Table of Contents

About the Author ................................................................. vii
Preface ................................................................................. ix
Table of Chapters ................................................................. xi

Part A
I.R.C. § 2701 (“Certain Interests in Corporations or Partnerships”)

Chapter 1  Rationale for Section 2701
§ 1:1   The Classic Estate Freeze ................................................. 15
§ 1:2   Enactment and Repeal of Section 2036(c) ......................... 16

Chapter 2  Analysis of the Statute
§ 2:1   General Rule .................................................................. 18
   § 2:1.1  Brief Description ..................................................... 18
   § 2:1.2  Illustrations ............................................................. 19
§ 2:2   Definitions .................................................................... 20
   § 2:2.1  Transfer ..................................................................... 20
      [A] Direct and Indirect Transfers .................................. 20
      [B] Non-Transfers ......................................................... 22
   § 2:2.2  Member of the Family ............................................ 22
   § 2:2.3  Applicable Family Member .................................. 22
   § 2:2.4  Applicable Retained Interest ............................... 23
   § 2:2.5  Control ................................................................. 23
      [A] Control of a Corporation ....................................... 23
      [B] Control of a Partnership or Other Entity ................ 24
      [B][1] Interest in an Entity That Is a General Partner ..... 24
      [B][2] Control over an LLC .......................................... 25
§ 2:2.6  Distribution Right ..................................................... 25
| § 2:2.7 | Extraordinary Payment Right ............................................... 26 |
| § 2:2.8 | Family-Held .................................................................. 26 |
| § 2:2.9 | Liquidation Participation Right ........................................... 27 |
| § 2:2.10 | Mandatory Payment Right .................................................... 27 |
| § 2:2.11 | Nonlapsing Conversion Right ................................................ 27 |
| [A] | Interest in a Corporation .................................................... 27 |
| [B] | Interest in a Partnership ...................................................... 27 |
| § 2:2.12 | Qualified Payment ............................................................... 28 |
| § 2:2.13 | Right to a Guaranteed Payment of a Fixed Amount Under Section 707(c) of the Code .................................. 29 |
| § 2:2.14 | Senior Equity Interest ......................................................... 29 |
| § 2:2.15 | Subordinate Equity Interest ................................................... 29 |
| § 2:3 | Exceptions to the Application of Section 2701 ................................ 29 |
| § 2:3.1 | Rulings on the Exceptions ..................................................... 30 |
| [A] | Distribution Rights Outside the Definition of “Applicable Retained Interests” ........................................... 31 |
| [B] | Transfers in Exchange for Debt ............................................. 31 |
| [C] | “Same Proportionate Interest” Exception ................................ 32 |
| [D] | “Substantially the Same Interest” Exception .......................... 32 |
| [E] | “Interests of the Same Class” Exception ................................ 33 |
| § 2:4 | Elections with Respect to Qualified Payments ......................... 36 |
| § 2:4.1 | Types of Elections ................................................................. 36 |
| [A] | Election Out of Qualified Payment Treatment .......................... 36 |
| [B] | Election into Qualified Payment Treatment ............................. 36 |
| § 2:4.2 | How to Make the Election ....................................................... 37 |
| [A] | Requirements ..................................................................... 37 |
| [B] | Results of Making an Election: Example ................................ 38 |
| § 2:5 | Statute of Limitations ............................................................... 39 |
| Appendix 2A | Attachment to Gift Tax Return Disclosing Transfer of Property Under Section 2701 ........................................... 41 |
| Appendix 2B | Statement Electing Qualified Payment Status Under Section 2701(c)(3)(C)(ii) ................................................... 43 |
| Appendix 2C | Statement Electing Out of Qualified Payment Status Under Section 2701(c)(3)(C)(i) ............................................ 45 |
| Appendix 2D | Election Statement to Treat Late Qualified Payment As Taxable Event .......................................................... 47 |
Chapter 3  Valuation Under Section 2701

§ 3:1  General Methodology ............................................................... 50
§ 3:2  Specific Valuation Rules ........................................................ 50
  § 3:2.1  Principles of Section 2701 ............................................... 50
    [A]  Rules .............................................................................. 50
    [B]  Application ..................................................................... 51
  § 3:2.2  Valuing Preferred Interests Outside of Section 2701 .......... 53
    [A]  Yield............................................................................... 53
    [B]  Dividend Coverage .......................................................... 53
    [C]  Protection of the Liquidation Preference .......................... 54
    [D]  Voting Rights.................................................................. 54
    [E]  Lack of Marketability ...................................................... 54
§ 3:3  The Subtraction Method ........................................................... 54
  § 3:3.1  Step 1—Valuation of Family-Held Interests ...................... 54
    [A]  Definition of “Family-Held Interests” .............................. 55
    [B]  Valuation of Qualified Retained Interests ......................... 55
  § 3:3.2  Step 2—Subtraction of the Value of Senior Equity Interests ................................................ 56
  § 3:3.3  Step 3—Allocation of the Remaining Value Among the Transferred Interests and Other Family-Held Subordinate Equity Interests .............................................. 57
  § 3:3.4  Step 4—Determination of the Amount of the Gift .......... 58
  § 3:3.5  Examples Illustrating Application of the Subtraction Method.................................................. 59
    [A]  Example 1 ....................................................................... 59
    [B]  Example 2 ....................................................................... 59
    [C]  Example 3 ....................................................................... 60
    [D]  Example 4 ....................................................................... 61
    [E]  Example 5 ....................................................................... 62
  § 3:3.6  Private Letter Ruling Applying the Subtraction Method .................................................. 62
§ 3:4  Minimum Value Rule ............................................................... 63
  § 3:4.1  Rule ............................................................................... 63
  § 3:4.2  Definitions ...................................................................... 63

Appendix 3A  Subtraction Method of Valuation .............................. 65

Chapter 4  Who Is Affected by Section 2701?

§ 4:1  Formation of a Family Limited Partnership ........................ 69
§ 4:2  Restructuring an Entity to Achieve Income and Estate Tax Efficiencies .............................................. 71
Table of Contents

[D] Transfer Tax Value........................................................... 92
§ 6:4.3 Special Transfer Tax Value Rules........................................... 93
[A] Transfers for Consideration.............................................. 93
[B] Interests Held by Applicable Family Members at
Initial Transferor's Death.................................................. 93
[C] Nonrecognition Transactions......................................... 94
[D] Multiple Classes of Section 2701 Interest ......................... 94
[E] Multiple Initial Transfers.................................................. 94
§ 6:4.4 Examples Applying Special Transfer Tax Value Rules ...... 94
[A] Example 1....................................................................... 95
[B] Example 2....................................................................... 96
[C] Example 3....................................................................... 96
[D] Example 4....................................................................... 96
[E] Example 5....................................................................... 97
§ 6:4.5 Special Rules for Initial Split Gift Transfers ...................... 97
[A] Transfers While Both Spouses Are Living......................... 97
[B] Transfers at or After Death of Either Spouse................. 98
§ 6:4.6 Examples Applying Special Initial Split Gift
Transfer Rules................................................................. 99
[A] Example 1..................................................................... 100
[B] Example 2..................................................................... 100
[C] Example 3..................................................................... 100
[D] Example 4..................................................................... 101
[E] Example 5..................................................................... 101
§ 6:5 Effect of Section 2701(e)(6) Adjustment ................................ 101

Chapter 7 Indirect Holding of Interests

§ 7:1 Attribution to Individuals.................................................. 103
§ 7:1.1 Interests Held by Corporations........................................ 104
§ 7:1.2 Interests Held by Partnerships....................................... 104
§ 7:1.3 Interests Held by Estates, Trusts, and Other Entities ....... 105
[A] In General................................................................. 105
[B] Special Rules for Interests Held by Estates and Trusts ...... 105
§ 7:2 Multiple Attribution........................................................... 106
§ 7:2.1 Applicable Retained Interests........................................ 106
§ 7:2.2 Subordinate Equity Interests........................................... 107
Part B
I.R.C. § 2702 (“Transfers of Interests in Trusts”)

Chapter 8  Rationale for Section 2702

§ 8:1  Planning with GRITs Prior to Chapter 14 ........................... 115
§ 8:2  Impact of Chapter 14 on Planning with GRITs .................... 115
§ 8:3  Use of a Grantor-Retained Income Trust (GRIT)
      As an Estate Freeze Technique ........................................... 116

Chapter 9  General Rule of Section 2702

§ 9:1  Brief Description ............................................................... 117
§ 9:2  Exceptions to the Application of Section 2702 ..................... 118
§ 9:3  Definitions ........................................................................ 120
  § 9:3.1  Applicable Family Member ........................................ 120
  § 9:3.2  Governing Instrument ................................................ 121
  § 9:3.3  Incomplete Gift ......................................................... 121
  § 9:3.4  Interest in Trust .......................................................... 121
  § 9:3.5  Member of the Family ................................................ 121
  § 9:3.6  Qualified Interest ....................................................... 121
  § 9:3.7  Retained ................................................................... 123
  § 9:3.8  Term Interest ............................................................. 123
  § 9:3.9  Transfer in Trust ........................................................ 123
§ 9:4  Statute of Limitations ......................................................... 124

Chapter 10  GRITs Holding Tangible Property:
             Special Rules

§ 10:1  Introduction ..................................................................... 125
§ 10:2  Type of Tangible Property to Which Exception Applies ....... 125
  § 10:2.1  Rule ....................................................................... 125
  § 10:2.2  Example ................................................................... 126
§ 10:3  Valuation of Term Interest in Tangible Property ............... 126
§ 10:4  Evidentiary Problem ........................................................ 127
  § 10:4.1  Explanation .............................................................. 127
  § 10:4.2  Example ................................................................... 127
§ 10:5  Change in Nature of Property During Term ....................... 128
  § 10:5.1  Rules ..................................................................... 128
  § 10:5.2  Example ................................................................... 129
  § 10:5.3  Additions or Improvements ....................................... 129
Table of Contents

Chapter 11   Residence GRITs: Personal Residence Trusts and Qualified Personal Residence Trusts

§ 11:1    Introduction ................................................................. 133
§ 11:1.1   Transferring a Family Residence to Children Using a Qualified Personal Residence Trust (QPRT) ............... 133
§ 11:2    Operation of a Residence GRIT ........................................ 134
§ 11:2.1   Structure of a Residence GRIT ..................................... 134
§ 11:2.2   Value of the Gift ............................................................ 134
§ 11:2.3   Factors Affecting the Value of the Gift ........................... 134
§ 11:2.4   Grantor's Continuing Use of the Residence ................... 135
§ 11:3    Requirements Applicable to Both Personal Residence Trusts and Qualified Personal Residence Trusts ............... 136
§ 11:3.1   Trust Property ............................................................... 136
§ 11:3.2   Sale or Transfer of the Residence ................................. 137
[A]   Exception ..................................................................... 138
[B]   Effective Date ............................................................... 138
[C]   Background ................................................................. 138
§ 11:3.3   Definition of Personal Residence ................................... 139
[A]   Area .............................................................................. 139
[B]   Guesthouse ................................................................. 140
[C]   Swimming Pool ............................................................ 140
[D]   Caretaker's Residence .................................................... 141
[E]   Boathouse ................................................................. 141
[F]   Artist's Studio ............................................................... 141
[G]   Farm ........................................................................... 141
[H]   Conservation Easement ............................................... 142
§ 11:3.4   Cooperative Apartments ............................................. 142
§ 11:3.5   Mortgage ................................................................. 143
§ 11:3.6   Use of Residence ........................................................ 143
§ 11:3.7   Spousal Interests .......................................................... 144
§ 11:3.8   Modification of Trust .................................................... 144
§ 11:4    Requirements Solely Applicable to Personal Residence Trusts ................................................................. 145
§ 11:4.1   Qualified Proceeds ..................................................... 145
§ 11:4.2   Sale of the Residence ................................................... 145
§ 11:4.3   Expenses ................................................................. 145
§ 11:5    Requirements Solely Applicable to Qualified Personal Residence Trusts ................................................................. 146
§ 11:5.1   Trust Income ............................................................... 146
§ 11:5.2   Distributions to Other Persons ....................................... 146
Estate Planning & Chapter 14

§ 11:5.3 Trust Assets ................................................................. 146
§ 11:5.4 Cash for Payment of Expenses ........................................ 146
§ 11:5.5 Improvements .............................................................. 147
§ 11:5.6 Sale Proceeds ............................................................. 147
§ 11:5.7 Insurance and Insurance Proceeds .............................. 147
§ 11:5.8 Commutation .............................................................. 148
§ 11:5.9 Cessation of Use As a Personal Residence ...................... 148
[A] Sale of the Residence ...................................................... 148
[B] Damage to or Destruction of the Residence ....................... 149
[C] Disposition of Trust Assets After Cessation As Qualified Personal Residence Trust .................. 149
§ 11:5.10 Requirements for Conversion to a Qualified Annuity Interest .......................................................... 150
[A] Rules ............................................................................ 150
[B] Example ...................................................................... 151
§ 11:5.11 IRS Sample Form ...................................................... 152
§ 11:6 Effectiveness of Qualified Personal Residence Trusts for Transfer Tax Purposes .................................................. 153
§ 11:7 Joint Purchase Personal Residence Trust ............................. 153
Appendix 11A Qualified Personal Residence Trust Examples ........... 155
Appendix 11B IRC Section 7520: Valuation Rules .......................... 185

Chapter 12 Qualified Interests: GRATs, GRUTs, and Qualified Remainder Interests

§ 12:1 Introduction ................................................................... 188
§ 12:2 Qualified Annuity Interests and GRATs ............................. 189
§ 12:2.1 Overview ................................................................... 189
[A] Use of a Grantor Retained Annuity Trust (GRAT) As an Estate Freeze Technique ......................... 189
§ 12:2.2 Factors Affecting the Value of the Gift of the Remainder Interest ..................................................... 190
§ 12:2.3 Limitation on Reducing the Value of the Gift ................ 190
§ 12:2.4 Mandatory Payment of the Annuity .............................. 191
[A] Timing .......................................................................... 191
[B] Use of Notes .................................................................... 192
§ 12:2.5 Fixed-Amount Requirement ........................................ 194
[A] Rule ............................................................................ 194
[B] Example ...................................................................... 194
[C] No-Ruling Policy .......................................................... 195
§ 12:2.6 Income in Excess of the Annuity Amount ..................... 195
### Table of Contents

[A] Rule ............................................................................. 195

[B] Example........................................................................ 195

§ 12:2.7 Incorrect Valuations of Trust Property ...................... 196

§ 12:2.8 Computation of the Annuity Amount in Short Years ..... 196

§ 12:2.9 Additional Contributions........................................... 197

§ 12:2.10 Commutation ............................................................ 197

§ 12:2.11 Distributions to Others............................................. 197

§ 12:2.12 Term of the Annuity Interest .................................. 197

[A] History of Example 5 and Post-Death Payments ......... 198

[B] Example 5 and Spousal Annuity Interests ...................... 199

[B][1] Early Rulings........................................................... 200

[B][2] Later Rulings and Case Law ................................... 200

[B][3] New Regulations ..................................................... 203

§ 12:2.13 Practice Tip: Comparative Advantages of a GRAT and an Outright Gift ........................................... 205

§ 12:3 Qualified Unitrust Interests and GRUTs.................................. 206

§ 12:3.1 Use of a Grantor Retained Unitrust (GRUT) As an Estate Freeze Technique .................................................. 207

§ 12:3.2 Mandatory Payment of Unitrust Amount .................... 207

§ 12:3.3 Fixed-Percentage Requirement.................................. 208

§ 12:3.4 Income in Excess of the Unitrust Amount ................. 208

§ 12:3.5 Incorrect Valuations of Trust Property ...................... 209

§ 12:3.6 Computation of the Unitrust Amount in Short Years .... 209

§ 12:3.7 Additional Contributions........................................... 209

§ 12:3.8 Commutation ............................................................ 209

§ 12:3.9 Distributions to Others............................................. 209

§ 12:3.10 Term of the Unitrust Interest.................................... 209

§ 12:4 Qualified Remainder Interests ........................................ 210

§ 12:5 Rulings Applying Section 2702 to Transactions Involving Partnerships .......................................................... 211

§ 12:5.1 Transfer of Partnership Interests in Trust .................. 211

§ 12:5.2 Term Interests in Partnership Interests ....................... 212

Appendix 12A Illustration of Effect of Increases in Term of Trust on Annuity Percentage Necessary to Zero Out GRAT ............................................... 213

Appendix 12B Illustration of Effect of Increases in Section 7520 Rate on Annuity Percentage Necessary to Zero Out GRAT ............................................. 225
Chapter 13 Certain Property Treated as Held in Trust

§ 13:1 Introduction ................................................................. 237
§ 13:2 Leases .......................................................................... 238
§ 13:3 Joint Purchases ............................................................ 238
  § 13:3.1 In General ............................................................ 238
  § 13:3.2 Split Purchases and Personal Residence Trusts .......... 238
  § 13:3.3 Examples ............................................................. 239

Chapter 14 Avoiding Double Taxation: Reduction in Taxable Gifts

§ 14:1 Introduction ................................................................. 242
§ 14:2 Types of Transfers ......................................................... 242
  § 14:2.1 Inter Vivos Transfers .............................................. 242
  § 14:2.2 Testamentary Transfers ........................................... 242
§ 14:3 Gift Splitting on Subsequent Transfer ......................... 243
§ 14:4 Determining the Amount of the Reduction .................. 243
  § 14:4.1 In General ............................................................ 243
  § 14:4.2 Treatment of the Annual Exclusion ......................... 243
  § 14:4.3 Examples ............................................................. 243
    [A] Example 1 ............................................................... 244
    [B] Example 2 ............................................................... 244
    [C] Example 3 ............................................................... 244
    [D] Example 4 ............................................................... 245
    [E] Example 5 ............................................................... 245
    [F] Example 6 ............................................................... 245
    [G] Example 7 ............................................................... 246
    [H] Example 8 ............................................................... 246

Part C

I.R.C. § 2703 (“Certain Rights and Restrictions Disregarded”)

Chapter 15 Overview and Background of Section 2703

§ 15:1 Introduction ................................................................. 251
§ 15:2 General Rule and Exceptions ........................................ 251
§ 15:3 Effective Date ............................................................. 252
Table of Contents

§ 15:4   Background ............................................................................ 252
§ 15:4.1 Significance of Buy-Sell Agreements ........................................ 252
§ 15:4.2 The State of the Law Before Chapter 14 ...................................... 252
[A] Overview .................................................................................. 252
[B] Significant Pre-Chapter 14 Case Law ........................................... 253
[B][1] Early Cases: Permissive Approach ........................................... 253
[B][2] Transition Cases ................................................................. 255
[B][3] St. Louis and the Shift Towards Disregarding Agreements ....... 256
§ 15:5 Legislative History of Section 2703 ........................................... 259

Chapter 16   Detailed Analysis of the Statute

§ 16:1   Key Term: Right or Restriction .................................................. 262
§ 16:2   Exceptions to Section 2703(a) ..................................................... 262
§ 16:2.1 Three-Pronged Test ................................................................ 262
§ 16:2.2 Majority Ownership by Non-Family Members .................... 263
[A] Definition of Family Members .................................................... 264
[B] Rulings Applying Definition of Family Members ..................... 265
§ 16:2.3 “Comparable to Similar Arrangement” Requirement .......... 266
§ 16:3   Multiple Rights or Restrictions .................................................. 267
§ 16:4   Rulings Applying the Three-Pronged Test ............................... 268
§ 16:4.1 Not Subject to Section 2703 ..................................................... 268
§ 16:4.2 Subject to Section 2703 ........................................................ 268
§ 16:5   Case Law: Facts That Met the Section 2703 Requirements ...... 270
§ 16:6   Substantial Modification .......................................................... 270
§ 16:6.1 Definition of Substantial Modification .................................. 270
§ 16:6.2 Examples of Substantial Modifications ............................... 271
§ 16:6.3 Examples of Modifications Not Considered Substantial ....... 271
§ 16:6.4 Rulings Applying Definition of Substantial Modification ....... 272
[A] Rulings on Closer Approximation of Fair Market Value .............. 272
[B] Rulings on Addition or Substitution of Parties to an Agreement ... 274
[C] Rulings on Reorganization or Change in Form of Ownership Interests ... 276
[D] Rulings on Expansion of Parties’ Rights or Restrictions .............. 278
[E] Rulings on Changes to Payment Terms Under Agreements ......... 279
Chapter 17  Family Limited Partnerships and Section 2703

§ 17:1  Introduction ................................................................. 285
§ 17:2  Descriptions of Deathbed Partnerships ..................... 286
§ 17:3  Position Advanced by the IRS ............................... 287
§ 17:4  The *Church* Case and Its Aftermath .................... 289
§ 17:5  The *Smith* Case: Another Attempt to Apply Section 2703 .... 290
§ 17:6  IRS Success in *Holman* ........................................ 291
§ 17:7  Continuing IRS Success in *Fisher* ............................ 291
§ 17:8  RMA Agreements ...................................................... 292

Part D

I.R.C. § 2704 (“Certain Lapsing Rights and Restrictions”)

Chapter 18  Overview and Background of Section 2704

§ 18:1  Introduction ................................................................. 299
§ 18:2  General Rule ................................................................. 300
§ 18:3  Origin and Legislative Response ............................... 300
§ 18:3.1  Overview ................................................................. 300
§ 18:3.2  *Estate of Harrison v. Commissioner* ..................... 301
§ 18:3.3  *Estate of Watts v. Commissioner* ......................... 303
§ 18:3.4  Legislative History of Section 2704 ......................... 304
[A]  Senate Report ................................................................. 304
[A][1]  Response to *Harrison* ................................................ 304
[A][2]  Response to *Watts* .................................................... 305
[A][3]  Examples .................................................................. 305
[B]  Conference Report .......................................................... 306
[B][1]  Effect of Existing Law ................................................ 306
[B][2]  Minority and Other Discounts ..................................... 306
# Table of Contents

## Chapter 19  Detailed Analysis of Section 2704

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>§ 19:1</td>
<td>Treatment of Lapsed Voting or Liquidation Rights:</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.1</td>
<td>General Rule of Section 2704(a):</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.2</td>
<td>Lapse Treated As Transfer ................. 308</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.3</td>
<td>Valuation Under Section 2704(a):</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.4</td>
<td>Amount of Transfer .............................................. 308</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.5</td>
<td>Application to Similar Rights .......... 308</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.6</td>
<td>Examples ................................................................. 309</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.7</td>
<td>[A] Termination of Voting Rights at Death .......... 309</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.9</td>
<td>Definitions .................. 310</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.10</td>
<td>[A] Control .................. 310</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.11</td>
<td>[B] Directly or Indirectly Held .......... 311</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.12</td>
<td>[C] Liquidation Right .............. 311</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.13</td>
<td>[D] Member of the Family ................. 311</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.14</td>
<td>[E] Subordinate .................. 312</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.15</td>
<td>[F] Voting Right .................. 312</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.6</td>
<td>Lapses .......... 312</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.16</td>
<td>[A] Certain Temporary Lapses .......... 312</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.17</td>
<td>[B] Source of Right or Lapse .......... 313</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.18</td>
<td>[C] Restriction or Elimination Is a Lapse .......... 313</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.19</td>
<td>[D] Certain Lapses with Respect to Subordinate Interests .......... 313</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.20</td>
<td>Exceptions to Section 2704(a) .......... 314</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.21</td>
<td>[A] Restrictions on Family's Ability to Liquidate .......... 314</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.22</td>
<td>[B] Rights Previously Valued Under Section 2701 .......... 315</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.23</td>
<td>[C] Lapse by Reason of Change in State Law .......... 315</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:1.24</td>
<td>Harrison Scenario Revisited .......... 315</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2</td>
<td>Certain Restrictions on Liquidation Disregarded:</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.1</td>
<td>General Rule of Section 2704(b) .......... 316</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.2</td>
<td>Applicable Restriction .......... 318</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.3</td>
<td>[A] Definition .......... 318</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.4</td>
<td>[B] Exceptions .......... 318</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.5</td>
<td>[B][1] Commercially Reasonable Restrictions Imposed by Unrelated Persons .......... 318</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
<tr>
<td>§ 19:2.6</td>
<td>[B][2] Restrictions Imposed by Federal or State Law .......... 320</td>
</tr>
<tr>
<td>![Blank]</td>
<td>![Blank]</td>
</tr>
</tbody>
</table>
Chapter 14  Estate Planning & Chapter 14

§ 19:2 Restrictions Subject to Section 2703

§ 19:3 Authority to Broaden Scope of Section 2704(b)

§ 19:4 Effect of Disregarding an Applicable Restriction

§ 19:5 Watts Scenario Revisited

§ 19:6 Section 2704 in Perspective

Chapter 20  Family Limited Partnerships and Section 2704

§ 20:1 Introduction

§ 20:2 Rulings Applying Section 2704(a) to Family Limited Partnerships and Family Limited Liability Companies

§ 20:2.1 Scenario 1

§ 20:2.2 Scenario 2

§ 20:3 Rulings Applying Section 2704(b) to Family Limited Partnerships and Family Limited Liability Companies

§ 20:3.1 Restrictions Held to Be Applicable Restrictions

[A] Scenario 1

[B] Scenario 2

[C] Scenario 3

[D] Scenario 4

[E] Scenario 5

[F] Scenario 6

§ 20:3.2 Restrictions Were Not Applicable Restrictions

[A] Scenario 1

[B] Scenario 2

Chapter 21  Planning Implications

§ 21:1 Liability for Transfer Tax When Section 2704 Applies

§ 21:2 Effective Date of Section 2704 and Subsequent Modifications

§ 21:3 Avoiding Family Control Both Before and After the Lapse

§ 21:4 Selection of Entity and Jurisdiction

§ 21:5 Comparison of Entities

§ 21:5.1 Corporations

§ 21:5.2 Limited Liability Companies

§ 21:5.3 Partnerships

§ 21:6 Comparison of State Statutes

§ 21:6.1 Limited Partnership Statutes

§ 21:6.2 Limited Liability Company Statutes
Table of Contents

| Appendix 21A | Restrictions on Withdrawal in Limited Partnership Statutes | 347 |
| Appendix 21B | Restrictions on Withdrawal in Limited Liability Company Statutes | 351 |
| Appendix A   | Chapter 14: The Special Valuation Rules (Complete Text) | 355 |
| Table of Authorities | | 369 |
| Index | | 391 |