Thursday, October 11, 2018

7:20 a.m. - 8:00 a.m.  Breakfast (included in registration)
National Ballroom Foyer, Ballroom Level

8:00 a.m. - 8:15 a.m.  Welcome and Opening Remarks
National Ballroom A-C, Ballroom Level

8:15 a.m. - 10:15 a.m.  Program (2 hrs.) Case Law Update (Non-Delaware)
National Ballroom A-C, Ballroom Level

Moderator: Prof. Elizabeth “Beth” Miller (Baylor Law School, Waco, Texas)
Panelists: Kelley Bender (Chapman & Cutler, Chicago, Illinois); Sean Ducharme (Hunton & Williams LLP, Richmond, Virginia); and Dan Sheridan (Stark & Stark, Lawrenceville, New Jersey)

This panel will discuss recent LLC and partnership cases other than from Delaware on various topics of significance, including cases dealing with fiduciary duties and veil piercing and cases illustrating pitfalls in drafting operating agreements.

10:15 a.m. - 10:30 a.m.  Break
National Ballroom Foyer, Ballroom Level

10:30 a.m. - 12:00 p.m.  Program (1.5 hrs.) Tax & Choice of Entity
National Ballroom A-C, Ballroom Level

Moderator: Robert R. Keatinge (Holland & Hart, Denver, Colorado)
Panelist: Steve Schneider (Baker & McKenzie, Washington, DC)

This panel will discuss the impact of recent tax developments on the choice of form and structure of business organization for a new or existing firm. Among the topics considered will be the comparative tax efficiencies of partnerships, S corporations, C corporations, and sole proprietorships considering changes in rates, the new deduction for qualified business income, and other tax changes; the rules applicable to employment and self-employment income and the net investment income tax; the impact of the change in the taxation of profits interests; and the effect of the new rules on firms engaged in different types of
activities such as investment, personal services, and capital intensive trades and businesses.

12:15 p.m. - 1:30 p.m. Luncheon (included in registration)
Monticello Ballroom, Monticello Level

Keynote address by Dana L. Trier (Davis Polk & Wardwell; Former Deputy Assistant Secretary for Tax Policy in the U.S. Treasury Department (2017-18))

Mr. Trier is counsel in Davis Polk’s Tax Department. His practice focuses on domestic and international tax planning for corporate mergers, acquisitions, joint ventures, spinoffs and private equity investments. He also has a substantial amount of experience in financial transactions such as convertible debt instruments, equity derivatives, securitization and project finance, and has done a significant amount of work involving novel executive compensation and employee benefits arrangements and insurance products. In addition to his tax planning practice, he has represented clients on ruling and legislative matters and in tax controversies.

Mr. Trier most recently served as Deputy Assistant Secretary for Tax Policy in the U.S. Treasury Department where he oversaw the Office of the Tax Legislative Counsel, assisted in establishing and implementing the legislative goals of the Office and coordinated the administrative guidance projects of the Office. He rejoined Treasury in 2017, having previously served as the Department’s Acting Deputy Assistant Secretary for Tax Policy, Tax Legislative Counsel and Deputy Tax Legislative Counsel from 1988 to 1989.

1:30 p.m. - 3:30 p.m. Program (2 hrs.) Recent Tax Law Changes
National Ballroom A-C, Ballroom Level

Moderator: Johnny Lyle (Adams and Reese LLP, Mobile, Alabama)
Panelists: Cristin Conley Keane (Carlton Fields P.A., Tampa, Florida); Sarah E. Ralph (Skadden, Arps, Slate, Meagher & Flom LLP, Chicago, Illinois)

This panel will discuss issues affecting LLC practitioners due to recent tax law changes. Among the topics addressed will be direct and indirect impacts of provisions found in the Tax Cuts and Jobs Act and other recent tax legislation and guidance including (1) changes to 1031 like/kind exchange rules, partnership technical terminations, partnership basis rules, and nonshareholder contributions to capital, and (2) new provisions such as Qualified Opportunity Zones. The panel will also
discuss drafting considerations created by the partnership income tax audit rules that went into effect January 1, 2018.

3:30 p.m. – 3:45 p.m.  Break
National Ballroom Foyer, Ballroom Level

3:45 p.m. - 5:30 p.m.  Program (1.75 hrs.) Beneficial Ownership Reporting
National Ballroom A-C, Ballroom Level

Moderator: Garth Jacobson (CT, a Wolters Kluwer business, Seattle, Washington)
Panelists: Cari Stinebower (Crowell & Moring LLP, Washington, DC); Kevin L. Shepherd (Venable LLP, Baltimore, Maryland); US Senator Sheldon Whitehouse (invited); Sarah Runge, Credit Suisse, (recently retired Director, Office of Strategic Policy, Terrorist Financing and Financial Crimes US Dept. of Treasury); Howard Mendelsolm, Chief Client Officer, Kharon (Formerly with US Dept of Treasury 2001 - 2011)

This program will address the issues and latest legislative developments related to business entity beneficial ownership disclosure. This is a chance to learn the latest on this hot topic about anti-money laundering efforts and stopping terrorist financing while balancing the interests of entrepreneurs and business entities.

6:00 p.m. - 7:00 p.m.  Cocktail Hour (included in registration)
National Ballroom Foyer, Ballroom Level

7:00 p.m. - 10:00 p.m.  Lubaroff Award Dinner - (this event is a ticketed event - available at registration)

Thank you to the Lubaroff Award Sponsor:
Friday, October 12, 2018

7:30 a.m. - 8:00 a.m.  Breakfast (included in registration)  National Ballroom Foyer, Ballroom Level

8:05 a.m. - 10:05 a.m.  **Program (2 hrs.) Delaware and Bankruptcy Case Law Update**  National Ballroom A-C, Ballroom Level

Moderator: Lou Hering (Morris, Nichols, Arsh & Tunnell LLP, Wilmington, Delaware);
Panelists: Tammy Mercer (Young Conaway Stargatt & Taylor, LLP, Wilmington, Delaware); James J. Wheaton (Boston University School of Law, Boston, Massachusetts)

*This panel will discuss recent LLC and partnership cases from Delaware on various topics of significance, including cases dealing with fiduciary duties, the implied covenant, dissolution and cases illustrating pitfalls in drafting operating agreements. Jim Wheaton will provide an update on recent bankruptcy decisions of interest.*

10:05 a.m. - 10:15 a.m.  Break  National Ballroom Foyer, Ballroom Level

10:15 a.m. – 12:15 p.m.  **Program (2 hrs.) Derivative Actions**  National Ballroom A-C, Ballroom Level

Moderator: Warren Kean (Shumaker, Loop & Kendrick, LLP, Charlotte, North Carolina)
Panelists: Professor Deborah DeMott (Duke University School of Law, Durham, North Carolina); Brock Czeschin (Richards Layton & Finger, Wilmington, Delaware)

*This panel will discuss the history of derivative actions and their preemptive application in the context of limited liability companies and partnerships, particularly with respect to the legal standing of members to bring legal and equitable claims for the alleged breach of an LLC’s operating agreement (or the partnership agreement of a partnership). Another case of unmindful “corporification” of LLCs and partnerships? The panel will explore the fundamental differences between corporations and LLCs/partnerships particularly under Delaware law (and similar, contractarian law of LLCs of other states), how those fundamental differences may be being overlooked by lawyers and judges when determining the standing of members to seek redress for other members*
and those who manage LLCs, and how matters concerning direct and derivative claims should be addressed in operating and partnership agreements.

12:15 p.m. - 12:45 p.m.  
**Luncheon:** Working Committee Meeting (included in registration)  
Monticello Ballroom, Monticello Level

12:45 p.m. - 2:45 p.m.  
**Program (2.0 hrs.) Ethics: The Top 15 Things Your Ethics Counsel-Risk Manager Hope You Know (and Hopefully Remember)**  
National Ballroom A-C, Ballroom Level  
Panelists: A.J. Singleton (Stoll Keenon Ogden PLLC, Lexington, Kentucky); Professor Nancy J. Moore (Boston University School of Law, Boston, Massachusetts)  

_This panel will discuss “The Top 15 Things Your Ethics Counsel-Risk Manager Hope You Know (and Hopefully Remember)” No matter how long we’ve practiced, we all need reminders. This program will identify some of the recurring legal ethics issues that practicing attorneys face and will provide some practical solutions along the way. It will also show how compliance with the Rules of Professional Conduct is also good risk management._

2:45 p.m. – 3:00 p.m.  
Break  
National Ballroom Foyer, Ballroom Level

3:00 p.m. - 4:30 p.m.  
**Program (1.5 hrs.) Charging Orders**  
National Ballroom A-C, Ballroom Level  
Moderator: Jay Adkisson (Las Vegas, Nevada)  
Panelists: Lou Conti (Holland & Knight LLP, Tampa, Florida); Diana Espanola (Espanola Law, LLC, Cambridge, Massachusetts); John L. Williams (Williams Law Firm, Wilmington, Delaware); Thomas E. Rutledge (Stoll Keenon Ogden PLLC, Louisville, Kentucky); Lisa Jacobs (DLA Piper, Philadelphia, Pennsylvania)

_This panel will discuss hot-topics in LLC charging order law, including procedural issues, representing the LLC in charging order situations, the LLC member in bankruptcy, and tax issues arising from the charging order and foreclosure from the viewpoints of the debtor, the creditor, and the LLC._

4:30 p.m. - 5:00 p.m.  
Closing Remarks  
National Ballroom A-C, Ballroom Level
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