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**From:** Fatale, Michael T.  
**Sent:** Tuesday, May 19, 2015 4:12 PM  
**Subject:** MA "security" definition.

From the MA apportionment statute, G.L. c. 63, s. 38:

"security" means any interest or instrument commonly treated as a security as well as other instruments which are customarily sold in the open market or on a recognized exchange, including, but not limited to, transferable shares of a beneficial interest in any corporation or other entity, bonds, debentures, notes, and other evidences of indebtedness, accounts receivable and notes receivable, cash and cash equivalents including foreign currencies, and repurchase and futures contracts."

From the MA apportionment regulation, 830 CMR 63.38.1(2):

"Security, any interest or instrument commonly treated as a "security," as well as other instruments which are customarily sold in a public or secondary market or on a recognized exchange, including, but not limited to, transferable shares of beneficial interest in any corporation or other entity, bonds, debentures, notes, and other evidences of indebtedness, accounts receivable and notes receivable, cash and cash equivalents including foreign currencies, and futures contracts. A partnership interest will be treated as a security for purposes of 830 CMR 63.38.1 only in the case of a limited partnership whose activity is not attributed to its corporate limited partners under the provisions of 830 CMR 63.39.1(8) (Corporate Nexus)."

Note that partnership interests may not always be "securities," but under the MA version of section 17, in all instances sales of such interests are thrown out for apportionment purposes...

Note also that I think the MA regulatory language pre-dates the MA statutory language – the latter was later codified to reflect the former.

Let me know if you have questions.

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