

[Date]

[Exchangor Name]
[Exchangor Address]
[City, State, Zip Code]

Re: Notice of Assignment and Compliance with IRC Section 1031

Dear [Exchangor Name],

This letter serves to formally acknowledge the establishment of a Qualified Intermediary Agreement between [Name of QI Company] (the "Intermediary") and [Exchangor Name] (the "Exchangor"), effective as of [Date].

In accordance with the Treasury Regulations promulgated under Section 1031 of the Internal Revenue Code, please be advised of the following compliance measures:

1. Role of Qualified Intermediary: Pursuant to Treas. Reg. §1.1031(k)-1(g)(4), the Intermediary is acting as a "Qualified Intermediary" to facilitate a tax-deferred like-kind exchange. The Intermediary is not an agent, attorney, or broker of the Exchangor as defined by the "disqualified person" rules.

2. Assignment of Rights: The Exchangor has assigned its rights (but not its obligations) under the Purchase and Sale Agreement for the Relinquished Property located at [Address of Property] to the Intermediary. Notice of this assignment has been provided to all parties involved in the transaction.

3. Exchange Funds: All proceeds from the sale of the Relinquished Property will be held by the Intermediary in a segregated exchange account. To maintain the tax-deferred status of this transaction, the Exchangor shall have no right to receive, pledge, borrow, or otherwise obtain the benefits of money or other property held in the exchange account except as provided under Treas. Reg. §1.1031(k)-1(g)(6).

4. Identification Period: The Exchangor is reminded that Replacement Property must be identified in writing within 45 days of the transfer of the Relinquished Property.

5. Exchange Period: The acquisition of the Replacement Property must be completed by the earlier of 180 days after the transfer of the Relinquished Property or the due date of the Exchangor's federal income tax return for the year in which the transfer occurred.

This letter is provided for your records to demonstrate intent to comply with the "safe harbor" requirements of the Internal Revenue Code.

Sincerely,

[Name of Authorized Representative]

[Title]

[Name of Qualified Intermediary Company]