



CONFIDENTIALITY & CONDITIONS

This is a confidential Offering Memorandum intended solely for your limited use and benefit in determining whether you desire to express any further interest in the purchase of Topaz (the "Property").

This Offering Memorandum was prepared by Cushman & Wakefield of California, Inc. ("Cushman & Wakefield") and has been reviewed by representatives of the owners of the Property (the "Ownership"). It contains selected information pertaining to the Property and does not purport to be all-inclusive or to contain all of the information that prospective purchasers may desire. It should be noted that all information provided is for general reference purposes only in that such information is based on assumptions relating to the general economy, competition, and other factors beyond the control of Ownership and, therefore, is subject to material variation. Additional information and an opportunity to inspect the Property will be made available to interested and qualified prospective purchasers. Neither Ownership nor Cushman & Wakefield nor any of this Offering Memorandum, any of its contents or any other materials provided as a courtesy to facilitate prospective purchaser's own investigations of the Property; and no legal commitments or obligations shall arise by reason of this Offering Memorandum, its contents or any further information provided by Cushman & Wakefield regarding the Property.

It is essential that all parties to real estate transactions be aware of the health, liability and economic impact of environmental factors on real estate. Cushman & Wakefield does not conduct investigations or analyses of environmental matters and, accordingly, urges its clients to retain qualified environmental professionals to determine whether hazardous or toxic wastes or substances (such as asbestos, PCB's and other contaminants or petro-chemical products stored in underground tanks) or other underiground tanks) or other underiground tanks) or other underigned as a result of previous activities at the Property and, if so, whether any health danger or other liability exists. Such substances may have been used in the construction or operation of buildings or may be present as a result of previous activities at the Property.

Various laws and regulations have been enacted at the federal, state and local levels dealing with the use, storage, handling, removal, transport and disposal of toxic or hazardous wastes and substances. Depending upon past, current and proposed uses of the Property, it may be prudent to retain an environmental expert to conduct a site investigation and/or building inspection. If such substances exist or are contemplated to be used at the Property, special governmental approvals or permits may be required. In addition, the cost of removal and disposal of such materials may be substantial. Consequently, legal counsel and technical experts should be consulted where these substances are or may be present.

Ownership and Cushman & Wakefield expressly reserve the right, at their sole discretion, to reject any or all expressions of interest or offers to purchase the Property and/or terminate discussions with any entity at any time with or without notice. Ownership shall have no legal commitment or obligation to any entity reviewing this Offering Memorandum or making an offer to purchase the Property unless and until a written commitment to purchase the Property has been fully executed, delivered and approved by Ownership and any conditions to Ownership's obligations thereunder have been satisfied or waived. Except for representations and warranties expressly set forth in such definitive, executed purchase and sale agreement, Ownership makes and will make no representations and warranties regarding the Property and any prospective purchaser must rely entirely on its own investigations and those of its agents and consultants.

By receipt of this Offering Memorandum, you agree that this Offering Memorandum and its contents are of a confidential nature, that you will hold and treat it in the strictest confidence, and that you will neither disclose this Offering Memorandum or any of its contents to any other entity without the prior written authorization of Ownership, nor will you use this Offering Memorandum or any of its contents in any fashion or manner detrimental to the interest of Ownership or Cushman & Wakefield.

The terms and conditions stated in this section will relate to all of the sections of the Offering Memorandum as if stated independently therein. If, after reviewing this Offering Memorandum, you have no further interest in purchasing the Property at this time, kindly return this Offering Memorandum to Cushman & Wakefield at your earliest possible convenience. Photocopying or other duplication is not authorized.

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THE OFFERING

Cushman & Wakefield, Inc., as exclusive advisor, is offering for sale Topaz (the "Property"), a 2018 completed, 7-story multifamily community containing 159 market-rate units and prime ground floor retail in the Historic Core of Downtown Los Angeles. Topaz is a compelling risk-adjusted investment offered at an intuitively attractive cost basis.

Class "A" Asset at Well Below Replacement Cost – Designed by award-winning architect TSK, Topaz can be acquired for more than 40% below new construction costs. The Property's seven levels of apartment residences offer modern interiors with quartz countertops, hard surface flooring throughout, Nest thermostats, and keyless entry. Unique amenities include a salt water pool, chef's kitchen, outdoor courtyard with fire pits, co-working spaces, and club-quality fitness center.

Declining Supply = Rent Growth – With a 50% decline in new supply projected in 2025 and no new supply expected in 2026, Topaz will experience out-sized rent growth. The Property's in-place rent of \$2,315 per month equates to a 30% discount to Class A average rents of \$3,277 in the Los Angeles Metro area.

Historic Core - A Preferred Location – The Historic Core is one of Los Angeles' most vibrant districts that includes more than a dozen art galleries and museums, and an abundance of trendy bars and gourmet restaurants. Just three blocks from Topaz is a flagship Apple Store, KazuNori, and the Regent Theatre.

Two Blocks from New UCLA Campus – Opening in June 2024, UCLA's 334,000-square-foot Downtown Los Angeles campus will offer 31 different programs and bring new employees and renters to the immediate area.

Global Studio Hub in the Making – Topaz is ten minutes from Ace Mission Studios, a 16-acre campus with 8 sound stages that has filmed productions from Netflix, AppleTV, Disney, and Sony. An additional 2 million square feet of new studio developments are planned in the area.

Limited New Supply Will Drive Rent Growth – With nearly 2,400 units of recent absorption, a 53% decline in deliveries next year, and no new supply in 2026 and beyond, Topaz will experience strong rent growth.

Heart of the 2028 Olympics – Downtown Los Angeles will host the highest concentration of sporting events during the 2028 Summer Olympics, which is expected to create approximately \$9.6 billion in economic impact for Los Angeles, including more than 64,000 new jobs.

Expanding Transit & Amenity Base – Boasting a Walk Score of 98 and Transit Score of 100, Topaz is walkable to hip lifestyle retail, minutes to Little Tokyo and the Arts District, and three blocks from the Metro Rail, which will soon connect to Beverly Hills, Century City, and Westwood.







PROPERTY OVERVIEW

550 South Main Street, Los Angeles, CA 90013 ADDRESS

> **2018** YEAR BUILT

7 Stories BUILDING HEIGHT

159 MARKET-RATE UNITS

120,216 | 756 TOTAL RESIDENTIAL SF | AVERAGE UNIT SF

> **\$2,315 | \$3.08** IN-PLACE RENT PER UNIT | PER SF

\$2,519 | \$3.33 MARKET RENT PER UNIT | PER SF

> 21,827 TOTAL RETAIL SF

0.88 ACRES

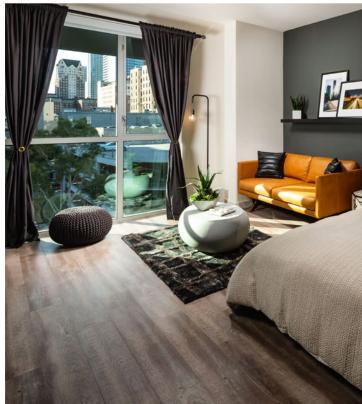
197 PARKING SPACES

98 | 100 WALK SCORE | TRANSIT SCORE













DEMONSTRATED ABILITY TO DRAW RENTERS FROM DIVERSE INDUSTRIES

\$123,062 Avg Resident

HH Income

34 Average Age

accesshealthcare

UCLA

CHASE 🗘

scoot.education



Rent-to-Income

Topaz's resident employers include:



K

WHOLE FOODS

MARKET

Addressable



TRUE RELIGION

CITY NATIONAL BANK

Vanta

MAN RBC COMPANY



News Corp





CTG CLEAR TALENT GROUP

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CENTRAL LOCATION ATTRACTS RESIDENTS EMPLOYED THROUGHOUT THE REGION

Bounded by the 110, 101, and 10 Freeways and at the center of the Metro rail system, Downtown provides easy access to major employment centers throughout the Los Angeles Metro area.

Topaz's regional draw is demonstrated by its ability to attract residents from numerous employment centers.

Resident Top Employer Locations	%
Downtown LA	28.1%
Southeast LA	10.5%
South Bay	8.8%
Orange County	7.0%
Long Beach	6.5%
Hollywood/West Hollywood	5.5%
Culver City & West Los Angeles	5.3%
Tri-Cities & San Gabriel Valley	4.0%





CORPORATE DEMAND DRIVES RENTER DEMAND

Within blocks of Topaz, some of the nation's most innovative and creative companies have leased significant office space and brought thousands of new employees to the area.

CONDÉ NAST





FOREVER 21



Splended SHEIN

LUMEN° REVOLVE

RECENT CORPORATE COMMITMENTS IN DOWNTOWN LOS ANGELES

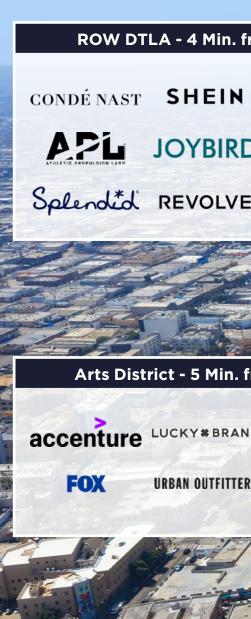
Company / Firm	Building Name
Global Entertainment Company	California Market Center
U.S. Bank (Union Bank)	City National Plaza
ArentFox Schiff	City National Plaza
UCLA	Trust Building
Athletic Propulsion Labs	ROW DTLA
Condé Nast	ROW DTLA
Lumen Technologies	818 W 7th
Shein	ROW DTLA
GreenDot Public Schools	AT&T Center
Sidley Austin LLP	City National 2CAL
Coffee Bean & Tea Leaf HQ	KPMG Center
Morgan Stanley	FourFourtyFour
Mayer Brown LLP	Wells Fargo Center
Psomas	865 S Figueroa
Acumen Consulting	601 S Figueroa
Forever 21	California Market Center
TCW	City National Plaza
Adidas	California Market Center
Arizona State University	Herald Examiner Bldg
Buck Design	120 S San Pedro Bldg
UrbanSpace	California Market Center
Musick Peeler	333 S Hope
Revolve	ROW DTLA
Alston & Bird LLP	City National 2CAL
Bambee HR	755 S Los Angeles
Splendid	ROW DTLA
Sunrise Brands	801 Tower
Johnny Was	712 South Olive Street
Gunderson Dettmer	635 Mateo
Greycroft Partners	821 Traction
JoyBird	ROW DTLA
НОК	ROW DTLA

Lease Year	SF Occupied	Industry	New Lease, Relocation or Expansion	Previous Location
2024	41,534	Entertainment	Expansion	South Park
2024	62,000	Finance	Relocation	Financial District
2024	27,280	Law	Expansion	Financial District
2023 (Purchase)	334,000	Education	Building Purchase, Expansion	Westwood
2023	14,082	Fashion	Renewal	Renewal
2023	26,414	Media	Relocation	Miracle Mile
2023	67,632	Technology	Renewal	Renewal
2023	44,000	Fashion	Expansion	Arts District
2023	20,541	Education	Renewal	Renewal
2023	57,000	Law	Relocation	Financial District
2023	11,285	Beverage	HQ Relocation	Miracle Mile
2023	48,508	Finance	Renewal	Renewal
2023	54,018	Law	Expansion	Financial District
2023	20,212	Consulting	Expansion	Culver City
2023	44,426	Technology	Expansion	Financial District
2022	150,869	Fashion	Relocation	Lincoln Heights
2022	135,000	Finance	Relocation	Financial District
2022	107,000	Fashion/Sports	New Lease - Basketball Division HQ	Fashion District
2022	85,118	Education	New Lease	Phoenix
2022 (Purchase)	79,242	Media	Building Purchase, Relocation, Expansion	Lincoln Heights
2022	70,000	Food	New Lease	New to the Market
2022	52,966	Law	Relocation	Financial District
2022	42,248	Fashion	Relocation	Fashion District
2022	47,567	Law	Renewal	Renewal
2022	45,000	Technology/HR	Expansion	New to the Market
2022	43,333	Fashion	Expansion	Fashion District
2022	37,675	Fashion	Renewal	Renewal
2022	31,153	Fashion	Relocation	Fashion District
2022	24,567	Law	Relocation	Financial District
2022	19,518	Finance	Relocation	Arts District
2022	16,666	Fashion/Home	New Lease	Melrose District
2022	20,000	Architecture	Relocation	Culver City

AT THE CENTER OF CORPORATE DEMAND

Topaz draws significant renter demand from the many companies that have relocated to the Historic Core and nearby Arts and Fashion Districts.

Company / Firm	Location
UCLA	Historic Core
Bambee HR	Historic Core
Forever 21	Historic Core
Adidas	Historic Core
Global Entertainment Company	Historic Core
Urban Space	Historic Core
Urban Outfitters	Arts District
Fox	Arts District
Condé Nast	Fashion District
Shein	Fashion District
Revolve	Fashion District
Splendid	Fashion District
JoyBird	Fashion District
НОК	Fashion District
Hyperloop One	Fashion District
GoFundMe	Fashion District
Athletic Propulsion Labs	Fashion District
Accenture	Arts District
Califa Farms	Arts District
Lucky Brand	Arts District
Twitch	Arts District
Twitch	Arts District









TWO BLOCKS FROM NEW UCLA DOWNTOWN CAMPUS

Topaz is two blocks from UCLA's new Downtown campus at the Trust Building, which it acquired in June 2023.

UCLA recently announced that 31 programs are slated to move into the 334,000-squarefoot building, which were chosen for their potential to foster community engagement and cross-campus collaboration and to make a difference in the lives of Bruins and Angelenos. UCLA's real estate department will also be located on the campus.

Seven of the 31 selected programs are scheduled to begin operating on the Downtown campus by June 2024:

- UCLA Extension and Division of Continuing Education
- UCLA Law Centers and Institutes Downtown Engagement Space
- UCLA Pritzker Center DTLA Community Catalyst
- UCLA Government and Community Relations satellite office
- UCLA Voting Rights Project
- Center for Justice and UCLA Prison Education Program
- Advancing Worker Justice in Los Angeles

EXPANDING HIGHER EDUCATION

In addition to UCLA's new Downtown campus, Topaz is in proximity to campuses for Arizona State University, USC, FIDM, and Cal State Los Angeles. Including USC's main campus, there is a combined enrollment of over 51,000 students and over 22,000 faculty and staff within three miles of the Property.

- Branch campus for Marshall School of Business & Suzanne Dworak-Peck School of Social Work
- Administrative offices and 500-space auditorium

Arizona State University

- Regional campus opened Fall 2021
- 200 students and 50 faculty & staff
- Programs include Sidney Poitier New American Film School, Walter Cronkite School of Journalism & Mass Communication, and Sandra Day O'Connor College of Law

🕡 CAL STATE LA

- Branch campus with 500 students and 20 faculty & staff
- Offers over 15 bachelor's and master's degree, certificates, and professional training programs

- Recently became part of Arizona State University (ASU)
- 10-acre main campus
- 2,000 students and 170 faculty & staff

UCLA

- Recently acquired 334,000 SF Trust Building for its Downtown campus
- First programs (7 of 31 identified to date) will commence operations in June 2024





GLOBAL STUDIO HUB IN THE MAKING

No location in the country is better positioned to benefit from the global demand for content creation than the city of Los Angeles. This insatiable demand has propelled the development of production studios in Downtown Los Angeles, with nearly 50 sound stages and 1.3 million square feet of office and support space planned within close proximity to Topaz.

Ace Mission Studios

- Existing 18-acre campus that has filmed productions by Netflix, AppleTV, Disney, and Sony
- 8 sound stages and 3 mill/flex spaces
- 400,000 SF of sound stage, production, and support space

7th & Mission Studios

- 95,000 SF studio building leased by AppleTV
- Acquired by Nuveen in March 2023 for \$85,000,000

8th & Alameda Studios (Atlas Capital)

- 26-acre campus
- 17 sound stages totaling 330,000 SF
- 200,000 SF office space
- 300,000 SF stage support space

ADLA Campus (East End Capital)

- 15-acre campus
- 16 sound stages containing over 309,000 SF
- 292,000 SF office space
- 106,000 SF production support space

Alameda Crossing Studios (Prologis)

- 8.2-acre campus
- 10 sound stages totaling 178,500 SF
- 291,000 SF office & support space

Mission LA Campus Studios (East End Capital)

- 5 sound stages totaling 108,000 SF
- 105,000 SF office space





HEART OF THE 2028 OLYMPICS

As host city for the 2028 Summer Olympics, Los Angeles plans to welcome over 16,500 athletes, supporting staff, and millions of spectators from around the world. Downtown LA will hold the highest concentration of sporting events for the Games across multiple locations, which will collectively be known as the Downtown Los Angeles Sports Park. The Games are expected to have a net economic impact of approximately \$9.6 billion and create over 64,000 additional jobs in Los Angeles.



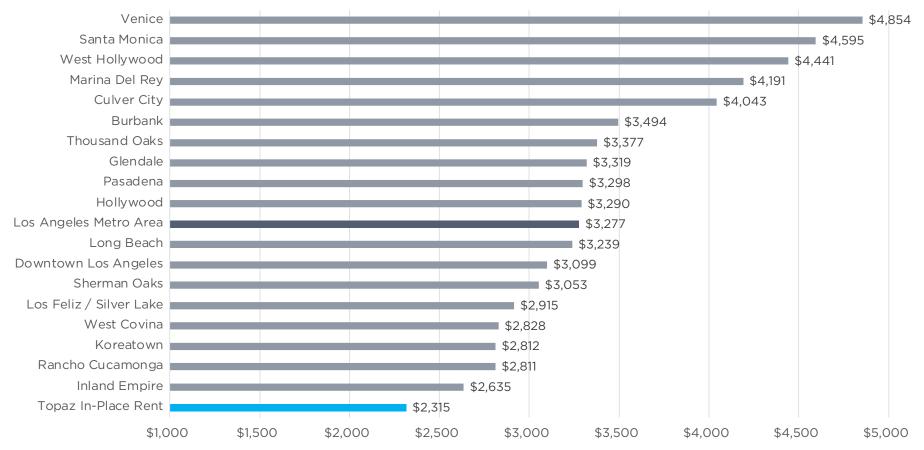




TOPAZ RENT GROWTH OPPORTUNITY - RELATIVE RENTS

Based on the elevated new supply added in Downtown Los Angeles over the past few years, rent growth has been muted. However, with a 53% decline in new supply projected in 2025 and no new supply expected for years starting in 2026, Downtown Los Angeles will experience out-sized rent growth.

By way of comparison, Topaz's in-place rent of \$2,315 per month equates to a 30% discount to Class "A" average rents of \$3,277 for the Los Angeles Metro area. To further highlight the rent growth potential, current rents in Rancho Cucamonga in the Inland Empire are nearly \$500 per month higher today than at Topaz.



CLASS A RENT COMPARISON

TOPAZ RENT GROWTH OPPORTUNITY - OPERATIONAL UPSIDE

As can be seen in the chart below, Topaz's rents are well-below average rents in Downtown Los Angeles, yet the Property offers very competitive unit finishes and amenities. The opportunity exists for a new owner to take a more "hands on approach" to setting rents at Topaz.

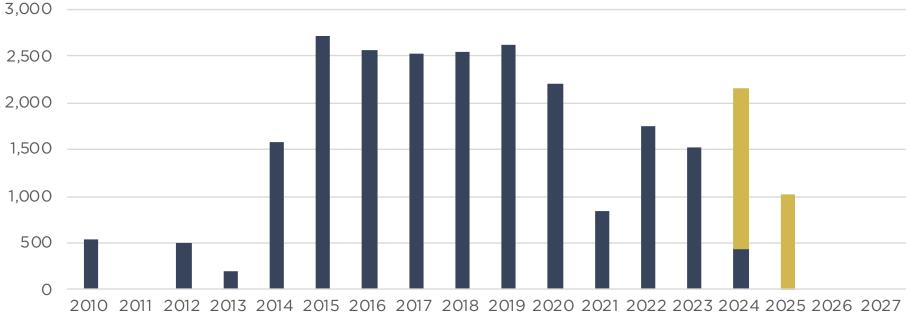
TOPAZ'S RENTS OFFER SIGNIFICANT GROWTH

Property	Year Built	No. Of Units	Avg. Unit Size (SF)	Market Rent/Unit	Market Rent/SF	Concession	Effective Rent/Unit	Effective Rent/SF
107 Hewitt	2023	60	884	\$3,216	\$3.64	\$1,374	\$3,102	\$3.51
Aliso	2019	472	851	\$3,209	\$3.77	\$3,334	\$2,931	\$3.44
Trademark Apartments	2019	313	715	\$2,919	\$4.08	\$4,461	\$2,547	\$3.56
Garey Building Apartments	2016	320	729	\$2,918	\$4.00	\$2,371	\$2,721	\$3.73
AMP Lofts	2020	320	789	\$2,895	\$3.67	\$2,895	\$2,654	\$3.36
South Park by Windsor	2015	284	881	\$2,810	\$3.19	\$O	\$2,810	\$3.19
1000 Grand by Windsor	2015	273	807	\$2,733	\$3.39	\$O	\$2,733	\$3.39
mResidences Olympic & Olive	2016	201	680	\$2,692	\$3.96	\$1,500	\$2,567	\$3.77
Eighth & Grand	2015	700	705	\$2,620	\$3.72	\$2,620	\$2,402	\$3.41
One Santa Fe	2015	438	747	\$2,573	\$3.45	\$2,636	\$2,354	\$3.15
Olympic by Windsor	2016	263	686	\$2,540	\$3.70	\$O	\$2,540	\$3.70
Sakura Crossing Apartments	2009	230	808	\$2,539	\$3.14	\$543	\$2,493	\$3.08
STOA	2017	237	756	\$2,488	\$3.29	\$542	\$2,443	\$3.23
Weighted Average	2017	316	763	\$2,766	\$3.62	-	\$2,598	\$3.40
Topaz (In-Place Rent)	2018	159	756	\$2,315	\$3.08	-	-	-



LIMITED NEW SUPPLY WILL DRIVE RENT GROWTH

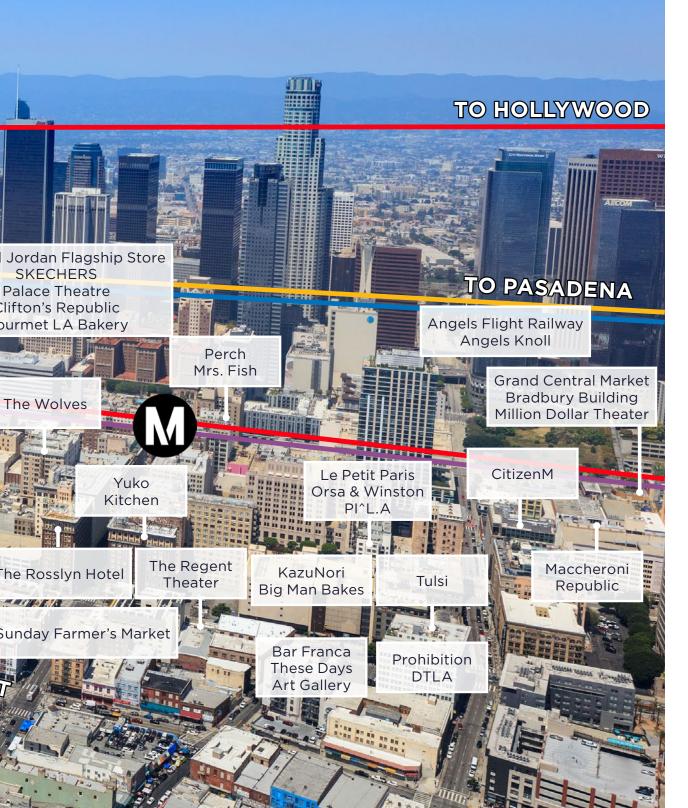
Recognizing the potential of Downtown Los Angeles, global developers and investors added over 19,600 units to the market since 2015. New supply is expected to drop 53% year-over-year in 2025. No new supply starting in 2026 and the continued return to urban living by renters will lead to strong rent growth at Topaz.



Historical Deliveries & Development Pipeline

Deliveries Projected Deliveries





EVER EXPANDING AMENITY BASE

With a 98 Walk Score and 100 Transit Score, Topaz is walkable to hip retailers, boutique hotels, and highly sought-after restaurants along the Broadway Corridor. The Property is also minutes to the Arts District and Little Tokyo. The Property's vibrant location positions it to experience rent growth driven by the area's increasing desirability. Additionally, Topaz is three blocks to the Metro Rail, which will soon connect to Beverly Hills, Century City, and Westwood.

TOPAZ'S VIBRANT RETAIL DISTRICT

The Historic Core is one of Downtown Los Angeles' most vibrant districts that includes more than a dozen art galleries and museums, and an abundance of trendy bars and gourmet restaurants. Topaz is surrounded by some of Downtown's most sough-after dining experiences and attractions including KazuNori, Clifton's Republic, and The Last Bookstore. The Property's 13,500 square feet of vacant ground floor retail along Main Street represents one of highest profile contiguous spaces within the Historic Core and provides optionality for a wide variety of uses.



Gloria Delson Contemporary Arts - 3 Blocks from Topaz



Cole's French Dip - 0.5 Blocks from Topaz



KazuNori - 2 Blocks from Topaz



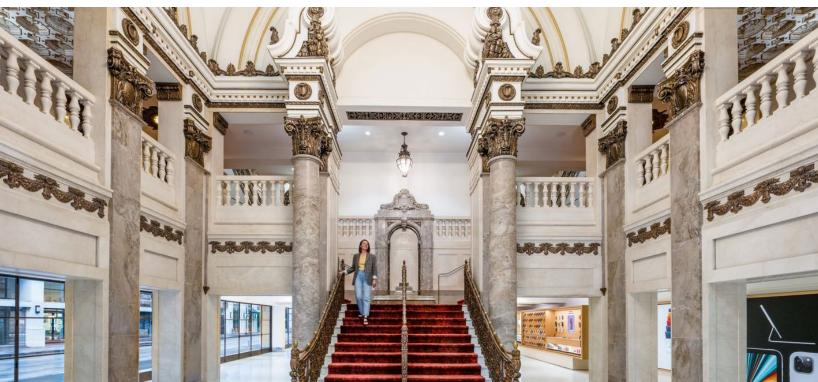
Clifton's Republic - 3 Blocks from Topaz





The Last Bookstore - 1 Block from Topaz











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MOVETONE MC LAGLEN DEL RIOLOW



Located three blocks from Topaz, the Tower Theatre originally opened in 1927 and was the first theater designed by renowned architect S. Charles Lee. In 2018, Apple proposed plans to transform the Tower Theatre into the modern era. Upon the completion of Tower Theatre's restoration in 2021, it represented one of Apple's most significant and comprehensive restoration projects in the company's history.

Today, Apple Tower Theatre is a home for creativity, innovation, gathering, learning, and exploring Apple's latest product lineup. Additionally, it is a space where audiences can gather for live events, musical performances, and creative learning sessions.

LOS ANGELES' FAMOUS THEATERS

The Historic Core includes Los Angeles' most culturally significant and prized theaters that have long been home to Broadway's most popular shows and musicals. These stages have held iconic performances by Judy Garland, the Marx Brothers, Stevie Wonder, Ella Fitzgerald, Aretha Franklin, and Duke Ellington. In the modern era, these theaters have hosted today's most well-known TV shows and movies such as American Idol, America's Got Talent, The Tonight Show with Jay Leno, Spider-Man, and Transformers. World-renowned musicians including Taylor Swift, Aerosmith, Guns N' Roses, Christina Aguilera, Carrie Underwood, and Maroon 5 have also taken the stage here and used these theaters in their music videos. The Historic Core's theaters remain as premier entertainment destinations with live music, plays, stand-up comedy, and movie screenings.





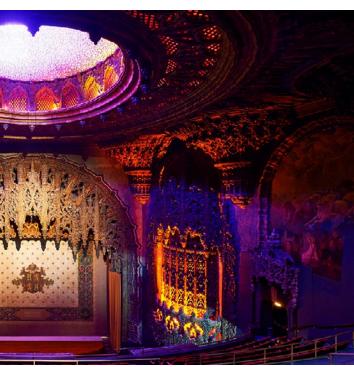
Palace Theatre



The United Theater on Broadway

36

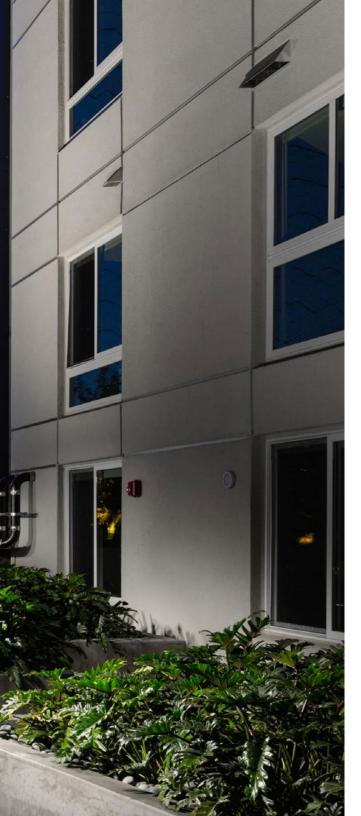






Orpheum Theatre





OFFERING PROCEDURES

Cushman & Wakefield is contacting prospective purchasers in order to determine their interest in the acquisition of Topaz.

The Property is being offered for sale without an asking price on a strict "as-is basis" with the selection of the buyer being influenced by the level of physical and economic due diligence initially undertaken by prospective purchasers. In this regard, detailed financial statements, service contracts, leasing reports, and other relevant information are available for review.

Property & Market Tours

Interested parties are asked to contact C&W to arrange specific times for Property and market tours.

Offer Submission

Prospective parties are kindly requested to submit offers to C&W at the following address:

Marc D. Renard Executive Vice Chair Cushman & Wakefield of California, Inc. 900 Wilshire Boulevard, Suite 2400 Los Angeles, California 90017 Telephone: (213) 955-6413 Email: Marc.Renard@cushwake.com CA Lic. #00955076

CAPITAL MARKETS | INSTITUTIONAL MULTIFAMILY GROUP | OFFERING MEMORANDUM



CUSHMAN & WAKEFIELD OF CALIFORNIA, INC. 900 Wilshire Blvd., Suite 2400, Los Angeles, CA 90017 (Lic. #616335)