
By: **Delegates Glassman, Boutin, and James**
Introduced and read first time: January 26, 2000
Assigned to: Ways and Means

A BILL ENTITLED

1 AN ACT concerning

2 **Recordation and Transfer Taxes - Exemptions - Limited Liability**
3 **Companies**

4 FOR the purpose of altering the exemption from recordation and transfer taxes for an
5 instrument of writing that transfers title to real property to a limited liability
6 company to include transfers to multiple limited liability companies; and
7 generally relating to recordation and transfer taxes and limited liability
8 companies.

9 BY repealing and reenacting, with amendments,
10 Article - Tax - Property
11 Section 12-108(y) and 13-207(a)
12 Annotated Code of Maryland
13 (1994 Replacement Volume and 1999 Supplement)

14 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
15 MARYLAND, That the Laws of Maryland read as follows:

16 **Article - Tax - Property**

17 12-108.

18 (y) (1) In this subsection, "predecessor entity" includes a:

19 (i) general partnership;

20 (ii) limited partnership;

21 (iii) limited liability partnership;

22 (iv) limited liability limited partnership;

23 (v) proprietorship, comprised of one or more individuals, which is
24 involved principally in buying, selling, leasing, or managing real property; and

25 (vi) joint venture.

1 (2) An instrument of writing that transfers title to real property from a
2 predecessor entity or a trustee or nominee of a predecessor entity to a limited liability
3 company OR COMPANIES is not subject to recordation tax if:

4 (i) 1. the members of the limited liability company OR
5 COMPANIES are identical to the partners of the converting general partnership,
6 limited partnership, limited liability partnership, or limited liability limited
7 partnership;

8 2. the members of the limited liability company OR
9 COMPANIES are identical to the individual or individuals of the converting
10 proprietorship; or

11 3. the members of the limited liability company OR
12 COMPANIES are identical to the joint venturers of the converting joint venture;

13 (ii) each member's allocation of the profits and losses of the limited
14 liability company OR COMPANIES is identical to that member's allocation of the
15 profits and losses of the converting predecessor entity; and

16 (iii) the instrument of writing that transfers title to real property
17 represents the dissolution of the predecessor entity for purposes of conversion to a
18 limited liability company OR COMPANIES.

19 13-207.

20 (a) An instrument of writing is not subject to transfer tax to the same extent
21 that it is not subject to recordation tax under:

22 (1) § 12-108(a) of this article (Transfer to government or public agency);

23 (2) § 12-108(c) of this article (Transfer between relatives);

24 (3) § 12-108(d) of this article (Transfer between spouses);

25 (4) § 12-108(e) of this article (Supplemental instrument);

26 (5) § 12-108(f) of this article (Previously recorded instrument);

27 (6) § 12-108(l) of this article (Judgments);

28 (7) § 12-108(n) of this article (Order of satisfaction);

29 (8) § 12-108(o) of this article (Participation agreement);

30 (9) § 12-108(p) of this article (Transfer of corporate property between
31 related corporations);

32 (10) § 12-108(q) of this article (Corporate or partnership conveyance);

33 (11) § 12-108(r) of this article (Land installment contracts);

- 1 (12) § 12-108(s) of this article (Options to purchase real property);
- 2 (13) § 12-108(t) of this article (Deed for prior contract of sale);
- 3 (14) § 12-108(u) of this article (Leases of 7 years or less);
- 4 (15) § 12-108(v) of this article (Mergers);
- 5 (16) § 12-108(w) of this article (Consolidations);
- 6 (17) § 12-108(x) of this article (Cooperative housing corporations);
- 7 (18) § 12-108(y) of this article (Transfer from predecessor entity to limited
8 liability company OR COMPANIES); or
- 9 (19) § 12-108(z) of this article (Transfer from a Class I Railroad Carrier to
10 its wholly-owned limited liability company).

11 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect
12 July 1, 2000.