

(D) AFTER FILING A STATEMENT OF DISSOLUTION, A DISSOLVED PARTNERSHIP MAY FILE A STATEMENT OF PARTNERSHIP AUTHORITY WHICH WILL OPERATE WITH RESPECT TO A PERSON NOT A PARTNER AS PROVIDED IN § 9-303(C) AND (D) OF THIS TITLE IN ANY TRANSACTION, WHETHER OR NOT THE TRANSACTION IS APPROPRIATE FOR WINDING UP THE PARTNERSHIP BUSINESS.

9-806. PARTNER'S LIABILITY TO OTHER PARTNERS AFTER DISSOLUTION.

(A) EXCEPT AS OTHERWISE PROVIDED IN SUBSECTION (B) OF THIS SECTION AND § 9-306(C) OF THIS TITLE, AFTER DISSOLUTION A PARTNER IS LIABLE TO THE OTHER PARTNERS FOR THE PARTNER'S SHARE OF ANY PARTNERSHIP LIABILITY INCURRED UNDER § 9-804 OF THIS SUBTITLE.

(B) A PARTNER WHO, WITH KNOWLEDGE OF THE DISSOLUTION, INCURS A PARTNERSHIP LIABILITY UNDER § 9-804(2) OF THIS SUBTITLE BY AN ACT THAT IS NOT APPROPRIATE FOR WINDING UP THE PARTNERSHIP BUSINESS IS LIABLE TO THE PARTNERSHIP FOR ANY DAMAGE CAUSED TO THE PARTNERSHIP ARISING FROM THE LIABILITY.

9-807. SETTLEMENT OF ACCOUNTS AND CONTRIBUTIONS AMONG PARTNERS.

(A) IN WINDING UP A PARTNERSHIP'S BUSINESS, THE ASSETS OF THE PARTNERSHIP, INCLUDING THE CONTRIBUTIONS OF THE PARTNERS REQUIRED BY THIS SECTION, MUST BE APPLIED TO DISCHARGE ITS OBLIGATIONS TO CREDITORS, INCLUDING, TO THE EXTENT PERMITTED BY LAW, PARTNERS WHO ARE CREDITORS. ANY SURPLUS MUST BE APPLIED TO PAY IN CASH THE NET AMOUNT DISTRIBUTABLE TO PARTNERS IN ACCORDANCE WITH THEIR RIGHT TO DISTRIBUTIONS UNDER SUBSECTION (B) OF THIS SECTION.

(B) EACH PARTNER IS ENTITLED TO A SETTLEMENT OF ALL PARTNERSHIP ACCOUNTS UPON WINDING UP THE PARTNERSHIP BUSINESS. IN SETTLING ACCOUNTS AMONG THE PARTNERS, THE PROFITS AND LOSSES THAT RESULT FROM THE LIQUIDATION OF THE PARTNERSHIP ASSETS MUST BE CREDITED AND CHARGED TO THE PARTNERS' ACCOUNTS. THE PARTNERSHIP SHALL MAKE A DISTRIBUTION TO A PARTNER IN AN AMOUNT EQUAL TO ANY EXCESS OF THE CREDITS OVER THE CHARGES IN THE PARTNER'S ACCOUNT. A PARTNER SHALL CONTRIBUTE TO THE PARTNERSHIP AN AMOUNT EQUAL TO ANY EXCESS OF THE CHARGES OVER THE CREDITS IN THE PARTNER'S ACCOUNT BUT EXCLUDING FROM THE CALCULATION CHARGES ATTRIBUTABLE TO AN OBLIGATION FOR WHICH THE PARTNER IS NOT PERSONALLY LIABLE UNDER § 9-306(C) OF THIS TITLE.

(C) IF A PARTNER FAILS TO CONTRIBUTE THE FULL AMOUNT REQUIRED UNDER SUBSECTION (B) OF THIS SECTION, ALL OF THE OTHER PARTNERS SHALL CONTRIBUTE, IN THE PROPORTIONS IN WHICH THOSE PARTNERS SHARE PARTNERSHIP LOSSES, THE ADDITIONAL AMOUNT NECESSARY TO SATISFY THE PARTNERSHIP OBLIGATIONS FOR WHICH THEY ARE PERSONALLY LIABLE UNDER § 9-306(C) OF THIS TITLE. A PARTNER OR PARTNER'S LEGAL REPRESENTATIVE MAY RECOVER FROM THE OTHER PARTNERS ANY CONTRIBUTIONS THE PARTNER MAKES TO THE EXTENT THE AMOUNT CONTRIBUTED EXCEEDS THAT PARTNER'S SHARE OF THE PARTNERSHIP OBLIGATIONS FOR WHICH THE PARTNER IS PERSONALLY LIABLE UNDER § 9-306(C) OF THIS TITLE.