

11th Biennial Oil and Gas Tax Conference
October 27-28, 2011 • Omni Houston Galleria • Houston, TX

Thursday Morning, Oct. 27, 2011

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| 8:00 am | Registration Opens Includes continental breakfast. |
| 8:20 am | Welcoming Remarks |
| 8:30 am 0.75 hr | Shale Gas: Technology, Economics and Business The rapid evolution of shale gas production has taken much of the industry by surprise. What is the current state of progress and development, and what are the impacts of low gas prices and resistance to hydraulic fracturing likely to be? Will new sources of demand such as LNG exports have an impact, and how will development relate to unconventional oil development? Richard G. Smead, Navigant Consulting, Inc. - Houston, TX |
| 9:15 am 1.25 hrs | Capital Cost Recovery A discussion of key capital cost recovery issues, including repair regulations, safe harbor for deducting success-based fees in M&A acquisitions, first year's experience with Schedule UTP, accounting method changes for CFCs, casualty losses, delay rentals, and bonus depreciation. Moderator: Thomas L. Evans, Kirkland & Ellis LLP - Chicago, IL Panelists: Stephen E. Comstock, American Petroleum Institute - Washington, DC Panelists: John F. Eiman, Internal Revenue Service, LB&I - Houston, TX Panelists: Ellen MacNeil, Deloitte & Touche LLP - Washington, DC Panelists: Kathleen Reed, Internal Revenue Service - Washington, DC |
| 10:30 am | Break |

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| 10:45 am 1.50 hrs | <p>Current Issues and Trends in Acquisitions and Dispositions of Oil and Gas Properties</p> <p>This panel explores current issues and trends in the acquisition and disposition of oil and gas properties both onshore in the newer shale gas and oil resource plays and offshore in the shallow waters of the Gulf of Mexico. Areas of focus include acquisition structures such as the cash and carry partnership and the leveraged partnership for onshore acquisitions, and the special needs for structuring buyer's assumption of seller's federal plugging and abandonment obligations in the Gulf.</p> <p>Moderator: John T. Bradford, Liskow & Lewis - Houston, TX</p> <p>Panelists: Timothy J. Devetski, Vinson & Elkins LLP - Houston, TX</p> <p>Panelists: Amy Sutton, Deloitte Tax LLP - Houston, TX</p> <p>Panelists: James Troups, Apache Corporation - Houston, TX</p> <p>Panelists: Clifford Warren, IRS - Washington, DC</p> |
| 12:15 pm | <p>Adjourn to Luncheon</p> <p>Included in conference registration fee.</p> |

Thursday Afternoon, Oct. 27, 2011

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| | LUNCHEON AND AWARD PRESENTATION |
| 12:45 pm | <p>Parker C. Fielder Award Presentation</p> <p>Presentation by Robert Peroni and John Dzienkowski</p> <p>Award Recipients: R. Richard Coston, Fulbright & Jaworski L.L.P, Houston, TX Thomas Crichton IV, Vinson & Elkins LLP, Dallas, TX Keith M. Jones, Internal Revenue Service, Houston, TX</p> |
| | <p>Luncheon Presentation Introduction</p> <p>C. Elizabeth Wagner, Internal Revenue Service, Washington, D.C.</p> |
| | Keynote Luncheon Presentation |
| 1:00 pm 0.50 hr | <p>Current Developments in Tax Administration</p> <p>William J. Wilkins, Internal Revenue Service - Washington, DC</p> |
| 1:30 pm | Break |

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| 1:45 pm 1.25 hrs | <p>Current Partnership Tax Issues in the Energy Industry: Leveraged Partnership Transactions after <i>Canal</i>, Series LLCs in Energy Transactions and Other Hot Topics</p> <p>This panel discusses the future of leveraged partnership transactions following <i>Canal v. Commissioner</i>; an overview of the proposed regulations on the classification of Series LLCs and their potential application in energy transactions; the "carried interest" legislative proposals and how they would impact oil and gas partnerships; and a look at new issues affecting MLPs.</p> <p>Moderator: Paul Kugler, KPMG LLP - Washington, DC</p> <p>Panelists: Christopher T. Kelley, Internal Revenue Service - Washington, DC</p> <p>Panelists: Karen Lohnes, PricewaterhouseCoopers L.L.P. - Washington, DC</p> <p>Panelists: Gregory V. Nelson, Baker Botts L.L.P. - Houston, TX</p> |
| 3:00 pm | Break |
| <hr/> Track A: Building Blocks of Oil and Gas Taxation and Their Applications | |
| 3:15 pm 1.25 hrs | <p>Production Payments: Concepts, Economics and Taxation</p> <p>This panel explores the unique nature of oil and gas production payments from both an economic and tax perspective: how production payments differ from other types of mineral sharing arrangements, the different types of production payments, how the application of general tax principles to production payments led to the enactment of special rules in Section 636 treating certain production payments as loans, the interplay between Section 636 and the OID rules for debt instruments, and current uses of production payments in oil and gas transactions.</p> <p>Moderator: David B. Cubeta, Miller & Chevalier Chartered - Washington, DC</p> <p>Panelists: Noah Baer, Ernst & Young National Tax - Washington, DC</p> <p>Panelists: George Edward Gasper, IRS - Farmers Branch, TX</p> |
| 4:30 pm 1.00 hr | <p>Like-Kind Exchanges in the Energy Sector</p> <p>Once again Section 1031 exchanges involving oil and gas are heating up. This panel focuses on special issues affecting oil and gas Section 1031 exchanges, including carved out interests, sale vs. lease, recapture, tax partnerships, the mandatory application of Section 1031, reverse exchanges and related party transactions.</p> <p>J. Peter Baumgarten, Internal Revenue Service - Washington, DC Todd Denison Keator, Thompson & Knight LLP - Dallas, TX</p> |

Track B: International Tax Issues

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| 3:15 pm 1.25 hrs | <p>Foreign Tax Credit Issues</p> <p>A discussion of current foreign tax credit issues including any recent developments with respect to Sections 909 and 901(m).</p> <p>Moderator: Rebecca I. Rosenberg, PricewaterhouseCoopers L.L.P. - Washington, DC</p> <p>Panelists: Heather B. Crowder, ConocoPhillips - Houston, TX</p> <p>Panelists: Ronald A. Dabrowski, Internal Revenue Service - Washington, DC</p> <p>Panelists: Anne Devereaux, Internal Revenue Service - Washington, DC</p> <p>Panelists: Kevin L. Kenworthy, Miller & Chevalier Chartered - Washington, DC</p> |
| 4:30 pm 1.00 hr | <p>Transfer Pricing</p> <p>The panelists discuss transfer pricing issues particularly relevant to the oil, gas and energy industry, including IRS initiatives, legislative proposals, arm's length charges for related party services, and development and use of intangible property.</p> <p>Moderator: Steven C. Wrappe, Ernst & Young LLP - Washington, DC</p> <p>Panelists: Samuel M. Maruca, Internal Revenue Service - Washington, DC</p> <p>Panelists: Steven A. Musher, Internal Revenue Service - Washington, DC</p> <p>Panelists: Paul M. Schmidt, Baker & Hostetler LLP - Washington, DC</p> |
| 5:30 pm | <p>Adjourn to Reception</p> <p>RECEPTION SPONSORS*</p> <p>Baker Botts L.L.P. Bracewell & Giuliani LLP Ceteris Deloitte Tax LLP Ernst & Young LLP Fulbright & Jaworski L.L.P. KPMG LLP Miller & Chevalier Chartered PricewaterhouseCoopers LLP Thompson & Knight LLP Vinson & Elkins LLP</p> <p><i>*Note: The Internal Revenue Service and the U.S. Department of the Treasury are not sponsoring the reception and their participation in the reception is not intended as an endorsement of the reception or the sponsors.</i></p> |

Friday Morning, Oct. 28, 2011

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| 8:30 am 1.25 hrs | <p>Restructuring and M&A in the Energy Sector: Tools, Techniques, and Select Domestic and International Issues</p> <p>This panel considers the various ways an LLC can be used in structuring mergers and acquisitions in order to accomplish either commercial goals or tax goals, and examines recent transactions of interest, including the separation of exploration and production activities from downstream activities as illustrated by the spinoffs recently announced by El Paso Corporation, Marathon Oil Corporation and Williams Companies. The panel concludes with a summary of select international tax issues facing the oil and gas industry, and a proposed structure using a Series LLC to avoid an outbound transfer of foreign producing prospects while obtaining ordinary loss treatment for prospects with dry holes.</p> <p>Moderator: Edward C. Osterberg Jr., Vinson & Elkins LLP - Houston, TX</p> <p>Panelists: David B. Bailey, Internal Revenue Service - Washington, DC</p> <p>Panelists: Stephen A. Kuntz, Fulbright & Jaworski LLP - Houston, TX</p> <p>Panelists: James Dennis Reardon, Bracewell & Giuliani LLP - Houston, TX</p> |
| 9:45 am 1.00 hr ethics | <p>Ethics and Professional Responsibility Issues</p> <p>The Director of OPR and the moderator join in a candid discussion of the ethical and professional responsibilities of those who practice before the IRS, including relevant revisions to Circular 230 that went into effect August 2, 2011.</p> <p>Moderator: Emily A. Parker, Thompson & Knight LLP - Dallas, TX</p> <p>Commentator: Karen L. Hawkins, Internal Revenue Service, Office of Professional Responsibility - Washington, DC</p> |
| 10:45 am | Break |
| 11:00 am 1.50 hrs | <p>Latest Techniques and Trends to Resolve an LB&I Audit</p> <p>The panel explores tips and strategies for the most effective techniques for working through an LB&I audit. Topics include successful audit communication techniques, alternative dispute resolution techniques (including the most efficient utilization of fast track, early referral and post-Appeals mediation), and participation in CAPS.</p> <p>Moderator: Richard A. Hussein, Baker Botts L.L.P. - Houston, TX</p> <p>Panelists: Joseph F. Andolino, Halliburton - Houston, TX</p> <p>Panelists: Keith M. Jones, Internal Revenue Service, LB&I Counsel - Houston, TX</p> <p>Panelists: Peter Andrew Lowy, Shell Oil Company - Houston, TX</p> <p>Panelists: Michael J. Walker, Internal Revenue Service - Los Angeles, CA</p> |
| 12:30 pm | Adjourn |