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Re: **Request for Guidance on Granting First Spouse to Die a General Power of Appointment over the Surviving Spouse's Property**

Dear Mr. Desmond and Mr. Korb:

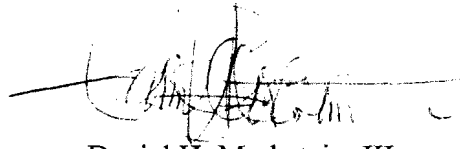
I am writing to you on behalf of the American College of Trust and Estate Counsel ("ACTEC") to ask that you add to the Business Plan the matter discussed in the enclosed letter dated July 23, 2004 from ACTEC's then President, Robert J. Rosepink, to Mr. George Masnik. The letter concerns the transfer tax consequences of granting the first spouse to die a general power of appointment over the surviving spouse's property.

Although the Internal Revenue Service has continued to issue taxpayer-favorable private letter rulings on this subject since the enclosed letter was sent, IRC § 6110 (k)(3) provides that a taxpayer may not rely on a private ruling issued to another taxpayer. As the estate tax credit increases, this issue becomes even more important. Unless the strategy described in the enclosed letter is effective, many married couples will be unable to allocate their assets to make sure that the spouse who dies first will have sufficient assets to benefit from his or her available estate tax credit.

Mr. Michael J. Desmond
Mr. Donald L. Korb
Page 2

Representatives of ACTEC would be pleased to meet with you and/or your representatives to discuss why we think that this matter should be given a high priority. ACTEC also will be pleased to offer any technical assistance that you may find useful in carrying out this project.

Respectfully submitted,



Daniel H. Markstein, III
President

Encl.

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