

# Third-Party Legal Opinions Regarding Limited Liability Companies

25<sup>th</sup> Annual LLCs, LPs and  
Partnerships Program  
July 15, 2016

Richard A. Tulli

1

## Focus of Presentation

- Third-party closing opinions regarding LLCs, especially Texas LLCs
- Despite developed corporate-opinion language and practice, be aware of, and address, differences regarding LLCs
- Example opinions – Paper has commentary and lists of actions to support opinions

2

## LLCs/ Corporations — # 1

- Corporate-opinion language and practices fairly developed and standardized
- But LLCs not corporations
  - LLCs governed primarily by contract
  - LLC statute principally provides “default” terms

3

## LLCs/ Corporations — # 2

- Importance for opinion givers:
  - LLC’s agreement or contract terms critical
  - LLC’s governing agreement subject to contract law
  - LLC terms not standard, so terms of different LLCs can vary significantly
- Insist on written LLC agreement

4

## Contract Law Applicable to LLCs

- Contract law of LLC's state of formation applies
- Not typically an issue for opinion giver practicing in LLC's state of formation
- But poses issue for opinion giver not practicing in LLC's state of formation

5

## Delaware LLC Opinions by Non-Delaware Lawyer —# 1

- Widespread use of Delaware LLCs
- TriBar Opinion Committee's 2006 Report
  - Delaware contract law addressed in Delaware LLC opinions
  - Non-Delaware lawyer's comfort with Delaware contract law

6

Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the [UT Law CLE eLibrary \(utcle.org/elibrary\)](http://utcle.org/elibrary)

## Title search: Third-Party Legal Opinions Regarding Limited Liability Companies

Also available as part of the eCourse

[2016 LLCs, LPs and Partnerships eConference](#)

First appeared as part of the conference materials for the  
25<sup>th</sup> Annual LLCs, LPs and Partnerships session  
"Legal Opinions on LLCs"