



**Department of
Taxation**

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

Form TR-REL
Instructions
6/21


Application for Tax Release Certificate

General Instructions and Information

A Tax Release Certificate protects the buyer of a business from successor liability (ORC sections 5735.34, 5736.10, 5739.14, 5747.07(H), 5751.10, and 5753.08). The seller remains liable for any tax, additional charges, interest, or penalty discovered subsequent to the issuance of a tax release certificate.

The seller must request the Tax Release Certificate.

If any person sells his/her business, stock of merchandise, or assets, the taxes and interest or penalty imposed by that particular tax becomes due and payable immediately.

 **IMPORTANT!** Before the sale, a seller provides the purchaser with a summary of their Ohio business tax liabilities, known as a Statement of Condition. This summary is obtained when the seller submits a [TR-RQS](#) form (Application for D3, D4, Statement of Condition). (See Business Sale Sequence.)

A tax release certificate cannot be processed until the business or assets have been sold, all returns have been filed, and liabilities paid. If applicable, liquor permit transfers must also be completed. If the business is being conducted under a purchase agreement **STOP**. The TR-REL cannot be submitted until after the sale is finalized.

The successor (buyer) shall withhold a portion of the purchase money to cover any taxes, interest, and penalties due and unpaid (See Statement of Condition above). These funds are held in escrow until the seller produces a receipt from the Tax Commissioner showing that the taxes, interest, and penalties have been paid, or a certificate indicating that no taxes are due.


Note: For Commercial Activity Tax a receipt, in the form of a CAT Statement of Condition, is issued.

The accounts subject to successor liability are sales tax, employer withholding, commercial activity tax (CAT), motor fuel, petroleum activity, and casino tax.

Line Instructions

SECTION 1: Select the taxes for which you are requesting a tax release. Check all that apply. If other is selected, write the tax account number in the space provided.

NOTE: Tax release certificates are only issued for taxes subject to successor liability. (See General Instructions.)

 **IMPORTANT!** If the box for a tax requested is **not** checked in Section 1, a release request will not be processed for that tax type. (Even if the account number is listed in Section 2.)

SECTION 2: Seller of the business, assets, or stock Name. This is the legal name of the company as recorded with the Ohio Secretary of State. To search for the legal name, go to businesssearch.ohiosos.gov.

If the tax accounts are linked to a Social Security Number, provide the sole proprietor's legal name.

FEIN and/or SSN: Federal Employer Identification Number and/or Social Security Number. If you do not know your FEIN, please contact the IRS at 1-800-829-4933.

DBA (if applicable): DBA stands for Doing Business As.

Address, Telephone and Fax number: Seller's current mailing address and phone number. **The Tax Release Certificate is mailed to this address unless a TBOR1 is included to authorize a representative's address.**

Commercial activity tax number, Withholding account number, Sales tax/vendor license number: For each tax type requesting a release, include the Ohio tax account numbers. Inaccurate account numbers will result in the form being rejected.

Tax releases are not issued for a cumulative sales tax account. If the business has more than one sales tax account requesting a release, each must be submitted on a separate TR-REL form.

Tax account(s) must be closed, final returns filed, and liabilities paid before a Tax Release Certificate will be issued. If you would like to request an account closure, a [BAUF](#) (Business Account Update Form) can be submitted along with the TR-REL.



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NOTE: CAT and employer withholding tax account closure requirements can be waived for an “asset only” sale. An asset only sale must be clearly indicated in a cover letter and noted on the TR-REL form.



IMPORTANT! If the account number is listed in Section 2, but the box for that tax is not checked in Section 1, a release request will not be processed for that tax account.

Liquor permit number: This must be the correct permit number associated with the seller’s vendor license number.

SECTION 3: Purchaser of the business, assets, or stock
If you are not selling your business, but trying to dissolve it (with the Ohio Secretary of State) STOP. Complete and submit form [D5](#) (Notification of Dissolution or Surrender).

Purchaser’s name: The legal name of the company as recorded with the Ohio Secretary of State. You can search for the legal name at businesssearch.ohiosos.gov.

Or the legal name of an individual - ONLY if the company was purchased by a person and not another business.

Purchaser’s address: Purchaser’s current address.

Purchaser’s FEIN and/or SSN: Purchaser’s Federal Employer Identification Number and/or Social Security Number.

Purchaser’s Ohio tax accounts number: If a liquor permit was transferred, include the purchaser’s sales tax account number.

Date of sale or transfer: The date of the sale or the liquor permit transfer (whichever is later). The TR-REL can only be submitted *after* the sale (and, if applicable, transfer of the liquor permit) has taken place. The form will be rejected if this field is blank or future dated.

SECTION 4: Authorized Signature

An owner or officer of the company being sold (not the buyer) must sign the application. Accepted titles include President, Vice President, Director, Treasurer, Secretary, Sole Member, Managing Member, CEO, General Partner, Owner, etc.

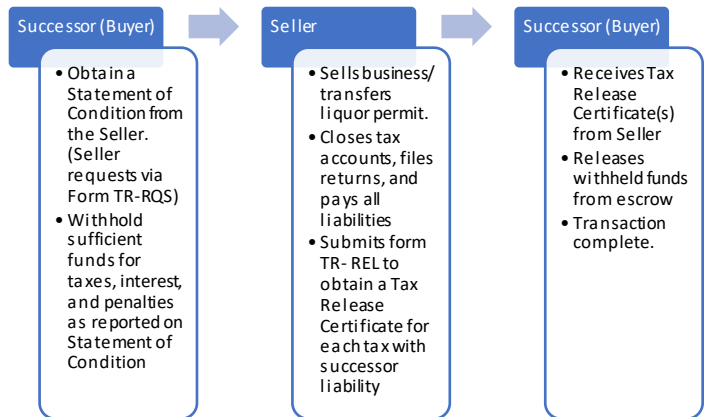
If the TR-REL is signed by a third-party representative, a TBOR1 (Declaration of Tax Representative) form signed by an owner or officer of the company being sold must be included. The TBOR1 should specifically state (under **Restrictions to this Declaration**) that the representative is authorized to request tax releases and receive all related correspondence. Submit the completed TBOR1 with the TR-REL. Submission options are listed at the bottom of the TR-REL.



IMPORTANT!: The TBOR1 form is updated regularly. The current version can be found at www.tax.ohio.gov/forms. OLDER VERSIONS MAY BE REJECTED.

Some forms of electronic signatures are accepted. Please call the Tax Release Unit at 1-855-995-4422 for more information.

Common Business Sale Sequence



Please direct any questions to our office:

**Ohio Department of Taxation
Internal Audit Division
Tax Release Unit
P.O. Box 182382
Columbus, OH 43216-2382
Telephone (855) 995-4422**