

2006

UNDERSTANDING AND WORKING WITH
**THE NEW BUSINESS
ORGANIZATIONS CODE**

Are you ready to work with the new BOC—effective January 2006?

Earn up to 6.75 Hours of Credit



**SPECIAL \$35 DISCOUNT FOR BUSINESS LAW SECTION MEMBERS
SAVE \$100—ADD FEB. 9-10 SECURITIES REGULATION AND BUSINESS LAW CONFERENCE**

HOUSTON

January 25, 2006
Hilton Houston Post Oak

DALLAS

February 8, 2006
Belo Mansion

AUSTIN (VIDEO REPLAY)

March 3, 2006
Hyatt Regency on Town Lake

2006 UNDERSTANDING AND WORKING WITH THE NEW BUSINESS ORGANIZATIONS CODE

January 25, 2006 • Hilton Houston Post Oak • Houston

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ABOUT THE CONFERENCE

The New Business Organizations Code (BOC) becomes effective on January 1, 2006, and all new LLCs, partnerships and corporations formed after January 1 must be created under the provisions of the new code. While the new BOC is mandatory for entities formed after January 1, 2006; pre-existing entities may elect to opt-in to the new code. What should you do? How should you do it?

This one-day program brings together the key drafters of and leading experts on the new code—all leading practitioners and academics—for the definitive one-day program on how to practice effectively under the new BOC, including transitional issues, pitfalls and missed opportunities, vocabulary, HUB provisions, opinions, and more. This program will provide a substantive set of presentations and materials on: names, filing, formation and forms; meetings liability and indemnity; and mergers, conversions and sales of assets.

If your practice involves business organizations you won't want to miss this event—offered live in Houston and Dallas, and on video in Austin. Save \$100—add February 9-10 Securities Regulation and Business Law program; Business Law Section members save \$35—see registration form.

WEDNESDAY MORNING

Presiding Officer in Houston:

George W. Coleman

Presiding Officer in Dallas:

Sally A. Schreiber

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m. Welcoming Remarks

9:00 a.m. .75 hr

Overview and Vocabulary of the New Business Organizations Code (BOC)

An overview of the structure of the new BOC, mandatory for all entities created after January 1, 2006, and an explanation of critical concepts and vocabulary needed to work under the new code.

Sally A. Schreiber, Dallas

HUB Provisions:

Understanding the Foundation of the New BOC

9:45 a.m. .50 hr

Names, Filing, Formation and Forms

Filing instruments with the Secretary of State under the Business Organizations Code.

Lorna S. Wassdorf, Austin

10:15 a.m. .75 hr

Meetings, Liability, Indemnity

A review of the BOC provisions relating to meetings and voting, including a discussion of BOC provisions that govern D&O liability and indemnification.

Sally A. Schreiber, Dallas

Richard A. Tulli, Dallas

11:00 a.m. .75 hr

Winding Up, Mergers, Conversions, and Sales of Assets

An analysis of how fundamental business transactions (mergers, conversions and sale of assets) work under the new BOC. The process of winding up and termination under the new Code will also be covered.

Carmen I. Flores, Austin

Elizabeth S. Miller, Waco

Daryl B. Robertson, Dallas

11:45 a.m. Lunch On Your Own

WEDNESDAY AFTERNOON

Presiding Officer in Houston:

Elizabeth S. Miller

Presiding Officer in Dallas:

Daryl B. Robertson

Special Issues and Considerations, Including Entity Specifics Issue, under the New BOC

1:00 p.m. .50 hr

Corporations

Pointers and discussion on special aspects of the new BOC as applied to corporations.

Richard A. Tulli, Dallas

1:30 p.m. .50 hr

LLCs

Pointers and discussion on special aspects of the new BOC as applied to LLCs.

George W. Coleman, Dallas

2:00 p.m. .75 hr

Partnerships

Pointers and discussion on special aspects of the new BOC as applied to partnerships.

Michael K. Pierce, Houston

2:45 p.m. .50 hr

Gotcha's and Missed Opportunities Under the New BOC

A discussion of typical missteps, missed provisions and missed opportunities that practitioners dealing with the new BOC are likely to encounter. Hear from two leading experts who have devoted hundreds of hours to drafting, organizing and analyzing the new BOC.

Elizabeth S. Miller, Waco

Daryl B. Robertson, Dallas

3:15 p.m. Break

3:30 p.m. .50 hr

Working with Opinions Under the New BOC

Discussion of impacts of the BOC on typical legal opinions and related due diligence requirements and nuances from vocabulary changes.

Gail Merel, Houston

4:00 p.m. .75 hr

Transition Issues: Should You Opt In? How Do You?

While the new BOC is mandatory for business entities formed after January 1, 2006, pre-existing entities may elect to "opt in" to the new code. This session covers situation-specific reasons why various entities may want to opt in or stay out, and explains how best to do so under the new code.

John C. Ale, Houston

George W. Coleman, Dallas

4:45 p.m. .50 hr

Q&A and Comments Session with Afternoon Speakers

An opportunity for audience members to pose questions to the afternoon speakers and hear discussion relating to topics covered during the day. Questions should be submitted in writing to the registration desk throughout the conference.

5:15 p.m. Adjourn

ADD FEB. 9-10 SECURITIES REGULATION CONFERENCE AND SAVE \$100!

If you enroll in the New Business Organizations Code program, you'll get a \$100 discount on your registration for the Securities Regulation and Business Law Conference, Feb. 9-10 in Dallas. Save even more by combining this \$100 discount for both conferences with an additional \$35 discount for Business Law Section Members.

The Securities Regulation program brings together leading practitioners, academics and SEC members to Dallas: this year's program includes keynote lunch presentations by Herb Wander, Co-Chair of the SEC's Advisory Committee on Smaller Public Companies and Steve Cutler, former SEC Director of Enforcement. The conference also includes special sessions on:

- Advising and protecting directors under Texas and Delaware law
- A business lawyer's guide to equity compensation issues
- The use, advantages, and disadvantages of standardized deal forms for private placements and venture capital deals

Register now for both the new BOC program and the Securities Regulation and Business Law Conference and save \$100.

CONFERENCE PUBLICATIONS AND MEDIA

Course Binder

Conference registration includes a course binder of articles, sample forms and planning strategies—a resource guide you'll refer to all year.

Audio CD Set

Conference presentations are available on CD. Listen to the entire conference or individual sessions at your convenience.

DVD Set

View topical and entertaining presentations from the conference.

eBinder on CD

Get the entire conference binder on CD, in electronic PDF format. Only \$50 if added to a registration or purchase of course binder or audio CD set; \$150 if purchased alone.

In-House CLE

Would your firm like to run an in-house version of this conference, with full participatory MCLE credit? Order In-House CLE and we'll accredit the course for you; we'll also provide an Audio CD Set for the group and a Course Binder for each participant.

REGISTRATION FOR TB06

Mail this registration form to:

The University of Texas School of Law, Attn. TB06

P.O. Box 7759, Austin, TX 78713-7759 **or fax a copy to: (512) 475-6876**

PLEASE PRINT CLEARLY

Bar Card# _____ ☐ TX ☐ Other State: _____ ☐ N/A

Name [Mr. / Ms.] _____

Firm _____

Address _____

City _____ State _____ Zip _____

Telephone _____ Fax _____

Registrant's Email (required) _____

Assistant's Email (optional) _____

Invoices, confirmations and receipts are emailed to these addresses.

REGISTRATION (Includes Course Binder)

BOC: See "Key Dates" on back for registration deadlines.

- ☐ HOUSTON, Jan. 25 (\$235; increases to \$285 after Jan. 18) \$ _____
- ☐ DALLAS, Feb. 8 (\$235; increases to \$285 after Feb. 1) \$ _____
- ☐ AUSTIN VIDEO REPLAY, March 3 (\$200) \$200.00

ADD 2006 Securities Regulation and Business Law Conference, Feb. 9-10, Dallas

- ☐ 2006 Securities Regulation Conference \$425.00
- ☐ Thurs. Box Lunch Presentation with Herb Wander \$10.00
- ☐ Fri. Buffet Lunch Presentation with Steve Cutler \$10.00
- ☐ **\$100 DISCOUNT** for Securities Regulation with BOC Registration -\$100.00

STATE BAR OF TEXAS BUSINESS LAW MEMBERS

- ☐ Special \$35 discount for Business Law Section members -\$35.00
- ☐ I would like to join the Business Law Section and receive the member discount (please check both boxes) \$35.00

REGISTRATION TOTAL \$ _____

BOC CONFERENCE PUBLICATIONS AND MEDIA

Allow 2-4 weeks from Dallas conference date for delivery.

- ☐ Course Binder WITHOUT Conference Registration \$150.00
- ☐ Audio CD Set \$125.00
- ☐ eBinder on CD (PDF format) \$150.00/\$50.00
(\$150 purchased alone, \$50 with registration or purchase of Course Binder, Audio CD Set, or DVD Set)
- ☐ DVD Set: Includes all conference sessions \$200.00

BOC IN-HOUSE CLE: Bring the conference in-house and learn at your convenience.

Allow 2-4 weeks from Dallas conference date for delivery.

- ☐ In-House CLE for 2—Includes DVD Set and 2 Course Binders \$500.00
- _____ Add participants (includes Course Binders) for \$125 each \$ _____

TOTAL ENCLOSED \$ _____

METHOD OF PAYMENT

- ☐ Check (make checks payable to: **The University of Texas at Austin**)
- ☐ VISA or ☐ Mastercard (sorry, no AMEX or Discover)

Card # - - -

X _____ /
Authorized Signature Exp. Date (mm/yy)

HOUSTON

January 25, 2006

CONFERENCE LOCATION



Hilton Houston Post Oak

2001 Post Oak Boulevard
Houston, TX 77056
713-961-9300

Special rate \$115 good through
January 12, 2006

(subject to availability)

Parking: \$10 self-parking

KEY DATES

Registration & Cancellation

Jan. 18, 2006, 5 p.m.

- last day for early registration
add \$50 for registrations
received after this time

Jan. 20, 2006, 5 p.m.

- last day for full refund

Jan. 23, 2006, 5 p.m.

- last day for partial refunds
\$50 processing fee applied

Jan. 25, 2006, 9 a.m.

- conference begins

DALLAS

February 8, 2006

CONFERENCE LOCATION



Belo Mansion

2101 Ross Avenue
Dallas, TX 75201
214-220-0239

Parking: \$8 (self-parking lots also
available in close proximity)

Nearby accommodations include:

Westin City Center Dallas

214-979-9000

Fairmont Dallas, 214-720-5290

KEY DATES

Registration & Cancellation

Feb. 1, 2006, 5 p.m.

- last day for early registration
add \$50 for registrations
received after this time

Feb. 3, 2006, 5 p.m.

- last day for full refund

Feb. 6, 2006, 5 p.m.

- last day for partial refunds
\$50 processing fee applied

Feb. 8, 2006, 9 a.m.

- conference begins

AUSTIN

March 3, 2006

VIDEO REPLAY LOCATION



Hyatt Regency on Town Lake

208 Barton Springs
Austin, TX 78704
1-800-233-1234

Parking: \$4 self-parking with
validation (subject to availability)

KEY DATES

Video Replay Registration

Registration is only \$200.

Mar. 3, 2006, 9 a.m.

- video replay begins

M
C
L
E

This course has been
approved for Minimum
Continuing Legal Education
credit by the State Bar of
Texas Committee on MCLE in
the amount of 6.75 hours.

CONFERENCE FACULTY

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Skadden, Arps, Slate,
Meagher, & Flom LLP
Houston

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Dallas

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Dallas

LORNA S. WASSDORF
Office of the Secretary of State
Austin

DON'T MISS THE DEFINITIVE CONFERENCE AND MATERIALS ON THE NEW BUSINESS ORGANIZATIONS CODE (BOC)

This one-day program brings together the key drafters of and leading experts on the new Code for the definitive program on how to practice effectively under the new BOC—including transitional issues, pitfalls and missed opportunities, vocabulary, HUB provisions, opinions, and more.

If your practice involves business organizations you won't want to miss this event—offered live in Houston and Dallas, and on video in Austin. Can't make the conference? Order the course binder, DVD or audio CD set, or special in-house versions.

Save \$100—Add Securities Regulation and Business Law Conference

ABOUT THE COVER



"Iris," paint and ash on artboard,
8"x 10," is by Jennifer Chenoweth
and Todd Campbell. For more infor-
mation, visit www.fisterrastudio.com

UTCLE

THE UNIVERSITY OF TEXAS AT AUSTIN
THE UNIVERSITY OF TEXAS SCHOOL OF LAW
P.O. Box 7759 • Austin, TX 78713-7759

This program is not printed or mailed at state expense.

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