



Robert H. Wellen

Partner

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PRACTICE AREAS

Business Tax

Corporate Tax

International Tax

Partnership Tax

General Tax

Tax Controversies

EDUCATION

LL.M. in Taxation, Georgetown University Law Center 1975

J.D. Yale Law School 1971

B.A. Yale College 1968 (Phi Beta Kapa; *Magna Cum Laude*; High Honors in English)

OTHER RELATED EXPERIENCE

Fulbright & Jaworski L.L.P., Washington, D.C.

Associate 1975-1976

Participating Associate 1976-1979

Partner 1979-1993

Holme Roberts & Owen, Denver, Colorado

Consulting Attorney 1981-1982

BAR AND COURT ADMISSIONS

Colorado

Connecticut

Bob Wellen, a partner of the firm, has practiced tax law for nearly 35 years. His practice involves planning, structuring and negotiating business transactions and representing taxpayers seeking private letter rulings from IRS and tax policy determinations from IRS and the Treasury Department and in controversies with IRS. He also serves as an arbitrator and as an expert witness in commercial disputes involving tax issues.

Bob grew up in Jersey City, New Jersey. He graduated from Yale College in 1968 and Yale Law School in 1971. As a law student, he assisted Professor Boris I. Bittker in editing a new edition of Federal Income Taxation of Corporations and Shareholders.

Bob served on active duty in the U.S. Navy Judge Advocate General's Corps. His work included representing Naval personnel at courts martial and administrative hearings, general legal assistance to Naval personnel and drafting legal opinions for the Judge Advocate General. As a highlight, he had the opportunity to work on briefing and arguing a case in the U.S. Supreme Court involving the Constitutional right to counsel in courts martial. While on active duty, he obtained an LL.M. (Taxation) from Georgetown University Law Center.

When he completed his active duty in the Navy, Bob joined the Washington office of Fulbright & Jaworski LLP, where he began his tax law career. He later became a partner of that

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District of Columbia
Various Federal courts

firm. While at Fulbright & Jaworski, he worked principally on corporate transactions, including the spin-off by The Coastal Corporation (later acquired by El Paso Corporation) of Valero Corporation, currently the largest oil refiner in the U.S., and the work-out of the Great Plains Coal Gasification project.

Bob joined Ivins, Phillips & Barker as a partner in 1993. Since joining the firm, he has continued his corporate tax work. He has worked with clients such as H.J. Heinz, Northrop Grumman, VISA International, Union Pacific, Dominion Resources, General Electric, Fidelity Investments and S.C. Johnson. His work has included a wide variety of business transactions such as formations of new business corporations and joint ventures, mergers and acquisitions, restructurings of business organizations (domestic and foreign), bankruptcies and workouts, spin-offs, stock repurchases and liquidations. He has also represented clients in tax controversies with I.R.S. in audit, appeals and litigation. These controversies have involved complex corporate and consolidated return issues, including issues relating to stock redemptions, debt workouts and joint ventures.

Due to his national reputation, Bob has been tapped as an expert witness on corporate tax in cases in litigation in state and Federal courts and in arbitration. He has also served as arbitrator in a number of disputes involving tax sharing agreements between parties to acquisitions and spin-offs.

Bob's articles on corporate tax subjects have been published in the Practising Law Institute volumes on corporate transactions, *Tax Notes*, *Journal of Taxation*, *Taxes* and other publications. He has also lectured at numerous institutes conducted by organizations such as the Tax Executives

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Institute, the American Bar Association Tax Section, the Federal Bar Association, the District of Columbia Bar Association, New York University, Penn State/Dickinson College of Law, American Law Institute/American Bar Association and the Practising Law Institute, among others.

Bob is active in the American Bar Association Tax Section. As a member of the Section's Government Submissions Committee, he reviews comments on proposed legislation, proposed regulations and rulings. He is also a Fellow of the American College of Tax Counsel and a member of the District of Columbia Bar Taxation Section and the Federal Bar Association Tax Committee.

Bob has been recognized in numerous publications and surveys as one of the leading corporate tax lawyers in the U.S. As examples, he has been named by *Legal Times* as one of the 10 "Leading Lawyers" in Washington, D.C., tax practice, by *Washington Post Magazine* on its Best Lawyers List for Washington, D.C. and by *Washingtonian Magazine* in its Top Lawyers list. He is also rated in both Chambers USA and Chambers Global. He is also consulted on corporate tax subjects by the press, including Bloomberg's, Dow Jones, Elsevier Business Intelligence, *Tax Notes* and BNA.

REPRESENTATIVE MATTERS

- With Josh Brady, obtained the first private ruling on rescission of a corporate merger. PLR 200911004 (March 13, 2009).
- Obtained a private ruling on the spin-off of Star-Kist by H.J. Heinz. The transaction involved numerous issues, including an "active trade or business" in a partnership that distributed assets to be included in the spin off, the use of "securities" as a financing mechanism and a post-spin-off tax-free acquisition of the spun-off corporation.
- Represent Husqvarna AB in ongoing tax sharing negotiations with its former parent, Electrolux AB and restructuring Husqvarna's operations after spin-off.
- With Clif Cates and David Sherwood, represent Chesapeake Corporation in a pending case of first impression on a leveraged partnership acquisition.
- With Pat Smith and David Sherwood, negotiated tax aspects of the joint venture between Northrop Grumman and AREVA relating to manufacture of nuclear reactor components
- With David Sherwood, advised on ordinary deduction for worthless stock of subsidiary with complex ownership and basis history
- In collaboration with another firm, obtained a private ruling for VISA International on spin-off of its European operations.

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- Served as expert witness in cases involving a variety of issues, including deconsolidation of a consolidated return subsidiary, application of I.R.C. section 305 to a tender offer by a corporation for its own stock, triggering excess loss accounts in a spin-off, tax cost of disposition of a closely-held business, application of the substance-over-form doctrine, tax shelter advice and various tax sharing agreement issues.
- Served as arbitrator in cases involving spin-off tax sharing agreements (e.g., DuPont-Conoco, Sara Lee-Coach, AT&T-NCR).

GOVERNMENT SERVICE

Judge Advocate General's Corps, U.S. Naval Reserve, active duty 1971-1975

HONORS & AWARDS

Chambers USA

Chambers Global, The World's Leading Lawyers For Business

Euromoney Legal Media Group - Guide to the World's Leading Tax Advisers - International Tax Review

Legal Times Leading Lawyer in Tax, Washington, DC

The Best Lawyers in America, specialty of Tax Law

The International Who's Who of Corporate Taxation Lawyers

The *Washington Post Magazine*, Best Lawyers List , Washington, DC

Washington, DC Super Lawyers

Who's Who Legal, The International Who's Who of Business Lawyers, Law Business Research Ltd

Washingtonian Magazine 2009 Top Lawyers

Martindale-Hubbell 5 AV rating

ACADEMIC APPOINTMENTS

Adjunct Professor of Law, Georgetown University Law Center, 1979 and 1983-1985

MEMBERSHIPS & AFFILIATIONS

American Bar Association Section of Taxation

Offices

Supervising Editor, Section of Taxation *Newsletter* 1993-1997

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Assistant Secretary and Council Director for Section Committees 1997-1998

Chair, Committee on Corporate Tax 1990-1991

Co-Chair, Tax Section Task Force on Leveraged Buyouts 1989

Committee Memberships

Affiliated and Related Corporations

Corporate Tax

Government Submissions

Government Relations 1993-2001

Nominating 1996-1998

Selected ABA Tax Section Comments

Participated in preparation and review of comments filed by members of the Section of Taxation with the Treasury Department, Internal Revenue Service and Congressional staff. These comments included the following:

Final Regulations Defining the Term "Statutory Merger or Consolidation (T.D. 9242)" (March 2007) Annotated Draft Revision of Rev. Proc. 86-42, 1986-2 C.B. 722 (March 2007)

Treatment of Amounts Required to be Capitalized in Certain Transactions to which Treas. Reg. § 1.263(a)-5 Applies Notice 2004-18 (2005)

Proposed Regulations Regarding the Effect of Pre-closing Changes in Acquiring Corporation Stock Value on Continuity of Interest (REG-129706-04) (2005)

Proposed Regulations Addressing Transfers of Assets and Stock following a Reorganization (January 2005)

Sections 357(d), 358(d) and 362(d), Announcement 2003-37 and Related Matters—Outline (July 2003)

Proposed Regulations under Section 355(d) (July 2000)

Section 355(e) - "ABA Tax Section Members Weigh in on Anti-Morris Trust Regs," 2000 Tax Notes Today 1-103 (2000)

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Section 368(c)—"Administration's Proposal Elicits 'Ho-Hum' from ABA Members," 1999 Tax Notes Today 68-24 (1999)

Sections 338 & 1060—"ABA Tax Section Members Suggest Changes to Proposed Regs on Purchase Price Allocations in Asset Allocations," 1999 Tax Notes Today 219-82 (1999)

Section 197 Anti-Churning Rules—"ABA Members Recommend Changes to Proposed Anti-Churning Regs," 1999 Tax Notes Today 23-28 (1999)

Section 1032—"ABA Tax Section Members Suggest Changes to Proposed Stock-for-Property Regs," 98 Tax Notes Today 251-24 (1998)

Mergers with Single Member Entities ("SMEs")—"ABA Members Request Guidance on treatment of Mergers Involving Corporate-Owned SMEs," 98 Tax Notes Today 151-11 (1998)

Section 357(c)—"ABA Tax Section Members Express Views on Corporate Reorg. Provision in IRS Restructuring Bill," 98 Tax Notes Today 127-10 (1998)

Sections 355(e), 355(f) and 358—"ABA Members Request Guidance on New Corporate Reorganization Provisions," 98 Tax Notes Today 93-22 (1998)

Section 355 and Controlled Firm Stock—"ABA Members Comment on Corporate Reorg Guidance," 98 Tax Notes Today 43-44 (1998); "ABA Members Offer Alternative Disguised Sale Proposal," 97 Tax Notes Today 69-61 (1997)

Stock Rights in a Reorganization—"ABA Members Suggest Changes to Proposed Regs on Stock Rights Connected with Reorganization," 97 Tax Notes Today 220-13 (1997)

Other Professional Organizations

Fellow, American College of Tax Counsel

District of Columbia Bar Tax Section

Federal Bar Association

PUBLICATIONS

- August 1, 2010
Contingent Consideration and Contingent Liabilities in Acquisitions
Ivins, Phillips & Barker

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- April 20, 2010
Codification of the Economic Substance Doctrine
Business Tax Insider

SPEECHES & PRESENTATIONS

Lecturing and participating in panel presentations on corporate tax subjects has also been an integral part of Bob's practice. He has spoken at the following institutes and conferences, among others:

- American Bar Association Tax Section, Committees on Corporate Tax, Affiliated & Related Corporations and S Corporations
- American Law Institute/American Bar Association Conferences on Corporate Developments and Consolidated Tax Return Regulations
- Council for International Tax Education, Taxation of Mergers & Acquisitions Conference
- District of Columbia Bar National Federal Tax Institute
- Federal Bar Association Section of Taxation Annual Tax Law Conference
- Georgetown University Law Center Advanced Institute on Corporate Taxation
- Internal Revenue Service Chief Counsel Lecture Series
- Mid-Atlantic Tax Conference
- New York University Tax Institute and Corporate Restructuring Seminar
- Penn State Dickinson School Of Law and The New York City Bar Institute on Tax Aspects Of Mergers And Acquisitions
- Practicing Law Institute, Tax Strategies for Corporate Acquisitions, Dispositions, Spin-offs, Joint Ventures, Financings, Reorganizations & Restructurings
- RSM McGladrey, Inc. Advanced Tax Seminar
- Southern Federal Tax Institute
- State Bar of Texas Advanced Tax Law Course
- Tax Executives Institute (Houston Chapter) Tax School
- U.C.L.A. Corporate Institute on Tax Aspects Of Mergers And Acquisitions
- University of Chicago Tax Federal Tax Conference
- University of Miami Institute on Tax Aspects Of Mergers And Acquisitions
- William & Mary Tax Institute

NEWS

- August 31, 2011
Ten Ivins Attorneys Named to 2012 Best Lawyers in America

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- August 1, 2011
Ivins Attorneys Comment on Guidance under Section 355
- June 9, 2011
Robert Wellen to Speak at Texas Federal Tax Institute
- May 8, 2011
Ivins Attorneys Named to 2011 Washington DC Super Lawyers
- April 28, 2011
Ivins Attorney Speaks at Penn State Dickinson School of Law/New York City Bar Program
- March 31, 2011
Ivins Attorney Speaks at ALI-ABA Corporate Taxation Program
- February 22, 2011
Ivins Attorneys to Speak at the FBA Annual Tax Law Conference
- October 21, 2010
Bob Wellen Speaks on Corporate Spin-Offs
- October 1, 2010
Bob Wellen Speaks on Consolidated Return Corporate Acquisitions and Separations
- March 17, 2010
Robert Wellen Comments on Proposed Amendment to Section 361
Tax Notes Today
- March 8, 2010
Robert Wellen Comments on All-Cash D Reorganization Proposal
Tax Notes Today