BROWN & STREZA LLP
Attorneys at Law

ESTATE PLANNING
BUSINESS PLANNING
INCOME TAX PLANNING
CHARITABLE SECTOR
MERGERS & ACQUISITIONS

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MATT BROWN
PARTNER

Matt Brown is a partner with the Orange County, California law firm of Brown & Streza LLP. Matt is an estate planning attorney, but his estate planning niche is more narrowly focused than most. He primarily counsels business owners and philanthropists on the more complex income tax and estate tax issues that arise in the areas of business planning and charitable planning.

In both 2008 and 2009, Matt was named a "*Southern California SuperLawyers-Rising Star*" by *Los Angeles Magazine* – a distinction recognizing just 2.5% of attorneys under age 40 for excellence in the practice of law. In 2010, Matt was named a "*Five Star Wealth Manager*" by *Orange Coast Magazine* – a merit distinguishing the top 3% of wealth managers in Orange County, including CPAs, attorneys, bankers, and financial planners.

Recognized for his deep technical expertise, Matt is routinely consulted nationally by other financial professionals, including estate planning attorneys, CPAs, and financial planners regarding complex tax, business, and philanthropic planning solutions. He has been quoted twice in the Wall Street Journal, twice in the Orange County Register, and in various other publications. Matt also routinely speaks on advanced tax and philanthropy issues to audiences of attorneys and other financial professionals throughout the country.

Matt received his undergraduate degree in Finance from the University of California at Davis and his Juris Doctor degree, *cum laude*, from Southern Methodist University Dedman School of Law, where he was a member of the Southern Methodist University Law Review. Matt spent several years practicing in the Tax Department of Thompson & Knight LLP, a national law firm that boasts one of the nation's top tax practices, before joining Brown & Streza in 2003.

Matt is a charter member of University of California, Irvine - Center for Investment and Wealth Management, a charter member of Kingdom Advisors, and a member of the professional advisory committee of the Ronald Reagan Presidential Library Foundation.

Matt lives in Ladera Ranch, California with his wife, Julie, and their three sons Michael, Ryan, and Kevin. The entire family attends Pacific Coast Church in San Clemente, California.

TAXATION LAW PRACTICE AREAS

Income Tax Planning, Estate Planning, Charitable Sector

- Basic Estate Planning – Wills, Trusts, and Probate
- Advanced Estate Tax Planning
- Charitable and Noncharitable Income-Tax-Deferral and Tax Mitigation Techniques
- Life Insurance Techniques for Income Tax, Estate Tax, and Charitable Planning
- Representation of Exempt Organizations

General Representative Transactions

Creation, representation regarding, or utilization of:

Estate Tax Planning

- Living Trusts
- Dynasty Trusts
- Asset Protection Planning
    - Entity Planning
    - Offshore Trusts
    - Onshore Trusts
- Entity Planning
    - Business Continuity
    - Discounting Techniques
- Estate Freeze Techniques
    - GRATs
    - QPRTs
    - IDITs
- Life Insurance Planning
    - ILITs
    - Split Dollar Planning
    - Advanced Life Insurance Planning
- Estate Tax Controversy

Income Tax Planning

- Income Tax Deferral Techniques
- Pre-Transaction Tax Planning for Business Sales
- Pre-Transaction Tax Planning for Real Estate Sales
- Captive Insurance Companies
- Income Tax Controversy

Charitable Sector

- Tax Controversy
- For-Profit/Nonprofit Joint Ventures
- Churches/Temples/Mosques
- Ministries
- Supporting Organizations
- Public Charities
- Trade Associations
- Private Foundations
- Community Foundations
- Donor-Advised Funds
- Charitable Remainder Trusts
- Charitable Gift Annuities
- Charitable Lead Trusts
- Charitable Trust Reformations
- Pooled Income Funds
- Charitable Gift Annuities
- Endowment Funds

Specific Representative Transactions

- Structured $100 Million gift of closely held stock to charitable remainder trust to defer taxation on sale proceeds from $205 Million business sale
- Structured $200 Million gift of closely held stock to a private foundation, successfully avoiding excess business holdings challenges
- Routinely structure onshore and offshore captive insurance companies to provide tax-advantaged private casualty insurance to private employers and risk sharing arrangements among nonprofit organizations
- Structured tax-deferred $100 Million business sale by implementing complex multi-tiered partnership structure
- Converted for-profit nursing home into nonprofit corporation using tax-exempt housing bonds
- Created multi-tiered partnership holding company structure designed to split royalty income of a renowned author among the author, a charitable remainder trust, and a supporting organization while avoiding assignment of income issues

- Converted $12 Million S-Corporation into nonprofit publishing company, avoiding liquidation tax, minimizing UBIT during conversion period, and ultimately eliminating UBIT entirely
- Converted $32 Million C-Corporation into nonprofit publishing company, avoiding liquidation tax and ultimately eliminating all corporate level taxes
- Structured private foundation's investment in foreign for-profit bank designed to provide microenterprise lending to the poor as a program related investment instead of a taxable expenditure or jeopardizing investment
- Structured supporting organization designed to secure government financing for renovation of distressed housing with profits going to local charities
- Created supporting organization subsidiary of a national community foundation to accept and direct international gifts
- Created supporting organization subsidiary of a national community foundation to accept and direct gifts of real property

PROFESSIONAL BACKGROUND

- Brown & Streza LLP, Irvine, California – Partner – 2008-Present
- Brown & Streza LLP, Irvine, California – Associate Attorney – 2002-2008
- Thompson & Knight LLP, Dallas, Texas – Associate Attorney – 2000-2002
    - Practiced in the Exempt Organizations section of one of Texas' largest law firms and one that boasts one of the nation's top Tax, Estate Planning, and Exempt Organizations sections
- Winstead, Dallas, Texas – Associate Attorney – 1999-2000
    - Complex tax planning for wealthy individuals
- Juris Doctor, *cum laude*, Southern Methodist University School of Law – 1999
    - Southern Methodist University Law Review: Member
    - Phi Delta Phi Legal Honor Society: Member
- Bachelor of Science, Finance, University of California at Davis – 1996
- Licensed to practice law in both Texas (Inactive) and California

PROFESSIONAL RECOGNITION

- 2010 Five Star Wealth Manager, as published in **Orange Coast** magazine
    - Survey identifies the top 3% of wealth managers in Orange County, including CPAs, attorneys, bankers, and financial planners
    - Survey results come from 44,000 high-net-worth Orange County residents and 6.200 leaders of financial service industry companies
    - Surveys reflect evaluation by those who personally know nominees and rank nine criteria: customer service, integrity, knowledge/expertise, communication, value for fee charged, meeting of financial objectives, post-sale service, quality of recommendations, and overall satisfaction.
- 2008 and 2009 "Southern California SuperLawyers-Rising Star"
    - Published by *Los Angeles Magazine* and *The Journal for Law & Politics*. Only 2.5% of Southern California lawyers in Los Angeles and Orange Counties receive this prestigious honor.
- As seen in June 30, 2008 **Forbes Magazine**: Brown & Streza LLP was selected Top Ten of The Most Dependable Lawyers (Trusts & Estates) for 2008
- Member, Society of Trust and Estate Professionals (STEP)
- Member, Phi Delta Phi Legal Honor Society

PUBLICATIONS

- Fat-Free Fat: Nontax Considerations for Discussing Philanthropy With Your Clients
  - The WealthCounsel Quarterly, January 2009
- Conservation Easements – How to Give Your Land Away but Still Use It, 2009
  - Sole author of above-titled chapter in book entitled WealthCounsel Estate Planning Strategies: Collective Wisdom, Proven Techniques
- Orange County Business Journal “Keys to Wealth Management” Supplement, June 30, 2008
  - **The Life Cycle of the Entrepreneurial Business: Wonder, Blunder, Thunder, Plunder**

MEDIA MENTIONS

- Advancing Philanthropy Magazine, December 2007
  - **Life Settlements: Giving While Living**
  - Primary source for technical information related to life settlements and charitable giving; extensively quoted
- World Vision - The Advisor, November 2007
  - **Helping Clients See the “Big Picture”**
  - Interview with Matt Brown regarding how advisors can assist clients to integrate philanthropy into their estate planning
- Wall Street Journal, March 21, 2007
  - **Deconstructing a New Capital-Gains Strategy: ‘Structured Sales’ Aim to Ease Tax Bit, but Returns Are Slim And Benefits Aren’t Ensured**
  - Primary source for technical information related to tax deferral using structured sales; briefly quoted
- Orange County Register, December 29, 2006
  - **Samueli Disputes $2.9 Million IRS Bill**
  - Primary source for technical analysis of IRS tax court case filed against Henry Samueli; briefly quoted
- Orange County Register, December 3, 2006
  - **IRS Yet to Rule on Product**
  - Primary source for technical analysis of new installment sale tax deferral product; extensively quoted
- Research Magazine, January 2004
  - **Optimizing Charitable Giving**
  - Quoted extensively as an expert on charitable planning
- Wall Street Journal, December 8, 2003
  - **Pritzkers Made a ‘Tax-Driven’ Deal**
  - Quoted as charity and trust law expert opining on private foundation stock redemption issues

SPEAKING ENGAGEMENTS – NATIONAL AUDIENCE

- 15th Annual Adventist Attorney’s Association Conference, November 12, 2009
  - **Estate Planning: Key Considerations in Today’s Economy**
  - Continuing legal education presentation delivered to national attorney audience
- Hawaii Tax Institute, October 21, 2009 Honolulu, Hawaii
  - **Special Insurance Planning Session: Washington Update and Trends on Tax Issues Involving Life Insurance and What Trustees Should Look For In Insurance Providers and Carriers**
- Hawaii Tax Institute, October 22, 2009 Honolulu, Hawaii
  - **Special Insurance Planning Session: A Wealth Transfer Advisor’s Guide to Understanding Life Insurance in a Trust**
- Hawaii Tax Institute, October 22, 2009 Honolulu, Hawaii
  - **Special Insurance Planning Session: Creating Liquidity and Sophisticated Uses of Life Insurance in Business Planning Transfers**
- Christian Legal Society: Gift Planning Conference, October 15, 2009

- **Estate Freezes: The Basics and the Math**
  - Continuing legal education presentation delivered to national audience of estate planning attorneys
- WealthCounsel – The Advisors Forum; National Teleconference, October 15, 2009
  - **Estate Tax, Income Tax, and Life Insurance Planning with Charitable Lead Trusts**
  - National teleconference presentation delivered to audience of attorneys, CPAs, and financial advisors
- American Bar Association: Section of Real Property, Trust and Estate Law
  - **"Captive" Insurance Companies and Closely Held Enterprises: Income Tax and Transfer Tax Opportunities and Implications**
- WealthCounsel, March 1-2, 2009
  - **Planning in a Low Interest Rate Environment**
  - 2-day continuing legal education course taught to a nationwide audience of advanced estate planning attorneys
- Hawaii Tax Institute, October 21, 2008, Honolulu, Hawaii
  - **The Use of Captive Insurance by Closely Held Enterprises – Income Tax and Transfer Tax Implications and Opportunities**
- Utah Captive Association Annual Conference, September 19, 2008
  - **The Use of Captive Insurance Companies in Estate Planning**
- Business Enterprise Institute, Inc. – 2008 National Conference, August 15, 2008
  - **Exit Planning and Charity**
  - Presentation delivered to group of attorneys, CPAs, and financial planners specializing in advising clients on business sale activities
- WealthCounsel – The Advisors Forum; National Teleconference, August 13, 2008
  - **The Use of Captive Insurance in Estate and Business Planning**
  - National teleconference presentation delivered to audience of attorneys, CPAs, and financial advisors
- WealthCounsel – The Advisors Forum; National Teleconference, May 14, 2008
  - **Income Tax Rules Every Wealth Planner Should Know**
  - National teleconference presentation delivered to audience of attorneys, CPAs, and financial advisors
- Institute for Christian Gift Planning Counsel, Orange County, California, April 27, 2006
  - **The Tax Economics of Noncharitable Tax Deferral Techniques: Serious Competition for the CRT or Marketing Fluff?**
  - Continuing legal education presentation delivered to national audience of estate planning attorneys
- Institute for Christian Gift Planning Counsel, Orange County, California, April 27, 2006
  - **Funding CRTs with Debt-Encumbered Assets: Hazards and Heroics**
  - Continuing legal education presentation delivered to national audience of estate planning attorneys

SPEAKING ENGAGEMENTS – LOCAL AUDIENCE

- Estate Planning and Trust Council of Long Beach, November 17, 2009
  - **Estate Freezes: The Basics and the Math**
- "It's Your Estate" 2009, October 28, 2009
  - **Distribution Planning for Retirement Plans**
- Partnership for Philanthropic Planning of Orange County: 2009 Charitable Professionals Series Primer, September 9, 2009
  - **Tax Smart Giving – Case Study Presentation**
- Bank of the West Wealth Management Group, July 21, 2009
  - **Exiting Your Business Without Taxing Yourself**
  - Client-centered presentation on income tax planning for business owners
- Trinity Financial Partners, June 30, 2009
  - **Charitable Planning Update**
  - Continuing professional education presentation delivered to CPAs
- Bank of the West Wealth Management Group, May 16, 2009
  - **Taming the Tax Tiger: Wealth Retention and Tax Strategies for Today's Economy**
  - Client-centered presentation delivered to CPAs and their clients

    - Co-Presented with Jerry Hesch, graduate tax law professor at University of Miami Heckerling School of Law
- FMC Financial Group, May 11, 2009
    - **Advanced Planning Workshop**
    - Advanced planning workshop delivered to high-level tax and financial advisors
- Bank of the West Wealth Management Group, April 30, 2009
    - **Taming the Tax Tiger: Wealth Retention and Tax Strategies for Today's Economy**
    - Continuing professional education presentation delivered to CPAs
- Planned Giving Round Table of Los Angeles, April 23, 2009
    - **The Advisor's Role in Philanthropy**
    - Presentation to attorneys, financial advisors, CPAs, and planned giving officers
- Planned Giving Round Table of Los Angeles, April 23, 2009
    - **Estate Freezes: The Basics and the Math**
    - Presentation to attorneys, financial advisors, CPAs, and planned giving officers
- Financial Planning Association of Orange County, February 18, 2009
    - **Beyond the Stretch IRA Trust: Advanced IRA Distribution Planning**
    - Continuing education presentation delivered to CPAs and financial planners
- Orange County Bar Association Trusts & Estates Section, February 11, 2009
    - **Estate Freezes: The Basics and the Math**
    - Continuing legal education presentation delivered to attorneys
- Estate Planning and Trust Council of Long Beach, November 20, 2008
    - **The Advisor's Role in Philanthropy**
    - Presentation delivered to group of attorneys, CPAs, and financial planners specializing in estate planning
- California Society of CPAs, Orange County/Long Beach Chapter Financial Planning Interest Group, October 16, 2008
    - **Advanced Income Deferral**
    - Continuing professional education presentation delivered to CPAs
- Association of Fundraising Professionals, Orange County Chapter, January 23, 2007
    - **Donor Outlook for 2007: Accountability; Your Donors are Watching You – Will They Like What They See?**
- Planned Giving Round Table of Orange County, Irvine, California, October 5, 2006
    - **Funding CRTs with Debt-Encumbered Assets: Hazards and Heroics**
- Inland Empire Planned Giving Round Table, Redlands, California, July 21, 2005
    - **Funding Split-Interest Trusts with Difficult Assets**
- The Financial Planning Association Orange County Chapter, Irvine, California, May 18, 2005
    - **Estate Planner's Toolbox**
- Planned Giving Round Table of Orange County, Irvine, California, May 5, 2005
    - **Debunking the Myths of the Private Annuity Trust: How <u>Not</u> to Sell Appreciated Assets**
- Estate Planning Council of South Orange County, Mission Viejo, California, April 5, 2005
    - **Debunking the Myths of the Private Annuity Trust: How <u>Not</u> to Sell Appreciated Assets**
- Planned Giving Round Table of Southern California, Glendale, California, April 22, 2004
    - **Taking Zero-Tax-Planning to the Next Level**
- Estate Planning Council of South Orange County, Mission Viejo, California, April 6, 2004
    - **Creative Uses of Preferred Partnerships and LLCs**
- Planned Giving Round Table of Orange County, Irvine, California, March 4, 2004
    - **Taking Zero-Tax-Planning to the Next Level**
- Foundation for Christian Stewardship, Irvine, California, December 5, 2003
    - **Advanced Planning Tools Seminar**
- Public Charities in Texas, Dallas, Texas, September 21, 2001
    - **Charitable Trust Reformation**
- Frequent seminars presented to attorneys, CPA, and financial planners on income tax planning, estate planning, and charitable planning

COMMUNITY INVOLVEMENT

- University of California, Irvine - Center For Investment and Wealth Management – Charter Member
- Kingdom Advisors – Charter Member
- Ronald Reagan Presidential Library Foundation Professional Advisory Committee – Charter Member
- Pacific Coast Church – Member
- Society of Trust and Estate Professionals (STEP) – Member
- Partnership for Philanthropic Planning of Orange County (formerly Planned Giving Round Table of Orange County) – Past President; Board Member; Member
- Orange Coast Estate Planning Council – Member
- Orange County Council on Philanthropy – Member
- Crown Financial Ministries – Planned Giving Advisory Board
- Ocean Institute – Planned Giving Advisory Board
- National Partnership for Philanthropic Planning (formerly National Committee on Planned Giving) – Member
- American Bar Association – Member
- California Bar Association – Member
- Texas Bar Association – Member (Inactive)
- College of the State Bar of Texas – Member