

## (2) ALL OTHER PARTNERS CONSENT.

(B) RIGHTS AND OBLIGATIONS OF ASSIGNEE. AN ASSIGNEE WHO HAS BECOME A LIMITED PARTNER HAS, TO THE EXTENT ASSIGNED, THE RIGHTS AND POWERS, AND IS SUBJECT TO THE RESTRICTIONS AND LIABILITIES, OF A LIMITED PARTNER UNDER THE PARTNERSHIP AGREEMENT AND THIS TITLE. AN ASSIGNEE WHO BECOMES A LIMITED PARTNER ALSO IS LIABLE FOR THE OBLIGATIONS OF HIS ASSIGNOR TO MAKE AND RETURN CONTRIBUTIONS AS PROVIDED IN SUBTITLE 5 AND SUBTITLE 6, HOWEVER THE ASSIGNEE IS NOT OBLIGATED FOR LIABILITIES UNKNOWN TO THE ASSIGNEE AT THE TIME HE BECAME A LIMITED PARTNER AND WHICH COULD NOT BE ASCERTAINED FROM THE CERTIFICATE OR THE PARTNERSHIP AGREEMENT.

(C) ASSIGNOR'S LIABILITY FOR CONTRIBUTION. IF AN ASSIGNEE OF A PARTNERSHIP INTEREST BECOMES A LIMITED PARTNER, THE ASSIGNOR IS NOT RELEASED FROM HIS LIABILITY TO THE LIMITED PARTNERSHIP UNDER § 10-502 AND § 10-608.

## COMMENT

This section is derived from § 10-118(d), (f), and (g) of the previous Limited Partnership Act (subdivisions (4), (6), and (7) respectively of § 19 of the prior uniform law), but subsection (b) defines more narrowly than previous law the obligations of the assignor that are automatically assumed by the assignee. It is intended that both the assignor and the assignee will be liable for the obligations of the assignor to make his capital contribution. As noted in the Comment to § 10-302 of this title, the previous terminology of "substituted limited partner" is eliminated.

10-704. DEATH, INCOMPETENCY, INSOLVENCY, OR TERMINATION OF A GENERAL PARTNER.

(A) BECOMES A LIMITED PARTNER. UNLESS OTHERWISE PROVIDED IN THE PARTNERSHIP AGREEMENT:

(1) IF A GENERAL PARTNER WHO IS AN INDIVIDUAL DIES OR A COURT OF COMPETENT JURISDICTION ADJUDGES THE INDIVIDUAL TO BE INCOMPETENT TO MANAGE HIS PERSON OR HIS PROPERTY, THE PARTNER'S EXECUTOR, PERSONAL REPRESENTATIVE, ADMINISTRATOR, GUARDIAN, CONSERVATOR, OR OTHER LEGAL REPRESENTATIVE SHALL AUTOMATICALLY BECOME A LIMITED PARTNER;

(2) IF A GENERAL PARTNER IS A CORPORATION, ESTATE, TRUST, PARTNERSHIP, OR OTHER ENTITY AND IS DISSOLVED OR TERMINATED, ITS LEGAL REPRESENTATIVE OR SUCCESSOR SHALL AUTOMATICALLY BECOME A LIMITED PARTNER;

(3) IF A GENERAL PARTNER WITHDRAWS UNDER § 10-402(3) OR PERMITS AN ACT SPECIFIED IN § 10-402(4), THAT PARTNER SHALL AUTOMATICALLY BECOME A LIMITED PARTNER.