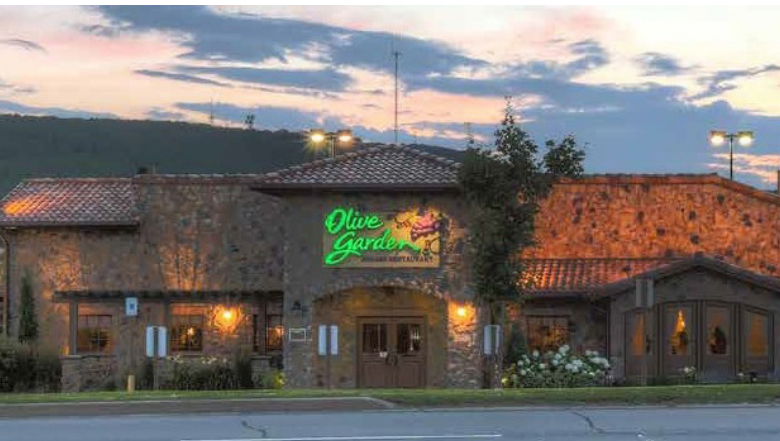


Mountain View Retail DST



Private Placement Memorandum

For the exclusive use of: _____

Memorandum ID #: _____

The Date of this Private Placement Memorandum is
April 10, 2014



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 14.



Mountain View Retail DST

Mountain View Retail DST, a newly formed Delaware statutory trust (the “Trust”) and an affiliate of Inland Private Capital Corporation (“IPCC” or “Sponsor”), is hereby offering (the “Offering”) to sell to certain qualified, accredited investors (the “Investors”) pursuant to this Private Placement Memorandum (as amended and supplemented and with all exhibits hereto, the “Memorandum”) 100% of the beneficial interests (the “Interests”) in the Trust.

Property	Tenant	Year Built	Building	Lease Term	Renewal Options
Kohl's Property 3600 Rib Mountain Drive, Wausau, WI 50441	Kohl's Value Services, Inc. Guarantor: Kohl's Corporation	2001	86,586 Sq. Ft	03/09/2001 – 01/31/2030	Eight, five-year options
Olive Garden Property 3650 Rib Mountain Drive, Wausau, WI 50441	GMRI, Inc., operating an Olive Garden Restaurant	2010	7,568 Sq. Ft.	12/06/2010 – 12/31/2020 Ground Lease	Four, five-year options

The Tenants

The Tenant under the Kohl's Lease is Kohl's Value Services, Inc., a Virginia corporation and a wholly-owned subsidiary of Kohl's Department Stores, Inc., a Delaware corporation. Kohl's Department Stores, Inc. is a wholly owned subsidiary of the Kohl's Guarantor, Kohl's Corporation. Kohl's Guarantor's common stock is listed on the New York Stock Exchange under the symbol “KSS.” As of the date of this Memorandum, Kohl's Guarantor has a credit rating of BBB+ (stable) from Standard & Poor's last updated September 20, 2013 and Baa1 from Moody's last updated September 24, 2007.

The Tenant under the Olive Garden Lease is GMRI, Inc. a Florida corporation, which is referred to herein as “Olive Garden.” Olive Garden is a wholly owned subsidiary of Darden Restaurants, Inc. (“Darden”). However, it is important to note that Darden does not provide any guarantee in connection with the Olive Garden Lease, and financial information for Olive Garden is not available.

The Location

The Property is located along Rib Mountain Drive, the primary retail thoroughfare in Rib Mountain and the Wausau area in Marathon County, Wisconsin. The Property is 5.5-miles southwest of downtown Wausau.

Running in a north/south direction between Mountain Road and Thomas Street to the south of downtown Wausau, Rib Mountain Drive serves as the primary retail corridor. Specific land uses along Rib Mountain Drive include a number of community/neighborhood shopping centers, big box retailers, freestanding commercial buildings and retail strip centers, which include a Starbucks retail strip center, ALDI, Petco shopping center, a Wal-Mart Supercenter, Sam's Club, Mountain View Square power center (anchored by Best Buy and Office Max), Barnes & Noble, PetsMart and JoAnn Fabrics. Other uses include a variety of gas stations, fast food restaurants, Volvo dealership, Peterbilt, Days Inn, and a Chevrolet dealership. Additional commercial development is located along North and South Mountain Road.



Traffic Counts

Street	Average Daily
US Hwy 51 & Robin Ln	51,204
US Hwy & Rib Mountain Rd	51,456
Rib Mountain Rd & Bluebird Ln	18,713

Population within a five mile radius of the Property is 62,889 with an estimated average household income of \$53,145.

Source: CBRE Appraisal Report dated March 24, 2014





Wausau, Wisconsin

Located in the middle of north central Wisconsin, the Wausau area includes the communities of Wausau, Rib Mountain, Schofield, Rothschild, Mosinee, Kronenwetter and Weston. Surrounded by woods, lakes and hills, the Wausau area enjoys the fortunate combination of big-city amenities with the look and feel of the great Northwoods and small-town hospitality. Four seasons of outdoor recreation, a thriving arts community, entertaining festivals and events, diverse shopping and dining are just some of the many things to discover in the Wausau area.

Source: www.Visitwausau.com



Financing

The Trust is offering the Interests to Investors without any permanent financing encumbering the Property.

Inland Private Capital Corporation

IPCC is a subsidiary of Inland Real Estate Investment Corporation (“IREIC”). IREIC is part of The Inland Real Estate Group of Companies, Inc., which is comprised of independent legal entities that are either subsidiaries of the same entity, affiliates of each other, share some common ownership or were previously sponsored and managed by subsidiaries of IREIC, some or all of which are sometimes referred to herein as “Inland.”

The Inland entities have been engaged in diverse facets of real estate such as real estate management, leasing, marketing, acquisition, disposition, development, redevelopment, renovation, construction, finance and other related services for more than forty years. As of September 30, 2013, Inland affiliates or related parties cumulatively had more than 1,400 employees, owned properties in forty-eight states and managed assets with a book value exceeding \$20.0 billion. Inland was named a recipient of the

2009 and 2014 Torch Award for Marketplace Ethics by the Better Business Bureau serving Chicago and Northern Illinois, which award spotlights companies that exemplify ethical business practices, as selected by an independent panel of judges.

Inland’s expertise in acquiring, financing, and managing quality properties is a key component to the services that Inland offers. Because Inland is first and foremost a real estate company, it is in a position to capitalize on its expertise to cut operating costs through economies of scale to effectively manage properties. Investor communication is also a critical component of the services IPCC provides. Communication methods include, but are not limited to, written correspondence, financial reports, scheduled conference calls, communications with investment representatives and one-on-one dialog with the Investors and their registered representatives.

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*.”

Beneficial Interests:	\$13,359,693
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 from 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 Private Placement Memorandum captioned "Risk Factors." The risks involved with an investment in Interests 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 trustee of the Trust has limited duties to Investors, and limited authority.
- There are inherent risks with real estate investments.
- The Trust will depend on the tenants for revenue, and any defaults by the tenants will adversely affect the Trust's operations.
- The companies depicted herein may have proprietary interests in their respective trademarks and tradenames. Nothing herein shall be considered an endorsement, authorization or approval of Inland Private Capital Corporation, or the investments vehicles it offers, by the aforementioned companies. Further, the aforementioned companies are not affiliated with Inland Private Capital Corporation in any manner.
- The Property has been designed for use by the tenants, which could result in substantial re-leasing costs or a lower sale price.
- The Trust may suffer adverse consequences due to financial difficulties, bankruptcy or insolvency of the tenants.
- 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 of their investment for years, if at all. The Trust is not providing the 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.



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 Section 1031 for his, her or its specific circumstances.