

TO: Trudy Allen
Oregon Women Lawyers Foundation
Secretary

FROM: Jamie Schafer and Nicole Lundholm

DATE: 2.20.2024

RE: **Review of Oregon Women Lawyers Foundation under the Corporate Transparency Act (*Privileged & Confidential*)**

This memorandum summarizes and analyzes the new Corporate Transparency Act (“CTA”) overseen by the United States Department of Treasury, Financial Crimes Enforcement Network (“FinCEN”) and its relevance to Oregon Women Lawyers Foundation (the “OWLS Foundation”), including what reporting obligations and/or exemptions potentially apply to the OWLS Foundation. Our preliminary assessment is meant to provide the OWLS Foundation with an overview of its reporting requirements under the CTA, which became effective January 1, 2024.

I. Summary Analysis

Based on the information you have provided to us, the OWLS Foundation is exempt from reporting under the CTA because it meets the “tax-exempt organizations” exemption. If the OWLS Foundation loses its tax-exempt status, it will have 180 days to report its “beneficial owners” per the CTA.

II. CTA Overview

The CTA mandates reporting to FinCEN regarding personal information of the individual “beneficial owners” of U.S. domestic and foreign registered companies. Reporting obligations apply to U.S. domestic and foreign registered companies. Under the CTA, *unless specifically exempted*, beneficial ownership information must be reported to FinCEN by any domestic entity “created by the filing of a document with a secretary of state or any similar office under the law of a State or Indian tribe” and foreign entities registered to do business through such filings. The concept of “beneficial ownership” under this reporting scheme is broad and encompasses direct and indirect ownership of a reporting company as well as individuals who “substantially control” reporting companies, including senior officers.

III. Application to the OWLS Foundation

Entities described in Code Section 501(c) and exempt from federal income tax under Code Section 501(a) are specifically exempt from the CTA reporting requirements.¹ Here, the OWLS Foundation has been exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) since June 9, 1999.² As a result, the OWLS Foundation is exempt from CTA reporting requirements. If the OWLS Foundation loses its tax-exempt status, it will have 180 days from the date the IRS revoked the exemption to file its CTA report.³

Unless an initial report has already been filed with FinCEN, entities claiming an exemption are not required to file a CTA Report. As this is the case here, the OWLS Foundation will not need to file any report with FinCEN to claim its exempt status.

¹ 31 U.S.C. 5336(a)(11)(B)(xix)(I).

² Oregon Women Lawyers Foundation, IRS determination letter (June 9, 1999).

³ 31 U.S.C. 5336(a)(11)(B)(xix)(I).