

STATE OF NEW YORK
STATE TAX COMMISSION

601 West 26 Corp.
grissell means the
Stock Transfer Act.
Article 12
1971

In the Matter of the Petition

of

601 WEST 26 CORP.

For a Redetermination of a Deficiency or
a Refund of Stock Transfer
Taxes under Article(s) 12 of the
Tax Law for the (Year(s))

AFFIDAVIT OF MAILING
OF NOTICE OF DECISION
BY (CERTIFIED) MAIL

State of New York
County of Albany

Linda Wilson, being duly sworn, deposes and says that she is an employee of the Department of Taxation and Finance, over 18 years of age, and that on the 15th day of January, 1971, she served the within Notice of Decision (or Determination) by (certified) mail upon 601 WEST 26 CORP. (representative of) the petitioner in the within proceeding, by enclosing a true copy thereof in a securely sealed postpaid wrapper addressed as follows: 601 West 26 Corp.
45 Crosby Street
New York, New York
and by depositing same enclosed in a postpaid properly addressed wrapper in a (post office or official depository) under the exclusive care and custody of the United States Post Office Department within the State of New York.

That deponent further says that the said addressee is the (representative of) petitioner herein and that the address set forth on said wrapper is the last known address of the (representative of the) petitioner.

Sworn to before me this

15th day of January, 1971.

Martha Funaro

Linda Wilson

STATE OF NEW YORK
STATE TAX COMMISSION

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IN THE MATTER OF THE APPLICATION :
OF :
601 WEST 26 CORP. :
FOR A HEARING WITH RESPECT TO STOCK :
TRANSFER TAXES ASSESSED PURSUANT TO :
ARTICLE 12 OF THE TAX LAW :

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601 West 26 Corp., the taxpayer herein, having applied for a hearing to review the determination of the State Tax Commission (Determination No. 156 dated January 17, 1964) and a hearing having been scheduled in connection therewith before Martin Schapiro, Hearing Officer of the Department of Taxation and Finance, and the taxpayer having waived the hearing and having further requested a review of the file of the facts on the record as presently constituted,

The State Tax Commission hereby finds:

(1) That on December 2, 1960 a certificate of consolidation was filed with the Secretary of State consolidating Aaron Machinery Company, Inc., Stephen Sales Co., Inc. and 601 West 26 Corp., all domestic corporations, into the taxpayer corporation 601 West 26 Corp., which pursuant to the said certificate was to survive the consolidation; that the certificate of consolidation provided as follows:

"4. The amount of the capital stock of the consolidated corporation is Fifty-three Thousand Five hundred Twenty (\$53,520) Dollars, consisting of Fifty-three Thousand Five hundred Twenty (53,520) shares of stock of the par value of One (\$1.00) Dollar each.

The shares shall be divided into Class A, to consist of 26,760 shares, and Class B, to consist of 26,760 shares.

The designations, preferences, privileges and voting powers or restrictions or qualifications of the two classes of shares are:-

Each class of shares shall have the right to elect one-half of the directors of the corporation. In the event of any vacancy on the board of directors, the director to fill such vacancy shall be elected by the class of shares which elected the directors whose position has become vacant. In all other respects, the two classes of shares shall be equal and on a parity.";

that said certificate further provided for surrender by the stockholders in each of the consolidated corporations of their shares in exchange for shares of stock in the surviving corporation; that each of the shareholders was to receive in all instances an equal number of shares of Class A and Class B stock in exchange for such surrendered shares; that the certificate of consolidation has never been amended or modified subsequent to the filing of such certificate.

(2) That immediately prior to such consolidation Jacob Freidus and Claire Freidus owned 50% of the issued and outstanding shares of stock of Aaron Machinery Company, Inc. and 601 West 26 Corp.; that Becky Aaron and Samuel E. Aaron, owned the remaining 50% of the stock of said corporations; that immediately prior to the consolidation, Claire Freidus owned 50% of the issued and outstanding shares of stock of Stephen Sales Co., Inc. and Becky Aaron owned the remaining 50%; that Jacob Freidus and Claire Freidus were required by the certificate of consolidation to receive 50% of the Class A stock or 13,380 shares and 50% of the Class B stock or 13,380 shares; that Becky Aaron and Samuel E. Aaron were also required pursuant to the terms of the certificate of consolidation to receive like amounts of shares of both Class A and

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1. The first group of 100,000 shares was issued in 1907 at a price of \$10.00 per share. The second group of 100,000 shares was issued in 1910 at a price of \$10.00 per share. The third group of 100,000 shares was issued in 1913 at a price of \$10.00 per share. The fourth group of 100,000 shares was issued in 1916 at a price of \$10.00 per share. The fifth group of 100,000 shares was issued in 1919 at a price of \$10.00 per share. The sixth group of 100,000 shares was issued in 1922 at a price of \$10.00 per share. The seventh group of 100,000 shares was issued in 1925 at a price of \$10.00 per share. The eighth group of 100,000 shares was issued in 1928 at a price of \$10.00 per share. The ninth group of 100,000 shares was issued in 1931 at a price of \$10.00 per share. The tenth group of 100,000 shares was issued in 1934 at a price of \$10.00 per share. The eleventh group of 100,000 shares was issued in 1937 at a price of \$10.00 per share. The twelfth group of 100,000 shares was issued in 1940 at a price of \$10.00 per share. The thirteenth group of 100,000 shares was issued in 1943 at a price of \$10.00 per share. The fourteenth group of 100,000 shares was issued in 1946 at a price of \$10.00 per share. The fifteenth group of 100,000 shares was issued in 1949 at a price of \$10.00 per share. The sixteenth group of 100,000 shares was issued in 1952 at a price of \$10.00 per share. The seventeenth group of 100,000 shares was issued in 1955 at a price of \$10.00 per share. The eighteenth group of 100,000 shares was issued in 1958 at a price of \$10.00 per share. The nineteenth group of 100,000 shares was issued in 1961 at a price of \$10.00 per share. The twentieth group of 100,000 shares was issued in 1964 at a price of \$10.00 per share. The twenty-first group of 100,000 shares was issued in 1967 at a price of \$10.00 per share. The twenty-second group of 100,000 shares was issued in 1970 at a price of \$10.00 per share. The twenty-third group of 100,000 shares was issued in 1973 at a price of \$10.00 per share. The twenty-fourth group of 100,000 shares was issued in 1976 at a price of \$10.00 per share. The twenty-fifth group of 100,000 shares was issued in 1979 at a price of \$10.00 per share. The twenty-sixth group of 100,000 shares was issued in 1982 at a price of \$10.00 per share. The twenty-seventh group of 100,000 shares was issued in 1985 at a price of \$10.00 per share. The twenty-eighth group of 100,000 shares was issued in 1988 at a price of \$10.00 per share. The twenty-ninth group of 100,000 shares was issued in 1991 at a price of \$10.00 per share. The thirtieth group of 100,000 shares was issued in 1994 at a price of \$10.00 per share. The thirty-first group of 100,000 shares was issued in 1997 at a price of \$10.00 per share. The thirty-second group of 100,000 shares was issued in 2000 at a price of \$10.00 per share. The thirty-third group of 100,000 shares was issued in 2003 at a price of \$10.00 per share. The thirty-fourth group of 100,000 shares was issued in 2006 at a price of \$10.00 per share. The thirty-fifth group of 100,000 shares was issued in 2009 at a price of \$10.00 per share. The thirty-sixth group of 100,000 shares was issued in 2012 at a price of \$10.00 per share. The thirty-seventh group of 100,000 shares was issued in 2015 at a price of \$10.00 per share. The thirty-eighth group of 100,000 shares was issued in 2018 at a price of \$10.00 per share. The thirty-ninth group of 100,000 shares was issued in 2021 at a price of \$10.00 per share. The fortieth group of 100,000 shares was issued in 2024 at a price of \$10.00 per share.

Class B stock; that instead there were issued to Jacob Freidus and Claire Freidus 53,520 shares of Class A stock and no shares of Class B stock, and to Samuel E. Aaron and Becky Aaron 53,520 shares of Class B stock and no shares of Class A stock.

(3) That a determination was issued (Determination No. 156 dated January 17, 1964) determining the amount of tax in the sum of \$535.20 on the transfers of each of the 13,380 shares of Class A stock from Samuel E. Aaron and Becky Aaron to Jacob Freidus and Claire Freidus and 13,380 shares of Class B stock from Jacob Freidus and Claire Freidus to Samuel E. Aaron and Becky Aaron.

Upon the foregoing facts herein, the State Tax Commission hereby

DECIDES:

That the Class A stock and Class B stock were two distinct and different classes of stock having different voting rights;

That the issuance of 26,760 shares of Class A stock to Jacob Freidus and Claire Freidus constituted a nontaxable issuance of 13,380 shares of Class A stock and a taxable transfer of the remaining 13,380 shares of Class A stock from Samuel E. Aaron and Becky Aaron who were entitled to receive the same pursuant to certificate of consolidation; that the issuance of 26,760 shares of Class B stock to Samuel E. Aaron and Becky Aaron constituted a nontaxable issuance of 13,380 shares of Class B stock and a taxable transfer of the remaining 13,380 shares of stock from Jacob Freidus and Claire Freidus who were entitled to receive the same pursuant to the certificate of consolidation; that, accordingly, the

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determination of the State Tax Commission assessing stock transfer taxes in the amount of \$535.20 is correct and does not include any taxes or charges not lawfully due and owing.

Dated: Albany, New York this 12th day of January 19 71

STATE TAX COMMISSION

Norman Galloran
President

Bruce Mosley
Commissioner

Milton Koenig
Commissioner

determination of the State Tax Commission assessing State transfer
taxes in the amount of \$35.32 is correct and does not include
any taxes or charges not lawfully due and owing.

1901.

City of

Dated: Albany, New York this

CLERK OF THE COMMISSION

President

Commissioner

Commissioner