304-C:4 | M | <u>Reservation of name.</u> [This section contains miscellaneous mandatory, permissive, and default rules concerning the reservation with the Secretary of State of the exclusive right by an LLC to use a name in forming an LLC on a future date. These rules are listed here as “mandatory” merely for convenience.] | Section 1.1 |
| 14. | §304-C:5 | M | <u>Registered office; registered agent.</u> [An LLC must have and maintain in New Hampshire (1) a registered office and (2) a registered agent for service of process.] | Section 1.9 |
| 15. | §304-C:5,I (b) | M | <u>Requirement that registered agent be at registered office.</u> [An LLC’s registered agent for service of process must have a business office identical with the registered office.] | Section 1.9 |
| 16. | § 304-C:7,I (first sentence) | M | <u>Impermissible LLC purposes.</u> “[An LLC may not be formed for the purposes of] carrying on the business of banking, the construction and maintenance of railroads, the business of making contracts for the payment of money at a fixed date or upon the happening of some contingency, or the business of a trust, surety, indemnity or safe deposit company.” | Section 1.5 |
| 17. | §304-C:9,I(a) | M | <u>Duty of good faith.</u> [This provision appears to provide implicitly that LLC members, managers and others acting for an LLC are subject to a duty of good faith.] | Section 23 |
| 18. | §304-C:9,I(b) | M | <u>Duty of loyalty—mandatory minimum.</u> [This provision appears to provide implicitly those LLC members, managers and others acting for an LLC are subject to a mandatory minimum duty to act in a manner that is not opposed to the best interest of the LLC.] | Section 17 |

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| 19. | §304-C:9,II | M | <p><u>Prohibition of indemnification in certain circumstances.</u> “A limited liability company may not indemnify a member, manager, or other person under this section:</p> <p>(a) In connection with a proceeding by or in the right of the limited liability company in which such person was judged liable to the limited liability company; or</p> <p>(b) In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action on behalf of the limited liability company, in which such person was adjudged liable on the basis that personal benefit was improperly received by him.”</p> | Section 31.5 |
| 20. | §304-C:9,II | M | <p><u>Duty to avoid improper personal benefits.</u> [Section 304-C:9,II may be read to impose a duty on members and managers to avoid improper personal benefits in dealing with the LLC.]</p> | |
| 21. | §304-C:11,I | M | <p><u>Effective time and date of document filed with Secretary.</u> “Except as provided in paragraph II [relating to delayed effective dates and times], a document accepted for filing is effective:</p> <p>(a) At the close of business on the date it is filed, as evidenced by the secretary of state's date endorsement of the original document; or</p> <p>(b) At the time specified in the document as its effective time on the date it is filed; or</p> <p>(c) Upon the date and time of acceptance by the secretary of state corporate database and application, if filed electronically.” [This provision is essentially mandatory, but § 304-C:11,I(b) arguably may be viewed as a default provision.]</p> | Sections 1.3, 1.7, 29.4 and 33.2(b) |
| 22. | §304-C:11,II (first sentence, second clause) | M | <p><u>Delayed effective time and date of document.</u> [If a document specifies a delayed effective time and date, the document becomes effective at the time and date specified.]</p> | Section 29.4 |

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| 23. | §304-C:11,II (second sentence) | M | <u>Delayed effective time and date of document.</u> “If a delayed effective date but no time is specified, [a] document [filed with the Secretary of State] is effective at the close of business on that date.” | Section 29.4 |
| 24. | §304-C:11,II (third sentence) | M | <u>Delayed effective time and date of document.</u> “A delayed effective date for a document [filed with the Secretary of State] may not be later than the ninetieth day after the date it is filed.” | Section 29.4 |
| 25. | §304-C:12,I | M | <u>Requirement of certificate of formation.</u> “In order to form a limited liability company, one or more authorized persons shall deliver a certificate of formation and the certificate required by RSA 421-B:13,I-a [i.e., Form SRA] to the Secretary of State for filing.” | Section 1.3 <u>Note.</u> “Authorized person” is not a defined term under the Act. |
| 26. | §304-C:12,II (a) – (e) | M | <u>Required content of certificate of formation.</u> “The certificate of formation shall set forth: (a) The name of the limited liability company; (b) The nature of the primary business or purposes of the limited liability company; (c) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 304-C:5; (d) If the limited liability company is to have a specific date of dissolution, the latest date on which the limited liability company is to dissolve; [and] (e) If management of the limited liability company is vested in a manager or managers, a statement to that effect. . .” | Section 1.3 |
| 27. | §304-C:12,III | M | <u>Time of formation of LLC.</u> “A limited liability company is formed at the time of the filing of the initial certificate of formation with the Secretary of State.” | Section 1.7 |
| 28. | §304-C:12,IV (main clause) | M | <u>Status of LLC as entity.</u> “A limited liability company formed under this chapter shall be a separate legal entity.” | Section 1.7 |

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| 29. | §304-C:12,IV (subordinate clause) | M | <u>Duration of LLC status as separate entity.</u> “[T]he existence of [an LLC] as a separate legal entity shall continue until cancellation of the limited liability company's certificate of formation.” | Section 29.5 |
| 30. | §304-C:13,I | M | <u>Amendment to certificate of formation must be filed.</u> [This section provides that an amendment to a certificate of formation must contain the name of the LLC and the text of the amendment and must be filed with the Secretary of State to be effective.] | Section 33.2(b) |
| 31. | §304-C:13,II | M | <u>Mandatory limitations on amending of certificates of formation.</u> “A certificate of formation may be amended at any time in any respect so long as the certificate of formation as amended contains only provisions that lawfully may be contained in the certificate of formation at the time of making the amendment.” | Section 33.2(b) |
| 32. | §304-C:14,I (second sentence) | M | <u>Superior court orders concerning execution of certificates.</u> “If the court finds that the execution of the certificate is proper and that any person so designated has failed or refused to execute the certificate, it shall order the Secretary of State to record an appropriate certificate or enter an order granting other appropriate relief.” | Section 32 |
| 33. | §304-C:14,II (second sentence) | M | <u>Duty of superior court to order execution of LLC agreements, etc., in certain circumstances.</u> “If the court finds that the limited liability company agreement or amendment of such agreement should be executed and that any person required to execute the limited liability company agreement or amendment thereof has failed or refused to do so, it shall order such person to execute such agreement or amendment or enter an order granting other appropriate relief.” | Section 32 |

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| 34. | §304-C:16 | M | <p><u>Notice function of certificates of formation.</u> “The fact that a certificate of formation is on file with the secretary of state is notice that the entity formed in connection with the filing of the certificate of formation is a limited liability company legally formed under the laws of New Hampshire and is notice of all other facts set forth [therein].”</p> | Not relevant in Form 11.1. |
| 35. | §304-C:23,II(a) (first sentence from the word “or” to the period) | M | <p><u>A person shall become a member after the LLC’s formation upon the consent of all members, etc.</u> “II. After the formation of a limited liability company, a person acquiring a limited liability company interest is admitted as a member of the limited liability company: (a) In the case of a person acquiring a limited liability company interest directly from the limited liability company. . . if the limited liability company agreement does not so provide, upon the consent of all members and when the person’s admission is reflected in the records of the limited liability company.”</p> | |
| 36. | §304-C:23,II(b) (first sentence, from the word “or” to the period) | M | <p><u>After the formation of the LLC, a person acquiring a limited liability company interest as an assignee is admitted as a member when the admission is reflected in the LLC’s records.</u> “II. After the formation of a limited liability company, a person acquiring a limited liability company interest is admitted as a member of the limited liability company: (b) In the case of an assignee of a limited liability company interest, if the limited liability company agreement does not so provide, when any such person’s permitted admission is reflected in the records of the limited liability company[.]”</p> | |

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| 37. | §304-C:23,II(c) | M | <p><u>Admission as members of assignees of single-member LLCs.</u> “After the formation of a limited liability company, a person acquiring a limited liability company interest is admitted as a member of the limited liability company:</p> <p>(c) In the case of an assignee of a single-member limited liability company interest, upon such assignee’s succeeding to the assignor’s limited liability company interest under § 304-C:48,I(c), without further action.” [Section 304-C:48,I(c) provides that an assignee of a single-member LLC automatically becomes a member upon succeeding to the interest.]</p> | Sections 9 & 11 |
| 38. | §304-C:24,VIII (first sentence) | M | <p><u>Member right to call special meetings of manager-managed LLCs.</u> [This provision provides members of an LLC in which management is vested in fewer than all the members with the right under certain circumstances to demand a meeting with the managers.]</p> | Section 12 |
| 39. | §304-C:24,VIII(e) | M | <p><u>Member right to demand information at special meetings.</u> [At a meeting called under this section,] “the persons having management of the limited liability company shall report on the affairs of the company and shall either make available in writing the information listed in § 304-C:28,I(a)-(e) [listing various types of LLC information to which members are entitled] or be prepared to respond promptly in writing to demands for information. . .”</p> | Section 12.5 |

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| 40. | §304-C:25 | M | <u>The LLC liability shield.</u> “Except as otherwise provided by this chapter, the debts, obligations and liabilities of a limited liability company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the limited liability company; and no member or manager of a limited liability company shall be obligated personally for any such debt, obligation or liability of the limited liability company solely by reason of being a member or acting as a manager of the limited liability company.” | Section 1.11 |
| 41. | §304-C:26,I | M | <u>Agency authority of members of member-managed LLCs.</u> [This section provides that if management is vested in the members, every member is an agent of the LLC, except (a) if the member takes an action for which the member has no actual authority and (b) the person with whom the member is dealing has knowledge that the member lacks authority.] | Section 16.2 |
| 42. | §304-C:26,II(a) | M | <u>No member is an agent in a manager-managed LLC.</u> “If the limited liability company agreement provides that management of the limited liability company is vested in a manager or managers, no member, solely by reason of being a member, is an agent of the limited liability company[.]” | Section 16.2 |
| 43. | §304-C:26,II(b) | M | <u>Agency authority of managers.</u> [This section provides that if the management of an LLC is vested in managers, every manager is an agent of the LLC, except if the manager takes actions for which the manager has no actual authority and the person with whom the manager is dealing has knowledge that the manager lacks authority.] | Section 16.2 |
| 44. | §304-C:26,IV | M | <u>Unauthorized acts of managers shall not bind LLC to persons with knowledge of the lack of authority.</u> “An act of a manager or member in contravention of a restriction on authority shall not bind the limited liability company to persons having knowledge of the restriction.” | Not relevant in Form 11.1 |

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| 45. | § 304-C:27,I(c) | M | Removal of member pursuant to terms of the <u>LLC agreement</u> . [This section provides in effect that if the LLC agreement contains member removal provisions, a member may be removed only in accordance with those provisions.] | Sections 7.12 and 15.5 |
| 46. | § 304-C:28,I | M | <p><u>Members' right to obtain LLC information</u>. "I. Each member of a limited liability company has the right to obtain from the limited liability company from time to time upon reasonable demand for any purpose reasonably related to the member's interest as a member of the limited liability company:</p> <p>(a) True and full information regarding the status of the business and financial condition of the limited liability company as may be set forth in information required to be documented or filed by law;</p> <p>(b) Promptly after becoming available, a copy of the limited liability company's federal, state and local income tax returns for each year;</p> <p>(c) A current list of the name and last known business, residence or mailing address of each member and manager;</p> <p>(d) A copy of the limited liability company agreement and the certificate of formation and all amendments, together with executed copies of any written powers of attorney pursuant to which the limited liability company agreement and any certificate and all amendments have been executed;</p> <p>(e) True and full information regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute in the future, and the date on which each became a member; and</p> <p>(f) Other information regarding the affairs of the limited liability company as is just and reasonable."</p> | Section 14 |

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| 47. | § 304-C:28,II | M | <u>Managers' rights with respect to LLC information.</u> "Each manager shall have the right to examine all of the information described in [§ 304-C:28,I] for a purpose reasonably related to his position as a manager." | Section 16.3 |
| 48. | § 304-C:28,V | M | <u>Member demands for LLC information.</u> "Any demand by a member under [§ 304-C:28] shall be in writing and shall state the purpose of such demand." | Section 14 |
| 49. | § 304-C:28,VII | M | <u>Superior court jurisdiction over actions to enforce informational rights.</u> "Any action to enforce any right arising under [§ 304-C:28] shall be brought in the superior court." | Sections 31 and 32 |
| 50. | §304-C:31,I (first sentence, second clause, from the word "who") | M | <u>Choosing of managers.</u> "[If a limited liability company agreement provides for the management of a limited liability company by a manager, the manager] shall be chosen by the members in the manner provided in the limited liability company agreement." [See Section 304-C:1,IX (the definition of "manager").] | Section 15 |
| 51. | §304-C:31,I (second sentence) | M | <u>Manager offices and responsibilities.</u> "[If a limited liability company agreement provides for the management of a limited liability company by a manager, the manager] "shall hold the offices and have the responsibilities accorded to him by the members and set forth in a limited liability company agreement." | Section 15 |
| 52. | §304-C:31,I (third sentence) | M | <u>Termination of manager's term as manager.</u> "A manager shall cease to be a manager [whether by death, expulsion or otherwise] as provided in a limited liability company agreement." [This sentence appears to provide that unless an LLC agreement provides otherwise, a person who is a manager may not be removed as a manager.] | Section 15.5 |
| 53. | §304-C:31,III | M | <u>Rights, etc., of persons who are both managers and members.</u> "A person who is both a manager and a member has the rights and powers, and is subject to the restrictions and liabilities, of a manager. . ." | Section 31.4 |

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| 54. | §304-C:31,IV | M | <u>No limitation or elimination of liability for member and manager liability for gross negligence or willful misconduct.</u> “A member or manager shall be liable . . . to the limited liability company or to the members of the limited liability company for any action taken or failure to act on behalf of the limited liability company, if such act constitutes gross negligence or willful misconduct.” | Section 18 |
| 55. | §304-C:31,IV | M | <u>Duty of care and standard of care.</u> [This provision appears to provide implicitly that LLC members and members have a non-waivable duty of care and that the mandatory minimum standard of care is the avoidance of gross negligence and willful misconduct. This construction of the provision is supported by §§ 304-C:31,V(c) and 31,VI.] | Section 18 |
| 56. | §304-C:35 | M | <u>Manager defense of good-faith reliance on LLC records, etc.</u> [This section provides that managers shall be protected from liability if they rely in good faith on the LLC’s records, on other managers or on LLC committees or other specified types of individuals and groups.] | Section 18.3 |
| 57. | §304-C:36,II (first sentence up to the words “no contribution.”) | M | <u>Valuation of non-cash contributions.</u> “At the time of admission of any member whose contribution is or will be in any form other than money, or who is admitted to membership without contribution, or when a present member makes an additional contribution in any form other than money, the persons having management of the limited liability company shall state in dollars a value for the contribution or that there was no contribution” | Section 3.6 |

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| 58. | §304-C:36,II | M | <p><u>Valuation by LLC management of non-cash contribution is conclusive in absence of fraud.</u> [A statement by the persons having management of the limited liability company as to the value in dollars of a contribution or that there is no contribution is, in the absence of fraud, conclusive as to the value of the contribution or the fact that there was no contribution.]</p> | Section 3.6 |
| 59. | §304-C:37,I | M | <p><u>Enforceability of promises to make contributions.</u> “A promise by a member to contribute to the limited liability company is not enforceable unless set forth in a writing signed by the member.”</p> | Section 3.7 |
| 60. | § 304-C:37,II (second sentence) | M | <p><u>Options available to LLC if a member fails to contribute promised property or services.</u> “If a member does not make [a] required contribution of property or services, he is obligated at the option of the limited liability company to contribute cash equal to that portion of the agreed value of the contribution that has not been made.”</p> | Section 3.11 |
| 61. | § 304-C:37,III (second sentence) | M | <p><u>Creditors’ rights concerning contributions.</u> “Notwithstanding [a compromise under Section 304-C:37,III (first sentence)], a creditor of a limited liability company who extends credit, or otherwise acts, in reliance on that obligation after the member signs a writing that reflects the obligation and before the compromise, may enforce the original obligation.”</p> | Section 33.20 |
| 62. | § 304-C:41 (second sentence) | M | <p><u>Status of dissociated members as assignees with respect to distributions.</u> “If the member ceasing to be a member receives no payment for the value of the member's interest in the limited liability company, the member ceasing to be a member shall continue to have the rights of an assignee of a limited liability company interest under [the Act].”</p> | Section 5.7 |

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| 63. | § 304-C:44,I | M | <u>Unlawful distributions.</u> [This provision prohibits an LLC from making distributions that violate the specialized LLC net worth test set forth in the provision.] | Section 5.11 |
| 64. | § 304-C:44,II (first sentence) | M | <u>Member liability for knowing receipt of unlawful distribution.</u> “A member who receives a distribution in violation of paragraph I [of § 304-C:44], and who knew at the time of the distribution that the distribution violated paragraph I, shall be liable to a limited liability company for the amount of the distribution.” [This provision imposes penalties for any knowing receipt of unlawful distributions.] | Section 5.11 |
| 65. | § 304-C:44,II (second sentence) | M | <u>No member liability if receipt of unlawful distribution was unknowing.</u> “A member who receives a distribution in violation of paragraph I [of § 304-C:44], and who did not know at the time of the distribution that the distribution violated paragraph I, shall not be liable for the amount of the distribution.” | Section 5.11 |
| 66. | § 304-C:45 (first sentence) | M | <u>LLC interests as personal property.</u> “A limited liability company interest is intangible personal property.” | Section 3.3 |
| 67. | § 304-C:45 (second sentence) | M | <u>Members have no interest in LLC property.</u> “A member has no interest in limited liability company property.” | Section 1.4 |
| 68. | § 304-C:45 (third sentence) | M | <u>Non-economic rights are personal and non-transferable.</u> “Rights and interests of members, other than their limited liability company interests, are personal and non-transferable except to the extent that a transferee may succeed to such rights and interests in conformity with § 304-C:46-49.” | Sections 7.7, 7.8 and 9.4 |
| 69. | § 304-C:47 (second sentence) | M | <u>A judgment creditor has only the rights of an assignee.</u> “To the extent. . . charged [under a charging order], [a] judgment creditor has only the rights of an assignee of the limited liability company interest.” | Section 33.20 |

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| 70. | § 304-C:47 (third sentence) | M | <u>Other applicable exemptions not affected.</u> “This chapter does not deprive any member of the benefit of any exemption laws applicable to the member's limited liability company interest.” | Section 33.20 |
| 71. | § 304-C:48,I(1) | M | <u>How an assignee becomes a member.</u> “An assignee of a limited liability company interest shall become a member: (1) Upon the approval of all of the members of the limited liability company other than the member assigning the limited liability company interest. . .” | Not relevant in Form 11.1. |
| 72. | § 304-C:48,I(3) | M | <u>How an assignee becomes a member.</u> “An assignee of a limited liability company interest shall become a member: (3) In the case of a single-member limited liability company only, upon a person succeeding to such interest of the member.” | Not relevant in Form 11.1. |
| 73. | § 304-C:48,II (first sentence) | M | <u>Rights and liabilities of assignees who become members.</u> “An assignee who has become a member has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a member under a limited liability company agreement and this chapter.” | Not relevant in Form 11.1. |
| 74. | § 304-C:48,II (b) (second sentence) | M | <u>Liabilities of assignees who become members.</u> “However, the assignee is not obligated for liabilities, including the obligations of the assignor to make contributions as provided in § 304-C:37 [concerning the liability of members who fail to make promised contributions] unknown to the assignee at the time the assignee became a member and which could not be ascertained from a limited liability company agreement.” | Not relevant in Form 11.1. |

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|---------------------|------------------------------|------|---|---|
| 75. | § 304-C:48,III | M | <u>Assignor liability to LLC.</u> “Whether or not an assignee of a limited liability company interest becomes a member, the assignor is not released from liability to a limited liability company under subchapters V [entitled “Finance” and containing provisions concerning contributions and allocations] and VI of this chapter [entitled “Distributions and Resignation”].” | Not relevant in Form 11.1. |
| 76. | § 304-C:49 (second sentence) | M | <u>Representative’s exercise of rights under § 304-C:49 (first sentence).</u> “[The rights of a representative of a deceased member under the first sentence of § 304-C:49] shall be exercised in accordance with the limited liability company agreement and shall include any power under the limited liability company agreement, or this chapter, of an assignee to become a member.” | Sections 9.4, 11.7 |
| 77. | § 304-C:50, III | M | <u>LLC dissolutions under LLC agreement.</u> “A limited liability company is dissolved and its affairs shall be wound up upon the first to occur of the following . . . : III. The issuance of a notice of administrative dissolution under § 304-C:53 or entry of a decree of judicial dissolution under § 304-C:51.” | Sections 29.2(b) and (c) |
| 78. | § 304-C:57 (generally) | M | <u>Agency authority of managers after dissolution.</u> [This section provides substantive rules concerning the agency authority of members and managers after their LLC’s dissolution.] | Section 29 |
| 79. | § 304-C:57,II | M | <u>Certificate of cancellation is notice of dissolution.</u> [This section provides that the filing of the certificate of cancellation shall be presumed to constitute notice of dissolution to other potential parties to LLC transactions for purposes of apparent agency authority of managers.] | Section 29.4 |

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| 80. | § 304-C:57,V | M | <u>Members have no authority in dissolved manager-managed LLC.</u> “If the certificate of formation vests management of the limited liability company in a manager or managers, a manager shall have the authority of a member provided for in paragraph I [i.e., agency authority], and no member shall have such authority if the member is acting solely in the capacity of a member.” | Section 29 |
| 81. | § 304-C:58,I | M | <u>Clearance from NH DRA required prior to distribution of assets.</u> [This section requires that the persons winding up an LLC shall first obtain a certificate of dissolution from the Department of Revenue Administration in accordance with RSA 77-A:18.] | Section 29.8 |
| 82. | § 304-C:58,II(a) | M | <u>Creditors have priority for liquidating distributions.</u> II. Upon the winding up of a limited liability company, the assets shall be distributed as follows: (a) Payment, or adequate provision for payment, shall be made to creditors, including, to the extent permitted by law, members who are creditors in satisfaction of liabilities of the limited liability company. | Section 5.6 |
| 83. | §§ 304-C:76,I(a) & (b) | M | <u>Derivative action “proper plaintiff” requirements.</u> [These provisions impose certain requirements for qualification as a plaintiff in a derivative action.] | Not relevant in Form 11.1. |
| 84. | § 304-C:76,I(c) | M | <u>Required contents of derivative complaint.</u> “[In a derivative action, the complaint shall set forth] with particularity the effort, if any, of the plaintiff to secure initiation of the action by a manager or member or the reasons for not making the effort.” | Not relevant in Form 11.1. |

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| 85. | § 304-C:77 | M | <u>Effect of lack of authority to bring action on behalf of LLC.</u> “The lack of authority of a member or manager to sue on behalf of the limited liability company may not be asserted as a defense to an action by the limited liability company or by the limited liability company as a basis for bringing a subsequent suit on the same cause of action.” | Not relevant in Form 11.1. |
| 86. | § 304-C:78,I | M | <u>Derogation of the common law.</u> “The rule that statutes in derogation of the common law are to be strictly construed shall have no application to this [Act].” | Not relevant in Form 11.1. |
| 87. | § 304-C:78,II | M | <u>Freedom and enforceability of contract.</u> “It is the policy of this [Act] to give the maximum effect to the principle of freedom of contract and to the enforceability of limited liability company agreements.” | n/a |
| 88. | § 304-C:78,III(a) | M | <u>No liability for members and managers who rely in good faith on provisions of LLC agreement.</u> “To the extent that, at law or in equity, a member or manager has duties, including fiduciary duties, and liabilities relating to such duties to a limited liability company or to another member or manager, any such member or manager acting under a limited liability company agreement shall not be liable to the limited liability company or to any such other member or manager for the member’s or manager’s good faith reliance on the provisions of the limited liability company agreements.” | Section 18.3(e) |
| 89. | § 304-C:79 | M | <u>Cases not provided for in this chapter.</u> “In any case not provided for in this chapter, the rules of law and equity, including the law merchant, shall govern.” | Not relevant in Form 11.1 |
| 90. | § 304-C:80 | M | <u>Annual report for Secretary of State.</u> [This provision requires each LLC to file an annual report with the Secretary of State containing specific information, and it sets forth procedural rules relating to annual reports.] | Not relevant in Form 11.1 |

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| 91. | § 304-C:81 | M | <u>Fees.</u> [This section sets forth various fees applicable to each different document filed with the Secretary, the payment of which is a condition for effectiveness of the document in question. A fee of \$100 is required to be filed with an LLC's annual report.] | Section 1.12 |

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