

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

Carl Edward Meyer, Jr. and	:	
CASRR Meyer Business Trust,	:	
Petitioners	:	
	:	
v.	:	No. 625 F.R. 2022
	:	ARGUED: September 14, 2026
Commonwealth of Pennsylvania,	:	
Respondent	:	

BEFORE: HONORABLE CHRISTINE FIZZANO CANNON, Judge
HONORABLE LORI A. DUMAS, Judge
HONORABLE BONNIE BRIGANCE LEADBETTER, Senior Judge

OPINION NOT REPORTED

**MEMORANDUM OPINION BY
SENIOR JUDGE LEADBETTER**

FILED: October 13, 2026

Taxpayers, Carl Edward Meyer, Jr. and the CASRR Meyer Business Trust (hereafter simply CASRR Trust), petition for review of the order of the Board of Finance and Revenue (Board) sustaining a decision of the Board of Appeals (BOA), upholding the imposition of realty transfer tax on a deed conveying real estate from Meyer to the CASRR Trust. For the following reasons, we affirm.

Factual and Procedural Background

The pertinent facts are not in dispute, having been established by joint stipulation of the parties.¹ Meyer is an attorney licensed to practice law in both Ohio

¹ The Board does not certify a record to this Court. Pa.R.A.P. 1571(f). Rather, as factfinder, we review “decisions of the Board *de novo* based on stipulated facts or a record created before this Court,” or a combination thereof. *Synthes USA HQ, Inc. v. Commonwealth*, 236 A.3d 1190, 1193 n.4 (Pa. Cmwlth. 2020), *aff’d*, 289 A.3d 846 (Pa. 2023) [citing Pa.R.A.P. 1571(h); *Plum Borough Sch. Dist. v. Commonwealth*, 860 A.2d 1155 (Pa. Cmwlth. 2004)]. Here, the parties
(Footnote continued on next page...)

and Pennsylvania. Stipulation of Facts (SOF) ¶ 4. In December 2019, Meyer and his wife, Arshia H. Meyer (Mrs. Meyer), established both the CASRR Trust and the Meyer Family Revocable Trust (Family Trust) under Ohio law. SOF ¶¶ 5-7. Meyer and his wife are the settlors and trustees of the CASRR Trust, and all shares of the CASRR Trust are owned by the Family Trust. SOF ¶¶ 9, 12.

At the heart of this matter are two transactions conveying the deed to property located at 100 Grayhawk Way South, Mechanicsburg, Pennsylvania (Property). In March 2020, NVR, Inc. executed a deed conveying the Property to Meyer, and since that time the Meyers have used the Property as their personal residence. SOF ¶¶ 16-17; SOF, Ex. B. Upon the recording of this deed, Meyer paid \$9,647.45 in fees and taxes, including realty transfer tax. SOF ¶ 17; SOF, Ex. B. Then in August 2020, Meyer executed a deed conveying the Property to the CASRR Trust. SOF ¶ 18; SOF, Ex. C. That same day, Meyer executed and recorded a Realty Transfer Tax Statement of Value reporting the assessed and computed values for the Property, and claiming an exemption from realty transfer tax because the Property was transferred to a trust. SOF ¶ 20; SOF, Ex. C.

In December 2021, the Department of Revenue issued notices of assessment to Taxpayers imposing realty transfer tax in the amount of \$9,797.96, plus interest and fees, for the conveyance of the Property from Meyer to the CASRR Trust. SOF ¶ 21; SOF, Exs. D, E. Taxpayers timely petitioned BOA for reassessment as to this second conveyance. SOF ¶ 22; SOF, Ex. F. BOA issued a single decision and order sustaining the Department's assessments and Taxpayers

filed a stipulation of facts (SOF) on June 9, 2025. While these “[s]tipulations of fact are binding upon both the parties and the Court,” we may draw our own legal conclusions. *Ebersole v. Commonwealth*, 303 A.3d 546, 550 n.5 (Pa. Cmwlth. 2023) (quotation omitted).

subsequently filed a petition for review with the Board. SOF ¶¶ 25-26; SOF, Exs. H-J. Following argument, the Board issued a decision and order sustaining the assessments in their entirety, and Taxpayers then petitioned this Court for review. SOF ¶¶ 28-29; SOF, Exs. L-M.

Issues

Taxpayers assert multiple issues in their brief to this Court, which we paraphrase as follows: (1) whether the conveyance of the Property from Meyer to the CASRR Trust is exempt from realty transfer tax because the CASRR Trust is a living trust and not a business trust; (2) whether Taxpayers proved that Meyer was acting as an agent or straw party and therefore they are entitled to the principal/agent exemption to the realty transfer tax; and (3) whether Taxpayers should have been granted leave to file a corrective or voided deed to negate realty transfer tax on the second conveyance.²

Discussion

Before turning to the merits, we briefly review the statutory provisions at issue. Section 1102-C of the Tax Reform Code of 1971³ (Code) generally imposes a realty transfer tax on all real estate title transfers. *Ebersole v. Commonwealth*, 303 A.3d 546, 553 (Pa. Cmwlth. 2023). However, certain transfers are specifically excluded from the tax, including:

² Taxpayers also argue that the Board “committed a clear error of law and abused its discretion by allowing the D[e]partment’s legal counsel of record[] . . . to engage in the unauthorized practice of law[,]” despite the fact that Counsel for the Department is admitted to practice law in the Commonwealth, and is in good standing. Taxpayers’ Br. at 24. After the Commonwealth’s attempts to amicably resolve this issue failed, it filed an application to strike the portions of Taxpayers’ brief pertaining to the purported unauthorized practice argument. Rather than muddy the waters of this tax appeal with an unfounded and lamentable claim, we addressed the issue in a separate Memorandum and Order filed September 22, 2026.

³ Act of March 4, 1971, P.L. 6, *as amended*, added by the Act of May 5, 1981, P.L. 36, 72 P.S. § 8102-C.

(4) A transfer for no or nominal actual consideration which corrects or confirms a transfer previously recorded, but which does not extend or limit existing record legal title or interest.

....

(8) A transfer for no or nominal actual consideration to a trustee of an ordinary trust where the transfer of the same property would be exempt if the transfer was made directly from the grantor to all of the possible beneficiaries that are entitled to receive the property or proceeds from the sale of the property under the trust, whether or not such beneficiaries are contingent or specifically named. A trust clause which identifies the contingent beneficiaries by reference to the heirs of the trust settlor as determined by the laws of the intestate succession shall not disqualify a transfer from the exclusion provided by this clause. No such exemption shall be granted unless the recorder of deeds is presented with a copy of the trust instrument that clearly identifies the grantor and all possible beneficiaries.

(8.1) A transfer for no or nominal consideration to a trustee of a living trust from the settlor of the living trust. No such exemption shall be granted unless the recorder of deeds is presented with a copy of the living trust instrument.

....

(11) A transfer:

(i) for no or nominal actual consideration between principal and agent or straw party[.]

Section 1102-C.3 of the Code, added by the Act of July 2, 1986, P.L. 318, 72 P.S. § 8102-C.3. The Code defines the terms “living trust” and “ordinary trust” as follows:

“Living trust.” Any trust, *other than a business trust*, intended as a will substitute by the settlor which becomes effective during the lifetime of the settlor, but from which

trust distributions cannot be made to any beneficiaries other than the settlor prior to the death of the settlor.

....

“Ordinary trust.” Any trust, *other than a business trust* or a living trust, which takes effect during the lifetime of the settlor and for which the trustees of the trust take title to property primarily for the purpose of protecting, managing or conserving it until distribution to the named beneficiaries of the trust. An ordinary trust does not include a trust that has an objective to carry on business and divide gains, nor does it either expressly or impliedly have any of the following features: the treatment of beneficiaries as associates, the treatment of the interests in the trust as personal property, the free transferability of beneficial interests in the trust, centralized management by the trustee or the beneficiaries, or continuity of life.

Section 1101-C of the Code, 72 P.S. § 8101-C (emphasis added).⁴

Taxpayers maintain that the CASRR Trust – despite its name and the express language of the deed of trust creating it – is a living trust rather than a business trust; therefore, the deed transferring title to the Property from Meyer to the CASRR Trust is exempt from realty transfer tax under Section 1102-C.3(8.1) of the Code. Both the CASRR Trust and the Family Trust were created pursuant to Ohio law and, according to Taxpayers, they must “be governed, construed, interpreted, and administered in accordance with Ohio law.” Taxpayers’ Br. at 22. Along this line of reasoning, Taxpayers submit that title to property cannot be held in the name of a living trust under Ohio law, thus Meyer followed the industry practice in Ohio of establishing a “business trust,” *i.e.* the CASRR Trust, simply to hold title to the Property. In finding that the CASRR Trust was a business trust, the Board

⁴ To be clear, Taxpayers do not claim that the CASRR Trust is an ordinary trust. However, the Code’s definition of the term is relevant as it delineates the features of a business trust for realty transfer tax purposes.

erroneously focused on the form rather than the substance of the transfer. Taxpayers further argue that the facts here are similar to those in *Exton Plaza Associates v. Commonwealth*, 763 A.2d 521 (Pa. Cmwlth. 1998) (*Exton Plaza*), because the CASRR Trust is merely an extension of the Family Trust, which is a living trust, and because there was no actual change in interest or ownership when the Property was conveyed from Meyer to the CASRR Trust.

Taxpayers' arguments pertaining to the nature of the CASRR Trust fail for multiple reasons. First and foremost, the Department's assessments pertain to property located in the Commonwealth, the transfer of which was found to be taxable under the statutes of the Commonwealth by an agency of the Commonwealth. Simply put, Ohio law is not at issue despite the fact that the CASRR Trust was organized under Ohio law. *See, e.g.*, Section 1102-C of the Code, 72 P.S. § 8102-C (imposing realty transfer tax on documents transferring real estate "within this Commonwealth," such as the Property here).

Next, regardless of Taxpayers' purported intent, we agree with the Board's conclusion that the CASRR Trust is a business trust. The Code explicitly excludes a business trust from the definition of either a living trust or an ordinary trust. *See* Section 1101-C of the Code, 72 P.S. § 8101-C. Instead, business trusts are considered corporate entities under the Code, as its definition of "corporation" for realty transfer tax purposes includes business trusts "organized under the laws of this Commonwealth, the United States, *or any other state*, territory, or foreign country, or dependency." *Id.* (emphasis added). "Corporations . . . are entities separate from their members, partners, stockholders or shareholders[,]" and unless otherwise excluded, documents transferring "title to real estate between . . .

corporations and the members, partners, shareholders or stockholders thereof are fully taxable.” Section 1102-C.4 of the Code, 72 P.S. § 8102-C.4.

Here, the parties stipulated that the CASRR Trust was expressly created under the laws of Ohio relating to business trusts. SOF ¶ 7 (citing Chapter 1746 of the Ohio Rev. Code Ann. §§ 1746.01-1746.99). But beyond its name and how it was established, the CASRR Trust bears the hallmarks of a business trust as provided under the Code’s realty transfer tax provisions. Most notably, the deed establishing the CASRR Trust states its “General Purpose” as follows:

The nature of the business or purpose of the [CASRR] Trust shall be to engage in any lawful act or activity in which business trusts organized under and in accordance with the provisions of the [Ohio] Revised Code may so engage, *with the objective of making a profit for the Shareholders.*

SOF, Ex. A ¶ 2.1 (emphasis added). *See also* SOF ¶ 10 (stipulating that an objective of the CASRR Trust is to make a profit). This runs counter to Section 1101-C’s express language that “[a]n ordinary trust does not include a trust that has an objective to carry on business and divide gains[.]” 72 P.S. § 8101-C. The deed further provides that: the interests in the CASRR Trust “are divided into freely transferable shares” (SOF ¶ 11); the Family Trust as sole shareholder “is entitled to dividends when declared by the [CASRR Trust]” (SOF ¶ 15); “[t]he Trustees shall accept investments in the [CASRR] Trust” (SOF, Ex. A ¶ 3.6); and “the duration of the [CASRR] Trust shall be perpetual. The death, incapacity, bankruptcy, retirement, resignation or expulsion of any Trustee or Shareholder will not cause the dissolution of the [CASRR] Trust[.]” (SOF, Ex. A ¶ 10.6.1). The deed also lists a wide range of powers and authority given to the Trustees (*see* SOF, Ex. A ¶¶ 4.1, 5.1-5.4), and ultimately provides that “the [CASRR] Trust may have and exercise

all powers which are ordinarily exercised by such a business trust” (SOF, Ex. A ¶ 10.9). Thus, despite Taxpayers’ purported intent to create a living trust, the unequivocal language of the deed creating the CASRR Trust demonstrates that it has a business objective as well as multiple other features that firmly place it in the category of a business trust for realty transfer tax purposes. *See Miller v. Commonwealth*, 84 A.3d 620, 623 (Pa. 2013) (“The subjective intent of a settlor cannot transform a deficient document into something its actual characteristics do not support.”); *see also Kosco v. Commonwealth*, 987 A.2d 181, 189 (Pa. Cmwlth. 2009) (upholding the imposition of realty transfer tax, “regardless of the settlors’ purported intent to create an ordinary trust,” because the trust had a business objective and other business features that disqualified it from falling within the definition of an ordinary trust, including free transferability of beneficial interests and continuity of life); *Gudzan v. Commonwealth*, 962 A.2d 718, 722-23 (Pa. Cmwlth. 2008) (affirming the Board’s imposition of realty transfer tax because the language of the trust agreement evidenced a business objective and other indicia of a business trust).

Further, Taxpayers’ reliance on *Exton Plaza* is misplaced as that case did not involve a trust but a partnership. Specifically, as part of a plan to refinance a shopping center’s mortgage, the general partnership that owned the property converted itself into a limited partnership of the same name with the same ownership interests. *Exton Plaza*, 763 A.2d at 522. The general partnership then executed a deed transferring the property to the limited partnership upon closing of the mortgage refinancing. The outcome in *Exton Plaza* turned on whether that deed qualified as a taxable “document” when it did “not effect a transfer of a beneficial interest in the shopping center to someone other than the grantor[.]” *Id.* at 524.

Because “[t]he instant matter does not involve a change in the business structure of an entity[] . . . *Exton Plaza* does not control.” *Gudzan*, 962 A.2d at 723.

As for Taxpayers’ remaining arguments, we find that they have been waived. The documents filed by the parties along with their Stipulation of Facts demonstrate that Taxpayers’ petition forms submitted to BOA and the Board failed to include arguments that the transfer was exempt under the principal/agent theory or that Taxpayers should be permitted to file a corrective deed. *See* SOF, Exs. F, J. While Taxpayers raised the corrective deed issue during oral argument before the Board, their petition for review to this Court does not mention this issue. Because Taxpayers failed to properly raise these issues below and preserve them for appeal, they have been waived. *See, e.g., D&R Sports, Inc. v. Commonwealth*, 233 A.3d 1009, 1012-13 (Pa. Cmwlth. 2020) (citing Pa.R.A.P. 1551(a) and 1571(h) and finding that issues were waived).

Conclusion

In sum, while Taxpayers may claim that the sole purpose of the CASRR Trust is merely to hold title to the Property on behalf of the Family Trust, in reality the deed grants the trust all the powers and authority of a business trust. Accordingly, we affirm the Board.

BONNIE BRIGANCE LEADBETTER,
President Judge Emerita

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ORDER

AND NOW, this 13th day of October, 2026, the order of the Board of Finance and Revenue is hereby AFFIRMED. Unless exceptions are filed within thirty (30) days pursuant to Pa.R.A.P. 1571(i), this Order shall become final.

BONNIE BRIGANCE LEADBETTER,
President Judge Emerita