

Chapter 17

PARTNERSHIP LIQUIDATION

Answers to Questions

1. Dissolution of a partnership terminates the partnership as a legal entity, but the partnership business may continue under a new agreement. When a partnership is liquidated, however, the partnership is terminated both as a legal and as a business entity. Thus, a partnership may be dissolved without liquidation, but it may not be liquidated without dissolution.
2. A simple partnership liquidation is the liquidation of a solvent partnership in which all partners have equity capital and all gains and losses are realized and recognized before any distributions are made to the partners. In simple partnership liquidations, only one cash distribution is made and the amounts distributed to individual partners are equal to their predistribution capital account balances.
3. The priority ranking for the distribution of assets in liquidation pursuant to UPA is:

Rank I	Amounts owed to creditors other than partners and amounts owed to partners other than for capital and profits
Rank II	Amounts due to partners after all assets have been liquidated and liabilities paid.
4. Normally if a partner has loaned money to the partnership, those liabilities are repaid before any capital distributions. However if a partner is owed money and they have a debit (negative) capital balance, the liability is deducted from the capital shortfall, rather than be distributed.
5. The assumptions for determining distributions to partners prior to recognition of all gains and losses on liquidation are (1) all partners are personally bankrupt such that no partner could contribute personal assets into the partnership and (2) all noncash assets are possible losses and should be considered actual losses for purposes of determining amounts to be distributed. In addition, liquidation expenses and probable loss contingencies should be estimated and assumed to be actual losses for purposes of determining advance distributions.
6. Capital balances represent one factor in determining a partner's equity, but loans and advances payable to and receivable from the partnership are factors that must also be considered in calculating safe payments. Partner equities, rather than capital balances, are used in safe payment schedules in order to avoid making distributions to partners that may end up with debit capital balances; i.e., owing money to the partnership.
7. Safe payment computations per se do not affect ledger account balances. Actual cash distributions based on safe payments computations do reduce partnership assets and equities and require recognition in ledger accounts.

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Debra C. Jeter, Paul K. Chaney

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