

LOUISIANA STATE LAW INSTITUTE

MEETING OF THE COUNCIL

MARCH 21, 2025

Friday, March 21, 2025

Persons Present:

Alpandinar, Erin N.
Belanger, Kathyrn (Katie)
Blunt, Shelton D.
Borel, Danielle L.
Breard, L. Kent
Crigler, James C., Jr.
Crochet, Anne J.
Cromwell, L. David
Darensburg, June Berry
Davrados, Nikolaos A.
Drury, Trey
Hamilton, Leo C.
Hampton, Bruce
Hawthorne, George "Trippe"
Hayes, Thomas M., III
Haymon, Cordell H.
Holdridge, Guy
Holthaus, C. Frank
Jarrott, Colleen C.
Jewell, John Wayne
Kunkel, Nick

Kutcher, Robert A.
Lee, Amy Allums
Manning, C. Wendell
McCallum, Jay B.
Miller, Gregory A.
O'Connell, Caleb
Payer, Julie Baxter
Philips, Harry "Skip", Jr.
Price, Donald W.
Procell, Christopher A.
Procopio, Sarah M.
Reeves, Ruth A.
Smith, Kenya J.H.
Sole, Emmett C.
Stuckey, James A.
Thrower, Jason B.
Title, Peter S.
Tucker, Zelda W.
Waller, Mallory C.
Weems, Charles S., III
Ziober, John David

President L. David Cromwell called the March Council meeting to order at 10:00 a.m. on Friday, March 21, 2025 at the Lod Cook Alumni Center in Baton Rouge. After asking Council members to briefly introduce themselves, the President called on Professor Lloyd "Trey" Drury, III, Reporter of the Corporations Committee, to begin his presentation of materials.

Corporations Committee

Professor Drury began by reminding the Council that it had previously recommitted two provisions in Part IV, R.S. 12:22-406 and 22-408, for additional consideration by the Committee. Turning to R.S. 12:22-406 on page 30, concerning the imposition of personal liability for unlawful distributions, the Reporter explained that the Committee had discussed the point raised during his previous Council presentation concerning the applicable peremptive period under Subsection E in the event that no litigation is commenced and the amount is simply paid under Subsection A. The Committee agreed that this was an unintended loophole and therefore proposed revisions reflected in bold to Subsections D and E to include situations in which payment is made but no action is commenced. A motion was made and seconded to adopt the language reflected in bold on page 30 as presented, and the motion passed with no objection. The adopted proposal reads as follows:

R.S. 12:22-406. Liability for improper distributions

* * *

(d) D. A person against which an action is commenced because the person is liable under subsection (a) Subsection A of this Section or a person that has otherwise made a payment to satisfy a liability under Subsection A of this Section may do either or both of the following:

* * *

~~(e) E.~~ (1) An action under Subsection A or C of this section Section is ~~barred unless commenced not later than~~ perempted two years after the distribution.

(2) An action to enforce contribution or recovery under Subsection D of this Section is perempted unless it is commenced within one year after the liability of the claimant under Subsection A of this Section has been determined by final and definitive judgment or within one year of payment if no action is commenced.

Turning to R.S. 12:22-408, on page 55 of the materials, concerning mandatory vs. permissive indemnification, Professor Drury explained that Subsection C had previously been approved but that the Committee felt that this provision should reference both mandatory indemnification under Subsection B and reimbursement under Subsection A, whereas in Subsection D, the reference to Subsection B that was recommitted for review is correct, but the Committee wanted to ensure that the advancement of attorney fees was specifically mentioned. A motion was made and seconded to adopt the revisions in bold on lines 17 and 23, at which time it was suggested that "a party to a proceeding" be changed to "subject to a claim or demand" on lines 17 and 18 and that "the proceeding" be changed to "connection with the claim or demand" on line 19. The Council discussed that this provision was based on the LBCA and suggested that corresponding revisions to the relevant provision in the corporate context be considered by the Committee. The Reporter then accepted the proposed changes, and the motion to adopt R.S. 12:22-408 as amended passed with no objection. The adopted proposal reads as follows:

R.S. 12:22-408. Reimbursement; ~~Indemnification~~ indemnification; advancement; and insurance

* * *

~~B. C.~~ A limited liability company may reimburse or indemnify a person that is subject to a claim or demand because the person is or was a member or manager of the company against expenses and liability incurred in connection with the claim or demand.

~~(e) C. D.~~ ~~In the ordinary course of its activities and affairs, a~~ A limited liability company may, before final disposition of a proceeding, advance reasonable funds to pay for or reimburse expenses, including attorney's attorney fees and costs, incurred in connection with the proceeding by a person ~~in connection with a claim or demand against the person that is a party to the proceeding~~ by reason of the person's former or present capacity as a member or manager, if the person promises in writing to repay the company ~~if funds to the extent that~~ the person ultimately is determined not to be entitled to be indemnified under ~~subsection (b)~~ indemnification under Subsection B of this Section.

* * *

Having approved all of the proposed revisions in Part IV, the Reporter then directed the Council's attention to the Part V materials and reminded members that the Committee had used ULLCA as the model for its revisions. He also explained that membership interests and transferability are treated differently under ULLCA than under current Louisiana law, which permits at-will withdrawal and allows withdrawing members to be paid for the value of their interest, something that was common under the original rules governing LLCs but is no longer. As a result, the proposals do not automatically grant members the right to withdraw and be paid the value of their interest but rather provide for the assignment of the economic rights in the interest, known as the transferable interest, which is freely transferable unlike membership interests as a whole. Turning to R.S. 12:501, on page 1 of the materials, Professor Drury explained that a transferable

interest will be classified as an incorporeal movable under Louisiana law, and a motion was quickly made and seconded to adopt this provision as presented. The motion passed with no objection, and the adopted proposal reads as follows:

R.S. 12:22-501. Nature of transferable interest

A transferable interest is ~~personal property~~ an incorporeal movable.

Turning to R.S. 12:22-502, on page 3 of the materials, Professor Drury provided an overview of the mechanics of transfers of transferable interests and also noted that the bracketed reference on line 21 should be to R.S. 12:22-602(3)(b) concerning dissociation of a member who transfers their interest to another member. One Council member questioned whether these rules can be changed in an operating agreement, and the Reporter reminded the Council that there will be an overarching provision in Part I of the revision that specifies the default rules from which no deviations will be allowed; otherwise, any of these rules can be changed in an operating agreement. The Reporter explained the basic provisions of Subsections B through E, and a Council member questioned whether the ineffective transfer contemplated by Subsection F would be an absolute or relative nullity. Another Council member questioned whether this provision runs afoul of the anti-assignment provisions of Chapter 9 of the UCC, and after consultation and discussion with the Reporter of the Law Institute's UCC Committee, the Council ultimately agreed to include "or 9" after "Chapter 8" on line 2 of page 4.

With respect to the reference in Subsection G, which provides that the other members of the LLC can expel a member who has alienated all of his transferable interest, one Council member questioned the applicability in situations involving single-member LLCs and bankruptcy, and the Reporter explained that R.S. 12:22-602(8)(a) provides for the dissociation of a member who becomes a debtor in bankruptcy, so there are special rules that govern these types of issues. Another Council member noted that the provisions of existing Louisiana LLC law – namely R.S. 12:1333 and 1333.1 – concerning the admission of the succession representative when the last surviving member of an LLC dies should be included, and Professor Drury agreed to verify that this issue is addressed in the revision. In Subsection H, the Council discussed the meaning of "known" vs. "should have known" on line 10 of page 4, and the Reporter agreed to add a Comment expounding upon this point, particularly with respect to liability to third parties and cross-referencing Civil Code Article 1821, which provides that the unreleased obligor remains solidarily bound with the third person. A motion was then made and seconded to adopt R.S. 12:22-502 as amended by the Council, and the motion passed with no objection. The adopted proposal reads as follows:

R.S. 12:22-502. Transfer of transferable interest

~~(a) Subject to Section 503(f), a transfer, in whole or in part, of a transferable interest:~~

~~(1) is permissible;~~

~~(2) does not by itself cause a person's dissociation as a member or a dissolution and winding up of the limited liability company's activities and affairs; and~~

~~(3) subject to Section 504, does not entitle the transferee to:~~

~~(A) participate in the management or conduct of the company's activities and affairs; or~~

~~(B) except as otherwise provided in subsection (c), have access to records or other information concerning the company's activities and affairs.~~

A. A transferable interest may be transferred in whole or in part. Subject to Section 503(f) R.S. 12:22-503(F) and 22-602(3)(b), a transfer does not by itself cause a person's dissociation as a member or a

dissolution of the limited liability company. Subject to R.S. 12:22-407(G) and 22-504, a transfer does not entitle the transferee to participate in the management or conduct of the company's activities and affairs or, except as otherwise provided in Subsection C of this Section, to have access to records or other information concerning the company's activities and affairs.

(b) B. A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled, and shall share in profits, losses, and allocations of income, gain, loss, deduction, credit, and similar items associated with the right to receive a distribution.

(c) C. In a dissolution and winding up of a limited liability company, a transferee is entitled to an account of the company's transactions only from the date of dissolution.

(d) D. A transferable interest may be evidenced by a certificate of the transferable interest issued by a limited liability company in a record document, and, subject to this section Section, the transferable interest represented by the certificate may be transferred by a transfer of the certificate. The transfer of a certificate transfers only the transferable interest it represents, even if the certificate purports to represent the entirety of a member's interest in the company, including the rights of the member to participate in the management of the company.

(e) E. A limited liability company need not give effect to a transferee's rights under this section Section until the company knows or has notice of the transfer.

(f) F. A transfer of a transferable interest in violation of a restriction on transfer contained in the articles of organization or operating agreement is ineffective if the intended transferee has knowledge or notice of the restriction at the time of transfer except as otherwise provided in Chapter 8 or 9 of Title 10 of the Louisiana Revised Statutes of 1950.

(g) G. Except as otherwise provided in Section 602(5)(B) R.S. 12:22-602(5)(b), if a member transfers a transferable interest, the transferor retains the rights of a member other than the transferable interest transferred and retains all the duties and obligations of a member.

(h) H. If a member transfers a transferable interest to a person that becomes a member with respect to the transferred interest, the transferee is liable for the member's obligations under Sections 403 and 406 R.S. 12:22-403 and 12:22-406 known to the transferee when the transferee becomes a member and the transferring member remains liable for any obligations owed by the member under R.S. 12:22-403 and 12:22-406 with respect to the transferred interest at the time of the transfer.

Next, the Council considered R.S. 12:22-503, on page 14 of the materials, and Professor Drury explained that with respect to the language on lines 9 through 12, the Committee had consulted with the Reporters of the Law Institute's Security Devices and UCC Committees. One Council member questioned whether the term "charging order" was defined, which prompted a great deal of discussion as to whether a definition should be included in the definitions section of the revision, in the text of this provision, or in a Comment, as well as whether a deviation from ULLCA was warranted for this reason. A motion was made and seconded to change the phraseology to "a court may issue an order charging," but a substitute motion was made and seconded to amend the provision to read "a court may order a charge against the transferable interest of the judgment debtor, known as a charging order,". Several members spoke in opposition to both of these motions because in their view, the meaning of "charging order" was clear, but the substitute motion ultimately carried with 17 in favor and 11 opposed. Another Council member then questioned the use of "application" on line 4 of page 14, and the Reporter

accepted the suggestion to use "motion" instead. The Council then approved Subsection A as amended and Subsections B and C as presented after several Council members questioned the substance of Subsection C and expressed that the ULLCA Comment to Subsection (h) on lines 31 through 35 of page 19 should be included in the Louisiana commentary to this Section.

Turning to Subsection D, on page 14 of the materials, one Council member raised the distinction between "foreclosure" as the initiation of the process as opposed to the actual "foreclosure sale," and the Council agreed that "the foreclosure sale" should be used on lines 30 and 35 of page 14. In Subsection F, one Council member suggested adding "the transferable interest of" after "against" on line 40 of page 14, and the Reporter accepted this change. The Council then discussed the remaining provisions of R.S. 12:22-503, after which a motion was made and seconded to adopt the statute as amended. The motion passed with no objection, and the adopted proposal reads as follows:

R.S. 12:22-503. Charging order

~~(a) A.~~ A. On ~~application~~ motion by a judgment creditor of a member or transferee, a court may ~~enter a charging order~~ a charge against the transferable interest of the judgment debtor, known as a charging order, for the unsatisfied amount of the judgment. Except as otherwise provided in ~~subsection (f)~~ Subsection F of this Section, a charging order constitutes a lien on a judgment debtor's transferable interest and requires the limited liability company to pay over to the person to which the charging order was issued any distribution that otherwise would be paid to the judgment debtor. The lien has the same priority against the rights of third persons, including creditors holding security interests, privileges, and other charging orders affecting the transferable interest, as a privilege in favor of a seizing creditor under Code of Civil Procedure Article 2292.

~~(b) B.~~ B. To the extent necessary to effectuate the collection of distributions pursuant to a charging order in effect under ~~subsection (a)~~ Subsection A of this Section, the court may do the following:

(1) ~~appoint~~ Appoint a receiver of the distributions subject to the charging order, with the power to make all inquiries the judgment debtor might have made; ~~and~~.

(2) ~~make~~ Make all other orders necessary to give effect to the charging order.

~~(c) C.~~ C. The judgment creditor, upon ~~Upon~~ a showing that distributions under a charging order will not pay the judgment debt within a reasonable time, ~~the court may foreclose the lien and order~~ obtain the sale of the transferable interest pursuant to Code of Civil Procedure Article 2291 et seq. Except as otherwise provided in ~~subsection (f)~~ Subsection F of this Section, the purchaser at the foreclosure sale obtains only the transferable interest, does not thereby become a member, and is subject to ~~Section 502~~ R.S. 12:22-502.

~~(d) D.~~ D. At any time before the foreclosure sale under ~~subsection (c)~~ Subsection C of this Section, the member or transferee whose transferable interest is subject to a charging order under ~~subsection (a)~~ Subsection A of this Section may extinguish the charging order by satisfying the judgment and filing a certified copy of the satisfaction with the court that issued the charging order.

~~(e) E.~~ E. At any time before the foreclosure sale under ~~subsection (c)~~ Subsection C of this Section, a limited liability company or one or more members whose transferable interests are not subject to the charging order may pay to the judgment creditor the full amount due under the judgment

and thereby succeed to the rights of the judgment creditor, including the charging order.

~~(f)~~ F. If a court orders foreclosure of a charging order lien against the transferable interest of the sole member of a limited liability company, all of the following shall occur:

(1) ~~the~~ The court shall confirm the sale;

(2) ~~the~~ The purchaser at the sale obtains the member's entire interest, not only the member's transferable interest;

(3) ~~the~~ The purchaser thereby becomes a member; ~~and,~~

(4) ~~the~~ The person whose interest was subject to the foreclosed charging order is dissociated as a member.

~~(g)~~ G. This ~~act~~ Chapter does not deprive any member or transferee of the benefit of any exemption law applicable to the transferable interest of the member or transferee.

~~(h)~~ H. This ~~section~~ Section provides the exclusive remedy by which a person seeking in the capacity of judgment creditor to enforce a judgment against a member or transferee may satisfy the judgment from the judgment debtor's transferable interest.

Finally, the Council turned to R.S. 12:22-504, on page 24 of the materials, and Professor Drury explained that transferees are generally treated as assignees, but if a member dies, that member's succession representative has certain rights concerning the inspection of books and records under R.S. 12:22-410 and an accounting for purposes of dissolution and winding up under R.S. 12:22-502(C). A motion was quickly made and seconded to adopt the proposed revisions as presented, and the motion passed with no objection. The adopted proposal reads as follows:

R.S. 12:22-504. Power of legal representative of deceased member

If a member dies, the deceased member's legal representative may exercise the following rights:

(1) ~~the~~ The rights of a transferee provided in ~~Section 502(c); and R.S. 12:22-502(C).~~

(2) ~~for~~ For the purposes of settling the estate, the rights the deceased member had under ~~Section 410~~ R.S. 12:22-410.

At this time, Professor Drury noted that the Committee was still considering the policy decision of whether to afford additional rights to transferees of deceased members of an LLC. He then concluded his presentation, and the Council adjourned for lunch, during which time there was a meeting of the Coordinating Committee.

Tax Sales

After lunch, the President called on Mr. Nick Kunkel, one of the Law Institute staff attorneys, to begin his presentation on Tax Sales. Mr. Kunkel reminded the Council that the revisions included in the materials were being suggested to the legislature in response to its directive in Acts 2024, No. 774 that the Law Institute review the Act and make nonsubstantive recommendations for clarification. He then directed the Council's attention to R.S. 47:2158, on page 16 of the materials, and explained that the proposed revisions were intended to clarify the procedures and requirements for establishing, preserving, and enforcing a privilege for costs incurred by a tax lien certificate holder who undertakes necessary repairs to the tax-indebted property. A motion was made and seconded to adopt the proposed revisions, and the Council agreed to change line 45 to

read as follows: "costs. The tax lien certificate holder". The Council also agreed to delete the language after "notice or order" on line 37, changing "a" to "the" before this language, and to change "order of the political subdivision" to "notice or order" on line 41. The Council further agreed to add "notice or" before "order" on line 3 of page 17 before discussing the ranking of the privilege, ultimately agreeing to add a new Subsection E that reads as follows: "A privilege arising under this Section is effective against third persons from the time that the statement of privilege is filed for registry in the mortgage records of the parish in which the property is located and, except as otherwise provided in R.S. 47:2266(E), is preferred in rank to all mortgages, privileges, and other rights that become effective against third persons after that time."

Turning to R.S. 47:2158.1 on page 17 of the materials, Mr. Kunkel explained that the requirements for making constructions or improvements differ depending on which version of the law is applicable, so the provisions had been separated for purposes of clarification. One Council member questioned the phrase "residing in the property" and whether this should apply only in residential settings as opposed to a small business "mom and pop" situation, and Mr. Kunkel responded that it does not appear to be a problem presently but is perhaps an issue that should be flagged for future legislative consideration. A motion was then made and seconded to adopt the proposed revisions to R.S. 47:2158.1 as presented, and the motion passed with no objection.

Next, the Council considered R.S. 47:2266.1, on page 34 of the materials, and after Mr. Kunkel provided background information with respect to the revisions to this provision, the Council agreed to clarify the applicable timeline by changing "one hundred eighty days" to "six months" on lines 4 and 25 for consistency. The Council also agreed to delete "mortgage or" before "conveyance" on line 10 of page 34 and to delete the text "if the thirtieth day is a legal holiday" and change "next business day" to "next day that is not a legal holiday" on line 5 of page 35. On line 13 of the same page, the Council agreed to change "apply to the court" to "file a motion" before returning to page 34 to include a new Subparagraph (A)(5)(g) that reads as follows: "The amount secured by the petitioner's privilege, if any, under R.S. 47:2158." The Council then agreed to redesignate existing Subparagraph (g) on line 34 of page 34 as Subparagraph (h) and to designate the sentence beginning on line 35 – "Except for good cause shown..." – as Paragraph (A)(6), changing the reference on line 37 to "Subparagraph (5)(f) of this Subsection." On page 35, the Council agreed to add "and any privilege arising under R.S. 47:2158" at the end of line 14 and "in accordance with R.S. 47:2243" after "termination price" on line 23. At the end of Paragraph (D)(3), the Council agreed to add the following sentence: "For the purposes of this Paragraph, the termination price shall include the amount secured by any privilege held by the tax lien certificate holder pursuant to R.S. 47:2158." Additionally, in Subsection E, the Council agreed to change "prime" to "be preferred to" on line 32 of page 35 and to add ", except those listed in R.S. 47:2268(B)" at the end of the provision on line 33 of the same page.

Mr. Kunkel then directed the Council's attention to R.S. 47:2267 on page 35 of the materials, first noting that a Subsection A designation should be added at the beginning of line 37. The Council then engaged in a great deal of discussion with respect to the provisions on page 36 concerning unclaimed property and whether this should be left in the registry of the court, but the Council ultimately agreed to adopt the proposed revisions to this provision with only the minor technical change previously mentioned. Turning to R.S. 47:2268, on page 36 of the materials, the Council discussed the proposed changes made on lines 38 and 41, particularly the possibility that this may result in a substantive change, before ultimately agreeing to delete line 41, to revert line 38 to read "Mineral rights", and to change "manufactured" to "factory-built" on line 31. A motion was then made and seconded to adopt the proposed revisions to R.S. 47:2268 as amended, and the motion passed with no objection.

Next, the Council considered R.S. 47:2241.1, on page 30 of the materials, and a motion was quickly made and seconded to adopt this provision with the addition of a Subsection B designation at the beginning of line 35. This motion passed without objection. Members of the Council then directed their attention to the provisions concerning adjudicated property beginning on page 19 of the materials, specifically R.S. 47:2201, and agreed to delete the bracketed language on lines 44 and 45 of page 1 and

to instead include “prior to January 1, 2026.” The Council also agreed to change “provided that they comply with the provisions of” on lines 35 and 36 to “consistent with” and to add “public” before “sale” on line 39. A motion was then made and seconded to adopt the proposed revisions to R.S. 47:2201 as amended, and the motion passed with no objection.

Turning to R.S. 47:2202, on page 20 of the materials, it was moved and seconded to delete the bracketed language on lines 42 and 43, and the motion passed with all but one in favor. The Council then agreed to change line 41 to read “less than two-thirds of the value of the immovable property established by the assessor’s current assessment”, to replace “assignment of tax lien certificates issued to” with “public sale of tax liens held by” on line 36, and to delete “to be sold at a public sale” on lines 36 and 37. A motion was then made and seconded to adopt R.S. 47:2202 as amended, and the motion passed with no objection. With respect to R.S. 47:2203, on page 21 of the materials, the Council agreed to add “With the exception of sales pursuant to R.S. 47:2202(D)” before “a public sale” on line 30, to change “up to” to “at least” on line 27, and to delete the brackets on line 23 so that the phrase “making a written request to the political subdivision and” would be included in the provision. The Council also agreed to change “issued to” to “held by” on line 14. A motion was then made and seconded to adopt the proposed revisions to R.S. 47:2203 as amended, and the motion passed without objection.

Mr. Kunkel then directed the Council’s attention to R.S. 47:2204 on pages 21 and 22 of the materials, and a motion was quickly made and seconded to adopt the proposed revisions to this provision as presented. That motion passed with no objection, and the Council next considered the proposed repeal of R.S. 47:2205, which Mr. Kunkel characterized as merely restating Louisiana constitutional law and thus superfluous, on page 22 of the materials. After discussion, the Council determined that this provision should not be repealed and should instead be restored, and a motion was made and seconded to that effect. After the Council agreed to change “Louisiana Constitution” to “Constitution of Louisiana” in two places, the motion to restore R.S. 47:2205 to its current text with these additional changes passed with no objection. Mr. Kunkel then provided an explanation of the proposed changes to R.S. 47:2206, on page 22 of the materials, specifically concerning concepts involving enforcement of the tax lien, termination of a tax lien certificate, and effectiveness of the sale based on notice. In particular, he explained that he had sought to retain what he viewed as the unambiguous meaning of the text; nevertheless, he emphasized his uncertainty as to whether this meaning was consistent with other components of the 2024 revision or with the intended operation of R.S. 47:2206 itself. The Council discussed whether to restore the provisions of Subsection D as well as issues involving the purpose of notice as evidence that the timeframe has started and recordation in the mortgage rather than conveyance records since this is not translatative of title but is more akin to a notice of lis pendens. Ultimately, the Council agreed to temporarily postpone its consideration of R.S. 47:2206, turning instead to R.S. 47:2207.

In R.S. 47:2207, on page 24 of the materials, the Council agreed to change “acquiring person” on line 16 to “transferee” and “authenticate” on lines 14 and 15 to “execute” for purposes of consistency with the terminology used in the UCC. After the Council further agreed to insert the phrase “act of” prior to “sale” on line 12 of page 27, a motion was made and seconded to adopt the proposed revisions to R.S. 47:2207 as amended. The motion passed with no objection. Turning to R.S. 47:2207.1 on page 27 of the materials, the Council agreed to change “assignment of a tax lien certificate” to “sale of a tax lien” on line 16 and “assignment” to “sale” on line 17. The Council also agreed to change “authenticate the assignment of the tax lien certificate” to “execute the sale of the tax lien” on line 18 and “assignment of the tax lien certificate” to “sale of the tax lien” on line 19. A motion was made and seconded to adopt the proposed revisions to this provision as amended, and the motion passed with no objection.

Next, the Council considered R.S. 47:2208, beginning on page 27, agreeing to delete the references to “the recorder of conveyances” on lines 24, 29, and 33 of page 29 and to add the following language as Subsection F: “If the sale or donation has the effect of terminating an interest established by a filing in the conveyance records, the affidavit shall also be filed in the conveyance records.” A motion was made and seconded to adopt

the proposed revisions to R.S. 47:2208 as amended, and the motion passed with no objection. Turning to R.S. 47:2209, on page 29 of the materials, the Council agreed to change "as extinguishing" to "an extinguishment of" on line 42 before a motion was made and seconded to adopt the proposed revisions to this provision as amended. The motion passed with no objection, and because no change had been made to the following provision – R.S. 47:2210 on page 30 – the Council agreed that it should be omitted from the Law Institute's submission to the legislature.

Mr. Kunkel then asked the Council to consider R.S. 47:2211, on page 30 of the materials, and a motion was quickly made and seconded to adopt the proposed revisions as presented. The motion passed with no objection, and the Council then returned to its previous discussion concerning R.S. 47:2206, ultimately agreeing to omit this provision from the submission to the legislature but to include a note explaining that the Council of the Law Institute was unsure of the intent of this Section and therefore makes no recommendations with respect to the provision.

There being no additional business, Mr. Kunkel then concluded his presentation, and the March 2025 Council meeting was adjourned.



Nick Kunkel



Mallory C. Waller