

25th Annual LLCs, LPs and Partnerships

July 14-15, 2016 • Four Seasons Hotel • Austin, TX

Thursday Morning, July 14, 2016

Presiding Officer:

George W. Coleman, Bell Nunnally & Martin LLP - Dallas, TX

7:30 am	Registration Opens Includes continental breakfast.
8:35 am	Welcoming Remarks
8:45 am 1.00 hr	Case Law Update A survey of recent key Texas and federal cases involving LLCs and partnerships, including LLPs and limited partnerships, and current developments with respect to fiduciary duties and piercing the veil of limited liability entities. Elizabeth S. Miller, Baylor Law School - Waco, TX
9:45 am 0.75 hr	Secretary of State Update Filing tips, including administrative issues, from the Office of the Secretary of State. Briana Godbey, Office of the Secretary of State - Austin, TX
10:30 am	Break
10:45 am 0.75 hr	Series LLCs: Pros and Cons The increasing use of the Series LLC in certain industries reflects its growing attraction as an alternative means of allocating members, assets and interest to accomplish strategic business objectives. Discuss pros and cons in the application of the Series LLC model in general, as well as the benefits of its use in specific industries, such as healthcare. Philip R. Lehmberg, Schlanger, Silver, Barg & Paine, LLP - Houston, TX Commentators: Sheryl T. Dacso, Seyfarth Shaw LLP - Houston, TX Robert R. Keatinge, Holland & Hart LLP - Denver, CO
11:30 am 0.75 hr	The Ins and Outs of Subchapter S LLCs A discussion of tax and drafting issues presented when an LLC elects Subchapter S tax treatment. Trenton Hood, Naman, Howell, Smith & Lee, PLLC - Waco, TX Marcus Brooks, Winstead PC - Austin, TX
12:15 pm	Pick Up Lunch Included in registration.

Thursday Afternoon, July 14, 2016

Presiding Officer:

Elizabeth S. Miller, Baylor Law School - Waco, TX

Luncheon Presentation

12:35 pm 1.00 hr ethics	<p>Navigating Ethical Maelstroms When the Law Firm Is Taking on Water</p> <p>A practical discussion of the possible legal and ethical dilemmas facing law firms that find themselves on the brink of capsizing, including client conflict analysis in a merger situation, the sharing of legal fees with departing lawyers, the ethical disposition of files (including electronic files), and malpractice insurance coverage.</p> <p>George W. Coleman, Bell Nunnally & Martin LLP - Dallas, TX A.J. Singleton, Stoll Keenon Ogden PLLC - Lexington, KY</p>
1:35 pm	<p>Break</p>
1:50 pm 0.75 hr	<p>Breaking Up Is Hard to Do: Review of Issues and Case Law Relating to Business Divorce in Texas LLC's and Partnerships</p> <p>Explore the array of legal business issues that owners and investors in private entities face when they consider implementing a Business Divorce. Review the exit strategies that owners and investors in private companies are well-advised to consider before investing, including buy-sell agreements, valuation methods and drag-along and tag-along rights. And examine claims made by minority investors who wish to challenge the actions taken by the business's majority owners, and the legal defenses of majority owners to these investor accusations.</p> <p>Jason Fulton, Diamond McCarthy LLP - Dallas, TX Ladd A. Hirsch, Diamond McCarthy LLP - Dallas, TX</p>
2:35 pm 0.75 hr	<p>Ensuring an Internal Rate of Return (IRR) Distribution Waterfall Flows Correctly</p> <p>A discussion of the prevalent use of internal rate of return (IRR) in distribution waterfalls and how it compares to more traditional "preferred return" waterfalls. Understand the economic and tax considerations, including concepts of compounding, time value of money, use of Excel references, benefits of IRR waterfall provisions, and common drafting errors. Plus, compare and contrast sample waterfalls and determine if there really is a difference in the current varied definitions of IRR in documents.</p> <p>Bradley T. Borden, Brooklyn Law School - Brooklyn, NY</p>
3:20 pm	<p>Break</p>
3:30 pm 0.75 hr	<p>Tag, You're It: Changes in Partnership Tax Liability Collection and Audit</p> <p>Congress has repealed the partnership tax audit procedures and, in 2018, a new centralized collection procedure will become effective. Both new and existing partnership and LLC agreements should be revised or amended in light of these sweeping changes, including the possibility of electing out or making "push out" elections to avoid current partners being tagged for departed partners' tax liability. Learn about the provisions that should be considered now to forestall surprises later.</p> <p>Todd Keator, Thompson & Knight LLP - Dallas, TX Robert R. Keatinge, Holland & Hart LLP - Denver, CO</p>

4:15 pm 0.50 hr	<p>Business Aspects of Combined Reporting</p> <p>Review the Texas franchise tax combined reporting standard and the issues that combined reporting can raise in common business structures, including compliance issues for combined group members, changes in a reporting group due to the acquisition or sale of a company, the potential need for tax sharing agreements, and joint and several liability for Texas franchise tax owed by members of a combined Texas report.</p> <p>Steven D. Moore, Jackson Walker LLP - Austin, TX</p>
4:45 pm 0.75 hr	<p>Updates and Refinements of Model Agreements for Simple LLCs</p> <p>A review and discussion of company agreement forms for simple limited liability companies with a small number of owners and a simple capital structure, with a focus on refinements and changes made to the forms since their introduction last year. Changes include provisions to deal with the new partnership audit rules from the IRS, provisions addressing issues arising with regard to information rights of members, and additional definitions clarifying the application of certain provisions.</p> <p>Cliff Ernst, Graves, Dougherty, Hearon & Moody - Austin, TX Elizabeth S. Miller, Baylor Law School - Waco, TX</p>
5:30 pm	Adjourn

Friday Morning, July 15, 2016

Presiding Officer:

Cliff Ernst, Graves, Dougherty, Hearon & Moody - Austin, TX

7:30 am	Conference Room Opens
8:30 am 1.00 hr	<p>Choosing a Jurisdiction: Key Differences Between Texas and Delaware</p> <p>A high-level review of some of the major differences between LLC and partnerships laws of Texas and Delaware, including several reasons for choosing each jurisdiction in forming a partnership or LLC.</p> <p>John C. Ale, Southwestern Energy Company - Spring, TX Daryl B. Robertson, Hunton & Williams LLP - Dallas, TX</p>
9:30 am 0.75 hr	<p>Blue Sky Considerations for Private Offerings</p> <p>Gain an understanding of state versus federal exemptions for securities offerings, including state preemption via “covered security” status, and discussion of the Regulation D safe harbors under Rule 506(b) and 506(c); federal exemption under 4(a)(2) of the Securities Act of 1933, and how that can impact state-level analysis if not relying on a Regulation D safe harbor; plus a brief description of the most common state-level exemptions, filing requirements (federal and state) and practical guidance to avoid the most common pitfalls.</p> <p>Robert Charles Montgomery, Baker Botts - Austin, TX</p>

10:15 am 0.50 hr	<p>Legal Opinions on LLCs</p> <p>Although the form and language of fundamental third-party legal opinions on LLCs resemble those of legal opinions on corporations, there are important differences to be recognized and addressed. Those differences can pose a concern particularly for a Texas lawyer who is, or is considering, rendering legal opinions on non-Texas LLCs.</p> <p>Richard A. Tulli, Gardere Wynne Sewell LLP - Dallas, TX</p>
10:45 am	Break
11:00 am 0.75 hr	<p>LLC and Partnership Interests as Collateral</p> <p>An LLC or partnership interest may be classified as either a “general intangible” or a “security” under the Uniform Commercial Code (UCC). How the LLC or partnership interest is classified has significant implications and potential risks for lenders because that classification determines how the lender must perfect its security interest. Explore the difference in perfection requirements and some consequences the lender should consider when taking a security interest in an LLC or partnership interest as collateral.</p> <p>William A. DeLoach, Bell Nunnally & Martin LLP - Dallas, TX Nikki Hurst Gibson, Bell Nunnally & Martin LLP - Dallas, TX</p>
11:45 am 1.00 hr ethics	<p>Free Range Ethics: Where Seldom Is Heard a Discouraging Word and the Skies Are Not Cloudy All Day</p> <p>A study of recent ethics cases and opinions which affect business entity lawyers and law firms.</p> <p>George W. Coleman, Bell Nunnally & Martin LLP - Dallas, TX Claude E. Ducloux, Hill, Ducloux, Carnes & de la Garza - Austin, TX</p>
12:45 pm	Adjourn