

Weil's Inaugural  
**Tax  
Symposium  
& Reception**

*A Review of Innovative  
Transaction Structures  
and Recent Tax Guidance*

**Weil**

## **Agenda | December 2, 2015**

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153

**12:00 PM**    **Registration & Lunch**

**12:30 PM**    **Welcome, Introduction & Keynote Address**

*Speaker*

**Paul J. Taubman**

Founder and CEO, PJT Partners Inc.

**1:00 PM**    **Panel 1: REIT Conversions**

Panelists will discuss recent REIT conversion transactions, including their structures and objectives. They will also discuss recent IRS guidance and possible implications on the market going forward.

*Presenters*

**W. Michael Bond**

Co-Head of Real Estate, Weil, Gotshal & Manges LLP

**Mark Schwed**

Tax Partner, Weil, Gotshal & Manges LLP

**1:50 PM**    **Break**

**2:00 PM**    **Panel 2: "Up-C" IPO Structures – Tax Considerations**

Panelists will discuss the tax considerations that are relevant to structuring "Up-C" IPOs, in which a business historically conducted in pass-through form will access the public equity markets using structures that provide the historic owners with tax efficient liquidity.

*Presenters*

**Mark Hoenig**

Tax Partner, Weil, Gotshal & Manges LLP

**Chayim Neubort**

Tax Partner, Weil, Gotshal & Manges LLP

**Benjamin Berinstein**

Managing Director, JPMorgan Chase & Co.

**2:50 PM**    **Break**

**3:00 PM**    **Panel 3: Anti-Inversion Rules: Tightening the Vise**

Panelists will walk through the history of the government's attack on inversions, which has taken the form of tightening the rules incrementally over the years. They will discuss specific examples and will cover the taxation of U.S. shareholders of an inverted domestic company.

*Presenters*

**Kimberly Blanchard**

Tax Partner, Weil, Gotshal & Manges LLP

**Jared Rusman**

Tax Partner, Weil, Gotshal & Manges LLP

**Gary Barancik**

Partner, Perella Weinberg Partners LP

**William Glass**

Director, Perella Weinberg Partners LP

**3:50 PM**    **Break**

**4:00 PM**    **Panel 4: Executive Compensation M&A Trends: "Contingent Consideration"**

Panelists will discuss the growing trend of imposing vesting conditions on sales proceeds payable to employee stockholders in mergers and acquisitions, in both public and private transactions. Panelists will discuss the various structures being used and related tax issues, including capital gain vs. ordinary income treatment, deferred compensation restrictions, parachute tax implications and tax reporting considerations.

*Presenters*

**Paul Wessel**

Head of Executive Compensation, Weil, Gotshal & Manges LLP

**Michael Nissan**

Executive Compensation Partner, Weil, Gotshal & Manges LLP

**Amy Rubin**

Executive Compensation Partner, Weil, Gotshal & Manges LLP

**Elizabeth E. Drigotas**

Principal, Deloitte Tax LLP

**5:00 PM**    **Cocktails**