The 2009 J. Nelson Young Tax Institute

A Program in Continuing Legal/Professional Education

APRIL 30 – MAY 1, 2009
THE CAROLINA CLUB IN THE
UNC GEORGE WATTS HILL ALUMNI CENTER
CHAPEL HILL, NORTH CAROLINA

14.25 hours of CLE credit
17 hours of CPE credit

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About the 2009 J. Nelson Young Tax Institute

The Tax Institute is an annual professional continuing education program covering current federal tax problems and issues at the post-graduate level of knowledge. The program is designed for the practitioner who frequently handles federal tax matters. Emphasis is placed on subjects that are new and current, including in-depth coverage of recent developments and problems that often prove difficult in planning clients’ affairs and transactions. The teaching method employed is lecture. No prerequisites or advanced planning are required. The speakers at the Tax Institute are tax practitioners and scholars from throughout the country who have been selected for their technical expertise and speaking ability. They will address any recently enacted or pending legislation relevant to their areas of expertise.

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  Willie Person Magnum Professor of Law, UNC School of Law - Chapel Hill
- Lawrence A. Zelenak
  Pamela B. Gann Professor of Law, Duke University School of Law - Durham
8:00 a.m.
Registration and Continental Breakfast

8:30 a.m. - 10:30 a.m.
Recent Federal Income Tax Developments

Ira B. Shepard, Professor of Law, University of Houston Law Center
Martin J. McMahon Jr., Stephen C. O’Connell Professor of Law,
Fredric G. Levin College of Law, University of Florida

This session will provide an examination of the legislation, court opinions, and regulations and rulings of the past year.

10:30 a.m. - 10:40 a.m.
Break

10:40 a.m.- 11:40 a.m.
The Best of Times and the Worst of Times: Tax Planning for Real Estate Ownership in the Current Economy

Stefan F. Tucker, Venable, LLP

This discussion will focus on planning for real estate ownership in light of the current economy and all of its problems. He will also deal with business succession planning and the use of various techniques to assure continuity of business and minimize intrafamily disputes and chaos.

11:45 a.m. - 12:45 p.m.
Debt Workouts Involving Distressed Real Estate Partnerships

Peter J. Genz, King & Spalding, LLP

A review of the tax effects of various types of debt modifications on creditors and real estate partnership debtors, including whether the restructuring triggers a deemed exchange of debt instruments under section 1001; recognition of cancellation of debt (“COD”) income by the partnership; COD exclusionary rules; creation of OID in a debt restructuring; lender tax consequences; foreclosure tax issues; and proposed regulations on partnership debt-for-equity swaps.

12:45 p.m. - 1:45 p.m.
Lunch (provided)

1:45 p.m. - 2:45 p.m.
Recent Developments in Criminal Tax Investigations

Scott D. Michel and Cono R. Namonato, Caplin & Drysdale

Speakers will address recent developments in the area of criminal tax investigations and voluntary disclosures, with a special focus on enforcement and penalty activity regarding undeclared foreign accounts. They will also discuss strategies and tactics available to practitioners who confront a situation raising potential or actual criminal tax issues, whether before or during IRS examination or investigative activity.

2:50 p.m. - 3:50 p.m.
International Trade and Taxation: An Overview and Update

Sean M. King, Williams Mullen

Companies seeking to do business internationally often encounter unique tax challenges. Understand the problems, risks and opportunities presented in cross-border business relationships. Learn effective strategies to manage cross-border transactions and get an inside look at what is in store for 2009 with the newest international tax proposals and treaties. Specific topics will include: tax strategies for creating foreign entities or transferring assets; transfer pricing; cash repatriation planning and treasury management considerations for non-U.S. companies doing business in the U.S.; and effective structuring solutions for cross-border M&A transactions.

3:50 p.m. - 4:00 p.m.
Break

4:00 p.m. - 6:00 p.m.
2009 Professional Ethics and Conduct

Joanne W. Rockness, Professor of Accountancy, Cameron School of Business, UNC-Wilmington

This session exposes increasingly creative fraud schemes and current ethical and professional issues facing professionals today. Discussions include basic ethical principles and theories. Ethical decision making and individual professional responsibility will be highlighted in discussions of independence, competence, objectivity and integrity. (This session qualifies for 2 hours of both CLE and CPE ethics credit).
8:00 a.m.  
**Continental Breakfast**

8:30 a.m. - 9:45 a.m.  
**Recent Trends & Developments in Estate Planning***  
Sanford J. Schlesinger, Schlesinger Gannon & Lazetera, LLP

This presentation will review recent Tax Acts, legislative proposals, and important IRS announcements and court decisions affecting transfer taxes and estate planning, including the status of possible estate tax legislation. Presenter will also cover various sophisticated estate planning techniques, including grantor retained interest trusts, family limited partnerships, intentionally defective grantor trusts and possible Congressional action in these areas.

9:45 a.m. - 10:00 a.m.  
**Break**

10:00 a.m. - 11:00 a.m.  
**Hot Topics in S Corporations**  
Ronald A. Levitt, Sirote & Permutt, PC  
Stephen R. Looney, Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, PA

This presentation will focus on recent and proposed legislative changes, employment tax issues, the regulations on open account indebtedness, basis issues pertaining to back-to-back loans and issues relating to the operation of S corporations through limited liability companies.

11:05 a.m. - 12:05 p.m.  
**Exploring the Reasons Why PE and VC Firms Should Consider Investing in LLCs Rather than Corporations**  
Warren P. Kean, K&L Gates

The speaker will explore the advantages and disadvantages of private equity and venture capital firms investing in limited liability companies. Presenter will discuss various structures that might be employed to minimize certain negative aspects of LLC flow-through tax treatment.

12:05 p.m. - 1:05 p.m.  
**Lunch** (provided)

1:05 p.m. - 2:05 p.m.  
**Compensation Update**  
Elizabeth Drigotas, Deloitte Tax LLP

This session will provide an update on developments in the compensation area, including Section 409A and 457A (related to deferred compensation for certain tax-indifferent entities), as well as other compensation topics.

2:10 p.m. - 3:10 p.m.  
**The Lurking State Tax Costs in Interstate Transactions**  
Arthur R. Rosen, McDermott Will & Emery, LLP

This session will explain the fundamental concepts underlying state taxation of interstate businesses and interstate transactions. The discussion will then explore the practical implications that arise when a business ventures outside its home state - whether to purchase goods and/or services or to sell its own goods and/or services. Possible future changes in this area will also be addressed.

3:10 p.m. - 3:30 p.m.  
**Break**

3:30 p.m. - 4:30 p.m.  
**New Tax Return Preparer Standards: December 2008 Final Regulations**  
Maria M. Lynch, Lynch & Eatman, LLP

This session will cover the effect of the regulations and the steps practitioners must take to comply. The relationship between Section 6694 and the Circular 230 ethics rules will be discussed. The speaker will also focus on other ethics issues raised by compliance with the regulations.

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* UNC School of Law is greatly appreciative of the Marvin K. and Florence T. Blount Lecture, which was established in 1973 by Marvin (J.D. 1916) and Florence Blount to promote greater professional and public awareness of estate planning and tax issues.
2009 TAX INSTITUTE FACULTY

Elizabeth E. Drigotas Drigotas is a principal in the Washington, D.C., office of Deloitte Tax LLP. Her practice focuses on employee benefits and executive compensation. Prior to joining Deloitte Tax, she worked as an attorney advisor in the Office of the Benefits Tax Counsel for the U.S. Treasury Department. During her tenure there, she participated in a number of regulatory projects, including golden parachute regulations, incentive stock option regulations, section 401(k) and (m) regulations, regulations permitting individuals over age 50 to make additional contributions and regulations applicable to ESOPs (employee stock ownership plans). She received a J.D. from the UNC School of Law.

Peter J. Genz Genz is a partner in King & Spalding’s tax practice group. His practice concentrates on corporate, partnership, and real estate tax matters, and also tax controversies. He is particularly qualified in matters relating to structuring inbound foreign investment, real estate investment trusts and troubled company workouts. He has served as an attorney-advisor to Chief Judge Howard A. Dawson Jr. of the U.S. Tax Court. He earned a J.D. from the University of Florida Law School, and a master’s degree in taxation from the Georgetown University Law Center.

Warren P. Kean Kean is a partner in K&L Gates in the firm’s business law department. His practice focuses on matters relating to limited liability companies, partnerships and other unincorporated entities and the taxation of those entities. His practice emphasizes venture capital and private equity financings, strategic alliances and joint ventures, and organizing and advising private equity funds and their investors and management. In addition, Kean is involved with mergers and acquisitions; organizing and advising real estate ventures; advising emerging and other closely held businesses; and corporate finance. He received a J.D. from Louisiana State University, an LLM in Securities Regulation from Georgetown University and an LLM in Taxation from New York University.

Sean M. King King is a partner in Williams Mullen and is chair of the firm’s International Tax Practice Group. He focuses his practice on international business transactions and taxation. He has extensive experience in the representation of private and publicly traded corporations; development and implementation of tax strategies for structuring international mergers and acquisitions; restructuring and disposition of foreign investments, including the formation and use of foreign tax credit planning; and effective utilization of income tax treaties. King consults with clients on a wide array of international tax issues, including complex reorganization transactions, investment in emerging markets, bankruptcy workouts, private equity and IRS controversies. He earned a J.D. from the Michigan State University College of Law and an LL.M from Chicago-Kent College of Law.

Ronald A. Levitt Levitt is a shareholder with the Birmingham law firm of Sirote & Permutt, PC. His practice focuses on business and tax planning issues, particularly for closely held and family owned businesses. Specifically, he counsels clients in the areas of business planning, mergers and acquisitions, federal and state tax planning and controversy matters, health care law (focusing on the representation of physician practices) and estate planning. He is a Fellow in the American College of Tax Counsel. He received a B.S. in marketing from the University of Alabama School of Business and a M.B.A. and J.D. at the University’s School of Law. Levitt also earned an LL.M. in Taxation from the University of Florida.

Stephen R. Looney Looney is a shareholder in the law firm of Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, PA in Orlando, Florida. He practices in the areas of tax, corporate, partnership, business and health care law, with an emphasis in entity formations, acquisitions, dispositions, redemptions, liquidations and reorganizations. His clients include closely held businesses, particularly in medical and other professional practices. Looney writes and speaks extensively on a nationwide basis on a variety of tax subjects. Looney received his B.A. in Accounting and Business Administration from Drury College and earned a J.D. from the University of Missouri-Columbia and an LL.M. in taxation from the University of Florida.

Maria M. Lynch Lynch is a partner in Lynch & Eatman, LLP. She is fellow of the American College of Trust and Estate Counsel and is a board certified specialist in estate planning and probate law. She served as a North Carolina State Bar councilor from 1993 to 2001 and is a past member of the North Carolina Bar Association Estate Planning and Fiduciary Law Section Council and past chair of its Ethics Committee. She is a past Chair of the Estate Planning and Probate Law Specialty Committee, North Carolina State Bar Board of Legal Specialization. Her practice is focused on estate planning, estate administration and exempt organization planning. Lynch received a J.D. from the UNC School of Law.

Martin J. McMahon Jr. McMahon is the Stephen C. O’Connell Professor of Law for Fredric G. Levin College of Law at the University of Florida. He is the coauthor with Boris Bittker and Larry Zelenak of Federal Income Taxation of Individuals, 3d Ed., and the coauthor of course books on federal income taxation, taxation of corporations, and taxation of partnerships. He received a J.D. from Boston College Law School and an LL.M. in taxation from Boston University Law School.
Scott D. Michel  Michel is a member of Caplin & Drysdale, has been at the firm since 1981, and currently serves as the firm’s president. His practice consists largely of representing individuals and corporations in criminal tax fraud, tax shelter promoter inquiries, sensitive tax examination, voluntary disclosures, ethics issues and related matters. He is a frequent writer and lecturer on topics relating to criminal tax enforcement. He is a fellow of the American College of Tax Counsel and the American Bar Foundation. He received a J.D. from the University of Virginia School of Law.

Cono R. Namorato  Namorato is a member of Caplin & Drysdale located in its Washington, D.C. office. He rejoined the firm in 2006 after serving for two years as director of the Office of Professional Responsibility for the Internal Revenue Service. He had been a member of the firm for 25 years previously, joining the firm in 1978 after ten years in the tax division of the U.S. Department of Justice, where he served as chief of the criminal section and deputy assistant attorney general in charge of criminal tax enforcement nationwide. During his more recent term at the IRS, he supervised the Service’s increasing efforts toward achieving compliance nationwide among tax practitioners with newly enhanced standards of conduct, and served as senior advisor to the Commissioner of Internal Revenue on complex enforcement matters. He earned a bachelor’s degree in accounting from Iona College in New Rochelle, New York, and a J.D. from Brooklyn Law School.

Joanne W. Rockness  Rockness is the professor of accountancy at the Cameron School of Business, University of North Carolina Wilmington (UNC-W). She has received numerous teaching awards including the Distinguished Teaching Professorship at UNCW, the Chancellor’s Teaching Excellence Award at UNCW, membership in the Academy of Outstanding Teachers at North Carolina State University and the 1996–1997 NCACPA Outstanding Accounting Educator of the Year. She is active in publishing and professional service. Her writings on ethics, accounting education, independence, financial reporting, social responsibility and accountants’ liability have appeared in various academic and professional publications. She received a Ph.D. in business administration from the University of North Carolina at Chapel Hill and her undergraduate and master’s degrees from Western Michigan University.

Arthur R. Rosen  Rosen is a partner in the law firm of McDermott Will & Emery, LLP. He is a member of the firm’s tax department, where his practice focuses on tax planning and litigation relating to state and local tax matters for corporations, partnerships and individuals. He chairs the firm’s nationwide state and local tax practice. Formerly the deputy counsel of the New York State Department of Taxation and Finance, as well as counsel to the Governor’s Temporary Sales Tax Commission and tax counsel to the New York State Senate Tax Committee, he has held executive tax management positions at Xerox Corporation and AT&T. Rosen is a fellow of the American College of Tax Counsel, the editor of the monthly newsletter Inside New York Taxes, and co-editor of the semi-monthly newsletters, New York Tax Highlights and New York Tax Cases. He was the original editor-in-chief of CCH’s E-Commerce Tax Alert and was the monthly tax columnist for the E-Commerce Law Journal. He received a J.D. from St. John’s University School of Law and an M.B.A. from Rensselaer Polytechnic Institute.

Sanford J. Schlesinger  Schlesinger is a founding partner of the law firm of Schlesinger Gannon & Lazetera LLP, an affiliate of Dreier LLP, and chair of its wills and estates department and family business group. He is a nationally recognized expert in the areas of estate and tax planning, estate administration, family-owned business planning, charitable planning and all related areas. He also handles all aspects of contested and litigated estate and trust matters. In addition to being a frequent lecturer, he has authored three books and numerous publications on trusts, estates, taxation, closely held business and family succession planning, charitable giving and related matters. He received a B.S. from Columbia University and a J.D. from Fordham University School of Law.

Ira B. Shepard  Shepard has been at the University of Houston Law Center since 1975, where he is a professor of law. Before that, he taught at the University of Georgia School of Law and was a visiting professor at the University of North Carolina School of Law. He practiced in New York City with the firm of Paul, Weiss, Rifkind, Wharton & Garrison from 1964 to 1971. He has been the special advisor to the Southern Federal Tax Institute since 1974. He received a J.D. from Harvard University, where he was an editor of the Harvard Law Review.

Stefan F. Tucker  Tucker is a partner in Venable, LLP, office in Washington, D.C. He represents a wide variety of clients, from the entrepreneur and the professional, to publicly traded enterprises, such as real estate investment trusts. His practice encompasses the entire range of subjects from mergers and acquisitions, to entity planning, structuring and formation, to asset protection and preservation, to business transactions, to family business planning and wealth preservation. In addition, he has extensive experience in Federal and state income, estate and gift taxation. He received a B.B.A. and a J.D. from the University of Michigan.
**General Information AND REGISTRATION**

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### Registration

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To register for The Tax Institute, please complete and detach the registration form included in this brochure and return it to the School of Law with a check made payable to UNC School of Law - CLE. The registration fee includes course materials, parking, continental breakfast and lunch on both days and all refreshment breaks. Registrations will be accepted at the door on a space-available basis only. To check space availability, please contact the UNC School of Law - CLE Office before April 24.

### Cancellations

Cancellations received on or prior to April 4 will be honored and registration fees refunded, less a $50 processing fee. Cancellations received after April 4 but before April 11 will be honored and registration fees refunded, less a $65 charge for processing and unrecoverable expenses. Cancellations will not be honored after April 11. Confirmed participants who do not attend the program are responsible for the entire fee unless other arrangements have been made with the director of continuing legal education. Please call (919) 962-1679 if you need to cancel.

### Location

The program will be held at The Carolina Club located in the George Watts Hill Alumni Center. The Alumni Center, with almost 64,000 square feet of dining and meeting rooms, serves as a gathering place for Carolina friends, faculty and staff. Convenient conference parking is available in the Rams Head Center Parking Deck next to the Alumni Center.

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### Course Credit for Attorneys and CPAs

**CLE Credit for Attorneys** - The Tax Institute is accredited for 14.25 hours (including 3 hours of ethics) under the N.C. State Bar Mandatory Continuing Legal Education requirements.

**CPE Credit for CPAs** - The Tax Institute is recommended for 17 hours of CPE credit (including 2 hours of ethics). The UNC School of Law is registered with the N.C. State Board of CPA Examiners as a sponsor of continuing professional education. Complaints or comments regarding sponsors may be addressed to the North Carolina State Board of CPA Examiners, P.O. Box 12827, Raleigh, N.C. 27605-2827.

### CLE and CPE Credit in Other States

Please indicate the states in which you would like to receive credit on your registration form, and we will assist in that process. Payment of any out of state fees are the responsibility of the attendee.

### Accommodations

A block of rooms has been reserved at a special rate at The Franklin Hotel. This beautiful hotel is located at 311 West Franklin Street in the heart of downtown Chapel Hill, just steps away from fine restaurants and boutiques, museums, theaters, art galleries, sports and performing arts venues and the University of North Carolina at Chapel Hill. Please make reservations directly with the hotel by calling (866) 831-5999.

### Questions?

If you have any questions, contact the Office of CLE at (919) 962-1679 or szatkow@email.unc.edu.

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THE 2009 J. NELSON YOUNG TAX INSTITUTE  APRIL 30 - MAY 1
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