



# Notification of Sale, Transfer, or Assignment in Bulk

The following information should be submitted by registered mail at least 10 days before taking possession of or paying for the business or property, whichever comes first. Complete this form in duplicate. Mail original to: **NYS Tax Department, Bulk Sales Unit, Sales Tax Desk Audit, W A Harriman Campus, Albany NY 12227**. Retain a copy for your records.

Read instructions on back before making entries below.

Section I - Mailing address of purchaser, seller, and escrow agent (if any)*		
Purchaser or representative's name	Seller or representative's name	Escrow agent
Number and street	Number and street	Number and street
City, state, ZIP code	City, state, ZIP code	City, state, ZIP code
Telephone number with area code ( )	Telephone number with area code ( )	Telephone number with area code ( )

Section II - Vendor identification*		
Purchaser's <i>Certificate of Authority</i> identification number	Seller's <i>Certificate of Authority</i> identification number	Last day of business
Purchaser's name	Seller's name	
Business or trade name	Business or trade name	
Business location (number and street)	Business location (number and street)	
City, state, ZIP code	City, state, ZIP code	

Section III - Details of sale*		
a) Scheduled date of sale	b) Location of property when transferred	f) Sales prices of assets sold: 1. Tangible personal property (furniture, fixtures, etc.) ..... 2. Motor vehicles ..... 3. Merchandise inventory for resale .... 4. Manufacturing equipment, tools and supplies ..... 5. Real estate ..... 6. Intangible property (goodwill, etc.) .. Total sales price .....
c) Type of business or property sold	d) Amount of escrow fund	
e) Name of bank in which escrow fund is deposited		
Address (number and street)		
City, state, ZIP code		
Account identification (name and number)	Bank telephone number ( )	
g) Terms and conditions of sale ( <b>attach copy of Contract of Sale</b> ):		

**\*Notice: Notification in writing is required of any change in the information reported above.**

Section 1141(c) Article 28 of the New York State Sales and Use Tax Law provides in part as follows:

"Whenever a person required to collect tax shall make a sale, transfer, or assignment in bulk of any part or the whole of his business assets, otherwise than in the ordinary course of business, the purchaser, transferee or assignee shall at least ten days before taking possession of the subject of said sale, transfer or assignment, or paying therefor, notify the (Commissioner of Taxation and Finance) by registered mail of the proposed sale and of the price, terms and conditions thereof whether or not the seller, transferor or assignor, has represented to, or informed the purchaser, transferee or assignee that he owes any tax pursuant to this article, and whether or not the purchaser, transferee, or assignee has knowledge that such taxes are owing, and whether any such taxes are in fact owing."

Date	Signature	Title (if other than purchaser, please identify)
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## Instructions

### Section I - Mailing address of purchaser, seller, and escrow agent (if any)

Since Sales Tax Desk Audit will be contacting the purchaser, seller, and escrow agent, a mailing address for each is required. The mailing address provided may be the business or home address of the officer, partner, or other representative responsible for the records of the parties involved. If the mailing address is that of a representative, a power of attorney must be attached.

### Section II - Vendor identification

List each vendor's identification number as shown on the *Certificate of Authority* issued by the NYS Tax Department. If the purchaser is not a registered vendor, indicate **none**.

List the purchaser and seller as stated in the sales contract, including their trade name (corporation, partnership, name under which an individual owner is doing business, assignee, trustee, estate, etc.) and business location.

### Section III - Details of sale

In connection with the proposed sale, the following information is required:

- a) **Scheduled date of sale** – The date to be entered is the date that the purchaser is taking possession of the business or property sold, or paying therefor, whichever comes first.
- b) **Location of property when transferred to the purchaser** – If more than one location, attach a detailed schedule.
- c) **Type of business or property sold** – for example, restaurant, retail clothing, fuel oil distributor, wholesale automotive supply, hardware manufacturer, etc.
- d) **Amount of escrow fund** (if any).
- e) **Name, address, and telephone number of bank and identification of account** in which escrow fund is or will be deposited.
- f) **Sales prices of assets sold** – If the sales contract does not provide a sales price for the asset, the amount to be listed is the depreciable value for income tax purposes or the fair market value, whichever is higher. Do not reduce the sales price or valuation assigned by the amount of any mortgage or other liability assumed by the purchaser.

1. Sales price of tangible personal property. Include furniture, fixtures, supplies, and all other tangible personal property (except for inventory for resale, manufacturing equipment, tools and supplies, and motor vehicles).
  2. Sales price of motor vehicles.
  3. Sales price of merchandise inventory for resale. Inventory for resale may be transferred exempt from sales tax. The purchaser must give the seller a properly completed *Resale Certificate* within 90 days of the sale.
  4. Sales price of manufacturing equipment, tools, and supplies. Include all equipment or machinery for use or consumption directly and predominantly in the production of tangible personal property, gas, electricity, refrigeration or steam for sale, and tools and supplies used in connection with such machinery or equipment. Machinery, equipment, and parts entitled to exemption in accordance with sections 1105-B, 1115(a)(12), and 1210(a)(1) of the Tax Law may be transferred exempt from sales tax. The purchaser must give the seller a properly completed *Exempt Use Certificate* within 90 days of the sale.
  5. Sales price of real estate.
  6. Sales price of intangible assets. Include goodwill, accounts receivable, notes receivable, mortgages, securities, and all other intangible assets.
- g) **Terms and conditions of sale** – Outline manner of payment and any conditional provisions of the contract.

### Attention

Any person who is required to file Form AU-196.10 and who, in addition, has to obtain a *Certificate of Authority*, must file a *Certificate of Registration*. The *Certificate of Registration* must be filed at least 20 days before either taking possession of the business assets or paying for them, whichever comes first. Failure to file a timely registration for a *Certificate of Authority* may result in a penalty of up to \$200.

If you sell tangible personal property or services subject to tax, receive amusement charges, operate a hotel, purchase or sell tangible personal property, or sell automotive fuel without a *Certificate of Authority*, in addition to any other penalty imposed, you are subject to a penalty not exceeding \$500 for the first day on which such sales or purchases are made, plus an amount not exceeding \$200 for each subsequent day on which such sales or purchases are made, not to exceed \$10,000 in the aggregate.