

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF TEXAS**

FLOWERS TITLE COMPANIES LLC,	§	
Plaintiff,	§	
	§	
v.	§	Civil Action No. 6:25-cv-00127
SCOTT BESSENT, in his official capacity	§	
as U.S. Secretary of Treasury; U.S.	§	
DEPARTMENT OF TREASURY; THE	§	
FINANCIAL CRIMES ENFORCEMENT	§	
NETWORK;	§	
Defendants.	§	

**COMPLAINT**

**INTRODUCTION**

1. Flowers Title Companies LLC (d/b/a “East Texas Title Companies”) facilitates, or provides information for, thousands of real estate closings each year. *See* Exhibit (Ex.) A, Declaration of Celia Flowers (“Flowers Decl.”) ¶¶ 4, 7. Those transactions have long been regulated by state and local law. They were never subject to federal reporting requirements until recent orders from the Financial Crimes Enforcement Network (“FinCEN”).

2. FinCEN has finalized a new rule that requires title companies to collect information and report on many cumbersome details pertaining to non-financed transfers of residential property—including sensitive personal information that they must now gather from clients. *See* Anti-Money Laundering Regulations for Residential Real Estate Transfers, 89 Fed. Reg. 70258 (Aug. 29, 2024) (to be codified at 31 C.F.R. ch. X) (“Final Rule”).

3. FinCEN claims authority to mandate the collection and reporting of this information because the federal Bank Secrecy Act<sup>1</sup> authorizes reporting rules for “any suspicious transaction relevant to a possible violation of law or regulation.” 31 U.S.C. § 5318(g)(1).

4. But there is nothing inherently suspicious about a buyer using his or her own money. Buyers who can afford to purchase property without taking out a loan often prefer to do so for many legitimate reasons. Ex. A, Flowers Decl. ¶ 11. Most obviously, they can save thousands of dollars in lending costs and interest payments if they pay out of their own savings, or other liquid assets. *Id.*

5. Nonetheless, the Final Rule deems commonplace real estate transactions inherently “suspicious” because it is *conceivable* the government *might* glean information of relevance to *possible* statutory or regulatory violations if title companies are required to ***systematically report the details of all such transactions***. Final Rule, 89 Fed. Reg. at 70260.

6. But there is no limit to what sort of consumer transactions FinCEN might require reporting on if the agency can compel collection and reporting of sensitive consumer information simply because systematic reporting *might* yield useful information.

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<sup>1</sup> Subchapter II of chapter 53 of title 31 of the United States Code, along with titles I and II of Pub. L. No. 91–508 (the Fair Credit Reporting Act), are popularly known as the “Bank Secrecy Act.” See Short Title note set out under section 1951 of Title 12, Banks and Banking; see also Pub. L. No. 116-283, Div. F (Anti-Money Laundering Act of 2020), § 6003(1).

7. East Texas Title files this lawsuit because the Final Rule was promulgated in violation of separation of powers. Ex. A, Flowers Decl. ¶ 31. The Rule violates the Constitution because FinCEN's claimed statutory authority amounts to a roving power to require disclosures on any consumer transaction the agency deems fit.

8. East Texas Title also sues because it objects to being conscripted into performing government surveillance on its clients. *Id.* ¶ 30. The company objects to FinCEN's demand that it must hand over its records without a warrant.

9. Finally, the company brings this suit because it objects to being compelled to collect information beyond what is necessary to facilitate real estate closings in compliance with state and local law. *Id.* ¶ 31.

### **JURISDICTION AND VENUE**

10. This Court has jurisdiction over this action pursuant to 28 U.S.C § 1331 and 5 U.S.C. §§ 702, 706.

11. The Court has authority to issue declaratory and injunctive relief pursuant to 28 U.S.C §§ 2201 and 2202, 28 U.S.C. § 1361, and to vacate unlawful agency action under 5 U.S.C. § 706.

12. Venue is proper under 28 U.S.C § 1391(b)(2) because a substantial part of the events or omissions giving rise to the claims occurred in this District. Venue is also proper under 28 U.S.C § 1391(e)(1)(B) because the defendants are officers, employees, and agencies of the United States and a substantial part of the events or omissions giving rise to the claims occurred in this District. *See also* 5 U.S.C. § 703

(venue for actions under the Administrative Procedure Act generally proper in “a court of competent jurisdiction”).

## PARTIES

13. Plaintiff Flowers Title Companies LLC is a title agent incorporated in the State of Texas, and headquartered in Tyler, Texas. Ex. A, Flowers Decl. ¶ 4. The company is licensed to facilitate closings in 87 of Texas’ 254 counties. *Id.* ¶ 5. It does business under the name “East Texas Title Companies.” *Id.* ¶ 4.

14. Defendant Scott Bessent is the United States Secretary of Treasury. He is sued in his official capacity.

15. Defendant U.S. Department of Treasury is an agency of the United States government, under the direction and control of the United States Secretary of Treasury.

16. Defendant Financial Crimes Enforcement Network is a sub-agency within the U.S. Department of Treasury, under the direction and control of the United States Secretary of Treasury.

## GENERAL ALLEGATIONS

### ***FinCEN Imposes a Rule Requiring Federal Reporting on Non-Financed Real Estate Closings***

17. In 2016, FinCEN began issuing “geographic targeting orders” (“GTOs”) that required East Texas Title “to file reports and maintain records concerning non-financed purchases of residential real estate . . . by certain legal entities in select metropolitan areas of the United States.” 89 Fed. Reg. at 70259–60. *See* Ex. A, Flowers Decl. ¶ 18.

18. Thereafter, FinCEN expanded the geographic scope of its reporting requirements in successive GTOs. Anti-Money Laundering Regulations for Residential Real Estate Transfers, 89 Fed. Reg. 12424, 12428 (Feb. 16, 2024) (“Proposed Rule”).

19. Now FinCEN is giving nationwide scope to its real estate reporting requirements under the Final Rule. Final Rule, 89 Fed. Reg. at 70258.

20. The purpose is to help law enforcement gather information when investigating “possible violation[s] of law or regulation.” 31 U.S.C. § 5318(g)(1). See Final Rule, 89 Fed. Reg. at 70260.

21. FinCEN maintains collected information in a database that is accessible to federal, state, and local law enforcement. *Id.*

22. FinCEN may also share collected information with federal agencies investigating potential civil regulatory violations.

23. FinCEN claims that its GTOs were successful in identifying the supposed risks of non-financed real estate transactions. FinCEN cited this as a policy justification when proposing to expand its reporting requirements nationwide. *Id.*

24. In outlining the supposed “benefits” of expanding these reporting requirements, FinCEN explained that the agency had “regularly receive[d] feedback from law enforcement partners that they use[d] the information [collected] to generate new investigative leads, identify new and related subjects in ongoing cases, and [to] support prosecution and asset forfeiture efforts.” *Id.*

25. But for East Texas Title, FinCEN’s GTO reporting requirements proved burdensome because it required gathering of potentially sensitive and private information, which was not relevant to facilitating closings under state or local law. *See* Ex. A, Flowers Decl. ¶ 18.

26. FinCEN’s GTOs required East Texas Title to gather and report information on non-financed transactions in six of the counties it operates in. *Id.* ¶ 19. This took time, energy, and resources to ensure full compliance. *Id.*

27. FinCEN recognized that its existing GTOs had imposed regulatory burdens. Final Rule, 89 Fed. Reg at 70258. Nonetheless, FinCEN concluded that the potential benefits in informational gains to government outweighed concerns over adding greater regulatory burdens in the Final Rule. *Id.*

28. FinCEN published its decision finalizing this rule on August 29, 2024, and set an effective date of December 1, 2025. *Id.*

***FinCEN’s Claim to Discretionary Rulemaking Authority***

29. FinCEN asserts statutory authority for the Final Rule under a provision of the Bank Secrecy Act that provides: “The Secretary [of Treasury] may require any financial institution, and any director, officer, employee, or agent of any financial institution, to report any suspicious transaction relevant to a possible violation of law or regulation.” 31 U.S.C. § 5318(g)(1) (“SAR Authority”).<sup>2</sup> *See* Final Rule, 89 Fed. Reg. at 70259.

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<sup>2</sup> FinCEN refers to reports required under this authority as “suspicious activity reports” or “SARs.” Final Rule, 89 Fed. Reg. at 70258.

30. FinCEN also cited 31 U.S.C. § 5318(a)(2), which provides that the Secretary—if he chooses—“may . . . require a class of domestic financial institutions . . . [to] collect[] and report[] . . . information as the Secretary of the Treasury may prescribe by regulation . . . to guard against money laundering, the financing of terrorism, or other forms of illicit finance.” *Id.* at 70259 n.11.

31. The Secretary of Treasury has subdelegated his rulemaking authority under the Bank Secrecy Act to the Director of FinCEN. And FinCEN relied on that delegated authority in promulgating the Final Rule. *Id.* at 70258.

***Financial Institutions Subject to FinCEN’s  
Discretionary Rulemaking Authority***

32. The Bank Secrecy Act enumerates twenty-six types of entities deemed “financial institutions” subject to reporting requirements that the Secretary may prescribe by regulation. 31 U.S.C. § 5312.

33. The statute’s enumerated list includes entities like “insured bank[s][,]” “trust compan[ies][,]” “credit union[s][,]” “investment banker[s][,]” “business[es] engaged in the exchange of currency[,]” and any “operator of a credit card system[.]” *Id.* § 5312(a)(2)(A)–(C); (I)–(J); (L).

34. The enumerated list includes various other entities like “thrift institution[s][,]” “pawnbroker[s][,]” and “travel agenc[ies].” *Id.* § 5312(a)(2)(F); (O); (Q). Likewise, “persons involved in real estate closings and settlements” are included. *Id.* § 5312(a)(2)(U).

35. The statute also delegates discretionary authority for the Secretary to designate “any other business” a “financial institution” subject to the Secretary’s

reporting requirements, if the Secretary believes its “cash transactions have a high degree of usefulness in criminal, tax, or regulatory matters.” *Id.* § 5312(a)(2)(Z).

***FinCen’s Discretionary Authority to Add to or Detract  
From Statutory Requirements***

36. Congress imposed a statutory requirement that financial institutions “shall establish anti-money laundering and countering the financing of terrorism programs . . . .” *Id.* § 5318(h). FinCEN refers to these as “AML/CFT” programs. Final Rule, 89 Fed. Reg. at 70258.

37. By statute, a compliant program must have: (1) developed “internal policies, procedures, and controls;” (2) a designated “compliance officer;” (3) “an ongoing employee training program;” and (4) “an independent audit function to test programs.” *Id.* § 5318(h)(1)(A)–(D).

38. Congress did not otherwise speak to the substantive requirements for statutorily required AML/CFT programs. Instead, Congress delegated authority to the Secretary to “prescribe minimum standards.” *Id.* § 5318(h)(2).

39. The Secretary also has discretion to exempt financial institutions from any of the requirements of the Bank Secrecy Act whenever he deems an exemption “appropriate.” *Id.* § 5318(a)(7).

40. In 2002 FinCEN exercised this authority (sub-delegated from the Secretary) to exempt “persons involved in real estate closings and settlements” from the requirement to maintain AML/CFT programs. Proposed Rule, 89 Fed. Reg. at 12427.

41. But Congress has given the Secretary (and FinCEN operating under sub-delegated authority) total discretion to revoke this exemption at any point. 31 U.S.C. § 5318(a)(5).

***FinCEN Imposes Reporting Requirements***

42. Between 2016 and 2024, FinCEN issued a series of GTOs, which required “persons involved in real estate closings and settlements” to begin filing reports on certain non-financed transactions, within specified localities. Final Rule, 89 Fed. Reg. at 70259–60.

43. FinCEN relied on the Secretary’s discretionary SAR Authority for these GTOs. But FinCEN continued its exemption excusing “persons involved in real estate closings and settlements” from maintaining AML/CFT programs. *Id.*

44. The Final Rule, published in 2024, maintains FinCEN’s exemption excusing “persons involved in real estate closings and settlements” from maintaining statutorily required AML/CFT programs. *Id.* at 70276 (codifying 31 C.F.R. § 1031.320(m)(2)). But the Final Rule expands mandatory reporting requirements under the agency’s discretionary SAR Authority. *Id.* at 70290–94.

***The Final Rule Requires Granular Collection of Private Information and Burdensome Reporting***

45. Unless an exception applies, the Final Rule requires “persons involved in real estate closings and settlements” to file reports on any “non-financed transfer to a transferee entity or transferee trust of an ownership interest in residential property.” 89 Fed. Reg. at 70290 (codifying 31 C.F.R. § 1031.320(b)(1)). FinCEN refers to these as “Real Estate Reports.” *Id.* at 70262.

46. The Final Rule provides eight exemptions for otherwise “reportable transfer[s].” 89 Fed. Reg. at 70290 (codifying 31 C.F.R. § 1031.320(b)(2)) (exempting transfers pertaining to easements, transfers “resulting from the death of an individual,” “incident to divorce[,]” “bankruptcy[,]” and several other, similarly narrow, exemptions).

47. The Final Rule specifies that for each reportable transaction, the responsibility for reporting rests with “the person listed as the closing or settlement agent on the closing or settlement statement for the transfer[.]” *Id.* (codifying 31 C.F.R. § 1031.320(c)(1)).

48. If no person is listed as the closing or settlement agent, the reporting obligation falls to “the person that prepares the closing or settlement statement for the transfer[.]” and thereafter to “the person that files with the recordation office the deed or other instrument that transfers ownership . . . .” *Id.* (codifying 31 C.F.R. § 1031.320(c)(1)(ii)–(iii)). Otherwise, the Final Rule specifies a cascading list of other responsible parties.

49. Every Real Estate Report must include specified information about “each” individual transferor such as their full legal name, date of birth, current residential address, and a “unique identifying number” such as an “IRS TIN.” *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(f)(1)).

50. If the transferor “is a legal entity,” the report must include the incorporated entity’s “full legal name,” its “doing business as’ name,” “street

address,” and a “unique identifying number” such as an “IRS TIN.” *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(f)(2)(i)-(iv)).

51. Real Estate Reports must also provide similar information about “each individual who is a trustee of a trust” if a trust is a transferor. *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(f)(2)(v)).

52. Likewise the Final Rule requires collection and reporting of information about “each transferee entity involved in a reportable transfer . . .”—such as its “[f]ull legal name;” “‘doing business as’ name[;]” the “street address that is [its] . . . principal place of business[;]” its IRS TIN, or an equivalent “unique identifying number” from a foreign jurisdiction. *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(e)(1)(i)).

53. Real Estate Reports must also include similar information about “each beneficial owner of the transferee entity[.]” *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(e)(1)(ii)).

54. They must further include similar information about “each signing individual,” and a “[d]escription of the capacity in which the individual is authorized to act as the signing individual” on behalf of the transferee entity. *Id.* at 70291–92 (codifying 31 C.F.R. § 1031.320(e)(1)(iii)).

55. If the individual signing on behalf of the transferee entity is acting in the “capacity of an employee, agent or partner,” the report must provide information about “the individual’s employer, principal, or partnership.” *Id.*

56. If the transferee is a trust, the Final Rule requires collection and reporting of similar information to that required of an incorporated transferee. *Id.* at

70291–92 (codifying 31 C.F.R. § 1031.320(e)(2)). But the rule requires additional details, such as “[d]ate the trust instrument was executed[,]” and information about whether the trust is revocable. *Id.*

57. And the Final Rule requires reporting on the “beneficial owner” interests of any transferee trust—regardless of whether the trust was designed to keep the names of beneficial owners confidential for legitimate reasons. *Id.*

58. Real Estate Reports must provide the street address, legal description, and closing date for the property in question.

59. Each report must provide specified information about the payment for that property, including: “(i) [t]he amount of the payment; (ii) [t]he method by which the payment was made; (iii) [i]f the payment was paid from an account held at a financial institution and the account number; and (iv) [t]he name of the payor on any wire, check, or other type of payment if the payor is not the transferee entity or trust.” *Id.* at 70292 (codifying 31 C.F.R. § 1031.320(h)).

60. The Final Rule further requires that each report must provide information about whether the “transfer involved credit extended by a person that is not a financial institution with an obligation to maintain an anti-money laundering program and an obligation to report suspicious transactions” to FinCEN. *Id.* (codifying 31 C.F.R. § 1031.320(i)).

61. The Final Rule requires that Real Estate Reports must be “filed electronically” either within thirty days of closing, or by the end of the month following the closing. *Id.* at 70293. (codifying 31 C.F.R. § 1031.320(k)).

62. Reporting companies are required to maintain records of any written certifications relied upon when preparing and filing Real Estate Reports. *Id.* (codifying 31 C.F.R. § 1031.320(*l*)). The Final Rule suggests that these records need only be maintained for five years. *Id.* at 70276. But the text of the codified regulation in 31 C.F.R. § 1031.320(*l*) does not include any expiration date for retention.

### ***Injury to East Texas Title***

63. East Texas Title is deemed a “financial institution” subject to any reporting requirements the Secretary chooses to impose under the Bank Secrecy Act because its employees are “persons involved in real estate closings and settlements.” 31 U.S.C. § 5312(U).

64. East Texas Title is responsible for filing Real Estate Reports because the company or its employees are commonly “listed as the agent on the closing or settlement statement for the transfer” of residential property. *See* Ex. A, Flowers Decl. ¶ 22.

65. Even where East Texas Title is not officially listed as the agent on the closing or settlement statement, the company is responsible for filing FinCEN reports on reportable transactions because its employees are routinely preparing the closing or settlement statements for the transfer of residential properties, and part of their job is filing with the recordation office the deed or other instrument that transfers ownership of residential property. *Id.* ¶ 23.

66. East Texas Title commonly closes or settles non-financed transfers of residential property to legal entities like an LLC or another incorporated entity or trust. *Id.* ¶ 9.

67. The buyer in these non-financed transactions is almost always paying for the property with money from a savings account at a bank or credit union that is required to maintain an anti-money laundering program. *Id.* ¶ 13.

68. East Texas Title has never encountered a situation in which a buyer seeks to pay with physical cash over \$1,500—i.e., without that money being transferred from a financial institution that is required to maintain an anti-money-laundering program. *Id.* ¶ 14.

69. East Texas Title must expend resources to prepare for the impending effective date on December 1, 2025. This includes time, energy, and money that would otherwise be directed to productive business purposes. *Id.* ¶¶ 20–21.

70. East Texas Title employees have already invested significant time reviewing the Final Rule and devising plans to ensure compliance should the rule go into effect. *Id.*

71. East Texas Title has a dedicated compliance officer whose primary duties include ensuring general compliance with state and local law; however, the company must now devote a substantial portion of her time to ensuring compliance with the Final Rule. *Id.* ¶ 24.

72. Since 2016, the compliance officer has expended significant time and energy working to ensure compliance with reporting requirements that FinCEN had previously imposed under its GTOs. *Id.* ¶ 25. Based on that experience, the company has every reason to expect that the Final Rule will prove burdensome and time-consuming. *Id.*

73. Under the Final Rule, the compliance officer will have to train and continuously oversee employees who are interfacing with clients to ensure that they are appropriately gathering information on reportable transactions. *Id.* ¶ 26.

74. East Texas Title employees will have to gather information and make a determination with each transaction as to whether it is a reportable transaction. *Id.* ¶ 27.

75. If they determine it is a reportable transaction they must gather all categories of required information under the Final Rule, even if such inquiries may seem cumbersome, unnecessary, or invasive to their clients. *Id.* ¶ 28.

76. By FinCEN's estimates, East Texas Title will spend "an average" of two hours for each reportable transaction in collecting and reviewing information, and an "average 30 minute[s]" of additional time in filing reports. Final Rule, 89 Fed. Reg. at 70286.

77. East Texas Title must compensate its hourly employees for the time they spend gathering required information, preparing, and filing Real Estate Reports, and managing required document retention policies. Ex. A, Flowers Decl. ¶ 29.

78. East Texas Title has already spent time reviewing FinCEN's draft Real Estate Report form. *Id.* ¶ 21. That form would require the company to collect information as needed to fill-in up to 111 different fields for each report. Ex. B, Real Estate Report Summary of Data Fields, included as appendix to Agency Information Collection Activities; Proposed Collection; Comment Request; Real Estate Reports, 89 Fed. Reg. 89700, 89705–16 (Nov. 13, 2014).

79. East Texas Title will also have to expend money and resources in maintaining a document retention policy for any written certifications relied upon when preparing and filing Real Estate Reports. Ex. A, Flowers Decl. ¶ 29.

#### **DECLARATORY AND INJUNCTIVE RELIEF ALLEGATIONS**

80. East Texas Title has a significant interest in whether the Final Rule was lawfully promulgated.

81. The Final Rule will impose significant ongoing regulatory obligations that hinder and burden its business. *Id.* ¶¶ 25–29.

82. A decision declaring the Final Rule unlawful would remedy these injuries by enabling East Texas Title to carry on its business free from burdensome information gathering and federal reporting requirements.

83. East Texas Title has no plain, speedy, or adequate remedy at law for its injuries. Money damages are not available in this case.

84. This case is currently justiciable because the Final Rule was published in the Federal Register on August 29, 2024, and will soon become effective on December 1, 2025.

85. Therefore, declaratory and injunctive relief are appropriate to resolve this controversy.

#### **Count I**

#### **The Bank Secrecy Act Impermissibly Delegates Legislative Power (U.S. Const. art. I, § 1 and 5 U.S.C. § 706(2)(B))**

86. The preceding paragraphs are incorporated herein by reference.

87. The U.S. Constitution vests all lawmaking powers in Congress. The Constitution likewise prohibits Congress from delegating its lawmaking powers.

88. When passing a law, therefore, Congress must make the fundamental policy decisions with which the law is concerned and leave to the Executive Branch only the job of filling in less consequential details or applying the law to a given set of facts. In other words, Congress must provide a sufficiently intelligible governing principle.

89. 31 U.S.C. § 5318(a)(2) authorizes the Secretary to require financial institutions to collect information and file reports “as the Secretary of Treasury may prescribe by regulation.” This authority provides no intelligible principle for determining whether or when to require reports on transfers of real estate.

90. 31 U.S.C. § 5318(g) authorizes the Secretary to require reporting on “suspicious transactions relevant to a possible violation of law or regulation.” This authority provides no intelligible principle for determining whether or when to require systematic disclosure of non-financed residential real estate transfers.

91. Congress neglected to decide the important subject of whether and under what conditions businesses should be required to gather and report information on commonplace consumer transactions.

92. The Rule was promulgated “contrary to constitutional right, power, privilege, or immunity[,]” in violation of 5 U.S.C. § 706(2)(B).

**Count II**  
**The Bank Secrecy Act’s Regulation of Purely Intrastate Commerce**  
**Exceeds Congress’s Enumerated Powers**  
**(U.S. Const. art. I, § 1 and 5 U.S.C. § 706(2)(B))**

93. The preceding paragraphs are incorporated herein by reference.

94. The Administrative Procedure Act directs the Court to “hold unlawful” and “set aside agency action” that is “contrary to constitutional right, power, privilege, or immunity[.]” 5 U.S.C. § 706(2)(B).

95. Article I, section 1, of the Constitution, vests in Congress only the “legislative Powers herein granted[.]” U.S. Const. art. 1, § 1.

96. Article I, section 8, clause 3 of the Constitution, enumerates Congress’s legislative powers, including the power “[t]o regulate Commerce . . . among the several States[.]” U.S. Const. art. 1, § 8, cl. 3.

97. The Tenth Amendment confirms that any “powers not delegated to the United States by the Constitution, nor prohibited by it to the States, are reserved to the States respectively, or to the people.” U.S. Const. amend. X.

98. Neither Section 5318(a)(2), nor Section 5318(g), include any provision limiting reporting requirements to transactions in interstate commerce.

99. Nor does 31 U.S.C. § 5312(a)(2) (defining “financial institution”) include any limitation restricting the Secretary to regulating interstate commerce.

100. Accordingly, Sections 5318(a)(2) and (g) authorize the mandated reporting of purely intrastate activity and exceed Congress’s power to regulate commerce among the states.

101. The Bank Secrecy Act violates the Commerce Clause both facially and as applied to intrastate real estate transfers, including as between Texas residents using Texas financial institutions for wire transfers.

102. East Texas Title facilitates purely intrastate real estate transfers, including as between Texas residents using Texas financial institutions. Ex. A, Flowers Decl. ¶ 8.

103. East Texas Title is not a federally insured institution. *Id.* ¶ 6.

104. Sections 5318(a)(2) and (g) are also not a proper exercise of Congress's power under any other provision of the Constitution.

105. The Final Rule was promulgated under provisions of the Bank Secrecy Act that exceed Congress's power to regulate interstate commerce as applied to East Texas Title, and in contravention of the Tenth Amendment. As such, the Final Rule was promulgated "contrary to constitutional right, power, privilege, or immunity," in violation of 5 U.S.C. § 706(2)(B).

**Count III**  
**The Final Rule Violates the Fourth Amendment**  
**(U.S. Const. amend. IV and 5 U.S.C. § 706(2)(B))**

106. The preceding paragraphs are incorporated herein by reference.

107. The Fourth Amendment to the U.S. Constitution prohibits "unreasonable searches and seizures" of "persons, houses, papers, and effects." U.S. Const. amend. IV.

108. Business records are "papers" within the meaning of the Fourth Amendment. The Final Rule's reporting requirement effects warrantless, physical, trespassory searches by requiring the production, to FinCEN, of papers containing information that the agency compels reporting persons and entities to gather.

109. No legal doctrine renders this compelled transfer of private information directly to the government through papers a non-search.

110. The information that East Texas Title is required to collect to file Real Estate Reports is not provided voluntarily.

111. The information that East Texas Title is required to collect to file Real Estate Reports is not shared in the ordinary course of business.

112. No judicially recognized warrant exception renders the Rule's compelled, warrantless searches reasonable.

113. The Rule compels East Texas Title's participation in FinCEN's trespassory searches of its papers in violation of the Fourth Amendment.

114. The Rule compels similarly situated persons and entities to participate in FinCEN's trespassory searches of their papers in violation of the Fourth Amendment.

115. The Rule is contrary to the U.S. Constitution's Fourth Amendment within the meaning of 5 U.S.C. § 706(2)(B).

### **PRAYER FOR RELIEF**

Wherefore, Plaintiff prays for relief as follows:

1. A declaratory judgment, pursuant to 28 U.S.C. § 2201, holding 31 U.S.C. § 5318(a)(2) and (g) unconstitutional;
2. An order, pursuant to 5 U.S.C. § 706(2), holding unlawful and setting aside the Rule;
3. An injunction, pursuant to 28 U.S.C. § 2202, prohibiting Defendants from enforcing the Rule against Plaintiff;
4. An award of reasonable attorney fees and costs to Plaintiff, pursuant to 28 U.S.C. § 2412, or any other applicable authority; and

5. Any other relief the Court deems just and proper.

**DATED:** April 14, 2025.

*s/ Joshua P. Thompson*

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*\*Pro hac vice pending*

# **Exhibit A**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF TEXAS**

FLOWERS TITLE COMPANIES LLC,	§	
	§	
Plaintiff,	§	
	§	
v.	§	Civil Action No.
	§	
SCOTT BESSENT, in his official capacity	§	
as U.S. Secretary of Treasury; U.S.	§	
DEPARTMENT OF TREASURY; THE	§	
FINANCIAL CRIMES ENFORCEMENT	§	
NETWORK;	§	
	§	
Defendants.	§	

**DECLARATION OF CELIA C. FLOWERS**

I, Celia C. Flowers, declare that:

1. I make this statement of my own personal knowledge and if called to testify, could and would testify truthfully thereto.
2. I am over 18 years of age and a resident of Tyler, Texas. I am a co-owner of Flowers Title Companies, LLC. I run the company with the aid of my daughter who is my co-owner.
3. In addition to my role at Flowers Title Companies LLC, I am a senior partner at Flowers Davis PLLC. I am certified by the Texas Board of Legal Specialization in residential estate law.
4. Flowers Title Companies, LLC is a title agent incorporated in the State of Texas, and headquartered in Tyler, Texas. We do business under the name “East Texas Title Companies.”
5. We are licensed to facilitate closings in 87 of Texas’ 254 counties.
6. We are not a federally insured financial institution.

7. Each year, East Texas Title Companies facilitates or provides information for thousands of real estate closings.

8. We commonly facilitate real estate transfers between Texas residents. That includes transactions between Texas residents using Texas financial institutions.

9. We commonly close or settle non-financed transfers of residential property to legal entities like an LLC or another incorporated entity or trust.

10. Non-financed transfers are commonly referred to as “cash deals” because the buyer has liquid assets available to close without need of obtaining financing.

11. In my experience, there is nothing unusual about a buyer paying for real property with his or her own money. Buyers who can afford to purchase property without taking out a loan may prefer cash deals for many legitimate reasons. Most obviously, they can save thousands of dollars in lending costs and interest payments if they pay out of their own savings, or with other liquid assets.

12. High net earners, individuals with inherited wealth, and those who have recently sold another property commonly invest in real estate and often have assets sufficient to cover the cost outright.

13. In my experience, the buyer in a non-financed real estate transaction is almost always paying for the property with money from a savings account at a bank or credit union that is required to maintain an anti-money-laundering program.

14. We have never encountered a situation in which a buyer seeks to pay with physical cash over \$1,500.00—i.e., without that money being transferred from a financial institution that is required to maintain an anti-money-laundering program.

15. I can also say that, in my experience, there is nothing unusual about an investor creating a limited liability corporation, or another incorporated entity, to acquire and hold real estate.

16. Incorporation is common in the real estate business because it minimizes legal risks and serves legitimate tax planning purposes.

17. Likewise, there are legitimate estate planning reasons for a family with wealth to transfer real property to a trust for the benefit of trustees.

18. Since 2016, the Financial Crimes Enforcement Network (“FinCEN”) has required our company to gather and report information on certain non-financed transfers of residential property under FinCEN’s “geographic targeting orders” (“GTOs”). These reporting requirements impose burdens on our staff, not the least of which is they are required to gather potentially sensitive, private information not relevant to facilitating the closing of a deal under state or local law.

19. FinCEN’s preexisting orders require East Texas Title to gather and report information on non-financed transactions in six of the counties we operate in. This took time, energy and resources to ensure full compliance.

20. Our company is now taking steps to ensure compliance in case FinCen’s new rule, requiring mandatory reporting for most non-financed transfers of residential property (“Final Rule”), goes into effect in December, 2025.

21. This requires time, energy and money that would otherwise be directed to more productive business purposes. East Texas Title employees have already invested significant time reviewing the Final Rule and devising plans to ensure compliance. For example, we have spent time reviewing FinCEN's draft Real Estate Report form.

22. Under the Final Rule, East Texas Title will be responsible for filing Real Estate Reports because the company, or our employees, is commonly "listed as the agent on the closing or settlement statement for the transfer" of residential property.

23. Even where East Texas Title is not officially listed as the agent on the closing or settlement statement, the company will be responsible for filing FinCen reports because our employees are routinely preparing the closing or settlement statements for the transfer of residential properties, and because our employees are commonly filing deeds, or other instruments transferring ownership, in the local county recorder's office.

24. East Texas Title has a dedicated compliance officer whose primary duties include ensuring general compliance with state and local law; however, the officer must now devote a substantial portion of her time to ensuring compliance with FinCEN's reporting requirements.

25. Our compliance officer has expended significant time and energy working to ensure compliance with FinCEN's preexisting reporting requirements. Based on that experience, we have every reason to expect that the Final Rule will prove burdensome and time-consuming.

26. Under the Final Rule, our compliance officer will have to train and continuously oversee employees who are interfacing with clients to ensure that they are appropriately gathering information on reportable transactions.

27. Our employees will have to gather information and make a determination with each transaction as to whether it is a reportable transaction or not.

28. If they determine that it is a reportable transaction, they must gather all categories of required information under the Final Rule—even where such inquiries may seem cumbersome, unnecessary or invasive to our clients.

29. East Texas Title must compensate its hourly employees for the time they spend gathering required information, preparing and filing Real Estate Reports, and in managing required document retention policies.

30. East Texas Title brings this suit because it objects to being conscripted into performing government surveillance on its clients. We object to FinCEN's demand that our company must hand over its records without a warrant.

31. East Texas Title also brings this suit because we object to being compelled to collect information beyond what it is necessary to facilitate real estate closings in compliance with state and local law—and because we believe FinCEN promulgated the Final Rule in violation of the separation of powers.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on 4/10/2025 at Tyler, Texas.

DocuSigned by:

*Celia Flowers*

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\_\_\_\_\_  
CELIA C. FLOWERS

# **Exhibit B**

## NOTE:

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Fields with an asterisk (\*) symbol are required by default (*i.e.*, in the report's initial state, fields with an asterisk symbol must contain an entry); however, field requirements may change based on certain data entry conditions (as noted in *italic text* throughout this document). Data entry conditions may also result in fields becoming non-required or disabled/not applicable. That fields are not labeled with an asterisk does not imply that they are optional; rather, all fields must contain a valid entity if the data is available (unless otherwise directed by FinCEN).

## Filing Information

1. \*Type of filing (*select one*)
  - a. Initial report
  - b. Correct/Amend prior report
    - i. BSA Identifier (BSA ID) of/associated with the prior report  
(*If Correct/Amend prior report is selected, the BSA ID assigned to the previously filed report must be entered; otherwise, must be blank.*)
  - c. FinCEN directed back-filing  
(*Select only if FinCEN directs the reporting person to file the report for a reportable transfer that was not previously reported.*)
2. \*Date prepared  
(*This is the date on which the report preparation is complete and it is ready for submission to FinCEN.*)
3. Note to FinCEN  
(*Must be blank unless otherwise directed by FinCEN*)

## Part I. Reporting Person Information

The report must include information about the reporting person as determined according to 31 CFR 1031.320(c). Only one reporting person may be recorded.

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4. \*Reporting Person category (*select one*)
  - a. Person listed as closing or settlement agent on the closing or settlement statement for the transfer
  - b. Person that prepares the closing or settlement statement for the transfer
  - c. Person that files with the recordation office the deed or other instrument that transfers ownership of the residential real property
  - d. Person that underwrites an owner's title insurance policy for the transferee with respect to the transferred residential real property
  - e. Person that disburses in any form the greatest amount of funds in connection with the residential real property transfer
  - f. Person that provides an evaluation of the status of the title
  - g. Person that prepares the deed or any other legal instrument that transfers ownership of the residential real property
5. \*Reporting person's last name if an individual or legal name if an entity
6. Entity (*checkbox indicator*)  
(*Select if the reporting person is an entity; as a result, first/middle/suffix name must be blank.*)
7. \*First name
8. Middle name
9. Suffix
10. \*Street address – number, street, and apt. or suite no.  
(*Enter the reporting person's principal place of business in the United States.*)
11. \*City
12. \*U.S. or U.S. Territory
13. \*State or U.S. Territory  
(*If a U.S. Territory is selected in prior field, the same U.S. Territory will auto-populate in this field.*)
14. \*ZIP code
15. \*Date of closing

## Part II. Property Information

The report must include information about the property involved in the reportable transfer. Multiple properties may be recorded, in which case Part II of the report will repeat for each property.

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16. \*Street address – number, street, and apt. or suite no.
  - a. No street address (*checkbox indicator*)  
(*Select if there is no street address for this property; as a result, only this field will be blank for the property address.*)
17. \*City
18. \*U.S. or U.S. Territory
19. \*State or U.S. Territory  
(*If a U.S. Territory is selected in prior field, the same U.S. Territory will auto-populate in this field.*)
20. \*ZIP code
21. \*Legal description type (*select one*)
  - a. Lot and block
  - b. Subdivision
  - c. Government rectangular survey system
  - d. Metes and bounds
  - e. Other | Description  
(*If “Other” is selected, the type must be described.*)
22. \*Legal description  
(*Enter the legal description of the property verbatim from the relevant deed.*)

## Part III. Transferee Information

The report must include information about the transferee entity and/or trust involved. Multiple transferees may be recorded, in which case Part III of the report will repeat for each transferee entity or trust.

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23. \*Transferee type (*select one*)
  - a. Transferee Entity
  - b. Transferee Trust
24. \*Legal name  
(*Enter the full legal name of the transferee entity or full legal name of the transferee trust, such as the full title of the agreement establishing the trust.*)
25. Alternate name (if any.)  
(*Enter the trade name or "doing business as name." This field applies to a transferee entity only.*)
26. \*Total consideration paid or to be paid, by or on behalf of this transferee (in U.S. dollars.)
  - a. No consideration paid (*checkbox indicator*)  
(*Select if there was no consideration paid by or on behalf of this transferee entity or trust; as a result, total consideration paid above must be blank.*)
27. Foreign principal place of business with no U.S. location (*checkbox indicator*)  
(*This field may be selected for a transferee entity only. Select if the entity's principal place of business is not in the United States and there is no U.S. location where business is conducted; as a result, only the entity's foreign principal place of business address is recorded below.*)
28. Address type (*select one; this may contain an entry for a transferee entity only*)
  - a. Principal place of business (U.S.)  
(*Select if the entity's principal place of business is in the United States and record the address as the only address for the entity.*)
  - b. Foreign principal place of business (non-U.S.)  
(*Select if the entity's principal place of business is not in the United States and record the non-U.S. address below. If the entity has a primary location in the United States where it conducts business, a second set of address fields must be recorded by selecting the address type: -c- Primary U.S. location where entity conducts business.*)
  - c. Primary U.S. location where entity conducts business  
(*Select if the entity has a primary location in the United States where it conducts business in addition to the recorded foreign principal place of business. This selection can only be made when the principal place of business is not in the United States.*)
29. \*Street address – number, street, and apt. or suite no.  
(*This field, along with the address fields below, may contain an entry for a transferee entity only. Enter the principal place of business and, if applicable, the primary U.S. location. If such principal place of business is not in the United States, record the foreign address of the principal place of business and then add a second set of address fields to record the primary location in the United States where the transferee entity conducts business, if any.*)
30. \*City
31. \*Country/Jurisdiction
32. \*State or U.S. Territory  
(*If a U.S. Territory is selected in prior field, the same U.S. Territory will auto-populate in this field.*)
33. \*ZIP/Foreign postal code

34. \*Type of unique identifying number (*select one*)
- EIN
  - SSN-ITIN
  - Foreign tax identification number
  - Foreign entity registration number  
(*This type of unique identifying number may be selected for a transferee entity only.*)
  - No identification  
(*Select if the transferee entity/trust does not have any of the above types of unique identifying numbers; as a result, unique identifying number and issuing jurisdiction must be blank.*)
35. \*Unique identifying number
36. Issuing jurisdiction (if foreign)  
(*If a foreign tax identification number or foreign entity registration number is selected above, the foreign issuing jurisdiction must be entered; otherwise, this field must be blank.*)
37. \*Date trust instrument was executed  
(*This field is applicable only for a transferee trust.*)
38. Revocable trust (*checkbox indicator*)  
(*This field is applicable only for a transferee trust. Select if the trust is revocable or leave blank if it is not.*)

## Person(s) associated with this Transferee

The report must include information about the person(s) associated with each recorded transferee. Multiple persons may be recorded per transferee. The same person may be reportable in more than one category of associated person, as both a beneficial owner and a signing individual.

The following guidelines apply when recording the person(s) associated with the transferee:

- ❖ For each recorded transferee entity:
  - One or more beneficial owners, or parent/guardian of a beneficial owner minor child, must be recorded.
  - One or more signing individuals must be recorded (if any) must be recorded.
- ❖ For each recorded transferee trust:
  - One or more beneficial owners (if any), or parent/guardian of a beneficial owner minor child where the child is a beneficial owner of the trust indirectly through a legal entity, must be recorded.
  - One or more signing individuals (if any) must be recorded.
  - One or more trustees, limited to trustees that are legal entities (if any), must be recorded – NOTE: A trustee that is an individual is considered to be a beneficial owner of the transferee trust for the purposes of this report; therefore, they should be recorded as a beneficial owner. If a trustee is a legal entity (reported here as a trustee that is a legal entity) or a trust, a beneficial owner of that legal entity or trust is considered to be a beneficial owner of the transferee trust.

- 
39. \*Person type (*select one*)
- Beneficial Owner
  - Signing Individual
  - Trustee that is a Legal Entity

89710

Federal Register / Vol. 89, No. 219 / Wednesday, November 13, 2024 / Notices

40. Parent/guardian information instead of minor child *(checkbox indicator)*  
*(Select if the person type is beneficial owner and the parent/guardian of the beneficial owner minor child is being recorded instead of the minor child; otherwise, this field must be blank)*
41. \*Last name or entity legal name of person associated with this transferee  
*(Enter the last name of the beneficial owner / signing individual, or the full legal name of the trustee that is a legal entity)*
42. Alternate name (if any)  
*(This field applies to a trustee that is a legal entity only.)*
43. \*First name  
*(This field applies to a beneficial owner / signing individual only.)*
44. Middle name  
*(This field applies to a beneficial owner / signing individual only.)*
45. Suffix  
*(This field applies to a beneficial owner / signing individual only.)*
46. \*Date of birth  
*(This field applies to a beneficial owner / signing individual only.)*
47. Foreign principal place of business with no U.S. location *(checkbox indicator)*  
*(This field may be selected for a trustee that is a legal entity only. Select if the entity's principal place of business is not in the United States and there is no U.S. location where business is conducted; as a result, only the entity's foreign principal place of business address is recorded below.)*
48. Address type *(select one; this field applies to a trustee that is a legal entity and must contain an entry)*
  - a. Principal place of business (U.S.)  
*(Select if the entity's principal place of business is in the United States and record the address as the only address for the entity.)*
  - b. Foreign principal place of business (non-U.S.)  
*(Select if the entity's principal place of business is not in the United States and record the non-U.S. address below. If the entity has a primary location in the United States where it conducts business, a second set of address fields must be recorded by selecting the address type: -c- Primary U.S. location where entity conducts business.)*
  - c. Primary U.S. location where entity conducts business  
*(Select if the entity has a primary location in the United States where it conducts business in addition to the recorded foreign principal place of business. This selection can only be made when the principal place of business is not in the United States.)*
49. \*Street address – number, street, and apt. or suite no.  
*(If the person recorded is a beneficial owner or signing individual, enter current residential address. If the person recorded is a trustee that is a legal entity, enter the principal place of business and, if applicable, the primary U.S. location. If such principal place of business is not in the United States, record the foreign address here and then add a second set of address fields to record the primary location in the United States where the transferee entity conducts business, if any.)*
50. \*City
51. \*Country/Jurisdiction
52. \*State or U.S. Territory
53. \*ZIP/Foreign postal code
54. \* Type of unique identifying number *(select one)*

- a. EIN
  - b. SSN-ITIN
  - c. Foreign tax identification number
  - d. Foreign passport  
*(This type of unique identifying number may be selected for a beneficial owner / signing individual only.)*
  - e. Foreign entity registration number  
*(This type of unique identifying number may be selected for a trustee that is a legal entity only.)*
  - f. No identification  
*(Select if the trustee that is a legal entity does not have any of the above types of unique identifying numbers; as a result, unique identifying number and issuing jurisdiction must be blank.)*
55. \* Unique identifying number
56. Issuing jurisdiction (if foreign)  
*(If a foreign tax identification number, foreign passport, or foreign entity registration number is selected above, the foreign issuing jurisdiction must be entered; otherwise, this field must be blank.)*
57. Beneficial Owner category  
*(This field applies to a beneficial owner associated with a transferee trust only. Select all that apply.)*
- a. An individual who is a trustee of the transferee trust
  - b. An individual other than a trustee with the authority to dispose of transferee trust assets
  - c. A beneficiary who is the sole permissible recipient of income and principal from the transferee trust or who has the right to demand a distribution of, or withdraw, substantially all of the assets from the transferee trust
  - d. A grantor or settlor who has the right to revoke the transferee trust or otherwise withdraw the assets of the transferee trust
  - e. A beneficial owner of a legal entity or trust that is a trustee of the transferee trust
  - f. A beneficial owner of a legal entity or trust with authority to dispose of transferee trust assets in a manner other than as a trustee of a transferee trust
  - g. A beneficial owner of a legal entity or trust that is the sole permissible recipient of income and principal from the transferee trust or who has the right to demand a distribution of, or withdraw, substantially all of the assets from the transferee trust
  - h. A beneficial owner of legal entity or trust that is a grantor or settlor with the right to revoke the transferee trust or otherwise withdraw the assets of the transferee trust
58. Country/Jurisdiction of citizenship  
*(Select all that apply for the beneficial owner.)*
59. Authorization capacity description *(select one for the signing individual).*
- a. Employee
  - b. Agent
  - c. Partner
  - d. Officer
  - e. Counsel
  - f. Trustee
  - g. Other | Description  
*(If "Other" is selected, a description must be entered.)*
60. Name of employer, principal, partnership, etc.  
*(Enter for signing individual unless authorization capacity above is "Other" in which case this field may be blank.)*

## Part IV. Transferor Information

The report must include information about the transferor individual, entity, and/or trust involved in the reportable transfer. Multiple transferors may be recorded, in which case Part IV of the report will repeat for each transferor.

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61. If transferor is not an individual, select the appropriate option  
*(By default, the transferor is considered an individual; otherwise, one of the below values must be selected.)*
  - a. Transferor Entity
  - b. Transferor Trust
62. \*Transferor's last name if an individual or legal name if an entity  
*(Enter the transferor's last name if an individual, full legal name if a legal entity, or full legal name, such as the full title of the agreement establishing the trust, if a trust.)*
63. Alternate name (if any)  
*(This field applies to a transferor entity only.)*
64. \*First name  
*(This field applies to a transferor individual only.)*
65. Middle name  
*(This field applies to a transferor individual only.)*
66. Suffix  
*(This field applies to a transferor individual only.)*
67. \*Date of birth  
*(This field applies to a transferor individual only.)*
68. Foreign principal place of business with no U.S. location *(checkbox indicator)*  
*(This field may be selected for a transferor entity only. Select if the entity's principal place of business is not in the United States and there is no U.S. location where business is conducted; as a result, only the entity's foreign principal place of business address is recorded below.)*
69. Address type *(select one; this field applies to a transferor entity and must contain an entry)*
  - a. Principal place of business (U.S.)  
*(Select if the entity's principal place of business is in the United States and record the address as the only address for the entity.)*
  - b. Foreign principal place of business (non-U.S.)  
*(Select if the entity's principal place of business is not in the United States and record the non-U.S. address below. If the entity has a primary location in the United States where it conducts business, a second set of address fields must be recorded where the address type selected is -c- Primary U.S. location where business is conducted.)*
  - c. Primary U.S. location where business is conducted  
*(Select if the entity has a primary location in the United States where it conducts business in addition to the recorded foreign principal place of business. This selection can only be made when the principal place of business is not in the United States.)*
70. \*Street address – number, street, and apt. or suite no.  
*(If the transferor is an individual, enter current residential address. If the transferor is an entity, enter the principal place of business and, if applicable, the primary U.S. location. If such principal place of business is not in the United States, record the foreign address here and then add a second set of address fields to record the primary location in the United States where the transferee entity conducts business, if any.)*

71. \*City
72. \*Country/Jurisdiction
73. \*State or U.S. Territory
74. \*ZIP/Foreign postal code
75. \* Type of unique identifying number *(select one)*
  - a. EIN
  - b. SSN-ITIN
  - c. Foreign tax identification number
  - d. Foreign passport  
*(This type of unique identifying number may be selected for a transferor individual only.)*
  - e. Foreign entity registration number  
*(This type of unique identifying number may be selected for a transferor entity only.)*
  - f. No identification  
*(Select if the transferor entity or trust does not have any of the above types of unique identifying numbers; as a result, unique identifying number and issuing jurisdiction must be blank.)*
76. \*Unique identifying number
77. Issuing jurisdiction (if foreign)  
*(If a foreign tax identification number, foreign passport, or foreign entity registration number is selected above, the foreign issuing jurisdiction must be entered; otherwise, this field must be blank.)*
78. \*Date trust instrument was executed  
*(This field applies to a transferor trust only.)*

### If the Transferor is a trust, then record the Trustee(s)

The report must include information about the trustee(s) of each recorded transferor trust. Multiple trustees may be recorded per transferor trust.

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79. \*Trustee's last name, if an individual or legal name if an entity
80. Entity *(checkbox indicator)*  
*(Select if the trustee is an entity; as a result, first/middle/suffix name and date of birth must be blank.)*
81. Alternate name (if any)  
*(This field applies to a trustee entity only.)*
82. \*First name  
*(This field applies to a trustee individual only.)*
83. Middle name  
*(This field applies to a trustee individual only.)*
84. Suffix  
*(This field applies to a trustee individual only.)*
85. Foreign principal place of business with no U.S. location *(checkbox indicator)*  
*(This field may be selected for a trustee entity only. Select if the entity's principal place of business is not in the United States and there is no U.S. location where business is conducted; as a result, only the entity's foreign principal place of business address is recorded below.)*
86. Address type *(select one; this field applies to a trustee entity and must contain an entry)*

89714

Federal Register / Vol. 89, No. 219 / Wednesday, November 13, 2024 / Notices

- a. Principal place of business (U.S.)  
*(Select if the entity's principal place of business is in the United States and record the address as the only address for the entity)*
  - b. Foreign principal place of business (non-U.S.)  
*(Select if the entity's principal place of business is not in the United States and record the non-U.S. address below. If the entity has a primary location in the United States where it conducts business, a second set of address fields must be recorded where the address type selected is -c- Primary U.S. location where business is conducted.)*
  - c. Primary U.S. location where business is conducted  
*(Select if the entity has a primary location in the United States where it conducts business in addition to the recorded foreign principal place of business. This selection can only be made when the principal place of business is not in the United States.)*
87. \*Street address – number, street, and apt. or suite no.  
*(If the trustee is an individual, enter current residential address. If the trustee is an entity, enter the principal place of business and, if applicable, the primary U.S. location. If such principal place of business is not in the United States, record the foreign address here and then add a second set of address fields to record the primary location in the United States where the transferee entity conducts business, if any.)*
88. \*City
89. \*Country/Jurisdiction
90. \*State or U.S. Territory
91. \*ZIP/Foreign postal code
92. \* Type of unique identifying number *(select one)*
- a. EIN
  - b. SSN-ITIN
  - c. Foreign tax identification number
  - d. Foreign passport  
*(This type of unique identifying number may be selected for a trustee individual only)*
  - e. Foreign entity registration number  
*(This type of unique identifying number may be selected for a trustee entity only)*
  - f. No identification  
*(Select if the trustee entity does not have any of the above types of unique identifying numbers; as a result, unique identifying number and issuing jurisdiction must be blank.)*
93. \*Unique identifying number
94. Issuing jurisdiction (if foreign)  
*(If a foreign tax identification number, foreign passport, or foreign entity registration number is selected above, the foreign issuing jurisdiction must be entered; otherwise, this field must be blank.)*

## Part V. Payment Information

The report must include information about the total consideration paid for the reportable transfer as well as each payment made by or on behalf of each recorded transferee entity/trust.

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95. \*Total consideration paid or to be paid for the transfer by all transferees, including transferees not reportable in Part III (in U.S. dollars).
- No consideration paid (*checkbox indicator*)  
(*Select if there is no paid consideration associated with the transfer, such as in the case of a non-sale transfer; as a result, the above total consideration paid field along with all remaining fields in the section must be blank.*)
96. Hard money, private, or other similar loans involved in reportable transfer  
(*Select if the buyer is using credit extended by a person that is not a financial institution with an obligation to maintain an anti-money laundering program and an obligation to report suspicious transactions under Chapter X of Subtitle B of Title 31 of the Code of Federal Regulations; as a result, the type of credit must be entered below*)
97. Type of hard money, private, and other similar loans (*select one*)
- Hard money
  - Private money
  - Seller financed
  - Other | Description  
(*If "Other" is selected, a description must be entered.*)

### Payment made by or on behalf of the Transferee entity/trust

The report must include information about each payment made by or on behalf of each recorded transferee entity/trust; however, this section must be blank when "No consideration paid" is indicated above for the transfer. Multiple payments may be recorded.

---

98. \*Payment amount (in U.S. dollars.)
99. \*Payment method
- Wire
  - Cashier's check
  - Personal/Business check
  - Money order
  - U.S. currency
  - Foreign currency
  - Digital assets
  - Stocks/Bonds
  - Other | Description  
(*If "Other" is selected, a description must be entered.*)
100. If foreign payment method, select currency code  
(*Select the currency code from the ISO-4217 currency code list when foreign currency payment method is selected above. If the appropriate foreign currency code is not found in this list, enter a description, such as the currency name and issuing country/jurisdiction name, below.*)
- If the foreign currency code is not listed above, enter description
101. Payment not from financial institution account  
(*Select if the recorded payment did not originate from an account held at a financial institution; as a result, account number and financial institution legal name must be blank.*)
102. \*Account number

103. \*Financial institution legal name
104. Payment associated with all recorded transferees  
(Select if the recorded payment is associated with all recorded transferee entities and trusts; as a result, the “Associated Transferee legal name” must be blank.)
105. \*Associated transferee legal name  
(Enter the full legal name of the recorded transferee entity or trust that is associated with this payment. If more than one recorded transferee is associated with this payment, add multiples of this field to record each associated transferee legal name. If this payment is associated with all recorded transferees, leave this field blank and select “Payment associated with all recorded Transferees” above.)
106. All payors are recorded transferees (checkbox indicator)  
(Select if this payment only involved payors that are the above recorded transferee entities or trusts. If not selected, the name of the payor(s) must be entered in the fields below.)
107. \*Payor’s last name if an individual or legal name if an entity  
(Enter the last name of the payor if an individual or the legal name of the payor if an entity. Record multiple payors by adding additional sets of payor name fields.)
108. Entity (checkbox indicator)  
(Select if the payor is an entity; as a result, first/middle/suffix name must be blank)
109. \*First name
110. Middle name
111. Suffix

[FR Doc. 2024–26262 Filed 11–12–24; 8:45 am]

BILLING CODE 4810–02–C

## UNITED STATES SENTENCING COMMISSION

### Requests for Applications; Practitioners Advisory Group

**AGENCY:** United States Sentencing Commission.

**ACTION:** Notice.

**SUMMARY:** The United States Sentencing Commission is issuing this notice to advise the public that the application period for membership for the First Circuit in the Practitioners Advisory Group has been extended to December 2, 2024. The deadline was originally October 14, 2024. An applicant for voting membership for the First Circuit of the Practitioners Advisory Group should apply by sending a letter of interest and resume to the Commission as indicated in the **ADDRESSES** section below.

**DATES:** Application materials for voting membership of the Practitioners Advisory Group should be received not later than December 2, 2024.

**ADDRESSES:** An applicant for voting membership of the Practitioners Advisory Group should apply by

sending a letter of interest and resume to the Commission by electronic mail or regular mail. The email address is [pubaffairs@ussc.gov](mailto:pubaffairs@ussc.gov). The regular mail address is United States Sentencing Commission, One Columbus Circle NE, Suite 2–500, South Lobby, Washington, DC 20002–8002, Attention: Public Affairs—PAG Membership.

**FOR FURTHER INFORMATION CONTACT:** Jennifer Dukes, Senior Public Affairs Specialist, (202) 502–4597. More information about the Practitioners Advisory Group is available on the Commission’s website at [www.ussc.gov/advisory-groups](http://www.ussc.gov/advisory-groups).

**SUPPLEMENTARY INFORMATION:** The United States Sentencing Commission is an independent agency in the judicial branch of the United States Government. The Commission promulgates sentencing guidelines and policy statements for federal courts pursuant to 28 U.S.C. 994(a). The Commission also periodically reviews and revises previously promulgated guidelines pursuant to 28 U.S.C. 994(o) and submits guideline amendments to the Congress not later than the first day of May each year pursuant to 28 U.S.C. 994(p).

The Practitioners Advisory Group is a standing advisory group of the United States Sentencing Commission

established pursuant to 28 U.S.C. 995 and Rule 5.4 of the Commission’s Rules of Practice and Procedure. Under the charter for the advisory group, the purpose of the advisory group is (1) to assist the Commission in carrying out its statutory responsibilities under 28 U.S.C. 994(o); (2) to provide to the Commission its views on the Commission’s activities and work, including proposed priorities and amendments; (3) to disseminate to defense attorneys, and to other professionals in the defense community, information regarding federal sentencing issues; and (4) to perform other related functions as the Commission requests. The advisory group consists of not more than 17 voting members, each of whom may serve not more than two consecutive three-year terms. Of those 17 voting members, one shall be Chair, one shall be Vice Chair, 12 shall be circuit members (one for each federal judicial circuit other than the Federal Circuit), and three shall be at-large members.

To be eligible to serve as a voting member, an individual must be an attorney who (1) devotes a substantial portion of his or her professional work to advocating the interests of privately-represented individuals, or of individuals represented by private

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

Flowers Title Companies, LLC

(b) County of Residence of First Listed Plaintiff Smith (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

See attachment.

DEFENDANTS

Scott Bessent, in his official capacity as U.S. Secretary of Treasury, et al. (see attachment)

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff, 2 U.S. Government Defendant, 3 Federal Question (U.S. Government Not a Party), 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, PTF, DEF, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Click here for: Nature of Suit Code Descriptions.

Table with columns: CONTRACT, REAL PROPERTY, CIVIL RIGHTS, PERSONAL INJURY, PRISONER PETITIONS, LABOR, IMMIGRATION, FORFEITURE/PENALTY, LABOR, IMMIGRATION, INTELLECTUAL PROPERTY RIGHTS, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from Another District (specify), 6 Multidistrict Litigation - Transfer, 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): 5 U.S.C. § 706. Brief description of cause: Set aside agency rule; violation of Nondelegation Doctrine; Commerce Clause; Fourth Amendment.

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE DOCKET NUMBER

DATE SIGNATURE OF ATTORNEY OF RECORD

4/14/2025 s/ Joshua P. Thompson

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING IFP JUDGE MAG. JUDGE

## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

### Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.  
 United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here. United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.  
 Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.  
 Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: [Nature of Suit Code Descriptions](#).
- V. Origin.** Place an "X" in one of the seven boxes.  
 Original Proceedings. (1) Cases which originate in the United States district courts.  
 Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441.  
 Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.  
 Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.  
 Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.  
 Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.  
 Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket.  
**PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7.** Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.  
 Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.  
 Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related cases, if any. If there are related cases, insert the docket numbers and the corresponding judge names for such cases.

**Date and Attorney Signature.** Date and sign the civil cover sheet.

Attachment to Civil Cover Sheet

**List of All Defendants:**

SCOTT BESSENT, in his official capacity as U.S. Secretary of Treasury; U.S. DEPARTMENT OF TREASURY; THE FINANCIAL CRIMES ENFORCEMENT NETWORK.

**Plaintiff's Attorneys:**

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