



ROCKY MOUNTAIN MINERAL LAW
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INTERNATIONAL PETROLEUM NEGOTIATORS



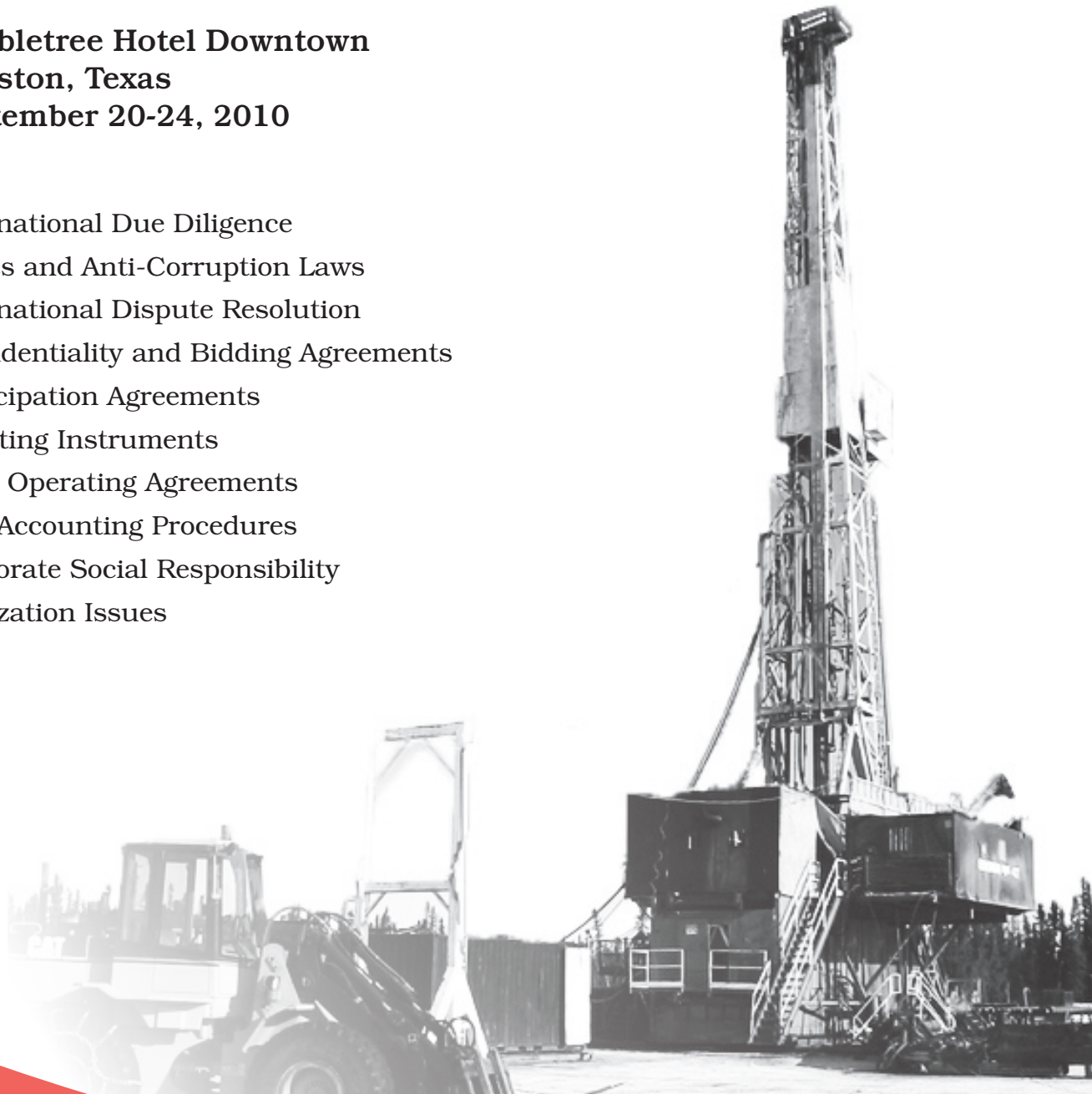
INSTITUTE FOR ENERGY LAW OF
THE CENTER FOR AMERICAN AND INTERNATIONAL LAW



International Oil & Gas Law, Contracts, and Negotiations: UPSTREAM ISSUES AND AGREEMENTS

**Doubletree Hotel Downtown
Houston, Texas
September 20-24, 2010**

International Due Diligence
Ethics and Anti-Corruption Laws
International Dispute Resolution
Confidentiality and Bidding Agreements
Participation Agreements
Granting Instruments
Joint Operating Agreements
JOA Accounting Procedures
Corporate Social Responsibility
Unitization Issues



INTERNATIONAL OIL & GAS LAW, CONTRACTS, AND NEGOTIATIONS: UPSTREAM ISSUES & AGREEMENTS

MONDAY, SEPTEMBER 20

- 8:30–10:00 International Due Diligence
(*Darden & Moyes*)
- 10:00–10:30 Coffee Break
- 10:30–12:30 International Due Diligence
(*continued*)
- 12:30–2:00 Hosted Lunch
- 2:00–4:00 Ethics and Anti-Corruption Laws
(*T. Martin & J. Martin*)
- 4:00–4:30 Coffee Break
- 4:30–6:00 International Dispute Resolution
(*Bowman & T. Martin*)
- 6:00–8:00 Hosted Reception

TUESDAY, SEPTEMBER 21

- 8:30–10:00 Confidentiality and Bidding
Agreements (*Fry & Moyes*)
- 10:00–10:30 Coffee Break
- 10:30–12:30 Participation Arrangements
(Farmout / Farmin) (*Cascio & Eljuri*)
- 12:30–2:00 Hosted Lunch
- 2:00–4:00 Participation Arrangements
(Farmout / Farmin) (*continued*)
- 4:00–4:30 Coffee Break
- 4:30–6:00 Participation Arrangements
(Farmout / Farmin) (*continued*)

PROGRAM CHAIRS:

James B. Barnes, Barnes & Cascio LLP,
Houston, Texas

Karen Krug, Denton Wilde Sapte, Almaty,
Kazakhstan

Participants may pick up their program materials on Monday, September 20, starting at 7:30am at the course registration desk at the Doubletree Hotel Downtown, 400 Dallas Street, Houston, Texas 77002, USA. Sessions will meet at this hotel daily.

WEDNESDAY, SEPTEMBER 22

- 8:30–10:00 Granting Instruments
(*Barnes & Krug*)
- 10:00–10:30 Coffee Break
- 10:30–12:30 Granting Instruments (*continued*)
- 12:30–2:00 Hosted Lunch
- 2:00–4:00 Granting Instruments (*continued*)
- 4:00–4:30 Coffee Break
- 4:30–6:00 Granting Instruments (*continued*)

THURSDAY, SEPTEMBER 23

- 8:30–10:00 Joint Operating Agreements
(*Murphy & Asmus*)
- 10:00–10:30 Coffee Break
- 10:30–12:30 Joint Operating Agreements
(*continued*)
- 12:30–2:00 Hosted Lunch
- 2:00–4:00 JOA Accounting Procedures
(*continued*)
- 4:00–4:30 Coffee Break
- 4:30–6:00 JOA Application Problems
(*continued*)

FRIDAY, SEPTEMBER 24

- 8:30–10:00 Corporate Social Responsibility
(*Nassif*)
- 10:00–10:30 Coffee Break
- 10:30–12:30 Unitization Issues (*Asmus & Aguirre*)
- 12:30–2:00 Hosted Lunch
- 2:00–4:00 Unitization Issues (*Asmus & Aguirre*)

SPEAKER BIOGRAPHIES

RICHARD AGUIRRE is an attorney with Exxon Mobil Corporation assigned to the Exploration company. He has worked numerous exploration and development projects in Europe, South America and the Asia Pacific regions. Richard participated on the Committee that developed the AIPN Model Unitization and Unit Operating Agreement. He has also participated on other AIPN drafting Committees including the AIPN Model Farmout Agreement, Confidentiality Agreement, JOA and AMI. Richard is a native of South Texas. He obtained a B.A. in Economics from Princeton University in 1978 and a J.D. from the University of Texas at Austin in 1981. Richard is a member of the State Bar of Texas and served on the Board of Directors of the AIPN from 2007-2010.

DAVID ASMUS is a partner in Morgan Lewis's Business and Finance Practice and the leader of the Energy Transactions Practice. Mr. Asmus focuses his practice on oil and gas development projects (including LNG and unconventional resource projects, FPSO and platform-based offshore developments, and integrated field development, pipeline, and processing projects), acquisitions and divestitures (including auction and negotiated sales and property exchanges), and energy-based financings (including project financings, reserve-based loans, and production payments). Mr. Asmus has experience with the structuring, documentation, and negotiation of oil and gas transactions that range from host government arrangements, farm-ins, and acquisitions to shareholder agreements, operating agreements, and unitizations to EPC, production handling, transportation, and sales contracts and financing arrangements. Mr. Asmus has served as the president, the secretary, and a member of the board of directors of the Association of International Petroleum Negotiators (AIPN), chaired the AIPN/ACCA committee that revised the Model Form International Operating Agreement in 1995, and co-chaired and served as lead drafter for the AIPN 2006 Model Form International Unitization and Unit Operating Agreement.

JAMES B. BARNES is a partner of the firm of Barnes & Cascio LLP, located in Houston, Texas. The firm's main areas of practice are international oil and gas law and international business law. Mr. Barnes has more than thirty years of experience advising companies on upstream and midstream petroleum operations, transactions, negotiations and related activities in more than thirty countries. His clients are primarily oil and gas companies ranging from small independents 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 Lausanne, 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, Mr. Barnes is serving as the Program Director of the Short Course on International Oil and Gas Law, as a Trustee of the Rocky Mountain Mineral Law Foundation, as a co-chair for the Model Joint Operating Agreement Revision Committee for the Association of International Petroleum Negotiators. In the past he has served as Vice President of Education of the AIPN, a Director of the AIPN, 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 an active participant of the AIPN drafting committees for the following model forms previous versions of the Joint Operating Agreement, the Study and Bidding Agreement, Lifting Agreement, Secondment Agreement, and Gas Sales Agreement. He writes and lectures on a variety of topics involving international energy law.

JOHN P. BOWMAN is a Partner in King & Spalding LLP, in Houston. He received his J.D. from the University of Kansas (1980), and was Editor-in-Chief, Kansas Law Review. He was admitted to practice in Texas and various federal courts, and is highly experienced in international arbitration under many arbitral regimes and in energy disputes, upstream, midstream, and downstream. He is a frequent writer and speaker on international arbitration and international oil and gas topics. Mr. Bowman is recognized in Chambers Global: Guide to World's Leading Lawyers 2010 as a global leader in international arbitration and in Chambers USA: 2010 Client's Guide to America's Leading Lawyers for Business as a nationally leading lawyer for energy and international arbitration; listed in Legal Media Group's Guide to the World's Leading Experts in Commercial Arbitration 2009 and in Law Business Research Ltd's Who's Who Legal 2010 for international arbitration and oil and gas; listed in The Best Lawyers in America 2010 as one of the best for his international arbitration practice; selected as a 2009 Texas Super Lawyer; recipient of the national Burton Award for excellence in legal writing for "The Panama Convention and Its Implementation Under the Federal Arbitration Act" (2002). VP for Education, Association of International Petroleum Negotiators (2010 - 2011); Fellow, Chartered Institute of Arbitrators and College of Commercial Arbitrators; Board of Trustees, RMMLF (2008-2010); Founding Director, ICC Latin American Arbitration Group; Board of Directors, College of Commercial Arbitrators (2004-2009); Board of Directors, World Affairs Council of Houston, (2004-2010); Board of Directors, Association of International Petroleum Negotiators (1999-2002); Co-Founder, Houston International Arbitration Club; member International Arbitration Club, London; member International Arbitration Institute, Paris; London Court of International Arbitration member; Advisory Board, Institute for Transnational Arbitration; Advisory Board, Institute for Energy Law; on AAA International Centre for Dispute Resolution International Panel of Arbitrators and AAA Commercial and Energy Panels of Arbitrators. Most recent writing: In-house Counsel's Role in International Arbitration (2009).

FRANK L. CASCIO, JR. is a partner in the firm of Barnes & Cascio LLP in Houston, Texas. He is engaged in a transactional and negotiating practice representing both large and small energy companies. Over the last 36 years he has managed to work in most of the oil producing countries worldwide.

MICHAEL P. DARDEN is a partner in the Corporate Department at Latham & Watkins LLP, and the head of Latham's Oil and Gas Transactions Practice Group. His practice focuses on international and U.S. oil and gas ventures (including LNG, deep-water and unconventional resource development projects); international and U.S. infrastructure projects; asset acquisitions and divestitures; and energy-based financings (including project financings, reserve-based loans, and production payments). Mr. Darden has worked extensively on petroleum projects both within and outside the U.S., in all regions of the world. He has been involved in petroleum projects at all stages, working with governments, operators, industry partners, contractors, suppliers, lenders and insurers. He is the author of the Monograph entitled Legal Research Checklist for International Petroleum Operations published by the American Bar Association, as well as numerous papers that have been published or that he has presented at various seminars and conferences. He has been an instructor at the International Energy Law, Contracts and Negotiations Short Course co-sponsored by the Rocky Mountain Mineral Law Foundation, the Institute for Energy Law and the Association of International Petroleum Negotiators, for each year of its existence. Mr. Darden is a member of the Association of International Petroleum Negotiators, in which he has served as an officer, director and committee chairman, and was co-chair of the committee that developed the model form international farmout agreement.

SPEAKER BIOGRAPHIES

ELISABETH ELJURI is a partner of the international law firm of Macleod Dixon. She is the head of the Oil and Gas Practice Group in Caracas and is dedicated to transactional oil and gas work in Latin America. She regularly advises oil and gas producers engaged in upstream crude agreements, gas licenses, farmouts, joint venture companies, as well as midstream and downstream related and major projects. She is also an expert in the area of natural resources disputes and investment protection generally. Since 2005, she has been a Director of the AIPN and since 2008 she is Vice-President of the association. She has published extensively on energy topics and speaks regularly at major international conferences. She received her law degree cum laude from Universidad Católica Andrés Bello and Masters in Law (LL.M.) from Harvard Law School. Elisabeth is admitted to practice law in Venezuela and New York State

ERIC FRY is Director - Negotiations for Pioneer National Resources USA, Inc. He is responsible for business development and commercial transactions relating to Pioneer's bolt-on acquisitions and exploration new ventures.

KAREN KRUG is Deputy Managing Director, Central Asia for Denton Wilde Sapte based in Almaty, Kazakhstan for over 15 years where she advises clients on a range of upstream and midstream energy issues. She is an experienced negotiator with over 30 years in the oil and gas industry as both a lawyer and a petroleum engineer. Project focuses encompass exploration, development, production, transportation and processing of oil and gas. She specializes in natural monopoly regulations (pipelines), export strategies, foreign investment protection and project/corporate structuring. Ms. Krug is a registered petroleum engineer. She is President of AIPN (2009-10), former VP of Education (2006/07-2007/08), Board member (2005-present) and co-chair of AIPN/RMMLF's International Short Course (2002-present). She is a former adjunct professor, DU Law School, LL.M., International Oil and Gas Transactions (1996-03), a Trustee of the Colorado School of Mines (1996-2004) and a Trustee of RMMLF (1996-02, 2005-08). She has published numerous articles and lectured widely on a range of energy topics.

JAY G. MARTIN is the Vice President, Chief Compliance Officer, and Senior Deputy General Counsel for Baker Hughes Incorporated. Mr. Martin and his Ethics and Compliance Group oversee all aspects of Baker Hughes worldwide compliance and international trade activities.

TIMOTHY MARTIN is Principal of adr.governance.inc. Tim 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 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 outstand-

ing work for the organization. Tim has extensive experience as an arbitrator, 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.

CHRIS MOYES is the principal of Moyes & Co., Inc., a company based in Dallas, Texas that provides professional advice to the international energy sector, specializing in business planning, finance, and transaction management. Mr. Moyes founded the company in 1982 for the purpose of managing oil and gas transactions and other investments. Chris holds a BSc in geology from the University of Western Australia and an MSc in petroleum reservoir engineering from the Royal School of Mines, Imperial College, London University. He is a current member of the Association of International Petroleum Negotiators, as well as the AAPG, and the SPE, which he is the founding Singapore member of.

P. SEAN MURPHY is Senior Counsel with XTO Energy Inc in Fort Worth, 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.

TOUFIC P. NASSIF is currently the VP and Commercial Director for BP Libya. Toufic lead the negotiation for the landmark exploration deal that was signed with the Libyan NOC in 2007, the largest Exploration deal in BP's 100 year history and the largest ever awarded by Libya. He has more than 31 years in the upstream oil and gas business with comprehensive experience in energy business development and commercial activities in North Africa and the Middle East as well as extensive experience in petroleum operations and oil and gas project management.