

Tri-County Towne Center

Mortgage Loan Information

Mortgage Loan Seller:	Barclays
Original Principal Balance:	\$18,750,000
Cut-off Date Principal Balance:	\$18,750,000
% of Pool by IPB:	2.3%
Loan Purpose:	Acquisition
Borrowers⁽¹⁾:	Various
Sponsor:	Alan C. Fox
Interest Rate:	4.55200%
Note Date:	9/25/2015
Maturity Date:	10/6/2025
Interest-only Period:	36 months
Original Term:	120 months
Original Amortization:	360 months
Amortization Type:	IO-Balloon
Call Protection:	L(26),Def(90),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:	Retail - Anchored
Net Rentable Area (SF):	207,430
Location:	Springdale, OH
Year Built / Renovated⁽²⁾:	Various / N/A
Occupancy:	90.2%
Occupancy Date:	8/4/2015
Number of Tenants:	24
2012 NOI:	\$1,145,018
2013 NOI:	\$1,063,458
2014 NOI:	\$1,274,821
TTM NOI (as of 7/2015)⁽³⁾:	\$1,395,031
UW Economic Occupancy:	89.3%
UW Revenues:	\$2,970,250
UW Expenses:	\$1,159,484
UW NOI⁽³⁾:	\$1,810,765
UW NCF:	\$1,649,735
Appraised Value / Per SF:	\$25,900,000 / \$125
Appraisal Date:	8/13/2015

Escrows and Reserves

	Initial	Monthly	Initial Cap
Taxes:	\$0	\$5,028	N/A
Insurance:	\$0	Springing	N/A
Replacement Reserves:	\$466,119	\$2,594	\$93,344
TI/LC:	\$0	\$12,107	\$425,603
Other⁽⁴⁾:	\$409,321	\$0	N/A

Financial Information

Cut-off Date Loan / SF:	\$90
Maturity Date Loan / SF:	\$79
Cut-off Date LTV:	72.4%
Maturity Date LTV:	63.4%
UW NCF DSCR:	1.44x
UW NOI Debt Yield:	9.7%

Sources and Uses

Sources	Proceeds	% of Total	Uses	Proceeds	% of Total
Mortgage Loan	\$18,750,000	70.6%	Purchase Price	\$24,300,000	91.5%
Sponsor Equity	7,817,328	29.4	Closing Costs	1,391,888	5.2
			Upfront Reserves	875,440	3.3
Total Sources	\$26,567,328	100.0%	Total Uses	\$26,567,328	100.0%

(1) The borrowing entities for the loan are three tenants-in-common entities: Tri-County Towne Center 15 A, LLC, Tri-County Towne Center 15 B, LLC and Tri-County Towne Center 15 C, LLC, each a Delaware limited liability company and a special purpose entity.

(2) The property was built in multiple phases in 1962, 1968, 1969, 1970, 1972, 1986, 1988, 1994, 2000 and 2015.

(3) The increase in UW NOI from TTM NOI is primarily due to five new leases that commenced in 2015 totaling 10,609 square feet and \$344,764 of underwritten base rent.

(4) Initial Other Escrows and Reserves consist of an existing TI/LC reserve (\$206,763), a rent concession reserve (\$102,837) and an immediate repairs reserve (\$99,720).

The Loan. The Tri-County Towne Center loan has an outstanding principal balance as of the Cut-off Date of \$18.75 million and is secured by a first mortgage lien on the fee simple interest in a 207,430 square foot anchored retail center located in Springdale, Ohio. The loan has a 10-year term and, subsequent to a three-year interest-only period, will amortize on a 30-year schedule. The loan sponsor and nonrecourse carve-out guarantor is Alan C. Fox, the President of ACF Property Management, Inc. Founded in 1968, ACF Property Management, Inc. manages a portfolio of office and shopping retail properties. As of December 31, 2014, Alan C. Fox had a portfolio of 73 properties totaling more than 7.2 million square feet located across multiple states.

Tri-County Towne Center

The Property. Tri-County Towne Center is a 207,430 square foot anchored retail shopping center located in Springdale, Ohio, approximately 13 miles from the Cincinnati central business district. The property was constructed in multiple phases in 1962, 1968, 1969, 1970, 1972, 1986, 1988, 1994, 2000 and 2015. In August 2015, the previous owner of the property completed construction of an outparcel for three tenant spaces. Since 2010, approximately \$1.1 million in capital improvements have been made at the property, including new roofs, HVAC systems, gutters, loading docks, landscaping and parking lot pavement. Tri-County Towne Center is situated on approximately 15.4 acres and is anchored by Hobby Lobby, Harbor Freight Tools, Office Depot and Woodcraft, and junior anchored by Hancock Fabric and Casual Male (DXL). The property is located at the intersection of West Kemper Road and State Route 747 (Princeton Pike) and is located less than one mile away from Interstate 275. According to the appraisal, there are 45,189 vehicles per day on State Route 747 (Princeton Pike) and 20,980 vehicles per day on West Kemper Road. The property is also located across the street from the Tri-County Mall, a 1.3 million square foot enclosed mall anchored by Macy's and Sears with more than 110 tenants that is currently undergoing a redevelopment. Tri-County Mall is currently owned by SingHaiyi Group. The property contains 850 parking spaces with an overall parking ratio of approximately 4.10 spaces per 1,000 square feet of net rentable area.

As of August 4, 2015, the property was 90.2% occupied by 24 tenants and anchored by Hobby Lobby, Harbor Freight Tools, Office Depot and Woodcraft, and junior anchored by Hancock Fabric and Casual Male (DXL). Since May 2014, there have been 12 tenants who have either renewed their leases or executed new leases comprising 47.0% of underwritten base rent and 31.2% of the net rentable area. The largest tenant, Hobby Lobby, leases 26.5% of the net rentable area through October 2024 and accounts for approximately 14.8% of the underwritten base rent at the property. The tenant's rent of \$5.25 per square foot is below the appraisal's concluded market rent of \$5.50 per square foot for anchor space. Hobby Lobby has two five-year lease extension options remaining. At the property, Hobby Lobby reported year-end 2014 sales of approximately \$3.2 million or \$58 per square foot, resulting in an occupancy cost of 16.1%. Since 2012, Hobby Lobby's sales have increased year over year. If Hobby Lobby were not to renew or execute an extension option of its lease, there will be a cash flow sweep commencing upon the earlier of 12 months prior to the expiration date or the notice period. Additionally, there will be a cash flow sweep if Hobby Lobby goes bankrupt, dark or materially defaults on its lease during the loan term. In lieu of such cash flow sweep pertaining to Hobby Lobby, the borrowers may post a \$400,000 letter of credit at terms acceptable to the lender as additional collateral for the loan. The second largest tenant, Harbor Freight Tools leases 9.8% of the net rentable area through September 2024 and accounts for approximately 7.2% of the underwritten base rent at the property. Harbor Freight Tools has two five-year lease extension options remaining. Harbor Freight Tools is a discount retailer selling tools and equipment. The third largest tenant, Office Depot, leases 9.6% of the net rentable area through April 2016 and accounts for approximately 9.2% of the underwritten base rent at the property. Office Depot has occupied its space since March 2004. The tenant has one five-year lease extension option remaining. Office Depot reported trailing 12-month gross sales as of June 2015 of approximately \$2.5 million, resulting in an occupancy cost of approximately 11.5%. At closing, the loan sponsor posted a letter of credit for \$750,000 to cover approximately 2.5 years of rent and reimbursements for Office Depot, pending renewal of Office Depot's lease.

Tri-County Towne Center is situated in the northern portion of Hamilton County, approximately 13 miles northeast of the Cincinnati central business district and approximately 35 miles southwest of the Dayton central business district. The property benefits from its location off of the Interstate 275 exit and its location on Princeton Pike, a major thoroughfare in the neighborhood. According to the appraisal, the property's 2015 three-mile trade area contained an estimated 44,663 people with a 2015 estimated average household income of \$62,004.

The Market. According to the appraisal, the property is located within the Cincinnati retail market and more specifically the West/Northwest submarket. As of the first half of 2015, the West/Northwest submarket contained approximately 5.5 million square feet of retail space and had a vacancy rate of 13.2% with no new construction. The asking rental rate is \$13.16 per square foot. The appraisal identified four competitive retail properties built between 1960 and 1998 and ranging in size from 74,598 square feet to 327,269 square feet. The comparable retail properties reported occupancies ranging from 70% to 100% with a weighted average occupancy of approximately 87%. Quoted rental rates for the comparable properties range from \$3.21 to \$30.00 per square foot. The appraisal concluded market rents of \$5.50 per square foot for anchor space, \$7.50 per square foot for junior anchor space, \$18.00 per square foot for in-line tenants with spaces larger than 3,000 square feet, \$22.50 per square foot for in-line tenants with spaces smaller than 3,000 square feet and \$35.00 per square foot for the outparcel in-line space.

Tri-County Towne Center

Tenant Summary⁽¹⁾

Tenant	Ratings ⁽²⁾ Moody's / S&P/ Fitch	Net Rentable Area (SF)	% of Total NRA	Base Rent PSF	% of Total Base Rent	Sales PSF ⁽³⁾	Occupancy Costs ⁽³⁾	Lease Expiration Date
Hobby Lobby	NA / NA / NA	54,980	26.5%	\$5.25	14.8%	\$58	16.1%	10/31/2024
Harbor Freight Tools ⁽⁴⁾	NA / BB- / NA	20,228	9.8%	\$7.00	7.2%	NAV	NAV	9/30/2024
Office Depot ⁽⁵⁾	NA / B- / NA	20,000	9.6%	\$9.00	9.2%	\$125	11.5%	4/30/2016
Woodcraft	NA / BB- / NA	19,805	9.5%	\$1.53	1.5%	\$71	7.9%	6/30/2019
Hancock Fabric	NA / NA / NA	11,616	5.6%	\$2.15	4.2%	\$81	13.9%	12/31/2018
Casual Male (DXL) ⁽⁶⁾	NA / NA / NA	11,186	5.4%	\$15.00	8.6%	\$155	12.9%	4/30/2022
Salon Concepts	NA / NA / NA	5,050	2.4%	\$18.04	4.7%	NAV	NAV	9/30/2022
LaRosa's	NA / NA / NA	4,800	2.3%	\$13.33	3.3%	\$451	4.1%	7/31/2017
Mattress Warehouse	NA / NA / NA	4,291	2.1%	\$15.00	3.3%	\$134	14.9%	10/31/2018
First Watch	NA / NA / NA	3,954	1.9%	\$21.00	4.2%	\$332	7.9%	9/14/2019

(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) Sales PSF and Occupancy Costs represent tenant reported sales for the trailing 12-month period ending May 31, 2015 for Mattress Warehouse, the trailing 12-month period ending June 30, 2015 for Office Depot and Casual Male (DXL), the trailing 12-month period ending July 31, 2015 for First Watch and year-end 2014 for the remainder of the reporting tenants.

(4) Harbor Freight Tools may terminate its lease at any time prior to the last day of September 2018 upon providing written notice and paying a termination fee. If the tenant exercises this termination option, the lease will terminate on the last day of September 2019 and the tenant is required to pay rent through the day the lease terminates. Harbor Freight Tools may also terminate its lease or pay reduced rent if, for 18 consecutive months (i) Hobby Lobby (or a reasonable replacement, as defined in the lease) ceases business operations at the shopping center or (ii) less than 65% of the total net rentable area of the shopping center is occupied according to the terms of the lease. If the tenant elects to terminate, the lease will terminate under this lease termination option on the date that is 90 days after the delivery of the tenant's termination notice.

(5) Office Depot has the right to terminate its lease at any time from and after January 1, 2015 if the tenant's gross sales are below \$2.4 million during the prior consecutive 12-month calendar year. At loan closing, the borrower posted a letter of credit of \$750,000 to cover approximately 2.5 years of rent and reimbursements for Office Depot, pending renewal of its lease. Office Depot reported trailing 12-month gross sales as of June 2015 of approximately \$2.5 million.

(6) Casual Male (DXL) may terminate its lease in 2016, the fourth lease year of its lease, if gross sales do not exceed \$2.0 million, upon providing 120 days prior written notice. Casual Male (DXL) may also terminate its lease or pay reduced rent if, for 18 consecutive months (i) Hobby Lobby (or a reasonable replacement, as defined in the lease) ceases business operations at the shopping center or (ii) less than 70% of the total net rentable area of the shopping center is occupied according to the terms of the lease. If the tenant elects to terminate, the lease will terminate under this lease termination option on the date that is 90 days after the delivery of the tenant's termination notice. Casual Male (DXL) reported trailing 12-month gross sales as of June 2015 of approximately \$1.7 million.

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	20,365	9.8%	NAP	NAP	20,365	9.8%	NAP	NAP
2015 & MTM	1	3,696	1.8	\$54,000	2.8%	24,061	11.6%	\$54,000	2.8%
2016	2	22,565	10.9	236,430	12.1	46,626	22.5%	\$290,430	14.9%
2017	4	9,300	4.5	160,820	8.2	55,926	27.0%	\$451,250	23.1%
2018	3	17,557	8.5	195,462	10.0	73,483	35.4%	\$646,712	33.1%
2019	5	31,978	15.4	313,665	16.1	105,461	50.8%	\$960,377	49.2%
2020	1	2,786	1.3	79,680	4.1	108,247	52.2%	\$1,040,057	53.2%
2021	0	0	0.0	0	0.0	108,247	52.2%	\$1,040,057	53.2%
2022	3	18,496	8.9	307,211	15.7	126,743	61.1%	\$1,347,267	69.0%
2023	0	0	0.0	0	0.0	126,743	61.1%	\$1,347,267	69.0%
2024	2	75,208	36.3	430,241	22.0	201,951	97.4%	\$1,777,508	91.0%
2025	3	5,479	2.6	176,268	9.0	207,430	100.0%	\$1,953,776	100.0%
2026 & Beyond	0	0	0.0	0	0.0	207,430	100.0%	\$1,953,776	100.0%
Total	24	207,430	100.0%	\$1,953,776	100.0%				

(1) Based on the underwritten rent roll.

Tri-County Towne Center

Operating History and Underwritten Net Cash Flow							
	2012	2013	2014	TTM ⁽¹⁾	Underwritten	Per Square Foot	% ⁽²⁾
Rents in Place ⁽³⁾⁽⁴⁾	\$1,406,508	\$1,432,700	\$1,629,051	\$1,685,360	\$1,953,776	\$9.42	58.7%
Percentage Rent	0	0	0	0	75,000	0.36	2.3
Vacant Income	0	0	0	0	356,310	1.72	10.7
Gross Potential Rent	\$1,406,508	\$1,432,700	\$1,629,051	\$1,685,360	\$2,385,087	\$11.50	71.7%
Total Reimbursements	303,021	511,105	573,604	520,309	940,592	4.53	28.3
Net Rental Income	\$1,709,529	\$1,943,805	\$2,202,655	\$2,205,669	\$3,325,679	\$16.03	100.0%
(Vacancy/Credit Loss)	0	0	0	0	(355,429)	(1.71)	(10.7)
Other Income	8,698	601	0	0	0	0.00	0.0
Effective Gross Income	\$1,718,226	\$1,944,406	\$2,202,655	\$2,205,669	\$2,970,250	\$14.32	89.3%
Total Expenses	\$573,209	\$880,947	\$927,833	\$810,638	\$1,159,484	\$5.59	39.0%
Net Operating Income	\$1,145,018	\$1,063,458	\$1,274,821	\$1,395,031	\$1,810,765	\$8.73	61.0%
Total TI/LC, Capex/RR	0	0	0	0	161,030	0.78	5.4
Net Cash Flow	\$1,145,018	\$1,063,458	\$1,274,821	\$1,395,031	\$1,649,735	\$7.95	55.5%
Occupancy⁽⁵⁾	79.0%	80.0%	89.0%	90.2%	89.3%		

(1) TTM column represents the trailing 12-month period ending July 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 fields.

(3) Underwritten Rents in Place are higher than TTM Rents in Place primarily due to five new leases that commenced in 2015 totaling 10,609 square feet and \$344,764 of underwritten base rent.

(4) Historical Rents in Place figures include Percentage Rent.

(5) Historical occupancies are as of December 31 of each respective year. TTM Occupancy is as of August 4, 2015. Underwritten Occupancy represents economic occupancy.