# Nathaniel Carden

Skadden

Partner, Chicago

International Tax; Tax Controversy and Litigation



T: 312.407.0905
nate.carden@skadden.com

**Education**

J.D., University of Chicago Law School, 1999 (with High Honors; Order of the Coif; Book Review and Business Editor, 1998-1999; Staff Member, 1997-1998, *The University of Chicago Law Review*)

B.A., Georgetown University, 1996 (*summa cum laude*; Beta Gamma Sigma)

**Bar Admissions**

Illinois

U.S. Tax Court

U.S. Court of Appeals for the Seventh Circuit

U.S. District Court for the Northern District of Illinois

Nate Carden leads Skadden's Chicago office and focuses on both planning and controversies arising in connection with transfer pricing and related international tax issues. Building on several years of experience as a management consultant with McKinsey & Co. and serving as a law clerk for Hon. Diane P. Wood of the U.S. Court of Appeals for the Seventh Circuit, Mr. Carden specifically concentrates on the tax aspects of ongoing business operations. He works with corporate and other clients across many industries, with a particular focus on life science, health care and technology companies.

### Transfer Pricing and Operational Planning

Mr. Carden's transfer pricing and operational planning practice focuses on planning and pre-audit issues arising from cross-border intangible property, service and financing transactions. He also has provided advice and related documentation concerning cross-border transactions and applying U.S. and Organisation for Economic Co-operation and Development (OECD) transfer pricing rules.

Select representations include:

- large technology companies in the development and modification of intangible ownership structures in response to U.S. and international tax law changes
- large multinational companies in the tax aspects of operational integration following significant mergers and acquisitions
- large multinational corporations in connection with supply chain reorganizations intended to increase value of business units prior to disposition
- global food and consumer brands companies in strategic reviews of worldwide transfer pricing positions and impact on foreign tax credits
- various operating companies in providing counsel concerning transfer pricing, valuation, compliance and other operating issues relating to conversion into and operation as specialty REITs
- several pre-revenue companies in evaluating and executing operating models for products under development
- corporate taxpayers in privilege, work product and document retention issues arising in connection with financial audits and the application of FIN 48/ASC 740

### Tax Controversy

Mr. Carden's dispute resolution practice emphasizes the representation of corporate taxpayers in pre-audit, audit, administrative appeal and litigation proceedings. He focuses on resolving substantive tax disputes and addressing discovery and evidentiary privilege issues arising from financial audits, IRS examination and litigation.

Select representations include:

- global software and technology companies in disputes with the IRS and other tax authorities concerning licenses and transfers of operating intangibles
- multinational companies in connection with bilateral and multilateral disputes regarding the treatment of intangible development, licensing and services

- global consumer products companies in disputes with various tax authorities concerning operations in the U.S., Mexico and Canada
- global software and medical technology companies in disputes with the IRS and other tax authorities concerning the fees charged for supply chain, contract research and IT-enabled services performed in India, Singapore, China and other locations
- various multinational companies in disputes with the IRS over the tax consequences of cross-border licensing, cost sharing, Section 936 conversion and similar transactions
- large multinational corporations before IRS Examination and Appeals in complex corporate audits involving multiple U.S. federal consolidated groups
- several non-U.S.-based companies and investment funds concerning lending into the United States
- a non-U.S.-based company concerning various applications of the consolidated return regulations to intercompany sales
- corporate taxpayers in internal investigations in anticipation of IRS audits

Mr. Carden has been recognized as a leading lawyer in *Chambers USA: America's Leading Lawyers for Business*, *The Best Lawyers in America* and in *International Tax Review*'s World Tax guide on tax controversy lawyers. He also has been named a Notable Gen X Leader in Law by *Crain's Chicago Business* and one of Lawdragon's 500 Leading Global Tax Lawyers. Mr. Carden is the co-host of Skadden's "GILTI Conscience" podcast, which features discussions on pressing transfer pricing issues, international tax reform efforts and tax administration trends. This ongoing podcast series is available on all major podcast platforms.

## Publications

"Your Homework Will Be Graded: The ECJ's Apple Decision and Its Implications for International Tax," *Skadden Publication*, September 26, 2024

"IRS Issues Interim Guidance to Staff on Reviewing and Accepting Advance Pricing Agreement Submissions," *Skadden Publication*, May 15, 2023

"Exploring Potential Investor-State Treaty Challenges to the OECD's Pillar Two Model Tax Rules," *Skadden Publication*, March 2, 2023

"Revenue Procedure 2022-39 Continues Qualified Amended Return Treatment for Audit Disclosures, Adds Large Partnership," *Skadden Publication*, December 6, 2022

"EU Court of Justice Faults European Commission for Expansive Interpretation of State Aid in Tax Rulings," *Skadden Publication*, November 22, 2022

"Not Just for Tax Geeks: Why Companies Should Revisit Transfer Pricing Policies (Video)," *Skadden Insights – April 2022*, April 21, 2022

"Equity Compensation and Transfer Pricing – Emerging Cross-Border Issues," *Financier Worldwide*, November 2020

"Chambers Global Practice Guide: Tax Controversy (Law and Practice - USA)," *Chambers and Partners*, 2019

"EU General Court Rules on Starbucks and Fiat State Aid Cases," *Skadden Publication*, September 30, 2019

"Lessons Learned From Tax-Related Whistleblower Litigation and Shareholder Actions," *Skadden Publication*, March 21, 2017

"Prospects for US Business Tax Reform — What You Need to Know," *Skadden Publication*, February 27, 2017

"Proposed Treasury Regulations Dramatically Alter Existing Debt/Equity Law," *Skadden Publication*, April 7, 2016

"Comments on IASB Exposure Draft 2009/2 (Income Tax)," *International Accounting Standards Board*, July 2009

"Claymont Investments Inc. v. Commissioner, Transfer Pricing and Economic Substance Implications," *35 Tax Mgmt. Int'l. J. 195*, April 2006