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CASES AND MATERIALS

Fourth Edition



William A. Gregory, Thomas R. Hurst,
Jack F. Williams

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**UNINCORPORATED
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LIABILITY COMPANIES
CASES AND MATERIALS
Fourth Edition**

■ ■ ■

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This book is dedicated to:
Shawn M. Wold–Gregory, Elizabeth M. Hurst,
and Pam Williams

PREFACE TO THE FOURTH EDITION

Since the Third Edition, RUPA has become the predominant statutory partnership. See the Table in Chapter VII. However, RUPA has many modifications.

The LLP has made liability less onerous. In the Fourth Edition, two significant cases have been decided.

The LLC has raised many issues. In the Fourth Edition, the authors have emphasized the LLC cases that are newer, and dropped some LLC cases.

The Restatement of Agency, Third has been discussed by many courts. The authors have emphasized the changes in the law of agency.

The Fourth Edition has added a brilliant and diligent scholar, Prof. Jack Williams.

Professor Gregory acknowledges the research assistance of Chiquita Woolfolk Banks. The Georgia State Law Librarian, Nancy Johnson, along with her dedicated staff have been instrumental in assisting my research in assisting my research efforts. Special praise goes to Chris Heaton, Computer Support, for her frequent assistance.

Ms. Christine Nwakamma, my secretary, deserves special commendation for helping Prof. Gregory to prepare the manuscript. Equal commendation goes to Ms. Cindy Perry for helping Prof. Williams to prepare the manuscript. Ms. Karen Butler is commended for her administration skills in helping with the manuscript and other matters in keeping the casebook on track.

Associate Dean Prigge helped with my retirement and the monumental task of getting rid of a mountain of paper. York Singleton's work was immensely valuable so that the Fourth Edition would not be delayed by these administrative matters.

Professor Williams acknowledges the research assistance of Matt Queen.

Professor Hurst acknowledges the support of Dean Robert Jerry and Associate Dean William Page for providing research funding and other assistance which proved invaluable in preparing this edition. The entire staff of the Levin College of Law Legal Information Center has provided valuable assistance throughout the project. Finally, Professor Hurst's secretary, Betty Donaldson, deserves special thanks for her patient and unending assistance.

President Mark P. Becker; Ronald J. Henry, Provost and Senior Vice President; and Dean Kaminshine have honored me by granting me the title of Professor Emeritus.

Many new cases are covered in the 4th edition. Among them are: Walker v. Martin, Indiana 2008, Melin-Schilling v. Washington, 2009, Rodi v. Southern New England School of Law 1st Cir., 2004, Walderbach v. Archdiocese of

Dubuque Inc., Iowa 2007, Capp Seville v. Northwest Airlines, bkcy, 2008, Beardsley v. Farmland, 10th Cir. 2008, Siener v. Zeff, Colo., 2008, Television Events v. Amcon, Hawaii, 2007, Table of RUPA states, Washington v. Davis, Washington, 2006, Costa v. Borges, Idaho, 2008, Southwest Dental Group v. 75th Avenue Investments, 2008, Ederer v. Gursky, New York, 2007, Kuslansky v. Kuslansky et al. New York, 2008, Sertich v. Moorman, Ariz., 1089, Berry v. Ostrom, Idaho, 2007, Farnsworth v. Deaver, Texas, 2004, Celcom v. AT & T Wireless, Washington, 2007, Nixon Peabody LLP v. De Senilhes et al. New York, 2008, Turley v. Ethington, Arizona, 2006, Burlington v. Burlington Resources, North Dakota, 1999, Washington Trust Bank v. River Gorge, Washington, 2009, Commonwealth v. Giordana, Mass., 2008, Lucas v. Medical, Va., 2007, Schwartz v. Family Dental Group, Conn. 2008, Shoemaker v. Shoemaker, Nebraska, 2008, Felix v. Mammoth, Calif., 2008, In re Threefoot, Tenn. 2006, Peretta v. Prometheus, 9th Cir. 2008, ULQ v. Meder, Ga. 2008, Bushi v. Sage, Idaho, 2009, Noble v. Environmental, Washington, 2007, Trowbridge v. Sheffield, Colorado, 2009, People v. Pacific Landmark, Calif., 2005, Skylake v. NMB Plaza, Fla., 2008, Thomas v. Freeway Foods, North Carolina, 2005.

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**UNINCORPORATED
BUSINESS ASSOCIATIONS
INCLUDING
AGENCY, PARTNERSHIP
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LIABILITY COMPANIES
CASES AND MATERIALS
Fourth Edition**

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