

Riverway



Riverway

Riverway Central

11	Central States Pension Fund 18,115 SF Exp. 12/2019		
10	Central States Pension Fund 20,707 SF Exp. 12/2019		
9	Appleton Group, LLC 22,370 SF Exp. 7/2021		
8	Appleton Group, LLC 15,833 SF Exp. 7/2021	Vacant 8,821 SF	
7	GSA Public Buildings Services 24,454 SF Exp. 9/2020		
6	First Union Rail 24,225 SF Exp. 1/2024		
5	Central States Pension Fund 11,790 SF Exp. 12/2019	Vacant 3,448 SF	First Union Rail 8,387 SF Exp. 1/2024
4	Central States Pension Fund 24,225 SF Exp. 12/2019		
3	Central States Pension Fund 37,096 SF Exp. 12/2019		
2	Central States Pension Fund 38,532 SF Exp. 12/2019		
1	Central States Pension Fund 10,630 SF Exp. 12/2019	Central States Pension Fund 12,636 SF Exp. 12/2019	Central States Pension Fund 3,128 SF Exp. 12/2019
LL	Occupied Storage 23,780 SF		Vacant Storage 6,701 SF

Vacant	Building	2017 – 2019	2020 – 2021	2024+
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Riverway Daycare

1	Bright Horizons Children's Center 10,400 SF Exp. 9/2027		
	2024+		

Riverway

Riverway East

11	U.S. Foods, Inc. 7,728 SF - Exp. 9/2023			Clark Baird Smith, LLP 9,118 SF - Exp. 2/2020		Weeden Securities 2,287 SF - Exp. 9/2017
10	U.S. Foods, Inc. 22,141 SF - Exp. 9/2023					
9	U.S. Foods, Inc. 22,262 SF - Exp. 9/2023					
8	U.S. Foods, Inc. 22,841 SF - Exp. 9/2023					
7	Sumitomo Corporation of America 15,776 SF - Exp. 1/2019				Kaiser Foundation 8,065 SF - Exp. 7/2021	
6	OMS National Insurance 23,541 SF - Exp. 1/2019					
5	U.S. Foods, Inc. 22,141 SF - Exp. 9/2023					
4	U.S. Foods, Inc. 22,342 SF - Exp. 9/2023					
3	U.S. Foods, Inc. 30,282 SF - Exp. 9/2023					
2	U.S. Foods, Inc. 37,571 SF - Exp. 9/2023					
1	Management 3,826 SF	Vacant 544 SF	Genesys Telecomm. 3,641 SF - Exp. 8/2018	Building Fitness Center 577 SF	Building Auditorium	TRAM Facilities Inc. 5,288 SF - Exp. 10/2025
LL	Occupied Storage 936 SF	Vacant Storage 1,860 SF		Building Fitness Center 7,476 SF		R.G. Hospitality 750 SF - Exp. 5/2021
					Vacant 2,365 SF	

Vacant	Building	2017 - 2019	2020 - 2021	2022 - 2023	2024+
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Riverway

Riverway West

11	Culligan International Company 18,377 SF Exp. 12/2021		
10	Culligan International Company 21,182 SF Exp. 12/2021		
9	PricewaterhouseCoopers PRTM 11,207 SF Exp. 4/2020	State Farm Mutual Auto Insurance 4,294 SF Exp. 7/2017	Insperty Support Systems, LP 7,353 SF Exp. 2/2020
8	U.S. Foods, Inc. 24,454 SF Exp. 9/2023		
7	U.S. Foods, Inc. 24,454 SF Exp. 9/2023		
6	U.S. Foods, Inc. 24,454 SF Exp. 9/2023		
5	U.S. Foods, Inc. 24,454 SF Exp. 9/2023		
4	U.S. Foods, Inc. 24,454 SF Exp. 9/2023		
3	The NPD Group, Inc. 24,333 SF Exp. 3/2020		
2	The NPD Group, Inc. 14,189 SF Exp. 3/2020		Vacant 9,479 SF
1	AGFA Corporation 3,544 SF Exp. 11/2017	Vacant Storage 129 SF	Vacant 10,455 SF
LL	Culligan Lab Space 11,669 SF Exp. 12/2021	Vacant Storage 41 SF	Occupied Storage 335 SF

Vacant
Building
2017 – 2019
2020 – 2021
2022 – 2023

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Mortgage Loan Information

Mortgage Loan Seller:	JPMCB
Original Principal Balance⁽¹⁾:	\$63,000,000
Cut-off Date Principal Balance⁽¹⁾:	\$63,000,000
% of Pool by IPB:	6.3%
Loan Purpose:	Acquisition
Borrower:	Adventus US Realty #12 LP
Sponsor:	Adventus Holdings LP
Interest Rate:	4.96000%
Note Date:	11/2/2016
Maturity Date:	12/1/2026
Interest-only Period:	None
Original Term:	120 months
Original Amortization:	360 months
Amortization Type:	Balloon
Call Protection⁽²⁾:	L(24),Def(93),O(3)
Lockbox:	CMA
Additional Debt:	Yes
Additional Debt Balance:	\$65,000,000
Additional Debt Type:	Pari Passu

Property Information

Single Asset / Portfolio:	Single Asset
Title:	Fee
Property Type - Subtype:	Office – Suburban
Net Rentable Area (SF):	869,120
Location:	Rosemont, IL
Year Built / Renovated:	1988, 1994 / 2016
Occupancy:	95.0%
Occupancy Date:	9/30/2016
Number of Tenants:	24
2013 NOI⁽³⁾:	\$14,484,517
2014 NOI⁽³⁾:	\$11,696,602
2015 NOI:	\$12,200,715
TTM NOI (as of 8/2016)⁽⁴⁾:	\$12,272,361
UW Economic Occupancy:	90.0%
UW Revenues:	\$25,871,039
UW Expenses:	\$12,713,001
UW NOI⁽⁴⁾:	\$13,158,038
UW NCF:	\$11,678,973
Appraised Value / Per SF:	\$176,200,000 / \$203
Appraisal Date:	9/7/2016

Escrows and Reserves⁽⁵⁾

	Initial	Monthly	Initial Cap
Taxes⁽⁶⁾:	\$360,173	\$895,380	N/A
Insurance:	\$0	Springing	N/A
Replacement Reserves:	\$14,485	\$14,485	\$869,100
TI/LC:	\$108,640	\$108,640	N/A
Other:	\$7,338,122	\$0	N/A

Financial Information⁽¹⁾

Cut-off Date Loan / SF:	\$147
Maturity Date Loan / SF:	\$121
Cut-off Date LTV:	72.6%
Maturity Date LTV:	59.6%
UW NCF DSCR:	1.42x
UW NOI Debt Yield:	10.3%

Sources and Uses

Sources	Proceeds	% of Total	Uses	Proceeds	% of Total
Mortgage Loan ⁽¹⁾	\$128,000,000	70.4%	Purchase Price	\$173,000,000	95.2%
Sponsor Equity	53,779,281	29.6	Upfront Reserves	7,821,420	4.3
			Closing Costs	957,861	0.5
Total Sources	\$181,779,281	100.0%	Total Uses	\$181,779,281	100.0%

(1) The Riverway loan is part of a whole loan evidenced by two *pari passu* notes with an aggregate outstanding principal balance as of the Cut-off Date of \$128.0 million. The Financial Information presented in the chart above reflects the Cut-off Date balance of the \$128.0 million Riverway Whole Loan, as defined in "The Loan" below.

(2) The lockout period will be at least 24 payments beginning with and including the first payment date of January 1, 2017. Defeasance of the full \$128.0 million Riverway Whole Loan is permitted after the date that is two years after the closing date of the securitization that includes the last note to be securitized. If such date has not occurred by January 1, 2021, the borrower is also permitted to prepay the Riverway Whole Loan in whole, but not in part, with the payment of a yield maintenance premium.

(3) The decrease in 2014 NOI from 2013 is primarily due to rent abatements for certain tenants, including Appleton and Culligan, and an increase in one-time expenses.

(4) UW NOI is higher than TTM NOI due to future contractual rent step increases totaling \$366,501 through September 2017 and the expiration of free rent associated with certain tenants.

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

(6) The Monthly Taxes deposit will be equal to \$895,380 for the first three payment dates and \$500,000 thereafter.

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The Loan. The Riverway loan is secured by a first mortgage lien on the borrower's fee interest in a four-building property totaling 869,120 square feet located in Rosemont, Illinois. The property consists of three office buildings totaling 858,711 square feet and one 10,409 square foot daycare center. The whole loan has an outstanding principal balance as of the Cut-off Date of \$128.0 million (the "Riverway Whole Loan") and is comprised of two *pari passu* notes, each as described below. Note A-2, with an outstanding principal balance as of the Cut-off Date of \$63.0 million, is the controlling note and is being contributed to the JPMCC 2016-JP4 Trust. Note A-1, with an outstanding principal balance as of the Cut-off Date of \$65.0 million, is expected to be contributed to one or more future securitization trusts. The Riverway Whole Loan has a 10-year term and will amortize on a 30-year schedule.

Whole Loan Summary				
	Original Balance	Cut-off Date Balance	Note Holder	Controlling Piece
A-1	\$65,000,000	\$65,000,000	JPMCB	No
A-2	63,000,000	63,000,000	JPMCC 2016-JP4	Yes
Total	\$128,000,000	\$128,000,000		

The Borrower. The borrowing entity for the Riverway Whole Loan is Adventus US Realty #12 LP, a Delaware limited partnership and special purpose entity.

The Loan Sponsor. The loan sponsor and nonrecourse carve-out guarantor is Adventus Holdings LP, a Delaware limited partnership. Adventus Holdings LP is an affiliate of Adventus Realty Trust, a private real estate investment trust formed in 2012. Based in Vancouver, Canada, Adventus Realty Trust invests in commercial real estate properties in suburban office markets outside of Chicago, Illinois and Atlanta, Georgia. The company targets properties with strong credit-worthy tenants and long term leases in place and attempts to add value through lease-up of vacant space, maximizing lease renewal rates upon maturity and strict management of operating expenses.

The Properties. Riverway is a Class A office complex consisting of three multi-tenant office buildings ("Riverway Central", "Riverway East" and "Riverway West", and, together, the "Riverway Office Properties") totaling 858,711 square feet, a daycare center ("Riverway Daycare") totaling 10,409 square feet, one owner-user office building and a Marriott Suites hotel. Riverway Central, Riverway East, Riverway West and Riverway Daycare (together, the "Riverway Properties") serve as collateral for the Riverway Whole Loan. The Riverway Office Properties are located on a 14.1 acre parcel in Rosemont, Illinois and were constructed in 1988 and renovated in 2016. The Riverway Daycare was built in 1994. As of September 30, 2016, the Riverway Properties were 95.0% leased to 24 tenants. The three largest tenants are U.S. Foods, Inc. ("U.S. Foods") (NYSE: USFD), which occupies space at Riverway East and Riverway West, Central States Pension Fund ("Central States") and Culligan International Company ("Culligan"), which occupy 36.9%, 21.9% and 6.1% of the net rentable area, respectively. For additional information on the properties, see below.

The Riverway Properties are located in Rosemont, Illinois in the O'Hare Area submarket. O'Hare International Airport is located approximately three miles away and the Chicago central business district is approximately 15 miles away. Primary access to the area is provided by the Kennedy Expressway, a major arterial that crosses the Chicago area in a northwest/southeast direction. Public transportation is provided by Chicago Transit Authority and Pace Suburban Bus Service, which provide access to the Chicago central business district. According to the appraisal, the trade area consisting of a five-mile radius contains approximately 154,544 people with a median household income of \$60,131. As of the second quarter of 2016, the O'Hare Area submarket had an office inventory of approximately 14.1 million square feet across 106 buildings with an average occupancy rate of 74.7% and average asking rent of \$24.22 per square foot. The appraisal identified eight comparable office properties that serve as a competitive set for the Riverway Office Properties. The office properties in the competitive set range from approximately 121,117 square feet to 818,000 square feet and were constructed between 1980 and 2010. The competitive set has a weighted average occupancy rate of 90.9% and an average asking rent of \$18.49.

Property Summary								
Property Name	Location	Net Rentable Area (SF)	Year Built / Renovated	Class	Number of Tenants ⁽¹⁾	Appraised Value	Underwritten Net Cash Flow	% of Underwritten Net Cash Flow
Riverway Central	Rosemont, IL	313,478	1988 / 2016	A	5	\$62,200,000	\$4,480,153	38.4%
Riverway East	Rosemont, IL	284,241	1988 / 2016	A	11	57,100,000	3,599,812	30.8
Riverway West	Rosemont, IL	260,992	1988 / 2016	A	10	55,600,000	3,574,098	30.6
Riverway Daycare ⁽²⁾	Rosemont, IL	10,409	1994	NAP	1	1,300,000	24,910	0.2
Total		869,120			27	\$176,200,000	\$11,678,973	100.0%

(1) The total number of tenants does not equal 24 because certain tenants at the Riverway Office Properties have spaces at multiple buildings.

(2) The Riverway Daycare building is 100% leased to Bright Horizons under a lease that expires in March 2027. The tenant also has the right to terminate the lease annually on each anniversary of the lease commencement date.

Riverway

Historical and Current Occupancy ⁽¹⁾				
Property	2013	2014	2015	Current ⁽²⁾
Riverway Central	91.2%	86.5%	93.9%	93.9%
Riverway East	91.2%	91.6%	90.5%	98.3%
Riverway West	98.2%	92.9%	95.9%	92.3%
Riverway Daycare	100.0%	100.0%	100.0%	100.0%
Weighted Average⁽³⁾	93.4%	90.2%	93.5%	95.0%

(1) Historical Occupancies are as of December 31 of each respective year.

(2) Current Occupancy is as of September 30, 2016.

(3) Weighted Average based on individual property square footage.

Riverway Central. Riverway Central is a 313,478 square foot, 11-story Class A office tower located in Rosemont, Illinois. The property includes 1,027 garage and 32 surface parking spaces (3.38 spaces per 1,000 square feet of net rentable area). As of September 30, 2016, the property was 93.9% occupied by five tenants. The largest tenant at Riverway Central is Central States, one of the country's largest defined benefit pension plans, which first leased its space in May 2003 and currently leases 60.6% of the net rentable area at Riverway Central through December 2019 (excluding two five-year extension options) across seven floors. Established in 1955, Central States is a health management firm that provides Teamsters and their families pension, health and welfare benefits. The second largest tenant at Riverway Central is Appleton GRP LLC ("Appleton"), which first leased its space in May 2003 and currently leases 12.1% of the net rentable area at Riverway Central through July 2021 across two floors. Headquartered at the property, Appleton manufactures electrical products for a number of industries including the automotive, beverage, chemical and energy industries. The company was founded in 1903 and is an affiliate of the Emerson Electric Company (NYSE: EMR) (rated A2/A by Moody's and S&P, respectively), a Fortune 500 company. The third largest tenant at Riverway Central is GSA Public Building Services ("GSA") (rated Aaa/AA+/AAA by Moody's, S&P and Fitch, respectively), which currently leases 10.6% of the net rentable area at Riverway Central through August 2, 2020. GSA's space serves as office space for the Transportation Security Administration ("TSA"). Established by the Aviation and Transportation Security Act of 2001, the TSA is tasked with protecting the United States' transportation systems.

Riverway East. Riverway East is a 284,241 square foot, 11-story Class A office tower located in Rosemont, Illinois. The property includes 925 garage spaces and 41 surface parking spaces (3.40 spaces per 1,000 square feet of net rentable area). As of September 30, 2016, the property was 98.3% occupied by 11 tenants. The largest tenant at Riverway East is U.S. Foods, which first leased its space in April 2006 and currently leases 69.7% of the net rentable area at Riverway East through September 2023 across eight floors. Headquartered at the property, U.S. Foods is one of the largest food distributors in the United States. It offers a range of fresh, frozen and dry food and non-food products, serving independently owned single and multi-unit restaurants, regional restaurant concepts, national restaurant chains, hospitals, nursing homes, hotels and motels, country clubs, government and military organizations, colleges and universities and retail locations. The second largest tenant at Riverway East is OMS National Insurance Company ("OMS"), which first leased its space in April 1996 and currently leases 8.6% of the net rentable area at Riverway East through January 2019. Headquartered at the property, OMS is an insurance company that provides risk management programs and insurance services to oral and maxillofacial surgeons. The third largest tenant at Riverway East is Sumitomo Corporation of America ("Sumitomo"), which first leased its space in October 2002 and currently leases 5.6% of the net rentable area at Riverway East through January 2019. Sumitomo produces steel, metal, machinery, power, chemicals, electronics, mineral resources and energy products for the automotive, electronics, energy, communications, transportation and container sectors. The company was founded in 1952 and its U.S. headquarters are located in New York, New York.

Riverway West. Riverway West is a 260,992 square foot, 11-story Class A office tower located in Rosemont, Illinois. The property includes 861 garage and 14 surface parking spaces (3.35 spaces per 1,000 square feet of net rentable area). As of September 30, 2016, the property was 92.3% occupied by nine tenants. The property's largest tenant is U.S. Foods, which first leased its space in January 2005 and currently leases 46.8% of the net rentable area at Riverway West through September 2023 across five floors. The second largest tenant is Culligan, which currently leases 20.4% of the net rentable area at Riverway West through December 2021 across three floors. The building serves as the headquarters for the tenant. Founded in 1936, Culligan manufactures and distributes water filtration and treatment systems for residential, office, commercial and industrial applications. The third largest tenant is The NPD Group Inc. ("NPD"), which first leased its space in September 1994 and currently leases 14.8% of the net rentable area at Riverway West through March 2020 across two floors. NPD provides market information, tracking, analytic and advisory services to clients in the Americas, Europe and the Asia-Pacific.

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Tenant Summary ⁽¹⁾							
Tenant	Property	Ratings ⁽²⁾ Moody's/S&P/Fitch	Net Rentable Area (SF)	% of Total NRA	Base Rent	Base Rent PSF ⁽³⁾	Lease Expiration Date
U.S. Foods ⁽⁴⁾	Riverway East / West	Caa1 / B+ / NA	320,341	36.9%	\$5,998,551	\$18.73	9/30/2023
Central States	Riverway Central	NA / NA / NA	190,077	21.9%	\$3,983,311	\$20.96	12/31/2019
Culligan ⁽⁵⁾	Riverway West	NA / NA / NA	53,133	6.1%	\$883,728	\$16.63	12/31/2021
NPD	Riverway West	NA / NA / NA	38,917	4.5%	\$696,656	\$17.90	3/31/2020
Appleton	Riverway Central	A2 / A / NA	38,003	4.4%	\$723,857	\$19.05	7/31/2021
GSA	Riverway Central	Aaa / AA+ / AAA	33,216	3.8%	\$950,370	\$28.61	8/2/2020
First Union Rail	Riverway Central	Aa2 / AA- / AA	33,212	3.8%	\$612,761	\$18.45	1/31/2024
OMS	Riverway East	NA / NA / NA	24,521	2.8%	\$489,420	\$19.96	1/31/2019
Sumitomo ⁽⁶⁾	Riverway East	A1 / A- / NA	15,776	1.8%	\$331,296	\$21.00	1/31/2019
PricewaterhouseCoopers	Riverway West	NA / NA / NA	11,207	1.3%	\$224,140	\$20.00	4/30/2020

(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) Base Rent PSF represents the weighted average for each tenant in the case of tenants with various leases containing different rents per square foot.

(4) U.S. Foods leases 198,071 square feet of net rentable area at Riverway East and 122,270 square feet of net rentable area at Riverway West.

(5) Culligan has a one-time right to terminate its lease as of December 31, 2019, with notice on or prior to March 31, 2019 and the payment of a termination fee.

(6) Sumitomo has a one-time right to terminate its lease as of January 31, 2018, with notice on or prior to April 30, 2017 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	43,843	5.0%	NAP	NAP	43,843	5.0%	NAP	NAP
2016 & MTM ⁽²⁾	2	0	0.0	\$2,000	0.0%	43,843	5.0%	\$2,000	0.0%
2017	3	10,125	1.2	204,196	1.3	53,968	6.2%	\$206,196	1.3%
2018	3	3,811	0.4	106,261	0.7	57,779	6.6%	\$312,457	2.0%
2019	3	230,374	26.5	4,804,027	30.4	288,153	33.2%	\$5,116,484	32.4%
2020	5	99,809	11.5	2,193,406	13.9	387,962	44.6%	\$7,309,890	46.3%
2021	4	99,951	11.5	1,770,570	11.2	487,913	56.1%	\$9,080,460	57.5%
2022	0	0	0.0	0	0.0	487,913	56.1%	\$9,080,460	57.5%
2023	1	320,341	36.9	5,998,551	38.0	808,254	93.0%	\$15,079,011	95.5%
2024	1	33,212	3.8	612,761	3.9	841,466	96.8%	\$15,691,772	99.4%
2025	1	5,366	0.6	40,737	0.3	846,832	97.4%	\$15,732,509	99.6%
2026	0	0	0.0	0	0.0	846,832	97.4%	\$15,732,509	99.6%
2027 & Beyond ⁽³⁾	1	22,288	2.6	60,000	0.4	869,120	100.0%	\$15,792,509	100.0%
Total	24	869,120	100.0%	\$15,792,509	100.0%				

(1) Based on the underwritten rent roll.

(2) 2016 & MTM includes United Parcel Service and Federal Express Corporation.

(3) 2027 & Beyond includes an 8,053 square foot fitness center and 3,826 square foot management office located at Riverway East.

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Operating History and Underwritten Net Cash Flow							
	2013	2014	2015	TTM ⁽¹⁾	Underwritten	Per Square Foot	% ⁽²⁾
Rents in Place ⁽³⁾	\$14,744,668	\$14,359,825	\$14,636,219	\$14,596,191	\$15,792,506	\$18.17	55.2%
Vacant Income	0	0	0	0	789,550	0.91	2.8
Gross Potential Rent	\$14,744,668	\$14,359,825	\$14,636,219	\$14,596,191	\$16,582,056	\$19.08	58.0%
Total Reimbursements	10,814,946	9,855,267	10,473,991	11,583,580	12,024,877	13.84	42.0
Net Rental Income	\$25,559,614	\$24,215,092	\$25,110,210	\$26,179,771	\$28,606,934	\$32.91	100.0%
(Vacancy/Credit Loss)	(150,651)	(968,767)	(458,594)	(1,464,547)	(2,860,693)	(3.29)	(10.0)
Other Income ⁽⁴⁾	80,499	102,965	43,096	51,555	124,800	0.14	0.4
Effective Gross Income	\$25,489,463	\$23,349,290	\$24,694,712	\$24,766,779	\$25,871,039	\$29.77	90.4%
Total Expenses	\$11,004,945	\$11,652,689	\$12,493,997	\$12,494,418	\$12,713,001	\$14.63	49.1%
Net Operating Income	\$14,484,517	\$11,696,602	\$12,200,715	\$12,272,361	\$13,158,038	\$15.14	50.9%
Total TI/LC, Capex/RR	0	0	0	0	1,479,065	1.70	5.7
Net Cash Flow	\$14,484,517	\$11,696,602	\$12,200,715	\$12,272,361	\$11,678,973	\$13.44	45.1%

(1) TTM historical financials are based on the trailing 12-month period ending on August 31, 2016.

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

(3) The increase in Underwritten Rents in Place over TTM Rents in Place is due to contractual rent steps taken through September 2017 and the expiration of free rent associated with certain tenants.

(4) Other Income consists primarily of auditorium fees, fitness center fees and sundry revenues.

Property Management. The property is managed by Cushman & Wakefield U.S., Inc.

Escrows and Reserves. At origination, the borrower deposited into escrow approximately \$7.0 million for outstanding tenant improvements and leasing commissions associated with three tenants, \$360,173 for tax reserves, \$271,509 for free rent reserves associated with one tenant, \$108,640 for future tenant improvements and leasing commissions, \$81,825 for immediate repairs and \$14,485 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 \$895,380 for the first three payment dates of the loan term and \$500,000 thereafter.

Insurance Escrows - The requirement for the borrower to make monthly deposits to 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 acceptable blanket policy in accordance with the loan documents.

Replacement Reserves - On a monthly basis, the borrower is required to escrow \$14,485 (\$0.20 per square foot annually) for replacement reserves. The reserve is subject to a cap of \$869,100 (approximately \$1.00 per square foot).

TI/LC Reserves - On a monthly basis, the borrower is required to deposit \$108,640 (\$1.50 per square foot annually) for tenant improvements and leasing commissions reserves. The reserve is not subject to a cap.

Lockbox / Cash Management. The Riverway Whole Loan is structured with a CMA lockbox. The borrower and manager were required at origination to deliver tenant direction letters instructing all tenants to deposit rents into a lockbox account controlled by the lender. All funds in the lockbox account will be swept daily into the borrower's operating account unless a Trigger Period (as defined below) is continuing, in which event such funds will be swept on a daily basis into a cash management account controlled by the lender and disbursed on each payment date in accordance with the loan documents.

A "Trigger Period" commences upon the occurrence of (i) an event of default, (ii) the bankruptcy or insolvency of the borrower or the property manager, (iii) the debt service coverage ratio (as calculated in the loan documents) falling below 1.15x based on a trailing three-month basis (a "DSCR Trigger Event"), (iv) Central States or U.S. Foods (or any replacement tenant(s)) (a) terminating, vacating or giving notice of its intention to terminate its lease or vacate its space or failing to give notice of its intent to renew its lease(s) or (b) becoming insolvent or bankrupt (either (a) or (b), a "Tenant Trigger Event") or (v) U.S. Foods' long-term credit rating being downgraded to or below "B2" or "B" by S&P, Moody's or Fitch (the current Moody's and S&P long-term ratings are B1 and B+, respectively) or the withdrawal of U.S. Foods' credit rating (unless U.S. Foods' rating is withdrawn solely as the result of no longer having public debt necessary to enable such rating and it maintains a net worth of at least \$1 billion) (each, a "Downgrade Trigger Event").

Riverway

The borrower will have the right two times in the aggregate (except with respect to a DSCR Trigger Event, a Tenant Trigger Event or a Downgrade Trigger Event, which may be cured an unlimited number of times) during the term of the loan to cure a Trigger Period as follows: (i) if a Trigger Period exists solely by reason of an event of default, the acceptance of a cure by the lender of the applicable event of default (in its sole and absolute discretion), (ii) if a Trigger Period exists solely by reason of a bankruptcy or insolvency of a property manager, the replacement of such manager with a qualified manager under a management agreement in accordance with the loan documents, (iii) if a Trigger Period exists solely by reason of a DSCR Trigger Event, the achievement of a debt service coverage ratio for two consecutive quarters of at least 1.20x on a trailing three-month basis, (iv) if a Trigger Period exists by reason of a Tenant Trigger Event, the applicable space(s) is re-leased in accordance with the loan documents (which includes a requirement that annualized gross income (as defined in the loan documents) be not less than \$24,895,000 (as reasonably determined by the lender), and (v) if a Trigger Period exists by reason of a Downgrade Trigger Event, the reinstatement or increasing of the applicable rating as required by the loan documents (or, in the case of a Downgrade Trigger Event triggered by the net worth of U.S. Foods, such net worth being at least \$1,000,000,000) or the borrower has deposited \$9,800,000 in the aggregate into the TI/LC reserve account from excess cash flow as described above.

Partial Releases. None.