



## Steve Gorin

Partner

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### EDUCATION

- Washington University School of Law, J.D., 1986, Associate Editor, Journal of Urban and Contemporary Law
- Washington University in St. Louis, B.A., 1983

### ADMISSIONS

- Illinois
- Missouri

### AFFILIATIONS

- American Bar Association: Real Property, Trust & Estate Law Section, Council, 2007-2013, Member, Committee on Governmental Submissions, 2007-Present, Vice Chair, Committee on Governmental Submissions, 2013-Present, Business Planning Group, 2001-Present, Chair, Business Planning Group, 2004-2007
- American College of Trust and Estate Counsel, Fellow, 2004-Present, Board of Regents, 2017-Present, Business Planning Committee, 2005-Present, Chair, Subcommittee on Pass-Through Entities, 2013-2016, Employee Benefits in Estate Planning Committee, 2007-Present, Program Committee, 2006-2008, 2013-2015
- Society of Trust and Estate Practitioners (STEP)
- Bar Association of Metropolitan St. Louis
- American Bar Association, Taxation and Business Law Sections

Steve is a practitioner in the areas of estate planning and the structuring of privately held businesses. Lawyers, accountants and business owners regularly look to Steve for fresh, highly knowledgeable insights into the best possible tax and estate planning approaches to their transactions.

Steve crafts estate plans for individuals, keeping in mind their financial security and desire to save income and estate tax. In his work for businesses, Steve helps owners plan for the eventual sale (to co-owners, employees, or third parties) or transfer (to family members), and provides a legal framework for an orderly transition while strategically saving income, transfer, and FICA taxes.

Drawing on his background as an accountant — and his still-current CPA license and Chartered Global Management Accountant credential — Steve structures businesses to achieve business objectives and save income or estate tax. He has helped fledgling businesses organize, thriving businesses restructure to save hundreds of thousands of dollars of income tax when planning a transition to the next ownership group, and mature multi-million or billion-dollar businesses plan tax-saving transfers to the next generation.

Over the course of his 30-year career, Steve has amassed a deep knowledge of nearly every aspect of tax strategy for privately held businesses and freely shares that knowledge with others in the field. His quarterly newsletter, "Business Succession Solutions," is considered essential reading for hundreds of CPAs and attorneys, who describe it as "a fantastic contribution to the field." Steve also maintains a blog, Business Succession Solutions, intended to help business owners — and those who advise or support them — consider smart tax strategies.

Steve is a highly visible member of the ABA's Real Property, Trust & Estate Law Section and the American College of Trust & Estate Counsel, which regularly directs its members to Steve's quarterly newsletter. He has represented both groups in comments to the IRS, the U.S. Treasury, and tax lawmakers.

- St. Louis Estate Planning Council
- American Institute of CPAs
- Missouri Society of CPAs
- Tax Management Estates, Gifts & Trusts Journal, 2009-2010
- American Academy of Attorney-CPAs
- LISI electronic newsletter, Technical Editor, 2006-Present

#### EMPLOYMENT

- Thompson Coburn LLP, Partner, 2000-Present; Associate, 1995-1999
- Suelthaus & Walsh, P.C., Associate (now part of Polsinelli), 1994-1995
- Baron Salsman & Company, CPAs (now part of Brown Smith Wallace LLC), Partner, 1990-1994; Staff Accountant, 1988-1989
- Arthur Andersen, Tax Accountant, 1986-1988

#### COMMUNITY

- Covenant Place, Board Member, 2009-2013, President, 2011-2013, Executive Committee, 2010-Present
- Jewish Family and Children's Service, Board Member, 2000-2006
- Congregation Shaare Emeth, Board Member, 2000-2003

#### Recognitions

- Named Lawyer of the Year in The Best Lawyers in America, (by BL Rankings) 2018-2019; 2021-2022
- Listed in The Best Lawyers in America, (by BL Rankings) 2008-2022; current listings:
  - Business Organizations (including LLCs, and Partnerships) (2018 and 2022 Lawyer of the Year)
  - Closely Held Companies and Family Business Law
  - Tax Law (2019 and 2021 Lawyer of the Year)
  - Trusts and Estates
- Inaugural Distinguished Estate Planner, Estate Planning Council of St. Louis, 2021
- Named to Estate Planning Hall of Fame, National Association of Estate Planners and Councils, 2020
- Bloomberg BNA Estates, Gifts and Trusts Advisory Board, 2017-2020
- Listed in Missouri & Kansas Super Lawyers, (by Thomson Reuters) 2005-2021
- Selected as Fellow in American College of Trust and Estate Counsel

#### Presentations

- A full list of Steve's speaking engagements is available at [thompsoncoburn.com/stevegorinresume](http://thompsoncoburn.com/stevegorinresume).
- "Best Estate Planning Ideas for 2018"; Estate Planning Council of St. Louis, and Society of Financial Services Professionals of St. Louis February 2018
- Co-chair, "Estate Planning for the Family Business Owner, "; American Law Institute, 2016 - present (annual); Panelist on "Income Tax Issues and Planning Strategies for Business Entities," "Buy-Sell Agreements," and other topics
- "Issues with S Corporations Or Look At that S Car Go"; American College of Trust and Estate Counsel Annual Meeting March 2017
- "New Partnership Audit Rules"; American College of Trust and Estate Counsel, March 2018
- "Income Tax Exit Strategies from Businesses" and "Use and Drafting of Buy-Sell Agreements"; ABA Real Property, Trust & Estate Law Section, Advanced Skills Training for Estate Planners, July 2013 - present (annual)
- Panelist, "Yes, I'll Order That Trust Fully Loaded"; University of Miami School of Law Heckerling Institute of Estate Planning, 2017
- "Formation of an Entity"; American College of Trust and Estate Counsel, Summer Meeting 2018
- "Choice of Entity in Light of 2017 Tax Law Changes" and "Section 199A

- Planning to Maximize the Deduction"; ABA Real Property, Trust & Real Estate Law Section eCLE, March and April 2018
- Chair and Panelist, "For Estate Planners: Business Income Tax Issues 101"; American College of Trust and Estate Counsel telephone CLE, February 2014

#### **Publications**

- A full list of Steve's publications is available at [thompsoncoburn.com/stevegorinresume](http://thompsoncoburn.com/stevegorinresume).
- "Taxing a Trust's Income: When Distributions Are Surprisingly Not the Key," *Tax Management Estates, Gifts, and Trusts Journal*, Vol. 46, November 9, 2017
- Co-author with H. Zaritsky, "Tax Court Approves Some Key Issues with Intergenerational Split-Dollar Arrangements," *28 Probate Practice Reporter* 1, June 2016
- "Business Entity Structuring After the 2015 Path Act: Built-in Gains Recognition and Sale of C Corporation Stock (Parts One and Two)"; *Koren, Estate, Tax and Personal Financial Planning*, June and July 2016
- Co-Author, "Trustee Material Participation in Businesses: A Surprising Way to Overcome TAM 201317010 and Avoid the NII Tax"; with Richard E. Barnes, *Probate & Property*, March/April 2015
- Co-Author, "Exit Planning for Professionals"; with Daniel H. McCarthy and William P. Prescott, *Probate and Property*, January/February 2014
- "A Balanced Solution: Meet Your Clients' Needs for a Comfortable Retirement Cushion Through a Sale to a Beneficiary Grantor Trust and Reduce Assets Enough to Avoid Taxes"; *Trust & Estates*, May 2011
- "S Corporations: Tax Planning for Transitions"; co-authored with Daniel H. McCarthy and William I. Sanderson, *Probate & Property*, July 2012
- "Using Partnerships to Distribute Corporate Assets"; *Journal of Real Estate Taxation*, September 2010
- "Transfer of Family Business Interests: Finding the Sweet Spot Between General Income Tax, Chapter 14, and I.R.C. Section 409A"; *Estate and Personal Financial Planning*, Part I, Sept. 2006; Part II, Oct. 2006
- Co-Author, "Checklists for Determining Whether a Trust is a Valid S Shareholder"; *The Tax Advisor*, March 2006; pp. 152-157
- "The Brass Tacks of Corporate Buy-Sell Agreements"; co-authored with Denise Brunson Schuh (feature article), *Probate & Property*, (Vol. 18, No. 1, January-February 2004, pp. 8

#### **Experience**

- **Private Letter Rulings**  
Among private letter rulings Steve has obtained from the IRS' national

office:

Obtained ruling regarding cleanup of qualified subchapter S trust drafted by another attorney to facilitate a sale to a strategic buyer for a couple hundred million dollars. (Steve later reviewed drafts of trust income returns prepared by the client's CPA and, in only a few hours of review and analysis, saved the trusts tens of thousands of dollars of income tax from the sale.)

Obtained Private Letter Ruling 200747002 from the Internal Revenue Service for using a limited liability company to hold life insurance used to fund a cross-purchase buy-sell agreement.

- **Comments to the IRS**

Regarding changes to IRA minimum distribution rules, Steve was the task force chair for the American College of Trust and Estate Counsel (ACTEC) comments submitted November 22, 2017

As to how the 2018 partnership audit rules should apply to trusts, Steve was the task force chair for the ACTEC comments submitted December 13, 2016 and August 14, 2017.

As to how the Code Section 469 passive loss rules should apply to trusts and estates, Steve was the task force chair for ACTEC (comments submitted 9/24/2015) and a task force member for the Section of Taxation of the American Bar Association (ABA) (comments submitted 1/20/2015).

In regard to Proposed Regulation Section 1.1411-7, relating to the impact of the 3.8% tax on net investment income as it applies to Qualified Subchapter S Trusts, Steve submitted comments on behalf of the ABA Real Property, Trust & Estate Law Section (2/25/2014) and ACTEC (2/26/2014).

- **Testimony before the ERISA Advisory Committee of the Department of Labor**

Testified on an estate planner's perspective on retirement plan beneficiary designations (8/9/2012).

- **ACTEC Observer for the Uniform Fiduciary Income and Principal Act (UFIPA)**

Worked with drafting committee doing a complete overhaul of the Uniform Principal and Income Act (2017-2018); co-panelist on "Getting Money Out of Trusts: Drafting and Trust Administration under UFIPA," ACTEC/ALI-CLE (September 26, 2018)

- **ABA Advisor for the 2008 Amendments to Sections 409 and 505 of the Uniform Principal and Income Act**

Worked with the Uniform Law Commission and related stakeholders in putting together (a) changes to trust rules to enable trustees to better handle a disconnect between taxable income (and a trust's related tax liabilities) and income distributable to beneficiaries (disconnect can arise when a mandatory income trust owns part of a partnership or S corporation), and (b) rules when a marital deduction trust owns an IRA or other retirement plan.

- **Comments to U.S. Senate Finance Committee and Internal**

**Revenue Service on S Corporations**

Submitted comments (October 2005) on behalf of a task force of the Business Planning Group of the Real Property, Probate and Trust Section of the ABA on S Corporation Family Attribution Rules. The comments to the U.S. Senate Finance Committee were reflected in the Gulf Opportunity Zone Act of 2005.

- **Comments to Tax Counsel of U.S. Senate Finance Committee on Code Section 6166**

Chaired July 2005 task force of the Business Planning Group of the Real Property, Probate and Trust Section of the ABA on Code Section 6166, which allows estate taxes on qualified closely held business to be paid in installments. These comments were published in Vol. 41, No. 1 Spring 2006 of the Real Property, Probate and Trust Journal, pages 73-121.