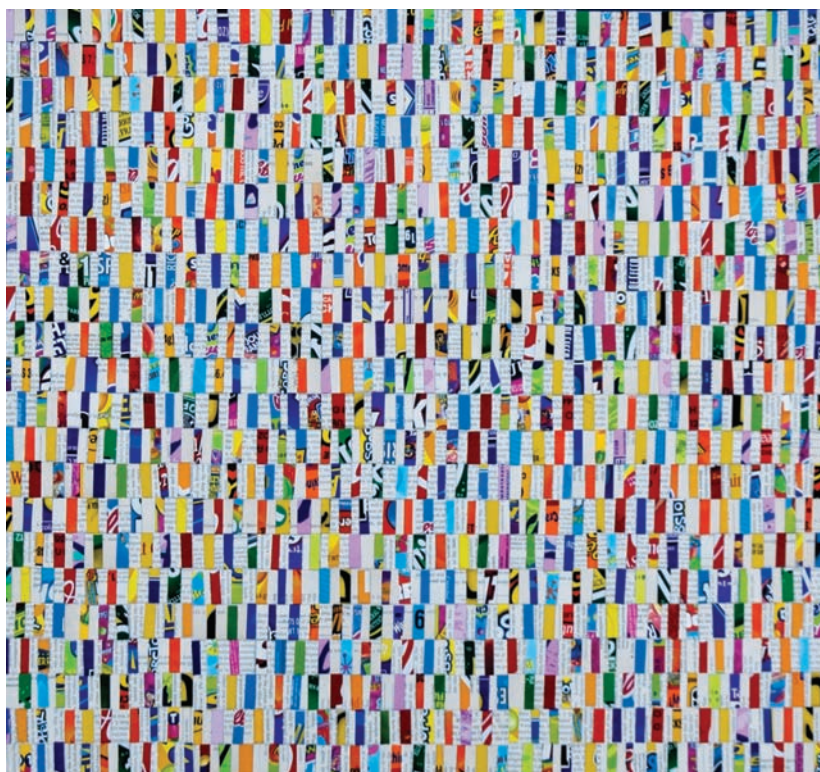


2007

# PARTNERSHIPS, LIMITED PARTNERSHIPS AND LLCs

Earn up to 10.50 Hours of Credit Including 1.75 Hours of Ethics Credit

Specialization Credit Expected for Taxation Law and Estate Planning & Probate Law



July 19-20, 2007  
Four Seasons Hotel  
Austin, Texas

Video Replay  
September 6-7, 2007  
Center for American and International Law • Plano, Texas

Special \$30 Discount for Business Law Section Members

2007

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## THURSDAY MORNING

**Presiding Officer: Elizabeth S. Miller, Waco TX**

**8:00 a.m. Registration Opens**

Includes continental breakfast.

**8:50 a.m. Welcoming Remarks**

**9:00 a.m. .75 hr**

### Case Law Update

A survey of recent Texas cases involving partnerships (including limited partnerships and LLPs) and limited liability companies.

Elizabeth S. Miller, Waco, TX

**9:45 a.m. .75 hr**

### A Walk Through the Key Agreements: LLCs, LLPs, GPs and Operating Agreements

This session uses annotated agreements as a basis of discussion of key provisions and best drafting practices. Special issues, traps, and case law relating to the formation and operation of limited liability partnerships will also be discussed.

George W. Coleman, Dallas, TX  
Elizabeth S. Miller, Waco, TX  
Frank Z. Ruttenberg, San Antonio, TX

**10:30 a.m. Break**

**10:45 a.m. .50 hr**

### Unique Aspects of Representing and Drafting Agreements for Private Equity Investors

Private equity investments have become a major source of capital for a wide range of ventures. This session covers the special perspectives of private equity funding and explores unique terms and conditions commonly required by private equity investors.

John C. Ale, Houston, TX

**11:15 a.m. .50 hr**

### Unique Aspects of Drafting Agreements for Oil and Gas Deals

This session discusses key aspects, challenges, and pitfalls in drafting agreements for oil and gas deals, including special Texas margin tax considerations.

Marcus P. Johnson, Fort Worth, TX

## Luncheon Presentation

**11:45 a.m. Pick Up Box Lunch**

Included in conference registration fee.

**12:15 p.m. .75 hr ethics**

### The Legal Ethics of Negotiations

This session discusses the ethical dilemmas lawyers confront when deciding how to effectively advocate a position on behalf of a client. The differences between business negotiations and adjudicative negotiations will be explored. The differences between Texas rules and the rules of other jurisdictions will also be explored.

Lawrence L. Foust, San Francisco, CA

## THURSDAY AFTERNOON

**Presiding Officer: George W. Coleman, Dallas, TX**

**1:15 p.m. .75 hr**

### Developments with the New Texas Margin Tax and the Impact on Choice of Entity

This session opens with a discussion of new developments including technical corrections involving the Texas margin tax with commentary from the Comptroller's Office. This session concludes with practitioner analysis and commentary on the impact of these changes on choice of entity and key drafting tips and provisions.

Ira A. Lipstet, Austin, TX  
Jerry H. Oxford, Austin, TX

**2:00 p.m. .75 hr**

### Sale of Partnership and LLC Interests: A Walk Through Purchase and Sale Agreements

What are the special considerations that apply in merger and acquisition transactions involving unincorporated entities?

Cliff Ernst, Austin, TX  
William H. Hornberger, Dallas, TX

**2:45 p.m. .50 hr**

### Admission of Partners, Additional Investments by Partners

Admitting a partner or receiving contributions from partners can trigger unforeseen tax consequences,

both to the partner and the partnership. This discussion will review the tax issues, and drafting and strategic solutions when a partner contributes property to the partnership or gains admittance to a partnership.

William D. Elliott, Dallas, TX

**3:15 p.m. Break**

**3:30 p.m. .75 hr**

### Doing Business with the Secretary of State

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.

Lorna S. Wassdorf, Austin, TX

**4:15 p.m. .75 hr**

### New BOC and Legislative Update

Summary on non-tax legislation adopted in Texas in the 2007 Regular Session affecting partnerships and LLCs, with a focus on amendments to the Texas Business Organizations Code.

Daryl B. Robertson, Dallas, TX

**5:00 p.m. Adjourn**

## FRIDAY MORNING

**Presiding Officer: George W. Coleman, Dallas, TX**

**8:00 a.m. Registration Opens**

Includes continental breakfast.

**8:30 a.m. 1.00 hr including .25 hr ethics**

### Q&A: Breakfast With the Experts

A panel of leading experts answers your questions (and theirs) on issues facing typical practitioners.

Moderator: George W. Coleman, Dallas, TX  
John C. Ale, Houston, TX  
Robert R. Keatinge, Denver, CO  
Ira A. Lipstet, Austin, TX  
Elizabeth S. Miller, Waco, TX  
Daryl B. Robertson, Dallas, TX

9:30 a.m. 1.00 hr including .25 hr ethics

**Service Partners and Equity Based  
Compensation of Partners: Safe Harbors  
and Traps for the Unwary**

William P. Bowers, Washington, DC  
Patrick O'Daniel, Austin, TX  
Kevin Thomason, Dallas, TX

10:30 a.m. Break

10:45 a.m. .75 hr including .25 hr ethics

**New Drafting Guide for Family Limited  
Partnerships**

How to draft and operate the FLP after the TBOC in a manner that avoids problems with Section 2036 of the Internal Revenue Code and other IRS attacks.

Thomas C. Baird, Temple, TX

11:30 a.m. 1.00 hr including .25 hr ethics

**Series Interests in LLCs, State and Tax Law  
Considerations**

This panel will discuss the use of "series" interests as provided by the Delaware, Illinois and other state LLC and partnership laws to segregate assets within an LLC and will discuss some of the open tax questions "series" within an LLC present.

Allan G. Donn, Norfolk, VA  
Robert R. Keatinge, Denver, CO

12:30 p.m. Adjourn

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**REGISTRATION** (Includes Course Binder and Thursday Box Lunch Presentation)

**AUSTIN, JULY 19-20, 2007**

☐ Early Registration Fee due by Wed., July 11, 2007 ..... \$450.00

☐ Registration Fee after Wed., July 11, 2007 ..... \$500.00

**VIDEO REPLAY: DALLAS, September 6-7, 2007 (begins at 9 a.m.)**

☐ Early Registration Fee due by Wed., August 29, 2007 ..... \$350.00

☐ Registration Fee after Wed., August 29, 2007 ..... \$400.00

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## AUSTIN

July 19-20, 2007

### CONFERENCE LOCATION



#### Four Seasons Hotel

98 San Jacinto  
Austin, TX 78701  
512-685-8100

#### SPECIAL RATE \$199

(subject to availability)  
good through June 18, 2007

Self-Parking: day \$7; overnight \$17  
Valet: day \$12; overnight \$22

#### KEY DATES

##### Registration & Cancellation

July 11, 2007-5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

July 13, 2007-5 p.m.  
*last day for full refund*

July 16, 2007-5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

July 19, 2007-9 a.m.  
*conference begins*

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## DALLAS

September 6-7, 2007

### VIDEO REPLAY



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972-244-3400

#### Parking: Complimentary

Visit [www.cailaw.org/directions.htm](http://www.cailaw.org/directions.htm)  
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#### VIDEO REPLAY KEY DATES

##### Registration & Cancellation

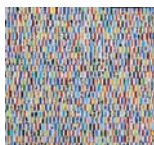
August 29, 2007-5 p.m.  
*last day for early registration*  
add \$50 for registrations  
received after this time

August 31, 2007-5 p.m.  
*last day for full refund*

September 3, 2007-5 p.m.  
*last day for partial refunds*  
\$50 processing fee applied

September 6, 2007-9 a.m.  
*video replay begins*

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