

Four Penn Center



Four Penn Center



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21	Elsevier, Inc. – Storage 550 SF Exp. 6/2018					
20	Elsevier, Inc. 26,820 SF Exp. 6/2018					
19	Elsevier, Inc. 26,775 SF Exp. 6/2018					
18	Elsevier, Inc. 26,776 SF Exp. 6/2018					
17	Elsevier, Inc. 26,805 SF Exp. 6/2018					
16	Elsevier, Inc. 26,826 SF Exp. 6/2018					
15	Post & Schell 27,059 SF Exp. 9/2018					
14	Post & Schell 27,059 SF Exp. 9/2018					
13	Post & Schell 26,361 SF Exp. 9/2018					
12	Bank of America 7,507 SF Exp. 7/2017	Vacant 15,182 SF			Savoy Associates Inc. 2,534 SF Exp. 3/2017	
11	Bank of America 26,617 SF Exp. 7/2017					
10	Management Office 2,180 SF	Gynecologic Oncology Group 6,995 SF Exp. 3/2017	Vacant 9,755 SF	Envision Consultants Ltd 2,424 SF Exp. 8/2018	Vacant 3,240 SF	Gynecologic Oncology Group 934 SF Exp. 3/2017
9	Ansa Assuncao 13,062 SF Exp. 9/2022		Linebarger Goggan Blair & Samp 11,203 SF Exp. 8/2022			Vacant 2,040 SF
8	McCormick & Priore, PC 10,591 SF Exp. 8/2020		Vacant 8,621 SF	Flaster / Greenberg 1,000 SF Exp. 9/2016	Vacant 6,256 SF	
7	Vacant 14,110 SF			Vacant 12,586 SF		
6	Center for Applied Research 8,219 SF Exp. 12/2017		Right Management Consultants 11,907 SF Exp. 2/2017			Thomas, Thomas & Hafer LLP 5,975 SF Exp. 5/2018
5	Federal Insurance Company 5,749 SF Exp. 3/2018	CAPREIT, Inc. 2,975 SF Exp. 11/2019	Vacant 6,165 SF	Parsons Brinckerhoff 11,817 SF Exp. 3/2020		
4	Federal Insurance Company 26,665 SF Exp. 3/2018					
3	Federal Insurance Company 26,446 SF Exp. 3/2018					
2	Flaster / Greenberg 26,636 SF Exp. 9/2016					
1	Bank of America Retail 7,302 SF Exp. 1/2022		Dunkin' Donuts 1,640 SF Exp. 8/2024	Vacant 5,933 SF		Creato Signs 1,923 SF Exp. 3/2020
B	Linebarger Goggan Blair & Samp 504 SF Exp. 6/2022	Elsevier, Inc. – Storage 916 SF Exp. 6/2018				

Vacant

Building

2016 – 2017

2018 – 2019

2020 – 2021

2022+

Four Penn Center

Mortgage Loan Information

Mortgage Loan Seller:	JPMCB
Original Principal Balance⁽¹⁾:	\$48,000,000
Cut-off Date Principal Balance⁽¹⁾:	\$48,000,000
% of Pool by IPB:	5.4%
Loan Purpose:	Refinance
Borrower:	Four Penn Center Owner LLC
Sponsor:	Interventure Advisors LP
Interest Rate:	4.67500%
Note Date:	4/8/2016
Maturity Date:	5/1/2026
Interest-only Period:	60 months
Original Term:	120 months
Original Amortization:	360 months
Amortization Type:	IO-Balloon
Call Protection⁽³⁾:	L(24),Def(92),O(4)
Lockbox:	Hard
Additional Debt:	Yes
Additional Debt Balance:	\$20,925,000
Additional Debt Type:	Pari Passu

Property Information

Single Asset / Portfolio:	Single Asset
Title:	Fee
Property Type - Subtype:	Office – CBD
Net Rentable Area (SF):	522,600
Location:	Philadelphia, PA
Year Built / Renovated:	1964 / 2001
Occupancy:	83.9%
Occupancy Date:	3/31/2016
Number of Tenants:	22
2013 NOI⁽²⁾:	\$6,455,823
2014 NOI⁽²⁾:	\$7,208,225
2015 NOI:	\$7,245,528
TTM NOI (as of 2/2016):	\$7,239,158
UW Economic Occupancy:	85.2%
UW Revenues:	\$12,933,695
UW Expenses:	\$5,269,438
UW NOI:	\$7,664,258
UW NCF:	\$6,403,880
Appraised Value / Per SF:	\$91,900,000 / \$176
Appraisal Date:	3/7/2016

Escrows and Reserves⁽⁴⁾

	Initial	Monthly	Initial Cap
Taxes:	\$292,298	\$97,433	N/A
Insurance:	\$0	Springing	N/A
Replacement Reserves:	\$8,710	\$8,710	N/A
TI/LC:	\$0	Springing	N/A
Other:	\$0	\$0	N/A

Financial Information⁽¹⁾

Cut-off Date Loan / SF:	\$132
Maturity Date Loan / SF:	\$121
Cut-off Date LTV:	75.0%
Maturity Date LTV:	68.8%
UW NCF DSCR:	1.50x
UW NOI Debt Yield:	11.1%

Sources and Uses

Sources	Proceeds	% of Total	Uses	Proceeds	% of Total
Mortgage Loan ⁽¹⁾	\$68,925,000	82.9%	Payoff Existing Debt	\$82,164,679	98.8%
Sponsor Equity	14,224,636	17.1	Closing Costs	683,949	0.8
			Upfront Reserves	301,008	0.4
Total Sources	\$83,149,636	100.0%	Total Uses	\$83,149,636	100.0%

(1) The Four Penn Center loan is part of a whole loan evidenced by two *pari passu* notes with an aggregate original principal balance of \$68.925 million. The Financial Information presented in the chart above reflects the Cut-off Date balance of the \$68.925 million Four Penn Center Whole Loan.

(2) The increase in 2014 NOI from 2013 NOI was driven predominantly by a reduction in expenses related to real estate taxes. In 2014, the city was re-assessed under the Actual Value Initiative, whereby properties were assessed at 100.0% of market value. As a result, total taxes for the property decreased by approximately 47.5%.

(3) Defeasance of the full \$68.925 million Four Penn Center Whole Loan is permitted after the date that is two years from the closing date of the securitization that includes the last *pari passu* note to be securitized (the "Permitted Defeasance Date"). If the Permitted Defeasance Date has not occurred by June 1, 2019, the borrower also has the right to prepay the Four Penn Center Whole Loan in whole, but not in part, with a yield maintenance premium.

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

Four Penn Center

The Loan. The Four Penn Center loan is secured by a first mortgage lien on a 21-story, 522,600 square foot Class A multi-tenant office building located in Philadelphia, Pennsylvania. The whole loan has an outstanding principal balance as of the Cut-off Date of \$68.925 million (the “Four Penn Center Whole Loan”), and is comprised of two *pari passu* notes, Note A-1 and Note A-2. Note A-1, with an outstanding principal balance as of the Cut-off Date of \$48.0 million, is being contributed to the JPMDB 2016-C2 Trust. Note A-2, with an outstanding principal balance as of the Cut-off Date of \$20.925 million, is expected to be contributed to one or more future securitization trusts. The holder of Note A-1 (the “Controlling Noteholder”) will be the trustee of the JPMDB 2016-C2 Trust. The trustee of the JPMDB 2016-C2 Trust (or, prior to the occurrence and continuance of a control termination event under the pooling and servicing agreement, the directing certificateholder) will be entitled to exercise all of the rights of the Controlling Noteholder with respect to the Four Penn Center Whole Loan; however, the holder of Note A-2 will be entitled, under certain circumstances, to be consulted with respect to certain major decisions. The Four Penn Center Whole Loan has a 10-year term and, subsequent to a five-year interest only period, will amortize on a 30-year schedule. The previously existing debt was securitized in the JPMCC 2006-LDP7 transaction.

Whole Loan Summary				
Note	Original Balance	Cut-off Date Balance	Note Holder	Controlling Piece
A-1	\$48,000,000	\$48,000,000	JPMDB 2016-C2	Yes
A-2	20,925,000	20,925,000	JPMCB	No
Total	\$68,925,000	\$68,925,000		

The Borrower. The borrowing entity for the Four Penn Center Whole Loan is Four Penn Center Owner LLC, a Delaware limited liability company and special purpose entity.

The Loan Sponsor. The nonrecourse carve-out guarantor is Prism Office Holdings LLC and the loan sponsor is Interventure Advisors LP (“Interventure Advisors”). Prism Office Holdings LLC and Interventure Advisors are run by Teresa Tsai. Ms. Tsai has over 24 years of professional experience advising corporations, institutional investors, investment banks, family offices and private individuals with respect to a wide variety of complex transactions and investment-related issues. Interventure Advisors, which serves as an advisor to Prism Office Holdings LLC., is headquartered in New York, New York. Interventure Advisors is a privately owned independent advisory firm founded in January 2011 and provides full-service investment advisory and real estate portfolio and asset management services to high net worth individuals, families and other private investors. As of July 13, 2015, Interventure Advisors had ownership interests in four properties totaling approximately 1.7 million square feet with an aggregate portfolio market value of approximately \$491.4 million.

The loan sponsor acquired the property in 2006 for \$109.0 million (approximately \$209 per square foot). According to the previous sponsor, the property underwent an \$80.0 million (approximately \$153 per square foot) renovation that was completed in 2001. The renovation included installation of new mechanicals, lobby and tenant finishes upgrades, roof repairs and the installation of thermally efficient windows.

The Property. Four Penn Center is a 21-story, 522,600 square foot Class A multi-tenant office building located in the central business district in Philadelphia, Pennsylvania. The property was developed in 1964 on an approximately 0.83-acre site. The main entrance to the property is located along John F. Kennedy Boulevard with additional access provided from a plaza located in the rear of the building. Amenities at the property include a 24-hour security desk, a large conference room for shared use and views of John F. Kennedy Plaza and City Hall. The property is part of the “Penn Center” group of buildings, which sit above and have direct access to Suburban Station. Suburban Station is a transportation hub that provides access to the regional rail and metro subway system and green-line trolleys. Additionally, Suburban Station provides direct access to 30th Street Station, Philadelphia International Airport and the surrounding suburbs. Regional access is also provided via Interstate 676, located approximately 0.5 miles north of the property, which provides direct access to the surrounding areas as well as Interstate 76 and Interstate 95. The property also contains several ground floor retail spaces leased to Bank of America, Dunkin’ Donuts and C reato Signs. While Four Penn Center does not contain on-site parking, an underground parking garage is located directly across from the property and can be accessed underground via the concourse level.

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As of March 31, 2016, the property was 83.9% occupied by 22 tenants. The largest tenant at the property, Elsevier, Inc. (“Elsevier”) leases 25.9% of the net rentable area through June 2018 and has occupied its space since April 2005 with an additional expansion in July 2006. Elsevier is a multinational publisher of scientific, technical and health information products and services and the property serves as its North American headquarters. The company was originally founded in 1880 in Amsterdam, Netherlands and has grown to 70 offices worldwide. Elsevier is a subsidiary of RELX Group (NYSE: RELX), a global provider of information and analytics that employs approximately 30,000 people with offices in approximately 40 countries. Elsevier accounts for 29.5% of the in-place base rent and its lease contains two remaining five-year renewal options. The second largest tenant, Post & Schell, leases approximately 15.4% of the net rentable area through September 2018 and has occupied its space since September 2003. Post & Schell is a multi-practice law firm that provides legal services and strategic counseling to a wide range of clients. The law firm has seven different offices across the northeastern region with Four Penn Center serving as its primary location. Post & Schell accounts for 19.2% of the in-place base rent and its lease contains two remaining five-year renewal options. The third largest tenant, Federal Insurance Company (“FIC”) leases 11.3% of the net rentable area through March 2018 and has occupied its space since April 2003. FIC provides property and casualty insurance products and services as well as insurance management services for both businesses and individuals. FIC subleases 21,832 square feet of its space to Internet Order, LLC, which has assigned the sublease to TD Bank, N.A. FIC was originally founded in 1901 and operates as a subsidiary of The Chubb Corporation (NYSE: CB). The Chubb Corporation is the world’s largest publicly traded property and casualty insurance company with approximately \$154.4 billion in total assets as of December 31, 2015 and is a Fortune 500 company. FIC accounts for 12.7% of the in-place base rent and its lease contains two remaining five-year renewal options.

Four Penn Center has many demand drivers within walking distance of the property, including Suburban Station, City Hall, the Comcast Center and numerous shops, restaurants and cultural attractions. Approximately 50,000 commuters travel through Suburban Station on a daily basis, making it one of the busiest transportation hubs in the city. City Hall, which includes Dilworth Park, is located across the street directly east of the property. According to the appraisal, Dilworth Park recently underwent an approximately \$50.0 million renovation to enhance its public spaces, upgrade transit access and add a café. The Comcast Center is located two blocks west of the property and is Philadelphia’s tallest office building. Additionally, Comcast is currently constructing its new headquarters building, the Comcast Innovation and Technology Center, across the street from the existing Comcast Center. The new 59-story building is 100% pre-leased to Comcast and will feature approximately 1.3 million square feet of office space and a Four Seasons hotel on the top floors of the building. The appraisal also identified the FMC Tower at Cira Centre South, a new 861,000 square foot building expected to open in the summer of 2016 that will feature 622,000 square feet of office space. The building is approximately 60.8% pre-leased to FMC Corporation and University of Pennsylvania and is the first new office building constructed in the Philadelphia central business district in nine years.

Four Penn Center is located in the central business district submarket of the greater Philadelphia office market. As of the first quarter of 2016, the central business district submarket totaled approximately 60.8 million square feet of space with an overall vacancy rate of 9.5% and average rents of \$28.45 per square foot, compared to 8.7% and \$27.55 per square foot, respectively, as of the first quarter of 2015. Additionally, as of the first quarter of 2016, the Class A central business district submarket totaled approximately 36.6 million square feet of space with an overall vacancy of 9.6% and average rents of \$30.09 per square foot. The appraisal identified four directly comparable office properties built between 1960 and 1980 and ranging in size from approximately 128,128 to 981,743 square feet. Recently executed leases for the comparable office properties ranged from \$26.00 to \$29.50 per square foot, with a weighted average of \$27.20 per square foot. The weighted average in-place office rents for Four Penn Center are \$26.58 per square foot, which is in line with the appraisal’s concluded average office market rents of \$26.00. Additionally, the appraisal identified four directly comparable bank retail properties and five comparable ground floor retail properties. Recently executed leases for the comparable bank retail properties ranged from \$85.00 to \$135.00 per square foot, with a weighted average of \$98.36, while recently executed leases for the comparable ground floor retail properties ranged from \$24.75 to \$100.00 per square foot, with a weighted average of \$54.93 per square foot. The weighted average in-place bank retail and ground floor retail rents at Four Penn Center are \$52.00 and \$43.85 per square foot, respectively.

Historical and Current Occupancy ⁽¹⁾			
2013	2014	2015	Current ⁽²⁾
82.9%	83.9%	83.9%	83.9%

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

(2) Current Occupancy is as of March 31, 2016.

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Tenant Summary ⁽¹⁾						
Tenant	Ratings ⁽²⁾ Moody's/S&P/Fitch	Net Rentable Area (SF)	% of Total NRA	Base Rent PSF	% of Total Base Rent	Lease Expiration Date
Elsevier, Inc.	NA / BBB+ / BBB+	135,468	25.9%	\$26.21	29.5%	6/30/2018
Post & Schell	NA / NA / NA	80,479	15.4%	\$28.75	19.2%	9/30/2018
Federal Insurance Company ⁽³⁾	A3 / NA / NA	58,860	11.3%	\$26.00	12.7%	3/31/2018
Bank of America	Baa1 / BBB+ / A	34,124	6.5%	\$28.00	7.9%	7/31/2017
Flaster / Greenberg	NA / NA / NA	27,636	5.3%	\$26.02	6.0%	9/30/2016
Ansa Assuncao	NA / NA / NA	13,002	2.5%	\$25.00	2.7%	9/30/2022
Right Management Consultants	NA / NA / NA	11,907	2.3%	\$27.50	2.7%	2/28/2017
Parsons Brinckerhoff ⁽⁴⁾	NA / NA / NA	11,817	2.3%	\$26.00	2.6%	3/29/2020
Linebarger Goggan Blair & Sampson ⁽⁵⁾	NA / NA / NA	11,707	2.2%	\$25.72	2.5%	6/30/2022
McCormick & Priore, PC	NA / NA / NA	10,591	2.0%	\$28.50	2.5%	8/30/2020

(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) Federal Insurance Company subleases 21,832 square feet of its space to Internet Order, LLC, which has assigned the sublease to TD Bank, N.A.

(4) Parsons Brinckerhoff has a one-time right to terminate its lease as of March 31, 2018, with 12 months' notice and payment of a termination fee.

(5) Linebarger Goggan Blair & Sampson has the right to terminate its lease as of either (i) June 1, 2017, or (ii) June 1, 2019, with 12 months' notice 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	83,908	16.1%	NAP	NAP	83,908	16.1%	NAP	NAP
2016 & MTM	2	27,636	5.3	\$719,172	6.0%	111,544	21.3%	\$719,172	6.0%
2017	5	64,713	12.4	1,801,594	15.0	176,257	33.7%	\$2,520,766	20.9%
2018	5	283,206	54.2	7,612,346	63.2	459,463	87.9%	\$10,133,113	84.1%
2019	1	2,975	0.6	74,375	0.6	462,438	88.5%	\$10,207,488	84.8%
2020	3	24,331	4.7	680,237	5.6	486,769	93.1%	\$10,887,724	90.4%
2021	0	0	0.0	0	0.0	486,769	93.1%	\$10,887,724	90.4%
2022	3	32,011	6.1	1,009,511	8.4	518,780	99.3%	\$11,897,235	98.8%
2023	1	0	0.0	0	0.0	518,780	99.3%	\$11,897,235	98.8%
2024	1	1,640	0.3	89,610	0.7	520,420	99.6%	\$11,986,845	99.5%
2025	0	0	0.0	0	0.0	520,420	99.6%	\$11,986,845	99.5%
2026	0	0	0.0	0	0.0	520,420	99.6%	\$11,986,845	99.5%
2027 & Beyond ⁽²⁾	1	2,180	0.4	55,590	0.5	522,600	100.0%	\$12,042,435	100.0%
Total	22	522,600	100.0%	\$12,042,435	100.0%				

(1) Based on the underwritten rent roll.

(2) 2027 & Beyond includes 2,180 square feet used as a management office.

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Operating History and Underwritten Net Cash Flow							
	2013	2014	2015	TTM ⁽¹⁾	Underwritten	Per Square Foot	% ⁽²⁾
Rents in Place	\$11,170,411	\$11,465,714	\$11,537,988	\$11,561,110	\$12,042,435	\$23.04	82.0%
Vacant Income	0	0	0	0	2,172,573	4.16	14.8
Gross Potential Rent	\$11,170,411	\$11,465,714	\$11,537,988	\$11,561,110	\$14,215,008	\$27.20	96.8%
CAM Reimbursements	869,171	577,031	472,486	461,737	473,686	0.91	3.2
Net Rental Income	\$12,039,582	\$12,042,745	\$12,010,474	\$12,022,847	\$14,688,693	\$28.11	100.0%
(Vacancy/Credit Loss)	0	0	0	0	(2,172,573)	(4.16)	(14.8)
Other Income ⁽³⁾	437,447	423,062	418,006	417,575	417,575	0.80	2.8
Effective Gross Income	\$12,477,029	\$12,465,807	\$12,428,480	\$12,440,422	\$12,933,695	\$24.75	88.1%
Total Expenses⁽⁴⁾	\$6,021,206	\$5,257,582	\$5,182,952	\$5,201,264	\$5,269,438	\$10.08	40.7%
Net Operating Income⁽⁴⁾	\$6,455,823	\$7,208,225	\$7,245,528	\$7,239,158	\$7,664,258	\$14.67	59.3%
Total TI/LC, Capex/RR	0	0	0	0	1,260,378	2.41	9.7
Net Cash Flow	\$6,455,823	\$7,208,225	\$7,245,528	\$7,239,158	\$6,403,880	\$12.25	49.5%

(1) TTM represents the trailing 12-month period ending on February 29, 2016.

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

(3) Other Income represents electricity reimbursements, storage revenue and miscellaneous revenue.

(4) The increase in 2014 Net Operating Income from 2013 Net Operating Income was driven predominantly by a reduction in expenses related to real estate taxes. In 2014, the city was re-assessed under the Actual Value Initiative, whereby properties were assessed at 100.0% of market value. As a result, total taxes for the property decreased by approximately 47.5%.

Property Management. The Four Penn Center property is managed by Stream Realty Partners – DC, L.P., a Texas limited partnership. The current management agreement is effective as of August 1, 2013, and will continue until otherwise terminated by either party. The management agreement provides for a contractual management fee of 3.0% of gross receipts, payable on a monthly basis. The management fees related to the Four Penn Center property are subordinate to the liens and interests of the Four Penn Center Whole Loan.

Escrows and Reserves. At origination, the borrower deposited into escrow \$292,298 for real estate taxes and \$8,710 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 \$97,433.

Insurance Escrows - The requirement for the borrower to make deposits to the insurance escrow 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.

Replacement Reserves - On a monthly basis, the borrower is required to escrow \$8,710 (\$0.20 per square foot annually) for replacement reserves. The reserve is not subject to a cap.

TI/LC Reserves - The loan is structured such that there is a Cash Sweep Event (as defined below) in effect on the origination date (a "2018 Rollover Trigger"), and all excess cash flow is required to be deposited into the TI/LC reserve. On a monthly basis commencing after the occurrence of any of the following: (i) the balance of funds in the TI/LC reserve is equal to or greater than \$50.00 per square foot with respect to the office square footage for any portion of the leases for Elsevier, Post & Schell and FIC that has not been renewed or re-leased beyond its current 2018 expiration date in accordance with the loan documents; or (ii) the achievement of a debt service coverage ratio (excluding rent from any of the foregoing tenants under any portion of a related lease that is not renewed or re-leased) of at least 1.10x for one quarter, based on the trailing three-month period (each of the foregoing (i) or (ii) is referred to as a "2018 Cash Sweep Event Cure"), the borrower is required to escrow \$74,035 (\$1.70 per square foot annually) for tenant improvements and leasing commissions. In addition, to the extent there is a Cash Sweep Event as a result of a DSCR Trigger (as defined below) or a 2023 Rollover Trigger (as defined below), all excess cash flow will be required to be deposited into the TI/LC reserve.

Lockbox / Cash Management. The Four Penn Center Whole Loan is structured with a hard lockbox. 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 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 (except to the extent described in "TI/LC Reserves" above) will be held in the excess cash flow subaccount. The lender has a first priority security interest in the cash management account.

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A "Cash Sweep Event" means the occurrence of (i) an event of default, (ii) any bankruptcy action of the borrower, sponsor or property manager (provided, to the extent the manager is not affiliated with the borrower, the borrower may replace the manager with a qualified manager in accordance with the loan documents within 60 days), (iii) any time after January 1, 2019, the date on which the debt service coverage ratio, based on trailing three months of gross income from operations, is less than 1.10x (a "DSCR Trigger"), (iv) a 2018 Rollover Trigger or (v) if more than 25.0% of the square footage is leased to two or fewer tenants and such leases are scheduled to expire in the 2023 calendar year, the date that is the latest of (a) the date on which the preceding lease concentration first occurs, (b) the occurrence of a 2018 Cash Sweep Event Cure or (c) January 1, 2019 (any of the foregoing (a), (b) or (c), the "2023 Rollover Trigger").

A Cash Sweep Event will end if (a) with respect to clause (i) above, the respective event of default has been cured or waived, (b) with respect to the manager portion of clause (ii) above, the property manager is replaced with a qualified property manager under a replacement management agreement, (c) with respect to clause (ii) above, solely with respect to an involuntary bankruptcy or insolvency action of the borrower for which the borrower, guarantor and their affiliates did not consent to, acquiesce in or collude with creditors for such filing, such involuntary bankruptcy or insolvency is discharged within 90 days and without any material adverse consequence to the Four Penn Center Whole Loan or property, (d) with respect to clause (iii) above, the debt service coverage ratio is 1.10x or greater for one quarter based on the trailing three-month period, (e) with respect to clause (iv) above, a 2018 Cash Sweep Event Cure has occurred and (f) with respect to clause (v) above, the occurrence of any of the following, (1) a total of \$4,277,233 of excess cash flow has been deposited into the TI/LC reserve following a 2023 Rollover Trigger, (2) no two or fewer tenants occupy more than 25% of the square footage of the property under any lease that expires in 2023, or (3) the achievement of a debt service coverage ratio (excluding rent from any tenants under any portion of a lease expiring in 2023 that is not renewed or re-leased) of at least 1.10x for one quarter, based on the trailing three month period.

Each Cash Sweep Event Cure is also subject to the following conditions, (i) no event of default has occurred and is continuing (other than the event of default that gave rise to the Cash Sweep Event and that is being cured), (ii) the borrower may not cure a Cash Sweep Event occurring solely by reason of an event of default, any involuntary bankruptcy action of the borrower or any bankruptcy action of the property manager more than a total of two times in the aggregate during the term of the loan, (iii) the borrower may cure a Cash Sweep Event occurring solely by reason of a DSCR Trigger or a 2023 Rollover Trigger an unlimited number of times during the term of the loan and (iv) the borrower has paid all of the lender's reasonable out-of-pocket expenses incurred in connection with such Cash Sweep Event including, reasonable attorney's fees and expenses.