

# **Elizabeth S. Miller**

## **Education**

Baylor Law School  
J.D., May 1985  
Highest Honors (Rank 1/116)  
Editor in Chief, Baylor Law Review

Baylor University  
B.A., May 1982  
*Summa Cum Laude*

## **Professional Employment**

August 1991 to Present - Baylor Law School  
M. Stephen and Alyce A. Beard Chair in Business and Transactional Law  
Professor (1997-present), Associate Professor (1994-97), Assistant Professor (1991-94)  
Courses taught include Business Organizations I, Business Organizations II, Business Planning and Drafting, White Collar Crime.

June 1985 to August 1991 - Naman, Howell, Smith & Lee, P.C.  
Practice focused on corporate and banking matters. Corporate practice ranged from routine corporate matters to large mergers and acquisitions. Bank practice included commercial loan transactions and workouts, regulatory matters, and bank litigation. Handled or participated in many mergers and acquisitions, bank holding company formations, and changes in bank control. Practice also included substantial involvement in commercial and general litigation.

November 1985 to August 1991 - Baylor Law School, Adjunct Professor

## **Distinctions and Awards**

W. Page Keeton Award for Excellence in Continuing Legal Education (2023), University of Texas School of Law Continuing Legal Education

Special Content Recognition (2017), American Bar Association Business Law Section, LLCs, Partnerships and Unincorporated Entities Committee

Martin I. Lubaroff Award (2013), American Bar Association Business Law Section, LLCs, Partnerships and Unincorporated Entities Committee

Jean Allard Glass Cutter Award (2011), American Bar Association Business Law Section

Outstanding Professor Award, Baylor University (2006)

Member, American Law Institute

Life Fellow, American Bar Foundation

Life Fellow, Texas Bar Foundation

Highest score on State of Texas Bar Examination, July 1985

## Professional Associations

Member, American Bar Association - Section of Business Law: Chair, Editorial Board of Committee on LLCs, Partnerships and Unincorporated Entities (2010-present); Editorial Board of *The Business Lawyer* (2013-2017); Chair, Committee on LLCs, Partnerships and Unincorporated Entities (2004-2007); Vice-chair, Committee on LLCs, Partnerships and Unincorporated Entities (2000-2004); Chair, Subcommittee on General Partnerships and Joint Ventures (1998-2004); Drafting Committees for Revised Prototype Limited Liability Company Act, Prototype Limited Liability Partnership Agreement, and Prototype Limited Liability Partnership Statute

Member, Joint Editorial Board for Uniform Unincorporated Organizations Acts, Uniform Law Commission and American Bar Association

Advisor: Drafting Committees of Uniform Unincorporated Business Organizations Act, Uniform Series of Unincorporated Business Entities Act, Revised Uniform Limited Liability Company Act, Uniform Omnibus Business Organizations Code, Revision of Uniform Unincorporated Organizations Acts

Member, State Bar of Texas: Chair, Business Law Section (2007-2008); Chair Elect, Business Law Section (2006-2007); Vice Chair, Business Law Section (2005-2006); Chair, Partnership and Limited Liability Company Law Committee (2000-2005); Business Organizations Code Committee (2006-present); Corporation Law Committee (1993-2023); Business Law Codification Committee (1999-2006)

Fellow and Director (2019-present), American College of LLC and Partnership Attorneys

Member, Waco-McLennan County Bar Association: President (2007-2008); Board member and various offices (2000-2007)

Admitted to State Bar of Texas, November 1985

## Publications and Presentations

BUSINESS ORGANIZATIONS, TEXAS PRACTICE SERIES (Vols. 19, 20 & 20A), Thomson Reuters/West (2<sup>nd</sup> ed. 2004; 3<sup>rd</sup> ed. 2011) (annual supplements 2012-2013, 2013-2014, 2014-2015, 2015-2016, 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, 2023-2024) (co-author)

TEXAS METHODS OF PRACTICE, TEXAS PRACTICE SERIES (Vol. 13), Thomson Reuters/West (2012-2013, 2013-2014, 2014-2015, 2015-2016, 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023) (co-author)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 33rd Annual LLCs, LPs and Partnerships Conference, University of Texas School of Law (July 11, 2024)

*Model Company Agreements for Closely Held LLCs*, 15th Annual Essentials of Business Law Course, State Bar of Texas (March 21, 2024)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association—Business, Corporate and Tax Section (January 31, 2024)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 21st Annual Advanced Business Law, State Bar of Texas (November 2, 2023)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 32nd Annual LLCs, LPs and Partnerships Conference, University of Texas School of Law (July 13, 2023)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 2023 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Entities, American Bar Association (June 1, 2023)

*Is a Will the Only Way? Transfers on Death and Transfer Restrictions in LLC Agreements*, Florida State Business Review Symposium (February 10, 2023)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association–Business, Corporate and Tax Section (January 25, 2023)

*Current Developments in Texas Business Organizations Law*, 14th Annual Business Disputes Course, State Bar of Texas (September 15, 2022)

*Model Company Agreements for Closely Held LLCs*, 31st Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 14, 2022)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 31st Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 14, 2022)

*Model Company Agreements for Closely Held LLCs*, State Bar of Texas Annual Meeting 2022, Business Law and Corporate Counsel Sections (June 9, 2022)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association–Business, Corporate and Tax Section (January 26, 2022)

*LLCs and Partnerships: Recent Trends*, WealthCounsel Business Law Summit (December 9, 2021)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 2021 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Entities, American Bar Association (November 17, 2021)

*Imputation of Knowledge of Officers and Other Agents to Principal/Entity*, TCEQ Continuing Legal Education (October 25, 2021)

*The Limits of Limited Liability; Piercing the Corporate (or LLC) Veil*, TCEQ Continuing Legal Education (October 25, 2021)

*Franchise Tax Forfeitures Under Texas Tax Code*, TCEQ Continuing Legal Education (October 25, 2021)

*TBOC Voluntary and Involuntary Termination of Filing Entities*, TCEQ Continuing Legal Education (October 25, 2021)

*Overview of Texas Business Entities*, TCEQ Continuing Legal Education (October 25, 2021)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 30<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 7, 2021)

*The Limits of Limited Liability: Veil Piercing and Other Bases of Personal Liability of Owners, Governing Persons, and Agents of Texas Business Entities*, 19<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 21, 2021)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring Meeting 2021 (April 19, 2021)

*Current Developments in Texas Business Organizations Law*, Baylor Law CLE (March 2021)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association–Business, Corporate and Tax Section (January 27, 2021)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 2020 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Entities, American Bar Association (November 11, 2020)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 18<sup>th</sup> Annual Advanced Business Law, State Bar of Texas (November 5, 2020)

*Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 49 TEX. J. BUS. L. 1 (2020)

*Model Company Agreements for Closely Held LLCs*, 29<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 23, 2020)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 29<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 23, 2020)

*Drafting LLC Agreements in Delaware and Texas*, 18<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 22, 2020)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring Meeting 2020 (March 27, 2020)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association–Business, Corporate and Tax Section (January 29, 2020)

*Current Trends in Delaware Corporate Law*, State of Delaware and CT Corporation (December 5, 2019)

*The Limits of Limited Liability: Veil Piercing and Other Bases of Personal Liability of Owners, Governing Persons, and Agents of Texas Business Entities*, 13<sup>th</sup> Annual Advanced Real Estate Strategies, State Bar of Texas (December 5, 2019)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 13<sup>th</sup> Annual Advanced Real Estate Strategies, State Bar of Texas (December 5, 2019)

*Developments in Series LLCs, Divisions and other Organic Transactions*, 2019 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Entities, American Bar Association (November 8, 2019)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 2019 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Entities, American Bar Association (November 7, 2019)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 28<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 18, 2019)

*Model Company Agreements for Simple LLCs*, Nuts and Bolts of LLCs, LPs and Partnerships, University of Texas School of Law (July 17, 2019)

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, 38 CORP. COUNSEL REV. 1 (2019)

*Restricting and Eliminating Fiduciary Duties in Texas and Delaware: Drafting Tips and Pitfalls*, 17<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 24, 2019)

*Taking Care of Business: Entities, Divorce and Claims Outside the Family Code*, Gulf Coast Family Law Specialists (April 11, 2019)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring Meeting 2019 (March 29, 2019)

*Model Company Agreements for Simple LLCs*, 10<sup>th</sup> Annual Essentials of Business Law: Practical Considerations, State Bar of Texas (March 14, 2019)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 34 LLC & PARTNERSHIP REPORTER, No. 3, p. 28 (March 2019)

*Current Developments in Texas Business Organizations Law*, Austin Bar Association—Business, Corporate, and Tax Law Section (January 30, 2019)

*Respecting the Entity: The LLC Grows Up*, Association of American Law Schools 2019 Annual Meeting (January 5, 2019)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 2018 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Business Entities, American Bar Association (October 11, 2018)

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, Collin County Bar Association, Corporate Counsel Section (August 9, 2018)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 27<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 12, 2018)

*Model Company Agreements*, Nuts and Bolts of LLCs, LPs and Partnerships, University of Texas School of Law (July 11, 2018)

*Restricting/Eliminating Fiduciary Duties in Texas and Delaware*, 16<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 18, 2018)

*Model LLC Agreements*, 16<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 18, 2018)

*Recent Delaware Cases Interpreting LLC Agreements in Acquisition Context*, Entity Selection for the M&A Lawyer, American Bar Association Business Law Section Spring Meeting 2018 (April 14, 2018)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, Entity Selection for the M&A Lawyer, American Bar Association Business Law Section Spring Meeting 2018 (April 14, 2018)

*A Sampler of Recent (Non-Delaware) Partnership and LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring Meeting 2018 (April 13, 2018)

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, Essentials of Business Law, State Bar of Texas (March 8, 2018)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 12<sup>th</sup> Annual Fiduciary Litigation Course, State Bar of Texas (November 30, 2017)

*Recent Developments in Texas Business Organizations Law*, Austin Bar Association Business, Corporate, and Tax Section (November 29, 2017)

*A Potpourri of Recent (Non-Delaware) Partnership and LLC Cases*, 2017 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Business Entities, American Bar Association (November 2, 2017)

*Miscellaneous Recent (Non-Delaware) Partnership and LLC Cases*, 34 LLC & PARTNERSHIP REPORTER, No. 1, p. 83 (October 2017)

*Model Company Agreements*, 26<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 13, 2017)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 26<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 13, 2017)

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, 15<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 19, 2017)

*Structuring Law Firm Organizations and Related Ethics Issues*, 15<sup>th</sup> Annual Choice, Governance & Acquisition of Entities Course, State Bar of Texas (May 19, 2017)

*Distinction With a Difference? Recent Developments Relating to Corps, LLCs, LPs, LLPs...*, General Practice Institute, Baylor CLE (April 28, 2017)

*A Sampling of Recent (Non-Delaware) Partnership and LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring Meeting 2017 (April 7, 2017)

*The Limits of Limited Liability: Veil Piercing and Other Bases of Personal Liability of Owners, Governing Persons, and Agents of Texas Business Entities*, 8<sup>th</sup> Annual Essentials of Business Law Course, State Bar of Texas (March 9, 2017)

*Recent (Non-Delaware) LLP and LLC Cases*, 2017 National CLE Conference, CBA-CLE (January 7, 2017)

*A Potpourri of Recent (Non-Delaware) LLP and LLC Cases*, 2016 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Business Entities, American Bar Association (October 20, 2016)

*A Potpourri of Recent (Non-Delaware) LLP and LLC Cases*, 33 LLC & PARTNERSHIP REPORTER, No. 2, p. 58 (October 2016)

*Model Company Agreements for Simple LLCs*, 25<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 14, 2016)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 25<sup>th</sup> Annual LLCs, LPs and Partnerships, University of Texas School of Law (July 14, 2016)

*Model Company Agreements for Simple LLCs*, 38<sup>th</sup> Annual Advanced Real Estate Law Course, State Bar of Texas (July 7, 2016)

*Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 14<sup>th</sup> Annual Choice, Governance and Acquisition of Entities Course, State Bar of Texas (May 20, 2016)

*Annual LLC Case Law Update*, American Bar Association Business Law Section Spring Meeting 2016 (April 8, 2016)

*Drafting Governing Documents: Model Company Agreements for Simple LLCs*, 7<sup>th</sup> Annual Essentials of Business Law Course, State Bar of Texas (March 4, 2016)

*Fiduciary Duty of Agent to Principal Under Texas Law*, 38<sup>th</sup> Annual Conference on Securities and Business Law, University of Texas School of Law (February 11, 2016)

*Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, 38<sup>th</sup> Annual Conference on Securities and Business Law, University of Texas School of Law (February 11, 2016)

*2016 Securities and Business Law Primer: Drafting Governing Documents for LLCs*, University of Texas School of Law (February 10, 2016)

*Fiduciary Duties Arising Out of Business Relationships*, 10<sup>th</sup> Annual Fiduciary Litigation Course, State Bar of Texas (December 10, 2015)

*Choice of Entities—Who Owns the Deal?: Model Company Agreements for Simple LLCs*, 9<sup>th</sup> Annual Advanced Real Estate Strategies Course, State Bar of Texas (December 4, 2015)

*Selected Recent (Non-Delaware) LLC Cases*, Case Law Update, 2015 LLC Institute, Committee on LLCs, Partnerships and Unincorporated Business Entities, American Bar Association (November 12, 2015)

*Selected Recent LLC Cases*, 32 LLC & PARTNERSHIP REPORTER, No. 2, p. 66 (November 2015)

*LLCs and Partnerships: Trends and Recent Developments*, 33<sup>rd</sup> Annual Tax Law Course, State Bar of Texas (October 29, 2015)

*The Limits of Limited Liability: Piercing the LLC Veil and Other Routes to Potential Personal Liability of Members and Managers*, Meeting of Equity Investment Structures Committee of American College of Real Estate Lawyers (August 25, 2015)

*The Demise of the Shareholder Oppression Doctrine in Texas: Pursuit of Claims by Minority Shareholders (and LLC Members) After Ritchie v. Rupe*, Texas Bar College 17<sup>th</sup> Annual Summer School (July 17, 2015)

*Model Company Agreements for Simple LLCs*, 2015 LLCs, LPs and Partnerships, University of Texas School of Law (July 9, 2015)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 2015 LLCs, LPs and Partnerships, University of Texas School of Law (July 9, 2015)

*Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, Choice and Acquisition of Entities 2015, State Bar of Texas (May 22, 2015)

*The Demise of the Shareholder Oppression Doctrine in Texas: Pursuit of Claims by Minority Shareholders (and LLC Members) After Ritchie v. Rupe*, Choice and Acquisition of Entities 2015, State Bar of Texas (May 22, 2015)

*Selected Recent LLC Cases*, Annual LLC Case Law Update, American Bar Association Business Law Section Spring 2015 Meeting (April 17, 2015)

*Selected Recent LLC Cases*, 31 LLC & PARTNERSHIP REPORTER, No. 2, p. 44 (April 2015)

*Selected Recent LLC Cases*, Limited Liability Entities: 2015 Update, American Law Institute (March 26, 2015)

*The Walking Dead: Inadvertent Terminations of Business Entities*, Essentials of Business Law Course 2015, State Bar of Texas (March 13, 2015)

*Liability of Nonprofit Corporations and Their Directors, Officers, Agents, and Volunteers*, People's Law School, Baylor University School of Law (February 14, 2015)

*The Demise of the Shareholder Oppression Doctrine in Texas: Pursuit of Claims by Minority Shareholders (and LLC Members) After Ritchie v. Rupe*, 37<sup>th</sup> Annual Conference on Securities Regulation and Business Law, University of Texas School of Law (February 12, 2015)

*Partner Duties Under Common Law and the Texas Business Organizations Code*, 68 THE ADVOCATE 18 (Fall 2014)

*Shareholder and LLC Member Oppression in Texas*, Advanced Civil Trial Course, State Bar of Texas (July 18, August 22, & October 31, 2014)

*LLC Case Law Update*, 2014 LLC Institute, LLCs, Partnerships and Unincorporated Entities Committee of the Business Law Section of the American Bar Association (October 17, 2014)

*Shareholder and LLC Member Oppression in Texas*, State Bar College Summer School, State Bar of Texas (July 17, 2014)

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, 2014 LLCs, LPs and Partnerships, University of Texas School of Law (July 11, 2014)



*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 2014 LLCs, LPs and Partnerships, University of Texas School of Law (July 10, 2014)

*Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 23, 2014)

*Shareholder and LLC Member Oppression in Texas*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 23, 2014)

*Current Issues in Use of (and Litigation Involving) LLCs*, General Practice Institute, State Bar of Texas General Practice, Solo and Small Firm Section and Baylor CLE (April 25, 2014)

*Selected Recent (Non-Delaware) LLC Cases*, LLC Case Law Update 2013-2014, American Bar Association Business Law Section Spring 2014 Meeting (April 11, 2014)

*LLC Case Law Update*, Limited Liability Entities: 2014 Update, American Law Institute-Continuing Legal Education (March 24, 2014)

*Selected Recent LLC Cases*, 30 LLC & PARTNERSHIP REPORTER, No. 2, p. 54 (March 2014)

*Governing Persons in Action: Liability Protection and Piercing the Veil of Texas Business Entities and Overview of Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, Essentials of Business Law, State Bar of Texas (March 6, 2014)

UNINCORPORATED BUSINESS ENTITIES, LexisNexis (5<sup>th</sup> ed. 2013) (co-author)

*Shareholder and LLC Member Oppression in Texas*, 8<sup>th</sup> Annual Fiduciary Litigation Course, State Bar of Texas (December 6, 2013)

*Recent Case Law Developments for Texas Practitioners*, 11<sup>th</sup> Annual Advanced Business Law Course, State Bar of Texas (November 7, 2013)

*LLC Case Law Update*, 2013 LLC Institute, LLCs, Partnerships and Unincorporated Entities Committee of the Business Law Section of the American Bar Association (October 18, 2013)

*Selected Recent LLC Cases*, 30 LLC & PARTNERSHIP REPORTER, No. 2, p. 30 (September 2013)

*Current Issues in Use of (and Litigation Involving) LLCs*, Dallas Bar Association, September 6, 2013

*The Walking Dead: Forfeitures and Involuntary Terminations of Filing Entities*, 2013 LLCs, LPs and Partnerships, University of Texas School of Law (July 12, 2013)

*Case Law Update: A Survey of Recent Texas Partnership and LLC Cases*, 2013 LLCs, LPs and Partnerships, University of Texas School of Law (July 11, 2013)

*Shareholder and LLC Member Oppression*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 24, 2013)

*Selected Recent (Non-Delaware) LLC Cases*, 2013 Annual Review of LLC Case Law Developments, American Bar Association Business Law Section Spring 2013 Meeting (April 5, 2013)

*Selected Recent LLC Cases*, 30 LLC & PARTNERSHIP REPORTER, No. 1, p. 69 (March 2013)

*LLC Case Law Update*, Limited Liability Entities: 2013 Update, American Law Institute-Continuing Legal Education (March 22, 2013)

*Recent Case Law Developments for Texas Practitioners*, Essentials of Business Law, State Bar of Texas (March 14, 2013)

*Practical Pitfalls in Drafting Texas Limited Liability Company Agreements*, 45 TEX. J. BUS. L. 27 (2012)

*Hot Topics in Texas LLCs: Avoiding Drafting Pitfalls in Limited Liability Company Agreements and Preserving the "LL" (Limited Liability) in LLCs*, Dallas Bar Association Tax Section (November 5, 2012)

*The Shareholder Oppression Doctrine in Texas*, 10<sup>th</sup> Annual Advanced Business Law Course, State Bar of Texas (November 1, 2012)

*Selected Recent LLC Cases*, 29 LLC & PARTNERSHIP REPORTER, No. 2, p. 30 (October 2012)

*LLC Case Law Update*, 2012 LLC Institute, LLCs, Partnerships and Unincorporated Entities Committee of the Business Law Section of the American Bar Association (October 19, 2012)

*Practical Issues in Drafting Texas Limited Liability Company Agreements*, Tax Law 101, State Bar of Texas (August 15, 2012)

*Death and Resurrection of LLCs and LPs: Managing and Mismanaging Voluntary and Involuntary Terminations and Reinstatements*, 2012 LLCs, LPs and Partnerships, University of Texas School of Law (July 13, 2012)

*Case Law Update: A Survey of Recent Partnership and LLC Cases*, 2012 LLCs, LPs and Partnerships, University of Texas School of Law (July 12, 2012)

*The Shareholder Oppression Doctrine in Texas*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 25, 2012)

*Recent Case Law Developments for Texas Practitioners*, Essentials of Business Law, State Bar of Texas (May 10, 2012)

*The Shareholder (and LLC Member) Oppression Doctrine in Texas*, 2012 Texas College for Judicial Studies, Texas Center for the Judiciary (April 10, 2012)

*Recent Cases Involving Limited Liability Partnerships and Limited Liability Companies*, Limited Liability Entities: 2012 Update, American Law Institute-American Bar Association Committee on Continuing Legal Education (April 10, 2012)

*Selected Recent Non-Delaware LLC Cases*, 2012 Annual Review of LLC Case Law Developments, American Bar Association Business Law Section Spring 2012 Meeting (March 23, 2012)

*Selected Recent LLC Cases*, 29 LLC & PARTNERSHIP REPORTER, No. 1, p. 17 (March 2012)

*Doctoring the Law of Nonprofit Associations with a Band-Aid or a Body Cast: A Look at the 1996 and 2008 Uniform Unincorporated Nonprofit Association Acts*, 38 WM. MITCHELL L. REV. 852 (2012)

*The Shareholder (and LLC Member) Oppression Doctrine in Texas*, Texas Center for the Judiciary, 2012 Winter Regional Conferences (January 26 and February 20, 2012)

*Top Ten Recent Developments in Texas Business Organizations Law*, Austin Bar Association, Corporate, Business & Tax Law Section (January 19, 2012)

*LLC Case Law Update*, Fall Meeting of LLCs, Partnerships and Unincorporated Entities Committee, American Bar Association Business Law Section (November 4, 2011)

*Selected Recent LLC Cases*, 28 PUBOGRAM No. 4, p. 33 (November 2011)

*Legislative and Case Law Update*, 9<sup>th</sup> Annual Advanced Business Law Course, State Bar of Texas (October 14, 2011)

*Hot Topics in LLCs and Partnerships*, 20<sup>th</sup> Annual Advanced Tax Law Course, State Bar of Texas (August 18, 2011)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 28 PUBOGRAM No. 3, p. 25 (August 2011)

*Professional Entities in Texas: Understanding the Options, Opportunities, Perils and Pitfalls for Lawyers, Law Firms and Other Professionals*, 2011 LLCs, LPs and Partnerships, University of Texas School of Law (July 15, 2011)

*Case Law Update: A Survey of Recent Partnership and LLC Cases*, 2011 LLCs, LPs and Partnerships, University of Texas School of Law (July 14, 2011)

*Owner Liability Protection and Piercing the Veil of Texas Business Entities*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 27, 2011)

*Cases Addressing Liability of Partners in Limited Liability Partnerships and Recent Cases Involving Direct Liability of LLC Members and Managers, Veil Piercing, and Impermissible Distributions*, Liability Issues For Entities: Fixing the Leaks in the Limited Liability Boat, American Bar Association-American Law Institute Teleseminar (May 3, 2011)

*Recent Cases Involving Limited Liability Companies and Limited Liability Partnerships*, 2011 Annual Review of LLC Case Law and Recent Developments, American Bar Association Business Law Section Spring 2011 Meeting (April 16, 2011)

*The Revised Prototype LLC Act: An Introduction*, American Bar Association Business Law Section Spring 2011 Meeting (April 16, 2011)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 28 PUBOGRAM No. 2, p. 27 (April 2011)

*Recent Cases Involving Limited Liability Partnerships and Limited Liability Companies, Limited Liability Entities: 2011 Update*, American Law Institute-American Bar Association Committee on Continuing Legal Education (March 17, 2011)

*Recent Developments in Texas Business Organizations Law*, Central Texas Bankruptcy Bar Association (March 2, 2011)

*The Perils and Pitfalls of Practicing Law in a Texas Limited Liability Partnership*, 43 Tex. Tech. L. Rev. 563 (2011)

*Owner Liability Protection and Piercing the Veil of Texas Business Entities*, Austin Bar Association Real Estate Section (November 9, 2010)

*Selected Recent LLC and Partnership Cases*, Fall Meeting of LLCs, Partnerships and Unincorporated Entities Committee, Business Law Section, American Bar Association (November 5, 2010)

*Recent Case Law Developments for Texas Practitioners*, Advanced Business Law Strategies Course, State Bar of Texas (October 22, 2010)

*Selected Issues in Drafting Texas Limited Liability Company Agreements*, Advanced Business Law Strategies Course, State Bar of Texas (October 21, 2010)

*Perils and Pitfalls of Practicing Law in a Texas LLP*, Lawyer and Law Firm Disputes: Problems and Prevention, State Bar of Texas (September 17, 2010)

*Case Law Update: A Survey of Recent Partnership and LLC Cases, 2010 LLCs and Partnerships*, University of Texas School of Law (July 22, 2010)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 27 PUBOGRAM No. 3, p. 34 (July 2010)

*Owner Liability Protection and Piercing the Veil of Texas Business Entities*, Choice and Acquisition of Entities in Texas, State Bar of Texas (May 28, 2010)

*Fiduciary Duties, Exculpation, and Indemnification in Texas Business Organizations*, Essentials of Business Law in Texas, State Bar of Texas (April 30, 2010)

*Recent Cases Involving Limited Liability Companies and Limited Liability Partnerships*, Partnerships and LLCs--Important Case Law Developments 2010, American Bar Association Business Law Section Spring 2010 Meeting (April 24, 2010)

*Business Organizations Update: Top Ten Recent Developments in Texas Business Organizations Law*, Waco-McLennan County Bar Association Monthly CLE Meeting (April 9, 2010)

*Recent Cases Involving Limited Liability Partnerships and Limited Liability Companies*, Limited Liability Entities: 2010 Update, American Law Institute-American Bar Association Committee on Continuing Legal Education (March 18, 2010)

*Changes and Trends in Entity Structures Under the Texas Business Organizations Code*, Responding to Troubled Economic Times: Emerging Legal Issues and Trends, 3<sup>rd</sup> Annual All Star CLE, Tarrant County Bar Association (March 4, 2010)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 27 PUBOGRAM No. 2, p. 44 (March 2010)

*Avoiding Common Pitfalls and Traps When Planning and Drafting for LLCs: Duties, Exculpation, and Indemnification Provisions in Governing Documents of Texas Business Organizations*, 32nd Annual Conference on Securities Regulation and Business Law, University of Texas School of Law (February 11, 2010)

STATE LIMITED LIABILITY COMPANY AND PARTNERSHIP LAWS, Aspen Law & Business (2010) (editor emeritus; former co-editor) (supplemented quarterly)

STATE LIMITED PARTNERSHIP LAWS, Aspen Law & Business (2010) (editor emeritus; former co-editor) (supplemented three times per year)

*Are There Limits on Limited Liability? Owner Liability Protection and Piercing the Veil of Texas Business Entities*, 43 TEX. J. BUS. L. 405 (2009)

*Texas Business Organizations Code Update*, Advanced Business Law Course 2009, State Bar of Texas (October 23, 2009)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 27 PUBOGRAM No. 1, p. 20 (Oct. 2009)

*Recent Cases Involving Limited Liability Companies and Limited Liability Partnerships, Partnerships and LLCs— Important Case Law Developments 2009*, American Bar Association Section of Business Law (Aug. 2, 2009)

*Case Law Update: A Survey of Recent Partnership and LLC Cases*, Conference on Current Issues Affecting Partnerships, Limited Partnerships and Limited Liability Companies, University of Texas School of Law (July 23, 2009)

*Cases Involving Limited Liability Companies and Registered Limited Liability Partnerships*, 26 PUBOGRAM No. 3, p. 20 (July 2009)

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