

Rainier Exchange Portfolio I, DST

EXECUTIVE SUMMARY

ACQUIRING A BENEFICIAL INTEREST IN THE TRUST

Interests in the Trust are designed for investors seeking replacement property for a 1031 exchange. Accordingly, prospective investors need to seek advice of their tax counsel and Qualified Intermediary (QI). Because there are four properties to be acquired by the Trust, a 1031 investor must either (a) close on his or her acquisition of beneficial interests in the Trust within 45 days of the sale of the relinquished property, or (b) identify the Trust properties using the 200% Rule or 95% Rule. Importantly, investors who are subject to foreclosure of their to-be-relinquished property should discuss a deed-in-lieu of foreclosure with their existing lender and QI.

THE TRUSTEE

Rainier Exchange Portfolio Trustee, LLC, an affiliate of Rainier Capital Management, LP, an experienced investor in and operator of real estate properties and syndications, is the DST's Trustee. Rainier Capital Management, LP is a Dallas, TX-based real estate investment banking firm providing customized debt and equity solutions to investors and real estate projects nationwide. Over the past six years Rainier has directed investments of more than \$225 million into office, retail, medical, multi-family and hotel assets. Today, Rainier provides asset management services to more than 2,600 investors with investments in properties valued at more than \$1 billion across 24 different states.

www.rainiercapital.com

THE ADVISOR

Net Lease Capital Advisors, LLC is a boutique real estate investment banking firm providing investment and advisory services including debt and equity placements, principal and joint venture investments, investment sales, structured tax solutions for property owners and sellers, and turn-key 1031 solutions. The advisory group of Net Lease Capital provides property, financing and transaction structures to optimize financial outcomes. The properties used are management free with investment grade credit tenants on long-term leases. Transaction structures can eliminate ongoing tax concerns, decrease valuation volatility, and offer easy exit strategies. Net Lease Capital is the nation's leading expert in these areas, with over \$5 billion of 1031 exchange transactions closed.

www.netleasecapital.com



Rainier Exchange Portfolio I, DST

\$22,400,000 Offering
of Beneficial Interests in a Delaware Statutory Trust

April 2010



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This Executive Summary must be read in conjunction with the Confidential Private Placement Memorandum of Rainier Exchange Portfolio I, DST.

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OVERVIEW

Rainier Exchange Portfolio I, DST (the "Trust") has been formed to acquire four recently constructed retail properties subject to existing long-term leases with CVS and existing long-term mortgage financing with Wells Fargo Bank. Investors seeking replacement property for a 1031 exchange can acquire beneficial interests in the Trust and receive tax deferral and the benefits of property ownership. The purchase price for each 1% interest in the Trust is \$27,000 of cash and the assumption of \$197,000 of debt, thereby providing significant 1031 debt replacement for a relatively low cash investment. Designed particularly for those investors seeking basis replacement on relinquished property that was sold at a loss or is pending foreclosure, the Trust provides an alternative to paying taxes on a discontinued 1031 exchange without the substantial equity required for most new property investments. For a relinquished 1031 property providing no cash return, the following depicts the comparative up-front costs associated with discontinuing the exchange, buying replacement property and acquiring interests in the Trust.

	Relinquished or Foreclosed Property	Discontinue 1031 Exchange	1031 Replacement Property	DST Replacement Property
Debt	\$ 224,000	\$ 224,000	\$ 134,400	\$ 197,000
Equity	\$ -	\$ -	\$ 89,600 (2)	\$ 27,000 (3)
Total	\$ 224,000	\$ 224,000	\$ 224,000	\$ 224,000
Basis @ 25%	\$ -	\$ 56,000	\$ -	\$ -
Taxable Amount	\$ 168,000	None	None	None
Combined Tax Rate	25.0%			
Tax Due	\$ 42,000 (1)			
Cash Out of Pocket	\$ 42,000	\$ 89,600	\$ 27,000	

(1) Taxes payable at a combined 25% tax rate when the investor has basis = to 25% of the debt balance.
 (2) Representing the equity required for a new 60% leveraged investment.
 (3) The cash portion of the acquisition of DST interests sufficient to replace \$224,000 of basis.

Of course, many factors impact an investor's tax due or 1031 replacement property costs. The foregoing is intended only as an illustration of the comparative front-end costs under certain circumstances and does not reflect the ongoing costs or benefits of the replacement property options. Investors must consult their tax advisors to determine if the DST would be an appropriate replacement property option.

The expected holding period of the properties by the Trust is 25 years, providing for long-term deferral of gain. No cash flow is projected to be distributed to the Trust investors during the primary 25 year term of the leases as all rents will be directed to Wells Fargo for interest and principal payments. Taxable income during this term will depend on the investors' tax bases and remaining depreciable life of their relinquished properties.

THE PROPERTIES

Each property is a single-tenant, one-story commercial property operated as a CVS retail drugstore. The properties are each 100% leased to subsidiaries of CVS Caremark Corporation ("CVS") pursuant to a 25 year triple-net lease. CVS has guaranteed the obligations of its subsidiaries pursuant to a separate guaranty for each of the leases. CVS is the nation's largest provider of prescriptions and related healthcare services. CVS operates over 7,000 retail stores in 41 states and the District of Columbia. As of December 31, 2009, CVS had net income of \$3.7 billion, total assets of \$61.6 billion and shareholders' equity of \$35.8 billion. CVS is rated "BBB+" by Standard & Pools Financial Services LLC and Baa2 by Moody's Investors Service Inc. CVS stock is publicly traded on the New York Stock Exchange under the ticker symbol "CVS."



Each of the leases has a primary term ending July 31, 2034, and each tenant has the right to extend the term of its lease for ten extension terms of five years each. The leases are "triple net," meaning that the tenants are responsible for all maintenance, repairs (including structural and nonstructural components and systems), utilities, taxes and insurance relating to the properties. Accordingly, neither the Trust nor its beneficial interest holders will have any management or operating obligations for the full term of the leases.

Location	Purchase Price	Square Feet	Date Open	Lease Start Date	Net Monthly Cash Rent
6506 Alpine Road Loves Park, IL	\$5,999,596	13,225	1/25/2009	6/1/2009	\$41,843
208 West Jackson Street Sullivan, IL	\$4,678,928	11,945	7/27/2008	6/1/2009	\$29,272
1301 North State Street Flora, IL	\$5,116,937	11,945	8/17/2008	6/1/2009	\$35,662
110 South Alpine Road Rockford, IL	\$6,357,115	14,662	3/22/2009	6/1/2009	\$44,318

The properties are being acquired subject to \$18.3 million of first mortgage debt payable to Wells Fargo Bank Northwest and \$1.132 million of acquisition notes payable to Credit Tenant Funding, Inc. The first mortgage debt and the acquisition notes are non-recourse to the Trust and the Trust investors. The Trust investors will acquire their interests in the Trust subject to their pro rata share of the total acquisition indebtedness.