

(D) AFTER THE SETTLEMENT OF ACCOUNTS, EACH PARTNER SHALL CONTRIBUTE, IN THE PROPORTION IN WHICH THE PARTNER SHARES PARTNERSHIP LOSSES, THE AMOUNT NECESSARY TO SATISFY PARTNERSHIP OBLIGATIONS THAT WERE NOT KNOWN AT THE TIME OF THE SETTLEMENT.

(E) THE ESTATE OF A DECEASED PARTNER IS LIABLE FOR THE PARTNER'S OBLIGATION TO CONTRIBUTE TO THE PARTNERSHIP.

(F) AN ASSIGNEE FOR THE BENEFIT OF CREDITORS OF A PARTNERSHIP OR A PARTNER, OR A PERSON APPOINTED BY A COURT TO REPRESENT CREDITORS OF A PARTNERSHIP OR A PARTNER, MAY ENFORCE A PARTNER'S OBLIGATION TO CONTRIBUTE TO THE PARTNERSHIP.

(G) NOTWITHSTANDING THE FOREGOING PROVISIONS OF § 9-807 OF THIS SUBTITLE, A PARTNER OF A LIMITED LIABILITY PARTNERSHIP SHALL HAVE NO OBLIGATION TO MAKE A CONTRIBUTION TO THE PARTNERSHIP, WHETHER DIRECTLY OR INDIRECTLY BY WAY OF A CHARGE AGAINST THE PARTNER'S ACCOUNT OR OTHERWISE, WITH RESPECT TO ANY PARTNERSHIP OBLIGATIONS FOR WHICH THE PARTNER HAS NO PERSONAL LIABILITY UNDER § 9-306 OF THIS TITLE.

SUBTITLE 9. MERGER.

9-901. MERGER IN GENERAL.

(A) UNLESS THE PARTNERSHIP AGREEMENT PROVIDES OTHERWISE, A PARTNERSHIP MAY BE A PARTY TO A STATUTORY MERGER PURSUANT TO THIS SUBTITLE AND MAY MERGE INTO ONE OR MORE:

- (1) PARTNERSHIPS;
- (2) LIMITED LIABILITY COMPANIES;
- (3) LIMITED PARTNERSHIPS;
- (4) CORPORATIONS HAVING CAPITAL STOCK; OR
- (5) BUSINESS TRUSTS HAVING TRANSFERABLE UNITS OF BENEFICIAL INTEREST.

(B) ONE OR MORE PARTNERSHIPS, LIMITED LIABILITY COMPANIES, LIMITED PARTNERSHIPS, CORPORATIONS HAVING CAPITAL STOCK, OR BUSINESS TRUSTS HAVING TRANSFERABLE UNITS OF BENEFICIAL INTEREST MAY MERGE INTO A PARTNERSHIP.

(C) BEFORE A PARTNERSHIP MAY BE A PARTY TO A STATUTORY MERGER PURSUANT TO THIS SUBTITLE, SUCH PARTNERSHIP MUST HAVE ON FILE WITH THE DEPARTMENT EITHER (1) A STATEMENT OF AUTHORITY FILED PURSUANT TO § 9-303 OF THIS TITLE OR (2) A CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP FILED PURSUANT TO § 9-1001 OF THIS TITLE.