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SPONSOR: Rep. M. Marshall & Sen. DeLuca  
Reps. Carson, J. Johnson, Kovach, Lee, Mitchell, Plant,  
D.P. Williams, Wilson

HOUSE OF REPRESENTATIVES  
145th GENERAL ASSEMBLY

HOUSE BILL NO. 142

AN ACT TO AMEND TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION, OPERATION AND DISSOLUTION OF DOMESTIC LIMITED PARTNERSHIPS AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED PARTNERSHIPS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

1 Section 1. Amend § 17-111, Chapter 17, Title 6 of the Delaware Code by inserting the words "or any provision of  
2 this chapter, or any other instrument, document, agreement or certificate contemplated by any provision of this chapter,"  
3 immediately before the words "may be brought".

4 Section 2. Amend § 17-211(c) (4), Chapter 17, Title 6 of the Delaware Code by inserting the words ", registered  
5 office or registered agent" immediately after the words "to change its name".

6 Section 3. Amend § 17-211(g), Chapter 17, Title 6 of the Delaware Code by inserting the words "and shall be  
7 effective notwithstanding any provision of the partnership agreement relating to amendment or adoption of a new  
8 partnership agreement, other than a provision that by its terms applies to an amendment to the partnership agreement or the  
9 adoption of a new partnership agreement, in either case, in connection with a merger or consolidation" immediately before  
10 the "." in the second sentence thereof.

11 Section 4. Amend § 17-302(f), Chapter 17, Title 6 of the Delaware Code by inserting the words, " , including as  
12 permitted by § 17-211(g) of this title" immediately after the words "as otherwise permitted by law" in the first sentence  
13 thereof and by inserting the words " , including as permitted by § 17-211(g) of this title" immediately before the "." in the  
14 second sentence thereof.

15 Section 5. Amend § 17-1101, Chapter 17, Title 6 of the Delaware Code by inserting a new subsection (h) at the  
16 end of such section reading as follows:

17 "(h) Action validly taken pursuant to one provision of this chapter shall not be deemed invalid solely  
18 because it is identical or similar in substance to an action that could have been taken pursuant to some other provision of  
19 this chapter but fails to satisfy one or more requirements prescribed by such other provision."

20 Section 6. This Act shall become effective August 1, 2009.

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## SYNOPSIS

This bill continues the practice of amending periodically the Delaware Revised Uniform Limited Partnership Act (the "Act") to keep it current and to maintain its national preeminence. The following is a section-by-section review of the proposed amendments of the Act.

Section 1. This section amends § 17-111 of the Act to clarify the jurisdiction of the Court of Chancery with respect to matters pertaining to Delaware limited partnerships.

Section 2. This section amends § 17-211(c)(4) of the Act to permit a change of the registered office or registered agent to be set forth in a certificate of merger filed by a surviving domestic limited partnership.

Section 3. This section amends § 17-211(g) of the Act to confirm the ability by merger or consolidation to amend a partnership agreement or adopt a new partnership agreement for a limited partnership that is the surviving or resulting limited partnership in a merger or consolidation by obtaining the approval required by § 17-211(b) of the Act, unless the partnership agreement by its terms limits such amendment or adoption.

Section 4. This section amends § 17-302(f) of the Act to confirm that each reference in such section to "as otherwise permitted by law" includes an amendment made as permitted by § 17-211(g) of the Act.

Section 5. This section amends § 17-1101 of the Act to clarify that the doctrine of independent legal significance, as developed in Delaware corporation law, applies in the context of Delaware limited partnerships. The amendment is not intended to limit development or application, with respect to Delaware limited partnerships, of the doctrine of independent legal significance as developed in cases arising under Delaware corporation law.

Section 6. This section provides that the proposed amendments of the Act shall become effective August 1, 2009.