

EXCHANGE RIGHT

Net-Leased Portfolio 3 DST



ExchangeRight Net-Leased Portfolio 3 DST is a portfolio of single-tenant, long-term leased retail assets that are 100% leased to Family Dollar and Dollar General. The properties are diversified over nine distinct markets in four states and are structured together to qualify for 1031 exchange replacement through a Delaware Statutory Trust. This Offering is available exclusively to accredited investors as defined by SEC Rule 501 of Regulation D.

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 3 DST is a new Delaware Statutory Trust that owns nine single-tenant net-leased properties 100% leased to Family Dollar and Dollar General. Eight of the properties are leased to Family Dollar and are located in Phoenix, AZ; Reynoldsburg, OH; Abilene, TX; Edinburg, TX; Laredo, TX; Mission, TX; Columbia, SC; and Greenville, SC. The ninth asset is leased to Dollar General and is located in Corpus Christi, TX. The Sponsor of the Offering is retaining at least a 5% ownership interest in the portfolio and is offering up to 95% of the beneficial interests in the DST to accredited investors.

The total Offering amount is \$14,482,000, of which \$6,750,000 is equity and \$7,732,000 is long-term fixed-rate financing. The Trust closed on the portfolio of properties on January 28, 2013 with 10-year fixed-rate non-recourse financing with an interest rate of 4.93% and 30-year amortization. Not including principal amortization, the Offering's cash flow for the first five years is 7.3%, 7.47% for the sixth, and 7.52% thereafter.

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 throughout the recession and benefit from a growing population who rely on discounted necessity retail. ExchangeRight's long-term exit strategy for this Offering is to execute a portfolio sale or 721 exchange roll-up option for clients, combining multiple portfolios of similar credit net-leased assets.



TENANT	LOCATION	SQ. FT.	POP. WITHIN 5-MI. RADIUS	VEHICLES PER DAY	PERCENTAGE OF PORTFOLIO NOI	LEASE COMMENCEMENT
Dollar General	Corpus Christi, TX	9,014	49,154	14,718	9.44%	8/15/08
Family Dollar	Phoenix, AZ	8,320	194,083	21,535	14.01%	9/29/11
Family Dollar	Reynoldsburg, OH	9,180	168,020	18,620	8.96%	1/16/08
Family Dollar	Abilene, TX	8,320	84,929	16,873	10.64%	12/19/11
Family Dollar	Edinburg, TX	8,261	33,457	4,068	10.49%	1/17/12
Family Dollar	Laredo, TX	8,320	182,692	17,738	13.64%	8/29/11
Family Dollar	Mission, TX	8,320	100,322	7,744	11.53%	10/20/11
Family Dollar	Columbia, SC	9,209	142,033	9,623	10.94%	8/25/11
Family Dollar	Greenville, SC	8,320	128,673	13,105	10.36%	6/30/11

YEARS	1	2	3	4	5	6	7	8
Net Rental Income	\$1,040,140	\$1,040,140	\$1,040,140	\$1,040,140	\$1,040,140	\$1,051,514	\$1,054,834	\$1,054,834
Debt Service	\$494,122	\$494,122	\$494,122	\$494,122	\$494,122	\$494,122	\$494,122	\$494,122
Ongoing Reserves	\$39,600	\$39,600	\$39,600	\$39,600	\$39,600	\$39,600	\$39,600	\$39,600
Asset Management	\$13,521	\$13,521	\$13,521	\$13,521	\$13,521	\$13,521	\$13,521	\$13,521
Cash Flow	\$492,895	\$492,895	\$492,895	\$492,895	\$492,895	\$504,121	\$507,398	\$507,398
% of Equity	7.30%	7.30%	7.30%	7.30%	7.30%	7.47%	7.52%	7.52%
Principal Paydown	\$115,522	\$121,347	\$127,467	\$133,895	\$140,647	\$147,740	\$155,191	\$163,017
Excess Reserves	\$33,660	\$33,660	\$33,660	\$33,660	\$33,660	\$33,660	\$33,660	\$33,660
Total Yield	\$608,417	\$614,242	\$620,362	\$626,790	\$633,543	\$651,862	\$662,589	\$670,415
% of Equity	9.51%	9.60%	9.69%	9.78%	9.88%	10.16%	10.31%	10.43%

- ◆ EQUITY OFFERING AMOUNT: \$6,750,000
- ◆ NON-RECOURSE DEBT: \$7,732,000
- ◆ TOTAL OFFERING PRICE: \$14,482,000
- ◆ OFFERING LOAN TO VALUE (LTV): 53.39%
- ◆ MINIMUM PURCHASE - 1031: \$100,000
- ◆ MINIMUM PURCHASE - CASH: \$25,000

There can be no assurance that 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 property. There is no guarantee that investors will receive distributions or the return of their capital. All potential investors must review the private placement memorandum in its entirety prior to making an investment for a more-complete review of the potential benefits and risks of the Offering.

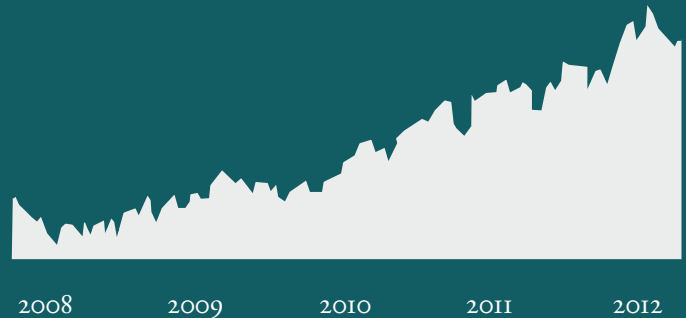
Family Dollar Stores, Inc. is the nation's second-largest small-box discount retailer. Family Dollar has over 50,000 employees operating a chain of over 7,200 stores across 45 states, primarily serving low- to middle-income consumers in the United States. Due to the past several years of economic downturn, 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.

CURRENT ANNUAL REVENUE: \$9.10 BILLION

CURRENT GROSS PROFIT: \$3.19 BILLION

CURRENT ANNUAL NET INCOME: \$421 MILLION

2011 FISCAL YEAR REVENUE GROWTH: 8.65%



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

DOLLAR GENERAL®

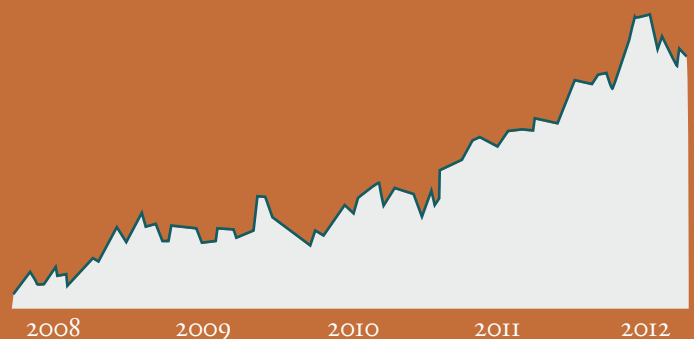
Dollar General Corporation is the nation's largest small-box discount retailer. Dollar General has over 90,000 employees operating over 10,000 locations in 40 states and has plans to open approximately 20-30 new stores per month throughout the next several years. Throughout the recession, Dollar General 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: \$15.63 BILLION

CURRENT GROSS PROFIT: \$4.95 BILLION

CURRENT ANNUAL NET INCOME: \$891 MILLION

2011 FISCAL YEAR REVENUE GROWTH: 13.6%



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