

**UNINCORPORATED ENTERPRISES COMMITTEE
REPORT PREPARED FOR THE JUNE 4, 2005 COUNCIL MEETING**

1. Next Scheduled Meeting of the Committee

The Committee intends to next meet in July or August regarding its continuing review of the UPA and ULPA as requested by the NCCUSL.

2. Council Approval

No matters currently require Council approval.

3. Membership

Our Committee recently presented its annual Business Entity Update seminar in conjunction with ICLE. This year's session focused on current topics relating to LLCs and partnerships. An additional goal for our Committee for 2005 is to actively discuss and ultimately support the introduction of more recent forms of the UPA and ULPA as adopted by NCCUSL. The Committee also hopes to increase membership. Using the new database, we initiated an email to solicit involvement in our UPA/ULPA project and received approximately 30 new leads.

4. Accomplishments Toward Committee Objectives

Our Committee remains active in working on legislative matters associated with the MLLCA and continues to work to educate the Bar by presenting its annual seminar (and by participating in other seminars during the year). More effort is needed to increase membership on our Committee and to introduce new people to our Committee work. The new database should assist in meeting these objectives.

5. Meetings and Programs

The Committee co-sponsored the 2005 Business Entity and LLC Update (along with ICLE) in January and February 2005. Our Committee will also be responsible for the session in Business Boot Camp on limited liability companies and operating agreements.

6. Legislative/Judicial/Administrative Developments

Our Committee was active with the Ad Hoc Committee on the legislative amendments to the Michigan Limited Liability Company Act. Amendments were last adopted in December 2002 with immediate effect. We intend to be involved with the proposed MLLCA amendments regarding conversions and in any other legislative activities relating to LLCs. We have convened an ad hoc committee consisting of approximately 20 lawyers who have expressed an interest in working on the review of the Uniform Partnership Act (“UPA”) and the Uniform Limited Partnership Act (“ULPA”) as proposed by the National Conference of Commissioners on Uniform State Laws. On Saturday, May 14, 2005, our Committee had an initial meeting and discussed general comments regarding these proposed Acts. The subcommittee will now divide into two working groups. The first working group will be chaired by Daniel Minkus and will focus on the UPA and the second group will be chaired by Timothy Damschroder and will focus on the ULPA. It is anticipated that the Committee will meet two or three additional times before concluding and reporting to the Business Law Section on its recommendations.

The Committee was recently contacted by the National Conference of Commissioners on Uniform State Laws to seek assistance in having Michigan adopt the Uniform Partnership Act (1997) and the Uniform Limited Partnership Act (2001). The Committee intends to discuss this matter at the Council meeting and to seek authorization to proceed with an ad hoc committee or a committee of the whole to pursue this matter.

7. Miscellaneous

We invite new members to our Committee and to participate in the activities of our Committee.

Report submitted by:

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Committee Chair
Unincorporated Enterprises Committee