

OFFERING MEMORANDUM



LA FITNESS AND AMC THEATER
MORROW, GA (ATLANTA MSA)

Net Lease Property Group – Midwest

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This Memorandum contains select information pertaining to the Property and the Owner, and does not purport to be all-inclusive or contain all or part of the information which prospective investors may require to evaluate a purchase of the Property. The information contained in this Memorandum has been obtained from sources believed to be reliable, but has not been verified for accuracy, completeness, or fitness for any particular purpose. All information is presented “as is” without representation or warranty of any kind. Such information includes estimates based on forward-looking assumptions relating to the general economy, market conditions, competition and other factors which are subject to uncertainty and may not represent the current or future performance of the Property. All references to acreages, square footages, and other measurements are approximations. This Memorandum describes certain documents, including leases and other materials, in summary form. These summaries may not be complete nor accurate descriptions of the full agreements referenced. Additional information and an opportunity to inspect the Property may be made available to qualified prospective purchasers. You are advised to independently verify the accuracy and completeness of all summaries and information contained herein, to consult with independent legal and financial advisors, and carefully investigate the economics of this transaction and Property’s suitability for your needs. ANY RELIANCE ON THE CONTENT OF THIS MEMORANDUM IS SOLELY AT YOUR OWN RISK.

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THE OFFERING

CBRE's Net Lease Property Group is pleased to present the unique opportunity to acquire fee simple interest in an 88,987 square foot AMC Theater and a 38,817 square foot LA Fitness located in Morrow, GA (Atlanta MSA). The Offering is 100% leased by two strong national retailers, AMC Entertainment, Inc. and LA Fitness. AMC has over 13 years remaining on their lease, and recently just performed an extensive \$7.71mm renovation. The asset includes a full-service bar, updated menu, and reclining seats in front of all 24 screens and IMAX at this location. The LA Fitness component offers a basketball court, indoor pool, sauna, and many more amenities.

AMC and LA Fitness are located in an outstanding trade area a mere 15 miles from downtown Atlanta. Directly across the street from LA Fitness and AMC is Southlake Pavilion II, a power center anchored by The Home Depot, Ross Dress for Less, Best Buy, Ashley's Furniture, PetSmart, Best Buy, and more. In addition to the numerous outparcels along this corridor, Southlake Mall is less than 2 miles away on Mount Zion Road. The 1,015,914-square foot regional mall holds 88 shops and is anchored by Sears, Macy's, Chime Solutions, H&M, and a Forever 21. Other notable tenants in the trade area include Sam's Club, Costco, TJ Maxx, Macy's, Bath and Body works, and Burlington.

AMC and LA Fitness are positioned well along Mount Zion Road (22,600 VPD) just off an interchange with Interstate 75 (142,800 VPD). Atlanta is the eighth biggest metro area in the United States and has consistently set the benchmark for large metro area economic growth in the country. Since 2014, Atlanta has added more than 80,000 jobs per year with an employment growth rate of over 9%. This ranks Atlanta #1 among top ten metro areas in the United States during this period.



FINANCIAL OVERVIEW

Offering Price

AMC Price	\$27,821,183
LA Fitness Price	\$8,300,000

Total Offering Price	\$36,121,183
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AMC Valuation*

Base Rent Valuation (Capitalized)	
Annual Base Rent	\$1,868,727
Cap Rate	7.50%
Base Rent Value	\$24,916,360

Additional Rent Valuation (Discounted)	
Payment	\$384,291
End Date	11/30/31
NPV at 7.50% Discount Rate	\$2,904,823

Total Price of AMC	\$27,821,183
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*This theater underwent an extensive \$7.71mm renovation in 2016 AMC as outlined in this offering memorandum. AMC is reimbursing Landlord for half of the renovations costs via additional rent in the amount of \$384,291 annually throughout the BASE TERM. Given this annual additional rent payment ends at the end of the base term and does not run through the options, it was not capped. The net present value of this additional cash flow was discounted at 7.50% and the value was used for this valuation.

LA Fitness Valuation

Annual Base Rent	\$559,404
Cap Rate	6.74%

Total Price of LA Fitness	\$8,300,000
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INVESTMENT HIGHLIGHTS



SECURE TENANCY

AMC has been at this location since 1997 and has over 13 years of term remaining on their lease. AMC Entertainment Holdings, Inc. is the largest movie exhibition company in the U.S., Europe, and throughout the world with more than 1,000 theaters and 11,000 screens. AMC had fiscal year ending December 31, 2017 revenues of \$5.1 billion. LA Fitness is recognized as one of the leading fitness clubs with over 800 locations in the United States and Canada. LA Fitness has the highest revenues (\$1.92 billion) of any health club in America, and has a long-term track of international expansion.



RECENT AMC RENOVATIONS

In 2016, Landlord and AMC spent \$7.71 million in extensive property renovations showing a strong commitment to the location. Tenant will pay Landlord back for their contribution for the renovations. Landlord will collect \$384,291 annually as “Additional Rent” over the rest of the 13 years remaining on their initial term.



VISIBILITY AND TRAFFIC COUNTS

AMC and LA Fitness are located just 15 miles south of downtown Atlanta, one of the highest growth MSA's in the country. The Offering is located on Mt Zion Road (22,600 VPD) and visible off of Interstate 75 (142,800 VPD).



STRONG SALES VOLUME

AMC reports tremendous sales figures at this location. Last year (FYE November 2017) they reported nearly \$7.5 million worth of sales from Box Office Tickets on their 24 screens, and had a combined sales revenue of over \$11.5 million. Total combined sales volume per screen is about \$480,000 which is well above the national average for AMC.



PRIMARY RETAIL CORRIDOR

AMC and LA Fitness are located 15 miles south of downtown Atlanta in a dominant retail corridor anchored by Southlake Mall. Southlake Mall is located along Interstate 75, about 2 miles Northeast of The Offering. The 2-story, 1,015,914-square foot mall is 96.3% occupied and anchors the dominant retail corridor where LA Fitness and AMC Southlake 24 are located.



STRONG RENTAL INCREASES

LA Fitness has two strong rental increases remaining in the 10.5 years left of their current term. AMC has two remaining bumps in the 13 years remaining in their initial term and two other increases in their option periods. See rent schedules to follow for more detail.

AMC FINANCIAL OVERVIEW

Current Annual Base Rent:	\$1,868,727
Current Annual Additional Rent:*	\$384,291
Lease Structure:	NN
Lot Size:	+/- 19.24 Acres / 838,094 SF
Building Size:	88,987 SF
Tenant:	AMC Entertainment, Inc.
Original Lease Commencement:	November 21, 1997
Lease Expiration:	November 30, 2031
Lease Term Remaining:	~13 Years
Renewal Options:	Two options (one 6-year option; one 5-year option)
Rental Increases:	Yes, see schedule
Landlord Responsibilities:	Roof and Structure
Tenant Responsibilities:	CAM (Subject to CAM cap and a 7% admin fee), Taxes, Insurance

AMC Base Rent Schedule

Initial Term:			Monthly Base Rent	Annual Base Rent
Current	to	11/30/22	\$155,727	\$1,868,727
12/1/22	to	11/30/27	\$163,143	\$1,957,714
12/1/27	to	11/30/31	\$170,558	\$2,046,701
Option Periods:				
12/1/31	to	11/30/37	\$177,974	\$2,135,688
12/1/37	to	11/30/42	\$192,212	\$2,306,543

*Table above does not include annual Additional Rent to be paid throughout the BASE Term due to repayment of the recent \$7,710,609.04 worth of renovations to the AMC Theater.



LA FITNESS FINANCIAL OVERVIEW

Current Annual Base Rent:	\$559,404
Lease Structure:	NN
Lot Size:	+/- 4.59 Acres / 200,103 SF
Building Size:	38,817 SF
Tenant:	LA Fitness
Original Lease Commencement:	01/31/2002
Lease Expiration:	02/28/2029
Lease Term Remaining:	~10.5 Years
Renewal Options:	Three, five-year options
Rental Increases:	Yes, see schedule
Landlord Responsibilities:	Roof and Structure
Tenant Responsibilities:	CAM, Taxes, Insurance, etc.

LA Fitness Rent Schedule

Initial Term:			Monthly Rent	Annual Rent
Current	to	2/28/21	\$46,617	\$559,404
3/1/21	to	2/28/25	\$50,369	\$604,422
3/1/25	to	2/28/29	\$55,412	\$664,938
Option Periods:				
3/1/29	to	2/28/34	\$60,953	\$731,432
3/1/34	to	2/28/39	\$67,048	\$804,575
3/1/39	to	2/28/44	\$73,753	\$885,032



AERIAL LOOKING SOUTH



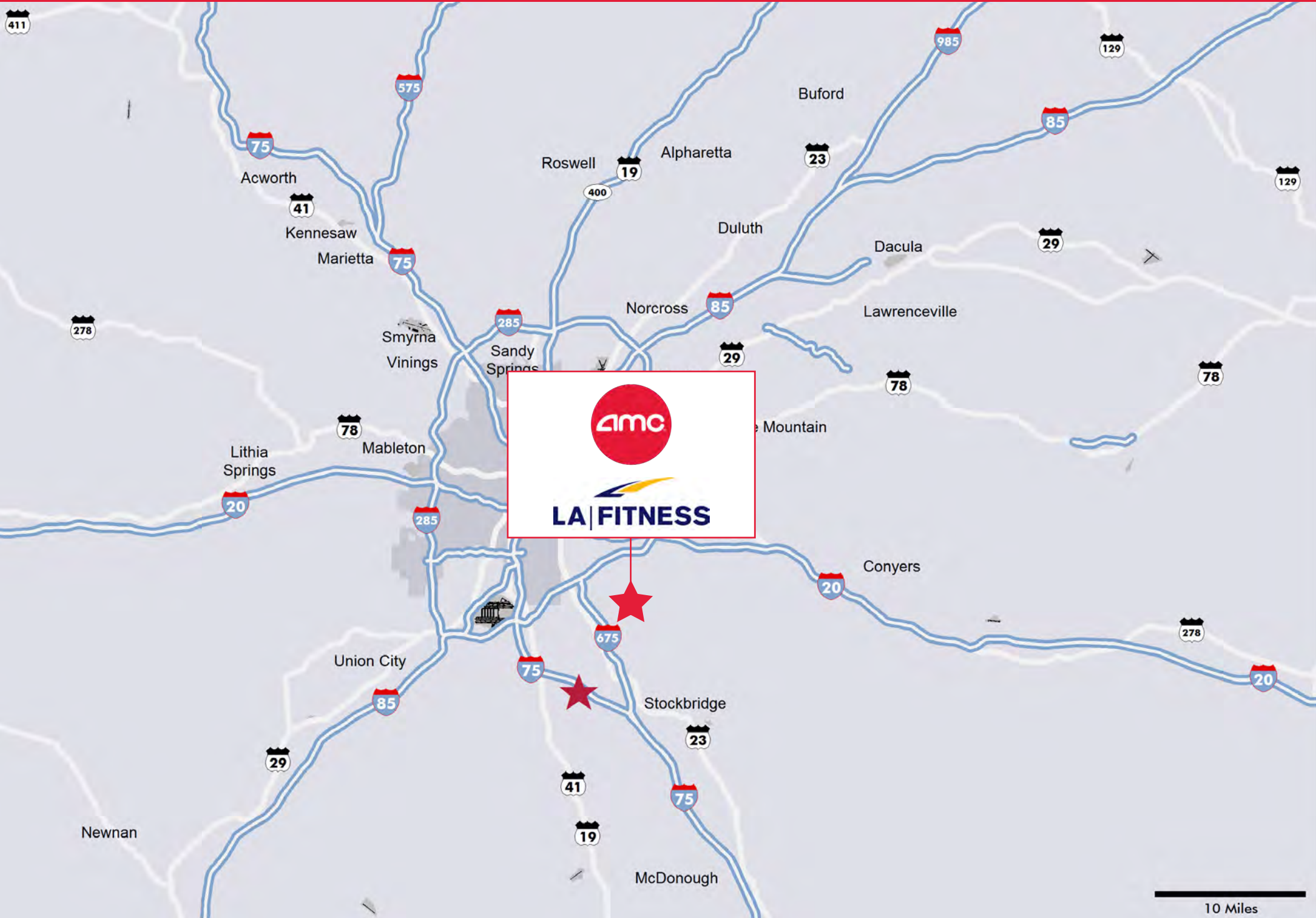
MT ZION RD
22,600 VPD

MT ZION BLVD
41,500 VPD

INTERSTATE 75
144,800 VPD



REGIONAL MAP



TENANT PROFILES

Tenant Name: Fitness, Inc.
Tenant Ownership Status: Private
Revenue: \$2.12 billion (2017)
Locations: 705+ (2017)
Members: 3.8 million (2017)



LA Fitness is the largest non-franchised fitness club operator in the United States, with more than 3.8 million members and over 705 clubs across the United States and Canada. The clubs offer a wide range of amenities, including state-of-the-art equipment and cardio area, over 20 different exercises classes, indoor heated lap pool with whirlpool spa and saunas, racquetball and basketball courts, and personal training sessions among others.

LA Fitness was established in 1984 in Southern California and is a privately-owned company, with major ownership interests held by private equity firms Madison Dearborn Partners and Seidler Equity Partners. LA Fitness maintains significant market presence with \$2.12 billion of revenue in 2017, a 5.7% increase from 2016. In the last 10 years, they have opened up over 500 locations and continue to grow strong, adding over 100 locations since 2016.

Tenant Name: AMC Entertainment Holdings, Inc.
Tenant Ownership Status: Public
Revenue: \$5.18 Billion (2017)
Locations: 1,027 (2017)
Members: 11,247 (2017)



AMC Entertainment (NYSE: AMC), the largest movie company in the United States, Europe and throughout the world, owns over 1,000 theaters and 11,000 screens across the globe. AMC excels within the industry due to its signature power-recliner seats, enhanced food and beverage choices, loyalty program, web site and smart phone apps, and offering premium large format experiences and playing a wide variety of content including the latest Hollywood release and independent programming.

AMC maintains a significant presence in the United States' top 50 markets and has a #1 or #2 market share position in 22 of the 25 largest metropolitan areas including the top three markets – New York, Los Angeles, and Chicago. In December 2016, AMC acquired Carmike Cinemas, Inc., further growing their market share. AMC Entertainment had fiscal year ending December 31, 2017 revenues over \$5.18 billion. AMC was founded in 1920 and is headquartered in Leewood, Kansas.

SITE PLAN



*Site Plans are approximate, based on survey

PROPERTY DESCRIPTION

	AMC	LA Fitness
Location	7057 Mt Zion Circle Morrow, GA 30260	7065 Mt Zion Circle Morrow, GA 30260
GLA	88,987 square feet	38,817 square feet
Year Built	1997, Renovated 2016	2000
Parking	1,839 spaces	297 spaces
Site Size	+/- 19.24 Acres	+/- 4.59 Acres
PIN	12083A A010	12083A A003
Zoning	GB (General Business)	GB (General Business)



AERIAL LOOKING NORTH



Hartsfield-Jackson
Atlanta International Airport



DOWNTOWN ATLANTA

KROGER DISTRIBUTION CENTER

1+ MILLION SF MALL (88 SHOPS)
 macy's sears
 KAY JEWELERS H&M AÉROPOSTALE
 THE CHILDREN'S PLACE AMERICAN EAGLE OUTFITTERS
 NEW YORK & COMPANY rue21
 VICTORIA'S SECRET

SOUTHLAKE MALL

TJ-maxx
 Burlington
 MATTRESSFIRM
 Rainbow

ROUTE 54
 39,500 VPD

WALMART NEIGHBORHOOD MARKET

Sam's CLUB

CardinalHealth

GameStop
 SALLY BEAUTY SUPPLY
 Planet Smoothie
 Domino's
 Old Navy
 Macys

COSTCO WHOLESALE

SOUTHLAKE PAVILION II
 ROSS DRESS FOR LESS PartyCity
 SHOPPERS WORLD
 DAVID'S BRIDAL NAM DAE MUN Farmers Market
 LifeWay CHRISTIAN STORES PETSMART
 ASHLEY FURNITURE HomeStore BEST BUY AMERICAN SIGNATURE FURNITURE

AMC THEATRES
 LA FITNESS

MT ZION RD
 22,600 VPD

INTERSTATE 75
 142,800 VPD

Publix

sears outlet
 BARNES & NOBLE BOOKS & LEISURE
 the Vitamin Shoppe
 atlanta BREAD CO
 JOES Local Butcher

DOLLAR TREE

FedEx Office

T-Mobile

Sprint

NTB

THE HOME DEPOT

MT ZION BLVD
 41,500 VPD

Chick-fil-A

Wendy's

PAPA JOHN'S

SHERWIN-WILLIAMS

McDonald's

COUNTRY INN & SUITES

MARKET OVERVIEW

ATLANTA—CAPITAL OF THE SOUTHEAST

Metro Atlanta is recognized as an international gateway and the economic engine of the Southeast. As the largest economy of all metros in the region, the city's thriving economy and job base, coupled with its high quality and low cost of living, make it an ideal destination to draw young and educated talent from the region's major universities. With an overall population of 5.8 million throughout the 29-county metro area, Atlanta is the ninth-largest Metropolitan Statistical Area (MSA) in the United States and is projected to be the 6th most populated metro area by 2020. Over the course of the 1990s and into the 2000s, Atlanta evolved from the regional "capital" of the Southeast into its current distinction as a leading international city for business. During that time, Atlanta led the U.S. economy in terms of job growth, averaging between 80,000 and 100,000 new jobs created each year for several years. Atlanta's positive economic momentum has spurred the creation of nearly 85,000 jobs in 2017. Atlanta prospers by combining layers of logistical advantages with low cost of doing business, an educated workforce and high-quality of living. Diversified and substantial investment from corporations and state and local governments make Atlanta an incredible place to do business. As further proof that Atlanta is a mainstay of global commerce, this fast-growing metropolis is also host to the busiest airport in the world, Hartsfield-Jackson International Airport.



ATLANTA HOSTS 15 COMPANIES ON THE 2017 FORTUNE 500 LIST

The southeastern hub is home to 15 Fortune 500 company headquarters including those of Delta, Coca-Cola, UPS, Home Depot and Southern Company, giving the city of Atlanta the third largest concentration in the U.S.

RANK	COMPANY	REVENUE
23	The Home Depot	\$94,595
46	United Parcel Service (UPS)	\$60,906
64	The Coca-Cola Company	\$41,863
71	Delta Air Lines, Inc.	\$39,639
145	The Southern Company	\$19,896
180	Genuine Parts Company	\$15,340
242	First Data Corporation	\$11,584
303	SunTrust Banks, Inc.	\$9,161
331	Veritiv	\$8,327
353	PulteGroup, Inc.	\$7,669
364	HD Supply Holdings, Inc.	\$7,524
370	AGCO	\$7,411
409	NCR Corporation	\$6,543
410	Asbury Automotive Group, Inc.	\$6,528
437	Intercontinental Exchange	\$5,958

Source:
2017 Fortune 500/1000 FORTUNE Magazine, June 7, 2017



MARKET OVERVIEW

MARKET AT-A-GLANCE

Economic Strength and Stability

- Atlanta's economy ranks as the nation's 9th largest metro area
- Home to 15 FORTUNE 500 company headquarters, including Delta, Coca-Cola, UPS, Home Depot, and Southern Company
- Home to notable private companies and major subsidiaries including GE Power Systems, Georgia Pacific, Cox Enterprises, Porsche USA, Mercedes-Benz USA and Novelis
- Lowest relative cost of doing business among the nation's 10 largest metro areas
- Over 2,500 foreign-owned companies represented in Atlanta
- Total employment base stands at 2.76 million jobs, an increase of more than 3.2% over the year as of August 2017
- Added nearly 87,000 jobs from September 2016 to August 2017, the fourth highest total among the largest metros in the nation
- Unemployment has dropped to 4.6%, over 500 basis points lower than its peak in 2010
- Cost of living is below the U.S. average
- Hartsfield–Jackson Atlanta International Airport is #1 in the world in passenger volume, serving 110+ million passengers annually traveling to over 75 international destinations in more than 50 countries



MARKET OVERVIEW



Major Population Center

- The 29-county MSA – the nation’s 10th largest – contains approximately 5.8 million people
- Median household income 8% greater than the U.S. national average, with approximately 24% of households earning \$100,000+ annually

Highly Educated Workforce

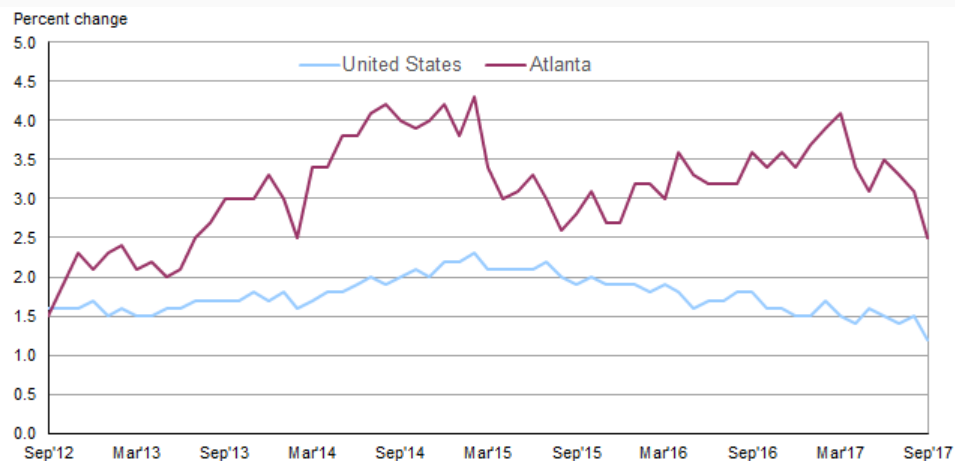
- Ranked as 7th major U.S. city for production of graduates with Bachelor’s degrees or higher
- More than 48.3% of individuals 25+ years of age have some form of post-secondary education degree, well above the national average of 36.7%
- Home to more than 57 accredited universities, colleges, and technical schools including Georgia Institute of Technology, Emory University, Georgia State University, and the Atlanta University Center which includes Clark, Spelman, and Morehouse Colleges

Atlanta Job Growth Outpacing Peers

Atlanta has held its place in the Top 10 metros (currently ranked #3) for Fortune 500 headquarters for over a decade. Looking forward, Atlanta’s diverse economy, strong in-migration, population growth, and business-friendly environment are expected to continue fueling above-average job growth. Moody’s Economy.com forecasts a robust expansion with 2.3% annual increases in employment each year through 2020. The graph at the top of page 18 indicates Atlanta’s robust recovery and how it has consistently outpaced the national average. This trend is further emphasized in the graph at the bottom of page 18, showing the nation’s top 12 largest metropolitan areas, of which Atlanta currently ranks second with 2.5% year-over-year employment growth. In addition, Atlanta has increased its overall average office rental rate for 11 consecutive quarters, and by 6.4% since 1Q 2016 to 1Q 2017. Coupled with an 8.4% year-over-year metro effective rent growth and more than a million additional jobs projected by 2024, Midtown’s positive trends are expected to continue into the foreseeable future.

MARKET OVERVIEW

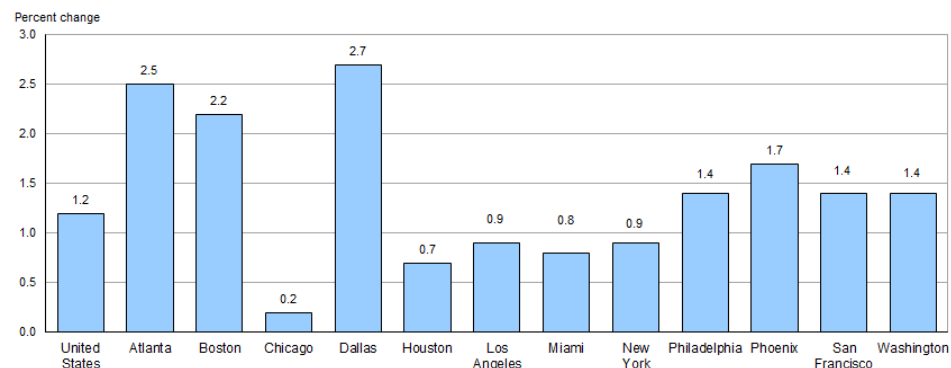
ANNUAL EMPLOYMENT GROWTH: ATLANTA OUTPACES NATIONAL ECONOMIC RECOVERY



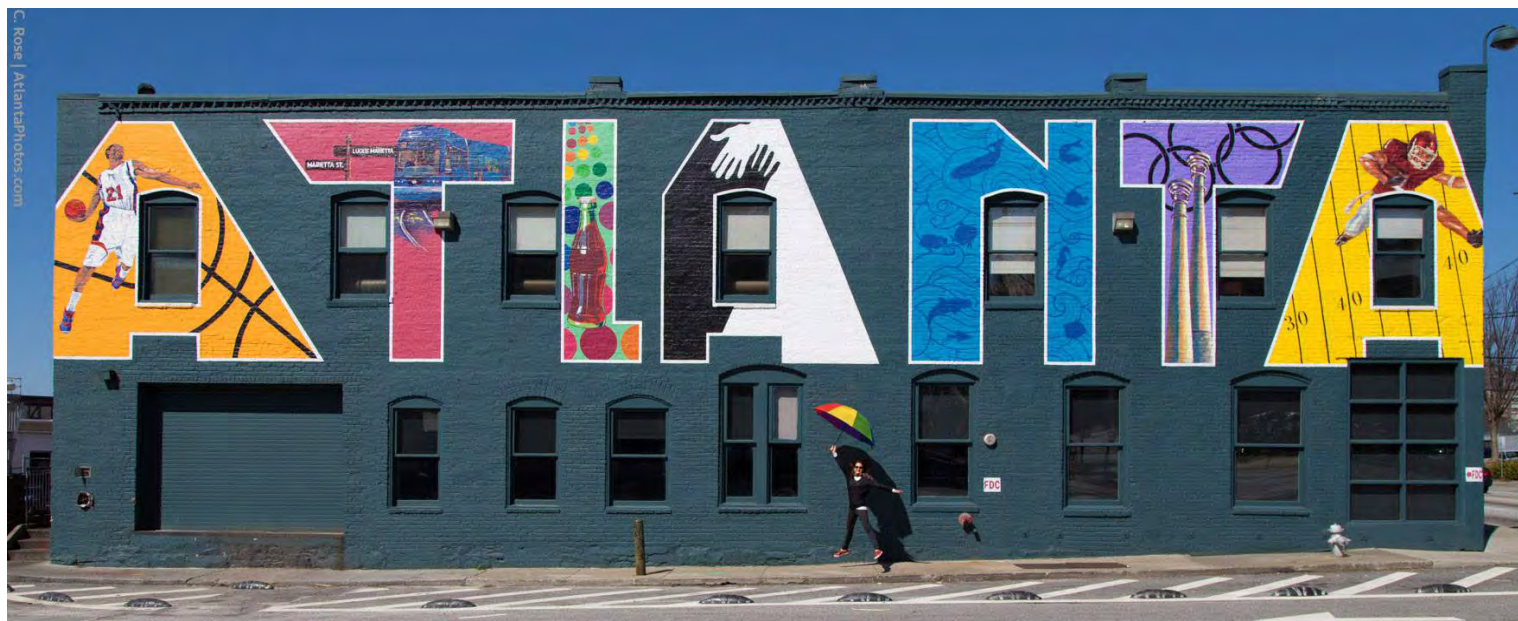
Source:
US Bureau of Labor Statistics

ATLANTA RANKS #2 IN YEAR-OVER-YEAR EMPLOYMENT GROWTH

Chart 3. Total nonfarm employment, over-the-year percent change, United States and 12 largest metropolitan areas, September 2017



Source:
US Bureau of Labor Statistics



MARKET OVERVIEW

Corporate Relocation Magnet & Rapidly Expanding Technology Hub

As the economy continues to strengthen, businesses are focused on streamlining operations in regions with lower operating costs and a well-educated, growing labor force. This talent pool coincides well with Atlanta's prime location within a short flying distance of a large majority of U.S. population centers. Atlanta is competitive in a wide range of degree levels, offering a ready workforce to relocating companies and startups in high-end services as well as skilled manufacturing. Atlanta's concentration of highly-educated professionals will continue to make the area a preferred destination for corporate relocations and expansions. Companies such as Mercedes-Benz USA and NCR are just a couple examples of companies that have chosen to relocate their headquarters to Atlanta, making a long-term investment in the City's workforce and economy.

In 2012, State Farm announced plans to dramatically expand its operations in Atlanta which has resulted in the creation of 2,200 new jobs. The firm has begun construction on a state-of-the-art new campus with plans to eventually house around 8,000 employees.

Similarly, Mercedes-Benz USA announced in January 2015 that it would relocate its corporate headquarters to Atlanta from Montvale, New Jersey, creating about 1,000 jobs in the city. The firm took occupancy of nearly 90,000 square feet in 2015, and is investing nearly \$100 million more for a 225,000+ square-foot build-to-suit headquarters in Sandy Springs, expected to deliver in 2018.

Since the beginning of 2015, there has been a surge of top global brands announcing new technology and R&D centers in metro Atlanta. Headlining these moves are the announcements of The Home Depot Technology Center at Tech Square, Twitter's expansion to Ponce City Market, Google Fiber's move to metro Atlanta, and Coca-Cola, Microsoft, and WorldPay locating innovation offices near Georgia Tech's Atlanta Technology Development Center (ATDC).

These companies join others throughout metro Atlanta, including the AT&T Foundry, Panasonic Automotive's innovation center, General Motors IT Innovation Office (one of just four such facilities), ThyssenKrupp's innovation office, and Ernst & Young and Deloitte technology centers. In the last few years, corporations have announced nearly 12,000 jobs and invested over \$600 million into technologies or office locations in the area. Ultimately, this speaks volumes to the strength and vitality of metro Atlanta's competitive business climate.



MARKET OVERVIEW



MAJOR ATLANTA ANNOUNCEMENTS SINCE 2015



CORPORATE HQ
RELOCATION
4,000 JOBS



IT DEVELOPMENT CENTER
RELOCATION
1,000 JOBS



Mercedes-Benz

CORPORATE HQ
RELOCATION
1,000 JOBS



KAISER PERMANENTE®

IT CAMPUS
EXPANSION
900 JOBS



NORTH AMERICA HQ
RELOCATION
400 JOBS



REGIONAL BRANCH
RELOCATION
350 JOBS



REGIONAL BRANCH
RELOCATION
350 JOBS



CORPORATE
TECHNOLOGY HUB
1,800 JOBS

RECENT SURGE OF TECHNOLOGY, R&D AND INNOVATION CENTERS



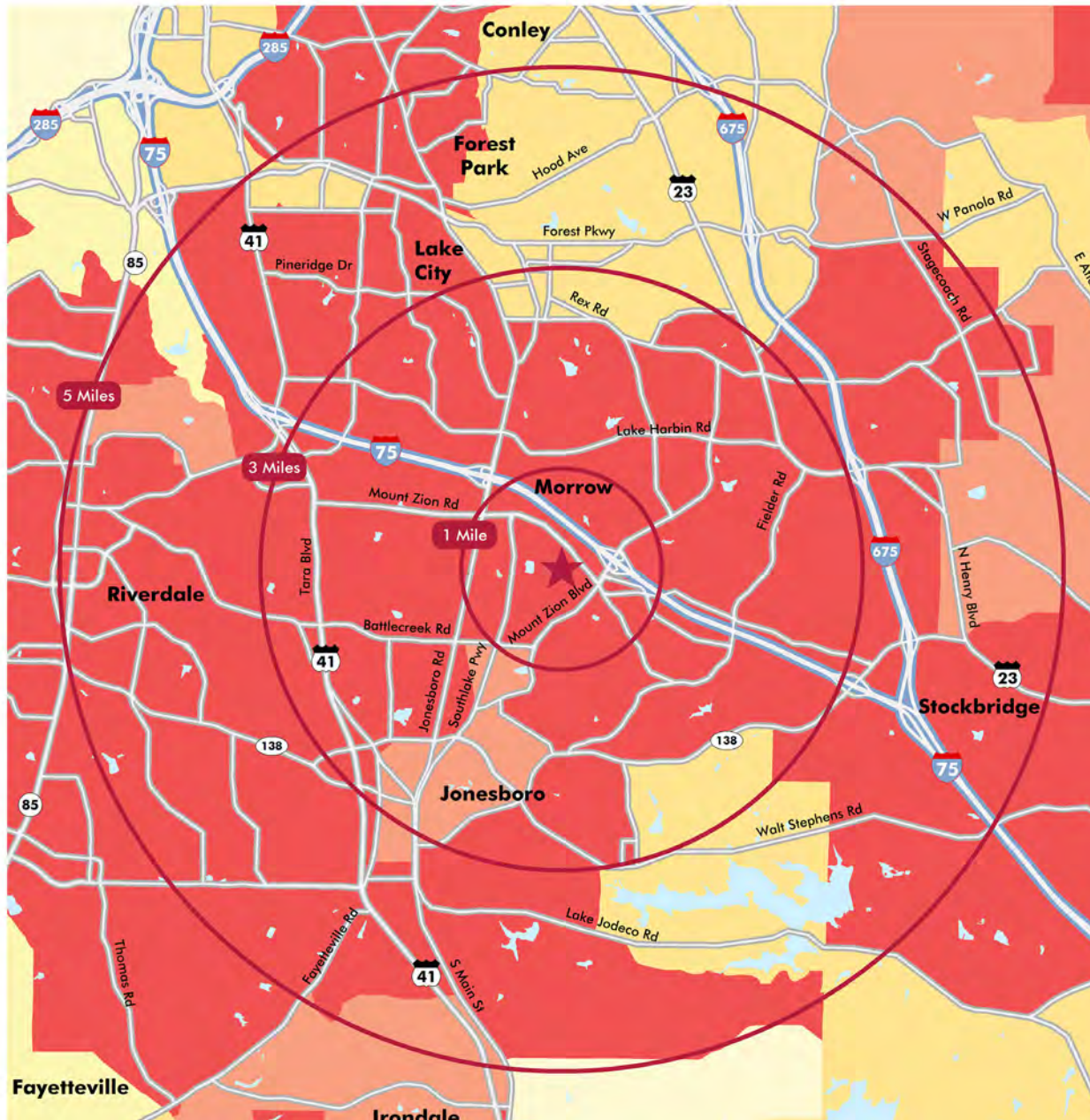
GENERAL MOTORS




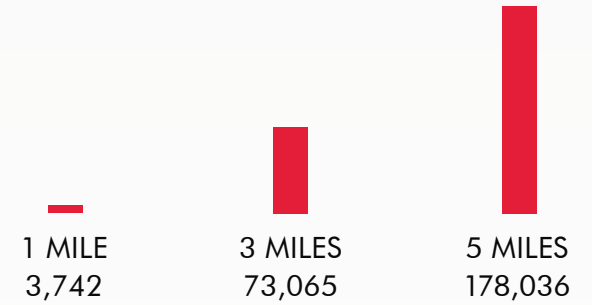
UBER




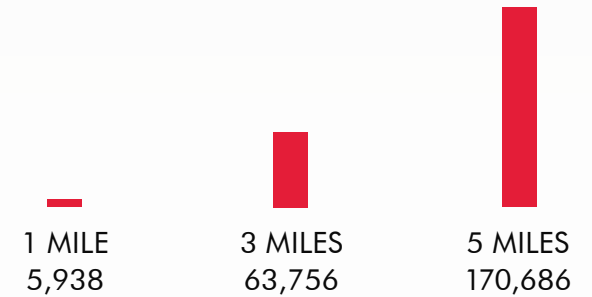
POPULATION CONCENTRATION MAP



 2018 POPULATION
CURRENT YEAR ESTIMATE



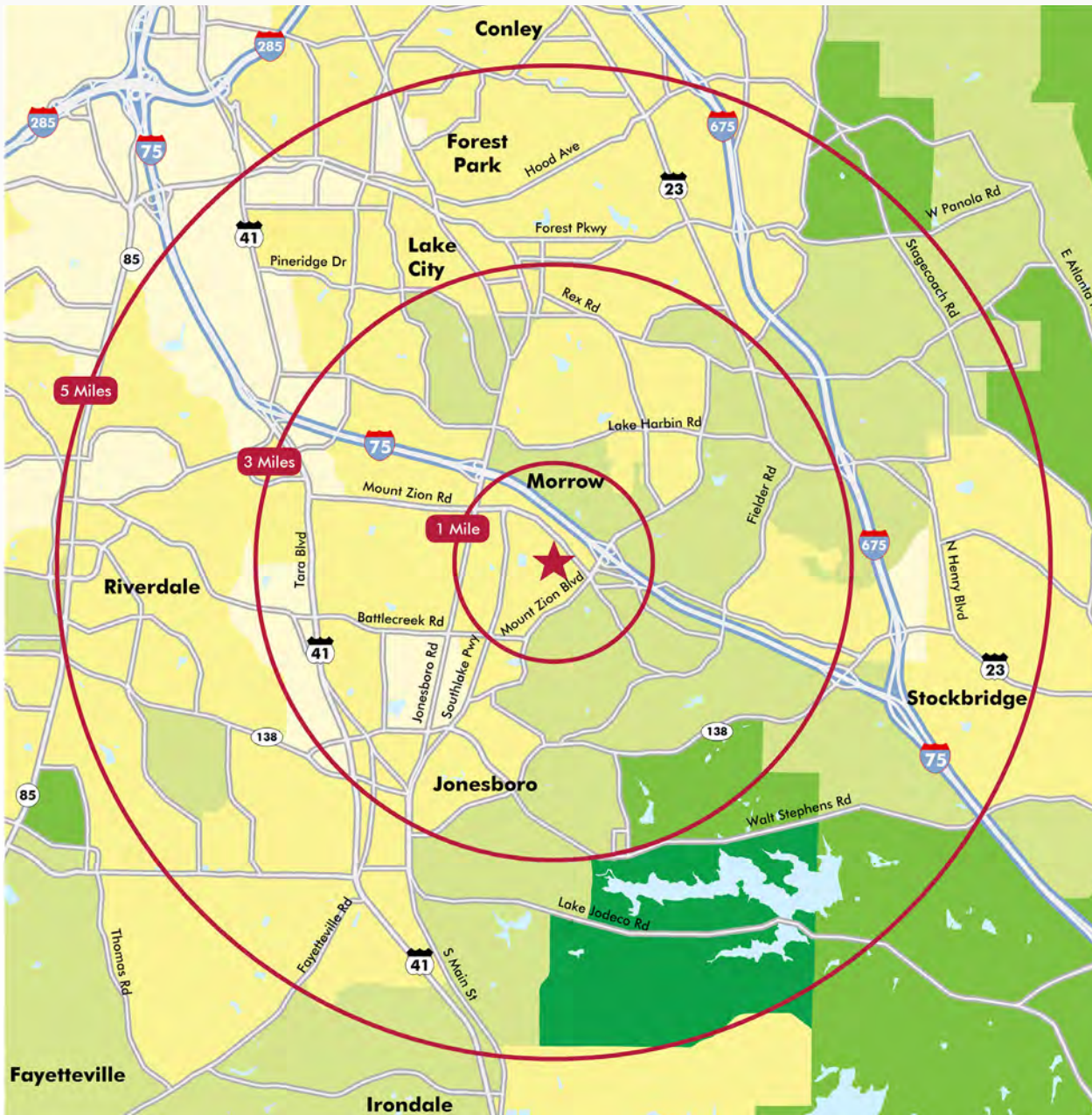
 2018 DAYTIME POPULATION



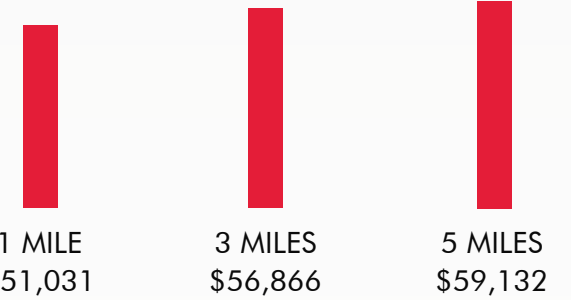
POPULATION PER SQUARE MILE — 2017



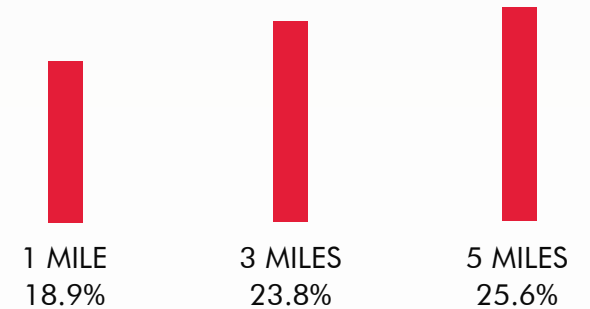
HOUSEHOLD INCOME MAP



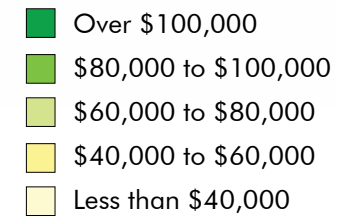
2018 AVERAGE HOUSEHOLD INCOME



PERCENTAGE OF HOUSEHOLDS EARNING OVER \$75,000 ANNUALLY



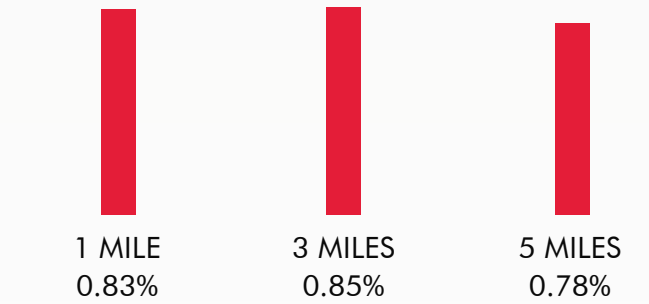
AVERAGE HOUSEHOLD INCOME — 2017



POPULATION GROWTH MAP



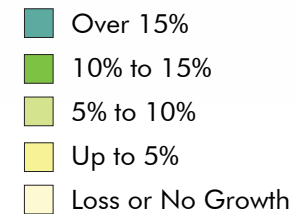
2010 - 2018 ANNUAL POPULATION GROWTH RATE



2018-2023 ANNUAL POPULATION GROWTH RATE



POPULATION GROWTH 2010 TO 2017



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