

# SUPREME COURT OF THE UNITED STATES

---

IN THE SUPREME COURT OF THE UNITED STATES

-----  
NORTH CAROLINA )  
DEPARTMENT OF REVENUE, )  
Petitioner, )  
v. ) No. 18-457  
THE KIMBERLEY RICE KAESTNER )  
1992 FAMILY TRUST, )  
Respondent. )  
-----

Pages: 1 through 69

Place: Washington, D.C.

Date: April 16, 2019

---

## HERITAGE REPORTING CORPORATION

*Official Reporters*  
1220 L Street, N.W., Suite 206  
Washington, D.C. 20005  
(202) 628-4888  
[www.hrccourtreporters.com](http://www.hrccourtreporters.com)

1 IN THE SUPREME COURT OF THE UNITED STATES

2 - - - - -

3 NORTH CAROLINA )  
4 DEPARTMENT OF REVENUE, )  
5 Petitioner, )  
6 v. ) No. 18-457  
7 THE KIMBERLEY RICE KAESTNER )  
8 1992 FAMILY TRUST, )  
9 Respondent. )

10 - - - - -

11  
12 Washington, D.C.

13 Tuesday, April 16, 2019

14  
15 The above-entitled matter came on for  
16 oral argument before the Supreme Court of the  
17 United States at 11:07 a.m.

18  
19 APPEARANCES:

20 MATTHEW W. SAWCHAK, North Carolina Solicitor General,  
21 Raleigh, North Carolina; on behalf of the  
22 Petitioner.

23 DAVID A. O'NEIL, ESQ., Washington, D.C. ;  
24 on behalf of the Respondent.

25

1	C O N T E N T S	
2	ORAL ARGUMENT OF:	PAGE:
3	MATTHEW W. SAWCHAK, ESQ.	
4	On behalf of the Petitioner	3
5	ORAL ARGUMENT OF:	
6	DAVID A. O'NEIL, ESQ.	
7	On behalf of the Respondent	32
8	REBUTTAL ARGUMENT OF:	
9	MATTHEW W. SAWCHAK, ESQ.	
10	On behalf of the Petitioner	65
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

P R O C E E D I N G S

(11:07 a.m.)

CHIEF JUSTICE ROBERTS: We'll hear argument next in Case 18-457, the North Carolina Department of Revenue versus the Kaestner Rice 1992 Family Trust.

Mr. Sawchak.

ORAL ARGUMENT OF MATTHEW W. SAWCHAK

ON BEHALF OF THE PETITIONER

MR. SAWCHAK: Mr. Chief Justice, and may it please the Court:

This case involves a statute that taxes trust income in proportion to the interests of in-state beneficiaries. Now, trust beneficiaries, it bears remembering, are the true owners of trust income under trust law.

Because of all the benefits and protections that states extend to their residents, the states' pro rata tax on trust income comports with due process.

JUSTICE GINSBURG: But you couldn't -- you couldn't tax the beneficiaries on that accumulated income when they haven't received it?

1           MR. SAWCHAK: Well, Your Honor,  
2           Stewart might be to the contrary. This Court's  
3           affirmance in Stewart is a situation where the  
4           opinion of the Pennsylvania Supreme Court that  
5           was affirmed doesn't recite any receipt of  
6           actual income, and yet the Court affirmed  
7           attacks on the beneficial interests.

8           JUSTICE GINSBURG: But North Carolina  
9           is not doing that.

10          MR. SAWCHAK: North Carolina is taxing  
11          the --

12          JUSTICE GINSBURG: Yeah.

13          MR. SAWCHAK: -- accumulating income.

14          JUSTICE GINSBURG: But you want to use  
15          the beneficiary's connection with North  
16          Carolina to impose a tax on the trust that  
17          doesn't have a connection?

18          MR. SAWCHAK: So, Your Honor, the  
19          point that connects them is that the  
20          beneficiary is part of the trust. Indeed,  
21          under trust law, she is the key part of the  
22          trust, its very heart. And because of that,  
23          the whole --

24          JUSTICE SOTOMAYOR: Isn't the trust  
25          for her and her children?

1 MR. SAWCHAK: She is the named  
2 beneficiary. However, under Section 1.2 of the  
3 trust instrument, the children may also receive  
4 distributions.

5 JUSTICE SOTOMAYOR: So we've already  
6 said in prior cases, and you distinguish them  
7 as being inapposite today, that you can't tax  
8 the whole trust; you've got to only tax that  
9 which the beneficiary is an owner of.

10 So how do we know she's going to  
11 receive anything any time? She could leave it  
12 for her kids.

13 MR. SAWCHAK: She -- in -- in the  
14 event of this case, first of all --

15 JUSTICE SOTOMAYOR: I mean, the  
16 trustee could -- could decide to leave it for  
17 the kids.

18 MR. SAWCHAK: That's true. But  
19 several points. First of all, on the facts  
20 here, Ms. Kaestner did, in fact, receive the  
21 trust income and the decanting occurred only  
22 after consultation --

23 JUSTICE SOTOMAYOR: It was a loan,  
24 \$250,000, after this tax period?

25 MR. SAWCHAK: Immediately after, there

1 was a loan, but, in addition --

2 JUSTICE SOTOMAYOR: But it still begs  
3 the question. What makes it your right under  
4 any circumstance to tax all of the trust income  
5 where there's no guarantee that she is going to  
6 receive all of it at any point?

7 MR. SAWCHAK: Several points. One is,  
8 during the entire period when the income is  
9 accumulating, the state is providing her with  
10 protection and benefits --

11 JUSTICE SOTOMAYOR: But the trustee  
12 doesn't have to pay for that. He's not  
13 required to. The trust doesn't require it. It  
14 gives him discretion to pay for some of her  
15 expenses, but nothing in the trust says that  
16 she has to pay for the benefits that you're  
17 giving her as a state.

18 MR. SAWCHAK: But it is the very fact  
19 that those benefits and protections are being  
20 extended that enables the trustee to not give  
21 distributions.

22 JUSTICE SOTOMAYOR: Now he has  
23 absolute discretion. Whether she had a need or  
24 not, he doesn't have to fulfill it.

25 MR. SAWCHAK: Under trust law, even

1 what -- what's called sole and absolute  
2 discretion is qualified by the need to look out  
3 for the needs of the beneficiaries. And that's  
4 actually an express term of the trust  
5 instrument here.

6 CHIEF JUSTICE ROBERTS: I probably  
7 should know --

8 JUSTICE ALITO: Could you tax the --

9 CHIEF JUSTICE ROBERTS: -- I probably  
10 should know this, but where is the trust  
11 located? How do you decide that?

12 MR. SAWCHAK: The trust has no --

13 CHIEF JUSTICE ROBERTS: I mean, it's  
14 just a -- yeah, it's just a contract, right?  
15 So if you wanted -- if the home of the trust  
16 wanted to tax the -- the same income that  
17 you're trying to tax, where -- where would that  
18 be?

19 MR. SAWCHAK: So the trust has no  
20 situs. Since Quill and other decisions, the  
21 focus really is on where are benefits and  
22 protections being extended. And also, in  
23 Americold, this Court -- Greenough as well, the  
24 Court noted that a trust is a mere abstraction.  
25 And that's why -- that's really what brings us



1 here.

2 CHIEF JUSTICE ROBERTS: So you would  
3 -- you would say there's no state that could  
4 say we are the home state of the trust and  
5 we're the ones that have the primary claim on  
6 the taxation of this income?

7 MR. SAWCHAK: So the -- under trust  
8 law, a trust has something called a principal  
9 place of administration. And one of the  
10 arguments my friend is making is that that  
11 and/or where the trustee lives are the only  
12 contacts that count.

13 But that, first of all, I would point  
14 out -- page 51 of the red brief is where they  
15 make that argument -- that would have the  
16 effect, adopting that rule as my friend is  
17 asking, would have the effect of striking down  
18 the taxing criteria in 33 states.

19 JUSTICE BREYER: All right. We --

20 CHIEF JUSTICE ROBERTS: So do you  
21 think --

22 JUSTICE BREYER: -- don't want to do  
23 that, but, look -- sorry, go ahead.

24 CHIEF JUSTICE ROBERTS: No, no, go  
25 ahead.

1                   JUSTICE BREYER: Look, the trustee  
2 lives in New York, okay? The settlor is in New  
3 York. All the administration is in New York.  
4 There is one thing that's going to happen in  
5 North Carolina. The thing that's going to  
6 happen in North Carolina is if she is there  
7 when it's distributed, she'll get some money.  
8 Okay? Which you're totally free to tax.

9                   But that isn't what want to tax. You  
10 want to tax all these things which are everyone  
11 except her is in New York, and moreover, we  
12 don't even know if she'll ever get the money.

13                   Now there's something wrong with that.  
14 I don't know, it doesn't say specifically about  
15 trusts in the Constitution, but, thus, I mean,  
16 lots of trusts say there are 10 beneficiaries,  
17 each one lives in a different state, and I, the  
18 trustee, have total discretion as to who give  
19 this money to and maybe I'll give it to none of  
20 them.

21                   So here's a woman who might get none  
22 of it, and you want to tax that. Is that  
23 right? Do I have the facts right?

24                   MR. SAWCHAK: I would -- I would point  
25 out some additional facts, Your Honor. First

1 of all, Ms. Kaestner did actually receive this  
2 money.

3 JUSTICE BREYER: Well, is that -- is  
4 that -- I'm talking about the law of North  
5 Carolina. And I'd only add to this that, by  
6 the way, if the trust has a million dollars  
7 extra income in year 4, and if you say she's  
8 entitled to that, she isn't going to get it  
9 until year 14, at most, do you discount the  
10 increased value of the trust by the time she  
11 has to wait? Because she has nothing that  
12 increased in value more than the million  
13 discounted by the probability that she will  
14 ever get it and when.

15 MR. SAWCHAK: So --

16 JUSTICE BREYER: Is that how the law  
17 works in North Carolina, is what I'm asking.  
18 And, of course, I suspect the answer is no, but  
19 go ahead.

20 (Laughter.)

21 MR. SAWCHAK: First of all, this is a  
22 case in which 100 percent of the beneficiaries,  
23 the current beneficiaries, as the complaint  
24 itself says, are North Carolinians. So these  
25 questions of -- of attenuated relationships

1 aren't presented.

2 JUSTICE BREYER: No, I'm talking about  
3 only North Carolinians. And there are other  
4 people in the trust who live in California.  
5 And the North Carolinian may or may not get  
6 some money in year 14. That's the hypothesis.

7 MR. SAWCHAK: Mm-hmm.

8 JUSTICE BREYER: Okay. And I'm saying  
9 under this law, do you -- you tax that, what do  
10 you tax? The million dollars in extra value  
11 that came into the trust in year 4? And  
12 what percent? And do you discount it? And  
13 might she -- well, how does it work, that law  
14 in North Carolina that you are defending?

15 MR. SAWCHAK: So the income is defined  
16 with reference to the federal definition of  
17 income. The -- the -- the taxing statute in  
18 North Carolina essentially pulls in the federal  
19 definition of distributable net income. And  
20 that is going to be done on essentially an  
21 accrual or a cash basis, depending on -- on how  
22 it's approached in the federal law.

23 JUSTICE BREYER: Okay. So it goes  
24 in -- \$1 million goes into the trust in year 4.  
25 She will not see a penny of it, at best, 'til

1 year 14. And, not only that, she may never see  
2 a penny of it.

3 So what you're saying is the trust,  
4 which is in New York, has to pay Carolina tax  
5 on a million dollars because there is a  
6 beneficiary there who might never receive it  
7 or, if they do receive it, will receive a  
8 far -- you know, you could tax -- that -- have  
9 I got the facts right?

10 MR. SAWCHAK: So she's -- the facts  
11 are perhaps at some variance with what we're  
12 discussing. First of all, she --

13 JUSTICE BREYER: But is what I said,  
14 right? That's -- I want to think about this  
15 case and I can't think about it unless I get  
16 the facts right.

17 MR. SAWCHAK: Let me lay out some --

18 JUSTICE BREYER: So do I have the  
19 facts right?

20 MR. SAWCHAK: I would lay out some  
21 additional facts that might be helpful.

22 JUSTICE KAVANAUGH: Isn't it a yes?

23 (Laughter.)

24 MR. SAWCHAK: She's currently  
25 eligible for distributions.

1 JUSTICE KAVANAUGH: He has -- Justice  
2 Breyer has the facts right?

3 MR. SAWCHAK: I believe you have them  
4 right but perhaps not complete --

5 JUSTICE BREYER: Okay. So now --

6 MR. SAWCHAK: -- is what I meant to  
7 say.

8 JUSTICE BREYER: Good, I got them  
9 right so far. And now let's add to make even  
10 more facts.

11 (Laughter.)

12 MR. SAWCHAK: She's currently eligible  
13 for distributions, first of all, during the  
14 years in question. Secondly, the -- the  
15 trustee has a fiduciary duty to meet her needs,  
16 page 51 of the Joint Appendix.

17 And as the Andrew C. case from New  
18 York that we cite points out, in a situation  
19 where the needs are not being met, a breach of  
20 fiduciary duty is occurring. But, most  
21 fundamental, I think, to --

22 JUSTICE ALITO: Now where -- where  
23 does that go? So what are her -- what  
24 proportion of this constitute her needs?

25 MR. SAWCHAK: North Carolina, the

1 statute is a pro rata statute, according to the  
2 interests of the beneficiaries. So, if there  
3 are two beneficiaries, for example, one in  
4 state and one out of state, North Carolina will  
5 first of all follow any allocation that's made  
6 in the trust instrument, but failing that, will  
7 go strictly pro rata.

8 JUSTICE ALITO: Can you -- could you  
9 tax the children?

10 MR. SAWCHAK: They are eligible to  
11 receive distributions -- so tax based on the  
12 children, Your Honor, or tax them?

13 JUSTICE ALITO: Tax -- excuse me, tax  
14 them. They might get the money.

15 MR. SAWCHAK: So Stewart upholds a  
16 property tax levied directly to the  
17 beneficiaries. And what all of this is really  
18 reinforcing is that, under trust law, the true  
19 owners of even accumulating --

20 JUSTICE KAVANAUGH: But other states  
21 don't do it this way, right? Tennessee, but  
22 they're ending the income tax. Maybe Georgia,  
23 where the tax is based on a contingent  
24 beneficiary in your state, which is all we have  
25 here, right?

1           The only other states that do it that  
2 way are Tennessee and maybe Georgia, is that  
3 correct?

4           MR. SAWCHAK: Not quite, Your Honor,  
5 in this respect. Fifteen states total --

6           JUSTICE KAVANAUGH: Based on a  
7 contingent beneficiary in the state where you  
8 tax the trusts or the trustee in another state.

9           MR. SAWCHAK: No, Your Honor. Let me  
10 point out that, first of all, 15 states use  
11 beneficiary residency as at least a criterion.

12           Second is --

13           JUSTICE GINSBURG: How about how many  
14 states use that where the trust is administered  
15 to tax the accumulated but undistributed  
16 income?

17           MR. SAWCHAK: That -- fewer states use  
18 the place of administration as a criterion than  
19 use the criteria that are being challenged  
20 here.

21           JUSTICE GINSBURG: But does North  
22 Carolina tax a trust that's administered in  
23 North Carolina on the accumulated but  
24 undistributed income?

25           MR. SAWCHAK: Only in relation to the



1 shares of any in-state beneficiaries.

2 And, Justice Kavanaugh, if I may, I  
3 want to follow up on one point. It is a  
4 misconception by my friends to say that the  
5 Kaestners are contingent beneficiaries. The  
6 state supreme court, for example, called  
7 Mrs. Kaestner the primary beneficiary.

8 JUSTICE KAGAN: So how can the trustee  
9 change the beneficiary status? What does the  
10 trustee have to do if the trustee wants to --  
11 say, you're no longer a beneficiary? When can  
12 the trustee say that under this trust?

13 MR. SAWCHAK: I'm not sure that the  
14 trustee can do that.

15 JUSTICE KAGAN: Well, I thought -- I  
16 mean, maybe I should know this, but when people  
17 say contingent beneficiary, I'm assuming that  
18 that means that she might never get the money  
19 because the trustee might read her out of the  
20 trust.

21 MR. SAWCHAK: Your Honor, no. I think  
22 that the term "contingent beneficiary" is more  
23 often used to describe a situation where  
24 someone needs to die or some other life event  
25 needs to occur before the person becomes

1 eligible.

2 JUSTICE KAGAN: So what do you  
3 understand the contingency to be with respect  
4 to this particular trust? What is the  
5 contingency?

6 MR. SAWCHAK: There is none. And that  
7 is -- that is very much our point, is that the  
8 Kaestners -- Your Honor -- that the Kaestners  
9 were currently eligible for distributions.

10 JUSTICE KAGAN: What -- what, if  
11 anything, can happen to make the Kaestner not  
12 get that distribution? Or do you think the  
13 Kaestners are just going to get that  
14 distribution?

15 MR. SAWCHAK: So the Kaestners could  
16 have died during the years in question. But  
17 living long enough to receive distributions is  
18 not seen as a contingency.

19 JUSTICE KAGAN: The trustee cannot  
20 change the beneficiaries?

21 MR. SAWCHAK: Correct, Your Honor.

22 JUSTICE KAGAN: Can the settlor change  
23 the beneficiaries?

24 MR. SAWCHAK: No, my understanding is  
25 not. So --

1 JUSTICE KAGAN: The beneficiaries are  
2 the beneficiaries in your view?

3 MR. SAWCHAK: Right. And there are --  
4 in the case --

5 JUSTICE KAGAN: So, unless they die,  
6 they're going to get this money?

7 MR. SAWCHAK: They are -- they're  
8 going to get this money eventually, unless they  
9 die, that's right. So --

10 JUSTICE BREYER: In -- in what shares?  
11 Is there -- do they get it -- is there a  
12 definite share that they now get no matter what  
13 in the future, or can the trustee change the  
14 shares?

15 MR. SAWCHAK: There's --

16 JUSTICE BREYER: Or can anyone change  
17 the shares?

18 MR. SAWCHAK: There's not a recital in  
19 the trust agreement of any shares.

20 JUSTICE BREYER: No. Look, there are  
21 five people. Two of them live in North  
22 Carolina. The trust earns a million dollars in  
23 a particular year.

24 Are the two in North Carolina each  
25 entitled to \$200,000 eventually, or is it

1 possible they'll get less, or is it possible  
2 they'll get more?

3 MR. SAWCHAK: It is possible that  
4 they'll get less or more. There is not a pro  
5 rata --

6 JUSTICE BREYER: Then how do you know  
7 how much of the share of the trust's income in  
8 that year, the million dollars, North Carolina  
9 should tax?

10 MR. SAWCHAK: Pro rata.

11 JUSTICE BREYER: What do you mean, pro  
12 rata?

13 MR. SAWCHAK: If there are five  
14 beneficiaries, for example, and two of them are  
15 North Carolinians.

16 JUSTICE BREYER: Yeah, yeah.

17 MR. SAWCHAK: Assuming that the trust  
18 instrument doesn't include any division there.

19 JUSTICE BREYER: Yeah, yeah.

20 MR. SAWCHAK: Forty percent.

21 JUSTICE SOTOMAYOR: But then --

22 JUSTICE BREYER: Ah. So then, if, in  
23 fact, there are 100 beneficiaries and there is  
24 a person who lives in North Carolina who  
25 eventually will get 1 millionth of 1 percent,

1 North Carolina is entitled to tax 1 percent?  
2 That's your -- that's your view, is that right?

3 MR. SAWCHAK: That -- Your Honor, I'm  
4 not sure where you're getting the 1.

5 JUSTICE BREYER: Let me make it  
6 simpler. There are five beneficiaries. One  
7 lives in North Carolina. As it turns out, that  
8 one in North Carolina gets \$3. The others get  
9 \$999,997. But North Carolina does not tax \$3.  
10 What it taxes is 20 percent or \$200,000.

11 Do I have my facts right?

12 MR. SAWCHAK: You do have those facts  
13 right. And what makes that fair, remembering  
14 that the standard here is fundamental fairness  
15 under the due process part of Quill, is that,  
16 during that period, those beneficiaries were  
17 eligible for distributions and all the while --

18 JUSTICE SOTOMAYOR: But you're  
19 changing the trust instrument because you as a  
20 state are saying the trust must give them  
21 20 percent each, because, regardless of what  
22 the terms of the trust are, I'm going to tax  
23 you on that 20 percent even though you might  
24 get none, even though you might get more.

25 You're still a trust, you're being

1 charged for 20 percent because you should have  
2 given her 20 percent. That's really what  
3 you're saying, isn't it?

4 MR. SAWCHAK: That -- you're right,  
5 Your Honor, to say there is a -- assuming  
6 nothing's in the trust instrument, there would  
7 be a full --

8 JUSTICE SOTOMAYOR: No, there is  
9 something in the trust instrument here. The  
10 trust instrument says that the trustee has  
11 absolute discretion to give her something or  
12 nothing, to give three people -- I think  
13 there's two or three children; I don't know how  
14 many there are here, but let's assume there's  
15 four of them, her and three children, for using  
16 even numbers.

17 The trustee could choose to -- if she  
18 had a disabled child, to give it all to the  
19 disabled child or to divide it among the three  
20 because she's very rich and they're not. The  
21 trustee has a lot of discretion.

22 But you, the state, are changing the  
23 terms of the trust instrument in saying each of  
24 them must still pay 25 percent.

25 MR. SAWCHAK: That is correct, that

1 nothing else appearing, we make the pro rata.  
2 And here's why that's fair. First of all,  
3 throughout the period in question, those people  
4 had true ownership of the accumulating assets.

5 Secondly, also essentially on a pro  
6 rata basis, North Carolina is protecting each  
7 of them.

8 CHIEF JUSTICE ROBERTS: You're not  
9 taxing any of those people. You're taxing the  
10 trust, right?

11 MR. SAWCHAK: We are taxing at the  
12 trust level. Of course, the -- the trust  
13 income fundamentally under trust law belongs to  
14 them.

15 CHIEF JUSTICE ROBERTS: What do you do  
16 about the problem I understand Justice Breyer's  
17 question to be getting at, which is other  
18 jurisdictions? Is there a -- an established  
19 way of allocating the tax burden? You know, if  
20 you have income from two states, they usually,  
21 you know, divvy it up according to some  
22 formula.

23 In the situation where you get 3 -- \$3  
24 goes to North Carolina and the other number  
25 goes somewhere else, if those other

1 jurisdictions want to tax the trust on those  
2 same funds, is there a mechanism for allocating  
3 that?

4 MR. SAWCHAK: There is, Your Honor.  
5 Under Section 105-160.4 in North Carolina,  
6 which is the credit statute, North Carolina  
7 accords a credit for taxes paid to other  
8 states, and I should --

9 JUSTICE GINSBURG: Does it have to?

10 MR. SAWCHAK: I'm sorry?

11 JUSTICE GINSBURG: Does it have to to  
12 be constituted --

13 MR. SAWCHAK: There would come a point  
14 where the second element of Quill could become  
15 problematic in the absence of a credit.

16 I'd like to point out what the  
17 propositions are on the other side --

18 JUSTICE BREYER: From the Chief's  
19 question, I mean, yes, you -- you take if it's  
20 other states. Now it happens that each state  
21 -- each state wants to tax the same way you do,  
22 and what happens?

23 MR. SAWCHAK: The pro rata would come  
24 directly -- in a -- in a situation where,  
25 imagine, all 50 states had the same scheme --



1 JUSTICE BREYER: Uh-huh.

2 MR. SAWCHAK: -- obviously, there  
3 would be beneficiary --

4 JUSTICE BREYER: They don't all have  
5 the same scheme. One of them taxes on the  
6 basis of the money that the person who lives in  
7 their state actually gets, and it turns out  
8 that that person gets 80 percent of the income.  
9 But the North Carolina person gets 3 percent.  
10 What happens?

11 MR. SAWCHAK: In a situation where --  
12 are you assuming in your question, Your Honor,  
13 that distribution -- actual distributions have  
14 occurred?

15 JUSTICE BREYER: Some states take on  
16 the basis of actual distributions. Other  
17 states have other ways of doing it. Some might  
18 tax the trust on the basis of the fact that all  
19 the administrators and the tax trustee and  
20 everybody else is in New York. Okay?

21 There are many different ways. How do  
22 they figure it out? Do they all meet and  
23 figure it out? What happens? I'm just  
24 curious.

25 MR. SAWCHAK: They don't meet to

1 figure it out. There are credit statutes in  
2 most of the states that accord a credit. I'd  
3 point out also where actual distributions  
4 occur, the trust level itself gets a  
5 deduction -- this is through the incorporation  
6 of Section 662 of the federal code -- for the  
7 distributed amounts.

8 I'd like to draw attention, if I  
9 might, to what the propositions are, first of  
10 all, that the state supreme court founded us  
11 on, and, secondly, what my friend is arguing,  
12 because part of the attraction of what North  
13 Carolina's doing here is verified by the  
14 problems with -- with mandating under the due  
15 process clause a different approach.

16 First of all, the state supreme  
17 court's reasoning was, pages 13a and 18a of the  
18 petition appendix, beneficiary contacts  
19 categorically don't count. Beneficiaries are  
20 strangers to the trust income of which they are  
21 the true owners under trust law.

22 Second, page 51 of the red brief, my  
23 friend's proposition is that only trustee  
24 contacts or trustee-related contacts, in terms  
25 of the place of administration, count. That is

1 a recipe for tax avoidance.

2 The Fielding case that this Court has  
3 on a petition, 18-664, is a graphic example.  
4 Faribault Foods was a major Minnesota company,  
5 was about to make a huge distribution of  
6 profits to the beneficiaries. On the eve of  
7 that distribution, the trustee was replaced  
8 with a Texas trustee, a state which has no  
9 state income tax, as I'm sure the Court knows.  
10 And the trust, so far, has successfully taken  
11 the position in Fielding that trustee contacts  
12 are all that count.

13 JUSTICE GORSUCH: And, counsel, along  
14 those lines, if I'm -- if I'm understanding  
15 your position correctly, because you think that  
16 rule is inequitable, you'd have us overrule  
17 Safe Deposit and Brooke, two decisions of this  
18 Court that suggest that that's the correct  
19 rule, is that right?

20 MR. SAWCHAK: Not overrule them, Your  
21 Honor. They could be --

22 JUSTICE GORSUCH: Well, what would you  
23 have us do with them if it's not overruling  
24 them?

25 MR. SAWCHAK: Two things, Your Honor.

1 First of all, they can be distinguished in  
2 terms of being property tax cases versus income  
3 tax cases, because this Court --

4 JUSTICE GORSUCH: Let's say I don't  
5 find that distinction particularly significant.  
6 It's slicing the baloney a little too thinly.  
7 Then what?

8 MR. SAWCHAK: Then we would be really  
9 within the proposition of the due process part  
10 of Quill, where these are decisions that have  
11 been superseded by the movement --

12 JUSTICE GORSUCH: Right. You're --  
13 you're asking us to overrule them. I mean,  
14 it's a polite way of saying overrule, isn't it?

15 MR. SAWCHAK: They've probably,  
16 frankly, already been laid aside by other -- by  
17 the due process decisions, as this Court's  
18 noted in --

19 JUSTICE GORSUCH: But that's a --  
20 that's a really nice way of saying overrule  
21 them.

22 (Laughter.)

23 JUSTICE GORSUCH: Right?

24 MR. SAWCHAK: They've probably already  
25 been --

1 JUSTICE GORSUCH: I've already been  
2 overruled; we just haven't said so.

3 MR. SAWCHAK: That's probably right,  
4 Your Honor, and let me say why that's --

5 JUSTICE GORSUCH: Okay. All right.  
6 And -- and you'd have us overrule them in the  
7 name of fundamental fairness, is that right?

8 MR. SAWCHAK: In the name of  
9 fundamental fairness because --

10 JUSTICE GORSUCH: And -- and Justice  
11 Breyer's problems notwithstanding, that -- that  
12 fundamental fairness problem, we shouldn't take  
13 into account?

14 MR. SAWCHAK: No, there are criteria,  
15 a variety of criteria out there, and every one  
16 of them --

17 JUSTICE GORSUCH: That's more  
18 fundamentally fair than the existing rule of  
19 this Court that's almost 100 years old?

20 MR. SAWCHAK: So query whether that  
21 really is the existing rule, first of all.  
22 Those are --

23 JUSTICE GORSUCH: Well, right, except  
24 for the fact that we haven't overruled it, but  
25 we really have. Okay.

1           But assuming we thought those were  
2 still precedents of the United States Supreme  
3 Court -- let's just spot me that for the  
4 moment.

5           (Laughter.)

6           JUSTICE GORSUCH: -- you think it's  
7 more fair to overrule them and proceed down the  
8 track we've just illuminated with Justice  
9 Breyer than to maintain them?

10          MR. SAWCHAK: Yes, Your Honor, for  
11 several reasons. First of all, those are  
12 physical-presence-based cases, which no longer  
13 is the focus of due process analysis.

14          Secondly, the analysis in those cases  
15 is completely unfaithful to the proposition of  
16 trust law that beneficiaries are the true  
17 owners of trust income.

18          JUSTICE SOTOMAYOR: By the way, may I  
19 throw in a third case, Hanson?

20          MR. SAWCHAK: Yes, Your Honor.

21          JUSTICE SOTOMAYOR: Hanson, you would  
22 be asking us to overrule because I don't know  
23 how you can tax somebody you have no  
24 jurisdiction over, especially if they haven't  
25 done anything like pay any money over or have

1 no contacts with the person in your state. All  
2 the meetings were in New York.

3 So add a third case you want to  
4 overrule.

5 MR. SAWCHAK: Certainly, there's no  
6 need to overrule Hanson here for two --

7 JUSTICE SOTOMAYOR: Why? So how do  
8 you -- the trustee is responsible for paying  
9 this tax. You're dragging the trustee into  
10 your court.

11 MR. SAWCHAK: The -- the taxed party  
12 is the trust, first of all, not the trustee.  
13 Two --

14 JUSTICE SOTOMAYOR: So how is the  
15 trust in your state?

16 MR. SAWCHAK: Pardon me, Your Honor?

17 JUSTICE SOTOMAYOR: I thought the  
18 trust is represent by the trustee. And the  
19 trustee is not in your state.

20 MR. SAWCHAK: The -- the trust has its  
21 presence --

22 JUSTICE SOTOMAYOR: It's not being  
23 administered in your state.

24 MR. SAWCHAK: True, but its true  
25 owner, its central figure, is in North

1 Carolina. Let me offer --

2 JUSTICE SOTOMAYOR: So why didn't we  
3 say that in Hanson?

4 MR. SAWCHAK: So Hanson, first of all,  
5 is a situation where the burden of  
6 adjudication, by the way, not taxing, fell on  
7 the person of the trustee. This Court in  
8 Walden described --

9 JUSTICE SOTOMAYOR: The same thing  
10 here. You're making the trustee liable for  
11 paying the tax. You're doing exactly what  
12 happened in Hanson.

13 MR. SAWCHAK: But it's not the  
14 trustee's money. The trustee is entitled --

15 JUSTICE SOTOMAYOR: It wasn't in  
16 Hanson either.

17 MR. SAWCHAK: Hanson is not a tax  
18 case. The -- under this Court's decision in  
19 Stone, the ultimate incidence of the tax, where  
20 it will land, will be on the beneficiary. And  
21 that makes all the difference for due process.

22 JUSTICE GINSBURG: Could North  
23 Carolina on that basis impose a property tax on  
24 the value of the trust assets because they  
25 belong to the beneficiaries?



1 MR. SAWCHAK: Yes, Your Honor.

2 JUSTICE GINSBURG: You could -- you'd  
3 impose a tax on all the property in -- in the  
4 trust?

5 MR. SAWCHAK: If there is -- there  
6 would be -- let me -- let me revise my answer  
7 to say the analysis of property taxes for the  
8 most part is more location-based than is the  
9 analysis of income tax.

10 JUSTICE GINSBURG: But you said that  
11 the beneficiaries are the true owners. It's  
12 their property. So why not a property tax?

13 MR. SAWCHAK: So there would be an  
14 argument for that, certainly, but that's not  
15 this case.

16 If I may, I'd like to reserve the  
17 balance of my time.

18 CHIEF JUSTICE ROBERTS: I'll afford  
19 you additional rebuttal time.

20 MR. SAWCHAK: Thank you, Your Honor.

21 CHIEF JUSTICE ROBERTS: Mr. O'Neil.

22 ORAL ARGUMENT OF DAVID A. O'NEIL

23 ON BEHALF OF THE RESPONDENT

24 MR. O'NEIL: Thank you, Mr. Chief  
25 Justice, and may it please the Court:

1 I'd actually like to begin where  
2 Justice Ginsburg began because I think it  
3 highlights one of the key features and critical  
4 aspects of this case that the state's position  
5 ignores and that dictates the outcome.

6 The first point is this was not really  
7 the beneficiary's money during the tax years.  
8 She didn't possess it or control it. She  
9 didn't access it. She couldn't use it. She  
10 couldn't buy anything with it, promise it to  
11 someone else. She couldn't have any say in how  
12 it was invested.

13 She didn't receive any of it, and she  
14 had no guarantee that she would ever receive a  
15 penny of it in North Carolina or anywhere else.

16 JUSTICE KAGAN: Was it the trustee's  
17 money?

18 MR. O'NEIL: It was the trustee's  
19 money.

20 JUSTICE KAGAN: He couldn't do any of  
21 those things.

22 MR. O'NEIL: He is bound, of course,  
23 by a fiduciary duty, but within those broad  
24 limits, he does exercise the possession and  
25 control that, as this Court has recognized for

1 decades --

2 JUSTICE KAGAN: He possesses it with a  
3 fiduciary duty to -- to increase that money for  
4 her.

5 MR. O'NEIL: He possesses it and  
6 controls it with a duty to act out of loyalty  
7 for a group of beneficiaries of which she is  
8 part. And if we look at the actual control  
9 that he exercised over the property and  
10 contrast it with the beneficiary, it  
11 demonstrates why the law treats him as the  
12 owner. He can buy property with it. He can  
13 sell it. He can incur liability based on how  
14 he uses it. He can enter contracts.

15 JUSTICE KAGAN: So that she eventually  
16 gets to enjoy it.

17 MR. O'NEIL: One of the fundamental  
18 problems of this tax, as the Court noted in its  
19 previous questioning, is that it's premised on  
20 the prediction that she will receive this  
21 money. But, in fact, at the time that this tax  
22 was imposed, there -- that's unknown and  
23 unknowable.

24 It's not known how many beneficiaries  
25 there are. It's not known who will actually

1 receive the money. It's not known where they  
2 will live when they receive the money, how many  
3 people it's shared with.

4 JUSTICE ALITO: So -- so what if the  
5 trust --

6 CHIEF JUSTICE ROBERTS: Well, but they  
7 know -- they know what she's getting or has  
8 gotten in a particular year. She knows  
9 where -- where she lives in that year. The  
10 hypotheticals that, well, she might not get  
11 any, she might move somewhere else, those --  
12 those are hypotheticals. For these tax years,  
13 you know where she is and you know what she's  
14 gotten.

15 MR. O'NEIL: She's gotten zero and  
16 that's a critical point for this case. She  
17 received zero money during these tax years.  
18 And she had no guarantee that she would ever  
19 receive them.

20 Now, if and when she actually does  
21 receive this property --

22 JUSTICE KAGAN: Well, she's seeing a  
23 substantial asset of hers increase in value in  
24 the bank, and even if she can't touch it right  
25 now, she's getting richer and richer because of

1 it, and that's influencing her life choices  
2 because she knows she's eventually going to  
3 enjoy that money.

4 And if you compare her to -- I mean,  
5 where -- who are the three states that could  
6 tax this? One is the state where the trustee  
7 lives, one is the state where the trust  
8 administration is, and one is the state where  
9 the beneficiary is. The person who is getting  
10 the benefit of this increase in the asset is  
11 only the beneficiary.

12 MR. O'NEIL: Justice Kagan, the  
13 premise of the question is that this is a  
14 source of wealth for her. That is not known at  
15 this point. She does not have a current  
16 interest in this trust asset.

17 As the brief for the American College  
18 of Trusts --

19 JUSTICE KAGAN: Would your position be  
20 different if she were -- if -- if the -- if the  
21 trustee did not have this discretion as to  
22 shares?

23 Suppose that the -- the trust  
24 instrument simply said, here are the five  
25 beneficiaries. The trust will be distributed

1 pro rata. You know, if one dies, then it will  
2 be distributed pro rata as to the other four.

3 But -- but -- but the beneficiaries  
4 all know that they're going to get a fifth of  
5 this money. Would your answer be different?

6 MR. O'NEIL: If the trust instrument  
7 gave her a vested, current right to the income,  
8 then we wouldn't --

9 JUSTICE KAGAN: Not a current right.  
10 She's going to have to wait until she's  
11 whatever years old, 30, 40, whatever. She  
12 can't pull the money now. But she's going to  
13 get the money one day.

14 MR. O'NEIL: No, that -- that case  
15 would not be different because it would still  
16 be based on this speculative possibility that  
17 she will ultimately receive the money.

18 JUSTICE BREYER: We weren't  
19 speculative; that is, imagine it's not. All  
20 right? I wonder, and I'm asking this not as an  
21 argument or one way or the other, I just wonder  
22 how it works.

23 The trust gets an extra million in  
24 year 1. She will get a distribution of, say, a  
25 million in year 30. Now just -- I think, as

1 Justice Kagan said, she is now worth more money  
2 than she was before, but she's not worth more  
3 money by a million.

4 She is worth more money by a million  
5 discounted by her getting it 20 or 30 years in  
6 the future. That's why we have interest rates,  
7 that's why we have bank accounts, et cetera.

8 So how does it actually work?

9 MR. O'NEIL: She is only worth more  
10 money that's measured by the accumulation of  
11 the trust if she is guaranteed to receive that  
12 income.

13 JUSTICE BREYER: Well, let's imagine  
14 she is. I still have -- you may not know,  
15 maybe nobody's ever looked into this question  
16 -- but -- but I'm imagining that she is going  
17 to get it eventually. Maybe this is an easier  
18 case because she isn't, but I imagine that she  
19 definitely is.

20 Still, there is a problem. Of course,  
21 it will earn interest. But they'll tax the  
22 interest each year. So she's not worth now  
23 more. Try to sell it to somebody. A million  
24 dollars in the future is -- 20 years from now  
25 is worth a lot less than a million dollars --

1           MR. O'NEIL: I think it -- it's very  
2 difficult.

3           JUSTICE BREYER: How does tax law deal  
4 with this?

5           MR. O'NEIL: Tax law deals with it  
6 based on the principle of possession, control,  
7 and receipt. That is how income tax works.

8           You are taxed when you receive the  
9 income. So in your --

10          JUSTICE KAGAN: But, I mean, just what  
11 is the theoretical justification for, say,  
12 all -- all of these measures are imperfect.  
13 And -- and you can say with respect to any of  
14 these states, well, why do they get to tax  
15 undistributed income? But what you're saying  
16 is that, as between two states, Connecticut and  
17 North Carolina, we should put the taxing  
18 authority for that undistributed income growth  
19 in Connecticut. And -- and I have to say that  
20 just doesn't make a whole lot of sense to me.

21          The trustee is not going to be the  
22 beneficiary of that income growth. Whatever  
23 income growth it is and however much it's  
24 discounted, the beneficiary, who's getting  
25 richer, is sitting in North Carolina.



1           MR. O'NEIL: Again, the premise is  
2 that she's getting richer, which assumes that  
3 she will get --

4           JUSTICE KAGAN: She's definitely  
5 getting more richer than the trustee is. The  
6 trustee's bank account is not changing.

7           MR. O'NEIL: The only thing we know at  
8 time X when this tax is imposed is that the  
9 trustee possesses and controls the property.  
10 As you pointed out, he has a duty of loyalty,  
11 so he can't spend it on himself and he can't  
12 give it to his friends.

13           But, within those limits, he is the  
14 owner of the property. We do not know that the  
15 beneficiary will ever actually receive that  
16 property.

17           JUSTICE KAVANAUGH: If -- I thought we  
18 didn't need to answer the question raised by  
19 Justice Kagan's previous hypothetical, and just  
20 raised by you, which is, if we did know, in  
21 other words, if it were guaranteed or certain,  
22 that might or might not be a different case.

23           But this case is one where we don't  
24 know based on the nature of the trust  
25 contingent or discretionary beneficiary, and

1 for that case, the answer, I thought you were  
2 arguing, should be that the state where the  
3 beneficiary resides cannot tax, but we could  
4 leave open the question raised by Justice  
5 Kagan's hypothetical.

6 Is that not right?

7 MR. O'NEIL: You -- you could. The  
8 case here involves one in which -- a trust  
9 agreement in which the trustee has absolute  
10 discretion to distribute this property as he  
11 sees fit and where he also has discretion to  
12 extend the trust into a new trust if he  
13 believes that the beneficiary would --

14 CHIEF JUSTICE ROBERTS: Well, but if  
15 we leave --

16 JUSTICE GINSBURG: Doesn't that  
17 require her consent? Isn't that --

18 MR. O'NEIL: Under New York law, it  
19 would not require her consent. In fact, he did  
20 consult with her, because, as part of his  
21 duties to ensure -- to determine whether she  
22 was prepared to receive the money, he consulted  
23 with her, but, under New York law, the  
24 decanting statute does not require the consent  
25 of the beneficiary.

1                   JUSTICE GINSBURG: But if she decided  
2 at age 40 she wanted -- she wanted all the  
3 property?

4                   MR. O'NEIL: If she decided that, then  
5 it would be in the trustee's discretion to  
6 decide whether, acting out of loyalty with her,  
7 for her, and in good faith, whether her  
8 interests were better served by an extension of  
9 that trust and a decanting of that property  
10 into a new trust.

11                   JUSTICE KAVANAUGH: What states do  
12 something like this? In other words, where  
13 it's discretionary or contingent beneficiary  
14 and impose the tax where the trust's trustee is  
15 in another state?

16                   MR. O'NEIL: So, Justice Kavanaugh,  
17 you are correct about that. There are  
18 currently three states that use the presence of  
19 a beneficiary -- of a contingent beneficiary as  
20 the sole factor on which they will tax the  
21 accumulated income of a trust.

22                   As you pointed out, Tennessee has  
23 eliminated its income tax as of 2021. Georgia  
24 may or may not do it. Practitioners disagree  
25 about that. So that leaves North Carolina

1 alone as the state that actually imposes a full  
2 tax on the accumulated income of a trust  
3 based on -- based only on the fact of a  
4 contingent beneficiary.

5 JUSTICE SOTOMAYOR: You're adding  
6 differently than I am. Tennessee's done away  
7 with income tax. Which was the other one?

8 MR. O'NEIL: Georgia and North  
9 Carolina.

10 JUSTICE SOTOMAYOR: I thought there  
11 were four states. Am I wrong?

12 MR. O'NEIL: We believe there are  
13 three.

14 JUSTICE SOTOMAYOR: So just the --

15 MR. O'NEIL: We believe there are  
16 three.

17 JUSTICE KAGAN: Mr. O'Neil, do you  
18 think that New York can tax this income?

19 MR. O'NEIL: For periods of time in  
20 which the trust was administered in New York,  
21 yes, New York could tax the income.

22 JUSTICE KAGAN: So the state of  
23 administration can tax the income?

24 MR. O'NEIL: Yes, Justice Kagan.

25 JUSTICE KAGAN: And the state of the

1 trustee can tax the income?

2 MR. O'NEIL: That's correct.

3 JUSTICE KAGAN: And the only state  
4 that can't tax the income is the state that is  
5 providing services to the person who's going to  
6 benefit from the income growth?

7 MR. O'NEIL: The state where the  
8 beneficiary resides is really no differently  
9 situated from any other state. The fact that  
10 the beneficiary lives there is just -- it's --  
11 it's advantageous from the perspective of the  
12 trustee. The beneficiary can move from state  
13 to state to state during each of these years  
14 and nothing about the trust administration  
15 would change.

16 JUSTICE KAGAN: But, meanwhile, it's  
17 -- I mean, well, if she moves from state to  
18 state to state, then each state for those  
19 particular years where she lives in the state  
20 can tax it, but eventually she's going -- and I  
21 know you say, well, maybe she won't, and -- but  
22 you answered my hypothetical, where you said,  
23 even if there were no contingency, the state of  
24 residency couldn't tax.

25 For these tax years, North Carolina is

1 providing services to a person who and the only  
2 person who is going to benefit from the income  
3 growth of this trust.

4 MR. O'NEIL: First, I want --

5 JUSTICE KAGAN: And, again, nothing's  
6 perfect. But as between those -- as among  
7 those three choices, I would think North  
8 Carolina has by far the greatest interest in  
9 taxation.

10 MR. O'NEIL: First, I want to make  
11 sure I was clear that if there is no  
12 contingency, if the beneficiary has an absolute  
13 right to the income in a particular year, the  
14 state of residence absolutely can tax that.

15 JUSTICE KAGAN: I wasn't talking about  
16 contingency. And you -- you keep changing it,  
17 as like I have a right to the income. But I'm  
18 -- I'm presuming that nobody can touch this  
19 corpus for a while, for five years, for 10  
20 years, but, eventually, you said, if somebody,  
21 you know, somebody was going to be able to  
22 access both the income and maybe the body of  
23 the trust, and still North Carolina couldn't  
24 tax it, notwithstanding that Connecticut and  
25 New York can tax it, where, you know, they just

1 have some officers who are pushing a lot of  
2 paper.

3 But all the benefit of this trust is  
4 going to this person who lives down in North  
5 Carolina.

6 MR. O'NEIL: I think you actually have  
7 to look at what benefits are being provided.  
8 So during her tax -- the tax years, during the  
9 years in which she's living in North Carolina,  
10 she is paying income tax on all of the money  
11 she actually receives for the benefit of being  
12 a North Carolina citizen, just as every other  
13 citizen does.

14 Now she is not being taxed on income  
15 that she doesn't have, that she can't demand,  
16 that she has no right to.

17 JUSTICE KAGAN: Yeah, Mr. O'Neil, if I  
18 could say, I mean, suppose she's making  
19 \$100,000 a year. A person in North Carolina  
20 who's making \$100,000 a year and a person in  
21 North Carolina who's making that exact same  
22 amount of income and has a \$20 million trust  
23 are really in two different positions.

24 MR. O'NEIL: That rationale, though,  
25 it's not limited to trusts. Of course, you

1       could have a child whose parent -- who has a  
2       very wealthy parent in another state and you  
3       could say, well, that child is differently  
4       situated from one that does not have family  
5       resources of that kind.

6                But, in the eyes of the law, they are  
7       not in any different situation.  Neither one of  
8       them can demand that money.  Neither one of  
9       them actually gets it.  And it would not allow  
10      the state where the beneficiary lives to go and  
11      tax a parent who has a large amount of income  
12      because it would someday be destined for the  
13      kid or --

14               JUSTICE ALITO:  But I thought this  
15      case was simpler than your argument seems to be  
16      making it.  I thought this was a case about a  
17      state imposing a tax on someone for money that  
18      that person may never get.  And if -- and if  
19      the person ever gets some money, we'd have no  
20      idea how much that money would be.  Isn't that  
21      what this case is about?

22               MR. O'NEIL:  So that's exactly right.  
23      I was -- that's exactly right.

24               JUSTICE GINSBURG:  What -- what is the  
25      uncertainty, other than she has to stay alive?



1           MR. O'NEIL: She has to stay alive.  
2           The assets could be dissipated because of poor  
3           investments. The trustee could decide that  
4           she's not ready to receive the money. The  
5           trustee could decide that the money should go  
6           to some other beneficiary.

7           There are a number of ways in which --

8           JUSTICE GINSBURG: I thought she was  
9           the first-line beneficiary, the primary  
10          beneficiary?

11          MR. O'NEIL: She's among a group of  
12          primary beneficiaries that at the point in time  
13          of the tax years included her and her children.  
14          Of course, something could happen to her  
15          children, and the money would then need to be  
16          devoted to that purpose.

17          But, Justice Ginsburg, even if it is  
18          very likely, even if we assume it's very likely  
19          that this money will go to her, it is not hers  
20          until it goes to her. And when it goes to  
21          her -- and I think this is a critical part of  
22          -- of the response to the state here, when it  
23          goes to her, the state is free to tax it. And  
24          it can tax it not only --

25          JUSTICE KAVANAUGH: She might be in a

1 different state when it goes to her. That's  
2 part of your point too, isn't it?

3 MR. O'NEIL: She may well live in a  
4 different state. And if she lives in a  
5 different state --

6 JUSTICE KAVANAUGH: In other words,  
7 when she gets the benefit of the money, if she  
8 ever gets the benefit --

9 MR. O'NEIL: Right.

10 JUSTICE KAVANAUGH: -- if the  
11 beneficiary ever gets the benefit, they might  
12 not live in North Carolina.

13 MR. O'NEIL: That's exactly right.  
14 And if she no longer lives in North Carolina,  
15 then North Carolina, with no legitimate basis  
16 whatsoever, will have been -- have taken  
17 property from the corpus of the trust.

18 CHIEF JUSTICE ROBERTS: You -- do I  
19 understand you to say that the trust can be  
20 taxed in the years -- by North Carolina in the  
21 years when it actually distributes money to the  
22 North Carolinian?

23 MR. O'NEIL: That's correct.

24 CHIEF JUSTICE ROBERTS: Well, but it  
25 won't happen that way, because the North

1 Carolina resident is going to be taxed on that  
2 money by North Carolina as income.

3 MR. O'NEIL: So, if the question is  
4 can the beneficiary be taxed on the  
5 distribution in the year it's actually made,  
6 the answer is yes.

7 CHIEF JUSTICE ROBERTS: Sure. Right.

8 MR. O'NEIL: Can the trust? No, at  
9 that point, it won't be trust property. At  
10 that point, it will be the beneficiary's  
11 property.

12 And this -- you know, the federal  
13 government has the same issue. U.S. citizens  
14 can have trusts that are located abroad, and  
15 what the federal government does is impose a  
16 throw-back tax so that when the beneficiary  
17 actually receives the money, the beneficiary  
18 can be taxed not only on that distribution but  
19 also on -- on income that had accumulated in  
20 previous years and that the trustee did not pay  
21 taxes on.

22 JUSTICE KAVANAUGH: And throw-back  
23 taxes are -- are permissible, constitutional?  
24 You're not challenging those in any way?

25 MR. O'NEIL: We are not. We believe

1 throw-back taxes are permissible because they  
2 are taxing the beneficiary resident on money in  
3 their hands at that point.

4 JUSTICE BREYER: Are there other  
5 instances in tax law where a resident of state  
6 B -- state A, is taxed by state A, on the basis  
7 of an increase of value of property that is  
8 located in state B?

9 In other words, I own some property, a  
10 piece of land in New Hampshire or let's say  
11 Maine, and I am a resident of Florida or North  
12 Carolina. Can North Carolina impose a tax upon  
13 me because the land that I now own in Maine is  
14 worth more this year than it was last year?

15 MR. O'NEIL: The state where the --  
16 where the owner lives in that hypothetical  
17 could tax on the income received from the  
18 property.

19 JUSTICE BREYER: No, I understand.  
20 I'm not asking that.

21 MR. O'NEIL: Yeah.

22 JUSTICE BREYER: I'm asking whether --  
23 to repeat what I said -- a North Carolina  
24 resident owns a piece of land in Maine. This  
25 year, that piece of land is worth more than it

1 was last year.

2 Can North Carolina tax that increase  
3 in value?

4 MR. O'NEIL: If the North Carolina  
5 resident has a current right --

6 JUSTICE BREYER: Well, of course, she  
7 has a current right to go up to Maine and sit  
8 on her own land.

9 MR. O'NEIL: Well, under this Court's  
10 decision, North Carolina can't tax property  
11 that's located in a different state. I take  
12 your question to be --

13 JUSTICE KAGAN: Can't tax real  
14 property.

15 MR. O'NEIL: Can't tax real property.  
16 So --

17 JUSTICE KAGAN: Right, but suppose  
18 somebody owns a stock portfolio.

19 MR. O'NEIL: Yes. So the answer --

20 JUSTICE KAGAN: Now mostly people --  
21 you know, mostly we wait until somebody sells  
22 the stock.

23 MR. O'NEIL: That's correct. But we  
24 can --

25 JUSTICE KAGAN: But we could --

1 MR. O'NEIL: We could impose --

2 JUSTICE KAGAN: -- do it otherwise.

3 MR. O'NEIL: A state could enact a  
4 wealth tax if the -- if the person that they  
5 are taxing has a current vested right to that  
6 and it's something that they could sell. It's  
7 alienable. In that instance, the state could  
8 impose a tax for the wealth that is in the  
9 resident's hand.

10 And that's the situation in the  
11 Commonwealth versus Stewart case that the state  
12 relies on, the 1940 Pennsylvania Supreme Court  
13 decision that the state relies on. That is a  
14 tax on the resident for property in the  
15 resident's hands.

16 And that is a fundamentally different  
17 situation from the tax here, which is a tax on  
18 the trustee, who is a non-resident, for income  
19 that the beneficiary has not received.

20 So the short answer --

21 JUSTICE SOTOMAYOR: I thought in your  
22 brief you conceded that if this trust was a  
23 demand trust, the beneficiary could say: I  
24 want X, that that could be taxed by North  
25 Carolina?

1                   MR. O'NEIL: That's correct, whether  
2 she actually receives it or not.

3                   JUSTICE SOTOMAYOR: So the thing that  
4 Justice Kavanaugh and Justice Alito were  
5 reserving, and I assume Justice Kagan, was on  
6 the question of what happens if she is a  
7 guaranteed distributor -- distributee, meaning  
8 she can't call it today, but at age 40 or at  
9 the end of the trust life, at some point, she's  
10 going to be the 100 percent owner or going to  
11 be a fixed 10 percent owner, whatever it might  
12 be, they're saying we should reserve on that  
13 question?

14                   MR. O'NEIL: I think that would be a  
15 different case. I think -- I think the -- the  
16 trust instrument here is important to the facts  
17 of this case and to the outcome.

18                   Here, the trustee has absolute  
19 discretion, and what that means is that she is  
20 not guaranteed ever to receive --

21                   JUSTICE SOTOMAYOR: All right. So  
22 give me the argument the other way. Let's  
23 assume she was the 100 percent distributee at  
24 the end of the trust life, which will be in  
25 five or 10 years, or she's 20 percent or she's

1 30 percent, whatever it is.

2 Why do you think the state might have  
3 more purchase to tax then?

4 MR. O'NEIL: If the beneficiary had a  
5 vested right in a certain percentage of the  
6 trust, then we would treat her as having a  
7 current interest in that trust.

8 So I would say they still could not  
9 tax her for the income, but that's a situation  
10 in which -- that would implicate Justice  
11 Breyer's question where if she has a current  
12 right to that, the state could, if it wanted,  
13 impose a wealth tax and tax her for that  
14 portion of it because that would be money that  
15 is in her hands currently and that she could  
16 sell, she could promise to someone else.

17 But this trust agreement is critically  
18 different in two respects. First, her receipt  
19 of anything is dependent on the trustee's  
20 decision to give it to her, period.

21 Second, she had -- has no right to  
22 promise, sell, or do anything with the -- with  
23 the possibility that she may some day receive  
24 these assets. This is a spendthrift trust, and  
25 that means she has no right that she can sell



1 or alienate. And that makes it fundamentally  
2 different from a situation in which a  
3 beneficiary has a current vested right that the  
4 state could -- if it -- if it passed a law that  
5 allowed that, that the state could tax through  
6 a -- through a wealth tax.

7 I'd like to just focus, if I could, on  
8 the -- on the point of the throw-back tax  
9 because I do think -- I do think it is an  
10 answer to why -- to the state's concern about  
11 all of the potential loss of revenue that it  
12 may -- may -- may lose out on here.

13 If and when this money is actually  
14 distributed to the beneficiary, if she is a  
15 North Carolina resident at that time, the state  
16 can get all of this income tax back by taxing  
17 the beneficiary.

18 JUSTICE KAVANAUGH: Well, but they're  
19 assuming she or people in that position are  
20 going to move before that happens.

21 MR. O'NEIL: States have --

22 JUSTICE KAVANAUGH: To -- to pick up  
23 on --

24 MR. O'NEIL: Right.

25 JUSTICE KAVANAUGH: -- Justice Kagan's

1 point.

2 MR. O'NEIL: Yeah.

3 JUSTICE KAVANAUGH: That's -- that's  
4 the issue, right?

5 MR. O'NEIL: Well, state --

6 JUSTICE KAVANAUGH: The real world  
7 issue is she's not going to be around in North  
8 Carolina or -- and I don't want to talk about  
9 particular people, but people in this position  
10 won't be around in the state because they'll go  
11 to Florida or Texas or Nevada.

12 MR. O'NEIL: So states have all the  
13 tools they need to address that. There are  
14 anti-abuse doctrines in the tax laws that will  
15 look through and discount a sham change in  
16 residency.

17 JUSTICE KAVANAUGH: A sham change, but  
18 a lot of people can change residences, as you  
19 well know. That's the -- I mean, states  
20 actually advertise on that basis.

21 MR. O'NEIL: Including --

22 JUSTICE KAVANAUGH: Come to our state.  
23 Don't pay the income tax.

24 MR. O'NEIL: Right. And, in fact,  
25 North Carolina --

1 JUSTICE KAVANAUGH: That's what North  
2 Carolina is worried about.

3 MR. O'NEIL: Right. North Carolina  
4 itself advertises on the basis of its low tax  
5 burden.

6 If it's a true change in residency,  
7 Justice Kavanaugh, that is not a -- a  
8 trust-specific issue. People move from state  
9 to state all the time, and when they do, there  
10 are tax consequences, but we don't call that a  
11 judicial tax shelter; we call that federalism.

12 That is basically the inter --

13 JUSTICE BREYER: The -- the  
14 interesting question here, I guess we don't --  
15 and it's -- this doesn't happen, it hasn't  
16 happened that way, except maybe in North  
17 Carolina -- no, not even North Carolina.

18 State A decides that its current  
19 residents will be taxed on the basis of their  
20 wealth, and it includes in wealth increased  
21 value of out-of-state property.

22 Now, we know if it's real property,  
23 they can't do it, but what about intangible  
24 property?

25 MR. O'NEIL: If --

1 JUSTICE BREYER: And it could happen,  
2 you know. States could decide we're going to  
3 impose wealth taxes. They could.

4 And then we'll be faced with that  
5 problem. But your view is that is not this  
6 case because this case, we don't know exactly  
7 what the beneficiary will get, when she'll get  
8 it, or perhaps even if she will get it. Do I  
9 have this summarized correctly, so I can't  
10 reach the really interesting legal question?

11 MR. O'NEIL: You -- you have that --  
12 you have that correct. It's also different  
13 from this case because, you know -- and this is  
14 another key point that the state overlooks --  
15 the tax here was not on the beneficiary.

16 The tax here was on the trustee. The  
17 state's laws on this are crystal clear. The  
18 statute at issue says "the fiduciary shall pay  
19 the tax." In -- in a section --

20 JUSTICE KAGAN: Well, the fiduciary  
21 shall pay the tax, but wouldn't the state say  
22 that the tax is on the trust itself?

23 MR. O'NEIL: The state could say that,  
24 but -- but that ignores the practical operation  
25 of the tax. If this tax is not paid, the state

1 is going to come after the trustee, not the  
2 beneficiary, for the consequences.

3 If, as happened here, the trustee  
4 believes that the tax is unlawful, then the  
5 trustee needs to hire a lawyer, defend against  
6 the liability, subject himself to discovery,  
7 and in general, as the brief for Chamber of  
8 Commerce explains, subject himself to all of  
9 the same burdens that a defendant does in a  
10 civil case. It is the equivalent of receiving  
11 a summons in a civil action.

12 CHIEF JUSTICE ROBERTS: Does it matter  
13 to the trustee in administration of the trust  
14 where the money is going to go?

15 MR. O'NEIL: The trustee has a duty of  
16 loyalty to act in the best interests of the  
17 trust -- of the trust beneficiaries.

18 CHIEF JUSTICE ROBERTS: No, but, I  
19 mean, let's say one of the children is in North  
20 Carolina; the other is in Pennsylvania. Are  
21 they in any way treated differently by the  
22 trustee given their state of residence?

23 MR. O'NEIL: No, no. The trustee does  
24 not care where the beneficiaries live. He has  
25 no control over where they live. And that's

1 another reason why the forum here, North  
2 Carolina, really just is not relevant to the  
3 operation of the trust, the trustee's duties,  
4 or the way in which he administers it.

5           Again, the beneficiaries here could  
6 have moved to a whole range of different  
7 states, and nothing about the operation of this  
8 trust or the relationship among the parties  
9 would change.

10           JUSTICE KAGAN: Could -- could you  
11 just say a few words as to what the theoretical  
12 justification is for why New York and  
13 Connecticut can tax the growth of these assets?

14           MR. O'NEIL: This Court supplied the  
15 theoretical basis for that in the Greenough  
16 case. And the basis is that, for -- for tax  
17 purposes and for viewing who is the actual  
18 owner, control and possession equals ownership.

19           So the state where the trustee owns  
20 the property, in this case Connecticut,  
21 protects the trustee's ownership of those -- of  
22 that property. And -- and, in addition,  
23 states, including North Carolina, provide that  
24 the courts are open to the trust in the state  
25 in which it's administered.

1           So the -- the trustee has access to  
2 the courts. The courts can adjudicate the  
3 rights among the parties. And that is a state  
4 interest that justifies the taxation of the  
5 trust property.

6           JUSTICE GINSBURG: You say there are  
7 two states, the one where the trustee resides  
8 and the one where the trust is administered.

9           MR. O'NEIL: That's correct, Justice  
10 Ginsburg. I'd like to say --

11           JUSTICE GINSBURG: Do both impose a  
12 tax? And I guess they have credit mechanisms.

13           MR. O'NEIL: That would be a separate  
14 -- that's a separate Commerce Clause problem,  
15 whether there are -- there's allocation,  
16 whether they're internally inconsistent.

17           I would -- I would point out that, in  
18 fact, North Carolina says it provides  
19 allocation. It -- it provides a credit only  
20 for source income in a different state. So, in  
21 fact, if another tax -- state taxed this trust  
22 as a resident, North Carolina would not credit  
23 that property.

24           JUSTICE KAVANAUGH: What about your  
25 colleague's argument that the precedent which

1 you say would have to be upheld here has  
2 already been overturned in some fashion or  
3 another? Can you respond to that?

4 MR. O'NEIL: Safe Deposit, Brooke,  
5 Guaranty Trust, all turn on the same principle  
6 of actual possession and control and look at  
7 the reality of the relationships among the  
8 trust -- trust participants. They are every  
9 bit as valid today as they were then.

10 The -- the -- the argument in those  
11 cases was we can tax the beneficiary as if she  
12 owned the property because she really did. And  
13 the -- and the Court said, using the same  
14 principles of trust law that apply today, she  
15 really -- the beneficiary really isn't the  
16 owner of the property there, so we're not going  
17 to allow taxation of that.

18 Before I sit down, I would like to  
19 respond very briefly to the state's argument  
20 about Wayfair. Wayfair is irrelevant to this  
21 case except in one important respect. An  
22 accurate analogy to the facts of Wayfair shows  
23 why the tax here is unconstitutional. In  
24 Wayfair, the state pointed to the taxpayer's  
25 own forum-directed conduct and said that was



1 sufficient.

2           In this case, what the state is doing  
3 is pointing not to the taxpayer's own conduct,  
4 but to the conduct of some other person. And  
5 so if North Carolina were right in its position  
6 today, it would mean that any one of the C  
7 corporations in Wayfair could have been taxed  
8 anywhere that a beneficial shareholder lived  
9 based solely on the fact of the -- of their  
10 residence. And that is not the rule that this  
11 Court has applied.

12           This case presents a straightforward  
13 and textbook application of the settled rule  
14 that the unilateral activity of a third party  
15 does not create jurisdiction. This Court has  
16 resolved the question presented twice, both in  
17 Safe Deposit and in the canonical case of  
18 Hanson v. Denckla, Justice Sotomayor, as you  
19 pointed out, and there is no reason to  
20 reconsider those cases here. The Court should  
21 affirm them.

22           CHIEF JUSTICE ROBERTS: Thank you,  
23 counsel.

24           Five minutes, Mr. Sawchak.

25

1 REBUTTAL ARGUMENT OF MATTHEW W. SAWCHAK  
2 ON BEHALF OF THE PETITIONER

3 MR. SAWCHAK: Thank you, Your Honor.  
4 Just to begin with first principles,  
5 this is a due process challenge to a state tax  
6 on the proposition that beneficiary contacts,  
7 beneficiary residency categorically doesn't  
8 count.

9 Now, many members of the Court have  
10 raised questions about the amount that can be  
11 taxed. That's fundamentally a point under the  
12 second element of Quill. And as this Court  
13 said in -- in MeadWestvaco, as long as there  
14 are minimum connections to the state, whether  
15 the amount that could be taxed is -- is a  
16 separate inquiry. All that really the Court  
17 might have occasion to do here is to reject the  
18 proposition of the state supreme court that  
19 beneficiary contacts don't count.

20 After all, this is the first trust tax  
21 case since 1947. It might be well to leave to  
22 the state courts to sort out complexities under  
23 the second element of Quill.

24 JUSTICE GINSBURG: What do you do with  
25 Mr. O'Neill's canonical case of Hanson against

1 Denckla?

2 MR. SAWCHAK: Two major points I'd  
3 make about Hanson, Your Honor. First of all,  
4 Hanson is a situation where the burdens fell on  
5 an out-of-state party, namely Wilmington Trust,  
6 the out-of-state Delaware trustee.

7 Here --

8 JUSTICE GINSBURG: What kind of burden  
9 was on the trustee? That was a fight between  
10 three sisters for the ownership of the  
11 settlor's assets.

12 MR. SAWCHAK: It was, Your Honor. But  
13 the point that ended up driving the rule 19  
14 analysis in that case was effectively or it was  
15 exactly an adjudicative jurisdiction challenge.

16 JUSTICE GINSBURG: I thought that was  
17 just because Florida decided to make the -- the  
18 Delaware trustee an indispensable party.

19 MR. SAWCHAK: That's correct. And  
20 what drove the indispensability analysis and  
21 what my friend cites is the internal part of  
22 the decision where adjudicative jurisdiction of  
23 the trustee is -- is rejected.

24 And here the burden of taxation falls  
25 not on an out-of-state party. The economic

1 burden falls on an in-state party, 100 percent  
2 of it. The North Carolina Kaestners, under  
3 Stone, they are the parties who ultimately feel  
4 the pinch of taxation. And that's a  
5 fundamental distinction of Hanson.

6 In addition, I'd point out that on  
7 pages 247 and 252, the Court in Hanson twice  
8 distinguished between adjudicative jurisdiction  
9 and other forms of jurisdiction. Choice of law  
10 and also distinguishing the taxing cases.

11 So Hanson is distinguishable both in  
12 terms of this fundamental reality of who's  
13 burdened and also concerning what the burden  
14 is.

15 JUSTICE GORSUCH: Well, we've never  
16 suggested, though, that tax jurisdiction  
17 exceeds adjudicative jurisdiction, have we?  
18 It's usually the other way around.

19 MR. SAWCHAK: So, the Court, I don't  
20 think, has made a directional statement one way  
21 or the other. The nature --

22 JUSTICE GORSUCH: Are you aware of a  
23 case where we've said that tax jurisdiction is  
24 broader than adjudicative jurisdiction?

25 MR. SAWCHAK: I'm not. On the other

1 hand, nor have I seen a case where the Court  
2 has said the opposite thing. But in Hanson,  
3 the Court makes a bit of a distinguishing  
4 statement about tax jurisdiction.

5 What I'd say, Justice Gorsuch, to your  
6 question is the -- the whole paradigm is  
7 different in tax jurisdiction cases. The focus  
8 is on benefits and protections.

9 To conclude, I might say this: We're  
10 asking, picking up on my colleague's federalism  
11 theme, that North Carolina's choice of taxing  
12 criteria be respected. We're not casting any  
13 doubt on any other state's taxing criteria.

14 Fundamentally, this is a due process  
15 challenge. And I would -- I would drive home  
16 again that the point that my colleague is  
17 promoting in terms of a rule under the Due  
18 Process Clause would invalidate the trust tax  
19 criteria in 33 states. That would be an  
20 aggressive deployment of the Due Process  
21 Clause.

22 Indeed, we ask instead this Court to  
23 take the approach called for by federalism and  
24 fundamental fairness, truthfully, and to  
25 reverse the judgment below.

1 Thank you.

2 CHIEF JUSTICE ROBERTS: Thank you,  
3 counsel. The case is submitted.

4 (Whereupon, at 12:09 p.m. , the case  
5 was submitted.)

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

## Official - Subject to Final Review

<b>\$</b>	<b>absolute</b> [6] 6:23 7:1 21:11 41:9 45:12 54:18 <b>absolutely</b> [1] 45:14 <b>abstraction</b> [1] 7:24 <b>access</b> [3] 33:9 45:22 62:1 <b>accord</b> [1] 25:2 <b>according</b> [2] 14:1 22:21 <b>accords</b> [1] 23:7 <b>account</b> [2] 28:13 40:6 <b>accounts</b> [1] 38:7 <b>accrual</b> [1] 11:21 <b>accumulated</b> [6] 3:24 15:15,23 42:21 43:2 50:19 <b>accumulating</b> [4] 4:13 6:9 14:19 22:4 <b>accumulation</b> [1] 38:10 <b>accurate</b> [1] 63:22 <b>act</b> [2] 34:6 60:16 <b>acting</b> [1] 42:6 <b>action</b> [1] 60:11 <b>activity</b> [1] 64:14 <b>actual</b> [7] 4:6 24:13,16 25:3 34:8 61:17 63:6 <b>actually</b> [18] 7:4 10:1 24:7 33:1 34: 25 35:20 38:8 40:15 43:1 46:6,11 47:9 49:21 50:5,17 54:2 56:13 57: 20 <b>add</b> [3] 10:5 13:9 30:3 <b>adding</b> [1] 43:5 <b>addition</b> [3] 6:1 61:22 67:6 <b>additional</b> [3] 9:25 12:21 32:19 <b>address</b> [1] 57:13 <b>adjudicate</b> [1] 62:2 <b>adjudication</b> [1] 31:6 <b>adjudicative</b> [5] 66:15,22 67:8,17, 24 <b>administered</b> [6] 15:14,22 30:23 43:20 61:25 62:8 <b>administers</b> [1] 61:4 <b>administration</b> [8] 8:9 9:3 15:18 25:25 36:8 43:23 44:14 60:13 <b>administrators</b> [1] 24:19 <b>adopting</b> [1] 8:16 <b>advantageous</b> [1] 44:11 <b>advertise</b> [1] 57:20 <b>advertises</b> [1] 58:4 <b>affirm</b> [1] 64:21 <b>affirmance</b> [1] 4:3 <b>affirmed</b> [2] 4:5,6 <b>afford</b> [1] 32:18 <b>age</b> [2] 42:2 54:8 <b>aggressive</b> [1] 68:20 <b>agreement</b> [3] 18:19 41:9 55:17 <b>Ah</b> [1] 19:22 <b>ahead</b> [3] 8:23,25 10:19 <b>alienable</b> [1] 53:7 <b>alienate</b> [1] 56:1 <b>ALITO</b> [7] 7:8 13:22 14:8,13 35:4 47:14 54:4 <b>alive</b> [2] 47:25 48:1 <b>allocating</b> [2] 22:19 23:2 <b>allocation</b> [3] 14:5 62:15,19 <b>allow</b> [2] 47:9 63:17 <b>allowed</b> [1] 56:5	<b>almost</b> [1] 28:19 <b>alone</b> [1] 43:1 <b>already</b> [5] 5:5 27:16,24 28:1 63:2 <b>American</b> [1] 36:17 <b>Americold</b> [1] 7:23 <b>among</b> [6] 21:19 45:6 48:11 61:8 62:3 63:7 <b>amount</b> [4] 46:22 47:11 65:10,15 <b>amounts</b> [1] 25:7 <b>analogy</b> [1] 63:22 <b>analysis</b> [6] 29:13,14 32:7,9 66:14, 20 <b>and/or</b> [1] 8:11 <b>Andrew</b> [1] 13:17 <b>another</b> [7] 15:8 42:15 47:2 59:14 61:1 62:21 63:3 <b>answer</b> [9] 10:18 32:6 37:5 40:18 41:1 50:6 52:19 53:20 56:10 <b>answered</b> [1] 44:22 <b>anti-abuse</b> [1] 57:14 <b>APPEARANCES</b> [1] 1:19 <b>appearing</b> [1] 22:1 <b>Appendix</b> [2] 13:16 25:18 <b>application</b> [1] 64:13 <b>applied</b> [1] 64:11 <b>apply</b> [1] 63:14 <b>approach</b> [2] 25:15 68:23 <b>approached</b> [1] 11:22 <b>April</b> [1] 1:13 <b>aren't</b> [1] 11:1 <b>arguing</b> [2] 25:11 41:2 <b>argument</b> [16] 1:16 2:2,5,8 3:4,8 8: 15 32:14,22 37:21 47:15 54:22 62: 25 63:10,19 65:1 <b>arguments</b> [1] 8:10 <b>around</b> [3] 57:7,10 67:18 <b>aside</b> [1] 27:16 <b>aspects</b> [1] 33:4 <b>asset</b> [3] 35:23 36:10,16 <b>assets</b> [6] 22:4 31:24 48:2 55:24 61:13 66:11 <b>assume</b> [4] 21:14 48:18 54:5,23 <b>assumes</b> [1] 40:2 <b>assuming</b> [6] 16:17 19:17 21:5 24: 12 29:1 56:19 <b>attacks</b> [1] 4:7 <b>attention</b> [1] 25:8 <b>attenuated</b> [1] 10:25 <b>attraction</b> [1] 25:12 <b>authority</b> [1] 39:18 <b>avoidance</b> [1] 26:1 <b>aware</b> [1] 67:22 <b>away</b> [1] 43:6	<b>61:15,16</b> <b>bears</b> [1] 3:15 <b>become</b> [1] 23:14 <b>becomes</b> [1] 16:25 <b>began</b> [1] 33:2 <b>begin</b> [2] 33:1 65:4 <b>begs</b> [1] 6:2 <b>behalf</b> [8] 1:21,24 2:4,7,10 3:9 32: 23 65:2 <b>believe</b> [4] 13:3 43:12,15 50:25 <b>believes</b> [2] 41:13 60:4 <b>belong</b> [1] 31:25 <b>belongs</b> [1] 22:13 <b>below</b> [1] 68:25 <b>beneficial</b> [2] 4:7 64:8 <b>beneficiaries</b> [33] 3:14,15,23 7:3 9:16 10:22,23 14:2,3,17 16:1,5 17: 20,23 18:1,2 19:14,23 20:6,16 25: 19 26:6 29:16 31:25 32:11 34:7, 24 36:25 37:3 48:12 60:17,24 61: 5 <b>beneficiary</b> [56] 4:20 5:2,9 12:6 14:24 15:7,11 16:7,9,11,17,22 24: 3 25:18 31:20 34:10 36:9,11 39: 22,24 40:15,25 41:3,13,25 42:13, 19,19 43:4 44:8,10,12 45:12 47: 10 48:6,9,10 49:11 50:4,16,17 51: 2 53:19,23 55:4 56:3,14,17 59:7, 15 60:2 63:11,15 65:6,7,19 <b>beneficiary's</b> [3] 4:15 33:7 50:10 <b>benefit</b> [8] 36:10 44:6 45:2 46:3, 11 49:7,8,11 <b>benefits</b> [7] 3:18 6:10,16,19 7:21 46:7 68:8 <b>best</b> [2] 11:25 60:16 <b>better</b> [1] 42:8 <b>between</b> [4] 39:16 45:6 66:9 67:8 <b>bit</b> [2] 63:9 68:3 <b>body</b> [1] 45:22 <b>both</b> [4] 45:22 62:11 64:16 67:11 <b>bound</b> [1] 33:22 <b>breach</b> [1] 13:19 <b>BREYER</b> [36] 8:19,22 9:1 10:3,16 11:2,8,23 12:13,18 13:2,5,8 18:10, 16,20 19:6,11,16,19,22 20:5 23:18 24:1,4,15 29:9 37:18 38:13 39:3 51:4,19,22 52:6 58:13 59:1 <b>Breyer's</b> [3] 22:16 28:11 55:11 <b>brief</b> [5] 8:14 25:22 36:17 53:22 60: 7 <b>briefly</b> [1] 63:19 <b>brings</b> [1] 7:25 <b>broad</b> [1] 33:23 <b>broader</b> [1] 67:24 <b>Brooke</b> [2] 26:17 63:4 <b>burden</b> [7] 22:19 31:5 58:5 66:8, 24 67:1,13 <b>burdened</b> [1] 67:13 <b>burdens</b> [2] 60:9 66:4 <b>buy</b> [2] 33:10 34:12
<b>1</b>			
1 [5] 19:25,25 20:1,4 37:24 1.2 [1] 5:2 10 [4] 9:16 45:19 54:11,25 100 [6] 10:22 19:23 28:19 54:10,23 67:1 105-160.4 [1] 23:5 11:07 [2] 1:17 3:2 12:09 [1] 69:4 13a [1] 25:17 14 [3] 10:9 11:6 12:1 15 [1] 15:10 16 [1] 1:13 18-457 [1] 3:4 18-664 [1] 26:3 18a [1] 25:17 19 [1] 66:13 1940 [1] 53:12 1947 [1] 65:21 1992 [2] 1:8 3:6			
<b>2</b>			
20 [8] 20:10,21,23 21:1,2 38:5,24 54:25 2019 [1] 1:13 2021 [1] 42:23 247 [1] 67:7 25 [1] 21:24 252 [1] 67:7			
<b>3</b>			
3 [3] 2:4 22:23 24:9 30 [4] 37:11,25 38:5 55:1 32 [1] 2:7 33 [2] 8:18 68:19			
<b>4</b>			
4 [3] 10:7 11:11,24 40 [3] 37:11 42:2 54:8			
<b>5</b>			
50 [1] 23:25 51 [3] 8:14 13:16 25:22			
<b>6</b>			
65 [1] 2:10 662 [1] 25:6			
<b>8</b>			
80 [1] 24:8			
<b>A</b>			
a.m [2] 1:17 3:2 able [1] 45:21 above-entitled [1] 1:15 abroad [1] 50:14 absence [1] 23:15			
	<b>B</b>		
	back [1] 56:16 balance [1] 32:17 baloney [1] 27:6 bank [3] 35:24 38:7 40:6 based [10] 14:11,23 15:6 34:13 37: 16 39:6 40:24 43:3,3 64:9 basically [1] 58:12 basis [13] 11:21 22:6 24:6,16,18 31:23 49:15 51:6 57:20 58:4,19		
		<b>C</b>	
		California [1] 11:4 call [3] 54:8 58:10,11	

## Official - Subject to Final Review

<p><b>called</b> [4] 7:1 8:8 16:6 68:23  <b>came</b> [2] 1:15 11:11  <b>cannot</b> [2] 17:19 41:3  <b>canonical</b> [2] 64:17 65:25  <b>care</b> [1] 60:24  <b>CAROLINA</b> [73] 1:3,20,21 3:5 4:8, 10,16 9:5,6 10:5,17 11:14,18 12:4 13:25 14:4 15:22,23 18:22,24 19: 8,24 20:1,7,8,9 22:6,24 23:5,6 24: 9 31:1,23 33:15 39:17,25 42:25 43:9 44:25 45:8,23 46:5,9,12,19, 21 49:12,14,15,20 50:1,2 51:12,12, 23 52:2,4,10 53:25 56:15 57:8,25 58:2,3,17,17 60:20 61:2,23 62:18, 22 64:5 67:2  <b>Carolina's</b> [2] 25:13 68:11  <b>Carolinian</b> [2] 11:5 49:22  <b>Carolinians</b> [3] 10:24 11:3 19:15  <b>Case</b> [42] 3:4,12 5:14 10:22 12:15 13:17 18:4 26:2 29:19 30:3 31:18 32:15 33:4 35:16 37:14 38:18 40: 22,23 41:1,8 47:15,16,21 53:11 54:15,17 59:6,6,13 60:10 61:16, 20 63:21 64:2,12,17 65:21,25 66: 14 67:23 68:1 69:3  <b>cases</b> [9] 5:6 27:2,3 29:12,14 63: 11 64:20 67:10 68:7  <b>cash</b> [1] 11:21  <b>casting</b> [1] 68:12  <b>categorically</b> [2] 25:19 65:7  <b>central</b> [1] 30:25  <b>certain</b> [2] 40:21 55:5  <b>Certainly</b> [2] 30:5 32:14  <b>cetera</b> [1] 38:7  <b>challenge</b> [3] 65:5 66:15 68:15  <b>challenged</b> [1] 15:19  <b>challenging</b> [1] 50:24  <b>Chamber</b> [1] 60:7  <b>change</b> [11] 16:9 17:20,22 18:13, 16 44:15 57:15,17,18 58:6 61:9  <b>changing</b> [4] 20:19 21:22 40:6 45: 16  <b>charged</b> [1] 21:1  <b>CHIEF</b> [22] 3:3,10 7:6,9,13 8:2,20, 24 22:8,15 32:18,21,24 35:6 41: 14 49:18,24 50:7 60:12,18 64:22 69:2  <b>Chief's</b> [1] 23:18  <b>child</b> [4] 21:18,19 47:1,3  <b>children</b> [9] 4:25 5:3 14:9,12 21: 13,15 48:13,15 60:19  <b>Choice</b> [2] 67:9 68:11  <b>choices</b> [2] 36:1 45:7  <b>choose</b> [1] 21:17  <b>circumstance</b> [1] 6:4  <b>cite</b> [1] 13:18  <b>cites</b> [1] 66:21  <b>citizen</b> [2] 46:12,13  <b>citizens</b> [1] 50:13  <b>civil</b> [2] 60:10,11  <b>claim</b> [1] 8:5  <b>clause</b> [4] 25:15 62:14 68:18,21  <b>clear</b> [2] 45:11 59:17  <b>code</b> [1] 25:6</p>	<p><b>colleague</b> [1] 68:16  <b>colleague's</b> [2] 62:25 68:10  <b>College</b> [1] 36:17  <b>come</b> [4] 23:13,23 57:22 60:1  <b>Commerce</b> [2] 60:8 62:14  <b>Commonwealth</b> [1] 53:11  <b>company</b> [1] 26:4  <b>compare</b> [1] 36:4  <b>complaint</b> [1] 10:23  <b>complete</b> [1] 13:4  <b>completely</b> [1] 29:15  <b>complexities</b> [1] 65:22  <b>comports</b> [1] 3:21  <b>conceded</b> [1] 53:22  <b>concern</b> [1] 56:10  <b>concerning</b> [1] 67:13  <b>conclude</b> [1] 68:9  <b>conduct</b> [3] 63:25 64:3,4  <b>Connecticut</b> [5] 39:16,19 45:24 61:13,20  <b>connection</b> [2] 4:15,17  <b>connections</b> [1] 65:14  <b>connects</b> [1] 4:19  <b>consent</b> [3] 41:17,19,24  <b>consequences</b> [2] 58:10 60:2  <b>constitute</b> [1] 13:24  <b>constituted</b> [1] 23:12  <b>Constitution</b> [1] 9:15  <b>constitutional</b> [1] 50:23  <b>consult</b> [1] 41:20  <b>consultation</b> [1] 5:22  <b>consulted</b> [1] 41:22  <b>contacts</b> [8] 8:12 25:18,24,24 26: 11 30:1 65:6,19  <b>contingency</b> [6] 17:3,5,18 44:23 45:12,16  <b>contingent</b> [9] 14:23 15:7 16:5,17, 22 40:25 42:13,19 43:4  <b>contract</b> [1] 7:14  <b>contracts</b> [1] 34:14  <b>contrary</b> [1] 4:2  <b>contrast</b> [1] 34:10  <b>control</b> [7] 33:8,25 34:8 39:6 60: 25 61:18 63:6  <b>controls</b> [2] 34:6 40:9  <b>corporations</b> [1] 64:7  <b>corpus</b> [2] 45:19 49:17  <b>correct</b> [12] 15:3 17:21 21:25 26: 18 42:17 44:2 49:23 52:23 54:1 59:12 62:9 66:19  <b>correctly</b> [2] 26:15 59:9  <b>couldn't</b> [8] 3:22,23 33:9,10,11,20 44:24 45:23  <b>counsel</b> [3] 26:13 64:23 69:3  <b>count</b> [6] 8:12 25:19,25 26:12 65:8, 19  <b>course</b> [7] 10:18 22:12 33:22 38: 20 46:25 48:14 52:6  <b>COURT</b> [35] 1:1,16 3:11 4:4,6 7:23, 24 16:6 25:10 26:2,9,18 27:3 28: 19 29:3 30:10 31:7 32:25 33:25 34:18 53:12 61:14 63:13 64:11,15, 20 65:9,12,16,18 67:7,19 68:1,3, 22</p>	<p><b>Court's</b> [5] 4:2 25:17 27:17 31:18 52:9  <b>courts</b> [4] 61:24 62:2,2 65:22  <b>create</b> [1] 64:15  <b>credit</b> [8] 23:6,7,15 25:1,2 62:12, 19,22  <b>criteria</b> [7] 8:18 15:19 28:14,15 68: 12,13,19  <b>criterion</b> [2] 15:11,18  <b>critical</b> [3] 33:3 35:16 48:21  <b>critically</b> [1] 55:17  <b>crystal</b> [1] 59:17  <b>curious</b> [1] 24:24  <b>current</b> [11] 10:23 36:15 37:7,9 52: 5,7 53:5 55:7,11 56:3 58:18  <b>currently</b> [5] 12:24 13:12 17:9 42: 18 55:15</p> <hr/> <p style="text-align: center;"><b>D</b></p> <hr/> <p><b>D.C</b> [2] 1:12,23  <b>DAVID</b> [3] 1:23 2:6 32:22  <b>day</b> [2] 37:13 55:23  <b>deal</b> [1] 39:3  <b>deals</b> [1] 39:5  <b>decades</b> [1] 34:1  <b>decanting</b> [3] 5:21 41:24 42:9  <b>decide</b> [6] 5:16 7:11 42:6 48:3,5 59:2  <b>decided</b> [3] 42:1,4 66:17  <b>decides</b> [1] 58:18  <b>decision</b> [5] 31:18 52:10 53:13 55: 20 66:22  <b>decisions</b> [4] 7:20 26:17 27:10,17  <b>deduction</b> [1] 25:5  <b>defend</b> [1] 60:5  <b>defendant</b> [1] 60:9  <b>defending</b> [1] 11:14  <b>defined</b> [1] 11:15  <b>definite</b> [1] 18:12  <b>definitely</b> [2] 38:19 40:4  <b>definition</b> [2] 11:16,19  <b>Delaware</b> [2] 66:6,18  <b>demand</b> [3] 46:15 47:8 53:23  <b>demonstrates</b> [1] 34:11  <b>Denckla</b> [2] 64:18 66:1  <b>DEPARTMENT</b> [2] 1:4 3:5  <b>dependent</b> [1] 55:19  <b>depending</b> [1] 11:21  <b>deployment</b> [1] 68:20  <b>Deposit</b> [3] 26:17 63:4 64:17  <b>describe</b> [1] 16:23  <b>described</b> [1] 31:8  <b>destined</b> [1] 47:12  <b>determine</b> [1] 41:21  <b>devoted</b> [1] 48:16  <b>dictates</b> [1] 33:5  <b>die</b> [3] 16:24 18:5,9  <b>died</b> [1] 17:16  <b>dies</b> [1] 37:1  <b>difference</b> [1] 31:21  <b>different</b> [2] 9:17 24:21 25:15 36: 20 37:5,15 40:22 46:23 47:7 49:1, 4,5 52:11 53:16 54:15 55:18 56:2 59:12 61:6 62:20 68:7</p>	<p><b>differently</b> [4] 43:6 44:8 47:3 60: 21  <b>difficult</b> [1] 39:2  <b>directional</b> [1] 67:20  <b>directly</b> [2] 14:16 23:24  <b>disabled</b> [2] 21:18,19  <b>disagree</b> [1] 42:24  <b>discount</b> [3] 10:9 11:12 57:15  <b>discounted</b> [3] 10:13 38:5 39:24  <b>discovery</b> [1] 60:6  <b>discretion</b> [11] 6:14,23 7:2 9:18 21:11,21 36:21 41:10,11 42:5 54: 19  <b>discretionary</b> [2] 40:25 42:13  <b>discussing</b> [1] 12:12  <b>dissipated</b> [1] 48:2  <b>distinction</b> [2] 27:5 67:5  <b>distinguish</b> [1] 5:6  <b>distinguishable</b> [1] 67:11  <b>distinguished</b> [2] 27:1 67:8  <b>distinguishing</b> [2] 67:10 68:3  <b>distributable</b> [1] 11:19  <b>distribute</b> [1] 41:10  <b>distributed</b> [5] 9:7 25:7 36:25 37: 2 56:14  <b>distributee</b> [2] 54:7,23  <b>distributes</b> [1] 49:21  <b>distribution</b> [8] 17:12,14 24:13 26: 5,7 37:24 50:5,18  <b>distributions</b> [11] 5:4 6:21 12:25 13:13 14:11 17:9,17 20:17 24:13, 16 25:3  <b>distributor</b> [1] 54:7  <b>divide</b> [1] 21:19  <b>division</b> [1] 19:18  <b>divvy</b> [1] 22:21  <b>doctrines</b> [1] 57:14  <b>doing</b> [5] 4:9 24:17 25:13 31:11 64: 2  <b>dollars</b> [7] 10:6 11:10 12:5 18:22 19:8 38:24,25  <b>done</b> [3] 11:20 29:25 43:6  <b>doubt</b> [1] 68:13  <b>down</b> [4] 8:17 29:7 46:4 63:18  <b>dragging</b> [1] 30:9  <b>draw</b> [1] 25:8  <b>drive</b> [1] 68:15  <b>driving</b> [1] 66:13  <b>drove</b> [1] 66:20  <b>due</b> [11] 3:21 20:15 25:14 27:9,17 29:13 31:21 65:5 68:14,17,20  <b>during</b> [9] 6:8 13:13 17:16 20:16 33:7 35:17 44:13 46:8,8  <b>duties</b> [2] 41:21 61:3  <b>duty</b> [7] 13:15,20 33:23 34:3,6 40: 10 60:15</p> <hr/> <p style="text-align: center;"><b>E</b></p> <hr/> <p><b>each</b> [10] 9:17 18:24 20:21 21:23 22:6 23:20,21 38:22 44:13,18  <b>earn</b> [1] 38:21  <b>earns</b> [1] 18:22  <b>easier</b> [1] 38:17  <b>economic</b> [1] 66:25</p>
---	--	---	--



## Official - Subject to Final Review

<p><b>effect</b> [2] 8:16,17  <b>effectively</b> [1] 66:14  <b>either</b> [1] 31:16  <b>element</b> [3] 23:14 65:12,23  <b>eligible</b> [6] 12:25 13:12 14:10 17:1, 9 20:17  <b>eliminated</b> [1] 42:23  <b>enables</b> [1] 6:20  <b>enact</b> [1] 53:3  <b>end</b> [2] 54:9,24  <b>ended</b> [1] 66:13  <b>ending</b> [1] 14:22  <b>enjoy</b> [2] 34:16 36:3  <b>enough</b> [1] 17:17  <b>ensure</b> [1] 41:21  <b>enter</b> [1] 34:14  <b>entire</b> [1] 6:8  <b>entitled</b> [4] 10:8 18:25 20:1 31:14  <b>equals</b> [1] 61:18  <b>equivalent</b> [1] 60:10  <b>especially</b> [1] 29:24  <b>ESQ</b> [4] 1:23 2:3,6,9  <b>essentially</b> [3] 11:18,20 22:5  <b>established</b> [1] 22:18  <b>et</b> [1] 38:7  <b>eve</b> [1] 26:6  <b>even</b> [13] 6:25 9:12 13:9 14:19 20: 23,24 21:16 35:24 44:23 48:17,18 58:17 59:8  <b>event</b> [2] 5:14 16:24  <b>eventually</b> [8] 18:8,25 19:25 34: 15 36:2 38:17 44:20 45:20  <b>everybody</b> [1] 24:20  <b>everyone</b> [1] 9:10  <b>exact</b> [1] 46:21  <b>exactly</b> [6] 31:11 47:22,23 49:13 59:6 66:15  <b>example</b> [4] 14:3 16:6 19:14 26:3  <b>exceeds</b> [1] 67:17  <b>except</b> [4] 9:11 28:23 58:16 63:21  <b>excuse</b> [1] 14:13  <b>exercise</b> [1] 33:24  <b>exercised</b> [1] 34:9  <b>existing</b> [2] 28:18,21  <b>expenses</b> [1] 6:15  <b>explains</b> [1] 60:8  <b>express</b> [1] 7:4  <b>extend</b> [2] 3:19 41:12  <b>extended</b> [2] 6:20 7:22  <b>extension</b> [1] 42:8  <b>extra</b> [3] 10:7 11:10 37:23  <b>eyes</b> [1] 47:6</p>	<p><b>fairness</b> [5] 20:14 28:7,9,12 68:24  <b>faith</b> [1] 42:7  <b>falls</b> [2] 66:24 67:1  <b>FAMILY</b> [3] 1:8 3:6 47:4  <b>far</b> [4] 12:8 13:9 26:10 45:8  <b>Faribault</b> [1] 26:4  <b>fashion</b> [1] 63:2  <b>features</b> [1] 33:3  <b>federal</b> [6] 11:16,18,22 25:6 50:12, 15  <b>federalism</b> [3] 58:11 68:10,23  <b>feel</b> [1] 67:3  <b>fell</b> [2] 31:6 66:4  <b>few</b> [1] 61:11  <b>fewer</b> [1] 15:17  <b>fiduciary</b> [6] 13:15,20 33:23 34:3 59:18,20  <b>Fielding</b> [2] 26:2,11  <b>Fifteen</b> [1] 15:5  <b>fifth</b> [1] 37:4  <b>fight</b> [1] 66:9  <b>figure</b> [4] 24:22,23 25:1 30:25  <b>find</b> [1] 27:5  <b>first</b> [24] 5:14,19 8:13 9:25 10:21 12:12 13:13 14:5 15:10 22:2 25:9, 16 27:1 28:21 29:11 30:12 31:4 33:6 45:4,10 55:18 65:4,20 66:3  <b>first-line</b> [1] 48:9  <b>fit</b> [1] 41:11  <b>five</b> [7] 18:21 19:13 20:6 36:24 45: 19 54:25 64:24  <b>fixed</b> [1] 54:11  <b>Florida</b> [3] 51:11 57:11 66:17  <b>focus</b> [4] 7:21 29:13 56:7 68:7  <b>follow</b> [2] 14:5 16:3  <b>Foods</b> [1] 26:4  <b>forms</b> [1] 67:9  <b>formula</b> [1] 22:22  <b>Forty</b> [1] 19:20  <b>forum</b> [1] 61:1  <b>forum-directed</b> [1] 63:25  <b>founded</b> [1] 25:10  <b>four</b> [3] 21:15 37:2 43:11  <b>frankly</b> [1] 27:16  <b>free</b> [2] 9:8 48:23  <b>friend</b> [4] 8:10,16 25:11 66:21  <b>friend's</b> [1] 25:23  <b>friends</b> [2] 16:4 40:12  <b>fulfill</b> [1] 6:24  <b>full</b> [2] 21:7 43:1  <b>fundamental</b> [9] 13:21 20:14 28:7, 9,12 34:17 67:5,12 68:24  <b>fundamentally</b> [6] 22:13 28:18 53: 16 56:1 65:11 68:14  <b>funds</b> [1] 23:2  <b>future</b> [3] 18:13 38:6,24</p>	<p>9 38:5 39:24 40:2,5  <b>GINSBURG</b> [23] 3:22 4:8,12,14 15: 13,21 23:9,11 31:22 32:2,10 33:2 41:16 42:1 47:24 48:8,17 62:6,10, 11 65:24 66:8,16  <b>give</b> [10] 6:20 9:18,19 20:20 21:11, 12,18 40:12 54:22 55:20  <b>given</b> [2] 21:2 60:22  <b>gives</b> [1] 6:14  <b>giving</b> [1] 6:17  <b>GORSUCH</b> [15] 26:13,22 27:4,12, 19,23 28:1,5,10,17,23 29:6 67:15, 22 68:5  <b>got</b> [3] 5:8 12:9 13:8  <b>gotten</b> [3] 35:8,14,15  <b>government</b> [2] 50:13,15  <b>graphic</b> [1] 26:3  <b>greatest</b> [1] 45:8  <b>Greenough</b> [2] 7:23 61:15  <b>group</b> [2] 34:7 48:11  <b>growth</b> [6] 39:18,22,23 44:6 45:3 61:13  <b>guarantee</b> [3] 6:5 33:14 35:18  <b>guaranteed</b> [4] 38:11 40:21 54:7, 20  <b>Guaranty</b> [1] 63:5  <b>guess</b> [2] 58:14 62:12</p>	<p><b>Immediately</b> [1] 5:25  <b>imperfect</b> [1] 39:12  <b>implicate</b> [1] 55:10  <b>important</b> [2] 54:16 63:21  <b>impose</b> [11] 4:16 31:23 32:3 42:14 50:15 51:12 53:1,8 55:13 59:3 62: 11  <b>imposed</b> [2] 34:22 40:8  <b>imposes</b> [1] 43:1  <b>imposing</b> [1] 47:17  <b>in-state</b> [3] 3:14 16:1 67:1  <b>inapposite</b> [1] 5:7  <b>incidence</b> [1] 31:19  <b>include</b> [1] 19:18  <b>included</b> [1] 48:13  <b>includes</b> [1] 58:20  <b>Including</b> [2] 57:21 61:23  <b>income</b> [6] 3:13,16,21,24 4:6,13 5:21 6:4,8 7:16 8:6 10:7 11:15,17, 19 14:22 15:16,24 19:7 22:13,20 24:8 25:20 26:9 27:2 29:17 32:9 37:7 38:12 39:7,9,15,18,22,23 42: 21,23 43:2,7,18,21,23 44:1,4,6 45: 2,13,17,22 46:10,14,22 47:11 50:2, 19 51:17 53:18 55:9 56:16 57:23 62:20  <b>inconsistent</b> [1] 62:16  <b>incorporation</b> [1] 25:5  <b>increase</b> [5] 34:3 35:23 36:10 51: 7 52:2  <b>increased</b> [3] 10:10,12 58:20  <b>incur</b> [1] 34:13  <b>Indeed</b> [2] 4:20 68:22  <b>indispensability</b> [1] 66:20  <b>indispensable</b> [1] 66:18  <b>inequitable</b> [1] 26:16  <b>influencing</b> [1] 36:1  <b>inquiry</b> [1] 65:16  <b>instance</b> [1] 53:7  <b>instances</b> [1] 51:5  <b>instead</b> [1] 68:22  <b>instrument</b> [12] 5:3 7:5 14:6 19: 18 20:19 21:6,9,10,23 36:24 37:6 54:16  <b>intangible</b> [1] 58:23  <b>inter</b> [1] 58:12  <b>interest</b> [7] 36:16 38:6,21,22 45:8 55:7 62:4  <b>interesting</b> [2] 58:14 59:10  <b>interests</b> [5] 3:14 4:7 14:2 42:8 60: 16  <b>internal</b> [1] 66:21  <b>internally</b> [1] 62:16  <b>invalidate</b> [1] 68:18  <b>invested</b> [1] 33:12  <b>investments</b> [1] 48:3  <b>involves</b> [2] 3:12 41:8  <b>irrelevant</b> [1] 63:20  <b>Isn't</b> [1] 4:24 9:10 8:12 22 21:3 27:14 38:18 41:17 47:20 49:2 63: 15  <b>issue</b> [5] 50:13 57:4,7 58:8 59:18  <b>itself</b> [4] 10:24 25:4 58:4 59:22</p>
<p style="text-align: center;"><b>F</b></p> <p><b>faced</b> [1] 59:4  <b>fact</b> [13] 5:20 6:18 19:23 24:18 28: 24 34:21 41:19 43:3 44:9 57:24 62:18,21 64:9  <b>factor</b> [1] 42:20  <b>facts</b> [14] 5:19 9:23,25 12:9,10,16, 19,21 13:2,10 20:11,12 54:16 63: 22  <b>failing</b> [1] 14:6  <b>fair</b> [4] 20:13 22:2 28:18 29:7</p>	<p style="text-align: center;"><b>G</b></p> <p><b>gave</b> [1] 37:7  <b>General</b> [2] 1:20 60:7  <b>Georgia</b> [4] 14:22 15:2 42:23 43:8  <b>gets</b> [12] 20:8 24:7,8,9 25:4 34:16 37:23 47:9,19 49:7,8,11  <b>getting</b> [9] 20:4 22:17 35:7,25 36:</p>	<p style="text-align: center;"><b>H</b></p> <p><b>Hampshire</b> [1] 51:10  <b>hand</b> [2] 53:9 68:1  <b>hands</b> [3] 51:3 53:15 55:15  <b>Hanson</b> [16] 29:19,21 30:6 31:3,4, 12,16,17 64:18 65:25 66:3,4 67:5, 7,11 68:2  <b>happen</b> [7] 9:4,6 17:11 48:14 49: 25 58:15 59:1  <b>happened</b> [3] 31:12 58:16 60:3  <b>happens</b> [6] 23:20,22 24:10,23 54: 6 56:20  <b>hear</b> [1] 3:3  <b>heart</b> [1] 4:22  <b>helpful</b> [1] 12:21  <b>highlights</b> [1] 33:3  <b>himself</b> [3] 40:11 60:6,8  <b>hire</b> [1] 60:5  <b>home</b> [3] 7:15 8:4 68:15  <b>Honor</b> [24] 4:1,18 9:25 14:12 15:4, 9 16:21 17:8,21 20:3 21:5 23:4 24: 12 26:21,25 28:4 29:10,20 30:16 32:1,20 65:3 66:3,12  <b>However</b> [2] 5:2 39:23  <b>huge</b> [1] 26:5  <b>hypothesis</b> [1] 11:6  <b>hypothetical</b> [4] 40:19 41:5 44:22 51:16  <b>hypotheticals</b> [2] 35:10,12</p> <p style="text-align: center;"><b>I</b></p> <p><b>idea</b> [1] 47:20  <b>ignores</b> [2] 33:5 59:24  <b>illuminated</b> [1] 29:8  <b>imagine</b> [4] 23:25 37:19 38:13,18  <b>imagining</b> [1] 38:16</p>	

## Official - Subject to Final Review

<p style="text-align: center;"><b>J</b></p> <p><b>Joint</b> <sup>[1]</sup> 13:16  <b>judgment</b> <sup>[1]</sup> 68:25  <b>judicial</b> <sup>[1]</sup> 58:11  <b>jurisdiction</b> <sup>[12]</sup> 29:24 64:15 66:15,22 67:8,9,16,17,23,24 68:4,7  <b>jurisdictions</b> <sup>[2]</sup> 22:18 23:1  <b>JUSTICE</b> <sup>[194]</sup> 3:3,10,22 4:8,12,14,24 5:5,15,23 6:2,11,22 7:6,8,9,13 8:2,19,20,22,24 9:1 10:3,16 11:2,8,23 12:13,18,22 13:1,1,5,8,22 14:8,13,20 15:6,13,21 16:2,8,15 17:2,10,19,22 18:1,5,10,16,20 19:6,11,16,19,21,22 20:5,18 21:8 22:8,15,16 23:9,11,18 24:1,4,15 26:13,22 27:4,12,19,23 28:1,5,10,10,17,23 29:6,8,18,21 30:7,14,17,22 31:2,9,15,22 32:2,10,18,21,25 33:2,16,20 34:2,15 35:4,6,22 36:12,19 37:9,18 38:1,13 39:3,10 40:4,17,19 41:4,14,16 42:1,11,16 43:5,10,14,17,22,24,25 44:3,16 45:5,15 46:17 47:14,24 48:8,17,25 49:6,10,18,24 50:7,22 51:4,19,22 52:6,13,17,20,25 53:2,21 54:3,4,4,5,21 55:10 56:18,22,25,25 57:3,6,17,22 58:1,7,13 59:1,20 60:12,18 61:10 62:6,9,11,24 64:18,22 65:24 66:8,16 67:15,22 68:5 69:2  <b>justification</b> <sup>[2]</sup> 39:11 61:12  <b>justifies</b> <sup>[1]</sup> 62:4</p>	<p><b>law</b> <sup>[23]</sup> 3:17 4:21 6:25 8:8 10:4,16 11:9,13,22 14:18 22:13 25:21 29:16 34:11 39:3,5 41:18,23 47:6 51:5 56:4 63:14 67:9  <b>laws</b> <sup>[2]</sup> 57:14 59:17  <b>lawyer</b> <sup>[1]</sup> 60:5  <b>lay</b> <sup>[2]</sup> 12:17,20  <b>least</b> <sup>[1]</sup> 15:11  <b>leave</b> <sup>[5]</sup> 5:11,16 41:4,15 65:21  <b>leaves</b> <sup>[1]</sup> 42:25  <b>legal</b> <sup>[1]</sup> 59:10  <b>legitimate</b> <sup>[1]</sup> 49:15  <b>less</b> <sup>[3]</sup> 19:1,4 38:25  <b>level</b> <sup>[2]</sup> 22:12 25:4  <b>levied</b> <sup>[1]</sup> 14:16  <b>liability</b> <sup>[2]</sup> 34:13 60:6  <b>liable</b> <sup>[1]</sup> 31:10  <b>life</b> <sup>[4]</sup> 16:24 36:1 54:9,24  <b>likely</b> <sup>[2]</sup> 48:18,18  <b>limited</b> <sup>[1]</sup> 46:25  <b>limits</b> <sup>[2]</sup> 33:24 40:13  <b>lines</b> <sup>[1]</sup> 26:14  <b>little</b> <sup>[1]</sup> 27:6  <b>live</b> <sup>[7]</sup> 11:4 18:21 35:2 49:3,12 60:24,25  <b>lived</b> <sup>[1]</sup> 64:8  <b>lives</b> <sup>[15]</sup> 8:11 9:2,17 19:24 20:7 24:6 35:9 36:7 44:10,19 46:4 47:10 49:4,14 51:16  <b>living</b> <sup>[2]</sup> 17:17 46:9  <b>loan</b> <sup>[2]</sup> 5:23 6:1  <b>located</b> <sup>[4]</sup> 7:11 50:14 51:8 52:11  <b>location-based</b> <sup>[1]</sup> 32:8  <b>long</b> <sup>[2]</sup> 17:17 65:13  <b>longer</b> <sup>[3]</sup> 16:11 29:12 49:14  <b>look</b> <sup>[8]</sup> 7:2 8:23 9:1 18:20 34:8 46:7 57:15 63:6  <b>looked</b> <sup>[1]</sup> 38:15  <b>lose</b> <sup>[1]</sup> 56:12  <b>loss</b> <sup>[1]</sup> 56:11  <b>lot</b> <sup>[5]</sup> 21:21 38:25 39:20 46:1 57:18  <b>lots</b> <sup>[1]</sup> 9:16  <b>low</b> <sup>[1]</sup> 58:4  <b>loyalty</b> <sup>[4]</sup> 34:6 40:10 42:6 60:16</p>	<p><b>measured</b> <sup>[1]</sup> 38:10  <b>measures</b> <sup>[1]</sup> 39:12  <b>mechanism</b> <sup>[1]</sup> 23:2  <b>mechanisms</b> <sup>[1]</sup> 62:12  <b>meet</b> <sup>[3]</sup> 13:15 24:22,25  <b>meetings</b> <sup>[1]</sup> 30:2  <b>members</b> <sup>[1]</sup> 65:9  <b>mere</b> <sup>[1]</sup> 7:24  <b>met</b> <sup>[1]</sup> 13:19  <b>might</b> <sup>[23]</sup> 4:2 9:21 11:13 12:6,21 14:14 16:18,19 20:23,24 24:17 25:9 35:10,11 40:22,22 48:25 49:11 54:11 55:2 65:17,21 68:9  <b>million</b> <sup>[14]</sup> 10:6,12 11:10,24 12:5 18:22 19:8 37:23,25 38:3,4,23,25 46:22  <b>millionth</b> <sup>[1]</sup> 19:25  <b>minimum</b> <sup>[1]</sup> 65:14  <b>Minnesota</b> <sup>[1]</sup> 26:4  <b>minutes</b> <sup>[1]</sup> 64:24  <b>misconception</b> <sup>[1]</sup> 16:4  <b>Mm-hmm</b> <sup>[1]</sup> 11:7  <b>moment</b> <sup>[1]</sup> 29:4  <b>money</b> <sup>[47]</sup> 9:7,12,19 10:2 11:6 14:14 16:18 18:6,8 24:6 29:25 31:14 33:7,17,19 34:3,21 35:1,2,17 36:3 37:5,12,13,17 38:1,3,4,10 41:22 46:10 47:8,17,19,20 48:4,5,15,19 49:7,21 50:2,17 51:2 55:14 56:13 60:14  <b>moreover</b> <sup>[1]</sup> 9:11  <b>most</b> <sup>[4]</sup> 10:9 13:20 25:2 32:8  <b>mostly</b> <sup>[2]</sup> 52:20,21  <b>move</b> <sup>[4]</sup> 35:11 44:12 56:20 58:8  <b>moved</b> <sup>[1]</sup> 61:6  <b>movement</b> <sup>[1]</sup> 27:11  <b>moves</b> <sup>[1]</sup> 44:17  <b>Ms</b> <sup>[2]</sup> 5:20 10:1  <b>much</b> <sup>[4]</sup> 17:7 19:7 39:23 47:20  <b>must</b> <sup>[2]</sup> 20:20 21:24</p>	<p><b>NORTH</b> <sup>[79]</sup> 1:3,20,21 3:4 4:8,10,15 9:5,6 10:4,17,24 11:3,5,14,18 13:25 14:4 15:21,23 18:21,24 19:8,15,24 20:1,7,8,9 22:6,24 23:5,6 24:9 25:12 30:25 31:22 33:15 39:17,25 42:25 43:8 44:25 45:7,23 46:4,9,12,19,21 49:12,14,15,20,22,25 50:2 51:11,12,23 52:2,4,10 53:24 56:15 57:7,25 58:1,3,16,17 60:19 61:1,23 62:18,22 64:5 67:2 68:11  <b>noted</b> <sup>[3]</sup> 7:24 27:18 34:18  <b>nothing</b> <sup>[6]</sup> 6:15 10:11 21:12 22:1 44:14 61:7  <b>nothing's</b> <sup>[2]</sup> 21:6 45:5  <b>notwithstanding</b> <sup>[2]</sup> 28:11 45:24  <b>number</b> <sup>[2]</sup> 22:24 48:7  <b>numbers</b> <sup>[1]</sup> 21:16</p>
<p style="text-align: center;"><b>K</b></p> <p><b>KAESTNER</b> <sup>[6]</sup> 1:7 3:6 5:20 10:1 16:7 17:11  <b>Kaestners</b> <sup>[6]</sup> 16:5 17:8,8,13,15 67:2  <b>KAGAN</b> <sup>[36]</sup> 16:8,15 17:2,10,19,22 18:1,5 33:16,20 34:2,15 35:22 36:12,19 37:9 38:1 39:10 40:4 43:17,22,24,25 44:3,16 45:5,15 46:17 52:13,17,20,25 53:2 54:5 59:20 61:10  <b>Kagan's</b> <sup>[3]</sup> 40:19 41:5 56:25  <b>KAVANAUGH</b> <sup>[23]</sup> 12:22 13:1 14:20 15:6 16:2 40:17 42:11,16 48:25 49:6,10 50:22 54:4 56:18,22,25 57:3,6,17,22 58:1,7 62:24  <b>keep</b> <sup>[1]</sup> 45:16  <b>key</b> <sup>[3]</sup> 4:21 33:3 59:14  <b>kid</b> <sup>[1]</sup> 47:13  <b>kids</b> <sup>[2]</sup> 5:12,17  <b>KIMBERLEY</b> <sup>[1]</sup> 1:7  <b>kind</b> <sup>[2]</sup> 47:5 66:8  <b>known</b> <sup>[4]</sup> 34:24,25 35:1 36:14  <b>knows</b> <sup>[3]</sup> 26:9 35:8 36:2</p>	<p style="text-align: center;"><b>M</b></p> <p><b>made</b> <sup>[3]</sup> 14:5 50:5 67:20  <b>Maine</b> <sup>[4]</sup> 51:11,13,24 52:7  <b>maintain</b> <sup>[1]</sup> 29:9  <b>major</b> <sup>[2]</sup> 26:4 66:2  <b>mandating</b> <sup>[1]</sup> 25:14  <b>many</b> <sup>[6]</sup> 15:13 21:14 24:21 34:24 35:2 65:9  <b>matter</b> <sup>[3]</sup> 1:15 18:12 60:12  <b>MATTHEW</b> <sup>[5]</sup> 1:20 2:3,9 3:8 65:1  <b>MeadWestvaco</b> <sup>[1]</sup> 65:13  <b>mean</b> <sup>[14]</sup> 5:15 7:13 9:15 16:16 19:11 23:19 27:13 36:4 39:10 44:17 46:18 57:19 60:19 64:6  <b>meaning</b> <sup>[1]</sup> 54:7  <b>means</b> <sup>[3]</sup> 16:18 54:19 55:25  <b>meant</b> <sup>[1]</sup> 13:6  <b>meanwhile</b> <sup>[1]</sup> 44:16</p>	<p style="text-align: center;"><b>N</b></p> <p><b>name</b> <sup>[2]</sup> 28:7,8  <b>named</b> <sup>[1]</sup> 5:1  <b>namely</b> <sup>[1]</sup> 66:5  <b>nature</b> <sup>[2]</sup> 40:24 67:21  <b>need</b> <sup>[6]</sup> 6:23 7:2 30:6 40:18 48:15 57:13  <b>needs</b> <sup>[7]</sup> 7:3 13:15,19,24 16:24,25 60:5  <b>Neither</b> <sup>[2]</sup> 47:7,8  <b>net</b> <sup>[1]</sup> 11:19  <b>Nevada</b> <sup>[1]</sup> 57:11  <b>never</b> <sup>[5]</sup> 12:1,6 16:18 47:18 67:15  <b>New</b> <sup>[18]</sup> 9:2,2,3,11 12:4 13:17 24:20 30:2 41:12,18,23 42:10 43:18,20,21 45:25 51:10 61:12  <b>next</b> <sup>[1]</sup> 3:4  <b>nice</b> <sup>[1]</sup> 27:20  <b>nobody</b> <sup>[1]</sup> 45:18  <b>nobody's</b> <sup>[1]</sup> 38:15  <b>non-resident</b> <sup>[1]</sup> 53:18  <b>none</b> <sup>[4]</sup> 9:19,21 17:6 20:24  <b>nor</b> <sup>[1]</sup> 68:1</p>	<p style="text-align: center;"><b>O</b></p> <p><b>O'NEIL</b> <sup>[74]</sup> 1:23 2:6 32:21,22,24 33:18,22 34:5,17 35:15 36:12 37:6,14 38:9 39:1,5 40:1,7 41:7,18 42:4,16 43:8,12,15,17,19,24 44:2,7 45:4,10 46:6,17,24 47:22 48:1,11 49:3,9,13,23 50:3,8,25 51:15,21 52:4,9,15,19,23 53:1,3 54:1,14 55:4 56:21,24 57:2,5,12,21,24 58:3,25 59:11,23 60:15,23 61:14 62:9,13 63:4  <b>O'Neill's</b> <sup>[1]</sup> 65:25  <b>obviously</b> <sup>[1]</sup> 24:2  <b>occasion</b> <sup>[1]</sup> 65:17  <b>occur</b> <sup>[2]</sup> 16:25 25:4  <b>occurred</b> <sup>[2]</sup> 5:21 24:14  <b>occurring</b> <sup>[1]</sup> 13:20  <b>offer</b> <sup>[1]</sup> 31:1  <b>officers</b> <sup>[1]</sup> 46:1  <b>often</b> <sup>[1]</sup> 16:23  <b>okay</b> <sup>[8]</sup> 9:2,8 11:8,23 13:5 24:20 28:5,25  <b>old</b> <sup>[2]</sup> 28:19 37:11  <b>One</b> <sup>[31]</sup> 6:7 8:9 9:4,17 14:3,4 16:3 20:6,8 24:5 28:15 33:3 34:17 36:6,7,8 37:1,13,21 40:23 41:8 43:7 47:4,7,8 60:19 62:7,8 63:21 64:6 67:20  <b>ones</b> <sup>[1]</sup> 8:5  <b>only</b> <sup>[18]</sup> 5:8,21 8:11 10:5 11:3 12:1 15:1,25 25:23 36:11 38:9 40:7 43:3 44:3 45:1 48:24 50:18 62:19  <b>open</b> <sup>[2]</sup> 41:4 61:24  <b>operation</b> <sup>[3]</sup> 59:24 61:3,7  <b>opinion</b> <sup>[1]</sup> 4:4  <b>opposite</b> <sup>[1]</sup> 68:2  <b>oral</b> <sup>[5]</sup> 1:16 2:2,5 3:8 32:22  <b>other</b> <sup>[34]</sup> 7:20 11:3 14:20 15:1 16:24 22:17,24,25 23:7,17,20 24:16,17 27:16 37:2,21 40:21 42:12 43:7 44:9 46:12 47:25 48:6 49:6 51:4,9 54:22 60:20 64:4 67:9,18,21,25 68:13  <b>others</b> <sup>[1]</sup> 20:8  <b>otherwise</b> <sup>[1]</sup> 53:2</p>

## Official - Subject to Final Review

<p><b>out</b> <sup>[26]</sup> 7:2 8:14 9:25 12:17,20 13:18 14:4 15:10 16:19 20:7 23:16 24:7,22,23 25:1,3 28:15 34:6 40:10 42:6,22 56:12 62:17 64:19 65:22 67:6</p> <p><b>out-of-state</b> <sup>[4]</sup> 58:21 66:5,6,25</p> <p><b>outcome</b> <sup>[2]</sup> 33:5 54:17</p> <p><b>over</b> <sup>[4]</sup> 29:24,25 34:9 60:25</p> <p><b>overlooks</b> <sup>[1]</sup> 59:14</p> <p><b>overrule</b> <sup>[10]</sup> 26:16,20 27:13,14,20 28:6 29:7,22 30:4,6</p> <p><b>overruled</b> <sup>[2]</sup> 28:2,24</p> <p><b>overruling</b> <sup>[1]</sup> 26:23</p> <p><b>overturned</b> <sup>[1]</sup> 63:2</p> <p><b>own</b> <sup>[5]</sup> 51:9,13 52:8 63:25 64:3</p> <p><b>owned</b> <sup>[1]</sup> 63:12</p> <p><b>owner</b> <sup>[9]</sup> 5:9 30:25 34:12 40:14 51:16 54:10,11 61:18 63:16</p> <p><b>owners</b> <sup>[5]</sup> 3:16 14:19 25:21 29:17 32:11</p> <p><b>ownership</b> <sup>[4]</sup> 22:4 61:18,21 66:10</p> <p><b>owns</b> <sup>[3]</sup> 51:24 52:18 61:19</p> <hr/> <p style="text-align: center;"><b>P</b></p> <hr/> <p><b>p.m.</b> <sup>[1]</sup> 69:4</p> <p><b>PAGE</b> <sup>[4]</sup> 2:2 8:14 13:16 25:22</p> <p><b>pages</b> <sup>[2]</sup> 25:17 67:7</p> <p><b>paid</b> <sup>[2]</sup> 23:7 59:25</p> <p><b>paper</b> <sup>[1]</sup> 46:2</p> <p><b>paradigm</b> <sup>[1]</sup> 68:6</p> <p><b>Pardon</b> <sup>[1]</sup> 30:16</p> <p><b>parent</b> <sup>[3]</sup> 47:1,2,11</p> <p><b>part</b> <sup>[11]</sup> 4:20,21 20:15 25:12 27:9 32:8 34:8 41:20 48:21 49:2 66:21</p> <p><b>participants</b> <sup>[1]</sup> 63:8</p> <p><b>particular</b> <sup>[6]</sup> 17:4 18:23 35:8 44:19 45:13 57:9</p> <p><b>particularly</b> <sup>[1]</sup> 27:5</p> <p><b>parties</b> <sup>[3]</sup> 61:8 62:3 67:3</p> <p><b>party</b> <sup>[6]</sup> 30:11 64:14 66:5,18,25 67:1</p> <p><b>passed</b> <sup>[1]</sup> 56:4</p> <p><b>pay</b> <sup>[10]</sup> 6:12,14,16 12:4 21:24 29:25 50:20 57:23 59:18,21</p> <p><b>paying</b> <sup>[3]</sup> 30:8 31:11 46:10</p> <p><b>Pennsylvania</b> <sup>[3]</sup> 4:4 53:12 60:20</p> <p><b>penny</b> <sup>[3]</sup> 11:25 12:2 33:15</p> <p><b>people</b> <sup>[13]</sup> 11:4 16:16 18:21 21:12 22:3,9 35:3 52:20 56:19 57:9,9,18 58:8</p> <p><b>percent</b> <sup>[19]</sup> 10:22 11:12 19:20,25 20:1,10,21,23 21:1,2,24 24:8,9 54:10,11,23,25 55:1 67:1</p> <p><b>percentage</b> <sup>[1]</sup> 55:5</p> <p><b>perfect</b> <sup>[1]</sup> 45:6</p> <p><b>perhaps</b> <sup>[3]</sup> 12:11 13:4 59:8</p> <p><b>period</b> <sup>[5]</sup> 5:24 6:8 20:16 22:3 55:20</p> <p><b>periods</b> <sup>[1]</sup> 43:19</p> <p><b>permissible</b> <sup>[2]</sup> 50:23 51:1</p> <p><b>person</b> <sup>[18]</sup> 16:25 19:24 24:6,8,9 30:1 31:7 36:9 44:5 45:1,2 46:4,19,20 47:18,19 53:4 64:4</p>	<p><b>perspective</b> <sup>[1]</sup> 44:11</p> <p><b>petition</b> <sup>[2]</sup> 25:18 26:3</p> <p><b>Petitioner</b> <sup>[6]</sup> 1:5,22 2:4,10 3:9 65:2</p> <p><b>physical-presence-based</b> <sup>[1]</sup> 29:12</p> <p><b>pick</b> <sup>[1]</sup> 56:22</p> <p><b>picking</b> <sup>[1]</sup> 68:10</p> <p><b>piece</b> <sup>[3]</sup> 51:10,24,25</p> <p><b>pinch</b> <sup>[1]</sup> 67:4</p> <p><b>place</b> <sup>[3]</sup> 8:9 15:18 25:25</p> <p><b>please</b> <sup>[2]</sup> 3:11 32:25</p> <p><b>point</b> <sup>[27]</sup> 4:19 6:6 8:13 9:24 15:10 16:3 17:7 23:13,16 25:3 33:6 35:16 36:15 48:12 49:2 50:9,10 51:3 54:9 56:8 57:1 59:14 62:17 65:11 66:13 67:6 68:16</p> <p><b>pointed</b> <sup>[4]</sup> 40:10 42:22 63:24 64:19</p> <p><b>pointing</b> <sup>[1]</sup> 64:3</p> <p><b>points</b> <sup>[4]</sup> 5:19 6:7 13:18 66:2</p> <p><b>polite</b> <sup>[1]</sup> 27:14</p> <p><b>poor</b> <sup>[1]</sup> 48:2</p> <p><b>portfolio</b> <sup>[1]</sup> 52:18</p> <p><b>portion</b> <sup>[1]</sup> 55:14</p> <p><b>position</b> <sup>[7]</sup> 26:11,15 33:4 36:19 56:19 57:9 64:5</p> <p><b>positions</b> <sup>[1]</sup> 46:23</p> <p><b>possess</b> <sup>[1]</sup> 33:8</p> <p><b>possesses</b> <sup>[3]</sup> 34:2,5 40:9</p> <p><b>possession</b> <sup>[4]</sup> 33:24 39:6 61:18 63:6</p> <p><b>possibility</b> <sup>[2]</sup> 37:16 55:23</p> <p><b>possible</b> <sup>[3]</sup> 19:1,1,3</p> <p><b>potential</b> <sup>[1]</sup> 56:11</p> <p><b>practical</b> <sup>[1]</sup> 59:24</p> <p><b>Practitioners</b> <sup>[1]</sup> 42:24</p> <p><b>precedent</b> <sup>[1]</sup> 62:25</p> <p><b>precedents</b> <sup>[1]</sup> 29:2</p> <p><b>prediction</b> <sup>[1]</sup> 34:20</p> <p><b>premise</b> <sup>[2]</sup> 36:13 40:1</p> <p><b>premised</b> <sup>[1]</sup> 34:19</p> <p><b>prepared</b> <sup>[1]</sup> 41:22</p> <p><b>presence</b> <sup>[2]</sup> 30:21 42:18</p> <p><b>presented</b> <sup>[2]</sup> 11:1 64:16</p> <p><b>presents</b> <sup>[1]</sup> 64:12</p> <p><b>presuming</b> <sup>[1]</sup> 45:18</p> <p><b>previous</b> <sup>[3]</sup> 34:19 40:19 50:20</p> <p><b>primary</b> <sup>[4]</sup> 8:5 16:7 48:9,12</p> <p><b>principal</b> <sup>[1]</sup> 8:8</p> <p><b>principle</b> <sup>[2]</sup> 39:6 63:5</p> <p><b>principles</b> <sup>[2]</sup> 63:14 65:4</p> <p><b>prior</b> <sup>[1]</sup> 5:6</p> <p><b>pro</b> <sup>[11]</sup> 3:20 14:1,7 19:4,10,11 22:1,5 23:23 37:1,2</p> <p><b>probability</b> <sup>[1]</sup> 10:13</p> <p><b>probably</b> <sup>[5]</sup> 7:6,9 27:15,24 28:3</p> <p><b>problem</b> <sup>[5]</sup> 22:16 28:12 38:20 59:5 62:14</p> <p><b>problematic</b> <sup>[1]</sup> 23:15</p> <p><b>problems</b> <sup>[3]</sup> 25:14 28:11 34:18</p> <p><b>proceed</b> <sup>[1]</sup> 29:7</p> <p><b>process</b> <sup>[11]</sup> 3:21 20:15 25:15 27:9,17 29:13 31:21 65:5 68:14,18,</p>	<p>20</p> <p><b>profits</b> <sup>[1]</sup> 26:6</p> <p><b>promise</b> <sup>[3]</sup> 33:10 55:16,22</p> <p><b>promoting</b> <sup>[1]</sup> 68:17</p> <p><b>property</b> <sup>[35]</sup> 14:16 27:2 31:23 32:3,7,12,12 34:9,12 35:21 40:9,14,16 41:10 42:3,9 49:17 50:9,11 51:7,9,18 52:10,14,15 53:14 58:21,22,24 61:20,22 62:5,23 63:12,16</p> <p><b>proportion</b> <sup>[2]</sup> 3:13 13:24</p> <p><b>proposition</b> <sup>[5]</sup> 25:23 27:9 29:15 65:6,18</p> <p><b>propositions</b> <sup>[2]</sup> 23:17 25:9</p> <p><b>protecting</b> <sup>[1]</sup> 22:6</p> <p><b>protection</b> <sup>[1]</sup> 6:10</p> <p><b>protections</b> <sup>[4]</sup> 3:19 6:19 7:22 68:8</p> <p><b>protects</b> <sup>[1]</sup> 61:21</p> <p><b>provide</b> <sup>[1]</sup> 61:23</p> <p><b>provided</b> <sup>[1]</sup> 46:7</p> <p><b>provides</b> <sup>[2]</sup> 62:18,19</p> <p><b>providing</b> <sup>[3]</sup> 6:9 44:5 45:1</p> <p><b>pull</b> <sup>[1]</sup> 37:12</p> <p><b>pulls</b> <sup>[1]</sup> 11:18</p> <p><b>purchase</b> <sup>[1]</sup> 55:3</p> <p><b>purpose</b> <sup>[1]</sup> 48:16</p> <p><b>purposes</b> <sup>[1]</sup> 61:17</p> <p><b>pushing</b> <sup>[1]</sup> 46:1</p> <p><b>put</b> <sup>[1]</sup> 39:17</p> <hr/> <p style="text-align: center;"><b>Q</b></p> <hr/> <p><b>qualified</b> <sup>[1]</sup> 7:2</p> <p><b>query</b> <sup>[1]</sup> 28:20</p> <p><b>question</b> <sup>[20]</sup> 6:3 13:14 17:16 22:3,17 23:19 24:12 36:13 38:15 40:18 41:4 50:3 52:12 54:6,13 55:11 58:14 59:10 64:16 68:6</p> <p><b>questioning</b> <sup>[1]</sup> 34:19</p> <p><b>questions</b> <sup>[2]</sup> 10:25 65:10</p> <p><b>Quill</b> <sup>[6]</sup> 7:20 20:15 23:14 27:10 65:12,23</p> <p><b>quite</b> <sup>[1]</sup> 15:4</p> <hr/> <p style="text-align: center;"><b>R</b></p> <hr/> <p><b>raised</b> <sup>[4]</sup> 40:18,20 41:4 65:10</p> <p><b>Raleigh</b> <sup>[1]</sup> 1:21</p> <p><b>range</b> <sup>[1]</sup> 61:6</p> <p><b>rata</b> <sup>[11]</sup> 3:20 14:1,7 19:5,10,12 22:1,6 23:23 37:1,2</p> <p><b>rates</b> <sup>[1]</sup> 38:6</p> <p><b>rationale</b> <sup>[1]</sup> 46:24</p> <p><b>reach</b> <sup>[1]</sup> 59:10</p> <p><b>read</b> <sup>[1]</sup> 16:19</p> <p><b>ready</b> <sup>[1]</sup> 48:4</p> <p><b>real</b> <sup>[4]</sup> 52:13,15 57:6 58:22</p> <p><b>reality</b> <sup>[2]</sup> 63:7 67:12</p> <p><b>really</b> <sup>[17]</sup> 7:21,25 14:17 21:2 27:8,20 28:21,25 33:6 44:8 46:23 59:10 61:2 63:12,15,15 65:16</p> <p><b>reason</b> <sup>[2]</sup> 61:1 64:19</p> <p><b>reasoning</b> <sup>[1]</sup> 25:17</p> <p><b>reasons</b> <sup>[1]</sup> 29:11</p> <p><b>REBUTTAL</b> <sup>[3]</sup> 2:8 32:19 65:1</p> <p><b>receipt</b> <sup>[3]</sup> 4:5 39:7 55:18</p>	<p><b>receive</b> <sup>[25]</sup> 5:3,11,20 6:6 10:1 12:6,7,7 14:11 17:17 33:13,14 34:20 35:1,2,19,21 37:17 38:11 39:8 40:15 41:22 48:4 54:20 55:23</p> <p><b>received</b> <sup>[4]</sup> 3:24 35:17 51:17 53:19</p> <p><b>receives</b> <sup>[3]</sup> 46:11 50:17 54:2</p> <p><b>receiving</b> <sup>[1]</sup> 60:10</p> <p><b>recipe</b> <sup>[1]</sup> 26:1</p> <p><b>recital</b> <sup>[1]</sup> 18:18</p> <p><b>recite</b> <sup>[1]</sup> 4:5</p> <p><b>recognized</b> <sup>[1]</sup> 33:25</p> <p><b>reconsider</b> <sup>[1]</sup> 64:20</p> <p><b>red</b> <sup>[2]</sup> 8:14 25:22</p> <p><b>reference</b> <sup>[1]</sup> 11:16</p> <p><b>regardless</b> <sup>[1]</sup> 20:21</p> <p><b>reinforcing</b> <sup>[1]</sup> 14:18</p> <p><b>reject</b> <sup>[1]</sup> 65:17</p> <p><b>rejected</b> <sup>[1]</sup> 66:23</p> <p><b>relation</b> <sup>[1]</sup> 15:25</p> <p><b>relationship</b> <sup>[1]</sup> 61:8</p> <p><b>relationships</b> <sup>[2]</sup> 10:25 63:7</p> <p><b>relevant</b> <sup>[1]</sup> 61:2</p> <p><b>relies</b> <sup>[2]</sup> 53:12,13</p> <p><b>remembering</b> <sup>[2]</sup> 3:15 20:13</p> <p><b>repeat</b> <sup>[1]</sup> 51:23</p> <p><b>replaced</b> <sup>[1]</sup> 26:7</p> <p><b>represent</b> <sup>[1]</sup> 30:18</p> <p><b>require</b> <sup>[4]</sup> 6:13 41:17,19,24</p> <p><b>required</b> <sup>[1]</sup> 6:13</p> <p><b>reserve</b> <sup>[2]</sup> 32:16 54:12</p> <p><b>reserving</b> <sup>[1]</sup> 54:5</p> <p><b>residence</b> <sup>[3]</sup> 45:14 60:22 64:10</p> <p><b>residences</b> <sup>[1]</sup> 57:18</p> <p><b>residency</b> <sup>[5]</sup> 15:11 44:24 57:16 58:6 65:7</p> <p><b>resident</b> <sup>[9]</sup> 50:1 51:2,5,11,24 52:5 53:14 56:15 62:22</p> <p><b>resident's</b> <sup>[2]</sup> 53:9,15</p> <p><b>residents</b> <sup>[2]</sup> 3:20 58:19</p> <p><b>resides</b> <sup>[3]</sup> 41:3 44:8 62:7</p> <p><b>resolved</b> <sup>[1]</sup> 64:16</p> <p><b>resources</b> <sup>[1]</sup> 47:5</p> <p><b>respect</b> <sup>[4]</sup> 15:5 17:3 39:13 63:21</p> <p><b>respected</b> <sup>[1]</sup> 68:12</p> <p><b>respects</b> <sup>[1]</sup> 55:18</p> <p><b>respond</b> <sup>[2]</sup> 63:3,19</p> <p><b>Respondent</b> <sup>[4]</sup> 1:9,24 2:7 32:23</p> <p><b>response</b> <sup>[1]</sup> 48:22</p> <p><b>responsible</b> <sup>[1]</sup> 30:8</p> <p><b>REVENUE</b> <sup>[3]</sup> 1:4 3:5 56:11</p> <p><b>reverse</b> <sup>[1]</sup> 68:25</p> <p><b>revise</b> <sup>[1]</sup> 32:6</p> <p><b>RICE</b> <sup>[2]</sup> 1:7 3:6</p> <p><b>rich</b> <sup>[1]</sup> 21:20</p> <p><b>richer</b> <sup>[5]</sup> 35:25,25 39:25 40:2,5</p> <p><b>rights</b> <sup>[1]</sup> 62:3</p> <p><b>ROBERTS</b> <sup>[20]</sup> 3:3 7:6,9,13 8:2,20,24 22:8,15 32:18,21 35:6 41:14 49:18,24 50:7 60:12,18 64:22 69:2</p> <p><b>rule</b> <sup>[9]</sup> 8:16 26:16,19 28:18,21 64:10,13 66:13 68:17</p>
---	---	---	---

## Official - Subject to Final Review

S			
<p><b>Safe</b> [3] 26:17 63:4 64:17  <b>same</b> [1] 7:16 23:2,21,25 24:5 31:9 46:21 50:13 60:9 63:5,13  <b>SAWCHAK</b> [97] 1:20 2:3,9 3:7,8,10 4:1,10,13,18 5:1,13,18,25 6:7,18,25 7:12,19 8:7 9:24 10:15,21 11:7,15 12:10,17,20,24 13:3,6,12,25 14:10,15 15:4,9,17,25 16:13,21 17:6,15,21,24 18:3,7,15,18 19:3,10,13,17,20 20:3,12 21:4,25 22:11 23:4,10,13,23 24:2,11,25 26:20,25 27:8,15,24 28:3,8,14,20 29:10,20 30:5,11,16,20,24 31:4,13,17 32:1,5,13,20 64:24 65:1,3 66:2,12,19 67:19,25  <b>saying</b> [9] 11:8 12:3 20:20 21:3,23 27:14,20 39:15 54:12  <b>says</b> [5] 6:15 10:24 21:10 59:18 62:18  <b>scheme</b> [2] 23:25 24:5  <b>Second</b> [6] 15:12 23:14 25:22 55:21 65:12,23  <b>Secondly</b> [4] 13:14 22:5 25:11 29:14  <b>Section</b> [4] 5:2 23:5 25:6 59:19  <b>see</b> [2] 11:25 12:1  <b>seeing</b> [1] 35:22  <b>seems</b> [1] 47:15  <b>seen</b> [2] 17:18 68:1  <b>sees</b> [1] 41:11  <b>sell</b> [6] 34:13 38:23 53:6 55:16,22,25  <b>sells</b> [1] 52:21  <b>sense</b> [1] 39:20  <b>separate</b> [3] 62:13,14 65:16  <b>served</b> [1] 42:8  <b>services</b> [2] 44:5 45:1  <b>settled</b> [1] 64:13  <b>settlor</b> [2] 9:2 17:22  <b>settlor's</b> [1] 66:11  <b>several</b> [3] 5:19 6:7 29:11  <b>shall</b> [2] 59:18,21  <b>sham</b> [2] 57:15,17  <b>share</b> [2] 18:12 19:7  <b>shared</b> [1] 35:3  <b>shareholder</b> [1] 64:8  <b>shares</b> [6] 16:1 18:10,14,17,19 36:22  <b>she'll</b> [3] 9:7,12 59:7  <b>she's</b> [28] 5:10 10:7 12:10,24 13:12 21:20 35:7,13,15,22,25 36:2 37:10,10,12 38:2,22 40:2,4 44:20 46:9,18 48:4,11 54:9,25,25 57:7  <b>shelter</b> [1] 58:11  <b>short</b> [1] 53:20  <b>shouldn't</b> [1] 28:12  <b>shows</b> [1] 63:22  <b>side</b> [1] 23:17  <b>significant</b> [1] 27:5  <b>simpler</b> [2] 20:6 47:15  <b>simply</b> [1] 36:24  <b>Since</b> [2] 7:20 65:21</p>	<p><b>sisters</b> [1] 66:10  <b>sit</b> [2] 52:7 63:18  <b>sitting</b> [1] 39:25  <b>situated</b> [2] 44:9 47:4  <b>situation</b> [13] 4:3 13:18 16:23 22:23 23:24 24:11 31:5 47:7 53:10,17 55:9 56:2 66:4  <b>situs</b> [1] 7:20  <b>slicing</b> [1] 27:6  <b>sole</b> [2] 7:1 42:20  <b>solely</b> [1] 64:9  <b>Solicitor</b> [1] 1:20  <b>somebody</b> [6] 29:23 38:23 45:20,21 52:18,21  <b>someday</b> [1] 47:12  <b>someone</b> [4] 16:24 33:11 47:17 55:16  <b>somewhere</b> [2] 22:25 35:11  <b>sorry</b> [2] 8:23 23:10  <b>sort</b> [1] 65:22  <b>SOTOMAYOR</b> [26] 4:24 5:5,15,23 6:2,11,22 19:21 20:18 21:8 29:18,21 30:7,14,17,22 31:2,9,15 43:5,10,14 53:21 54:3,21 64:18  <b>source</b> [2] 36:14 62:20  <b>specifically</b> [1] 9:14  <b>speculative</b> [2] 37:16,19  <b>spend</b> [1] 40:11  <b>spendthrift</b> [1] 55:24  <b>spot</b> [1] 29:3  <b>standard</b> [1] 20:14  <b>state</b> [9] 6:9,17 8:3,4 9:17 14:4,4,24 15:7,8 16:6 20:20 21:22 23:20,21 24:7 25:10,16 26:8,9 30:1,15,19,23 36:6,7,8 41:2 42:15 43:1,22,25 44:3,4,7,9,12,13,13,17,18,18,18,19,23 45:14 47:2,10,17 48:22,23 49:1,4,5 51:5,6,6,8,15 52:11 53:3,7,11,13 55:2,12 56:4,5,15 57:5,10,22 58:8,9,18 59:14,21,23,25 60:22 61:19,24 62:3,20,21 63:24 64:2 65:5,14,18,22  <b>state's</b> [5] 33:4 56:10 59:17 63:19 68:13  <b>statement</b> [2] 67:20 68:4  <b>STATES</b> [32] 1:1,17 3:19 8:18 14:20 15:1,5,10,14,17 22:20 23:8,20,25 24:15,17 25:2 29:2 36:5 39:14,16 42:11,18 43:11 56:21 57:12,19 59:2 61:7,23 62:7 68:19  <b>states'</b> [1] 3:20  <b>status</b> [1] 16:9  <b>statute</b> [7] 3:12 11:17 14:1,1 23:6 41:24 59:18  <b>statutes</b> [1] 25:1  <b>stay</b> [2] 47:25 48:1  <b>Stewart</b> [4] 4:2,3 14:15 53:11  <b>still</b> [9] 6:2 20:25 21:24 29:2 37:15 38:14,20 45:23 55:8  <b>stock</b> [2] 52:18,22  <b>Stone</b> [2] 31:19 67:3  <b>straightforward</b> [1] 64:12  <b>strangers</b> [1] 25:20  <b>strictly</b> [1] 14:7</p>	<p><b>striking</b> [1] 8:17  <b>subject</b> [2] 60:6,8  <b>submitted</b> [2] 69:3,5  <b>substantial</b> [1] 35:23  <b>successfully</b> [1] 26:10  <b>sufficient</b> [1] 64:1  <b>suggest</b> [1] 26:18  <b>suggested</b> [1] 67:16  <b>summarized</b> [1] 59:9  <b>summons</b> [1] 60:11  <b>superseded</b> [1] 27:11  <b>supplied</b> [1] 61:14  <b>Suppose</b> [3] 36:23 46:18 52:17  <b>SUPREME</b> [9] 1:1,16 4:4 16:6 25:10,16 29:2 53:12 65:18  <b>suspect</b> [1] 10:18</p> <hr/> <p style="text-align: center;"><b>T</b></p> <p><b>tax</b> [135] 3:20,23 4:16 5:7,8,24 6:4 7:8,16,17 9:8,9,10,22 11:9,10 12:4,8 14:9,11,12,13,13,16,22,23 15:8,15,22 19:9 20:1,9,22 22:19 23:1,21 24:18,19 26:1,9 27:2,3 29:23 30:9 31:11,17,19,23 32:3,9,12 33:7 34:18,21 35:12,17 36:6 38:21 39:3,5,7,14 40:8 41:3 42:14,20,23 43:2,7,18,21,23 44:1,4,20,24,25 45:14,24,25 46:8,8,10 47:11,17 48:13,23,24 50:16 51:5,12,17 52:2,10,13,15 53:4,8,14,17,17 55:3,9,13,13 56:5,6,8,16 57:14,23 58:4,10,11 59:15,16,19,21,22,25,25 60:4 61:13,16 62:12,21 63:11,23 65:5,20 67:16,23 68:4,7,18  <b>taxation</b> [6] 8:6 45:9 62:4 63:17 66:24 67:4  <b>taxed</b> [14] 30:11 39:8 46:14 49:20 50:1,4,18 51:6 53:24 58:19 62:21 64:7 65:11,15  <b>taxes</b> [9] 3:13 20:10 23:7 24:5 32:7 50:21,23 51:1 59:3  <b>taxing</b> [14] 4:10 8:18 11:17 22:9,9,11 31:6 39:17 51:2 53:5 56:16 67:10 68:11,13  <b>taxpayer's</b> [2] 63:24 64:3  <b>Tennessee</b> [3] 14:21 15:2 42:22  <b>Tennessee's</b> [1] 43:6  <b>term</b> [2] 7:4 16:22  <b>terms</b> [6] 20:22 21:23 25:24 27:2 67:12 68:17  <b>Texas</b> [2] 26:8 57:11  <b>textbook</b> [1] 64:13  <b>theme</b> [1] 68:11  <b>theoretical</b> [3] 39:11 61:11,15  <b>there's</b> [9] 6:5 8:3 9:13 18:15,18 21:13,14 30:5 62:15  <b>they'll</b> [5] 19:1,2,4 38:21 57:10  <b>They've</b> [2] 27:15,24  <b>thinly</b> [1] 27:6  <b>third</b> [3] 29:19 30:3 64:14  <b>though</b> [4] 20:23,24 46:24 67:16  <b>three</b> [10] 21:12,13,15,19 36:5 42:18 43:13,16 45:7 66:10  <b>throughout</b> [1] 22:3</p>	<p><b>throw</b> [1] 29:19  <b>throw-back</b> [4] 50:16,22 51:1 56:8  <b>til</b> [1] 11:25  <b>today</b> [5] 5:7 54:8 63:9,14 64:6  <b>tools</b> [1] 57:13  <b>total</b> [2] 9:18 15:5  <b>totally</b> [1] 9:8  <b>touch</b> [2] 35:24 45:18  <b>track</b> [1] 29:8  <b>treat</b> [1] 55:6  <b>treated</b> [1] 60:21  <b>treats</b> [1] 34:11  <b>true</b> [10] 3:16 5:18 14:18 22:4 25:21 29:16 30:24,24 32:11 58:6  <b>TRUST</b> [122] 1:8 3:6,13,15,16,16,20 4:16,20,21,22,24 5:3,8,21 6:4,13,15,25 7:4,10,12,15,19,24 8:4,7,8 10:6,10 11:4,11,24 12:3 14:6,18 15:14,22 16:12,20 17:4 18:19,22 19:17 20:19,20,22,25 21:6,9,10,23 22:10,12,12,13 23:1 24:18 25:4,20,21 26:10 29:16,17 30:12,15,18,20 31:24 32:4 35:5 36:7,16,23,25 37:6,23 38:11 40:24 41:8,12,12 42:9,10,21 43:2,20 44:14 45:3,23 46:3,22 49:17,19 50:8,9 53:22,23 54:9,16,24 55:6,7,17,24 59:22 60:13,17,17 61:3,8,24 62:5,8,21 63:5,8,8,14 65:20 66:5 68:18  <b>trust's</b> [2] 19:7 42:14  <b>trust-specific</b> [1] 58:8  <b>trustee</b> [6] 5:16 6:11,20 8:11 9:1,18 13:15 15:8 16:8,10,10,12,14,19 17:19 18:13 21:10,17,21 24:19 25:23 26:7,8,11 30:8,9,12,18,19 31:7,10,14 36:6,21 39:21 40:5,9 41:9 42:14 44:1,12 48:3,5 50:20 53:18 54:18 59:16 60:1,3,5,13,15,22,23 61:19 62:1,7 66:6,9,18,23  <b>trustee's</b> [8] 31:14 33:16,18 40:6 42:5 55:19 61:3,21  <b>trustee-related</b> [1] 25:24  <b>trusts</b> [6] 9:15,16 15:8 36:18 46:25 50:14  <b>truthfully</b> [1] 68:24  <b>Try</b> [1] 38:23  <b>term</b> [2] 7:4 16:22  <b>trying</b> [1] 7:17  <b>Tuesday</b> [1] 1:13  <b>turn</b> [1] 63:5  <b>turns</b> [2] 20:7 24:7  <b>twice</b> [2] 64:16 67:7  <b>two</b> [15] 14:3 18:21,24 19:14 21:13 22:20 26:17,25 30:6,13 39:16 46:23 55:18 62:7 66:2</p> <hr/> <p style="text-align: center;"><b>U</b></p> <p><b>U.S</b> [1] 50:13  <b>ultimate</b> [1] 31:19  <b>ultimately</b> [2] 37:17 67:3  <b>uncertainty</b> [1] 47:25  <b>unconstitutional</b> [1] 63:23  <b>under</b> [22] 3:16 4:21 5:2 6:3,25 8:7 11:9 14:18 16:12 20:15 22:13 23:</p>

## Official - Subject to Final Review

<p>5 25:14,21 31:18 41:18,23 52:9 65:11,22 67:2 68:17 <b>understand</b> [4] 17:3 22:16 49:19 51:19 <b>understanding</b> [2] 17:24 26:14 <b>undistributed</b> [4] 15:15,24 39:15, 18 <b>unfaithful</b> [1] 29:15 <b>unilateral</b> [1] 64:14 <b>UNITED</b> [3] 1:1,17 29:2 <b>unknowable</b> [1] 34:23 <b>unknown</b> [1] 34:22 <b>unlawful</b> [1] 60:4 <b>unless</b> [3] 12:15 18:5,8 <b>until</b> [4] 10:9 37:10 48:20 52:21 <b>up</b> [6] 16:3 22:21 52:7 56:22 66:13 68:10 <b>upended</b> [1] 63:1 <b>upholds</b> [1] 14:15 <b>uses</b> [1] 34:14 <b>using</b> [2] 21:15 63:13</p> <hr/> <p style="text-align: center;"><b>V</b></p> <hr/> <p><b>valid</b> [1] 63:9 <b>value</b> [8] 10:10,12 11:10 31:24 35: 23 51:7 52:3 58:21 <b>variance</b> [1] 12:11 <b>variety</b> [1] 28:15 <b>verified</b> [1] 25:13 <b>versus</b> [3] 3:5 27:2 53:11 <b>vested</b> [4] 37:7 53:5 55:5 56:3 <b>view</b> [3] 18:2 20:2 59:5 <b>viewing</b> [1] 61:17</p> <hr/> <p style="text-align: center;"><b>W</b></p> <hr/> <p><b>wait</b> [3] 10:11 37:10 52:21 <b>Walden</b> [1] 31:8 <b>wanted</b> [5] 7:15,16 42:2,2 55:12 <b>wants</b> [2] 16:10 23:21 <b>Washington</b> [2] 1:12,23 <b>way</b> [18] 10:6 14:21 15:2 22:19 23: 21 27:14,20 29:18 31:6 37:21 49: 25 50:24 54:22 58:16 60:21 61:4 67:18,20 <b>Wayfair</b> [5] 63:20,20,22,24 64:7 <b>ways</b> [3] 24:17,21 48:7 <b>wealth</b> [8] 36:14 53:4,8 55:13 56:6 58:20,20 59:3 <b>wealthy</b> [1] 47:2 <b>whatever</b> [5] 37:11,11 39:22 54: 11 55:1 <b>whatsoever</b> [1] 49:16 <b>Whereupon</b> [1] 69:4 <b>Whether</b> [10] 6:23 28:20 41:21 42: 6,7 51:22 54:1 62:15,16 65:14 <b>who's</b> [5] 39:24 44:5 46:20,21 67: 12 <b>whole</b> [5] 4:23 5:8 39:20 61:6 68:6 <b>will</b> [27] 10:13 11:25 12:7 14:4,6 19:25 31:20,20 34:20,25 35:2 36: 25 37:1,17,24 38:21 40:3,15 42: 20 48:19 49:16 50:10 54:24 57:14 58:19 59:7,8 <b>Wilmington</b> [1] 66:5</p>	<p><b>within</b> [3] 27:9 33:23 40:13 <b>woman</b> [1] 9:21 <b>wonder</b> [2] 37:20,21 <b>words</b> [5] 40:21 42:12 49:6 51:9 61:11 <b>work</b> [2] 11:13 38:8 <b>works</b> [3] 10:17 37:22 39:7 <b>world</b> [1] 57:6 <b>worried</b> [1] 58:2 <b>worth</b> [8] 38:1,2,4,9,22,25 51:14, 25</p> <hr/> <p style="text-align: center;"><b>Y</b></p> <hr/> <p><b>year</b> [21] 10:7,9 11:6,11,24 12:1 18: 23 19:8 35:8,9 37:24,25 38:22 45: 13 46:19,20 50:5 51:14,14,25 52: 1 <b>years</b> [21] 13:14 17:16 28:19 33:7 35:12,17 37:11 38:5,24 44:13,19, 25 45:19,20 46:8,9 48:13 49:20, 21 50:20 54:25 <b>York</b> [15] 9:2,3,3,11 12:4 13:18 24: 20 30:2 41:18,23 43:18,20,21 45: 25 61:12</p> <hr/> <p style="text-align: center;"><b>Z</b></p> <hr/> <p><b>zero</b> [2] 35:15,17</p>
--	--