WEST VIRGINIA CODE: §31B-14-401

§31B-14-401. Limitations on liability.

(a) A person is not liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of:

(1) A protected series of a series limited liability company solely by reason of being or acting as:

(A) An associated member, protected-series manager, or protected series transferee of the protected series; or

(B) A member, manager, or a transferee of the company; or

(2) A series limited liability company solely by reason of being or acting as an associated member, protected-series manager, or protected-series transferee of a protected series of the company.

(b) Subject to §31B-14-404, the following rules apply:

(1) A debt, obligation, or other liability of a series limited liability company is solely the debt, obligation, or liability of the company.

(2) A debt, obligation, or other liability of a protected series is solely the debt, obligation, or liability of the protected series.

(3) A series limited liability company is not liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of a protected series of the company solely by reason of the protected series being a protected series of the company or the company:

(A) Being or acting as a protected-series manager of the protected series;

(B) Having the protected series manage the company; or

(C) Owning a protected-series distributional interest of the protected series.

(4) A protected series of a series limited liability company is not liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the company or another protected series of the company solely by reason of:

(A) Being a protected series of the company;

(B) Being or acting as a manager of the company or a protected-series manager of another

WV Legislature

protected series of the company; or

(C) Having the company or another protected series of the company be or act as a protected-series manager of the protected series.

WV Legislature