

"Conversion and Domestication Under the New Jersey Revised Uniform Limited Liability Company Act," New Jersey Lawyer Magazine, October 2014

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Suppose you represent a limited partnership (call it OldCo LP) that, for any number of reasons, wants to become a limited liability company (LLC). This could be accomplished in any number of ways. For example, a new LLC could be formed (call it NewCo LLC) and all of the assets of OldCo LP could be transferred to NewCo LLC in exchange for membership interests in NewCo LLC. Thereafter, OldCo LP would be liquidated and dissolved, distributing NewCo LLC's membership interests to OldCo LP's partners, and changing the name of NewCo LLC to OldCo LLC. Alternatively, NewCo LLC could be formed and OldCo LP merged into NewCo LLC. Thereafter, the name of NewCo LLC could be changed to OldCo LLC.