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Article 1

Key Takeaway from Biden's Non-Compete Executive Order

By: Brock Exline

As part of a broad sweeping executive order on promoting competition in the American economy, President Biden is asking the Federal Trade Commission (FTC) to ban or limit non-compete agreements. The executive order, signed on July 9, 2021 by President Biden, does not provide specifics as to the breadth of restrictions the Biden Administration seeks. The FTC will likely take a directed approach, restricting the use of non-competes with lower-income employees or certain employment sectors, as opposed to imposing a complete ban on non-competes. While the Executive Order does not cause any immediate changes to the law of restrictive covenants, it is expected to boost employee mobility and lead to future legal change.

The relevant language from the Executive Order on non-compete agreements is as follows:

> To address agreements that may unduly limit workers' ability to change jobs, the Chair of the FTC is encouraged to consider working with the rest of the Commission to exercise the FTC's statutory rulemaking authority under the Federal Trade Commission Act to curtail the unfair use of non-compete clauses and other clauses or agreements that may unfairly limit worker mobility.

Noteworthy is the fact that the scope of the Executive Order potentially reaches beyond non-compete agreements because the FTC is also encouraged to limit "other clauses or agreements that may unfairly limit worker mobility."

The Executive Order provides the following in support of the call for restriction:

> Consolidation has increased the power of corporate employers, making it harder for workers to bargain for higher wages and better work conditions. Powerful companies require workers to sign non-compete agreements that restrict their ability to change jobs. And, while many occupational licenses are critical to increasing wages for workers and especially workers of color, some overly restrictive occupational licensing requirements can impede workers' ability to find jobs and to move between States.

The Executive Order is a step by President Biden toward fulfilling campaign promises regarding the promotion of competition and workers' rights.

The Executive Order will also create a White House Competition Council tasked with advancing the Federal Government's efforts to address overconcentration, monopolization, and unfair competition affecting the American Economy.

The concern that non-compete agreements restrict a worker's ability to bargain for better work conditions is not a novel concept.
In October of 2016, the Obama administration also expressed concern with the effect non-compete agreements had on workers by urging states to ban such agreements when dealing with certain types of workers, including low-wage workers and workers who are unlikely to have access to trade secrets. The reason for this call to action was to promote a more competitive labor market and faster wage growth. After the release of the Obama Administration's "State Call to Action on Non-Compete Agreements," over 20 states enacted some changes to their laws governing non-compete agreements.

In 2016, Jimmy John's stopped enforcing non-compete agreements for workers at their locations. This decision came as part of a settlement to a lawsuit brought by the Attorney General of Illinois in which the legality of Jimmy John's non-compete agreements were challenged. The Jimmy John's non-compete agreement prohibited employees during their employment and for two years afterward from working at any other business that sells "submarine, hero-type, deli-style, pita, and/or wrapped or rolled sandwiches" within 2 miles of any Jimmy John's location.

After the settlement was made, Lisa Madigan, the Attorney General at the time, stated "[t]his settlement helps ensure Illinois' workers have freedom to change jobs in order to seek better wages, further their careers and improve their lives." Madigan's office further claimed that these agreements lock low-wage workers into their jobs, giving companies little reason to increase wages or benefits.

The regulation of non-compete agreements has historically been left to the states. In any given jurisdiction, a medley of statutory and common law standards govern the enforceability of non-compete agreements. This patchwork system causes unpredictable results in the state courts. California, North Dakota, and Oklahoma already ban non-compete agreements with limited exceptions, and close to a dozen states prohibit the use of non-compete agreements with low wage employees. The states that do allow non-compete agreements regularly assess the legality of the agreements by focusing on the length of time, the geographical limits, and whether the employees had access to trade secrets.

Federal action on the issue would likely afford companies and workers a clear and commonly applied set of standards addressing the enforceability of non-compete provisions. The prospect of federal action in this field has been anticipated since the Obama Administration's initiatives. The new Executive Order is the latest step toward federal regulation of non-compete agreements.

In a 2019 Economic Policy Institute report on non-compete agreements, Alexander Colvin and Heidi Shierholz found that although well-paid highly educated workers are more likely to use non-compete agreements, the agreements were not uncommon in sectors dominated by low-wage workers. Colvin and Shierholz also found that somewhere between 36 and 60 million private-sector workers are subject to non-compete agreements. The survey found that roughly 30% of establishments offering an average hourly wage below $13 require non-competes for all workers.

Non-compete agreements can be especially burdensome on low-wage workers, many of whom are subject to such agreements that pose no competitive threat to their employer. In the context of low-wage industries, non-compete agreements are often employed to further protect the economic position of the employer by exploiting the limited bargaining power of their employees.

Beyond the burdens they place on workers, non-compete agreements also suppress innovation and entrepreneurship. Many entrepreneurs are inspired to start businesses within the sectors in which they work by leveraging existing skills, using industry know-how, and understanding the areas for new opportunity. However, non-compete agreements significantly stifle a worker's ability to venture out on his or her own.

The Covid-19 pandemic reemphasized the problematic nature of non-compete agreements. During the pandemic, with millions of workers laid off, many found it difficult to take advantage of new job opportunities or start entrepreneurial ventures because non-compete agreements remained effective even in the case of layoffs. Several court cases have been initiated in which employees laid off as a result of Covid-19 have asked courts to find their non-competes unenforceable. Non-compete agreements have been a substantial obstacle to the economy's ability to rebound from the Covid-19 pandemic.

While the Executive Order may be beneficial for worker mobility, critics of the Order assert that if a ban on non-competes goes into effect, it will have substantial negative impacts on small and medium-sized businesses. Non-competes are one of the primary instruments that protect the trade secrets and proprietary information of a business. A complete ban on non-competes would put such confidential information at a risk. Although no changes in the law have occurred yet, businesses that have invested millions of dollars and have paid workers more than they would have in order to have the benefit of non-competes may be detrimentally impacted by future legal changes seen as a result of this Executive Order.

Leiza Dolghih, a partner and co-chair of the Lewis Brisbois law firm's trade secrets and non-compete disputes practice, recently weighed in on how she believes a ban on non-compete agreements would affect businesses in a Forbes article titled "How Biden's Proposed Ban on Non-Compete Agreements Would Impact Companies." She told Forbes, "if it happens, [a ban on non-competes] will have a huge impact on the ability of small and medium-size businesses to protect their trade secrets." Dolghih added, "For those businesses whose success is built on trade secrets, such as customer lists, secret recipes, or other proprietary methods and processes, a ban on non-compete agreements will significantly impact their ability to protect that information from being used by former employees and competitors."

If a complete ban on non-compete agreements were to go into effect, businesses which currently rely on such agreements to protect their legitimate business interests would instead have to rely on complex trade secret misappropriation laws to protect their confidential business information. Litigation pursuant to the trade secret misappropriation laws is often quite expensive. While tech giants likely possess the funds to foot the bill on such litigation, many smaller business will not be able to afford it.

The signing of the July 9th Executive Order will undoubtedly cause future change to the law of non-compete agreements. Many speculate that the FTC will focus its efforts toward addressing non-compete agreements for low-wage workers rather than looking to initiate a complete ban. Businesses who currently utilize non-compete agreements should take a proactive approach by reviewing the scope and necessity of current and future non-compete agreements before changes in the law can potentially stifle the effectiveness of such agreements.

https://www.epi.org/publication/noncompete-agreements/

Article 2

Can Donations to a PAC be Anonymous?

By: Grace Paul

Recent political and international health events have prompted many American citizens to be ardent in their desire to support political candidates, parties, or causes with respect to federal elections. However, not all individuals, partnerships, and limited liability companies desire to have their political leanings and financial contributions disclosed to the public for a multitude of reasons. Whether it's avoiding an awkward conversation at Thanksgiving dinner, preserving professional relationships, or simply keeping the peace with a particularly passionate neighbor, many people want to keep their political views private. For those who want to keep their proverbial heads down, there are ways to anonymously contribute to a candidate or political party.

While the law requires specific and complete disclosure of the names of individuals and associated entities who make political contributions to political candidates and PACs, there are two loopholes that are commonly used to accomplish this – the 501(c)(4) social welfare organization and the "anonymous LLC".

A 501(c)(4) organization must be primarily for social welfare and only in part to give contributions to a PAC, but may pursue objectives such as promoting abortion rights or the elimination of abortion rights or other politically sensitive social causes. In addition, although a donation to a 501(c)(4) does not provide the donor with an income tax deduction, the donation of income producing assets can enable the donor to save income taxes. For example, if the donor has a partnership interest or an investment that yields $100,000 a year that is worth $500,000 and transfers it to a 501(c)(4), then the 501(c)(4) will receive the $100,000 a year and pay no income tax. The donor can control the 501(c)(4) and enable it to pay less than substantially all of its income to PACs without reporting the donor's identity.

Another way that individuals can anonymously contribute to a PAC is through an LLC. While the PAC must disclose the LLC information to the IRS and the public, it is possible for the owners and managers of the LLC to remain anonymous depending on the state where the LLC is formed. Individuals can create "anonymous LLCs" in Delaware, Nevada, Wyoming, and New Mexico which allow for the owner's name to not appear on any public document.

These methods of anonymously contributing money to PACs are further discussed below.

Can Donations to a PAC be Anonymous?

The short answer is no. Political Action Committees are 527 organizations, which must report donors of $200 or more on IRS Form 8872. Donors of $5,000 or more must be reported on IRS Form 990.

However, a possible way to contribute to a PAC anonymously is by either finding a related 501(c)(4) organization that also supports the candidate or by forming one, that could then donate to the PAC. 501(c)(4) organizations are not required to report donor information.

The federal law requires disclosure of significant contributions over $200 which includes donors' names, addresses, occupations, and employer information, and that then becomes public record freely available and tracked by the Federal Election Commission. Additionally, anonymous cash contributions are limited to amounts of $50. Any amount over $50 cannot be used for any reason relating to a federal election campaign.

Prior to IRS Revenue Procedure 2018-38, all non-profit organizations were required to report donor information as part of their annual tax returns. The 2018 Revenue Procedure relieved 501(c)(4), 501(c)(5), and 501(c)(6) organizations from having to report donor identifying information such as names and addresses to the IRS, but these organizations must still compile and retain donor information so that it is available to the IRS on request for tax administrative purposes. Revenue Procedure 2018-38 does not affect the statutory disclosure requirements of 501(c)(3) and 527 organizations, which still must disclose donor information to the IRS on Schedule B "Schedule of Contributors".

The following chart displays the disclosure requirements for different non-profit organizations:

SUMMARY OF DONOR DISCLOSURE ON IRS FORM 990

	501(C)(3) Organizations		**501(c)(4), 501(c)(5), and 501(c)(6) Organizations**	**527 Organizations**
	Private Foundation	Public Charity		
Reported to IRS on Schedule B?	Yes, must report donors of $5,000 or more	Yes, must report donors of $5,000 or more	No	Yes, must report donors of $5,000 or more on IRS Form 990. Donors of $200 or more must be reported on IRS Form 8872.
Disclosed to the Public?	Yes	No	N/A (not reported in the first place)	Yes

1

[1] https://www.nossaman.com/newsroom-insights-new-irs-rule-allows-many-nonprofits-to-withhold-donor-iInformation-from-the-IRS

Corporations and unincorporated associations often form section 501(c)(4) "social welfare" organizations, which are created specifically for promoting political activities that will be funded by anonymous contributions from individuals and undisclosed entities.

501(c)(4) Organizations: A Political Loophole?

501(c)(4) organizations were first recognized as federal income tax exempt by the Revenue Act of 1913. In order for an organization to be tax exempt, "an organization must not be organized for profit and must be operated exclusively to promote social welfare."

The Code of Federal Regulations provides the following guidance on 501(c)(4) organizations:

§1.501(c)(4)-1 Civic organizations and local associations of employees.

(a) Civic organizations—

(1) In general. A civic league or organization may be exempt as an organization described in section 501(c)(4) if—

(i) It is not organized or operated for profit; and

(ii) It is operated exclusively for the promotion of social welfare.

(2) Promotion of social welfare—(i) In general. An organization is operated exclusively for the promotion of social welfare if it is **primarily engaged** in promoting in some way the common good and general welfare of the people of the community. An organization embraced within this section is one which is operated primarily for the purpose of bringing about civic betterments and social improvements. A social welfare organization will qualify for exemption as a charitable organization if it falls within the definition of charitable set forth in paragraph (d)(2) of §1.501(c)(3)-1 and is not an action organization as set forth in paragraph (c)(3) of §1.501(c)(3)-1.

(ii) Political or social activities. **The promotion of social welfare does not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.** Nor is an organization operated primarily for the promotion of social welfare if its primary activity is operating a social club for the benefit, pleasure, or recreation of its members, or is carrying on a business with the general public in a manner similar to organizations which are operated for profit. See, however, section 501(c)(6) and §1.501(c)(6)-1, relating to business leagues and similar organizations. A social welfare organization that is not, at any time after October 4, 1976, exempt from taxation as an organization described in section 501(c)(3) may qualify under section 501(c)(4) even though it is an action organization described in §1.501(c)(3)-1(c)(3)(ii) or (iv), if it otherwise qualifies under this section. For rules relating to an organization that is, after October 4, 1976, exempt from taxation as an organization described in section 501(c)(3), see section 504 and §1.504-1.

The language that allows a 501(c)(4) organization to devote at least some activity to nonexempt political purposes is the language that provides that the organization must only be "primarily engaged" in social welfare activities. This word choice is contrasted with the provision for 501(c)(3) organizations which is provided below:

§ 1.501(c)(3)-1 Organizations organized and operated for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals.

(a) Organizational and operational tests.

(1) In order to be exempt as an organization described in section 501(c)(3), an organization must be both organized and operated exclusively for one or more of the purposes specified in such section. If an organization fails to meet either the organizational test or the operational test, it is not exempt.

(2) The term exempt purpose or purposes, as used in this section, means any purpose or purposes specified in section 501(c)(3), as defined and elaborated in paragraph (d) of this section.

The use of the words "primarily engaged" as opposed to "operated exclusively" has allowed 501(c)(4) organizations to participate in political activities that 501(c)(3) organizations cannot while still remaining tax exempt. Because of this language, an organization may meet the requirements of an "action" organization and still be able to qualify as a social welfare organization. Revenue Ruling 81-95 demonstrated this proposition by holding that:

"[a]n organization primarily engaged in the promotion of social welfare may participate in lawful political campaign activities involving the nomination or election of public officials without adversely affecting its exempt status. However, the amounts expended for such activities may be treated as political organization taxable income under section 527(b) of the Code."

An organization seeking to qualify or maintain 501(c)(4) status must be careful to not become overly involved in political campaigns so that they are no longer "primarily engaged" in promoting the common good and social welfare.

To determine whether an organization is participating or intervening, directly or indirectly, in a political campaign, the IRS typically uses a "facts and circumstances" test. Relevant factors include the amount of funds received from and devoted to particular activities; other resources used in conducting such activities, such as buildings and equipment; the time devoted to activities (by volunteers as well as employees); the manner in which the organization's activities are conducted; and the purposes furthered by various activities.

Social Welfare Organizations Involved in Politics

According to the most recent IRS data, there are around 82,000 501(c)(4) organizations registered with the IRS and many conduct political activity and are associated with a parent Political Action Committee (PAC). The following chart lists various tax exempt 501(c)(4) organizations, their associated PACs, and the date (if applicable) that the IRS ruled on the organization's tax exempt status.

Associated 501(c)(4) Organization	Associated PAC	Ruling Date
Majority Forward	Senate Majority PAC	N/A
House Majority Forward	House Majority PAC	04/2020
NRA Institute for Legislative Action	National Rifle Association	04/1944
CatholicVote.org	Fidelis	09/2005
Center for Voter Information	Voter Participation Center	01/2006
Humane Society Legislative Fund	Humane Society of the US	03/2005
American Majority Action	American Majority	N/A

The IRS guidelines provide that, "[s]eeking legislation germane to the organization's programs is a permissible means of attaining social welfare purposes. Thus, a section 501(c)(4) social welfare organization may further its exempt purposes through lobbying as its primary activity without jeopardizing its exempt status."

For example, House Majority Forward is the nonprofit arm of the House Majority PAC and has recently dedicated to promoting President Biden's legislative agenda through advertisements. As long as advertisements purchased by a 501(c)(4) organization do not expressly promote the victory or defeat of a specific candidate, the organization will not risk losing its tax-exempt status.

What about an LLC?

Many small businesses and individuals set up limited liability companies (LLCs) for the favorable tax benefits and asset protection advantages provided to business owners. For political donation purposes, LLCs are divided into corporations and partnerships depending on how the entities file their tax returns. Corporate LLCs cannot contribute to PACs, but LLCs that are characterized as partnerships or disregarded for income tax purposes can donate.

Donating through an LLC can offer a certain degree of privacy and anonymity because a PAC will typically only publish the name of the LLC and its address. However, it should be noted that a corporate records search would reveal the manager(s), registered agent, and other relevant information regarding LLCs formed in the majority of states. Individuals wishing to retain a high level of privacy should form an LLC in the few states that allow for the formation of anonymous LLCs. In these states, namely Nevada, Wyoming, Delaware, and New Mexico, after the formation documents are filed, the information is not required to be updated. This allows the true owner to simply list temporary owners, managers, and other required personnel and not update the public documents when the ownership changes over. Through an anonymous LLC, individuals can donate to PACs and remain anonymous even if a corporate records search is conducted.

[2] https://www.irs.gov/charities-non-profits/other-non-profits/social-welfare-organizations

[3] https://www.irs.gov/pub/irs-tege/eotopicm95.pdf

[4] *Id.*

[5] https://www.irs.gov/charities-non-profits/other-non-profits/social-welfare-organizations

[6]https://www.washingtonpost.com/politics/democrat-biden-spending-plans/2021/07/15/da811542-e4c5-11eb-8aa5-5662858b696e_story.html

Article 3

New CMS Pronouncement on Parent/Subsidiary Medical Practice and Business Entities

By: Alan Gassman

The good news and the bad news about the newest Stark Law advisory opinion issue under the Stark Law by the Centers for Medicare & Medicaid Services ("CMS") (Opinion No. CMS-AO-2021-01 issued June 2021).

Many medical practices and their owners that bill Medicare for medical, diagnostic, and treatment services make use of parent/subsidiary structures in order to help limit liability, permit separation of entities for accounting purposes, and to engage in tax, financing, and associated planning that may be optimized by using one parent company that can own multiple subsidiaries that actually engage in the business of medicine, diagnostic testing, and providing certain treatment, while the parent is generally inactive as the owner of the subsidiaries. The structure will typically be designed so that a liability incurred by a subsidiary would not become a liability of the parent or the other subsidiaries.

These entities and their owners may be very interested in CMS Opinion No. CMS-AO-2021-01 and how it might impact their plans and probabilities of compliance.

General Background

Under the Stark Law, a physician having a direct or indirect financial relationship (whether a compensation arrangement or ownership interest) with a medical practice or other entity is not able to refer patients, directly or indirectly, to such entity unless it qualifies for an exception, such as the in-office ancillary services exception ("IOAS"), such as those to employment and personal services arrangements. All elements of the exception must be met in order to qualify.

This law is so strict that it actually prevents a doctor from referring a patient or recommending a treatment or test to be given by his or her own medical practice entity unless the physician's financial relationship with her own practice qualifies for an exception, such as IOAS. If the practice is a group practice, rather than a solo practice, it must also meet detailed and rigorous requirements to qualify as a group practice to meet the IOAS' exception.

Attribution rules apply which prevents a physician from making a referral to an entity with which immediate family member has a financial relationship, and the definition for an immediate family member is extremely broad and basically prevents physicians from establishing relationships where their referrals will be directed to a person who will profit and share the profits with them. An immediate family member includes "a spouse, child (birth or adopted), sibling, parent, stepparent, stepchild, stepbrother or sister, in-law (father, mother, sister brother, son, and daughter), grandparent, grandchild, and the spouse of a grandparent or grandchild.

The federal law defines a Group Practice as the following:

(4) Group Practice

(A) Definition of group practice

The term "group practice" means a group of 2 or more physicians legally organized as a partnership, professional corporation, foundation, not-for-profit corporation, faculty practice plan, or similar association-

> (i) in which each physician who is a member of the group provides substantially the full range of services which the physician routinely provides, including medical care, consultation, diagnosis, or treatment, through the joint use of shared office space, facilities, equipment and personnel,
>
> (ii) for which substantially all of the services of the physicians who are members of the group are provided through the group and are billed under a billing number assigned to the group and amounts so received are treated as receipts of the group,
>
> (iii) in which the overhead expenses of and the income from the practice are distributed in accordance with methods previously determined,
>
> (iv) except as provided in subparagraph (B)(i), in which no physician who is a member of the group directly or indirectly receives compensation based on the volume or value of referrals by the physicians,
>
> (v) in which members of the group personally conduct no less than 75 percent of the physician-patient encounters of the group practice, and
>
> (vi) which meets such other standards as the Secretary may impose by regulation.

Can Multiple Entities Be Used?

Federal law also provides that a Group Practice "must consist of a single legal entity." This requirement is further explained by the following language:

> In order for the group practice to satisfy the requirement at 42 C.F.R. § 411.352(a) that it is a single legal entity operating primarily for the purpose of being a physician group practice, it must primarily provide services of the type provided by a supplier that is enrolled in Medicare as a clinic/group practice and billed to Medicare in accordance with the claims processing instructions for physician services in the Medicare Claims processing manual (Pub.100-04).

The regulations further state that a "single legal entity may be organized or owned … by another medical practice that is not an operating physician practice" and that a "group practice that is otherwise a single entity may itself own subsidiary entities." This gives support that a multiple entity structure can be used. The 1995 preamble to the Stark regulations also made specific mention that the OIG "do[es] not believe the statute precludes a single group practice (that is, one single group of physicians) from owning other legal entities for the purpose of providing services to the group practice."

A subsequent preamble to the regulations, which were rewritten in 2001 under what became known as the Stark 2 Regulations, also cited this language and provides that "the physicians could qualify for the in-office ancillary services exception provided they meet the requirements for supervision, location, and billing." The second preamble further provides that the billing requirement allows services to be "billed by the referring or supervising physician, the group practice, or an entity wholly owned by the group practice [emphasis added]."

The general state of practice in this area is that medical groups form one parent company that may be owned by one or more of the physicians (as well as private equity firms) who work in the practice, and then have each separate office and separate diagnostic and treatment operation, such as clinical laboratories, radiation oncology facilities, and diagnostic imaging facilities operated under separate subsidiary companies for liability insulation purposes.

Many healthcare lawyers representing large medical practice organizations have advised their clients that the safest route to the use of this subsidiary arrangement is to bill Medicare and any other federal programs under the tax identification number and name of the parent company, while allowing the medical providers and staff to be employed by the subsidiary companies, and having patients acknowledge or be practically situated such that each separate practice location, diagnostic or treatment entity is separate and apart from the parent entity so that the patient does not receive treatment from the parent entity, even though the parent entity bills Medicare or other federal payers for the service on behalf of the subsidiary.

These arrangements have tended to work well from a liability insulation and operational segregation standpoint, in that doctors and other professionals in a particular office can manage the medical practice and finances of that office and be paid in a manner consistent with the Stark Law and Medicare Anti-Kickback rules. Plaintiff lawyers, to the knowledge of the author, have not attempted to pierce a subsidiary entity to cause its parent entity to be responsible for malpractice liability where the patient's relationship has been with the subsidiary, notwithstanding that the parent company may have billed Medicare for the services of the subsidiary.

But will the design and structure of this parent and subsidiary organization be permitted under the Stark Law to allow the subsidiary entities to operate independently of the parent in order to shield the parent and the other subsidiaries from liability?

For example, it seems clear from the language of the regulation that a subsidiary can own and operate a diagnostic center if the services are billed in the name of and under the taxpayer identification number of the parent. As a preview of the discussion below, the new CMS Opinion states that parents/subsidiary arrangements can be in compliance with the Stark law, if the subsidiary bills for its services are in its own name and under its own Taxpayer Identification Number, but does not indicate whether one or more of the following facts in this situation were necessary in order to reach the conclusion that the arrangement was permissible:

(1) any professional services are provided by employees of the parent, and

(2) the subsidiary's income and expenses are considered to be income and expenses of the parent.

The Opinion does not explain why the two above-referenced circumstances existed in this situation, or whether one or both of them is required or even a factor in determining whether the arrangement is permissible.

It is therefore not clear as to whether the subsidiary can operate independently of the parent, use its own taxpayer identification number, and hire any professional employees from third parties so that the parent and other subsidiaries would not become liable for obligations of the subsidiary.

CMS Opinion No. CMS-AO-2021-01 Enters the Stage

CMS Opinion No. CMS-AO-2021-01, involves a medical practitioner who apparently had a Stark compliant medical practice and two other medical practice or business entities engaged in activities that were apparently subject to the Stark Law.

While the Opinion does not indicate what the two non-practice entities did, this may have been a situation where a doctor owned a medical practice and separately had medical businesses, such as home healthcare and a blood lab that the owner doctor was not able to refer patients to.

The doctor owner applied to the CMS for advice as to whether he or she could transfer the ownership of the two non-practice medical entities so that they would be owned by the medical practice as a parent company, and the CMS indicated that this would be permissible, but made two assertions that cause concern. Further, the CMS actually limited, rather than expanded, the structures and comfort levels with respect to these arrangements.

The good news is that the subsidiaries will be permitted to "remain enrolled in Medicare under tax identification numbers assigned to the Subsidiaries, and use billing numbers assigned to them as participating suppliers to bill Medicare for items and services, including designated health services, furnished to beneficiaries."

This may enable entities owned under parent companies to bill Medicare and other carriers under the subsidiaries tax identification number and Medicare number, which would make it less likely that plaintiffs would seek to hold a parent company responsible for malpractice or other liabilities of the subsidiary company.

On the other hand, the applicant to this Advisory Opinion informed the CMS that the "healthcare services furnished to [the] Group Practice patients would be furnished or supervised by clinical personnel that are employed or contracted by Requestor [the parent company] and designated to work at" the offices of the medical practice parent company and the two subsidiary companies.

The reason for this requirement may have been at the insistence of the CMS personnel who wrote the Opinion. Perhaps they were concerned that the 75% test would not be met unless 75% or more of the physicians' services were rendered by physicians who own or are employed by the Group Practice. This 75% rule serves to deter forming groups with a large number of part-time physicians who primarily work in other practices.

Healthcare Lawyer Lester Perling states that it is unclear whether the facts that were certified for the Opinion were material to the opinion reached by CMS or extraneous, although he notes that CMS stated the Opinion is "[b]ased on the facts certified by the Requestor," thereby indicating that the outcome might have been different had these facts not been as stated. Medical practices act their own risk if they use subsidiaries but do not act consistently with the facts stated in the Opinion. That being said, by its own terms the Opinion applies to and can be relied upon only the Requestor. It is inevitable, however, that a whistleblower under the False Claims Act will rely on the Opinion to file a claim against a medical practice that is structured inconsistently with the Opinion, despite CMS' statement at the end of the Opinion.

The Opinion also indicated that "all revenues and expenses of the Subsidiaries would be treated as revenues and expenses of [the] Group Practice." This "all revenues and expenses" arrangement is not mentioned, let alone required, under the Stark regulations, and may cause structuring that will expose parent companies and brother/sister subsidiaries to the liabilities of a subsidiary.

In other words, if all of the entities are considered to be one economic unit under state law because of this "all revenues and expenses" arrangement, then a medical doctor, osteopath, or nurse practitioner employed by a parent company who commits malpractice while working for a subsidiary company may cause the parent company to be responsible for the malpractice liability resulting therefrom. To put it another way, if a parent entity considers the subsidiary entities operations to be part of the parent company's operations, then liability or the obligations of the subsidiary company could become responsibilities of the parent company.

Therefore, the biggest question resulting from review of this Opinion, is whether the parent is required to hire the doctors and other providers, and whether the parent and subsidiaries are required to consider that the revenue and expenses of the subsidiaries should be treated as revenues and expenses of the parent company.

One way to look at this Opinion is that it is safest to bill under the parent company's name in order to tilt the arrangement towards being considered to be "one Group Practice" while having the subsidiary entities employ the healthcare providers for liability limitation purposes.

On the other hand, this Opinion reemphasizes the ability of conventional medical practice entities to own, and operate subsidiary entities that perform diagnostic ancillary services such as radiology, occupational and physical therapy, and other medical businesses and ventures that can accept referrals from physicians working for the parent entity and shield the parent entity from liabilities of the operation of such subsidiaries, particularly when medical doctors and osteopaths are not required to render services, or would have a really low malpractice risk while doing so.

It is also noteworthy that when a doctor provides services at an ambulatory surgical center the surgery center is typically not responsible for the malpractice liability of the doctor, but is typically responsible only for liability incurred as a result of nursing staff, negligence, or other negligence separate and apart from physician malpractice in many states. Further, ambulatory surgical center services are not considered designated health services under the Stark Law.

It would have been much more helpful if the structure that was subject to this Opinion had permitted the medical providers to be employed by one of the subsidiaries of the parent company so that all of the subsidiaries of the parent company would not be subject to loss in the event that a malpractice creditor would receive a judgment against the parent company.

The fact that the physicians in the practice under the Opinion will be employed by the parent company does not necessarily mean that all physicians providing services for the subsidiaries must be employed by the practice.

For example, under the above referenced "75% rule," up to 25% of patient encounters in a given Group Practice may be hired from outside sources as independent contractors. An example of this would be when a diagnostic testing facility would hire an independent radiologist group to provide reading and associated radiology services for a subsidiary entity that would bill under its tax payer identification number.

A large primary care or multi-specialty group adding or working with an imaging operation may prefer to have an established radiology group provide radiologists to the facility under an independent contractor agreement so that the parent company of the group should be insulated from the malpractice liability of the radiologists.

It is noteworthy that the CMS ends the Opinion with a statement that "individuals and entities other than the parties to the arrangement may rely on this Advisory Opinion as an illustration of the application of the physician self-referral law and regulations to the specific facts and circumstances described in the Advisory Opinion," but that the "the Advisory Opinion may not be introduced into evidence in any matter involving an entity or individual that is not" the actual parent company and subsidiaries involved, and that "this Advisory opinion will not bind or obligate any agency other than the U.S. Department of Health and Human Services," which includes Medicare.

These limitations means that the scope of the Opinion is actually quite narrow. The only instances outside of this case where this Opinion can be completely relied upon are instances where the arrangement is determined by CMS to be "indistinguishable in all its material aspects" as stated in 42 C.F.R. Sect. 411.387(b). Therefore, it is critical to realize that physicians seeking to make use of this Opinion may not rely on it if the arrangement differs from the one in this case.

Article 4

Community Property Meets TBE: Rock, Scissors, Paper?
Issues for the Migrating Couple

By: Brock Exline

Since the posting of our Leimberg article on Florida's new Community Property Trust Act we have received comments from Jonathan Blattmachr and others. While we are continuing to work on an exhaustive community property article, below are some of the things we have learned.

This week we have concentrated on property characterization issues for migrating couples. Specifically, when a couple moves from a tenancy by the entireties (TBE) state to a community property state do TBE assets retain their character as TBE or is it lost by reason of the move?

The issue of the migrating couple arises out of the intersection of three conflict of laws principles, which fortunately result in clear answers. First, the law of the couple's domicile at the time of the acquisition of property will determine the type of property ownership. Second, simply moving the property to another state does not automatically change the interests in the property. Third, at the time of death, the law of the domicile state will govern the disposition of property.

By initial example, if a couple with only one wage earning spouse lived in a common law (also known as a "separate property") state, all the income would be classified as the sole wage earner's separate property. A subsequent move to a community property state will not change the classification of such property. Upon the owner spouse's death, the community property state law will govern the disposition of such spouse, thereby entitling the surviving spouse to one-half undivided ownership, with the other half passing pursuant to the last will and testament of the first dying spouse.

However, it is important to note that in the above example, while moving to a community property state will not change the character of the property from separate to community, commingling separate funds with community funds in the community property state will likely change the character of such property to community.

The interaction of these three conflict of laws principles may cause a problem for the "migrating single wage earner couple" if instead of having TBE accounts, the wage earning spouse kept all of the savings acquired in the common law state in his or her name. In such a case, this property would not be community property when they moved to a community property state, and it would also not be protected for the non wage earning spouse under elective share or similar rules that apply in common law states. This would enable the wage earner spouse who has kept the assets acquired in the common law state in his or her name to leave the assets upon death to someone else, leaving the surviving spouse with nothing to collect.

The severity of this problem was illustrated in the Texas (a community property state) Supreme Court case of Estate of Hanau v. Hanau. In this case, a couple married in Illinois in 1974. While domiciled in Illinois, the husband accumulated a substantial amount of stock. Under Illinois law, the stock was classified as the husband's separate property and the couple did not title the stock in joint names. The couple subsequently moved to Texas in 1979. The husband died shortly thereafter in 1982. The wife asserted that the stock the husband accumulated in Illinois was community property. The Texas Supreme Court held that the stocks were the husband's separate property and that the wife had no interest in them. The Court observed that this holding would leave a surviving spouse "without the protection afforded by either common law or community property statutory schemes in certain situations."

To combat the aforementioned problem, some community property states have responded by labeling property acquired in a common law state (that would have been community property had it been acquired in a community property state) as "quasi-community property." Quasi-community property is treated as separate property while both spouses are alive. However, upon divorce or the death of the acquiring spouse, the non-acquiring spouse will receive one-half of the quasi-community property as well as one-half of the community property. If the non-acquiring spouse dies first, the survivor retains the property free of any claim of the deceased spouse's estate.

Early attempts at quasi-community property legislation treated the property at issue as community during the marriage instead of just upon divorce or death. In In re Thornton's Estate, the California Supreme Court held that such legislation violated the Fourteenth Amendment as an unlawful taking, because it took property vesting in one spouse and gave it to the other without due process of law.

Legislatures responded to this ruling by treating quasi-community property as community property only upon death or divorce. Therefore, no vested rights are taken from one spouse and given to the other except upon the happening of a specific event.

The idea that quasi-community property has no effect until divorce or death is supported by the 2003 Court of Appeals of New Mexico case, Blackwell v. Lurie. In Blackwell, a married couple acquired a valuable sketch as TBE property while they were domiciled in Missouri. The couple then moved to the community property state of New Mexico. The court stated that while the quasi-community property provision broadened the scope of New Mexico's property laws, it was "not broad enough to encompass the matter under consideration." In support of this conclusion, the court cited to the language of the statute and determined that because the case "does not involve a dissolution of marriage or a legal separation... the Act does not govern the nature of the Luries' interests in the [property]."

The Blackwell decision also held, consistent with the conflict of laws principles stated above, that, "an interest in property takes its character at the time and in the manner of its acquisition." Thus, the couple who acquired the sketch in Missouri (a TBE state) got to keep the property as TBE even though they brought it to the community property and non-TBE state of New Mexico.

While Blackwell was a New Mexico case, a US Bankruptcy Court in Florida agreed that property would be governed by the law of the state the property was acquired in. In In re Kirshner, a 2007 opinion, the court held that "given the requirement of intent and the unity of time, the issue of whether a tenancy by the entireties was created must be determined pursuant to New Jersey law, the state where the property was acquired."

According to Blackwell and Kirshner, if a Floridian couple moves to a community property state with TBE property, even if that property becomes quasi-community property, it maintains the TBE status until the first death or divorce (depending on the state's quasi-community property statute, because some apply at divorce or death while others only apply at death. For example, Washington's quasi-community property statute only applies at death while New Mexico's applies at divorce or death). Additionally, the couple may choose to relinquish any quasi-community property rights granted or created by the statute by written agreement. If the couple subsequently moves back to Florida (with the marriage and both spouses still intact), the property will remain TBE.

In conclusion, U.S. case law strongly supports the proposition that the status of property as either community or separate will be determined by the laws of the domicile state of the couple when they acquire such property. Thus, assets acquired prior to a change in domicile should not change character merely by the change in domicile. Separate property imported to a community property state may be reclassified as quasi-community property, but this will effect the disposition of the property only in the event of a divorce or death in the community property state. However, couples should be cautious of the fact that the law of the original marital domicile will not remain the governing law as to assets acquired after a change in domicile has taken place.

Restatement (Second) of Conflict of Laws § 258 (1971)

Restatement (Second) of Conflict of Laws § 259 (1971)

Restatement (Second) of Conflict of Laws § 260 (1971)

730 S.W.2d 663 (Tex. 1987)

Id. at 667.

Thomas Featherston, Separate Property or Community Property: An Introduction to Marital Property Law in the Community Property States, ACTEC, Septemeber 9, 2017.

1 Cal. 2d 1, 33 P.2d 1 (1934)

71 P.3d 509

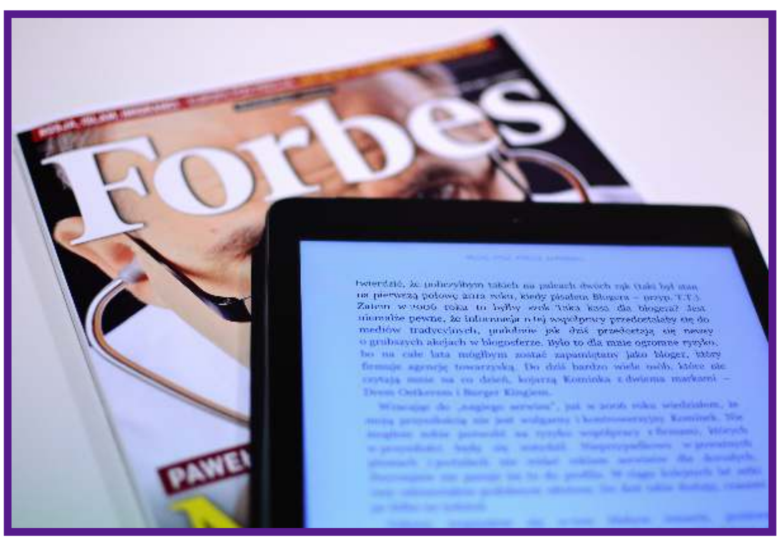
Id. at 511

Id. at 513-514

05-34406-BKC-PGH, 2007 WL 3232258 (Bankr. S.D. Fla. Oct. 30, 2007)

Id. at 7

Forbes Corner



Newly Issued Employee Retention Credit Guidance Punishes Owner Employees if They Have Living Family Members

By: Alan Gassman and Brandon Ketron

Aug 5, 2021

In a tremendously unpleasant surprise for owners of S-corporations and C-Corporations and their tax advisors, the IRS issued Notice 2021-49 on August 4th which states that the Employee Retention Credit (ERC), made available for businesses suffering from the COVID-19 crisis, will not be available ... **Continue Reading on Forbes**

For Finkel's Followers

The Right and Wrong Way to Delegate

By: David Finkel

You are busy. Your to-do list is never ending and you feel like you could work 80 or 90 hours a week and still not accomplish everything you want to do in any given week. Add onto that a myriad of meetings, phone calls and employee issues and it's enough to make any business owner want to throw in the towel.

You are not alone. Over the past 25 years, I have worked with thousands of business owners with similar stories. Which is why one of the first things I do with any new coaching client is to sit down and talk about what their to-do list looks like and develop a strategy for identifying the items on that list that could be eliminated or delegated to someone else. We call these D-level tasks.

What Is a D-Level Task?

The D-level tasks are the things on your to-do list that don't provide any value or growth for your business. They might still need to be done, but they are generally a poor use of your time and brainpower. These can vary based on your industry, but things like answering customer service questions, dealing with employee schedules and conflicts, going on lower-level sales meetings, etc., are all things that could (and should) be taken off your plate.

How to Get Rid of D-Level Tasks

There are a few ways to get these D-level tasks off your to-do list, such as not doing them all together. But for most of us, the work still needs to be done. Which is why I think that every good leader needs to learn the "fine art of delegation."

1. Use The Right Terminology

When it comes to handing tasks off to other team members, it is crucial that they understand the process and exactly what is expected of them along the way. At my company, when someone delegates a task, we say that the recipient of the task now "owns" it. They are responsible for not only completing the item in question, but also closing the loop with the team in regards to reporting. This terminology is one that almost everyone understands, and will inherently know the steps that follow such a delegation.

2. Train, Train….and Train

It's one thing to hand a task off to an employee and hope that it gets taken care of. But it's a whole other thing to train that staff member on how to do the task and make sure that they have all the necessary information to do as good (if not better) as you would do it yourself. Which is why creating systems and controls is so crucial to getting more things off your to do list. In general, a system is a written or video explanation of how to do a certain task or project within your company. This system should be updated regularly and would help guide a team member on how to do that certain task with little or no guidance from an outside person. Once the system is created, it becomes much easier to delegate something to someone else on your team and move it from one person to another if deemed necessary in the future.

3. Don’t Forget To Check In

The final bit of advice I have in regard to delegating tasks has to do with the controls or reporting portion of your business. The more tasks you take off your plate and delegate to others on the team, the more you will want to have a way to check in on their progress and ensure that everything is being taken care of without micromanaging your staff. This can be accomplished through weekly or monthly reports or scorecards. If you notice any irregularities on a report, you can follow up with the owner of that report for more information or clarification.

Featured Events

LIVE WEBINAR

Saturday, August 7th, 2021

10:00 AM to 10:30 AM EDT (30 minutes)

CLICK HERE TO REGISTER FOR THE WEBINAR - PPP AND EMPLOYEE RETENTION CREDIT (ERC) UPDATE

After registering, you will receive a confirmation email containing information about joining the webinar.

The video recording will be emailed to those who register approximately 2-3 hours following the conclusion of the program.

This program does not qualify for CLE Credit.

Please email your questions and comments to agassman@gassmanpa.com or Brandon@gassmanpa.com.

LIVE WEBINAR

Saturday, August 7th, 2021

11:00 AM to 12:00 PM EDT (60 minutes)

CLICK HERE TO REGISTER FOR THE SCGRAT, THE JEST, AND THE E STREET SHUFFLE

After registering, you will receive a confirmation email containing information about joining the webinar.

The video recording will be emailed to those who register approximately 2-3 hours following the conclusion of the program.

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UPCOMING NATIONAL EVENT

Notre Dame Tax And Estate Planning Institute

October 20th - 22nd, 2021

Virtual Presentation

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October 21-22, 2021

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Program will be modified to fully reflect any legislative developments affecting the estate tax.

PROGRAM INFORMATION

The Institute will be held October 21 and 22, 2021. Due to the Covid-19 situation, this year's program will be presented exclusively online via Zoom classrooms. This program will use Eastern Time (same as New York City).

REGISTER ONLINE AT:

http://law.nd.edu/estateplanning

Continuing Education Certification
For those attendees desiring certification of attendance at the program, the Institute will issue certificates of attendance with respect to the sessions viewed in real-time via Zoom. Attendees may be required to confirm their real-time participation in these sessions by responding to prompts integrated into the online delivery system or otherwise. Due to practical limitations, the Institute will seek pre-approval, and report attendance, only with respect to those accrediting agencies for which there are a significant number of attendees seeking credit. The program will afford up to 16 actual hours of continuing education in this manner, including up to 2 hours of ethics. Each continuing education accrediting agency determines the number of continuing education hours (including ethics) it will accept for accreditation. While the Institute intends to make recordings of all sessions available to attendees after the Institute (enabling, for example, an attendee to later watch a session that conflicted with the "real time" session the attendee participated in), the Institute is unable to track or confirm post-Institute self-viewing of these recordings. Attendees are advised to contact their accrediting agency to determine how much, if any, continuing education credit is available for this post-Institute self-viewing.

Registration and Availability of Materials
All registration is done online at http://law.nd.edu/estateplanning, and should be done by September 4 to assure your place. The fee for the Institute is $795, which includes real-time participation via Zoom in one session per time period of the Institute, as well as access after the Institute to online video recordings of all sessions (access to these post-Institute recordings may be available for a limited time, and may be subject to technological limitations). In addition, your registration fee includes online access to electronic versions of the extensive course outlines, made available for download in advance of the Institute. Physical copies of these materials are available for an additional fee, which includes the delivery cost ($70 for a set of printed books, and $20 for a flash drive). In order to enable delivery of these optional physical materials to you prior to the Institute, you must register by September 4, 2021 (registrations after that date will still be accepted but will have access to the optional physical materials only while limited supplies last). Registrations are cancellable and refundable (less a $35 processing fee) until September 4, 2021.

Confirmations
Confirmations will be emailed.

System Requirements:
- Must have internet connection
- Must be logged into a valid Zoom account, which shares the same email address used during registration
- Must be using the latest version of Zoom's App
- Due to certification concerns, connecting to the Institue via telephone will not be an available option

Technical Support:
Technical support to assist with connecting to Zoom meeting sessions will be available on the day of the program. One week prior to the program an informational packet will be emailed containing basic logistic and technical information. Included will be a basic troubleshooting guide as well as direct contact information to gain assistance if required on the day of the program.

WEDNESDAY

OCTOBER 20, 2021 — **2 credit hours**

3:00 - 5:00 pm (120 mins): SLATs: How to Keep Your SLATs from going Kersplat!
~ Brandon Kentron & Chris Denicolo

THURSDAY

OCTOBER 21, 2021 — **7 credit hours - 1 hour ethics**

8:00 - 8:10 am:
Welcoming Ceremonies
~ Jerome M. Hesch

8:10-10:10 am | Session 1 (120 mins):
Current Developments of Importance to Estate Planners
~ Turney Berry, Stephanie Loomis-Price & Charles Redd

A	B
choose from the following sessions which are scheduled to run concurrently	
10:20 - 11:20 am | Session 2A (60 mins): Structuring and Planning with Non-Grantor Trusts While an Individual is Living: It's Harder Than You Think *~ David Handler & Christiana Lazo*	**10:20 - 11:20 am | Session 2B** (60 mins): GST Planning Flexibility and Common Mistakes *~ Raj Malviya & Nathan Brown*
11:30 am - 12:30 pm | Session 3A* (60 mins): Why Fiduciary Accounting May Be More Important Than You Think *~ Daniel Ebner & Ray Prather*	**11:30 am - 12:30 pm | Session 3B*** (60 mins): When Tax, Estate and Business Planning Collides with the interests of family members: Ethics traps and tips *~ Robert Barton & Golnaz Yazdchi*
1:30 - 2:30 pm | Session 4A (60 mins): Trust Income Tax Issues That Are Confusing *~ Greg Gadarian*	**1:30 - 2:30 pm | Session 4B** (60 mins): Impact of Mortality Tables and §7520 Rates on Charitable Split Interest Trusts *~ Jason Havens*
2:40 - 3:40 pm | Session 5A (60 mins): More than creditor protection: Practical uses of a domestic asset protection trust for estate planning *~ George Karibjanian*	**2:40 - 3:40 pm | Session 5B** (60 mins): Freeze Planning for non-GST exempt trusts and QTIP trusts exposed to §§2044 and 2519 *~ Edward Morrow*
3:50 - 5:00 pm | Session 6A (70 mins): Diversity, Equity, and Inclusion Concerns For Your Practice *~ Susan Lipp (Moderator), Martin Shenkman, Kim Kamin, Yaser Ali & Melisa Seyahn*	**3:50 - 5:00 pm | Session 6B** (70 mins): Evaluating Life Insurance Products *~ Rebecca Rosofsky & Lawrence Herman*

* ethics credits

Does more than one session during a concurrent time period look interesting?
No problem! All sessions will be recorded and we plan to make them available at no additional charge for online viewing by attendees after the Institute.

FRIDAY

OCTOBER 22, 2021 — **7 credit hours - 1 hour ethics**

choose from the following sessions which are scheduled to run concurrently

A	B
8:00 - 9:00 am | Session 7A (60 mins): Creative Planning Considering the Changing Political Landscape and Possible Tax Consequences – *Johnathan Blattmachr, Martin Shenkman & Sandra Glazier*	**8:00 - 9:00 am | Session 7B** (60 mins): Insecure about the Secure Act? How to draft retirement plans, beneficiary designations and estate planning documents – *Robert Kirkland*
9:10 - 10:10 am | Session 8A (60 mins): Existing planning techniques that will still work even if proposals are enacted – *Austin Bramwell & Jessica Soojian*	**9:10 - 10:10 am | Session 8B** (60 mins): Disposing of Qualified Deferred Compensation to Charity – *Christopher Hoyt*
10:20 - 11:20 am | Session 9A (60 mins): Preferred partnership freezes – *Steve Breitstone, Todd Angkatavanich & Joseph Medina*	**10:20 - 11:20 am | Session 9B** (60 mins): When Worlds Collide: Beneficial Interests in Trusts and Dissolution of Marriage – *Sharon Klein & Sandra Glazier*
11:30 am - 12:30 pm | Session 10A (60 mins): Partnership income tax traps – *Todd Steinberg*	**11:30 am - 12:30 pm | Session 10B** (60 mins): Cross-border families: Planning Tips – *John M. Fusco*
1:30 - 2:30 pm | Session 11A* (60 mins): Tools and Strategies to Avoid Ethical Issues in Estate Planning – *Alan Gassman & Jonathan Blattmachr*	**1:30 - 2:30 pm | Session 11B*** (60 mins): The Ethics of Multijurisdictional Practice When Crossing State Lines – *Roberta Mann*
2:40 - 3:40 pm | Session 12A (60 mins): Community Property Tips and Traps for Lawyers in Common Law states: Strategies for Migrating Clients – *Gerry Beyer*	**2:40 - 3:40 pm | Session 12B** (60 mins): The Uniform Basis Rules and Terminating Interests in Trusts Early – *F. Ladson Boyle*
3:50 - 4:50 pm | Session 13 (60 mins): Tying it all together wrap-up – *Charles "Clary" Redd, Turney Berry & Stephanie Loomis-Price*	

* ethics credits

Program is subject to change and will be modified to reflect any legislative developments affecting estate tax.

CLICK HERE FOR MORE INFORMATION

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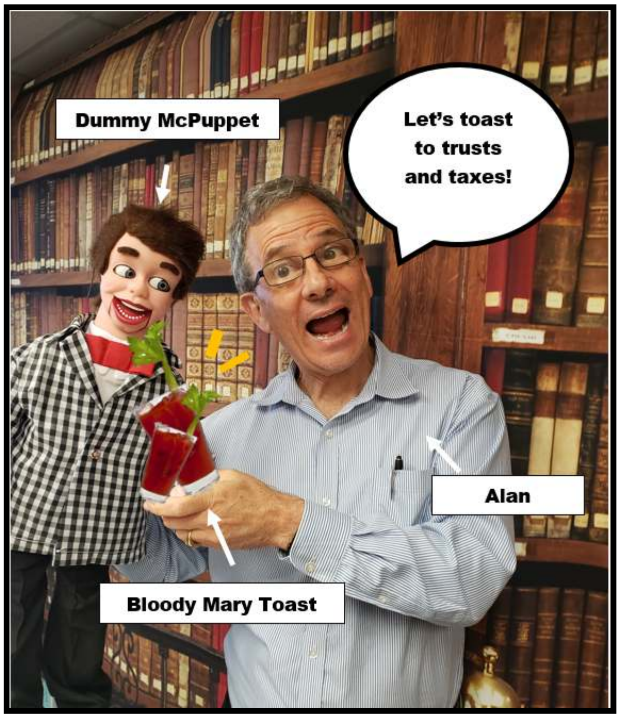


The video recording will be emailed to all registrants approximately 1-3 hours after the program.

This series does not qualify for CLE Credit.

Email topic suggestions to Alan Gassman at agassman@gassmanpa.com.

Event details are listed in the table below. Register for free today!

Click to Register for all Upcoming Saturday Morning Webinars

Saturday, June 26th	Free webinar from our firm	**Asset Protection Meets Estate Tax Planning** 11:00 AM EDT	**Play Recording**
Saturday, July 3rd	Free webinar from our firm	**Special Update on Recent Developments and Hot Topics** 11:00 AM EDT	**Play Recording**
Saturday, July 10th	Free webinar from our firm	**More Mathematics Of Estate Tax Planning** 11:00 AM EDT	**Play Recording**
Saturday, July 17th	Free webinar from our firm	**Hard Questions and Interesting Answers for Estate Planners** 11:00 AM EDT	**Play Recording**
Saturday, July 24th	Free webinar from our firm	**Estate Planning for Business Owners** 11:00 AM EDT	**Play Recording**
Saturday,	Free webinar from our firm	**The SCGRAT, the JEST, and the E Street Shuffle**	**Register Here**

August 7th		11:00 AM EDT	
Saturday, **August 14th**	Free webinar from our firm	**Greatest Hits - Also Known As More Of The Same** (A review of what you have already seen and become tired of) 11:00 AM EDT	**Register Here**
Saturday, **August 21st**	Free webinar from our firm	**Spousal Limited Access Trusts from A to Z** SLATTERY WILL GET YOU EVERYWHERE 11:00 AM EDT	**Register Here**
Saturday, **August 28th**	Free webinar from our firm	**Family Installment Sale Planning from A to Z** 11:00 AM EDT	**Register Here**
Saturday, **September 4th**	Free webinar from our firm	**Estate Tax Planning, Community Property Trusts, And Other Topics** 11:00 AM EDT	**Register Here**

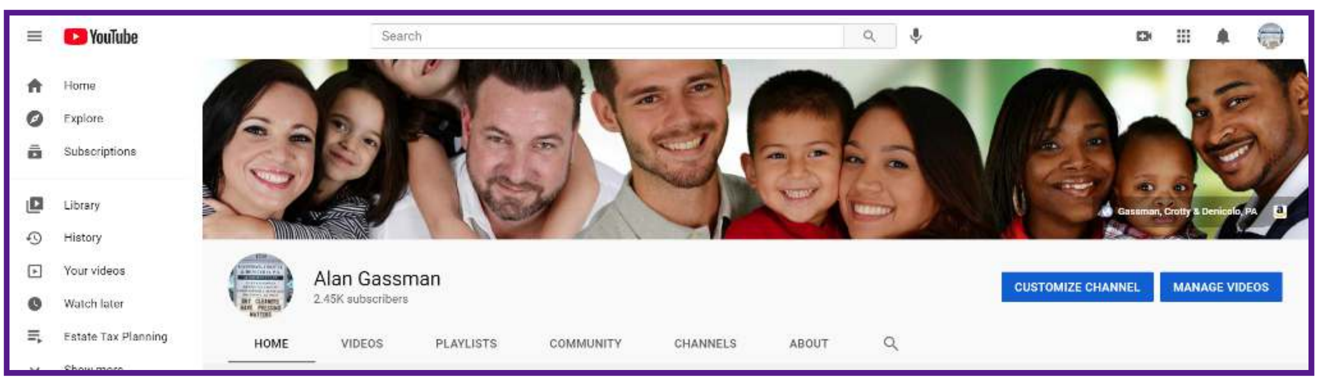
All Upcoming Events

Register for all future free webinars from Gassman, Crotty & Denicolo, P.A. using this link

Wednesday, **September 22, 2021**	**Chattanooga Tax Practitioner Presentation**	Alan Gassman and Brandon Ketron present: **A Presentation on PPP/ERC** 12:00 PM to 1:00 PM EDT (60 minutes)	**Coming Soon**
Wednesday, **October 20, 2021**	**Notre Dame Tax and Estate Planning** (Virtual Conference)	Christopher Denicolo and Brandon Ketron present: **SLATs: How to Keep your SLAT from Going Kersplat!** from 3:00 PM to 5:00 PM EDT (120 minutes)	**Coming Soon**
Friday, **October 22, 2021**	**Notre Dame Tax and Estate Planning** (Virtual Conference)	Alan Gassman and Jonathan Blattmachr present: **Tools and Strategies to Avoid Ethical Issues in Estate Planning**	**Coming Soon**

		from 1:30 to 2:30 PM EDT (60 minutes)	
Thursday, **November 4, 2021**	**Estate Planning Council of Birmingham**	Alan Gassman presents: **Hot Topics In Estate Tax And Creditor Protection** from 8:00 AM to 10:00 AM CT (120 minutes)	Coming soon
Wednesday, **November 3, 2021**	**FL Bar Advanced Asset Protection Conference**	Alan Gassman presents: **Advanced Strategic Planning Techniques** TBD	Coming Soon
Thursday, **February 10, 2022**	**John Hopkins All Children's Hospital**	We are proud sponsors of this event. **24th Annual Estate, Tax, Legal and Financial Planning Seminar** Please Reserve the Whole Day	Coming Soon

You Tube Channel



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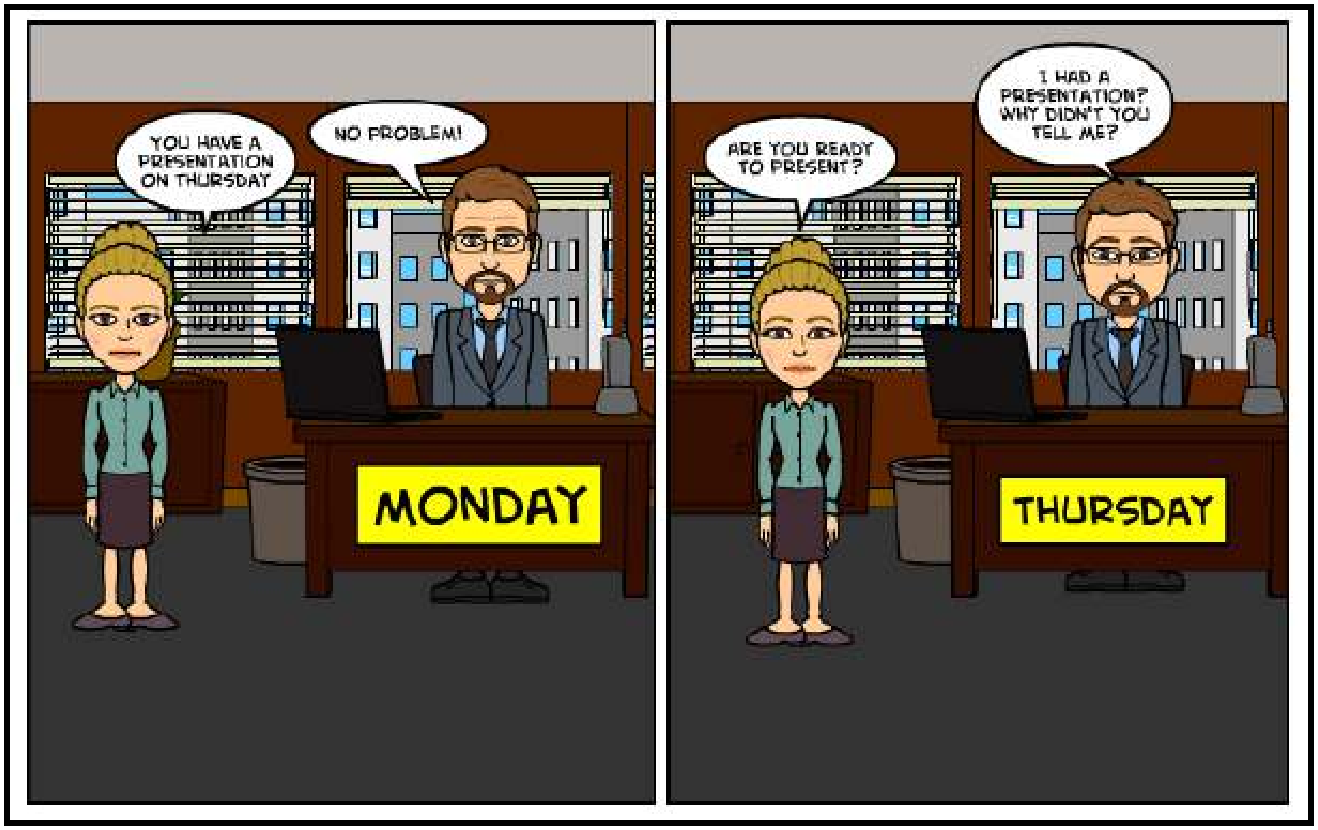

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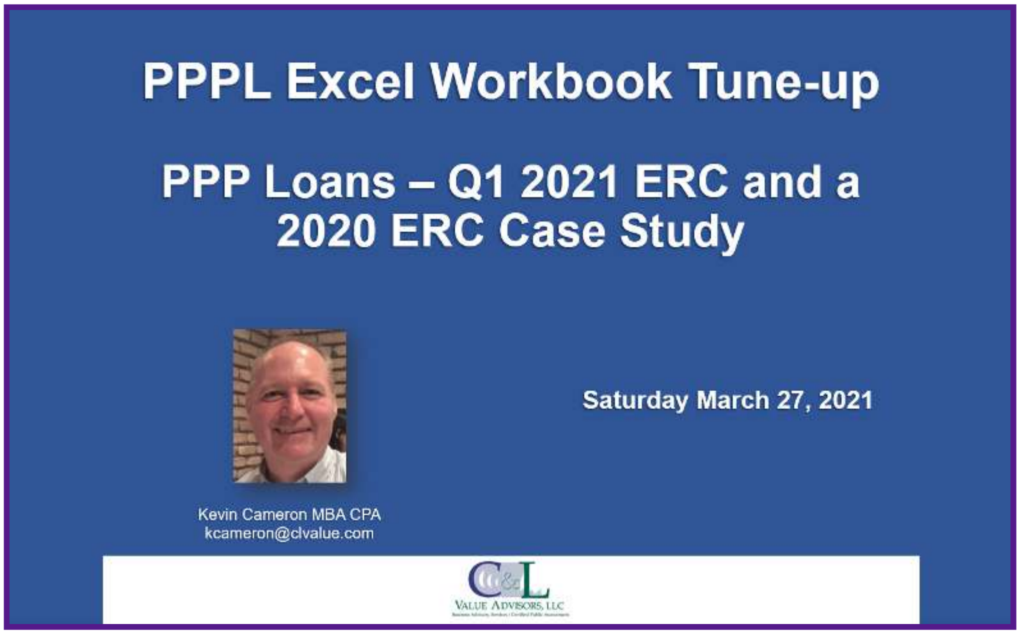

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THEY REALLY BUG ME


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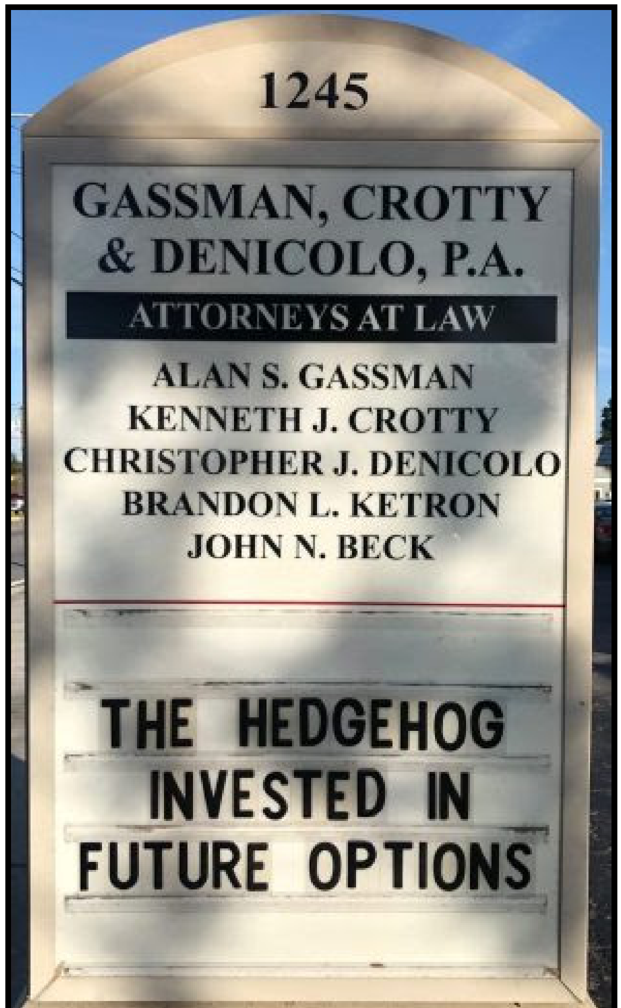
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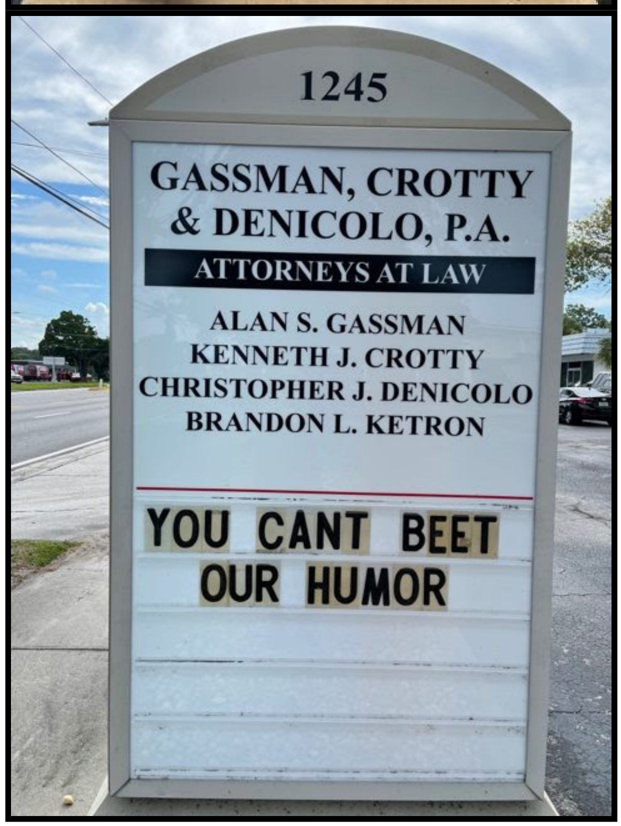
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