



Minnesota Continuing  
State Bar Legal Education  
Association

2550 UNIVERSITY AVENUE WEST, SUITE 160-S SAINT PAUL MN 55114

DATED MATERIAL — PLEASE EXPEDITE!

Nonprofit Org.  
U.S. Postage  
PAID  
Minnesota Continuing  
Legal Education



Co-presented by Minnesota CLE and  
the MSBA Tax Law Section



Featuring a chance  
to win great prizes,  
including the new  
Apple iPad3!



For more information

Scan code for more information  
or to register for this course.

REGISTRATION / ORDER FORM

012-13 | mjc

# The 72nd Annual Tax Institute

Tuesday & Wednesday, December 4 & 5, 2012  
Minnesota CLE Conference Center

PLEASE "✓" APPROPRIATE BOX BELOW:

LIVE PRESENTATION: 12/4-5/12

- \$385 MSBA member  
 \$385 paralegal  
 \$475 standard rate  
 I have a MN CLE Season Pass<sup>SM</sup>.

Pass # \_\_\_\_\_

VIDEO REPLAY: 12/17-18/12

- \$355 MSBA member  
 \$355 paralegal  
 \$445 standard rate  
 I have a MN CLE Season Pass<sup>SM</sup>.

Pass # \_\_\_\_\_

NEW LAWYER DISCOUNT!

- I was first admitted to the bar after December 4, 2009, and have deducted \$60 from the registration fee marked at left.

Check here if address below is new.

Name (first) \_\_\_\_\_ (mi) \_\_\_\_\_ (last) \_\_\_\_\_

Firm \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_

Phone \_\_\_\_\_ Fax \_\_\_\_\_

Email \_\_\_\_\_

Attorney License Number (if applicable) \_\_\_\_\_

Profession, if non-attorney \_\_\_\_\_

ENCLOSED IS \$ \_\_\_\_\_ BY:

Check (payable to Minnesota CLE)

VISA  MasterCard  Discover  AmEx

Card No. \_\_\_\_\_ Expires \_\_\_\_\_

Signature \_\_\_\_\_



Can't Attend?  
You can still get the  
written materials!

I cannot attend.  
Please send me:

\_\_\_\_\_ copy(ies) of the written materials  
at \$100 each.

Available 12/12/12.

Cost of book(s) \$ \_\_\_\_\_

Shipping & Handling \$ \_\_\_\_\_

Subtotal \$ \_\_\_\_\_

Tax \$ \_\_\_\_\_

TOTAL \$ \_\_\_\_\_

COST OF BOOK(S)	S & H
\$25.01 – 50 .....	\$6
\$50.01 – 75 .....	\$7
\$75.01 – 100 .....	\$8
\$100.01 – 150 .....	\$9
\$150.01 – 250 .....	\$12
\$250.01 + .....	\$15

TAX ON SUBTOTAL	
Pick the appropriate tax based on where the book is received.	
Minneapolis, MN .....	7.775%
Saint Paul, MN .....	7.625%
Hennepin Co. (outside Mpls.) .....	7.275%
Ramsey Co. (outside St. Paul) .....	7.125%
Anoka, Dakota, Washington Co. ....	7.125%
All other MN .....	6.875%
Outside MN .....	exempt

LIVE PRESENTATION

Tuesday & Wednesday, December 4 & 5, 2012  
Minnesota CLE Conference Center  
600 Nicollet Mall, Suite 370; Minneapolis

VIDEO REPLAY

Replay will show plenary sessions, plus the most popular presentation from each breakout session. There is no guarantee that the ethics and bias breakouts will be taped. Lunch and the luncheon presentation are not included at the video replay. Schedule time may vary due to abbreviated lunch periods. Start time is as indicated below.

Minneapolis – 12/17-18/12  
(Registration 8:30; Replay 9:00 a.m.)  
Minnesota CLE Conference Center  
600 Nicollet Mall, Suite 370; Minneapolis

CREDITS

Minnesota CLE is applying to the Minnesota State Board of Continuing Legal Education for **9.5 CLE credits for the live seminar**, including **1.0 ethics credit for breakout session #7** and **1.0 elimination of bias credit for breakout session #5**. The maximum amount of credits an attendee may claim for the live seminar is **9.5**.

Minnesota CLE is applying to the Minnesota State Board of Continuing Legal Education for **8.75 CLE credits for the video replay**.

NEW LAWYER SCHOLARSHIP PROGRAM

In recognition of the challenges facing lawyers entering the profession, Minnesota Continuing Legal Education has established a scholarship program for unemployed and underemployed lawyers admitted less than three years. Those wishing to apply for such assistance should contact Grant at 651-254-2111 or [gdavies@minncle.org](mailto:gdavies@minncle.org) for details.

CANCELLATION / NO-SHOW POLICY

Paid registrants who cancel their registration at least 3 business days before the program will receive a full credit on their account; if fewer than 3 business days, a \$25 administrative fee will be deducted. Paid registrants who fail to attend will receive the written materials. Passholders may purchase the course materials at 50% of the full retail price.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend this seminar, please contact Minnesota CLE as soon as possible at 2550 University Avenue West, Suite 160-S, Saint Paul, MN 55114 or call us at 651-227-8266 or 800-759-8840.

QUESTIONS?

Call us at 651-227-8266 or 800-759-8840 or visit us on the web at [www.minncle.org](http://www.minncle.org).

TO REGISTER:

MAIL TO: Minnesota CLE  
2550 University Ave. W, Suite 160-S  
St. Paul, MN 55114

FAX TO: 651-227-6262

GO ONLINE: [www.minncle.org](http://www.minncle.org)

OR CALL: 651-227-8266 or 800-759-8840

# Tax Institute

Join an all-star faculty and your colleagues at the premier tax event of the year!

Whether you advise clients directly on tax law or simply need to alert them to potential concerns, the Tax Institute – with **4 timely plenary sessions** and **10 breakout sessions** – is the easiest way to make sure you are up-to-date on the tax issues affecting your practice.

Also opportunities to earn an hour towards your **ethics** and **elimination of bias credit** requirements.

And you won't want to miss the annual **Tax Institute Reception on Day 1** at the Minnesota CLE Conference Center, with a chance to win **great prizes including an Apple iPad3!**

The 2012 Tax Institute welcomes special guest speaker:



**Sheldon M. Kay**, Deputy Chief of Appeals for the Internal Revenue Service, who will address attendees at the **Tax Institute Luncheon on Day 1 at the Radisson Plaza Hotel Minneapolis**. Join Deputy Kay as he presents an inside look at the IRS Appeals Division and shares his insights on maximizing effectiveness at the appellate level.

Tuesday & Wednesday, December 4 & 5, 2012

Minnesota CLE Conference Center | 600 Nicollet Mall, Suite 370 | Minneapolis

## Day 1 – Tuesday, December 4, 2012

8:15 – 8:45 A.M. CHECK-IN & CONTINENTAL BREAKFAST

8:45 – 9:00 A.M.

### Welcome and Introduction

– *Nicholas A. Furia*  
MSBA Tax Law Section Chair

9:00 – 10:30 A.M.

### Federal Business Tax Law Update

Post-election business tax planning for the balance of 2012 and into 2013 continues to be complicated by uncertainty regarding expired investment incentives. This session will provide an update of federal tax legislation, regulations, and cases and discuss the impact on the 2012 tax season and 2013 tax planning.

– *Mark A. Sellner*

10:30 – 10:45 A.M. BREAK

10:45 – 11:45 A.M.

### Federal Individual Tax Law Update

Post-election individual tax planning for the balance of 2012 and into 2013 continues to be complicated by uncertainty regarding tax rates. This session will provide an update of federal tax legislation, regulations, and cases and discuss the impact on the 2012 tax season and 2013 tax planning.

– *Mark A. Sellner*

11:45 A.M. – 1:15 P.M.  
INSTITUTE LUNCHEON – RADISSON PLAZA HOTEL MINNEAPOLIS

12:15 – 1:00 P.M.  
LUNCHEON PRESENTATION

### Inside the IRS Appeals Division: How to Maximize Your Appeals Experience

– *Sheldon M. Kay*  
Deputy Chief of Appeals  
Internal Revenue Service

1:15 – 2:15 P.M.  
BREAKOUT SESSION A

#### 1 S Corporations – Update and Planning Opportunities

An analysis of the most current regulations, rulings, cases, and legislation that affect S corporations and subsequent planning opportunities.

– *Jack W. Carlson*

#### 2 Significant Multistate Sales Tax and Income Tax Developments

This discussion will highlight recent sales and income tax developments. Included will be an update on changes to the corporate tax regimes in California, District of Columbia, North Carolina, as well as other states. There will also be a review of selected significant sales and income tax litigation, including the California decisions in *Gillette* and *General Mills*, along with a discussion of the congressional activity regarding remote seller rules.

– *Daniel P. Bartholet & William J. Lunka*

#### 3 911: Medical Device Excise Tax

This session will address recent developments in the medical device excise tax (scheduled to become effective January 1, 2013), compliance challenges facing taxpayers, and planning opportunities. The panel will pull from real world experiences working with clients and within the pulse of Washington, D.C.

– *Denise Miley, Stacy D. Rubsam & Mel Schwarz*

2:15 – 2:30 P.M. BREAK

2:30 – 3:30 P.M.  
BREAKOUT SESSION B

#### 4 Federal Subchapter K Update

Partnerships and LLCs taxed under Subchapter K continue to be a source of deep division among lawmakers and courts, resulting in questions and uncertainty for tax planners. This session will provide an update of federal tax legislation and proposed legislation under Subchapter K, regulations, and cases and discuss planning opportunities for the 2012 and 2013 tax years.

– *Emily M. Chad & Sara M. Reisdorf*

#### 5 The Business Case for Diversity

*1.0 elimination of bias credit*

Diversity in the legal profession is not only the right thing to do, it is good for business. This session will explain the financial and practical benefits of diversity, including attracting and retaining talented attorneys, reducing turnover, creating a productive work environment, enhancing business development efforts, and more.

– *Roy S. Ginsburg*

3:30 – 3:45 P.M. BREAK

3:45 – 4:45 P.M.

### Racing Against Taxmageddon: A Report from Capitol Hill

Congress left town for the election without resolving a multitude of tax issues, from the continued existence of the research credit to what tax rates will apply in 2013. This session will review the results of the election and examine how those results may affect the resolution of these and other current tax legislative issues, as well as the outlook for fundamental tax reform in the next Congress.

– *Mel Schwarz*

4:45 – 5:30 P.M.

### Tax Institute Reception

Join us for complimentary food, beverages, and the chance to win great prizes including an Apple iPad3!



## Day 2 – Wednesday, December 5, 2012

8:00 – 8:30 A.M. CONTINENTAL BREAKFAST

8:30 – 9:45 A.M.

### Minnesota Tax Law Update

An overview of the major tax changes from this year's legislative session as well as significant Minnesota cases and policy developments.

– *Dale H. Busacker & Tamar Gronvall*

9:45 – 10:00 A.M. BREAK

10:00 – 11:00 A.M.  
BREAKOUT SESSION C

#### 6 Taxation of Earn-Outs, Escrows and Deferred Purchase Price in M&A Transactions

Most M&A transactions contain some element of deferred or contingent consideration. This session will discuss the taxation of various forms of contingent and deferred consideration in taxable M&A transactions from both the buyer's and seller's perspectives. The speakers will address the application of installment sales rules, interest charge rules of Section 453A, open transaction treatment, OID, and imputed interest issues and the taxation of funds held in escrow.

– *Tucker D. Gorden & Mark D. Salsbury*

#### 7 Tax Ethics: Recent Developments

*1.0 ethics credit*

The Department of the Treasury has announced significant changes to Circular 230 which, if adopted, will substantially simplify the ethical rules applicable to providing written tax advice. This session will cover these and other proposed changes to Circular 230.

– *Walter A. Pickhardt*

#### 8 Update on International Tax Issues and Proposals for Reform

This interactive session for both non-tax professionals and tax practitioners alike will present an overview of recent developments in U.S. and international tax matters, international acquisitions and business expansions abroad, tax treaties, international licensing, and foreign account reporting. The session will address U.S. international tax policy and various reform proposals regarding our current international tax system, including how VAT could work in the U.S.

– *Kenneth S. Levinson & Gerald J. Morris*

11:00 – 11:15 A.M. BREAK

11:15 A.M. – 12:15 P.M.  
BREAKOUT SESSION D

#### 9 Employee or Independent Contractor

Yes, this is still an issue and the stakes can be high. Companies are struggling to find ways to legitimately reduce their costs of operation, governments want to make sure they are collecting all appropriate taxes and protecting workers, and attorneys for the workers are fighting to assure their clients' status as employees so they are entitled to all of the legal rights of employees. It is very easy for companies to make mistakes. This session is designed to update you on recent issues in the area, give you insight into how the government views the issues, and present you with some best practices for properly utilizing independent contractors.

– *Jess Crassweller, Ryan E. Mick & Thomas M. Regan*

#### 10 Hot Topics in Corporate Taxation

This session will cover recent changes and developments in corporate tax law targeted at mid-size and closely-held companies. The tax laws continue to change and evolve as Congress, courts, and the IRS craft laws and guidance designed to advance tax policies, target aggressive tax planning, and assist taxpayers with compliance. This presentation will cover recent shareholder, corporate, and business tax developments and will focus on year-end tax planning and new opportunities. This session will be helpful if your practice involves representing corporations or clients who own or invest in corporations.

– *Kevin W. Kaiser*

# Faculty & Planners

◆ **Allison Woodbury Leppert**  
Course Chair  
Leonard Street and Deinard PA  
Minneapolis

**Daniel P. Bartholet**  
Grant Thornton LLP  
Minneapolis

◆ **Yuri B. Berndt**  
Moss & Barnett PA  
Minneapolis

◆ **Heather J. Broneak**  
University of Minnesota  
Minneapolis

◆ **Donald J. Brown**  
Cargill, Incorporated  
Minneapolis

**Dale H. Busacker**  
Grant Thornton LLP  
Minneapolis

◆ **Patrick J. Butler**  
KPMG, LLP  
Minneapolis

**Jack W. Carlson**  
Thomsen & Nybeck, P.A.  
Bloomington

**Emily M. Chad**  
Fredrikson & Byron, P.A.  
Minneapolis

**Jess Crassweller**  
Minnesota Department of Revenue  
Saint Paul

◆ **Gina B. DeConcini**  
Oppenheimer Wolff & Donnelly LLP  
Minneapolis

◆ **Nicholas A. Furia**  
Law Offices of Nicholas A. Furia, PLLC  
Eden Prairie

**Roy S. Ginsburg**  
Attorney at Law  
Minnetonka

**Tucker D. Gorden**  
PricewaterhouseCoopers LLP  
Minneapolis

◆ **Alan Gregerson**  
Internal Revenue Service  
Bloomington

**Tamar Gronvall**  
Office of the Minnesota Attorney General  
Saint Paul

**Kevin W. Kaiser**  
Lindquist & Vennum PLLP  
Minneapolis

**Sheldon M. Kay**  
Deputy Chief of Appeals  
Internal Revenue Service  
Washington, D.C.

◆ **William D. Klein**  
Gray Plant Mooty  
Minneapolis

◆ **Jed D. Larkin**  
3M Company  
Saint Paul

**Kenneth S. Levinson**  
Faegre Baker Daniels LLP  
Minneapolis

**William J. Lunka**  
Grant Thornton LLP  
Minneapolis

**Ryan E. Mick**  
Dorsey & Whitney LLP  
Minneapolis

**Denise Miley**  
Grant Thornton LLP  
Minneapolis

**Gerald J. Morris**  
General Mills, Inc.  
Minneapolis

◆ **Michael E. O'Brien**  
Regan Tax Law  
Minneapolis

◆ **Ann M. Petersen**  
Jones Lang LaSalle  
Minneapolis

**Walter A. Pickhardt**  
Faegre Baker Daniels LLP  
Minneapolis

**Thomas M. Regan**  
Regan Tax Law  
Minneapolis

**Sara M. Reisdorf**  
Fredrikson & Byron, P.A.  
Minneapolis

◆ **Stacy D. Rubsam**  
Grant Thornton LLP  
Minneapolis

◆ **Mark D. Salsbury**  
Lindquist & Vennum PLLP  
Minneapolis

◆ **John C. Schmittiel**  
IRS Office of Chief Counsel  
Saint Paul

**Mel Schwarz**  
Grant Thornton LLP  
Washington, D.C.

**Mark A. Sellner**  
Tax Adviser  
Minneapolis

◆ **Robert J. Stuart**  
Best Buy Enterprise Services, Inc.  
Richfield

**Special thanks to the Planning Committee for its outstanding contribution of time and expertise in planning this Institute.**