Inland
Private Capital Corporation

Private Placement Memorandum

Chicagoland Supermarket Portfolio DST

1031 Cash-Out Offering

The Date of this Private Placement Memorandum is January 16, 2018

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 22.

Portfolio of Three Jewel-Osco Supermarket Stores Located in Chicago Suburbs

Jewel-Osco
Naperville, IL

Chicagoland Supermarket Portfolio DST

70 Percent Expected Return of Initial Equity on Tax-Deferred Basis Anticipated on or about April 27, 2018

Chicagoland Supermarket Portfolio DST, also known as the Parent Trust, is a newly formed Delaware statutory trust and an affiliate of Inland Private Capital Corporation (IPC). The Parent Trust indirectly owns a portfolio of three supermarket chain stores operating as Jewel-Osco stores and located in Glenview, Illinois (the Glenview Property), Naperville, Illinois (the Naperville Property) and Stickney, Illinois (the Stickney Property). Each of the stores is 100% leased to New Albertsons L.P. (the Tenant), an affiliate of Albertsons Companies, LLC ("Albertsons Companies"), and the Tenant's lease obligations are guaranteed by Albertsons Companies.

The Glenview Property, the Naperville Property, and the Stickney Property are collectively referred to as the Properties, and each as a Property.

You should read this Private Placement Memorandum (the Memorandum) in its entirety before making an investment decision. Capitalized terms used in pages i through x but not defined herein shall have the meanings set forth in the Memorandum.

1031 Cash-Out Investment Strategy

Through this investment program, IPC is offering investors a unique opportunity to benefit from a "cash-out structure" with approximately 70 percent expected return of equity to investors on a tax-deferred basis. Specifically, the Parent Trust will offer its beneficial interests (Interests) to accredited investors (Investors) on an all-cash basis, without any mortgage loans in place as of the commencement of the Offering (as defined herein). Long-term financing in the aggregate amount of $28,093,440 (the Loans) is expected to be put in place on each of the Properties, in the sole discretion of Parkway Bank & Trust Company (the Lender), on or about April 27, 2018 (the Lender Election Date), subject to certain risks and uncertainties described in the Memorandum. The proceeds of such debt will be distributed out to all then-current Investors in the Parent Trust as a return of equity. This distribution of loan proceeds is referred to herein as the cash-out transaction.

It is important to note, however, that the Lender will be under no obligation to fund the Loans, and if the Loans are not funded, the Parent Trust will not have the ability to provide to Investors the proceeds from a cash-out transaction.

Prior to the Lender Election Date, Investors are projected to receive a monthly cash-on-cash return equal to 5.0% of their equity. On and after the Lender Election Date, Investors are expected to continue to receive a monthly cash-on-cash return, at a reduced rate as described herein, for the duration of the investment period.

Sample Investor Anticipated Timeline

January

- Offering commences
- Investor makes an investment of $100,000

February & March

- Investor receives monthly 5% cash-on-cash return representing January and February distributions, respectively

April

- Investor receives monthly 5% cash-on-cash return representing March distributions
- Financing put in place not later than April 27, 2018
- Approximately $70,000 of equity is returned to Investor

Post Financing

- Amortization begins
- Monthly cash-on-cash return continues on approximately remaining $30,000 investment
- Investor receives monthly 4% cash-on-cash return

For illustrative purposes only

Investment Highlights

IPC believes an investment in the Parent Trust will offer the following benefits:

- 1031 cash-out DST offering with projected 70% expected return of initial equity investment not later than April 27, 2018
- After the Lender Election Date, approximately 30% of Investors' equity will remain invested in the Parent Trust

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- Albertsons Companies operates more than 2,300 grocery stores across the U.S.
- Albertsons is the 3rd largest supermarket chain nationwide
- Jewel-Osco is a recognized Midwest brand with strong customer loyalty, across 187 stores

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- Low occupancy costs at all Properties
- Strong store sales at all Properties
- Average rent at the Properties is $11.23 per square foot, significantly lower than average rents in their respective markets

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- Net leases with Tenant responsible for real estate taxes, insurance and other operating expenses
- Each Lease provides for an initial term of 20 years, ending in 2037, with eight 5-year renewal options

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- Mortgage loans on the Properties expected to be put in place not later than April 27, 2018
- Non-recourse, long-term, fixed rate loans with variable rate adjustment, amortizing financing, with flexible prepayment

The Offering

The Parent Trust is offering (the Offering) to sell to certain qualified, accredited investors 100 percent of the beneficial interests in the Parent Trust. The Offering is designed for accredited investors seeking to participate in a tax-deferred exchange as well as those seeking a quality, multiple owner real estate investment.

Before Cash-Out (or Loans not funded)

Beneficial Interests:	$39,769,696
Loan Proceeds:	$0
Offering Price:	$39,769,696
Loan-to-Offering Price Ratio:	0.00%
Offering Reserve :	$150,000
Current Cash Flow:	5.00%
Minimum Purchase (1031):	$100,000
Minimum Purchase (cash):	$100,000

After Cash-Out*

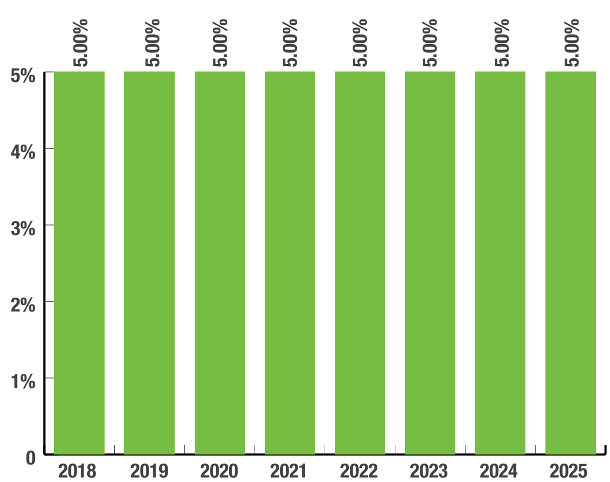
Beneficial Interests:	$11,676,256
Loan Proceeds:	$28,093,440
Offering Price:	$39,769,696
Loan-to-Offering Price Ratio:	70.64%
Offering Reserve:	$150,000
Current Cash Flow:	4.00%
Current Yield:	7.14%
Minimum Purchase (1031):	$100,000
Minimum Purchase (cash):	$25,000

* This assumes 100 percent of the beneficial interests in the Parent Trust are sold prior to the Lender Election Date and the Lender has elected to fund all three Loans.

Forecasted Cash-on-Cash Returns

(Paid Monthly)

Before Cash-Out (or Loans not funded)



After Cash-Out

Forecasted Cash-on-Cash Return** Yield***

** These forecasts are estimates which are based on certain assumptions and may vary. Please consult the "A Warning About Forward-Looking Statements" and “Risk Factors” sections of the Memorandum for events that may cause the actual results to differ.

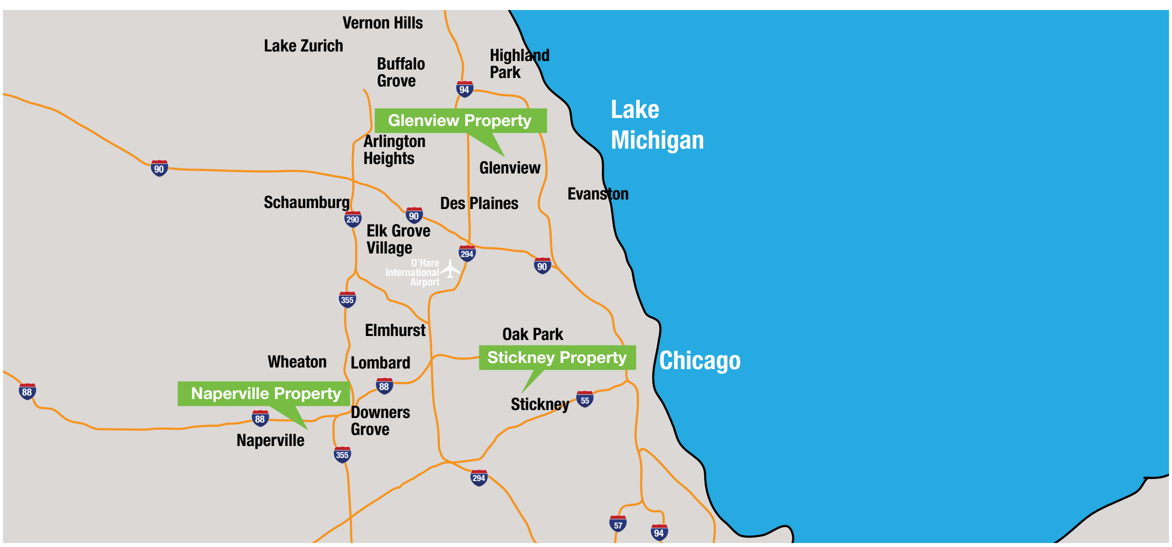
*** “Yield” is calculated by dividing the amounts distributed to investors plus any net principal day-down on debt over the indicated period divided by investors’ original capital investment.

The Properties

The portfolio consists of three, single-tenant grocery stores, each located in a suburb of Chicago. The Properties were constructed between 1994 and 2000, with renovations performed a decade or more later. The Properties are conveniently located in shopping centers that draw regular traffic from local area consumers and have the following attributes:

- High visibility
- Easy access with traffic signal
- Abundant parking

Property and Address	Year Built	Average Daily Traffic Volume[1]	2017 Est. Population (3-mile radius)[2]	2017 Est. Median Household Income (3-mile radius)[2]
Glenview Property 1340 Patriot Boulevard Glenview, Illinois 60026	2000; renovated 2014	29,000	113,031	$79,888
Naperville Property 1759 W. Ogden Avenue Naperville, Illinois 60540	1994; renovated 2016	24,000	69,171	$91,015
Stickney Property 7122 W. 40th Street Stickney, Illinois 60402	1996; renovated 2012	34,600	199,894	$57,253



Property	Square Footage	Rent[3]	Market Average Rent[4]
Glenview Property	63,515 sq. ft.	$11.81/sq. ft.	$17.50/sq. ft.
Naperville Property	65,083 sq. ft.	$11.61/sq. ft.	$16.00/sq. ft.
Stickney Property	59,009 sq. ft.	$10.19/sq. ft.	$24.00/sq. ft.

1 ESRI.
2 CBRE Appraisal Reports.
3 Property Leases.
4 CBRE.

The Tenant and Guarantor

Jewel-Osco is a supermarket chain headquartered in Itasca, Illinois, and predominantly serves northern, central and western Illinois, along with eastern Iowa and portions of northwest Indiana.[5] The Jewel-Osco brand is well-known in the Chicagoland area and has served its community since 1899. The supermarket chain offers approximately 45,000 products and includes 8,000 private labels. With many grocery retailers exiting the market due to competition, Jewel's consumer loyalty remains strong as the chain offers big discounts and promotions to drive foot traffic to its stores.[6]

Today, Jewel-Osco and Jewel grocery stores are owned by Albertsons Companies, one of the largest food and drug retailers in the United States. With a strong local presence and national scale, Albertsons Companies operates stores across 35 states and the District of Columbia under 20 well-known banners.[6] Currently, Albertsons Companies is the third-largest supermarket chain nationwide with average store sales in 2017 of $486 per square foot.[7] Albertsons Companies is headquartered in Boise, Idaho. Through various mergers and acquisitions, the company has grown to more than 2,300 stores and employs approximately 273,000 people nationwide.[8]

Albertsons Companies' commitment to community goes beyond providing food and personal care products to neighborhood residents. Albertsons instituted a program called The Foundation, which raises money for its local community efforts and gave over $18 million in 2016 to better the lives of people in the neighborhoods in which its stores operate.

Albertsons Companies' 2016 Financial Data:[9]

More than 2,300 retail stores

Operates in 35 states including Washington D.C.

$59.7 billion in annual sales

Provides approximately 273,000 jobs, one of the largest retail employers

Serves 34 million customers per week

Nation's largest brand of USDA-certified organic products

5 Jewel-Osco: SUPERVALUE.
6 Albertsons Companies Quarterly Report on Form 10-Q, available at www.sec.gov.
7 CBRE Appraisal Reports.
8 Jeweloscofoundation.org. About us.
9 Albertsons.com. Company Fact Sheet.

About Chicagoland and the Markets

The Chicago metropolitan area, often referred to as Chicagoland, extends into 14 counties of the region and its suburbs.[10] The city of Chicago is the third largest city in the United States with a population of nearly three million people.[11] Chicago is one of the most important business centers in the world and an economic powerhouse. The Chicago metro area is home to 34 Fortune 500 headquarters, including Walgreens Boots Alliance, Boeing Company, Kraft Heinz, McDonald's Corporation and ConAgra Foods.[12] The Chicago economy expanded by an estimated 14,845 jobs from October 2016 to October 2017.[13] The current unemployment rate for Chicago is 5.2 percent, compared to the national average of 4.1 percent.[14]

Glenview

The Village of Glenview is about 15 miles northwest of the Chicago Central Business District (CBD). Glenview is an affluent and established suburb with a population of 45,969 and a low unemployment rate of 3.1 percent.[15] The village is well-represented in the business community, and is home to several large corporations such as Astellas and Kraft Foods as well as nonprofit organizations, including Kohl Children's Museum and The Leukemia & Lymphoma Society.[16] Interstates 94 and 294 provide easy access to this area, which also features retail options, including The Glen, an upscale retail and housing development on the grounds of the former Naval Air Station, where the Glenview Property is located.[17]

10 U.S. Census Bureau. Population Division. May 29, 2016.
11 CityofChicago.org. Facts & Statistics.
12 Worldbusinesschicago.com. 2017 Fortune 500.
13 Worldbusinesschicago.com. Chicago by the Numbers November 2017.
14 https://www.bls.gov/cps/.
15 The Village of Glenview website.
16 Glenview Chamber of Commerce.
17 CBRE Appraisal Report.

Naperville

Naperville offers small-town charm with the vibrancy of a modern economic powerhouse. Situated in western DuPage County, approximately 27 miles west of Chicago's CBD, Naperville has grown to 145,000 residents and continually ranks as a top community in the nation to live, raise children and retire.[18] Naperville school districts are ranked among the best in Illinois and its public library has been recently named a 5-Star Library by the Library Journal. In 2017, Naperville made Livability.com's Top 100 Best Places to Live and came in number two on Niche.com's Best Cities to Live In and Safest City in America rankings. The city is home to many prominent businesses including Nalco, Nicor, BP, Tellabs, Navistar and Exelon Nuclear. The unemployment rate was 4.1 percent as of October 2017[19] with job growth at 1.4 percent.[20]

Stickney

Stickney is located in Cook County, approximately 9.5 miles southwest of Chicago's CBD. Ninety percent of the local area has been developed for commercial, office and light industrial use. Harlem Avenue and Pershing Road are main city arteries, with Interstate 55 just to the south. The Stickney Water Reclamation Plant is one of the largest sewage treatments plants in the world and serves roughly 2.3 million people in a 260 square mile area.[21] Stickney's job growth of 1.4 percent is expected over the next year, and 36.4 percent growth projected over the next 10 years.[22]

18 City of Naperville website.
19 Homefront website. Naperville, Illinois Unemployment Rate Report.
20 Sterling's Best Places. Naperville, Illinois.
21 Mdrd.org. Stickney WRP.
22 Sterling's Best Places.

National Grocery Store/Supermarket

Overview

Key Grocery Trends[23]

- Total number of supermarket stores in 2016: 38,441
- Average sales per supermarket store nationwide in 2016: $17.39 Million

The strengthening economy has led way to growth for the supermarket and grocery store industry in the last five years. With unemployment at a 17-year-low of 4.1 percent[24], consumers are able to spend more disposable income on premium, organic and all-natural brands of foods, which in turn has helped lift the industry revenue. The grocery store industry is expected to continue to grow over the next five years and consumers are expected to seek more of the all-natural and organic products driven by their health consciousness.[25]

Consumers make an average of 1.5 trips per week to the grocery store, with urban residents making more frequent trips. Necessity-based, grocery-anchored shopping centers are expected to continue to draw traffic into their stores, as the perishable products provided by grocery stores remain protected from online competition. The shift in demographics is also anticipated to significantly influence the industry in the next five years. Millennials, the most populous generation in the United States, will drive the grocery store industry in the future, as their incomes rises and they begin providing for their families.

23 Statista website.
24 https://www.bls.gov/cps/.
25 CBRE Appraisal Reports.

About Inland Private Capital Corporation

The Inland Real Estate Group of Companies, Inc. (Inland) is one of the nation's largest commercial real estate and finance groups, representing nearly 50 years of expertise and integrity in the industry. As a business incubator, Inland specializes in creating, developing and supporting member companies that provide real estate-related investment funds – including limited partnerships, institutional funds and nonlisted real estate investment trusts (REITs) – and real estate services for both third parties and Inland-member companies.

In March 2001, Inland Private Capital Corporation was formed to provide replacement properties for investors wishing to complete a tax-deferred exchange under Section 1031 of the Internal Revenue Code of 1986, as amended, as well as investors seeking a quality, multiple-owner real estate investment. The programs sponsored by IPC offer securities to accredited investors on a private placement basis.

Track Record Since Inception

(Through December 31, 2016)

Sponsored **197** Private Placement Programs

527 Properties in 43 States

Offered More Than **$3** Billion in Equity

More Than **$6.3 billion** of Assets Based on Offering Price

More Than **31.80** Million Square Feet of Gross Leasable Area

$1,232,937,239 Cumulative Distributions to Investors

70 Assets Sold

Program Dispositions

(As of December 31, 2016)

	RETAIL	OFFICE	MULTIFAMILY	INDUSTRIAL
Cumulative Sales Price	$435,738,911	$204,909,165	$49,266,108	$96,270,041
Weighted Avg. Total Return*	138.49%	119.43%	140.19%	133.26%
Weighted Avg. ARR**	8.11%	4.13%	22.68%	7.25%
Number of Programs	33	7	2	5

BBB Torch Awards for Ethics℠ CHICAGOLAND & NORTHERN ILLINOIS 2009, 2014 & 2017 Recipient

ADISA | ALTERNATIVE & DIRECT INVESTMENTS A CHAMPION ACE OF EXCELLENCE

Inland Private Capital Corporation **2X RECIPIENT**

Metrics for Program Dispositions

*** Weighted Average Total Return** is calculated by dividing the sum of amounts distributed to investors over the hold period of the investment plus the sale proceeds returned to the investors, by such investors' capital invested in the program inclusive of all fees and expenses. To determine the weighted average, the total return for each program is multiplied by the capital invested in that program, divided by total capital invested in all programs represented in the analysis.

**** Weighted Average Annualized Rate of Return (ARR)** is calculated as the sum of total cash flows distributed during the term of the investment plus any profit or loss on the initial offering price, divided by the investment period. To determine the weighted average, the ARR for each program is multiplied by the capital invested in that program, divided by the total capital invested in all programs represented in this analysis.

The Weighted Average Total Return and Weighted Average ARR metrics presented above apply to those programs in which the property owned by such program was sold. Please note that this analysis does not include programs in which the subject property was in foreclosure. In such situations, IPC has negotiated with the applicable lender and advanced funds to the investors to allow the investors to exchange their beneficial interests in the original program for a proportional beneficial interest in a new program, in order to continue their Section 1031 exchanges and avoid potential capital gains and/or forgiveness of debt tax liabilities.

Summary Risk Factors

An investment in the Interests of the Parent Trust involves significant risk and is suitable only for Investors who have adequate financial means, desire a relatively long-term investment and who will not need immediate liquidity for their investment and can afford to lose their entire investment. Investors must read and carefully consider the discussion set forth in the section of the Memorandum captioned “Risk Factors.” The risks involved with an investment in Chicagoland Supermarket Portfolio DST include, but are not limited to:

- The Interests may be sold only to accredited investors, which, for natural persons, are investors who meet certain minimum annual income or net worth thresholds.
- The Interests are being offered in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended, and are not required to comply with specific disclosure requirements that apply to registration under the Securities Act of 1933, as amended.
- The Securities and Exchange Commission has not passed upon the merits of or given its approval to the Interests, the terms of the Offerings, or the accuracy or completeness of any Offering materials.
- The Interests are subject to legal restrictions on transfer and resale and Investors should not assume they will be able to resell their Interests.
- Investing in Interests involves risk, and Investors should be able to bear the loss of their investment.
- An Investment in the Interests is not a diversified investment.
- Investors have limited control over the Trusts.
- The Trustees have limited duties to Investors, and limited authority.
- There are inherent risks with real estate investments.
- The Trusts will depend on the Tenant for revenue under the Leases, and any default by the Tenant will adversely affect the operations of the Trusts.
- The Properties have been designed for their particular use, which could result in substantial re-leasing costs or a lower sale price.
- The Trusts may suffer adverse consequences due to the financial difficulties, bankruptcy or insolvency of the Tenant or the Guarantor.
- The Tenant has a right of first refusal to purchase each Property, which could make the Properties less attractive to a potential future purchaser.
- During the term of the Leases, the Operating Trusts are prohibited from selling the Properties to any third parties that operate certain businesses which compete with the Tenant’s business, which could make the Properties less attractive to a potential future purchaser.
- The costs of complying with environmental laws and other governmental laws and regulations may adversely affect the Trusts.
- Although the Operating Trusts will fully execute the Loan Agreements on or about the date the first Investor is accepted by the Parent Trust, the Lender will be under no obligation to counter-execute the Loan Agreements and fund the Loans, and if the Loans are not funded, neither the Parent Trust, the Operating Trusts nor any of their affiliates will have any recourse against the Lender for choosing to not fund the Loans, and the Parent Trust will not have the ability to provide to Investors the proceeds from a “cash-out” transaction.
- The Loans, if funded, will reduce the funds available for distribution and increase the risk of loss.
- If the Operating Trusts are unable to sell or otherwise dispose of the Properties before the maturity date of the Loans, if funded, they may be unable to repay the Loans and may have to cause a Transfer Distribution (as defined herein).
- The Loan Agreements will contain various restrictive covenants, and, if the Loans are funded and an Operating Trust fails to satisfy or violates these covenants, the Lender may declare the applicable Loan in default.
- The Interests are not registered with the Securities and Exchange Commission or any state securities commissions.
- Investors may not realize a return on their investment for years, if at all.
- The Trusts are not providing any prospective Investor with separate legal, accounting or business advice or representation.
- Various tax risks, including the risk that an acquisition of an Interest may not qualify as a Section 1031 exchange.

IMPORTANT NOTES

The Inland name and logo are registered trademarks being used under license. “Inland” refers to some or all of the entities that are part of The Inland Real Estate Group of Companies, Inc. which is comprised of a group of independent legal entities some of which may be affiliates, share some common ownership or have been sponsored and managed by subsidiaries of Inland Real Estate Investment Corporation.

Each prospective Investor should consult with his, her or its own tax advisor regarding an investment in the Interests and the qualification of his, her or its transaction under Internal Revenue Code Section 1031 for his, her or its specific circumstances.

The Tenant, which is depicted in the photographs herein, may have proprietary interests in its trade names and trademarks. Nothing herein shall be considered to be an endorsement, authorization or approval of Inland Private Capital Corporation, or the investment vehicles it may offer, by Albertsons Companies. Further, Albertsons Companies is not affiliated with Inland Private Capital Corporation in any manner.

These materials include references to various third-party websites that are the source of statistical and other information. While the information from these third-party sources is believed to be reliable, the accuracy and completeness of the information is not guaranteed and has not been independently verified. Other information available on or through these websites is not a part of the Offering or the Memorandum.

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