



WSSFC 2024

Practice Management Track – Session 4

**The Effects of the Corporate
Transparency Act on the
Wisconsin Lawyer**

Presenters:

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Sam Wayne, Wayne Law, S.C., Madison

About the Presenters...

Sam Kavalier is a Minneapolis-based associate at Ogden Glazer + Schaefer. Sam represents business owners at all stages with their business transactional and regulatory needs, with particular emphasis on intellectual property, as well as food and beverage regulatory matters. He received his undergraduate degree from the University of Michigan in Political Science and German, and his law degree from the University of Wisconsin Law School. While in law school, Sam served as a student associate at UW's Law and Entrepreneurship Clinic. Sam is a member of the State Bar of Wisconsin, as well as the Minnesota State Bar Association, where he is on the Section Council for both the New Lawyers and Solo Small Practice Experience Sections. Outside of his practice, Sam enjoys biking (his preferred form of transportation), hiking, and spending time with his wife and two daughters.

Sam Wayne - Wayne Law S.C. Sam's firm represents clients primarily in litigation matters - business, real estate, and probate/trust disputes, while maintaining an active transactional practice. He represents Dane County on the State Bar's Board of Governors and chairs its Policy Committee. He has been named one of the Best Lawyers in America in 2024 and 2025 for his commercial litigation practice. Sam earned his JD from the University of Wisconsin Law School, his MPA from the UW's La Follette School of Public Affairs, and his BS from Cornell University. You can look for him on his yoga mat, on an airplane, or out dancing, but you'd be more likely to find him having a blast with his wife and two young children.

The Effects of the Corporate Transparency Act on the Wisconsin Lawyer

Sam Kavalier, Ogden Glazer + Schaefer

Sam Wayne, Wayne Law S.C.

1. What is the Corporate Transparency Act?
 - a. [William M. \(Mac\) Thornberry National Defense Authorization Act for Fiscal Year 2021, div. F, tit. LXIV, 31 U.S.C. § 5336 \(2024\).](#)
 - i. Imposes the requirement of reporting Beneficial Owner and Company Applicants for Reporting Companies (Section (b))
 - ii. The Act states several purposes (Section 6402(5))
 1. Impose federal standards on reported beneficial ownership information.
 2. Protect national security
 3. Regulate interstate and foreign commerce
 4. Counter criminal activities, such as money laundering, terrorism, and other illicit activities
 5. Compliance and alignment with international standards for beneficial ownership reporting and law enforcement
 - b. [31 C.F.R. Part 1010 \(2024\).](#)
 - i. Federal regulations to correspond with the Corporate Transparency Act
2. What are the key terms within the Corporate Transparency Act?
 - a. Reporting Company
 - b. Beneficial Owner
 - c. Ownership Interests
 - d. Company Applicant
3. What is a Reporting Company?
 - a. 31 U.S.C. § 5336(a)(11)(A)
 - i. Corporation
 - ii. Limited liability company
 - iii. Any entity formed by filing a document with state or tribal governments
 - iv. Foreign company doing business in the United States.
 - v. Excludes sole proprietorships and general partnerships
 - b. Wisconsin consideration
 - i. Is a Limited Liability Partnership reporting company
 - c. Exceptions (31 U.S.C. § 5336(a)(11)(B))
 - i. 18 Total Categories
 1. Securities reporting issuer
 2. Governmental authority
 3. Bank
 4. Credit union
 5. Depository institution holding company

6. Money services business
 7. Broker or dealer in securities
 8. Securities exchange or clearing agency
 9. Other Exchange Act registered entity
 10. Investment company or investment adviser
 11. Venture capital fund adviser
 12. Insurance company
 13. State-licensed insurance producer
 14. Commodity Exchange Act registered entity
 15. Accounting firm
 16. Public utility
 17. Financial market utility
 18. Pooled investment vehicle
 19. Tax-exempt entity
 20. Entity assisting a tax-exempt entity
 21. Large operating company
 22. Subsidiary of certain exempt entities
 23. Inactive entity
- ii. The general principle is: if an entity already reports beneficial ownership information to the federal government as part of a separate reporting obligation, it can claim an exemption as a Reporting Company.
4. What is a Beneficial Owner?
- a. 31 U.S.C. § 5336(a)(3)(A)
 - i. means, with respect to an entity, an individual who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise—
 1. exercises substantial control over the entity; or
 2. owns or controls not less than 25 percent of the ownership interests of the entity
 - b. Exceptions (31 U.S.C. § 5336(a)(3)(B))
 - i. a minor child, as defined in the State in which the entity is formed, if the information of the parent or guardian of the minor child is reported in accordance with this section;
 - ii. an individual acting as a nominee, intermediary, custodian, or agent on behalf of another individual;
 - iii. an individual acting solely as an employee of a corporation, limited liability company, or other similar entity and whose control over or economic benefits from such entity is derived solely from the employment status of the person;
 - iv. an individual whose only interest in a corporation, limited liability company, or other similar entity is through a right of inheritance; or
 - v. a creditor of a corporation, limited liability company, or other similar entity, unless the creditor meets the requirements of subparagraph (A).

5. What is “Substantial Control”?
 - a. 31 CFR 1010.380(d)(1)(i)
 - i. Serves as a senior officer of the reporting company;
 - ii. Has authority over the appointment or removal of any senior officer or a majority of the board of directors (or similar body);
 - iii. Directs, determines, or has substantial influence over important decisions made by the reporting company, including decisions regarding:
 1. The nature, scope, and attributes of the business of the reporting company, including the sale, lease, mortgage, or other transfer of any principal assets of the reporting company;
 2. The reorganization, dissolution, or merger of the reporting company;
 3. Major expenditures or investments, issuances of any equity, incurrence of any significant debt, or approval of the operating budget of the reporting company;
 4. The selection or termination of business lines or ventures, or geographic focus, of the reporting company;
 5. Compensation schemes and incentive programs for senior officers;
 6. The entry into or termination, or the fulfillment or non-fulfillment, of significant contracts;
 7. Amendments of any substantial governance documents of the reporting company, including the articles of incorporation or similar formation documents, bylaws, and significant policies or procedures; or
 - iv. Has any other form of substantial control over the reporting company.
 - b. Direct or indirect exercise of substantial control (31 CFR 1010.380(d)(1)(ii)
 - i. An individual may directly or indirectly, including as a trustee of a trust or similar arrangement, exercise substantial control over a reporting company through:
 1. Board representation;
 2. Ownership or control of a majority of the voting power or voting rights of the reporting company;
 3. Rights associated with any financing arrangement or interest in a company;
 4. Control over one or more intermediary entities that separately or collectively exercise substantial control over a reporting company;
 5. Arrangements or financial or business relationships, whether formal or informal, with other individuals or entities acting as nominees; or
 6. any other contract, arrangement, understanding, relationship, or otherwise.
6. How is 25% of the Ownership Interests determined?
 - a. Definition of “Ownership Interest” (31 CFR 1010.380(d)(2)(i))

- i. Any equity, stock, or similar instrument; preorganization certificate or subscription; or transferable share of, or voting trust certificate or certificate of deposit for, an equity security, interest in a joint venture, or certificate of interest in a business trust; in each such case, without regard to whether any such instrument is transferable, is classified as stock or anything similar, or confers voting power or voting rights;
 - ii. Any capital or profit interest in an entity;
 - iii. Any instrument convertible, with or without consideration, into any share or instrument described in paragraph (d)(2)(i)(A), or (B) of this section, any future on any such instrument, or any warrant or right to purchase, sell, or subscribe to a share or interest described in paragraph (d)(2)(i)(A), or (B) of this section, regardless of whether characterized as debt;
 - iv. Any put, call, straddle, or other option or privilege of buying or selling any of the items described in paragraph (d)(2)(i)(A), (B), or (C) of this section without being bound to do so, except to the extent that such option or privilege is created and held by a third party or third parties without the knowledge or involvement of the reporting company; or
 - v. Any other instrument, contract, arrangement, understanding, relationship, or mechanism used to establish ownership.
 - b. Ownership Interest that is directly vs. indirectly held (31 CFR 1010.380(d)(2)(ii))
 - i. Joint ownership with one or more other persons of an undivided interest in such ownership interest;
 - ii. Through another individual acting as a nominee, intermediary, custodian, or agent on behalf of such individual;
 - iii. With regard to a trust or similar arrangement that holds such ownership interest:
 - 1. As a trustee of the trust or other individual (if any) with the authority to dispose of trust assets;
 - 2. As a beneficiary who:
 - a. Is the sole permissible recipient of income and principal from the trust; or
 - b. Has the right to demand a distribution of or withdraw substantially all of the assets from the trust; or
 - 3. As a grantor or settlor who has the right to revoke the trust or otherwise withdraw the assets of the trust; or
 - iv. Through ownership or control of one or more intermediary entities, or ownership or control of the ownership interests of any such entities, that separately or collectively own or control ownership interests of the reporting company.
 - c. Calculation of Ownership Interests (31 CFR 1010.380(d)(2)(iii))
 - i. Ownership interests of the individual shall be calculated at the present time, and any options or similar interests of the individual shall be treated as exercised;
 - ii. For reporting companies that issue capital or profit interests (including entities treated as partnerships for federal income tax purposes), the individual's ownership interests are the individual's capital and profit

- interests in the entity, calculated as a percentage of the total outstanding capital and profit interests of the entity;
- iii. For corporations, entities treated as corporations for federal income tax purposes, and other reporting companies that issue shares of stock, the applicable percentage shall be the greater of:
 1. the total combined voting power of all classes of ownership interests of the individual as a percentage of total outstanding voting power of all classes of ownership interests entitled to vote, or
 2. the total combined value of the ownership interests of the individual as a percentage of the total outstanding value of all classes of ownership interests; and
 - iv. If the facts and circumstances do not permit the calculations described in either paragraph (d)(2)(iii)(B) or (C) to be performed with reasonable certainty, any individual who owns or controls 25 percent or more of any class or type of ownership interest of a reporting company shall be deemed to own or control 25 percent or more of the ownership interests of the reporting company.
- d. Community Property
- i. 31 CFR 1010.380(d)(2)(ii): Joint ownership with one or more other persons of an undivided interest in such ownership interest;
 - ii. Wis. Stat. § 766.31(3): “Each spouse has a present undivided one-half interest. . .”
7. What is a Company Applicant?
- a. Definition (31 CFR 1010.380(e))
 - i. For a domestic reporting company, the individual who directly files the document that creates the domestic reporting company as described in paragraph (c)(1)(i) of this section;
 - ii. For a foreign reporting company, the individual who directly files the document that first registers the foreign reporting company as described in paragraph (c)(1)(ii) of this section; and
 - iii. Whether for a domestic or a foreign reporting company, the individual who is primarily responsible for directing or controlling such filing if more than one individual is involved in the filing of the document.
8. What Information is Needed for BOI Reports?
- a. Reporting Company (31 CFR 1010.380(b)(i))
 - i. Full Legal Name
 - ii. Trade Name(s) (even unregistered)
 - iii. Street Address of Principal Place of Business in US
 - iv. State, Tribal, or Foreign Jurisdiction of formation
 - v. If foreign, jurisdiction of first US registration
 - vi. Taxpayer Identification Number (e.g. EIN)
 - b. Each Beneficial Owner (31 CFR 1010.380(b)(ii))
 - i. Full legal name
 - ii. Date of Birth

- iii. Current Residential Street Address, unless acting in the "course of business," then business address
 - iv. ID number from:
 - v. US Passport
 - vi. Driver's license
 - vii. State, local, or tribal ID document
 - viii. Foreign passport (if no others exist)
9. Obtaining a FinCEN Identifier
- a. Obtained through login.gov for individuals
 - b. Obtained by checking Box 3 of the report for reporting companies.
 - c. Obligations
 - i. Provide the same information as required for the BOI report
 - ii. Keep information on profiled current.
10. Example Report
- a. Talk through various fields on report document
11. Reporting Deadlines
- a. January 1, 2025 for companies formed prior to January 1, 2024.
 - b. Within 90 days of formation for companies formed after January 1, 2024, but before January 1, 2025.
 - c. Within 30 days of formation for companies formed after January 1, 2025.
12. Federal Litigation
- a. [National Small Business United et al v. Yellen](#)
 - i. Court Corporate Transparency Act is unconstitutional
 - ii. Injunction against enforcement of BOI reporting against NSBA and members as of date of order
 - b. [FinCEN Press Release](#)
 - i. Will comply with injunction (only against NSBA and members)
 - ii. NSBA Members as of 3/1/24
 - c. Pending appeal in the 11th Circuit
13. Considerations for Your Law Firm
- a. How is your firm organized?
 - i. Sole Proprietorship?
 - ii. Partnership?
 - iii. Limited Liability Partnership?
 - iv. Limited Liability Company?
 - v. Service Corporation?
 - b. Who owns the firm and at what percentage of ownership?
 - c. Who exercises "substantial control" over the firm?
14. Considerations for your clients
- a. Create contractual obligations for owners to report any changes in information required to be reported in a BOI report.
 - b. Obtain FinCEN identifiers for each reporting company and its beneficial owners.
 - i. Doing so will lessen the burden on the company when it comes time to report.
 - c. Is a client looking to avoid reporting?

- i. If the client is a beneficial owner of a reporting company, the client must report, so it would require either ceasing to be a beneficial owner, or for the company to be a reporting company.
 1. Cede equity to below 25%.
 2. Cede control such that the client no longer exercises “substantial control.”
 3. Organize as a sole proprietorship or partnership, which are not reporting companies.

15. Potential Use Cases

- a. General Corporate Counsel
 - i. Determine who the beneficial owners are.
 - ii. Are there any upcoming transactions or other changes that will impact beneficial ownership?
 1. New directors or officers?
 2. New shareholders?
 3. Mergers or reorganizations?
- b. Employment
 - i. Discerning the line between a mere employee, a senior officer, and an employee who is also an equity holder.
- c. Estate Planning
 - i. Estates
 1. Who is the testator? What interests does the testator hold in reporting companies?
 2. Who will take interests in reporting companies under the will? How much of an interest?
 - ii. Trusts
 1. Will the trust hold interests in reporting companies?
 2. Who are the settlor, trustee, and beneficiaries? What control and/or authority does each have?
- d. Family Law
 - i. Is an interest in a reporting company marital property?
 - ii. Is an interest in a reporting company subject to a marital property agreement?



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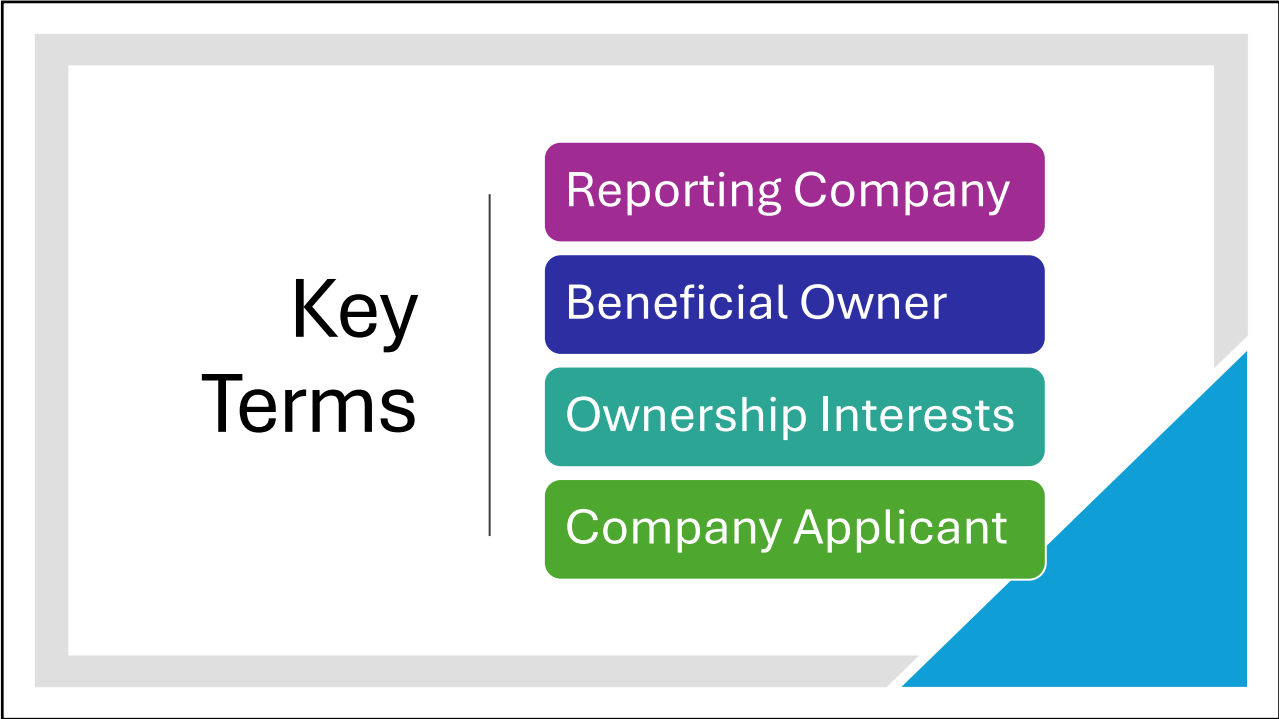
Sam Kavalier
Ogden Glazer + Schaefer
and
Sam Wayne
Wayne Law S.C.

1

Corporate Transparency Act

- [William M. \(Mac\) Thornberry National Defense Authorization Act for Fiscal Year 2021, div. F, tit. LXIV, 31 U.S.C. § 5336 \(2024\).](#)
 - Reporting Beneficial Owner and Company Applicants of Reporting Companies (Section (b))
 - Purposes (§ 6402(5))
 - Federal standards
 - National security
 - Interstate and foreign commerce
 - Counter money laundering, terrorism, and other illicit activity
 - Comply with international standards
- [31 C.F.R. Part 1010 \(2024\).](#)

2

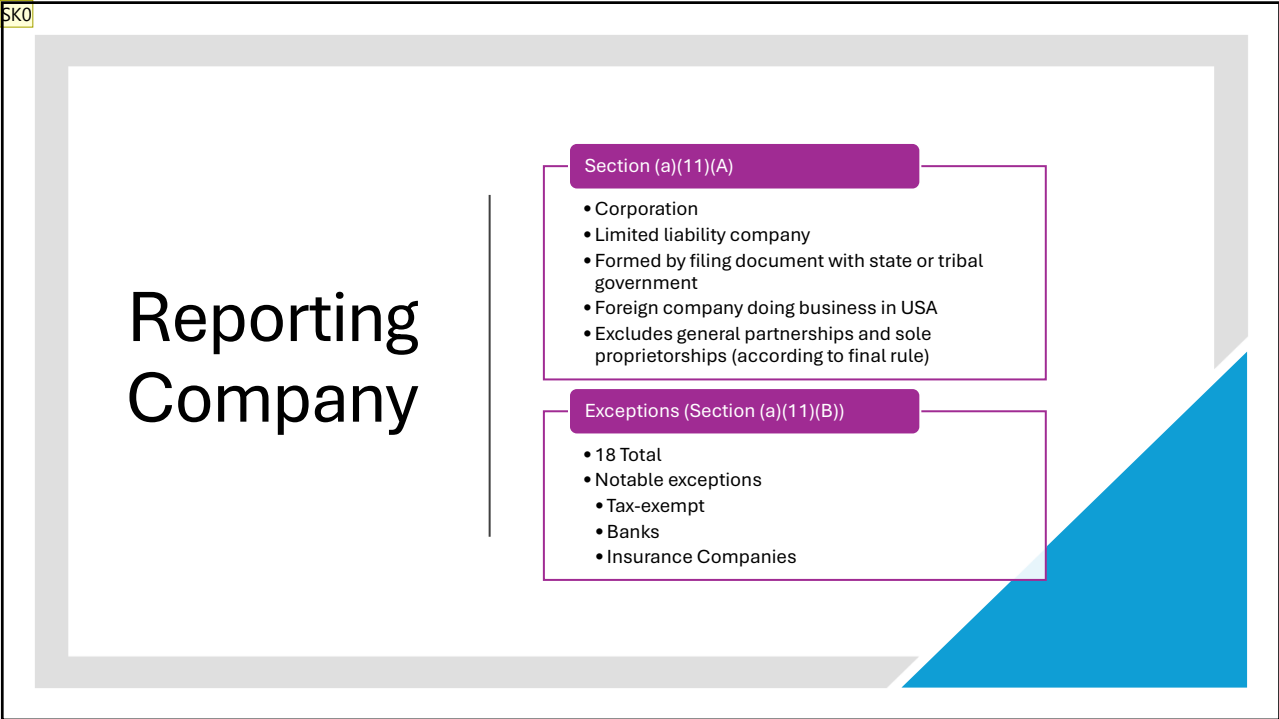


A slide titled "Key Terms" with a vertical line on the left. To the right of the line are four stacked, rounded rectangular boxes in purple, dark blue, teal, and green, each containing a term. The background features a grey border and a blue triangle in the bottom right corner.

Key Terms

- Reporting Company
- Beneficial Owner
- Ownership Interests
- Company Applicant

3



A slide titled "Reporting Company" with a vertical line on the left. To the right of the line are two stacked, rounded rectangular boxes in purple, each containing a section header and a bulleted list. The background features a grey border and a blue triangle in the bottom right corner.

Reporting Company

- Section (a)(11)(A)**
 - Corporation
 - Limited liability company
 - Formed by filing document with state or tribal government
 - Foreign company doing business in USA
 - Excludes general partnerships and sole proprietorships (according to final rule)
- Exceptions (Section (a)(11)(B))**
 - 18 Total
 - Notable exceptions
 - Tax-exempt
 - Banks
 - Insurance Companies

4

Slide 4

SKO This is not explicitly stated, and it relies on inference. Not saying we shouldn't say it, but we should probably qualify that you get there by inference.

Samuel Kavalier, 2024-09-12T02:46:56.321

SKO 0 The more I thought about it, the more I figured we could squeeze another slide of it. See the next slide.

Samuel Kavalier, 2024-09-12T19:32:44.115

Reporting Company: What about Limited Liability Partnerships?

- [Wis. Stat. 178](#)
 - [Wis. Stat. § 178.0102\(9\)](#): "...a partnership that has filed a statement of qualification under s. 178.0901 and does not have a similar statement in effect in any other jurisdiction."
 - [Wis. Stat. § 178.0901\(5r\)](#): "A partnership that becomes, or ceases to be, a limited liability partnership is for all purposes the same partnership that existed before such change in status and continues to be a partnership under this chapter."
- [Beneficial Ownership Information Reporting Requirements, 87 Fed. Reg. 59,537 \(Sept. 30, 2022\)](#): "It is similarly difficult to craft a generally applicable rule for conversions or reorganizations of entities, given the range of possible scenarios for conversions or reorganizations under state law and the variety of outcomes in terms of an entity retaining certain attributes of its predecessor entity. In such cases, the touchstone is whether the successor entity is created by the filing of document with a secretary of state or similar office."

5

Beneficial Owner

Section (a)(3)(A)

- Exercises substantial control
- Own $\geq 25\%$ of the ownership interests

Exceptions ((a)(3)(B))

- Minors
- Nominee/intermediary/custodian
- Solely an employee
- Inheritance
- Creditor

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Substantial Control (31 CFR 1010.380(d)(1))

- Senior Officer (CEO, COO, President, etc.)
- Authority over appointment of any Senior Officer or majority of board
- Substantial Influence over important decisions including:
 - Nature, scope, and attributes of company, including sale, lease, mortgage, or other transfer of principal assets
 - Reorganization, dissolution, or merger
 - Major expenditures, issuance of equity, incurrence of significant debt, budgetary authority
 - Senior Officer compensation
 - Significant contracts
 - Substantial governance documents
- Any other form of substantial control

7

Substantial Control (cont.)

- Can be direct or indirect
 - Board representation;
 - Ownership or control of a majority of the voting power or voting rights of the reporting company;
 - Rights associated with any financing arrangement or interest in a company;
 - Control over one or more intermediary entities that separately or collectively exercise substantial control over a reporting company;
 - Arrangements or financial or business relationships, whether formal or informal, with other individuals or entities acting as nominees; or
 - any other contract, arrangement, understanding, relationship, or otherwise.

8

25% or More of the Ownership Interests

31 CFR 1010.380(d)(2)

Stock, but also...

- Profits interests
- Convertible instruments
- Options

Calculation assumes

- All convertible instruments convert
- All options exercised
- 25% economic interest or voting interest
- 25% of any class of equity if economic or voting interest cannot be easily determined.

9

Directly Held vs. Indirectly Held (31 CFR 1010.380(d)(2)(ii))

- Directly: ownership interest held in the name of the beneficial owner.
- Indirectly
 - Joint ownership with one or more other persons of an undivided interest in such ownership interest.
 - Wis. Stat. § 766.31(3): "Each spouse has a present undivided one-half interest..."
 - Trusts
 - As a trustee of the trust or other individual (if any) with the authority to dispose of trust assets.
 - As a beneficiary who:
 - Is the sole permissible recipient of income and principal from the trust; or
 - Has the right to demand a distribution of or withdraw substantially all of the assets from the trust;
 - As a grantor or settlor who has the right to revoke the trust or otherwise withdraw the assets of the trust
 - Through ownership or control of one or more intermediary entities, or ownership or control of the ownership interests of any such entities, that separately or collectively own or control ownership interests of the reporting company.

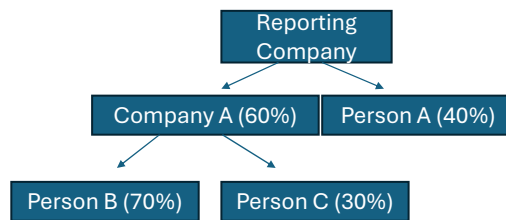
10

Slide 9

sa0 Sam - not sure what you want on this slide
samwayne@waynelawsc.com, 2024-09-11T20:13:07.607

SKO 0 It was mostly what you put in Slides 9 and 10. We can figure out how to put it together tomorrow.
Samuel Kavalier, 2024-09-12T02:08:50.196

Example: Indirectly Held Through Intermediary Entities



11

Company Applicant

- The person who directly files the document that creates a domestic reporting company or registers a foreign reporting company
- The individual primarily responsible for directing or controlling the filing



12

Information Needed for BOI Reports

- From Companies
 - Full Legal Name
 - Trade Name(s) (even unregistered)
 - Street Address of Principal Place of Business in US
 - State, Tribal, or Foreign Jurisdiction of formation
 - If foreign, jurisdiction of first US registration
 - Taxpayer Identification Number (e.g. EIN)

13

Information Needed for BOI Reports (cont.)

- From Beneficial Owners/Company Applicants
 - Full legal name
 - Date of Birth
 - Current Residential Street Address, unless acting in the "course of business," then business address
 - ID number from:
 - US Passport
 - Driver's license
 - State, local, or tribal ID document
 - Foreign passport (if no others exist)

14

Reporting

- FinCEN Identifier
 - Updating account information?
- How to get one?
 - Individual: [through Login.Gov](#)
 - Reporting Company: Check Box 3 of report
- Who should get one?
 - Beneficial Owners of multiple Reporting Companies
 - Lawyers (and other frequent Company Applicants)
- Obligations
 - Provide same information as BOI report
 - Obligation to keep information current

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Report Example

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Beneficial Ownership Information Report

Home
Reporting Company
Company Applicant(s)
Beneficial Owner(s)

Beneficial Ownership Information Report

Version Number: 1.0
OMB No. 1500-0076 Release Date: 05-26-2024

Report Preparation & Submission Instructions:

Instructions	1. Complete the report in its entirety with all required information. Click Instructions for help.
Validate	2. Click Validate to ensure all entered data is properly formatted and that all required fields are completed.
Finalize	3. Click Finalize to lock the entries in the report and prepare it for submission. Click Edit Report to unlock and re-edit.
Save	4. Click Save to retain a local copy of the report (this can be done at any time during report preparation).
Print	5. (Optional) Click Print to print a hard copy of your completed report.
Ready To File	6. Select Ready to File (activated after the report is finalized and saved locally) to begin the submission process.

Filing Information

1. * Type of filing

- a. Initial report
- b. Correct prior report
- c. Update prior report
- d. Newly exempt entity

Reporting Company information associated with most recent report, if any:

e. Legal name

f. Tax Identification type

g. Tax Identification number

h. Country/Jurisdiction (if foreign tax ID only)

2. Date prepared (available when form is finalized)

PRIVACY ACT AND PAPERWORK REDUCTION ACT NOTICE

This notice is given under the Privacy Act of 1974 (Privacy Act) and the Paperwork Reduction Act of 1995 (Paperwork Reduction Act). The Privacy Act and Paperwork Reduction Act require that FinCEN inform persons of the following when requesting and collecting information in connection with this collection of information. This collection of information is submitted under 31 U.S.C. 5336 and 31 C.F.R. 1020.305. The principal purpose of this collection of information is to generate a database of information that is highly useful in facilitating national security, intelligence, and law enforcement activities, as well as compliance with anti-money laundering, countering the financing of terrorism, and customer due diligence requirements under applicable law. Pursuant to 31 U.S.C. 5336 and 31 C.F.R. 1020.305, reporting companies and certain other persons must provide specified information. The provision of that information is mandatory and failure to provide that information may result in criminal and civil penalties. The provision of information for the purpose of requesting a FinCEN identifier is voluntary. However, failure to provide such information may result in the denial of such a request. Generally, the information with this collection of information may be shared with a "household" with other government agencies and financial institutions that meet certain criteria under applicable law. The complete list of routine uses of the information is set forth in the Privacy Act system of records notice available at <https://www.fincen.gov/document/2023/05/23/privacy-act-system-of-records-notice>. According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 1500-0076. It expires on November 30, 2026. The estimated average burden associated with this collection of information from reporting companies is 50 to 600 minutes per respondent for reporting companies with simple or complex beneficial ownership structures, respectively. The estimated average burden associated with reporting companies updating information previously provided is 40 to 170 minutes per respondent for reporting companies with simple or complex beneficial ownership structures, respectively. The estimated average burden associated with this collection of information from individuals applying for FinCEN identifiers is 20 minutes per applicant. The estimated average burden associated with individuals who have obtained FinCEN identifiers updating information previously provided is 10 minutes per individual. Comments regarding the accuracy of this burden estimate, and suggestions for reducing the burden, should be directed to the Financial Crimes Enforcement Network, P. O. Box 38, Vienna, VA 22183, AML Policy Division.

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Beneficial Ownership Information Report

Home
Reporting Company
Company Applicant(s)
Beneficial Owner(s)

Part I. Reporting Company Information

3. Request to receive FinCEN Identifier (FinCEN ID)

4. Foreign pooled investment vehicle

Full legal name and alternate name(s):

5. * Reporting Company legal name

6. Alternate name (e.g. trade name, DBA)

Form of identification:

7. * Tax Identification type

8. * Tax Identification number

9. Country/Jurisdiction (if foreign tax ID only)

Jurisdiction of formation or first registration:

10. * a. Country/Jurisdiction of formation

Domestic Reporting Company:

b. State of formation

c. Tribal jurisdiction of formation

d. Name of the other Tribe

Foreign Reporting Company:

e. State of first registration

f. Tribal jurisdiction of first registration

g. Name of the other Tribe

Current U.S. Address:

11. * Address (number, street, and apt. or suite no.)

12. * City

13. * U.S. or U.S. Territory

14. * State

15. * ZIP Code

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9

Beneficial Ownership Information Report

Home Reporting Company Company Applicant(s) Beneficial Owner(s)

34. (This item is reserved for future use)

Part III. Beneficial Owner Information 1 of 1

35. Parent/Guardian information instead of minor child (check if the Beneficial Owner is a minor child and the parent/guardian information is provided instead)

Beneficial Owner FinCEN ID:

36. FinCEN ID

Exempt entity:

37. Exempt entity

Full legal name and date of birth:

38. Individual's last name or entity's legal name

39. First name

40. Middle name

41. Suffix

42. Date of birth

Residential address:

43. Address (number, street, and apt. or suite no.)

44. City

45. Country/Jurisdiction

46. State

47. ZIP/Foreign postal code

Form of identification and issuing jurisdiction:

48. Identifying document type

49. Identifying document number

50. Identifying document issuing jurisdiction:

a. Country/Jurisdiction

b. State

c. Local/Tribal

d. Other local/Tribal description

51. Identifying document image Add Attachment Remove Attachment

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Beneficial Ownership Information Report

Home Reporting Company Company Applicant(s) Beneficial Owner(s)

34. (This item is reserved for future use)

Part III. Beneficial Owner Information 1 of 1

35. Parent/Guardian information instead of minor child (check if the Beneficial Owner is a minor child and the parent/guardian information is provided instead)

Beneficial Owner FinCEN ID:

36. FinCEN ID

Exempt entity:

37. Exempt entity

Full legal name and date of birth:

38. Individual's last name or entity's legal name

39. First name

40. Middle name

41. Suffix

42. Date of birth

Residential address:

43. Address (number, street, and apt. or suite no.)

44. City

45. Country/Jurisdiction

46. State

47. ZIP/Foreign postal code

Form of identification and issuing jurisdiction:

48. Identifying document type

49. Identifying document number

50. Identifying document issuing jurisdiction:

a. Country/Jurisdiction

b. State

c. Local/Tribal

d. Other local/Tribal description

51. Identifying document image Add Attachment Remove Attachment

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Submit the PDF Beneficial Ownership Information Report (BOIR)

Complete all fields below and attach your finalized PDF BOIR before submitting. Directly after submission, a processing page will be displayed, followed by a page confirming the status of your report. This confirmation page will also give you an opportunity to download a transcript of your report.

*Email

*Confirm Email

*First Name

*Last Name


*Please attach the PDF BOIR you are attempting to file

Drag file here or [choose from folder](#)


***I certify that I am authorized to file this BOIR on behalf of the reporting company. I further certify, on behalf of the reporting company, that the information contained in this BOIR is true, correct, and complete.**

I agree

COMPLIANCE REMINDER: The willful failure to report complete beneficial ownership information to FinCEN, the willful failure to update beneficial ownership information provided to FinCEN when previously reported information changes, or the willful provision of false or fraudulent beneficial ownership information to FinCEN, may result in civil or criminal penalties. A person may also be subject to civil or criminal penalties for willfully causing a reporting company to report incomplete or false beneficial ownership information to FinCEN.

I am human 

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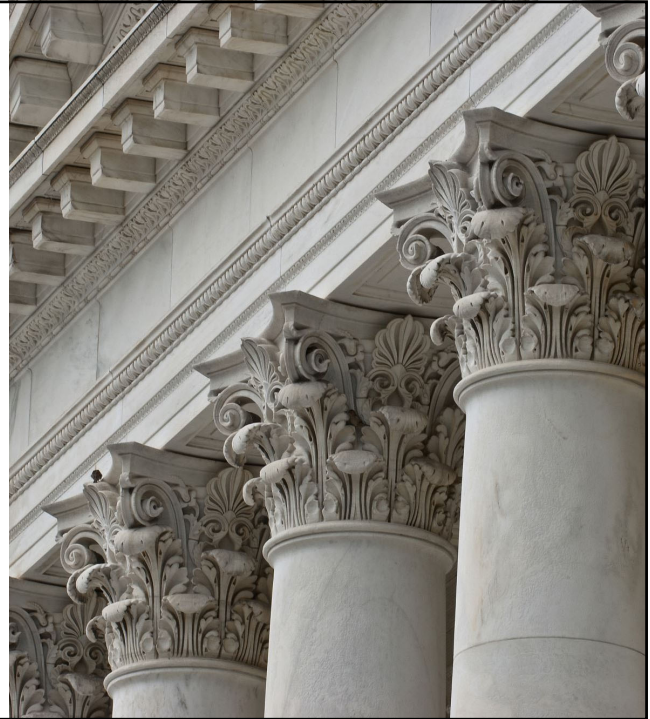
Reporting Deadlines

- Companies formed prior to 1/1/24 = 1/1/25
- Companies formed 1/1/24-12/31/24 = within 90 days of formation
- Companies formed after 12/31/24 = within 30 days of formation
- Changes to Beneficial Owners = within 30 days of the change

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Federal Litigation

- [National Small Business United et al v. Yellen](#)
 - Corporate Transparency Act is unconstitutional
 - Injunction against enforcement of BOI reporting against NSBA and members as of date of order
 - [FinCEN Press Release](#)
 - Will comply with injunction (only against NSBA and members)
 - NSBA Members as of 3/1/24
- Appeal in 11th Circuit



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Your Law Firm



How is your firm organized?

Sole Proprietorship?
Partnership?
LLP?
LLC?
SC?



Who owns the firm? At what percentages?



Who exercises substantial control?

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Your Clients

- Operating/Shareholder Agreements should obligate owners to report any changes in reported information;
- Obtain a FinCEN number for company and its beneficial owners
 - Lessens burden on company
- Sample clauses found in appendix to "Your Guide to the Corporate Transparency Act"
- Avoid Reporting?
 - Cede equity
 - Cede control
 - Operate as a partnership

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Use Cases (General Corporate Counsel)

- General Corporate Counsel
 - Who are the client's beneficial owners?
 - Will any upcoming changes or transactions change beneficial ownership?
 - New directors or officers?
 - New shareholders?
 - Mergers or reorganizations?

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Use Cases (Employment Law)

Any employees that also hold equity?

Who are your senior officers?

Will the departure of employees impact beneficial ownership?

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Use Cases (Estate Planning)

Estates

- Who is the testator? What interest in reporting companies do they hold?
- Who will take under the will and how much?

Trusts

- Will the trust hold an interest in a reporting company?
- Who are the settlor, trustee, and beneficiary? What control/authority do each have?

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Use Cases
(Family Law)

Marital Property

Marial Property Agreements

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Resources

- State Bar of Wisconsin Publication
- Kent L. Schlienger, *Your Guide to the Corporate Transparency Act (2023)*
- Pinnacle CLE of the same name – 3.0 CLE; available OnDemand
- [FinCEN BOI Main Page](#)
- [FinCEN BOI Reporting FAQs](#)
- [Small Entity Compliance Guide](#)
- [FinCEN ID for Individuals](#)
- [Corporate Transparency Act](#)
- [September 2022 – Final Rule](#)

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Conclusion



Determine Reporting Companies



Determine Beneficial Owners



Timely File Reports



Avoid Reporting?

Cede equity
Cede control
Operate as a partnership

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Questions

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