

Givner Enterprises, L.P.

Having a corporation (wholly owned by an heirs' trust) as the GP has two benefits. **Estate Tax:** had the parent been the GP, the IRS could argue for a premium on the parent's retained LP interest. **Creditors:** the parent's position, president of the corporate GP, is not "property." Therefore, absent a fraudulent transfer or successful piercing of the corporate veil, the creditor cannot attach the parent's position. Note: the corporation can be an "S" or a "C" (CPA's choice).

Timing: The Longer The Better. This must be set up long in advance (at least 2 years) of (i) death or (ii) a creditor problem. Otherwise, having the heirs' trust own the corporate GP may be viewed as a mere "device" for the parent to retain control.

Two Heirs' Trusts, with slight differences, e.g., as to successor trustees, are needed to prevent the IRS from arguing against the discount.

Separate LLCs for each property protects them from a problem at each other building.

