Atlantic Times Square









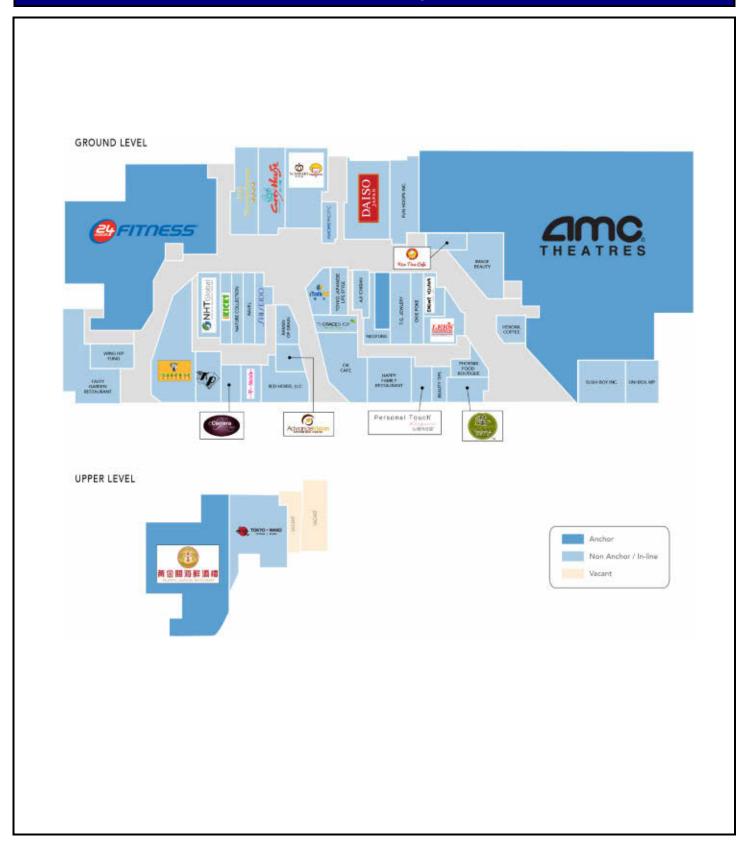








Atlantic Times Square



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Mortgage Loan Information

Mortgage Loan Seller: JPMCB
Original Principal Balance⁽¹⁾: \$40,000,000
Cut-off Date Principal Balance⁽¹⁾: \$40,000,000
% of Pool by IPB: 5.6%
Loan Purpose: Refinance

Borrower: Atlantic Times Square X, LLC

Sponsor: Ronnie Lam Interest Rate: 4.84500% Note Date: 3/20/2018 **Maturity Date:** 4/1/2028 Interest-only Period: 120 months **Original Term:** 120 months **Original Amortization:** None Interest Only **Amortization Type:** Call Protection(2): L(26), Def(90), O(4)

Lockbox / Cash Management:Springing / SpringingAdditional Debt:YesAdditional Debt Balance:\$58,000,000Additional Debt Type:Pari Passu

| Property | / IIIIOIIIIalioii |
|--------------|-------------------|
| / Portfolio: | Single Asset |

Single Asset / Portfolio: Single Asset
Title: Fee

Property Type – Subtype: Mixed Use – Retail / Multifamily Net Rentable Area (SF / Units)(3): 379,376 SF / 100 Units

Location: Monterey Park, CA

 Year Built/Renovated:
 2010 / N/A

 Occupancy⁽⁴⁾:
 96.9%

 Occupancy Date:
 3/1/2018

 Number of Tenants⁽⁵⁾:
 45

2015 NOI(6): \$8,042,730 2016 NOI: \$9,280,553 2017 NOI: \$9,919,162 TTM NOI (as of 2/2018)(6): \$9,977,969 **UW Economic Occupancy:** 95.0% UW Revenues⁽⁷⁾: \$14,250,504 **UW Expenses:** \$4,913,493 UW NOI(7): \$9,337,011 UW NCF: \$8,967,236

Appraised Value / Per SF⁽⁸⁾: \$163,800,000 / \$432

Appraisal Date: 2/1/2018

| Escrows and Reserves ⁽⁹⁾ | | | | | | | | | |
|-------------------------------------|-----------|-----------|-------------|--|--|--|--|--|--|
| | Initial | Monthly | Initial Cap | | | | | | |
| Taxes: | \$483,974 | \$161,325 | N/A | | | | | | |
| Insurance: | \$140,595 | \$15,622 | N/A | | | | | | |
| Replacement Reserves: | \$4,744 | \$4,744 | N/A | | | | | | |
| TI/LC: | \$11,487 | \$11,487 | \$344,595 | | | | | | |
| Other: | \$0 | Springing | \$2,000,000 | | | | | | |

| Financial Information ⁽¹⁾ | | | | | | |
|--|-------|--|--|--|--|--|
| Cut-off Date Loan / SF ⁽⁸⁾ : | \$258 | | | | | |
| Maturity Date Loan / SF ⁽⁸⁾ : | \$258 | | | | | |
| Cut-off Date LTV: | 59.8% | | | | | |
| Maturity Date LTV: | 59.8% | | | | | |
| UW NCF DSCR: | 1.86x | | | | | |
| UW NOI Debt Yield: 9.5% | | | | | | |
| | | | | | | |

| | Sources and Uses | | | | | | | | |
|------------------------------|------------------|------------|----------------------|--------------|------------|--|--|--|--|
| Sources | Proceeds | % of Total | Uses | Proceeds | % of Total | | | | |
| Mortgage Loan ⁽¹⁾ | \$98,000,000 | 100.0% | Payoff Existing Debt | \$66,380,388 | 67.7% | | | | |
| | | | Closing Costs | 1,333,259 | 1.4 | | | | |
| | | | Upfront Reserves | 640,799 | 0.7 | | | | |
| | | | Return of Equity | 29,645,554 | 30.3 | | | | |
| Total Sources | \$98,000,000 | 100.0% | Total Uses | \$98,000,000 | 100.0% | | | | |

- (1) The Atlantic Times Square loan is part of a whole loan evidenced by three pari passu notes with an aggregate outstanding principal balance as of the Cut-off Date of \$98.0 million. The Financial Information presented in the chart above reflects the aggregate Cut-off Date balance of the \$98.0 million Atlantic Times Square Whole Loan, as defined in "The Loan" below.
- (2) The lockout period will be at least 26 payments beginning with and including the first payment date of May 1, 2018. Defeasance of the full \$98.0 million Atlantic Times Square Whole Loan is permitted at any time after the date that is two years from the closing date of the securitization that includes the note to be last securitized (the "REMIC Prohibition Period"). If the REMIC Prohibition Period has not expired prior to May 1, 2021, the borrower is permitted to prepay the Atlantic Times Square Whole Loan with a yield maintenance premium. The assumed lockout period of 26 payments is based on the expected JPMDB 2018-C8 securitization closing date in June 2018. The actual lockout period may be longer.
- (3) Net Rentable Area (SF / Units) of 379,376 square feet represents 212,838 square feet of retail space and 166,538 square feet attributable to 100 multifamily units.
- (4) Occupancy is weighted based on total occupied square footage of the retail and multifamily components of the property. Individually, the retail and multifamily components are approximately 97.6% and 96.0% occupied, as of the Occupancy Date, respectively.

(5) Number of Tenants reflects retail tenants only.

- (6) The increase in TTM NOI from 2015 NOI is driven predominantly by a general lease up of the retail component of the property totaling 33,919 square feet across 16 new and renewal leases since June 2015.
- (7) Approximately 26.5% and 28.4% of the UW Revenues and UW NOI, respectively, are attributable to the multifamily component of the property.
- (8) Appraised Value / Per SF, Cut-off Date Loan / SF and Maturity Date Loan / SF are each calculated based on the combined net rentable area of 379,376 square feet of retail and multifamily space.
- (9) For a full description of Escrows and Reserves, please refer to the "Escrows and Reserves" section below.





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The Loan. The Atlantic Times Square loan is secured by a first mortgage lien on the borrower's fee interest in a 379,376 square foot mixed-use development comprised of a 212,838 square foot retail component and a 100 unit multifamily component (166,538 square feet) located in Monterey Park, California. The whole loan has an aggregate outstanding principal balance as of the Cut-off Date of \$98.0 million (the "Atlantic Times Square Whole Loan") and is comprised of three pari passu senior notes, each as described below. The controlling Note A-1, with an outstanding principal balance as of the Cut-off Date of \$40.0 million, is being contributed to the JPMDB 2018-C8 Trust (the "Atlantic Times Square Mortgage Loan"). The relationship between the holders of the Atlantic Times Square Whole Loan will be governed by a co-lender agreement as described under "Description of the Mortgage Pool—The Whole Loans—The Serviced Pari Passu Whole Loans" in the prospectus. The Atlantic Times Square Whole Loan has a 10-year term and will be interest only for the entire term. The previous debt secured by the mortgage property was securitized in the JPMCC 2013-C13 transaction.

| Whole Loan Summary | | | | | | | | | |
|--|--------------|--------------|----------------|-----|--|--|--|--|--|
| Note Original Balance Cut-off Date Balance Note Holder Control | | | | | | | | | |
| A-1 | \$40,000,000 | \$40,000,000 | JPMDB 2018-C8 | Yes | | | | | |
| A-2 | 40,000,000 | 40,000,000 | COMM 2018-COR3 | No | | | | | |
| A-3 | 18,000,000 | 18,000,000 | JPMCB | No | | | | | |
| Total | \$98,000,000 | \$98,000,000 | | | | | | | |

The Borrower. The borrowing entity for the Atlantic Times Square Whole Loan is Atlantic Times Square X, LLC, a Delaware limited liability company and special purpose entity.

The Loan Sponsor. The loan sponsor and nonrecourse carve-out guarantor is Ronnie Lam. Mr. Lam is the founder and current CEO of Kam Sang Company, Inc. ("Kam Sang"). Kam Sang, established in 1979, is a privately held real estate development and management firm with a portfolio consisting of hospitality, retail, residential, restaurants and mixed use properties. The company currently owns and manages a portfolio of 17 properties, 16 of which are located in the greater Los Angeles, California area with the remaining property located in Henderson, Nevada.

The Property. Atlantic Times Square is a 379,376 square foot mixed use development comprised of a 212,838 square foot retail component and a 100 unit multifamily component. The property was constructed in 2010 for approximately \$182.9 million by Kam Sang. The property was built on an approximately 6.6 acre site and contains a 1,649 space subterranean parking garage. The multifamily component of the Atlantic Times Square complex includes two buildings containing 100 units that are part of the collateral and a third building containing 110 condominium units which are not part of the collateral for the loan. The property is located in the Monterey Park/Alhambra sections of East Los Angeles, approximately 7.0 miles from downtown Los Angeles. The local area around the property consists of a mix of residential and commercial use properties and is in close proximity to attractions such as the Pacific Ocean, Disneyland, Dodger Stadium, the Coliseum, the Rose Bowl, L.A. Live and several universities. The property is located on Atlantic Boulevard less than one mile off of Interstate 10. Interstate 10 connects the property to downtown Los Angeles and Santa Monica to the west and West Covina to the east. Atlantic Boulevard, which runs north/south, provides access to Pasadena approximately six miles to the north of the property. Additionally, as of 2017, the population within a one-, three- and five-mile radius was approximately 40,509, 290,496 and 781,501, respectively. The average household income within a one-, three- and five-mile radius was \$71,503, \$74,572 and \$76,299, respectively.

The multifamily component of the collateral consists of 100 units totaling 166,538 square feet and is comprised of 40 two-bedroom and 60 three-bedroom layouts. The multifamily component was 96.0% occupied as of March 1, 2018. Amenities at the property include an outdoor swimming pool and sundecks, health spa, clubhouse lounge and outdoor garden and lounge area. According to the appraisal, the property falls within the East Los Angeles/Alhambra/Montebello/Pico Rivera apartment submarket, which reported a total inventory of 24,722 units as of year-end 2017. The submarket reported a vacancy rate of 2.9% with asking rents of \$1,428 per unit, which is up from \$1,163 in 2013. Additionally, the Class A average asking rents in the submarket were \$1,878 per unit, up from \$1,512 in 2013. The appraiser identified seven competitive multifamily properties built between 1962 and 2016, ranging in size from 109 units to 391 units. The competitive properties reported occupancies ranging from 94.3% to 97.3% with a weighted average occupancy of approximately 96.1% as of year-end 2017. There are currently 122 apartment units under construction in the submarket across two projects.

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The ground floor retail component of the property is comprised of 212,838 square feet and is currently 97.6% leased by 45 tenants, as of March 1, 2018. The retail component is anchored by a 14-screen AMC Theater cinema and 30,842 square foot 24 Hour Fitness. The remaining tenancy is comprised of a variety of in-line and restaurant tenants. According to the appraisal, the property falls within the San Gabriel Valley-West retail submarket. As of year-end 2017, the submarket was comprised of approximately 5.7 million square feet of space with a vacancy rate of 2.8% and average asking rents of \$33.79 per square foot. Additionally, the appraisal identified 10 comparable retail leases ranging in size from 627 square feet to 2,366 square feet. Base rents for the comparable leases ranged from \$32.40 per square foot to \$54.00 per square foot, with a weighted average of \$44.76 per square foot. The appraisal concluded retail market rents of between \$24.00 per square foot for anchor space to \$57.00 per square foot for small shop inline space. Additionally, the appraisal identified approximately 81,500 square feet of new construction in the submarket.

| Historical and Current Occupancy ⁽¹⁾ | | | | | | | | |
|---|------------|-------|-------|-------|-------|--|--|--|
| Property Component Units/SF 2015 2016 2017 Current ⁽²⁾ | | | | | | | | |
| Residential | 100 Units | 87.0% | 98.0% | 90.0% | 96.0% | | | |
| Retail | 212,838 SF | 96.8% | 98.8% | 97.6% | 97.6% | | | |
| Wtd. Avg. (3) | • | 92.5% | 98.4% | 94.3% | 96.9% | | | |

- (1) Historical Occupancies are as of December 31 of each respective year.
- (2) Current Occupancy is as of March 1, 2018.
- (3) Based on total square feet. The 100 multifamily units account for 166,538 square feet of the property's 379,376 square feet

| Multifamily Unit Mix ⁽¹⁾ | | | | | | | | |
|-------------------------------------|---------------|---------------|-------------------|-----------|------------------------------|---|--|--|
| Unit Type | # of Units | % of Total | Occupied Units | Occupancy | Average Unit Size (SF) | Average Monthly Rental Rate Per Unit ⁽²⁾ | Monthly Market Rent Per Unit ⁽³⁾ | |
| 2 BR – 2 BA | 40 | 40.0% | 39 | 97.5% | 1,437 | \$2,911 | \$3,240 | |
| 3 BR – 2 BA | 60 | 60.0 | 57 | 95.0% | 1,818 | \$3,359 | \$3,360 | |
| Total / Wtd. Avg. | 100 | 100.0% | 96 | 96.0% | 1,665 | \$3,177 | \$3,310 | |

- (1) Based on the underwritten multifamily rent roll dated March 1, 2018.
- (2) Average Monthly Rental Rates based on occupied units only.
- (3) Based on the appraisal.

| Retail Tenant Summary(1)(2) | | | | | | | | |
|---|---|------------------------------|-------------------|------------------|-------------------------|--------------------------|-----------------------------|--|
| Tenant | Ratings ⁽³⁾ Moody's/S&P/Fitch | Net Rentable Area (SF) | % of Total NRA | Base Rent PSF | % of Total Base Rent | Most Recent Sales PSF | Lease Expiration Date | |
| AMC Theater ⁽⁴⁾⁽⁵⁾ | NA / B+ / NA | 75,000 | 35.2% | \$22.82 | 25.0% | \$533,390 | 4/30/2030 | |
| 24 Hour Fitness | Ba3 / B / NA | 30,842 | 14.5% | \$26.88 | 12.1% | NAP | 8/31/2025 | |
| Atlantic Seafood and Dim Sum Restaurant | NA / NA / NA | 12,000 | 5.6% | \$33.00 | 5.8% | NAP | 3/20/2022 | |
| Teletron | NA / NA / NA | 6,205 | 2.9% | \$33.00 | 3.0% | NAP | 1/31/2026 | |
| Tokyo Wako ⁽⁶⁾⁽⁷⁾ | NA / NA / NA | 5,977 | 2.8% | \$26.40 | 2.3% | \$143 | 6/30/2020 | |
| Daiso Japan ⁽⁸⁾ | NA / NA / NA | 5,525 | 2.6% | \$21.00 | 1.7% | \$413 | 2/28/2019 | |
| Tasty Garden Restaurant | NA / NA / NA | 4,925 | 2.3% | \$46.26 | 3.3% | NAP | 3/31/2028 | |
| OK Café | NA / NA / NA | 4,504 | 2.1% | \$45.87 | 3.0% | NAP | 3/21/2020 | |
| Image Beauty ⁽⁹⁾ | NA / NA / NA | 4,250 | 2.0% | \$39.17 | 2.4% | \$533 | 7/31/2021 | |
| 101 Noodles Express + Grill | NA / NA / NA | 4,135 | 1.9% | \$44.57 | 2.7% | NAP | 6/30/2022 | |

- (1) Based on the underwritten retail rent roll dated March 1, 2018.
- (2) Based on 212,838 square feet, which excludes 166,538 square feet and \$3,660,084 of underwritten base rent from the multifamily units.
- (3) Ratings provided are for the parent company of the entity listed in the "Tenant" field whether or not the parent company guarantees the lease.
- (4) The AMC Theater is leased by an affiliate of the borrower and managed by AMC Theater.
- (5) Most Recent Sales PSF for AMC Theater represent the trailing 12-months of sales ended December 2017 and is based on a total of 14 screens.
- 6) Tokyo Wako is leased by an affiliate of the borrower.
- (7) Most Recent Sales PSF for Tokyo Wako represent the trailing 12-months of sales ended November 2017.
- (8) Most Recent Sales PSF for Daiso Japan represent the trailing 12-months of sales ended December 2017.
- (9) Most Recent Sales PSF for Image Beauty represent the trailing 12-months of sales ended October 2017.



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| | Retail Lease Rollover Schedule ⁽¹⁾⁽²⁾⁽³⁾ | | | | | | | | | |
|---------------|---|-------------------------------------|----------------------|-----------------------|-------------------------------|---|------------------------------------|-------------------------------------|------------------------------------|--|
| 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 | 5,142 | 2.4% | NAP | NAP | 5,142 | 2.4% | NAP | NAP | |
| 2018 & MTM | 4 | 2,327 | 1.1 | \$245,158 | 3.6% | 7,469 | 3.5% | \$245,158 | 3.6% | |
| 2019 | 6 | 15,060 | 7.1 | 596,947 | 8.7 | 22,529 | 10.6% | \$842,105 | 12.3% | |
| 2020 | 13 | 29,831 | 14.0 | 1,269,659 | 18.6 | 52,360 | 24.6% | \$2,111,765 | 30.9% | |
| 2021 | 10 | 18,570 | 8.7 | 801,893 | 11.7 | 70,930 | 33.3% | \$2,913,658 | 42.6% | |
| 2022 | 7 | 22,662 | 10.6 | 842,415 | 12.3 | 93,592 | 44.0% | \$3,756,073 | 54.9% | |
| 2023 | 0 | 0 | 0.0 | 0 | 0.0 | 93,592 | 44.0% | \$3,756,073 | 54.9% | |
| 2024 | 1 | 2,274 | 1.1 | 110,765 | 1.6 | 95,866 | 45.0% | \$3,866,838 | 56.5% | |
| 2025 | 1 | 30,842 | 14.5 | 829,033 | 12.1 | 126,708 | 59.5% | \$4,695,871 | 68.7% | |
| 2026 | 1 | 6,205 | 2.9 | 204,765 | 3.0 | 132,913 | 62.4% | \$4,900,636 | 71.6% | |
| 2027 | 0 | 0 | 0.0 | 0 | 0.0 | 132,913 | 62.4% | \$4,900,636 | 71.6% | |
| 2028 | 1 | 4,925 | 2.3 | 227,806 | 3.3 | 137,838 | 64.8% | \$5,128,442 | 75.0% | |
| 2029 & Beyond | 1 | 75,000 | 35.2 | 1,711,815 | 25.0 | 212,838 | 100.0% | \$6,840,257 | 100.0% | |
| Total | 45 | 212,838 | 100.0% | \$6,840,257 | 100.0% | • | | • | · | |

- (1) Based on the underwritten retail rent roll dated March 1, 2018.
- (2) Certain retail tenants may have termination or contraction options (which may become exercisable prior to the originally stated expiration date of the tenant lease) that are not considered in the above Retail Lease Rollover Schedule.
- (3) Based on 212,838 square feet, which excludes 166,538 square feet and \$3,660,084 of underwritten base rent attributable to the multifamily component of the property.

| Operating History and Underwritten Net Cash Flow | | | | | | | | |
|--|--------------|--------------|--------------|--------------------|--------------|-----------------------------------|------------------|--|
| | 2015 | 2016 | 2017 | TTM ⁽¹⁾ | Underwritten | Per Square Foot ⁽²⁾ | % ⁽³⁾ | |
| Rents in Place ⁽⁴⁾⁽⁵⁾ | \$9,021,233 | \$10,202,637 | \$10,483,266 | \$10,759,602 | \$10,500,341 | \$27.68 | 75.0% | |
| Vacant Income | 0 | 0 | 0 | 0 | 373,532 | 0.98 | 2.7 | |
| Gross Potential Rent | \$9,021,233 | \$10,202,637 | \$10,483,266 | \$10,759,602 | \$10,873,873 | \$28.66 | 77.7% | |
| Total Reimbursements | 2,333,796 | 2,505,209 | 2,471,754 | 2,475,782 | 3,124,391 | 8.24 | 22.3 | |
| Net Rental Income | \$11,355,029 | \$12,707,846 | \$12,955,020 | \$13,235,384 | \$13,998,264 | \$36.90 | 100.0% | |
| (Vacancy/Credit Loss) | 0 | 0 | 0 | 0 | (699,913) | (1.84) | (5.0) | |
| Other Income | 710,377 | 807,714 | 1,462,316 | 1,269,244 | 952,154 | 2.51 | 6.8 | |
| Effective Gross Income | \$12,065,407 | \$13,515,561 | \$14,417,336 | \$14,504,628 | \$14,250,504 | \$37.56 | 101.8% | |
| Total Expenses | \$4,022,677 | \$4,235,008 | \$4,498,174 | \$4,526,659 | \$4,913,493 | \$12.95 | 34.5% | |
| Net Operating Income ⁽⁶⁾ | \$8,042,730 | \$9,280,553 | \$9,919,162 | \$9,977,969 | \$9,337,011 | \$24.61 | 65.5% | |
| Total TI/LC, Capex/RR | 0 | 0 | 0 | 0 | 369,775 | 0.97 | 2.6 | |
| Net Cash Flow | \$8,042,730 | \$9,280,553 | \$9,919,162 | \$9,977,969 | \$8,967,236 | \$23.64 | 62.9% | |

- (1) TTM column represents the trailing 12-month period ending February 28, 2018.
- (2) Per Square Foot is based on 379,376 square feet, which represents 212,838 square feet of retail space and 166,538 square feet of multifamily space.
- (3) % column represents percent of Net Rental Income for all revenue lines and represents percent of Effective Gross Income for the remainder of the fields.
- (4) Underwritten Rents in Place includes \$6,840,257 of retail income (approximately 65.1%) and \$3,660,084 of multifamily income (approximately 34.9%).
- (5) Underwritten Rents in Place for the multifamily component is based on the multifamily rent roll as of March 1, 2018 annualized. Underwritten Rents in Place for the retail component is based on the in-place retail rent roll as of March 1, 2018.
- (6) The increase in TTM Net Operating Income from 2015 Net Operating Income is driven predominantly by a general lease up of the retail component of the property totaling 33,919 square feet across 16 new and renewal leases since June 2015.

Property Management. Both the multifamily and retail portions of the property are managed by Kam Sang.

Escrows and Reserves. At origination, the borrower deposited into escrow \$483,974 for real estate taxes, \$140,595 for insurance premiums, \$11,487 for tenant improvements and leasing commissions and \$4,744 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 \$161,325.

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Insurance Escrows – On a monthly basis, the borrower is required to escrow 1/12 of the annual estimated insurance premiums, which currently equates to \$15,622. To the extent there is no event of default and the borrower obtains a blanket insurance policy in accordance with the loan documents, the loan documents provide that the requirement to escrow for insurance premiums will be waived.

Replacement Reserves – On a monthly basis, the borrower is required to escrow \$4,744 for replacement reserves, comprised of \$2,660 for the retail component (approximately \$0.15 per square foot of retail space annually) and \$2,083 for the multifamily component (approximately \$250 per unit of multifamily space annually). The reserve is not subject to a cap.

TI/LC Reserves – On a monthly basis, the borrower is required to escrow \$11,487 (approximately \$0.65 per square foot of retail space annually) for tenant improvements and leasing commissions. The reserve is subject to a cap of \$344,595 (approximately \$1.62 per square foot of retail space).

AMC Reserve – Upon the occurrence of an AMC Trigger Event (as defined below) and until the occurrence of an AMC Trigger Event Cure (as defined below), all excess cash flow after payment of debt service, required reserves and operating expenses is required to be held for the purpose of payment of tenant improvements and leasing commissions and other obligations incurred by the borrower in connection with an AMC Trigger Event (the "AMC Reserve"). The AMC Reserve is subject to a cap of \$2,000,000 (approximately \$9.40 per square foot of retail space).

Lockbox / Cash Management. The Atlantic Times Square Whole Loan is structured with a springing lockbox and springing cash management. Upon the occurrence of a Lockbox Event (as defined below), the borrower will be required to establish and maintain the lockbox account. Further, the borrower will be required to send or cause the property manager to send tenant direction letters instructing all commercial tenants to deposit all rents and payments directly into the lender-controlled lockbox account. Following the Lockbox Event and until the occurrence of a Cash Sweep Event (as defined below), all funds in the lockbox account will be transferred each business day to an account controlled by the borrower. Upon the occurrence of a Cash Sweep Event, all funds in the lockbox account will be required to be swept each business day into a lender-controlled cash management account and disbursed in accordance with the loan documents. During the continuation of a Cash Sweep Event, all excess cash flow after payment of debt service, required reserves and operating expenses and the AMC Reserve deposit (if applicable) is required to be held as additional collateral for the loan. The lender has been granted a first priority security interest in the cash management account.

A "<u>Lockbox Event</u>" means the occurrence of either: (i) a Cash Sweep Event or (ii) the debt service coverage ratio (as calculated in the loan documents) based on the trailing 12-month period falling below 1.15x.

A "Cash Sweep Event" means the occurrence of one or more of the following: (i) an event of default, (ii) any bankruptcy or insolvency action of the borrower or the property manager, (iii) the debt service coverage ratio (as calculated in the loan documents) based on the trailing 12-month period falling below 1.10x or (iv) an AMC Trigger Event (as defined below).

A "Cash Sweep Event Cure" means the occurrence of one or more of the following: (a) with respect to clause (i) above, the acceptance of a cure by the lender of the related event of default, (b) with respect to clause (ii) above, solely with respect to a bankruptcy or insolvency of the property manager, if the borrower replaces such property manager within 60 days of such action in accordance with the loan documents, (c) with respect to clause (iii) above, the achievement of a debt service coverage ratio (as calculated in the loan documents and based on the trailing three month period) of at least 1.15x for two consecutive calendar quarters and (d) with respect to (iv) above, an AMC Trigger Event Cure (as defined below).

An "AMC Trigger Event" means AMC Theater's failure to renew its management agreement with respect to the theater space on or before the date that is one year prior to the then-current expiration of the AMC Theater management agreement. The expiration date of the current AMC Theater management agreement is August 31, 2020.

An "AMC Trigger Event Cure" means the execution of a replacement management agreement with AMC Theater or other theater manager acceptable to the lender for a term of no less than five years and AMC Theater or such other theater manager is operating the theater pursuant to such replacement management agreement or the theater has been re-let to one or more replacement tenant(s) pursuant to a replacement lease(s) and the borrower has delivered to the lender a tenant estoppel certificate(s) from each such replacement tenant(s) in form and substance reasonably acceptable to the lender stating that such replacement tenant(s) is/are in occupancy and paying full contractual rent.



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