

Business Law Forum 2025

April 24, 2025 – Bradley

Total Credits: 5 General, 1 Dual



9:00 – 10:00 a.m. CT

A Beginner's Guide to Debt Tax and Usury in Tennessee

During this session, participants will get a crash course in Tennessee debt tax and usury statutes – two of the more unique characteristics of Tennessee law that can be a trap for the unwary. This session will cover topics such as the calculation of debt tax, debt tax allocation, scope of payments covered by usury, the applicable formula rate, savings clauses, and example applications.

Katie Smalley, Bass, Berry & Sims

Leslie Ford, Bass, Berry & Sims

10:00 – 10:15 a.m.

Break

10:15 – 11:15 a.m.

Entity Selection and Formation in Tennessee

An introductory course on basics, and some nuances, related to selecting, forming and maintaining legal entities in Tennessee. The session will provide an overview of various entities that can be formed under Tennessee law, best practices associated with advising clients on entity selection, and entity governance matters and comparisons to Delaware law.

Van East, Bradley

Nathan Harris, Bradley

11:15 – 11:30 a.m.

Break

11:30 a.m. – 12:30 p.m.

Practical Tips for Contract Drafting

Our panel will explore practical advice for drafting clear and effective contracts, including best practices for starting from forms, pitfalls to avoid when using precedents, and tips for concise, consistent contract language.

Moderator: Laura McKinney, Chambliss, Bahner & Stophel

Courtney Keehan, Chambliss, Bahner & Stophel

Tyler Huseman, Bass, Berry & Sims

Dillon Reid, Riggs Davie

12:30 – 1:15 p.m.

Lunch Break (Provided)

- 1:15 – 2:15 p.m. **Delaware Corporate Law: The Times They Are A Changing (Or Are They?)**
Although Delaware’s corporate law has a reputation for being nuanced and ever-evolving, 2024 was a banner year for judicial and legislative decision making impacting corporations and their constituents. This session features commentary from a leading Delaware practitioner who is among those at the center of these events, offering his observations on the developments and their origins.
Brad Sorrels, Wilson Sonsini Goodrich & Rosati
Joan Heminway, University of Tennessee
- 2:15 – 2:30 p.m. **Break**
- 2:30 – 3:30 p.m. **Drafting Tax & Economic Provisions of Operating Agreements**
For many business attorneys, the tax allocations and economic provisions of LLC operating agreements are a collection of mysterious paragraphs that the "tax people" will look at, not the business lawyer's domain. However, these provisions can substantially impact the members of an LLC. In this session, you'll learn about what these sections mean, why they are important, and the different approaches that can be used in drafting them.
Alex Davie, Riggs Davie
- 3:30 – 3:45 p.m. **Break**
- 3:45 – 4:45 p.m.
DUAL **Ethics Issues in Entity Formation in Tennessee**
This interactive session will present hypothetical scenarios that implicate attorney ethics in business formation and subsequent representation. Audience members will be asked to consider issues of client identity, conflicts of interest, confidentiality, and former client conflicts when resolving these ethical dilemmas. We will also discuss unique Tennessee Professional Conduct Rules in this area.
Paula Schaefer, University of Tennessee
- 4:45 – 5:45 p.m. **Networking Reception**