

**ASSIGNMENT OF INTEREST**  
Of Limited Liability Company

**NOTE:** This form is used by members of a limited liability company (LLC) when assigning their membership interest on terminating their ownership interest in an LLC, to document the assignment and authorize the LLC manager to reflect the assignment on the books of the LLC.

**DATE:** \_\_\_\_\_, 20\_\_\_\_\_, at \_\_\_\_\_, California.  
*Items left blank or unchecked are not applicable.*

**FACTS:**

1. This assignment is of a member's interest in \_\_\_\_\_, a California Limited Liability Company (LLC), organized under an operating agreement dated \_\_\_\_\_, 20\_\_\_\_\_, at \_\_\_\_\_, California, and formed under a Certificate of Limited Liability Company (LLC-1)
- 1.1 filed with the California Secretary of State on \_\_\_\_\_, as document number \_\_\_\_\_,
- 1.2 recorded on \_\_\_\_\_, 20\_\_\_\_\_, as document number \_\_\_\_\_ with the country recorder of \_\_\_\_\_ County, California.

**FOR VALUE RECEIVED:**

2. I, \_\_\_\_\_, as the Assignor, hereby sell, assign and transfer to \_\_\_\_\_, as the Assignee, all my rights, title and interest as a member in \_\_\_\_\_, a California LLC
- 2.1 which interest is identified as Class "\_\_\_\_\_" and represents \_\_\_\_\_% of the voting ownership of the LLC, and  
 is represented by the attached Certificate of Interest in Limited Liability Company (if one exists).
3. Assignor hereby authorizes \_\_\_\_\_, as the Manager of the LLC, to reflect this assignment on the books of the LLC.
4. This assignment is subject to any restrictions on the transfer of an ownership interest provided in the Operating Agreement of LLC for the LLC.
- 4.1 Any necessary notices and approval of this assignment by the LLC or members and any right of first refusal or option to purchase the interest assigned held by the remaining members  have, or  have not, been consented to or waived by them.
5. Assignee hereby assumes and agrees to timely perform all Assignor's obligations under the operating agreement of the LLC.

**Assignor:**

See attached Signature Page Addendum. [RPI Form 251]

Date: \_\_\_\_\_, 20 \_\_\_\_\_

Assignor's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Assignor's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

**Assignee:**

See attached Signature Page Addendum. [RPI Form 251]

Date: \_\_\_\_\_, 20 \_\_\_\_\_

Assignee's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Assignee's Name: \_\_\_\_\_

Signature: \_\_\_\_\_