

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Legal Opinion Regarding Simultaneous Like-Kind Exchange under IRC Section 1031

Dear [Client Name],

We have acted as counsel to [Client Name] (the "Taxpayer") in connection with the simultaneous exchange of certain real property located at [Relinquished Property Address] (the "Relinquished Property") for certain real property located at [Replacement Property Address] (the "Replacement Property").

Description of Transaction

Pursuant to the Exchange Agreement dated [Date], the Taxpayer transferred the Relinquished Property to [Counterparty/Exchangor] and simultaneously received the Replacement Property from [Counterparty/Exchangor] on [Closing Date]. Both transfers occurred concurrently through [Name of Escrow/Title Company].

Scope of Review

In connection with this opinion, we have reviewed the following documents:

- The Purchase and Sale Agreements for both properties;
- The Exchange Agreement;
- Closing Statements (HUD-1 or Settlement Statements);
- Recorded Deeds for the Relinquished and Replacement Properties;
- [Other Relevant Documents].

Legal Analysis

Under Section 1031 of the Internal Revenue Code (IRC), no gain or loss is recognized on the exchange of real property held for productive use in a trade or business or for investment if such real property is exchanged solely for real property of like-kind which is to be held either for productive use in a trade or business or for investment.

Based on our review, we note the following:

1. **Qualified Use:** The Taxpayer has represented that both the Relinquished Property and the Replacement Property are held for investment or business use.

2. **Like-Kind Nature:** Both properties consist of real estate located within the United States, qualifying as like-kind under current Treasury Regulations.
3. **Simultaneity:** The exchange was completed as a simultaneous transfer, satisfying the requirement that the Replacement Property be received on the same day the Relinquished Property was transferred.
4. **No Constructive Receipt:** The Taxpayer did not have actual or constructive receipt of any cash "boot" or non-like-kind property during the transaction, except as noted in the closing statement.

Opinion

Based upon the foregoing and subject to the assumptions and qualifications set forth herein, it is our opinion that the transaction qualifies as a non-taxable simultaneous like-kind exchange under Section 1031 of the Internal Revenue Code.

Limitations

This opinion is limited to the federal income tax consequences of the transaction described above 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 person or entity without our express written consent.

Sincerely,

[Attorney Signature]

[Printed Name of Attorney]

[Law Firm Name]