



Minnesota State Bar Association
Continuing Legal Education

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

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Legal Education



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



In honor of the
70th Annual Tax Institute
you will have the chance
to win a **32-inch LCD
Television!**

The 70th Annual Tax Institute

You don't have to be a tax law professional to benefit from the Tax Institute!

Whether you advise clients directly on tax law or simply need to alert them to potential concerns, the Tax Institute – with its mix of **plenary sessions and 12 timely breakout sessions** – is the easiest way to make sure you are up-to-date on issues affecting your practice.

You will also have the opportunity to earn an hour toward both your **ethics and elimination of bias credit requirements!**

This year's special guest speaker is:

Karen L. Hawkins

Director, Office of Professional Responsibility
Internal Revenue Service
Washington D.C.



Plan on joining us for the **Tax Institute Luncheon on Day 1 at the Radisson Plaza Hotel Minneapolis.**

And you won't want to miss the annual **Tax Institute Reception on Day 1** (at the Minnesota CLE Conference Center) featuring complimentary cocktails and hors d'oeuvres plus your chance to win great prizes including a **32-inch LCD Television!**

Thursday & Friday, December 2 & 3, 2010

Minnesota CLE Conference Center | Seventh Street & Nicollet Mall | Third Floor City Center | Minneapolis

Video replay details on reverse.

REGISTRATION / ORDER FORM

[024-11 | ldo]

The 70th Annual Tax Institute

December 2 & 3, 2010
Minnesota CLE Conference Center

PLEASE "✓" APPROPRIATE BOX BELOW:

LIVE: 12/2-3/10

- \$385 MSBA member \$385 paralegal
 \$475 standard rate

VIDEO REPLAY: (No lunch provided)

- \$355 MSBA member \$355 paralegal
 \$445 standard rate

Location: _____

Date: _____

- I have a Minnesota CLE Season PassSM.

Pass # _____

NEW LAWYER DISCOUNT!

- I was first admitted to the bar after December 2, 2007, and have deducted \$60 from the registration fee marked above.

ENCLOSED IS \$ _____ BY:

- Check (payable to Minnesota CLE)
 VISA MasterCard Discover AmEx

Card No. _____

Expiration _____

Signature _____

PLEASE "✓" BREAKOUT CHOICES:

Session A	Session B	Session C	Session D	Session E
<input type="checkbox"/> #1	<input type="checkbox"/> #4	<input type="checkbox"/> #7	<input type="checkbox"/> #9	<input type="checkbox"/> #11
<input type="checkbox"/> #2	<input type="checkbox"/> #5	<input type="checkbox"/> #8	<input type="checkbox"/> #10	<input type="checkbox"/> #12
<input type="checkbox"/> #3	<input type="checkbox"/> #6			

- 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 _____

PROGRAM MATERIALS:

I cannot attend.
Please send me the following:
_____ copy(ies) of the manual at
\$110 each. (available 12/10/10)

Cost of book(s).....\$ _____

Shipping/Handling.....\$ _____

Subtotal.....\$ _____

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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
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Dates & Locations

LIVE PRESENTATION:

**Minneapolis –
December 2 & 3, 2010**
Minnesota CLE Conference Center
Seventh Street & Nicollet Mall
Third Floor City Center

VIDEO REPLAYS:

Replays 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 is not included at the video replays. Schedule times may vary due to abbreviated lunch periods. Start times are as indicated below.

Minneapolis – 12/20-21/10
(Reg. 8:30; Replay 9:00)
Minnesota CLE Conference Center
Seventh Street & Nicollet Mall
Third Floor City Center

Minneapolis – 1/6-7/11
(Reg. 8:30; Replay 9:00)
Minnesota CLE Conference Center
Seventh Street & Nicollet Mall
Third Floor City Center

Moorhead – 2/1-2/11
(Reg. 9:00; Replay 9:15)
Moorhead Public Library
118 Fifth Street

QUESTIONS?

Call 651-227-8266 or
800-759-8840.

Or, visit us online at
www.minncle.org.

TO REGISTER:

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

FAX TO:
651-227-6262

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

GO ONLINE:
www.minncle.org

Day 1 Thursday, December 2, 2010

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

8:45 – 9:00 A.M.
Welcome & Introduction
– *Gina B. DeConcini*
MSBA Tax Law Section Chair

9:00 – 10:30 A.M.
Federal Business Tax Law Update
The past year’s statutory, regulatory and judicial business tax developments that are of particular interest to the tax practitioner.
– *Stacy D. Rubsam & Timothy Stoeger*

10:30 – 10:45 A.M.
BREAK

10:45 – 11:45 A.M. BREAKOUT SESSION A

1 **Property Tax Appeals: A Practical Guide for Attorneys**

Mr. Furia, whose practice is exclusively devoted to property tax appeals, will guide you through the basic issues in a property tax appeal case including jurisdictional issues, potential claims, valuation issues, discovery, trial, and appeal.
– *Nicholas A. Furia*

2 **Current Developments in U.S. Tax Treaties and Other Hot Topics in International Tax**

When operating or expanding abroad (by acquisition, licensing, sales, distribution, or manufacturing), U.S. businesses and private equity investors need to anticipate various U.S. and foreign tax issues in their contracts and structures to avoid inadvertent or unexpected tax liabilities. This session will provide an overview for non-international tax specialists of various topics in these areas including:

- an overview of U.S. tax rules that affect various structures and issues applicable to foreign operations
- how to utilize entities abroad that qualify for U.S. “flow through” tax treatment
- key developments in tax treaties
- expansion of the “permanent establishment” concept under various tax treaties
- investment structures and contract provisions that reduce exposure to inadvertent U.S. and foreign tax
- U.S. reporting of foreign bank accounts future reporting of financial transfers abroad under FATCA

– *Kenneth S. Levinson*

3 **Mergers and Acquisitions – Tax Due Diligence**

This session will address a purchaser’s exposure to successor liability for federal and state taxes

in acquiring the assets or ownership interests of various legal entities.
– *Patrick J. Butler & Jodie Scott*

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

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

The Office of Professional Responsibility

An overview and a reality check.
– *Karen L. Hawkins*
Director, Office of Professional Responsibility
Washington, D.C.

1:15 – 2:15 P.M. BREAKOUT SESSION B

4 **Significant Multistate Sales Tax and Income Tax Developments**

This discussion will highlight recent multistate sales and income tax developments. Included will be an update on changes in corporate income tax regimes, including California, Michigan, Oklahoma, Texas, and Washington as well as other states. There will also be a review of selected significant litigation in other states such as the *Pfizer* decision in New Jersey, the *HMN Financial* ruling in Minnesota, and the *Ohio Grocers Association* decision, along with a discussion of the significant amnesty programs offered by state taxing authorities. There will also be discussion on the status of current developments involving the Streamlined Sales and Use Tax Agreement and of the provisions and the current status of two proposed federal bills (1) providing a minimum nexus standard for state business taxes and (2) limiting the ability of a state to impose income taxes on nonresidents who are temporarily working in the state.
– *Daniel P. Bartholet & Robert M. Eperjesy*

5 **Non-Cash Executive Compensation 101**

From incentive stock options, nonqualified options and restricted stock units to personal use of corporate jets and other perks, this session will cover the introductory level waterfront of different kinds of non-cash executive compensation and the basic taxation and reporting issues that go along with them.
– *Gina B. DeConcini & Andrew J. Neuharth*

6 **Ethical Lessons from the Office of Professional Responsibility**

1.0 ethics credit applied for
The Office of Professional Responsibility for the Internal Revenue Service (OPR) establishes and enforces consistent standards of competence, integrity, and conduct for tax professionals covered by IRS Circular 230. Local practitioners will join Karen L. Hawkins to discuss IRS strategy to enhance enforcement of the tax law and to

ensure that attorneys, accountants, and other tax practitioners adhere to professional standards and follow the law.
– *Karen L. Hawkins, Thomas E. Brevier & TBD*

2:15 – 2:30 P.M.
BREAK

2:30 – 3:30 P.M.
Federal Individual Update

The recent issues impacting individual taxation, including legislative, regulatory and case law developments. Opportunities and pitfalls associated with these developments will be highlighted, with emphasis placed on proactive steps to achieve the best taxpayer results.
– *Stacy D. Rubsam & Timothy Stoeger*

3:30 – 3:45 P.M.
BREAK

3:45 – 4:45 P.M. BREAKOUT SESSION C

7 **FBARs, Undisclosed Foreign Accounts and New Reporting Requirements**

This session will address the current foreign financial account reporting rules and related penalties, the options available to taxpayers that have not filed FBARs, and the new reporting requirements and penalties that were passed as a funding mechanism for the HIRE Act.
– *Robert J. Stuart & Masha M. Yevzelman*

8 **Panel Presentation on Collection Due Process: What the Heck is CDP and How Do I Handle a CDP Case?**

The panel will discuss the practical aspects of handling a Collection Due Process case, as well as a discussion on the recent trends and current developments in CDP cases. The panel will include perspectives from an IRS Counsel attorney, a private tax attorney, and the manager of IRS settlement officers who conduct the CDP hearing with the taxpayers.
– *Teresa Cismowski, Mark A. Pridgeon & Kristin Timmons*

4:45 P.M. **Institute Reception!**

Join us for complimentary food, drinks, and great PRIZES including a 32-inch LCD television! The prize drawing will be held at approximately 5:00 p.m. You must be present to win.



Day 2 Friday, December 3, 2010

8:00 – 8:30 A.M.
CHECK-IN AND 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 tax cases and policy developments.
– *Jerome A. Geis & Tamar N. Gronvall*

9:45 – 10:00 A.M.
BREAK

10:00 – 11:00 A.M. BREAKOUT SESSION D

9 **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*

10 **Economic Substance and State Taxation**

This session will review the evolution of the economic substance doctrine with a focus on state tax law, including recent Minnesota case law.
– *Walter A. Pickhardt*

11:00 – 11:15 A.M.
BREAK

11:15 – 12:15 P.M. BREAKOUT SESSION E

11 **Partnership and LLC Update**

This session will review and discuss the past year’s tax law changes, new regulations, cases, and pertinent rulings that impact entities taxes as partnerships or LLCs. The discussion will focus on how these changes might impact the typical small and middle market businesses being served by most practitioners.
– *Joseph F. Schlueter*

12 **Elimination of Bias: Distressed Economy = Distressed Clients: What Should We Know, How Can We Help?**

1.0 elimination of bias credit (applied for)
This program will address how financial stress gives rise to emotional problems and how it may manifest itself. The speakers will discuss the ranges of stress and distress, common psychological disorders lawyers may encounter, the lawyer’s roles when impairment may be present, how a lawyer can reach out to recommend or offer assistance, and what resources are available.
– *Joan M. Bibelhausen & Dr. Valerie Golden*

12:15 P.M.
CONFERENCE ADJOURNS

Karen L. Hawkins
Director, Office of Professional Responsibility
Internal Revenue Service; Washington, D.C.

Karen Hawkins has been Director of the IRS Office of Professional Responsibility since April, 2009. Ms. Hawkins was formerly in private practice as a Member of Taggart & Hawkins, P.C., bringing 30 years of practice experience to her IRS position. She is a past Chair of the Taxation Section of the State Bar of California, a past chair of the ABA Taxation Section Subcommittee on Civil Penalties, and the ABA Taxation Section IRS Liaison Meetings Committee. She served as a Director on the Council of the ABA Taxation Section, as the Section’s Vice-Chair Professional Services. Ms. Hawkins is also a Fellow of the American College of Tax Counsel. She earned her J.D. and MBA – Taxation degrees from Golden Gate University in San Francisco. She also holds an M.Ed. from the University of California, Davis. Ms. Hawkins writes and speaks extensively on all aspects of civil and criminal tax controversy issues and on ethics in tax practice.

◆ **Robert J. Stuart**
Institute Chair
Fredrikson & Byron PA; Minneapolis

Daniel P. Bartholet
Grant Thornton LLP; Minneapolis

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

Joan M. Bibelhausen
Lawyers Concerned for Lawyers; Saint Paul

Thomas E. Brevier
Foster & Brevier PLLC; Saint Anthony

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

◆ **Donald J. Brown**
Cargill, Inc.; Minneapolis

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

Jack W. Carlson
Thomsen & Nybeck PA; Edina

Teresa Cismowski
Internal Revenue Service; Saint Paul

◆ **Christina L. Cook**
IRS Office of Chief Counsel; Saint Paul

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

Robert M. Eperjesy
Grant Thornton LLP; Minneapolis

Nicholas A. Furia
Law Offices of Nicolas A. Furia PLLC; Eden Prairie

Jerome A. Geis
Briggs and Morgan, PA; Saint Paul

Dr. Valerie Golden
Dr. Valerie Golden at Clinical Psychologist; Minneapolis

◆ **Alan Gregerson**
Internal Revenue Service; Bloomington

Tamar N. Gronvall
Minnesota Attorney General’s Office; Saint Paul

◆ **Frances H. Holmes**
IRS Office of Chief Counsel; Saint Paul

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

◆ **Jed D. Larkin**
3M Tax; Saint Paul

Kenneth S. Levinson
Faegre & Benson LLP; Minneapolis

Andrew J. Neuharth
Oppenheimer Wolff and Donnelly LLP; Minneapolis

Walter A. Pickhardt
Faegre & Benson LLP; Minneapolis

Mark A. Pridgeon
Pridgeon Law Office; Edina

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

Joseph F. Schlueter
LarsonAllen LLP; Minneapolis

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

Jodie Scott
KPMG, LLP; Minneapolis

Timothy Stoeger
Grant Thornton LLP; Minneapolis

Kristin Timmons
IRS Office of Chief Counsel; Saint Paul

Masha M. Yevzelman
Fredrikson & Byron PA; Minneapolis

About the Institute

CREDITS

Minnesota CLE will be applying to the Minnesota State Board of Continuing Legal Education for **9.5 hours of CLE credit**. Minnesota CLE has applied for **1.0 hours of ethics credit for breakout session #6** and for **1.0 hours elimination of bias credit for breakout session #12**. If you claim ethics or bias credit for this course, you must deduct those special credits from the 9.5 hours of “standard” credit. (For example, if you attend session #6, you may claim a maximum of 8.5 standard credits and 1.0 hours ethics credit for a total of 9.5 credits.) In no case can you claim more than **9.5 total credits** for this seminar.

CANCELLATION / NO-SHOW POLICY

Paid registrants who cancel their registration at least 72 hours before the program will receive a full credit on their account; if fewer than 72 hours, a \$25 administrative fee will be deducted. Paid registrants who fail to attend will receive the written materials. Passholders may purchase the materials at 50% of the full retail price.

ACCOMMODATION

If you have a disability and need an accommodation in order to attend, 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.