

119TH CONGRESS
1ST SESSION

S. 2403

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 SENATE OF THE UNITED STATES

JULY 23, 2025

Mr. MARSHALL (for himself and Mr. Kaine) introduced the following bill; which was read twice and referred to the Committee on Health, Education, Labor, and Pensions

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), a fiduciary of
13 an employee stock ownership plan as defined in sec-
14 tion 407(d)(6) may make a good faith reliance on
15 the principles and methodologies set forth in Inter-
16 nal Revenue Service Revenue Ruling 59–60 (as in
17 effect on the date of enactment of the ERISA Ade-
18 quate Consideration Act of 2025) in determining the
19 fair market value of an asset described in such
20 clause.”.

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.

○