Aresh Homayoun

Partner

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Aresh offers strategic guidance on complex U.S. federal income tax matters, focusing on REIT structuring, real estate fund formation, and joint ventures. With more than 20 years of experience, he helps clients achieve their business objectives while navigating multibillion-dollar transactions.

OVERVIEW

Aresh is a seasoned tax advisor whose practice is centered on federal income taxation for businesses, with a particular emphasis on real estate investment trusts (REITs), Delaware Statutory Trusts, corporate taxation, and flow-through entities. He represents a diverse array of clients, including public and private REITs, investment sponsors, and institutional investors, guiding them through complex tax landscapes and multibillion-dollar transactions.

Aresh is adept at navigating the complexities of REIT mergers and acquisitions, initial public offerings, and fund formations. He collaborates closely with clients to structure REIT joint ventures, fund vehicles, and blocker entities, particularly for real estate investments and cross-border transactions. Clients value his ability to provide strategic tax solutions that align with their business objectives.

In addition to his experience in private practice, Aresh has worked as associate general counsel to a *Fortune* 500 and *Fortune Global* 500 company.

REPRESENTATIVE MATTERS

- Structured a $1B+ REIT merger, serving as lead tax advisor across compliance and disclosures.
- Advised on a $750M real estate fund formation using REIT blockers and foreign investor structuring.
- Drafted tax opinions and offering documents for REIT IPOs and follow-on offerings.
- Led tax analysis and structuring for joint ventures involving publicly traded REITs.
- Served as lead tax advisor on multiple REIT M&A deals involving institutional buyers and national law firms.
- Developed tax structuring strategies for real estate investment funds with complex waterfall and cross-border considerations.
- Guided real estate sponsors through tax implications of spin-offs, conversions, and REIT compliance.
- Prepared tax disclosures and compliance documents for registered and exempt offerings.

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- Provided strategic tax advice on fund structures involving UPREITs and special-purpose entities.

AWARDS

- *Legal 500 United States*: Real Estate Investment Trusts (REITs) (2018-2025); Tax: International Tax (2026)

TOP AREAS OF FOCUS

- Mergers + Acquisitions
- Real Estate Investment Trusts (REITs)
- Real Estate Joint Ventures + Investments
- Tax

ALL AREAS OF FOCUS

- Investment Funds + Investment Management Services
- Mergers + Acquisitions
- Real Estate
- Real Estate Investment Trusts (REITs)
- Real Estate Joint Ventures + Investments
- Tax
- Transactions + Planning

EDUCATION AND CERTIFICATIONS

EDUCATION

- Georgetown University Law Center, LL.M., *with distinction*, taxation
- Syracuse University, J.D., project editor, *Syracuse Journal of Legislation & Policy*; Dean's List
- Georgetown University, B.A., Dean's List

BAR ADMISSIONS

- District of Columbia
- Maryland

COURT ADMISSIONS

- U.S. Tax Court

CLERKSHIPS

- Hon. Andrew L. Sonner, Court of Special Appeals of Maryland

SPEAKING ENGAGEMENTS

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Speaker, “Hot Topics for Real Estate Funds and REITs,” Troutman Pepper Locke, October 22, 2025.

PUBLICATIONS

- Author, “Property Sales Outside the REIT Prohibited Transactions Safe Harbor,” *Tax Notes Federal*, August 3, 2026.
- Podcast, “Key Advantages of Using REITs by Funds for Foreign Investors,” *The Tax Blueprint: Structuring Funds, Joint Ventures, and REITs*, October 27, 2025.
- Co-author, “Taxpayer Favorable Proposed Regulations Would Repeal the “Domestic Corporation Look-Through Rule” for Domestically Controlled REITs,” *Troutman Pepper Lock*e, October 24, 2025.
- Podcast, “Key Advantages of Using REITs by Funds for Tax-Exempt Investors,” *The Tax Blueprint: Structuring Funds, Joint Ventures, and REITs*, October 3, 2025.
- Podcast, “Key Advantages of Using REITs by Funds for US Individuals and GP Stakeholders,” *The Tax Blueprint: Structuring Funds, Joint Ventures, and REITs*, September 12, 2025.
- Author, “It’s Time to Repeal the Preferential Dividend Rule for Private REITs,” *Tax Notes State*, May 1, 2023.
- Author, “REITs with No Gross Income,” *Real Estate Taxation*, February 1, 2020.
- Author, “Tax Considerations in REIT Joint Venture Transactions,” *Tax Notes Federal*, August 27, 2018.
- Co-author, “Alternative Structures for Section 1031 Exchanges,” *Tax Notes Federal*, November 20, 2017.