

**34<sup>th</sup> Annual LLCs, LPs and Partnerships**  
**September 18-19, 2025 • AT&T Conference Center • Austin, TX**  
**September 18-19, 2025 • Live Webcast**

**Thursday Morning, Sep. 18, 2025**

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|                                      | <i><b>This agenda is still in development. Updates to topics and speakers will be posted as available.</b></i>  |
| 7:30 am<br>In Austin Only            | <b>Registration Opens</b><br><br>Includes continental breakfast   |
| 8:20 am                              | <b>Welcoming Remarks</b>  |
| 8:30 am<br>0.75 hr                   | <b>Case Law Update Part 1</b><br><br>A survey of recent Texas cases addressing significant issues (fiduciary duties, piercing the entity veil, and more) in the context of LLCs and partnerships (including limited partnerships and LLPs).<br><br>Elizabeth S. Miller, Baylor Law School - Waco, TX<br>Douglas K. Moll, University of Houston Law Center - Houston, TX (Invited)   |
| 9:15 am<br>0.75 hr<br>0.25 hr ethics | <b>Professional Partnerships</b><br><br>A discussion of issues involved in establishing a professional partnership and examination of a model partnership agreement for a limited liability partnership.<br><br>Cliff Ernst, McGinnis Lochridge - Austin, TX  |
| 10:00 am                             | <b>15-Minute Break</b>  |
| 10:15 am<br>0.75 hr                  | <b>Securities Laws and Unincorporated Entities</b><br><br>What is a security? How federal and state securities laws may apply to investments in limited liability companies, limited partnerships, and general partnerships.<br><br>Christine Hurt, Southern Methodist University Dedman School of Law - Dallas, TX   |
| 11:00 am<br>0.75 hr                  | <b>Acquisitions and Dispositions of Partnership Interests</b><br><br>A discussion of structuring alternatives in acquisitions and dispositions of interests in partnerships, including taxable and tax-free acquisitions, basis adjustments, disproportionate distributions and more.<br><br>Stephen A. Kuntz, Norton Rose Fulbright US LLP - Houston, TX<br>Robert Phillpott, Norton Rose Fulbright US LLP - Houston, TX |

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| 11:45 am<br>0.75 hr<br>0.25 hr ethics | <b>What Constitutes a Company Agreement?</b><br><br>This panel discusses what a company agreement or partnership agreement is for purposes of the statute, and how its contents are determined. They consider some of the ethical considerations attendant to an attorney's advising the members or partners with respect to the operating agreement.<br><br>Chris Bankler, Jackson Walker LLP - Dallas, TX<br>Christine Hurt, Southern Methodist University Dedman School of Law - Dallas, TX<br>Robert R. Keatinge, Holland & Hart LLP - Denver, CO |
| 12:30 pm<br>In Austin Only            | <b>Pick Up Lunch</b>  |

## Thursday Afternoon, Sep. 18, 2025

### LUNCHEON PRESENTATION

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| 12:50 pm<br>0.75 hr                  | <b>Athletes and Entertainers Setting Up a Business Entity</b><br><br>Arielle S. Comer, Comer Law Group - Dallas, TX  |
| 1:35 pm                              | <b>15-Minute Break</b>   |
| 1:50 pm<br>0.75 hr                   | <b>Case Law Update Part 2</b><br><br>Continuation of a survey of recent Texas cases addressing significant issues (fiduciary duties, piercing the entity veil, and more) in the context of LLCs and partnerships (including limited partnerships and LLPs).<br><br>Elizabeth S. Miller, Baylor Law School - Waco, TX<br>Douglas K. Moll, University of Houston Law Center - Houston, TX (Invited)  |
| 2:35 pm<br>0.75 hr<br>0.25 hr ethics | <b>Litigating Company Agreements and How to Avoid Common Pitfalls</b><br><br>Discussion of common litigation issues that arise from company agreements and potential ways to address those issues such as, officer or director fiduciary duties, indemnification, venue, applicable procedure and laws, arbitration, and available remedies.<br><br>C. John Muller IV, CJMA Business Law and Litigation - San Antonio, TX<br>Oliver Peter Thoma, West Webb Allbritton & Gentry, P.C. - College Station, TX |
| 3:20 pm                              | <b>10-Minute Break</b>   |

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| 3:30 pm<br>0.50 hr                   | <p><b>Living with the Changes in the Federal Regulatory Landscape</b></p> <p>Each of our clients is subject to federal regulation by administrative agencies from the IRS to FinCEN, FERC to OSHA. The rules and agencies are changing profoundly because of recent court rulings, executive orders, and presidential memoranda actions. This panel provides an overview of the transformation of the administrative regulatory process and suggest methods of dealing with the questions that these changes raise.</p> <p>Jessica Asbridge, Baylor Law School - Waco, TX<br/>Robert R. Keatinge, Holland &amp; Hart LLP - Denver, CO</p> |
| 4:00 pm<br>0.75 hr ethics            | <p><b>Generative Artificial Intelligence</b></p> <p>A discussion centered on IP concerns and watch outs when applying AI use models and/or negotiating AI related agreements.</p> <p>Skyla R. Banks, Amplitude, Inc. - Dallas, TX<br/>Bria Riley, Axiom, Inc.   The American Express Company - Dallas, TX</p>   |
| 4:45 pm<br>0.75 hr<br>0.25 hr ethics | <p><b>Protecting the Interest of Assignees</b></p> <p>Statutes provide default rules for what happens on the death or divorce of a partner or LLC member, most of which can be varied in the partnership or company agreement. This panel reviews frequent issues owners should address before a death or divorce occurs.</p> <p>John C. Ale, Attorney and Arbitrator (Retired) - Houston, TX<br/>Sallee S. Smyth, Attorney at Law - Richmond, TX<br/>Jennifer Klein Strauss, Ytterberg Deery Knull LLP - Houston, TX</p>   |
| 5:30 pm                              | <p><b>Adjourn to Reception</b></p>  |

## Friday Morning, Sep. 19, 2025

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| 8:00 am<br>In Austin Only | <p><b>Conference Room Opens</b></p> <p>Includes continental breakfast.</p>   |
| 8:30 am<br>0.75 hr        | <p><b>Secretary of State Update</b></p> <p>Learn about filing tips and resources that can make your transactions with the Secretary of State (SOS) easier and more predictable; hear updates on the agency's ongoing system modernization program, including an overview of online services both available now as well as under development in the new SOSPortal.</p> <p>David R. Eskew, Texas Secretary of State - Austin, TX</p> |
| 9:15 am<br>0.75 hr        | <p><b>Legislative Update on 2025 TBOC Amendments</b></p> <p>A report on 2025 Texas legislation amending the Texas Business Organizations Code and some other Texas legislation of interest.</p> <p>Daryl B. Robertson, Hunton Andrews Kurth LLP - Dallas, TX</p>   |

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| 10:00 am                              | <b>10-Minute Break</b>   |
| 10:10 am<br>1.00 hr<br>0.25 hr ethics | <b>Insurance for M&amp;A Transactions</b><br><br>Representations and warranties insurance and tax insurance related to M&A transactions: When is it appropriate? How much does it cost? How does it affect negotiating and drafting the transaction documents? Where is the market?<br><br>Moderator:<br>Trenton Hood, Winstead PC - Dallas, TX<br>Panelists:<br>James Chenoweth, Alliant Insurance Services - Houston, TX<br>Vipul Patel, Aon M&A and Transaction Solutions - Chicago, IL |
| 11:10 am<br>0.75 hr<br>0.25 hr ethics | <b>Update on TX Business Courts</b><br><br>An introduction to the Texas Business Court, the road so far, and where things may be headed in light of recent legislative changes.<br><br>Hon. Melissa Andrews, Texas Business Court, Third Division - Austin, TX<br>Hon. Patrick Sweeten, Texas Business Court, Third Division - Austin, TX  |
| 11:55 am<br>0.75 hr ethics            | <b>Cybersecurity</b><br><br>Lillie Jackson, Constangy, Brooks, Smith & Prophete, LLP - Dallas, TX  |
| 12:40 pm                              | <b>Adjourn</b>   |