

JOHN S. KARLS

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Dresdner Kleinwort Wasserstein Ltd./London (Sept. 1997 - present)

Designed and implemented international financial products for multinational corporations

Ernst & Young – Chief International Tax Partner (Technical)/New York (Jan. 1988 - Sept. 1997)

Designed financial products for two leading investment banks (Goldman Sachs & CS First Boston)

Structured international acquisitions/dispositions for two leading LBO funds (incl. Morgan Stanley)

Editor of Effective Tax Strategies for International Corporate Acquisitions covering 36 countries (Klewer (NL), 1992)

Associate Editor of Income Taxation of Natural Resources (Prentice-Hall, monthly looseleaf service)

Texaco Inc. - Senior Tax Counsel and Director of Worldwide Tax Planning (May 1974 - Dec. 1987) (when Texaco Inc. was still a Fortune-Ten Company)

Headed tax-attorney staff that structured all acquisitions, dispositions, special projects, etc.

Oversaw tax planning for Aramco (which owned all of the oil & gas in Saudi Arabia and which was owned by Texaco Inc., Standard Oil Co. of Calif. (aka Chevron), Exxon Corp. and Mobil Corp.) during the 8-year takeover by the Saudi Government – continually winning kudos from the other 3 shareholders.

Oversaw tax planning for Caltex Corp. (50-50 ownership of all of Texaco's and Chevron's refining and marketing operations East of Suez) – continually winning kudos from Chevron.

Professional Responsibilities

American Bar Association Tax Section

- Technical Reviewer for International Aspects of Submissions to the US Government by All Tax Section Committees – 1996-Present
- Chair, Foreign Activities of US Taxpayers Committee (the country's top 300 international tax attorneys with 22 working subcommittees) – 1994-96
- Chair of Various Subcommittees of the Foreign Activities of US Taxpayers Committee – 1987-94

Member of the Editorial Board and Frequent Author, Journal of International Taxation (Warren Gorham & Lamont, monthly)

N.Y.U. Law School Tax Institute – Lecturer on Cross-Border Mergers & Acquisitions

Fordham University Graduate School of Business – Associate Professor

December 2002

Professional Qualifications

Certified Public Accountant, New York

Elijah Watt Sells Silver Medal for ranking 2nd nationally among 28,788 candidates on the Fall, 1971 Uniform CPA Examination

Member of the Bar, New York and Connecticut

Education

BA in Economics, University of Michigan, 1964

JD, Harvard Law School, 1967

LLM in Taxation, New York University School of Law, 1973

MS in Accounting, Northwestern University Graduate School of Management, 1971

Biographical References

Who's Who in American Law

Who's Who in America

Who's Who in The World

Personal

Co-Founder of the first Homeless Shelter in Fairfield County CT, 1976

Sponsor and chief benefactor of the "I Have A Dream"® Program of Stamford CT

- Patterned on self-made multi-billionaire Eugene Lang's promise in 1981 to the graduating sixth graders of Harlem PS 121 that he would guarantee their college tuition if they stayed in school – he then provided tutoring and mentoring until they graduated from H.S.
- IHAD-Stamford was one of 178 such programs in 51 American cities in the 1980's and 1990's – providing tutoring and mentoring for inner-city children as they progressed from third-grade through HS graduation and guaranteeing their college tuition – typically transforming single-digit HS graduating rates to 65% - 70%.
- IHAD-Stamford served 200 inner-city children in three public-housing projects.

Volunteer Treasurer of Gene Lang's National "I Have A Dream"® Foundation in the 1990's

At the request of the United Nations Under-Secretary General for the Environment because of my success in raising funds for IHAD-National and IHAD-Stamford, I raised funds for the United Nations Environment Programme (UNEP) – though the Under-Secretary General was based in Nairobi, my principal contact was with UNEP's Director for External Affairs at UNEP's Geneva Headquarters.

The record will show that after funding a modest life style and the education of my children, all of my resources have always been contributed to the causes of educating inner-city children and improving the environment.

When I retired from Ernst & Young in 1997 at age 55 to become an investment banker, the reason communicated to my EY partners and to the sponsors of the other 177 "I Have A Dream"® Programs (most of whom were CEO's of major U.S. corporations) was to earn substantial amounts of money that could be used to fund new "I Have A Dream"® Programs.

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