

[Law Firm or Accounting Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

**RE: Tax Opinion Regarding Safe Harbor Reverse Like-Kind Exchange under IRC Section 1031 and Revenue Procedure 2000-37**

Dear [Client Name],

We have acted as counsel to [Client Name] (the "Taxpayer") in connection with the "Reverse" Like-Kind Exchange transaction involving the acquisition of [Description of Replacement Property] (the "Replacement Property") and the subsequent disposition of [Description of Relinquished Property] (the "Relinquished Property").

**1. Transaction Overview**

The Taxpayer has entered into a Qualified Exchange Accommodation Agreement ("QEAA") with [Name of Exchange Accommodation Titleholder] (the "EAT"). On [Date], the EAT acquired legal title to the Replacement Property to facilitate a reverse exchange pursuant to Internal Revenue Service Revenue Procedure 2000-37.

**2. Documents Reviewed**

In rendering this opinion, we have examined executed copies of the following:

- (a) The Qualified Exchange Accommodation Agreement;
- (b) The Real Estate Purchase Contract for the Replacement Property;
- (c) The Environmental Indemnity and Management Agreements;
- (d) The Promissory Note and Security Documents between Taxpayer and EAT; and
- (e) Other such documents as deemed necessary.

**3. Analysis of Compliance**

Revenue Procedure 2000-37 provides a "safe harbor" for reverse exchange transactions. Based on our review, the transaction satisfies the following requirements:

- (a) **Qualified Indicia of Ownership:** The EAT holds legal title or other qualified indicia of ownership of the property.
- (b) **Bona Fide Intent:** At the time the property was transferred to the EAT, it was the Taxpayer's intent that the property serve as replacement property in a Section 1031 exchange.
- (c) **Time Limitations:** The Relinquished Property was identified within 45 days, and the transaction is scheduled to be completed within the 180-day period required by the Safe Harbor.
- (d) **Qualified Exchange Accommodation Holder:** The EAT is not a disqualified person as defined under Treasury Regulation Section 1.1031(k)-1(k).

**4. Opinion**

Based upon the foregoing and subject to the assumptions and qualifications set forth herein, it is

our opinion that the transaction qualifies for the safe harbor provisions of Revenue Procedure 2000-37. Accordingly, the EAT will be treated as the beneficial owner of the Replacement Property for federal income tax purposes until the exchange is completed, and the exchange will qualify for non-recognition of gain under Section 1031 of the Internal Revenue Code.

**5. Limitations**

This opinion is limited to the federal income tax consequences of the transaction described herein and does not address state or local tax implications. This letter is provided solely for the benefit of the Taxpayer and may not be relied upon by any other party.

Very truly yours,

[Signature]

[Name of Partner/Attorney]

[Firm Name]