

**AMENDMENT IN THE NATURE OF A SUBSTITUTE  
TO H.R. 5169  
OFFERED BY MR. ALLEN OF GEORGIA**

Strike all after the enacting clause and insert the following:

**1 SECTION 1. SHORT TITLE.**

2       This Act may be cited as the “Retire through Owner-  
3 ship Act”.

**4 SEC. 2. AMENDING ADEQUATE CONSIDERATION DEFINI-  
5 TION.**

6       (a) IN GENERAL.—Section 3(18) of the Employee  
7 Retirement Income Security Act of 1974 (29 U.S.C.  
8 1002(18)) is amended—

9           (1) by redesignating clauses (i) and (ii) as sub-  
10 clauses (I) and (II), respectively;

11           (2) by redesignating subparagraphs (A) and  
12 (B) as clauses (i) and (ii), respectively;

13           (3) by inserting “(A)” before “The term”; and

14           (4) by adding at the end the following:

15       “(B)(i) For purposes of clause (ii) of subparagraph  
16 (A), a fiduciary of an employee stock ownership plan (as  
17 defined in section 407(d)(6)) may in good faith rely upon  
18 a valuation provided by an independent valuation expert

1 or business appraiser if such expert or appraiser relied  
2 upon the principles and methodologies set forth in Internal  
3 Revenue Service Revenue Ruling 59-60 (as amplified,  
4 clarified, distinguished, or modified from time to time) in  
5 determining the fair market value of the asset.

6 “(ii) Clause (i) shall not be interpreted to—

7 “(I) preclude the Secretary from promulgating,  
8 in accordance with section 553 of title 5, United  
9 States Code, any regulation interpreting such clause;

10 “(II) expand the regulatory authority of the  
11 Secretary with respect to the term ‘adequate consid-  
12 eration’ beyond the authority of the Secretary with  
13 respect to such term on the day before the date of  
14 enactment of the Retire through Ownership Act; or

15 “(III) modify a fiduciary’s obligations under  
16 section 404.”.

17 (b) **EFFECTIVE DATE.**—The amendments made by  
18 subsection (a) shall apply with respect to determinations  
19 described in section 3(18)(B) of the Employee Retirement  
20 Income Security Act of 1974 (29 U.S.C. 1002(18)(B)) (as  
21 added by such subsection) that are made on or after the  
22 date of enactment of this Act.

