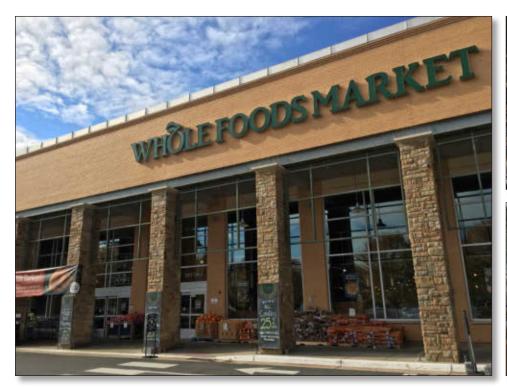
## Mortgage Loan No. 10 – East Market













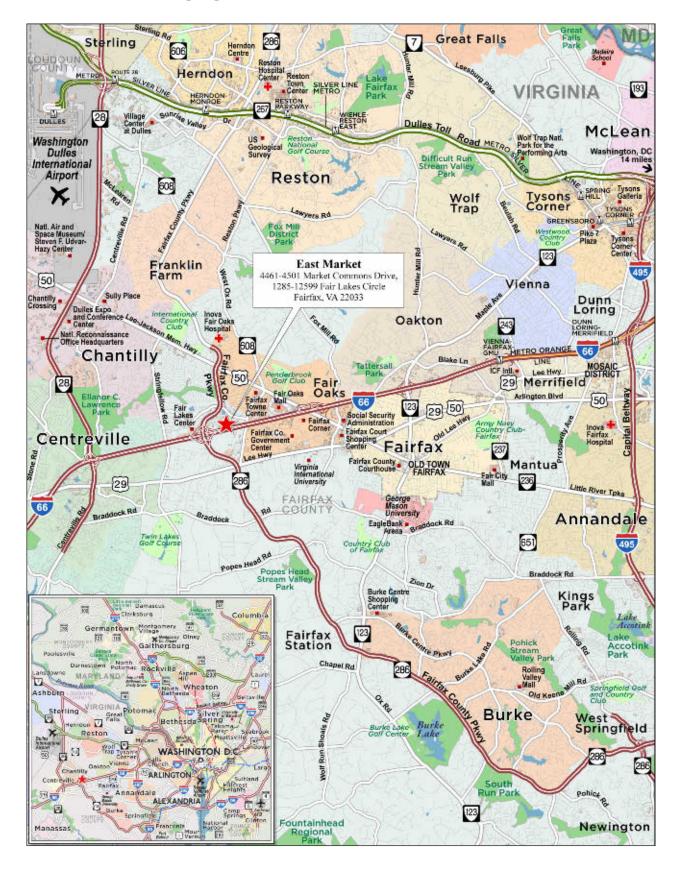




# Mortgage Loan No. 10 – East Market



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Mortgage Loan Information Mortgage Loan Seller: **BANA Original Balance:** \$30,000,000 **Cut-off Date Balance:** \$30,000,000 % of Initial Pool Balance: 3.1% Loan Purpose: Refinance Sponsor: The Peterson Companies Mortgage Rate: 4.1690% Note Date: 12/1/2016 First Payment Date: 1/1/2017 **Maturity Date:** 12/1/2026 **Original Term to Maturity:** 120 months **Original Amortization Term:** 0 months IO Period: 120 months Seasoning: 2 months **Prepayment Provisions:** LO (26); DEF (90); O (4) Lockbox/Cash Mgmt Status: Hard/Springing Additional Debt Type: **Additional Debt Balance:** N/A Future Debt Permitted (Type): No (N/A) Reserves(1) <u>Initial</u> Monthly Type Cap **RE Tax:** \$119,791 \$39,930 N/A \$0 N/A Insurance: Springing

\$0

\$0

\$1,116

\$9,303

Property Information								
Single Asset/Portfolio:	Single Asset							
Location:	Fairfax, VA 22033							
General Property Type:	Retail							
Detailed Property Type:	Anchored							
Title Vesting:	Fee							
Year Built/Renovated:	2006/N/A							
Size:	89,313 SF							
Cut-off Date Balance per SF:	\$336							
Maturity Date Balance per SF:	\$336							
Property Manager:	Peterson Management L.C.							
	(borrower-related)							
Underwriting and Final	ncial Information							
UW NOI:	\$3,024,561							
UW NOI Debt Yield:	10.1%							
UW NOI Debt Yield at Maturity:	10.1%							
UW NCF DSCR:	2.25x							
Most Recent NOI:	\$2,870,358 (9/30/2016 TTM)							
2nd Most Recent NOI:	\$2,909,339 (12/31/2015)							
3rd Most Recent NOI:	\$2,918,488 (12/31/2014)							
Most Recent Occupancy:	100.0% (10/1/2016)							
2nd Most Recent Occupancy:	98.7% (12/31/2015)							
3rd Most Recent Occupancy:	100.0% (12/31/2014)							
Appraised Value (as of):	\$62,000,000 (10/20/2016)							
Cut-off Date LTV Ratio:	48.4%							
Maturity Date LTV Ratio:	48.4%							

Sources and Uses						
Sources	Proceeds	% of Total	Uses	Proceeds	% of Total	
Loan Amount:	\$30,000,000	72.4%	Loan Payoff:	\$40,995,092	99.0%	
Borrower Equity:	\$11,417,155	27.6%	Reserves:	\$119,791	0.3%	
			Closing Costs:	\$302,271	0.7%	
Total Sources:	\$41,417,155	100.0%	Total Uses:	\$41,417,155	100.0%	

N/A

\$400,000

**Recurring Replacements:** 

The Mortgage Loan. The tenth largest mortgage loan (the "East Market Mortgage Loan") is evidenced by a promissory note in the original principal amount of \$30,000,000 and secured by a first priority fee mortgage encumbering a multi-tenant anchored retail property located in Fairfax, Virginia (the "East Market Property"). The proceeds of the East Market Mortgage Loan, together with \$11,417,155 of borrower equity, were used to refinance a previous loan of approximately \$40,995,092 secured by the East Market Property, pay closing costs and fund upfront reserves. The most recent prior financing of the East Market Property was included in the BACM 2007-4 transaction.

The Borrower and the Sponsor. The borrowers are tenants in common, East Market Retail L.C., East Market 25 Retail LLC and East Market 15 Retail LLC (collectively, the "East Market Borrower"), a single-purpose Virginia limited liability company and two single-purpose Delaware limited liability companies, respectively, each with at least one independent director. The nonrecourse carve-out guarantor is the Cragmere Family Trust. Both the East Market Borrower and the Cragmere Family Trust are indirectly held by members of the Peterson family group namely: Milton V. Peterson, Lauren E. Peterson, Jon M. Peterson, William E. Peterson, Steven B. Peterson and/or the spouses or descendants of such individuals or a family trust for their benefit.

The sponsor is The Peterson Companies. The Peterson Companies is headquartered in Northern Virginia and since the early 1970's has developed, acquired, managed and leased more than 26,000 residential lots and approximately 34 million SF of retail, hotel and office space throughout Virginia, Maryland and Washington, D.C., becoming one of the largest privately owned development companies in the region. The Peterson Companies has extensive involvement in mixed use suburban development, leading projects including Fair Lakes, Washingtonian, the redevelopment of Downtown Silver Spring, Virginia Gateway, National Harbor, Tysons McLean Office Park and Fairfax Corner.

<sup>(1)</sup> See "Escrows and Reserves" below for further discussion of reserve requirements.

*The Property.* The East Market Property is an 89,313 SF retail shopping center located in Fairfax, Virginia, anchored by a Whole Foods Market plus a diverse mix of thirteen other tenants. Other than the anchor tenant, no tenant occupies more than 5.0% of NRA or represents more than 5.2% of base rent and only a total of 31.2% of NRA expires during the East Market Mortgage Loan term. The East Market Property was 100.0% occupied as of October 1, 2016. Historical occupancy at the East Market Property was 98.7% in December 2015, and previously since 2011 was 100.0% occupied.

The East Market Property was built in 2006 by the East Market Mortgage Loan sponsor and consists of a free standing building 100% occupied by Whole Foods Market, and two multi-tenant strip retail buildings. The site size is 10.13 acres, and there are 565 surface parking spaces (6.3 spaces per 1,000 sf). The East Market Property is shadow anchored by Kohl's (95,624 SF) and Dick's Sporting Goods (105,957 SF) and is adjacent to the East Market Condominium complex.

#### Major Tenants.

Whole Foods Market (61,424 SF, 68.8% of NRA, 62.5% of underwritten base rent). Whole Foods Market ("Whole Foods") leases 61,424 SF at the East Market Property. The lease began September 9, 2006, expires January 31, 2027 and has five, five-year extension options. At the East Market Property, Whole Foods achieved sales of \$62,052,850 (\$1,010 PSF) in 2015, \$59,411,510 (\$967 PSF) in 2014, \$54,307,908 (\$884 PSF) in 2013 and \$47,720,979 (\$777 PSF) in 2012. The East Market Property is the only Whole Foods location within Fairfax Center, with the next nearest locations being in Reston and the Tysons Corner area of Falls Church. Whole Foods is the world's leading natural foods supermarket chain, with 431 supermarkets in the United States, Canada and the United Kingdom. Whole Foods (NASDAQ: WFM) (rated NR/Baa3/ BBB- by Fitch/Moody's/S&P) was founded in 1980 and is based in Austin, Texas. The company had sales of \$15.4 billion in fiscal year 2015, which grew 8.4% over fiscal year 2014 with a net income of \$536 million.

UFC Gym (4,488 SF, 5.0% of NRA, 5.2% of underwritten base rent). UFC Gym leases 4,488 SF at the East Market Property. The lease began August 9, 2011 and was recently renewed through August 8, 2021 with no remaining extension options. UFC Gym is the largest boxing, kickboxing and mixed martial arts franchise network in the world, with almost 130 open locations in the United States and Australia. UFC Gym mixes martial arts, personal training, specialized equipment and attention to healthy eating to help customers reach their fitness goals. The gyms provide a full range of group fitness classes, private coaching, personal and group dynamic training plus MMA-style youth programs.

Massage Envy (3,121 SF, 3.5% of NRA, 4.0% of underwritten base rent). Massage Envy leases 3,121 SF at the East Market Property. The lease began December 13, 2010 and was recently renewed through December 12, 2020 with no remaining extension options. Massage Envy was founded in 2002 and offers therapeutic massage services and skin care solutions to a network of more than 1.65 million members in franchised locations across the United States. The company employs more than 25,000 massage therapists and estheticians throughout the nation and has 1,150 nationwide franchised locations.

Pei Wei Asian Diner (3,080 SF, 3.4% of NRA, 4.9% of underwritten base rent). Pei Wei Asian Diner leases 3,080 SF at the East Market Property. The lease began August 14, 2006 and was recently renewed through August 13, 2021 with no remaining extension options. Pei Wei Asian Diner is a Pan-Asian chain restaurant.

Radiance Med Spa (2,588 SF, 2.9% of NRA, 2.8% of underwritten base rent). Radiance Med Spa leases 2,588 SF at the East Market Property. The lease began February 19, 2007, expires February 18, 2021 and has one, five-year extension option remaining. Radiance Med Spa offers cosmetic services such as Botox, Liposuction, and Laser Hair Removal.

The following table presents a summary regarding the major tenants at the East Market Property:

Tenant Summary <sup>(1)</sup>										
Tenant Name	Credit Rating (Fitch/Moody's/ S&P) <sup>(2)</sup>	Tenant SF	Approx % of SF	Annual UW Rent	Annual UW Rent PSF <sup>(3)</sup>	App. % of Total Annual UW Rent	Sales (12/31/	(2015) <sup>(4)</sup>	Occ. Cost % <sup>(5)</sup>	Lease Expiration
Whole Foods Market	NR/Baa3/BBB-	61,424	68.8%	\$2,012,668	\$32.77	62.5%	\$62,052,850	\$1,010	4.0%	1/31/2027
UFC Gym <sup>(5)</sup>	NR/NR/NR	4,488	5.0%	\$166,505	\$37.10	5.2%	\$521,283	\$116	41.2%	8/8/2021
Massage Envy	NR/NR/NR	3,121	3.5%	\$130,427	\$41.79	4.0%	NAV	NAV	NAV	12/12/2020
Pei Wei Asian Diner	NR/NR/NR	3,080	3.4%	\$156,526	\$50.82	4.9%	\$1,572,509	\$511	12.1%	8/13/2021
Radiance Med Spa	NR/NR/NR	2,588	2.9%	\$89,157	\$34.45	2.8%	\$975,750	\$377	12.1%	2/18/2021
Subtotal/Wtd. Avg.		74,701	83.6%	\$2,555,282	\$34.21	79.3%				
Other Tenants		14,612	16.4%	\$665,194	\$45.52	20.7%	\$2,148,467			
Vacant Space		0	0.0%	\$0	\$0.00	0.0%	\$0			
Total/Wtd. Avg.		89,313	100.0%	\$3,220,475	\$36.06	100.0%	\$67,270,859			

<sup>(1)</sup> Information is based on the underwritten rent roll.

<sup>(2)</sup> Certain ratings are those of the parent company whether or not the parent guarantees the lease.

<sup>(3)</sup> Wtd. Avg. Annual UW Rent PSF excludes vacant space.

<sup>(4)</sup> Sales \$ and Sales PSF only include tenants reporting sales.

<sup>(5)</sup> UFC Gym does not carry inventory and as a result normal occupancy cost calculations may not reflect their performance.

The following table presents certain information relating to the lease rollover at the East Market Property:

Lease Rollover Schedule <sup>(1)(2)</sup>										
Year	# of Leases Rolling	SF Rolling	Approx. % of Total SF Rolling	Approx. Cumulative % of SF Rolling	Annual UW Rent PSF Rolling <sup>(3)</sup>	Total UW Rent Rolling	Approx. % of Total Rent Rolling	Approx. Cumulative % of Total Rent Rolling		
2017	2	3,629	4.1%	4.1%	\$42.91	\$155,734	4.8%	4.8%		
2018	0	0	0.0%	4.1%	\$0.00	\$0	0.0%	4.8%		
2019	1	1,553	1.7%	5.8%	\$42.77	\$66,422	2.1%	6.9%		
2020	2	4,566	5.1%	10.9%	\$41.80	\$190,850	5.9%	12.8%		
2021	6	15,931	17.8%	28.8%	\$44.45	\$708,113	22.0%	34.8%		
2022	1	1,050	1.2%	29.9%	\$42.77	\$44,909	1.4%	36.2%		
2023	1	1,160	1.3%	31.2%	\$36.02	\$41,779	1.3%	37.5%		
2024	0	0	0.0%	31.2%	\$0.00	\$0	0.0%	37.5%		
2025	0	0	0.0%	31.2%	\$0.00	\$0	0.0%	37.5%		
2026	0	0	0.0%	31.2%	\$0.00	\$0	0.0%	37.5%		
2027	1	61,424	68.8%	100.0%	\$32.77	\$2,012,668	62.5%	100.0%		
2028 & Beyond	0	0	0.0%	100.0%	\$0.00	\$0	0.0%	100.0%		
Vacant	0	0	0.0%	100.0%	\$0.00	\$0	0.0%	100.0%		
Total/Wtd. Avg.	14	89,313	100.0%		\$36.06	\$3,220,475	100.0%			

<sup>(1)</sup> Information is based on the underwritten rent roll.

The Market. The East Market Property is located in the Fairfax Center (a/k/a Fair Oaks or Fair Lakes) area of Fairfax, Virginia, just off of the intersection of I-66 and U.S. Route 50, five miles west of the Capital Beltway (I-495) and approximately 15 miles west of the Washington, D.C. central business district. Fairfax Center is a well-established, densely developed area which includes most notably the Fair Oaks Hospital, the Fair Oaks Mall, a 1.6 million SF enclosed super regional mall, and Fair Lakes, a large mixed-use development with 15-20 suburban office buildings, a 1.0 million SF power center, multifamily communities, townhomes and single family residences, a hotel, and child care centers. Surrounding Fairfax Center is an abundance of neighborhood shopping centers, nationally franchised restaurants and additional residential, office and government buildings. Major employers in Fairfax Center include CGI, General Dynamics, Northrop Grumman, Argon ST, SRA International, Inc. and the National Rifle Association.

According to the appraisal, the estimated 2015 population within a one-, three- and five-mile radius was 16,606, 97,344 and 247,566, respectively. The estimated 2015 average household income within a one-, three- and five-mile radius was \$116,454, \$151,778 and \$156,838, respectively with the distribution of household income at the level of \$150,000 or more within a one-, three- and five-mile radius being 21.0%, 33.3% and 35.1%, respectively.

According to the appraisal, the East Market Property is within the Suburban Fairfax County retail submarket which had a second quarter 2016 retail inventory of approximately 12.9 million SF, a vacancy rate of 4.5% and an average asking rent of \$33.69 PSF. Over the past few years, new construction activity in the submarket has trailed absorption. Between 2011 and 2015, an annual average of 9,800 SF was completed while 30,000 SF was absorbed. In 2015, retail sales in Fairfax County reached \$28.2 billion with average retail sales per household of \$68,691.

<sup>(2)</sup> Certain tenants may have lease termination options that are exercisable prior to the stated expiration date of the subject lease or leases which are not considered in the lease rollover schedule.

<sup>(3)</sup> Wtd. Avg. Annual UW Rent PSF Rolling excludes vacant space.

The following table presents certain competitive shopping center properties to the East Market Property:

Competitive Property Summary								
Property	Type	Year Built/ Renovated	Size (SF)	Occupancy	Anchor Ratio	Anchor Tenants	Distance to Subject (mi.)	
East Market Property	Community Center	2006/N/A	89,313	100% <sup>(1)</sup>	69%	Whole Foods	N/A	
Fair Lakes Promenade Fairfax, VA	Community Center	1995/N/A	140,407	100%	73%	Barnes & Noble, Old Navy, hhgregg, Nordstrom Rack	0.7	
Fair Lakes Center Fairfax, VA	Power Center	1993/N/A	1,013,563	99%	75%	Wal-Mart, Target, BJ's Wholesale Club, Best Buy, Toys R' Us	0.9	
Fairfax Town Center Fairfax, VA	Community Center	1994/N/A	253,941	100%	82%	Safeway, TJ Maxx, Regal Cinema, Jo- Ann Fabrics	1.0	
Costco Plaza Fairfax, VA	Community Center	1998/N/A	317,670	100%	77%	Costco, Home Depot	1.1	
Pender Village Center Fairfax, VA	Mixed-Use	2009/N/A	192,437	99%	25%	Harris Teeter	1.6	
Greenbriar Town Center Fairfax, VA	Community Center	1970/1992	345,935	99%	36%	Giant Food, Marshall's, Petco, Ross, Bob's Discount Furniture, Total Wine	2.2	
Total/Wtd. Avg.(2)			2,263,953	99%				

Source: Appraisal

(1) Occupancy as of October 1, 2016.

(2) Total/Wtd. Avg. excludes East Market Property.

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 East Market Property:

Cash Flow Analysis										
	2013	2014	2015	9/30/2016 TTM	UW	UW PSF				
Base Rent	\$2,889,453	\$2,988,011	\$2,978,491	\$2,930,901	\$3,326,140(1)	\$37.24				
Total Recoveries	\$691,955	\$755,849	\$853,292	\$875,973	\$839,597	\$9.40				
Percentage Rent	\$8,335	\$13,108	\$14,334	\$13,788	\$0	\$0.00				
Other Income <sup>(2)</sup>	\$7,244	\$7,043	\$4,704	\$26,158	\$6,330	\$0.07				
Less Vacancy & Credit Loss	\$0	\$0	\$0	\$0	(\$208,287)	(5.0%)				
Effective Gross Income	\$3,596,987	\$3,764,011	\$3,850,821	\$3,846,820	\$3,963,780	\$44.38				
Total Expenses	\$792,824	\$845,523	\$941,482	\$976,462	\$939,219	\$10.52				
Net Operating Income	\$2,804,163	\$2,918,488	\$2,909,339	\$2,870,358	\$3,024,561	\$33.86				
Capital Expenditures	\$0	\$0	\$0	\$0	\$13,397	\$0.15				
TI/LC	\$0	\$0	\$0	\$0	\$154,769	\$1.73				
Net Cash Flow	\$2,804,163	\$2,918,488	\$2,909,339	\$2,870,358	\$2,856,395	\$31.98				
Occupancy %	100.0%	100.0%	98.7%	100.0%(3)	95.0%					
NOI DSCR	2.21x	2.30x	2.29x	2.26x	2.39x					
NCF DSCR	2.21x	2.30x	2.29x	2.26x	2.25x					
NOI Debt Yield	9.3%	9.7%	9.7%	9.6%	10.1%					
NCF Debt Yield	9.3%	9.7%	9.7%	9.6%	9.5%					

<sup>(1)</sup> Underwritten Base Rent is based on the rent roll dated October 1, 2016 and includes rent steps through December 1, 2017 and average rent in place over the loan term for Whole Foods Market.

<sup>(2)</sup> Other Income includes late fees and miscellaneous income.

<sup>(3)</sup> Occupancy as of October 1, 2016.

**Escrows and Reserves.** The East Market Borrower deposited \$119,791 in escrow for annual real estate taxes and is required to escrow monthly 1/12 of the annual estimated tax payments. The East Market Borrower is required to escrow monthly 1/12 of the annual estimated insurance premiums (unless the East Market Borrower maintains insurance under an acceptable blanket insurance policy and no event of default has occurred). The East Market Borrower is required to make monthly deposits of \$1,116 for replacement reserves and monthly deposits of \$9,303 for TI/LC reserves subject to a cap of \$400,000.

Lockbox and Cash Management. A hard lockbox is in place with respect to the East Market Mortgage Loan. The East Market Mortgage Loan has springing cash management upon the commencement of a Trigger Period (as defined below). Also during the continuance of a Trigger Period, the East Market Borrower will be required to deposit all excess cash with respect to the East Market Mortgage Loan to an account to be held by the lender as additional security for the East Market Mortgage Loan.

A "Trigger Period" will commence upon the earlier of (i) an event of default, (ii) when the NOI as of the end of any twelve month period ending on the last day of a fiscal quarter being less than \$2,337,694 and (iii) a Whole Foods Trigger Event. A Trigger Period will end upon, as applicable, (i) the cure of such event of default or (ii) the date that the NOI is equal to or greater than \$2,337,694 for two consecutive quarters, or (iii) the occurrence of a Whole Foods Trigger Event Cure.

A "Whole Foods Trigger Event" will commence upon the earlier of (i) Whole Foods vacating or giving notice to the East Market Borrower of its intention to vacate; (ii) the date which is twelve months prior to their lease expiration; (iii) Whole Foods defaults in the payment of rent after any applicable notice and cure period, or (iv) Whole Foods or its guarantor files or is the subject of any material bankruptcy action. A Whole Foods Trigger Event will end once, as applicable, (i) the East Market Borrower has re-let the entire space under the Whole Foods lease to one or more replacement tenant(s) (a "Replacement Tenant"), (ii) either (a) Whole Foods has renewed its lease on terms acceptable to the lender or (b) a Replacement Tenant Lease is in place; (iii) Whole Foods has cured their default; or (iv) the Whole Foods lease is assumed without alteration of any material terms or Whole Foods or its guarantor are no longer subject to the jurisdiction of the bankruptcy court and the applicable obligations under the Whole Foods lease remain unaltered (each, a "Whole Foods Trigger Event Cure").

Additional Secured Indebtedness (not including trade debts). Not Permitted.

Mezzanine Loan and Preferred Equity. Not permitted.

Release of Property. Not permitted.

**Terrorism Insurance.** The East Market Borrower is required to obtain and maintain property insurance, public liability insurance and rental loss and/or business interruption insurance that covers perils of terrorism and acts of terrorism, provided that the East Market Mortgage Loan documents provide for an annual terrorism premium cap of 200% of the cost of the premium for a separate "Special Form" or "All Risks" policy or equivalent policy insuring only the East Market Property on a stand-alone basis.