

NO. 25-BC03A-0007

JERRY B. REED
Plaintiff

VS.

ROOK TX, LP et al.
Defendants

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IN THE BUSINESS COURT

**THIRD BUSINESS COURT
DIVISION 3A**

TRAVIS COUNTY, TEXAS

**PLAINTIFF’S MOTION TO COMPEL ROOK TX LP TO SUPPLEMENT
ITS CORPORATE DISCLOSURE**

TO THE HONORABLE JUDGE OF THE COURT:

Plaintiff respectfully moves this Court for an order compelling Defendant Rook TX LP to supplement its corporate disclosure to comply with Business Court Local Rule 4(b), and in support states as follows:

A. Local Rule 4(b) requires disclosure of all financially interested entities.

The rule mandates that each party identify “**all** persons, associations of persons, firms, partnerships, corporations, guarantors, insurers, affiliates, parent corporations, or other legal entities... financially interested in the outcome of the litigation.” (emphasis added).

B. Rook TX LP’s current disclosure is incomplete.

Defendant’s corporate disclosure identifies only its general partner, Rook GP LLC, as a financially interested party. It omits any reference to Defendant’s limited partners.

C. Limited partners are financially interested parties.

Under the Delaware Revised Uniform Limited Partnership Act (DRULPA), a limited partnership must consist of at least one general partner and at least one limited partner. See 6 Del. C. § 17-101(11).

Limited partners, while generally not involved in the day-to-day management of a partnership, remain economic stakeholders with a direct and substantial financial interest in the outcome of litigation affecting the partnership. The outcome of this case—whether a substantial liability is imposed against the partnership or not, will impact the value of the partnership’s assets and liabilities, and ultimately, the distributions made to the limited partners.

As recognized by courts and commentators, limited partners share in the profits and losses of the partnership. See *Del. Code Ann. tit. 6, § 17-601-07* (limited partners are entitled to allocations and distributions in accordance with the partnership agreement and by operation of law). In other words, the financial fortunes of limited partners rise and fall with the success or failure of claims brought by or against the partnership.

In this case, should the Defendant suffer an adverse judgment, the value of the partnership—and thus the value of its limited partners’ economic interests—will be diminished.

Because Rule 4(b) is designed to identify parties with a financial or ownership interest for purposes of conflicts and transparency, the limited partners fall squarely within its scope. Their omission undermines the rule’s intent and prejudices the other parties and the Court.

Moreover, no exception exists in Rule 4(b) for limited partners—unlike passive shareholders in publicly traded companies, who may in some cases be exempted from full disclosure.

D. Disclosure of limited partners is necessary for transparency and compliance.

The omission of limited partners frustrates the purpose of Rule 4(b), which is to ensure that all entities with a financial stake in the litigation are disclosed to the Court and opposing parties. Without this information, Plaintiff and the Court cannot fully assess potential conflicts of interest or the scope of financial interests at stake.

E. Request for relief.

Plaintiff respectfully requests that the Court enter an order compelling Rook TX LP to identify all persons, entities, and associations that are its limited partners, and to supplement its corporate disclosure accordingly

Respectfully submitted,
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CERTIFICATE OF CONFERENCE

I hereby certify that on June 20, 2025, I conferred with counsel for Defendant regarding the deficiencies in its Rule 4(b) disclosure and requested the identity of its limited partners. On June 24, 2025, counsel for Defendant advised that his client opposes further corporate disclosures.

/s/ Richard L. LaGarde
Richard L. LaGarde

CERTIFICATE OF SERVICE

I hereby certify that I served a true and correct copy of the foregoing instrument on opposing counsel on June 24, 2025, as follows:

By electronic service.

/s/ Richard L. LaGarde
Richard L. LaGarde

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

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Filing Code Description: Motions - All Other

Filing Description: Plaintiff's Motion to Compel Corporate Disclosures by Rook TX LP

Status as of 6/24/2025 12:56 PM CST

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