

MT. PLEASANT RETAIL VENTURE DST



PRIVATE PLACEMENT MEMORANDUM

For the exclusive use of: \_\_\_\_\_

Memorandum ID# \_\_\_\_\_

The Date of this Private Placement Memorandum is  
August 23, 2012

CONFIDENTIAL



Investing in DST Interests involves a high degree of risk. Before investing you should review the entire Private Placement Memorandum including the "Risk Factors" beginning on page 33.

# MT. PLEASANT RETAIL VENTURE DST

Mt. Pleasant Retail Venture DST, a Delaware statutory trust (the “Trust”), and an affiliate of Inland Private Capital Corporation (“IPC Corp.”), is hereby offering to sell 98% of the beneficial interests in Mt. Pleasant Retail Venture DST, a Delaware statutory trust, which owns the real estate and, except as noted herein, the improvements thereon located on three contiguous parcels at 2820 South Green Bay Road, 2860 South Green Bay Road, and 6228 Durand Avenue, Mt. Pleasant, Wisconsin. The parcel located at 2820 South Green Bay Road is leased to Roundy’s Supermarkets, Inc. (“Roundy’s”), which operates on the Property as a “Pick ‘n Save.” The parcel located at 6228 Durand Avenue is leased to Texas Roadhouse Inc. (“Texas Roadhouse”). The parcel located at 2860 South Green Bay Road is leased to Mt. Pleasant Retail Outlot LeaseCo, L.L.C., a Delaware limited liability company and wholly owned subsidiary of IPC Corp. (the “Master Tenant”), which subleases the Parcel to: (i) Aspen Dental Management, Inc., operating as Aspen Dental (“Aspen Dental”), (ii) Racine Cellular Telephone Company, a general partnership d/b/a US Cellular (“US Cellular”), (iii) Perfect Mattress of Wisconsin, LLC, a franchisee of The Mattress Venture, L.L.C., conducting business under the name Mattress Firm (“Mattress Firm”), and TACT, LLC, a South Dakota limited liability company conducting business under the name CherryBerry Self-Serve Yogurt Bar (“CherryBerry”).



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## The Tenants

### Roundy's Supermarkets, Inc. ("Roundy's")

Roundy's Supermarkets, Inc. is the principal operating subsidiary of Roundy's, Inc., and is a leading Midwest supermarket chain offering all of the products and services found in a conventional supermarket, including nationally-branded food products, and private labels. Roundy's operates under a number of different banners. The Pick'n Save banner maintains the number one market share position in the Milwaukee metropolitan area. Additionally, the Pick'n Save and Copps banners maintain the number one market share position in several other large Wisconsin markets, including Madison, Racine, Fond du Lac, Oshkosh, West Bend, and Kenosha.



As of December 31, 2011, Roundy's had approximately 18,000 employees and operated 158 retail grocery stores and over 90 pharmacies under the Pick'n Save, Copps, Rainbow, Metro Market, and Mariano's Fresh Market banners in Wisconsin, Minnesota and Illinois. As of the date of this Offering, Roundy's Supermarkets, Inc. has credit ratings of B+ (stable), as of February 22, 2012 by Standard & Poor's, and B2 as of March 5, 2012 by Moody's.

### Texas Roadhouse, Inc.

The tenant under the Texas Roadhouse lease is Texas Roadhouse, Inc. Texas Roadhouse is registered on the NASDAQ Global Select Market under the ticker "TXRH". Texas Roadhouse is a full-service, casual dining restaurant chain headquartered in Louisville, Kentucky. The founder, chairman, and CEO, W. Kent Taylor, started the business in 1993 with the opening of the first Texas Roadhouse in Clarksville, Indiana. As of December 27, 2011, Texas Roadhouse had grown to approximately 33,000 employees and 365 restaurants in 47 states, along with one international, franchisee-owned restaurant in Dubai, UAE (opened in 2011). Of those 365 Texas Roadhouse restaurants, 294 were owned and operated directly by Texas Roadhouse (three under the name Aspen Creek) while an additional 72 were franchised or licensed. As of the time of this Offering, Texas Roadhouse was not rated by either Moody's or Standard and Poor's rating agencies.

## Master Tenant

The “Master Tenant”, a newly formed Delaware limited liability company wholly-owned by IPC Corp., is the landlord under the Aspen Dental lease, the Mattress Firm lease, the US Cellular lease, and CherryBerry lease (collectively, the “Outlot Subleases”). The Trust assigned its interest in the Outlot Subleases to the Master Tenant and entered into a master lease (the “Master Lease”) with the Master Tenant. See *“Summary of the Offering – The Leases”* and *“Summary of the Leases.”* IPC Corp. has capitalized the Master Tenant through a demand note in the amount of \$60,000. The purpose of the Master Lease is to permit the Master Tenant to operate a portion of the Property on behalf of the Trust and to enable actions to be taken with respect to the premises leased by the Outlot Subtenants that the Trust would be unable to take due to tax law-related restrictions.

## Outlot Subtenants

### Aspen Dental

Aspen Dental provides dental and denture services in the United States. It offers general dentistry, crowns and bridges, periodontics, denture lab, restoration and treatment, cosmetic dentistry, and emergency dental care services. Aspen Dental was founded in 1981 and is headquartered in East Syracuse, New York with more than 300 locations in 24 states. While Aspen Dental is a private company, in September of 2010, the company was assigned B2 (stable) and B (stable) ratings by Moody’s and Standard and Poor’s, respectively.

### Mattress Firm

Mattress Firm Holding Corp. is a specialty retailer of mattresses and related products and accessories in the United States. As of January 31, 2012, Mattress Firm Holding Corp. and its franchisees operated 729 and 128 stores, respectively, primarily under the Mattress Firm name, in 70 markets across 27 states. The tenant under the Mattress Firm lease is Perfect Mattress of Wisconsin, L.L.C., franchisee of Mattress Firm Holding, Corp. Mattress Firm Holding, Corp. does not guarantee the Mattress Firm lease.



# MT. PLEASANT RETAIL VENTURE DST



## US Cellular

US Cellular is a wholly owned subsidiary of United States Cellular Corporation (“US Cellular Corp.”). The US Cellular Lease is guaranteed by United States Cellular Operating Company, L.L.C. (“US Cellular OpCo”), a wholly owned subsidiary of US Cellular Corp. US Cellular stores offer a variety of products and services from account management, to hardware and software updates, to new phone and provider sales. As of December 31, 2011, US Cellular Corp. was the seventh largest mobile carrier in the United States. As of April 25, 2012, US Cellular Corp. was assigned Baa2 (stable) and BBB- (negative) ratings by Moody’s and Standard and Poor’s, respectively. US Cellular Corp. does not guarantee the US Cellular lease.

## CherryBerry

CherryBerry is an Oklahoma based self-serve frozen yogurt franchise. CherryBerry offers over 50 premium rotating healthy and fat-free frozen yogurt flavors and over 50 toppings. Toppings range from granola, cereals and fresh fruits, to all kinds of candies, sprinkles, and specialty items such as a variety of nuts. The CherryBerry Lease is personally guaranteed by Thomas P. Wilcox, an affiliate of TACT, L.L.C., the tenant under the CherryBerry lease.

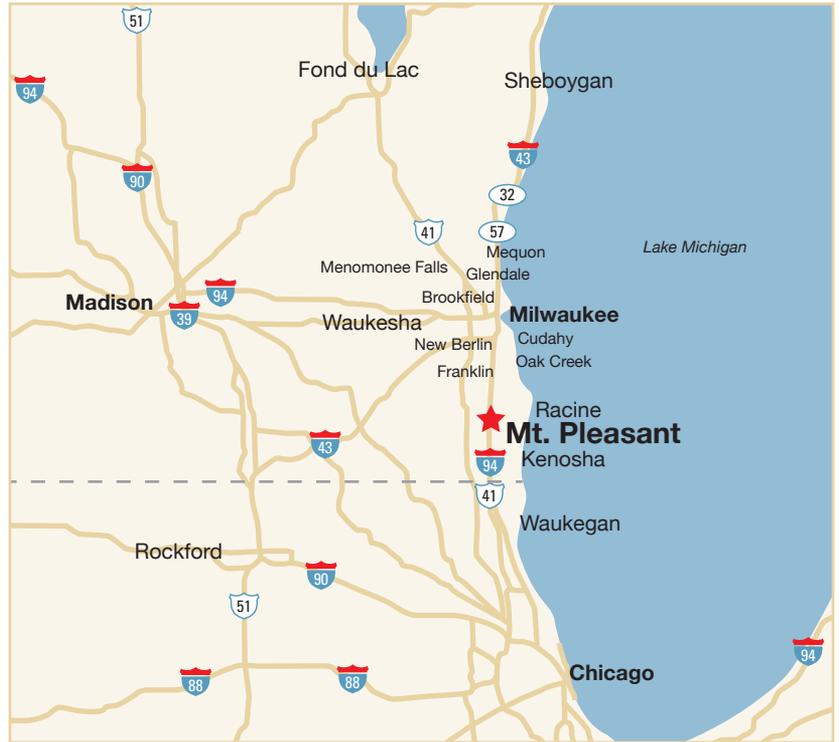
| Tenant/Operating As                                 | Square Feet                | Lease Commencement | Lease Expiration |
|---|----------------------------|--------------------|------------------|
| Roundy’s Supermarket, Inc./ Pick ‘n Save            | 70,510                     | 9/13/2011          | 12/31/2031       |
| Texas Roadhouse, Inc.                               | 1.459 acres (ground Lease) | 1/21/2012          | 1/31/2027        |
| Racine Cellular Telephone Company/US Cellular       | 3,824                      | 1/29/2012          | 1/31/2022        |
| Aspen Dental Management, Inc.                       | 3,321                      | 12/22/2011         | 12/31/2021       |
| Perfect Mattress of Wisconsin, L.L.C./Mattress Firm | 4,025                      | 2/21/2012          | 2/28/2019        |
| TACT LLC/CherryBerry                                | 1,731                      | 6/20/2012          | 11/30/2017       |

## The Property

The Property, located at 2820 South Green Bay Road, 2860 South Green Bay Road and 6228 Durand Avenue, Mount Pleasant, WI, 53406, contains a total of 9.669-acres (421,184 square feet) of land, comprised of three contiguous parcels, upon which are located three single-story, freestanding retail buildings containing a total of area of approximately 89,997 square feet. The 6228 Durand Avenue parcel contains 1.459-acres (63,561 square feet) of land, 100% of which is leased to, and occupied by, Texas Roadhouse, Inc. The 2820 South Green Bay Road parcel contains 6.789-acres (295,717 square feet) of land improved with a 70,510 square foot building, 100% of which is leased to and occupied by Roundy's Supermarkets, Inc. operating under the Pick 'n Save banner. The 2860 South Green Bay Road parcel consists of 1.421-acres (61,906 square feet) of land improved with a 12,766 square foot building which is leased to Mt. Pleasant Retail Outlot LeaseCo, L.L.C. (the "Master Tenant"). 100% of the rentable square feet in the Outlot Building is subleased to Aspen Dental, Mattress Firm, US Cellular and CherryBerry. All of the buildings were constructed in 2011. See "The Property – Summary Description of the Property," "Summary of the Lease," and "Risk Factors – Real Estate Risks."



# MT. PLEASANT RETAIL VENTURE DST



## The Location

The Property is located within a major commercial area of Racine. The major development in the neighborhood is the Regency Mall, an enclosed 926,909 square foot regional mall anchored by the Boston Store, JCPenney, Sears and Target. This retail corridor is also developed with many national and regional tenants such as Home Depot and Kmart, Toys 'R Us, Barnes & Noble, Dick's Sporting Goods, Best Buy, Old Navy, TJ Maxx, Bed Bath & Beyond, Kohl's, Sentry, Hobby Lobby, Cinema Theater, Shopko, Piggly Wiggly and Office Depot. There are also a number of fast food restaurants and drug stores.

Downtown Racine is located approximately three miles northeast of the Property and includes city buildings, the Racine Zoo and other tourist attractions along the shores of Lake Michigan. The population within a three mile radius of the property is 63,000 with a 2011 estimated average household income of approximately \$57,000.

Source: CBRE Self-Contained Appraisal dated February 6, 2012

## The Offering

The Offering is designed for accredited investors (as such term is defined herein) seeking to participate in a tax-deferred exchange as well as accredited investors seeking a quality multiple owner real estate investment. See “*Summary of the Offering-Interests Offered*” and “*The Offering*.”

|                          |              |
|--------------------------|--------------|
| Beneficial Interests:    | \$11,110,235 |
| Loan Proceeds:           | \$12,950,918 |
| Offering Price:          | \$24,061,153 |
| Loan-to-Offering Ratio:  | 53.83%       |
| Minimum Purchase (1031): | \$ 100,000   |
| Minimum Purchase (cash): | \$ 25,000    |



## Financing

The property is financed with a mortgage from JPMorgan Chase Bank, N.A., (the “Lender”) in the original principal amount of \$12,972,000 (the “Loan”). The loan documents are included on the enclosed CD. The Loan is non-recourse to the Trust (subject to certain carve-outs to the Trust and IPC Corp.). The Loan has a term of approximately 19 years with a maturity date of November 1, 2031, but an anticipated repayment date of July 1, 2022, and an interest rate which is fixed at 4.70%. The monthly debt service payments consist of interest and principal, amortizing over a 25 year schedule. See “*Risk Factors – Risks Relating to the Loan – Due Date of the Loan*,” and “*Acquisition, Financing, and Operation of the Property – Financing Terms*.”

There can be no assurance the investment objectives will be achieved. This investment is subject to risks including those real estate risks associated with operation and leasing of retail properties. The companies depicted herein may have proprietary interests in their respective trademarks and tradenames. Nothing herein shall be considered an endorsement, authorization or approval of Inland Private Capital Corporation, or the investment vehicles it may offer, by the aforementioned companies. Further, the aforementioned companies are not affiliated with Inland Private Capital Corporation in any manner. The Inland name and logo are registered trademarks being used under license. Inland Private Capital Corporation is a part of the Inland Real Estate Group of Companies, Inc., a group of independent legal entities, some of which may be affiliates, share some common ownership or have been sponsored or managed by Inland Real Estate Investment Corporation or its subsidiaries.

# MT. PLEASANT RETAIL VENTURE DST

## Financial Summary

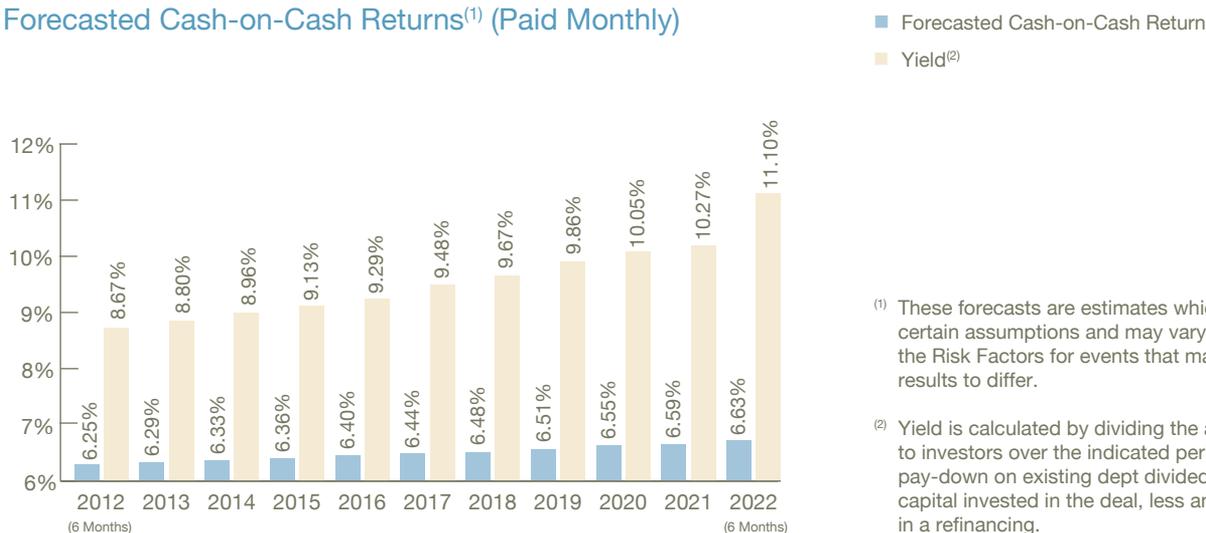
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### Forecasted Cash-on-Cash Returns<sup>(1)</sup> (Paid Monthly)



<sup>(1)</sup> These forecasts are estimates which are based on certain assumptions and may vary. Please consult the Risk Factors for events that may cause the actual results to differ.

<sup>(2)</sup> Yield is calculated by dividing the amounts distributed to investors over the indicated period plus any principal pay-down on existing debt divided by such investors’ capital invested in the deal, less any proceeds returned in a refinancing.