

BF&R Docket No. 2406665  
Petition Filed: 6/10/2025  
Business Partner ID: [REDACTED]  
IN RE: AERSALE, INC.  
PETITION FOR Refund for Corporate Net Income  
PERIOD(S) 1/1/2022 to 12/31/2022

AND NOW, January 22, 2026, pursuant to the Fiscal Code, the Act of 1929, April 9, P.L. 343, as amended, (72 P.S. § 1 et seq), the Board of Finance and Revenue of the Commonwealth of Pennsylvania, based upon the reasons set forth herein, hereby ORDERS the following:

### **Jurisdiction**

This petition comes before the Board of Finance and Revenue pursuant to Section 2704 of the Tax Reform Code of 1971, 72 P.S. § 9704.

### **Issue**

Whether Petitioner is not subject to Pennsylvania corporate net income tax under P.L. 86-272?

### **Statement of the Case**

Petitioner, Aersale, Inc., a Florida corporation, comes before this Board seeking a refund of the corporate net income tax ("CNIT") and interest in the amount of \$ [REDACTED] for the 2022 tax period. Petitioner requests that the Board of Finance and Revenue ("Board") find that all of Petitioner's activities are exempt under P.L. 86-272 and that Petitioner is not subject to CNIT.

Petitioner filed a 2022 Pennsylvania corporate tax return in which Petitioner claimed protection under P.L. 86-272 asserting that its business activities in the Commonwealth were limited to solicitation of orders for tangible personal property that were sent outside of the state. Likewise, the Petitioner asserted that it does not have payroll or property in the Commonwealth. Petitioner's RCT-101 for this tax period reported \$ [REDACTED] corporate net income tax.

On December 14, 2023, the Department of Revenue ("Department") mailed Petitioner assessment notice number [REDACTED] assessing tax liability in the amount of \$ [REDACTED].

ALEYDA A. PINO  
9850 NW 41ST STREET SUITE 400  
DORAL, FL 33178

Mailed on: February 2, 2026

ME/sb

EX. CAL. NO. 1  
BFR PETITION ID: 845

Specifically, the Department increased Petitioner's sales apportionment from [REDACTED] to [REDACTED] with a single sales factor of [REDACTED].

Petitioner filed a petition at the Board of Appeals ("BOA") on March 8, 2024. Petitioner argued that on its 2022 RCT-101, it claimed Public Law 86-272 protection since the business activities in the state were limited to solicitation of orders of tangible personal property that are sent outside the state. Petitioner maintained it did not have payroll nor property in the state.

The BOA subsequently concluded that while Petitioner had provided a completed REV-986, Petitioner did not provide a detailed description of its activities and; thus, failed to meet its burden. Petitioner was denied relief as a result.

Petitioner files this instant matter at this Board, again requesting a finding that all of Petitioner's activities are exempt under P.L. 86-272 and that Petitioner is not subject to CNIT. To support its argument, Petitioner provided a copy of its REV-986, a narrative letter outlining its business activities, Corporate Officer Signature Form, and POA.

In Petitioner's narrative letter, Petitioner describes itself as a global provider of aftermarket commercial aircraft and engines, along with related parts and services. Petitioner's activities in Pennsylvania were limited to the solicitation of these sales of tangible personal property. Petitioner asserts all orders related to these sales are submitted and accepted exclusively in Florida. All products that are related to Petitioner's sales in Pennsylvania are shipped from Florida warehouses through common carriers. Petitioner does not offer any post-sale services within Pennsylvania. Petitioner likewise does not lease or own any facilities in Pennsylvania. Finally, Petitioner's sales originate via phone and email, but all finalization and processing occur primarily in Florida. Petitioner likewise argued that its solicitation of sales in Pennsylvania did not involve: storing any inventory in the state, maintaining any tolls vehicles or equipment in the state, utilizing any temporary storage in the state, participate in any trade shows or exhibitions in the state, nor cosigning for any goods to third parties located in the state.

### **Conclusion**

Petitioner's request for relief is granted because Petitioner was not subject to corporate net income tax in Pennsylvania.

The definition of "corporation" subject to corporate net income tax in Pennsylvania is one exercising any of the following privileges in its own name or through an LLC or partnership: (1) doing business in the Commonwealth; (2) carrying on activities in the Commonwealth, including solicitation that is not protected under Public Law 86-272; (3) having capital or capital or property employed or used in this Commonwealth; and (4) owning property in this Commonwealth. 72 P.S. § 7402(a); (imposing CNI tax on a "corporation"); 72 P.S. § 7401(1) (defining the term "corporation").

P.L. 86-272 protects a corporation from state income tax if the corporation's only business activities in the state are the solicitation of orders of tangible personal property, which are sent outside the state for approval or rejection and filled for shipment or delivery from a point outside the state. P.L. 86-272, 15 U.S.C. § 381(a). A corporation, by itself or through a partnership, must engage in at least solicitation plus some activity beyond the sundry and de minimis activities related to an eventual sale to be subject to Pennsylvania corporate net income tax. See *Wisconsin Dep't of Revenue v. Wrigley*, 505 U.S. 214 (1992); *United States Tobacco Co. v. Commonwealth*, 478 Pa. 125, 386 A.2d 471 (1978); see also *Schering-Plough Healthcare Products Sales Corp. v. Commonwealth*, 805 A.2d 1284 (Pa. Commw. 2002), *aff'd per curiam*, 861 A.2d 259 (Pa. 2004) (holding that solicitation activities alone do not make a company subject to Pennsylvania's corporate net income tax).

Petitioner has provided sufficient evidence that it was protected under P.L. 86-272. Petitioner does not have employees or agents who perform post sale services in Pennsylvania. Sales were conducted exclusively over the telephone and email, with the processing and finalization occurring in Florida. Petitioner does not own or lease any property within the Commonwealth and does not perform services of property in the state. All of Petitioner's activities in the state appear to be solicitation and none of the associated activities go beyond the sundry and de minimis related to an eventual sale. For the foregoing reasons, Petitioner is not subject to CNIT as it does not qualify as a corporation subject to CNIT in Pennsylvania.

Accordingly, the Board enters the following:

**ORDER**

The Department of Revenue shall reassess this account (ID No. 1001598917) for corporate net income tax for the year ended December 31, 2022, as follows:

	Tax Debit or Credit
CORPORATE NET INCOME TAX	\$ [redacted] -\$ [redacted]
Not Subject	
	Penalty Debit or Credit
	\$ [redacted]
	Interest Debit or Credit
	\$ [redacted]
Pennsylvania Corporate Net Income Tax (Tax Rate 9.99%)	\$ [redacted]

Penalty:

\$ [REDACTED]

Interest:

\$ [REDACTED]

**By Order Of The Board Of Finance And Revenue**

**Jacqueline A. Cook, Chair  
Designee for Stacy Garrity, State Treasurer**

**David R. Kraus, Board Member**

**Paul J. Gitnik, Board Member**

