

## Mortgage Loan No. 1 – The Summit Birmingham

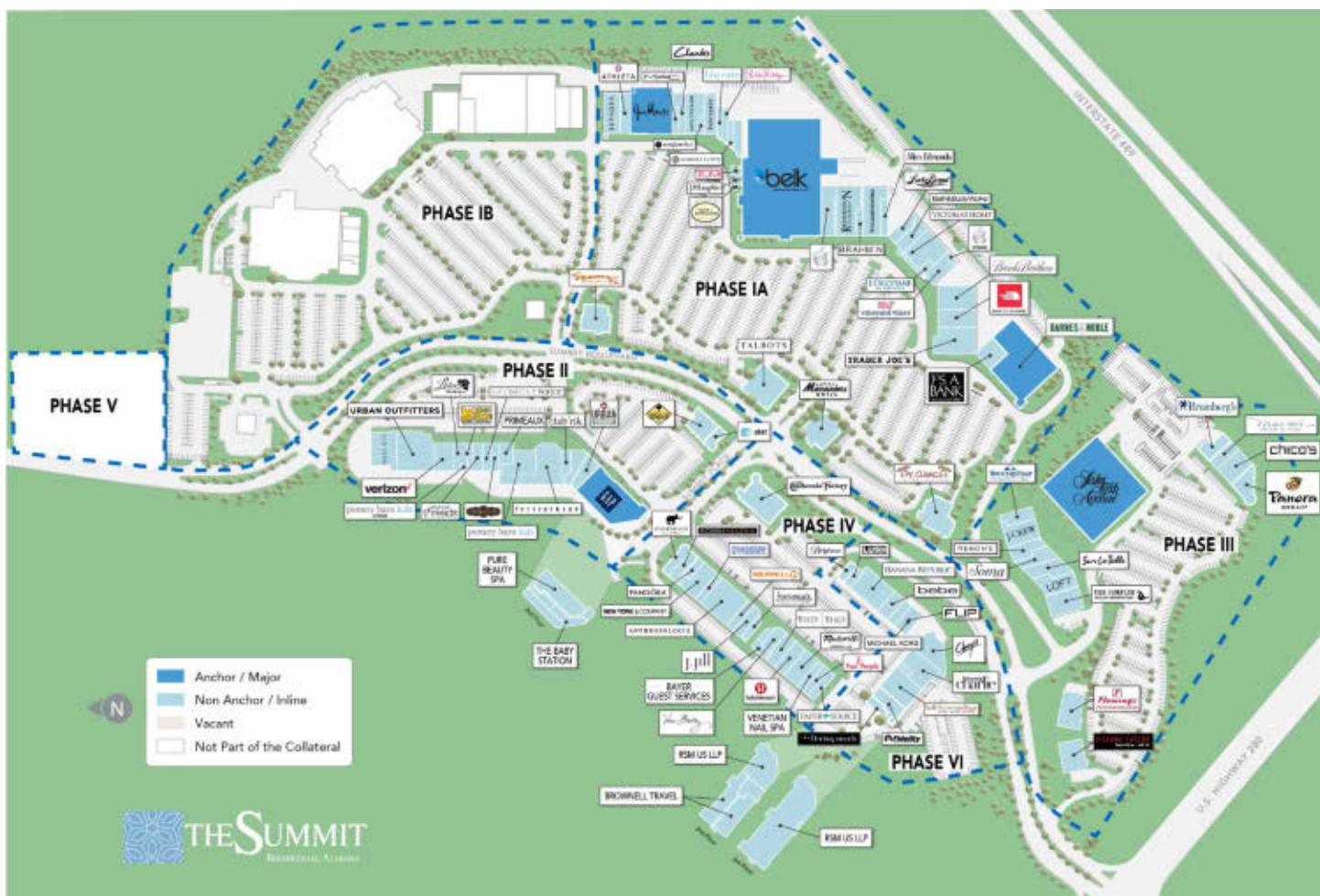




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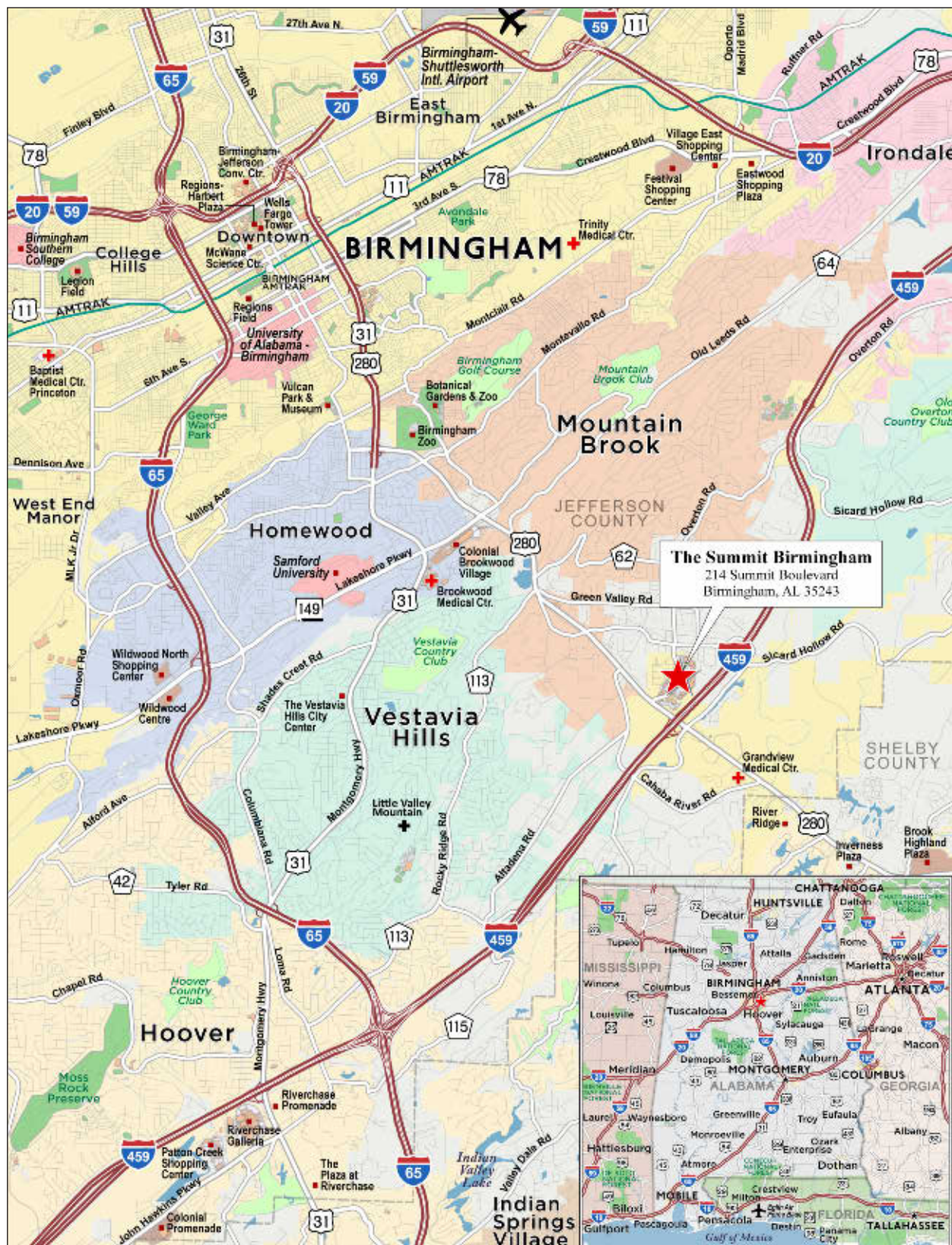


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Mortgage Loan Information			
Mortgage Loan Seller:	BANA		
Original Balance <sup>(1)</sup> :	\$73,325,000		
Cut-off Date Balance <sup>(1)</sup> :	\$73,325,000		
% of Initial Pool Balance:	7.5%		
Loan Purpose:	Refinance		
Sponsor:	JDJ Birmingham Company, L.L.C., Institutional Mall Investors LLC		
Mortgage Rate:	4.7620%		
Note Date:	12/20/2016		
First Payment Date:	2/1/2017		
Maturity Date:	1/1/2027		
Original Term to Maturity:	120 months		
Original Amortization Term:	0 months		
IO Period:	120 months		
Seasoning:	1 month		
Prepayment Provisions <sup>(2)</sup> :	LO (25); DEF (88); O (7)		
Lockbox/Cash Mgmt Status:	Hard/Springing		
Additional Debt Type <sup>(3)</sup> :	Pari Passu		
Additional Debt Balance <sup>(3)</sup> :	\$134,675,000		
Future Debt Permitted (Type):	No (N/A)		
Reserves <sup>(4)</sup>			
Type	Initial	Monthly	Cap
RE Tax:	\$0	Springing	N/A
Insurance:	\$0	Springing	N/A
Recurring Replacements:	\$0	Springing	\$225,984
TI/LC:	\$1,989,285	Springing	\$2,146,872
Other:	\$852,850	\$0	N/A

Property Information	
<b>Single Asset/Portfolio:</b>	Single Asset
<b>Location:</b>	Birmingham, AL 35243
<b>General Property Type:</b>	Retail
<b>Detailed Property Type:</b>	Lifestyle Center
<b>Title Vesting:</b>	Fee
<b>Year Built/Renovated:</b>	1997/2009
<b>Size:</b>	681,245 SF
<b>Cut-off Date Balance per SF<sup>(1)</sup>:</b>	\$305
<b>Maturity Date Balance per SF<sup>(1)</sup>:</b>	\$305
<b>Property Manager:</b>	Bayer Properties, L.L.C. (borrower-related)
Underwriting and Financial Information	
<b>UW NOI:</b>	\$18,070,330
<b>UW NOI Debt Yield<sup>(1)</sup>:</b>	8.7%
<b>UW NOI Debt Yield at Maturity<sup>(1)</sup>:</b>	8.7%
<b>UW NCF DSCR<sup>(1)</sup>:</b>	1.68x
<b>Most Recent NOI:</b>	\$17,296,891 (12/31/2016)
<b>2nd Most Recent NOI<sup>(6)</sup>:</b>	\$19,589,779 (12/31/2015)
<b>3rd Most Recent NOI<sup>(6)</sup>:</b>	\$19,415,128 (12/31/2014)
<b>Most Recent Occupancy<sup>(6)</sup>:</b>	98.5% (12/14/2016)
<b>2nd Most Recent Occupancy<sup>(7)</sup>:</b>	97.8% (12/31/2015)
<b>3rd Most Recent Occupancy<sup>(7)</sup>:</b>	96.4% (12/31/2014)
<b>Appraised Value (as of):</b>	\$383,000,000 (11/7/2016)
<b>Cut-off Date LTV Ratio<sup>(1)</sup>:</b>	54.3%
<b>Maturity Date LTV Ratio<sup>(1)</sup>:</b>	54.3%

Sources and Uses					
Sources	Proceeds	% of Total	Uses	Proceeds	% of Total
Loan Amount <sup>(1)</sup> :	\$208,000,000	100.0%	Loan Payoff:	\$155,905,651	75.0%
			Reserves:	\$2,842,135	1.4%
			Closing Costs:	\$2,260,319	1.1%
			Return of Equity:	\$46,991,895	22.6%
<b>Total Sources:</b>	<b>\$208,000,000</b>	<b>100.0%</b>	<b>Total Uses:</b>	<b>\$208,000,000</b>	<b>100.0%</b>

(1) The Summit Birmingham Mortgage Loan is part of The Summit Birmingham Whole Loan, which is comprised of four *pari passu* promissory notes with an aggregate principal balance of \$208,000,000. The Cut-off Date Balance per SF, Maturity Date Balance per SF, UW NOI Debt Yield, UW NOI Debt Yield at Maturity, UW NCF DSCR, Cut-off Date LTV Ratio and Maturity Date LTV Ratio numbers presented above are based on the aggregate principal balance of the promissory notes comprising The Summit Birmingham Whole Loan.

(2) Defeasance is permitted at any time after the earlier to occur of (a) the end of the two-year period commencing on the closing date of the securitization of the last The Summit Birmingham Whole Loan promissory note to be securitized and (b) February 1, 2020.

(3) See "The Mortgage Loan" and "Additional Secured Indebtedness (not including trade debts)" below for further discussion of additional debt.

(4) See "Escrows and Reserves" below for further discussion of reserve requirements.

(5) Historical NOI includes income and expenses from Phase IB (non-collateral) of The Summit.

(6) Most Recent Occupancy includes three tenants (2.0% of NRA) with executed leases but who are not yet in occupancy at The Summit Birmingham Property. The lender has reserved 100.0% of the rent associated with each tenant from the Note Date through each lease's scheduled commencement date. See "Escrows and Reserves" below for further details.

(7) Historical occupancy includes tenants at Phase IB (non-collateral) of The Summit.

**The Mortgage Loan.** The largest mortgage loan (the "The Summit Birmingham Mortgage Loan") is part of a whole loan (the "The Summit Birmingham Whole Loan") evidenced by four *pari passu* promissory notes in the aggregate original principal amount of \$208,000,000, which are secured by a first priority fee mortgage encumbering a 681,245 SF portion of The Summit, an upscale mixed-use development in Birmingham, Alabama (the "The Summit Birmingham Property"). Promissory Note A-2 in the original principal amount of \$73,325,000 represents The Summit Birmingham Mortgage Loan and will be included in the BACM 2017-BNK3 Trust. Promissory Note A-1 in the original principal amount of \$61,875,000 is currently held by Bank of America, National Association, or an affiliate thereof, Promissory Notes A-3 and A-4 in the aggregate original principal amount of \$72,800,000 are currently held by Barclays Bank PLC, or an affiliate thereof. Promissory Notes A-1, A-3 and A-4 (collectively, the "The Summit Birmingham Serviced *Pari Passu* Companion Loans") are expected to be contributed to one or more future transactions. See "Description of the Mortgage Pool—The Whole Loans—The Serviced Whole Loans—The Summit Birmingham Whole Loan" in the Prospectus. The Summit Birmingham Whole Loan will be serviced pursuant to the pooling and servicing agreement for this securitization transaction.

The proceeds of The Summit Birmingham Whole Loan were used to refinance previous mortgage loans secured by The Summit Birmingham Property in the amount of approximately \$156 million, to pay closing costs, reserve escrows and to return equity to The Summit Birmingham sponsor. The Summit Birmingham Mortgage Loan sponsor was the original developer of The Summit Birmingham Property.

**The Borrower and the Sponsor.** The borrower is BRC Holding Company, L.L.C. ("The Summit Birmingham Borrower"), a single-purpose Delaware limited liability company structured to be bankruptcy-remote, with at least two independent managers. Equity ownership in The Summit Birmingham Borrower is indirectly held by The Summit Birmingham Mortgage Loan sponsors, JDJ Birmingham Company, L.L.C. (51%) and Institutional Mall Investors LLC (49%).

JDJ Birmingham Company, L.L.C. is an entity indirectly owned by Jeffery A. Bayer, David L. Silverstein and Jon W. Rotenstreich, and their family trusts. Jeffery A. Bayer, David L. Silverstein and Jon W. Rotenstreich are non-recourse carve out guarantors for The Summit Birmingham Mortgage Loan. Jeffery A. Bayer is CEO and President and David Silverstein and Jon Rotenstreich are and Principals of Bayer Properties, LLC. Bayer Properties, LLC is a Birmingham, Alabama based real estate management and development firm with a national portfolio of over 22 properties comprising approximately 10 million SF, with seven properties in Alabama, including The Summit Birmingham Property.

Institutional Mall Investors LLC ("IMI") is an additional non-recourse carve out guarantor for The Summit Birmingham Mortgage Loan and is 99% owned by California Public Employees' Retirement System ("CalPERS"), the nation's largest public pension fund. IMI is an investment platform focused on high quality, market dominant, fashion oriented retail properties. As of October 2016, IMI's portfolio included approximately 20.1 million SF of retail space and over 1.1 million SF of prime office space.

**The Property.** The Summit Birmingham Property consists of a 681,245 SF portion of The Summit. The Summit is an upscale mixed-use development comprised of a total of 1,036,240 SF of retail and office space, built in phases between 1997 and 2009. Phases IA and IB (non-collateral) were opened in 1997 with over 400,000 SF featuring tenants including Barnes & Noble, Banana Republic, Williams-Sonoma, Ann Taylor, Victoria's Secret, P.F. Chang's and Macaroni Grill. Phase II was opened in 2000 and brought new-to-the-market retailers including California Pizza Kitchen, Everything But Water, Pottery Barn and Pottery Barn Kids and also allowed Gap to relocate and add Gap Kids and Gap Body to its offerings. Phase III opened in 2001, bringing Saks Fifth Avenue to open its first and only store in the state of Alabama, adding J. Crew, Fleming's and Panera Bread, and allowing Chico's and Talbots to expand its stores. Phase IV opened in 2005 bringing The Cheesecake Factory, Anthropologie, Vera Bradley and Swoozie's as first-time retailers in the state of Alabama. Phase VI opened in 2009 with 50,000 SF of office and 50,000 SF of retail space including tenants Banana Republic, Charming Charlie and Michael Kors. Phase V (non-collateral) is an unimproved 2.1 acre parcel which as with Phase IB (non-collateral) may be developed or redeveloped in the future by The Summit Birmingham Mortgage Loan sponsor.

Access to The Summit is available from seven points of ingress and eight points of egress all controlled by stop signs or traffic lights. The Summit is located at the intersection of Highway 280 (73,970 average daily traffic count) leading northwest through the affluent suburbs of Mountain Brook, Vestavia Hills and Homewood to the Birmingham central business district, and I-459 (101,020 average daily traffic count) leading southwest to the wealthy suburb of Hoover. Highway 280 and I-459 are the area's primary commercial thoroughfares and, according to the appraiser, the intersection of these roadways is the center of the growth corridor of the Birmingham metropolitan area.

The Summit is Birmingham's single largest generator of sales tax revenue, comprising over 10% of the city's sales tax revenues. Due to this success, the City of Birmingham has continued to support the development of The Summit and has invested an additional \$7.5 million in infrastructure improvements and expansions through tax sharing arrangements. Approximately 50 of The Summit's retailers are exclusive to the property in Alabama or Birmingham including Saks Fifth Avenue, Trader Joe's, Art of Shaving, Apple, Pottery Barn, Restoration Hardware and lululemon athletica. Historical occupancy at The Summit has averaged 97.6% for the period 2012 to 2015.

The Summit Birmingham Property is contained across 19 buildings. Included in the collateral are 3,474 parking spaces (approximately 5.10 spaces per 1,000 SF). The Summit Birmingham Property is anchored by Belk and Saks Fifth Avenue (non-collateral), with other large retail tenants including Gap, Barnes & Noble, Trader Joe's and Gus Mayer. No other retail tenant occupies more than 1.8% of NRA or represents more than 2.0% of base rent. Other noteworthy tenants include: Apple, Anthropologie, The Cheesecake Factory, J Crew, lululemon athletica, Madewell, Pottery Barn, Restoration Hardware, Sephora, Vineyard Vines and West Elm. The two office tenants representing 7.5% of NRA and 8.2% of base rent are RSM US LLP, an audit, tax and consulting firm, and Brownell Travel, a luxury travel agency.

The Summit Birmingham Property was 98.5% leased as of December 2016 to 102 retail, restaurant and office tenants. Total inline sales at The Summit Birmingham Property for the trailing 12 months ending August 31, 2016 were approximately \$213.77 million with an average of \$603 PSF (\$513 PSF excluding Apple), resulting in an occupancy cost of 8.0% (9.4% excluding Apple).

The following table presents a summary of historical comparable in-line sales at The Summit Birmingham Property.

Historical Sales Summary <sup>(1)</sup>			
Comparable In-line Tenant Sales PSF			Total Comparable In-line Sales
Year	w/ Apple	w/o Apple	
2014	\$601	\$516	\$200,392,424
2015	\$604	\$518	\$215,735,275
8/31/2016 TTM	\$603	\$513	\$213,766,482

(1) Information as provided by the sponsor and only include tenants reporting comparable sales.

**Major Tenants.**

Belk (163,480 SF, 24.0% NRA, 5.3% underwritten base rent). The anchor retail tenant at The Summit Birmingham Property is Belk, Inc. ("Belk"). Belk is a private department store company based in Charlotte, North Carolina, with 293 stores located in 16 Southern states and a retail website offering national brands and private label fashion apparel, shoes, accessories, cosmetics, a wedding registry and home merchandise. Belk is a portfolio company of Sycamore Partners, a private equity firm based in New York. Belk occupies 163,480 SF located in Phase IA, under an initial lease dated November 1997, expiring January 2018 with six remaining five-year extension options with nine month notices and \$0.50 PSF rental increases at each extension. Belk's lease requires percentage rent of 2% on the amount by which its gross sales exceed \$30,000,000 annually. For the trailing 12-month period ending August 31, 2016, December 31, 2015 and December 31, 2014, Belk achieved gross sales of \$40,030,397 (\$245 PSF), \$40,395,908 (\$247 PSF) and \$40,673,824 (\$249 PSF), respectively.

RSM US LLP (35,724 SF, 5.2% NRA, 6.2% underwritten base rent). The largest office tenant at The Summit Birmingham Property is RSM US LLP ("RSM"). RSM is the fifth largest audit, tax and consulting firm in the United States with approximately 8,829 employees across 86 cities in 28 states in the United States. RSM is the U.S. member of RSM International, which includes more than 38,000 employees in 120 countries. RSM occupies 35,724 SF located in Phase VI, under an initial lease dated September 2009, expiring October 2021 with three five-year extension options at market rent with nine month notices at each extension and an expansion right for 2,000-11,661 SF exercisable between May 1, 2018 and September 30, 2018.

The following table presents certain information relating to the major tenants at The Summit Birmingham Property.

Tenant Summary <sup>(1)</sup>										
Tenant Name	Credit Rating (Fitch/Moody's/ S&P) <sup>(2)</sup>	Tenant SF <sup>(3)</sup>	Approx. % of SF <sup>(3)</sup>	Annual UW Rent	% of Annual UW Rent	Annual UW Rent PSF <sup>(4)</sup>	Sales (TTM 8/31/2016) <sup>(5)</sup>		Occ. Cost %	Lease Expiration
							\$	PSF <sup>(6)</sup>		
<b><u>Major Retail Tenants<sup>(7)</sup></u></b>										
Belk	NR/B2/B	163,480	24.0%	\$1,047,986	5.3%	\$6.41	\$40,030,397	\$245	3.2%	1/31/2018
Gap	BB+/Baa2/BB+	17,522	2.6%	\$702,507	3.6%	\$40.09	\$4,678,549	\$267	17.5%	3/31/2020
Barnes & Noble	NR/NR/NR	25,397	3.7%	\$532,575	2.7%	\$20.97	N/A	N/A	N/A	2/1/2018
Trader Joe's	NR/NR/NR	12,922	1.9%	\$465,192	2.4%	\$36.00	N/A	N/A	N/A	9/30/2025
Gus Mayer	NR/NR/NR	16,410	2.4%	\$383,760	2.0%	\$23.39	\$10,498,746	\$711	5.2%	1/31/2019
Subtotal/Wtd. Avg.		235,731	34.6%	\$3,132,020	15.9%	\$13.29				
Other Retail Tenants		384,236	56.4%	\$14,920,610	75.9%	\$38.83				
Vacant Space		10,428	1.5%							
<b>Retail Subtotal/Wtd. Avg.</b>		<b>630,395</b>	<b>92.5%</b>							
<b><u>Office Tenants</u></b>										
RSM US LLP		35,724	5.2%	\$1,208,900	6.2%	\$33.84				10/31/2021
Brownell Travel		15,126	2.2%	\$393,276	2.0%	\$26.00				3/31/2018
<b>Office Subtotal/Wtd. Avg.</b>		<b>50,850</b>	<b>7.5%</b>	<b>\$1,602,176</b>	<b>8.2%</b>	<b>\$31.51</b>				
<b>Collateral Total/Wtd. Avg.</b>		<b>681,245</b>	<b>100.0%</b>	<b>\$19,654,807</b>		<b>\$29.30</b>				
<b><u>Non-Collateral Retail Tenants</u></b>										
Saks Fifth Avenue							NAV	NAV	NAV	6/30/2052
PF Chang's							NAV	NAV	NAV	12/31/2047

(1) Information is based on the underwritten rent roll.

(2) Certain ratings are those of the parent company whether or not the parent guarantees the lease.

(3) Tenant SF includes storage space.

(4) Wtd. Avg. Annual UW Rent PSF excludes vacant space.

(5) Sales \$ and Sales PSF represent trailing 12 months ending August 31, 2016 as provided by the sponsor and only include tenants reporting comparable sales.

(6) Sales PSF excludes storage space.

(7) Major Tenants are ordered by Annual UW Rent.



The following table presents certain information relating to the lease rollover at The Summit Birmingham Property:

Lease Rollover Schedule <sup>(1)(2)</sup>								
Year	# of Leases Rolling <sup>(3)</sup>	SF Rolling	Annual UW Rent PSF Rolling <sup>(4)</sup>	Approx. % of Total SF Rolling	Approx. Cumulative % of SF Rolling	Total UW Rent Rolling	Approx. % of Total Rent Rolling	Approx. Cumulative % of Total Rent Rolling
MTM	3	3,486	\$27.03	0.5%	0.5%	\$94,217	0.5%	0.5%
2017	13	47,241	\$33.17	6.9%	7.4%	\$1,567,170	8.0%	8.5%
2018	12	235,982	\$13.39	34.6%	42.1%	\$3,159,659	16.1%	24.5%
2019	12	65,570	\$35.10	9.6%	51.7%	\$2,301,694	11.7%	36.2%
2020	6	40,535	\$39.78	6.0%	57.7%	\$1,612,627	8.2%	44.4%
2021	9	78,078	\$36.19	11.5%	69.1%	\$2,825,302	14.4%	58.8%
2022	7	25,290	\$42.20	3.7%	72.8%	\$1,067,334	5.4%	64.2%
2023	11	55,727	\$36.98	8.2%	81.0%	\$2,060,614	10.5%	74.7%
2024	10	39,789	\$41.51	5.8%	86.9%	\$1,651,661	8.4%	83.1%
2025	8	37,072	\$42.79	5.4%	92.3%	\$1,586,300	8.1%	91.2%
2026	4	7,295	\$53.75	1.1%	93.4%	\$392,140	2.0%	93.2%
2027	6	32,752	\$37.92	4.8%	98.2%	\$1,242,087	6.3%	99.5%
2028 & Beyond	1	2,000	\$47.00	0.3%	98.5%	\$94,000	0.5%	100.0%
Vacant	0	10,428	\$0.00	1.5%	100.0%	\$0	0.0%	100.0%
<b>Total/Wtd. Avg.</b>	<b>102</b>	<b>681,245</b>	<b>\$29.30</b>	<b>100.0%</b>		<b>\$19,654,807</b>	<b>100.0%</b>	

(1) Information is based on the underwritten rent roll.

(2) Certain tenants may have lease termination options that are exercisable prior to the originally stated expiration date of the subject lease and that are not considered in the lease rollover schedule.

(3) Certain tenants may have leases for storage space, which are not counted as separate leases for purposes of this Lease Rollover Schedule.

(4) Wtd. Avg. Annual UW Rent PSF Rolling excludes vacant space.

**The Market.** The Summit Birmingham Property is located in Birmingham, Alabama. According to the Birmingham business alliance, the Birmingham metropolitan area has a current population of over 1.1 million and contains over 70% of the total jobs in North Central Alabama. Corporations headquartered in the Birmingham metropolitan area include Alabama Power, Associated Grocers of the South, Inc., BBVA Compass, Books-A-Million, Cadence Bank, Hibbett Sports, Liberty National Life Insurance Company, Ready Mix USA, Regions and Thompson/CAT. There are over 23 universities, colleges, technical and professional schools in the Birmingham metropolitan area employing nearly 20,000 and enrolling nearly 100,000 people, with higher education generating an economic impact of more than \$1 billion annually to the area. The 2015 unemployment rate for the Birmingham metropolitan area was 5.5%, the lowest rate since 2008.

The Summit Birmingham Property is located approximately five miles southeast of the Birmingham central business district ("CBD"). The Birmingham CBD is home to the four largest area employers including the University of Alabama at Birmingham (23,000 employees), Regions Bank (7,000 employees), St. Vincent's Health System (4,644 employees) and Children's of Alabama (4,578 employees). Just west of the Birmingham CBD and adjacent to The Summit Birmingham Property lay three of Birmingham's most affluent suburbs including Mountain Brook, Vestavia Hills and Homewood, with the wealthy city of Hoover to the south.

According to the appraisal, the estimated 2016 population within a three-, five- and ten-mile radius around The Summit Birmingham Property was 38,765, 134,309 and 403,058, respectively. The estimated 2016 average household income within a three-, five- and ten-mile radius was \$115,309, \$114,008 and \$81,258, respectively.

According to the appraisal, as of the third quarter 2016, the Birmingham retail market consisted of 100,229,766 SF with a vacancy rate of 5.5%, the lowest rate in the last ten years. There is no proposed new competitive supply noted by the appraisal.



The following table presents certain competitive regional properties to The Summit Birmingham Property:

Competitive Property Summary							Distance to Subject (mi.)
Property, Location	Type	Year Built/ Renovated	Size (SF)	Occupancy	Comparable In-line Sales PSF	Anchor Tenants	
<b>The Summit Birmingham Property</b>	<b>Lifestyle Center</b>	<b>1997/2009</b>	<b>681,245</b>	<b>98.5%<sup>(1)</sup></b>	<b>\$603<sup>(2)</sup></b>	<b>Saks (non-collateral), Belk, Restoration Hardware, Apple, Trader Joe's</b>	<b>N/A</b>
Riverchase Galleria Hoover, AL	Super Regional Mall	1986/2014	762,541	92%	\$450	Belk, JCPenney (non-collateral), Macy's (non-collateral), Sears (non-collateral), Von Maur	8.1
Colonial Brookwood Village Birmingham, AL	Regional Mall	1973/2002	688,000	89%	N/A	Macy's, Belk, Books A Million	3.9
Shoppes at East Chase Montgomery, AL	Lifestyle Center	2002/N/A	431,635	98%	\$245	DSW Shoe Warehouse, Books A Million, Versona	97.4
Bridge Street Town Centre <sup>(3)</sup> Huntsville, AL	Lifestyle Center	2007/N/A	622,862	98%	\$565	Belk, Barnes & Noble, Apple, BB&B	104.0
Avalon Alpharetta, GA	Lifestyle Center	2014/2017	495,907	99%	\$490	Regal, Whole Foods, Crate & Barrel, Anthropologie	167.0
<b>Total/Wtd. Avg. <sup>(4)</sup></b>			<b>3,000,945</b>	<b>95%</b>			

Source: Appraisal

(1) Occupancy as of December 14, 2016 including three tenants (2.0% of NRA) with executed leases but who are not yet in occupancy at The Summit Birmingham Property.

(2) Comparable inline sales shown as of August 31, 2016. Comparable inline sales excluding Apple for that period were \$513 per SF.

(3) Bridge Street Town Centre is also owned by Bayer Properties, LLC, one of The Summit Birmingham sponsors.

(4) Total/Wtd. Avg. excludes The Summit Birmingham Property.

**Operating History and Underwritten Net Cash Flow.** The following table presents certain information relating to the historical operating performance and the Underwritten Net Cash Flow at The Summit Birmingham Property:

Cash Flow Analysis						
	2013 <sup>(1)</sup>	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2016	UW	UW PSF
Base Rent	\$20,815,763	\$21,292,859	\$21,886,070	\$19,370,283	\$20,333,193 <sup>(2)</sup>	\$29.85
Vacant Space	\$0	\$0	\$0	\$0	\$557,813	\$0.82
Total Recoveries	\$4,613,871	\$4,492,764	\$4,656,167	\$3,878,724	\$4,075,464	\$5.98
Specialty Leasing	\$163,190	\$162,542	\$178,150	\$168,497	\$120,292	\$0.18
Other Income <sup>(3)</sup>	\$460,762	\$417,690	\$405,592	\$357,847	\$366,658	\$0.54
Less Vacancy	(\$79,446)	\$15,402	(\$191,313)	(\$479,711)	(\$1,248,324)	(5.0%)
Effective Gross Income	\$25,974,140	\$26,381,257	\$26,934,666	\$23,295,640	\$24,205,097	\$35.53
Total Operating Expenses	\$6,813,961	\$6,966,130	\$7,344,888	\$5,998,750	\$6,134,767	\$9.01
<b>Net Operating Income</b>	<b>\$19,160,179</b>	<b>\$19,415,127</b>	<b>\$19,589,778</b>	<b>\$17,296,891</b>	<b>\$18,070,330</b>	<b>\$26.53</b>
Capital Expenditures	\$0	\$0	\$0	\$0	\$112,991	\$0.17
TI/LC	\$0	\$0	\$0	\$0	\$1,073,437	\$1.58
<b>Net Cash Flow</b>	<b>\$19,160,179</b>	<b>\$19,415,127</b>	<b>\$19,589,778</b>	<b>\$17,296,891</b>	<b>\$16,883,902</b>	<b>\$24.78</b>
<b>Occupancy %</b>	<b>98.9%<sup>(4)</sup></b>	<b>96.4%<sup>(4)</sup></b>	<b>97.8%<sup>(4)</sup></b>	<b>98.5%<sup>(5)</sup></b>	<b>95.0%</b>	
<b>NOI DSCR<sup>(6)</sup></b>	<b>1.91x</b>	<b>1.93x</b>	<b>1.95x</b>	<b>1.72x</b>	<b>1.80x</b>	
<b>NCF DSCR<sup>(6)</sup></b>	<b>1.91x</b>	<b>1.93x</b>	<b>1.95x</b>	<b>1.72x</b>	<b>1.68x</b>	
<b>NOI Debt Yield<sup>(6)</sup></b>	<b>9.2%</b>	<b>9.3%</b>	<b>9.4%</b>	<b>8.3%</b>	<b>8.7%</b>	
<b>NCF Debt Yield<sup>(6)</sup></b>	<b>9.2%</b>	<b>9.3%</b>	<b>9.4%</b>	<b>8.3%</b>	<b>8.1%</b>	

(1) Historical NOI includes income and expenses from Phase IB (non-collateral) of The Summit.

(2) UW Base Rent includes contractual rent steps through January 2018.

(3) Other income includes income from media, events, sponsorships, gift card fees and other miscellaneous income.

(4) Historical occupancy includes tenants at Phase IB (non-collateral) of The Summit.

(5) Occupancy as of December 14, 2016 includes three tenants (2.0% of NRA) with executed leases but who are not yet in occupancy at The Summit Birmingham Property.

(6) Debt service coverage ratios and debt yields are based on The Summit Birmingham Whole Loan.

**Escrows and Reserves.** The Summit Birmingham Borrower deposited at closing (i) \$1,989,285 to a rollover reserve, (ii) \$346,727 to a gap rent reserve relating to three tenants, to be released provided no event of default is continuing upon the respective tenants commencing full rental payments, and (iii) \$506,123 to an overage rent reserve, to be released provided no event of default is continuing upon receipt of evidence of resolution of any disputed overage rent from the tenant Gap, Inc.

So long as real estate taxes are paid prior to any assessment of late payments and delinquency, monthly reserves for real estate taxes will not be required, however, during a Collection Reserve Period (as defined below) or during the continuance of an event of default, The Summit Birmingham Borrower is required to deposit monthly 1/12<sup>th</sup> of the estimated annual real estate taxes. Also during a Collection Reserve Period or during the continuance of an event of default, The Summit Birmingham Borrower is required to deposit monthly (i) 1/12<sup>th</sup> of the estimated annual insurance premiums, except to the extent that the insurance required is maintained under a blanket insurance policy, (ii) \$9,416, subject to a cap of \$225,984, for replacement reserves, and (iii) \$89,453, subject to an aggregate reserve cap of \$2,146,872, for rollover reserves, provided The Summit Birmingham Whole Loan guarantors may guaranty the amount due to the rollover reserve in lieu of making monthly deposits as long as no event of default is continuing and no DSCR Trigger Period exists.

A "Collection Reserve Period" will commence upon the debt service coverage ratio based on the trailing four calendar quarters being less than 1.50x for two consecutive quarters and will end upon the debt service coverage ratio based on the trailing four calendar quarters being at least 1.50x for two consecutive quarters.

**Lockbox and Cash Management.** A hard lockbox is in place with respect to The Summit Birmingham Whole Loan. Upon the occurrence of a Lockbox Event (as defined below), The Summit Birmingham Borrower is required to establish a cash management account under the sole control of the lender, to which all amounts in the lockbox account shall be automatically transferred weekly for the payment of, among other things, debt service, monthly escrows and operating expenses pursuant to an approved annual budget, with all excess cash being deposited to an excess cash reserve to be held as additional collateral for The Summit Birmingham Whole Loan, until the Lockbox Event is cured.

A "Lockbox Event" will occur upon (i) an event of default, (ii) a bankruptcy action involving The Summit Birmingham Borrower or Bayer Retail Company, L.L.C., Bayer Retail Company II, L.L.C., Bayer Retail Company III, L.L.C., Bayer Retail Company IV, L.L.C., or Bayer Retail Company VI, L.L.C. (collectively, the "Loan Parties"), (iii) a bankruptcy action involving Bayer Properties, L.L.C. (iv) a DSCR Trigger Period, or (v) a Belk Trigger Event (as defined below).

A Lockbox Event will end, provided no event of default shall be continuing, upon (i) the lender's acceptance of a cure of the event of default (ii) Bayer Properties, L.L.C. being replaced within 60 days with a qualified manager or the bankruptcy action involving Bayer Properties, L.L.C. being discharged or dismissed within 90 days (iv) the end of a DSCR Trigger Period, or (v) the end of a Belk Trigger Event. A Lockbox Event may not be cured more than a total of five times during The Summit Birmingham Whole Loan term and may not be cured if triggered by a bankruptcy action of the Loan Parties.

A "DSCR Trigger Period" will occur upon the debt service coverage ratio based on the trailing four calendar quarter period being less than 1.30x for two consecutive quarters and will end upon the debt service coverage ratio based on the trailing four calendar quarter period being at least 1.30x for two consecutive quarters.

A "Belk Trigger Event" will occur upon the earliest of Belk (i) vacating or giving notice to vacate or terminate its lease (a "Belk Termination Trigger"), (ii) failing to exercise its option to extend its lease term by the latest date required under its lease (a "Belk Extension Option Trigger"), (iii) defaulting in rent or (iv) being subject to any bankruptcy proceeding.

A Belk Trigger Event will end upon (i) if caused by a Belk Termination Trigger or Belk Extension Option Trigger, either Belk's space being leased to a replacement tenant or the excess cash flow reserve account being at least \$1,634,800, (ii) if caused by a Belk Extension Trigger, Belk exercising its extension option or extending its lease through a lease amendment prior to its lease expiration, (iii) Belk curing its payment default, or (iv) if caused by a Belk bankruptcy proceeding, the Belk lease being assumed or Belk's assets no longer being subject to the jurisdiction of bankruptcy court with the Belk lease remaining unaltered.

**Additional Secured Indebtedness (not including trade debts).** The Summit Birmingham Property also secures The Summit Birmingham Serviced *Pari Passu* Companion Loans, which have an aggregate Cut-off Date principal balance of \$134,675,000. The promissory notes evidencing The Summit Birmingham Serviced *Pari Passu* Companion Loans include Promissory Note A-1 in the original principal amount of \$61,875,000 currently held by Bank of America, National Association, or an affiliate thereof, and Promissory Notes A-3 and A-4 in the aggregate original principal amount of \$72,800,000, currently held by Barclays Bank PLC, or an affiliate thereof. The Summit Birmingham Serviced *Pari Passu* Companion Loans accrue interest at the same rate as The Summit Birmingham Mortgage Loan. The Summit Birmingham Mortgage Loan is entitled to payments of principal and interest on a *pro rata* and *pari passu* basis with The Summit Birmingham Serviced *Pari Passu* Companion Loans. The holders of The Summit Birmingham Mortgage Loan and The Summit Birmingham Serviced *Pari Passu* Companion Loans have entered into a co-lender agreement which sets forth the allocation of collections on The Summit Birmingham Whole Loan. See "Description of the Mortgage Pool—The Whole Loans—The Serviced Whole Loans—The Summit Birmingham Whole Loan" in the Prospectus.

**Mezzanine Loan and Preferred Equity.** Not permitted.

**Release of Property.** Not permitted.

**Terrorism Insurance.** The Summit Birmingham Borrower is required to obtain and maintain property insurance, public liability insurance and rental loss and/or business interruption insurance that covers perils of terrorism and acts of terrorism, provided that The Summit Birmingham Whole Loan documents provide for an annual terrorism premium cap of two times the cost of the premiums for property insurance required under the related The Summit Birmingham Whole Loan documents (on a stand-alone basis), but excluding the wind, flood and earthquake components of such premiums.