Inland Private Capital Corporation

Dallas Multifamily DST

Executive Overview

www.inlandprivatecapital.com

CONFIDENTIAL

This material is neither an offer to sell, nor the solicitation of an offer to buy any security, which can be made only by a Private Placement Memorandum (the Memorandum), and sold only by broker/dealers authorized to do so. All potential investors must read the Memorandum, and no person may invest without acknowledging receipt and complete review of the Memorandum. Investments are suitable for accredited investors only. **Please see page 6 of this Executive Overview for important disclosures.**

Dallas Multifamily DST

Dallas Multifamily DST (the Trust), a newly formed Delaware statutory trust (DST) and an affiliate of Inland Private Capital Corporation (IPCC), is offering (the Offering) to sell to certain qualified, accredited investors (Investors), pursuant to a Private Placement Memorandum dated January 18, 2017 (the Memorandum), 99.5% of the beneficial interests (Interests) in the Trust. **You should read the Memorandum in its entirety before making an investment decision.**

The Trust owns the real estate and improvements located at 7900 Churchill Way in Dallas, Texas, commonly known as 7900 at Park Central (the Property). The Trust acquired the Property, consisting of approximately seven acres of land, on November 30, 2016.

Total Apartment Units	**308**
1-Bedroom Units	**99 (756 Avg. Sq. Ft./Unit)**
2-Bedroom Units	**151 (1,096 Avg. Sq. Ft./Unit)**
3-Bedroom Units	**58 (1,409 Avg. Sq. Ft./Unit)**
Year Built	**1998**
Parking Spaces	**624**

Offering Benefits

IPCC believes that an investment in Dallas Multifamily DST may offer the following benefits:

- **Value-Add Opportunity** – The Property, which was originally constructed in 1998, presents an opportunity to add value and increase rents. The Trust, through the master tenant and management team, intends to upgrade various amenities in the apartment units at the Property in an effort to increase occupancy and grow rental income.

- **Well Located** – The Property is located in north Dallas, near three of the metropolitan area's largest employment hubs, The Telecom Corridor® along Central Expressway / Highway 75, the Platinum Corridor® along the Dallas North Tollway and the Dallas central business district. More particularly, the Property is situated proximate to the 668-bed Medical City Dallas Hospital, Texas Instruments and the Park Central Office Park. The Dallas market was ranked 10th on Forbes magazine's 2016 "Best Places for Business and Career" list. See "*Market Analysis and Overview*" in the Memorandum for additional information about Dallas.

- **Experienced Property Management** – Inland's management team has experience in all aspects of acquiring, owning, managing and financing real estate, including multifamily properties. As of September 30, 2016, Inland had acquired and managed over 72,000 multifamily units throughout the United States, for an aggregate purchase price of approximately $4.2 billion.

- **Long-term, Fixed Rate, Amortizing Loan** – The Loan has a term of 10 years, maturing on December 1, 2026, and bears interest at a fixed rate equal to 4.06% per annum. Additionally, for the final five years of the Loan term, the Trust is required to make monthly payments of principal and interest, with principal amortizing on a 30-year schedule. See *"Financing Terms"* in the Memorandum.

- **Master Lease Structure** – The master lease structure used by the Trust allows the master tenant, an affiliate of IPCC, to operate the Property on behalf of the Trust and to enable actions to be taken with respect to the Property that the Trust would be unable to take due to tax law-related restrictions, including, but not limited to, a restriction against re-leasing the Property. See "*Summary of the Leases – Master Leases*" in the Memorandum.

The Property

7900 at Park Central

Developed in 1998, 7900 at Park Central offers a wide range of one-bedroom, two-bedroom and three-bedroom floor plans. The 308-unit Property features high-end community amenities with prestige, premier and standard unit options. The asset manager intends to add value by replacing and upgrading finishes in about half of the apartment units over the first four years of ownership, therefore supporting rent growth at this Property. After these upgrades are complete, the entire property will be renovated.

Potential Unit Upgrades

The asset manager intends to make certain upgrades to 129 apartment units and lighter upgrades to 29 apartment units at the Property in an effort to increase occupancy and grow rental income. These upgrades will include:

- ✓ Lighting package and fixture upgrades
- ✓ Stainless steel appliances
- ✓ Replace or refinish countertops
- ✓ Replace or refinish cabinets
- ✓ Wood-style flooring
- ✓ Installation of washers and dryers

Community Amenities

- ✓ Gated community with controlled access system
- ✓ Large clubhouse
- ✓ Resident lounge with flat screen TV
- ✓ Business center with computers and printer
- ✓ Fully-equipped community kitchen
- ✓ Coffee bar
- ✓ State-of-the-art fitness center
- ✓ Pet friendly with indoor grooming station
- ✓ Game room with pool table and shuffleboard
- ✓ Resort-style pool with fire pit

7900 at Park Central received One Green Globe from the Green Building Initiative for resource efficiency and reduction of environmental impacts.

The Location

The Dallas market has experienced significant growth:

- **Ranked 10th** on the prestigious Best Places for Business and Career list published by Forbes magazine[1]
- **Ranked 12th** in job growth with 4.6% job growth in 2015[1] and unemployment fell to 3.5% in the second quarter of 2016[2]
- Dallas saw **more than 5,191 renter** move-ins (about 29 move-ins per day) during the first half of 2016, showing heavy demand for multifamily apartment units[2]

The Dallas Market

Shopping, retail and entertainment options are in close proximity to the Property, with a Home Depot one mile away, two Sam's Clubs within five miles, an AMC Theaters less than three miles away and TopGolf five miles away. A 146,000-square-foot Costco is also planned for development just steps away from the Property. Dallas Love Field airport is a short ten miles from the Property and downtown Dallas is 12 miles away. Located in one of North Dallas' most convenient areas, 7900 at Park Central is positioned less than one mile south of the intersection of Interstate 635/Lyndon B. Johnson Freeway and U.S. Highway 75/ Central Expressway, the two main arterials for the northern suburbs of Dallas. In addition, 7900 at Park Central is strategically located less than two miles from the Texas Instruments headquarters and one and a half miles from the Medical City Dallas Hospital.

[1] Forbes. The Best Places for Business and Careers. 2016.
[2] CBRE. Dallas/Fort Worth Multifamily MarketView. Q2 2016.

The Financing

The Trust funded the purchase of the Property with a combination of cash and financing from Capital One Multifamily Finance, LLC, a Delaware limited liability company (the Lender), under the Federal National Mortgage Association Delegated Underwriting and Servicing loan program. The financing consists of a $30,745,000 loan (the Loan) with a 10-year term, maturing on December 1, 2026, and bearing interest at a fixed rate equal to 4.06% per annum.

The Trust is required to make monthly payments, comprised of monthly interest-only payments for the initial five years and fixed monthly payments of principal and interest, with principal amortizing on a 30-year schedule, thereafter. The Loan is secured by a Deed of Trust, and the Trust is responsible for repayment of the Loan. The Loan is nonrecourse to the Investors, meaning the Investors will have no personal liability in connection with the Loan.

The Offering

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. Only accredited investors may purchase Interests in this Offering. See *"Summary of the Offering"* and *"The Offering"* in the Memorandum.

Beneficial Interests:	**$22,631,637**
Loan Proceeds:	**$30,745,000**
Offering Price:	**$53,376,637**
Loan-to-Offering Price Ratio:	**57.60%**
Minimum Purchase (1031):	**$100,000**
Minimum Purchase (cash):	**$25,000**
Current Cash Flow:	**5.00%**

Summary Risk Factors

An investment in the Interests of the 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*." Capitalized terms used below but not defined herein shall have the meanings set forth in the Memorandum. The risks involved with an investment in Dallas Multifamily 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 offering, 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.
- Investors have limited control over the Trust.
- The Trustees have limited duties to Investors and limited authority.
- There are inherent risks with real estate investments.
- The Trust will depend on the Master Tenant for revenue and the Master Tenant will depend on the Residents under the Residential Leases, and any default by the Master Tenant or the Residents will adversely affect the Trust's operations.
- The costs of complying with environmental laws and other governmental laws and regulations may adversely affect the Trust.
- The Loan will reduce the funds available for distribution and increase the risk of loss.
- The prepayment penalties associated with the Loan may negatively affect the Trust's exit strategy.
- If the Trust is unable to sell or otherwise dispose of the Property before the maturity date of the Loan, it may be unable to repay the Loan and may have to cause a Transfer Distribution.
- The Loan Agreement contains various restrictive covenants, and if the Trust fails to satisfy or violate these covenants, the Lender may declare the Loan in default.
- There is no public market for the Interests.
- 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 Trust is not providing any prospective Investor with separate legal, accounting or business advice or representation.
- There are 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.

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 IPCC offer securities to accredited investors on a private placement basis.

Track Record Since Inception
(THROUGH SEPTEMBER 30, 2016)

Sponsored **193** private placement programs

513 properties in 43 states

Offered more than **$2.99** billion in equity

More than **$6.2 billion** of assets acquired

More than **30.87** million square feet of gross leaseable area

$1,195,109,867 cumulative distributions to investors

70 assets sold

Full Cycle Programs
(AS OF DECEMBER 31, 2015)

	RETAIL	OFFICE	MULTIFAMILY	INDUSTRIAL
Number of Programs	26	5	2	4
Weighted Avg. Total Return*	141.21%	143.91%	140.19%	136.76%
Weighted Avg. IRR*	8.67%	7.54%	21.47%	6.19%

BBB — The Inland Real Estate Group of Companies, Inc. **2X RECIPIENT** of the Torch Award for Ethics in the Marketplace

ADISA | ALTERNATIVE & DIRECT INVESTMENTS — ACE — A CHAMPION OF EXCELLENCE — Inland Private Capital Corporation **2X RECIPIENT**

* Internal Rate of Return (IRR) is calculated using the time value of money, the cash flow from property operations and proceeds from a sale to determine an annualized compounded rate of return, inclusive of all taxes, fees and expenses. The weighted average is the IRR for each program multiplied by the capital invested in that program, divided by total capital invested in all full cycle programs represented in the analysis. For these purposes, full cycle refers to programs that no longer own any assets. 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 taxes, fees and expenses. The weighted average is the Total Return for each program multiplied by the capital invested in that program, divided by total capital invested in all full cycle programs represented in the analysis. In certain situations, in which the subject property(ies) were in foreclosure, IPCC has negotiated with the lenders 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. Because such exchanges result in an investment continuation, the original programs are not considered full cycle programs.

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