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60TH ANNUAL

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December 5–6, 2012

2012 STANLEY M. JOHANSON

ESTATE PLANNING WORKSHOP

Earn up to 6.50 Hours of Credit Including 1.75 Hours of Ethics Credit
Specialization Credit Approved for Estate Planning and Probate Law and Tax Law

December 7, 2012

AT&T Conference Center ▪ Austin, Texas

WEDNESDAY MORNING, DEC. 5, 2012

Presiding Officer:
Maxine Aaronson, Attorney at Law, Dallas, TX

8:00 a.m. Registration Opens
Includes continental breakfast.

8:35 a.m. Welcoming Remarks

8:45 a.m. 2.00 hrs

Recent Developments in Federal Income Taxation
A discussion of the significant court decisions, rulings, and statutory and regulatory developments of the past twelve months.

Martin J. McMahon Jr., University of Florida, Fredric G. Levin College of Law, Gainesville, FL
Ira B. Shepard, University of Houston Law Center, Houston, TX

10:45 a.m. Break

11:00 a.m. 1.25 hrs ethics

Penalties, More and More: How to Assess and Deal with Exposures and Seek Relief
Penalties, including stricter liability penalties, have become ever more frequent and sizable. Advising clients with respect to their exposures, and how and when professional advice and other factors may be used in avoiding or, if necessary, defending them, is critical. Further, assessing the professional's own exposures and dealing with them in examinations and appeals has become a necessary practice skill. Every tax advisor at some point will be faced with a missed regulatory election, whether the client's or the advisor's own doing. This panel addresses practice issues related to penalties and issues relating to curing a late or missed regulatory election, with a focus on 9100 relief (both automatic and non-automatic) and the practical aspects of maximizing the success of a 9100 relief request.

Moderator:
Fred F. Murray, Grant Thornton LLP, Washington, DC

Panelists:
Deborah A. Butler, Internal Revenue Service, Washington, DC
Julian Kim, Ernst & Young LLP, Washington, DC
Christopher S. Rizek, Caplin & Drysdale, Washington, DC

12:15 p.m. Break to Pick Up Lunch
Included in conference registration fee.

WEDNESDAY AFTERNOON

Presiding Officer:
Michael L. Cook, Cook Brooks Johnson PLLC, Austin, TX

LUNCHEON PRESENTATION

12:30 p.m. .75 hr ethics

Current Issues at the Office of Professional Responsibility

Karen L. Hawkins, Office of Professional Responsibility, Internal Revenue Service, Washington, DC

1:15 p.m. Break

1:30 p.m. 1.25 hrs ethics

How Far Can You Go? Real-Life Ethical Problems for Tax Practitioners
A look at hypothetical situations, derived from real life, illustrating the ethical issues that arise for tax practitioners in advising clients, preparing returns and communicating with the Service.

Karen L. Hawkins, Office of Professional Responsibility, Internal Revenue Service, Washington, DC
Megan L. Brackney, Kostelanetz & Fink, LLP, New York, NY
Michael Todd Welty, SNR Denton, Dallas, TX

2:45 p.m. .75 hr including .25 hr ethics

Target, Subject or Witness? The CPA's Role in Criminal Tax Investigations
The CPA's role and responsibilities in criminal tax investigations can vary. This session discusses the CPA's responsibilities in preserving and producing documents, and the ethical duties in filing current, and perhaps amended, tax returns during the investigation and maintaining client confidences.

Charles M. Meadows Jr., Meadows, Collier, Reed, Cousins, Crouch & Ungerman, L.L.P., Dallas, TX

3:30 p.m. Break

3:45 p.m. 1.00 hr

Federal Income Tax Considerations in Acquisitions and Dispositions of S Corporations
This presentation addresses a number of federal income tax considerations arising from the acquisition or disposition of an S Corporation. Discussion includes the consequences of a termination of the company's S Corporation election as a result of the transaction, including the potential consequences under the built-in gain rules of Section 1374, and the effect of any Section 338(h)(10) election.

Timothy J. Devetski, Vinson & Elkins LLP, Houston, TX
Lina Dimachkieh, Vinson & Elkins LLP, Houston, TX

4:45 p.m. 1.00 hr

Understanding How Different Allocation Methods Affect the Partners
Even well-drafted partnership agreements can be hard to interpret, requiring coordination between attorneys and accountants to ensure partners receive proper economics without unintended tax consequences. This panel provides practical pointers on drafting and interpreting partnership distribution and allocation provisions.

Todd D. Golub, Ernst & Young LLP, Chicago, IL
Bahar A. Schippel, Snell & Wilmer LLP, Phoenix, AZ

5:45 p.m. Adjourn

THURSDAY MORNING, DEC. 6, 2012

Presiding Officer:
Christina A. Mondrik, Mondrik & Associates, Austin, TX

8:00 a.m. Conference Room Opens
Includes continental breakfast.

8:30 a.m. 1.00 hr

Texas Franchise Tax: A Few Choice Issues
Five years after its effective date, the revised franchise tax—a.k.a. the margin tax—continues to raise unanswered questions. Fortunately, there are also new answers and interpretations. This presentation covers some of the choices taxpayers must make in computing their franchise tax, updates on the ongoing debate over the scope of the cost of goods sold deduction, the Comptroller's 2012 policy change regarding taxpayers' ability to change their election to deduct cost of goods sold or compensation on an amended report, and other hot topics in the franchise tax world.

Teresa Bostick, Texas Comptroller of Public Accounts, Austin, TX
Cynthia M. Ohlenforst, K&L Gates LLP, Dallas, TX

9:30 a.m. 1.00 hr including .25 hr ethics

U.S. Federal Income Tax Compliance Issues in Foreign-Related Transactions
Proper tax reporting of foreign-related transactions is critical for avoiding the imposition of penalties. This session reviews the compliance requirements in the context of foreign-related transactions including Forms 5471, TD F 90-22.1, 8938 and 3520, and addresses the professional advisor's responsibility for alerting clients to applicable reporting requirements in foreign-related transactions.

William H. Hornberger, Jackson Walker L.L.P., Dallas, TX

10:30 a.m. Break

10:45 a.m. 1.00 hr

Negotiating and Drafting Separation and Severance Agreements

A review of the implications of IRS Section 409A and Texas law regarding noncompetes, including a review of common mistakes and ways to structure such agreements to avoid tax penalties while still permitting the use of releases compliant with employment law requirements. Common traps for the unwary in drafting separation agreements are considered along with ways to address common issues faced in severance and separation agreements.

Greta E. Cowart, Haynes and Boone, LLP, Dallas, TX

11:45 a.m. Break to Pick Up Lunch

Included in conference registration fee.

THURSDAY AFTERNOON

Presiding Officer:
Joe Hull, Bracewell & Giuliani LLP, Austin, TX

LUNCHEON PRESENTATION

12:00 p.m. 1.00 hr

Update on Current Legislative Proposals

Edward Kleinbard, USC Gould School of Law, Los Angeles, CA

1:00 p.m. Break

1:15 p.m. 1.00 hr

Selected Transactional Issues in Oil and Gas Taxation

The various rules relating to the federal taxation of oil and gas property and transactions are reviewed in the context of the typical fact pattern found in the acquisition, development and disposition of oil and gas assets in the current transactional environment. Discussion covers the perspectives of all parties normally involved including the lessor, lessee, investor, promoter and employee. Also included is helpful advice and insight into issues and problems commonly encountered in this area.

Roger D. Aksamit, Thompson & Knight LLP, Houston, TX

2:15 p.m. Break

2:30 p.m. 1.00 hr

An Odyssey in Health Reform: Navigating Employers between Scylla and Charybdis

An overview of the important things employers need to know to comply with the Affordable Care Act, including updates concerning the Act's implementation.

T. David Cowart, SNR Denton, Dallas, TX

ABOUT THE COVER

Day is Done, 36" x 36", oil on canvas, is by Laurel Daniel. Courtesy of d berman gallery, **www.dbermangallery.com**.

3:30 p.m. 1.00 hr

Avoiding Pitfalls in Buy-Sell Agreements

An analysis of buy-sell agreements that are commonly overlooked or not understood, including issues relating to life insurance ownership and allocation of book income, unique issues for S Corporations, complications in use of tag-along and drag-along rights, impact of an owner filing bankruptcy, and alternative ways to structure the buy-out price.

Nancy Schmidt Roush, Lathrop & Gage LLP, Kansas City, MO

4:30 p.m. Adjourn

CONFERENCE ACCREDITATION

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 15.00 hours, of which 3.75 credit hours will apply to legal ethics/professional responsibility credit. The University of Texas School of Law is a State Bar of California approved MCLE provider (#1944), and an Oklahoma Bar Association MCLE presumptively approved provider (#169).

TX Legal Specialization Credit
Approved for Tax Law

18.00 Hours of TX CPE Credit for
Accountants (Sponsor #250)

Certified Financial Planner (CFP) credit pending

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Texas Comptroller of Public Accounts
Austin, TX

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Kostelanetz & Fink, LLP
New York, NY

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Internal Revenue Service
Washington, DC

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Chicago, IL

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Office of Professional Responsibility
Internal Revenue Service
Washington, DC

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Jackson Walker L.L.P.
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Los Angeles, CA

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University of Florida, Fredric G. Levin College of Law
Gainesville, FL

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Meadows, Collier, Reed, Cousins, Crouch & Ungerman, L.L.P.
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University of Houston Law Center
Houston, TX

MICHAEL TODD WELTY
SNR Denton
Dallas, TX

2012 STANLEY M. JOHANSON

ESTATE PLANNING WORKSHOP

December 7, 2012 ▪ AT&T Conference Center ▪ Austin, Texas

FRIDAY MORNING, DEC. 7, 2012

Presiding Officer:
Stanley M. Johanson, The University of Texas School of Law, Austin, TX

7:45 a.m. Registration Opens

Includes continental breakfast.

8:20 a.m. Welcoming Remarks

8:30 a.m. 1.25 hrs

Recent Developments Affecting Estate Planning

The status of legislation, if any, and significant cases and rulings.

Stanley M. Johanson, The University of Texas School of Law, Austin, TX

9:45 a.m. Break

10:00 a.m. 1.00 hr

Estate Planning Issues with Intra-Family Loans and Notes

Transactions with intra-family loans are quite popular in light of the extremely low interest rates. What may seem like simple loan transactions present very helpful estate planning opportunities but may involve a host of complicated tax issues including the impact of an intent to forgive the note from the outset; determining appropriate interest rates; whether interest accruals must be recognized each year as interest income; the effects on the lender and borrower of forgiving loans or refinancing loans at lower rates; discounting notes; income tax traps for installment notes under the installment sales rules; and uncertainties (and opportunities) regarding self-canceling installment notes.

Stephen R. Akers, Bessemer Trust Company NA, Dallas, TX

11:00 a.m. 1.00 hr ethics

Representing Clients in the Twilight Zone: Clients with Diminished or Diminishing Capacity

A practical discussion of a situation fraught with ethical issues: representing a client whose decision-making process seems increasingly out of touch with the client's best interests or life-long commitments.

Peter S. Margulies, Roger Williams University School of Law, Bristol, RI

12:00 p.m. Break to Pick Up Lunch

Included in workshop registration fee.

FRIDAY AFTERNOON

Presiding Officer:
Stanley M. Johanson, The University of Texas School of Law, Austin, TX

LUNCHEON PRESENTATION

12:15 p.m. .75 hr

Estate Planning for Digital Assets

Recently, a new subdivision of property has emerged that many people label as "digital assets" such as accounts used for email, professional and personal data backups, banking, investment, and shopping, domain names and web-hosting accounts, social networking accounts, and avatars for online games. While estate planners have perfected techniques to transfer traditional types of property, many estate planners do not address digital assets when preparing their clients' estates. This presentation educates estate planning professionals on the importance of planning for the disposition of digital assets as well as the techniques available under existing law.

Gerry W. Beyer, Texas Tech University School of Law, Lubbock, TX

1:00 p.m. Break

1:15 p.m. 1.00 hr

Estate and Income Tax Planning with Mineral Interests

A look at the concept of "economic interest" with respect to mineral resources, and how different types of economic interests affect tax and estate planning in light of the dramatic increase in drilling in Texas.

Michael V. Bourland, Bourland, Wall & Wenzel, P.C., Fort Worth, TX
Dustin G. Willey, Bourland, Wall & Wenzel, P.C., Fort Worth, TX

2:15 p.m. Break

2:30 p.m. 1.50 hrs including .75 hr ethics

Estate Planning Workshop

The Workshop covers practical and ethical issues commonly faced by practitioners in the estate planning area; hot-button issues stemming from recent cases and regulations (final and proposed); and the panelists' views on current "hot" estate planning techniques.

Moderator:
Stanley M. Johanson, The University of Texas School of Law, Austin, TX

Panelists:
Stephen R. Akers, Bessemer Trust Company NA, Dallas, TX
Gerry W. Beyer, Texas Tech University School of Law, Lubbock, TX
Michael V. Bourland, Bourland, Wall & Wenzel, P.C., Fort Worth, TX
Peter S. Margulies, Roger Williams University School of Law, Bristol, RI
Dustin G. Willey, Bourland, Wall & Wenzel P.C., Fort Worth, TX

4:00 p.m. Adjourn

WORKSHOP ACCREDITATION

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TX Legal Specialization Credit Approved for Estate Planning and Probate Law and Tax Law

7.50 Hours of TX CPE Credit for Accountants (Sponsor #250)

Certified Financial Planner (CFP) credit pending

WORKSHOP FACULTY

STEPHEN R. AKERS
Bessemer Trust Company NA
Dallas, TX

GERRY W. BEYER
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Lubbock, TX

MICHAEL V. BOURLAND
Bourland, Wall & Wenzel, P.C.
Fort Worth, TX

STANLEY M. JOHANSON
The University of Texas School of Law
Austin, TX

PETER S. MARGULIES
Roger Williams University School of Law
Bristol, RI

DUSTIN G. WILLEY
Bourland, Wall & Wenzel, P.C.
Fort Worth, TX

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REGISTRATION

TAXATION CONFERENCE—December 5–6, 2012
Includes Wednesday and Thursday Luncheon Presentations

Standard Registration—Printed Course Binder ONLY

- ❑ Early Registration due by Wednesday, November 28, 2012 . . . . . . $460
  - ❑ Registration after Wednesday, November 28, 2012 . . . . . . $510

Green Registration—Electronic Materials on USB Key ONLY

- ❑ Early Registration due by Wednesday, November 28, 2012 . . . . . . $460
  - ❑ Registration after Wednesday, November 28, 2012 . . . . . . $510

Taxation Conference Registration Total . . . . . . $__________

ESTATE PLANNING WORKSHOP—December 7, 2012
Includes Friday Luncheon Presentation

Standard Registration—Printed Course Binder ONLY

- ❑ Early Registration due by Wednesday, November 28, 2012 . . . . . . $300
  - ❑ Registration after Wednesday, November 28, 2012 . . . . . . $350

Green Registration—Electronic Materials on USB Key ONLY

- ❑ Early Registration due by Wednesday, November 28, 2012 . . . . . . $300
  - ❑ Registration after Wednesday, November 28, 2012 . . . . . . $350

Estate Planning Conference Registration Total . . . . . . $__________

SAVE $50 WHEN YOU REGISTER FOR *BOTH* TAXATION CONFERENCE AND ESTATE PLANNING WORKSHOP **-$50**

REGISTRATION TOTAL $__________

PUBLICATIONS AND MEDIA *Allow 3-5 weeks from the conference date for delivery.*

TAXATION CONFERENCE

- ❑ Course Binder WITHOUT Conference Registration $250
  Note: Conference Registration includes Course Binder
- ❑ Audio MP3 Speeches on CD $130
- ❑ Audio CD Set $210
- ❑ eBinder on CD (PDF format) . . . . . . $250/$50
  ($250 purchased alone, $50 with Registration or purchase of Course Binder or Audio MP3 Speeches on CD or Audio CD Set)

Taxation Conference Publications and Media Total . . . . . . $__________

ESTATE PLANNING WORKSHOP

- ❑ Course Binder WITHOUT Conference Registration $175
  Note: Conference Registration includes Course Binder
- ❑ Audio MP3 Speeches on CD $85
- ❑ Audio CD Set $150
- ❑ eBinder on CD (PDF format) . . . . . . $175/$50
  ($175 purchased alone, $50 with Registration or purchase of Course Binder or Audio MP3 Speeches on CD or Audio CD Set)

Estate Planning Workshop Publications and Media Total . . . . . . $__________

PUBLICATIONS AND MEDIA TOTAL $__________

IN-HOUSE CLE: Bring the conference in-house and learn at your convenience. *Approved for Texas MCLE credit. Allow 3-5 weeks from the conference date for delivery.*

TAXATION CONFERENCE

- ❑ In-House CLE for 2 . . . . . . $850
  Includes Audio CD Set and Course Binders

___Add participants (includes Course Binder) for $250 each . . . . . . $__________

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ESTATE PLANNING WORKSHOP

- ❑ In-House CLE for 2 . . . . . . $500
  Includes Audio CD Set and Course Binders

___Add participants (includes Course Binder) for $175 each . . . . . . $__________

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IN-HOUSE CLE TOTAL $__________

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60TH ANNUAL TAXATION CONFERENCE
2012 ESTATE PLANNING WORKSHOP

December 5–6 and December 7, 2012 ▪ Austin, Texas

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TAXATION CONFERENCE
December 5–6, 2012

KEY DATES

November 28, 2012
last day for early registration
add $50 for registrations received after this time

November 30, 2012
last day for full refund

December 3, 2012
last day for partial refund
$50 processing fee applied

December 5, 2012, 8:35 a.m.
Conference begins

AUSTIN

AT&T Conference Center
The University of Texas
1900 University Avenue
Austin, TX 78705
512-404-3600

Special Room Rate: $174
good through November 3, 2012
(subject to availability)

Parking:
Free daily self-parking at UT garages.
Separate fees apply for valet and overnight parking.

ESTATE PLANNING WORKSHOP
December 7, 2012

KEY DATES

November 28, 2012
last day for early registration
add $50 for registrations received after this time

November 30, 2012
last day for full refund

December 3, 2012
last day for partial refund
$50 processing fee applied

December 7, 2012, 8:20 a.m.
Workshop begins

PLANNING COMMITTEE

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Dallas, TX

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