

# 2005 Partnerships, Limited Partnerships, and Limited Liability Companies

## July 21-22, 2005 • Four Seasons Hotel • Austin, TX

## September 15-16, 2005 • Dallas

### Thursday Morning, July 21, 2005

**Presiding Officer:**

In Austin: **Elizabeth S. Miller**, Baylor Law School - Waco, TX

9:15 am In Austin Only 0.75 hr	<p><b>Case Law Update</b></p> <p>A survey of recent Texas cases involving partnerships (including limited partnerships and LLPs) and limited liability companies.</p> <p>Elizabeth S. Miller, Baylor Law School - Waco, TX</p>
10:00 am In Austin Only 0.75 hr	<p><b>Preparing for the Transition: Overview and Vocabulary of the New Business Organizations Code</b></p> <p>This session presents an overview of the new Business Organizations Code provisions applicable to partnerships and LLCs, together with some focus on the new vocabulary of the Code and effective dates and transition planning for the Code.</p> <p>Daryl B. Robertson, Hunton &amp; Williams - Dallas, TX Sally A. Schreiber, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX</p>
11:00 am In Austin Only 1.25 hrs	<p><b>The New Code and the New Forms: Structural and Drafting Considerations</b></p> <p>Drafting partnerships and limited liability company agreements under the Code.</p> <p>John C. Ale, Skadden Arps Slate Meagher Flom LLP - Houston, TX Sally A. Schreiber, Munsch Hardt Kopf &amp; Harr, P.C. - Dallas, TX Steven A. Waters, Haynes &amp; Boone - San Antonio, TX</p>

### Thursday Afternoon, July 21, 2005

**Presiding Officer:**

In Austin: **Barbara Spudis De Marigny**, Oppenheimer, Blend, Harrison & Tate, Inc. - San Antonio, TX

12:15 pm In Austin Only 0.75 hr	<p><b>Box Luncheon Presentation: Ethics Considerations in Representing Partners and Partnerships</b></p> <p>Richel Rivers, Brown McCarroll, LLP - Austin, TX</p>
1:30 pm In Austin Only 0.75 hr	<p><b>Texas Legislative and State Tax Developments</b></p> <p>What has the legislature done—a discussion of key developments, including implications of new tax rules on current planning techniques and business structures.</p> <p>Cindy Ohlenforst, Hughes &amp; Luce - Dallas, TX</p>

2:15 pm In Austin Only 0.75 hr	<p><b>How Does Change in Code Affect My Existing Partnerships and LLCs?</b></p> <p>A discussion of the impact of the BOC on the operation of existing partnerships and LLCs.</p> <p>John C. Ale, Skadden Arps Slate Meagher Flom LLP - Houston, TX George W. Coleman, Attorney at Law - Dallas, TX</p>
3:15 pm In Austin Only 0.75 hr	<p><b>Doing Business with the Secretary of State before and after January 1, 2006</b></p> <p>This presentation addresses changes to filing requirements and procedures effected by the 79th Legislature and by the Business Organizations Code with an emphasis on limited liability companies and partnerships.</p> <p>Carmen I. Flores, Texas Secretary of State - Austin, TX Robert M. Sumners, Austin, TX</p>
4:00 pm In Austin Only 0.50 hr	<p><b>50-50 Deals</b></p> <p>A look at key considerations in a 50-50 partnership, including exit strategies and methods for dealing with deadlock.</p> <p>Tobin E. Olson, Cox Smith Matthews Inc - San Antonio, TX</p>
4:30 pm In Austin Only 1.00 hr	<p><b>What's the Worst That Could Happen: Litigators Look at Partnership Boilerplate</b></p> <p>Learn how Texas case law interacts with partnership boilerplate and how litigators would attack or defend typical partnership provisions and language, including provisions favorable to general partner and limited partners.</p> <p>George W. Coleman, Attorney at Law - Dallas, TX John J. McKetta III, Graves Dougherty Heaton &amp; Moody PC - Austin, TX Steve A. Ramon, Jenkins &amp; Gilchrist - San Antonio, TX Robert L. Soza Jr., Jenkins &amp; Gilchrist, P.C. - San Antonio, TX</p>

## Friday Morning, July 22, 2005

### Presiding Officer:

In Austin: **Sally A. Schreiber**, Munsch Hardt Kopf & Harr, P.C. - Dallas, TX

8:15 am In Austin Only 0.50 hr	<p><b>Update on Family Limited Partnerships</b></p> <p>What should you be telling clients now: a summary of key developments and practice implications of latest case law, IRS rulings and state court developments affecting family limited partnerships.</p> <p>J. David Tracy, Cantey &amp; Hanger LLP - Fort Worth, TX</p>
8:45 am In Austin Only 0.67 hr	<p><b>Partnership Tax Update</b></p> <p>Did the 2004 American Jobs Act do a job on partnerships? Where are we on debt allocations to single-member LLCs? Disguised sales of interests? What's up with options for partner services? Will self-employment tax on partners and LLC members ever get resolved? The answers to your burning tax questions revealed.....</p> <p>Barbara Spudis De Marigny, Oppenheimer, Blend, Harrison &amp; Tate, Inc. - San Antonio, TX Kevin J. Thomason, Thompson &amp; Knight LLP - Dallas, TX</p>

9:25 am In Austin Only 0.50 hr	<b>Why and Where Would You Want to Use a Noneconomic General Partner</b>  What is the practical application of the “0% GP”? This presentation focuses on situations in which they may be appropriate, including possible use as an S corporation.  William H. Hornberger, Jackson Walker, LLP - Dallas, TX Marcus P. Johnson, Shannon Gracey Ratliff & Miller - Fort Worth, TX
9:55 am In Austin Only 0.75 hr	<b>Ethics in Negotiations</b>  The ethical dilemmas lawyers confront when deciding how to effectively advocate a position on behalf of a client.  Lawrence L. Foust, Kaiser Foundation Health Plan - Oakland, CA
10:55 am In Austin Only 0.75 hr	<b>Prototype Membership Interest Redemption Agreement</b>  This presentation will review the many issues involved in the redemption of a LLC interest as explored in a model redemption agreement. The discussion will also cover ethical and practice issues.  Thomas E. Rutledge, Ogden Newel1 & Welch PLLC - Louisville, KY
11:40 am In Austin Only 0.75 hr	<b>Practitioner’s Corner: Choice of Entities</b>  The ability to advise clients and make optimal entity choices requires a blend of legal and business judgment. An experienced practitioner walks through the business and legal considerations—including conflicts and ethics issues—in making such choices.  Robert R. Keatinge, Holland & Hart, LLP - Denver, CO