Collateral Asset Summary – Loan No. 6

# **Birch Run Premium Outlets**

Cut-off Date Balance: Cut-off Date LTV: U/W NCF DSCR: U/W NOI Debt Yield: \$43,000,000 59.4% 2.90x 13.2%













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## **Birch Run Premium Outlets**

 Cut-off Date Balance:
 \$43,000,000

 Cut-off Date LTV:
 59.4%

 U/W NCF DSCR:
 2.90x

 U/W NOI Debt Yield:
 13.2%

#### **Mortgage Loan Information**

Loan Seller: GACC
Loan Purpose: Refinance

Sponsor: Simon Property Group, L.P.
Borrower: Birch Run Outlets II, L.L.C.

 Original Balance<sup>(1)</sup>:
 \$43,000,000

 Cut-off Date Balance<sup>(1)</sup>:
 \$43,000,000

% by Initial UPB: 6.1% Interest Rate: 4.2090%

Payment Date:6th of each monthFirst Payment Date:March 6, 2016Maturity Date:February 6, 2026Amortization:Interest Only

Additional Debt<sup>(1)</sup>: \$80,000,000 Pari Passu Debt

Call Protection<sup>(2)</sup>: L(30), D(83), O(7)
Lockbox / Cash Management: Hard / Springing

	Reserves <sup>(3)</sup>	
	Initial	Monthly
Taxes:	\$0	Springing
Insurance:	\$0	Springing
Replacement:	\$0	Springing
TI/LC:	\$0	Springing

Financial Information <sup>(4)</sup>	
Cut-off Date Balance / Sq. Ft.:	\$181
Balloon Balance / Sq. Ft.:	\$181
Cut-off Date LTV:	59.4%
Balloon LTV:	59.4%
Underwritten NOI DSCR:	3.10x
Underwritten NCF DSCR:	2.90x
Underwritten NOI Debt Yield:	13.2%
Underwritten NCF Debt Yield:	12.4%
Underwritten NOI Debt Yield at Balloon:	13.2%
Underwritten NCF Debt Yield at Balloon:	12.4%

## Property Information

Single Asset / Portfolio:Single AssetProperty Type:Anchored RetailCollateral:Fee SimpleLocation:Birch Run, MI

Year Built / Renovated: 1985 / 1986-1996, 2005, 2013

Total Sq. Ft.: 680,003

Property Management: Simon Management Associates, LLC

 Underwritten NOI:
 \$16,274,165

 Underwritten NCF:
 \$15,209,802

 Appraised Value:
 \$207,200,000

 Appraisal Date:
 December 3, 2015

	Historical NOI
Most Recent NOI	\$16,540,606 (T-12 May 31, 2016)
2015 NOI:	\$16,476,418 (December 31, 2015)
2014 NOI:	\$15,550,208 (December 31, 2014)
2013 NOI:	\$14,802,936 (December 31, 2013)

Historical Occupancy					
<b>Most Recent Occupancy:</b> 87.0% (May 31, 2016)					
2015 Occupancy:	90.6% (December 31, 2015)				
2014 Occupancy:	92.0% (December 31, 2014)				
2013 Occupancy:	92.4% (December 31, 2013)				

- (1) The Birch Run Premium Outlets Whole Loan is evidenced by six pari passu notes in the aggregate original principal amount of \$123.0 million. The non-controlling Notes A-2-A and A-4, with an aggregate original principal balance of \$43.0 million will be included in the CD 2016-CD1 mortgage trust. The non-controlling Note A-1-A, with an original principal balance of \$20.0 million was included in the COMM 2016-DC2 mortgage trust. The controlling Note A-3 with an original principal balance of \$30.0 million, and the remaining non-controlling Notes A-1-B and A-2-B, with an aggregate original principal balance of \$30.0 million are each expected to be held by GACC or an affiliate and contributed to a future securitization. For additional information on the pari passu companion loans, see "The Loan" herein.
- (2) The lockout period will be at least 30 payment dates beginning with and including the first payment date of March 6, 2016. Defeasance of the full \$123.0 million Birch Run Premium Outlets Whole Loan is permitted after the date that is the earlier to occur of (i) two years after the closing date of the securitization that includes the last pari passu note to be securitized and (ii) March 6, 2019. The assumed lockout period of 30 payments is based on the expected CD 2016-CD1 securitization closing date in August 2016. The actual lockout period may be longer.
- (3) See "Initial Reserves" and "Ongoing Reserves" herein.
- (4) DSCR, LTV, Debt Yield and Balance / Sq. Ft. calculations are based on the aggregate Birch Run Premium Outlets Whole Loan.

#### Collateral Asset Summary - Loan No. 6

# **Birch Run Premium Outlets**

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		•	enant Summ % of Total	ai y	Annual UW			
Tenant Mix	Ratings (Fitch/Moody's/S&P) <sup>(1)</sup>	Total Sq. Ft.	Collateral Sq. Ft.	Lease Expiration	Base Rent PSF	Total Sales (000s) <sup>(2)</sup>	Sales PSF <sup>(2)</sup>	Occupancy Cost <sup>(2)</sup>
Anchor Tenants								
Pottery Barn	NR/NR/NR	30,000	4.4%	1/31/2023	\$9.17	\$9,361	\$312	2.9%
V.F. Factory Outlet	NR/A3/A	23,975	3.5%	12/31/2018	\$22.75	\$4,675	\$195	12.6%
Old Navy	BB+/Baa2/BB+	19,589	2.9%	7/31/2017	\$16.40	\$4,893	\$250	11.7%
Subtotal / Wtd. Avg.	_	73,564	10.8%	•	\$15.52	\$18,929	\$257	7.6%
Major Tenants (>10,000 sq. f	t.)							
Nike Factory Store	NR/A1/AA-	12,500	1.8%	1/31/2020	\$28.00	\$11,987	\$959	4.0%
Levi's Outlet <sup>(3)</sup>	BB/Ba2/BB	12,398	1.8%	1/31/2020	\$0.00	\$1,444	\$116	0.0%
Polo Ralph Lauren	NR/A2/A	12,024	1.8%	8/31/2020	\$15.00	\$4,134	\$344	5.5%
Gap Outlet	BB+/Baa2/BB+	11,875	1.7%	5/31/2021	\$23.90	\$3,936	\$331	10.4%
Lenox	NR/NR/NR	10,410	1.5%	12/31/2017	\$20.00	\$1,209	\$116	17.6%
Reebok/Rockport Outlet	NR/NR/NR	10,316	1.5%	4/30/2018	\$22.94	\$1,759	\$171	21.7%
Hanesbrands	NR/Ba2/BB	10,277	1.5%	4/30/2021	\$24.34	\$2,017	\$196	19.9%
Under Armour	NR/NR/NR	10,011	1.5%	3/31/2025	\$59.74	NAP <sup>(4)</sup>	NAP <sup>(4)</sup>	NAP(4)
Major Tenants Subtotal /	Wtd. Avg.	89,811	13.2%	•	\$27.22	\$26,486	\$332	8.4%
In-line <10,000 SF		380,115	55.9%		\$27.98	\$117,582	\$344	11.4%
Short Term Lease		38,255	5.6%		\$5.02	\$1,287	\$51	10.6%
Food Court		9,800	1.4%		\$29.71	\$4,613	\$471	8.1%
Total Occupied Collateral	_	591,545	87.0%	•	\$24.29	\$168,897	\$319	10.5%
Vacant		88,458	13.0%					
Total / Wtd. Avg.	_	680,003	100.0%	•				

<sup>(1)</sup> Certain ratings may be those of the parent company whether or not the parent company guarantees the lease.

<sup>(4)</sup> Under Armour annual sales are not available because the tenant's lease start date was March 2015.

			Lease	Rollover Schedu	ule <sup>(1)</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	% U/W Base Rent Rolling	Cumulative % of U/W Base Rent
MTM	6	17,828	2.6%	17,828	2.6%	\$20.63	2.6%	2.6%
2016	6	26,039	3.8%	43,867	6.5%	\$19.67	3.6%	6.1%
2017	25	126,495	18.6%	170,362	25.1%	\$17.71	15.6%	21.7%
2018	14	75,589	11.1%	245,951	36.2%	\$25.89	13.6%	35.3%
2019	8	21,546	3.2%	267,497	39.3%	\$31.67	4.7%	40.1%
2020	12	80,063	11.8%	347,560	51.1%	\$23.36	13.0%	53.1%
2021	16	84,921	12.5%	432,481	63.6%	\$30.08	17.8%	70.9%
2022	8	43,518	6.4%	475,999	70.0%	\$25.18	7.6%	78.5%
2023	4	39,700	5.8%	515,699	75.8%	\$13.20	3.6%	82.2%
2024	5	19,005	2.8%	534,704	78.6%	\$35.34	4.7%	86.8%
2025	4	24,778	3.6%	559,482	82.3%	\$43.37	7.5%	94.3%
2026	6	32,063	4.7%	591,545	87.0%	\$25.48	5.7%	100.0%
Thereafter	0	0	0.0%	591,545	87.0%	\$0.00	0.0%	100.0%
Vacant	NAP	88,458	13.0%	680,003	100.0%	NAP	NAP	
Total / Wtd. Avg.	114	680,003	100.0%			\$24.29	100.0%	

<sup>(1)</sup> A number of tenants including certain anchor tenants have lease termination options related to co-tenancy provisions, exclusivity provisions and sales thresholds that may become exercisable prior to the originally stated expiration date of the tenant lease and that are not considered in the lease rollover schedule or the site plan.

<sup>(2)</sup> Total Sales (000s), Sales PSF and Occupancy Cost are provided by the borrower and represent the trailing 12 months ended March 2016 for tenants that reported sales.

<sup>(3)</sup> Levi's Outlet pays percent-in-lieu rent, which is captured within the Total Other Income under "Cash Flow Analysis" below.

Collateral Asset Summary – Loan No. 6

## **Birch Run Premium Outlets**

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\$43,000,000 59.4% 2.90x 13.2%

**The Loan.** The Birch Run Premium Outlets Ioan (the "Birch Run Premium Outlets Loan") is a fixed rate Ioan secured by the borrower's fee simple interest in a 680,003 sq. ft., outlet center Iocated in Birch Run, Michigan (the "Birch Run Premium Outlets Property") with an original and cut-off date principal balance of \$43.0 million. The Birch Run Premium Outlets Loan is evidenced by the non-controlling Notes A-2-A and A-4 with an aggregate original principal balance of \$43.0 million, which will be included in the CD 2016-CD1 mortgage trust. The *pari passu* non-controlling Note A-1-A, with an original principal balance of \$20.0 million was included in the COMM 2016-DC2 mortgage trust. The *pari passu* controlling Note A-3 with an original principal balance of \$30.0 million and the remaining non-controlling *pari passu* Notes A-1-B and A-2-B, with an aggregate original principal balance of \$30.0 million (and, together with the Birch Run Premium Outlets Loan, the "Birch Run Premium Outlets Whole Loan"), will not be included in the trust and are each expected to be held by GACC or an affiliate and contributed to a future securitization.

The relationship between the holders of the Birch Run Premium Outlets Whole Loan will be governed by a co-lender agreement as described under "Description of the Mortgage Pool – The Whole Loans –Birch Run Premium Outlets Whole Loan" in the Prospectus.

Whole Loan Summary							
	Original Balance	Cut-off Date Balance	Note Holder	Controlling Piece			
A-1-A	\$20,000,000	\$20,000,000	COMM 2016-DC2	No			
A-2-A & A-4	\$43,000,000	\$43,000,000	CD 2016-CD1	No			
A-1-B, A-2-B & A-3	\$60,000,000	\$60,000,000	GACC	Yes			
Total	\$123,000,000	\$123,000,000					

The Birch Run Premium Outlets Whole Loan has a 10-year term and pays interest only for the term of the loan. The Birch Run Premium Outlets Whole Loan accrues interest at a fixed rate equal to 4.2090%. Loan proceeds were used to retire existing debt of approximately \$101.0 million, pay closing costs of approximately \$0.8 million and return approximately \$21.2 million of equity to the sponsor. Based on the "As-is" appraised value of \$207.2 million as of December 3, 2015, the cut-off date LTV is 59.4%. The most recent prior financing of the Birch Run Premium Outlets Property was included in the WBCMT 2006-C26, WBCMT 2006-C27 and RREF 2007-1A securitizations.

	Sources and Uses					
Sources	Proceeds	% of Total	Uses	Proceeds	% of Total	
Loan Amount	\$123,000,000	100.0%	Loan Payoff	\$100,976,785	82.1%	
			Closing Costs	\$828,370	0.7%	
			Return of Equity	\$21,194,846	17.2%	
Total Sources	\$123,000,000	100.0%	Total Uses	\$123,000,000	100.0%	

The Borrower / Sponsor. The borrower is Birch Run Outlets II, L.L.C., a single purpose Delaware limited liability company structured to be bankruptcy-remote, with two independent directors in its organizational structure. The sponsor of the borrower and nonrecourse carve-out guarantor is Simon Properties Group, L.P., which is the operating partnership of Simon Property Group, Inc. ("Simon"). Simon is a publicly traded self-administered and self-managed real estate investment trust (NYSE: SPG) focused on retail property ownership and management. Simon (rated A3/A/NR by Moody's/S&P/Fitch) is one of the largest publicly traded owner, operator and developer of retail assets in the United States. As of December 31, 2015, Simon operated 209 income-producing properties in the United States, consisting of 108 malls, 71 outlet centers, 14 mills, four lifestyle centers and 12 other retail properties located in 37 states and Puerto Rico. As of December 31, 2015, Simon had approximately \$30.7 billion in assets, which is up 3.8% from approximately \$29.5 billion in December 31, 2014. Consolidated net income for the full year ended December 31, 2015 was approximately \$2.1 billion, which is up 29.5% from approximately \$1.7 billion for the full year ended December 31, 2014.

Birch Run Premium Outlets Whole Loan will be recourse to the guarantor pursuant to standard carve-outs, however, the guaranty (which also includes environmental indemnity provisions) provides that the guarantor's liability may not exceed \$24.6 million in the aggregate (20.0% of loan amount), plus all reasonable out-of-pocket costs and expenses (including court costs and reasonable attorneys' fees) incurred by the lender in the enforcement of the guaranty or the preservation of the lender's rights thereunder.

**The Property.** The Birch Run Premium Outlets Property consists of a 680,003 sq. ft. open-air outlet center situated on a 92.4 acre site located within Saginaw County, Michigan and sits in the southwest quadrant of Interstate 75 and Route 54, with direct frontage along I-75. The Birch Run Premium Outlets Property, was developed in 1985, expanded between 1986 and 1996, and renovated in 2005 and 2013. In 2010, the property was acquired by its current sponsor, Simon Property Group, L.P. for approximately \$84.3 million (\$124 PSF) on an allocated cost basis as a part of its acquisition of Prime Outlets.

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## **Birch Run Premium Outlets**

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\$43,000,000 59.4% 2.90x 13.2%

As of May 31, 2016, the Birch Run Premium Outlets Property was 87.0% leased to a broad mix of approximately 114 national and international brand-name retailers including Old Navy, Pottery Barn, V.F. Factory Outlet, Calvin Klein, Brooks Brothers, Nike Factory Store and J. Crew Factory Store. The property's tenancy has a weighted average original lease term of 10.9 years and weighted average remaining lease term of 3.9 years. The Birch Run Premium Outlets Property features approximately 4,807 surface parking spaces, which equates to a ratio of 7.1 spaces per 1,000 sq. ft.

For the trailing twelve month period ended March 31, 2016, tenants at the Birch Run Premium Outlets Property reported sales and occupancy cost of approximately \$331 PSF and 10.2%, respectively, with sales and occupancy cost for in-line tenants with less than 10,000 sq. ft. reported to be \$344 PSF and 11.4%, respectively.

**Environmental Matters.** The Phase I environmental report dated December 11, 2015 recommended no further action at the Birch Run Premium Outlets Property other than to implement an operations and maintenance plan for asbestos, which is currently in place.

**The Market.** The Birch Run Premium Outlets Property is located within the village of Birch Run in Saginaw County, Michigan. The property is located halfway between the larger cities of Flint and Saginaw and serviced by Exit 144 and 136 along Interstate 75. According to a local business association, Exit 136 is the second busiest Exit on I-75 between Miami, Florida and Sault Ste. Marie, Michigan with over eight million visitors annually. In addition to be being home to Birch Run Premium Outlets Property, the local area also includes Birch Run Expo Center, Dixie Motor Speedway, Baja Acres, Candlelite Bowling, Shiawassee National Wildlife Refuge, Cinema Hollywood, Cass River, Historic Bridgeport Bridge over the Cass River and the Bridgeport Historic Village.

Birch Run's downtown and the Bavarian Village of Frankenmuth have a distinctive variety of retailers. According to the appraisal, more than two million visitors annually shop Frankenmuth's Christmas store, Bronner's CHRISTmas Wonderland, which features 96,000 sq. ft. of holiday lights, decorations and collectibles. The area is home to a number of large antique malls as well, featuring thousands of sq. ft. antiques.

The primary trade area of the Birch Run Premium Outlets Property is an approximate 25-mile radius. Within the 25-mile radius of the Birch Run Premium Outlets Property, the 2015 average income is \$55,860 with a population of approximately 647,503. The Birch Run Premium Outlets Property is the only outlet center within a 40-mile radius. Furthermore, the Birch Run Premium Outlets Property is situated along the main transportation route connecting metropolitan Detroit with northern Michigan, a vacation destination for thousands of metro-Detroiters. Additionally, Birch Run Premium Outlets Property has historically benefitted from an above average proportion of Canadian traffic. Birch Run Premium Outlets Property is located approximately 90 minutes from border crossings in Sarnia and Windsor, Ontario. Based on shopper intercept daily at guest services, management estimates Canadian traffic is now approximately 15% of the customer base.

The chart below summarizes the Birch Run Premium Outlets Property's competitive set.

Competitive Set <sup>(1)</sup>						
Name	Birch Run Premium Outlets Property	Great Lakes Crossing	Genesee Valley Center	Fashion Square Mall		
Distance from Subject	NAP	43.0 miles	16.0 miles	19.0 miles		
Property Type	Anchored Retail	Outlet Center/Value Mega- mall	Super-Regional Center/Mall	Regional Center		
Year Built / Renovated	1985 / 1986-1996, 2005, 2013	1998	1970 / 2005	1972 / 2002		
Occupancy	87.0% <sup>(2)</sup>	99.0%	99.0%	98.0%		
Size (Sq. Ft.)	680,003 <sup>(2)</sup>	1,400,000	1,365,394	865,233		
Anchors / Major Tenants	Pottery Barn, V.F. Factory Outlet, Old Navy <sup>(2)</sup>	Bass Pro Shops, BB & B, Burlington, TJ Maxx	Barnes & Noble, Burlington Coat Factory, JCPenney, Macy's, Sears	JCPenney, Sears		

- Source: Appraisal.
- (2) Based on the May 31, 2016 rent roll.

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## **Birch Run Premium Outlets**

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#### Cash Flow Analysis.

		Cash Flow	v Analysis			
_	2013	2014	2015	T-12 5/31/2016	U/W	U/W PSF
Base Rent <sup>(1)</sup>	\$13,508,217	\$14,068,055	\$14,968,085	\$15,100,718	\$14,477,405	\$21.29
Step Rents <sup>(2)</sup>	0	0	0	0	308,551	\$0.45
Value of Vacant Space	0	0	0	0	2,173,712	\$3.20
Gross Potential Rent	\$13,508,217	\$14,068,055	\$14,968,085	\$15,100,718	\$16,959,668	\$24.94
Total Recoveries	4,865,895	5,233,909	5,533,568	5,627,287	6,047,075	\$8.89
Total Other Income	1,213,304	1,010,893	662,826	580,857	739,237	\$1.09
Less: Vacancy & Credit Loss <sup>(3)</sup>	(37,381)	(13,705)	(16,506)	(19,302)	(2,205,500)	(\$3.24)
Effective Gross Income	\$19,550,035	\$20,299,152	\$21,147,973	\$21,289,560	\$21,540,481	\$31.68
Total Operating Expenses	4,747,099	4,748,944	4,671,555	4,748,954	5,266,315	\$7.74
Net Operating Income	\$14,802,936	\$15,550,208	\$16,476,418	\$16,540,606	\$16,274,165	\$23.93
TI/LC	0	0	0	0	860,362	1.27
Capital Expenditures	0	0	0	0	204,001	0.30
Net Cash Flow	\$14,802,936	\$15,550,208	\$16,476,418	\$16,540,606	\$15,209,802	\$22.37

- (1) U/W Base Rent is based on the May 31, 2016 rent roll and includes temporary tenant rent of \$110,000.
- (2) Step Rents are based on the contractual rent increases occurring between May 2016 and July 2017.
- (3) U/W Vacancy represents 13.0% of gross potential rent and is based on the in place vacancy rate.

**Property Management.** The Birch Run Premium Outlets Property is managed by Simon Management Associates, LLC, a sponsor affiliate.

Lockbox / Cash Management. The Birch Run Premium Outlets Loan is structured with a hard lockbox and springing cash management. The borrower was required to send tenant direction letters to all tenants instructing them to deposit all rents and other payments into the lockbox account controlled by the lender. Provided no Lockbox Event (as defined below) exists, all funds in the lockbox account are swept weekly (or more frequently if required by borrower) to the borrower's operating account. Upon the occurrence and during the continuance of a Lockbox Event, amounts on deposit in the clearing account are required to be swept to a cash management account established and maintained by the lender, and applied to payment of all required payments and reserves as set forth in the Birch Run Premium Outlets Loan documents.

A "Lockbox Event" will commence upon the occurrence of (i) an event of default, (ii) the bankruptcy of the borrower or the property manager or (iii) the DSCR based on a trailing four quarter basis falling below 1.10x for two consecutive quarters and will end upon (a) with respect to clause (i), such event of default is cured, (b) with respect to clause (ii), if caused by the bankruptcy of the property manager, if the borrower enters into a replacement management agreement with a qualified manager, and (c) with respect to clause (iii), the DSCR based on a trailing four quarter basis is at least 1.10x for two consecutive quarters.

Initial Reserves. None.

**Ongoing Reserves.** During the continuance of a DSCR Reserve Trigger Event (as defined below) or an event of default, the borrower is required to deposit monthly reserves on each payment date in an amount equal to (i) 1/12 of the estimated annual real estate taxes into a tax reserve account, provided that there is a failure to pay taxes before they are due or the failure to provide evidence that taxes have been paid, (ii) \$17,000 into a replacement reserve account, subject to a cap of \$408,002 and (iii) \$70,875 into the TI/LC reserve account, subject to a cap of \$1,701,010. In addition, during an event of default, or if borrower has not provided satisfactory evidence that a reasonably acceptable blanket policy is in place, borrower will be required to deposit 1/12 of the estimated annual insurance premiums into an insurance reserve account.

A "DSCR Reserve Trigger Event" will commence upon the occurrence of the DSCR based on a trailing four quarter basis falling below 1.20x for two consecutive quarters and will end upon the achievement of a DSCR of at least 1.20x for two consecutive quarters, provided no event of default is continuing.

Current Mezzanine or Subordinate Indebtedness. None.

Future Mezzanine or Subordinate Indebtedness Permitted. None.

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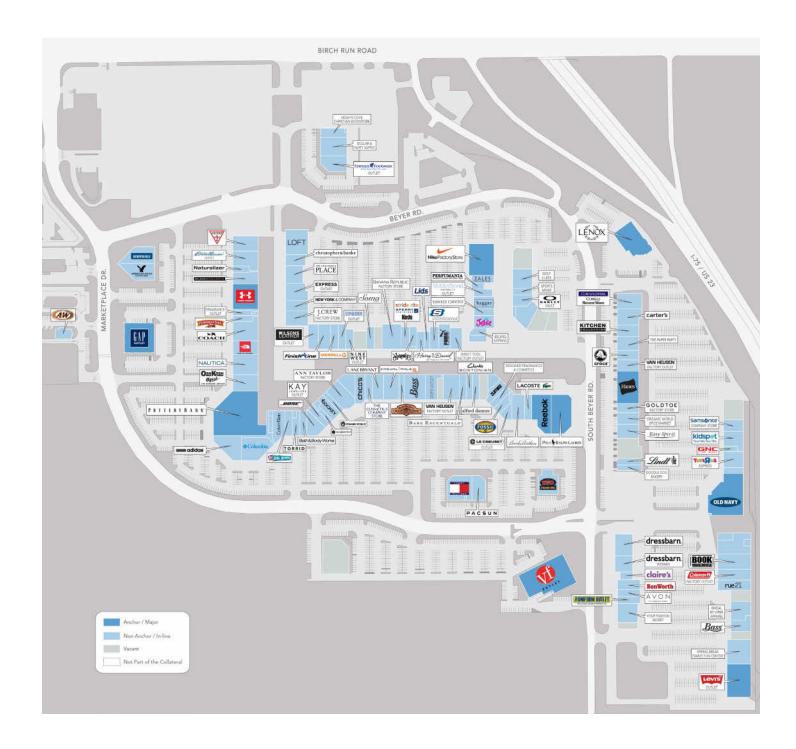
## **Birch Run Premium Outlets**

 Cut-off Date Balance:
 \$43,000,000

 Cut-off Date LTV:
 59.4%

 U/W NCF DSCR:
 2.90x

 U/W NOI Debt Yield:
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