

DR. DANIEL Z. ALTMAN

BIOGRAPHY

DANIEL Z. ALTMAN is a partner in Sidley Austin's Tax group. Dan represents clients with respect to all tax aspects of domestic and cross-border M&A and corporate restructuring transactions, including tax free and taxable transactions, stock and asset sales, mergers, bankruptcy restructuring, spin-offs, recapitalizations, joint ventures, inbound and outbound investments, and IP structuring and utilization. He provides tax advice in a variety of fields, including life insurance, property and casualty insurance, IP, healthcare, real estate, manufacturing, services, asset management and others. Dan also advises clients on all international aspects of U.S. federal income taxation and assists clients in their international tax planning.

Dan is recommended in Tax: International Tax in *The Legal 500 US 2017*. Most recently, Dan was recognized by *Opportunity Zone Magazine 2019* as a top leading and most influential attorney in the industry.

Dan received his doctoral degree from Harvard Law School and, in addition to other publications, has published a book on Dispute Resolution under Tax Treaties in 2006 and authored the Bloomberg BNA Portfolio on dual consolidated losses in 2018. In 2006, Dan received the prestigious Mitchell B. Carroll Prize from the International Fiscal Association for his dissertation on the resolution of international tax disputes.

Among his deals, Dan has represented:

- Sirius International Insurance Group in its planned merger with Easterly Acquisition Corp., which will result in a combined publicly traded company with a market capitalization of approximately \$2.2 billion.
- American International Group in the multi-billion dollar sale of its legacy life settlements portfolio to leading alternative investment management firms.
- Sirius International Insurance Group in the acquisition of International Medical Group.
- Sirius International Insurance Group in the acquisition of ArmadaCorp Capital.
- Harvest Partners and its portfolio company EyeCare Services Partners, a vertically integrated ophthalmologic services platform in numerous acquisitions of clinics and practices.
- Siris Capital Group, LLC acquisition of Premier Global Services, Inc. for \$1 billion.
- Nomura acquisition of minority shares American Century Companies, Inc. (a Mutual Fund Manager) for approximately \$1 billion.
- Siris Capital Group, LLC acquisition of Polycom, Inc. for \$2 billion.
- Kimmeridge Energy sale of Arris Petroleum Corp and other related assets to PDC Energy Inc. for \$1.5 billion.
- OMERS Private Equity Inc., in partnership with existing physician owners, acquisition of Forefront Dermatology.

KIMBERLY S. BLANCHARD, ESQ.

BIOGRAPHY

Kim Blanchard is a partner in Weil's Tax group whose practice encompasses a variety of largely international transactions involving corporate M&A, internal restructurings, business formations and joint ventures. Kim is the immediate past President of the International Tax Institute and a former Chair of the New York State Bar Association Tax Section. She is a "Leading Practitioner Contributor" to the *Tax Management International Journal* and a member of Practical Law Company's U.S. advisory board. In addition, Kim is a member of the Board of Trustees of the American Indian College Fund and of the Board of Directors of the Girl Scouts of Greater New York.

She has consistently been recognized as a leading Tax lawyer by ***Chambers USA, Chambers Global, Legal 500 US, Best Lawyers in America*** and ***The Best of the Best US***.

PETER H. BLESSING, ESQ.

BIOGRAPHY

Peter Blessing recently joined the Internal Revenue Service as Associate Chief Counsel in the Chief Counsel's Office (International). Prior to this he served as Head of Cross-Border Corporate Transactions in KPMG's Washington National Tax Practice (WNT) and before joining KPMG, Blessing served 25 years as a partner at Shearman & Sterling LLP, a leading international law firm.

Prominent in the area of cross-border taxation, Blessing has received numerous accolades and recognitions from both peers and clients during the course of his career. He is ranked highly in various surveys, including "Best Lawyers of America 2012," Euromoney's "Best of the Best USA 2012" and Chambers and Tax Directors' Handbook. Blessing is the editor of Kluwer's two-volume set, *Tax Planning for International Mergers, Acquisitions, Joint Ventures, and Restructurings*.

Blessing has been a member of the Permanent Scientific Committee of the International Fiscal Association and the Executive Committee of IFA USA Branch. He is active in various other professional organizations as well, having held leadership roles in a number of them (including his position as former chair of the New York State Bar Association Tax Section). He has also taught as an adjunct professor at Columbia Law School.

Education:

LL.M., New York University (1981)

J.D., Columbia University (1977)

A.B., Princeton University (1973)

STEVE EDGE, ESQ.

BIOGRAPHY

Steve, a graduate of Exeter University, qualified with Slaughter and May in 1975. He has been a partner at the firm since 1982 and acts for clients across the full range of the firm's practice.

Steve advises on the tax aspects of private and public mergers, acquisitions, disposals and joint ventures and on business and transaction structuring (including transfer pricing in all its aspects) more generally. He also advises many banks, insurance companies, hedge funds and others in the financial services sector in a wide range of areas.

In recent years, Steve has been heavily involved in several large scale interventions under HMRC's high risk corporates programme and in many in-depth tax investigations of specific domestic or international issues including transfer pricing in particular. He thus has considerable experience of negotiating and dealing with HMRC at all levels.

A large part of Steve's practice involves advising non-UK multinationals (particularly those based elsewhere in Europe and in the US) on cross-border transactions and tax issues of various types. In that area of his practice, he works closely with other leading international tax advisers around the world. He is considered one of the UK's leading authorities on corporate tax law

He is vice-president of the Lancashire Cricket Federation and a member of the Marylebone Cricket Club.

LAWRENCE M. GARRETT, ESQ.

BIOGRAPHY

Larry is a member of the Ernst & Young National Transaction Tax Group of the Transaction Advisory Services service line, and is based in Washington, DC. He has over 28 years of experience in transactional tax planning. Larry's responsibilities include providing firm-wide consultation regarding mergers, acquisitions, dispositions, spin-offs, financings, corporate restructurings, cross-border transactions, and consolidated return issues.

Prior to joining Ernst & Young LLP, Larry was a Participating Principal in another major accounting firm. Before that, Larry was an associate at the Washington office of an international law firm. In both of these capacities, Larry focused on the domestic and international tax aspects of business transactions.

From March 1990 to October 1992, Larry served as an Attorney-Advisor and as Associate Tax Legislative Counsel at the U.S. Treasury Department, where he was responsible for developing and drafting regulations, revenue rulings, and briefing materials on a number of corporate and acquisition-related issues, including limitations on losses and credits following stock ownership changes and the treatment of discharge of indebtedness income.

Larry is currently Co-Chair of the Committee on Spin-Offs, Tax Section, New York State Bar Association. He formerly was Co-Chair of the Committee on Corporations, the Committee on Consolidated Returns and the Committee on Bankruptcy and Net Operating Losses. He also previously served as Chair of the Committee on Corporation Tax, Tax Section, District of Columbia Bar Association.

Larry graduated from Harvard College in 1982 and from Harvard Law School in 1986. He is a member of the New York State and the District of Columbia Bar Associations.

ANDREW HERMAN, ESQ.

BIOGRAPHY

Andrew Herman is a member of Ernst & Young LLP's National Tax Mergers and Acquisitions group, Transaction Advisory Services practice, based in Washington, D.C. He focuses on advising clients on corporate acquisitions, dispositions, spin-offs, reorganizations, consolidated return issues, and cross-border transactions. He is a member of the Executive Committee of the New York State Bar Association Tax Section. Prior to joining EY, Andrew was a tax attorney at the law firm of Debevoise & Plimpton, LLP in New York City. Prior to entering law school, Andrew was a project manager for the NYC Department of Transportation, and an aspiring film score composer.

Andrew obtained a B.A., *magna cum laude*, in Philosophy from the University of Pennsylvania, and a J.D. and LLM in taxation from New York University School of Law.

ELIZABETH T. KESSENIDES, ESQ.

BIOGRAPHY

Liz Kessenides is currently Tax Counsel at the Federal Reserve Bank of New York. Her prior law firm experience includes Covington & Burling, where she was a tax partner focusing on public market mergers and acquisitions. Liz has been an active member of the New York State Bar Association's Tax Section, serving as a member of its Executive Committee since 2006. She holds a B.A. in Political Science from Barnard College and a J.D. from New York University School of Law. Any views expressed at the Summer Meeting are her own, and do not reflect the position of the New York Fed or the Federal Reserve System

ADAM KOOL, ESQ.

BIOGRAPHY

Adam Kool is a tax partner in the New York office of Kirkland & Ellis LLP. Adam has a broad-based practice, and handles a wide range of complex transactions, focusing on the tax aspects of mergers, acquisitions, divestitures, joint ventures and spin-offs, both domestic and cross-border. Adam also advises client on the tax aspects of securities issuances, real estate investments, bankruptcy and restructuring, and investment fund formation.

Prior Experience

Summer Associate, Ivins, Phillips & Barker, Summer 2011
The United States Attorney's Office, Tax Division Summer 2010

Admissions & Qualifications

2012 Illinois
2015 New York

Education

Stanford Law School - J.D. 2012
Managing Editor, *Stanford Law Review*
Grand Valley State University B.A., International Relations 2009

JOHN J. MERRICK, ESQ.

BIOGRAPHY

John Merrick is a Senior Level Counsel to the Associate Chief Counsel (International) in the Office of Chief Counsel. Prior to joining Chief Counsel, Mr. Merrick practiced international tax in the national offices of two accounting firms in Washington. He also practiced international and corporate tax in Chicago with an accounting firm and a law firm. Mr. Merrick holds a Bachelors in Business Administration in accounting from Loyola University Chicago, *summa cum laude*, where he also earned his J.D., *cum laude*, and was a member of the Loyola Law Journal. He obtained an LL.M. in Taxation from the De Paul College of Law. He also passed the Certified Public Accountant exam.

DAVID S. MILLER, ESQ.

BIOGRAPHY

David Miller is a partner in the Tax Department at Proskauer. David advises clients on a broad range of domestic and international corporate tax issues. His practice covers the taxation of financial instruments and derivatives, cross-border lending transactions and other financings, international and domestic mergers and acquisitions, multinational corporate groups and partnerships, private equity and hedge funds, bankruptcy and workouts, high-net-worth individuals and families, and public charities and private foundations. He advises companies in virtually all major industries, including banking, finance, private equity, health care, life sciences, real estate, technology, consumer products, entertainment and energy.

David is strongly committed to pro bono service, and has represented more than 300 charities. In 2011, he was named as one of thirteen “Lawyers Who Lead by Example” by the *New York Law Journal* for his pro bono service. David has also been recognized for his pro bono work by The Legal Aid Society, Legal Services for New York City and New York Lawyers For The Public Interest.

David has been consistently recognized by leading industry publications, such as *Chambers Global*, *Chambers USA*, *Best Lawyers* and *The Legal 500*. Clients surveyed by *Chambers USA* said, “We bring him in on complex matters because he has the experience and the gravitas.” David is one of 17 lawyers in the United States in *The Legal 500*’s Hall of Fame for US Tax (non-contentious).

David teaches tax policy at the New York University School of Law. He previously taught the taxation of financial instruments at Columbia Law School. He is also a frequent author and has written a number of articles and chapters in various tax publications. David is the former chair of the tax section of the New York State Bar Association.

Prior to joining Proskauer, David was a partner at Cadwalader, Wickersham & Taft LLP.

MICHAEL MOLLERUS, ESQ.

BIOGRAPHY

Mr. Mollerus is a partner in Davis Polk's Tax Department. His practice centers on advice to international and domestic corporate, real estate and private equity fund clients on initial public offerings, mergers, acquisitions, spinoffs and other major transactions, including structured financings. Mr. Mollerus' clients have included many financial institutions and corporate clients, including Uniti Group, Bertelsmann, Delphi Automotive, Emerson, Morgan Stanley Real Estate, PartnerRe, Roche, Reckitt Benckiser and Shire.

Professional History

Partner, 1997-present

Associate, 1990-1997

London office, 1992-1994

Washington DC office, 1990-1992; 1994-1995

Law Clerk, Hon. Anthony M. Kennedy, U.S. Supreme Court, 1989-1990

Law Clerk, Hon. Jerry E. Smith, U.S. Court of Appeals, Fifth Circuit, 1988-1989

Practice Focus
Tax

Bar Admissions
State of New York

Education
A.B., Harvard College,
1985
magna cum laude

J.D., Harvard Law
School, 1988
magna cum laude
Editor, *Harvard Law
Review*

Work Highlights

REAL ESTATE

Uniti Group, a communications infrastructure REIT, in connection with numerous matters, including acquisitions, leasing transactions and debt and equity financings

Prime Property Fund, a private institutional REIT advised by Morgan Stanley, in connection with numerous matters, including acquisitions and financings

M&A

Bertelsmann in connection with its announced acquisition of an additional interest in its Penguin Random House joint venture with Pearson

Markit in connection with its merger of equals with IHS

PartnerRe in connection with its acquisition by Exor

Shire in connection with numerous acquisitions, including its proposed transaction with AbbVie

Roche in connection with numerous acquisitions, including its acquisitions of Genentech and InterMune

Warner Chilcott in connection with numerous matters, including its acquisition by Actavis

Emerson in connection with numerous transactions, including its disposition of its Network Power business and its acquisition of Pentair's Valves & Controls business

Morgan Stanley in connection with numerous matters, including its sale of its Global Oil Merchandising business, its disposition of TransMontaigne and its disposition of MSCl

SPINOFFS

Reckitt Benckiser in connection with the tax-free demerger of Indivior

Morgan Stanley in connection with its spinoff of Discover

IPOS AND OTHER FINANCINGS

MSCI in connection with its IPO and various financings

Kosmos Energy in connection with its IPO and various financings

Cobalt International Energy in connection with its IPO and various financings

Delphi Automotive in connection with its IPO and various financings

Recognition

Mr. Mollerus is recognized as a leading tax lawyer in various industry publications:

Chambers USA – Tax: New York, Leading Individual

Chambers Global – Tax: International Tax, Leading Individual

Law360 – "Tax MVP of the Year," 2014

Who's Who Legal: Thought Leaders – Corporate Tax

MICHAEL B. SHULMAN, ESQ.

BIOGRAPHY

Michael Shulman has been Tax Team Leader at Shearman & Sterling since 2008. His practice focuses primarily on the taxation of financial instruments, real estate transactions, and the formation and operations of hedge funds, private equity funds and regulated investment companies. He also has wide-ranging experience in domestic and cross-border mergers, acquisitions and restructurings and has advised on numerous debt restructuring transactions.

EDUCATION

NEW YORK UNIVERSITY SCHOOL OF LAW - LL.M.
VANDERBILT UNIVERSITY - J.D.
UNIVERSITY OF CHICAGO - B.A. (WITH HONORS)

ADMISSIONS

New York
District of Columbia

PRACTICES

Tax
Investment Funds
Financial Institutions Advisory & Financial Regulatory
Derivatives & Structured Products

INDUSTRIES

REITs
Financial Services
Technology, Media & Telecommunications
Private Capital

REGIONAL EXPERIENCE

North America

PROFESSIONAL AFFILIATIONS

Executive Committee Member, New York State Bar Association Tax Section
Former Chair of the Financial Transactions Committee of the American Bar Association

PUBLICATIONS

Co-Author (with Nathan Tasso): "Changes to Derivatives 'Pursuant to Their Terms,'" Tax Notes (May 2017)

SPEAKING ENGAGEMENTS

Panelist: "Partnership Issues under the 2017 Tax Act," Practising Law Institute 2017 Tax Act Update (March 2019)
Moderator: "Qualified Opportunity Zones," American Bar Association Tax Section, Winter Meeting (January 2019)
Panelist: "Interest Expense Limitation Under Section 163(j): Tiered Entities," 2018 USC Tax Institute (January 2019)
Panelist: "Section 163(j) Part Two: Interaction with Other Code Sections," Practising Law Institute Taxation of Financial Products and Transactions 2019 (January 2019)

ANSGAR SIMON, ESQ.

BIOGRAPHY

Ansgar Simon is a partner in the tax group of Covington & Burling LLP in its New York office. Ansgar has a broad-based transactional tax practice and regularly advises U.S. and non-U.S. clients on mergers and acquisitions, restructuring transactions, recapitalizations, divestitures (including spin-offs), and the structuring of joint ventures, particularly cross-border transactions. He also regularly advises on the structuring and ongoing tax matters of private equity funds and other alternative investment vehicles. Ansgar is co-author, with Peter Blessing, of the US chapter of *Tax Planning for International Mergers, Acquisitions, Joint Ventures and Restructuring* (Wolters Kluwer). He is a member of the Executive Committee of the Tax Section of the New York State Bar Association.

IRWIN M. SLOMKA, ESQ.

BIOGRAPHY

Irwin M. Slomka is Senior Of Counsel at Morrison & Foerster LLP. His practice focuses on state and local tax controversies before administrative and judicial bodies in New York and throughout the United States. Additionally, he has broad experience in tax planning for the full spectrum of corporate and pass-through entities, as well as individuals, and their related business transactions.

Mr. Slomka is the Co-Chair of the New York City Taxes Committee for the Tax Section of the New York State Bar Association, and is a member of the Tax Section's Executive Committee. He has been the principal author of several reports issued by the New York State Bar Association Tax Section on New York State and City tax issues. Mr. Slomka is a member of the New York City Tax Appeals Tribunal Advisory Committee.

Mr. Slomka speaks on a variety of issues concerning the taxes of New York State, New York City and other jurisdictions. He also regularly speaks before organizations such as the New York State Bar Association Tax Section, the Committee on State Taxation, the Tax Executives Institute, the Institute of International Bankers, and the Committee on Banking Institutions. He has authored numerous articles that have appeared in such publications as *TaxLaw360*, *Forbes.com*, the *Journal of Multistate Taxation and Incentives*, and the *Real Estate Finance Journal*.

JACK TRACHTENBERG, ESQ.

BIOGRAPHY

Jack Trachtenberg is a Principal in Deloitte's Multistate Tax Controversy Services team in New York and a liaison to the Washington National Tax-Multistate practice as a New York controversy and technical lead. Jack focuses on all aspects of state and local tax controversy matters for corporations and pass-throughs, including income/franchise and sales and use tax, and has deep experience serving high-net-worth individuals in personal income tax matters, including residency.

Jack has extensive experience advising clients on New York State and New York City tax matters, having successfully litigated cases before the New York State Division of Tax Appeals, the New York State Tax Appeals Tribunal and the New York State Supreme Courts. Before joining Deloitte, Jack was a partner in the state tax practice at Reed Smith LLP. In 2009, the Governor of New York appointed Jack to serve as the first Deputy Commissioner and Taxpayer Rights Advocate at the New York State Department of Taxation and Finance. In this role, Jack created and implemented the state's Office of the Taxpayer Rights Advocate, which intervenes on behalf of taxpayers facing intractable tax disputes.

Jack is a frequent speaker on state tax issues. Jack is also an author, editor, co-author or publisher of many publications, including the "Multistate Corporate Tax Guide," the "Multistate Guide to Sales and Use Tax," the "New York State Sales and Use Tax Answer Book," and the LexisNexis "Tax Practice Insights: New York." He is also a frequent contributor to tax and accounting publications, such as State Tax Notes and The CPA Journal, and has taught State and Local Tax courses at Albany Law School.

Jack holds a master's and bachelor's degree in political science from Case Western Reserve University and a Juris Doctor from the University at Buffalo School of Law.

Andrew R. Walker

Partner

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— SHARE



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Andrew Walker, a partner in the New York office of Milbank and a member of the firm's Tax Group, has been a partner since 2002.

Primary Focus & Experience

Mr. Walker focuses on international federal income tax matters. His practice focuses on the taxation of complex financing transactions, financial products and derivatives, US and foreign securities offerings, structured finance and asset securitization transactions and investment funds. He has significant experience advising on the tax aspects of cross-border restructurings, refinancing, workouts, strategic investments, mergers and acquisitions.

Mr. Walker has particular expertise in structuring tax efficient solutions that facilitate inbound investment by funds, foreign investors and sovereign investors in a variety of evolving asset classes, including middle market and distressed debt, transportation-related assets and leased assets, life settlements, litigation settlements and real estate.

Mr. Walker is a member of the Executive Committee of the New York State Bar Association Tax Section and serves as co-chair of the Committee on Cross-border Capital Markets. He was previously co-chair of the Committee on US Activities of Foreign Taxpayers and the Committee on Reorganizations. He is also a member of the American Bar Association (Tax Section), the International Fiscal Association, the Tax Forum and the Tax Club.

Recognition & Accomplishments

Mr. Walker has consistently been recognized a leading tax lawyer by *Chambers USA*. Articles by Mr. Walker appear in a number of publications, including the *Tax Lawyer*, the *Journal of Corporate Taxation*, *Derivatives Magazine* and the *Journal of Tax Exempt Organizations* and he is a regular speaker on federal income tax topics to groups like the American Bar Association, the NYU Institute on Federal Taxation, and the Committee of Banking Institutions on Taxation (CBIT).

CLIFFORD M. WARREN, ESQ.

BIOGRAPHY

Cliff Warren is the Senior Counsel in the Passthroughs division of IRS' Office of Chief Counsel. Cliff was a tax leader at GE Capital, head of tax at a large NYC hedge fund and then head of tax at Kohlberg Kravis Roberts & Co. He was named by *Tax Notes* as a top ten tax lawyer in both 2016 and 2017. Cliff is a graduate of Middlebury College, New York Law School and NYU's LLM program.

DIANA L. WOLLMAN, ESQ.

BIOGRAPHY

Diana L. Wollman's practice focuses on complex international M&A and internal restructuring transactions, tax audits, tax investigations and strategic audit preparation.

She repeatedly has been recognized for her leading role in the profession, including being named the "Lawyer of the Year" for New York tax litigation and controversy by *Best Lawyers* in 2013.

Diana joined Cleary Gottlieb in 2015 after serving as the Internal Revenue Service's first Director of International Strategy for the agency's Large Business & International Division, where she was responsible for developing and managing its international strategic program. Her work included improving how the IRS identifies and addresses significant international tax issues, manages and utilizes its institutional knowledge and data, and trains agents; she also worked to improve the collaboration and coordination between the audit division and the Office of Chief Counsel. She represented the IRS on several Organisation for Economic Co-operation and Development (OECD) working groups, including those focused on BEPS (the OECD's base erosion and profit shifting project), the Forum on Harmful Tax Practices and the Forum on Tax Administration.

Prior to her 2013 appointment to the IRS, Diana was a partner in the tax practice of another major international law firm, where she began her career as an associate in 1993. There she built a diverse practice that included federal and New York State tax controversies, complex cross-border transactions, fund and private equity work, and bankruptcy.

SELECTED ACTIVITIES

- Member, Executive Committee, New York State Bar Association's Tax Section; Former Tax Section Chair (2013)
- Fellow, American College of Tax Counsel
- Member, The Tax Club (Harvard Club of New York)
- Member, The Tax Review
- Member, The Tax Forum
- Former Adjunct Professor, Columbia Law School
- Law Clerk to the Hon. Robert J. Kelleher of the U.S. District Court for the Central District of California, 1991-1992

HONORS AND DISTINCTIONS

- ***Best Lawyers:***
"Lawyer of the Year for New York City Litigation & Controversy" - Tax (2013)
- ***Chambers USA:*** Tax
- ***The Best Lawyers in America***
- ***New York Super Lawyers***
- ***The International Who's Who of Corporate Tax Lawyers***
- ***The Legal 500 U.S.***
- ***Chambers USA: America's Leading Lawyers for Business***
- ***International Tax Review Tax Disputes/Controversy Leaders Guide***
- ***International Tax Review's Women In Tax Leaders Guide***
- ***Who's Who Legal***
Tax: Controversy

