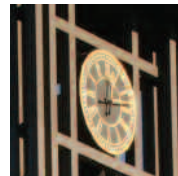


INLAND REAL ESTATE EXCHANGE CORPORATION



OMAHA HEADQUARTERS
VENTURE DST

OMAHA, NEBRASKA



OMAHA HEADQUARTERS VENTURE DST

OMAHA, NEBRASKA



THE PROPERTIES

Two, 2-story office buildings and a 5-story parking garage are situated on a 6.73 acre parcel of land owned by Omaha Headquarters Venture DST (the “DST”). The DST, an affiliate of Inland Real Estate Exchange Corporation, is offering its beneficial interests for sale to accredited investors.

BUILDING A – 10826 FARNAM DRIVE:

This 2-story office building contains approximately 44,323 square feet and is 100% occupied by TD Ameritrade Services Company (“TD Ameritrade”). TD Ameritrade recently invested \$100 per square foot (approximately \$4.5 million) in the interior build-out of this space.

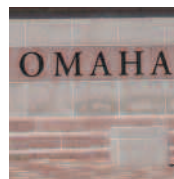
BUILDING B – 10842 FARNAM DRIVE:

This 2-story office building contains approximately 74,289 square feet and is currently 50% occupied by TD Ameritrade and 50% occupied by Prime Therapeutics LLC (“Prime”). Upon expiration of the Prime lease in April 2013, TD Ameritrade has committed to expand into the space and occupy 100% of Building B. Both buildings were constructed in 1986 with interior renovations and roof replacement between 2008 and 2010.

THE PARKING GARAGE:

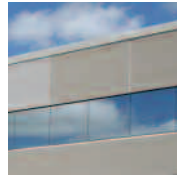
The 5-story, 383 space parking garage, which sits between the two office buildings, was constructed in 2009, and is solely for the use of TD Ameritrade employees. In addition to the parking garage, there is open air surface parking for 380 cars, bringing the total available parking to 763 spaces.

These buildings are a part of the growing corporate campus of TD Ameritrade Holding Corporation, which currently consists of three office buildings including the two being offered. TD Ameritrade Holding Corporation, has immediate plans to invest \$80 million in expanding their corporate campus to approximately 685,000 square feet in six total buildings.



OMAHA HEADQUARTERS VENTURE DST

OMAHA, NEBRASKA



THE LOCATION

In 2008, Forbes magazine ranked Omaha among the top 10 “Best Cities for Jobs” making Omaha an excellent place for businesses. The economic diversification of Omaha is one of the area’s most significant assets. The strength of Omaha’s economy can be seen in its unemployment rate, which at 5% is significantly lower than the national average of 9.4%.

Greater Omaha is home to a broad range of corporate headquarters including Berkshire Hathaway, ConAgra, Inc. and Union Pacific Corporation. Industry leaders from all sectors have chosen to locate in Omaha such as Mutual of Omaha, Tyson Foods, PayPal, Northrop Grumman, Omaha Steaks and Google, among others.

The area immediately surrounding the properties shows demographics with average household income within a 5-mile radius \$71,910, and a population of 267,256 within a 5-mile radius. Nearby amenities include a regional mall, upscale shopping, fine dining, fast food, services and hotels. Access to the area is excellent, as nearby West Dodge Expressway features a six-lane road.

A lower cost of living, quality school systems, low crime rate, affordable housing and arts and entertainment are some of the reasons why Omaha is recognized as a wonderful place to live, work and play.



THE TENANTS

PRIME THERAPEUTICS LLC

Prime Therapeutics LLC, founded in 1998, is a pharmacy benefits manager privately held by, and providing services to, 12 Blue Cross and Blue Shield organizations and their members. Headquartered in Eagan, Minnesota, Prime has locations in six other states. The company also services other health care plans used by unions, employers and third party administrators, ultimately serving over 17 million members.

OMAHA HEADQUARTERS VENTURE DST

OMAHA, NEBRASKA



TD AMERITRADE (NASDAQ, AMTD)

Founded in 1971, TD Ameritrade Holding Corporation, guarantor of the Ameritrade Lease, is a provider of securities brokerage services and technology-based financial services to retail investors, traders and independent registered investments advisors predominantly through the internet.

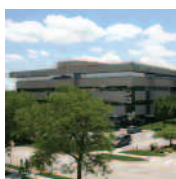
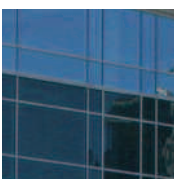
TD Ameritrade Holding Corporation, through its brokerage subsidiaries, combines innovative trading technology, easy-to-use and understand investment tools and services, investor education and superior client service to create a market-leading financial services experience. Now home to the award-winning thinkorswim trading platform and the Investools investor education program,

TD Ameritrade Holding Corporation provides millions of retail investors, traders and independent registered investment advisors with the tools, service and support they need to help build confidence in today's rapidly changing market environment.

TD Ameritrade Holding Corporation was listed as one of Forbes' "Global 2000" companies in the April 21, 2010 issue. The Forbes Global 2000 are public companies with the top composite scores based on their rankings for sales, profits, assets and market value.

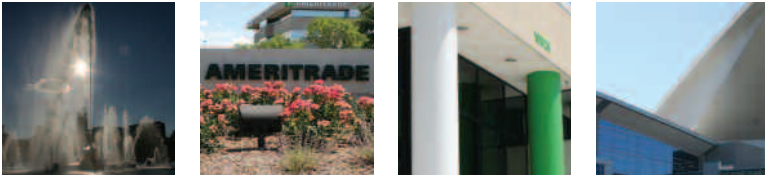
TD Ameritrade Holding Corporation was recognized as one of the top three discount brokerage firms in SmartMoney Magazine's 2010 Broker Survey. The company received a 5-star rating (the highest available) in the Mutual Funds & Investment Products, Trading Tools, Research and Customer Service categories.

For the second year in a row, and the fourth in five years, thinkorswim, Inc. a brokerage subsidiary of TD Ameritrade Holding Corporation, was rated the #1 broker by Barron's based on trade experience, trading technology, usability, range of offerings, research amenities, portfolio analysis and reports, customer service and education, and costs.



OMAHA HEADQUARTERS VENTURE DST

OMAHA, NEBRASKA



In addition to the \$80 million commitment to complete their Corporate Campus in Omaha, TD Ameritrade Holding Corporation has also secured the naming rights to Omaha's new downtown baseball stadium, which is currently under construction. The 20-year naming rights and services agreement is valued at approximately \$20 million over the duration of the contract. The new facility will host teams competing for the NCAA Men's College World Series, an Omaha tradition for 60 years, thanks to an agreement reached last year between the city, the NCAA, College World Series Inc. of Omaha, and the Metropolitan Entertainment & Convention Authority to continue the relationship for another 25 years.

DIRECT COMPETITOR COMPARISON

	Ameritrade Holding Corp.	Charles Schwab Corp.	E*Trade Financial	INDUSTRY
	AMTD	SCHW	ETFC	
Market Cap:	8.95B	16.65B	2.59B	423.99M
Employees:	5,295	12,600	3,084	461.00
Quarterly Revenue Growth (yoy):	20.70%	-9.90%	N/A	15.30%
Revenue (ttm):	2.49B	4.06B	707.63M	241.15M
Gross Margin (ttm):	96.54%	100.00%	76.37%	77.44%
Operating Margins (ttm):	42.64%	34.08%	-72.48%	15.61%
Net Income (ttm):	626.07M	575.00M	-1.11B	N/A
Earnings Per Share (ttm):	1.06	0.49	-7.76	0.15

AMTD = Ameritrade TD
Yoy = Year over year

SCHW = Charles Schwab Corp.
Ttm = Trailing twelve months

ETFC = E*Trade Financial

SOURCES:

CBRE Self Contained Appraisal May 27, 2010

www.amtd.com

www.yahoofinance.com

OMAHA HEADQUARTERS VENTURE DST

OMAHA, NEBRASKA

OFFERING HIGHLIGHTS

NAME: Omaha Headquarters Venture DST

LOCATION: 10826 and 10842 Farnam Drive
Omaha, Nebraska 68154

MINIMUM INVESTMENT:

Minimum purchase for 1031 investors: \$ 100,000

Minimum purchase for cash investors: \$ 25,000

PROPERTY OFFERING PRICE: \$ 21,390,000

FINANCING:

The Property is financed with a non-recourse loan from Ameritas Life Insurance Corp., in the amount of \$9,000,000 with an initial interest rate of 4.00%, interest only. After April 1, 2013, the interest rate will increase to 5.75% amortizing over 30 years. This loan has a term of approximately 10 years and the loan-to-value ratio is 42.08%.

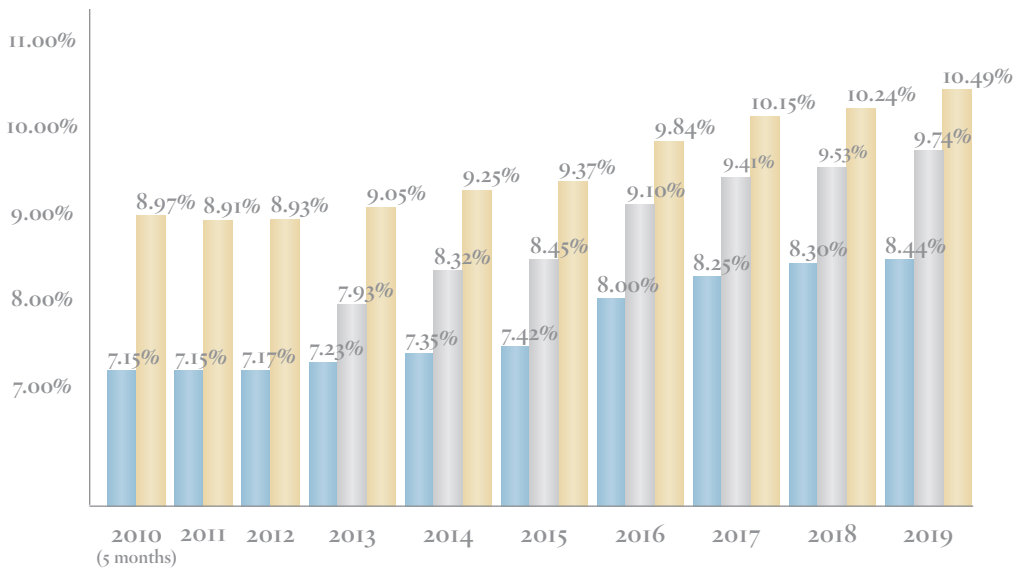
LEASE TERMS:

The term of the Prime Lease is approximately eight years, having commenced on October 1, 2005 and expiring on March 31, 2013. The Prime Lease does not include any options to renew.

The initial term of the Ameritrade Lease is approximately twelve years, having commenced on July 1, 2008 and expiring on February 29, 2020. TD Ameritrade may extend the Ameritrade Lease for four consecutive 5-year renewal terms. Upon expiration of the Prime Lease in 2013, TD Ameritrade has committed to expand into the portion of Building B currently occupied by Prime. At that time, TD Ameritrade will occupy 100% of the Buildings.

FORECASTED CASH-ON-CASH RETURN ⁽¹⁾ (PAID MONTHLY)

■ Forecasted Cash-On-Cash Return
 ■ Yield*
 ■ Tax Equivalent Yields**



* The YIELD represents the rate of return generated from property operations which includes both cash flow and principle reduction of the mortgage balance due to loan amortization.

** The TAX EQUIVALENT YIELD represents the yield required to achieve an equivalent after tax cash flow on an interest-bearing investment, which has no shelter from depreciation and would be taxed at the effective tax rate.

(1) These forecasts are estimates which are based on certain assumptions and may vary. Please consult the Private Placement Memorandum for factors that may cause the actual results to differ.



The Inland Real Estate Group of Companies, Inc.
 Torch Award Winner for Ethics in the Marketplace
 Better Business Bureau of Chicago and Northern Illinois

Inland 1031 Exchange Program

This material must be preceded or accompanied by a Private Placement Memorandum, which fully discloses the potential benefits and risks of the investment. There can be no assurance the investment objectives will be achieved. This investment is subject to risks including those real estate risks associated with the operation and leasing of retail properties. There is no guarantee investors will receive distributions or the return of their capital. Consult the Private Placement Memorandum for a discussion of risks.

This material is neither an offer to sell, nor the solicitation of an offer to buy any security, which can be made only by the Private Placement Memorandum, and sold only by broker/dealers authorized to do so. All potential investors must read the Private Placement Memorandum, and no person may invest without acknowledging receipt and complete review of the Private Placement Memorandum. Investments are suitable for accredited investors only.

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