







MARINA HEIGHTS STATE FARM

| Mortgaged Property Information | | Mortgage Loan Information | | | |
|---------------------------------|-----------------|--|--------------|--|--|
| Number of Mortgaged Properties | 1 | Loan Seller | GSMC | | |
| Location (City/State) | Tempe, Arizona | Cut-off Date Principal Balance ⁽³⁾ | \$72,500,000 | | |
| Property Type | Office | Cut-off Date Principal Balance per SF ⁽¹⁾ | \$275.69 | | |
| Size (SF) | 2,031,293 | Percentage of Initial Pool Balance | 8.2% | | |
| Total Occupancy as of 12/7/2017 | 99.5% | Number of Related Mortgage Loans | None | | |
| Owned Occupancy as of 12/7/2017 | 99.5% | Type of Security | Leasehold | | |
| Year Built / Latest Renovation | 2015-2017 / NAP | Mortgage Rate | 3.5595% | | |
| Appraised Value | \$960,000,000 | Original Term to Maturity (Months) ⁽⁴⁾ | 120 | | |
| | | Original Amortization Term (Months) | NAP | | |
| | | Original Interest Only Period (Months) | 120 | | |
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| Sources and Uses | | | | | |
|--|---------------|--------|-------------------------------|---------------|--------|
| Sources | \$ | % | Uses | \$ | % |
| Whole Loan Amount | \$560,000,000 | 58.4% | Purchase Price ⁽⁶⁾ | \$930,000,000 | 97.1% |
| Principal's New Cash Contribution | 375,736,548 | 39.2 | Imputed Equity Purchase | 22,500,000 | 2.3 |
| Imputed Equity Contribution ⁽⁵⁾ | 22,500,000 | 2.3 | Closing Costs ⁽⁷⁾ | 5,736,548 | 0.6 |
| Total Sources | \$958,236,548 | 100.0% | Total Uses | \$958,236,548 | 100.0% |

- (1) Calculated based on the aggregate outstanding principal balance of the Marina Heights State Farm Whole Loan. See "— The Mortgage Loan" below.
- (2) The Maturity Date LTV Ratio is calculated using the "as-stabilized" appraised value of \$989,000,000. The Maturity Date LTV Ratio calculated based on the "as-is" appraised value is 58.3%.
- (3) The Cut-off Date Principal Balance of \$72,500,000 represents the non-controlling note A-1-C1 of the \$560,000,000 Marina Heights State Farm Whole Loan. See "—The Mortgage Loan" below.
- (4) The Marina Heights State Farm Whole Loan has an Anticipated Repayment Date (the "ARD") of January 6, 2028 and a Stated Maturity Date as of January 6, 2033.
- (5) The Marina Heights State Farm Whole Loan was used to finance the purchase of the Marina Heights State Farm Property by a wholly-owned subsidiary of a joint venture between JDM Partners, LLC ("JDM") and Transwestern Investment Group ("Transwestern") in a sale lease-back transaction from State Farm Mutual Automobile Insurance Company and its affiliates ("State Farm"), for total consideration of \$958,236,548. Total consideration consists of \$560.0 million of loan proceeds, approximately \$375.7 million of cash from JDM (for an approximately 94% equity stake) and an imputed equity contribution from Transwestern of \$22.5 million (for an approximately 6% equity stake). Transwestern contributed its interest in the purchase agreements with respect to the property, to the joint venture in exchange for its 6% equity interest.
- (6) Represents the contractual purchase price.
- (7) Closing costs include costs associated with the purchase and sale transaction.

- **The Mortgage Loan.** The mortgage loan (the "**Marina Heights State Farm Loan**") is part of a whole loan (the "**Marina Heights State Farm Whole Loan**") consisting of eight *pari passu* notes with an outstanding aggregate principal balance of \$560,000,000 and is secured by a first mortgage encumbering the borrower's leasehold interest in an office building in Tempe, Arizona (the "**Marina Heights State Farm Property**"). The Marina Heights State Farm Loan (evidenced by note A-1-C1), has an outstanding principal balance as of the Cut-off Date of \$72,500,000 and represents approximately 8.2% of the Initial Pool Balance.

The Marina Heights State Farm Whole Loan was originated by Goldman Sachs Mortgage Company on December 7, 2017. Subsequent to the origination date, 35% of the Marina Heights State Farm Whole Loan, evidenced by Note A-2-C1, Note A-2-C2, Note A-2-C3, Note A-2-C4 and Note A-2-C5, was transferred to Deutsche Bank AG, acting through its New York Branch ("**DBNY**"). Each note comprising the Marina Heights State Farm Whole Loan has an interest rate of (i) prior to the ARD, 3.5595% *per annum* and (ii) following the ARD, the sum of (a) the greater of (x) 3.5595% and (y) the rate for U.S. dollar swaps with a 10-year maturity, as of the ARD plus (b) 3.0% *per annum*. All interest in excess of the initial rate will be deferred and not be payable until the outstanding principal balance of the Marina Heights State Farm Whole Loan has been paid in full. The borrower utilized the proceeds of the Marina Heights State Farm Whole Loan to acquire the Marina Heights State Farm Property, return equity to the borrower sponsors and pay origination costs.

MARINA HEIGHTS STATE FARM

The Marina Heights State Farm Whole Loan had an initial term of 120 months to the ARD and has a remaining term of 118 months to the ARD as of the Cut-off Date. The stated maturity date is the due date in January 2033 (the “**Stated Maturity Date**”). The Marina Heights State Farm Whole Loan will be interest only for the entire term until the ARD. From the first loan due date after the ARD until the Stated Maturity Date, the Marina Heights State Farm Whole Loan will amortize on a 30-year schedule. At any time on or after the loan due date in January 2019, the borrower will have the right to prepay the Marina Heights State Farm Whole Loan in whole or in part. Any voluntary prepayments prior to the due date in July 2027 require a yield maintenance premium, which may be no less the 1% of the amount prepaid.

The following table outlines the eight *pari passu* notes of the Marina Heights State Farm Whole Loan:

| Note | Original Balance | Cut-off Date Principal Balance | Note holder | Controlling Piece |
|----------------------------------|----------------------|--------------------------------|-------------------|-------------------|
| Note A-1-S | \$264,000,000 | \$264,000,000 | GSMS 2017-FARM | Yes |
| Note A-1-C1 | 72,500,000 | 72,500,000 | GSMS 2018-GS9 | No |
| Note A-1-C2 ⁽¹⁾ | 27,500,000 | 27,500,000 | GSMC | No |
| Note A-2-C1 ⁽²⁾ | 45,000,000 | 45,000,000 | DBNY | No |
| Note A-2-C2 ⁽²⁾ | 60,000,000 | 60,000,000 | DBNY | No |
| Note A-2-C3 ⁽²⁾ | 50,000,000 | 50,000,000 | DBNY | No |
| Note A-2-C4 | 20,000,000 | 20,000,000 | Benchmark 2018-B2 | No |
| Note A-2-C5 | 21,000,000 | 21,000,000 | Benchmark 2018-B2 | No |
| Total | \$560,000,000 | \$560,000,000 | | |

(1) Note A-1-C2 is currently held by GSMC and is expected to be contributed to one or more future securitization transactions.

(2) Notes A-2-C1, A-2-C2 and A-2-C3 are currently held by DBNY and are expected to be contributed to one or more future securitization transactions.

The Marina Heights State Farm total debt capital structure is shown below:

Marina Heights State Farm Total Debt Capital Structure

| | | Cumulative Amount Per SF | Loan-to-Purchase Price ⁽¹⁾ | Cut-off Date LTV Ratio ⁽²⁾ | Underwritten In-Place NOI / NCF Debt Yield ⁽³⁾ | Underwritten In-Place NOI / NCF DSCR ⁽³⁾ | Adjusted Underwritten NOI / NCF Debt Yield ⁽⁴⁾ | Adjusted Underwritten NOI / NCF DSCR ⁽⁴⁾ |
|--------------------------------------|--|--------------------------|---------------------------------------|---------------------------------------|---|---|---|---|
| Marina Heights State Farm Whole Loan | Marina Heights State Farm Loan \$72,500,000 Note A-1-C1 | | | | | | | |
| | Marina Heights State Farm Companion Loans \$487,500,000 Note A-1-S, Note A-1-C2, Note A-2-C1, Note A-2-C2, Note A-2-C3, Note A-2-C4 and Note A-2-C5 Held by GSMC and DBNY | \$275.69 | 58.4% | 58.3% | 9.4% / 9.4% | 2.62x / 2.62x | 11.3% / 11.3% | 3.13x / 3.12x |
| | Implied Borrower Sponsor Equity ⁽²⁾ \$400,000,000 | \$472.61 | - | - | - | - | - | - |

(1) Based on total consideration of approximately \$958.2 million, including \$560.0 million of loan proceeds, approximately \$375.7 million of cash from JDM and an imputed equity contribution from Transwestern of \$22.5 million.

(2) Based on the Appraised Value of \$960,000,000 as of November 20, 2017, as determined by the appraiser.

(3) Calculated based on Underwritten In-Place NOI of \$52,901,590 and Underwritten In-Place NCF of \$52,901,590. See “Cash Flow Analysis” in this Term Sheet for a description of Underwritten In-Place NOI and Underwritten In-Place NCF.

(4) Calculated based on Adjusted Underwritten NOI of \$63,333,156 and Adjusted Underwritten NCF of \$63,137,233. See “Cash Flow Analysis” in this Term Sheet for a description of Adjusted Underwritten NOI and Adjusted Underwritten NCF.

- **The Mortgaged Property.** The Marina Heights State Farm Property is an approximately 2.03 million SF office campus located in Tempe, Arizona consisting of approximately (i) 1.97 million SF of office space, (ii) approximately 58,000 SF of dining, retail, and wellness space, and (iii) approximately 8,000 SF of management space. The Marina Heights State Farm Property is situated on approximately 20 acres of land located on the Rio Salado Parkway between Arizona State University and Tempe Town Lake, with access to Loop 202 and the Phoenix Sky Harbor International Airport located approximately four miles from the Marina Heights State Farm Property. The Marina Heights State Farm Property consists of five office buildings that were built-to-suit as a super-regional headquarters for State Farm in 2015 through 2017 to serve the southwestern United States markets and are completely leased to State Farm pursuant to five separate triple net leases averaging more than 20 years, with annual 2.0% rent escalations and with the option to renew each lease for up to 20 additional years. The approximately 58,000 SF of dining, retail and wellness space is located on the ground floors of two separate office buildings. State Farm has taken occupancy in each of the five buildings and all in-place retail tenants have taken occupancy. The State Farm leases require the tenant to reimburse operating expenses at the Marina Heights State Farm Property. State Farm is an insurance company, with investment grade credit ratings of AA from S&P.

The Marina Heights State Farm Property was delivered to State Farm in 2015 through 2017 to meet the company's need for a state-of-the-art campus to accommodate the consolidation of approximately 10,000 employees from across the southwest region. As part of this strategy, the Marina Heights State Farm Property was developed as a Class A office campus offering modern finishes and flexible office configurations for office, conference and training needs. The Marina Heights State Farm Property also offers retail, dining, and wellness amenities for employees and 7,991 parking spaces (approximately 3.9 spaces per 1,000 SF). The Marina Heights State Farm Property has large, raised floor plates, raised ceilings, modern building systems, along with marble and natural hardwood lobby accents and ground floor café and restaurant tenants. Furthermore, the campus offers access to Loop 202 and is approximately four miles from the Phoenix Sky Harbor International Airport. The Marina Heights State Farm Property is also expected to be a future stop for the Tempe Streetcar (which is in an initial construction phase and is not expected to be completed prior to 2020), which is anticipated to provide access to the airport, downtown and central Phoenix, and west Mesa via the Valley Metro Light Rail.

The following table presents certain information relating to the major tenants at the Marina Heights State Farm Property:

Ten Largest Tenants Based on Underwritten Base Rent

| Tenant Name | Credit Rating (Fitch/MIS/S&P) ⁽¹⁾ | Tenant GLA | % of GLA | UW Base Rent | % of Total UW Base Rent | UW Base Rent \$ per SF | Lease Expiration | Renewal / Extension Options |
|-----------------------------------|---|------------------|---------------|---------------------|-------------------------------|------------------------------|---------------------|--|
| State Farm Building B | NR / NR / AA | 575,639 | 28.3% | \$15,265,946 | 28.9% | \$26.52 | 12/31/2042 | 4, 5-year options, 2, 10-year options |
| State Farm Building E | NR / NR / AA | 426,902 | 21.0 | 11,321,441 | 21.4 | 26.52 | 12/31/2032 | 4, 5-year options, 2, 10-year options |
| State Farm Building D | NR / NR / AA | 370,332 | 18.2 | 9,821,205 | 18.6 | 26.52 | 12/31/2035 | 4, 5-year options, 2, 10-year options |
| State Farm Building A | NR / NR / AA | 347,851 | 17.1 | 9,225,009 | 17.5 | 26.52 | 12/31/2037 | 4, 5-year options, 2, 10-year options |
| State Farm Building C | NR / NR / AA | 245,370 | 12.1 | 6,507,212 | 12.3 | 26.52 | 12/31/2039 | 4, 5-year options, 2, 10-year options |
| MarinaLink (State Farm) | NR / NR / AA | 7,154 | 0.4 | 182,427 | 0.3 | 25.50 | 3/31/2027 | 2, 5-year options |
| Mountainside Fitness | NR / NR / NR | 17,485 | 0.9 | 174,850 | 0.3 | 10.00 | 3/31/2027 | 1, 5-year option |
| Honor Health | NR / NR / NR | 5,736 | 0.3 | 123,496 | 0.2 | 21.53 | 7/31/2027 | 1, 5-year option |
| Compass - Cafe 450 | NR / NR / NR | 6,610 | 0.3 | 69,446 | 0.1 | 10.51 | 12/31/2031 | 1, 5-year option |
| Compass - Matt's Big Breakfast | NR / NR / NR | 5,007 | 0.2 | 52,605 | 0.1 | 10.51 | 12/31/2031 | 1, 5-year option |
| Largest Tenants | | 2,008,086 | 98.9% | \$52,743,637 | 99.9% | \$26.27 | | |
| Remaining Tenants | | 12,719 | 0.6 | 54,846 | 0.1 | 4.31 | | |
| Vacant Spaces | | 10,488 | 0.5 | 0 | 0.0 | 0.00 | | |
| Totals / Wtd. Avg. Tenants | | 2,031,293 | 100.0% | \$52,798,483 | 100.0% | \$26.13 | | |

(1) Ratings for State Farm leases are those for State Farm Mutual Automobile Insurance Company, the tenant on each State Farm lease.

MARINA HEIGHTS STATE FARM

The following table presents certain information relating to the lease rollover schedule at the Marina Heights State Farm Property based on initial lease expiration dates:

Lease Expiration Schedule

| Year Ending December 31, | Expiring Owned GLA | % of Owned GLA | Cumulative % of Owned GLA | UW Base Rent | % of Total UW Base Rent | UW Base Rent \$ per SF | # of Expiring Leases ⁽¹⁾ |
|--------------------------|-----------------------|----------------------|------------------------------|---------------------|----------------------------|---------------------------|--|
| MTM | 0 | 0.0% | 0.0% | \$0 | 0.0% | \$0.00 | 0 |
| 2018 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2019 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2020 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2021 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2022 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2023 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2024 | 0 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 0 |
| 2025 ⁽²⁾ | 915 | 0.0 | 0.0% | 0 | 0.0 | 0.00 | 1 |
| 2026 ⁽²⁾ | 6,621 | 0.3 | 0.4% | 0 | 0.0 | 0.00 | 3 |
| 2027 | 30,375 | 1.5 | 1.9% | 480,773 | 0.9 | 15.83 | 3 |
| 2028 | 0 | 0.0 | 1.9% | 0 | 0.0 | 0.00 | 0 |
| 2029 & Thereafter | 1,982,894 | 97.6 | 99.5% | 52,317,710 | 99.1 | 26.38 | 11 |
| Vacant | 10,488 | 0.5 | 100.0% | 0 | 0.0 | 0.00 | 0 |
| Total / Wtd. Avg. | 2,031,293 | 100.0% | | \$52,798,483 | 100.0% | \$26.13 | 18 |

(1) Some tenants have more than one lease.

(2) Includes total of 7,536 SF which pertains to the management office, which does not pay rent or reimbursements at the Marina Heights State Farm Property.

The following table presents certain information relating to historical occupancy at the Marina Heights State Farm Property:

Historical Leased %⁽¹⁾

| 2015 | 2016 |
|------|------|
| NAP | NAP |

(1) Historical occupancy is not available as the Marina Heights State Farm Property was constructed between 2015 to 2017. Historical occupancy information was not provided in connection with the sale leaseback transaction.

The following table presents certain information relating to ground lease expense projections at the Marina Heights State Farm Property:

Ground Rent Expense Projection

| Year Ending | Ground Rent |
|---------------------------|-------------|
| 11/30/2018 | \$0 |
| 11/30/2019 | \$0 |
| 11/30/2020 | \$0 |
| 11/30/2021 | \$0 |
| 11/30/2022 | \$0 |
| 11/30/2023 | \$84,983 |
| 11/30/2024 | \$2,232,395 |
| 11/30/2025 | \$4,106,789 |
| 11/30/2026 and thereafter | \$4,375,033 |

- **Operating History and Underwritten Net Cash Flow.** The following table presents certain information relating to the historical operating performance and the Underwritten Net Cash Flow at the Marina Heights State Farm Property:

Cash Flow Analysis⁽¹⁾

| | Borrower Sponsor Budget (11/2018) | Underwritten In-Place⁽²⁾ | Adjusted Underwritten⁽²⁾ | Adjusted Underwritten \$ per SF |
|---|--|--|--|--|
| Base Rental Revenue | \$51,595,814 | \$52,798,483 | \$52,798,483 | \$25.99 |
| Contractual Rent Steps ⁽³⁾ | 0 | 0 | 11,242,393 | 5.53 |
| Overage / Percentage Rent | 48,000 | 0 | 0 | 0.00 |
| Total Reimbursement Revenue | 17,862,446 | 17,819,370 | 19,919,069 | 9.81 |
| Market Revenue from Vacant Units | 0 | 0 | 300,493 | 0.15 |
| Gross Revenue | \$69,506,260 | \$70,617,853 | \$84,260,438 | \$41.48 |
| Vacancy / Credit Loss ⁽⁴⁾ | 0 | 0 | (1,100,423) | (0.54) |
| Effective Gross Revenue | \$69,506,260 | \$70,617,853 | \$83,160,015 | \$40.94 |
| Total Operating Expenses ⁽⁵⁾ | \$17,716,262 | \$17,716,262 | \$19,826,859 | \$9.76 |
| Net Operating Income | \$51,789,998 | \$52,901,590 | \$63,333,156 | \$31.18 |
| TI/LC | 0 | 0 | 53,733 | 0.02 |
| Capital Expenditures | 0 | 0 | 142,191 | 0.07 |
| Net Cash Flow | \$51,789,998 | \$52,901,590 | \$63,137,233 | \$31.08 |

(1) Historical financial information is not available as the Marina Heights State Farm Property was constructed from 2015 to 2017.

(2) Underwritten cash flow based on contractual rents as of December 7, 2017 and contractual rent steps through January 31, 2019.

(3) Reflects the net present value of future contractual rent steps for investment grade tenants using a discount rate of 7%.

(4) Reflects 1.0% vacancy for State Farm space, supported by long-term investment grade tenancy; in-place economic vacancy for retail space of 21.2%; and 0% vacancy on management office space.

(5) Includes the average of ground rent expense over the Marina Heights State Farm Whole Loan term, which is required to be reimbursed by the tenants.

- **Appraisal.** According to the appraisal dated December 5, 2017, the Marina Heights State Farm Property had an “as-is” appraised value of \$960,000,000 and a “go dark” value of \$573,000,000 as of November 20, 2017. In addition, the appraisal noted an “as-stabilized” value of \$989,000,000 as of April 1, 2019, assuming market conditions remain stable.

- **Environmental Matters.** According to the Phase I environmental report, dated November 28, 2017, there are no recognized environmental conditions or recommendations for further action at the Marina Heights State Farm Property.

- **Market Overview and Competition.**

—**Phoenix Market:** According to third party market research reports, the Phoenix office market contains 102.4 million SF of office space within 22 submarkets, and market activity has remained steady recently. The metropolitan area had monthly average employment growth of 2.6% in the first half of 2017. Of the 56,000 jobs added year-over-year through June 2017, roughly 30.0% (16,800) were office-using jobs in the financial activities sector and professional and business services sector, which accounts for 61.0% of the entire office sector employment. Overall net absorption was roughly 996,000 SF for the second quarter of 2017. Class A vacancy was 13.8% as of third quarter 2017, a 0.4% decrease over the prior quarter and 0.9% decrease from year end 2016, with average quoted rents of \$28.85 per SF as of the third quarter 2017 for Class A properties, up \$0.46 per SF over the prior quarter.

—**Tempe Submarket:** The Marina Heights State Farm Property is located in Tempe, Arizona. According to third party market research reports, demand has largely kept pace with the large supply that has come on line in recent years, mainly due to the State Farm headquarters, resulting in a vacancy rate (6.7% for Class A as of third quarter 2017) that has remained near or below the historical average since 2013. Twelve month rent growth as of third quarter 2017 was 4.3% and the average rent commands an approximately 15% premium over the metro average. Gross market rents for Class A office leases are \$34.46 per SF.

MARINA HEIGHTS STATE FARM

The following table presents select comparable office property leases, including local comparisons and the other State Farm super-regional HQ leases for the Marina Heights State Farm Property:

Office Lease Comparables⁽¹⁾

| Property Name | Location | Class | Lease Type | Quoted Rate per SF | Tenant | Lease Size (SF) | Lease Date | Approx. Lease Term (Years) |
|--|------------------|----------|--------------|------------------------------|---------------------------|------------------|-------------|----------------------------|
| Marina Heights State Farm | Tempe, AZ | A | NNN | \$26.52 | State Farm | 1,966,094 | 2017 | 20⁽²⁾ |
| Marina Heights State Farm | Tempe, AZ | A | Gross | \$35.37⁽³⁾ | State Farm | 1,966,094 | 2017 | 20⁽²⁾ |
| State Farm Atlanta | Dunwoody, GA | AA | NNN | \$27.56 | State Farm | 569,778 | 2016 | 20 |
| State Farm Campus at CityLine | Richardson, TX | A | NNN | \$21.06 | State Farm | 2,105,733 | 2016 | 21 |
| Hayden Ferry Lakeside – Phase II | Tempe, AZ | A | Gross | \$44.00 | KPMG | 25,577 | 2017 | 5 |
| Hayden Ferry Lakeside I | Tempe, AZ | A | Gross | \$41.00 | Edelman Financial | 5,165 | 2017 | 5 |
| Papago Gateway Center | Tempe, AZ | A | Gross | \$34.00 | WSP USA Inc | 29,137 | 2017 | 1 |
| Rio 2100 – Freedom Financial Building 1 | Tempe, AZ | A | NNN | \$25.00 | Freedom Financial Network | 300,000 | 2017 | 11 |
| The Grand at Papago Park Center Phase I | Tempe, AZ | A | Gross | \$31.50 | Union Bank | 170,404 | 2017 | 11 |
| Comparable Property Average⁽⁴⁾ | | | | \$24.54⁽⁵⁾ | | 457,971 | | 11 |

(1) Information is based on third party market research reports.

(2) Represents the average lease term of the Marina Heights State Farm tenants.

(3) The State Farm lease is triple net, however this represents the total rent including expense reimbursements.

(4) Comparable property average does not include the Marina Heights State Farm Property.

(5) \$24.54 is comparable property average quoted rate per SF for triple net leases only. Comparable property average quoted rate per SF for gross leases only is \$37.63.

The following table presents select comparable recent single tenant office property sales for similar headquarters leases for the Marina Heights State Farm Property:

Single Tenant Office Sales Comparables⁽¹⁾

| Property Name | Location | Sale Year | Year Built | Building SF | Sale Price | Sales Price per SF | Occupancy at Sale | Cap Rate |
|--|-----------------------|-------------|------------------|------------------|----------------------|--------------------|-------------------|--------------|
| Marina Heights State Farm⁽²⁾ | Tempe, AZ | 2017 | 2015-2017 | 2,031,293 | \$930,000,000 | \$457.84 | 100% | 5.25% |
| State Farm Atlanta | Dunwoody, GA | 2017 | 2016 | 590,926 | \$275,400,000 | \$466.05 | 100% | 5.66% |
| State Farm Campus at CityLine | Richardson, TX | 2016 | 2016 | 2,262,902 | \$825,000,000 | \$364.58 | 97% | 5.24% |
| Princeton Place at Hopewell | Hopewell Township, NJ | 2017 | 2001 | 553,941 | \$148,000,000 | \$267.18 | 100% | 8.14% |
| Three & Four Constitution Square | Washington D.C. | 2016 | 2016 | 839,000 | \$495,000,000 | \$589.99 | 100% | 6.60% |
| Novo Nordisk NA HQ | Plainsboro, NJ | 2016 | 1985 | 761,824 | \$305,000,000 | \$400.35 | 70% | 5.66% |
| Verizon Headquarters | Irving, TX | 2016 | 1991 | 1,150,250 | \$344,000,000 | \$299.07 | 100% | 5.35% |
| Ameriprise HQ Building | Minneapolis, MN | 2016 | 1999 | 847,667 | \$200,000,000 | \$235.94 | 100% | 7.56% |
| NIAID | Rockville, MD | 2016 | 2014 | 515,717 | \$177,846,000 | \$344.85 | 100% | 6.00% |
| Comparable Property Average⁽³⁾ | | | | 940,278 | \$346,280,750 | \$371.00 | 96% | 6.28% |

(1) Information is based on third party market research reports.

(2) Includes the Marina Heights State Farm Property retail tenants.

(3) Comparable Property Average does not include the Marina Heights State Farm Property.

- **The Borrower.** The borrower is Corporate Properties Tempe SPE, L.L.C., a Delaware limited liability company and single-purpose entity. Legal counsel to the borrower delivered a non-consolidation opinion in connection with the origination of the Marina Heights State Farm Whole Loan. Other than the borrower, no person or entity guarantees the non-recourse carveouts with respect to the Marina Heights State Farm Whole Loan.

The Marina Heights State Farm Property is indirectly owned by a joint venture between JDM and Transwestern. JDM is a Phoenix-based real estate development and equity fund management firm. JDM sponsors multiple real estate funds with approximately \$1.2 billion in assets under management as of December 31, 2016 and is the limited partner and majority equity holder. As of December 31, 2016, JDM's fund assets consists of office, commercial, and resort assets, including 23 commercial and office buildings in 16 states, totaling over six million SF (not including the Marina Heights State Farm Property). JDM has an existing relationship with State Farm as State Farm is the tenant in 20 of the 23 commercial and office buildings referenced in the preceding sentence and accounts for over 4.8 million of the over six million SF. Transwestern, an investment advisor with approximately \$3.4 billion in assets under management as of third quarter 2017, is the general partner and a minority equity holder in the joint venture. Transwestern has an existing relationship with State Farm, including acting as general partner, minority equityholder and property manager of State Farms' two other super-regional headquarters in

Richardson, Texas and Dunwoody, Georgia. One of Transwestern's affiliates manages the Marina Heights State Farm Property.

- **Escrows.** On each due date, during the continuance of a Marina Heights State Farm Trigger Period or after the ARD, the borrower is required to fund certain reserve accounts including but not limited to (i) a tax, ground rent and insurance reserve in an amount equal to one-twelfth of the amount that the lender reasonably estimates will be necessary to pay taxes, ground rent and insurance premiums over the then succeeding 12-month period (which will also be required to be funded following any failure of State Farm to pay all required taxes and insurance payments when due), (ii) a tenant improvements and leasing commissions reserve in an amount equal to \$338,549 and (iii) a capital expenditure reserve in an amount equal to \$50,782.

In addition, on each due date (a) during the continuance of a Marina Heights State Farm Trigger Period, (b) during the continuance of an event of default under the Marina Heights State Farm Whole Loan or (c) after the ARD, the related loan documents require an excess cash flow reserve as discussed under “*Lockbox and Cash Management*” below. On the ARD, if the Marina Heights State Farm Whole Loan has not been repaid in full, any amounts then contained in the excess cash flow reserve are required to be applied toward prepayment of the Marina Heights State Farm Whole Loan.

A “**Marina Heights State Farm Trigger Period**” means any period during which (i) State Farm is in default under any lease beyond any applicable notice and cure period, (ii) State Farm is rated below Baa3 by Moody's (to the extent that Moody's is then rating State Farm) or BBB- by S&P, (iii) State Farm has surrendered, cancelled or terminated any of the State Farm leases or given written notice of its intent to surrender, cancel or terminate any of State Farm leases, (iv) State Farm fails to continuously occupy at least 50.0% of the aggregate space demised by all of the State Farm leases, or (v) State Farm is the subject of a voluntary or involuntary bankruptcy proceeding or the subject of any other proceeding under any reorganization, arrangement, adjustment of debt, relief of creditors, dissolution, insolvency or similar law of any jurisdiction or State Farm has otherwise dissolved, been adjudicated insolvent or bankrupt or made a general assignment for the benefit of creditors. A Trigger Period will no longer be continuing if a replacement tenant or replacement tenants that are each rated Baa3 or better by Moody's and BBB- or better by S&P and have assumed the obligations of State Farm under its leases or have entered into a replacement lease(s) for the State Farm space.

- **Lockbox and Cash Management.** The Marina Heights State Farm Whole Loan is structured with a hard lockbox and springing cash management. The related loan documents require the borrower to direct tenants to pay rent directly to a lender-controlled lockbox account and all cash revenues relating to the Marina Heights State Farm Property and all other money received by the borrower or the property manager with respect to the Marina Heights State Farm Property (other than tenant security deposits required to be held in escrow accounts) be deposited into such lockbox account or cash management account within one business day of receipt. Prior to the ARD, for so long as no Marina Heights State Farm Trigger Period or event of default under the Marina Heights State Farm Loan is continuing, all funds in the lockbox account are required to be swept into a borrower-controlled operating account on a daily basis. During the continuance of a Marina Heights State Farm Trigger Period, after the ARD or the continuance of an event of default under the Marina Heights State Farm Whole Loan, all funds in the lockbox account are required to be swept into a lender-controlled cash management account on a daily basis and all amounts on deposit in the cash management account after payment of debt service, required reserves (if the lender so elects, with respect to the continuance of an event of default) and operating expenses, are required to be reserved in an excess cash flow reserve account as additional collateral.
- **Property Management.** The Marina Heights State Farm Property is currently managed by Transwestern Commercial Services Arizona L.L.C. pursuant to a management agreement. Under the related loan documents, the Marina Heights State Farm Property is required to remain managed by Transwestern Commercial Services Arizona L.L.C., a property manager meeting the qualifications set forth in in the related loan documents, or any other management company approved by the lender in accordance with the related loan documents and with respect to which a Rating Agency Confirmation has been received. The lender has the right to replace, or require the borrower to replace, the property manager and require the borrower to engage a property manager selected by the borrower (unless otherwise provided in the related loan documents), subject to the lender's reasonable approval, (i) during the continuance of an event of default under the Marina Heights State Farm Whole Loan, (ii) following any foreclosure, conveyance in lieu of foreclosure or other similar transaction, (iii) during the continuance of a material default by a property manager under the management agreement (after the expiration of any applicable notice and/or cure periods), (iv) if the property manager files or is the subject of a petition in bankruptcy or (v) if a trustee or receiver is appointed for the property manager's assets or the property manager makes an assignment for the benefit of its creditors or is adjudicated insolvent.

- **Additional Debt.** The loan documents permit unsecured partner loans made to Corporate Properties Trust III, L.P. or any entity that owns a direct or indirect interest in Corporate Properties Trust III, L.P. if the borrower has no obligations thereunder. See “*Description of the Mortgage Pool—Additional Indebtedness—Other Unsecured Indebtedness*” in the Prospectus.
 - **Ground Lease.** The borrower’s interest with respect to the Marina Heights State Farm Property is through a ground lease with the Arizona Board of Regents, a body corporate, for and on behalf of Arizona State University (the “**Ground Lessor**”) that commenced on August 16, 2013 and expires on August 16, 2112 (the “**Ground Lease**”). The borrower has one option to renew for a period of no fewer than 25 and no more than 99 years. The Ground Lease is structured with seven separate phases corresponding to the seven buildings. No rent payments are due with respect to any phase under the ground lease until the 8th anniversary of the day the first certificate of occupancy was issued for such phase. The rent commencement dates for the phases begin on October 13, 2023 and the final phase rent commences March 3, 2025. The maximum ground rent expense once rent commences for all phases is \$4,375,033 *per annum*. There are no contractual ground lease increases. \$30,905,569 of rent has previously been paid to the Ground Lessor. In addition to ground rent, the Ground Lease requires the tenant to cover certain additional costs and expenses, including but not limited to:
 - annual payments to the City of Tempe, which includes a set of annual payments calculated on gross building space and number of office floors (a portion of these payments fund K-12 city schools) and a \$309,315 annual municipal services fee;
 - annual payments to the Rio Salado Community Facilities District equal to the Ground Lessor’s proportionate share of maintaining the adjacent public lake and park; and
 - all taxes, assessments, utility fees or other charges imposed upon or that are a lien on the Marina Heights State Farm Property or the improvements. For example, pending the execution of the Streetcar Development Agreement in order to develop the Streetcar project, the borrower will be required to pay annual payments of \$210,125.30 for 20 years, totaling an aggregate payment of \$4,202,506.
- The Marina Heights State Farm Property is exempt from property taxes because the Ground Lessor is a tax exempt government agency. The Ground Lease prohibits the Ground Lessor from transferring the fee to any entity that is not the State of Arizona or a political subdivision thereof that is exempt from property taxes.
- **Condominium.** The Marina Heights State Farm Property has been divided into multiple condominium units. On the origination date the borrower represented that every condominium unit was owned by the borrower and was part of the collateral by way of the condominium units being part of the ground leasehold interest in the Marina Heights State Farm Property held by the borrower. The borrower further represented it owned 100% of the undivided interests in the common elements of the condominium, that the condominium units owned by the borrower were the only condominium units in the condominium, and that it controls 100% of the condominium association.
 - **Terrorism Insurance.** The borrower is required to maintain terrorism insurance in an amount equal to the full replacement cost of the Marina Heights State Farm Property, as well as 18 months of rental loss and/or business interruption coverage, together with a 12-month extended period of indemnity following restoration. If TRIPRA is no longer in effect, then the borrower’s requirement with respect to terrorism insurance will be capped at insurance premiums equal to two times the amount of the insurance premium payable in respect of the property and business interruption/rental loss insurance required under the related loan documents (without giving effect to the cost of terrorism and earthquake components of such casualty and business interruption/rental loss insurance). See “*Risk Factors—Terrorism Insurance May Not Be Available for All Mortgaged Properties*” in the Prospectus.