

CHAPTER 75
FORMERLY
HOUSE BILL NO. 123

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

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

Section 1. Amend § 15-504(d), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(d) The entry of a charging order is the exclusive remedy by which a judgment creditor of a partner or of a partner's transferee may satisfy a judgment out of the judgment debtor's economic interest in the partnership and attachment, garnishment, foreclosure or other legal or equitable remedies are not available to the judgment creditor.

Section 2. Amend § 15-901(i), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(i) In connection with a conversion hereunder, rights or securities of, or interests in, the other entity which is to be converted to a domestic partnership may be exchanged for or converted into cash, property, rights or securities of or interests in such domestic partnership or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of or interests in another domestic partnership or other entity, may remain outstanding or may be cancelled.

Section 3. Amend § 15-902(b), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(b) Pursuant to an agreement of merger or consolidation, 1 or more domestic partnerships may merge or consolidate with or into 1 or more domestic partnerships or 1 or more other business entities formed or organized under the laws of the State of Delaware or any other state or the United States or any foreign country or other foreign jurisdiction, or any combination thereof, with such domestic partnership or other business entity as the agreement shall provide being the surviving or resulting domestic partnership or other business entity. Unless otherwise provided in the partnership agreement, an agreement of merger or consolidation or a plan of merger shall be approved by each domestic partnership which is to merge or consolidate by all of its partners. In connection with a merger or consolidation hereunder, rights or securities of, or interests in, a domestic partnership or other business entity which is a constituent party to the merger or consolidation may be exchanged for or converted into cash, property, rights or securities of, or interests in, the surviving or resulting domestic partnership or other business entity or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of, or interests in a domestic partnership or other business entity which is not the surviving or resulting domestic partnership or other business entity in the merger or consolidation, may remain outstanding or may be cancelled. Notwithstanding prior approval, an agreement of merger or consolidation or a plan of merger may be terminated or amended pursuant to a provision for such termination or amendment contained in the agreement of merger or consolidation or plan of merger.

Section 4. Amend § 15-903(d), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(d) In connection with a conversion of a domestic partnership to another entity or business form pursuant to this section, rights or securities of or interests in the domestic partnership which is to be converted may be exchanged for or converted into cash, property, rights or securities of or interests in the entity or business form into which the domestic partnership is being converted or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of or interests in another entity or business form, may remain outstanding or may be cancelled.

Section 5. Amend § 15-904(j), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(j) In connection with a domestication hereunder, rights or securities of, or interests in, the non-United States entity that is to be domesticated as a domestic partnership may be exchanged for or converted into cash, property, rights or securities of, or interests in, such domestic partnership or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of, or interests in, another domestic partnership or other entity, may remain outstanding or may be cancelled.

Section 6. Amend § 15-905(f), Title 6 of the Delaware Code by making insertions as shown by underlining as follows:

(f) In connection with a transfer or domestication or continuance of a domestic partnership to or in another jurisdiction pursuant to subsection (a) of this section, rights or securities of, or interests in, such partnership may be exchanged for or converted into cash, property, rights or securities of, or interests in, the entity or business form in which the partnership will exist in such other jurisdiction as a consequence of the transfer or domestication or continuance or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of, or interests in, another entity or business form, may remain outstanding or may be cancelled.

Section 7. This Act shall become effective August 1, 2013.

Approved June 30, 2013