

Take Extra Steps Out of Drafting Business Organization Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the agreements, contracts and documents commonly associated with business organization and corporate governance.

SITUATION: You have been asked by your client to draft a joint venture agreement. Specifically, you have been asked to research language dealing with limitations on liability.

SOLUTION: From LIVEDGAR's Precedent Authority, you will be able to conduct granular research on all aspects of your project, from joint venture agreements to the specific language related to limitations on liability.

Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data so you can drill down into the specifics of any key document.

In addition, because Precedent Authority focuses on the specific titles, clauses and language associated with a document, it does not matter why the document was filed. LIVEDGAR searches across all form types to return all applicable results regardless of where the document was attached. This means you are assured of having access to the most complete collection of precedents in the industry.

STEP 1

In the Practice Area drop down menu, select Business Organization Models. Once the Document Type menu appears, expand it and check the box next to Joint Ventures.

Selecting Business Organization and Joint Ventures customizes your research and directs LIVEDGAR to retrieve only those documents that meet your specified criteria.

STEP 2

In the View Results section, select the Hits in Context radio button.

When Hits in Context is selected, LIVEDGAR displays excerpts from the most recent documents that match the criteria you enter.

STEP 3

In the Search for Documents By section, type the phrase *limit* and liability* in the Clause Title box and click the Submit button.

By leveraging search operators in the Clause Title Text box, LIVEDGAR will instantly return search results that are focused on disclosures related to liability limitations. In addition, by using the search term, *limit**, LIVEDGAR is directed to search for any variation of limit, such as limits, limited or limitation.

Precedent Authority

Submit Clear

Practice Area: Business Organization Models

Document Types:

- Articles of Incorporation
- By-Laws
- Corporate Governance
- Directors/Officers
- Joint Ventures
- Partnerships
- Restructurings
- Stockholders

View Results:

- Hits in Context (10 Results)
- Abbreviated Listing (30 Results)
- BenchMark Listing (All Index Listing)

Log Results View Search Tree XML

Document Free Text: Free text operators are: AND, OR, NOT, TO, W/in, P/n, *, ?

Search for Documents By:

Document Title: (e.g. Exchange, Merge*, Purchase)

Clause Title: limit* and liability (e.g. Severability, Tax Consequences, Amend*)

Defined Terms: (e.g. Consideration, Exchange Ratio, Fair Market Value*)

Use Fuzzy Search Logic

Governing Law

Law Firm

Financial Search Criteria (Current Market Cap, Revenue, Net Income, S&P 500)

Additional Search Criteria (Company Name, Ticker, CIK, State, SIC, Filing Date, Period Date)

Submit Clear

My Searches

STEP 4

On the Search Results page, click on View in the header of the desired document to review the entire section pertaining to “liability limits” in the selected joint venture agreement.

In the document header, you can also choose to print, e-mail or save that section of the document.

STEP 5

Click the View All Hits link in the preview box.

This directs LIVEDGAR to display all hits in the document based on the search criteria you entered. This feature allows you to easily focus on the language most pertinent to your research.

STEP 6

View, print, e-mail or save any document from results or take advantage of other powerful LIVEDGAR features such as Save Search and Alerts.

- **View, E-Mail, Print or Save** – Click on any of these options to view, e-mail, print or save any items of interest.
- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches area of MY LIVEDGAR where it can be reused at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.

STEP 8

Check the boxes next to the document header of those items you are most interested in reviewing and then click the Worklist link to add these items to your Worklist.

Clicking the Worklist link adds only the sections of the document you need to your Worklist allowing them to be stored for review at a later time.

Precedent Authority Search Results [More Information](#)
◆ [Rate Schedule](#)

[Save Search](#) | [Add as Alert](#)

Precedent Authority Search Criteria
Clause Title limit* and liability
Document Types Joint Ventures

[Next 10](#) | [Display All](#) | [Modify Search](#) | [Worklist](#) | [TDR](#) | [Printable Version](#)

Select/Unselect all

1) **Alliance Holdings GP, L.P.**
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT OF ALLIANCE GP, LLC a Delaware Limited Liability Company Filed 05/17/06

[View](#) | [Email](#) | [Print](#) | [Save](#) | Review Setting | [Add to Worklist](#)

[View All Hits](#) | [Filing Values](#) | Filed under the [The Securities Exchange Act of 1934](#)

or under an employee deferred compensation plan.

6.21 Vacancies.
A newly created elected office and a vacancy in any elected office because of death, resignation or removal may be filled by the Board for the unexpired portion of the term at any meeting of the Board.

ARTICLE VII **LIMITATION OF LIABILITY**; INDEMNIFICATION
7.1 **Limitation of Liability**; Indemnification.
None of the Members, Directors or officers of the Company will be liable to the Members, the Company or AHGP for (a) any action or inaction except to the extent such Person acted in bad faith or engaged in willful misconduct in the performance of such Person's duties to the Company, the Members or AHGP, (b) any action or inaction arising from reliance upon the opinion or advice as to legal matters of legal counsel or as to accounting matters of accountants selected by any of them in good faith or (c) any action or inaction of any agent, contractor or consultant selected by any of them in good faith.

7.2 **Limitation of Liability**.

1) **GUARDIAN TECHNOLOGIES INTERNATIONAL INC**
STRATEGIC PARTNERSHIP AGREEMENT Filed 05/16/06

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Page 10 -- 8-K -- EX-3.2 -- Filed by Alliance Holdings GP, L.P.

A newly created elected office and a vacancy in any elected office because of death, resignation or removal may be filled by the Board for the unexpired portion of the term at any meeting of the Board.

> ARTICLE VII **LIMITATION OF LIABILITY**; INDEMNIFICATION
< > 7.1 **Limitation of Liability**; Indemnification.
None of the Members, Directors or officers of the Company will be liable to the Members, the Company or AHGP for (a) any action or inaction except to the extent such Person acted in bad faith or engaged in willful misconduct in the performance of such Person's duties to the Company, the Members or AHGP, (b) any action or inaction arising from reliance upon the opinion or advice as to legal matters of legal counsel or as to accounting matters of accountants selected by any of them in good faith or (c) any action or inaction of any agent, contractor or consultant selected by any of them in good faith.

< 7.2 **Limitation of Liability**.
No Person will be liable to the Company, its Members or AHGP for any loss, damage, liability or expense suffered by the Company, its Members or AHGP on account of any action taken or omitted to be taken by such Person as a Director

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