

**33<sup>rd</sup> Annual LLCs, LPs and Partnerships**  
**July 11-12, 2024 • The Otis Hotel Austin • Austin, TX**  
**July 11-12, 2024 • Live Webcast**

**Thursday Morning, July 11, 2024**

**Presiding Officer:**

**John C. Ale**, Attorney and Arbitrator (Retired) - Houston, TX

7:30 am In Austin Only	<b>Registration Opens</b>  Includes continental breakfast.
8:20 am	<b>Welcoming Remarks</b>
8:30 am 0.75 hr	<b>Case Law Update Part 1</b>  A survey of recent Texas cases addressing significant issues (fiduciary duties, piercing the entity veil, and more) in the context of LLCs and partnerships (including limited partnerships and LLPs).  Elizabeth S. Miller, Baylor Law School - Waco, TX Douglas K. Moll, University of Houston Law Center - Houston, TX
9:15 am 0.75 hr	<b>Fiduciary Duties and LLC's</b>  A review of Texas law related to the fiduciary duties of managers, officers and members of Texas LLCs, including a recent trend related to informal fiduciary duties.  Cliff Ernst, McGinnis Lochridge - Austin, TX John C. Ale, Attorney and Arbitrator (Retired) - Houston, TX
10:00 am	<b>15-Minute Break</b>
10:15 am 0.75 hr	<b>Individual Members and Partners Part 1: Overview and Recent Developments</b>  A discussion of recent developments in the area of employment law that may impact individual owners and employees of LLC's and partnerships including the recent U.S. Supreme Court holdings in <i>Muldrow v. City of St. Louis</i> and Federal Trade Commission non-competition rules.  Lawrence Morales II, The Morales Firm, P.C. - San Antonio, TX
11:00 am 0.75 hr	<b>Individual Members and Partners Part 2: Getting Granular</b>  A discussion of "what happens next" when a member, partner, or owner leaves an entity and how to handle contentious exits. During our presentation we address enforcement of non-competition and nondisclosure agreements, confidentiality and intellectual property issues, how to enforce buy-sell provisions, and what to do if your entity does not have exit mechanisms.  Kayla Landeros, Baylor Law School - Temple, TX Baili B. Rhodes, West, Webb, Allbriton & Gentry, P.C. - College Station, TX

11:45 am 0.50 hr	<p><b>Is This Really the Law?</b></p> <p>Whose “default” is it? A review of select provisions of the TBOC that may surprise you when operating agreements don’t address an issue and instead rely on the statutory default.</p> <p>Trenton Hood, Winstead PC - Dallas, TX</p>
12:15 pm In Austin Only	<p><b>Pick Up Lunch</b></p> <p>Included in registration.</p>

## Thursday Afternoon, July 11, 2024

### Presiding Officer:

**Baili B. Rhodes**, West, Webb, Allbriton & Gentry, P.C. - College Station, TX

### LUNCHEON PRESENTATION

12:35 pm 0.75 hr	<p><b>I Can’t Go For That (No Can Do): Celebrity Entities and Entanglements</b></p> <p>An examination of special purpose business structures in the entertainment industry, commonly known as "Loan-Out" companies, and issues that arise when celebrities, such as actors, musicians, athletes, famous doctors, etc. utilize these Loan-Out companies to own their intellectual properties and provide their professional services, including a discussion of related litigation such as <i>Hall v. Oates</i> (2023).</p> <p>Ken Pajak, Pajak Law, PLLC - Austin, TX</p>
1:20 pm	<p><b>15-Minute Break</b></p>
1:35 pm 0.75 hr	<p><b>Case Law Update Part 2</b></p> <p>Continuation of a survey of recent Texas cases addressing significant issues (fiduciary duties, piercing the entity veil, and more) in the context of LLCs and partnerships (including limited partnerships and LLPs).</p> <p>Elizabeth S. Miller, Baylor Law School - Waco, TX Douglas K. Moll, University of Houston Law Center - Houston, TX</p>
2:20 pm 0.75 hr 0.50 hr ethics	<p><b>Corporate Transparency Act Part 1: The Law</b></p> <p>This presentation provides an overview and review of the statutory and regulatory requirements of the Corporate Transparency Act, including new 2024 FinCEN guidance and a discussion of judicial challenges to the CTA (including the Alabama district court case that ruled the CTA unconstitutional).</p> <p>Lauren A. White, Haynes and Boone, LLP - Dallas, TX</p>
3:05 pm	<p><b>10-Minute Break</b></p>

3:15 pm 0.75 hr ethics	<b>Corporate Transparency Act Part 2: Ethical and Practical Considerations</b>  Various ways to address the Corporate Transparency Act in the context of entity formation, continued operation and client communication.  Charis B. Clawson, Baird, Crews, Schiller and Whitaker, P.C. - Temple, TX
4:00 pm 1.00 hr	<b>“Breaking Up is Hard to Do”: S Corp, LLC and Partnership Divisions</b>  How to spin-off, split-off, or split-up a passthrough entity, business and tax considerations and pitfalls for the unaware.  Dan G. Baucum, Ferguson Braswell Fraser Kubasta PC - Plano, TX William D. Elliott, Elliott, Thomason & Gibson, LLP - Dallas, TX
5:00 pm 0.75 hr ethics	<b>Mum's the Word: Maintaining Client Confidentiality and Dealing with Ethical Challenges while Working from Anywhere and Everywhere</b>  Working remotely and virtual meetings are here to stay. This presentation provides practical suggestions for structuring engagement letters, addressing conflicts of interest, and safeguarding client communications across all mediums.  Braxton Wilks, Winstead PC - Austin, TX
5:45 pm	<b>Adjourn to Reception</b>

## Friday Morning, July 12, 2024

### Presiding Officer:

**Cliff Ernst**, McGinnis Lochridge - Austin, TX

7:30 am In Austin Only	<b>Registration Opens</b>  Includes continental breakfast.
8:30 am 0.75 hr	<b>Secretary of State Update</b>  Learn about filing tips and resources that can make your transactions with the Secretary of State (SOS) easier and more predictable; hear updates on our system modernization program, including an overview of online services available in the new SOS Portal.  David R. Eskew, Texas Secretary of State - Austin, TX
9:15 am 0.75 hr	<b>Self-Employment Tax for Partners</b>  This panel discusses the current treatment of individuals' distributive share of partnership income for self-employment tax purposes, including the recent Tax Court pronouncement on treatment of individuals who are limited partners for purposes of state law.  Robert R. Keatinge, Holland & Hart LLP - Denver, CO
10:00 am	<b>15-Minute Break</b>

10:15 am 0.50 hr	<p><b>Trademarks and Intellectual Property: What Does the General Business Lawyer Need to Know?</b></p> <p>An overview of trademark and related intellectual property issues for business lawyers, including the following topics: What is a trademark? How can brands and trademarks be protected? What is the difference between a trademark, a trade secret, a copyright and a patent?</p> <p>Jeffrey M. Becker, Haynes and Boone, LLP - Dallas, TX</p>
10:45 am 0.75 hr	<p><b>Preparing for a Bankruptcy</b></p> <p>A discussion of practical considerations for business lawyers and their clients when businesses are considering bankruptcy.</p> <p>Simon Mayer, Locke Lord, LLP - Houston, TX</p>
11:30 am 1.00 hr ethics	<p><b>Integrating the New Texas Disciplinary Rules and Changes Into Your Practice</b></p> <p>This presentation discusses which of the proposed Disciplinary Rules passed, the impact of those rules, and the important changes that lawyers can make to integrate those provisions in daily practice of law.</p> <p>Claude E. Ducloux, Attorney at Law - Austin, TX</p>
12:30 pm	<p><b>Adjourn</b></p>