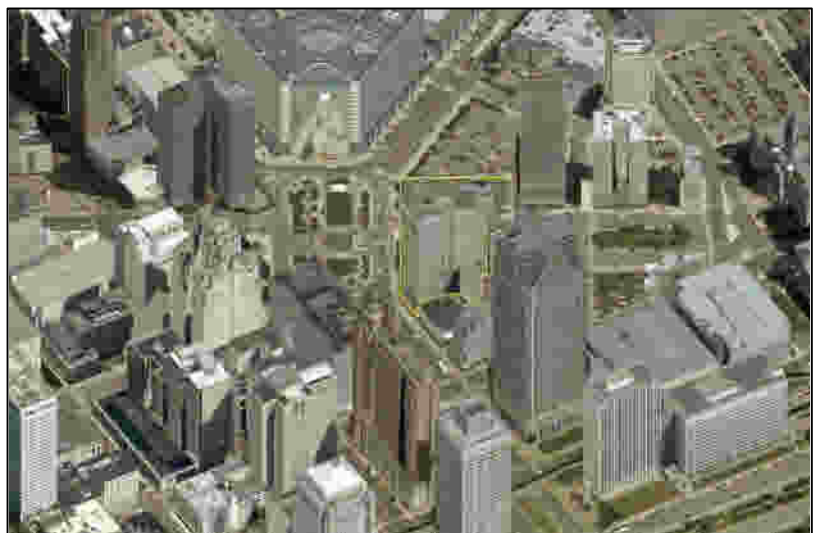
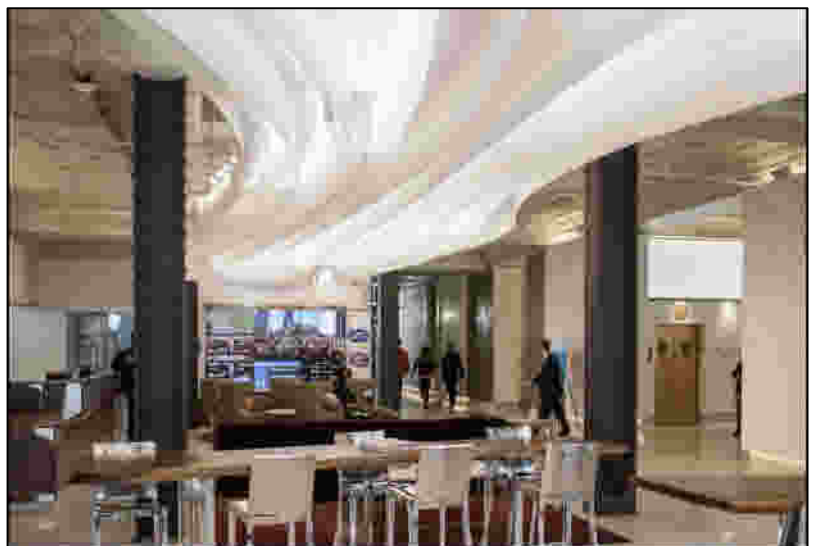
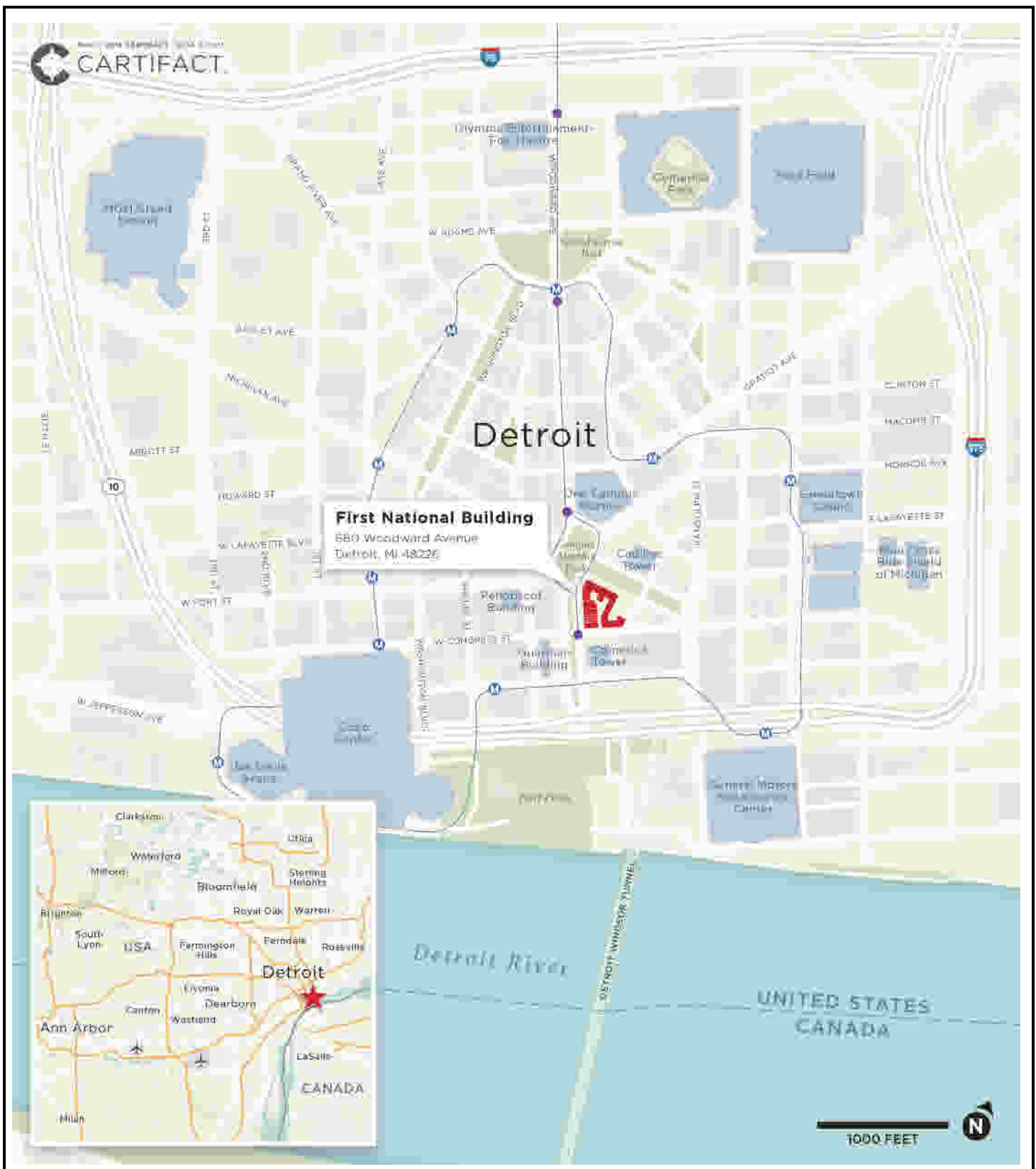


## First National Building



## First National Building



## First National Building

# FIRST NATIONAL BUILDING

25	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016				Vacant - Storage 16,095 SF		Bassett & Bassett, Inc. 410 SF Exp. 10/2017		SQMAT Engineering, Inc. 319 SF Exp. 2/2017		
24	TDH, LLC 8,246 SF Exp. 8/2014	SQMAT Engineering, Inc. 6,738 SF Exp. 2/2017		Aerobek, Inc. 1,506 SF Exp. 4/2016	Quicken Loans Inc. 1,438 SF MTM	TJA Staffing Services, Inc. 2,671 SF Exp. 10/2018		Hedgecroft Miller, Schwartz & Conn, LLC 10,188 SF Exp. 11/2016			
23	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016										
22	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016										
21	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016										
20	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016										
19	Hedgecroft Miller, Schwartz & Conn, LLC 10,589 SF Exp. 11/2016				Wedit, LLC 967 SF Exp. 11/2017		Dixon, Inc. 378 SF Exp. 3/2017		Vacant - Office 7,073 SF		
18	The Rooms, Inc. Exp. 1/2016										
17	The Rooms, Inc. Exp. 1/2016										
16	Local Initiatives Support Corporation 5,522 SF Exp. 3/2017		Bassett & Bassett, Inc. 3,099 SF Exp. 12/2017		Bluewater Technologies Group, Inc. 1,128 SF Exp. 8/2016		Vacant 751 SF		Omni-Commandos, LLC 834 SF Exp. 8/2018		
15	The Bierl Company 3,805 SF Exp. 8/2018	Colburn Risk Holdings, LLC 2,363 SF Exp. 5/2020	Briggs Colegrove, P.C. 810 SF Exp. 3/2018	Everetts Emergent International, LLC 2,194 SF Exp. 9/2018	A. Eickoff & Company, Inc. 1,242 SF Exp. 11/2015		Duckett Management LLC 508 SF Exp. 8/2018	Harrison W. Munson, P.C. 1,155 SF Exp. 4/2017	Phis Energy, Inc. 11,000 SF Exp. 1/2016		
14	The Rooms, Inc. Exp. 1/2016										
13	The Rooms, Inc. Exp. 1/2016										
12	The Rooms, Inc. Exp. 1/2016										
11	The Rooms, Inc. Exp. 1/2016										
10	The Rooms, Inc. Exp. 1/2016										
9	The Rooms, Inc. Exp. 1/2016										
8	The Rooms, Inc. Exp. 1/2016										
7	The Rooms, Inc. Exp. 1/2016										
6	The Rooms, Inc. Exp. 1/2016										
5	The Rooms, Inc. Exp. 1/2016										
4	Vacant - Office 3,738 SF			TCO Detroit 147 SF Exp. 6/2017		United Way For Southeastern Michigan 2,981 SF Exp. 11/2018				Phis Energy, Inc. 11,000 SF Exp. 1/2016	
3	United Way For Southeastern Michigan 24,072 SF Exp. 11/2018										
2	United Way For Southeastern Michigan 15,927 SF Exp. 11/2018								Vacant - Office 2,624 SF		
1	Ameritech Michigan 378 SF Exp. 9/2020	Boasting Plant Detroit LLC 1,036 SF Exp. 3/2018	Compass Group USA, Inc. 1,734 SF Exp. 3/2018	Fish Central Plaza of Detroit, Inc. 1,321 SF Exp. 11/2018	Pacific Washington 82 SF Exp. 1/2020	Subway Real Estate, LLC 1,100 SF Exp. 9/2018	Seven Detroit LLC 1,370 SF Exp. 1/2017	RAF Global Corporation 8,203 SF Exp. 4/2017	Vacant - Retail 9,809 SF		
Basement	United Way For Southeastern Michigan 2,068 SF Exp. 11/2018				Vacant 415 SF		Boasting Plant Detroit LLC 233 SF Exp. 3/2018				
Basement	Vacant - Storage 19,835 SF										

Vacant

MTM

2015 - 2016

2017 - 2018

2019 - 2020

2021 +

Vacant MTM 2015 - 2016 2017 - 2018 2019 - 2020 2020+

## First National Building

### Mortgage Loan Information

<b>Mortgage Loan Seller:</b>	JPMCB
<b>Original Principal Balance<sup>(1)</sup>:</b>	\$40,000,000
<b>Cut-off Date Principal Balance<sup>(1)</sup>:</b>	\$40,000,000
<b>% of Pool by IPB:</b>	3.5%
<b>Loan Purpose:</b>	Recapitalization
<b>Borrower:</b>	660 Woodward Associates LLC
<b>Sponsor:</b>	Rock Ventures
<b>Interest Rate:</b>	4.77400%
<b>Note Date:</b>	9/10/2015
<b>Maturity Date:</b>	10/1/2020
<b>Interest-only Period:</b>	24 months
<b>Original Term:</b>	60 months
<b>Original Amortization:</b>	360 months
<b>Amortization Type:</b>	IO-Balloon
<b>Call Protection:</b>	L(25),Grtr1%orYM(31),O(4)
<b>Lockbox:</b>	CMA
<b>Additional Debt:</b>	Yes
<b>Additional Debt Balance:</b>	\$30,000,000
<b>Additional Debt Type:</b>	Pari Passu

### Property Information

<b>Single Asset / Portfolio:</b>	Single Asset
<b>Title:</b>	Fee
<b>Property Type - Subtype:</b>	Office - CBD
<b>Net Rentable Area (SF):</b>	840,436
<b>Location:</b>	Detroit, MI
<b>Year Built / Renovated:</b>	1921 / 2013
<b>Occupancy:</b>	92.0%
<b>Occupancy Date:</b>	7/28/2015
<b>Number of Tenants:</b>	37
<b>2012 NOI<sup>(2)</sup>:</b>	(\$286,024)
<b>2013 NOI<sup>(3)</sup>:</b>	\$3,577,559
<b>2014 NOI<sup>(3)</sup>:</b>	\$7,170,662
<b>TTM NOI (as of 5/2015)<sup>(4)</sup>:</b>	\$7,531,582
<b>UW Economic Occupancy:</b>	92.2%
<b>UW Revenues:</b>	\$18,440,830
<b>UW Expenses:</b>	\$10,058,848
<b>UW NOI<sup>(4)</sup>:</b>	\$8,381,981
<b>UW NCF:</b>	\$7,812,208
<b>Appraised Value / Per SF:</b>	\$106,000,000 / \$126
<b>Appraisal Date:</b>	8/28/2015

### Escrows and Reserves<sup>(5)</sup>

	Initial	Monthly	Initial Cap
<b>Taxes:</b>	\$159,603	\$30,991	N/A
<b>Insurance:</b>	\$0	Springing	N/A
<b>Replacement Reserves:</b>	\$14,007	\$14,007	\$336,174
<b>TI/LC:</b>	\$35,018	\$35,018	\$850,000
<b>Other:</b>	\$8,482,684	\$0	N/A

### Financial Information<sup>(1)</sup>

<b>Cut-off Date Loan / SF:</b>	\$83
<b>Maturity Date Loan / SF:</b>	\$79
<b>Cut-off Date LTV:</b>	66.0%
<b>Maturity Date LTV:</b>	63.0%
<b>UW NCF DSCR:</b>	1.78x
<b>UW NOI Debt Yield:</b>	12.0%

### Sources and Uses

Sources	Proceeds	% of Total	Uses	Proceeds	% of Total
Mortgage Loan <sup>(1)</sup>	\$70,000,000	100.0%	Return of Equity	\$60,355,054	86.2%
			Upfront Reserves	8,691,312	12.4
			Closing Costs	953,634	1.4
<b>Total Sources</b>	<b>\$70,000,000</b>	<b>100.0%</b>	<b>Total Uses</b>	<b>\$70,000,000</b>	<b>100.0%</b>

(1) The First National Building loan is part of a loan evidenced by two *pari passu* notes with an aggregate original principal balance of \$70.0 million. The Financial Information presented in the chart above reflects the Cut-off Date balance of the \$70.0 million First National Building Whole Loan.

(2) The negative 2012 NOI is primarily due to the property being under significant renovations during that year. According to the loan sponsor, the property was acquired in 2011 with less than 50.0% occupancy, and it subsequently spent approximately \$110.0 million on renovations, with the majority of 2012 leasing occurring in the second half of the year.

(3) The increase in 2014 NOI from 2013 NOI is primarily driven by the impact of rent abatements in the form of lower rents given to new tenants after the renovations in 2011 and 2012.

(4) The increase in UW NOI from TTM NOI is due to the inclusion of contractual rent steps through August 2016 totaling approximately \$337,975, the expiration of prior rent abatements and the newly executed Honigman Miller Schwartz & Cohn LLP ("Honigman") lease.

(5) For a full description of Escrows and Reserves, please refer to "Escrows and Reserves" below.



## First National Building

**The Loan.** The First National Building loan is secured by a first mortgage lien on a 26-story, 840,436 square foot office building located in Detroit, Michigan. The whole loan has an outstanding principal balance as of the Cut-off Date of \$70.0 million (the “First National Building Whole Loan”) and is comprised of two *pari passu* notes, Note A-1 and Note A-2. Note A-1, with an outstanding principal balance as of the Cut-off Date of \$40.0 million, is being contributed to the JPMBB 2015-C32 Trust. Note A-2 has an outstanding principal balance as of the Cut-off Date of \$30.0 million and is expected to be contributed to a future securitization trust. The holder of Note A-1 (the “Controlling Noteholder”) is the trustee of the JPMBB 2015-C32 Trust. The trustee of the JPMBB 2015-C32 Trust (or, prior to the occurrence and continuance of a control event under the pooling and servicing agreement, the directing certificateholder), will be entitled to exercise all of the rights of the Controlling Noteholder with respect to the First National Building Whole Loan; however, the holder of Note A-2 will be entitled, under certain circumstances, to be consulted with respect to certain major decisions. The First National Building Whole Loan has a five-year term and, subsequent to a two-year interest-only period, will amortize on a 30-year schedule.

**The Borrower.** The borrowing entity for the First National Building loan is 660 Woodward Associates LLC, a Michigan limited liability company and special purpose entity.

**The Sponsor.** The nonrecourse carve-out guarantor is Zup Ventures LLC, an affiliate of the loan sponsor, Rock Ventures. Rock Ventures is the CRE investment vehicle of Dan Gilbert. Dan Gilbert is the founder of Quicken Loans, the country’s largest online home lender, and the owner of the Cleveland Cavaliers. Since 2010, the loan sponsor has acquired more than 70 properties in Detroit with a value of approximately \$1.7 billion, making Rock Ventures the largest property owner in the city. Bedrock Real Estate Services, the full service property management firm of Rock Ventures, manages more than 80 assets totaling approximately 13.0 million square feet in Detroit. The loan sponsor purchased the property for approximately \$8.1 million in 2011, when occupancy was less than 50.0% and the property was not generating any operating income. According to the loan sponsor, since 2011 it has spent more than \$110.0 million to completely renovate the property. Upgrades included a lobby and exterior façade renovation, a new building integration system, parking deck repairs and the installation of universal card readers.

**The Property.** The First National Building property consists of a 26-story building with 840,436 square feet of Class A office space and the adjoining parking garage. The First National Building property was constructed in 1921 and is situated on approximately 1.06 acres. The First National Building, originally designed by architect Albert Kahn, is known as a unique asset in the Detroit market. The “Z” shape of the property maximizes the natural light and ventilation to the office spaces. Tenants at the property also have access to the adjoining parking garage that offers 472 spaces, or 0.56 spaces per 1,000 square feet, allocated solely for tenant use. Access to the First National Building is provided by East Congress Street, Bates Street, Woodward Avenue and Cadillac Square. The Interstate 75 expressway is located approximately 3.2 miles west of the property, and provides direct access to Interstate 94 and Interstate 96. These expressways will all have access to Interstate 275 in early 2016, and Congress Station (a station on the light rail system) will be located across from the property. This will serve as easy access to many of Detroit’s most popular attractions, including the new approximately \$650.0 million Detroit Events Center, which upon completion will be the location of the new Red Wings arena.

As of July 28, 2015, the property was 92.0% occupied by 37 tenants. The largest tenant at the property, Title Source, Inc. (“TSI”) leases 53.7% of the net rentable area through January 2023 and has occupied the space since July 2012. Affiliated with the loan sponsor, TSI is the largest independent provider of title insurance, property valuations and settlement services in the nation and the leading provider of settlement services for residential and commercial lending institutions. TSI is recognized as a preferred provider for five of the top 20 Fortune 100 companies and was named as a Detroit Free Press Top Workplace for the past six years. The property serves as the global headquarters for TSI, which accounts for approximately 60.3% of the in-place base rent at the property. The second largest tenant, Honigman, leases approximately 25.4% of the net rentable area through November 2025 and has occupied the space since 1948. Honigman has executed a 10-year lease extension and will pay new rental rates ranging from \$10.00 to \$23.50 per square foot, with a weighted average of \$21.09 per square foot. Honigman is a business law firm serving clients both nationally and internationally and is one of the 100 largest law firms in the nation. Honigman is currently headquartered at the property and accounts for 29.3% of the in-place base rent. The third largest tenant, United Way For Southeastern Michigan (“United Way SE”), leases approximately 5.4% of the net rentable area through November 2018 and has occupied the space since December 2008. United Way SE is the local branch of a national non-profit, United Way. United Way SE has partnered with the Greater Detroit community to improve local communities. United Way SE accounts for approximately 2.2% of the in-place base rent at the property. Since the beginning of 2015, the loan sponsor has executed five new or renewal leases, including Honigman. These leases account for 223,770 square feet (approximately 26.6% of the net rentable area).

## First National Building

The First National Building property is located in the central business district of Detroit. The property is adjacent to Campus Martius Park, located in downtown Detroit. Many demand drivers are located less than one mile from the property, including the Theatre District, Comerica Park and Ford Field. The Detroit Medical Center, with approximately 12,000 employees and more than 2,000 licensed beds, is 2.0 miles north. All of these locations will be accessible from the M1 Light Rail System. The property also benefits from its proximity to major public transportation lines, including Amtrak, which is located 4.3 miles north, and the Canadian rail service, which is accessible from the Windsor Train Terminal and located immediately across the Detroit River. Additionally, the property is located approximately 20.1 miles northeast of the Detroit-Metropolitan Wayne County Airport.

According to the appraisal, the property is located in the Detroit central business district office submarket. As of the second quarter of 2015, the submarket consisted of 161 buildings totaling approximately 26.5 million square feet of office space with an overall vacancy rate of 14.0% and average rents of \$20.80 per square foot. This compares to 15.2% and \$20.07 per square foot, respectively, when compared with the first quarter of 2015. The appraisal identified six directly comparable office properties built between 1917 and 2006 ranging in size from 245,862 to 957,355 square feet. The comparable office properties reported occupancies ranging from 97.0% to 100.0% with a weighted average of approximately 99.7%. Asking rents for the comparable office properties range from \$19.40 to \$25.00 per square foot. The appraisal concluded an office market rent of \$22.50. The average in-place rent for the property is \$19.28 per square foot, which is below the appraisal's concluded office market rents. The appraisal also identified five mixed-use properties with comparable retail rentals. Asking rents for the comparable retail properties range from \$19.50 to \$21.80 per square foot. The appraisal concluded a retail market rent of \$23.00 per square foot. Additionally, the appraisal identified twelve comparable parking garage properties ranging in size from 440 spaces to 1,850 spaces. The daily rates at the comparable garages ranged from \$5.00 to \$18.00 per space with monthly rates ranging from \$75.00 to \$264.00.

Historical and Current Occupancy <sup>(1)</sup>			
2012	2013	2014 <sup>(2)</sup>	Current <sup>(3)</sup>
86.7%	91.8%	92.6%	92.0%

(1) Historical Occupancies are as of December 31 for 2012 and 2013, and January 31, 2015 for 2014.

(2) 2014 Occupancy represents as-stabilized occupancy.

(3) Current Occupancy is as of July 28, 2015.

Tenant Summary <sup>(1)</sup>						
Tenant	Ratings Moody's/S&P/Fitch	Net Rentable Area (SF)	% of Total NRA	Base Rent PSF	% of Total Base Rent	Lease Expiration Date
Title Source, Inc.	NA / NA / NA	451,122	53.7%	\$20.50	60.3%	1/31/2023
Honigman Miller Schwartz & Cohn LLP <sup>(2)</sup>	NA / NA / NA	213,528	25.4%	\$21.09	29.3%	11/30/2025
United Way For Southeastern Michigan	NA / NA / NA	44,969	5.4%	\$7.59	2.2%	11/30/2018
SOMAT Engineering, Inc.	NA / NA / NA	7,057	0.8%	\$17.00	0.8%	2/28/2017
Local Initiatives Support Corporation	NA / NA / NA	5,822	0.7%	\$21.00	0.8%	5/31/2017
Goss, L.L.C.	NA / NA / NA	4,942	0.6%	\$17.55	0.6%	4/30/2026
Bassett & Bassett, Inc.	NA / NA / NA	4,309	0.5%	\$18.55	0.5%	12/31/2017
The Bieri Company	NA / NA / NA	3,605	0.4%	\$18.65	0.4%	9/30/2018
Central Bar & Grill LLC	NA / NA / NA	3,058	0.4%	\$22.66	0.5%	5/31/2025
TJA Staffing Services, Inc.	NA / NA / NA	2,974	0.4%	\$14.50	0.3%	10/31/2016

(1) Based on the underwritten rent roll.

(2) Honigman occupies space on floors 19-25. The \$21.09 per square foot rent represents a weighted average of the underwritten rent that Honigman pays. Honigman may terminate its lease as to approximately 20% of its leased space upon 90 days' written notice to the mortgage borrower. The mortgage loan was underwritten based on the full leased space.

## First National Building

Lease Rollover Schedule <sup>(1)</sup>									
Year	Number of Leases Expiring	Net Rentable Area Expiring	% of NRA Expiring	Base Rent Expiring	% of Base Rent Expiring	Cumulative Net Rentable Area Expiring	Cumulative % of NRA Expiring	Cumulative Base Rent Expiring	Cumulative % of Base Rent Expiring
Vacant	NAP	67,642	8.0%	NAP	NAP	67,642	8.0%	NAP	NAP
2015 & MTM	4	3,643	0.4	68,054	0.4%	71,285	8.4%	\$68,054	0.4%
2016	5	8,237	1.0	143,050	0.9	79,522	9.4%	\$211,103	1.3%
2017	8	23,510	2.8	421,671	2.7	103,032	12.2%	\$632,775	4.0%
2018	6	54,271	6.5	519,792	3.4	157,303	18.7%	\$1,152,566	7.4%
2019	2	2,176	0.3	45,713	0.3	159,479	19.0%	\$1,198,279	7.7%
2020	4	5,558	0.7	167,063	1.1	165,037	19.7%	\$1,365,342	8.8%
2021	0	0	0.0	0	0.0	165,037	19.7%	\$1,365,342	8.8%
2022	0	0	0.0	0	0.0	165,037	19.7%	\$1,365,342	8.8%
2023	1	451,122	53.7	9,248,001	60.3	616,159	73.4%	\$10,613,343	69.1%
2024	1	2,749	0.3	68,725	0.4	618,908	73.7%	\$10,682,068	69.5%
2025	2	216,586	25.8	4,572,909	29.8	835,494	99.4%	\$15,254,977	99.4%
2026 & Beyond	4	4,942	0.6	89,812	0.6	840,436	100.0%	\$15,344,789	100.0%
<b>Total</b>	<b>37</b>	<b>840,436</b>	<b>100.0%</b>	<b>\$15,344,789</b>	<b>100.0%</b>				

(1) Based on the underwritten rent roll.

Operating History and Underwritten Net Cash Flow							
	2012	2013	2014	TTM <sup>(1)</sup>	Underwritten	Per Square Foot	% <sup>(2)</sup>
Rents in Place <sup>(3)</sup>	\$4,498,569	\$8,949,888	\$12,672,797	\$12,821,777	\$15,344,789	\$18.26	76.7%
Vacant Income	0	0	0	0	847,150	1.01	4.2
<b>Gross Potential Rent</b>	<b>\$4,498,569</b>	<b>\$8,949,888</b>	<b>\$12,672,797</b>	<b>\$12,821,777</b>	<b>\$16,191,938</b>	<b>\$19.27</b>	<b>80.9%</b>
Parking Income	586,870	764,550	830,190	851,634	908,602	1.08	4.5
Other Reimbursements	1,284,693	2,660,619	2,923,198	3,029,590	2,907,152	3.46	14.5
<b>Net Rental Income</b>	<b>\$6,370,132</b>	<b>\$12,375,057</b>	<b>\$16,426,185</b>	<b>\$16,703,001</b>	<b>\$20,007,693</b>	<b>\$23.81</b>	<b>100.0%</b>
(Vacancy/Credit Loss)	0	0	0	0	(1,566,864)	(1.86)	(7.8)
<b>Effective Gross Income</b>	<b>\$6,370,132</b>	<b>\$12,375,057</b>	<b>\$16,426,185</b>	<b>\$16,703,001</b>	<b>\$18,440,830</b>	<b>\$21.94</b>	<b>92.2%</b>
<b>Total Expenses</b>	<b>\$6,656,156</b>	<b>\$8,797,498</b>	<b>\$9,255,523</b>	<b>\$9,171,419</b>	<b>\$10,058,848</b>	<b>\$11.97</b>	<b>54.5%</b>
<b>Net Operating Income<sup>(4)</sup></b>	<b>(\$286,024)</b>	<b>\$3,577,559</b>	<b>\$7,170,662</b>	<b>\$7,531,582</b>	<b>\$8,381,981</b>	<b>\$9.97</b>	<b>45.5%</b>
Total TI/LC, Capex/RR	0	0	0	0	569,774	0.68	3.1
<b>Net Cash Flow</b>	<b>(\$286,024)</b>	<b>\$3,577,559</b>	<b>\$7,170,662</b>	<b>\$7,531,582</b>	<b>\$7,812,208</b>	<b>\$9.30</b>	<b>42.4%</b>

(1) TTM column represents the trailing 12-month period ending on May 31, 2015.

(2) Percentage column represents percent of Net Rental Income for all revenue lines and represents percent of Effective Gross Income for the remainder of the fields.

(3) The increase in Underwritten Rents in Place from TTM Rents in Place is due to the inclusion of contractual rent steps through August 2016 totaling approximately \$337,975, the expiration of prior rent abatements and the newly executed Honigman lease.

(4) The negative 2012 Net Operating Income is primarily due to the property being under significant renovations during that year. According to the loan sponsor, the property was acquired in 2011 with less than 50.0% occupancy, and it subsequently spent approximately \$110.0 million on renovations, with the majority of 2012 leasing occurring in the second half of the year.

**Property Management.** The First National Building property is managed by Bedrock Management Services LLC, a Michigan limited liability company and an affiliate of the loan sponsor. The current management agreement commenced on August 23, 2011, has a five-year term and will automatically renew for successive three-year periods unless otherwise terminated by either party. The management agreement provides for a contractual management fee of 4.0% of gross income, payable on a monthly basis. The management fees related to the First National Building property are subordinate to the liens and interests of the First National Building loan.

## First National Building

**Escrows and Reserves.** At origination, the borrower was required to deposit into escrow approximately \$6.3 million for outstanding tenant improvements, approximately \$1.7 million for free rent, \$563,811 for leasing commissions, \$159,603 for real estate taxes, \$35,018 for future tenant improvements and leasing commissions and \$14,007 for replacement reserves.

**Tax Escrows** - On a monthly basis, the borrower is required to escrow 1/12 of the annual estimated tax payments, which currently equates to \$30,991.

**Insurance Escrows** - The requirement for the borrower to make deposits to the insurance escrow is waived so long as no event of default has occurred and is continuing and the borrower provides satisfactory evidence that (a) the property is insured as part of a blanket policy in accordance with the loan documents, and (b) the borrower has paid all required insurance premiums when due in accordance with the loan documents.

**Replacement Reserves** - On a monthly basis, the borrower is required to escrow \$14,007 (approximately \$0.20 per square foot annually) for replacement reserves. The reserve is capped at \$336,174 (approximately \$0.40 per square foot).

**TI/LC Reserves** - On a monthly basis, the borrower is required to escrow \$35,018 (approximately \$0.50 per square foot annually) for tenant improvement and leasing commission reserves. The reserve is capped at \$850,000 (approximately \$1.01 per square foot).

**Lockbox / Cash Management.** The loan is structured with a CMA lockbox. Tenant direction letters were required to be sent to all tenants upon the origination of the loan instructing them to deposit all rents and payments into the lockbox account controlled by the lender. The funds are then returned to an account controlled by the borrower until the occurrence of a Cash Sweep Period (as defined below). During a Cash Sweep Period, all funds in the lockbox account are swept daily to a segregated cash management account under the control of the lender. During a Cash Sweep Period, all excess cash flow after payment of the mortgage debt service, required reserves and operating expenses will be held as additional collateral for the loan. The lender has a first priority security interest in the cash management account.

A “Cash Sweep Period” means the occurrence of (i) an event of default, (ii) any bankruptcy action of the borrower, (iii) the date on which the debt service coverage ratio, based on trailing three months of gross income from operations, is less than 1.15x or (iv) Tenant Trigger Event (as defined below).

A “Tenant Trigger Event” means any of the following: (i) notification from either Honigman or TSI of its intention to (a) terminate or not extend or renew its lease (b) substantially or completely vacate its leased premises, or (c) not renew its lease on or prior to the required date to renew as outlined in such lease, (ii) either Honigman or TSI “goes dark”, vacates or abandons its leased premises, or (iii) either Honigman or TSI is or becomes subject to a bankruptcy action.