13TH ANNUAL
HIGH TECHNOLOGY
TAX INSTITUTE

SAN JOSE STATE UNIVERSITY
DEPT. OF ACCOUNTING & FINANCE
ONE WASHINGTON SQUARE
SAN JOSE, CA 95192-0066

HIGH TECHNOLOGY
TAX INSTITUTE

November 10 - 11, 1997
Sunnyvale Hilton Hotel

Sponsored by the
Tax Executives Institute
and the
San Jose State University
Department of
Accounting & Finance
Since 1984, the Tax Executives Institute (TEI) and San Jose State University have brought the High Technology Tax Institute to Silicon Valley. The Institute's focus on relevant tax issues for computer companies, as well as pharmaceutical, biotech, communication, and aerospace industries makes it an invaluable, educational tax experience for accountants, attorneys, and corporate representatives who service high technology companies.

Each Institute session is designed to foster the sharing of tax planning ideas and problem-solving strategies at a level consistent with TEI and San Jose State University's high standards for professional tax education. Lectures are presented by nationally recognized practitioners and IRS representatives who have the practical experience of implementation. The Institute proceedings are published in WGL/RIA's Hi Tech Industry Journal.

Sixteen hours of Continuing Professional Education credit (CPE or CLE) are available for certified public accountants and attorneys who specialize in the field of taxation.

This year's Institute highlights the following topics and speakers:

- International High Technology Tax Current Developments & Legislative Changes
- Federal High Technology Tax Current Developments: 197, INDOPCO Expansion, Internal Use Software & Legislative Changes
- Integrating Foreign Subsidiaries after the Merger
- Accounting Issues: In Process R&D, Pooling vs. Purchase, FAS 109
- Mergers & Acquisitions: Federal Tax Issues, Morris Trust, Deferred Gain Recognition, COBE, COSI, Warrants, 1202, Recent Legislative Changes
- Cybertax: Taxation of Electronic Commerce-International and State and Local Perspectives
- Check the Box: International & State and Local High Tech Planning
- Software Recognition: Accounting vs. Tax, The Growing Gap
- Domestic & International NQOs and ISOs and Other Deferred Compensation Techniques

FEATURING SPEAKERS

- Wade Anderson
- Matt Brady
- Bob Buchanan
- Klaus Burmeister
- Bruce Cohen
- Carol Dunahoo
- Bill Dunn
- Karen Hall
- Tim Hanford
- Ivan Humphreys
- Pete Kloett
- Glen Kohl
- Ken Krupsky
- Deborah Lange
- Randy Larson
- Gary Matusak
- Martin McClintock
- Buff Miller
- Will Morris
- Annette Nellen
- Pat Nugent
- John Peterson
- Tom Pucci
- Mary Reed
- Ron Schrotenboer
- Jim Shanahan
- Tim Sparks
MONDAY NOVEMBER 10

MORNING

8:00 - 8:45
INTRODUCTIONS
*ROBERT CARET
President
San Jose State University
*KAREN HALL
Comag & Tel Santa Clara Valley Chapter President
*STEWART KARLINSKY
Tax Institute Director
*BILLY BROWN
I.R.S. District Director, San Jose

8:45 - 10:15
INTERNATIONAL HIGH TECHNOLOGY TAX CURRENT DEVELOPMENTS & LEGISLATIVE CHANGES
*PETE KLOETT
Ernst & Young
*IVAN HUMPHREYS
Wilson, Sonsini, Goodrich & Rosati

10:15 - 10:30
COFFEE BREAK

10:30 - 12:15
FEDERAL HIGH TECHNOLOGY TAX CURRENT DEVELOPMENTS
*ANNETTE NELLEN
San Jose State University
*JIM SHANAHAAN
Price Waterhouse
*BUFF MILLER
Deputy Tax Legislative Counsel
for Regulatory Affairs

AFTERNOON

12:15 - 1:30
LUNCH AND SPEAKER
*KEN KRUPSKY
Deputy Assistant Secretary of Tax Policy

1:30 - 2:30
THEME: HIGH TECH CORPORATE ACQUISITIONS AND DISPOSITIONS
INTEGRATING FOREIGN SUBSIDIARIES AFTER THE MERGER
*JOHN PETERSON
Baker & McKenzie
*KLAUS BURMEISTER
Baker & McKenzie

2:30 - 3:30
ACCOUNTING ISSUES: IN PROCESS R&D, POOLING VS. PURCHASE, FAS 109
*MARY REED
Cisco Systems
*RANDY LARSON
KPMG Peat Marwick

3:30 - 3:45
REFRESHMENT BREAK

3:45 - 5:00
FEDERAL TAX ISSUES: MORRIS TRUST, DEFERRED GAIN RECOGNITION, COBE, COSI, WARRANTS, 1202, RECENT LEGISLATIVE CHANGES
*GLEN KOHL
Wilson, Sonsini, Goodrich & Rosati
*BUFF MILLER
Deputy Tax Legislative Counsel
for Regulatory Affairs
*MATT BRADY
Coopers & Lybrand
TUESDAY NOVEMBER 11

8:00-10:45

CYBERTAX: TAXATION OF ELECTRONIC COMMERCE

International Perspective:
* EUROPEAN REPRESENTATIVE
  Price Waterhouse
* BRUCE COHEN
  Attorney-Advisor
  U.S. Treasury Department

State and Local Perspective:
* WADE ANDERSON
  Director of Tax Policy, State of Texas
* PAT NUGENT
  MCI, Director of Tax Legislative Affairs
* RON SCHROTENBOER
  Fenwick & West

10:45 - 11:00

COFFEE BREAK

11:00 - 12:30

CHECK THE BOX: SOPHISTICATED INTERNATIONAL & STATE AND LOCAL HIGH TECH PLANNING
* MARTIN MCCLINTOCK
  Deloitte & Touche
* TOM PUCCI
  Ernst & Young
* WILL MORRIS
  Attorney-Advisor
  U. S. Treasury Department

12:30-1:45

LUNCH AND SPEAKER
* TIM HANFORD
  House Speaker
  Bill Archer's Tax Legislative Counsel

1:45 - 3:00

SOFTWARE RECOGNITION: ACCOUNTING VS. TAX, THE GROWING GAP
* DEBORAH LANGE
  Oracle Corporation
* GARY MATIUSAK
  Arthur Andersen

3:00 - 3:15

REFRESHMENT BREAK

3:15 - 5:00

DOMESTIC AND INTERNATIONAL NQOs, ISOs AND OTHER DEFERRED COMPENSATION TECHNIQUES
* TIM SPARKS
  Wilson, Sonsini, Goodrich & Rosati
* BILL DUNN
  Coopers & Lybrand
* BOB BUCHANAN
  Hewlett Packard Corporation
SAN JOSE STATE UNIVERSITY
TAX ADVISORY BOARD

- HARVEY ARMSTRONG
  KPMG Peat Marwick

- BILL BARRETT
  Applied Materials

- DENNIS BRACH
  Brach, Neal, Daney & Spence

- PETER CAMPAGNA
  Adaptec, Inc.

- J. CLAY CAMPBELL
  Coopers & Lybrand

- TRACEY EDWARDS
  Deloitte & Touche

- ELAINE ERICKSON
  Arthur Andersen & Co.

- JIM FULLER
  Fenwick & West

- GREG HICKEY
  Price Waterhouse

- STEWART KARLINSKY
  San Jose State University

- GLEN KOHL
  Wilson, Sonsini, Goodrich & Rosati

- EILEEN LANDAUER
  3COM Corporation

- LARRY LANGDON
  Hewlett Packard Corporation

- DEBORAH LANGE
  Oracle Corporation

- PHIL McGOVERN
  Union Carbide Corporation

- GERALD MUGNOLO
  Varian & Associates

- JIM PARKS
  Grant Thornton

- WENDY PEREZ
  Ernst & Young

- BOB PERLMAN
  Intel Corporation

- JOHN PETERSON
  Baker & McKenzie

- MARY REED
  Cisco Systems

- DEBRA SIEBRANDT
  Lam Research

- MARK SINGER
  Price Waterhouse

REGISTRATION AND ACCOMMODATIONS

The tuition fee for the High Technology Tax Institute includes all sessions, materials, lunches, and refreshment breaks. Fees are as follows:

- On or before October 31..............................................$500
- After October 31..........................................................$525
- Special TEI Member Rate before Oct. 31 (after, $500). $450
- Guest of TEI Member before Oct. 31 (after, $500)......$450

CPE/ CLE CREDITS

The High Technology Tax Institute has been approved for Continuing Professional Education accreditation by the California State Board of Accountancy and the California Board of Legal Specialization. CPAs and attorneys can receive 16 hours of CPE or CLE credits.

HOTEL ACCOMMODATIONS

Rooms have been reserved at the Sunnyvale Hilton Hotel for this event at the nightly rate of $125 for single or double occupancy. Please contact the hotel directly at 408/738-4888, by October 17, 1997 and identify yourself as a High Technology Tax Institute participant.

REFUND POLICY

The Institute will refund registration fees provided we receive a written request postmarked by October 31, 1997.

A $50 processing fee will be retained by the Institute. No refund requests postmarked after October 31 will be accepted.