

33<sup>RD</sup> ANNUAL  
**LLCs, LPs AND PARTNERSHIPS**



FUNDAMENTALS  
July 10 2024

CONFERENCE  
July 11–12, 2024

The Otis Hotel Austin  
Austin, Texas

 Also Available Via Live Webcast

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Fundamentals—Earn up to 2.75 Hours of Credit

Conference—Earn up to 12.00 Hours of Credit Including 3.00 Hours of Ethics Credit

MCLE Credit Approved in TX, CA, OK, and PA. (Hours Vary by State)

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Earn up to 14.50 hrs of National (in-person only), and TX Accounting CPE Credit

**LLCs, LPs AND PARTNERSHIPS**

July 10, 11–12, 2024 ■ The Otis Hotel Austin ■ Austin, Texas

Choice of Entity Fundamentals—Earn up to 2.75 Hours of Credit

Conference—Earn up to 12.00 Hours of Credit Including 3.00 Hours of Ethics Credit

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*Times listed are in Central Time***WEDNESDAY AFTERNOON, JULY 10, 2024****Choice of Entity Fundamentals****Presiding Officer:**Dan G. Baucum, Ferguson Braswell  
Fraser Kubasta PC, Plano, TX**3:00 p.m. Registration Opens****3:20 p.m. Welcoming Remarks****3:30 p.m. 1.50 hrs****Choice of Entity Fundamentals: Part One**

Join our group of seasoned practitioners discussing the important considerations and current trends impacting the client's choice among partnerships, LLCs, S Corps, and C Corporations. Find out what's driving practitioners toward LLCs and surprisingly C corps as the "go to" vehicles of choice for many start-ups and businesses that are restructuring.

**Moderator:**Dan G. Baucum, Ferguson Braswell Fraser Kubasta  
PC, Plano, TX**Panelists:**William D. Elliott, Elliott, Thomason & Gibson, LLP,  
Dallas, TX  
Christina A. Mondrik, Mondrik & Associates, Austin, TX  
K. "Andy" Tiwari, CJMA Business Law and Litigation,  
San Antonio, TX**5:00 p.m. 15-Minute Break****5:15 p.m. 1.25 hrs****Choice of Entity Fundamentals: Part Two**

The best way to learn is to do. Apply your knowledge gained during the fundamentals segment and gain valuable experience by discussing real-world choice of entity problems with our seasoned practitioners as your guides. Questions presented highlight the business and tax considerations that can lead you to a successful entity choice that meets your client's needs.

**Moderator:**Dan G. Baucum, Ferguson Braswell Fraser Kubasta  
PC, Plano, TX**Panelists:**William D. Elliott, Elliott, Thomason & Gibson, LLP,  
Dallas, TX  
Christina A. Mondrik, Mondrik & Associates, Austin, TX  
K. "Andy" Tiwari, CJMA Business Law and Litigation,  
San Antonio, TX**6:30 p.m. Adjourn****THURSDAY MORNING, JULY 11, 2024****Presiding Officer:**John C. Ale, Attorney and Arbitrator  
(Retired), Houston, TX**7:30 a.m. Registration Opens**

Includes continental breakfast.

**8:20 a.m. Welcoming Remarks****8:30 a.m. .75 hr****Case Law Update Part 1**

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 a.m. .75 hr****Fiduciary Duties and LLC's**

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 a.m. 15-Minute Break****10:15 a.m. .75 hr****Individual Members and Partners Part 1:  
Overview and Recent Developments**

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 *Muldrow v. City of St. Louis* and Federal Trade Commission non-competition rules.

Lawrence Morales II, The Morales Firm, P.C.,  
San Antonio, TX**11:00 a.m. .75 hr****Individual Members and Partners Part 2:  
Getting Granular**

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 a.m. .50 hr****Is This Really the Law?**

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.

Trenton Hood, Winstead PC, Dallas, TX

**12:15 p.m. Pick Up Lunch**

Included in registration.

**THURSDAY AFTERNOON****Presiding Officer:**Baili B. Rhodes, West, Webb, Allbriton  
& Gentry, P.C., College Station, TX**LUNCHEON PRESENTATION****12:35 p.m. .75 hr****I Can't Go For That (No Can Do): Celebrity  
Entities and Entanglements**

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 *Hall v. Oates* (2023).

Ken Pajak, Pajak Law, PLLC, Austin, TX

**1:20 p.m. 15-Minute Break**

1:35 p.m. .75 hr

### Case Law Update Part 2

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).

Elizabeth S. Miller, Baylor Law School, Waco, TX  
Douglas K. Moll, University of Houston Law Center, Houston, TX

2:20 p.m. .75 hr | .50 hr ethics

### Corporate Transparency Act Part 1: The Law

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).

Lauren A. White, Haynes and Boone, LLP, Dallas, TX

3:05 p.m. 10-Minute Break

3:15 p.m. .75 hr ethics

### Corporate Transparency Act Part 2: Ethical and Practical Considerations

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 p.m. 1.00 hr

### "Breaking Up is Hard to Do": S Corp, LLC and Partnership Divisions

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 p.m. .75 hr ethics

### Mum's the Word: Maintaining Client Confidentiality and Dealing with Ethical Challenges while Working from Anywhere and Everywhere

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 p.m. Adjourn to Reception

## RECEPTION

5:45 p.m. – 6:45 p.m.

Join us for drinks and hors d'oeuvres with program faculty and attendees

FRIDAY MORNING, JULY 12, 2024

### Presiding Officer:

Cliff Ernst, McGinnis Lochridge, Austin, TX

7:30 a.m. Registration Opens

Includes continental breakfast.

8:30 a.m. .75 hr

### Secretary of State Update

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 a.m. .75 hr

### Self-Employment Tax for Partners

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 a.m. 15-Minute Break

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Call 512.475.6700 to register.

10:15 a.m. .50 hr

### Trademarks and Intellectual Property: What Does the General Business Lawyer Need to Know?

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?

Jeffrey M. Becker, Haynes and Boone, LLP, Dallas, TX

10:45 a.m. .75 hr

### Preparing for a Bankruptcy

A discussion of practical considerations for business lawyers and their clients when businesses are considering bankruptcy.

Simon Mayer, Locke Lord, LLP, Houston, TX

11:30 a.m. 1.00 hr ethics

### Integrating the New Texas Disciplinary Rules and Changes Into Your Practice

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.

Claude E. Ducloux, Attorney at Law, Austin, TX

12:30 p.m. Adjourn

## ACCREDITATION

The University of Texas School of Law is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through its website: [www.nasbaregistry.org](http://www.nasbaregistry.org).

### FUNDAMENTALS:

Earn up to 3.25 credits

### CONFERENCE:

Earn up to 14.50 credits

**Field of Study:** Specialized Knowledge and Taxes

**Delivery Method:** Group-Live (In-person only)

**Program Level:** Intermediate and Advance

**Preparation and Prerequisite:** None

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**Mail:**  
The University of Texas School of Law  
ATTN: Registration  
PO Box 12883  
Austin, TX 78711

**Fax:**  
512.475.6876

**Questions?**  
512.475.6700

*If you have dietary requirements or would like to request accommodations under the ADA, please contact Customer Service at 512.475.6700 or service@utcle.org at least 10 business days prior to the conference.*

**PLEASE PRINT CLEARLY**

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Registrant's Email (required) \_\_\_\_\_ Assistant's Email (optional) \_\_\_\_\_

*Invoices, confirmations and receipts are emailed to these addresses.*

## CONFERENCE REGISTRATION

**LIVE EVENT REGISTRATION**

*Special group registration rates available. Call 512.475.6700*

**Fundamentals Registration**

*Includes Electronic Course Binder Download (PDF) in "Your Briefcase."*

- Live, In-person Event Registration ..... \$275 | \$325 after June 26
- Live, Webcast Registration ..... \$275 | \$325 after June 26

**Fundamentals Printed and Shipped Binder with Registration (Shipping Included) – Available Through Friday, July 12**

*Please Note: Printed binder will arrive 2-3 weeks after the conclusion of the live conference. Delivery to P.O. boxes is not permitted. Binders will not be distributed on-site.*

- Printed and Shipped Course Binder ..... \$81.19 (\$75\*)

**Fundamentals Webcast Add-on**

*Register for the in-person conference and add on the webcast format for attendance flexibility.*

- Webcast Add-on ..... \$75

**Fundamentals Registration Total** ..... \$ \_\_\_\_\_

**Conference Registration**

*Includes Electronic Course Binder Download (PDF) in "Your Briefcase."*

- Live, In-person Event Registration ..... \$675 | \$775 after June 26
- Live, Webcast Registration ..... \$675 | \$775 after June 26

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- Webcast Add-on ..... \$75

**Conference Registration Total** ..... \$ \_\_\_\_\_

**REGISTRATION SUBTOTAL** ..... \$ \_\_\_\_\_

## POST-CONFERENCE PRODUCTS

**Fundamentals eConference – For Texas and California MCLE Credit**

*Includes Electronic Course Binder Download (PDF) and program video/audio. Available 4–6 weeks after live event. Hours may vary depending on actual event runtime.*

- Fundamentals eConference ..... \$325

**Fundamentals Post-Course Binder – For Research and Self-Study**

*Comprehensive binder with papers and slides, available for delivery 4–6 weeks after live event.*

- Electronic Post-Course Download (PDF) ..... \$189.44 (\$175\*)
- Printed Post-Course Binder ..... \$243.56 (\$225\*)

**Fundamentals Post-Conference Products Subtotal** ..... \$ \_\_\_\_\_

**Conference eConference – For Texas and California MCLE Credit**

*Includes Electronic Course Binder Download (PDF) and program video/audio. Available 4–6 weeks after live event. Hours may vary depending on actual event runtime.*

- Conference eConference ..... \$775

**Conference Post-Course Binder – For Research and Self-Study**

*Comprehensive binder with papers and slides, available for delivery 4–6 weeks after live event.*

- Electronic Post-Course Download (PDF) ..... \$297.69 (\$275\*)
- Printed Post-Course Binder ..... \$351.81 (\$325\*)

**Conference Post-Conference Products Subtotal** ..... \$ \_\_\_\_\_

**TOTAL POST-CONFERENCE PRODUCTS** ..... \$ \_\_\_\_\_

**ORDER GRAND TOTAL** ..... \$ \_\_\_\_\_

**METHOD OF PAYMENT**

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## AUSTIN

July 10, 11–12, 2024

### CONFERENCE LOCATION



**The Otis Hotel Austin**

1901 San Antonio St.

Austin, TX 78705

512.473.8900 (reservations)

**Special Room Rate: \$189**

good through June 20

(subject to availability)

**Parking:**

Daily self-parking: \$35

Daily overnight self-parking: \$45

Valet Parking: \$55

### KEY DATES

**June 26, 2024**

*Last day for early registration rates*

**July 5, 2024**

*Last day for full refund cancellation*

**July 8, 2024**

*Last day for partial refund cancellation*

\$50 processing fee applied

**July 10, 3:20 p.m., CT**

*Fundamentals begins*

**July 11, 8:20 a.m., CT**

*Conference begins*

**July 12, 2024**

*Last day to order a printed and shipped course binder with in-person or webcast conference registration.*

## REASONS TO ATTEND

**LLCs, LPs and Partnerships**, now in its 33<sup>rd</sup> year, features a distinguished faculty of practitioners and academics covering the latest developments in unincorporated entities. The program provides great forms, model agreements, coverage of best practices for key clauses and provisions, and analyzes issues faced by practitioners.

2024 highlights include:

- Two-part Case Law Updates Showcasing 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).
- Hear the latest developments affecting members, owners, and partners in the areas of employment, including enforcement of non-competition and nondisclosure agreements, confidentiality and more.
- “Breaking Up is Hard to Do”: S Corp, LLC, and Partnership Divisions, examines how to spin-off, split-off, or split-up a passthrough entity, including business and tax considerations and pitfalls for the unaware.
- The Secretary of State provides updates and resources to make our transactions with the office easier including information on their system modernization program with a review of online service available in the new SOS portal.
- Explore practical considerations for business lawyers and their clients when businesses are considering bankruptcy.
- Earn 3.00 hours of legal ethics including a presentation on Integrating the New Texas Disciplinary Rules and Changes Into Your Practice.

Be sure to join your colleagues, faculty members, and planning members for our Thursday Evening Networking Reception.

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In addition, we continue to offer multiple educational opportunities online—both live and on-demand—by bringing practitioners together virtually. We are fortunate to serve so many of you who strive for excellence in the practice of law.

