taxnotes® international

Volume 109, Number 5 ■ January 30, 2023

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Reprinted from *Tax Notes International*, January 30, 2023, p. 579

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Jenny L. Longman

Nora Newton Muller

Jenny L. Longman is counsel in the tax department of Patterson Belknap Webb & Tyler LLP and is based in New York. Nora Newton Muller is a U.S. tax attorney based in Paris and the founder of the French-U.S. private client practice NMLaw. They thank Marine Pelletier-Capes for her invaluable contributions to the discussion of French law in this article. The authors also thank Henry Bubel and Brian Sweet for their helpful comments and insights.

In this article, the first of three in a series on U.S. tax issues that arise when property is divided into a usufruct and a bare ownership interest, Longman and Newton Muller explain the workings of this arrangement, which is commonly used in France (and elsewhere), and examine its U.S. tax treatment.

Planning strategies that divide a property into a usufruct and bare ownership interest are ubiquitous in civil law jurisdictions, where such planning achieves a variety of tax and nontax goals. However, such property divisions can be problematic in common law jurisdictions, especially when it comes to determining the tax consequences. When no common law equivalent exists, authorities are often left to reason by analogy to common law structures. Is the division more like a present gift of a future interest, a bequest effective only on the death of the usufruct holder, a foreign trust, or a joint tenancy with rights of survivorship? Often, even after a deep dive into the civil law rules, there is no clear answer.

This series of three articles highlights many of the U.S. income and transfer tax issues that arise when property is divided into a usufruct and bare ownership interest, and focuses on the use of this strategy in France for purposes of illustration.

In this first installment of the series, after briefly previewing some of the issues we commonly encounter, we provide an overview of the usufruct/bare ownership property division as commonly used in France, and then summarize several U.S. authorities that analyze the U.S. tax treatment of the arrangement (which is not limited to French property divisions). In the second installment, we will address U.S. tax issues that arise for a usufruct holder who is a U.S. person for tax purposes. The third installment will cover the U.S. tax treatment of a bare owner who is a U.S. person.

If there is any generalization to be made, it is that the specific terms of a property division can vary widely, such that each individual fact pattern must be analyzed before the U.S. tax consequences can be determined. In our experience, there is no one-size-fits-all U.S. tax treatment.

The complications that arise under the U.S. tax law in using this strategy depend largely on whether the usufruct owner or the bare owner is a U.S. person for U.S. tax purposes.

When the owner of the usufruct is a U.S. person for U.S. income tax purposes (that is, a citizen or resident), that person is generally

taxable on the income generated by the property subject to the usufruct and has use of the asset. In the case of real estate, that individual either lives in the property during his or her lifetime or is entitled to the rental income and therefore is liable for tax on that income. In the case of stock, the individual is entitled to dividends and is taxed on the dividend income. If the stock is sold, the proceeds generally are divisible between the usufruct holder and the bare owner under foreign law, and the income/gain would also be divided accordingly. The identity of the usufruct holder as a U.S. person may also have tax consequences for the bare owner if that bare owner is also a U.S. person — for example, a U.S. usufruct holder may trigger controlled foreign corporation status for a foreign company. Foreign information reporting would also follow from a U.S. person's ownership of a usufruct interest in many cases.

Although the U.S. *income* tax consequences for a usufruct holder are relatively straightforward and not all that unexpected or problematic, the U.S. *estate and gift* tax consequences are generally unfavorable if a usufruct holder is a U.S. person for U.S. transfer tax purposes,[1] and this difference may be a rude surprise given the favorable foreign tax law treatment. As we will explain in more detail in the second part of this series, the property subject to the usufruct would generally be includable in a U.S. person's gross estate — notwithstanding that the property would generally not be subject to the foreign country's inheritance tax. This could be the case even if the U.S. person paid U.S. gift tax (or used an exemption) upon creation of the usufruct. Depending on the terms of the document creating the property division, the donation of the bare ownership interest may or may not be a completed gift for U.S. gift tax purposes.

In the case of a U.S. bare owner (which we see more commonly when the usufruct holder is not a U.S. person), there generally is not a current income tax inclusion in relation to the income generated by the property subject to the usufruct, except for a sale transaction or some other extraordinary event. Questions of foreign information reporting commonly arise. Another key question relates to the bare owner's U.S. tax basis in the property upon the death of the usufruct holder. We will address these issues in Part III of this series.

French Planning

In France, with inheritance and gift taxes between parents and children of up to 45 percent and a maximum credit per beneficiary of only €100,000 per child, and with such taxes on other transfers of up to 60 percent, the *inter vivos* transmission of assets while reserving an owner's usufruct is a key estate planning tool that is arguably encouraged as a policy matter by exceptionally generous French tax treatment. First, the gifted bare ownership interest is valued on a donor-favorable scale that never leads to 100 percent of the value of the property being attributed to the bare owner (at most, the bare ownership is valued at 90 percent when the usufruct holder is 91 years old or more). Furthermore, gifts in France result in a stepped-up basis to the fair value of the gifted property at the time of the gift, eliminating pre-gift built-in gain for the bare ownership portion in the case of a sale during the usufruct holder's lifetime. This step-up is increased further to the fair market value of the full property rights at the time of the transfer of the bare ownership after the usufruct holder's death in the case of real estate assets.[2] Moreover, because France does not have an equivalent rule to IRC section 2036, usufruct interests that terminate at death by operation of law cause the future increase in value to be excluded from the taxable base for inheritance tax purposes. As a result, the bare owner will not be required to liquidate estate assets to pay the transfer tax on the divided-ownership property. Finally, because the €100,000 exemption on a transfer under French law renews every 15 years, if the transferor dies more than 15 years after the transfer, the exemption is doubled. This combination of factors makes the divided-

[1] Note that the test for residency for U.S. income tax purposes is different from the test for residency for U.S. transfer tax purposes.

[2] *See* French tax administrative guidance BOI-RFPI-PVI-20-10-20-10 (Sept. 12, 2012). This treatment is provided as a matter of a tolerance of the French tax administration and may be withdrawn without legislative intervention.

ownership[3] strategy an extremely effective tool of French estate planning.

Divided Ownership Under French Law

The basic principle of divided ownership is that France's "full property interest" (akin to a fee simple interest under common law) is divided into two partial but concurrent interests: (1) the usufruct, or right to use and earn income on the asset for a specified term; and (2) the bare ownership, which is not entitled to enjoyment of the property until expiration of the usufruct interest, but is otherwise considered the current legal owner. The usufruct term may be for the life of an individual (akin to a life estate under common law) or a fixed term of years.

The usufruct interest includes the right to use the underlying property (while preserving its condition) and the right to benefit from the "fruit" or income generated by the property (harvested crops, interest, dividends, rents, royalties, and so forth) during the term of the usufruct.[4] The bare ownership includes the right to sell the property. The usufruct interest extinguishes by operation of law at the end of its term, until which the usufruct holder is charged with maintaining the property of the bare owner in its condition at the time the usufruct interest was created.[5] In fact, the termination of a usufruct interest is not subject to the U.S. equivalent of probate: administration by the French notary as the civil authority responsible for the distribution of inherited assets.

A gratuitous transfer of bare ownership must be implemented by a French notarial deed. Also, to ensure the transfer will be respected from a tax perspective, French law requires that it be made at least three months before the death of the donor.[6] When the bare owners are also the heirs of the usufruct holder, the deed may specify that the property division is effectively an advance on the bare owner's inheritance rights under France's forced heirship regime.

Any legal or contractual conditions or restrictions applicable to the transfer are set out under the notarial deed. In our experience, these conditions vary widely depending on the nature of the property and the objectives of the donor. For example, articles 951 and 952 of the French Civil Code (Code Civil) allow for a reversion right for a donor, which must be exercised and confirmed in the notarial deed, when the bare owner predeceases the donor without issue. Also, under the terms of the notarial deed, a bare owner usually is not permitted to pledge, sell, or otherwise transfer the property during the lifetime of the usufruct holder, at least not without the usufruct holder's consent or without reinvesting into another asset on which the rights of the usufruct holder would be substituted, and any such transfer will cause the property division to be null and void.

Also, there may be a lifetime usufruct interest that arises by operation of French law or under the notarial deed in favor of a surviving spouse at the death of the first spouse.

Example 1: Rental Property

A simple example of this strategy is the gift of a bare ownership interest in rental real estate from a parent to a child. The parent is the usufruct holder. During the life of the parent, the parent has the right to conclude leases and collect the rents from the property, but must bear the costs of all rental expenses, repairs, and other maintenance or upkeep. In this respect, the usufruct interest is similar to a leasehold but requires no payment of rental income. Capital improvement costs are generally borne by the bare owner unless otherwise agreed. Both property taxes and the French wealth tax, still in effect for real estate assets, are owed by the usufruct holder.

The deed usually specifies a lifetime usufruct — that is, it provides that the bare owner will only have enjoyment of the property after the death of the usufruct holder and it may specify that the property division is effectively an advance on the bare owner's inheritance rights under a forced heirship regime. Although the bare owner legally has the exclusive right to engage in a like-kind exchange involving the property or to sell the real

[3] In Macbethian fashion, the French refer to the partitioning of property rights into usufruct and bare ownership as "dismemberment" (*démembrement*), but we refer to it in this article as "divided ownership."

[4] Articles 582 to 599 of the French Civil Code.

[5] Article 617 of the French Civil Code. Under article 618 of the civil code, any failure to exercise due care for the property by the usufruct holder can be sanctioned by a premature termination of the usufruct interest by judicial decision at the request of the bare owner.

[6] Article 751 of the French Civil Code.

property during the usufruct holder's lifetime, the deed will usually provide that this cannot be done without the usufruct holder's approval or that the bare owner must apply any sales proceeds to the purchase of substitute property, in each case preserving the bare owner's and the usufruct holder's rights regarding the replacement property.

Example 2: Legal Entity

The divided-ownership strategy can be applied to both tangible and intangible property, such as shares of stock. Hence, the divided interest of shares is common among French family businesses. It is also used for personal holding companies in France, to benefit from the lower corporate tax rates, including the participation exemption regime, as compared with individual rates.

Although the bylaws must provide for minimum legal voting rights of the bare owner, a standing voting proxy may be granted to the usufruct holder such that the usufruct holder retains effective control over all decisions of the legal entity.[7] Alternatively, the bare ownership may be granted in a minority interest only, permitting the usufruct holder to remain the full owner of the necessary qualified majority.

The financial benefits of the shares are divided between the usufruct and the bare owner. Distributions of ordinary dividends/annual income, which naturally go to the usufruct holder, are distinguished from distributions of accumulated reserves that affect the company's value and are generally considered as the bare owner's rights.[8] A joint sale of the shares results in gain to the bare owner if the parties have decided to apply the proceeds to the purchase of a substitute property, or to the usufruct holder if the parties have decided to create a quasi-usufruct on the proceeds of the sale (as discussed below), or to the bare owner and the usufruct holder if these proceeds are split between them.

The result is that, although a valid gift of shares under French law has occurred, in substance the usufruct holder has retained effective control over the legal entity and will fully benefit from the profits of the company to the extent the usufruct owner decides they will be distributed.

Example 3: Quasi-Usufruct

Somewhat surprisingly, the divided-ownership strategy is also available under French law for consumable assets, such as a savings account.[9] In this case, the principle that the usufruct owner must not sell the underlying property does not apply and the usufruct interest is referred to as a quasi-usufruct. Whereas in a traditional usufruct structure the bare owner is considered the legal title holder, subject to the rights of the usufruct interest, in a quasi-usufruct structure, the quasi-usufruct interest holder is authorized to manage the portfolio as a legal title holder, including for purposes of satisfying current creditor claims of the quasi-usufruct holder, subject to a future claim for restitution by the bare owner. At the end of the term of the quasi-usufruct interest, because the property may have been in whole or in part consumed by the quasi-usufruct holder, the quasi-usufruct holder is required to deliver substantially similar or equivalent property to the bare owner. Although assets may be set aside as a security for the future claim for restitution or guarantees may be otherwise organized, inventories drawn, and so forth, when the arrangement is between family members this is not always done. Hence, the bare owner may find himself in the position of a mere unsecured creditor of the quasi-usufruct holder.

In the context of an investment portfolio, the French Supreme Civil Court has interpreted the quasi-usufruct to apply to the portfolio as a whole and not the individual assets that comprise the portfolio.[10] As a result, the quasi-usufruct holder

[7] Generally, the usufruct holder is entitled to the dividends on the shares and at a minimum will be eligible to exercise the voting rights that relate to the attribution and distribution of profits. The bare owner may be required to vote on any decision regarding the existence of the legal entity, including a change in legal form, merger, or liquidation.

[8] How these rights on accumulated reserves effectively operate is highly debated. According to France's highest commercial court, the distributed amounts would in that case be effectively received by the usufruct holder with a debt of a corresponding amount being registered in his estate at the time of his death (*see* Cour de cassation, Chambre commerciale, No. 14-16.246 (May 27, 2015)). By contrast, France's highest civil court has ruled in favor of the bare owner receiving the amounts (*see* Cour de cassation, Première chambre civile, No. 15-12.705 (June 22, 2016)).

[9] Article 587 of the French Civil Code.

[10] *See* Cour de cassation, Première chambre civile, No. 96-18.041 (Nov. 12, 1998).

will have full power to trade individual components of the portfolio without any obligation to obtain the consent of the bare owner. Any capital gains generated by such trading are taxable to the bare owner, or, if stipulated by contract, the quasi-usufruct holder.

For example, assume a mother aged 55 transfers the bare ownership of an investment portfolio to her five children, retaining a quasi-usufruct interest. If the portfolio is worth €1 million, the transfer will be free from French transfer tax because the value of the bare ownership will be 50 percent of the full ownership value (€500,000) and she will benefit from a €100,000 exemption for each of the five children.

If antiabuse rules do not apply, upon the death of the mother, if the portfolio has increased to €3 million, the increase in value will escape further estate tax in France because the usufruct interest is extinguished by operation of law. Alternatively, if the portfolio has been liquidated to finance the living expenses of the mother, under the terms of the quasi-usufruct contract the taxable estates of the mother will be reduced by a €1 million debt to the bare owners (who are also her heirs). When the value of the taxable estate is less than €1 million, the estate tax base is reduced to €0 and the remaining debt is extinguished.

U.S. Tax Treatment

Several authorities address the U.S. tax treatment of a usufruct/bare ownership arrangement, but those authorities are inconsistent. Below we provide an overview.

Life Estate vs. Trust

Life Estate: Rev. Rul. 64-249

In Rev. Rul. 64-249, 1964-2 C.B. 332, the IRS considered whether a Louisiana usufruct holder[11] should be considered a shareholder of an S corporation under section 1371. The taxpayer and her husband owned, as community property, all the stock of an S corporation. Upon the husband's death, the shares of the S corporation were bequeathed to their children, with a usufruct reserved for the taxpayer surviving spouse for the remainder of her life.

The IRS noted that a usufruct, under Louisiana law (which is based on the French Civil Code), is the right to enjoy a thing, the property of which is vested in another, and to draw the profit, utility, and advantages it may produce. In the case of a corporation, that would represent the right to dividends.

The IRS concluded that the taxpayer was neither a guardian nor a trustee for the benefit of their children, but rather, held her interest for her own benefit, and compared the relationship between the taxpayer and the children to one between a life tenant and the remaindermen. Based on the life tenant analogy, the IRS concluded that the usufruct holder had an income interest in the stock and was required to include in her gross income the dividends paid by the S corporation. The IRS further concluded that the usufruct holder, under Louisiana law, is considered to be the shareholder of an S corporation for purposes of section 1371.

The IRS followed Rev. Rul. 64-249 on very similar facts that were presented in LTR 9018048.

Life Estate: LTR 201032021

In LTR 201032021, a foreign individual proposed to transfer the bare ownership of a foreign holding company to her children and grandchildren, some of whom were U.S. persons, and to retain a usufruct in the holding company shares for her life.

Under the law of the foreign country at issue, in the case of a gift with reservation of a usufruct, the full owner transfers title in the property to another person (the bare owner) while reserving the current rights to use and enjoy the property for life. Upon expiration of the term of the usufruct, full rights in the property would be in the hands of the bare owner. The organizational documents of the holding company provided that, in the case of a division of rights in the property, the usufruct holder had the full power to vote the stock and the bare owners had no voting right. Neither the donor nor her estate was under any obligation to restore the value of the property at the end of the term of the usufruct. The donor had the ability to alienate her usufruct interest but did not have the power to sell the holding company shares. The articles of

[11] Note that a number of U.S. authorities deal with usufructs under Louisiana law, given the French Civil Code's influence on that state's law.

association of the holding company could be amended to give voting rights to the bare owners, but only in a limited manner, because the donor would always retain the right to veto any decision of the shareholders.

Among the rulings requested of the IRS was that the donor would be treated as owning a legal life estate in the holding company shares after transferring the bare ownership. The IRS cited reg. section 301.7701-4(a) (entity classification rules related to trusts), as well as Rev. Rul. 64-249, and concluded that because the donor was neither a guardian nor a trustee for the benefit of her children and grandchildren, but instead held her interest as a usufruct holder for her own benefit, a trust was not established. The IRS instead concluded that the usufruct interest in the holding company shares should be treated as that of a life tenant in a common law state.

Trust: LTR 9121035

In LTR 9121035, a foreign individual was designated sole heir of his foreign mother by her will. The will provided that if the son validly waived his inheritance, his three children would inherit in equal parts and the son would receive an unrestricted usufruct expiring on the date of the son's death. His children were dual citizens of the United States and the foreign country. The will provided that the usufruct would encompass the mother's share of profits from various partnerships and other businesses, and if the mother's estate were to incur a loss of value by the son's exercise of his usufruct, he would be required to reinstate that lost value from profits in later years. The will also named the son as executor of the entire estate but stipulated that the son's executorship would terminate after a period of 30 years.

After the mother died, the son did waive his inheritance and received a usufruct in his mother's estate. He also became executor. His children became the bare owners of the estate assets, which were subject to his usufruct.

The IRS reasoned that, in accordance with reg. section 301.7701-4, the arrangement created by the mother's will and governed by foreign law entrusted her son, the usufruct holder and executor, with the responsibility to protect and conserve the estate for his children. On that basis, the IRS concluded that the arrangement was a trust for U.S. federal tax purposes. Interestingly, the IRS appears to only have framed the analysis in terms of the entity classification regulations, and did not analyze the arrangement in terms of whether it might instead constitute a life estate.

The facts of this ruling are somewhat unusual in that the usufruct holder also acted as executor of his mother's estate over a long period.

Other Rulings of Interest

Subpart F Rules: LTR 8748043

In LTR 8748043, the IRS was asked to provide guidance on the treatment to a U.S. bare owner of distributions between foreign corporations, which might have resulted in current taxation to the bare owner under the foreign personal holding company rules or subpart F rules.

The facts involved a complicated structure, but the ultimate question was whether the usufruct holder or the remaindermen (bare owners) were to be treated as the owners of the foreign company stock for purposes of the foreign personal holding company rules (which have since been repealed) and CFC rules. The IRS cited reg. section 1.958-1(c)(2), which provides that the determination of a person's proportionate interest in a foreign corporation for purposes of the CFC rules is made on the basis of all facts and circumstances, and further provides that for purposes of determining a person's subpart F inclusions under section 951(a), a person's proportionate interest in a foreign corporation will generally be determined with reference to that person's interest in the income of the corporation.

The IRS reasoned that because the usufruct holder had a 100 percent interest in the income of the corporation during the term of the usufruct, it followed that the usufruct holder should be treated as the owner of the foreign company stock during the usufruct term for purposes of subpart F. As a result, the IRS concluded that a dividend from one foreign corporation in the structure to another would not result in any immediate U.S. tax consequences for the remaindermen/bare owners. The IRS noted that its conclusion in this ruling was consistent with the IRS position taken in Rev. Rul. 64-249.

Incomplete Gift Ruling: LTR 201825003

In LTR 201825003, the taxpayer and the taxpayer's spouse entered into a deed of transfer that reserved a usufruct and possession of artworks to the taxpayer and spouse while granting a remainder interest to two foreign museums upon the death of the surviving spouse. As of the date of the letter ruling, the spouse was deceased. Under the terms of the usufruct interest, which would expire on the taxpayer's death, the taxpayer could not sell or otherwise dispose of any of the artwork and was barred from changing the disposition of the artwork to the museums. However, the taxpayer could waive her life interest and usufruct by delivery of some or all of the artwork (of which she currently retained physical possession) to the museums.

The deed specified several conditions subsequent: The museum had to comply with various requirements for exhibition, the museums must not become privately owned, and there must not be certain changes in law, such as a change that would cause the transfer to be taxable. The deed was also subject to a condition precedent that a favorable ruling on the absence of a completed inter vivos gift for U.S. gift tax purposes be obtained. If any of the conditions subsequent were not satisfied, the usufruct holder would have a right to revoke the transfer. If the condition precedent was not satisfied, the deed would not come into force at all.

The donors and usufruct holders intended that, based on the terms of the deed of transfer, the gift would be incomplete for purposes of reg. section 25.2511-2(b) and by consequence the full value of the artwork would be included in the estate of the surviving spouse. The ruling concluded that the gifts were complete, but for the condition precedent to obtain the favorable ruling, because the conditions subsequent that could cause a revocation were not dependent on any act of the taxpayer.

The ruling demonstrates the important relationship between the specific terms of the property division and the U.S. transfer tax analysis of the division.

Testamentary Disposition: *Lepoutre*

In *Lepoutre*,[12] the taxpayer argued that the usufruct interest created in the decedent's community property interest in favor of her surviving spouse, under the French marital contract adopted at the time of the decedent's marriage, resulted in such property not being included in the estate of the decedent or, in the alternative, being included at a value reduced by the value of the surviving spouse's usufruct interest.

The U.S. Tax Court rejected the estate's arguments on the basis that "the antenuptial agreement provided for rights in the surviving spouse only upon the death of the other spouse and therefore under the Federal estate tax law was in the nature of a testamentary disposition and a transfer of an interest in property at the death of the first to die."[13]

In cases when local law provides for rights created during the life of the transferor but that arise only upon the death of the transferor, under *Lepoutre* the contract providing those rights may be viewed as a testamentary disposition.

Louisiana Consumables Cases

In *Marshall*,[14] the estate claimed a deduction for the obligation of the decedent under Louisiana law to restore equivalent property to the naked or bare owners of the mineral rights over which she had inherited an imperfect usufruct interest from her husband upon his death.

The court recognized the following provisions of the Louisiana Civil Code:

> Art. 535. Perfect usufruct does not transfer to the usufructuary the ownership of the things subject to the usufruct; the usufructuary is bound to use them as a prudent administrator would do, to preserve them as much as possible, in order to restore them to the owner as soon as the usufruct terminates.
>
> Art. 536. Imperfect usufruct, on the contrary, transfers to the usufructuary the

[12] *Estate of Lepoutre v. Commissioner*, 62 T.C. 84, 93 (1974).

[13] *Id.* at 94.

[14] *Marshall v. United States*, 67 F. Supp. 2d 627 (E.D. La. 1999).

> ownership of the things subject to the usufruct, so that he may consume, sell or dispose of them, as he thinks proper, subject to certain charges hereinafter prescribed. . . .
>
> Art. 549 provided that: If the usufruct includes things, which cannot be used without being expended or consumed, or without their substance being changed, the usufructuary has a right to dispose of them at his pleasure, but under an obligation of returning the same quantity, quality and value to the owner, or their estimated price, at the expiration of the usufruct.
>
> The district court held that the decedent:
>
> had the right to use and consume the royalty interests she received, but under article 549, she had the obligation to account and restore to the naked owners the value of the royalty income she received during the entire period of her usufruct. Pursuant to IRC section 2053(a)(3), the Estate was entitled to claim a deduction for the entire royalties received by Mrs. Marshall during her usufruct.[15]

In a recent decision,[16] the Fifth Circuit affirmed the IRS's rights to levy a bank account containing proceeds from the sale of securities. Under Louisiana law, the securities sold were subject to a surviving spouse's usufruct interest, with bare ownership by the couple's children. The surviving spouse had outstanding tax debts at the time of his death. The IRS levied the account on the basis that the children had no rights to the consumable assets by virtue of their bare ownership, other than as unsecured creditors of the usufruct holder.

The court's analysis turned on an observation under Louisiana law that:

> A usufruct of consumables differs from a usufruct of nonconsumables because the usufructuary acquires ownership of the things and the naked owner becomes a general creditor of the usufructuary.[17]

This ruling and others[18] address situations arising under Louisiana law, similar to the French quasi-usufruct model, and provide precedent for treating the quasi-usufruct holder as the owner of the underlying property for tax purposes while arguably providing support to claim a deduction for the quasi-usufruct debt obligation to the beneficiaries against the gross estate of the quasi-usufruct holder.

Conclusion

Although the relatively limited authorities are not entirely consistent, they do provide some helpful guidelines for analyzing the likely tax treatment of a usufruct/bare ownership property division. We emphasize that in all cases it is of critical importance to review the documents that create the property division, as well as to consult with foreign counsel to better understand the rights of the parties as provided by local law. For example, there can be a great variety of facts with differing amounts of control retained by the usufruct holder/donor, and varying splits of economic rights between the usufruct holder and bare owner.

In the next installment, we will discuss U.S. tax issues for the usufruct owner who is a U.S. person, beginning first with income tax issues and then moving on to estate/gift tax issues. ■

[15] *Id.* at 630.

[16] *Goodrich v. United States*, No. 20-30422 (5th Cir. 2022), citing *In re Succession of Catching*, 35 So. 3d 449 (La. App. 2d Cir. 2010).

[17] *Goodrich*, No. 20-30422 (quoting Athanassios Nicholas Yiannopoulos, *Louisiana Civil Law Treatise*, section 1:3 (2020) (internal citation omitted)).

[18] *See also* LTR 9223006.