

**2006 Partnerships, Limited Partnerships, and Limited Liability Companies**  
**July 20-21, 2006 • Four Seasons Hotel • Austin, TX**  
**September 7-8, 2006 • Fairmont Hotel • Dallas, TX**

**Thursday Morning, July 20, 2006**

**Presiding Officer:**

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

9:00 am In Austin Only 0.75 hr	<b>Case Law Update</b>  A survey of recent Texas cases involving partnerships (including limited partnerships and LLPs) and limited liability companies.  Elizabeth S. Miller, Baylor Law School - Waco, TX
9:45 am In Austin Only 0.50 hr	<b>General Partnership Agreements</b>  A review of general partnerships under the New Texas Business Organizations Code. A discussion of what's changed, sample agreements, and drafting tips.  Michael Keith Pierce, Thompson & Knight LLP - Houston, TX
10:30 am In Austin Only 1.50 hrs	<b>LP Agreements and Limited Liability Company Formation after the New BOC</b>  A review of the provisions of a limited partnership agreement, including provisions affected by the Code. Also, a checklist of issues to be addressed in drafting a company agreement for a Texas limited liability corporation.  George W. Coleman, Attorney at Law - Dallas, TX Robert R. Keatinge, Holland & Hart, LLP - Denver, CO Elizabeth S. Miller, Baylor Law School - Waco, TX Frank Zane Ruttenberg, Bracewell & Giuliani, LLP - San Antonio, TX

**Thursday Afternoon, July 20, 2006**

**Presiding Officer:**

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

12:15 pm In Austin Only 0.00 hr 0.25 hr ethics	<b>Luncheon Presentation: Fairness in the World of Limited Partnerships: The Eye of the Beholder</b>  What is fair in the treatment of minority interests? Latest case law, fiduciary duty, and ethics.  Leonard A. Hirsch, Diamond McCarthy, LLP - Dallas, TX
1:15 pm In Austin Only 0.50 hr ethics	<b>Professional Practice: Recognizing Potential Securities Law Issues</b>  Identifying securities law issues that have increased in importance under securities laws and greater scrutiny under broker-dealer regulation.  Adrienne Randle Bond, Bond & Smyser - Houston, TX

1:45 pm In Austin Only 1.00 hr	<p><b>Texas State Tax: Working with the New Law</b></p> <p>A review of significant changes to the Texas tax system passed in May 2006, and their impact on the operation and choice of business entities.</p> <p>Ira A. Lipstet, DuBois, Bryant, Campbell &amp; Schwartz L.L. - Austin, TX</p>
2:45 pm In Austin Only 0.50 hr	<p><b>Doing Business with the Secretary of State</b></p> <p>Filing documents with the Secretary of State under the Texas Business Organizations Code and the source law applicable to entities that are not subject to the BOC.</p> <p>Lorna S. Wassdorf, Austin, TX</p>
3:30 pm In Austin Only 0.75 hr 0.25 hr ethics	<p><b>Family Limited Partnerships and a Tool for Controlling Family Businesses</b></p> <p>Selected non-tax issues from the estate planner's perspective including marital property rights, death of a principal or founding partner, and ethics considerations.</p> <p>Bernard E. Jones, Attorney At Law - Houston, TX</p>
4:15 pm In Austin Only 1.25 hrs ethics	<p><b>Multijurisdictional Practice: Crossing Borders without Breaking Ethical Boundaries</b></p> <p>Practicing law across state borders (even if you are only licensed in one jurisdiction) is a reality of modern legal practice. This session is a discussion of ethical issues involving multi-jurisdictional practice by corporate and real estate lawyers, with a particular focus on the new Model Rules of Professional Conduct and Texas' contemplated and adopted ethics rules. A noted speaker on legal ethics discusses common pitfalls, ethical missteps, and how to avoid them.</p> <p>Philip L. Pomerance, Kamensky, Rubinstein, Hochman &amp; Delott - Lincolnwood, IL</p>

## Friday Morning, July 21, 2006

### Presiding Officer:

In Austin: **George W. Coleman**, Attorney at Law - Dallas, TX

9:00 am In Austin Only 0.50 hr	<p><b>Effective Use of Special Purpose Entities</b></p> <p>The roles and uses of special purpose entities, and drafting lender approved special purpose language for entity agreements.</p> <p>David Jarrod Sewell, Stahl Bernal &amp; Davies - Austin, TX</p>
9:30 am In Austin Only 0.50 hr	<p><b>Legal Opinions under the New BOC</b></p> <p>A discussion of how changes under the BOC may affect legal opinion practice.</p> <p>Gail Merel, Andrews &amp; Kurth LLP - Houston, TX</p>
10:00 am In Austin Only 0.75 hr	<p><b>Is the New BOC Driving Transactions to Delaware? Should You Go?</b></p> <p>A comparison of Delaware v. Texas under the new code. Has Texas matched Delaware?</p> <p>George W. Coleman, Attorney at Law - Dallas, TX John H. Small, Prickett, Jones &amp; Elliott, P.A. - Wilmington, DE</p>

11:00 am  
In Austin Only  
0.75 hr

### **Admitting New Members**

Admission technicalities under state partnership and LLC statutes, securities law concerns, and issues with publicly traded partnerships.

John Charles Ale, Skadden Arps Slate Meagher Flom LLP - Houston, TX

11:45 am  
In Austin Only  
1.00 hr

### **Primer on Compensation Issues for Unincorporated Entities**

Discussion on the use of interests in tax partnerships as compensation (including compensatory options) and the self-employment tax treatment of partners. Covers current law and proposals for change currently under consideration.

Robert R. Keatinge, Holland & Hart, LLP - Denver, CO