

What's New for the December 2025 (2025-2) Edition

Over the past three decades, as we have updated Ribstein and Keatinge on Limited Liability Companies, there have been times when *plus ça change, plus c'est la même chose*, which is to suggest that at times there has been a flurry of activity after which development of LLCs has been fairly stable. This supplement reflects a reverse, *plus ça paraît pareil, plus ça change vraiment*, which is to suggest that although things seem static, there are actually a variety of fundamental changes afoot. The One Big Beautiful Bill Act (OBBBA) facially appears to make very few changes in the Internal Revenue Code as in effect in 2025, but in fact adds \$4.5 trillion to the deficit. There have been few changes in the regulations governing LLCs, but the Supreme Court's abandonment of the *Chevron* doctrine combined with the administration's pending regulatory ambivalence with respect to the application of the Corporate Transparency Act (CTA) have added significant ambiguity to the regulatory structures under which LLCs operate. In like manner, while there have been few fundamental changes in case law or state LLC statutes, the arrival of generative artificial intelligence (GenAI) and the potential of quantum computing is having a significant impact on the way in which LLCs are formed and operate. In the [2025-2] Supplement, we have attempted to provide as much understanding of these issues as the circumstances will admit.

In addition to updates on significant cases and statutory developments, we have added:

- An updated discussion of the case law decided in the year since *Loper Bright* repealed the *Chevron* doctrine in § 1:10.
- A new § 1:11 containing an introduction to artificial intelligence, GenAI and quantum computing.
- Various updates throughout **Chapter 2** discussing the OBBBA and the current status of partnership tax audits.
- New discussion in § 3:2 about the effect that GenAI will have on the practice of professionals providing services to LLCs.
- An updated discussion of Geographic Targeting Orders in **Chapter 4A** has been expanded to include the latest GTO and as well the status of the litigation challenging the FinCEN's Anti-Money Laundering Regulations for Residential Real Estate Transfers regulations and the effects of the Interim Final Regulation issued in March, 2025 as the

June, 2025 edition was being finalized; that discussion includes several issues raised by the IFR including reporting companies without beneficial owners and the curious treatment of company applicants.

- A discussion of *In re: Curare Laboratory LLC* and *In re Estate of Bramblett* in § **5:1** in which courts had to determine what document(s) constitute the operation agreement.
- New discussions of cases *In re Estate of Bramblett* and *Behler v. Tao* in § **5:12** on construing documents constituting an operating agreement.
- A new discussion of using generative alternative intelligence in drafting and reviewing operating agreement in § **5:15**.
- The discussion in § **13:7** of federal diversity jurisdiction and LLCs has been supplemented with changes in the Federal Rules of Civil Procedure requiring affirmative disclosure of the citizenship of unincorporated organizations.
- A discussion of at *Newcomer v. Estate of Cohen* on the importance of keeping provisions on capital contributions current at § **6:3**.
- A discussion of *Klein v. Sussman* and the importance of maintaining records of the ownership of an LLC at § **9:3**.
- A discussion § **10:13** of *Roditi v. New River Invs. Inc.* on evidence of whether the defendant is a partner in the charged partnership.
- A discussion of *Yadav v. Agrawal* analyzing voting rights in an LLC at § **11:3**.
- An updated discussion of several new cases on duties of members and managers in § **12:5**.
- A discussion of the competition among Delaware, Texas, and Nevada for publicly-traded corporations and LLCs at § **11:32**.
- The discussion of the requirement that LLCs be represented by legal counsel (and not pro-se by a non-attorney member or manager) has been expanded and moved from § **3:11** to a new § **13:8** addressing just that point.
- A discussion of new cases on judicial dissolution at § **14:18**.
- A discussion of new reverse-piercing cases in § **15:3**.
- New material discussing the development of new state statutory provisions governing publicly-traded businesses (including, in some cases, LLCs) and the developing new draft of the Restatement of the Law (Third) of Conflict of Laws at § **16:3**.
- A new § **18:28** discussing DAOs and DeFi and other technologically- and AI-based- LLCs.
- Discussions of the changes resulting from the enactment of the OBBBA in § **19:5, 20:1, 20:2, 20:10, 20:17, 21:1, 22:9, 23:11, and 24:2**.

INTRODUCTION

- A brief discussion of the IRS' position on the reduction in staff and the government's plan to increase the use of GenAI in the audit process at § **20:1**.
- Updated discussion in § **20:19** of the revision to the partnership audit rules adopted in 2015 during its first 5 years of operation.
- The discussion of Series LLCs in **Chapter 26** has been expanded to include reference to the latest commentary and the new passed Florida statute that is not effective until the summer of 2026.

As always, we appreciate any suggestions, corrections, or comments.

Best wishes,
Bob Keatinge
Tom Rutledge
Ribstein and Keatinge on LLCs