

3-2011

The Uniform and Model Act Lineage of Nebraska's Business Associations Statutes

C. Steven Bradford

University of Nebraska-Lincoln, sbradford1@unl.edu

Follow this and additional works at: <https://digitalcommons.unl.edu/nlr>

Recommended Citation

C. Steven Bradford, *The Uniform and Model Act Lineage of Nebraska's Business Associations Statutes*, 89 Neb. L. Rev. (2010)

Available at: <https://digitalcommons.unl.edu/nlr/vol89/iss3/3>

This Article is brought to you for free and open access by the Law, College of at DigitalCommons@University of Nebraska - Lincoln. It has been accepted for inclusion in Nebraska Law Review by an authorized administrator of DigitalCommons@University of Nebraska - Lincoln.

The Uniform and Model Act Lineage of Nebraska's Business Associations Statutes

TABLE OF CONTENTS

I. Introduction	493
II. The Nebraska Uniform Partnership Act of 1998	495
III. The Nebraska Uniform Limited Partnership Act	496
IV. The Nebraska Uniform Limited Liability Company Act	497
V. The Nebraska Business Corporation Act	498
VI. A Concluding Caution	499

I. INTRODUCTION

On April 1, 2010, Nebraska Governor Dave Heineman signed into law Legislative Bill 888, the Nebraska Uniform Limited Liability Company Act.¹ This new statute was not drafted by Nebraska legislators or members of the Nebraska bar, but is instead based on a uniform act created by the National Conference of Commissioners on Uniform State Laws.² The new Limited Liability Company Act joins several other Nebraska business association statutes that are based on model or uniform statutes created elsewhere, including: the Nebraska Uniform Partnership Act, the Nebraska Uniform Limited Partnership Act, and the Nebraska Business Corporation Act.³

© Copyright held by the NEBRASKA LAW REVIEW.

* Earl Dunlap Distinguished Professor of Law, University of Nebraska–Lincoln College of Law. My thanks to Tyler Bartruff, University of Nebraska–Lincoln College of Law Class of 2010, and Daniel Hendrix, University of Nebraska–Lincoln College of Law Class of 2011, for their research assistance on this Article.

1. Legis. B. 888, 101st Leg., 2d Sess. (Neb. 2010), 2010 Neb. Laws 487 (to be codified at NEB. REV. STAT. §§ 21-101 to -197); see E-mail from Joanne Pepperl, Comm'r, Nat'l Conference of Comm'rs on Unif. State Laws, to C. Steven Bradford, Professor of Law, Univ. of Neb. Coll. of Law (Apr. 14, 2010, 12:46 PM) (on file with author).

2. See REVISED UNIF. LTD. LIAB. CO. ACT (2006), 6B U.L.A. 407 (2008).

3. Many other Nebraska statutes are based on model or uniform acts, but this Article is limited to business associations statutes.

The uniform and model act lineage of these Nebraska statutes is often overlooked, but that lineage can be very important to lawyers and judges interpreting Nebraska's business associations statutes. Dealing with the Nebraska statutes can be difficult. The Nebraska case law is sometimes sparse and, except for an occasional continuing legal education presentation or law review article, very little commentary is directed specifically at those Nebraska acts. Even if there are Nebraska materials on point, additional guidance is helpful—lawyers and judges might want to look beyond the Nebraska authorities.

Fortunately, lawyers dealing with these Nebraska statutes are not limited to Nebraska materials. Cases from other jurisdictions interpreting the same model or uniform act provisions can be invaluable. The official comments to the uniform and model acts also provide important interpretive guidance, as do discussions of the uniform and model acts in law reviews, continuing education materials, and other sources.

To use those non-Nebraska materials, one must first identify the uniform or model act provision that corresponds to the Nebraska statute. A lawyer must know not only the model or uniform act on which the Nebraska statute is based, but must also identify the correct version of that statute. Then, one must pinpoint the particular section of the model or uniform act that corresponds to the Nebraska section. The latter task is difficult because the section numbers in Nebraska's business associations statutes do not correspond to the section numbers in the uniform and model acts. In some cases, even the order is different.

Once a lawyer has identified the appropriate model or uniform act section, he must find cases and other materials discussing that section. The problem here is often a lack of familiarity: Where does one find each of the model or uniform acts and its commentary? What reference works are available for each of those acts, and what research tools do they contain?

The point of this Article is to make the task of the lawyer dealing with Nebraska's business associations statutes a little easier. In this brief Article, I identify the particular model or uniform act on which each Nebraska statute is based and describe the reference works addressing that particular act—not treatises or reporters that address corporate or partnership law generally, but the reference works dealing specifically with the model and uniform acts. I indicate what tools each of those reference works includes and provide correlation tables for each statute, so a lawyer can find the model or uniform act provision that corresponds to each Nebraska section, and vice versa.

II. THE NEBRASKA UNIFORM PARTNERSHIP ACT OF 1998

Nebraska's general partnership statute, the Uniform Partnership Act of 1998,⁴ is based on the *Uniform Partnership Act (1997)*, popularly known as the *Revised Uniform Partnership Act (RUPA)*.⁵ The RUPA was produced by the National Conference of Commissioners on Uniform State Laws (NCCUSL), which was organized in 1892.⁶ NCCUSL consists of commissioners from all fifty states, the District of Columbia, and Puerto Rico; commissioners are appointed by each state's governor or legislature.⁷

Approved by NCCUSL in 1914,⁸ the original version of the *Uniform Partnership Act* proved very popular.⁹ NCCUSL approved the *Revised Uniform Partnership Act* in 1992, and the statute has gone through a couple of major revisions since then.¹⁰ Thirty-eight jurisdictions have adopted a version of the *Revised Uniform Partnership Act*.¹¹ The current Nebraska version was passed in 1997,¹² but Nebraska has used some version of the *Uniform Partnership Act* since 1943.¹³

West Publishing publishes a multi-volume reference work called *Uniform Laws Annotated* that includes all of the uniform state laws promulgated by NCCUSL, including the *Revised Uniform Partnership Act*.¹⁴ The hard-bound volumes of the *Uniform Laws Annotated*, including the one containing the RUPA, are supplemented with an annually updated pocket part.

-
4. See NEB. REV. STAT. §§ 67-401 to -467 (Reissue 2009).
 5. See UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at 1 (2001). Although many people refer to the act as the *Revised Uniform Partnership Act*, or RUPA, the official name is the *Uniform Partnership Act (1997)*. *Id.* at 7.
 6. UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at III (2001).
 7. *Id.* at IV. The current Commissioners from Nebraska are Arlen C. Beam, Norman Krivosha, Amy L. Longo, Joanne M. Pepperl, Harvey S. Perlman, Larry L. Ruth, and Steven L. Willborn. See Nat'l Conference of Comm'rs on Unif. State Laws, *List of Commissioners by State*, UNIFORM LAW COMMISSION, <http://www.nccusl.org/Update/DesktopDefault.aspx?tabindex=2&tabid=16> (last visited Dec. 20, 2010).
 8. UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at 5 (2001).
 9. By the time the *Revised Uniform Partnership Act* was proposed, the original *Uniform Partnership Act* had been adopted in every state except Louisiana. J. Dennis Hynes, *The Revised Uniform Partnership Act: Some Comments on the Latest Draft of RUPA*, 19 FLA. ST. U. L. REV. 727, 728 & n.6 (1992).
 10. UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at 5-7 (2001).
 11. See UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at 1 (Supp. 2010).
 12. Nebraska Uniform Partnership Act of 1998, 1997 Neb. Laws 1043 (codified as amended at NEB. REV. STAT. §§ 67-401 to -467 (Reissue 2009)).
 13. 7 WINSOR C. MOORE, NEBRASKA PRACTICE: METHODS OF PRACTICE WITH PROCEDURAL AND BUSINESS FORMS § 5451 (1967).
 14. See UNIF. P'SHIP ACT (1997), 6 U.L.A. pt. I, at 1 (2001). Westlaw also has an online *Uniform Laws Annotated* database that includes all the uniform laws otherwise available in the print version.

The *Uniform Laws Annotated* includes the official text of the *RUPA*, its official comments, and a historical note explaining when NCCUSL approved the Act and when any subsequent changes were made. A host of other useful information is also included, such as (1) a table of jurisdictions in which the Act is in force (including the effective date and a citation to each state's statute), (2) any non-uniform amendments adopted by each state, (3) citations to relevant treatises and law review commentary, and (4) short descriptions of cases involving each section.

The text of the *RUPA* and official comments are also available online. The University of Pennsylvania maintains an archive of final versions and drafts of most of the NCCUSL uniform acts, including the *Revised Uniform Partnership Act*.¹⁵

Tables 1 and 2 correlate the Nebraska statute and the *Revised Uniform Partnership Act*.

III. THE NEBRASKA UNIFORM LIMITED PARTNERSHIP ACT

The Nebraska Uniform Limited Partnership Act¹⁶ is based on another statute promulgated by NCCUSL, the *Uniform Limited Partnership Act (1976/1985)*,¹⁷ more commonly known as the *Revised Uniform Limited Partnership Act (RULPA)*. The *RULPA* was adopted by NCCUSL in 1976 and substantially revised in 1985.¹⁸ It is actually the second in a series of three versions of the *Uniform Limited Partnership Act*. NCCUSL adopted the original *ULPA* in 1916;¹⁹ the newest version, which Nebraska has not adopted, was approved by NCCUSL in 2001.²⁰ More than forty jurisdictions had at one point adopted the 1976/1985 version of the *Uniform Limited Partnership Act*.²¹ Fourteen states have now adopted the 2001 version, although one state's adoption of the Act was subsequently declared unconstitutional.²² The current Nebraska Uniform Limited Partnership Act was

15. The URL for the archive itself is <http://www.law.upenn.edu/bll/archives/ulc/ulc.htm>. The final version of *RUPA* is available at http://www.law.upenn.edu/bll/archives/ulc/uparta/1997act_final.htm.

16. NEB. REV. STAT. §§ 67-233 to -296 (Reissue 2009).

17. See REVISED UNIF. LTD. P'SHIP ACT (1976) (amended 1985), 6B U.L.A. 1 (2008).

18. *Id.* at 3-4.

19. *Id.* at 3.

20. See UNIF. LTD. P'SHIP ACT (2001), 6A U.L.A. 325 (2008).

21. See REVISED UNIF. LTD. P'SHIP ACT (1976) (amended 1985), 6B U.L.A. 1-2 (Supp. 2010). Three of the forty-two jurisdictions listed as adopting the 1976/1985 Act have subsequently adopted the 2001 version. *Id.*

22. See UNIF. LTD. P'SHIP ACT (2001), 6A U.L.A. 37-38 (Supp. 2010). The Oklahoma Supreme Court invalidated Oklahoma's adoption of the 2001 version of the *ULPA* as a violation of Oklahoma's constitutional provision mandating that legislative acts embrace only a single subject. See *Weddington v. Henry*, 202 P.3d 143 (Okla. 2008).

adopted by the Legislature in 1989,²³ but Nebraska has used some version of the *Uniform Limited Partnership Act* since 1939.²⁴

The *Uniform Limited Partnership Act* is included in the *Uniform Laws Annotated*,²⁵ and it is also available in the online archive maintained by the University of Pennsylvania.²⁶

Tables 3 and 4 correlate the Nebraska statute and the *Revised Uniform Limited Partnership Act*.

IV. THE NEBRASKA UNIFORM LIMITED LIABILITY COMPANY ACT

The new Nebraska Uniform Limited Liability Company Act²⁷ is based on another NCCUSL product, the *Revised Uniform Limited Liability Company Act (2006)*.²⁸ The 2006 Act is the second uniform limited liability company act adopted by NCCUSL; the original version of the *Uniform Limited Liability Company Act*²⁹ was adopted in 1994 and revised in 1996.³⁰ Only eight states and the Virgin Islands have adopted the original Act,³¹ and Nebraska is only the third state to adopt the revised version.³² Prior to 2010, Nebraska's limited liability company statute was not based on a uniform or model act.

The *Revised Uniform Limited Liability Company Act (2006)*, like the other NCCUSL statutes, is included in the *Uniform Laws Annotated*³³ and is also available in the online archive maintained by the University of Pennsylvania.³⁴

Tables 5 and 6 correlate the Nebraska statute and the *Revised Uniform Limited Liability Company Act (2006)*.

23. Nebraska Uniform Limited Partnership Act, 1989 Neb. Laws 1548 (codified as amended at NEB. REV. STAT. §§ 67-233 to -296 (Reissue 2009)).

24. 7 MOORE, *supra* note 13, § 5548.

25. REVISED UNIF. LTD. P'SHIP ACT (amended 1985), 6B U.L.A. 1 (2008).

26. The Uniform Limited Partnership Act can be accessed online at <http://www.law.upenn.edu/bll/archives/ulc/fnact99/1980s/ulpa7685.htm>.

27. Nebraska Uniform Limited Liability Company Act, 2010 Neb. Laws 487 (to be codified at NEB. REV. STAT. §§ 21-101 to -197).

28. REVISED UNIF. LTD. LIAB. CO. ACT (2006), 6B U.L.A. 407 (2008).

29. *See* UNIF. LTD. LIAB. CO. ACT (1996), 6B U.L.A. 545 (2008).

30. *See id.* at 408-09.

31. *Id.* at 545.

32. The other two states are Idaho and Iowa. *Id.* at 407.

33. *Id.*

34. The *Revised Uniform Limited Liability Company Act* can be accessed online at http://www.law.upenn.edu/bll/archives/ulc/ullca/2006act_final.htm.

V. THE NEBRASKA BUSINESS CORPORATION ACT

The Nebraska Business Corporation Act³⁵ is based on the *Model Business Corporation Act (MBCA)*,³⁶ a statute drafted by the Committee on Corporate Laws of the Business Law Section of the American Bar Association (ABA).³⁷ The Committee on Corporate Laws consists of a chair, a reporter, and twenty-four additional members, all appointed by the chair of the Business Law Section.³⁸ The first version of the *MBCA* appeared in 1950.³⁹ A revised version, popularly known as the *Revised Model Business Corporation Act*, or *RMBCA*, was completed in 1984, although the *RMBCA* has been amended several times since then.⁴⁰ Nebraska adopted the *RMBCA* in 1996,⁴¹ but Nebraska used the original version of the *MBCA* beginning in 1963.⁴² Twenty-six other jurisdictions have adopted “all or substantially all” of the *Revised Model Business Corporation Act*, and three other states have statutes based on the earlier version of the *MBCA*.⁴³

The ABA Business Law Section publishes a reference work called the *Model Business Corporation Act Annotated*.⁴⁴ This text is organized by the section numbers of the *MBCA* and includes the official text of the statute, the official comments, and the reporter’s annotations. The introduction also discusses all of the major amendments adopted by the Committee on Corporate Laws since the *RMBCA* was first promulgated in 1984.⁴⁵

Unfortunately, the ABA’s *Model Business Corporation Act Annotated* is not as helpful as West’s *Uniform Laws Annotated*. The *MBCA* annotations do not include citations to all the cases arising under the *MBCA*, and they do not indicate non-uniform amendments made by adopting states. The *Model Business Corporation Act Annotated* is also not updated as regularly as the *Uniform Laws Annotated*. The *Model Business Corporation Act Annotated* is not supplemented with pocket parts, and the latest version, published in 2008, only includes amendments through December 2007.⁴⁶ However, proposed and final

35. NEB. REV. STAT. §§ 21-2001 to -20,193 (Reissue 2007).

36. See COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR. ASS’N, *MODEL BUSINESS CORPORATION ACT ANNOTATED* (4th ed. 2008).

37. 1 COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR ASS’N, *supra* note 36, at x–xi.

38. *Id.*

39. *Id.* at xii.

40. *Id.*

41. Nebraska Business Corporation Act, 1995 Neb. Laws 234 (codified at NEB. REV. STAT. §§ 21-2001 to -20,193 (Reissue 2007)).

42. 3 MOORE, *supra* note 13, § 2241.

43. 1 COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR ASS’N, *supra* note 36, at ix.

44. *Id.*

45. *Id.* at xiv–xxxii.

46. *Id.* at vii.

changes to the *MBCA* are published in *The Business Lawyer*, the official publication of the ABA's Business Law Section.⁴⁷

Tables 7 and 8 correlate the Nebraska statute and the *Revised Model Business Corporation Act*.

VI. A CONCLUDING CAUTION

The correlation tables and other information provided in this Article will allow attorneys and judges access to the appropriate model and uniform act materials and cases. However, those materials must be used cautiously because none of the Nebraska business associations statutes corresponds exactly to its model or uniform act parent. In some cases, the lack of uniformity arises because the model or uniform act has been amended since Nebraska passed the statute. For example, the Nebraska provisions dealing with fundamental corporate changes and appraisal rights⁴⁸ are based on chapters 11, 12, and 13 of the *Revised Model Business Corporation Act*.⁴⁹ However, after the Nebraska versions were adopted in 1995, the ABA approved rather extensive revisions to these rules.⁵⁰ As a result, the Nebraska law no longer matches the *RMBCA*.

In other cases, the Nebraska Legislature has deliberately chosen not to follow the uniform or model act provision. Consider, for example, the rules regarding cumulative voting by corporate shareholders. The *RMBCA* provides that shareholders do not have the right to cumulative voting unless the articles of incorporation grant that right.⁵¹ The equivalent Nebraska section reverses that rule and grants shareholders the right to vote cumulatively,⁵² a result mandated by the Nebraska Constitution.⁵³

Non-uniformities such as these can make the Nebraska act and its uniform or model act parent differ significantly. Consider, for example, the voting rights of limited partners in limited partnerships, cov-

47. See, e.g., Comm. on Corporate Laws, Bus. Law Section, Am. Bar Ass'n, *Proposed Changes in the Model Business Corporation Act*, 53 BUS. LAW. 815 (1998).

48. See NEB. REV. STAT. §§ 21-20,128 to -20,150 (Reissue 2007).

49. See 3 COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR ASS'N, *supra* note 36, 11-1 to 13-144. Chapter 11 concerns mergers, Chapter 12 concerns sales of assets, and Chapter 13 concerns shareholder appraisal rights. *Id.*

50. See Comm. on Corporate Laws, Bus. Law Section, Am. Bar Ass'n, *Changes in the Model Business Corporation Act Pertaining to Appraisal Rights and Fundamental Changes—Final Adoption*, 55 BUS. LAW. 405 (1999); Comm. on Corporate Laws, Bus. Law Section, Am. Bar Ass'n, *Changes in the Model Business Corporation Act—Fundamental Changes*, 54 BUS. LAW. 685 (1999); Comm. on Corporate Laws, Bus. Law Section, Am. Bar Ass'n, *Proposed Changes in the Model Business Corporation Act—Appraisal Rights*, 54 BUS. LAW. 209 (1998).

51. 2 COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR ASS'N, *supra* note 36, § 7.28(b).

52. See NEB. REV. STAT. § 21-2066 (Reissue 2007).

53. See NEB. CONST. art. XII, § 1.

ered by section 67-250 of the Nebraska Uniform Limited Partnership Act.⁵⁴ Section 302 of the *Revised Uniform Limited Partnership Act*, the corresponding provision in the uniform act, consists of a single sentence.⁵⁵ The Nebraska “equivalent” has three subsections and is roughly eight times as long.⁵⁶ In other cases, the Nebraska provision is less detailed. The Nebraska corporate law provision dealing with options on corporate shares, section 21-2043 of the Nebraska Business Corporation Act, is only two short sentences.⁵⁷ Its model act equivalent, section 6.24 of the *Model Business Corporation Act*, consists of 292 words in three different subsections.⁵⁸

Sometimes Nebraska sections have no corresponding model or uniform act section. Sometimes, a model or uniform act section may have no counterpart in Nebraska. Sometimes, a Nebraska section addresses the same subject matter as a model or uniform act section, but is not based on that model or uniform act provision and is totally different. All of these cases are indicated in the accompanying correlation tables by blank spaces.

Of course, what is true of Nebraska is also true of other states. Although another state’s law may be based on the same model statute as Nebraska’s, the two states’ statutes may differ in important ways. If so, cases from that other jurisdiction may not help, and may actually mislead.

As a result of these differences, attorneys must use care when relying on cases from other jurisdictions or model or uniform act commentary to interpret the Nebraska laws. However, as long as one exercises caution, the correlation tables provided here and the uniform and model act materials described in this Article can be an important research tool for lawyers and judges dealing with the Nebraska business associations statutes.

54. See NEB. REV. STAT. § 67-250 (Reissue 2009).

55. See REVISED UNIF. LTD. P’SHP ACT § 302 (1976) (amended 1985), 6B U.L.A. 178 (2008).

56. See NEB. REV. STAT. § 67-250 (Reissue 2009).

57. See NEB. REV. STAT. § 21-2043 (Reissue 2007).

58. See 1 COMM. ON CORPORATE LAWS, BUS. LAW SECTION, AM. BAR ASS’N, *supra* note 36, § 6.24.

TABLE 1
NEBRASKA UNIFORM PARTNERSHIP ACT OF 1998:
REVISED UNIFORM PARTNERSHIP ACT

<u>Neb. Rev. Stat. § 67-</u>	<u>RUPA §</u>	<u>Neb. Rev. Stat. § 67-</u>	<u>RUPA §</u>
401	1202	440	802
402	101	441	803
403	102	442	804
404	103	443	805
405	104	444	806
406	105	445	807
407	106	446	901
408	107	447	902
409	201	448	903
410	202	449	904
411	203	450	905
412	204	451	906
413	301	452	907
414	302	453	908
415	303	454	1001
416	304	455	1002
417	305	456	1003
418	306	457	1101
419	307	458	1102
420	308	459	1103
421	401	460	1104
422	402	461	1105
423	403	462	
424	404	463	1201
425	405	464	1206
426	406	465	1206
427	501	467	1207
428	502		
429	503		
430	504		
431	601		
432	602		
433	603		
434	701		
435	702		
436	703		
437	704		
438	705		
439	801		

TABLE 2
 REVISED UNIFORM PARTNERSHIP ACT:
 NEBRASKA UNIFORM PARTNERSHIP ACT OF 1998

<u>RUPA §</u>	<u>Neb. Rev. Stat. § 67-</u>	<u>RUPA §</u>	<u>Neb. Rev. Stat. § 67-</u>
101	402	803	441
102	403	804	442
103	404	805	443
104	405	806	444
105	406	807	445
106	407	901	446
107	408	902	447
201	409	903	448
202	410	904	449
203	411	905	450
204	412	906	451
301	413	907	452
302	414	908	453
303	415	1001	454
304	416	1002	455
305	417	1003	456
306	418	1101	457
307	419	1102	458
308	420	1103	459
401	421	1104	460
402	422	1105	461
403	423	1201	463
404	424	1202	401
405	425	1203	
406	426	1204	
501	427	1205	
502	428	1206	464, 465
503	429	1207	467
504	430		462
601	431		
602	432		
603	433		
701	434		
702	435		
703	436		
704	437		
705	438		
801	439		
802	440		

TABLE 3
NEBRASKA UNIFORM LIMITED PARTNERSHIP ACT:
REVISED UNIFORM LIMITED PARTNERSHIP ACT

<u>Neb. Rev. Stat. § 67-</u>	<u>RULPA §</u>	<u>Neb. Rev. Stat. § 67-</u>	<u>RULPA §</u>
233	101	270	*
234	102	271	701
235	103	272	702
236	104	273	703
237.01		274	704
238	106	275	705
239	107	276	801
239.01		277	802
240	201	278	803
241	202	279	804
242	203	280	901
243	204	281	902
244	205	282	903
245	206	283	904
246	207	284	905
247	208	285	906
248	209	286	907
248.01		286.01	
248.02		287	908
249	301	288	1001
250	302	289	1002
251	303	290	1003
252	304	291	1004
253	305	293	
254	401	294	1105
255	402	295	1101
256	403	296	1102
257	404		608*
258	405		105
259	501		1103
260	502		1104
261	503		1106
262	504		
263	601		
264	602		
265	603		
266	604		
267	605		
268	606		
269	607		

*The subject matter of Neb. Rev. Stat. § 67-270 is similar to that of § 608 of the RULPA. However, they differ enough that they are not treated as correlated here.

TABLE 4
 REVISED UNIFORM LIMITED PARTNERSHIP ACT:
 NEBRASKA UNIFORM LIMITED PARTNERSHIP ACT

<u>RULPA §</u>	<u>Neb. Rev. Stat. § 67-</u>	<u>RULPA §</u>	<u>Neb. Rev. Stat. § 67-</u>
101	233	703	273
102	234	704	274
103	235	705	275
104	236	801	276
105		802	277
106	238	803	278
107	239	804	279
201	240	901	280
202	241	902	281
203	242	903	282
204	243	904	283
205	244	905	284
206	245	906	285
207	246	907	286
208	247	908	287
209	248	1001	288
301	249	1002	289
302	250	1003	290
303	251	1004	291
304	252	1101	295
305	253	1102	296
401	254	1103	
402	255	1104	
403	256	1105	294
404	257	1106	
405	258		237.01
501	259		239.01
502	260		248.01
503	261		248.02
504	262		270*
601	263		286.01
602	264		293
603	265		
604	266		
605	267		
606	268		
607	269		
608	*		
701	271		
702	272		

*The subject matter of Neb. Rev. Stat. § 67-270 is similar to that of § 608 of the RULPA. However, they differ enough that they are not treated as correlated here.

TABLE 5
NEBRASKA LIMITED LIABILITY COMPANY ACT:
REVISED UNIFORM LIMITED LIABILITY COMPANY ACT (2006)

<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>
101	101	140	501
102	102	141	502
103	103	142	503
104	104	143	504
105	105	144	601
106	106	145	602
107	107	146	603
108	108	147	701
109	109	148	702
110	110	149	703
111	111	150	704
112	112	151	705
113	113	152	706
114	114	153	707
115	115	154	708
116	116	155	801
117	201	156	802
118	202	157	803
119	203	158	804
120	204	159	805
121	205	160	806
122	206	161	807
123	207	162	808
124	208	163	809
125	209	164	901
126	301	165	902
127	302	166	903
128	303	167	904
129	304	168	905
130	401	169	906
131	402	170	1001
132	403	171	1002
133	404	172	1003
134	405	173	1004
135	406	174	1005
136	407	175	1006
137	408	176	1007
138	409	177	1008
139	410	178	1009

TABLE 5 (CONT.)
 NEBRASKA LIMITED LIABILITY COMPANY ACT:
 REVISED UNIFORM LIMITED LIABILITY COMPANY ACT (2006)

<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>
179	1010		
180	1011		
181	1012		
182	1013		
183	1014		
184	1015		
185			
186			
187			
188			
189			
190			
191			
192			
193			
194	1101		
195	1102		
196	1103		
197	1104		

TABLE 6
 REVISED UNIFORM LIMITED LIABILITY COMPANY ACT
 (2006): NEBRASKA LIMITED LIABILITY COMPANY ACT

<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>
101	101	502	141
102	102	503	142
103	103	504	143
104	104	601	144
105	105	602	145
106	106	603	146
107	107	701	147
108	108	702	148
109	109	703	149
110	110	704	150
111	111	705	151
112	112	706	152
113	113	707	153
114	114	708	154
115	115	801	155
116	116	802	156
201	117	803	157
202	118	804	158
203	119	805	159
204	120	806	160
205	121	807	161
206	122	808	162
207	123	809	163
208	124	901	164
209	125	902	165
301	126	903	166
302	127	904	167
303	128	905	168
304	129	906	169
401	130	1001	170
402	131	1002	171
403	132	1003	172
404	133	1004	173
405	134	1005	174
406	135	1006	175
407	136	1007	176
408	137	1008	177
409	138	1009	178
410	139	1010	179
501	140	1011	180

TABLE 6 (CONT.)
 REVISED UNIFORM LIMITED LIABILITY COMPANY ACT
 (2006): NEBRASKA LIMITED LIABILITY COMPANY ACT

<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RULLCA §</u>	<u>Neb. Rev. Stat. § 21-</u>
1012	181		
1013	182		
1014	183		
1015	184		
1101	194		
1102	195		
1103	196		
1104	197		
	185		
	186		
	187		
	188		
	189		
	190		
	191		
	192		
	193		

TABLE 7
NEBRASKA BUSINESS CORPORATION ACT:
REVISED MODEL BUSINESS CORPORATION ACT

<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>
2001	1.01	2041	6.22
2002	1.02	2042	6.23
2003	1.20	2043	6.24
2004	1.21	2044	6.25
2005	1.22	2045	6.26
2006	1.23	2046	6.27
2007	1.24	2047	6.28
2008	1.25	2048	6.30
2009	1.26	2049	6.31
2010	1.27	2050	6.40
2011	1.28	2051	7.01
2012	1.29	2052	7.02
2013	1.30	2053	7.03
2014	1.40	2054	7.04
2015	1.41	2055	7.05
2016	1.42	2056	7.06
2017	2.01	2057	7.07
2018	2.02	2058	7.20
2019	2.03	2059	7.21
2020	2.04	2060	7.22
2021	2.05	2061	7.23
2022	2.06	2062	7.24
2023	2.07	2063	7.25
2024	3.01	2064	7.26
2025	3.02	2065	7.27
2026	3.03	2066	7.28
2027	3.04	2067	7.30
2028	4.01	2068	7.31
2029	4.02	2069	7.32
2030	4.03	2070	7.40
2031	5.01	2071	7.41
2032	5.02	2072	7.42
2033	5.03	2073	7.43
2034	5.04	2074	7.44
2035	6.01	2075	7.45
2036	6.02	2076	7.46
2037	6.03	2077	7.47
2038	6.04	2078	8.01
2039	6.20	2079	8.02
2040	6.21	2080	8.03

TABLE 7 (CONT.)
 NEBRASKA BUSINESS CORPORATION ACT:
 REVISED MODEL BUSINESS CORPORATION ACT

<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>
2081	8.04	20,121	10.06
2082	8.05	20,122	10.07
2083	8.06	20,123	10.08
2084	8.07	20,124	10.09
2085	8.08	20,125	10.20
2086	8.09	20,126	
2087	8.10	20,127	10.21
2088	8.11	20,128	11.02
2089	8.20	20,129	11.03
2090	8.21	20,130	11.04
2091	8.22	20,131	11.05
2092	8.23	20,132	11.06
2093	8.24	20,133	11.07
2094	8.25	20,134	
2095	8.30	20,135	12.01
2096	8.33	20,135.01	
2097	8.40	20,136	12.02
2098	8.41	20,137	13.01
2099	8.42	20,138	13.02
20,100	8.43	20,139	13.03
20,101	8.44	20,140	13.20
20,102	8.50	20,141	13.21
20,103	8.51	20,142	13.22
20,104	8.52	20,143	13.23
20,105	8.53	20,144	
20,106	8.54	20,145	13.24
20,107	8.55	20,146	
20,108	8.56	20,147	13.25
20,109	8.57	20,148	13.26
20,110	8.58	20,149	13.30
20,111	8.59	20,150	13.31
20,112	8.60	20,151	14.01
20,113	8.61	20,152	14.02
20,114	8.62	20,153	14.03
20,115	8.63	20,154	14.04
20,116	10.01	20,155	14.05
20,117	10.05	20,156	14.06
20,118	10.03	20,157	14.07
20,119	10.04	20,158	14.20
20,120	10.02	20,159	14.21

TABLE 7 (CONT.)
 NEBRASKA BUSINESS CORPORATION ACT:
 REVISED MODEL BUSINESS CORPORATION ACT

<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>
20,160	14.22		8.26
20,161	14.23		8.31
20,162	14.30		8.70
20,163	14.31		9.01
20,164	14.32		9.02
20,165	14.33		9.20
20,166	14.34		9.21
20,167	14.40		9.22
20,168	15.01		9.23
20,169	15.02		9.24
20,170	15.03		9.25
20,171	15.04		9.30
20,172	15.05		9.31
20,173	15.06		9.32
20,174	15.07		9.33
20,175	15.008		9.34
20,176	15.09		9.35
20,177	15.10		9.40
20,178	15.20		9.41
20,179	15.30		9.42
20,180	15.31		9.43
20,180.01			9.50
20,181	15.32		9.51
20,181.01			9.52
20,181.02			9.53
20,181.03			9.54
20,182	16.01		9.55
20,183	16.02		9.56
20,184	16.03		10.22
20,185	16.04		11.01
20,186	16.20		11.08
20,188	16.21		13.40
20,189			14.08
20,190	17.01		14.09
20,191	17.02		15.21
20,192	17.03		15.22
20,193			15.23
	1.43		16.05
	1.44		16.06
	7.08		17.04
	7.29		17.05
	7.48		17.06

TABLE 8
 REVISED MODEL BUSINESS CORPORATION ACT:
 NEBRASKA BUSINESS CORPORATION ACT

<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>
1.01	2001	6.20	2039
1.02	2002	6.21	2040
1.20	2003	6.22	2041
1.21	2004	6.23	2042
1.22	2005	6.24	2043
1.23	2006	6.25	2044
1.24	2007	6.26	2045
1.25	2008	6.27	2046
1.26	2009	6.28	2047
1.27	2010	6.30	2048
1.28	2011	6.31	2049
1.29	2012	6.40	2050
1.30	2013	7.01	2051
1.40	2014	7.02	2052
1.41	2015	7.03	2053
1.42	2016	7.04	2054
1.43		7.05	2055
1.44		7.06	2056
2.01	2017	7.07	2057
2.02	2018	7.08	
2.03	2019	7.20	2058
2.04	2020	7.21	2059
2.05	2021	7.22	2060
2.06	2022	7.23	2061
2.07	2023	7.24	2062
3.01	2024	7.25	2063
3.02	2025	7.26	2064
3.03	2026	7.27	2065
3.04	2027	7.28	2066
4.01	2028	7.29	
4.02	2029	7.30	2067
4.03	2030	7.31	2068
5.01	2031	7.32	2069
5.02	2032	7.40	2070
5.03	2033	7.41	2071
5.04	2034	7.42	2072
6.01	2035	7.43	2073
6.02	2036	7.44	2074
6.03	2037	7.45	2075
6.04	2038	7.46	2076

TABLE 8 (CONT.)
 REVISED MODEL BUSINESS CORPORATION ACT:
 NEBRASKA BUSINESS CORPORATION ACT

<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>
7.47	2077	8.62	20,114
7.48		8.63	20,115
8.01	2078	8.70	
8.02	2079	9.01	
8.03	2080	9.02	
8.04	2081	9.20	
8.05	2082	9.21	
8.06	2083	9.22	
8.07	2084	9.23	
8.08	2085	9.24	
8.09	2086	9.25	
8.10	2087	9.30	
8.11	2088	9.31	
8.20	2089	9.32	
8.21	2090	9.33	
8.22	2091	9.34	
8.23	2092	9.35	
8.24	2093	9.40	
8.25	2094	9.41	
8.26		9.42	
8.30	2095	9.43	
8.31		9.50	
8.33	2096	9.51	
8.40	2097	9.52	
8.41	2098	9.53	
8.42	2099	9.54	
8.43	20,100	9.55	
8.44	20,101	9.56	
8.50	20,102	10.01	20,116
8.51	20,103	10.02	20,120
8.52	20,104	10.03	20,118
8.53	20,105	10.04	20,119
8.54	20,106	10.05	20,117
8.55	20,107	10.06	20,121
8.56	20,108	10.07	20,122
8.57	20,109	10.08	20,123
8.58	20,110	10.09	20,124
8.59	20,111	10.20	20,125
8.60	20,112	10.21	20,127
8.61	20,113	10.22	

TABLE 8 (CONT.)
 REVISED MODEL BUSINESS CORPORATION ACT:
 NEBRASKA BUSINESS CORPORATION ACT

<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>	<u>RMBCA §</u>	<u>Neb. Rev. Stat. § 21-</u>
11.01		14.40	20,167
11.02	20,128	15.01	20,168
11.03	20,129	15.02	20,169
11.04	20,130	15.03	20,170
11.05	20,131	15.04	20,171
11.06	20,132	15.05	20,172
11.07	20,133	15.06	20,173
11.08		15.07	20,174
12.01	20,135	15.08	20,175
12.02	20,136	15.09	20,176
13.01	20,137	15.10	20,177
13.02	20,138	15.20	20,178
13.03	20,139	15.21	
13.20	20,140	15.22	
13.21	20,141	15.23	
13.22	20,142	15.30	20,179
13.23	20,143	15.31	20,180
13.24	20,145	15.32	20,181
13.25	20,147	16.01	20,182
13.26	20,148	16.02	20,183
13.30	20,149	16.03	20,184
13.31	20,150	16.04	20,185
13.40		16.05	
14.01	20,151	16.06	
14.02	20,152	16.20	20,186
14.03	20,153	16.21	20,188
14.04	20,154	17.01	20,190
14.05	20,155	17.02	20,191
14.06	20,156	17.03	20,192
14.07	20,157	17.04	
14.08		17.05	
14.09		17.06	
14.20	20,158		20,134
14.21	20,159		20,135.01
14.22	20,160		20,144
14.23	20,161		20,146
14.30	20,162		20,180.01
14.31	20,163		20,181.01
14.32	20,164		20,181.02
14.33	20,165		20,181.03
14.34	20,166		20,189
			20,193