

Edward J. Hannon

SHAREHOLDER

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Edward J. Hannon, attorney and certified public accountant, concentrates his practice on providing advice and counsel to clients on the use of various tax-savings structures in a variety of real estate matters. Ed has worked with clients in providing advice on tax-driven structures involving real estate located throughout the United States. His practice ranges from joint ventures for real estate development projects to projects that include investment in U.S. real estate by foreign investors and tax-exempt entities.

He has an in-depth understanding of regulations, including Section 1031 of the Internal Revenue Code and Delaware Statutory Trusts (DST) and tenant common structures to facilitate the like-kind exchange process. Ed is co-leader of Polsinelli's DST working group and has advised various real estate companies on the use of the Delaware Statutory Trusts structure to raise co-investment capital. Ed also has significant experience in advising both existing owners and equity providers in connection with the tax and structural issues that arise in the case of distressed real estate.

Ed also regularly works with members of Polsinelli's Corporate and Transactional practice in providing advice and counsel to clients in connection with mergers and acquisitions of privately owned businesses. He has represented both private equity funds and strategic buyers in both asset sale and stock sales and the use of limited liability companies (LLC) to facilitate tax-free rollovers of management equity. Ed has significant experience in drafting and negotiating tax representations and tax sharing provisions in stock purchase agreements, membership interest purchase agreements and asset purchase agreements involving U.S.-based businesses.

In addition to working with clients, Ed is a frequent panelist on webinars and symposiums on tax planning for real estate transactions. He has been a member of the adjunct faculty at DePaul University Graduate School of Business in its MBA program.

Education

- Georgetown University Law Center (LL.M.)
- Loyola University Chicago School of Law (J.D.)
- Saint Louis University (B.S.)

Capabilities

- Tax
- Investment Management & Funds
- Delaware Statutory Trusts
- International
- Taxation of Business Transactions
- Real Estate Tax

Bar Admissions

- Illinois, 1991

Court Admissions

- U.S. Tax Court

Memberships

- American Bar Association
- Adjunct faculty at the DePaul University Graduate School of business, 1998 – present
- Illinois CPA Society
 - Board of Directors, 2009 - 2017
 - Chairperson, 2015 -2016
 - Board Member of the CPA Endowment Fund, 2017 to present.
- Ireland Network of Chicago, Member

Recognition

- Certified Public Accountant, Illinois
- Adjunct faculty at the DePaul University Graduate School of Business teaching a course on the Federal Taxation of Real Estate Transactions
- Selected as an Illinois Leading Lawyer in Real Estate Finance and Business Tax by Leading Lawyers Network, 2017 – present
- Leading Layers – International Business and Trade Law, Real Estate Law and Finance and Tax Law, 2012
- Irish Legal 100, 2012
- Illinois Super Lawyers, 2010 -2017
- Recipient of the Distinguished Alumni medal from St. Ignatius College Prep, 2008

Matters

- Representing a Chicago-based private equity firm in a transaction involving a roll-up of an automotive-based service sector. The transaction involved subsidiaries in the United States, Germany, and the United Kingdom.
- Representing a strategic buyer in the acquisition of a competitor in the revenue cycle business.
- Representing a foreign real estate company in the acquisition of a U.S. hotel property located in the U.S. Coordinated cross-border tax planning strategies with the client's international accounting firm and developed strategies to minimize U.S. tax consequences of U.S. withholding tax and tax reporting requirements.
- Representing real estate owners in like-kind exchange and the adoption of post-exchange refinancing structure. Directed issuance of tax opinion on the extraction of the refinancing proceeds in a tax free manner.
- Representing a foreign real estate company in connection with the acquisition of a hotel property located in the U.S. This matter involved the coordination of various cross-border tax planning strategies with the client's international accounting firm and the development of a strategy to minimize the U.S. tax consequences of U.S. withholding tax and tax reporting requirements.
- Representing a Chicago-based developer in connection with a joint venture with the

existing property owner to develop an industrial property. This matter involved the negotiation of tax allocation provisions related to the contribution of the real estate and provisions to maximize application of Code Section 199A deductions,

- Representing a Swedish-based technology company in the negotiation of various joint venture agreements in connection with the expansion of their business into the United States.
- Representing the owners of a closely held corporation in the manufacturing industry in a stock sale to a U.S. buyer. This matter involved the development of a structure for the tax-free rollover of management-held shares, and the review of the tax consequences of the receipt of deferred purchase price in the form of stock of a thinly traded entity.
- Representing a German-based company in connection with the sale of one of its U.S. subsidiaries to a strategic buyer and competitor. This transaction involved the negotiation of various tax sharing provisions and the adoption of a structure to minimize U.S. tax withholding costs on the distribution of the sale proceeds.

News

May 7, 2026

Polsinelli Advises Hightower on Acquisition of Journey Strategic Wealth

March 20, 2026

Polsinelli Represents Author Capital in Vanta Diagnostics Acquisition

December 9, 2025

Polsinelli Represents Potters' Management Team in Sale to Macquarie-Led Consortium

June 3, 2025

Polsinelli Represents Focus Healthcare Partners in Acquisition of The Harborside

February 6, 2025

Polsinelli Advises Northwind Group in \$135 Million Loan for Manhattan Office to Residential Conversion

January 14, 2025

Polsinelli Represents Data Center Services Provider Ascent, LLC in Sale

January 2, 2025

Polsinelli Advises Roofing Services Solutions in Acquisition of Midwest Roofing, Siding & Windows

December 13, 2024

Polsinelli Represents Roofing Services Solutions in Acquisition of Quality First Roofing

Publications

July 22, 2025

How Real Estate Funds Can Leverage Del. Statutory Trusts

Co-Author, Law360

July 14, 2025

The “One Big, Beautiful Bill” — What You Need to Know

March 2024

Adopting a DST Structure as Part of a Capital Raise for a Real Estate Investment Trust

Co-Author, ALI CLE

January 4, 2024

Understanding How the Corporate Transparency Act Will Apply to the Delaware Statutory Trust Structure

September 13, 2023

Understanding Why More Non-Traded REITs and Real Estate Funds Are Adopting a DST Structure as Part of a Capital Raise

November 8, 2022

Delaware Statutory Trusts: Breaking Down the Tax and Investment Benefits

Speaker, American Law Institute Continuing Legal Education

August 12, 2022

The Proposed Inflation Reduction Act Moves to the House After the Senate Passes a Revised Version of the Bill

Events

March 25 – 27, 2026

FactRight RIA Due Diligence Conference

The Westin Kierland Kierland Resort & Spa

2025

2025 Business Law Institute

April 10, 2025

Joint Ventures: Framing Your Deal and Financing It

American Law Institute 2025 Modern Real Estate Transactions Conference

September 11, 2024

Tax Planning for Commercial Real Estate Transactions

ALI CLE

July 23, 2024

Using Delaware Statutory Trusts in Real Estate Investments: Opportunities and Legal Risks

Strafford Webinars

March 18, 2024

IN Conversation: Doing Business in Chicago

Ireland Network Chicago

February 15, 2024

Joint Ventures: Framing Your Deal and Financing It

American Law Institute CLE MRET 2024