

EXCHANGE RIGHT

Net-Leased Portfolio 10 DST



Pictures representative of similar corporate-backed stores and are not the actual locations included in the portfolio.



This material must be accompanied or preceded by a private placement memorandum, which is the controlling disclosure document for the Offering and is intended to more fully disclose the potential benefits and risks of the Offering. This material is not a recommendation or solicitation to buy any security, as all such offers can be made only by the private placement memorandum. All potential investors in the Offering must read the private placement memorandum, and no person may invest in the Offering without first acknowledging receipt and review of the private placement memorandum in its entirety.

ExchangeRight Net-Leased Portfolio 10 DST is a portfolio of twenty two single-tenant, long-term net-leased retail assets that are 100% occupied by Advance Auto Parts, AutoZone, CVS/pharmacy, Dollar General, Dollar Tree, Family Dollar, NAPA Auto Parts, O'Reilly Auto Parts, PNC Bank, N.A., and Tractor Supply Co. Three of the properties are occupied by Advance Auto Parts and are located in Burleson, TX; Greensboro, NC; and Milwaukee, WI. One is occupied by AutoZone and is located in Johnson City, TN. One of the assets is occupied by CVS/pharmacy in Spartanburg, SC. Five are occupied by Dollar General and are located in Alexandria, LA; Byron, GA; Lubbock, TX; Tallahassee, FL; and Valdosta, GA. One is occupied by Dollar Tree in Jacksonville, FL. Four of the properties are occupied by Family Dollar and are located in Chalmette, LA; Myrtle Beach, SC; Ruston, LA; and West Monroe, LA. Two are occupied by NAPA Auto Parts and are located in Beloit, WI and Janesville, WI. Two of the properties are occupied by O'Reilly Auto Parts and are located in Chattanooga, TN and Slidell, LA. One of the assets is occupied by PNC Bank, N.A. in Jacksonville, NC. The final two properties are occupied by Tractor Supply Co and are located in Johnson City, TN and West Haven, UT.

The Sponsor of the Offering is retaining at least a 1% ownership interest in the portfolio and is offering up to 99% of the beneficial

interests in the DST to accredited investors. The total offering amount is \$45,700,000, of which \$21,280,000 is equity and \$24,420,000 is long-term fixed-rate financing. The Trust closed on the portfolio of properties on September 3rd, 2015, with 10-year interest-only non-recourse financing with an effective interest rate (APR) of 4.44% and a weighted-average lease term of 12 years and 5 months. The Offering's projected cash flow as a percentage of equity for each year throughout the hold period is as follows: 7.03%, 7.04%, 7.06%, 7.09%, 7.13%, 7.27%, 7.32%, 7.32%, 7.37%, and 7.53%.

This Offering is designed for investors seeking to participate in a 1031 tax-deferred exchange as well as investors seeking a diversified net-leased real estate investment on a cash basis. Investors completing a 1031 exchange may invest for a minimum of \$100,000; investments made on a cash basis are subject to a \$25,000 minimum investment.

The objective of this Offering is to provide investors with stable, net-leased income backed by investment-grade corporations that have performed well and benefit from a growing population who rely on discounted necessity retail. ExchangeRight's long-term exit strategy is to provide greater diversification and value to investors by combining multiple portfolios into a larger, institutional portfolio sale or 721 exchange roll-up.



EXCHANGERIGHT

CONSISTENTLY DELIVERING DIVERSIFIED PORTFOLIOS OF LONG-TERM, NET-LEASED ASSETS BACKED BY INVESTMENT GRADE CORPORATIONS IN THE NECESSITY RETAIL SPACE.

PROJECTION OF INCOME & CASH FLOW

YEARS	1	2	3	4	5	6	7	8	9	10
Net Rental Income	\$ 2,651,417	\$ 2,650,913	\$ 2,655,321	\$ 2,660,809	\$ 2,674,288	\$ 2,700,097	\$ 2,710,864	\$ 2,711,250	\$ 2,724,295	\$ 2,757,096
Debt Service	\$ 1,087,174	\$ 1,084,204	\$ 1,084,204	\$ 1,084,204	\$ 1,087,174	\$ 1,084,204	\$ 1,084,204	\$ 1,084,204	\$ 1,087,174	\$ 1,084,204
DSCR	2.44	2.45	2.45	2.45	2.46	2.49	2.50	2.50	2.51	2.54
Ongoing Reserves*	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095	\$ 20,095
Asset Management**	\$ 38,446	\$ 38,438	\$ 38,502	\$ 38,582	\$ 38,777	\$ 39,151	\$ 39,308	\$ 39,313	\$ 39,502	\$ 39,978
% of NOI	1.45%	1.45%	1.45%	1.45%	1.45%	1.45%	1.45%	1.45%	1.45%	1.45%
Bank Fees and Tax Prep/Filing Costs***	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
Cash Flow	\$ 1,495,702	\$ 1,498,176	\$ 1,502,520	\$ 1,507,928	\$ 1,518,241	\$ 1,546,647	\$ 1,557,258	\$ 1,557,638	\$ 1,567,523	\$ 1,602,819
% of Equity	7.03%	7.04%	7.06%	7.09%	7.13%	7.27%	7.32%	7.32%	7.37%	7.53%

*\$275,380.85 of initial tax, insurance, and reserves for operations and repairs have been funded at the time of loan closing. As a part of the total ongoing reserve number, we are reserving \$6,000 in annual ongoing reserves over and above the lender required amounts on the investors' behalf.

** Asset Management Fees include Annual DST Trustee Fee and Accounting.

***These are estimated costs for bank setup and ongoing fees, tax filing preparation and various entity filing costs associated with the portfolio.

Projected cash flows and total yield are ultimately derived from, and dependent upon, the net lease payments guaranteed by AutoZone, CVS Corporation, Dollar General, and Family Dollar parent corporations. The Advance Auto Parts, Dollar Tree Stores, Inc., Motor Parts and Equipment Corporation, O'Reilly Automotive Stores, Inc., and Tractor Supply leases are entered into directly with the entities listed in the Private Placement Memorandum. ExchangeRight NLP10 Master Lessee, LLC is entirely dependent upon the ongoing contractual rent payments of the above-listed tenants to make master lease payments and meet its obligations under the Master Lease. Though it is not anticipated, any material default by any of these corporations would have a materially adverse impact on cash flow and on operations.

Investing in this Offering involves risk. Please review the Private Placement Memorandum in its entirety, including especially the section that outlines the risks of this Offering, before making any investment decision.



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▶ EQUITY OFFERING AMOUNT: \$21,280,000
 ▶ NON-RECOURSE DEBT: \$24,420,000
 ▶ TOTAL OFFERING PRICE: \$45,700,000

▶ OFFERING LOAN TO VALUE (LTV): 53.44%
 ▶ MINIMUM PURCHASE - IO3I: \$100,000
 ▶ MINIMUM PURCHASE - CASH: \$25,000



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TENANT	LOCATION	SQUARE FEET	POP. WITHIN 5-MI. RADIUS	EST. VEHICLES PER DAY	ANNUAL RENT	LEASE EXPIRATION
Advance Auto Parts	Burleson, TX	6,892	82,907	25,000	\$120,663	4/30/2030
Advance Auto Parts	Greensboro, NC	6,864	116,938	21,203	\$69,600	8/31/2025
Advance Auto Parts	Milwaukee, WI	6,839	258,105	24,700	\$119,691	9/30/2028
AutoZone	Johnson City, TN	9,565	70,434	36,685	\$70,800	8/31/2025
CVS/pharmacy	Spartanburg, SC	13,136	88,284	32,000	\$261,171	1/31/2027
Dollar General	Alexandria, LA	9,148	66,488	7,260	\$80,055	11/30/2024
Dollar General	Byron, GA	9,120	45,208	8,987	\$77,150	10/31/2026
Dollar General	Lubbock, TX	9,227	144,370	14,454	\$83,271	4/30/2030
Dollar General	Tallahassee, FL	9,175	76,596	16,000	\$112,999	7/31/2026
Dollar General	Valdosta, GA	9,313	52,721	12,472	\$115,845	7/31/2026
Dollar Tree	Jacksonville, FL	9,217	112,922	13,963	\$99,144	1/31/2026
Family Dollar	Chalmette, LA	9,200	157,712	22,807	\$83,700	6/30/2025
Family Dollar	Myrtle Beach, SC	8,532	73,256	22,640	\$97,000	3/31/2025
Family Dollar	Ruston, LA	8,546	31,962	13,050	\$106,083	9/30/2030
Family Dollar	West Monroe, LA	8,320	59,616	18,056	\$102,458	6/30/2030
NAPA Auto Parts	Beloit, WI	5,809	66,792	9,505	\$72,000	9/2/2035
NAPA Auto Parts	Janesville, WI	5,985	67,606	7,325	\$90,000	8/20/2035
O'Reilly Auto Parts	Chattanooga, TN	6,821	45,783	11,111	\$71,928	11/30/2026
O'Reilly Auto Parts	Slidell, LA	6,827	77,444	17,777	\$68,496	12/31/2026
PNC Bank, N.A.	Jacksonville, NC	6,061	76,363	13,523	\$266,834	9/30/2023
Tractor Supply Co	Johnson City, TN	18,886	35,575	20,183	\$205,483	2/28/2030
Tractor Supply Co	West Haven, UT	22,205	156,884	8,202	\$277,045	3/31/2030



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PNC BANK

S&P Rated (PNC Financial Services Group): Investment Grade A

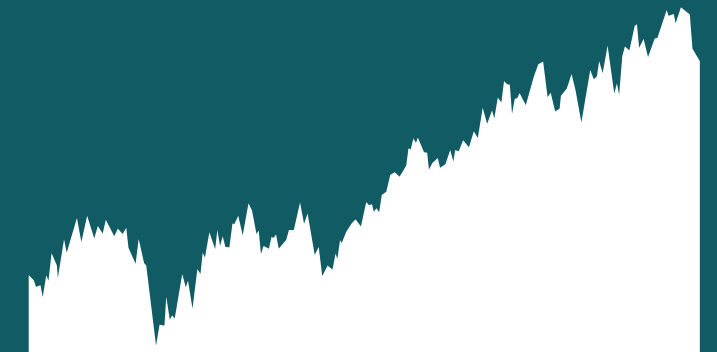
PNC Bank, N.A. is the principal subsidiary of PNC Financial Services Group, Inc. PNC Bank is based in Pittsburgh and offers personal and corporate banking services through 2,700+ branches and 8,000 ATMs in 20 different states and in Washington, DC. PNC Financial Services Group diversifies its offerings across residential mortgage products, and corporate/government banking services, including real estate finance, asset-based lending, wealth management, and asset management. PNC also develops technology-forward products such as “Virtual Wallet”, which is a mobile app integrated with a set of bundled accounts named “Spend” (checking), “Reserve” (interest-bearing checking), and “Growth” (savings). It also sponsors initiatives to improve education, health and human services, and cultural activities. SNL Financial ranks PNC as the 7th largest American bank by total assets, at \$335 billion. It is the fifth largest bank in America by total branches and the sixth largest by deposits in the U.S. Among the 100 largest American banks by total assets, PNC ranks 30th in return on average equity, at 9.8%, and has the 16th lowest ratio of NPLs to total loans, at 1.6%.

CURRENT ANNUAL REVENUE: \$16.28 BILLION

CURRENT GROSS PROFIT: \$15.96 BILLION

CURRENT ANNUAL NET INCOME: \$4.18 BILLION

2014 FISCAL YEAR REVENUE GROWTH: -3.50%



NYSE: PNC - 5-Year Stock Performance [Source: bloomberg.com]



CVS/pharmacy®

S&P Rated: Investment Grade BBB+

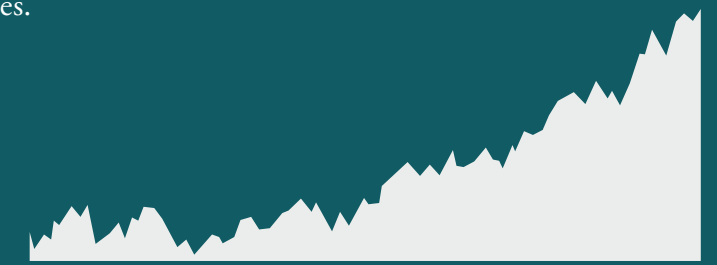
CVS Health (NYSE: CVS) is a health care retailer based in the United States. It operates over 7,000 pharmacy and drug stores, and was ranked 12th on the Fortune 500 list in 2014. CVS Health consists of four divisions, which include CVS/pharmacy, CVS/caremark, CVS/specialty, and CVS/minuteclinic. CVS/pharmacy generates over 68% of CVS Health’s total revenue, with 7,458 retail pharmacy locations across 42 different states. CVS/caremark offers prescription benefit management services to over 2,000 health plans, and generates a net revenue of -\$37 billion. CVS/minuteclinic is the largest walk-in medical clinic in America. It operates in 570 locations across 26 different jurisdictions. CVS carries many of its own products, branded under CVS, Just the Basics, Essence of Beauty, Gold Emblem, Absolutely Divine, Blade, Earth Essentials, Caliber, and Life Fitness. It is also party to exclusive distribution contracts with Nuprin, Christophe, PreVentin-AT, 24/7, Skin Effects, and Lumene. CVS has achieved much of its growth through acquisition of other companies, including Clinton Drug and Discount Stores, Mack Drug, Peoples Drug, Revco, Eckerd, and Longs Drug Stores.

CURRENT ANNUAL REVENUE: \$139.36 BILLION

CURRENT GROSS PROFIT: \$25.37 BILLION

CURRENT ANNUAL NET INCOME: \$4.64 BILLION

2014 FISCAL YEAR REVENUE GROWTH: 9.94%



NYSE: CVS - 5-Year Stock Performance [Source: bloomberg.com]



S&P Rated: Investment Grade BBB-

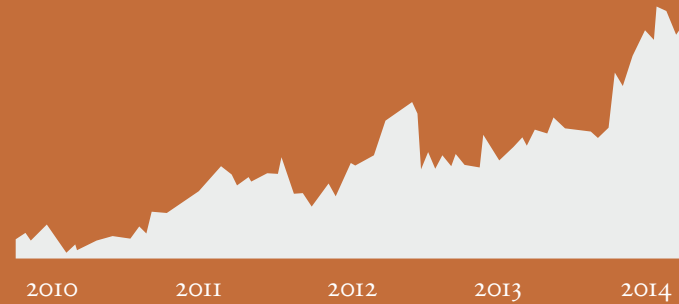
Advance Auto Parts Inc. (NYSE: AAP) is an aftermarket retailer of automotive parts and supplies as well as a provider of auto maintenance services. It operates nearly 4,000 stores in 40 states, Puerto Rico, and the Virgin Islands. It employs about 55,000 “Team Members.” Advance Auto Parts typically has about 19,000 SKUs in each store and access to 115,000 SKUs at regional centers. Customers have access to nearly half a million SKUs by ordering directly from vendors. Many products include a “good, better, best” recommendation, and Team Members have access to a system to help customers choose the best product; this embodies Advance Auto Parts’ promise, “Service is our best part.” Additionally, each store generally has two “part pros” with extensive knowledge and experience in auto maintenance. The current increase in new vehicle sales provides opportunities to demonstrate their two key strategies of Superior Availability and Service Leadership and to lead the way for service providers by improving delivery speed and reliability, leveraging supply chain advancement, and continuing to open new stores in new markets.

CURRENT ANNUAL REVENUE: \$9.48 BILLION

CURRENT GROSS PROFIT: \$4.45 BILLION

CURRENT ANNUAL NET INCOME: \$493.82 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 51.59%



NYSE: AAP - 5-Year Stock Performance [Source: bloomberg.com]



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NAIC Rating (GPC): Investment Grade 2
Moody's Real-Time Risk Score (GPC): 1 [lowest risk]

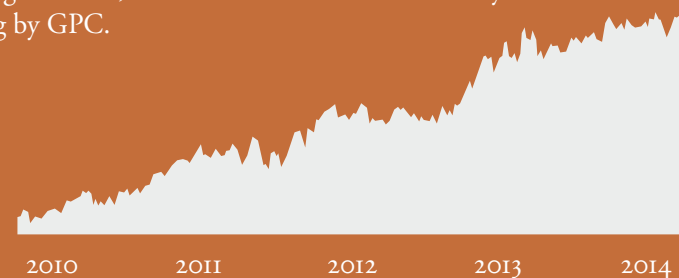
NAPA (The National Automotive Parts Association) is an American-based voluntary trade association, which distributes and sells over 400,000 replacement parts, specialty parts, and pieces of equipment for the auto repair, collision, heavy-duty truck, and industrial sectors. NAPA corporately owns and operates a contingent of its 6,000 stores and 14,000 auto-care facilities, while the remainder are independently owned and operated. NAPA's sole member and majority owner is Genuine Parts Company (NYSE: GPC), which also holds NAPA Canada / United Auto Parts (UAP), NAPA Autopro, and NAPA Todo, by which it serves the Canadian and South American markets. These and TW Distribution and Traction, GPC's heavy vehicle parts distribution brand, and Altrom, its import parts distribution brand, make up GPC's automotive parts group. The other divisions include Industrial Parts Group (Motion Industries), Office Products Group (S.P. Richards Company), and Electrical/Electronic Materials Group (EIS, Inc.). GPC's well-positioned distribution centers enable NAPA and its other companies to quickly adapt to the changing needs of its customers. This infrastructure, coupled with GPC's commitment to quality products and a high degree of customer service, have resulted in higher revenue growth, a stronger operating margin, and a more credit-positive debt-to-EBITDA ratio than the rest of the industry. Motor Parts and Equipment Corporation is the tenant directly guaranteeing the lease, rather than GPC or NAPA. They are NAPA Auto Parts' largest distribution operator and enjoy partial financial backing by GPC.

CURRENT ANNUAL REVENUE: \$15.34 BILLION

CURRENT GROSS PROFIT: \$4.59 BILLION

CURRENT ANNUAL NET INCOME: \$711.29 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 8.98%



NYSE: GPC - 5-Year Stock Performance [Source: bloomberg.com]



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S&P Rated: Investment Grade BBB

AutoZone, Inc. (NYSE: AZO) is the second-largest retailer of aftermarket automotive parts and accessories in the United States, behind Advance Auto Parts. AutoZone is a Fortune 500 company, and its stock is an S&P 500 Component. The company was founded in 1979 and has over 5,000 retail outlets throughout America, Puerto Rico, Mexico, and Brazil. Its clean, well-lit, well-merchandised stores inventory and sell an extensive line of aftermarket products for cars, sport utility vehicles, vans, and light trucks, including new and remanufactured hard parts, maintenance items, and accessories. The company also manufactures and sells under their own private label brands: Valucraft, Duralast, Duralast Gold, and Duralast Platinum. In 2013, AutoZone expanded their domestic store base by a net of 151 stores, bringing its total up to 4,836. AutoZone also opened 41 additional stores in Mexico, bringing its total up to 362. The company also acquired CarQuest, Worldpac, and AutoAnything.com and promises to heavily leverage technology and improve customer loyalty as a part of its ongoing growth strategy.

CURRENT ANNUAL REVENUE: \$9.48 BILLION

CURRENT GROSS PROFIT: \$4.93 BILLION

CURRENT ANNUAL NET INCOME: \$1.07 BILLION

2014 FISCAL YEAR REVENUE GROWTH: 3.58%



NYSE: AZO - 5-Year Stock Performance [Source: bloomberg.com]



S&P Rated (ORLY): Investment Grade BBB

O'Reilly Automotive, Inc. (NASDAQ: ORLY) is the fastest-growing chain of specialty auto parts retailers in the United States. Discount auto retailers grew rapidly throughout the recession as consumers increasingly chose to repair their vehicles rather than replace them. O'Reilly has aggressively capitalized on this trend by targeting underserved markets. It carries aftermarket parts, tools, supplies, equipment, and accessories. O'Reilly serves professionals in the automotive service industry, as well as individuals who maintain their own vehicles. It began with a single location in Springfield, MO, and has since expanded to include over 4,100 retail stores throughout 42 states. In 2005 it acquired Midwest Automotive Distributors, adding 71 stores, and in 2008 it acquired CSK Auto, adding another 1,273 stores. At the end of 2012, O'Reilly announced that it had entered into an agreement to acquire the auto parts--related assets of VIP Parts, Tires & Service, which operates 56 stores throughout New England.

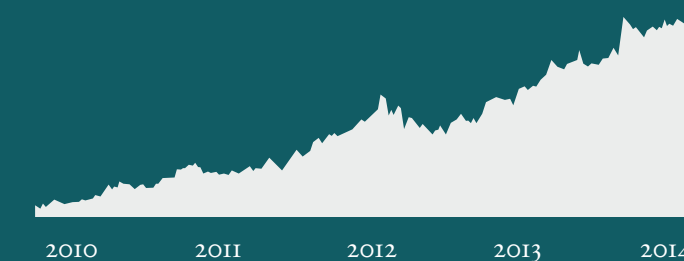
In 2012 O'Reilly reorganized its legal structure. O'Reilly Automotive Inc. was renamed to O'Reilly Automotive Stores, Inc., which became a wholly owned subsidiary of a new entity named O'Reilly Automotive Inc. The new parent company is the entity rated by S&P, while the original entity, now called O'Reilly Automotive Stores, continues to own and operate approximately half of all O'Reilly storefronts. O'Reilly Automotive Stores, Inc. is the guarantor on the lease for the property owned by Net-Leased Portfolio 10.

CURRENT ANNUAL REVENUE: \$7.22 BILLION

CURRENT GROSS PROFIT: \$3.71 BILLION

CURRENT ANNUAL NET INCOME: \$778.18 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 8.52%



NASDAQ: ORLY - 5-Year Stock Performance [Source: bloomberg.com]



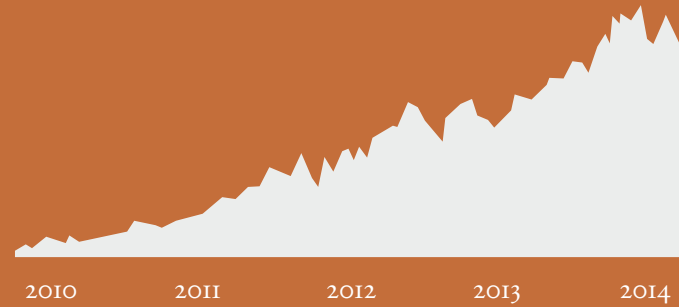
Tractor Supply Co. (NASDAQ: TSCO) is a leading chain of retail stores that each carry products related to home improvement, agriculture, work clothes, footwear, hardware, truck maintenance, towing, tools, lawn, garden, livestock, equine care, and household pet care. It employs over 17,000 individuals and operates over 1,200 stores across 47 states, and processes orders from www.tractorsupply.com. Stores are typically over 16,000 square feet inside and are strategically located in towns outlying to major metropolitan areas and in rural communities. Tractor Supply Co. aims to expand total store square footage by 8% per year. Tractor Supply was listed by Forbes magazine among the 100 fastest growing businesses. It also owns Del's Feed and Farm Supply.

CURRENT ANNUAL REVENUE: \$5.71 BILLION

CURRENT GROSS PROFIT: \$1.95 BILLION

CURRENT ANNUAL NET INCOME: \$370.89 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 10.59%



NASDAQ: TSCO - 5-Yr Stock Performance [Source: bloomberg.com]



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DOLLAR GENERAL

S&P Rated: Investment Grade BBB-

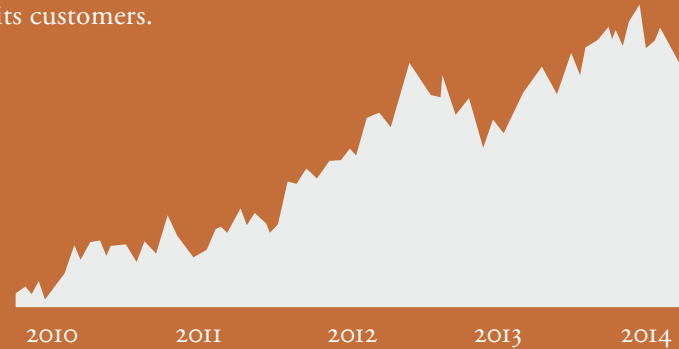
Dollar General Corporation (NYSE: DG) is the nation's largest small-box discount retailer. Dollar General has over 90,000 employees operating over 11,100 locations in 40 states and has plans to open approximately 20-30 new stores per month throughout the next several years. Throughout the recession, Dollar General has performed extremely well and has enjoyed rapid growth by offering consumer necessity retail goods at discounted prices for low- to middle-income families. Dollar General strives to make shopping for everyday needs simpler and hassle-free by offering a carefully edited assortment of the most popular brands at low everyday prices in small, convenient locations. Dollar General ranks among the largest retailers of top-quality brands made by America's most trusted manufacturers, such as Procter & Gamble, Kimberly-Clark, Unilever, Kellogg's, General Mills, Nabisco, Hanes, PepsiCo, and Coca-Cola. As opposed to larger discount retailers such as Wal-Mart and Target, Dollar General has focused on small neighborhood stores with a smaller footprint to reduce overhead costs and provide a simpler and more-convenient shopping experience for its customers.

CURRENT ANNUAL REVENUE: \$18.91 BILLION

CURRENT GROSS PROFIT: \$5.80 BILLION

CURRENT ANNUAL NET INCOME: \$1.07 BILLION

2014 FISCAL YEAR REVENUE GROWTH: 8.03%



NYSE: DG - 5-Year Stock Performance [Source: bloomberg.com]



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FAMILY DOLLAR

my family, my family dollar.

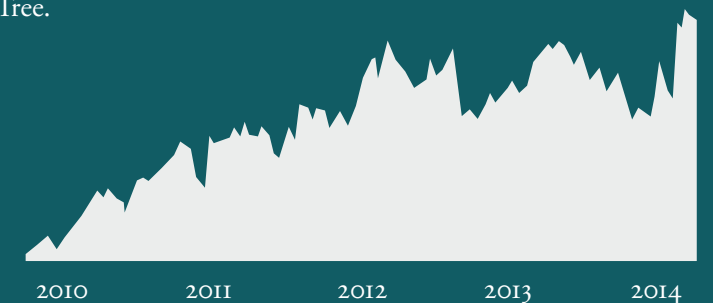
Family Dollar Stores, Inc. is the nation's second-largest small-box discount retailer. Family Dollar has over 50,000 employees operating a chain of over 7,900 stores across 45 states primarily serving low- to middle-income consumers in the United States. Due to the past several years of economic downturn, Family Dollar has enjoyed rapid growth as an increasing percentage of the nation's population has turned to discount retailers to save money on everyday necessities. Family Dollar has revealed plans to open between 20-30 stores every month for the next several years to keep up with the growing demand. Family Dollar relies on smaller neighborhood retail locations and a focused selection of major brand names and private label brands to reduce overhead costs, achieve lower prices, and provide easier access for the end customer. As low- and middle-income families have been looking to neighborhood discount retailers for more of their shopping needs, Family Dollar has been in a process of revamping its locations to devote approximately 25% of its floor space to groceries in order to provide a smaller and more-convenient one-stop shopping experience in what has turned out to be a successful campaign to win market share from larger retailers and grocers. In 2015 Family Dollar became a wholly owned subsidiary of Dollar Tree.

CURRENT ANNUAL REVENUE: \$10.49 BILLION

CURRENT GROSS PROFIT: \$3.54 BILLION

CURRENT ANNUAL NET INCOME: \$284.50 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 0.94%



NYSE: FDO - 5-Year Stock Performance [Source: bloomberg.com]

DOLLAR TREE

S&P Rated: BB

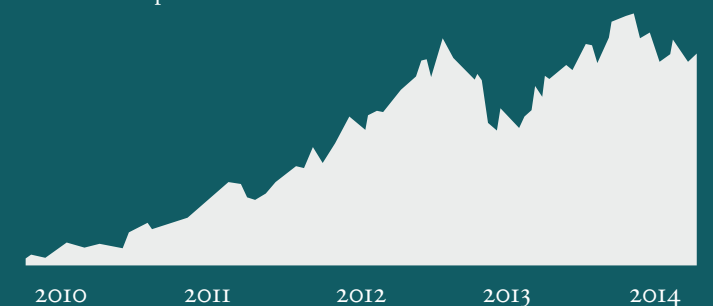
Dollar Tree, Inc. (NASDAQ: DLTR) is the largest single-price-point discount variety retailer in North America, and the third largest small-box discount retailer, behind Dollar General and Family Dollar. Small-box discount variety stores have experienced rapid growth throughout the recession as consumers have grown increasingly attracted to thrifty branding and discount pricing strategies. Dollar Tree currently owns and operates 4,900 stores throughout the contiguous 48 states and Canada under the brands "Dollar Tree" and "Dollar Bills." In 2006, Dollar Tree acquired Deals, Inc. (DEAL\$), a multi-price-point discount variety retailer, adding 138 stores. Both Dollar Tree and DEAL\$ stores carry a variety of regional, national, and private-label products that range from health and beauty, to groceries, to domestic merchandise. In 2012 the company began accepting manufacturer's coupons, and grew the number of DEAL\$ stores to 200. In 2013 Dollar Tree, Inc. launched a full e-commerce website for DEAL\$ similar to the one it had developed for its Dollar Tree brand in 2009. Dollar Tree, Inc. is currently ranked #373 on the Fortune 500 list and is a component of the S&P 500.

CURRENT ANNUAL REVENUE: \$8.60 BILLION

CURRENT GROSS PROFIT: \$3.03 BILLION

CURRENT ANNUAL NET INCOME: \$599 MILLION

2014 FISCAL YEAR REVENUE GROWTH: 9.72%



NASDAQ: DLTR - 5-Yr Stock Performance [Source: bloomberg.com]



WWW.EXCHANGERIGHT.COM

251 SOUTH LAKE AVENUE, SUITE 520, PASADENA, CA 91101

PHONE: (855) 31-RIGHT (855) 317-4448 | FAX: (877) 711-4047 | INFO@EXCHANGERIGHT.COM

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