

## More NJ Case Law On LLCs Would Aid Attys, Litigants, Biz

By **Gianfranco Pietrafesa** (September 22, 2025, 6:23 PM EDT)

The New Jersey courts do not issue many opinions on business entity laws. For the purposes of this article, I will focus solely on opinions addressing the New Jersey Revised Uniform Limited Liability Company Act,[1] or NJ-RULLCA, since a limited liability company is by far the most popular form of business entity.

The absence of opinions deprives New Jersey attorneys, litigants and businesses of the guidance necessary to fully understand the nuances of NJ-RULLCA.



Gianfranco Pietrafesa

### Why Court Opinions Are Important

Attorneys, litigants and the general public clearly benefit when the courts issue opinions interpreting business entity statutory laws. The opinions clarify ambiguous statutory language and explain how statutes should be applied to specific facts. They provide clarity, predictability and consistency.

They help us understand statutes. Without opinions, there are too many unknowns.

This is especially true with NJ-RULLCA, which has been in existence in full since 2014.[2] As noted in this article, there are very few published opinions interpreting NJ-RULLCA.

The absence of New Jersey case law forces attorneys to look to other legal authorities when New Jersey litigants and New Jersey businesses would be better served by opinions from New Jersey courts.

### Westlaw Searches for NJ-RULLCA

Westlaw searches for the terms "N.J.S.A. 42:2C," "Revised Uniform Limited Liability Company Act," "NJ-RULLCA" and "RULLCA" found two published — i.e., reported — opinions since Jan. 1, 2020.

One is the June 18, 2024, decision in *Patel v. [New Jersey Department of Treasury](#)*, in the [Superior Court of New Jersey](#)'s Appellate Division,[3] dealing with the rescission of an improperly filed certificate of dissolution.

The other is the 2021 decision in *Premier Physician Network LLC v. Maro*,[4] also in the Superior Court of New Jersey's Appellate Division and dealing with the formation of an LLC operating agreement.[5]

There were six other published opinions including one or more of these terms, but the focus of those opinions was not on NJ-RULLCA. Instead, it was on such issues as service of process, arbitration, insurance, housing code violations and income taxation.

The above Westlaw searches also found 47 unpublished — i.e., unreported — opinions. Arguably, 15 of them discussed NJ-RULLCA with some substance. In the other opinions, one or more of the terms were

included, but the focus was on other issues, meaning that NJ-RULLCA was mentioned in passing.

### **Complex Business Litigation Program**

New Jersey has a complex business litigation program, or CBLP, with at least one judge designated in each of the 15 vicinages to handle such cases.[6]

The judges assigned to the CBLP are encouraged to write opinions "to provide attorneys and litigants access to the growing body of business-related case law," according to the program brochure.[7]

By its terms, the CBLP does not deal with internal affairs, governance disputes over management and/or control of business entities, dissolution or liquidation, and statutory receiverships for the appointment of special physical agents, among other issues.

In other words, it is not intended to encroach upon the issues traditionally heard in the General Equity Part of the Superior Court's Chancery Division.[8] Yet, the CBLP does include disputes concerning mergers and acquisitions, the purchase and sale of business assets, and the purchase and sale of shares of stock and other equity in business entities.[9]

Since Jan. 1, 2022, the judges in the CBLP have written a total of 80 opinions — 22 in 2022, 18 in 2023, 26 in 2024, and 14 in 2025 as of Aug. 31. Some judges have written no opinions at all, while others have written as many as 16 opinions. The opinions, which are unpublished, are available on the New Jersey Courts website.[10]

Despite the CBLP guidelines, some of the opinions do deal with business entity laws, specifically NJ-RULLCA. The issues include breach of the duty of loyalty, oppression, piercing the corporate veil and derivative actions.[11]

These opinions are instructive, but the volume is disappointing.

### **General Equity**

Disputes about a business entity's internal affairs — issues involving management, ownership, and the relationships among owners and between owners and management, among others — are typically heard in General Equity.

Westlaw searches on opinions written by judges sitting in General Equity found one published opinion since the 2020-2021 court term, but it did not involve business entity laws.

The Westlaw searches found some unpublished opinions addressing NJ-RULLCA, but they were by General Equity judges who were also designated CBLP judges.

### **Publication of Opinions**

All [New Jersey Supreme Court](#) opinions are published, unless otherwise directed by the Supreme Court.[12] Appellate Division opinions are published as directed by a majority of the judges issuing the opinion and with the approval of the presiding judge.[13]

Trial court opinions are published at the request of the trial judge, but only with the approval of the Supreme Court's Committee on Opinions.[14]

The applicable court rule provides that a written opinion — but not a letter opinion nor a transcript of an oral opinion — shall be published where the decision:

(1) involves a substantial question under the United States or New Jersey Constitution, or (2) determines a new and important question of law, or (3) changes, reverses, seriously questions or criticizes the soundness of an established principle of law, or (4) determines a substantial question on which the only case law in this State antedates September 15, 1948, or (5) is based upon a matter of practice and procedure not theretofore authoritatively determined, or (6) is of continuing public interest and importance, or (7) resolves an apparent conflict of authority, or (8) although not otherwise meriting publication, constitutes a significant and nonduplicative contribution to legal literature by providing an historical review of the law, or describing legislative history, or containing a collection of cases that should be of substantial aid to the bench and bar.[15]

Any person may request the publication of an opinion by sending a letter to the Committee on Opinions explaining in detail why the opinion should be published based on the above guidelines.[16]

Comprehensive and well-reasoned opinions addressing NJ-RULLCA should satisfy guidelines 2, 6, and possibly 8. Business lawyers who deal with business entity statutes on a daily basis should be using this procedure more often to help develop a body of case law.

## **Unpublished Opinions**

Based on the above Westlaw searches, most opinions are unpublished. Although they are instructive in understanding NJ-RULLCA, the New Jersey Court Rules restrict their value. "No unpublished opinion shall constitute precedent or be binding upon any court," according to Rule 1:36-3.[17]

Further, according to 1:36-3, "No unpublished opinion shall be cited to any court by counsel unless the court and all other parties are served with a copy of the opinion and of all contrary unpublished opinions known to counsel."[18]

Finally, with limited exceptions, "no unpublished opinion shall be cited by any court," according to Rule 1:36-3.[19] However, note that the New Jersey Courts website states, presumably in error, that "[u]npublished opinions ... usually are not cited in other court cases."[20]

If an unpublished opinion is on point, it cannot be cited by the court. Hopefully, the court considering the issue can replicate the analysis to reach the same result — if warranted by the facts. By contrast, in Delaware, unpublished opinions have some precedential value.[21]

In light of New Jersey's limitations on the use of unpublished opinions, the judiciary should make a greater effort to publish more opinions on business entity statutory laws, such as NJ-RULLCA.

Indeed, there have been a few Appellate Division opinions worthy of publication. For example, the 2023 decision in *Flor v. Greenberg Farrow Architectural*,<sup>[22]</sup> dealing with the judicial expulsion of a member without a buyout of the member's equity interest, and the 2022 decision in *Lamme v. Client Instant Access LLC*,<sup>[23]</sup> noting the statutory term of "manifestly unreasonable," but not taking the opportunity to provide a more comprehensive analysis.

### Dealing With the Void

Without New Jersey court opinions, there are other resources available to understand NJ-RULLCA.<sup>[24]</sup> First, there is the [Uniform Law Commission](#)'s commentary on the Revised Uniform Limited Liability Company Act, or RULLCA, which is the basis of the state's rule. Second, there are the opinions of out-of-state courts.

Fortunately, 19 other states and the [District of Columbia](#) have adopted versions of RULLCA. Third, there are New Jersey and out-of-state opinions dealing with similar statutory provisions, such as those in the Uniform Partnership Act, which was also promulgated by the Uniform Law Commission.

Fourth, there is case law dealing with similar provisions in New Jersey's repealed Limited Liability Company Act.<sup>[25]</sup>

### Conclusion

It is acknowledged that judges are in the business of resolving disputes and disposing cases, but if there are opportunities to provide guidance to attorneys, litigants and the public concerning the nuances of New Jersey business entity statutes, including NJ-RULLCA, they should be encouraged to write opinions on these issues, even if they are narrow issues of law.

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*[Gianfranco A. Pietrafesa](#) is a partner at Archer & Greiner PC. He was a member of the select committee that drafted NJ-RULLCA.*

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[1] N.J.S.A. 42:2C-1 et seq.

[2] NJ-RULLCA became effective on March 18, 2013, for newly formed LLCs and on March 1, 2014, for all LLCs.

[3] [Patel v. NJDORES](#), 479 N.J. Super. 26 (App. Div. 2024).

[4] [Premier Physician Network, LLC v. Maro](#), 468 N.J. Super. 182 (App. Div. 2021).

[5] See also Gianfranco A. Pietrafesa, "Awaiting Case Law, Amendments a Decade Into NJ-RULLCA", N.J. Lawyer (April 2024), available at <https://www.archerlaw.com/a/web/vUs5dQnNgVd54GHaUCbLEj/pietrafesa-awaiting-case-law-amendments-a-decade-into-nj-rullca2286769771.pdf>.

[6] Rule 4:102-3.

[7] See Complex Business Litigation Program brochure (dated February 2019) available at [https://www.njcourts.gov/sites/default/files/forms/11940\\_clbpbrochure.pdf](https://www.njcourts.gov/sites/default/files/forms/11940_clbpbrochure.pdf).

[8] See Rule 4:102-2(c); CBLP Case Management Guidelines, available at [https://www.njcourts.gov/sites/default/files/forms/12369\\_cblp\\_case\\_mgmt\\_guidelines.pdf](https://www.njcourts.gov/sites/default/files/forms/12369_cblp_case_mgmt_guidelines.pdf).

[9] See CBLP Case Management Guidelines.

[10] <https://www.njcourts.gov/attorneys/opinions/business>.

[11] See, e.g., [Alfieri v. Frank](#) (MRS-L-1947-22) (LLC; breach of duty of loyalty); [Ho v. Morris Anesthesia Group, P.A.](#) (MRS-L-753-20) (LLCs; oppression); [Landcor Holdings L.P. v. Evesham Mortgage, LLC](#) (BUR-L-1619-20) (LLC; piercing the corporate veil); [Cave v. Cave](#) (BUR-L-243-21) (LLC; derivative actions); [Mill Road v. CEP Solar](#) (BER-L-2029-19) (LLC; piercing the corporate veil).

[12] Rule 1:36-2(a).

[13] Id.

[14] Rule 1:36-2(b).

[15] Rule 1:36-2(d).

[16] Rule 1:36-2(c).


[17] Rule 1:36-3.

[18] Id.

[19] Id.

[20]  
See <https://www.njcourts.gov/attorneys/opinions#:~:text=Court%20decisions%20are%20called%20opini>

[ons,opinions%20are%20posted%20online%20only.](#)

[21] See, e.g., [Aprahamian v. HBO & Co.](#) , 531 A.2d 1204, 1207 (Del. Ch. 1987) (citation omitted) ("An unreported decision, while entitled to great deference, is not necessarily stare decisis").

[22] [Flor v. Greenberg Farrow Architectural](#) , 2023 WL 7036278 (App. Div. October 26, 2023).

[23] [Lamme v. Client Instant Access LLC](#) , 2022 WL 1276123 (App. Div. April 29, 2022).

[24] See Gianfranco A. Pietrafesa, "Steps to Interpreting NJ-RULLCA" N.J.L.J. (March 2, 2025), available at <https://www.archerlaw.com/a/web/6BY3VjwXbKiKBLgg4dXjPz/aDw37w/steps-to-interpreting-nj-rullca.pdf>.

[25] N.J.S.A. 42:2B-1 et seq. (repealed).