

Qualified Opportunity Zone Funds vs. 1031 Exchanges

| | QOZ Funds | 1031 Exchanges |
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| Eligible Gains | Any capital gain, regardless of the asset that generated it | Limited to gains from real property held for investment or used in a trade or business |
| Reinvestment of Proceeds | Only reinvest capital gain; can reinvest basis but it will not receive tax benefits | Must reinvest all proceeds and have same or greater amount of debt |
| Time Period to Reinvest | 180 days (with certain exceptions); gain must be triggered on or before 12/31/2026 | 45-day identification period and 180 day reinvest period; no investment deadline |
| Replacement Asset | Qualified Opportunity Fund (invests 90% of assets in QOZ Property) | Real property; must be "like-kind" |
| Location of Replacement Asset | Designated Opportunity Zones | 50 U.S. states, D.C., Guam and Virgin Islands |
| Qualified Intermediary | Not necessary | Generally required to hold proceeds or property |
| Minimum Holding Period | At least 10 years to achieve maximum tax benefit | None, but subject to "held for investment" requirement |
| Deferral of Capital Gain Tax on Relinquished Asset | Deferred until 2026 | Deferred indefinitely; may be eliminated upon investor's death |
| Tax on Gain Generated by Replacement Asset | Eliminated if held for 10 years; may be eliminated upon investor's death | Due upon sale of asset; may be eliminated upon investor's death |

The benefits and risks of 1031 exchanges and QOFs vary among investors. Speak with your financial and tax advisor before making an investment decision.



Griffin Capital Company
266 Kansas Street
El Segundo, CA 90245

424.367.4250
www.griffincapital.com

This material does not constitute tax advice to any person. A person must consult with his or her own tax advisors regarding the tax consequences to them of acquiring and owning any QOF investment.

THIS IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES. AN OFFERING IS MADE ONLY BY A PRIVATE PLACEMENT MEMORANDUM. THIS LITERATURE MUST BE READ IN CONJUNCTION WITH A PRIVATE PLACEMENT MEMORANDUM IN ORDER TO UNDERSTAND FULLY ALL OF THE IMPLICATIONS AND RISKS OF SECURITIES TO WHICH IT RELATES. A COPY OF A PRIVATE PLACEMENT MEMORANDUM MUST BE MADE AVAILABLE TO YOU IN CONNECTION WITH AN OFFERING.

Not all investors are suitable or qualify to invest into a QOF. You should always read the offering memorandum of any QOF and consult with your financial professional before investing into a QOF.

IMPORTANT RISK FACTORS

An investment in a Qualified Opportunity Zone Fund is not suitable for all investors and is subject to various risks, including but not limited to:

- To be eligible for the tax benefits associated with such funds, investors must comply with various requirements, as specified under Sections 1400z-1 and 1400z-2 of the U.S. Internal Revenue Code, and any U.S. Treasury and Internal Revenue Service guidance promulgated. Failure to comply with these requirements, or the failure of a given fund to qualify as a Qualified Opportunity Zone Fund, may result in a loss of all or a portion of the associated tax benefits. Investors should consult with their tax professional to determine their specific tax implications from an investment in such funds.
- Typically, no public market currently exists, and one may never exist, for the interests of any Qualified Opportunity Zone Fund. Qualified Opportunity Zone Funds are not liquid.
- Qualified Opportunity Zone Funds typically offer and sell interests pursuant to exemptions from the registration provisions of federal and state law and, accordingly, those interests are subject to restrictions on transfer.
- There is no guarantee that the investment and tax objectives of any particular Qualified Opportunity Zone Fund will be achieved.
- Investments in real estate are subject to varying degrees of risk, including, among other things, local conditions such as an oversupply of space or reduced demand for properties, an inability to collect rent, vacancies, inflation and other increases in operating costs, adverse changes in laws and regulations applicable to owners of real estate and changing market demographics.
- The actual amount and timing of distributions paid by a Qualified Opportunity Zone Fund is not guaranteed and may vary. There is no guarantee that investors will receive distributions or a return of their capital.
- Qualified Opportunity Zone Funds that invest in for-lease properties depend on tenants for their revenue and may suffer adverse consequences as a result of any financial difficulties, bankruptcy or insolvency of their tenants.
- Disruptions in the financial markets and challenging economic conditions could adversely affect a Qualified Opportunity Zone Fund.
- Qualified Opportunity Zone Tax Benefits may not be available under state law and some states may impose their own requirements to qualify for the equivalent of the Qualified Opportunity Zone Tax Benefits under state law.
- An investment in a Qualified Opportunity Zone Fund is highly speculative.

Before purchasing interests, prospective investors should review a Fund's offering memorandum, as may be supplemented from time to time, for more complete description of the risks and other disclosure related to participating in the offering.

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