



ROCKY MOUNTAIN MINERAL LAW
FOUNDATION

ASSOCIATION OF
INTERNATIONAL PETROLEUM NEGOTIATORS



THE CORE COURSE ON

International Oil and Gas Law

30 March - 3 April, 2009
Westin Grand Cape Town Arabella Quays
Cape Town, South Africa

*Please register as soon as possible. If
you plan to stay at the Westin Hotel,
make your room reservation immedi-
ately using the Westin form inside*

MONDAY, 30 MARCH

08:00-08:30

PETROLEUM INDUSTRY OVERVIEW

A. TIMOTHY MARTIN, President, adr.governance.inc, Calgary, Alberta, Canada

08:30-10:00

DUE DILIGENCE – LEGAL, TITLE, ENVIRONMENTAL, AND SOCIAL ISSUES

N.E. “SKIP” MARYAN, Partner, Thompson & Knight LLP, Houston, Texas, USA

A. TIMOTHY MARTIN, President, adr.governance.inc, Calgary, Alberta, Canada

10:00-10:30

Hosted Break

10:30-12:30

DUE DILIGENCE (continued)

12:30-14:00

Hosted Luncheon

14:00-16:00

ANTI-CORRUPTION ISSUES

A. TIMOTHY MARTIN, President, adr.governance.inc, Calgary, Alberta, Canada

N.E. “SKIP” MARYAN, Partner, Thompson & Knight LLP, Houston, Texas, USA

16:00-16:30

Hosted Break

16:30-18:30

DISPUTE RESOLUTION

A. TIMOTHY MARTIN, President, adr.governance.inc, Calgary, Alberta, Canada

N.E. “SKIP” MARYAN, Partner, Thompson & Knight LLP, Houston, Texas, USA

18:30-20:00 - **Hosted Reception for registrants and speakers**

TUESDAY, 31 MARCH

08:00-10:00

CONFIDENTIALITY AGREEMENTS ISSUES

N.E. “SKIP” MARYAN, Partner, Thompson & Knight LLP, Houston, Texas, USA

JAMES B. BARNES, Partner, Barnes & Cascio LLP, Houston, Texas, USA

10:00-10:30

Hosted Break

10:30-12:30

GRANTING INSTRUMENT ISSUES

JAMES B. BARNES, Parnter, Barnes & Cascio LLP, Houston, Texas, USA

P. SEAN MURPHY, Senior Counsel, XTO Energy Inc., Dallas, Texas, USA

12:30-14:00

Hosted Luncheon

14:00-16:00

GRANTING INSTRUMENT ISSUES (continued)

16:00-16:30

Hosted Break

16:30-18:30

GRANTING INSTRUMENT ISSUES (continued)

WEDNESDAY, 1 APRIL

08:00-10:00

JOINT OPERATING AGREEMENT ISSUES

P. SEAN MURPHY, Senior Counsel, XTO Energy Inc., Dallas, Texas, USA
NORMAN NADORFF, Senior Counsel, BP Angola Inc., Luanda, Angola

10:00-10:30

Hosted Break

10:30-12:30

JOINT OPERATING AGREEMENT ISSUES

(continued)

12:30-14:00

Hosted Luncheon

14:00-16:00

JOINT OPERATING AGREEMENT ISSUES

(continued)

16:00-16:30

Hosted Break

16:30-18:30

INFRASTRUCTURE DEVELOPMENT ISSUES

JAMES B. BARNES, Partner, Barnes & Cascio LLP, Houston, Texas, USA

P. SEAN MURPHY, Senior Counsel, XTO Energy Inc., Dallas, Texas, USA

THURSDAY, 2 APRIL

08:00-10:00

UNITIZATION ISSUES

ANDREW B. DERMAN, Partner & International Energy Practice Group Leader, Thompson & Knight LLP, Dallas, Texas, USA
HARRY W. SULLIVAN, JR., Senior Counsel, ConocoPhillips Company, Houston, Texas, USA

10:00-10:30

Hosted Break

10:30-12:30

UNITIZATION ISSUES (continued)

12:30-14:00

Hosted Luncheon

14:00-16:00

PARTICIPATION ARRANGEMENT ISSUES – FARMIN/FARMOUT

ANDREW B. DERMAN, Partner & International Energy Practice Group Leader, Thompson & Knight LLP, Dallas, Texas, USA
HARRY W. SULLIVAN, JR., Senior Counsel, ConocoPhillips Company, Houston, Texas, USA

16:00-16:30

Hosted Break

16:30-18:30

PARTICIPATION ARRANGEMENT ISSUES – FARMIN/FARMOUT (continued)

FRIDAY, 3 APRIL

08:00-10:00

CRUDE OIL SALES AND LIFTING AGREEMENTS ISSUES

HARRY W. SULLIVAN, JR., Senior Counsel,
ConocoPhillips Company, Houston, Texas, USA
ANDREW B. DERMAN, Partner & International
Energy Practice Group Leader, Thompson &
Knight LLP, Dallas, Texas, USA

10:00-10:30

Hosted Break

10:30-12:30

NATURAL GAS SALES AGREEMENTS ISSUES

HARRY W. SULLIVAN, JR., Senior Counsel,
ConocoPhillips Company, Houston, Texas, USA
ANDREW B. DERMAN, Partner & International
Energy Practice Group Leader, Thompson &
Knight LLP, Dallas, Texas, USA

12:30-14:00 - **Hosted Luncheon**

14:00-16:00

LNG SALES AGREEMENTS ISSUES

HARRY W. SULLIVAN, JR., Senior Counsel,
ConocoPhillips Company, Houston, Texas, USA
ANDREW B. DERMAN, Partner & International
Energy Practice Group Leader, Thompson &
Knight LLP, Dallas, Texas, USA

16:00 - **Course Adjournment**

The sponsoring organizations reserve the right to cancel this course in the event of insufficient attendance. In this case, the sponsors' only liability will be the return of the participants' full registration fees.

FACULTY

JAMES B. BARNES is a member of the firm of Barnes & Cascio LLP, in Houston, Texas, USA. The firm's main areas of practice are international oil and gas and international business law, transactions and negotiations. Mr. Barnes has more than twenty-five years of experience negotiating and advising companies on upstream and midstream oil and gas acquisitions, operations and related activities. His clients are primarily oil and gas companies ranging from small independents desiring to enter the international arena to integrated majors. Mr. Barnes holds a Bachelors degree in Mathematics from the University of Vermont, a Masters degree in Agricultural and Resource Economics from the University of Maine, and a Juris Doctorate degree from the University of Florida. In addition Mr. Barnes has a diploma in international law from Trinity College, Cambridge, England and the Academy of Sciences, Warsaw, Poland, and has attended the International Executive Program at the Institute for Management Development in Laussane, Switzerland. He is licensed to practice law in Texas and Florida. Mr. Barnes was formerly a senior partner at Thompson & Knight LLP, Vice President and General Attorney for British Gas Exploration and Production, Inc., and General Attorney for the International Divisions of Tenneco Oil Company. Currently, he is serving as a Director of the Association of International Petroleum Negotiators, and the Program Director of the Short Course on International Oil and Gas Law. In the past he has served as Vice President of Education of the AIPN, a Trustee of the Rocky Mountain Mineral Law Foundation, Chairman of the International Oil and Gas Program of the Rocky Mountain Mineral Law Annual Institute, Co-Chair for the International Energy Sub-Committee of the ABA International Section and Co-Chairman of various drafting committees for the Association of International Petroleum Negotiators. He writes and lectures on a variety of topics involving international energy law.

ANDREW B. DERMAN leads the International Energy Practice Group for Thompson & Knight LLP. With a concentration on oil and gas investment projects and cross-border transactions, his

practice focuses on acquisitions, divestments, trades, and mergers; strategic commercial and business advice; large infrastructure projects, including LNG and GTL nationalization/expropriation; unitizations; exploration, development, and production operations; negotiations; and expert testimony, arbitration, and dispute resolution. Mr. Derman has assisted clients in more than 50 countries on six continents and offers clients a comprehensive understanding of oil and gas activities through experience in a broad spectrum of countries and companies. Prior to joining Thompson & Knight, he served as in-house counsel and later an executive for a large international oil and gas company for nearly 20 years. Mr. Derman's practice is equally divided between providing clients with traditional legal representation (contract negotiation and drafting) and business development/commercial counseling (the identification and capture of oil and gas opportunities). Mr. Derman is Board Certified in Oil, Gas and Mineral Law by the Texas Board of Legal Specialization.

A. TIMOTHY MARTIN has 30 years of experience in the international petroleum industry in a variety of senior management positions at Nexen, Gulf and Shell. He has been a General Counsel, Special Counsel, Country General Manager, Finance Director, Commercial Manager and an economist. He has worked in more than 50 countries around the world and has been a senior executive in commercial, operational, financial and legal positions. Tim has established & managed international operations, project managed exploration & production operations, and handled the acquisition and divestment of oil & gas properties. He has secured project financing and managed international banking & financial systems for oil & gas operations. Tim has been the President of the Association of International Petroleum Negotiators, President of the Canadian Association of Petroleum Landmen (CAPL) and a Director of the American Association of Petroleum Landmen (AAPL). He was twice voted AIPN Member of the Year and has received its prestigious President's Award and Legacy Award for his outstanding work for the organization. Tim has extensive experience as an arbi-

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trator, mediator and counsel. He is a Fellow and Chartered Arbitrator of the Chartered Institute of Arbitrators in London, England, and is a member of the International Arbitration Institute in Paris, France and the London Court of International Arbitration. He is on the Board of Directors of the American Arbitration Association and on the International Panel of the International Centre of Dispute Resolution. Tim is a member of the ICC Canadian National Committee and is on their Panel of International Commercial Arbitrators. He is a member of several Canadian Law Societies, the International Bar Association, the Canadian Bar Association and the American Bar Association (where he was Vice-Chair of the International Energy Section). Tim is a global faculty member of the Centre for Energy Petroleum and Mineral Law and Policy (CEPMLP) at the University of Dundee, Scotland. Tim has acted as an advisor to governments and industry organizations. He has spoken extensively on the subjects of energy transactions, model contracts, decommissioning, dispute resolution, corporate governance & compliance, corruption and international law in the United States, Canada, Europe, Africa, Asia and the Middle East. He has published numerous articles on international business and legal transactions, in particular in the energy sector.

N.E. “SKIP” MARYAN practices International Energy law with the Houston office of Thompson & Knight LLP. He started his energy career with a law firm in South Texas in 1975. In 1979, he moved to Mobil Oil Corporation where he held a number of affiliate General Counsel positions over a 25 year career including: General Counsel, Rocky Mountain Division, Denver; General Counsel, Mobil Oil Indonesia, Jakarta; General Counsel, New Business Development, Dallas; Managing Counsel, Mobil’s Major Transaction Group, Fairfax, Virginia; Chief Attorney for ExxonMobil Development Company. His experience includes negotiating, lawyering and documenting upstream oil & gas projects in numerous countries on every continent. Mr. Maryan holds a law degree from St. Mary’s University and a Master of Laws in taxation from Southern Methodist University. He is currently a member of the

Texas and Colorado Bar associations. He was an adjunct professor at Georgetown Law School for three years teaching a seminar on the topic of “Structuring and Financing Foreign Transactions”. He is a frequent speaker at CLE and energy educational programs throughout the world. Since 1997, Skip has served in several capacities as an officer and director of the Association of International Petroleum Negotiators. He is a retired Commander in the U. S. Navy Reserve where he served as both an aviator and lawyer from 1965-1987. He lives with his family in Williamsburg, Virginia, USA.

P. SEAN MURPHY is Senior Counsel with XTO Energy Inc in Dallas, Texas, USA. He provides legal services and commercial advice to various disciplines within XTO Energy Inc., including both international and domestic US operations. He obtained a BBA in Finance from Southern Methodist University in Dallas and his J.D. degree from South Texas College of Law in Houston, Texas. Mr. Murphy has practiced international oil and gas law for twenty-five years and has participated in transactions based in many of the petroleum provinces worldwide, including Colombia, Peru, Ecuador, Venezuela, Trinidad and Tobago, Bolivia, Gabon, the Sudan, Algeria, Mozambique, Egypt, Italy, France, United Kingdom, the Netherlands, Spain, Poland, Kazakhstan, Russia, China, Indonesia, Malaysia, Myanmar, Thailand, Australia, New Zealand, and the United States. Before XTO, Mr. Murphy was with Hunt Petroleum Corporation, Thompson & Knight, LLP, Atlantic Richfield Company (“ARCO”), PanCanadian Petroleum Limited, Oryx Energy Company, and Sun Oil Company.

NORMAN NADORFF is Senior Counsel for BP Angola and resides in Luanda, Angola. He was instrumental in the creation of a BP-sponsored Oil and Gas LL.M. program at the national law school, where he teaches contract drafting. He has done E&P legal work in various regions, primarily Latin America, Southeast Asia and West Africa for Conoco, ARCO and BP. Norman’s E&P experience includes two expatriate assignments in Indonesia. He was also a legal advisor to ARCO’s Treasury Department (Los Angeles)

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in the mid-90's, Legal Manager for BP Brazil earlier in this decade, and before going to Angola provided legal services to BP's alternative energy division. Norman received his Juris Doctor degree from The Ohio State University College of Law (1980). He also holds an M.A. in Spanish and Portuguese and a B.A. in Political Science (summa cum laude), both from Saint Louis University (1975, 1976). He is a member of Phi Beta Kappa (1974). Norman was a Fulbright Fellow in Law in Brazil (1980-1981) during which time he published an article entitled "Habeas Corpus and the Protection of Political and Civil Rights in Brazil, 1964-1978." He is admitted to practice law in Ohio (1980) and Texas (2002).

HARRY W. SULLIVAN, JR. is a member of the Legal Department of ConocoPhillips, based in Houston, where he provides legal support for ConocoPhillips' international energy activities.

He has been the lead attorney for numerous exploration and development upstream and mid-stream projects throughout the world, including major natural gas development projects in Indonesia, China, Qatar, Mozambique and Saudi Arabia; a significant EOR project in Algeria; and for the establishment of the "LUKARCO" joint venture between ARCO and the Russian oil company LUKOIL. He is licensed to practice in Louisiana and Texas, where he is also Board Certified in Oil, Gas and Mineral Law. He has taught at Texas Wesleyan School of Law, SMU's Cox School of Business, University of Texas at Arlington, and El Centro College. Previously, he was legal manager for ARCO's Southeastern District in Lafayette, Louisiana, where he provided legal support for ARCO's operations in Louisiana, Texas, Arkansas, and a portion of the offshore Gulf of Mexico.