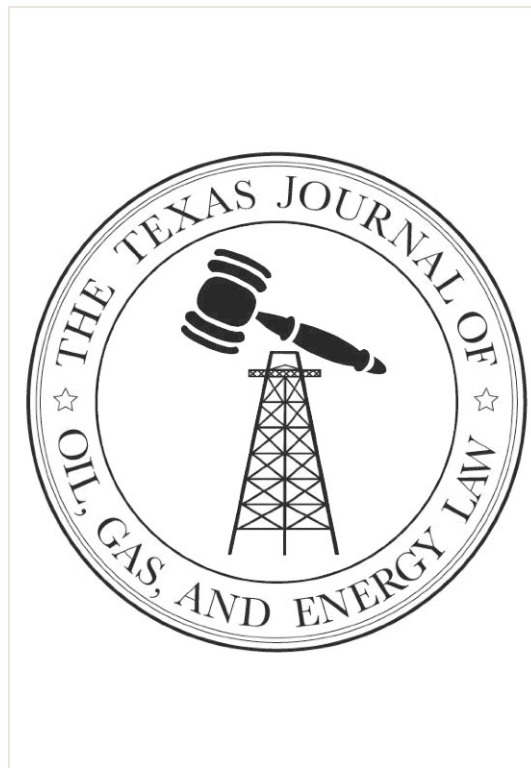


**THE THIRD ANNUAL
TEXAS JOURNAL OF OIL, GAS AND
ENERGY LAW
CLE SYMPOSIUM**



“International and Domestic Transactions:

*Taxation, Compliance, and Everything
You Need to Know to Close the Deal”*

**January 24-25, 2008
Eidman Courtroom
The University of Texas School of Law**

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Welcome

The members of the Texas Journal of Oil, Gas, and Energy Law welcome you to our Third Annual CLE Symposium. With presenters including leading academics, consultants, practitioners, and government officials, this year's symposium promises to be an excellent forum for dynamic and informative discussion about international and domestic transactions.

The Symposium is presented by the *Texas Journal of Oil, Gas, and Energy Law* (TJOGEL), one of the newest journals published by The University of Texas School of Law. TJOGEL remains the only entirely student-edited journal dedicated exclusively to research and scholarship in the energy law field. Formally created and endorsed by the Dean in the summer of 2005, TJOGEL begins 2008 with a full staff dedicated to building the Journal into the premier source for energy law discourse in the country. The Journal is published under the umbrella of the UT Publications department, and we encourage you inquire about subscriptions or donations at <http://www.utexas.edu/law/publications>. The third volume will be published this spring.

Note on Symposium Format

Rather than calling for papers and building the Symposium around submissions, we are using the Symposium itself as a call for papers. All presentations will be recorded and posted online, and we encourage the submission of articles or notes in response. Detailed instructions will be available on our website, www.tjogel.org, following the event. Our Director of Submissions, Mayes Middleton, will be happy to answer any questions. Please feel free to contact him at mayes.middleton@mail.utexas.edu.

Symposium Schedule

Thursday, January 24

8:15 AM	Registration and Breakfast	Free Breakfast in the Jamail Pavilion
9:25 AM	Cramer Miller Symposium Director	Welcome and Opening Remarks
9:30 AM	Shay Kuperman Vinson & Elkins LLP	<i>The Basics of International Transactions</i>
10:30 AM	Bill Buck ExxonMobil Corporation	<i>US Compliance in the Complex World of International Oil and Gas Transactions</i>
11:30 AM	Lunch	Free Lunch in the Jamail Pavilion
1:00 PM	Brandon F. Seale Lewis Petro Properties & TJOGEL Executive Editor	<i>PEMEX's E&P Initiatives and Pipeline/Transmission Opportunities for US Companies</i>
2:00 PM	Cullen "Mike" Godfrey Texas A&M System	
	Sarah Bremer Vinson & Elkins LLP	<i>Panel – Lessons Learned from International Transactions</i>
	Katy Wells Advanced Micro Devices, Inc.	
	Frank Cascio, Jr. Barnes & Cascio LLP	
3:00 PM	John S. Dzienkowski The University of Texas School of Law	<i>Energy Law Ethics</i>

Friday, January 25

8:15 AM	Registration and Breakfast	Free Breakfast in the Jamail Pavilion
9:30 AM	Michael S. Telle Bracewell & Giuliani LLP	<i>Business Structures</i>
10:30 AM	Bob Peroni The University of Texas School of Law	<i>The Prospects for Fundamental Tax Reform and its Effects on the Energy Industry</i>
11:30 AM	Lunch	Free Lunch in the Jamail Pavilion
12:30 PM	Pete Vermillion Kelly Hart & Hallman LLP	<i>Accommodation Doctrine, Trends Regarding Urban Drilling, and Surface Use Battles</i>
1:30 PM	Commissioner Victor Carrillo Texas Railroad Commission Pedro J. Resendez Bocanegra Gonzalez Calvillo S.C.	<i>Panel – Current Initiatives Fostering Energy Transactions Between Texas and Mexico</i>
2:45 PM	Leslie Ritchie TJOGEL Editor-in-Chief	Thank You and Closing Remarks

Symposium Presenters

(Listed in order of appearance)

Shay Kuperman

Vinson & Elkins LLP
Houston, TX

The Basics of International Transactions

Thursday, January 24, 9:30am

Shay's principal area of practice focuses on international and business law. He principally advises large energy companies in international and domestic mergers and acquisitions. He has worked on transactions in many countries throughout the Americas, Asia, and West Africa.

New York University School of Law, J.D., 2002

University of Texas, B.B.A. International Business with highest honors, 1999

Other Language: Fluent in Spanish

William R. Buck

ExxonMobil Corporation
Houston, Texas

US Compliance in the Complex World of International Oil and Gas Transactions

Thursday, January 24, 10:30am

Bill Buck obtained both his B.Sc. (in Mineral Land Management) and JD from the University of Colorado in Boulder. Bill first joined Mobil Corporation as a part time law clerk in 1981 and became a full time attorney in Mobil's New York headquarters upon graduation from law school in 1983. Bill held multiple positions with Mobil Corporation prior to Mobil's merger with Exxon Corporation in 1999, including: Counsel in support of domestic Upstream Operations (New York, New Orleans and Dallas); General Counsel of its Upstream Operations in Norway (Stavanger, Norway); Assistant General Counsel of Mobil Chemical Company (Rochester, New York); Planning Coordination Manager (Mobil Headquarters, Fairfax, VA); and North American Strategic Planning Manager (Dallas). Since the merger and formation of ExxonMobil Corporation, Bill has spent two years focused on international financings and SEC compliance issues (ExxonMobil Headquarters, Irving, TX) and six years in Houston supporting a group within ExxonMobil Exploration Company focused on securing new business opportunities primarily, but not exclusively, in the Middle East. In November 2007, Bill became Assistant Chief Attorney of ExxonMobil's Production Company with responsibility for the provision of legal support for ExxonMobil's North and South American Upstream Operations.

Brandon F. Seale

Lewis Petro Properties and TJOGELE Executive Editor
San Antonio, TX

PEMEX's E&P Initiatives and Pipeline/Transmission Opportunities for US Companies
Thursday, January 24, 1:00pm

Brandon Seale has worked for Lewis Petro Properties since 2003, focusing on international projects in Mexico and Colombia. He is in his fourth year of the joint J.D./MBA program at The University of Texas and is a founder and former Editor-in-Chief of the Texas Journal of Oil, Gas and Energy Law.

Cullen "Mike" Godfrey

Texas A&M System
College Station, TX

Panel – Lessons Learned from International Transactions
Thursday, January 24, 2:00pm

Mike is the General Counsel of The Texas A&M University System. Prior to his service in higher education, Godfrey had extensive experience in the oil and gas industry, including ten years as the general counsel of a Texas based integrated petroleum and petrochemical company. Mike is Board Certified in Oil, Gas and Mineral Law and has served on the Council of the Oil, Gas and Energy Law Section of the State Bar of Texas.

Sarah Bremer

Vinson & Elkins LLP
Austin, TX

Panel – Lessons Learned from International Transactions
Thursday, January 24, 2:00pm

Sarah Bremer is a mid-level associate in the corporate finance and securities group of the Austin office of Vinson & Elkins LLP. Her practice consists primarily of the representation of borrowers and lenders in syndicated financing transactions as well as the representation of private equity investors and funds in their respective investment and asset related transactions. Her practice involves international components on multiple levels and she travels frequently to Tokyo, Japan to coordinate the debt financing and related asset acquisitions of a large, Texas based private equity fund. In the course of her practice, Sarah works regularly with outside counsel in Japan, Luxembourg, Bermuda, the Cayman Islands and the United Kingdom.

Katy Wells
Advanced Micro Devices, Inc.
Austin, TX

Panel – Lessons Learned from International Transactions
Thursday, January 24, 2:00pm

Katy Wells is an AMD Corporate Vice President serving as Deputy General Counsel and Assistant Corporate Secretary. She supports AMD's Board of Directors, manages corporate governance programs and is actively involved in corporate compliance programs and international transactions. She also helps manage and oversee the day-to-day operations of AMD's law department and has direct management responsibility for a number of legal functions including those providing legal support to AMD's microprocessor, manufacturing and technology, sales and marketing, operations, real estate and EHS organizations. In support of AMD's commitment to health and safety, Katy was an active leader on a number of worker health initiatives sponsored by the Semiconductor Industry Association.

Katy is 10 year veteran of AMD. Prior to joining AMD, she worked in the Austin, Texas office of Baker Botts L.L.P. and the Washington, D.C. office of Wilmer, Cutler & Pickering. She is a 1987 Summa Cum Laude graduate of Lamar University and a 1991 graduate of Yale Law School, where she served as Co-Editor-in-Chief of the Yale Journal on Regulation. Following law school, she served as Law Clerk to the Honorable José A. Cabranes, U.S. District Court, District of Connecticut.

Holding licenses to practice in Texas and the District of Columbia, Katy is a member of the American Bar Association, the Austin Bar Association, the Association of Corporate Counsel, the Texas General Counsel Forum, the General Counsel Roundtable and the Society of Corporate Secretaries and Governance Professionals.

Outside AMD, Katy serves on the Board of the Texas Advocacy Project (a Texas statewide non-profit dedicated to providing access to justice for victims of domestic violence and sexual abuse), as a class agent for Yale Law School, on the Lamar University College of Arts & Sciences Advisory Council, as a 2008 McBee Fellow of the Austin Area Research Organization and as a Trustee for Austin's Hyde Park Christian Church. She was a founding Board member of the Austin Chapter of the Association of Corporate Counsel and has been involved in her children's activities as both a Cub Scout leader at St. Gabriel's Catholic School and a Godly Play teacher at their church.

Frank Cascio, Jr.
Barnes & Cascio LLP
Houston, TX

Panel – Lessons Learned from International Transactions
Thursday, January 24, 2:00pm

Frank Cascio has more than 30 years of experience negotiating and advising companies on upstream and midstream oil and gas acquisitions, divestiture, operations, financing and related transactions and activities. Mr. Cascio holds a bachelors degree in history from the Louisiana State University, and a juris doctorate degree from the Louisiana State University. Frank is licensed to practice law in Texas and Louisiana; and serves as a Vice President of International Programs for Operation Rainbow.

John S. Dzienkowski

John S. Redditt Professor in State and Local Government
The University of Texas School of Law
Austin, TX

Energy Law Ethics

Thursday, January 24, 3:00pm

JD 1983, University of Texas at Austin

BBA 1980, University of Miami

John is a summa cum laude graduate of the University of Miami with a Bachelor of Business Administration and a high honors graduate of the University of Texas School of Law. While in law school, John served as the editor-in-chief of the Texas Law Review and he received the honors of a member in the UT Chancellors and the Order of the Coif. He served as a judicial law clerk for Ninth Circuit Court of Appeals Judge Joseph Sneed in 1983-84 and for District of Massachusetts Judge Robert Keeton in 1984-85. John Dzienkowski began his teaching career at Tulane Law School in New Orleans and he joined the Texas faculty in 1988. John was a visiting professor at the George Washington University School of Law in 1992-93 and at Cornell Law School in 1995. In Spring 2002, John visited the University of Florida Levin College of Law as the Hurst Eminent Visiting Scholar, and in Fall 2002, he visited the University of Alabama School of Law as the Francis Hare Visiting Chair in Tort Law.

John Dzienkowski teaches and writes in the areas of professional responsibility of lawyers, real property, international energy transactions, and oil and gas taxation. He is widely regarded as one of the most dynamic and effective speakers on topics of professional responsibility and he has delivered almost one hundred ethics presentations to in-house corporate departments, large and small law firms, state bar continuing legal education programs, and law faculties throughout this country. In 2004, John received the Texas Exes Faculty Teaching Award for excellence in teaching. He is a two-term member of the drafting committee of the Multistate Professional Responsibility Examination.

In the area of professional responsibility of lawyers, John has authored leading articles on topics relating to conflicts of interest in lawyering: "Positional Conflicts of Interest" (71 Texas Law Review 457), "Lawyers as Intermediaries" (1992 Illinois Law Review 741), "Multidisciplinary Practice of Law" (69 Fordham Law Review 83) (with Bob Peroni), and "Lawyer Equity Investments in Clients" (81 Texas Law Review 405) (with Bob Peroni). He is the editor of the leading statutory supplement on PROFESSIONAL RESPONSIBILITY: STANDARDS, RULES, AND STATUTES and a co-author of a casebook on PROFESSIONAL RESPONSIBILITY OF LAWYERS (1988 and 2002) (with John Sutton). In 2005, John joined Ronald Rotunda as a co-author of Legal Ethics: A Lawyer's Deskbook on Professional Responsibility (2005). In the area of natural resources, John is a founding co-author of the first commercially produced casebooks on NATURAL RESOURCES TAXATION (1988) and INTERNATIONAL PETROLEUM TRANSACTIONS (1993 and 2000). He is also a co-author of a leading treatise on oil and gas law and taxation, HEMINGWAY'S OIL AND GAS LAW AND TAXATION (2004). John is also the co-chair of a bi-annual UT Program on Oil and Gas Taxation co-sponsored with the Internal Revenue Service. John Dzienkowski, along with John Steele and Bradley Wendel, have co-founded www.legalethicsforum.com, a leading blog on issues related to legal ethics.

Michael S. Telle
Bracewell & Giuliani LLP
Houston, TX

Business Structures
Friday, January 25, 9:30am

Michael Telle represents a variety of clients, including issuers, underwriters and investors, in public offerings and other registered and unregistered offerings of debt and equity securities, in merger and acquisition transactions, and in other corporate and financing transactions. He also assists clients in securities law compliance, corporate governance and general corporate matters.

Mr. Telle has particular experience advising clients involved in the energy industry, including public and private upstream exploration and production companies, public and private midstream companies, including several master limited partnerships, oilfield service companies and integrated electric utility companies as well as others. His work has included initial public offerings, public and 144A offerings of debt and equity securities, tender offers and exchange offers. He also has worked on several significant energy industry M&A transactions and has represented energy industry clients in multiple private acquisitions and dispositions.

J.D., summa cum laude, South Texas College of Law, 1994
M.S., Finance, summa cum laude, Texas Tech University, 1991
B.B.A., Economics, cum laude, Texas Tech University, 1990

The Best Lawyers in America, Corporate Law, 2008

Robert J. Peroni
James A. Elkins Centennial Chair in Law
The University of Texas School of Law
Austin, TX

The Prospects for Fundamental Tax Reform and Its Effects on the Energy Industry
Friday, January 25, 10:30am

LLM 1980, New York University
JD 1976, Northwestern University
BSC 1973, DePaul University

Professor Peroni joined the Texas faculty in 2003 and his primary areas of teaching and scholarship are federal income taxation, international taxation, natural resource taxation, and professional responsibility/legal ethics. He is one of the nation's top scholars in international taxation and in energy taxation. He is a co-author of five books and has written many articles on taxation and professional responsibility topics. He has presented papers and given lectures throughout the world and has been a frequent teacher of tax law courses in the NYU/IRS Continuing Professional Education Program in Washington, D.C. In 2006, he was the recipient of the Texas Exes Faculty Teaching Award for excellence in teaching. He is the co-chair of the advisory boards for two recurring programs co-sponsored by the IRS—the Biennial Parker Fielder Oil and Gas Tax Conference, co-sponsored by the IRS with the University of Texas School of Law, and the Annual Institute on Current Issues in International Taxation, co-sponsored by the IRS with the George Washington University Law School. During the 1985-86 academic year, he was a Professor-in-Residence in the Office of Chief Counsel of the IRS in Washington, D.C., and, during the 2000-2001 academic year, he was one of the Academic Advisors to the Joint Committee on Taxation's Study of the Overall State of the Federal Tax System. He has been active on several committees of the American Bar Association's Section of Taxation and has served as the Chair of

the Taxation Section of the Association of American Law Schools. He is a Fellow of the American College of Tax Counsel.

Prior to joining the Texas faculty, Professor Peroni taught at the Tulane University School of Law in New Orleans, from 1981-1989, and at the George Washington University Law School in Washington, D.C., from 1989-2003, where he was the Robert Kramer Research Professor of Law. He was the first recipient of Tulane's Felix Frankfurter Distinguished Teaching Award, and he twice received G.W.'s Distinguished Faculty Service Award, selected by the vote of G.W. Law School graduating classes. He also has taught as a visiting professor on the law faculties of New York University, the University of Texas, UCLA, the University of Pennsylvania, and Northwestern University. He was the J. Landis Martin Visiting Professor of Law and Business at Northwestern during the 2002-03 academic year and is the Jack N. Pritzker Distinguished Visiting Professor of Law at Northwestern during the Fall 2006 semester. He was the Parker C. Fielder Regents Professor in Tax Law at the University of Texas from 2003-2005.

Professor Peroni's publications include the three-volume treatise (co-authored with Joel Kuntz), U.S. International Taxation, a leading casebook on energy taxation, Natural Resource Taxation—Principles and Policies (co-authored with John Dzienkowski), the widely used casebook on international taxation, Taxation of International Transactions (co-authored with Charles Gustafson and Richard Pugh), Taxation of Business Enterprises (co-authored with Steven Bank and Glenn Coven), and Hemingway's Oil and Gas Law and Taxation (with Owen Anderson, John Dzienkowski, John Lowe, David Pierce, and Ernest Smith). His law review articles include "What's Source Got to Do With It?"—Source Rules and U.S. International Taxation, 56 TAX L. REV. 81 (2002) (co-authored with Steve Shay and Cliff Fleming), The Decline in Lawyer Independence: Lawyer Equity Investments in Clients, 81 TEX. L. REV. 405 (2002) (co-authored with John Dzienkowski), and Deferral of U.S. Tax on International Income: End It, Don't Mend It—Why Should We Be Stuck in the Middle with Subpart F?, 79 TEX. L. REV. 1609 (2001).

Peter A. Vermillion

Kelly Hart & Hallman LLP

Austin, TX / Fort Worth, Texas

Accommodation Doctrine, Trends Regarding Urban Drilling, and Surface Use Battles

Friday, January 25, 12:30pm

Peter A. Vermillion joined Kelly Hart & Hallman LLP in 2006 as a partner in its Energy practice group. He began his previous career as a geologist after obtaining a bachelors degree from Texas Christian University in 1984 and a masters in geology from the University of Southwestern Louisiana in 1987. Mr. Vermillion attended Southern Methodist University School of Law, where he obtained his juris doctor, cum laude, in 1997.

His experiences as a petroleum geologist for both major and independent oil and gas companies prepared Mr. Vermillion for a law practice concentrated in oil and gas litigation and transactional matters. He also has significant experience with general commercial litigation. He has represented both mineral owners and lessees, as well as surface owners, in various disputes concerning oil and gas exploration and development, including surface disputes, the rights of parties under operating agreements, and requests for accounting in connection with operations. With regard to civil litigation matters, Mr. Vermillion has been involved in a wide range of business disputes including wrongful death actions, antitrust/business tort cases, and breach of warranty disputes.

Mr. Vermillion was recognized as a "Rising Star" in Texas Monthly magazine in 2004, 2005 and 2007. He is a frequent writer and lecturer on matters pertaining to domestic and international oil and gas agreements and disputes. He maintains offices in both Fort Worth and Austin.

Commissioner Victor G. Carrillo
Texas Railroad Commission
Austin, TX

Panel – Current Initiatives Fostering Energy Transactions Between Texas and Mexico
Friday, January 25, 1:30pm

A native of Abilene, Texas, Victor Carrillo joined the Texas Railroad Commission in February 2003 when Governor Rick Perry appointed him to fill the unexpired term of Tony Garza who became U.S. Ambassador to Mexico. Carrillo served as Chairman of the agency from September 2003 through September 2005. He was also Chairman of the Governor's Texas Energy Planning Council that created a comprehensive energy plan for the State of Texas.

In November, 2004, Commissioner Carrillo received almost four million votes and won statewide election for Railroad Commissioner and took office for a six-year term beginning in January, 2005.

Victor currently serves as chairman of the *Outer Continental Shelf (OCS) Advisory Committee* to the U.S. Secretary of the Interior. This committee advises the Secretary by reviewing and commenting on all aspects of leasing, exploration, development and protection of OCS lands. U.S. Secretary of Energy Samuel Bodman recently appointed Commissioner Carrillo to the Department of Energy's *Unconventional Resources Technology Advisory Committee (URTAC)*. This committee will advise the Secretary of Energy on development and implementation of programs related to onshore unconventional natural gas and other petroleum resources.

Commissioner Carrillo is Governor Perry's official representative to the Interstate Oil and Gas Compact Commission and he is Vice Chairman of this national organization whose mission is to promote the efficient recovery of domestic oil and natural gas resources while protecting health, safety and the environment. He is also on the Board of Advisors of the *Texas Journal of Oil, Gas & Energy Law* at The University of Texas School of Law.

Pedro J. Resendez Bocanegra
Gonzalez Calvillo, S.C.
Mexico City, MX

Panel – Current Initiatives Fostering Energy Transactions Between Texas and Mexico
Friday, January 25, 1:30pm

Pedro J. Reséndez is a lawyer who graduated from the Universidad Iberoamericana (1996) and completed an LLM at New York University (1997). Mr. Reséndez has developed his professional practice as advisor in the corporate area and advisor to both governmental entities and private companies in the implementation of and bidding on a variety of infrastructure projects, particularly in the areas of oil & gas and electricity. He also has broad experience in the design and implementation of schemes to obtain financing for infrastructure projects, and for private companies by obtaining funds through the stock and securities market. He has been advisor of PEMEX (Petróleos Mexicanos) and CFE (Comision Federal de Electricidad) for oil & gas, electricity production and transmission projects, respectively, designing the legal structure and financing for such projects, as well as development of the bidding guidelines and a wide range of contracts to implement same.

Mr. Reséndez is an associate of the Mexican Bar Association (Barra Mexicana, Colegio de Abogados, A.C.) since 1997, member of the Mexican Academy of Financial Law (Academia Mexicana de Derecho Financiero) since 2000, member of the American Chamber- Energy Task Force since 2006 and participant in the Mexican Energy Law Association (Asociación Mexicana de Derecho Energético).

Symposium Maps



The Eidman Courtroom and Jamail Pavilion are located in the John B. Connally Center for Justice (CCJ)



San Jacinto Garage (SJG) is available for public parking (\$9/day)