

119TH CONGRESS
1ST SESSION

H. R. 5169

To amend the Employee Retirement Income Security Act of 1974 to provide a clear definition of adequate consideration for certain closely held stock, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

SEPTEMBER 8, 2025

Mr. ALLEN introduced the following bill; which was referred to the Committee on Education and Workforce

A BILL

To amend the Employee Retirement Income Security Act of 1974 to provide a clear definition of adequate consideration for certain closely held stock, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Retire through Owner-
5 ship Act”.

1 **SEC. 2. AMENDING ADEQUATE CONSIDERATION DEFINI-**
2 **TION.**

3 (a) **IN GENERAL.**—Section 3(18) of the Employee
4 Retirement Income Security Act of 1974 (29 U.S.C.
5 1002(18)) is amended—

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

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

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

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

12 “(B) For purposes of clause (ii) of subparagraph (A),
13 a fiduciary of an employee stock ownership plan (as de-
14 fined in section 407(d)(6)) may in good faith rely upon
15 a valuation provided by an independent valuation or busi-
16 ness appraiser if such expert or appraiser relied upon the
17 principles and methodologies set forth in Internal Revenue
18 Service Revenue Ruling 59–60 (as amplified, clarified, dis-
19 tinguished, or modified from time to time) in determining
20 the fair market value of the asset.”.

21 (b) **EFFECTIVE DATE.**—The amendments made by
22 subsection (a) shall apply with respect to determinations
23 described in section 3(18)(B) of the Employee Retirement
24 Income Security Act of 1974 (29 U.S.C. 1002(18)(B)) (as

- 1 added by such subsection) that are made on or after the
- 2 date of enactment of this Act.

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