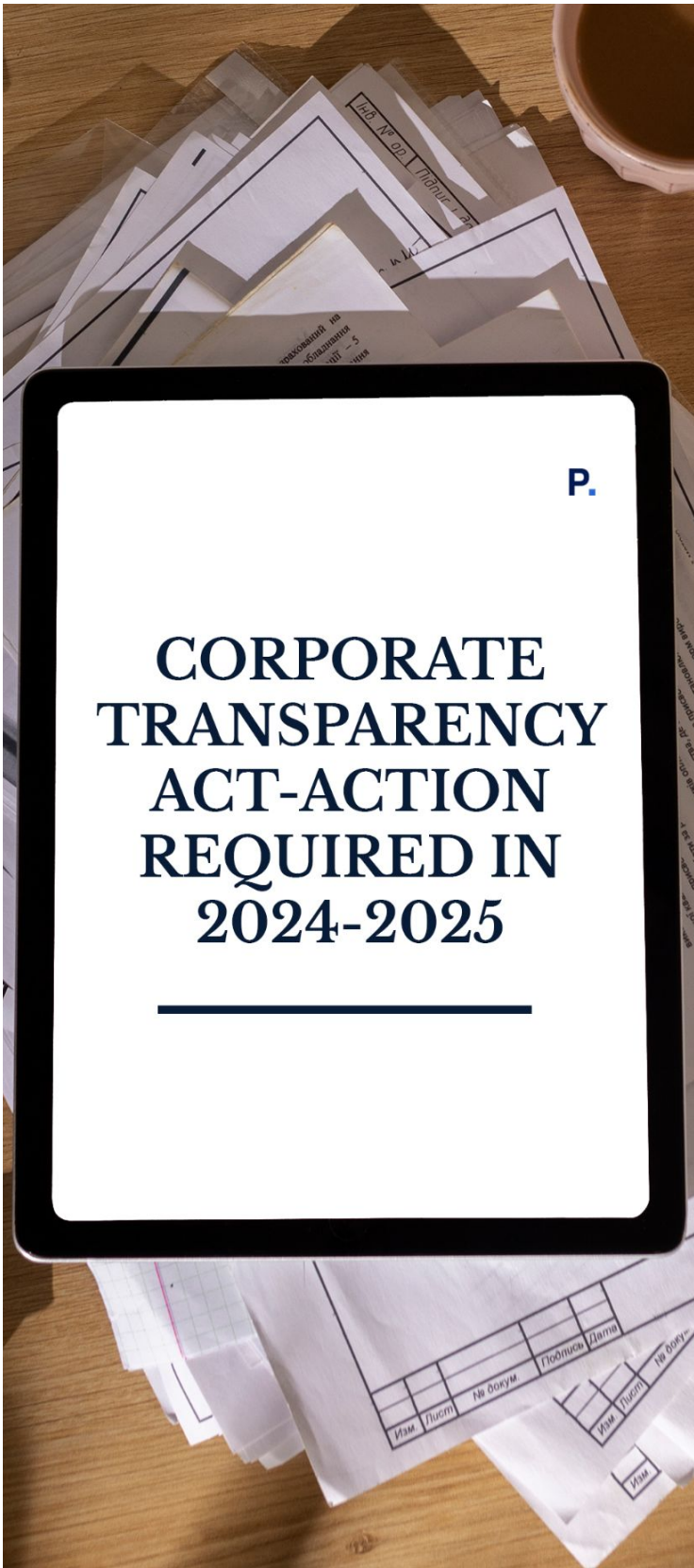


**PLATINUM
FILINGS.**

**The Corporate Transparency
Act-and the Corporate
Burden it Creates**




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**CORPORATE
TRANSPARENCY
ACT-ACTION
REQUIRED IN
2024-2025**

In 2020, the United States government passed an updated version of its long-standing Anti-Money Laundering Act, modernizing how federal agencies could combat money laundering and other financial crimes. As part of the resulting policy updates, Congress enacted the Corporate Transparency Act (CTA) on a bipartisan vote in early 2021. The law went into effect on January 1, 2024.

The CTA requires millions of small businesses to report beneficial owner information (BOI) – identifying information about individuals who directly or indirectly own or control a company – to the U.S. Treasury Department’s Financial Crimes Enforcement Network (FinCEN). With this robust network of ownership data, the government will have an easier time finding and exposing those who may attempt to hide or benefit from their money laundering or other financial crimes through shell companies or other opaque ownership structures.

Who Needs to Report Beneficial Ownership Information?

 There are two categories of companies that need to report beneficial owner information to FinCEN:



1. Domestic Reporting Companies

A corporation, limited liability company or any other entity created by the filing of a document with a secretary of state or similar office.



2. Foreign Reporting Companies

A corporation, LLC or other entity formed under the law of a foreign country that is registered to do business in the U.S. by the filing of a document with a secretary of state or similar office.

 Companies that don't need to report to FinCEN include:



1. Non-Reporting Companies

Entities that are not created by filing with a secretary of state, like sole proprietorships or certain trusts.



2. Exempt Companies

FinCEN has a list of 23 types of companies that are exempt from filing a report. These include banks, credit unions, tax-exempt entities, public utilities, certain large companies, etc.

A common example of a company that doesn't need to report would be one with 20 or more full-time employees, a physical office in the United States and a federal tax return showing \$5 million or more in U.S. gross revenue. Still, in cases like this, subsidiaries of those companies may have to file. Some inactive entities also may be exempt. **For more details on possible exceptions, or anything else pertaining to beneficial ownership information, contact Platinum Filings.**

What Exact Information Do Companies Need to Submit?

There are three main categories of information that must be included in a report:

1. Reporting Company / Entity Information

Full legal name, all trade or DBA names, U.S. address, state of formation and IRS taxpayer identification number or employer identification number.

2. Beneficial Owner Information

A company's report must include either:

- The full legal name, date of birth, residential address and a unique identifying number on a current form of ID (passport, driver's license, etc.) for any/all beneficial owners; or
- Those individuals' FinCEN Identifier (a personalized ID number), if they have one

A beneficial owner is anyone who exercises "substantial control" over the company or owns/controls at least 25 percent of its ownership interests. Individuals are deemed to have substantial control if they are any of the following with relation to the reporting company: a senior officer; someone with authority to appoint or remove senior officers or a majority of directors; an important corporate decision-maker; and/or someone with any other form of substantial control identified by FinCEN's [Small Entity Compliance Guide](#). There are no limits to the number of people who can be a beneficial owner.

3. Company Applicant Information

For entities created after Jan. 1, 2024, a company's filing must include either information or a FinCEN Identifier relating to the individual(s) who filed the paperwork establishing the company (the direct filer), or who directed or controlled the filing action (an attorney, paralegal or third-party service company). A reporting company must list a minimum of one or a maximum of two company applicants.

For more information on beneficial owners, how substantial control is defined, who company applicants are, exceptions/clarifications on any of these or any other details, contact Platinum Filings.

What are the Penalties for Noncompliance and When are BOI Reports Due?

Beneficial owners of any entity that fails to report by the deadline could face civil penalties of up to \$591 per day per entity that the violation continues and criminal penalties of up to \$10,000 and/or two years in prison. Penalties also apply to entities that fail to submit updated or corrected reports within the allotted 30 day timeline as specified below.

Original Due Dates Set By FinCEN

Initial reports from all reporting companies formed before the end of 2023 were originally required to be filed by January 1, 2025. Companies that were formed during 2024 were originally set to have 90 days to file those initial reports, and companies created in 2025 or later were set to have 30 days to file.

Reporting companies needing to update or correct any information, were originally set to have 30 days to file those reports. The 30 day timeline also applies to any companies with a change to their exemption status.

These original report due dates have undergone extensions and are currently on hold in response to ongoing litigation about the constitutionality and enforceability of the CTA.



What to Know About the CTA Injunctions?

On December 3, 2024, CTA reporting requirements were temporarily halted due to a nationwide injunction granted by the US District Court for the Eastern District of Texas in response to the case *Texas Top Cop Shop, Inc. v. Garland*. FinCEN and the DOJ responded by filing an appeal and seeking to stay the injunction pending the appeal.

On December 23, 2024, the US Circuit Court of Appeals stayed the nationwide injunction, effectively reinstating the CTA's requirements and January 1, 2025 deadline. Hours later, FinCEN posted on its website that it would extend some of the reporting deadlines. Surprisingly, on December 26, 2024, the same court reversed the decision, effectively pausing the reporting requirements once again.

On Thursday, January 23, 2025, Supreme Court Justice Samuel Alito granted the government's application to lift the December 3rd order that blocked enforcement of the CTA. However, Alito's order only applies to the December 3rd order and not to a separate nationwide injunction issued on January 7, 2025, by Judge Jeremy Kernodle of the Eastern District of Texas, which still remains in effect.

This means that despite the Supreme Court lifting the December 3rd order, the January 7th order continues to block enforcement of the CTA and businesses are still not required to report any BOI information.

Updated Report Due Dates as of December 23, 2024

Reporting deadlines listed below are the most current, but reporting requirements remain paused at this time.

- Reporting companies formed or registered in the U.S. prior to January 1, 2024, have until **January 13, 2025** to file their initial BOI reports with FinCEN.
- Reporting companies formed or registered in the U.S. on or after September 4, 2024, that had a filing deadline between December 3, 2024 and December 23, 2024 have until **January 13, 2025** to file their initial BOI reports with FinCEN.
- Reporting companies formed or registered in the U.S. on or after December 3, 2024, and on or before December 23, 2024 have an **additional 21 days** from their original filing deadline to file their initial BOI reports with FinCEN.
- Reporting companies that qualify for disaster relief may have extended deadlines that fall beyond January 13, 2025. These companies should abide by whichever deadline falls later.
- Reporting companies that are formed or registered in the U.S. on or after January 1, 2025, continue to be subject to FinCEN's existing requirement to file their initial beneficial ownership information reports **within 30 days** after formation or registration.

The Corporate Burden of CTA Compliance

Now that CTA is on the books, it has placed some added burdens on entities and their leaders around the country.

It all starts with awareness. If you're reading this, you're off to a good start. But there are entities everywhere that may not have the systems in place and/or the proper advisors to flag this for them. As a result, they may not hear about CTA or their responsibilities under the law until it's too late.


It's also common that a company and/or its advisors don't fully understand CTA (especially who all of their beneficial owners are) or take it seriously enough. There are many nuances and specifics within the law that people need to be aware of and study carefully – or they run the risk of incurring penalties.

Then, there's the time and effort it takes to file proper reports. Compare and contrast the following scenarios:



- A financial services limited liability company has \$1 million in annual revenue, four employees and a single owner. This entity would be required to file a report. But with all of the proper documents at the ready and a reliable Internet connection, the business owner could [go to the FinCEN website](#) and complete the form in under one hour or they could delegate it to their legal counsel or another trusted advisor for a minimal fee.
- A team of three real estate investors have amassed a portfolio of hundreds of properties across several states. Their standard business practice is that each property they own/manage is its own business entity, so they technically and collectively are beneficial owners for hundreds of small businesses that each qualify as reporting companies. These investors, and any senior officers of real estate management companies (even if they are unaffiliated or without ownership interest) may be relevant and applicable to these reporting companies' filings under the CTA.

In the first scenario, the filing process would be relatively simple. In the second, one round of filings could get incredibly complex and could take weeks or months to complete.



The senior officers and/or their outside counsel would be responsible for hundreds of filings with several variables and dozens of permutations. Collecting and inputting all the right information in the correct manner, and managing/storing it properly, would be a massive project.

Finally, there's the ongoing management of an entity's BOI data and related reports. There are many possibilities for the kinds of big and small changes that could trigger the need to file an updated or corrected report: a residential move, a sale/merger/acquisition/dissolution, someone changing their name, a new assumed name for the business in any state it might operate in, a new passport for a beneficial owner, executive management turnover, etc. In any of these cases, the correct information needs to be captured and stored – and a whole new report with all relevant detail needs to be filed for each entity that those beneficial owners touch. It's not possible to change just one piece of information.

Of course, the more beneficial owners, company applicants, people with substantial control, etc. that an entity has, the more complex this management process will be and the more often information will change that will force the entity to file updates and corrections. In the second situation above, even a couple of relatively minor changes could trigger a weeks or months-long refiling and data continuity process. Ongoing compliance will be a much bigger issue for reporting companies than the initial filing process.











All of this time and effort adds up real fast. In some organizations, it could easily get to the point where it could require an employee's or an entire team's full-time attention just on filings, updates, corrections and data management. However, it's not just the cost of the salary/benefits/ongoing education of those people that entities have to consider – it's the fact that discrepancies and errors will still inevitably occur, because people are human and make mistakes. Despite an entity's best efforts and significant expense, it could still incur trouble and penalties.

How Platinum Filings Simplifies CTA Compliance

For years, **Platinum Filings** has provided due diligence, corporate and compliance-based services to legal professionals around the world. It's known as a true innovator – an organization that makes the impossible possible and helps businesses make the right decisions with confidence. Platinum Filings also has the specialized expertise to help businesses adapt to the latest legal and regulatory changes, including the CTA.

With all of this at its fingertips, Platinum Filings built an easy-to-use, software-as-a-service (SaaS) platform to help entities file their CTA reports.

The system:

-  Features intuitive navigation and an easy-to-use interface.
-  Collects and collates beneficial owner and company applicant information for as many people as you need through emailed links.
-  Stores all that data for reuse on subsequent filings, updates or corrections.
-  Changes beneficial owners and their information on any/all relevant filings (up to thousands of them), and then re-files reports, with just a few clicks.
-  Transfers entity or BOI data throughout different parts of the platform seamlessly, with one-click.
-  Uploads, sends and houses required documents.
-  Enables entity, beneficial owner and company applicant data to be uploaded and properly associated/grouped in bulk.
-  Makes bulk edits to entities with one click.
-  Tracks every action and every change to a record internally and externally, so that status reports can be created and specific actions can be isolated and followed up on if needed.
-  Alerts users to events that could trigger the need for updated reports.



Platinum Filings’ platform lives at the intersection of speed and precision. It will deliver real results, real fast:

- Submit an initial, updated or corrected report for thousands of entities in minutes instead of hours, days, weeks or months. For companies with hundreds or even thousands of reports to submit, the capital and operational expense savings could be immense.
- Minimize human error involved with entering data and submitting reports manually.
- Monitor and keep users apprised of changes as CTA and other FinCEN regulations evolve.
- Simultaneously submit reports to states that also have a CTA law (e.g. New York).

While the Corporate Transparency Act will help the government fight crime, it also has created mandatory work for millions of businesses around the country. These organizations will be looking to fully comply with CTA while spending as little time and effort to do so as possible.

As a result, they should look to invest in tools that automate and standardize CTA processes, minimizing the amount of manual work involved.

Platinum Filings stands ready and willing to help, with the best CTA platform in the legal industry. Allow us to help, and spend your valuable time and resources on the business-critical initiatives you do best.

Contact Platinum Filings with CTA questions, or to receive a demo of their CTA platform.

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Thank you