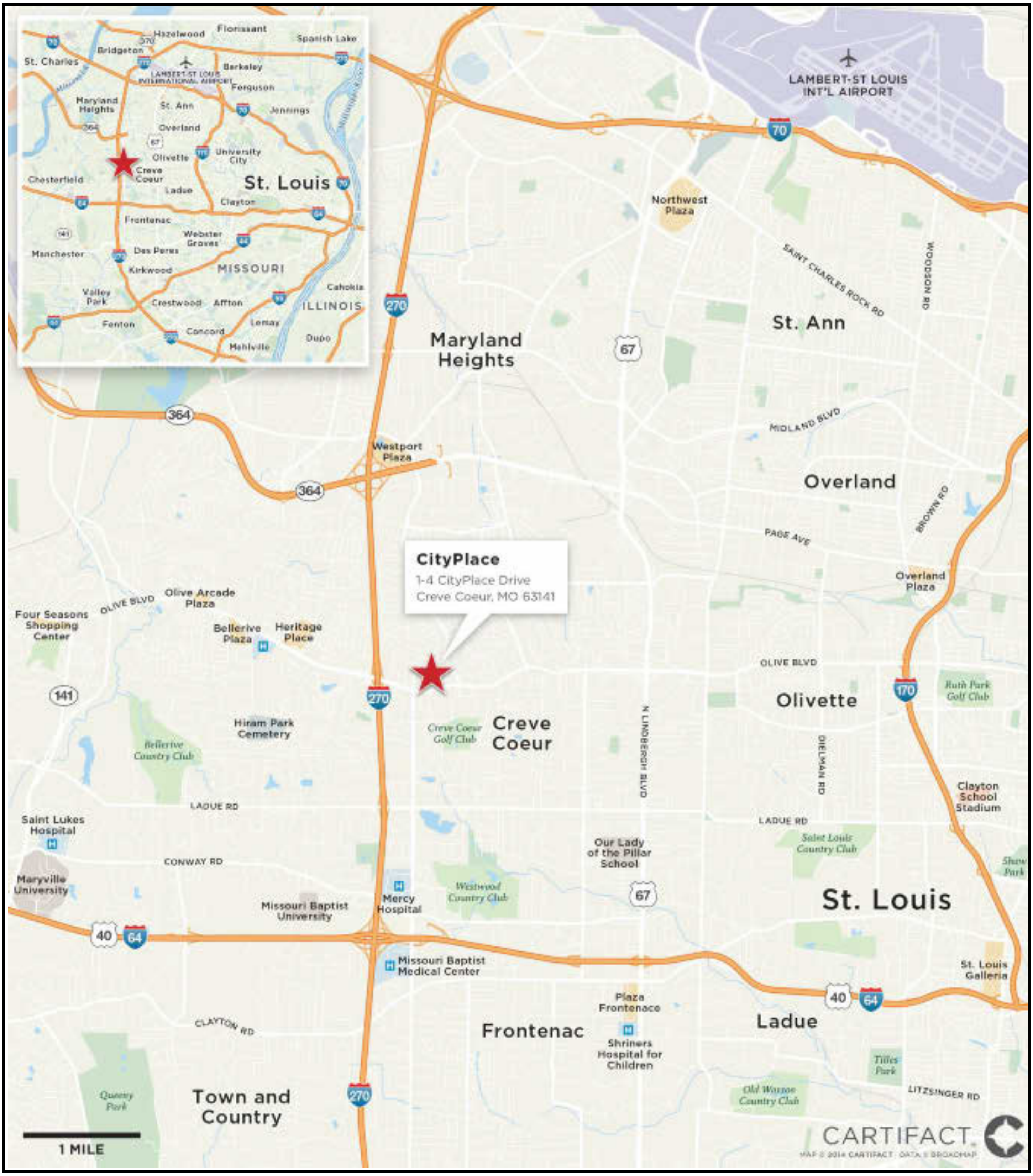
# CityPlace

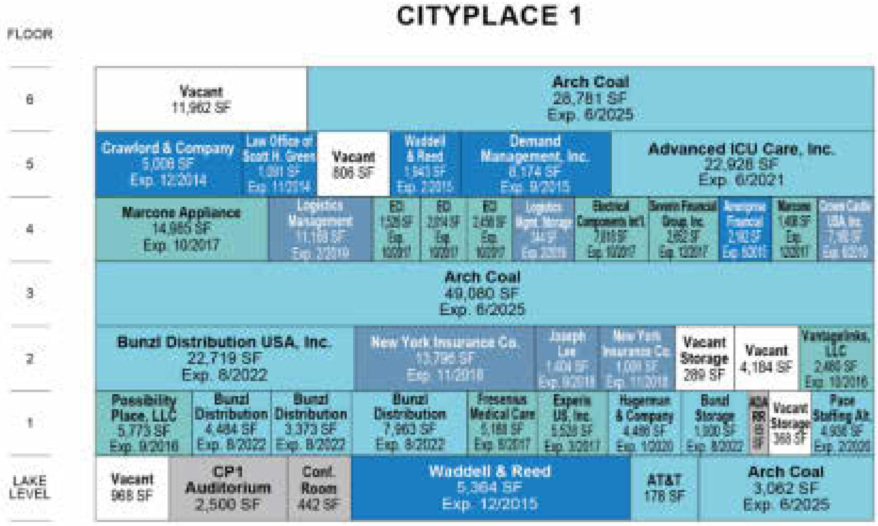
## CityPlace


CityPlace
1-4 CityPlace Drive
Creve Coeur, MO 63141
LAMBERT-ST LOUIS INT'L AIRPORT
Northwest Plaza
St. Ann
Maryland Heights
Westport Plaza
Overland
Overland Plaza
Olivette
Creve Coeur
Olive Arcade Plaza
Four Seasons Shopping Center
Bellerive Plaza
Heritage Place
Hiram Park Cemetery
Saint Lukes Hospital
Maryville University
Missouri Baptist University
Mercy Hospital
Missouri Baptist Medical Center
Our Lady of the Pillar School
Clayton School Stadium
St. Louis
St. Louis Galleria
Ladue
Frontenac
Plaza Frontenac
Shriners Hospital for Children
Town and Country
OLIVE BLVD
LADUE RD
CONWAY RD
CLAYTON RD
MIDLAND BLVD
PAGE AVE
SAINT CHARLES ROCK RD
WOODSON RD
BROWN RD
N LINDBERGH BLVD
DIELMAN RD
LITZSINGER RD
1 MILE
CARTIFACT
MISSOURI
ILLINOIS

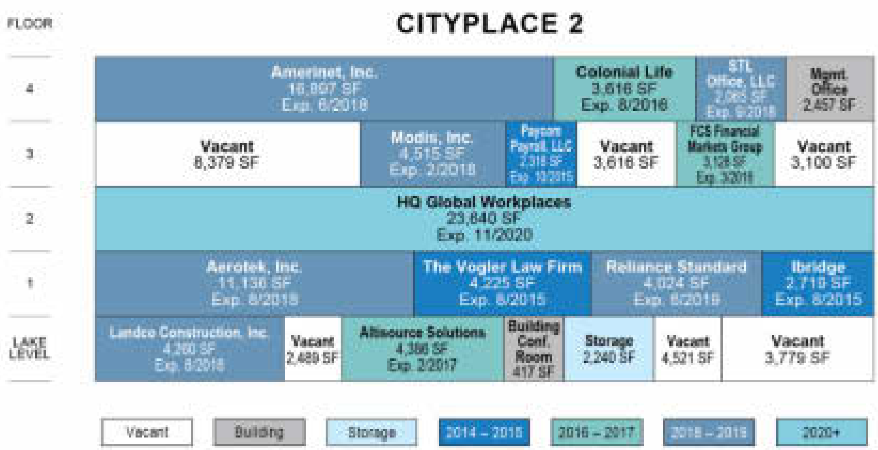
## CityPlace

### CITYPLACE CAMPUS

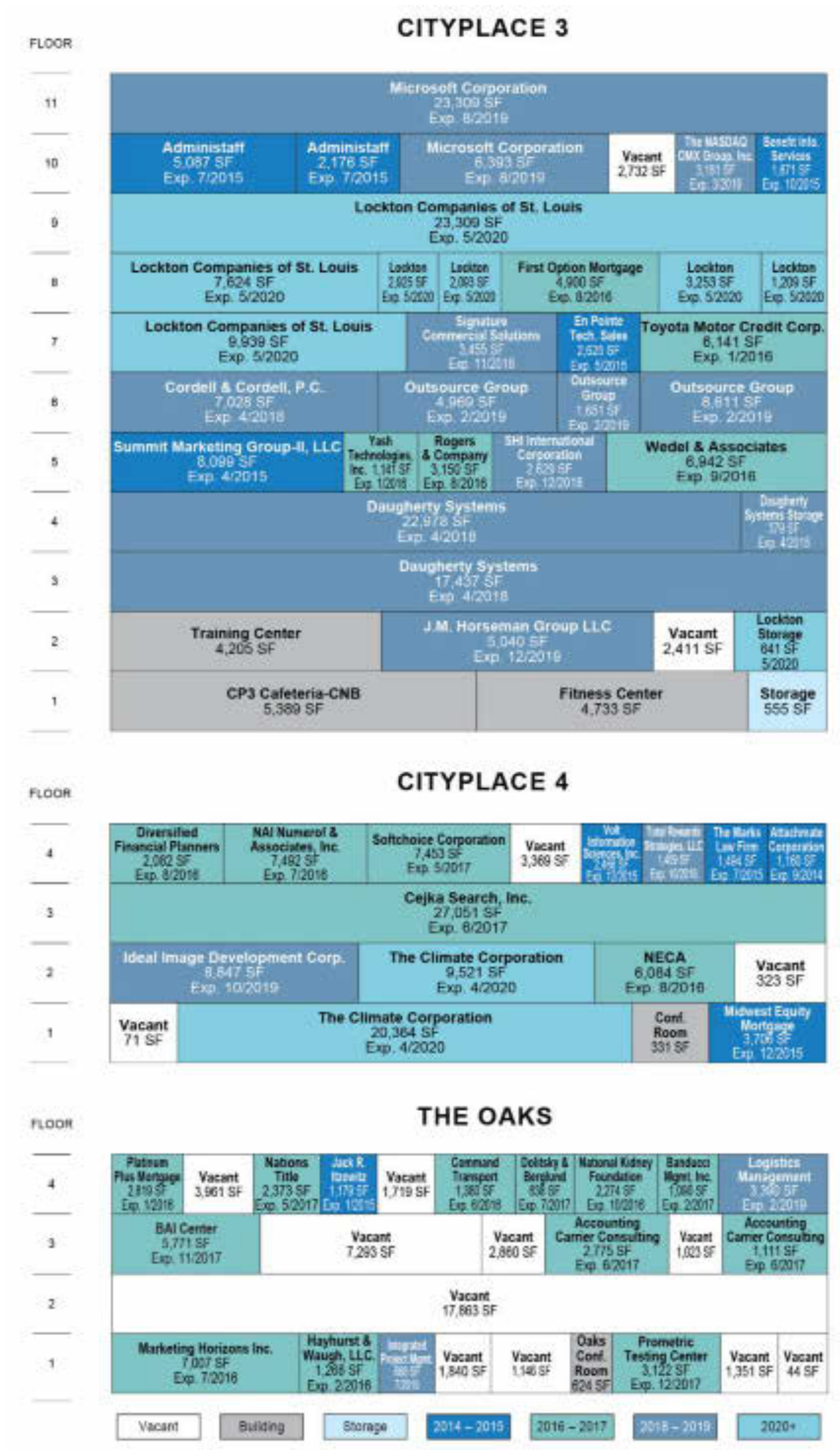

### CITYPLACE 1




### CITYPLACE 2



## CityPlace


CITYPLACE 3
FLOOR
11
Microsoft Corporation 23,309 SF Exp. 8/2019
10
Administaff 5,087 SF Exp. 7/2015
Administaff 2,176 SF Exp. 7/2015
Microsoft Corporation 6,393 SF Exp. 8/2019
Vacant 2,732 SF
The NASDAQ OMX Group, Inc. 3,181 SF Exp. 3/2019
Benefit Info. Services 1,671 SF Exp. 10/2015
9
Lockton Companies of St. Louis 23,309 SF Exp. 5/2020
8
Lockton Companies of St. Louis 7,624 SF Exp. 5/2020
Lockton 2,025 SF Exp. 5/2020
Lockton 2,093 SF Exp. 5/2020
First Option Mortgage 4,900 SF Exp. 8/2016
Lockton 3,253 SF Exp. 5/2020
Lockton 1,209 SF Exp. 5/2020
7
Lockton Companies of St. Louis 9,939 SF Exp. 5/2020
Signature Commercial Solutions 3,455 SF Exp. 11/2018
En Pointe Tech. Sales 2,520 SF Exp. 5/2015
Toyota Motor Credit Corp. 6,141 SF Exp. 1/2016
6
Cordell & Cordell, P.C. 7,028 SF Exp. 4/2018
Outsource Group 4,969 SF Exp. 2/2019
Outsource Group 1,651 SF Exp. 3/2019
Outsource Group 8,611 SF Exp. 2/2019
5
Summit Marketing Group-II, LLC 8,099 SF Exp. 4/2015
Yash Technologies, Inc. 1,147 SF Exp. 1/2018
Rogers & Company 3,150 SF Exp. 8/2016
SHI International Corporation 2,629 SF Exp. 12/2018
Wedel & Associates 6,942 SF Exp. 9/2016
4
Daugherty Systems 22,978 SF Exp. 4/2018
Daugherty Systems Storage 379 SF Exp. 4/2018
3
Daugherty Systems 17,437 SF Exp. 4/2018
2
Training Center 4,205 SF
J.M. Horseman Group LLC 5,040 SF Exp. 12/2019
Vacant 2,411 SF
Lockton Storage 641 SF 5/2020
1
CP3 Cafeteria-CNB 5,389 SF
Fitness Center 4,733 SF
Storage 555 SF
CITYPLACE 4
FLOOR
4
Diversified Financial Planners 2,082 SF Exp. 8/2018
NAI Numerof & Associates, Inc. 7,492 SF Exp. 7/2016
Softchoice Corporation 7,453 SF Exp. 5/2017
Vacant 3,369 SF
Volt Information Sciences, Inc. Exp. 7/2015
Tyler Rowarts Strategies, LLC 1,459 SF Exp. 10/2016
The Marks Law Firm 1,484 SF Exp. 7/2015
Attachmate Corporation 1,160 SF Exp. 9/2014
3
Cejka Search, Inc. 27,051 SF Exp. 6/2017
2
Ideal Image Development Corp. 8,847 SF Exp. 10/2019
The Climate Corporation 9,521 SF Exp. 4/2020
NECA 6,084 SF Exp. 8/2016
Vacant 323 SF
1
Vacant 71 SF
The Climate Corporation 20,364 SF Exp. 4/2020
Conf. Room 331 SF
Midwest Equity Mortgage 3,700 SF Exp. 12/2015
THE OAKS
FLOOR
4
Platinum Plus Mortgage 2,819 SF Exp. 1/2016
Vacant 3,961 SF
Nations Title 2,373 SF Exp. 5/2017
Jack R. Itzewitz 1,179 SF Exp. 1/2015
Vacant 1,719 SF
Command Transport 1,380 SF Exp. 6/2018
Dolitsky & Berglund 838 SF Exp. 7/2017
National Kidney Foundation 2,274 SF Exp. 10/2016
Banducci Mgmt. Inc. 1,090 SF Exp. 2/2017
Logistics Management 3,390 SF Exp. 2/2019
3
BAI Center 5,771 SF Exp. 11/2017
Vacant 7,293 SF
Vacant 2,860 SF
Accounting Career Consulting 2,775 SF Exp. 6/2017
Vacant 1,023 SF
Accounting Career Consulting 1,111 SF Exp. 6/2017
2
Vacant 17,863 SF
1
Marketing Horizons Inc. 7,007 SF Exp. 7/2016
Hayhurst & Waugh, LLC 1,288 SF Exp. 2/2016
Integrated Project Mgmt.
Vacant 1,840 SF
Vacant 1,146 SF
Oaks Conf. Room 624 SF
Prometric Testing Center 3,122 SF Exp. 12/2017
Vacant 1,351 SF
Vacant 44 SF
Vacant
Building
Storage
2014 – 2015
2016 – 2017
2018 – 2019
2020+

# CityPlace

## Mortgage Loan Information

| | |
|---|---|
| **Mortgage Loan Seller:** | JPMCB |
| **Original Principal Balance:** | $108,850,000 |
| **Cut-off Date Principal Balance** | $108,850,000 |
| **% of Pool by IPB:** | 9.2% |
| **Loan Purpose:** | Acquisition |
| **Borrower:** | RNSI City Place Owner, LLC |
| **Sponsors[(1)]:** | REDICO Properties LLC and NorthStar Real Estate Income Trust, Inc. |
| **Interest Rate:** | 4.46850% |
| **Note Date:** | 9/26/2014 |
| **Maturity Date:** | 10/1/2024 |
| **Interest-only Period:** | 60 months |
| **Original Term:** | 120 months |
| **Original Amortization:** | 360 months |
| **Amortization Type:** | IO-Balloon |
| **Call Protection:** | L(25),Grtr1%orYM(91),O(4) |
| **Lockbox:** | CMA |
| **Additional Debt:** | N/A |
| **Additional Debt Balance:** | N/A |
| **Additional Debt Type:** | N/A |

## Property Information

| | |
|---|---|
| **Single Asset / Portfolio:** | Single Asset |
| **Title:** | Fee |
| **Property Type - Subtype:** | Office - CBD |
| **Net Rentable Area (SF):** | 880,476 |
| **Location:** | Creve Coeur, MO |
| **Year Built / Renovated:** | 1982-2002 / N/A |
| **Occupancy:** | 88.8% |
| **Occupancy Date:** | 9/4/2014 |
| **Number of Tenants:** | 100 |
| **2011 NOI:** | $9,976,779 |
| **2012 NOI:** | $10,023,745 |
| **2013 NOI:** | $10,086,570 |
| **TTM NOI (as of 7/2014):** | $10,432,486 |
| **UW Economic Occupancy:** | 89.8% |
| **UW Revenues:** | $19,331,399 |
| **UW Expenses:** | $9,265,697 |
| **UW NOI:** | $10,065,701 |
| **UW NCF:** | $8,597,246 |
| **Appraised Value / Per SF[(2)]:** | $147,000,000 / $167 |
| **Appraisal Date:** | 8/18/2014 |

## Escrows and Reserves[(3)]

| | Initial | Monthly | Initial Cap |
|---|---|---|---|
| **Taxes:** | $3,076,080 | $279,644 | N/A |
| **Insurance:** | $0 | Springing | N/A |
| **Replacement Reserves:** | $20,244 | $20,244 | $728,771 |
| **TI/LC:** | $4,230,000 | $102,500 | $3,600,000 |
| **Other:** | $3,997,427 | $0 | N/A |

## Financial Information

| | |
|---|---|
| **Cut-off Date Loan / SF:** | $124 |
| **Maturity Date Loan / SF:** | $113 |
| **Cut-off Date LTV[(2)]:** | 74.0% |
| **Maturity Date LTV[(2)]:** | 67.7% |
| **UW NCF DSCR:** | 1.30x |
| **UW NOI Debt Yield:** | 9.2% |

## Sources and Uses

| Sources | Proceeds | % of Total | Uses | Proceeds | % of Total |
|---|---|---|---|---|---|
| Mortgage Loan | $108,850,000 | 74.1% | Net Purchase Price[(4)] | $133,540,402 | 90.9% |
| Sponsor Equity | 38,094,497 | 25.9 | Upfront Reserves | 11,323,751 | 7.7 |
| | | | Closing Costs | 2,080,344 | 1.4 |
| **Total Sources** | **$146,944,497** | **100.0%** | **Total Uses** | **$146,944,497** | **100.0%** |

(1) REDICO Properties LLC is also the sponsor of the mortgage loan identified in Annex A-1 as American Center, which has a cut-off date balance of $29,000,000. For a full description of the sponsors, please refer to *"The Sponsors"* below.
(2) Appraised Value / Per SF, Cut-off Date LTV and Maturity Date LTV reflect the "Hypothetical Market Value" of $147,000,000 for the CityPlace property, which assumes that (a) 100.0% of the outstanding Arch Coal tenant improvement and leasing commission obligations are reserved at closing and (b) $3.0 million is reserved for future leasing costs. These funds were reserved at closing. The "as-is" appraised value of $142,000,000 would result in a Cut-off Date LTV and Maturity Date LTV of 76.7% and 70.1%, respectively.
(3) For a full description of Escrows and Reserves, please refer to "*Escrows and Reserves*" below.
(4) The Sponsors purchased the property for $137,609,917. The Net Purchase Price of $133,540,402 is $4,069,515 lower primarily due to adjustments for real estate taxes, outstanding tenant improvements and other expenses. These amounts were reserved at closing.

***The Loan.*** The CityPlace loan has an outstanding balance of $108.85 million and is secured by a first mortgage lien on the fee interest in a property consisting of five office buildings and a mixed use office and retail building totaling 880,476 square feet located in Creve Coeur, Missouri. The loan has a 10-year term, and, subsequent to a five-year interest-only period, will amortize on a 30-year schedule. CityPlace was previously securitized in the JPMCC 2005-LDP2 transaction and entered special servicing upon maturity default while under the control of the previous owner. For a full description, please refer to *"Maturity Default"* below.

## CityPlace

***The Borrower.*** The borrowing entity for the loan is RNSI City Place Owner, LLC, a Delaware limited liability company and special purpose entity.

***The Sponsors.*** The loan sponsor is a joint venture between NorthStar Real Estate Income Trust, Inc. ("NorthStar Income") and REDICO Properties LLC ("REDICO"). The nonrecourse carve-out guarantor is REDICO, a Michigan limited liability company headquartered in Southfield, Michigan that was founded in 1967. REDICO is a national real estate development, investment, construction and property management firm with a diverse portfolio of properties, including office, retail, mixed use and medical properties. Dale Watchowski is currently President, CEO, COO and Member of the Board. Mr. Watchowski has over 30 years of real estate experience in acquisitions, development, financing, asset management, leasing and property management. The guarantor's liability under the non-recourse guaranty for any breach or violation of the bankruptcy and insolvency carveouts is capped at 20% of the then current principal balance of the loan.

NorthStar Income is a public, non-traded real estate investment trust that originates, invests in and manages a diversified portfolio of commercial real estate debt, commercial real estate securities and select equity investments. As of June 30, 2014 NorthStar Income had a real estate operating portfolio totaling five properties that were acquired at a cost of $182 million.

***The Property.*** CityPlace is a Class A / B office property located on approximately 25 acres in Creve Coeur, Missouri. The property consists of five office buildings (CityPlace 1, CityPlace 2, CityPlace 3, CityPlace 4 and The Oaks) and one mixed use office and retail building (CityPlace Retail). CityPlace was built between 1982 and 2002 and is comprised of 880,476 square feet of net rentable area. The property also includes four multi-level parking decks with a total of 2,654 spaces and features a variety of amenities, including a fitness center, corporate cafeteria, auditorium, training facility and several conference rooms. CityPlace is part of the larger CityPlace Campus, which includes a 142-key Courtyard by Marriott, two retail centers anchored by Aldi and Trader Joe's, respectively, and a number of apartment complexes, none of which serve as collateral for the loan.

According to the rent roll dated September 4, 2014, the property was 88.8% occupied by 100 tenants. The property's 10-year average occupancy is 91.8% and exceeds that of comparable Class A properties in Central County, which according to a third party market research study report a weighted average occupancy of 90.4%. The largest tenant, Arch Coal, leases 9.2% of the net rentable area through June 2025 with two five-year extension options remaining. Arch Coal has been in occupancy since July 1999 and maintains its headquarters at CityPlace. Arch Coal has renewed and expanded several times since taking occupancy, most recently in July 2014, when it extended its lease term by 11 years. Arch Coal is an American coal mining and processing company and the second largest supplier of coal in the United States. Arch Coal operates 22 active mines and controls approximately 5.3 billion tons of proven and probable coal reserves. The second largest tenant, Lockton Companies of St. Louis ("Lockton"), leases 5.8% of the net rentable area through May 2020. Lockton has been a tenant since 2002 and is the world's largest privately owned independent insurance brokerage firm, with over 5,300 employees across 64 locations in 17 countries. The third largest tenant, Daugherty Systems ("Daugherty"), leases 4.6% of the net rentable area through April 2018 and has two, five-year extension options remaining. It has been at the property since April 2003. Daugherty is a strategic consulting firm that helps companies refine their technology systems, reduce costs, mitigate risk and improve productivity. Daugherty also maintains its corporate headquarters at CityPlace.

The property is located at the intersection of Olive Boulevard and North New Ballas Road in Creve Coeur, Missouri, in St. Louis County. Primary access to the area is provided by Interstate 270, a major arterial that serves as the principal outer belt for the St. Louis metropolitan statistical area and has a traffic count of approximately 175,000 vehicles per day. The St. Louis central business district is located approximately 17 miles east of CityPlace, and the St. Louis International Airport is approximately 10 miles northeast of the property.

According to the appraisal, the property is located within the Olive / Westport Class A office submarket, which as of the second quarter of 2014, had an inventory of 3,687,000 square feet with an overall vacancy of 23.7% and average rents of $23.54 per square foot. The appraisal identified a group of eight properties which are directly competitive with CityPlace and which make up approximately 58.5% of the Olive / Westport Class A office submarket. The properties range from 112,239 to 567,594 square feet and range from 74.8% to 100% in occupancy with a weighted average occupancy of 85.1%. The competitive properties' asking rents ranged between $18.50 and $26.00. The appraisal's conclusion of market office rent at the property ranges between $19.50 and $25.50 per square foot depending on the building and the quality and location of the space. Average in place rent at CityPlace is in line with market rent. In relation to the retail component, the appraisal identifies the property's primary trade area as within a one-mile radius containing 9,442 people with a median household income of $73,455 as of 2014. The property has a secondary trade area consisting of a three-mile radius that contains 58,336 people with a median household income of $67,156 as of 2014. The appraisal identified six comparable recently executed leases ranging from $18.00 to $25.50 per square foot and concluded a market retail rent at the property of $24.00 per square foot.

# CityPlace

| Historical and Current Occupancy[1] | | | |
|---|---|---|---|
| 2011 | 2012 | 2013 | Current[2] |
| 89.8% | 89.0% | 92.5% | 88.8% |

(1) Historical Occupancies are as of December 31 of each respective year.
(2) Current Occupancy is as of September 4, 2014.

| Tenant Summary[1] | | | | | |
|---|---|---|---|---|---|
| Tenant | Ratings Moody's/S&P/Fitch[2] | Net Rentable Area (SF) | % of Total NRA | Base Rent PSF | Lease Expiration Date |
| Arch Coal | B3 / B / CCC- | 80,923 | 9.2% | $23.38 | 6/30/2025 |
| Lockton Companies of St. Louis | NA / NA / NA | 50,993 | 5.8% | $25.38 | 5/31/2020 |
| Daugherty Systems[3] | NA / NA / NA | 40,794 | 4.6% | $25.41 | 4/30/2018 |
| Bunzl Distribution USA, Inc.[4] | NA / NA / NA | 39,539 | 4.5% | $21.46 | 8/31/2022 |
| The Climate Corporation | A3 / BBB+ / A- | 29,885 | 3.4% | $23.25 | 4/30/2020 |
| Microsoft Corporation[5] | Aaa / AAA / AA+ | 29,702 | 3.4% | $25.50 | 8/31/2019 |
| Cejka Search, Inc. | NA / NA / NA | 27,051 | 3.1% | $23.50 | 6/14/2017 |
| Bonneville International[6] | NA / NA / NA | 26,602 | 3.0% | $22.00 | 4/30/2022 |
| HQ Global Workplaces | NA / NA / NA | 23,640 | 2.7% | $24.00 | 11/30/2020 |
| Advanced ICU Care, Inc. | NA / NA / NA | 22,928 | 2.6% | $23.00 | 6/30/2021 |

(1) Based on the underwritten rent roll.
(2) Ratings provided are for the parent company of the entity listed in the "Tenant" field whether or not the parent company guarantees the lease.
(3) Daugherty Systems has an arrangement in place with Anheuser-Busch InBev, Inc. ("A-B Inc."), whereby A-B Inc. reimburses the tenant for office rent due under the lease. The tenant may terminate part of its space (17,437 square feet, representing 42.7% of the tenant's space) at any time after it receives notice from A-B Inc. terminating this reimbursement arrangement. The tenant must provide six months' notice and pay a termination fee.
(4) Bunzl Distribution USA, Inc. may terminate its lease on August 31, 2019, with nine months' notice and the payment of a termination fee.
(5) Microsoft Corporation may terminate its lease on or after August 31, 2017, with 12 months' notice and the payment of a termination fee.
(6) Bonneville International may terminate its lease on April 30, 2018, with nine months' notice and the payment of a termination fee.

| Lease Rollover Schedule[1] | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 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 | 98,798 | 11.2% | NAP | NAP | 98,798 | 11.2% | NAP | NAP |
| 2014 & MTM | 2 | 6,097 | 0.7 | $142,734 | 0.8% | 104,895 | 11.9% | $142,734 | 0.8% |
| 2015 | 16 | 67,941 | 7.7 | 1,576,377 | 8.8 | 172,836 | 19.6% | $1,719,111 | 9.6% |
| 2016 | 18 | 71,414 | 8.1 | 1,651,993 | 9.2 | 244,250 | 27.7% | $3,371,105 | 18.8% |
| 2017 | 18 | 113,880 | 12.9 | 2,639,446 | 14.7 | 358,130 | 40.7% | $6,010,550 | 33.6% |
| 2018 | 14 | 116,801 | 13.3 | 2,770,584 | 15.5 | 474,931 | 53.9% | $8,781,135 | 49.1% |
| 2019 | 9 | 88,775 | 10.1 | 2,158,051 | 12.1 | 563,706 | 64.0% | $10,939,185 | 61.1% |
| 2020 | 5 | 113,920 | 12.9 | 2,774,662 | 15.5 | 677,626 | 77.0% | $13,713,847 | 76.6% |
| 2021 | 1 | 22,928 | 2.6 | 527,344 | 2.9 | 700,554 | 79.6% | $14,241,191 | 79.6% |
| 2022 | 3 | 68,621 | 7.8 | 1,493,170 | 8.3 | 769,175 | 87.4% | $15,734,361 | 87.9% |
| 2023 | 1 | 2,623 | 0.3 | 65,575 | 0.4 | 771,798 | 87.7% | $15,799,936 | 88.3% |
| 2024 | 1 | 6,200 | 0.7 | 148,800 | 0.8 | 777,998 | 88.4% | $15,948,736 | 89.1% |
| 2025 & Beyond | 12 | 102,478 | 11.6 | 1,948,807 | 10.9 | 880,476 | 100.0% | $17,897,543 | 100.0% |
| **Total** | **100** | **880,476** | **100.0%** | **$17,897,543** | **100.0%** | | | | |

(1) Based on the underwritten rent roll.

# CityPlace

| Operating History and Underwritten Net Cash Flow | 2011 | 2012 | 2013 | TTM(1) | Underwritten | Per Square Foot | %(2) |
|---|---|---|---|---|---|---|---|
| Rents in Place | $17,364,244 | $17,339,245 | $17,645,900 | $17,991,112 | $17,897,543 | $20.33 | 83.8% |
| Vacant Income | 0 | 0 | 0 | 0 | 2,169,103 | 2.46 | 10.2 |
| **Gross Potential Rent** | **$17,364,244** | **$17,339,245** | **$17,645,900** | **$17,991,112** | **$20,066,645** | **$22.79** | **93.9%** |
| Total Reimbursements | 913,956 | 902,571 | 1,127,604 | 1,417,030 | 1,229,231 | 1.40 | 5.8 |
| Parking Income | 70,999 | 71,800 | 71,170 | 73,330 | 73,330 | 0.08 | 0.3 |
| **Net Rental Income** | **$18,349,199** | **$18,313,616** | **$18,844,674** | **$19,481,472** | **$21,369,206** | **$24.27** | **100.0%** |
| (Vacancy/Credit Loss) | 0 | 0 | 0 | 0 | (2,169,103) | (2.46) | (10.2) |
| Other Income | 118,867 | 89,013 | 75,183 | 131,295 | 131,295 | 0.15 | 0.6 |
| **Effective Gross Income** | **$18,468,066** | **$18,402,629** | **$18,919,857** | **$19,612,767** | **$19,331,399** | **$21.96** | **90.5%** |
| **Total Expenses** | **$8,491,287** | **$8,378,884** | **$8,833,287** | **$9,180,281** | **$9,265,697** | **$10.52** | **47.9%** |
| **Net Operating Income** | **$9,976,779** | **$10,023,745** | **$10,086,570** | **$10,432,486** | **$10,065,701** | **$11.43** | **52.1%** |
| Total TI/LC, Capex/RR | 0 | 0 | 0 | 0 | 1,468,456 | 1.67 | 7.6 |
| **Net Cash Flow** | **$9,976,779** | **$10,023,745** | **$10,086,570** | **$10,432,486** | **$8,597,246** | **$9.76** | **44.5%** |

(1) TTM column represents the trailing twelve-month period ending on July 31, 2014.
(2) Percentage column represents percent of Net Rental Income for all revenue lines and represents percent of Effective Gross Income for the remainder of fields.

***Property Management.*** The property is managed by REDICO Management, Inc., an affiliate of the sponsor.

***Escrows and Reserves.*** At origination, the borrower deposited into escrow approximately $4.2 million for an upfront leasing / tenant improvements and leasing commissions reserve fund, approximately $3.4 million for outstanding tenant improvements and leasing commissions related to five tenants, approximately $3.1 million for real estate taxes, $507,672 for a free rent reserve related to three tenants, $112,700 for immediate repairs and $20,244 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 $279,644.

*Insurance Escrows* - The requirement for the borrower to make monthly deposits into the insurance escrow is waived so long as (i) no event of default exists and (ii) the borrower provides satisfactory evidence that the property is insured under an approved blanket policy in accordance with the loan documents.

*Replacement Reserves* - On a monthly basis, the borrower is required to escrow $20,244 (approximately $0.28 per square foot annually) for replacement reserves. The reserve is subject to a cap of $728,771 (approximately $0.83 per square foot).

*TI/LC Reserves* - At closing, the borrower deposited $4.23 million for future tenant improvements and leasing commissions. This total amount is divided into (i) a $1.23 million rollover reserve and (ii) an upfront leasing reserve of $3.0 million. With respect to the rollover reserve, on a monthly basis commencing on the payment date in November 2015, the borrower is required to escrow $102,500 (approximately $1.40 per square foot annually) for future tenant improvements and leasing commissions. The rollover reserve is subject to a cap of $3.6 million (approximately $4.09 per square foot). The $3.0 million upfront leasing reserve can also be used for tenant improvements and leasing commissions and is not included in the $3.6 million cap.

***Lockbox / Cash Management.*** The loan is structured with a CMA lockbox. The borrower and property manager are required to deposit all revenues into the lockbox account controlled by the lender. All funds in the lockbox account are returned to an account controlled by the borrower until the occurrence of a Cash Sweep Event. During a Cash Sweep Event, all funds on deposit in the lockbox account will be swept on a daily basis to a cash management account established upon the occurrence of a Cash Sweep Event, and all excess cash flows after payment of debt service, required reserves and operating expenses is required to be held as additional collateral for the loan.

A "Cash Sweep Event" means: (i) there is an event of default under the loan documents, (ii) the borrower or the property manager becomes the subject of a bankruptcy, insolvency or similar action or (iii) the debt service coverage ratio as calculated in the loan documents based on the trailing six-month period falls below 1.20x.

## CityPlace

***Condo Structure.*** One of the individual buildings within CityPlace has a retail condominium structure containing two units. Condominium Unit 1 (14,256 square feet) is owned by Swansea Acquisitions and is not part of the collateral for the loan. Condominium Unit 2 (49,457 square feet) is owned by the borrower and consists of a majority of the allocated interest (65.96%), and, therefore, the sponsor has voting power. The loan documents require the sponsor to maintain majority ownership and voting power within the condominium structure.

***Maturity Default.*** The CityPlace property was previously securitized in the JPMCC 2005-LDP2 transaction with an original balance of $125.0 million. Under the control of the previous owner, the previous loan matured on April 1, 2012 and was transferred to the special servicer on April 3, 2012 for maturity default. A liquidation plan was approved and closed on October 29, 2013, which extended the maturity until October 2014. After the restructuring, the loan performed according to the terms of the loan modification. In connection with this financing, the property is being acquired by the current sponsor and the prior extended loan was paid off at par.

***Release of The Oaks Property.*** The borrower is permitted to obtain the release of The Oaks portion of the mortgaged property from the lien of the mortgage through a partial prepayment of the loan after the lockout period, subject to the satisfaction of certain conditions, including, but not limited to: (i) payment of the sum of 115% of the allocated release amount for The Oaks ($5,700,000) plus the applicable yield maintenance premium if the release occurs prior to the open prepayment period, (ii) after giving effect to such release, the debt yield as calculated under the loan documents for the remaining portion of the property is greater than or equal to the greater of (a) 9.25%, and (b) the debt yield as calculated under the loan documents for the property (including The Oaks) for the immediately preceding twelve (12) month period, and (iii) after giving effect to such release, the loan-to-value ratio as calculated under the loan documents is not greater than 75%.