SJSU/TEI
HIGH TECHNOLOGY TAX INSTITUTE

NOVEMBER 8 & 9, 2004
CROWNE PLAZA CABANA HOTEL
4290 EL CAMINO REAL
PALO ALTO, CA

SPONSORED BY
TAX EXECUTIVES INSTITUTE
&
SAN JOSE STATE UNIVERSITY
DEPARTMENT OF
ACCOUNTING & FINANCE
... an invaluable, educational tax experience for accountants, attorneys, and corporate representatives who service high technology companies.

Since 1984, the Tax Executives Institute (TEI) and San Jose State University have sponsored the High Technology Tax Institute in 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 and educational tax experience for accountants, attorneys, and corporate representatives who service high technology companies.

Each Institute session is designed to foster 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 Treasury representatives who have the practical experience of implementation.

Sixteen hours of Continuing Professional Education credit 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
- California High Tech Tax Current Developments including Waters Edge, Apportionment, and Farmer Brothers
- Emerging Forms of U.S. and International Equity Awards: What Does One Do After Financial Statement Stock Option Expensing?
- Best Tax Practices After Sarbanes-Oxley or How to Protect your CEO and CFO
- Permanent Establishment: When Does It Exist and How Is Income Allocated?
- High Tech Federal Tax Update including Legislative and Regulatory Developments, R&D, Capitalization
- IRS Audit Issues: Cost Sharing Buy-ins, Prefiling Agreements, Fast Track, Tax Shelters
- M&A Trends and Techniques: Section 382 Maximization, BIGs, Public-Private Acquisitions, Investing/Disinvesting, Loss Disallowance, Section 355
- Global Leveraged Financing: Hybrids, Thin Capitalization, Double and Triple Dipping, EU Tax Law Changes
- FAS 109/5/23/Reserves/Contingencies and M-3, Listed Transactions, Reportable Transactions Disclosures (8886)

**FEATURED SPEAKERS**

- Mary Boelke
- John Brennan
- C. Cabell Chinnis
- Nicholas J. DeNovio
- Kathleen P. Dill
- David Forst
- Jim Fuller
- David Gill
- Bob Giusti
- Hal Hicks
- Ian Hughes
- Ivan Humphreys
- Greg Jenner
- Jim Joyce
- Ellie Kehmeier
- Donald L. Korb
- Larry Langdon
- Deborah Lange
- John MacArthur
- Kathy McEligot
- Buff Miller
- Annette Nellen
- Frank Ng
- Nanci Palmintere
- John Peterson
- Eric Solomon
- Gary Sprague
- Joseph Tyrrell
MONDAY NOVEMBER 8

7:30 - 8:15  REGISTRATION & COFFEE
8:15 - 8:30  INTRODUCTIONS
   * Tom Rogers
     Apple Computer, Inc. & TEI Santa Clara
     Valley Chapter President
   * Stewart Karlinsky
     Tax Institute Director

8:30 - 10:15  INTERNATIONAL HIGH TECHNOLOGY
   TAX CURRENT DEVELOPMENTS
   * Jim Fuller, Partner
     Fenwick & West

10:15 - 10:30  BREAK

10:30 - 12:00  CALIFORNIA HIGH TECH TAX CURRENT
   DEVELOPMENTS INCLUDING WATERS EDGE,
   APPORTIONMENT, FARMER BROTHERS
   * Kathleen P. Dill, Manager
     PricewaterhouseCoopers
   * Jim Joyce, Tax Director
     PricewaterhouseCoopers

12:00 - 1:30  LUNCH & SPEAKER
   * Donald L. Korb, Chief Counsel
     Internal Revenue Service

MONDAY NOVEMBER 8

1:30 - 3:00  EMERGING FORMS OF U.S. AND
   INTERNATIONAL EQUITY AWARDS: WHAT
   DOES ONE DO AFTER FINANCIAL STATEMENT
   STOCK OPTION EXPENSING?
   * Ellie Kehmeier, Tax Director
     Deloitte
   * Buff Miller, Partner
     Cooley Godward

3:00 - 3:15  BREAK

3:15 - 5:00  BREAKOUT SESSION #1:
   Best Tax Practices After Sarbanes-Oxley or
   How to Protect your CEO and CFO
   * Deborah Lange, Tax Director
     Oracle Corporation
   * Nanci Palmintere, VP, Finance and Enterprise
     Services and Director, Tax Licensing and Customs
     Intel Corporation
   * Joseph Tyrrell, Partner
     PricewaterhouseCoopers

BREAKOUT SESSION #2:
   Permanent Establishment: When Does It Exist and How Is
   Income Allocated?
   * Bob Giusti, International Tax Consulting Partner
     Ernst & Young
   * Gary Sprague, Partner
     Baker & McKenzie

5:15-7:30  Twentieth Anniversary Celebration Cocktail Party
   Sponsored by Fenwick & West LLP
   Tax Magic Featuring World Class Close-Up
   Magician Brian Gillis - Sponsored by Deloitte LLP
TUESDAY
NOVEMBER 9

7:30 - 8:00	REGISTRATION & COFFEE

8:00 - 9:45	HIGH TECH FEDERAL TAX UPDATE
INCLUDING LEGISLATIVE AND REGULATORY
DEVELOPMENTS, R&D, CAPITALIZATION

- Nicholas J. DeNovio, Deputy Chief Counsel
  (Technical)
  Internal Revenue Service
- Annette Nellen, Professor
  San Jose State University

9:45 - 10:00 BREAK

10:00 - 12:00 IRS AUDIT ISSUES: COST SHARING BUY-INS,
prefiling Agreements, Fast Track, Tax
SHELTERS

- C. Cabell Chinnis, Partner
  Mayer, Brown, Rowe & Maw
- Hal Hicks, Associate Chief Counsel
  (International)
  Internal Revenue Service
- Larry Langdon, Partner
  Mayer, Brown, Rowe & Maw
- Frank Ng, LMSB Industry Director for
  Communications, Technology, and Media
  Internal Revenue Service
- John Peterson, Partner
  Baker & McKenzie

12:00 - 1:30 LUNCH & SPEAKER

- Greg Jenner, Assistant Secretary of Tax Policy
  U.S. Department of the Treasury

M&A TRENDS AND TECHNIQUES: SECTION
382 MAXIMIZATION, BIGs, PUBLIC-PRIVATE
ACQUISITIONS, INVESTING/DISINVESTING,
LOSS DISALLOWANCE, SECTION 355

- Hal Hicks, Associate Chief Counsel
  (International)
  Internal Revenue Service
- Ian Hughes, Western Area M&A Tax Partner
  in Charge
  KPMG
- Ivan Humphreys, Partner
  Wilson Sonsini Goodrich & Rosati
- Eric Solomon, Deputy Assistant
  Secretary-Tax Regulations
  U.S. Department of the Treasury

BREAK

3:00 - 3:15

3:15 - 5:00 BREAKOUT SESSION #3:
Global Leveraged Financing: Hybrid, Thin
Capitalization, Double and Triple Dipping, EU Tax
Law Changes

- Nicholas J. DeNovio, Deputy Chief Counsel
  (Technical)
  Internal Revenue Service
- David Forst, Partner
  Fenwick & West
- David Gill, Senior Manager, International Tax Services
  Ernst & Young
- John MacArthur, Director of International Tax Services
  Ernst & Young

BREAKOUT SESSION #4:
FAS 109/5/23/Reserves/Contingencies and M-3, Listed Transactions,
Reportable Transactions Disclosures (8886)

- Mary Boelke, Partner
  Deloitte
- John Brennan, Vice President U.S. Income Tax
  Hewlett-Packard Company
- Kathy McEligot, Partner
  Deloitte
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Applied Materials

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Seagate Technology

DOUGLAS SIROTTA
BDO Seidman

CONSTANCE SKIDMORE
PricewaterhouseCoopers

REGISTRATION AND ACCOMMODATIONS

Tuition fee includes all sessions, materials, lunches and refreshment breaks.

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<tr>
<th>TUITION FEES</th>
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<tr>
<td>On or before October 22</td>
<td>$600</td>
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<tr>
<td>After October 22</td>
<td>$625</td>
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<tr>
<td>Special TEI Member/Guest of TEI member rate before Oct. 22, 2004 (after, $600)</td>
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CPE CREDITS

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

The Crowne Plaza Cabana
4290 El Camino Real
Palo Alto, California 94306
(650) 857-0787
Hotel Room Rate: $159/night

REFUND POLICY

Contact hotel by October 22, 2004, and identify yourself as a High Technology Tax Institute participant to qualify for the special rate.

The Institute will refund registration fees contingent on receipt of a written request postmarked by October 22, 2004. The Institute will retain a $50 processing fee. No refund requests postmarked after October 22, 2004, will be accepted.