

REBA

DOR Real Estate Withholding Rules, Part III of Form NRW: Sections 1 & 3

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MASSACHUSETTS DOR TRANSFEROR'S CERTIFICATION AND FORM NRW

PART 3. Exemption and Reductions

Section 1: Certifications which fully exempt the sale from withholding.

1. Full year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in M.G.L. c.62, §1(f) after closing.

A. G.L. c.62, §1(f) provides:

“Resident” or “Inhabitant,” (1) any natural person domiciled in the Commonwealth, or (2) any natural person who is not domiciled in the Commonwealth but who maintains a permanent place of abode in the Commonwealth and spends in the aggregate more than 183 days of the taxable year in the Commonwealth, including days spent partially in and partially out of the Commonwealth.”

PLANNING NOTE:

Basically this means that a non-resident taxpayer must be out of Massachusetts for 183 days.

2. Pass Through Entity.

A Pass Through Entity (PTE) is a business that avoids double-taxation by passing its income, losses, deductions, and credit through to its owners or investors. The business itself does not pay federal income tax on its profits and instead the owners report their share of the business income on the personal tax returns and pay taxes at the individual income tax rates. Examples include a partnership which files an IRS Form 1065 and an S corporation which files Form 1120-S.

PLANNING NOTE:

A trust is not a pass through entity. A trust is not a business entity. See, IRS Regulation 301-7701-4.

A. IRS Section 301-7701-4 Trusts.

In general, the term “trust” as used in the Internal Revenue Code, refers to an arrangement created either by Will or by inter vivos declaration whereby trustees take title to property for the purpose of protecting or conserving it for the beneficiaries under the ordinary rules applied in chancery or probate courts. Usually, the beneficiaries of such a trust do no more than accept the benefits thereof and are not the voluntary planners or creators of the trust arrangement.

PLANNING NOTE:

Trust income taxes are paid either (1) by the trust (with punitive rate brackets); (2)

by the beneficiaries if the income is distributed, or (3) by the grantor if it is a grantor trust (a revocable trust is a grantor trust). Form 1041.

PLANNING NOTE:

A single member LLC is not a pass through entity and is known as a disregarded entity. See M.G.L. c. 2 § 1(q).

B. A single member LLC may become a pass through entity if it checks a box to be taxed as a corporation and subsequently files an election to be taxed as an S corporation.

Tax attributes of a pass through entity.

- The entity does not pay federal income tax. Instead, income, deductions, and credits are reported on the owner's individual tax returns and taxed at their personal income tax rates.
- It avoids double taxation in that the tax at the federal level is taxed only at the personal shareholder/member/partner level.

A multi-member LLC is taxed as a partnership unless the LLC elects to be taxed as a corporation.

PLANNING NOTE:

The election to be taxed as a corporation does not make it a pass through entity. The election to be taxed as a corporation must be accompanied by an election to be taxed as an S corporation, IRC Form 2553. Losses can be used by the owners to offset other income to the extent of their basis.

PLANNING NOTE:

The federal government limits the deduction of State and Local Taxes (SALT).

Under the Big Beautiful Bill Act, the \$10,000 limitation has been increased to \$40,000 per taxpayer whose income are below \$500,000. For taxpayers between \$500,000 and \$600,000, the \$40,000 is reduced to \$10,000 for taxpayers having taxable income on or over \$600,000. There is an exception which allows the PTE to pass through the entity tax, such as an S corporation, to elect to pay state income taxes attributable to the entity at the corporate level, almost like an excise tax which would make it deductible for federal income tax purposes. Massachusetts allows this but then limits the offset to 90% of the PTE tax paid at the corporate level.

PLANNING NOTE:

A nominee trust or a realty trust is not a pass through entity.

A realty trust, as understood in Massachusetts, is an agency relationship. See, *Apahouser Lock & Security Corp. v. Carvelli*, 528 NE 2d 133 (1988). See also, *Roberts v. Roberts*,

419 Mass. 685 (1995) where a pourover clause in the schedule of beneficiaries removed the trust from the nominee trust arrangement. The key characterization of a nominee trust is the following language:

“The trustee shall have no power to act without the specific direction of all the beneficiaries, whose identity is usually not recorded.”

In a nominee trust, the trust generally will not obtain an employer identification number and the income will simply be reported by the beneficiaries and their own personal return or by the entity return using the social security number in the case of an individual or the business entities that are the beneficiary.

Beneficiary Relationship.

It is often confusing as to the relationship between the beneficiaries. For example, in the case of *In Re: Medallion Realty Trust*, 120 B.R. 245, the Bankruptcy Court ruled that a schedule of beneficiaries that was silent as to the relationship between the beneficiaries was deemed to be a general partnership. This was problematic for the investor/beneficiary who was deemed to be liable for the debts of the entity of the realty trust and was therefore liable for the deficiency in bankruptcy.

Role of the Uniform Trust Code.

M.G.L. c.203E, §102 provides that the Uniform Trust Code provisions apply to trusts of the donative type by providing specifically:

“This chapter applies to express trusts, charitable or non-charitable, of a donative nature and trusts created pursuant to a judgment or decree that requires the trust to be administered in the manner of an express trust.”

PLANNING NOTE:

Generally, a trust of the donative type conveys significant fiduciary roles to the trustee and the trustee's actions are not dependent upon a written direction of the beneficiaries.

3. Publicly Traded Partnerships.

A publicly traded partnership is a business organization whose ownership interests are traded on an established securities market. Publicly traded partnerships are taxed as corporations generally but they maintain pass through tax status avoiding the corporate level taxation if 90% or more of their gross income is from qualifying income sources. Qualifying income sources include, (1) interest and dividends, (2) rents from real property, (3) gains from the sale of real property or capital assets, and (4) income from explorations, development, mining production processing, refining, and transportation of minerals or natural resources.

4. An estate, resident decedent, or a resident trust as described in M.G.L. 62, §10C.

M.G.L. c.62, §10(c) provides as follows:

“The provisions of subsections (a) and (b) of this section shall apply to guardians and conservators; trustees and executors under the Will of a person who died an inhabitant of the Commonwealth; and trustees under a trust created by a person or persons, any one of whom was an inhabitant of the Commonwealth at the time of the creation of the trust or at any time during the year for which the income is computed, or who died an inhabitant of the Commonwealth, any one of which trustees or other fiduciaries is an inhabitant of the Commonwealth.”

As stated otherwise, in order to be subject to income tax in Massachusetts as a Massachusetts inter vivos trust, there must be at least one trustee of a trust who is an inhabitant of the Commonwealth of Massachusetts. If there is no such trustee, the trust is not subject to income tax in Massachusetts insofar as inter vivos trusts are concerned. See, *Bank of America, N.A., Trustee v. Commissioner of Revenue*, 474 Mass. 702 (2016) where the bank argued unsuccessfully that it was not an “inhabitant” of the Commonwealth of Massachusetts even though it had multiple offices in Massachusetts, Massachusetts was not considered its home base and where the bank argued that it was not qualified as a “inhabitant” subject to the fiduciary income tax rules pursuant to M.G.L. c.62, §10, despite not being “domiciled” in Massachusetts. It argued that, as the only trustee, there was no obligation under §10(c), that at least one trustee of a trust be an inhabitant of the Commonwealth of Massachusetts.

5. A corporation with a continuing Massachusetts business presence.

A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts preference.

Caveat: This exemption applies only if the transferor represents that (a) the corporation or member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year and that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation’s assets situated in Massachusetts such that, under G.L. c.62C, §51, it would be required to seek a waiver or notify the Commonwealth and pay the taxes due on the transfer on or before the date of sale or transfer.

6. An organization qualified under 501 and exempt from tax in Massachusetts.

This exemption does not apply where the transfer results in unrelated business taxable income as defined under Section 512 to the transferor.

Summary: To qualify under IRC § 501(c)(3), an organization must be organized and operated exclusively for one or more of the following purposes:

“● charitable, religious, educational, scientific, literary...”

In order to be qualified as a 501(c)(3), the taxpayer would generally have an IRC § 1023 determination letter which basically has determined that the entity is, at least by virtue of its charter, eligible for nonprofit status.

Unrelated Business Taxable Income.

Even if the organization is tax exempt, it must pay a tax on Unrelated Business Taxable Income (UBTI). Generally, income is considered Unrelated Business Taxable Income if it meets three criteria; (1) it is from a trade or business, (2) it is regularly carried on by the organization, and (3) it is not substantially related to furthering the exempt purpose of the organization. A common example is a museum that operates a souvenir shop that sells items unrelated to art, such as souvenirs of the city where it is located. Other examples would be, (1) advertising income that is run by a professional staff, (2) operating a public parking lot year round such as a church near a sports arena, that sells parking during games, (3) renting out facilities to the public where substantial services are provided (catering or security), (4) operating a for-profit restaurant or coffee shop open to the public if it has no educational or exempt purpose component, etc.

7. An insurance company subject to provisions of M.G.L. c.63, §20 through §26.

No additional comment.

8. The United States government, Commonwealth, or any political subdivision thereof or their respective agencies.

No additional comment.

9. The Federal National Mortgage Association.

No additional comment.

10. The Federal Home Loan Mortgage Corporation.

No additional comment.

11. The Government National Mortgage Association.

No additional comment.

12. A Private Mortgage Insurance Company.

No additional comment.

13. A Financial Institution as Defined in G.L. c.63, §1 that maintains a place of business in the Commonwealth.

No additional comment.

14. A Real Estate Investment Trust under Code 856 through 859, provided that the proceeds from the sale of real estate are distributed to the trust holders in the form of dividends derived from the sale of real estate.

A Real Estate Investment Trust is a company that owns and finances income producing real estate. REITs generate revenue through rent collection or on interest on mortgages they hold but, to maintain their tax advantage status, meaning no tax at the entity level, REITs must distribute at least 90% of their annual taxable income to shareholders as dividends. These dividends are typically taxed as ordinary income for the investor. Separately, the REIT must invest at least 75% of its assets in real estate and derive at least 75% of its gross income from real estate activities to qualify as a REIT.

PART 3. Exemption and Reductions

Section 3; Full or Partial Exemption Based on Nonrecognition of Gain.

1. The property qualifies as the transferor's personal residence under IRC § 121.

IRC § 121 permits taxpayers to exclude up to \$250,000 of the capital gain from the sale of the principal residence or, in the case of a married couple filing jointly, \$500,000 (not indexed for inflation). To be eligible, the following three tests within the five year period must be maintained.

- (1) Ownership Test: Either spouse must have owned the home for a minimum of two years;
- (2) Use Test: Both spouses must have resided in the home as their principal residence for at least two of the prior five years, although the two years do not need to be continuous.
- (3) Look-Back Test: The taxpayers must not have excluded gain from the sale of another home within the two years prior to its current sale.

Single individual may exclude up to \$250,000 of gain, married couples filing jointly may be able to exclude up to \$500,000 provided one spouse owned the property and the prior exclusions are met by both spouses. Depreciation recapture cannot be excluded.

2. Transfers between spouses incident to divorce, as defined in Section 1041.

Transfers of appreciated property between spouses “incident to a divorce” are nontaxable. IRC § 1041(a) provides as follows:

- (a) General Rule: No gain or loss shall be recognized on a transfer of property from an individual to (or in trust for the benefit of) --
 - (1) a spouse, or
 - (2) a former spouse, but only if the transfer is incident to the divorce.

Pursuant to IRC § 1041(c):

- (c) Incident to divorce. For purposes of subsection (a)(2), a transfer of property is incident to the divorce if such transfer--
 - (1) occurs within 1 year after the date on which the marriage ceases, or
 - (2) is related to the cessation of the marriage.

As to basis, the transaction is treated as a gift. IRC § 1041(b) provides:

- (b) In the case of any transfer of property described in subsection (a) (a transfer incident to divorce) --
 - (1) for purposes of this subtitle, the property shall be treated as acquired by the transferee by gift, and
 - (2) the basis of the transferee in the property shall be the adjusted basis of the transferor.

Query: Why would the value of the property be stated in the consideration on the deed and would stamp tax be due and payable? See DOR Letter Ruling 82-70 (yes). See also DOR directive 89-14 (stamp tax applies to IRC § 1031 exchanges). In the contrary, the Massachusetts Registers and Assistant Registers of Deeds Association Deed Indexing Standards for the Commonwealth of Massachusetts for January 1, 2025 saying the stamp tax would not apply. The stamp tax would also seem to apply in connection with a transfer of property to a partnership or to a corporation. See MGL c. 64D, § 1 and the lack of mention of an applicable exemption in Massachusetts Registers and Assistant Registers of Deeds Association Deed Indexing Standards for the Commonwealth of Massachusetts for January 1, 2025

- 3. The transfer to a corporation controlled by a transferor designed under IRC § 351.

Generally, the transfer of appreciated property in exchange for an ownership interest in a corporation would be considered a taxable event except pursuant to IRC § 351 whereby

the property is transferred to a corporation in exchange for stock provided the transferors control the corporation, meaning own at least 80% of the voting power and stock immediately after the exchange.

PLANNING NOTE:

This section would not protect a taxpayer contributing appreciated to the corporation subsequent to its formation unless the transferor is “in control,” meaning owning at least 80% of the voting power and stock.

Tax consequences.

Neither the transferor nor the corporation recognize gain or loss on the exchange. If the transfer is cash or other property, known as boot, in addition to stock they must recognize gain (but not loss) up to the value of the boot received.

Basis.

The transferor’s basis in the stock received is generally the basis of the property transferred and the corporation’s basis in the property received would be the transferor’s basis in the property.

PLANNING NOTE:

This does not apply to stock received in exchange for services.

Compare IRC § 721 relating to partnerships (not addressed as an exemption on Form NRW)

A more likely scenario is that the taxpayer is transferring appreciated property to a partnership in exchange for a partnership interest. Here, no gain or loss is recognized to a partnership or to any of its partners in the case of a contribution of property to the partnership in exchange for an interest in the partnership.

PLANNING NOTE:

There is no requirement that the transferor/partner be in control, meaning owning 80%, so this provision is much more flexible than the transfers to corporations.

4. The transfer qualifies as a tax free organization as defined under IRC § 368.

IRC § 368 allows corporations to merge and divide and spin-off income tax free. Specifically, IRC § 368 provides as follows:

(a) Reorganization.

(1) In general. For purposes of parts I and II and this part, the term "reorganization" means--

(A) a statutory merger or consolidation;

(B) the acquisition by one corporation, in exchange solely for all or a part of its voting stock (or in exchange solely for all or a part of the voting stock of a corporation which is in control of the acquiring corporation), of stock of another corporation if, immediately after the acquisition, the acquiring corporation has control of such other corporation (whether or not such acquiring corporation had control immediately before the acquisition);

(C) the acquisition by one corporation, in exchange solely for all or a part of its voting stock (or in exchange solely for all or a part of the voting stock of a corporation which is in control of the acquiring corporation), of substantially all of the properties of another corporation;

(D) a transfer by a corporation of all or a part of its assets to another corporation if immediately after the transfer the transferor, or one or more of its shareholders, or any combination thereof, is in control of the corporation to which the assets are transferred; but only if, in pursuance of the plan, stock or securities of the corporation to which the assets are transferred are distributed in a transaction which qualifies under IRC § 354, IRC § 355, or IRC § 356;

(E) a recapitalization;

(F) a mere change in identity, form, or place of organization of one corporation, however effected

5. The Transferor will be deferring all or part of the gain under IRC § 1031 using a qualified intermediary.

The transferor will be deferring all or part of the gain under Code Section 1031 using a qualified intermediary. If this exemption is claimed, the transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

This would also include a swap of property but generally involves a qualified intermediary. Generally, the taxpayer selling must identify replacement property within 45 days after the sale and purchase the replacement property within 180 days. To the extent a taxpayer receives “boot,” meaning the purchase price of replacement property is less than the sale price (not just the gain), gain must be realized.

6. The transfer is pursuant to an installment sale and the transferor will receive less than the full purchase price at the time of settlement.

An installment sale involves a sale, if less than the full purchase price, is received at the time of the closing. If the gain is less than one million dollars, Massachusetts follows the federal installation rules. If the gain is more than one million dollars, the taxpayer must either post bond, or pay the tax as though it were not an installment sale.

If this exemption is claimed, the transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that would be due when the gain is recognized.

SCENARIO 1:

Single Seller, Florida Resident selling Massachusetts property for \$2,000,000



Massachusetts Department of Revenue
Transferor's Certification

(This form must be submitted electronically with Form NRW. Do not mail this form to DOR)

Once the Transferor has signed and returned the Transferor's Certification, the Withholding Agent must attach a Transferor's Certification for each Transferor when submitting Form NRW, Nonresident Real Estate Withholding, and any withholding payment within 10 days of Closing or as otherwise allowed by 830 CMR 62B.2.4(6)-(7). See instructions.

Part 1. Transferor

First name	Middle initial	Last name	SSN or ITIN
Mary	Q.	Public	000-00-0000
Business name	FEIN		

Street address	City/town	State	Zip
1 Ocean Blvd.	Fort Lauderdale	FL	33301

Email address	Phone number
mpublic@gmail.com	

Transferor entity type:

☒ Individual ☐ Trust and estate ☐ Partnership ☐ S-Corp ☐ Corporation ☐ Other

Part 2. Property Being Sold

Street address	City/town	State	Zip
375 Totten Pond Road	Waltham	MA	02451

Gross sales price	Transferor's percentage of gross sales price	Date of closing (mm/dd/yyyy)
\$2,000,000.00	100%	11/03/2025

Part 3. Exemption and Reductions

If applicable, check the box that reflects the reason for your request of a full or partial exemption from, or reduction of, the income tax withholding requirement.

Section 1: Certifications which fully exempt the sale from withholding (see instructions).

Determine whether you qualify for a full withholding exemption. Fill in the oval that applies to the Transferor of the property being sold or transferred.

The Transferor is (fill in one only):

- ☒ A full-year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in MGL ch 62, § 1(f), after closing.
- ☐ A pass-through entity.
- ☐ A publicly traded partnership.
- ☐ An estate of a resident decedent or a resident trust as described in MGL ch 62, § 10(c).
- ☐ A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts business presence. If this exemption is claimed, the Transferor corporation represents that: (a) the corporation or a member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year, and that it or that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation's assets situated in Massachusetts such that, under MGL ch 62c, § 51, it would be required to seek a waiver or notify the Commissioner and pay the taxes due on the transfer on or before the date of sale or transfer.
- ☐ An organization qualified under Code § 501 and exempt from tax in Massachusetts. This exemption does not apply where the transfer results in unrelated business taxable income, as defined under Code § 512, to the Transferor.
- ☐ An insurance company that is subject to the provisions of MGL ch 63, §§ 20 through 26.
- ☐ The United States Government, the Commonwealth or any political subdivision thereof, or their respective agencies.
- ☐ The Federal National Mortgage Association.
- ☐ The Federal Home Loan Mortgage Corporation.
- ☐ The Government National Mortgage Association.
- ☐ A private mortgage insurance company.
- ☐ A financial institution, as defined in MGL ch 63, § 1, that maintains a place of business in Massachusetts.
- ☐ A real estate investment trust under Code §§ 856 through 859, provided that the proceeds from the trust's sale of real estate are distributed to the trust's shareholders in the form of dividends derived from the sale of real estate.

If you filled in one of the boxes in Section 1, withholding is not required. Do not complete Sections 2 and 3. Do not complete Part 4. Go to Part 5, complete the declaration statement, and sign.

Section 2: Certifications that may reduce withholding (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds the debt secured by a mortgage or other lien on the property and paid at the closing.
- ☐ The sales price does not exceed the Transferor's debt secured by the property held by a mortgagee or lien holder on a foreclosure sale.
- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds Transferor's debt secured by the property and held by a mortgagee or lien holder on a foreclosure sale.



- ☐ The mortgagor conveys the mortgaged property to a mortgagee in lieu of foreclosure and with no additional consideration.
- ☐ The property is being compulsorily or involuntarily converted, and the Transferor intends to acquire property that is similar or related in service or use to qualify for nonrecognition of gain for Massachusetts income tax purposes under Code § 1033.
- ☐ The transfer is made by a mortgagee or assignee or debt holder, where all the proceeds are directly given to the mortgagee or lien holder.
- ☐ The real estate property being transferred is only partly located in Massachusetts.

Section 3: Full or partial exemption based on nonrecognition of gain (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The property qualifies as the Transferor's principal residence under Code § 121.
- ☐ The transfer is between spouses or incident to divorce as defined under Code § 1041.
- ☐ The transfer is to a corporation controlled by a Transferor as defined under Code § 351.
- ☐ The transfer qualifies as a tax-free reorganization as defined under Code § 368.
- ☐ The Transferor will be deferring all or part of the gain under Code § 1031 using a qualified intermediary. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.
- ☐ The transfer is pursuant to an installment sale and the Transferor will receive less than the full purchase price at the time of settlement. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

Part 4. Transferor's Amount Subject to Withholding

Must be completed by the Transferor and retained by the Withholding Agent. Please fill out as applicable.

Note: Select whether the withholding amount will be based on the gross sales price or you are electing alternative withholding based on estimated gain.

Fill in the oval below if electing alternative withholding and complete Part 4, Section 2. Otherwise, you must complete Part 4, Section 1.

Section 1: Withholding calculation (see instructions).

1	Transferor's portion of total gross sales price	1	\$ 2,000,000.00
2	Transferor's full or partial withholding exemption amount	2	\$ 0.00
3	Transferor's full or partial withholding exemption amount based on nonrecognition of income	3	\$ 0.00
4	Transferor's portion of the gross sales price subject to withholding.	4	\$ 2,000,000.00
5	Total amount that must be withheld from this Transferor.	5	\$ 116,674.00

Section 2: Alternative withholding calculation (see instructions).

By filling in this oval and the section below, the Transferor is electing to use the alternative withholding calculation ☐

1	Transferor's portion of total gross sales price	1	
2	Transferor's estimated cost basis.	2	
3	Transferor's selling expenses (do not include expenses included in cost basis).	3	
4	Transferor's full or partial withholding exemption amount	4	
5	Transferor's full or partial withholding exemption amount based on nonrecognition of income	5	
6	Transferor's estimated net gain subject to withholding	6	
7	Transferor's tax rate	7	
8	Total amount that must be withheld from this Transferor.	8	

Part 5. Declaration and Signature

Under penalties of perjury, I hereby certify that the information provided above is, to the best of my knowledge, true and correct and that any false statement could be punishable by law. In the case of corporations, S corporations, partnerships, trusts, or estates, I further declare that I have authority to sign this document on behalf of _____ (name of Transferor).

Signature of Transferor or appropriate officer	Title	Date (mm/dd/yyyy)
Name of Transferor or appropriate officer (Type or print)		Date (mm/dd/yyyy)
Mary Q. Public		
Person to contact concerning this certificate	Contact's e-mail address	Telephone number
Mary Q. Public	mpublic@gmail.com	
Signature of withholding agent	Name of withholding agent	Date (mm/dd/yyyy)



Massachusetts Department of Revenue
Transferor's Certification

(This form must be submitted electronically with Form NRW. Do not mail this form to DOR)

Once the Transferor has signed and returned the Transferor's Certification, the Withholding Agent must attach a Transferor's Certification for each Transferor when submitting Form NRW, Nonresident Real Estate Withholding, and any withholding payment within 10 days of Closing or as otherwise allowed by 830 CMR 62B.2.4(6)-(7). See instructions.

Part 1. Transferor

First name	Middle initial	Last name	SSN or ITIN
Mary	Q.	Public	000-00-0000
Business name	FEIN		
Street address	City/town	State	Zip
1 Ocean Blvd.	Fort Lauderdale	FL	33301
Email address	Phone number		
mpublic@gmail.com			
Transferor entity type:			
<input checked="" type="radio"/> Individual <input type="radio"/> Trust and estate <input type="radio"/> Partnership <input type="radio"/> S-Corp <input type="radio"/> Corporation <input type="radio"/> Other			

Part 2. Property Being Sold

Street address	City/town	State	Zip
375 Totten Pond Road	Waltham	MA	02451
Gross sales price	Transferor's percentage of gross sales price	Date of closing (mm/dd/yyyy)	
\$2,000,000.00	100%	11/03/2025	

Part 3. Exemption and Reductions

If applicable, check the box that reflects the reason for your request of a full or partial exemption from, or reduction of, the income tax withholding requirement.

Section 1: Certifications which fully exempt the sale from withholding (see instructions).

Determine whether you qualify for a full withholding exemption. Fill in the oval that applies to the Transferor of the property being sold or transferred.

The Transferor is (fill in one only):

- ☒ A full-year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in MGL ch 62, § 1(f), after closing.
- ☐ A pass-through entity.
- ☐ A publicly traded partnership.
- ☐ An estate of a resident decedent or a resident trust as described in MGL ch 62, § 10(c).
- ☐ A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts business presence. If this exemption is claimed, the Transferor corporation represents that: (a) the corporation or a member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year, and that it or that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation's assets situated in Massachusetts such that, under MGL ch 62c, § 51, it would be required to seek a waiver or notify the Commissioner and pay the taxes due on the transfer on or before the date of sale or transfer.
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- ☐ The United States Government, the Commonwealth or any political subdivision thereof, or their respective agencies.
- ☐ The Federal National Mortgage Association.
- ☐ The Federal Home Loan Mortgage Corporation.
- ☐ The Government National Mortgage Association.
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- ☐ A financial institution, as defined in MGL ch 63, § 1, that maintains a place of business in Massachusetts.
- ☐ A real estate investment trust under Code §§ 856 through 859, provided that the proceeds from the trust's sale of real estate are distributed to the trust's shareholders in the form of dividends derived from the sale of real estate.

If you filled in one of the boxes in Section 1, withholding is not required. Do not complete Sections 2 and 3. Do not complete Part 4. Go to Part 5, complete the declaration statement, and sign.

Section 2: Certifications that may reduce withholding (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds the debt secured by a mortgage or other lien on the property and paid at the closing.
- ☐ The sales price does not exceed the Transferor's debt secured by the property held by a mortgagee or lien holder on a foreclosure sale.
- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds Transferor's debt secured by the property and held by a mortgagee or lien holder on a foreclosure sale.



- ☐ The mortgagor conveys the mortgaged property to a mortgagee in lieu of foreclosure and with no additional consideration.
- ☐ The property is being compulsorily or involuntarily converted, and the Transferor intends to acquire property that is similar or related in service or use to qualify for nonrecognition of gain for Massachusetts income tax purposes under Code § 1033.
- ☐ The transfer is made by a mortgagee or assignee or debt holder, where all the proceeds are directly given to the mortgagee or lien holder.
- ☐ The real estate property being transferred is only partly located in Massachusetts.

Section 3: Full or partial exemption based on nonrecognition of gain (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The property qualifies as the Transferor's principal residence under Code § 121.
- ☐ The transfer is between spouses or incident to divorce as defined under Code § 1041.
- ☐ The transfer is to a corporation controlled by a Transferor as defined under Code § 351.
- ☐ The transfer qualifies as a tax-free reorganization as defined under Code § 368.
- ☐ The Transferor will be deferring all or part of the gain under Code § 1031 using a qualified intermediary. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.
- ☐ The transfer is pursuant to an installment sale and the Transferor will receive less than the full purchase price at the time of settlement. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

Part 4. Transferor's Amount Subject to Withholding

Must be completed by the Transferor and retained by the Withholding Agent. Please fill out as applicable.

Note: Select whether the withholding amount will be based on the gross sales price or you are electing alternative withholding based on estimated gain.

Fill in the oval below if electing alternative withholding and complete Part 4, Section 2. Otherwise, you must complete Part 4, Section 1.

Section 1: Withholding calculation (see instructions).

- | | | | |
|---|---|---|----------------------|
| 1 | Transferor's portion of total gross sales price | 1 | <input type="text"/> |
| 2 | Transferor's full or partial withholding exemption amount | 2 | <input type="text"/> |
| 3 | Transferor's full or partial withholding exemption amount based on nonrecognition of income | 3 | <input type="text"/> |
| 4 | Transferor's portion of the gross sales price subject to withholding | 4 | <input type="text"/> |
| 5 | Total amount that must be withheld from this Transferor..... | 5 | <input type="text"/> |

Section 2: Alternative withholding calculation (see instructions).

By filling in this oval and the section below, the Transferor is electing to use the alternative withholding calculation ☐

- | | | | |
|---|---|---|--|
| 1 | Transferor's portion of total gross sales price | 1 | <input type="text" value="\$ 2,000,000.00"/> |
| 2 | Transferor's estimated cost basis | 2 | <input type="text" value="\$ 500,000.00"/> |
| 3 | Transferor's selling expenses (do not include expenses included in cost basis) | 3 | <input type="text" value="\$ 200,000.00"/> |
| 4 | Transferor's full or partial withholding exemption amount | 4 | <input type="text" value="\$ 0.00"/> |
| 5 | Transferor's full or partial withholding exemption amount based on nonrecognition of income | 5 | <input type="text" value="\$ 0.00"/> |
| 6 | Transferor's estimated net gain subject to withholding | 6 | <input type="text" value="\$ 1,300,000.00"/> |
| 7 | Transferor's tax rate | 7 | <input type="text" value="5%"/> |
| 8 | Total amount that must be withheld from this Transferor..... | 8 | <input type="text" value="\$ 73,674.00"/> |

Part 5. Declaration and Signature

Under penalties of perjury, I hereby certify that the information provided above is, to the best of my knowledge, true and correct and that any false statement could be punishable by law. In the case of corporations, S corporations, partnerships, trusts, or estates, I further declare that I have authority to sign this document on behalf of _____ (name of Transferor).

Signature of Transferor or appropriate officer	Title	Date (mm/dd/yyyy)
<hr/>		
Name of Transferor or appropriate officer (Type or print)	Date (mm/dd/yyyy)	
Mary Q. Public	<hr/>	
Person to contact concerning this certificate	Contact's e-mail address	Telephone number
Mary Q. Public	mpublic@gmail.com	<hr/>
Signature of withholding agent	Name of withholding agent	Date (mm/dd/yyyy)

SCENARIO 2:

2 Sellers selling Massachusetts property for \$2,100,000

Florida Resident owning 2/3

Massachusetts Resident owning 1/3



Massachusetts Department of Revenue
Transferor's Certification

(This form must be submitted electronically with Form NRW. Do not mail this form to DOR)

Once the Transferor has signed and returned the Transferor's Certification, the Withholding Agent must attach a Transferor's Certification for each Transferor when submitting Form NRW, Nonresident Real Estate Withholding, and any withholding payment within 10 days of Closing or as otherwise allowed by 830 CMR 62B.2.4(6)-(7). See instructions.

Part 1. Transferor

First name	Middle initial	Last name	SSN or ITIN
Mary	Q.	Public	000-00-0000
Business name	FEIN		

Street address	City/town	State	Zip
1 Ocean Blvd.	Fort Lauderdale	FL	33301
Email address	Phone number		
mpublic@gmail.com			

Transferor entity type:

☒ Individual ☐ Trust and estate ☐ Partnership ☐ S-Corp ☐ Corporation ☐ Other

Part 2. Property Being Sold

Street address	City/town	State	Zip
375 Totten Pond Road	Waltham	MA	02451
Gross sales price	Transferor's percentage of gross sales price	Date of closing (mm/dd/yyyy)	
\$2,100,000.00	66.66%	11/03/2025	

Part 3. Exemption and Reductions

If applicable, check the box that reflects the reason for your request of a full or partial exemption from, or reduction of, the income tax withholding requirement.

Section 1: Certifications which fully exempt the sale from withholding (see instructions).

Determine whether you qualify for a full withholding exemption. Fill in the oval that applies to the Transferor of the property being sold or transferred.

The Transferor is (fill in one only):

- ☒ A full-year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in MGL ch 62, § 1(f), after closing.
- ☐ A pass-through entity.
- ☐ A publicly traded partnership.
- ☐ An estate of a resident decedent or a resident trust as described in MGL ch 62, § 10(c).
- ☐ A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts business presence. If this exemption is claimed, the Transferor corporation represents that: (a) the corporation or a member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year, and that it or that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation's assets situated in Massachusetts such that, under MGL ch 62c, § 51, it would be required to seek a waiver or notify the Commissioner and pay the taxes due on the transfer on or before the date of sale or transfer.
- ☐ An organization qualified under Code § 501 and exempt from tax in Massachusetts. This exemption does not apply where the transfer results in unrelated business taxable income, as defined under Code § 512, to the Transferor.
- ☐ An insurance company that is subject to the provisions of MGL ch 63, §§ 20 through 26.
- ☐ The United States Government, the Commonwealth or any political subdivision thereof, or their respective agencies.
- ☐ The Federal National Mortgage Association.
- ☐ The Federal Home Loan Mortgage Corporation.
- ☐ The Government National Mortgage Association.
- ☐ A private mortgage insurance company.
- ☐ A financial institution, as defined in MGL ch 63, § 1, that maintains a place of business in Massachusetts.
- ☐ A real estate investment trust under Code §§ 856 through 859, provided that the proceeds from the trust's sale of real estate are distributed to the trust's shareholders in the form of dividends derived from the sale of real estate.

If you filled in one of the boxes in Section 1, withholding is not required. Do not complete Sections 2 and 3. Do not complete Part 4. Go to Part 5, complete the declaration statement, and sign.

Section 2: Certifications that may reduce withholding (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds the debt secured by a mortgage or other lien on the property and paid at the closing.
- ☐ The sales price does not exceed the Transferor's debt secured by the property held by a mortgagee or lien holder on a foreclosure sale.
- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds Transferor's debt secured by the property and held by a mortgagee or lien holder on a foreclosure sale.



- ☐ The mortgagor conveys the mortgaged property to a mortgagee in lieu of foreclosure and with no additional consideration.
- ☐ The property is being compulsorily or involuntarily converted, and the Transferor intends to acquire property that is similar or related in service or use to qualify for nonrecognition of gain for Massachusetts income tax purposes under Code § 1033.
- ☐ The transfer is made by a mortgagee or assignee or debt holder, where all the proceeds are directly given to the mortgagee or lien holder.
- ☐ The real estate property being transferred is only partly located in Massachusetts.

Section 3: Full or partial exemption based on nonrecognition of gain (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The property qualifies as the Transferor's principal residence under Code § 121.
- ☐ The transfer is between spouses or incident to divorce as defined under Code § 1041.
- ☐ The transfer is to a corporation controlled by a Transferor as defined under Code § 351.
- ☐ The transfer qualifies as a tax-free reorganization as defined under Code § 368.
- ☐ The Transferor will be deferring all or part of the gain under Code § 1031 using a qualified intermediary. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.
- ☐ The transfer is pursuant to an installment sale and the Transferor will receive less than the full purchase price at the time of settlement. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

Part 4. Transferor's Amount Subject to Withholding

Must be completed by the Transferor and retained by the Withholding Agent. Please fill out as applicable.

Note: Select whether the withholding amount will be based on the gross sales price or you are electing alternative withholding based on estimated gain.

Fill in the oval below if electing alternative withholding and complete Part 4, Section 2. Otherwise, you must complete Part 4, Section 1.

Section 1: Withholding calculation (see instructions).

1	Transferor's portion of total gross sales price	1	\$ 1,399,860.00
2	Transferor's full or partial withholding exemption amount	2	\$ 0.00
3	Transferor's full or partial withholding exemption amount based on nonrecognition of income	3	\$ 0.00
4	Transferor's portion of the gross sales price subject to withholding	4	\$ 1,399,860.00
5	Total amount that must be withheld from this Transferor.. ..	5	\$ 68,662.80

Section 2: Alternative withholding calculation (see instructions).

By filling in this oval and the section below, the Transferor is electing to use the alternative withholding calculation ☐

1	Transferor's portion of total gross sales price	1	
2	Transferor's estimated cost basis	2	
3	Transferor's selling expenses (do not include expenses included in cost basis)	3	
4	Transferor's full or partial withholding exemption amount	4	
5	Transferor's full or partial withholding exemption amount based on nonrecognition of income	5	
6	Transferor's estimated net gain subject to withholding	6	
7	Transferor's tax rate	7	
8	Total amount that must be withheld from this Transferor.. ..	8	

Part 5. Declaration and Signature

Under penalties of perjury, I hereby certify that the information provided above is, to the best of my knowledge, true and correct and that any false statement could be punishable by law. In the case of corporations, S corporations, partnerships, trusts, or estates, I further declare that I have authority to sign this document on behalf of _____ (name of Transferor).

Signature of Transferor or appropriate officer	Title	Date (mm/dd/yyyy)
Name of Transferor or appropriate officer (Type or print)		Date (mm/dd/yyyy)
Mary Q. Public		
Person to contact concerning this certificate	Contact's e-mail address	Telephone number
Mary Q. Public	mpublic@gmail.com	
Signature of withholding agent	Name of withholding agent	Date (mm/dd/yyyy)



Massachusetts Department of Revenue
Transferor's Certification

(This form must be submitted electronically with Form NRW. Do not mail this form to DOR)

Once the Transferor has signed and returned the Transferor's Certification, the Withholding Agent must attach a Transferor's Certification for each Transferor when submitting Form NRW, Nonresident Real Estate Withholding, and any withholding payment within 10 days of Closing or as otherwise allowed by 830 CMR 62B.2.4(6)-(7). See instructions.

Part 1. Transferor

First name	Middle initial	Last name	SSN or ITIN
Mary	Q.	Public	000-00-0000
Business name	FEIN		
Street address	City/town	State	Zip
1 Ocean Blvd.	Fort Lauderdale	FL	33301
Email address	Phone number		
mpublic@gmail.com			
Transferor entity type:			
<input checked="" type="radio"/> Individual <input type="radio"/> Trust and estate <input type="radio"/> Partnership <input type="radio"/> S-Corp <input type="radio"/> Corporation <input type="radio"/> Other			

Part 2. Property Being Sold

Street address	City/town	State	Zip
375 Totten Pond Road	Waltham	MA	02451
Gross sales price	Transferor's percentage of gross sales price	Date of closing (mm/dd/yyyy)	
\$2,100,000.00	66.66%	11/03/2025	

Part 3. Exemption and Reductions

If applicable, check the box that reflects the reason for your request of a full or partial exemption from, or reduction of, the income tax withholding requirement.

Section 1: Certifications which fully exempt the sale from withholding (see instructions).

Determine whether you qualify for a full withholding exemption. Fill in the oval that applies to the Transferor of the property being sold or transferred.

The Transferor is (fill in one only):

- ☒ A full-year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in MGL ch 62, § 1(f), after closing.
- ☐ A pass-through entity.
- ☐ A publicly traded partnership.
- ☐ An estate of a resident decedent or a resident trust as described in MGL ch 62, § 10(c).
- ☐ A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts business presence. If this exemption is claimed, the Transferor corporation represents that: (a) the corporation or a member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year, and that it or that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation's assets situated in Massachusetts such that, under MGL ch 62c, § 51, it would be required to seek a waiver or notify the Commissioner and pay the taxes due on the transfer on or before the date of sale or transfer.
- ☐ An organization qualified under Code § 501 and exempt from tax in Massachusetts. This exemption does not apply where the transfer results in unrelated business taxable income, as defined under Code § 512, to the Transferor.
- ☐ An insurance company that is subject to the provisions of MGL ch 63, §§ 20 through 26.
- ☐ The United States Government, the Commonwealth or any political subdivision thereof, or their respective agencies.
- ☐ The Federal National Mortgage Association.
- ☐ The Federal Home Loan Mortgage Corporation.
- ☐ The Government National Mortgage Association.
- ☐ A private mortgage insurance company.
- ☐ A financial institution, as defined in MGL ch 63, § 1, that maintains a place of business in Massachusetts.
- ☐ A real estate investment trust under Code §§ 856 through 859, provided that the proceeds from the trust's sale of real estate are distributed to the trust's shareholders in the form of dividends derived from the sale of real estate.

If you filled in one of the boxes in Section 1, withholding is not required. Do not complete Sections 2 and 3. Do not complete Part 4. Go to Part 5, complete the declaration statement, and sign.

Section 2: Certifications that may reduce withholding (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds the debt secured by a mortgage or other lien on the property and paid at the closing.
- ☐ The sales price does not exceed the Transferor's debt secured by the property held by a mortgagee or lien holder on a foreclosure sale.
- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds Transferor's debt secured by the property and held by a mortgagee or lien holder on a foreclosure sale.



- ☐ The mortgagor conveys the mortgaged property to a mortgagee in lieu of foreclosure and with no additional consideration.
- ☐ The property is being compulsorily or involuntarily converted, and the Transferor intends to acquire property that is similar or related in service or use to qualify for nonrecognition of gain for Massachusetts income tax purposes under Code § 1033.
- ☐ The transfer is made by a mortgagee or assignee or debt holder, where all the proceeds are directly given to the mortgagee or lien holder.
- ☐ The real estate property being transferred is only partly located in Massachusetts.

Section 3: Full or partial exemption based on nonrecognition of gain (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The property qualifies as the Transferor's principal residence under Code § 121.
- ☐ The transfer is between spouses or incident to divorce as defined under Code § 1041.
- ☐ The transfer is to a corporation controlled by a Transferor as defined under Code § 351.
- ☐ The transfer qualifies as a tax-free reorganization as defined under Code § 368.
- ☐ The Transferor will be deferring all or part of the gain under Code § 1031 using a qualified intermediary. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.
- ☐ The transfer is pursuant to an installment sale and the Transferor will receive less than the full purchase price at the time of settlement. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

Part 4. Transferor's Amount Subject to Withholding

Must be completed by the Transferor and retained by the Withholding Agent. Please fill out as applicable.

Note: Select whether the withholding amount will be based on the gross sales price or you are electing alternative withholding based on estimated gain.

Fill in the oval below if electing alternative withholding and complete Part 4, Section 2. Otherwise, you must complete Part 4, Section 1.

Section 1: Withholding calculation (see instructions).

1	Transferor's portion of total gross sales price	1	<input type="text"/>
2	Transferor's full or partial withholding exemption amount	2	<input type="text"/>
3	Transferor's full or partial withholding exemption amount based on nonrecognition of income	3	<input type="text"/>
4	Transferor's portion of the gross sales price subject to withholding.	4	<input type="text"/>
5	Total amount that must be withheld from this Transferor.....	5	<input type="text"/>

Section 2: Alternative withholding calculation (see instructions).

By filling in this oval and the section below, the Transferor is electing to use the alternative withholding calculation ☐

1	Transferor's portion of total gross sales price	1	<input type="text" value="\$ 1,399,860.00"/>
2	Transferor's estimated cost basis.	2	<input type="text" value="\$ 250,000.00"/>
3	Transferor's selling expenses (do not include expenses included in cost basis).	3	<input type="text" value="\$ 100,000.00"/>
4	Transferor's full or partial withholding exemption amount	4	<input type="text" value="\$ 0.00"/>
5	Transferor's full or partial withholding exemption amount based on nonrecognition of income	5	<input type="text" value="\$ 0.00"/>
6	Transferor's estimated net gain subject to withholding	6	<input type="text" value="\$ 1,049,860.00"/>
7	Transferor's tax rate	7	<input type="text" value="5%"/>
8	Total amount that must be withheld from this Transferor.....	8	<input type="text" value="\$ 52,493.00"/>

Part 5. Declaration and Signature

Under penalties of perjury, I hereby certify that the information provided above is, to the best of my knowledge, true and correct and that any false statement could be punishable by law. In the case of corporations, S corporations, partnerships, trusts, or estates, I further declare that I have authority to sign this document on behalf of _____ (name of Transferor).

Signature of Transferor or appropriate officer	Title	Date (mm/dd/yyyy)
Name of Transferor or appropriate officer (Type or print)		Date (mm/dd/yyyy)
Mary Q. Public		
Person to contact concerning this certificate	Contact's e-mail address	Telephone number
Mary Q. Public	mpublic@gmail.com	
Signature of withholding agent	Name of withholding agent	Date (mm/dd/yyyy)



Massachusetts Department of Revenue

Transferor's Certification

(This form must be submitted electronically with Form NRW. Do not mail this form to DOR)

Once the Transferor has signed and returned the Transferor's Certification, the Withholding Agent must attach a Transferor's Certification for each Transferor when submitting Form NRW, Nonresident Real Estate Withholding, and any withholding payment within 10 days of Closing or as otherwise allowed by 830 CMR 62B.2.4(6)-(7). See instructions.

Part 1. Transferor

First name	Middle initial	Last name	SSN or ITIN
John		Doe	000-00-0000
Business name	FEIN		

Street address	City/town	State	Zip
123 Massachusetts Ave	Boston	MA	02215

Email address	Phone number
jdoe@gmail.com	

Transferor entity type:

☒ Individual ☐ Trust and estate ☐ Partnership ☐ S-Corp ☐ Corporation ☐ Other

Part 2. Property Being Sold

Street address	City/town	State	Zip
375 Totten Pond Road	Waltham	MA	02451

Gross sales price	Transferor's percentage of gross sales price	Date of closing (mm/dd/yyyy)
\$2,100,000.00	33.34%	11/03/2025

Part 3. Exemption and Reductions

If applicable, check the box that reflects the reason for your request of a full or partial exemption from, or reduction of, the income tax withholding requirement.

Section 1: Certifications which fully exempt the sale from withholding (see instructions).

Determine whether you qualify for a full withholding exemption. Fill in the oval that applies to the Transferor of the property being sold or transferred. The Transferor is (fill in one only):

- ☒ A full-year Massachusetts resident. If this exemption is claimed, the Transferor represents that they will continue to be a resident, as defined in MGL ch 62, § 1(f), after closing.
- ☐ A pass-through entity.
- ☐ A publicly traded partnership.
- ☐ An estate of a resident decedent or a resident trust as described in MGL ch 62, § 10(c).
- ☐ A corporation with a continuing Massachusetts business presence or a member of a combined group where one member of such group has a continuing Massachusetts business presence. If this exemption is claimed, the Transferor corporation represents that: (a) the corporation or a member of its combined group is subject to a requirement to report the transfer on a Massachusetts tax return for the current year, and that it or that member will so report the transfer, and (b) the corporation is not selling or transferring all or substantially all of the corporation's assets situated in Massachusetts such that, under MGL ch 62c, § 51, it would be required to seek a waiver or notify the Commissioner and pay the taxes due on the transfer on or before the date of sale or transfer.
- ☐ An organization qualified under Code § 501 and exempt from tax in Massachusetts. This exemption does not apply where the transfer results in unrelated business taxable income, as defined under Code § 512, to the Transferor.
- ☐ An insurance company that is subject to the provisions of MGL ch 63, §§ 20 through 26.
- ☐ The United States Government, the Commonwealth or any political subdivision thereof, or their respective agencies.
- ☐ The Federal National Mortgage Association.
- ☐ The Federal Home Loan Mortgage Corporation.
- ☐ The Government National Mortgage Association.
- ☐ A private mortgage insurance company.
- ☐ A financial institution, as defined in MGL ch 63, § 1, that maintains a place of business in Massachusetts.
- ☐ A real estate investment trust under Code §§ 856 through 859, provided that the proceeds from the trust's sale of real estate are distributed to the trust's shareholders in the form of dividends derived from the sale of real estate.

If you filled in one of the boxes in Section 1, withholding is not required. Do not complete Sections 2 and 3. Do not complete Part 4. Go to Part 5, complete the declaration statement, and sign.

Section 2: Certifications that may reduce withholding (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds the debt secured by a mortgage or other lien on the property and paid at the closing.
- ☐ The sales price does not exceed the Transferor's debt secured by the property held by a mortgagee or lien holder on a foreclosure sale.
- ☐ The Transferor's withholding amount is greater than the amount by which the sales price exceeds Transferor's debt secured by the property and held by a mortgagee or lien holder on a foreclosure sale.



- ☐ The mortgagor conveys the mortgaged property to a mortgagee in lieu of foreclosure and with no additional consideration.
- ☐ The property is being compulsorily or involuntarily converted, and the Transferor intends to acquire property that is similar or related in service or use to qualify for nonrecognition of gain for Massachusetts income tax purposes under Code § 1033.
- ☐ The transfer is made by a mortgagee or assignee or debt holder, where all the proceeds are directly given to the mortgagee or lien holder.
- ☐ The real estate property being transferred is only partly located in Massachusetts.

Section 3: Full or partial exemption based on nonrecognition of gain (see instructions).

Determine whether you qualify for a full or partial withholding exemption. Fill in the oval that applies to the property being sold or transferred.

- ☐ The property qualifies as the Transferor's principal residence under Code § 121.
- ☐ The transfer is between spouses or incident to divorce as defined under Code § 1041.
- ☐ The transfer is to a corporation controlled by a Transferor as defined under Code § 351.
- ☐ The transfer qualifies as a tax-free reorganization as defined under Code § 368.
- ☐ The Transferor will be deferring all or part of the gain under Code § 1031 using a qualified intermediary. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.
- ☐ The transfer is pursuant to an installment sale and the Transferor will receive less than the full purchase price at the time of settlement. If this exemption is claimed, the Transferor consents to personal jurisdiction in Massachusetts for the determination and collection of taxes and related interest, penalties, and fees that will be due when the gain is realized.

Part 4. Transferor's Amount Subject to Withholding

Must be completed by the Transferor and retained by the Withholding Agent. Please fill out as applicable.

Note: Select whether the withholding amount will be based on the gross sales price or you are electing alternative withholding based on estimated gain.

Fill in the oval below if electing alternative withholding and complete Part 4, Section 2. Otherwise, you must complete Part 4, Section 1.

Section 1: Withholding calculation (see instructions).

- | | | | |
|---|---|---|--|
| 1 | Transferor's portion of total gross sales price | 1 | <input type="text" value="\$ 700,140.00"/> |
| 2 | Transferor's full or partial withholding exemption amount | 2 | <input type="text" value="\$ 700,140.00"/> |
| 3 | Transferor's full or partial withholding exemption amount based on nonrecognition of income | 3 | <input type="text"/> |
| 4 | Transferor's portion of the gross sales price subject to withholding. | 4 | <input type="text" value="\$ 0.00"/> |
| 5 | Total amount that must be withheld from this Transferor. | 5 | <input type="text" value="\$ 0.00"/> |

Section 2: Alternative withholding calculation (see instructions).

By filling in this oval and the section below, the Transferor is electing to use the alternative withholding calculation ☐

- | | | | |
|---|---|---|----------------------|
| 1 | Transferor's portion of total gross sales price | 1 | <input type="text"/> |
| 2 | Transferor's estimated cost basis. | 2 | <input type="text"/> |
| 3 | Transferor's selling expenses (do not include expenses included in cost basis). | 3 | <input type="text"/> |
| 4 | Transferor's full or partial withholding exemption amount | 4 | <input type="text"/> |
| 5 | Transferor's full or partial withholding exemption amount based on nonrecognition of income | 5 | <input type="text"/> |
| 6 | Transferor's estimated net gain subject to withholding | 6 | <input type="text"/> |
| 7 | Transferor's tax rate | 7 | <input type="text"/> |
| 8 | Total amount that must be withheld from this Transferor. | 8 | <input type="text"/> |

Part 5. Declaration and Signature

Under penalties of perjury, I hereby certify that the information provided above is, to the best of my knowledge, true and correct and that any false statement could be punishable by law. In the case of corporations, S corporations, partnerships, trusts, or estates, I further declare that I have authority to sign this document on behalf of _____ (name of Transferor).

Signature of Transferor or appropriate officer	Title	Date (mm/dd/yyyy)
<hr/>		
Name of Transferor or appropriate officer (Type or print)	Date (mm/dd/yyyy)	
John Doe		
Person to contact concerning this certificate	Contact's e-mail address	Telephone number
John Doe	jdoe@gmail.com	
Signature of withholding agent	Name of withholding agent	Date (mm/dd/yyyy)