



Collateral Asset Summary - Loan No. 8

## 1901 Harrison Street

**Appraisal Date:** 

 Cut-off Date Balance:
 \$42,500,000

 Cut-off Date LTV:
 41.8%

 U/W NCF DSCR:
 2.30x

 U/W NOI Debt Yield:
 11.1%

**Mortgage Loan Information** 

Loan Seller: JPMCB

Loan Purpose: Recapitalization

Sponsor<sup>(1)</sup>: CIM Commercial Trust Corporation
Borrower: CIM/Oakland 1901 Harrison, LP

 Original Balance:
 \$42,500,000

 Cut-off Date Balance:
 \$42,500,000

 % by Initial UPB:
 4.8%

 Interest Rate:
 4.1400%

Payment Date:1st of each monthFirst Payment Date:August 1, 2016Maturity Date:July 1, 2026Amortization:Interest Only

Additional Debt<sup>(2)</sup>: Future Mezzanine Debt Permitted

Call Protection: L(25), D(91), O(4)
Lockbox / Cash Management: Hard / Springing

	Reserves <sup>(3)</sup>	
	Initial	Monthly
Taxes:	\$0	Springing
Insurance:	\$0	Springing
TI/LC:	\$0	Springing
Outstanding TI:	\$2,444,444	\$0
Free Rent:	\$44,494	\$0

Financial Information	
Cut-off Date Balance / Sq. Ft.:	\$153
Balloon Balance / Sq. Ft.:	\$153
Cut-off Date LTV:	41.8%
Balloon LTV:	41.8%
Underwritten NOI DSCR:	2.65x
Underwritten NCF DSCR:	2.30x
Underwritten NOI Debt Yield:	11.1%
Underwritten NCF Debt Yield:	9.6%
Underwritten NOI Debt Yield at Balloon:	11.1%
Underwritten NCF Debt Yield at Balloon:	9.6%

Property Information						
Single Asset / Portfolio:	Single Asset					
Property Type:	CBD Office					
Collateral:	Fee Simple					
Location:	Oakland, CA					
Year Built / Renovated:	1986 / NAP					
Total Sq. Ft.:	277,655					
Property Management:	CIM Management, Inc.					
Underwritten NOI:	\$4,735,466					
Underwritten NCF <sup>(4)</sup> :	\$4,094,840					
Appraised Value:	\$101,600,000					

	Historical NOI
Most Recent NOI:	\$4,853,375 (T-12 March 31, 2016)
2015 NOI:	\$4,961,367 (December 31, 2015)
2014 NOI:	\$4,733,099 (December 31, 2014)
2013 NOI:	\$4,117,872 (December 31, 2013)

May 19, 2016

Historical Occupancy						
Most Recent Occupancy <sup>(5)</sup> : 97.3% (March 31, 2016)						
2015 Occupancy:	98.2% (December 31, 2015)					
2014 Occupancy:	99.4% (December 31, 2014)					
2013 Occupancy:	87.3% (December 31, 2013)					

- (1) The sponsor is also the sponsor of the mortgage loans identified on Annex A-1 to the Prospectus as Center 21 and 260 Townsend Street, which have Cut-off Date Balances of \$83.0 million and \$28.2 million, respectively.
- (2) See "Future Mezzanine or Subordinate Indebtedness Permitted" herein.
- 3) See "Initial Reserves" and "Ongoing Reserves" herein.
- (4) Underwritten NCF contemplates the current in-place rent roll, excluding the 65,571 sq. ft. that Wells Fargo Bank, N.A. ("Wells Fargo") is expected to vacate. Assuming the appraiser's concluded market vacancy of 5.0%, including a current market rent applied to the vacated Wells Fargo space, base rent would increase by \$3,304,778.
- (5) Most Recent Occupancy as of March 31, 2016 is significantly higher than the contemplated underwritten occupancy of 73.0% as Wells Fargo plans to vacate 65,571 sq. ft. upon its current lease expiration in December 2017. Under its current lease, Wells Fargo pays substantially lower rent than the appraiser's market rent, providing considerable upside to the sponsor. See "The Property" herein.

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Cut-off Date Balance: Cut-off Date LTV: U/W NCF DSCR: U/W NOI Debt Yield: \$42,500,000 41.8% 2.30x 11.1%

Tenant Summary <sup>(1)</sup>								
Tenant	Ratings (Fitch/Moody's/S&P) <sup>(2)</sup>	Net Rentable Area (Sq. Ft.)	% of Net Rentable Area	U/W Base Rent PSF	% of Total U/W Base Rent	Lease Expiration		
Wells Fargo <sup>(3)</sup>	AA-/A2/A	87,000	31.3%	\$48.75	50.3%	Various		
Burnham & Brown	NR/NR/NR	40,337	14.5%	\$39.84	19.1%	12/31/2022		
Burke, Williams & Sorensen, LLP	NR/NR/NR	16,385	5.9%	\$35.77	7.0%	5/31/2019		
Regus <sup>(4)</sup>	NR/NR/NR	13,841	5.0%	\$33.10	5.4%	9/30/2025		
Orbach Huff Suarez & Henderson, LLP	NR/NR/NR	5,840	2.1%	\$34.32	2.4%	11/30/2019		
Remcho, Johansen & Purcell, LLP	NR/NR/NR	5,335	1.9%	\$51.54	3.3%	9/30/2021		
Valdez Law Group LLP	NR/NR/NR	5,051	1.8%	\$32.52	1.9%	11/30/2019		
Fortunas, L.L.C. and K. Pace Law Group, Inc.	NR/NR/NR	4,275	1.5%	\$40.17	2.0%	4/30/2021		
Joe Trapasso - State Farm Insurance Agent	NR/NR/AA	3,820	1.4%	\$12.69	0.6%	7/31/2019		
Bennett, Johnson & Galler	NR/NR/NR	3,127	1.1%	\$36.17	1.3%	10/31/2016		
Subtotal / Wtd. Avg.		185,011	66.6%	\$42.51	93.3%			
Other		17,760	6.4%	\$31.87	6.7%			
Total / Wtd. Avg. Occupied <sup>(5)</sup>	-	202,771	73.0%	\$41.58	100.0%			
Vacant		74,884	27.0%					
Total / Wtd. Avg.	-	277,655	100.0%					

- (1) Based on the U/W rent roll as of March 31, 2016.
- (2) Certain ratings are those of the parent company whether or not the parent company guarantees the lease.
- (3) Wells Fargo leases multiple spaces with two different expiration dates. The expiration date with respect to 69,600 sq. ft. (25.1% of the property's net rentable area) is December 31, 2022 and the expiration date with respect to 17,400 sq. ft. (6.3% of the property's net rentable area) is December 31, 2018. Net Rentable Area (Sq. Ft.) excludes 65,671 sq. ft. for which Wells Fargo plans to vacate upon its current lease expiration in December 2017. See "The Property" herein.
- (4) Regus has the right to terminate its lease after August 31, 2022 with 12 months' notice and the payment of a termination fee of three months of base rent plus unamortized tenant improvements, leasing commissions and free rent.
- (5) The property is 97.3% physically occupied as of March 31, 2016; however Wells Fargo has been underwritten as vacant. Wells Fargo plans to vacate 65,571 sq. ft. upon lease expiration in December 2017.

	Lease Rollover Schedule <sup>(1)(2)</sup>							
Year	# of Leases Expiring	Total Expiring Sq. Ft.	% of Total Sq. Ft. Expiring	Cumulative Sq. Ft. Expiring	Cumulative % of Sq. Ft. Expiring	Annual U/W Base Rent PSF <sup>(3)</sup>	% U/W Base Rent Rolling	Cumulative % of U/W Base Rent
MTM	0	0	0.0%	0	0.0%	\$0.00	0.0%	0.0%
2016	1	3,127	1.1%	3,127	1.1%	\$36.17	1.3%	1.3%
2017	2	4,950	1.8%	8,077	2.9%	\$36.10	2.1%	3.5%
2018	2	19,363	7.0%	27,440	9.9%	\$47.29	10.9%	14.3%
2019	5	32,108	11.6%	59,548	21.4%	\$32.32	12.3%	26.6%
2020	1	2,791	1.0%	62,339	22.5%	\$35.28	1.2%	27.8%
2021	4	14,019	5.0%	76,358	27.5%	\$44.93	7.5%	35.3%
2022(4)	2	111,820	40.3%	188,178	67.8%	\$44.71	59.3%	94.6%
2023	0	0	0.0%	188,178	67.8%	\$0.00	0.0%	94.6%
2024	0	0	0.0%	188,178	67.8%	\$0.00	0.0%	94.6%
2025	1	13,841	5.0%	202,019	72.8%	\$33.10	5.4%	100.0%
2026	0	0	0.0%	202,019	72.8%	\$0.00	0.0%	100.0%
Thereafter <sup>(5)</sup>	0	752	0.3%	202,771	73.0%	\$0.00	0.0%	100.0%
Vacant	NAP	74,884	27.0%	277,655	100.0%	NAP	NAP	
Total / Wtd. Avg.	18	277,655	100.0%		=	\$41.58	100.0%	=

- (1) Based on the U/W rent roll as of March 31, 2016.
- (2) Certain tenants have lease termination options that may become exercisable prior to the originally stated expiration date of the tenant lease that are not considered in the lease rollover schedule.
- (3) Annual U/W Base Rent PSF is inclusive of approximately \$1,492,244 in base rent steps.
- (4) Includes a 1,883 sq. ft. storage space for Burnham & Brown which has no attributable underwritten base rent.
- (5) Includes a 683 sq. ft. boiler room and a 69 sq. ft. storage space for CIM Group which have no attributable underwritten base rent.

### Collateral Asset Summary – Loan No. 8

### **1901 Harrison Street**

Cut-off Date Balance: Cut-off Date LTV: U/W NCF DSCR: U/W NOI Debt Yield:

\$42,500,000 41.8% 2.30x 11.1%

**The Loan.** The 1901 Harrison Street loan (the "1901 Harrison Street Loan") is a fixed rate loan secured by the borrower's fee simple interest in a 17-story Class A office building consisting of 277,655 sq. ft. located at 1901 Harrison Street in downtown Oakland, California (the "1901 Harrison Street Property") with an Original and a Cut-off Date Balance of \$42.5 million. The 1901 Harrison Street Loan has a 10-year term and pays interest only for the term of the loan. The 1901 Harrison Street Loan accrues interest at a fixed rate equal to 4.1400%. Loan proceeds were used to pay off corporate debt of approximately \$37.1 million, return equity to the sponsor of approximately \$2.7 million, fund reserves of approximately \$2.5 million and pay closing costs of approximately \$0.1 million. Based on the "As-is" appraised value of \$101.6 million as of May 19, 2016, the Cut-off Date LTV is 41.8%.

Sources and Uses						
Sources	Proceeds	% of Total	Uses	Proceeds	% of Total	
Mortgage Loan	\$42,500,000	100.0%	Payoff of Corporate Debt(1)	\$37,146,952	87.4%	
			Return of Equity	\$2,739,594	6.4%	
			Reserves	\$2,488,938	5.9%	
			Closing Costs	\$124,516	0.3%	
Total Sources	\$42,500,000	100.0%	Total Uses	\$42,500,000	100.0%	

<sup>(1)</sup> The property was previously unencumbered. This is the repayment of corporate debt.

**The Borrower / Sponsor.** The borrowing entity for the 1901 Harrison Street Loan is CIM/Oakland 1901 Harrison, LP, a Delaware limited partnership and special purpose entity.

The loan sponsor and non-recourse carve-out guarantor is CIM Commercial Trust Corporation ("CMCT"), a Maryland corporation and a publicly traded REIT. CMCT is sponsored and managed by CIM Group ("CIM"). CMCT currently has ownership interests in 33 properties totaling over 5.5 million sq. ft. of office space, 930 multifamily units and 908 hotel rooms. As of June 24, 2016, CMCT has a market capitalization of approximately \$1.8 billion. CIM is a full service urban real estate and infrastructure fund manager with approximately \$18.8 billion of assets under management. Since its founding in 1994, CIM has been a process and research-driven investor that mitigates risk through the fundamental analysis of the long-term drivers in communities.

The loan sponsor acquired the property in 2008 for approximately \$68.2 million (approximately \$246 PSF). Since acquisition, the loan sponsor has invested approximately \$9.8 million (approximately \$35 PSF) for a total cost basis of approximately \$77.9 million (approximately \$281 PSF).

The Property. The 1901 Harrison Street Property is a 17-story, 277,655 sq. ft., Class A office building located on Harrison Street between 19th and 20th Streets consisting of approximately 271,497 sq. ft. of office space and 2,668 sq. ft. of retail space. As of March 31, 2016, the property was 97.3% physically occupied, however, the property has been underwritten to a 73.0% occupancy, excluding certain sq. ft. associated with Wells Fargo. Wells Fargo currently occupies 152,571 sq. ft. through December 2017. Wells Fargo has renewed 69,600 sq. ft. through December 2022 and 17,400 sq. ft. through December 2018, but plans to vacate 65,571 sq. ft. upon lease expiration in December 2017. After vacating 65,571 sq. ft. in December 2017, Wells Fargo will still be the largest tenant. If the sponsor executes a lease for a replacement tenant prior to the expiration of the current Wells Fargo lease, the sponsor has the ability to terminate a portion of this space with 120 days' notice. The current base rent associated with the space that Wells Fargo is vacating is \$33.04 PSF, well below the appraiser's concluded office market rent of \$49.80 PSF Should the sponsor lease the Wells Fargo space at the appraiser's concluded market rent, the net increase in rental income equates to approximately \$1.1 million. According to the sponsor, the vacated Wells Fargo space provides considerable upside given the quality of the asset, current market rent and market occupancy. Additionally, the 1901 Harrison Street Property has experienced strong leasing momentum. Since June 2014, the sponsor has signed two renewal and seven new leases accounting for 45.4% of net rentable area and 67.7% of underwritten rent.

**Environmental Matters.** The Phase I environmental report dated May 24, 2016 recommended no further action at the 1901 Harrison Street Property other than the implementation of an asbestos operations and maintenance plan.

### Major Tenants.

Wells Fargo (87,000 sq. ft.; 31.3% of NRA; 50.3% of U/W Base Rent; AA-/A2/A by Fitch/Moody's/S&P) Wells Fargo operates approximately 8,700 branches across the United States. The company and its subsidiaries specialize in retail banking, corporate and investment banking and investment services. Wells Fargo has been at the property since 1998 and currently occupies 152,571 sq. ft. through December 2017. Wells Fargo has renewed 69,600 sq. ft. through December 2022 and 17,400 sq. ft. through December 2018, but plans to vacate 65,571 sq. ft. upon lease expiration in December 2017. Wells Fargo has one, five-year renewal option remaining.

Burnham & Brown (40,337 sq. ft.; 14.5% of NRA; 19.1% of U/W Base Rent) Founded in 1899, Burnham & Brown is a law firm that focuses on business counseling and litigation, offering clients leading-edge expertise and strategic guidance. Burnham & Brown is active across a diverse scope of industries including financial services, food and restaurant, healthcare, insurance, retail, hospitality and transportation, logistics and manufacturing. The firm has been a tenant since 1989 and leases its space through December 2022. The property currently serves as its headquarters.

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Burke, Williams & Sorensen, LLP (16,385 sq. ft.; 5.9% of NRA; 7.0% of U/W Base Rent) Founded in 1927, Burke, Williams & Sorensen, LLP is a law firm that specializes in construction, education, insurance, labor/employment, litigation, public, and real estate law. The firm has operated in California for over 80 years and now employs over 100 attorneys. Burke, Williams & Sorensen, LLP has been a tenant at the property since 2010 and leases its space through May 2019. Burke, Williams & Sorensen, LLP has one seven-year renewal option remaining.

The Market. The 1901 Harrison Street Property is located in the downtown Oakland neighborhood of Lake Merritt. The metropolitan area is benefiting from growth from the high tech industry, which is expected to remain the driving force behind the Oakland economy. As the business cycle matures, strong demand for tech workers and real estate is making San Francisco increasingly expensive. Firms are responding by relocating to the Oakland metropolitan area with Uber being the latest and most high profile relocation. Uber recently purchased Uptown Station, a historic downtown Oakland building for \$123.5 million and reportedly plans to eventually move 3,000 employees to the site in 2017. Additionally, the 1901 Harrison Street Property has many demand drivers within walking distance of the 1901 Harrison Street Property, including the Oakland City Center and the City Center BART station, both of which are within approximately 0.3 miles. There are also a number of diverse restaurants within walking distance of the 1901 Harrison Property, including Ozumo, Pican, Plum and Umami Burger. The 1901 Harrison Street Property is also located less than 0.3 miles away from numerous bus stops for commuting needs. Additionally, the 1901 Harrison Property is located approximately 0.9 miles from Highway 980, a regional north and south highway that provides direct access to both Highway 580 and Highway 880. Lake Merritt is located within walking distance mile southeast of the 1901 Harrison Street Property and is historic for being the United States' oldest official wildlife refuge established in 1870. The lake features a 3.4 mile shoreline and several artificial islands for people to enjoy the wide variety of wildlife.

The 1901 Harrison Street Property is located in the Oakland central business district office submarket of the greater Oakland/East Bay office market. As of the first quarter of 2016, the Oakland central business district submarket totaled approximately 10.7 million sq. ft. of net rentable area with an overall vacancy rate of 4.2% and average rents of \$46.56 PSF. Additionally, as of the first quarter of 2016, the Class A central business district submarket totaled approximately 6.6 million sq. ft. of net rentable area with an overall vacancy rate of 3.4% and average rents of \$51.60 PSF. Additionally, according to the appraisal, there is only one other Class A building that can accommodate a full floor tenant. The appraisal identified six directly comparable office properties built between 1976 and 2002 and ranging in size from 172,077 to 532,150 sq. ft. Recently executed leases for the comparable office properties ranged from \$42.96 to \$54.96 PSF, with a weighted average of \$49.45 PSF. The weighted average underwritten office rent for the 1901 Harrison Street Property is \$42.24 PSF, below the appraisal's concluded market rent of \$49.80 PSF. Additionally, the appraisal identified three directly comparable retail properties built between 1923 and 1980. Recently executed leases for the comparable retail properties ranged from \$22.56 to \$36.00 PSF, with a weighted average of \$32.20 PSF. The weighted average underwritten retail rent for the 1901 Harrison Street Property is \$33.93 PSF, which is below the appraisal's concluded market rent of \$40.00 PSF.

The appraisal identified three comparable Class A office properties that are under construction. Uptown Station is a 380,000 sq. ft. building undergoing approximately \$40.0 million of renovations prior to Uber relocating 3,000 employees to Uptown Station in 2017. EmeryStation West and San Leandro Tech Campus are 248,000 and 132,000 sq. ft., respectively.

#### Cash Flow Analysis.

	Cash Flow Analysis						
	2013	2014	2015	T-12 3/31/2016	U/W	U/W PSF	
Base Rent <sup>(1)</sup>	\$7,580,853	\$8,042,854	\$8,726,656	\$8,741,767	\$8,431,540	\$30.37	
Value of Vacant Space	0	0	0	0	3,731,062	13.44	
Gross Potential Rent	\$7,580,853	\$8,042,854	\$8,726,656	\$8,741,767	\$12,162,602	\$43.80	
Total Recoveries	287,792	533,137	225,392	163,013	409,885	1.48	
Total Other Income	258,728	242,112	295,151	277,159	249,410	0.90	
Less: Vacancy <sup>(2)</sup>	0	0	0	0	(3,731,062)	(13.44)	
Effective Gross Income	\$8,127,373	\$8,818,103	\$9,247,198	\$9,181,939	\$9,090,835	\$32.74	
Total Operating Expenses	894,037	1,066,948	1,072,300	1,179,392	1,108,318	3.99	
Total Fixed Expenses	3,115,465	3,018,056	3,213,531	3,149,171	3,247,051	11.69	
Net Operating Income	\$4,117,872	\$4,733,099	\$4,961,367	\$4,853,375	\$4,735,466	\$17.06	
TI/LC	0	0	0	0	565,381	2.04	
Capital Expenditures	0	0	0	0	75,245	0.27	
Net Cash Flow <sup>(1)(2)</sup>	\$4,117,872	\$4,733,099	\$4,961,367	\$4,853,375	\$4,094,840	\$14.75	

<sup>(1)</sup> U/W Base Rent does not include 65,571 sq. ft. of space that Wells Fargo will be vacating upon lease expiration in December 2017.

Property Management. The 1901 Harrison Street Property is managed by CIM Management, Inc., a borrower affiliate.

<sup>(2)</sup> Underwritten NCF contemplates the current in-place rent roll, excluding the 65,571 sq. ft. that Wells Fargo Bank, N.A. ("Wells Fargo") is expected to vacate. Assuming the appraiser's concluded market vacancy of 5.0%, including a current market rent applied to the vacated Wells Fargo space, base rent would increase by \$3,304,778.

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**Lockbox / Cash Management.** The 1901 Harrison Street Loan is structured with a hard lockbox and springing cash management. The borrower was required to deliver tenant direction letters to deposit all revenues directly into a 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 (as defined below). Upon the occurrence of a Cash Sweep Event, all funds are required to be swept on each business day to a segregated cash management account under the control of the lender and disbursed in accordance with the loan documents. To the extent a Cash Sweep Event is continuing, all excess cash flow on deposit in the cash management account will be held in the excess cash flow subaccount. The lender has a first priority security interest in the cash management account.

A "Cash Sweep Event" means the occurrence of (i) an event of default or (ii) any bankruptcy or insolvency action of the borrower or property manager (provided, to the extent the manager is not affiliated with the borrower, the manager is not replaced with a qualified manager in accordance with the loan documents within 60 days, or such filing is not dismissed within 30 days following the filing or to the extent the manager is affiliated with the borrower, the borrower has not replaced the manager within 15 days in accordance with the loan documents).

A Cash Sweep Event may be cured by (a) if caused by clause (i) above, the acceptance by the lender of a cure of such event of default, (b) if caused by clause (ii) above with respect to the property manager, the lender replacing such manager in accordance with the loan agreement or bankruptcy action of property manager is dismissed or discharged within 30 days following its filing and (c) with respect to an involuntary bankruptcy filing by the borrower in which neither the borrower nor the guarantor (or their affiliates) colludes with any creditor for such filing, the dismissal of such action within 90 days without adverse consequences to the property or the borrower (each of the foregoing, a "Cash Sweep Event Cure"). Each Cash Sweep Event Cure is also subject to the following conditions: (i) there is no event of default continuing under the loan documents, (ii) the borrower pays the lender's reasonable out of pocket expenses in connection with the Cash Sweep Event Cure and (iii) the borrower may not cure a voluntary or collusive bankruptcy.

**Initial Reserves.** At loan origination, the borrower deposited (i) \$2,444,444 for outstanding tenant improvements associated with four tenants and (ii) \$44,494 for free rent associated with Remcho, Johansen & Purcell, LLP. The guarantor also delivered the guaranty referenced in "Ongoing Reserves" below at origination.

Ongoing Reserves. The requirement for the borrower to make deposits into the tax escrow on a monthly basis is waived so long as no event of default has occurred and is continuing and the borrower provides satisfactory evidence that all taxes have been paid on or prior to their due date. The requirement for the borrower to make deposits into the insurance escrow on a monthly basis is waived so long as no event of default has occurred and is continuing and the borrower provides satisfactory evidence that the property is insured as part of a blanket policy in accordance with the loan documents. So long as the guarantor maintains a net worth of at least \$450,000,000 (the "Lease Rollover Minimum Net Worth"), the guarantor may deliver a guaranty in lieu of the borrower's requirement to make deposits into the tenant improvement and leasing commission reserve at origination and on a monthly basis upon the following terms: (i) if the guarantor's net worth is at least \$600,000,000 (the "Lease Rollover Target Net Worth"), any amounts on reserve will be released to the borrower and the borrower's requirement to make monthly deposits will be waived and (ii) if the guarantor's net worth is no less than the Lease Rollover Minimum Net Worth, but less than the Lease Rollover Target Net Worth, 50% of the amount on reserve will be released to the borrower and the borrower will be required to deposit 50% of the amount required to be deposited monthly. The borrower may also deliver a letter of credit in the amount of the reserve cap in lieu of monthly deposits. In the event that monthly deposits are required, the borrower is required to deposit an amount that is equal to the quotient of the reserve cap divided by the number of payment dates remaining through and including the payment date in December 2017. The reserve is subject to a cap of \$5,000,000 (approximately \$18.00 PSF). The loan documents require that the reserve cap be reduced by the amount attributed under the loan documents to Wells Fargo (\$5,000,000 attributed), when either (i) such tenant has either renewed or extended its lease or (ii) the space occupied by such tenant has been re-let to one or more replacement tenants, provided that, in either case, all tenant improvement and leasing commission obligations have been satisfied and either (x) such tenant or replacement tenant is paying full contractual rent, (y) the borrower has deposited the amount of any abated rent with the lender or (z) such tenant(s) has a long term unsecured credit rating of Baa3 or higher from Moody's or BBB- or higher from S&P and has no right to terminate its lease prior to the expiration of the free rent period under the lease.

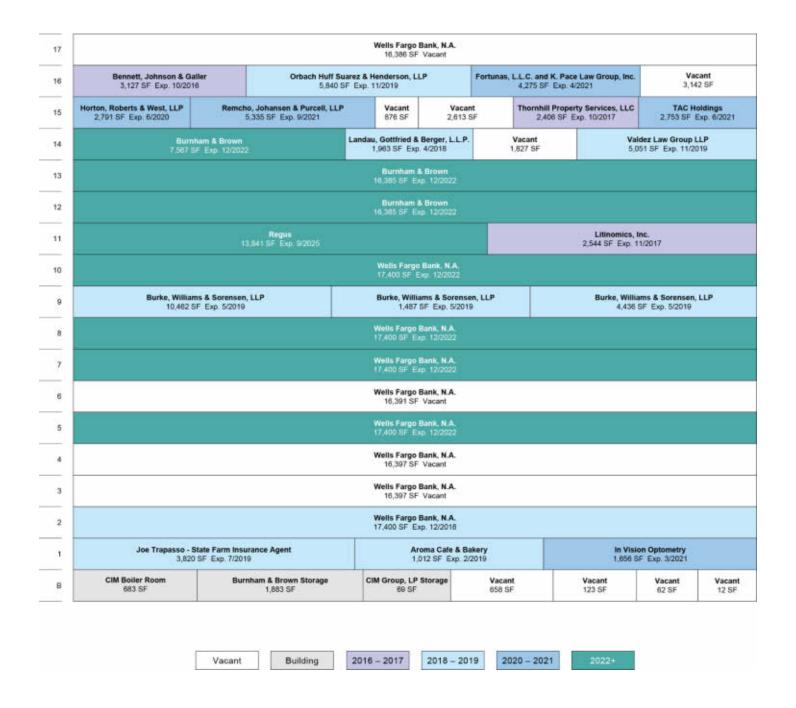
#### Current Mezzanine or Subordinate Indebtedness. None.

**Future Mezzanine or Subordinate Indebtedness Permitted.** The owners of the borrower are permitted to obtain a mezzanine loan secured by the direct or indirect ownership interests in the borrower upon satisfaction of certain terms and conditions which include, without limitation, (i) the mezzanine lender meets a qualified transferee provision in the loan documents and is not an affiliate of the borrower, (ii) the combined loan-to-value ratio does not exceed the loan-to-value ratio as of the origination date, (iii) the combined debt service coverage ratio (as calculated in the loan documents) is not less than the debt service coverage ratio as of the origination date, (iv) the maturity date of the mezzanine loan is not earlier than the maturity date of the loan and (v) the lenders enter into an intercreditor agreement reasonably acceptable to the mortgage lender.

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