November 1, 1982

To the Honorable Governors and State Legislators of Member States of the Multistate Tax Commission,

The purpose of the Multistate Tax Commission is to bring even further uniformity and compatibility to the tax laws of the various states of this nation and their political subdivisions insofar as those laws affect multistate business, to give both business and the states a single place to which to take their tax problems, to study and make recommendations on a continuing basis with respect to all taxes affecting multistate businesses, to promote the adoption of statutes and rules establishing uniformity, and to assist in protecting the fiscal and political integrity of the states from federal confiscation.

I respectfully submit to you the fifteenth annual report of the Multistate Tax Commission. This report covers the Commission's activities for the fiscal year beginning July 1, 1981 and ending June 30, 1982. It includes a report on receipts, expenditures and operations for that period from Rhode, Scripter & Associates, Certified Public Accountants in Boulder, Colorado.

Respectfully submitted,

Eugene F. Corrigan
Executive Director
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Executive Director's Report

New Times, New Challenges
Federal Policy's Effect on States

The new national philosophy of shifting various activities and responsibilities back to the states has created great problems for the states, not the least of which is a decline in revenues. Revenues are being threatened not only by the recession but by federal corporate tax law changes. The federal tax changes have a direct effect upon states which, in an effort to improve uniformity and administrative efficiency, have tied their tax bases to the federal tax base.

The drastic federal tax changes produced by Congress in two successive years have given those states cause to wonder whether it is wise to continue such ties. Many of them already have enacted legislation aimed at "decoupling" from the federal tax law in one way or another. Of special concern is the new federal accelerated cost recovery system (ACRS), which includes special tax advantages for safe harbor leases (SHL's). To date, attempts to fend off the effects of ACRS and/or SHL's have been varied. The Multistate Tax Commission has devoted substantial time and effort to developing recommendations concerning SHL's. It will hold a workshop on the subject in early December.

Supreme Court Discourages Piggybacking

Meanwhile, the U.S. Supreme Court dealt a blow to the idea that a state can adopt the federal tax base without making special adjustments. In F.W. Woolworth Co. v. Taxation and Revenue Department of the State of New Mexico, No. 80-1745 (June 29, 1982), the Court ruled that a state cannot "gross up" dividends; it cannot include in its apportionable base the full amount of the net income out of which dividends were paid by foreign corporations, i.e. before payment of foreign taxes. The Internal Revenue Code allows such gross up at the taxpayer's option; but the advantage of the option for federal tax purposes is that it also allows the taxpayer to take a credit against its federal income tax for foreign income taxes paid on that income. No such advantage accrues to the taxpayer for state tax purposes. This ruling had the effect of demonstrating the questionable merit of trying to tie a state corporate income tax system to that of the U.S. Government. The systems are different in nature and often are different in purpose. Fortunately, the ruling on gross up affected only a very few states. More far-reaching were other aspects of the Woolworth case, coupled with another decision of the same day.

Supreme Court Requires Full Substantiation of Unities

In ASARCO Incorporated et al. v. Idaho State Tax Commission, No. 80-2015 (June 25, 1981) and Woolworth, the Court established challenges which have the effect of emphasizing the need for greater and more extensive cooperation among the states in administering their corporate income tax laws. Indeed, the decisions already appear to have brought the states closer together in philosophy than has previously been the case. The Multistate Tax Commission hopes that this presages increased support of, and participation in, its efforts by all states.
The likelihood of that's happening was bolstered by the participation of 34 states, the National Governors' Association, the National Association of Tax Administrators, and the Western States Association of Tax Administrators in a Petition for Rehearing and a supporting amicus brief which was submitted to the Supreme Court. Even though the Court rejected the Petition and Brief, the nature of the interaction and cooperation was significant.

The effect of the decisions is to require a state auditor to obtain much more information from the taxpayer than has been the general practice in the past. Thus, the Supreme Court has given strong affirmation to a stance which the MTC has taken for several years. The Commission earlier litigated the matter with Merck in the Oregon Supreme Court; The Court ordered Merck to supply the requested information, including corporate minutes, and to make officers available for interviews as needed. Multistate Tax Commission v. Merck, 289 Ore., 707 (1980). A decision is currently pending in a similar litigation effort against Dow Chemical Co. Multistate Tax Commission et al. v. Dow Chemical Co., Ore. TC#1835.

At issue in these cases has been the right to have access to documents such as corporate minutes, committee minutes and key personnel for the purpose of determining the extent and nature of relationships between parents and subsidiary and affiliated corporations. The need to obtain such information was emphasized by the ASARCO and Woolworth decisions. The gist of those decisions is that dividends received by a parent from a subsidiary cannot be included in the parent's apportionable income unless there is a sufficient relationship between the activities of the subsidiary and the business of the parent. Any auditor will have to dig deep in order to appraise such relationships adequately.

Possible Legislative Response

Meanwhile, Governor John Evans of Idaho has suggested that it is time for the states to ask Congress to act. He would request constructive legislation which would promote uniformity and fairness in state taxation of interstate commerce; which would ensure that all of the income of interstate business would be attributed among the states in which the business is operated. His objective is to enable the states to reach "nowhere" income, which now is, as a practical matter, beyond the tax reach of any state.

Other Supreme Court Cases Pending

In June, the Supreme Court set over for a rehearing in the October 1982 term, a case which it had heard in April in tandem with ASARCO and Woolworth. In CBI v. Caterpillar Tractor Co., et al, Docket No. 81-349, the Court had before it for the first time a question as to the right of a state to require or of a taxpayer to demand that combination be applied to a multicorporate unitary business. The California Supreme Court had upheld such a combination in Edison California Stores v. McColgan, 30 Cal. 2d 472, in 1947, the U.S. Supreme Court has never had such a case before it.

It now has pending a second multicorporate combination case, that of Container Corporation of America v. California Franchise Tax Bd., Docket No. 81-523, which is to be heard during the October term. In the CBI case, Caterpillar has proved up the factual basis upon which it claims the right to employ a worldwide combined report. In the Container case, the taxpayer is maintaining that California has not established a factual record sufficient to support a claim that fair and reasonable tax results have been produced by
a multicorporate worldwide combination as applied to Container and its affiliates. The manner in which the Court decides that case may well determine the outcome of the CBI case and of the combination concept in general.

MTC Litigation

After the Ninth Circuit Court of Appeals, in October of 1981, upheld the right of the MTC to perform a joint audit of U.S. Steel, in MTC v. International Harvester, U.S. Steel, et al., No. 80-3457, the Commission sought to complete the audit. The remaining information needed pertained primarily to the determination of the parameters of the taxpayer's business. U.S. Steel refused to divulge the requested information, maintaining that the participating states had, by issuing jeopardy assessments to protect themselves against the expiration of statutes of limitations which U.S. Steel refused to waive, forfeited the right to obtain any further information. The MTC asked the Boise federal judge to enforce his prior order, which had been affirmed by the Court of Appeals. In March, the Boise court dismissed the case without ruling on any of the matters before it, ruling that no case or controversy remained before it. The MTC has appealed that action back to the Court of Appeals.

Other Litigation

Also in March, the Kansas Supreme Court dismissed an action in which Kansas sought to require the use of combination. In that case, Department of Revenue v. Dow Chemical Co., No. 53-382, the court ruled that no case or controversy existed. The Department's request for rehearing was denied. The Department then accomplished its objective, however, when Dow agreed to comply with the Department's requirement that it file its returns on a combination basis.

Committees

The state members of the Audit Committee have continued to work closely with the audit manager in expediting the process of selecting and performing audits. Through the Uniformity Committee, the states work with MTC personnel to seek out ways of treating like problems in like manner. One 1982 result was the submission to the Commission of a Proposed Airline Regulation for approval. At its annual meeting, the Commission decided to hold a hearing on the regulation. That will afford both airline personnel and state personnel an opportunity to review further, and to comment upon, the proposal before the Commission takes action on it. That hearing has been set for December 6 in Denver.

During the year a meeting of the Gas and Oil Royalties and Severance Tax Task Force also took place. The consensus at the end of that meeting was that the field currently provides minimal opportunity for constructive interstate cooperation of a type to which the Commission could make a significant contribution. The Commission will monitor developments with a willingness to be involved whenever it can be of service to the states and the business community in the oil and gas field.

A newly created Tax Consistency Task Force met on four different occasions during the year. The group consists of a small number of business representatives and tax administrators. The Task Force has established the following as its Objective and its Strategy:

OBJECTIVE: To provide reasonable assurances that any division of income of a multi-state taxpayer for state income tax purposes
will be achieved in accordance with the application of practices and procedures fairly employed with regular consistency not only by the multistate taxpayer, but also by all taxing agencies asserting tax jurisdiction with respect to such a multistate taxpayer.

**STRATEGY:**

1. Identify the basic concepts which appear to be essential to the satisfaction of the stated objective and which will also tend to define the necessary scope and limitations within which the objective may be satisfied.

2. Develop the specific proposals for attaining the objective within the framework of the foregoing basic concepts.

It is currently considering how best to implement the strategy. It has devoted a substantial amount of attention to seeking a means of achieving uniformity in state tax treatment of safe harbor leases. The Commission is planning a seminar/workshop on that subject in December.

**Publications**

In January, the Commission published the 1982 *Handbook of Unitary Business Income Tax Materials*. Consisting of citations of nearly 150 important interstate tax cases, an annotated outline of the development of state corporate income tax practices and procedures, summary briefs of key interstate tax cases, and pertinent articles and materials, the book has proven to be a valuable resource for state tax personnel. A 1981 edition had been published previously. Supplies of both editions have been exhausted.

The Commission has also continued its publication of the *Multistate Tax Commission Review* three times a year. The Review contains current news and articles pertinent to interstate taxation. It is distributed to the MTC’s entire mailing list free of charge.

**Education**

The Commission conducted a two-day audit seminar in Boulder in January. Personnel from Deloitte, Haskins & Sells participated extensively in the presentation, contributing significantly to the success of the program.

In May, the Commission conducted a three-day audit/legislative seminar/workshop on the unitary business concept. The addition of the workshop aspect to the lecture approach proved to be a popular way of providing for audience participation in the process of determining how best to implement the principle among the states.

**Pending Federal Bills**

The Mathias (S.655) and Conable (H.R. 1983) bills continue to pose a threat to the states. However, the restrictions which they would impose upon the states appear to have lost some of the support which they enjoyed in 1981. It is to be hoped that this indicates a growing recognition of the fact that such restrictions would not enhance uniformity or compatibility in interstate taxation. Only legislation which does have that result can expect ever to receive broad support among the states.
Staff Members

Executive Director
Eugene F. Corrigan became the Commission's first staff member in 1969, after resigning his position as chief counsel of the Illinois Department of Revenue's Chicago office. His prior experience included three years as a Sears, Roebuck tax attorney and ten years with the Illinois Department of Revenue. During the mid-sixties, he was also a partner in the Chicago law firm of Stradford, LaFontant, Fisher & Corrigan. He is a graduate of Princeton University and of John Marshall Law School of Chicago. He offices at the Commission's headquarters in Boulder, Colorado.

Chief Counsel
William D. Dexter was an assistant attorney general in Michigan's Treasury Department and, subsequently, in the Washington Department of Revenue before becoming the Multi-state Tax Commission's General Counsel in 1975. His first MTC assignment was to expedite the then languishing case of U.S. Steel, et al. v. Multistate Tax Commission, et al. He pursued that case to early fruition in the U.S. Supreme Court. Meanwhile, he won the Hertz case in the Washington Supreme Court. He has participated in innumerable other cases on behalf of the Commission and states in both federal and state courts at all levels throughout the land. He had also been of counsel to numerous state legal staffs concerning a variety of state and local tax matters.

Audit Manager
Eugene B. Fischer joined the Multistate Tax Commission in March, 1981. He is a graduate of the Baruch School of the City College of New York and the Brooklyn Law School. A certified public accountant and a member of the New York State Bar, he served as Director of Taxes at North American Philips, Inc. for three years. Later, after three years in private CPA practice, he rejoined the Philips corporate family as chief tax officer of Polygram Corporation, a position which he held for six years.

Committees

Audit Committee
Robert Kessel, Chairman (Alaska)
Robert Summers (California)
Frank Beckwith (Colorado)
Thomas Sheridan (Kansas)
Oscar Quoidbach (Oregon)
Larry Crawford (Texas)

Uniformity Committee
Horace Gailey, Chairman (Utah)
John Mintken (Alaska)
Everett Leath (Arkansas)
Kendall Kinyon (California)
Ted V. Middle (Colorado)
Tomotar Ogi (Hawaii)
Frank Medlin (Idaho)
Tom Sheridan (Kansas)
Fred Lynch (Michigan)
Edward Molotsky (Missouri)
Jerry Foster (Montana)
Jack Sexton (Nebraska)
Manny Gallegos (New Mexico)
Harold Aldinger (North Dakota)
Oscar Quoidbach (Oregon)
Multistate Tax Commission Officers

Kent Conrad—ND
Chairman

Michael Lennen—KS
Vice Chairman

Larry Looney—ID
Treasurer

Executive Committee Members

Vacancy to be filled at next meeting of Executive Committee

Bob Bullock—TX
Ron Loyd—NM
Herschel Rose—WV

Ex Officio Members
of Executive Committee
Former Commission Chairmen

Robyn Godwin
OR

Alan N. Charnes
CO

Gerald Goldberg
CA
<table>
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<tr>
<th>State</th>
<th>Member</th>
<th>Alternate</th>
<th>Contact Information</th>
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<tbody>
<tr>
<td><strong>Alaska</strong></td>
<td><strong>Member</strong> Tom Williams</td>
<td><strong>Alternate</strong> Joseph K. Donohue</td>
<td>P.O. Box 119, Rancho Cordova, CA 95670 0115 (916) 355-0292</td>
</tr>
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<td></td>
<td>Commissioner of Revenue</td>
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<td></td>
<td>Juneau, Alaska 99801 (907) 465-2302</td>
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<tr>
<td><strong>Hawaii</strong></td>
<td><strong>Member</strong> George Freitas</td>
<td><strong>Alternate</strong> Wallace Aoki</td>
<td>P.O. Box 259, Honolulu, Hawaii 96809 (808) 548-7650</td>
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<td></td>
<td>Commissioner of Taxation</td>
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<td>Honolulu, Hawaii 96809 (808) 548-7650</td>
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<tr>
<td><strong>Arkansas</strong></td>
<td><strong>Member</strong> Farris Womack</td>
<td><strong>Alternate</strong> Frank Beckwith</td>
<td>P.O. Box 3278, Little Rock, Arkansas 72203 (501) 371-2242</td>
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<td>Commissioner of Revenue</td>
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<td>Little Rock, Arkansas 72203 (501) 371-2242</td>
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<td><strong>Colorado</strong></td>
<td><strong>Member</strong> Alan M. Charnes***</td>
<td><strong>Alternate</strong> Carolyn Smith</td>
<td>P.O. Box 1272, Little Rock, Arkansas 72203 (501) 371-1626</td>
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<tr>
<td></td>
<td>Executive Director</td>
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<td></td>
<td>Colorado Dept. of Revenue</td>
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<td></td>
<td>Denver, Colorado 80221 (303) 866-3048</td>
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<tr>
<td><strong>District</strong></td>
<td><strong>Member</strong> Larry Looney</td>
<td><strong>Alternate</strong> Darwin L. Young</td>
<td>P.O. Box 36, Boise, Idaho 83722 (208) 334-4634</td>
</tr>
<tr>
<td>of Columbia</td>
<td>Commissioner of Revenue</td>
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<td>Department of Finance and Administration</td>
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<tr>
<td></td>
<td>P.O. Box 3016, Municipal Center, Washington, DC 20001 (202) 727-6020</td>
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<tr>
<td><strong>California</strong></td>
<td><strong>Member</strong> Douglas D. Bell</td>
<td><strong>Alternate</strong> J. Walter Lund</td>
<td>P.O. Box 1799, Sacramento, California 95808 (916) 445-3956</td>
</tr>
<tr>
<td></td>
<td>Executive Secretary</td>
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<td>Board of Equalization</td>
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<td>P.O. Box 1799, Sacramento, California 95808 (916) 445-3956</td>
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<tr>
<td><strong>Kansas</strong></td>
<td><strong>Member</strong> Michael Lenneen</td>
<td></td>
<td>P.O. Box 5825, Topeka, Kansas 66625 (913) 296-3041</td>
</tr>
<tr>
<td></td>
<td>Secretary of Revenue</td>
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<td>State Office Building</td>
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<td></td>
<td>Topeka, Kansas 66625 (913) 296-3041</td>
<td></td>
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</tr>
</tbody>
</table>
Montana
Member
Ellen Feaver
Director of Revenue
Montana Department of Revenue
Mitchell Building
Helena, Montana 59620
(406) 449-2460

Alternate
James P. O'Neill
Acting Deputy Secretary
New Mexico Taxation and Revenue Dept.
P.O. Box 630
Santa Fe, New Mexico 87509-0630
(505) 988-2290 x300

North Dakota
Member
Kent Conrad
Tax Commissioner
North Dakota State Tax Department
State Capitol
Bismarck, North Dakota 58505
(701) 224-2770

Alternate
Arnold Burian
North Dakota State Tax Department
State Capitol
Bismarck, North Dakota 58505
(701) 224-2770

Oregon
Member
Robyn Godwin
Director
Department of Revenue
Revenue Building
955 Center Street, N.E.
Salem, Oregon 97310
(503) 378-3363

Alternate
George Weber
Administrator
Audit Division
Department of Revenue
Revenue Building, Rm. 255
955 Center Street, N.E.
Salem, Oregon 97310
(503) 378-3747
South Dakota

Member
R. Van Johnson
Secretary of Revenue
Capitol Lake Plaza
Pierre, South Dakota 57501
(605) 773-3311

Alternate
Orville Dixon
Audit Director
Department of Revenue
Capitol Lake Plaza Building
Pierre, South Dakota 57501
(605) 773-3311

Texas

Member
Bob Bullock
Comptroller of Public Accounts
LBJ State Office Building
Austin, Texas 78711
(512) 475-6001

Alternate
Wade Anderson
Assistant Comptroller
Legal Services
Office of Comptroller
P.O. Box 13528
Austin, Texas 78711
(512) 475-1906 E 2729

Alternate
Jim Phillips
Deputy Comptroller
LBJ State Office Building
Austin, Texas 78711
(512) 475-4478

Utah

Member
David Duncan
Chairman
Utah State Tax Commission
Heber M. Wells Bldg
751 E. 300 South
Salt Lake City, Utah 84134
(301) 530-6086

Alternate
Douglas F. Sonntag
Utah State Tax Commission
161 E. 300 South
Salt Lake City, Utah 84134
(801) 530-6086

Washington

Member
Donald R. Burrows
Director
Washington Department of Revenue
415 General Administration Building
Olympia, Washington 98504
(206) 753-5574

Alternate
Don McCuiston
Assistant Director
Department of Revenue
415 General Administration Building
Olympia, Washington 98504
(206) 753-5504

West Virginia

Member
Herschel Rose
State Tax Commissioner
State Tax Department
Charleston, West Virginia 25305
(304) 348-2501

Alternate
Gary A. Gorrell
Deputy Tax Commissioner
State Tax Department
Charleston, West Virginia 25305
(304) 348-2501

*Executive Secretary of the Board of Equalization represents California in MTC fiscal years beginning in odd-numbered calendar years, and the Executive Officer of the Franchise Tax Board represents California in MTC fiscal years beginning in even-numbered calendar years.

**MTC Chairman 1980-1981
***MTC Chairman 1979-1980
****MTC Chairman 1981-1982

Tax Administrators
Associate Member States

11/1/82

The Commission has made provision for associate membership in bylaw 13, as follows:

13. Associate Membership

(a) Associate membership in the Compact may be granted, by a majority vote of the Commission members, to those States which have not effectively enacted the Compact but which have, through legislative enactment, made effective adoption of the Compact dependent upon a subsequent condition to have, through their Governor or through a substantially established State agency, requested associate membership.

(b) Representatives of such associate members shall not be entitled in any case to hold a Commissioner office, but shall otherwise have all the rights of Commission members.

Associate membership is extended especially for States that wish to assist or participate in the discussions and activities of the Commission, even though they have not yet enacted the Compact. This serves two important purposes: (1) it permits and encourages States that feel they lack knowledge about the Commission to become familiar with it through meeting with the members, and (2) it gives the Commission an opportunity to test the interest, participation, and additional influence of States which are eager to assist in a joint effort in the field of taxation while they consider or work for enactment of the Compact to become full members.
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<th>State</th>
<th>Name</th>
<th>Title</th>
<th>Address</th>
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<tbody>
<tr>
<td>Alabama</td>
<td>Ralph P. Eagerton, Jr.</td>
<td>Commissioner</td>
<td>Montgomery, Alabama 36130</td>
<td>(205) 832-5780</td>
</tr>
<tr>
<td>Arizona</td>
<td>J. Elliott Hibbs</td>
<td>Director</td>
<td>Capitol Building, West Wing Phoenix, Arizona</td>
<td>(602) 255-3393</td>
</tr>
<tr>
<td>Georgia</td>
<td>W.E. Strickland</td>
<td>Commissioner</td>
<td>410 Trinity—Washington Building Atlanta, GA</td>
<td>(404) 656-4016</td>
</tr>
<tr>
<td>Louisiana</td>
<td>Shirley McNamara</td>
<td>Secretary</td>
<td>P.O. Box 201</td>
<td>(504) 925-7680</td>
</tr>
<tr>
<td>Maryland</td>
<td>Louis L. Goldstein</td>
<td>Comptroller of the Treasury</td>
<td>Annapolis, Maryland 21404</td>
<td>(301) 269-3801</td>
</tr>
<tr>
<td>Massachusetts</td>
<td>L. Joyce Hampers</td>
<td>Commissioner</td>
<td>Boston, Massachusetts 02202</td>
<td>(617) 727-4201</td>
</tr>
<tr>
<td>Minnesota</td>
<td>Clyde E. Allen, Jr.</td>
<td>Commissioner of Revenue</td>
<td>St. Paul, Minnesota 55145</td>
<td>(612) 296-3401</td>
</tr>
<tr>
<td>New Jersey</td>
<td>Sidney Glaser</td>
<td>Director</td>
<td>Trenton, New Jersey 08625</td>
<td>(609) 292-5185</td>
</tr>
<tr>
<td>Ohio</td>
<td>Edgar L. Lindley</td>
<td>Tax Commissioner</td>
<td>Columbus, Ohio 43216</td>
<td>(614) 466-2166</td>
</tr>
<tr>
<td>Pennsylvania</td>
<td>Robert E. Bloom</td>
<td>Acting Secretary of Revenue</td>
<td>Harrisburg, Pennsylvania 17127</td>
<td>(717) 783-3680</td>
</tr>
<tr>
<td>Tennessee</td>
<td>Martha Olsen</td>
<td>Commissioner</td>
<td>Andrew Jackson State Office</td>
<td>(615) 741-2461</td>
</tr>
<tr>
<td>Connecticut</td>
<td>Oreste Dubno</td>
<td>Commissioner</td>
<td>Hartford, Connecticut 06115</td>
<td>(203) 566-7120</td>
</tr>
<tr>
<td>Delaware</td>
<td>Robert Chastant</td>
<td>Director</td>
<td>Wilmington, Delaware 19899</td>
<td>(302) 571-3315</td>
</tr>
<tr>
<td>Florida</td>
<td>Randy Miller</td>
<td>Executive Director</td>
<td>Tallahassee, Florida 32304</td>
<td>(904) 488-5050</td>
</tr>
<tr>
<td>Illinois</td>
<td>Thomas Johnson</td>
<td>Director</td>
<td>Springfield, Illinois 62708</td>
<td>(217) 782-6330</td>
</tr>
</tbody>
</table>
Indiana
William Haan
Commissioner of Revenue
Indiana Department of Revenue
201 State Office Building
Indianapolis, Indiana 46204
(317) 232-2101

New Hampshire
Lloyd M. Price
Commissioner
Department of Revenue
Administration
615 Spring St., P.O.B. 457
Concord, New Hampshire 03301
(603) 271-2191

South Carolina
Charles N. Plowden
Chairman
Tax Commission
Box 125
Columbia, South Carolina 29214
(803) 738-2691

Iowa
Gerald D. Bair
Director
Iowa Department of Revenue
Hoover State Office Building
Des Moines, Iowa 50319
(515) 281-3204

New York
Robert W. Bouchard
Acting Commissioner
New York State Department of
Taxation and Finance
Albany, New York 12227
(518) 457-2244

Vermont
Elaine Holska
Commissioner of Taxes
Department of Taxes
Pavilion Office Building
Montpelier, Vermont 05602
(802) 828-2505

Kentucky
Ronald G. Geary
Secretary
Revenue Cabinet
Capitol Annex
Frankfort, Kentucky 40620
(502) 564-3226

North Carolina
Mark Lynch
Secretary of Revenue
Department of Revenue
P.O. Box 25000
 Raleigh, North Carolina 27619
(919) 733-7211

Virginia
William H. Forst
State Tax Commissioner
Commonwealth of Virginia
Department of Taxation
Richmond, Virginia 23215
(804) 257-8005

Maine
Raymond L. Halperin
State Tax Assessor
Bureau of Taxation
State Office Building
Augusta, Maine 04333
(207) 289-2016

Oklahoma
Odie A. Nance
Chairman
State Tax Commission
The M.C. Combs Building
2501 N. Lincoln
Oklahoma City, Oklahoma 73114
(405) 521-3115

Wisconsin
Mark E. Musolf
Secretary of Revenue
125 S. Webster St.
P.O. Box 9933
Madison, Wisconsin 53708
(608) 266-1611

Mississippi
A.C. Lambert
Chairman
Tax Commission
Woodfolk State Office Building
Jackson, Mississippi 39205
(601) 354-6265

Wyoming
Reino Hakala
Chairman
Wyoming Tax Commission and
Board of Equalization
2200 Carey Avenue
Cheyenne, Wyoming 82001
(307) 777-7961

Rhode Island
John H. Norberg
Tax Administrator
Division of Taxation
Department of Administration
180 Promenade Street
Providence, Rhode Island 02903
(401) 277-3050

Nevada
Roy E. Nickson
Executive Director
Department of Taxation
Capital Mall Complex
Carson City, Nevada 89710
(702) 685-4892
We have examined the balance sheets of Multistate Tax Commission as of June 30, 1982 and 1981, and the related statements of revenue and expenses, changes in fund balance and changes in financial position for the years then ended. Our examinations were made in accordance with generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the financial statements referred to above present fairly the financial position of Multistate Tax Commission at June 30, 1982 and 1981, and the results of its operations, changes in fund balance, and changes in financial position for the years then ended in conformity with generally accepted accounting principles applied on a consistent basis.

August 13, 1982.
<table>
<thead>
<tr>
<th>LIABILITIES AND FUND BALANCE</th>
<th>1982</th>
<th>1981</th>
</tr>
</thead>
<tbody>
<tr>
<td>CURRENT LIABILITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>24,514</td>
<td>11,318</td>
</tr>
<tr>
<td>Accrued vacation pay--Note 9</td>
<td>29,669</td>
<td></td>
</tr>
<tr>
<td>Payroll taxes payable</td>
<td>6,584</td>
<td>5,808</td>
</tr>
<tr>
<td>Assessments and audit reimbursements collected in advance</td>
<td>40,000</td>
<td></td>
</tr>
<tr>
<td>Current portion of long-term debt</td>
<td>33,248</td>
<td>30,390</td>
</tr>
<tr>
<td><strong>TOTAL CURRENT LIABILITIES</strong></td>
<td>134,915</td>
<td>47,516</td>
</tr>
<tr>
<td>LONG-TERM DEBT</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Obligations under capital leases--Note 2</td>
<td>62,534</td>
<td>88,350</td>
</tr>
<tr>
<td>Note payable--Note 5</td>
<td>6,511</td>
<td>10,784</td>
</tr>
<tr>
<td>Lease: Current portion</td>
<td>69,045</td>
<td>99,134</td>
</tr>
<tr>
<td><strong>TOTAL LONG-TERM DEBT</strong></td>
<td>35,797</td>
<td>68,744</td>
</tr>
</tbody>
</table>

**FUND BALANCE--Exhibit B**

Unappropriated fund balance | 278,784 | 154,919 |

**TOTAL FUND BALANCE** | 278,784 | 154,919 |

**TOTAL LIABILITIES AND FUND BALANCE** | $448,596 | $271,779 |
MULTISTATE TAX COMMISSION

STATEMENTS OF CHANGES IN FUND BALANCE
For the years ended June 30, 1982 and 1981

<table>
<thead>
<tr>
<th></th>
<th>1982</th>
<th>1981</th>
</tr>
</thead>
<tbody>
<tr>
<td>FUND BALANCE--Beginning of year</td>
<td>$ 154,919</td>
<td>$ 57,351</td>
</tr>
<tr>
<td>Excess of revenue over expenses--</td>
<td>123,865</td>
<td>97,568</td>
</tr>
<tr>
<td>Exhibit C</td>
<td></td>
<td></td>
</tr>
<tr>
<td>FUND BALANCE--End of year</td>
<td>$ 278,784</td>
<td>$ 154,919</td>
</tr>
</tbody>
</table>
MULTISTATE TAX COMMISSION

STATEMENTS OF REVENUE AND EXPENSES
For the years ended June 30, 1982 and 1981

<table>
<thead>
<tr>
<th></th>
<th>1982</th>
<th>1981</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>REVENUE</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Assessments</td>
<td>$1,045,731</td>
<td>$934,720</td>
</tr>
<tr>
<td>Interest</td>
<td>67,620</td>
<td>25,079</td>
</tr>
<tr>
<td>Other revenue:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Legal administrative</td>
<td>24,950</td>
<td>60,373</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>485</td>
<td>2,896</td>
</tr>
<tr>
<td><strong>TOTAL REVENUE</strong></td>
<td>1,138,786</td>
<td>1,031,068</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>EXPENSES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounting</td>
<td>7,622</td>
<td>7,150</td>
</tr>
<tr>
<td>Bonds and insurance</td>
<td>2,797</td>
<td>4,087</td>
</tr>
<tr>
<td>Consulting fees</td>
<td>71,489</td>
<td>54,814</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>17,274</td>
<td>46,449</td>
</tr>
<tr>
<td>EDP supplies</td>
<td>---</td>
<td>586</td>
</tr>
<tr>
<td>EDP terminal lease expense</td>
<td>---</td>
<td>18,676</td>
</tr>
<tr>
<td>Employee group insurance</td>
<td>33,749</td>
<td>21,521</td>
</tr>
<tr>
<td>Interest expense</td>
<td>13,973</td>
<td>19,814</td>
</tr>
<tr>
<td>Legal and legal support</td>
<td>30,637</td>
<td>16,241</td>
</tr>
<tr>
<td>Loss on sale of fixed assets</td>
<td>1,970</td>
<td>--</td>
</tr>
<tr>
<td>Miscellaneous expense</td>
<td>4,789</td>
<td>3,823</td>
</tr>
<tr>
<td>Office supplies</td>
<td>7,487</td>
<td>3,113</td>
</tr>
<tr>
<td>Pension plan and retirement provision</td>
<td>74,634</td>
<td>63,638</td>
</tr>
<tr>
<td>Postage</td>
<td>9,948</td>
<td>5,881</td>
</tr>
<tr>
<td>Printing and duplicating</td>
<td>17,584</td>
<td>15,114</td>
</tr>
<tr>
<td>Publications</td>
<td>(7,117)</td>
<td>3,215</td>
</tr>
<tr>
<td>Rent</td>
<td>59,887</td>
<td>55,412</td>
</tr>
<tr>
<td>Repairs and maintenance</td>
<td>2,558</td>
<td>9,637</td>
</tr>
<tr>
<td>Salaries</td>
<td>593,770</td>
<td>464,577</td>
</tr>
<tr>
<td>Telephone</td>
<td>25,788</td>
<td>23,042</td>
</tr>
<tr>
<td>Travel</td>
<td>41,206</td>
<td>66,086</td>
</tr>
<tr>
<td>Utilities</td>
<td>4,876</td>
<td>3,312</td>
</tr>
<tr>
<td><strong>TOTAL EXPENSES</strong></td>
<td>1,014,921</td>
<td>906,188</td>
</tr>
</tbody>
</table>

EXCESS OF REVENUE OVER EXPENSES BEFORE LOSS .......... 123,865  124,880

LOSS ON SALE OF LEASED PROPERTY--Note 3 ............. ---  27,312

NET EXCESS OF REVENUE OVER EXPENSES ................... $123,865 $97,568
MULTISTATE TAX COMMISSION

STATEMENTS OF CHANGES IN FINANCIAL POSITION
For the years ended June 30, 1982 and 1981

<table>
<thead>
<tr>
<th></th>
<th>1982</th>
<th>1981</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>WORKING CAPITAL PROVIDED BY:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operations:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Excess of revenue over expenses</td>
<td>$123,865</td>
<td>$97,568</td>
</tr>
<tr>
<td>Add: Charges not requiring the use of working capital:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>$17,274</td>
<td>$46,449</td>
</tr>
<tr>
<td>Net book value of property and equipment sold</td>
<td>$2,395</td>
<td>$8,743</td>
</tr>
<tr>
<td>Net book value of capital lease sold</td>
<td>---</td>
<td>$54,381</td>
</tr>
<tr>
<td>Working Capital Provided by Operations</td>
<td>$143,534</td>
<td>$207,101</td>
</tr>
<tr>
<td>Decrease in net investment in sales-type lease</td>
<td>$5,954</td>
<td>---</td>
</tr>
<tr>
<td><strong>TOTAL PROVIDED</strong></td>
<td>$149,488</td>
<td>$207,101</td>
</tr>
<tr>
<td><strong>WORKING CAPITAL APPLIED TO:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment in sales-type lease</td>
<td>---</td>
<td>$30,536</td>
</tr>
<tr>
<td>Purchase of property and equipment</td>
<td>$29,629</td>
<td>$11,120</td>
</tr>
<tr>
<td>Decrease in long-term obligations</td>
<td>$32,947</td>
<td>$29,611</td>
</tr>
<tr>
<td>Increase in deposits</td>
<td>---</td>
<td>$70</td>
</tr>
<tr>
<td>Increase in expense account advances</td>
<td>$112</td>
<td>$399</td>
</tr>
<tr>
<td>Increase in unamortized past services—pension costs</td>
<td>$12,427</td>
<td>$2</td>
</tr>
<tr>
<td><strong>TOTAL APPLIED</strong></td>
<td>$75,115</td>
<td>$71,746</td>
</tr>
<tr>
<td><strong>INCREASE IN WORKING CAPITAL</strong></td>
<td>$74,373</td>
<td>$135,355</td>
</tr>
</tbody>
</table>

**CHANGES IN WORKING CAPITAL COMPONENTS**

| Increase (decrease) in current assets: |           |           |
| Cash | $157,939 | $115,698 |
| Accrued interest receivable | $696      | $1,146   |
| Accounts receivable—members | $1,929    | $7,293   |
| Current portion of investment in sales-type lease | $1,605    | $4,349   |
| Prepaid expenses | $95       | $(2,777) |
| **TOTAL** | $160,822 | $(11,123) |

| Decrease (increase) in current liabilities: |           |           |
| Accounts payable | $(13,196) | $647     |
| Accrued vacation pay | $29,669   | ---      |
| Payroll taxes payable | $(775)    | $(1,030) |
| Accrued pension plan | ---   | $3,448   |
| Assessments and audit reimbursements collected in advance | $(40,000) | $26,529 |
| Current portion of long-term obligations | $(2,859) | $(5,362) |
| **TOTAL** | $(86,499) | $24,232  |
| **INCREASE IN WORKING CAPITAL** | $74,373   | $135,355  |
NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Multistate Tax Commission was organized in 1967. It was established under the Multistate Tax Compact, which by its terms, became effective August 4, 1967. The basic objective of the "Compact" and, accordingly, the Commission is to provide solutions and additional facilities for dealing with state taxing problems related to multistate business.

Method of Accounting

The Commission follows the accrual method of accounting whereby assessment revenue is recognized in the fiscal year of assessment. Contributions by states for specific purposes are recognized as income during the year of receipt. Other earned revenue is recognized as it is earned. Expenses are recognized as they are incurred.

Property and Equipment

All property and equipment is stated at cost and depreciated principally on the straight-line basis over the estimated useful lives of the assets which range from 3 to 8 years. Amortization of leasehold improvements is provided for on the straight-line basis over the term of the lease.

NOTE 2 - LEASES

Leases which meet certain criteria are classified as capital leases, and assets and liabilities are recorded at amounts equal to the present value of the minimum lease payments at the inception of the lease. Such assets are amortized over the term of the lease and interest expense relating to the lease liability is recorded to effect constant rates of interest over the lease terms.

Minimum rental commitments under leases having remaining lease terms in excess of one year at June 30, 1982 are as follows:

<table>
<thead>
<tr>
<th>Fiscal Year Ended</th>
<th>Minimum Lease Payment</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 30, 1983</td>
<td>$36,642</td>
</tr>
<tr>
<td>June 30, 1984</td>
<td>34,026</td>
</tr>
<tr>
<td>June 30, 1985</td>
<td>2,819</td>
</tr>
<tr>
<td></td>
<td>73,494</td>
</tr>
</tbody>
</table>

Less: Amount representing interest $10,970

Capitalized lease obligation $62,524

Amortization of capital leases for the years ended June 30, 1982 and 1981 was $1,900 and $92,560, respectively.
MULTISTATE TAX COMMISSION

NOTES TO FINANCIAL STATEMENTS (Continued)
June 30, 1982

NOTE 3 - NET INVESTMENT IN SALES-TYPE LEASE

During the year ended June 30, 1981, the Commission sold property relating to a previously capitalized lease for computer hardware. This sublease has been recorded in accordance with Financial Accounting Standard Board Statement #13 as a sales-type lease.

Total minimum lease payments to be received $42,073
Less: Unearned income 11,537
Net investment in sales type lease ....................... $30,536

NOTE 4 - PENSION PLAN

The Commission has a defined benefit pension plan covering substantially all of its employees. The total pension expense for the year was $74,634, which includes amortization of prior service costs over 10 years. The Commission's policy is to fund pension cost accrued. The actuarially computed value of vested benefits as of June 30, 1982, is fully funded. The plan benefits and plan net assets are presented below:

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT JUNE 30, 1982:

Vested $234,922
Nonvested 17,987
$252,909

MARKET VALUE OF NET ASSETS AVAILABLE FOR BENEFITS AT JUNE 30, 1982 $501,938

The assumed rate of return used in determining the actuarial present value of accumulated plan benefits was 6.5% compounded annually.

NOTE 5 - NOTE PAYABLE

Manufacturer--6% installment note, collateralized by related equipment, payable in monthly installments of $400, including interest, with final payment due November 12, 1983.

Balance
June 30, 1982

$ 6,511
NOTE 5 - COMMITMENTS

The Commission rents its primary office facilities in Boulder, Colorado, and secondary office facilities in New York, Illinois and Washington State, under lease agreements with terms expiring on various dates through August 31, 1988. These leases provide for the following minimum annual rentals exclusive of utility charges and certain escalation charges at Boulder:

<table>
<thead>
<tr>
<th>Fiscal Year Ended</th>
<th>Minimum Annual Rental</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 30, 1983</td>
<td>$29,917</td>
</tr>
<tr>
<td>June 30, 1984</td>
<td>26,610</td>
</tr>
<tr>
<td>June 30, 1985</td>
<td>28,266</td>
</tr>
<tr>
<td>June 30, 1986</td>
<td>31,614</td>
</tr>
<tr>
<td>June 30, 1987</td>
<td>34,614</td>
</tr>
<tr>
<td><strong>Balance through August 31, 1988</strong></td>
<td><strong>36,414</strong></td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$187,435</strong></td>
</tr>
</tbody>
</table>

The Boulder facilities lease includes certain escalation charges based on various factors including wage index, utility and property tax increases from a base year.

NOTE 7 - INCOME TAXES

In the opinion of legal counsel, the Commission is exempt from Federal income tax as well as from other Federal taxes as an organization of a group of States or as an instrumentality of those States. Therefore, no provision has been made in the financial statements for Federal income taxes.

NOTE 8 - SUBSEQUENT EVENT

Subsequent to June 30, 1982, the subleases of the computer hardware, as described in Note 3, informed the Commission that they would be in default of the sublease. As a result, title to the computer hardware has reverted back to the Commission and the sale of the property is being attempted. No provision for a loss as a result of this transaction has been recorded due to the undetermined amounts involved.

NOTE 9 - ACCRUED VACATION PAY

In accordance with Statement of Financial Accounting Standards No. 43, "Accounting For Compensated Absences", employees' rights to receive compensation for future absences have been accrued for the year ended June 30, 1982. The Commission believes that retroactive restatement of 1981 statements is not practicable and that the amounts are not material in relation to the financial statements taken as a whole.
Appendix A

Agreement on Exchange of Information

[Income Tax]

In the interest of furthering the mutual interests of the undersigned states represented by the undersigned officials through benefits which can be derived from the exchange of information among said states, each of said officials does hereby enter into the following Agreement for the exchange of information with every other undersigned official.

The undersigned hereby mutually agree to exchange information, to the full extent permitted by their respective laws, in accordance with the terms and limitations below:

1. For purposes of this Agreement, income tax means a tax imposed on or measured by net income, including any tax imposed on or measured by an amount arrived at by deducting expenses from gross income, one or more forms of which expenses are not specifically and directly related to particular transaction.

2. This Agreement shall be applicable with respect to:
   a. The inspection of income tax returns of any taxpayer; and
   b. The furnishing of an abstract of the return of income of any taxpayer; and
   c. The furnishing of any information concerning any items contained in any return of income of any taxpayer; and
   d. The furnishing of any information disclosed by the report of any investigation of the income or return of income of any taxpayer, exclusive of any information obtained through an agreement between any of the undersigned states and the Internal Revenue Service.

3. For purposes of this Agreement, taxpayer includes any individual, corporation, partnership or fiduciary subject to an income tax or required to file an income tax return.

4. This Agreement is not limited to a specific period of time or to returns, documents or information relating to any specific years or periods; and it will be considered to be in effect until revoked.

5. Additions and changes, including definitions, in the provisions of this Agreement, may be made by mutual consent of the proper officials of the undersigned states, and shall become an attachment to this Agreement.

6. No information obtained pursuant to this Agreement shall be disclosed to any person not authorized by the laws of the undersigned states.

7. The information obtained pursuant to this Agreement shall be used only for the purpose of administration of the income tax laws of the undersigned states.

8. This written Agreement shall not become effective between any two states until the authorized officials for both such states have signed it in the space provided below.

9. This written Agreement is not intended to revoke or supersede any other similar agreement that may have been previously entered into between any two or more of the states represented below.

10. The undersigned agree to inform each other of the current statutory provisions of their respective states concerning the confidentiality of the material exchanged and the penalties for unlawful disclosure thereof.

11. Any of the undersigned state officials may, at their discretion, refuse to furnish information disclosed in the report of any investigation while such investigation is still in progress or during such time as litigation is contemplated or in process, if the official of the state making the investigation deems it in the best interests of his state for such information to be withheld pending determination of litigation.

12. Each of the undersigned state officials hereby affirms that he is the proper official charged with the administration of the income tax laws of his state.

The above agreement has been executed by the following states under the information sharing authority granted by their statutes. The execution of the Agreement by these states constitutes the equivalent of 210 individual agreements.

Signatory States

Alaska    Idaho    Michigan    North Carolina
Arkansas  Illinois  Minnesota  North Dakota
California Indiana  Missouri  Oregon
Colorado  Kansas    Montana    Pennsylvania
Florida    Louisiana  Nebraska    Utah
Hawaii
Appendix B

Agreement on Exchange of Information
[Sales and Use Tax]

In the interest of furthering the mutual interests of the undersigned states represented by the undersigned officials through benefits which can be derived from the exchange of information among said states, each of said officials does hereby enter into the following Agreement for the exchange of information with every other undersigned official.

The undersigned hereby mutually agree to exchange information, to the full extent permitted by their respective laws, in accordance with the terms and limitations below:

1. For purposes of this Agreement, sales tax includes general excise and/or gross receipt taxes and means a tax imposed on a sale or exchange of personal property and/or services, as well as on gross receipts from trade or business; and use tax means a tax other than ad valorem tax, on the privilege of storing, using or consuming personal property and/or services.

2. This Agreement shall be applicable with respect to:
   a. The inspection of sales and use tax returns of any taxpayer; and
   b. The furnishing of an abstract or the exchange of computer information regarding the sales or use tax return of any taxpayer; and
   c. The furnishing of any information concerning any items contained in any sales or use tax return of any taxpayer; and
   d. The furnishing of any information disclosed by the report of any investigation of the sales or use tax return of any taxpayer.

3. For purposes of this Agreement, "taxpayer" includes any individual, corporation, partnership, organization, association, fiduciary, person or other entity, subject to payment or collection and remittance of sales or use tax or required to file a sales or use tax return.

4. This Agreement is not limited to a specific period of time or to returns, documents or information relating to any specific years or periods; and it will be considered to be in effect until revoked by one of the parties; however, the withdrawal of one party hereof shall not affect the Agreements among the remaining parties.

5. Additions and changes, including definitions, in the provisions of this Agreement, may be made by mutual consent of the proper officials of the undersigned states, and shall become an attachment to this Agreement.

6. No information obtained pursuant to this Agreement shall be disclosed to any person not authorized to receive such information by the laws of the undersigned states.

7. The information obtained pursuant to this Agreement shall be used only for the purpose of administration and enforcement of the sales and use tax laws of the undersigned states.

8. This written Agreement shall not become effective between any two states until the authorized officials for both such states have signed it in the space provided below.

9. This written Agreement is not intended to revoke or supersede any other similar agreement that may have been previously entered into between any two or more of the states represented below.

10. The undersigned agree to inform each other of the current statutory provisions of their respective states concerning the confidentiality of the material exchanged and the penalties for unlawful disclosure thereof.

11. Any of the undersigned state officials may, at their discretion, refuse to furnish information disclosed in the report of any investigation while such investigation is still in progress or during such time as litigation is contemplated or in process, if the official of the state making the investigation deems it in the best interests of his state for such information to be withheld pending final determination of litigation.

12. Each of the undersigned state officials hereby affirms that he is the proper official charged with the administration of the sales and use tax laws of his state.

This Agreement may be executed in counterparts, all of which taken together shall be deemed one original Agreement.
The above agreement has been executed by the following states under the information sharing authority granted by their statutes. The execution of the Agreement by these states constitutes the equivalent of 274 individual agreements.

### Signatory States

<table>
<thead>
<tr>
<th>Arkansas</th>
<th>Iowa</th>
<th>Mississippi</th>
<th>South Dakota</th>
</tr>
</thead>
<tbody>
<tr>
<td>California</td>
<td>Kansas</td>
<td>Missouri</td>
<td>Tennessee</td>
</tr>
<tr>
<td>Colorado</td>
<td>Louisiana</td>
<td>Montana</td>
<td>Texas</td>
</tr>
<tr>
<td>Georgia</td>
<td>Massachusetts</td>
<td>Nebraska</td>
<td>Utah</td>
</tr>
<tr>
<td>Idaho</td>
<td>Michigan</td>
<td>North Dakota</td>
<td>Washington</td>
</tr>
<tr>
<td>Indiana</td>
<td>Minnesota</td>
<td>Pennsylvania</td>
<td>Wyoming</td>
</tr>
</tbody>
</table>
Appendix C

Progress in Uniformity
Through Adoption of the Uniform Division of Income for Tax Purposes Act Among the States

<table>
<thead>
<tr>
<th>Alabama (1)</th>
<th>Georgia (4)</th>
<th>Kentucky</th>
<th>New Hampshire (6)</th>
<th>Pennsylvania</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alaska</td>
<td>Hawaii (2)</td>
<td>Maine</td>
<td>New Mexico</td>
<td>South Carolina</td>
</tr>
<tr>
<td>Arkansas</td>
<td>Idaho</td>
<td>Massachusetts (5)</td>
<td>North Carolina</td>
<td>Tennessee</td>
</tr>
<tr>
<td>California</td>
<td>Illinois</td>
<td>Missouri (2)</td>
<td>North Dakota</td>
<td>Utah (2)</td>
</tr>
<tr>
<td>Colorado (2)</td>
<td>Indiana (2)</td>
<td>Montana (2)</td>
<td>Oklahoma (7)</td>
<td>Virginia</td>
</tr>
<tr>
<td>District of Columbia</td>
<td>Kansas</td>
<td>Nebraska (2)</td>
<td>Oregon</td>
<td>West Virginia (2)</td>
</tr>
<tr>
<td>Florida (3)</td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

NOTES:

(1) Alabama's corporate income tax statute is vague on how the state is to determine what portion of a corporation's income is to be attributed to the state for tax purposes. On September 6, 1967, the Alabama Legislature enacted the Multistate Tax Compact, which includes UDITPA, subject to congressional enactment of a Multistate Tax Compact Consent Bill. On September 12, 1967, the Alabama Department of Revenue promulgated regulations which adopt the UDITPA provisions as the basis on which to determine the amount of a corporation's income which is attributable to a state.

(2) This state adopted UDITPA by enacting the Multistate Tax Compact.

(3) Florida enacted the Multistate Tax Compact in 1969. When it enacted its corporate income tax in 1971, it deleted UDITPA from its statutes. Yet its corporate income tax statute is substantially in accord with UDITPA. Florida gives 50% weight to the sales factor.

(4) Georgia's payroll and sales factors differ, but only slightly.

(5) Massachusetts is included as a UDITPA state because it closely follows the UDITPA apportionment formula. Massachusetts adopted the 3-factor formula in 1920 and UDITPA codified that formula. However, rather than source, UDITPA adopted destination for sales, subject to the condition that the seller be subject to the jurisdiction of the destination state. In 1966, Massachusetts changed to destination basis, but subject to the current modification that no-nexus sales are Massachusetts sales if they are not sold by third state based salesmen. Unlike UDITPA, all income, including intangible income, is put into the Massachusetts tax base with the sole exclusion of dividends received from corporations, but not trust or DISCS, in which the receiving corporation owns more than 15% of the voting stock. Massachusetts gives 50% weight to the sales factor.

(6) New Hampshire is included here as a UDITPA state even though its property factor is somewhat different.

(7) Although Oklahoma has not technically adopted UDITPA, its law appears to be sufficiently close to enable Oklahoma to be considered a UDITPA state.
Appendix D

Sales and Use Tax Jurisdiction Limitations Statement

The following is the Sales and Use Tax Jurisdiction Limitation Statement with which all states, to the best of our knowledge, comply:

Sales and Use Tax Jurisdiction Standard

A vendor is required to pay or collect and remit the tax imposed by this Act if within this state he directly or by any agent or other representatives:

1. Has or utilizes an office, distribution house, sales house, warehouse, service enterprise or other place of business; or

2. Maintains a stock of goods; or

3. Regularly solicits orders whether or not such orders are accepted in this state, unless the activity in this state consists solely of advertising or of solicitation by direct mail; or

4. Regularly engages in the delivery of property in this state other than by common carrier or U.S. mail; or

5. Regularly engages in any activity in connection with the leasing or servicing of property located within this state.

This state does not seek to impose use tax collection requirements on any retailer over whom the above standard does not confer jurisdiction in this state.
Uniform Sales & Use Tax Certificate Form

SALES AND USE TAX CERTIFICATE
MULTI-JURISDICTION

I certify that

<table>
<thead>
<tr>
<th>Name of Firm/Owner</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

is engaged in a capacity:

- [ ] Wholesale
- [ ] Retailer
- [ ] Manufacturer
- [ ] Lessor (See note on reverse side)
- [ ] Other (Specify) ___

As required with the below listed states and cities within which your firm would deliver purchases to us and that any such purchases are for wholesale, resale, ingredients or components of a new product to be resold, leased, or rented in the usual course of our business. We are in the business of wholesaling, retailing, manufacturing, leasing, the following:

- [ ] City of State
  - [ ] Tax Exempt Rate of %
  - [ ] Sales Exempt Rate of %

Further certify that if any property so purchased tax free is used or consumed by the firm as to make it subject to a Sales or Use Tax we will pay the tax due direct to the proper taxing authority when such law so provides or inform the seller for added tax billing. This certificate shall be part of each order which we may hereafter give you, unless otherwise specified, and shall be valid until canceled by us in writing or revoked by the city or state.

General description(s) of products to be purchased from the seller.

Under penalties of perjury, I swear or affirm that the information on this form is true and correct to the best of my knowledge.

[Signature]

[Date]

(Reverse Side)

TO OUR CUSTOMERS:

In order to comply with the majority of state and local sales tax law requirements, it is necessary that we have in our files a properly executed exemption certificate from all of our suppliers who claim sales tax exemption. If we do not have this certificate, we are obligated to collect the tax for the state in which the property is delivered.

If you are eligible to sales tax exemption, please complete the certificate and mail it to us at our earliest convenience. If you purchase tax free for a reason for which this form does not provide, please send us your special certificate or statement.

This form of certificate has been determined by the following states:

- Alabama
- Alaska
- Arizona
- Arkansas
- California
- Colorado
- Connecticut
- District of Columbia
- Delaware
- Florida
- Georgia
- Hawaii
- Idaho
- Illinois
- Indiana
- Iowa
- Kansas
- Kentucky
- Louisiana
- Maine
- Maryland
- Massachusetts
- Michigan
- Minnesota
- Missouri
- Montana
- Nebraska
- Nevada
- New Hampshire
- New Jersey
- New Mexico
- New York
- North Carolina
- North Dakota
- Ohio
- Oklahoma
- Oregon
- Pennsylvania
- Rhode Island
- South Carolina
- South Dakota
- Tennessee
- Texas
- Utah
- Vermont
- Virginia
- Washington
- West Virginia
- Wisconsin
- Wyoming

NOTE: Arizona law provides that a seller will be held liable for sales tax due on any sales with respect to which an exemption certificate is found to be invalid, for whatsoever reason.

In no case will the exemption certificate be considered valid as to tax liability imposed by any state or local taxing authority.

CAUTION TO SELLER:

In order for the certificate to be accepted in good faith by the seller, the seller must exercise care that the property being sold is of a type normally sold wholesale, resold, leased, or rented, or used as an ingredient or component part of a product manufactured by the buyer in the usual course of his business. A seller failing to exercise due care could be held liable for sales tax due in some states or cities.

Measures of this certificate by the seller, lessor, buyer, lessor, or the representative thereof may be punishable by law, imprisonment, or loss of right to issue certificates in some states or cities.