The Market



Market Place Exterior concept view

TENANT DESIGN CRITERIA

ADDENDUM LOG

November, 2010 Exterior Criteria Manual generated

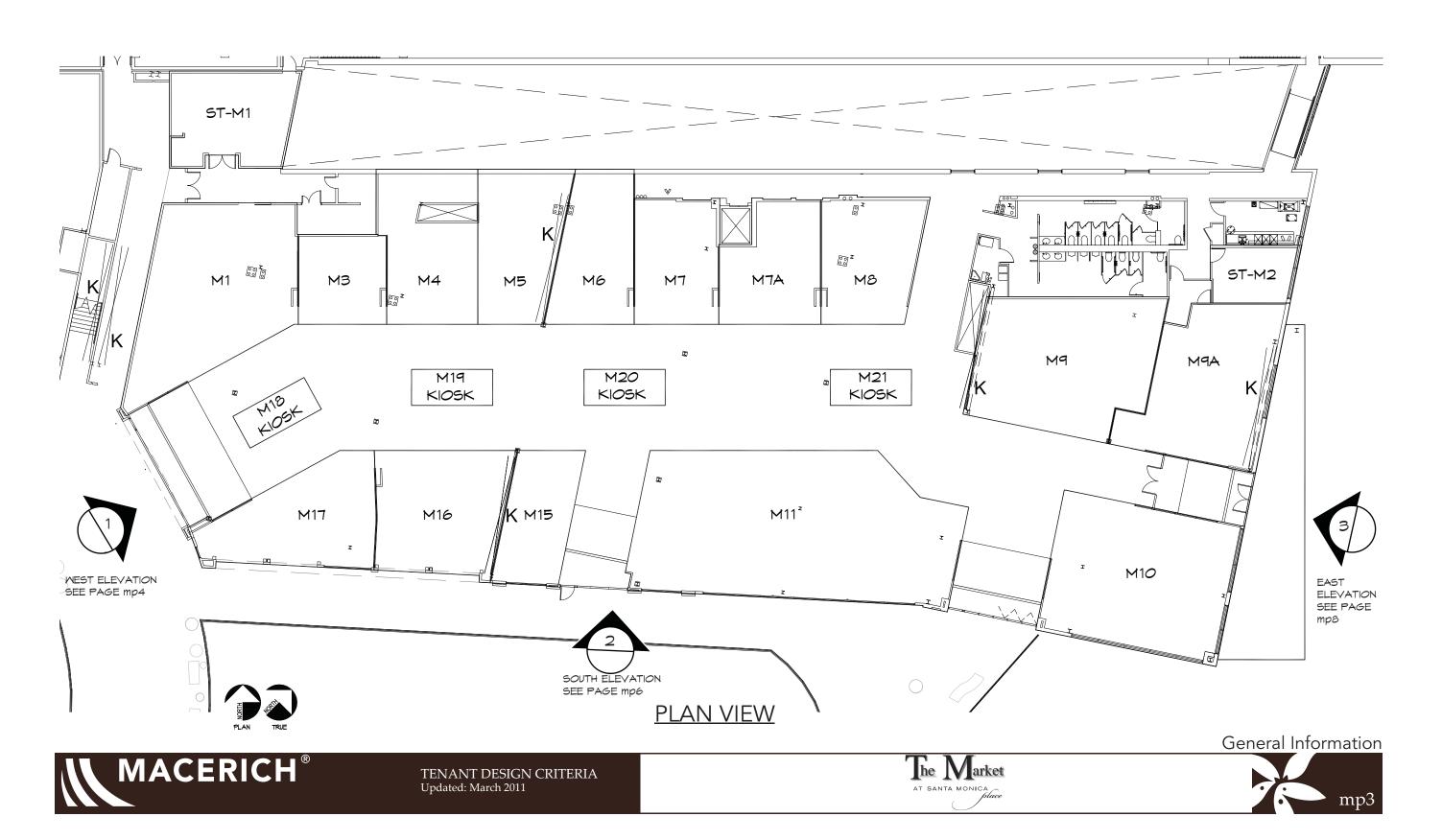
March, 2011

Updated Architectural Design section and Kiosk Design section

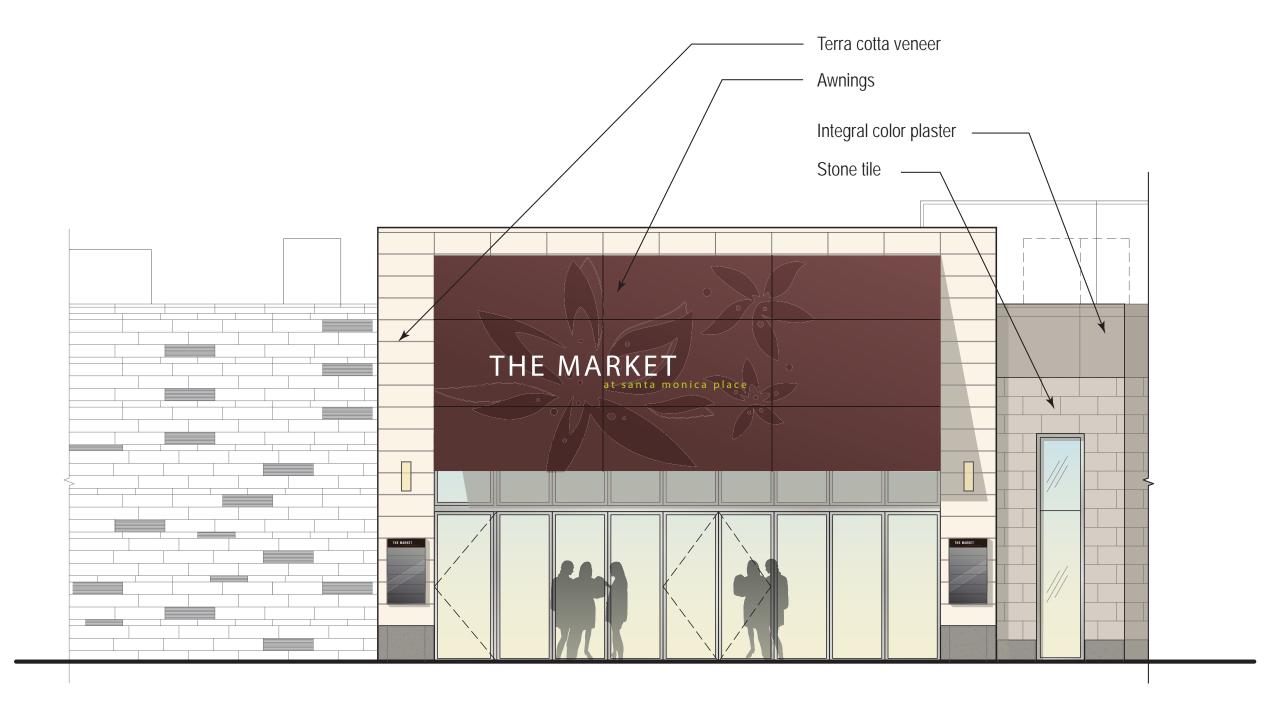




395 Santa Monica Place, Santa Monica, CA 90401



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WEST ELEVATION

General Information arket





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WEST ELEVATION

TENANT DESIGN CRITERIA Updated: March 2011

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SOUTH ELEVATION

THE MARKET







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SOUTH ELEVATION





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EAST ELEVATION







Tenant's Work Defined

"Tenant's Work" means all work of improvement to be undertaken upon the Premises (excluding Landlord's Work, if any), including, without limitation, all related documents, permits, licenses, fees and costs, all of which shall be at the sole cost and expense of Tenant. Tenant's Work shall include, without limitation, the purchase, installation and performance of the following:

Engaging the services of a licensed architect ("Tenant's Architect") to prepare the Preliminary Documents, Construction Documents and the As-Built Documents.

- A. Preparation of originals and copies of the Preliminary Documents, Construction Documents and As-Built Documents.
- B. Fees for plan review by Landlord and local governmental authorities.
- C. Such other improvements as Landlord shall require per the Lease to bring the Premises into first-class condition based upon Landlord's reasonable standards of appearance, materials, specifications, design criteria and Landlord Approved Final Plans for the Center, as well as that part of the Center in which the Premises are located.
- D. Southeast and East exterior Tenants (all Tenants with at least one exterior wall) will be required to address existing ½" gap along the exterior walls from edge of slab to face of CFMF.

Landlord's Work Defined

General

Landlord's Work Defined. "Landlord's Work" means the work, if any, which Landlord is expressly obligated to undertake in accordance with the Lease. Landlord shall have no obligation to improve, remodel, alter or otherwise modify or prepare the Premises for Tenant's occupancy.

Center

Landlord or its predecessor-in-interest has constructed the Center, and the Building and other improvements upon the Center (exclusive of improvements constructed by or on behalf of each present and prior Occupant of the Center). Tenant has inspected the Center, the Building, the utilities, the types, quantities and qualities of the Utilities and the other systems and Tenant has found the same to be suitable, sufficient and in acceptable condition for the purpose of Tenant conducting the Permitted Use upon the Premises. Landlord shall have no obligation to undertake any work or furnish any additional materials upon any part of the Center or provide any additional utilities or other systems for the benefit of the Premises.

Condition of Premises

For the purpose of all Tenant Criteria Manuals, all references to Preliminary/Construction "Plans" are considered the same as Preliminary/Construction "Documents".

Upon the Delivery Date, Tenant shall accept delivery of the premises in an "As Is" condition and "With All Faults" and Landlord shall have no obligation to improve, remodel, alter or otherwise modify or prepare the premises for Tenant's occupancy except to the extent otherwise expressly stated in the Lease Documents. Tenant hereby represents each of the following:

- 1. Tenant or its authorized representative has inspected the premises and has made all inquiries, tests and studies that it deems necessary in connection with its leasing of the premises.
- 2. Tenant is relying solely on Tenant's own inspection, inquiries, tests and studies conducted in connection with and Tenant's own judgment with respect to, the condition of the premises and Tenant's leasing thereof.
- 3. Tenant is leasing the premises without any representations or warranties, express, implied or statutory by Landlord, Landlord's agents, brokers, finders, consultants, counsel, employees, officers, directors, shareholders, partners, trustees or beneficiaries.
- 4. The Work to be completed by Landlord, "Landlord's Work" under the Tenant Lease shall be limited to that described in the foregoing sections.
- 5. All other items of work not provided for herein, to be completed by Landlord, shall be provided by the Tenant at Tenant's expense and is herein referred to as "Tenant's Work".

Field Conditions

- 1. Tenant is required to inspect, verify and coordinate all field conditions pertaining to the premises from the time prior to the start of its store design work and the commencement of its construction. Any adjustments to the work arising from field conditions not apparent on drawings and other building documents shall receive written approval of Landlord prior to start of construction.
- 2. Immediately following the installation by Landlord of metal stud framing defining the premises, the Tenant shall verify the accuracy of said installation and shall immediately advise Landlord of any discrepancies. Failure to so notify Landlord shall be deemed as acceptance by Tenant of said installation and layout.
- 3. Landlord shall have the right to locate, both vertically and horizontally, utility lines, air ducts, flues, drains, clean outs, sprinkler mains and valves, and such other equipment including access panels for same, within the premises.
- 4. Landlord's right to locate equipment within the premises shall include the equipment required by other Tenants. Landlord shall also have the right to locate mechanical and other equipment on the roof over the premises.







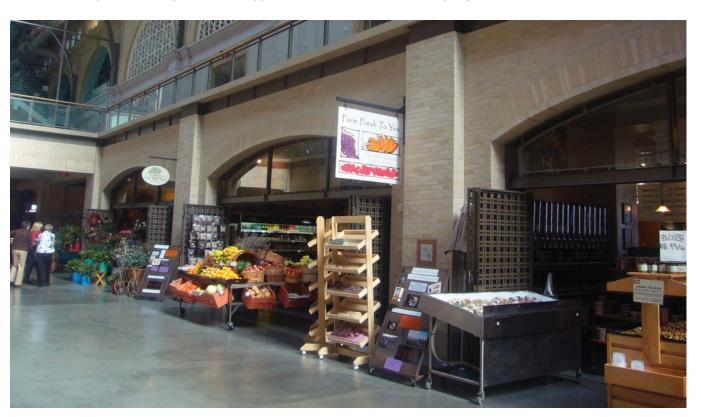
General Requirements

The "Market Place" criteria manual is a subsection of the existing 'Tenant Design Criteria'. The details and requirements described herein are supplemental to those criteria and are specifically, although not exclusively, for Market Place Tenants.

All designs and plans are subject to Landlord approval. Tenant to submit complete plans per Tenant Document Submission & Approval Procedure document. **All submittals must include a merchandising plan**.

This criteria is intended to harmonize with the leasing documents. It is the responsibility of the Tenant to forward a copy of these criteria to their architect, contractor and various consultants.

Landlord reserves the right to, from time to time, make additions, deletions, revisions, etc., as may be required to the contents, specifications and attachments referenced or contained herein. No deviation from the enclosed criteria will be accepted without prior written approval from The Macerich Company.



Interiors - In-Line Tenants

Tenants are encouraged to produce high quality, well detailed and executed interior solutions that are unique, imaginative and stylized. Storefront presentation should convey a store's merchandise identity and generate activity.

- All Tenants are required to utilize the "spill out" area as defined on the Lease Outline Drawing. This area must
 be designed with mobile fixtures that can easily be placed here daily during business hours. This area must be
 merchandised to create identity and generate activity. Tenant should strive to making this area as engaging to
 the shopper as possible.
- Due to the 'openness' of this design, a well thought out fixture and merchandising plan along with a rendering will be required.
- All interior finishes such as paint, flooring, wall coverings, etc are the Tenant's responsibility and should be clearly identified on the architectural drawings submitted to the Landlord for approval.
- All fixtures and equipment necessary to operate the business is the Tenant's responsibility.
- Some tenants will be required per their lease agreement to provide their own general and decorative lighting.
- Tenant is required to specify and install one storefront sign and blade sign as allowed. Refer to signage criteria (mp16-mp31) for specific guidelines for design and construction.
- Coordinate all Tenant work with Landlord's Tenant Coordinator.
- Tenant cannot build out a full height wall in front of the existing glazing, black out film not allowed.

The Market

AT SANTA MONICA

place



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Kiosk & Market Stalls

Landlord has designed and installed Market Kiosks and Stalls as is designated in Landlord's plans. Tenants are responsible to merchandise and install signage per Landlord's design.

Tenants are encouraged to produce high quality, well detailed and executed merchandising solutions that are unique, imaginative and stylized. Presentation should convey a store's identity and generate activity.

Tenant is required to specify and install one storefront sign. Refer to signage criteria (mp27-mp42) for specific guidelines for design and construction.





General Information







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Merchandising

Merchandising Presentation Guidelines

• Tenant must utilize the 4' area behind the grille closure line, as identified on the Lease Outline Drawing and/ or directed by the Tenant Coordinator, for the "spill-out" area. In this area tenant is required to showcase their merchandise on fixtures which will be moved in and out daily at store opening and closing.











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Merchandising (cont'd.)

- Tenant is required to contact Landlord's required visual merchandiser and submit a merchandising plan to the Landlord for final approval. Merchandise must be displayed in a professional manner that is visually appealing and draws the customer into the space.
- Product display is very important and will need to be presented graphically to Landlord prior to execution. Telling a story with your product display is crucial.









Merchandise PresentationTips

• Successful merchandise presentation is well organized, easy to shop, as well as colorful and entertaining. The purpose is to grab the attention of the consumer and draw them into your space.



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The layout should be logical for your customer's convenience with merchandise adjacencies that make sense, placing like items together.











- Color sells! After categorizing the merchandise, organize your products by color within each main category. Color is actually the first thing a customer notices even before price and style. Using color successfully can help to maximize your sales efforts.
- Place key items at eye level on wall and floor fixtures. This will make it more convenient for your shoppers to scan the merchandise selection. Items placed at eye level are also percieved by shoppers to have a higher 'value' than items placed on the floor or on lower level shelves.













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• Create themed display windows and focal points throughout the store. Focal points are highly-visible areas within your store such as; inside the store entrance, the back wall and behind the cash wrap.



• Change display every two weeks to keep shopper interest high. The average mall shopper visits the mall twice a month.





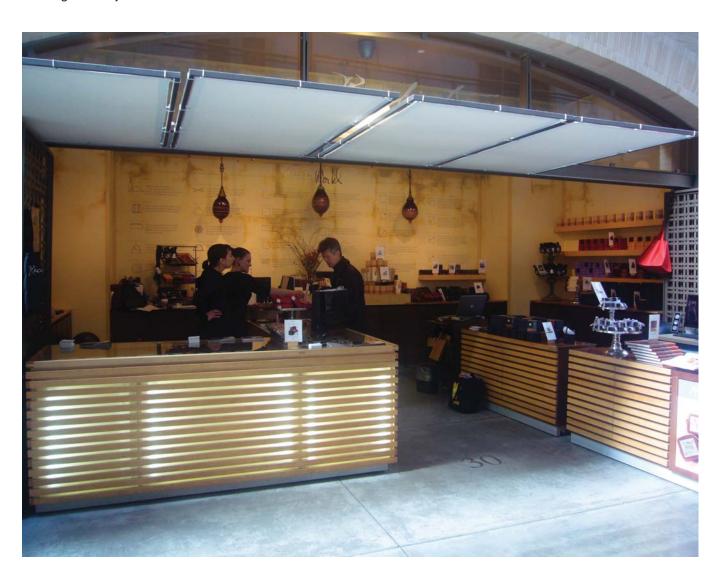






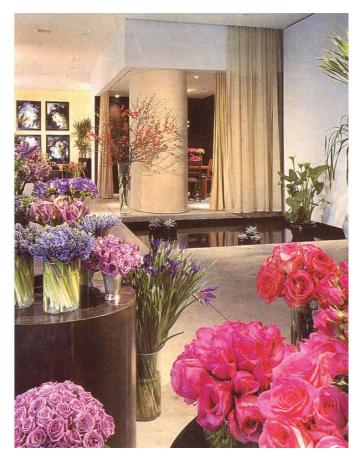
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• Use display lighting to draw customer attention to products. The human eye is automatically drawn to the brightest object in its' field of vision.



• Strive to stand out as being dominant in a merchandising category. Make your store THE place to shop for a particular product. Support this with window displays and signs.











• Promote any unique products or services or other offerings that are different or that fill a market void. Promote these in your window and in-store displays with themed displays and signage that describes your product features.



Avoid leaving empty merchandise shelves or fixtures on the selling floor. Half-empty shelves are a turn-off for shoppers who are looking for a full selection to choose from and won't waste their time in your store if it doesn't look fully stocked.









General Information





Marketing & Services

- Everything must be customer-focused. Create a unified approach by using matching designs on your product labels, decorative packaging, shopping bags, hang tags, hangers, etc.
- Provide convenience services such as gift boxes. Offer to pack and ship products 'anywhere'. Display gift boxes with signs to let customers know what services your store offers.







Technical

BASIS OF DESIGN -SANTA MONICA PLACE RENOVATION

MECHANICAL:

- 1. Design Criteria: Santa Monica, California
 - A. Outdoor:
 - I. Summer: 85 deg F db, 67 deg F wb
 - II. Winter: 39 deg F db
 - B. Indoor (occupied spaces):
 - I. Summer: 75 deg F db, 62.5 deg F wb
 - II. Winter: 72 deg F db
 - C. Electrical equipment rooms: 75-80 deg F
 - D. Telecom / IT equipment rooms: 75 deg F (no requirement for humidity control)
- 2. Basis for equipment sizing for all shell Tenant spaces and mall concourse areas: According to heating and cooling calculated values at Title 24 parameters.
- 3. Codes and Standards:
 - A. California Building Code 2007
 - B. California Mechanical Code 2007
 - C. California Energy Commission, Title 24, 2005 Standards
 - D. ASHRAE 62.1-2004 (occupancy and outdoor air ventilation requirements)
 - E. Sheet Metal and Air Conditioning Contractors National Association (SMACNA) Design Guides
- 4. Occupancy / outside air ventilation requirements:
 - A. Tenant Retail / Sales: 15 persons / 1000sf; 15 cfm / person
 - B. Food Court / Restaurant Tenant: 70 persons / 1000sf; 20 cfm / person
 - C. Mall Concourse: 10 persons / 1000 sf; 15 cfm per person
 - D. Public toilet rooms: 12 air changes / hour
 - E. Tenant building exhaust system: To be provided by Tenant.
- 5. Code requirements: Air-side economizer is required for mechanical equipment with a cooling capacity greater than 65,000 Btuh.

- 6. LEED Certification features:
 - A. Non-HCFC refrigerant is specified for all new mechanical equipment.
 - B. MERV 13 filters are provided in air handling units.
 - C. Measurement of outside airflow for all mechanical units
- 7. All mechanical equipment must be screened by Tenant.

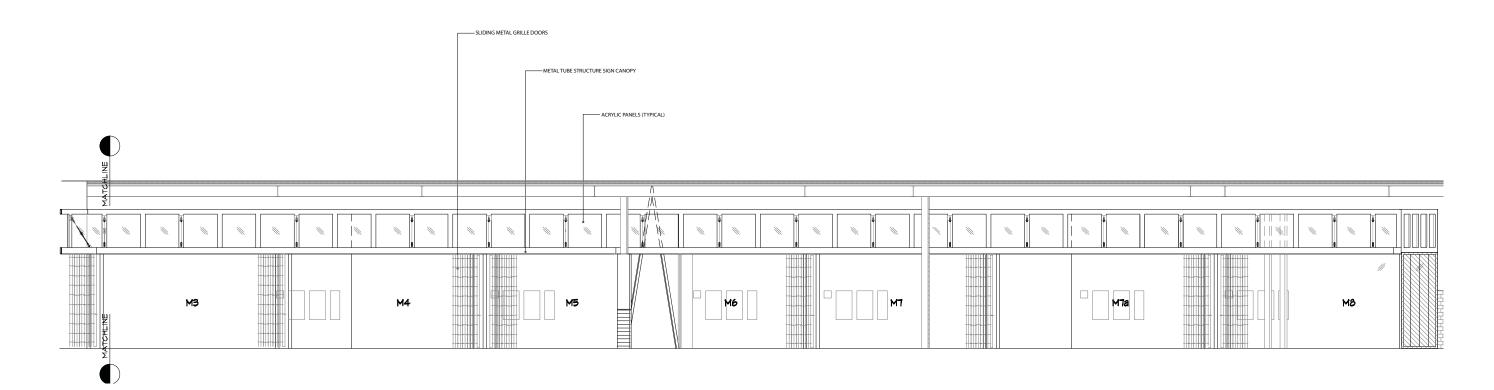
PLUMBING:

- 1. Codes:
 - A. California Plumbing Code 2007
 - B. California Building Code 2007
 - C. California Energy Commission, Title 24, 2005 Standards
- 2. Plumbing fixtures and fittings:
 - A. Water closets: Dual lever operated flush valves
 - B. Urinals: waterless
 - C. Lavatories: With 0.5 gpm sensor operated faucets
 - D. Sensor operated faucets are "hard wired" power supply
- 3. Domestic water heating:
 - A. Public toilet rooms (and janitor's closets): Electric tank type water heater, with circulating pump with a time clock and aquastat.
 - B. Small toilet rooms with single lavatories will have a tankless instantaneous electric water heater.
 - C. Tray Wash room: Gas type water heater, with circulating pump with a time clock and aquastat.
- 4. Electrical meter to be installed by Tenant is the Quad Logic RSM-5. Meter must be powered and measure 480V. Tenants with no 480V panel must provide power and a separate disconnect for the meter from the primary disconnect. Meter is offered in both Delta and Wye service it is Tenant's responsibility to purchase meter to match the power they pull into their space.







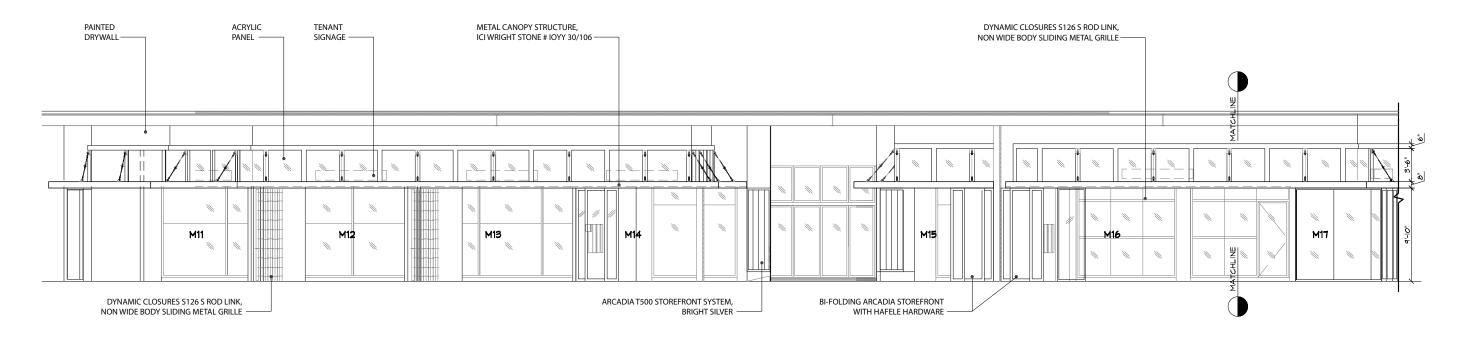


TYPICAL INTERIOR ELEVATION

Refer to Landlord's Construction Documents for final details.



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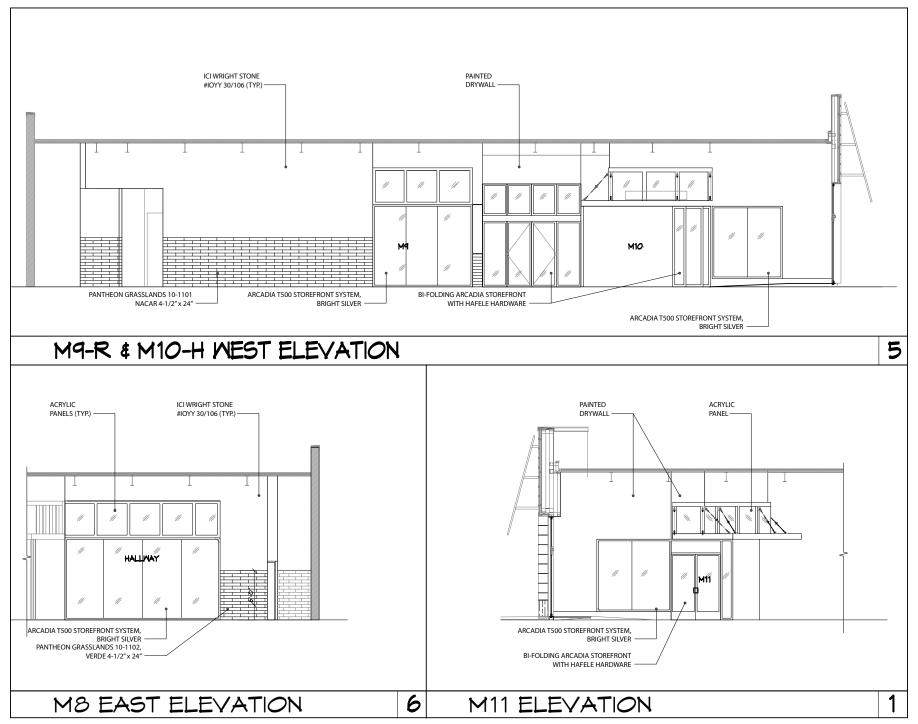


TYPICAL INTERIOR ELEVATION

Refer to Landlord's Construction Documents for final details



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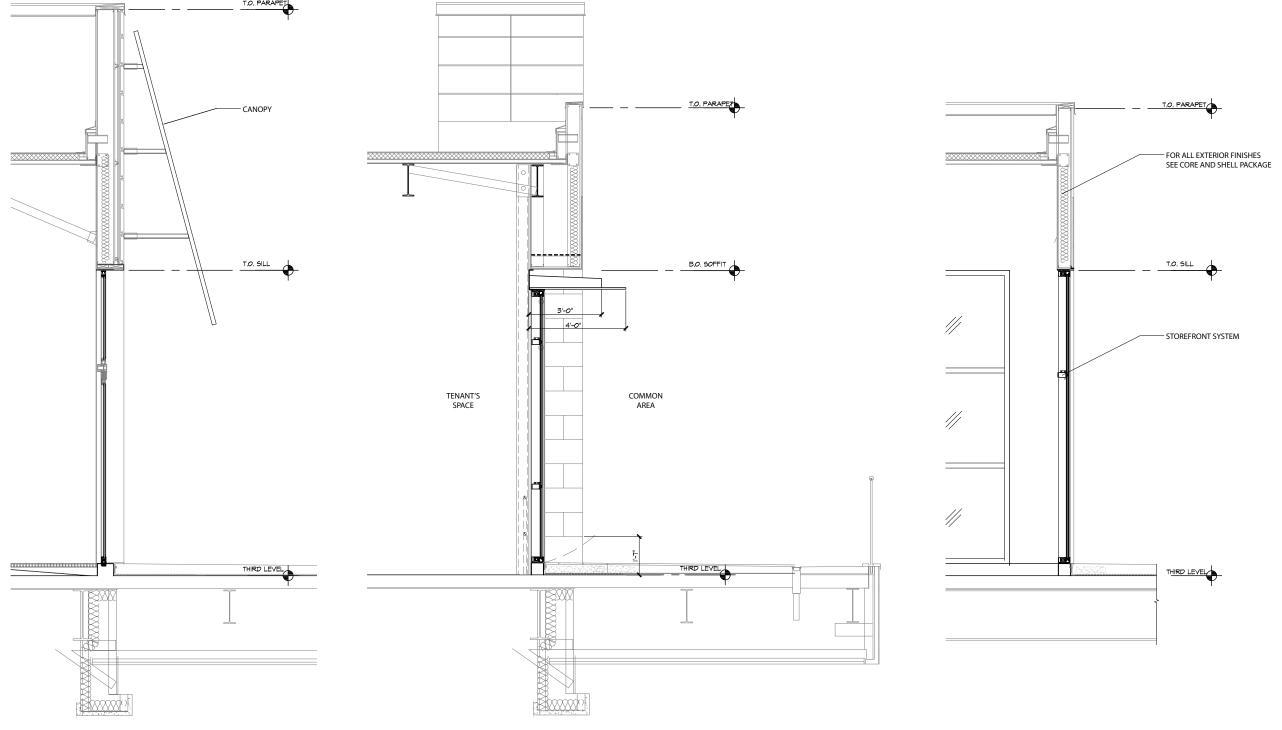
TYPICAL INTERIOR ELEVATION

Refer to Landlord's Construction Documents for final details





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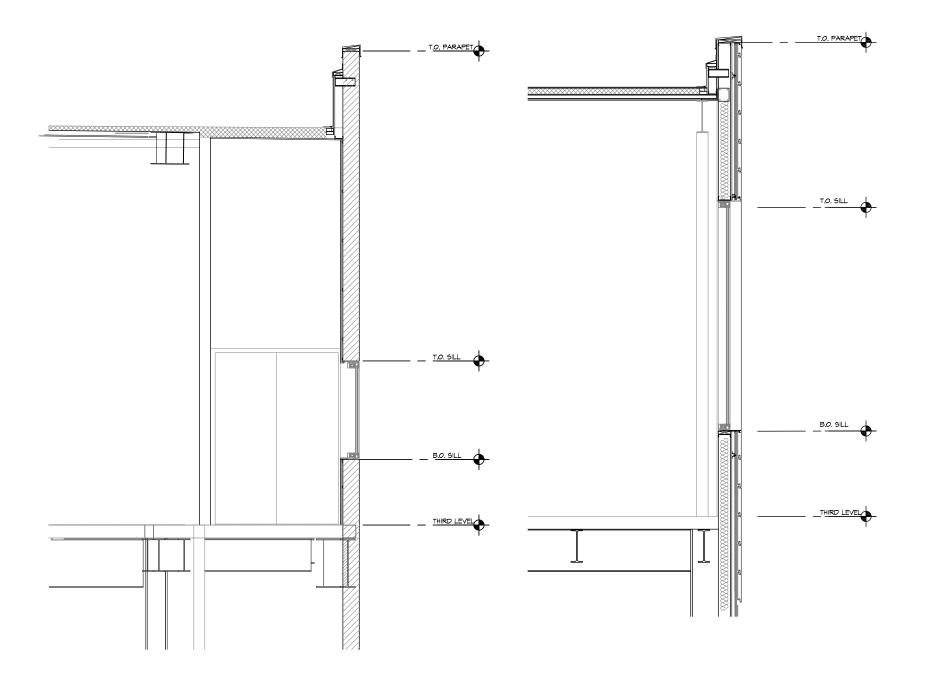
TYPICAL EXTERIOR SECTION

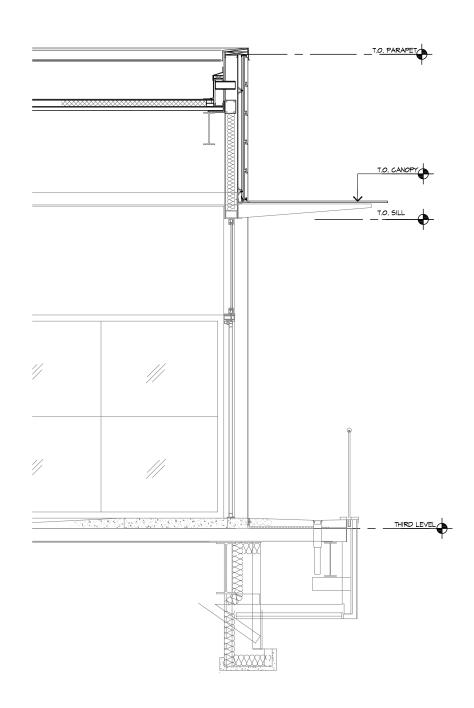
Refer to Landlord's Construction Documents for final details





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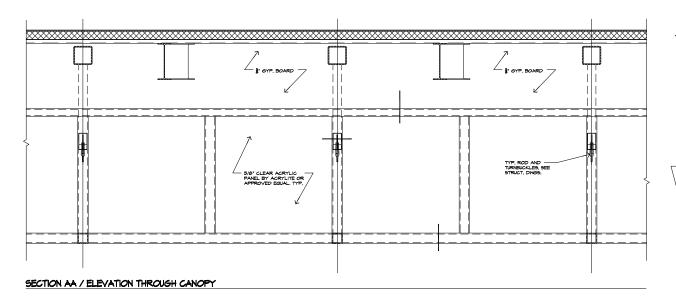


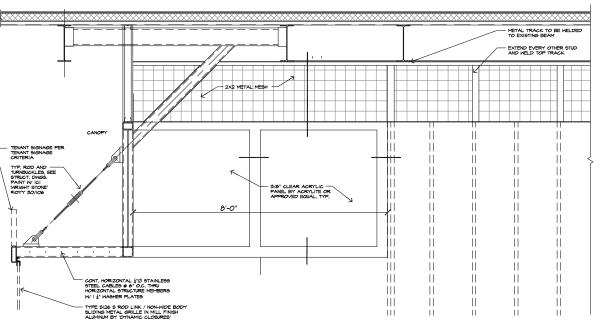
TYPICAL EXTERIOR SECTION

Refer to Landlord's Construction Documents for final details.









SECTION / ELEVATION THROUGH CANOPY

INTERIOR CANOPY SECTION

Refer to Landlord's Construction Documents for final details



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Signage

GENERAL SIGNAGE REQUIREMENTS

Tenant signs are vital to the successful functioning of The Market. Uncontrolled signs can create a verbal jungle and fail in their goal to communicate effectively. The ultimate goal is to produce a colorful collage of signs that tastefully inform, delight and stimulate the shopper.

All sign materials must be consistent with the design theme, enhancing the storefront and evoking a positive retail image. Each proposed sign will be evaluated on its originality and compatibility with neighboring signs as well as its overall image within The Market.

The Landlord reserves the right to disapprove any sign design that is not compatible with these criteria and the aesthetics of The Market. Exceptions to these specifications are extremely rare and must be approved in advance by the Landlord. As with all undertakings, the ultimate success depends on the positive contribution of all participants.

This criteria is intended to assist you, the Tenant, during the design and construction phases of your sign. It is provided by the Landlord in the interest of maintaining a high level of design excellence throughout The Market.

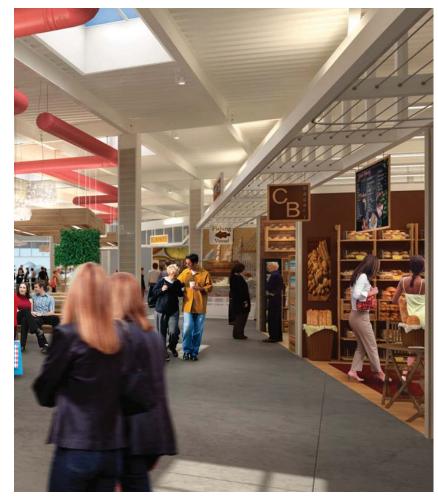
This criteria is intended to harmonize with the leasing documents. It is the responsibility of the Tenant to forward a copy of these criteria to their architect, contractor and various consultants.

Landlord reserves the rights to, from time to time, make additions, deletions, revisions, etc., as may be required to the contents, specifications and attachments referenced or contained herein. No deviation from the enclosed criteria will be accepted without prior written approval from The Macerich Company.

GENERAL REQUIREMENTS FOR PRIMARY SIGN DESIGN

- 1. One primary storefront sign with a logo is required per store frontage. Tenants occupying corner spaces may utilize one sign per elevation with a maximum of two (2) signs.
- 2. Imaginative signs utilizing a variety of light weight materials are encouraged. Adaptation of current sign practices may be necessary in order to comply with these criteria.
- 3. Sign Shop Drawings for all signs, logos and graphics visible from the common area are to be submitted to the Landlord for final approval prior to fabrication/installation.
- 4. Sign wording is limited to the Tenant's trade name and shall not include specification of merchandise sold or services rendered, regard-less of the Tenant's legal name. Corporate crests, logos or insignia are encouraged, pending the Landlord's approval and provided they are part of the Tenant's name.
- 5. Signs shall be designed as per Landlord specifications, refer to pages mp25-mp37 for sign requirements
- 6. Signs and logos may project as shown in storefront conditions.
- 7. Sign height above floor: bottom of sign to be 9'-0" A.F.F. minimum.

- 8. Letter size: 18" maximum letter height.
- 9. Signs are to remain on during shopping center business hours. Signs are to be controlled by a time clock and must be on a separate circuit from other lighting.
- 10. Advertising placards, banners, pennants, names, insignia, trade-marks and other descriptive material may not be attached to the storefront or glazing.







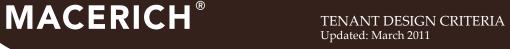


ST-M1 ST-M2 M1 M3 Μ4 M5 M6 M7 M7A MB M9 M9A M19 M20 M21 KIOSK KIOSK KIOSK **∥**K M15 M17 M16 M11^{*} M10 REFER TO PAGES mp31 AND mp32 FOR DESIGN REQUIREMENTS EXTERIOR BLADE SIGN - TYPE B REFER TO PAGE MP34 FOR DESIGN REQUIREMENTS

EXTERIOR TENANT SIGNAGE
SUBJECT TO ARB APPROVAL

INTERIOR TENANT SIGN TYPE C AND TYPE D

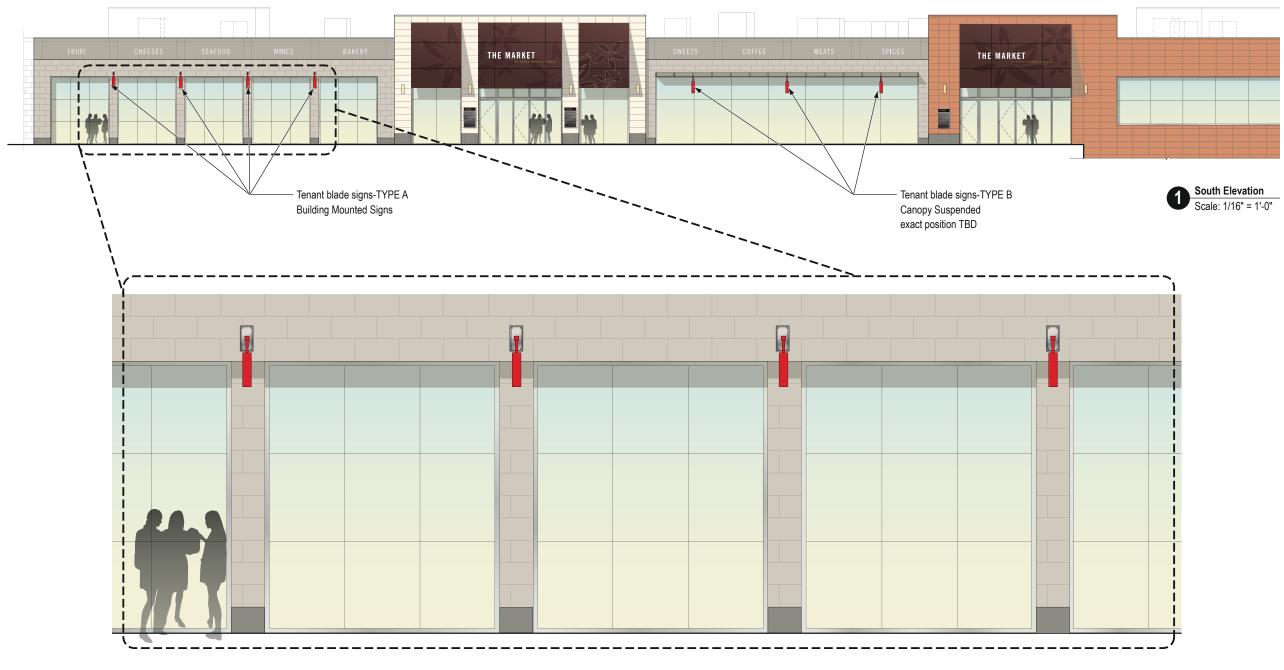
REFER TO PAGES mp35-mp38 FOR DESIGN REQUIREMENTS

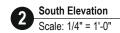






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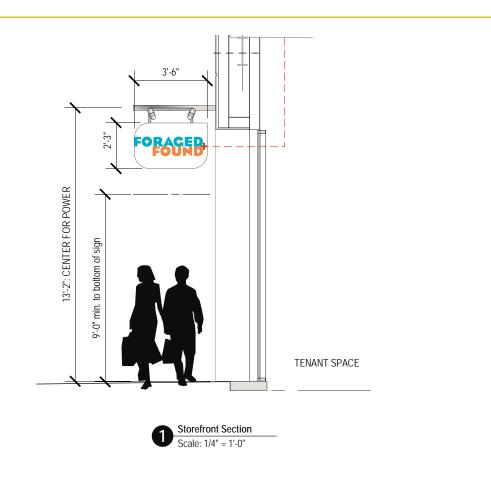


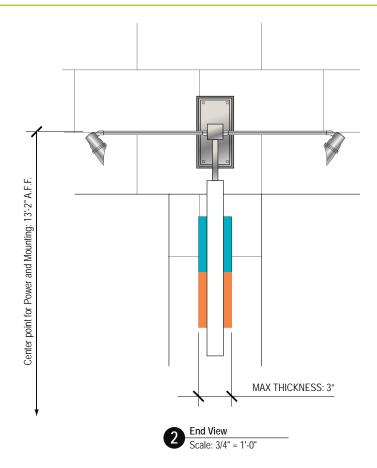
Updated: March 2011





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EXTERIOR TENANT BLADE SIGNAGE: TYPE A — Building Mounted

SIGN TYPE METHODS

- A. Externally illuminated dimensional letters or logo shapes; pin-mounted or mounted flush to background panel from bracket at building (by tenant)
- B. Internally illuminated with push through acrylic letters or logo-shapes.

SIZE RESTRICTIONS Blade Sign: Maximum Sign Area: 9 sq ft/side Quantity: 1 per tenant





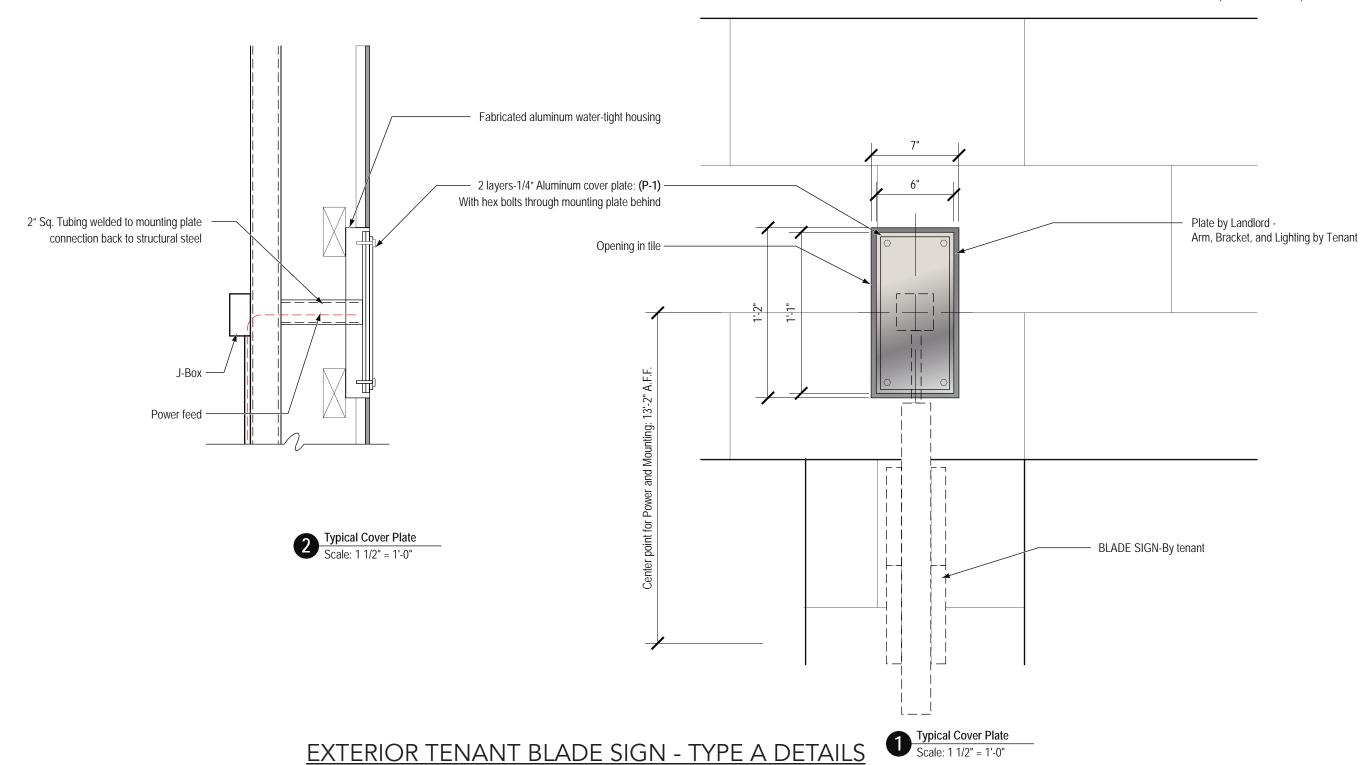








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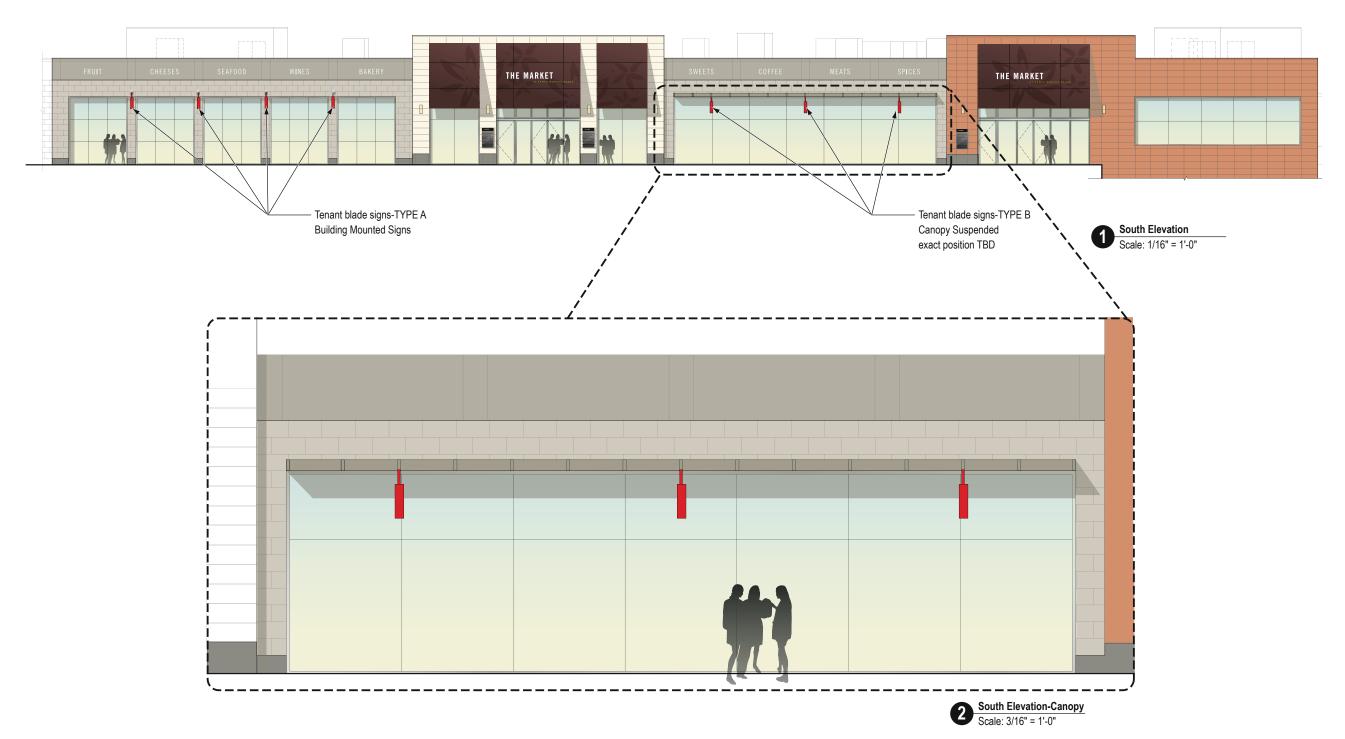


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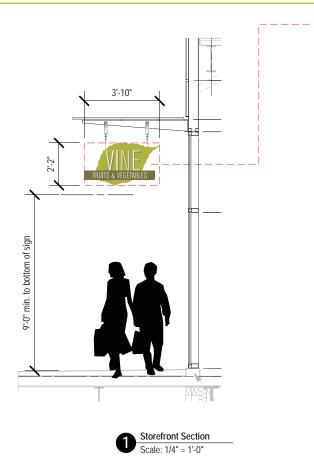




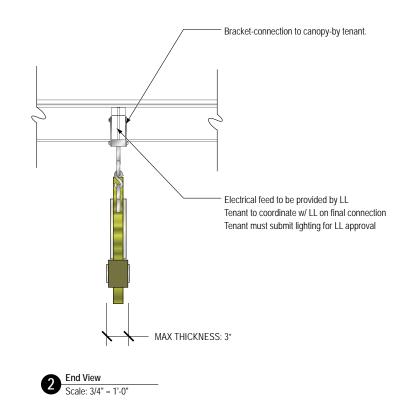




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Tenant Blade Sign Area Shown: 9 sf/side Double sided-suspended panel with dimensional letters/logo. Spot Illuminated or internally illuminated



EXTERIOR TENANT BLADE SIGNAGE: TYPE B — Canopy Suspended

SIGN TYPE METHODS

- A. Spot illuminated dimensional letters or logo shapes; pin-mounted or mounted flush to background panel.
- B.Internally illuminated with push through acrylic letters or logo-shapes.
- C. Sign must be centered on the canopy and may not project beyond Landlord canopy.
- D. Min 1/4" weld all around arm to support 200lbs of weight. Tube size shall be a minimum of 2"x2"
- E. Rigid type of brackets not allowed, 's' type hooks are required

SIZE RESTRICTIONS
Blade Sign:
Maximum Sign Area: 9 sq ft/side
Quantity: 1 per tenant













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INLINE TENANT SIGNAGE: TYPE C — Canopy Face

SIGN TYPE METHODS

A. Externally illuminated dimensional letters pin mounted on a background provided byTenant.

Oversized logo shape in light weight material such as Sintra required. Logo should extend above and below the Landlord canopy.

All Tenant signage/logo must be mounted on a back panel which is then attached to brackets provided by Landlord. Light weight material is required. See bracket detail on page xxx.

SIZE RESTRICTIONS

Canopy Mounted Sign: Maximum Sign Area: 28 sq ft

Quantity: 1

Blade Sign:

Blade sign must be centered on the canopy and may not project beyond Landlord canopy.

Maximum Sign Area: 5 sq ft/side Quantity: 1

Maximum allowable letter height of 1-8"-Maximum heigh for a symbol or shape is 3'-6"



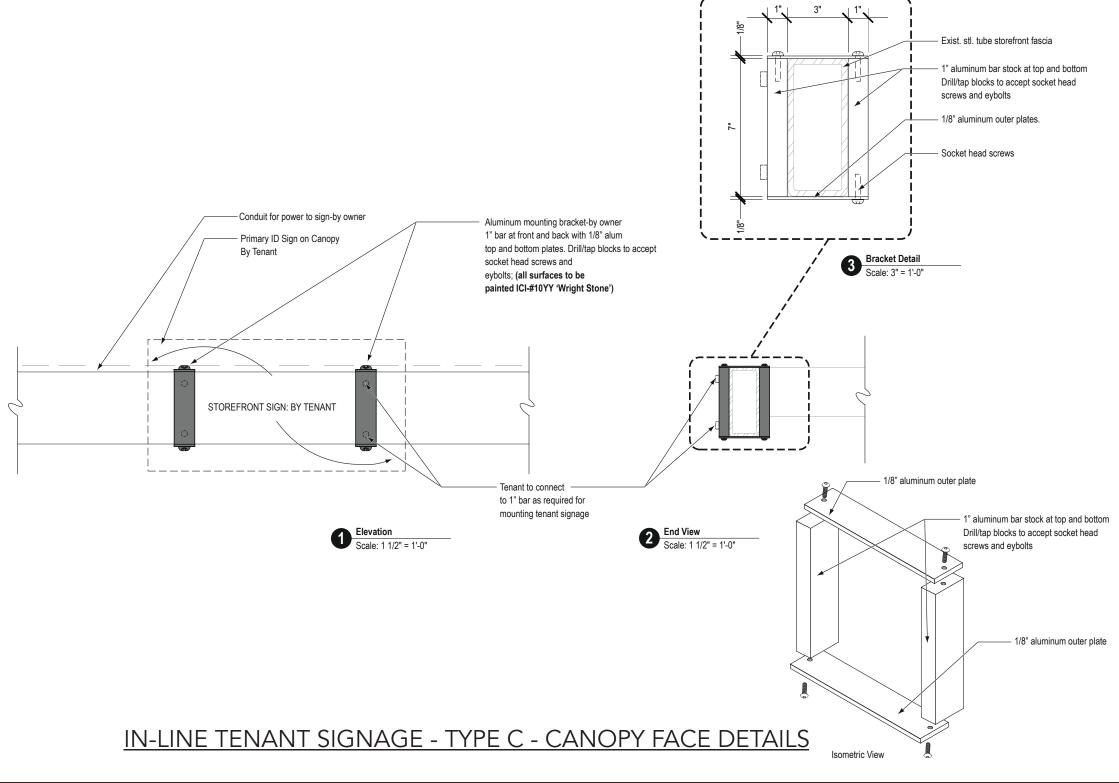








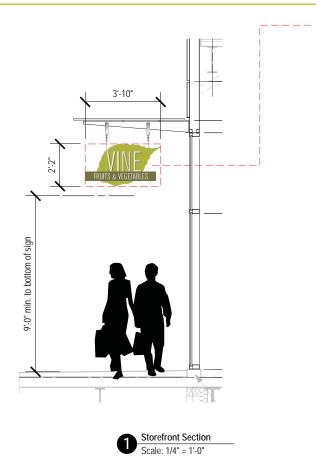
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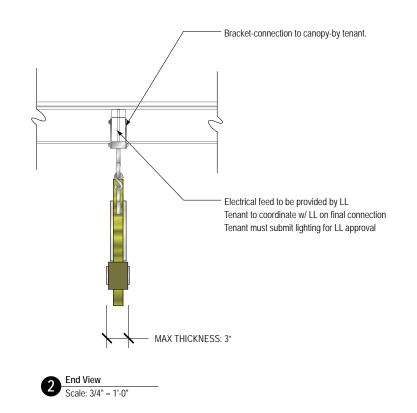




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Tenant Blade Sign Area Shown: 9 sf/side Double sided-suspended panel with dimensional letters/logo. Spot Illuminated or Internally illuminated



INTERIOR TENANT BLADE SIGNAGE: TYPE D — Blade Sign

SIGN TYPE METHODS

- A. Non-illuminated dimensional letters or logo shapes;
 pin-mounted or mounted flush to background panel suspended from bracket at canopy (by tenant)
- B. Spot illuminated dimensional letters or logo shapes; pin-mounted or mounted flush to background panel.
- C. Internally illuminated with push through acrylic letters or logo-shapes.
- D. Sign must be centered on the canopy and may not project beyond Landlord canopy.
- E. Min 1/4" weld all around arm to support 200lbs of weight. Tube size shall be a minimum of 2"x2"
- F. Rigid type of brackets not allowed, 's' type hooks are required SIZE RESTRICTIONS

SIZE RESTRICTIONS
Blade Sign:
Maximum Sign Area: 9 sq ft/side
Ouantity: 1 per tanant





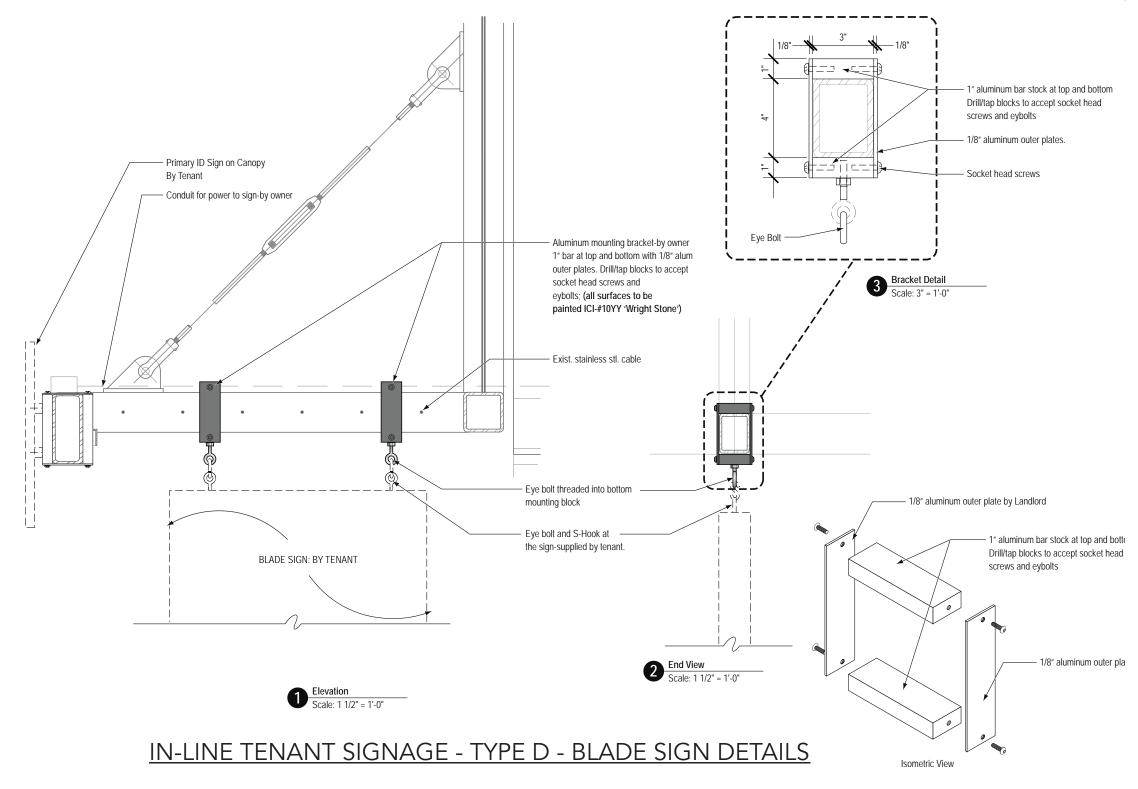








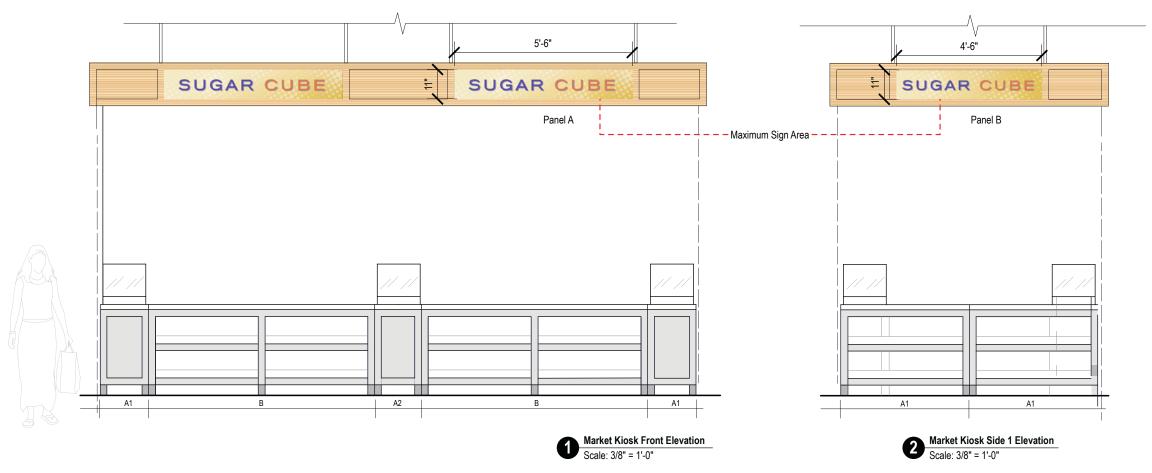
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KIOSK AND STALL SIGNAGE: ZONE 1 – Panels

SIGN TYPE METHODS

A. Dimensional letters; pin-mounted or mounted flush to existing background or tenant provided panel

B. Internally illuminated push through acrylic graphics; routed out of background or tenant provided panel

C. Surface graphics applied to tenant provided panel

SIZE RESTRICTIONS

PANEL A: Maximum Sign Area - 5 sq. ft. Quantity: 4

PANEL B: Maximum Sign Srea - 4 sq. ft. Quantity: 2

Total Allowable Sign Area - 28 sq. ft.

Maximum letter cap or symbol/shape height of 8"; maximum width 5'-0"







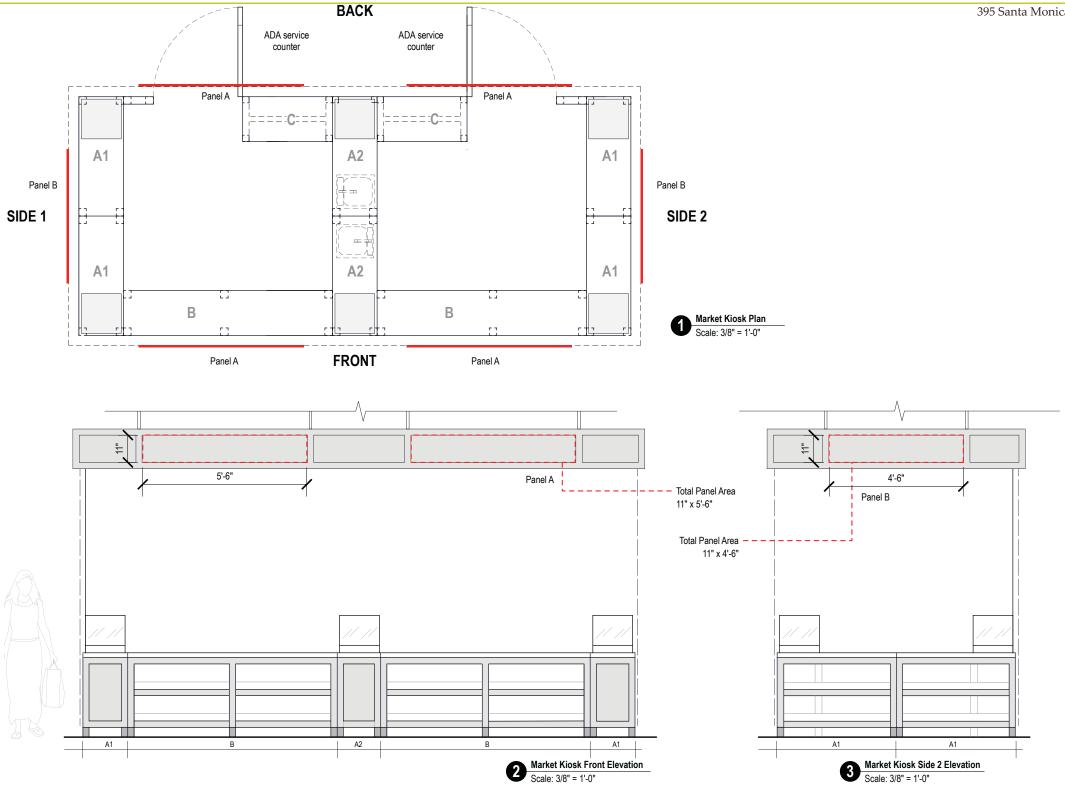
SIGN TYPE METHOD B







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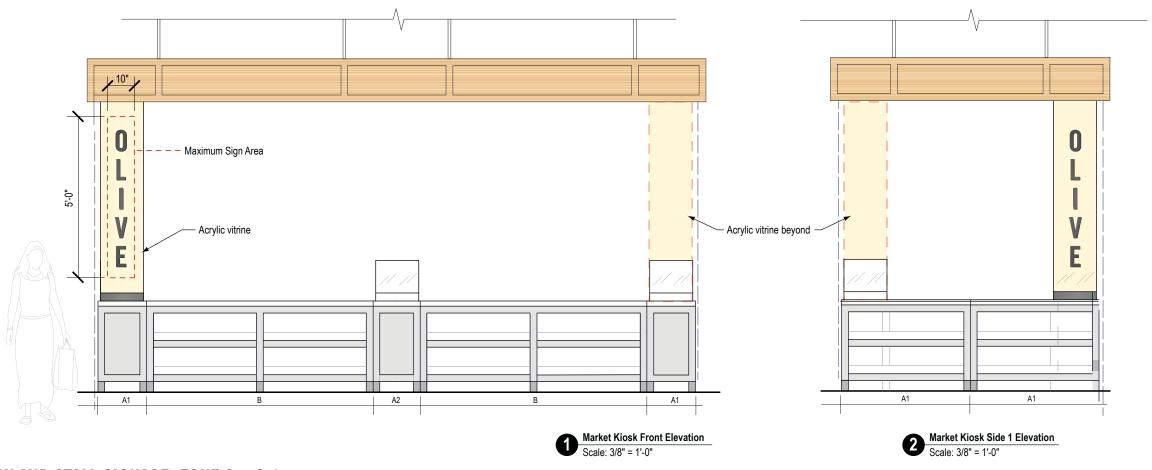








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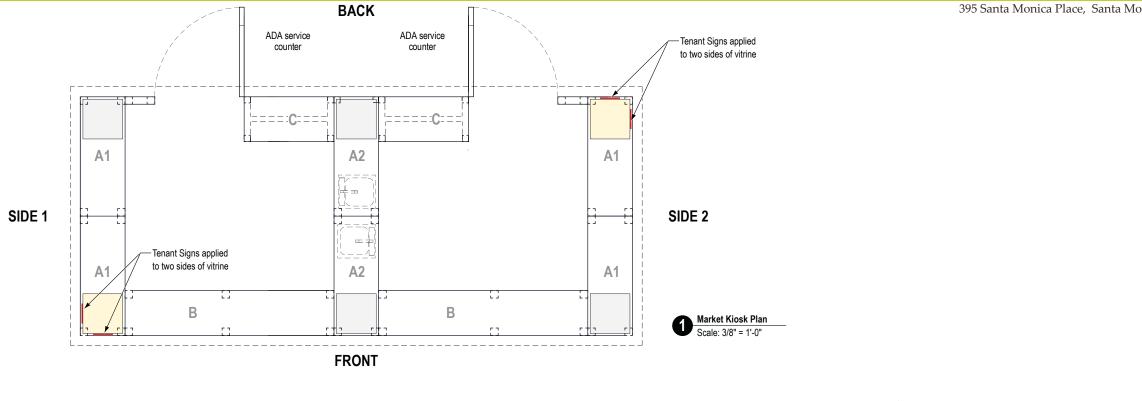


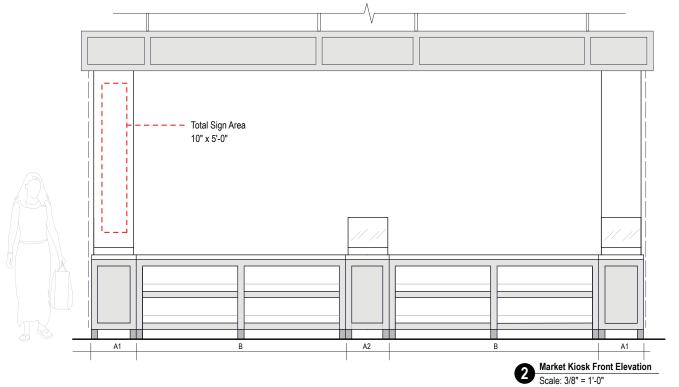
KIOSK AND STALL SIGNAGE: ZONE 3 — Column

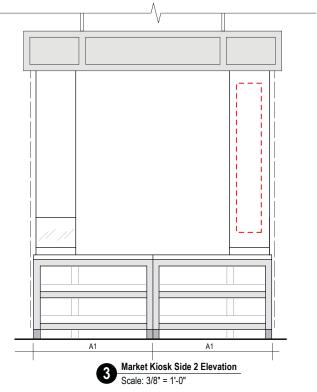




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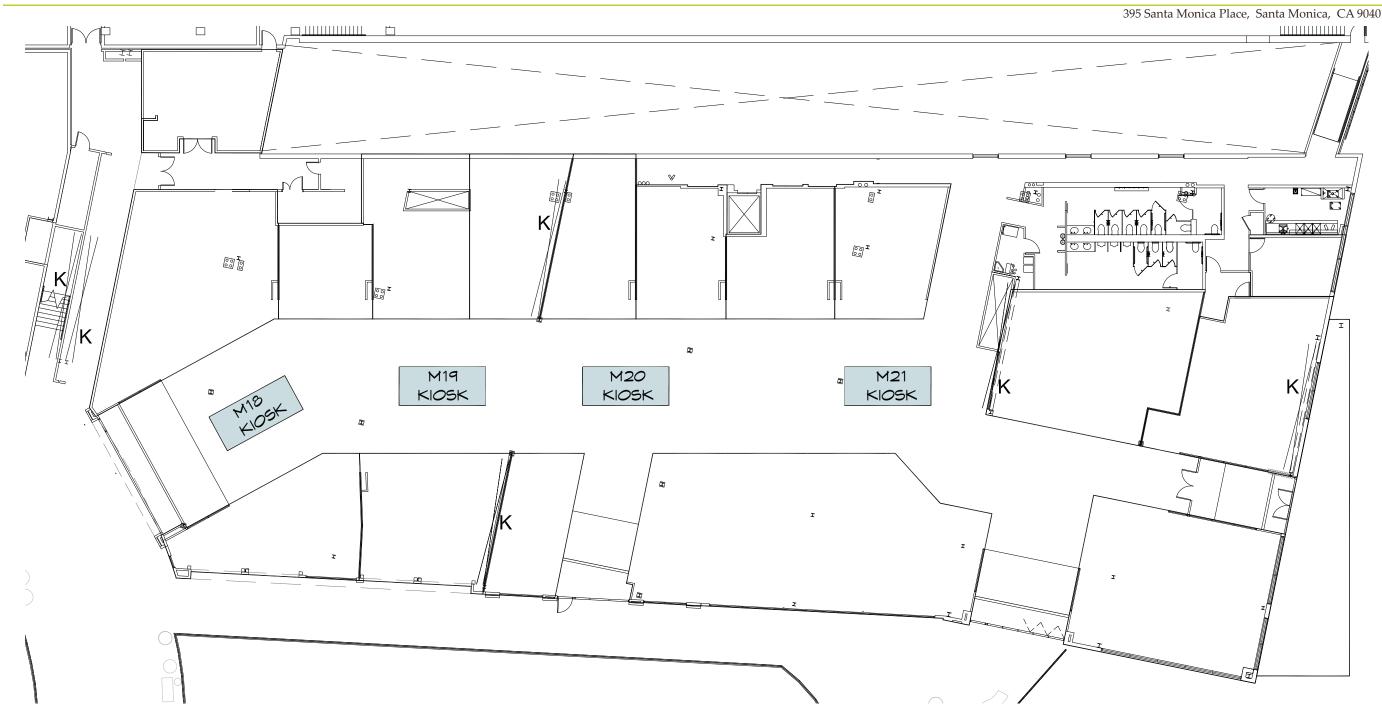












KIOSK DESIGN INTENT

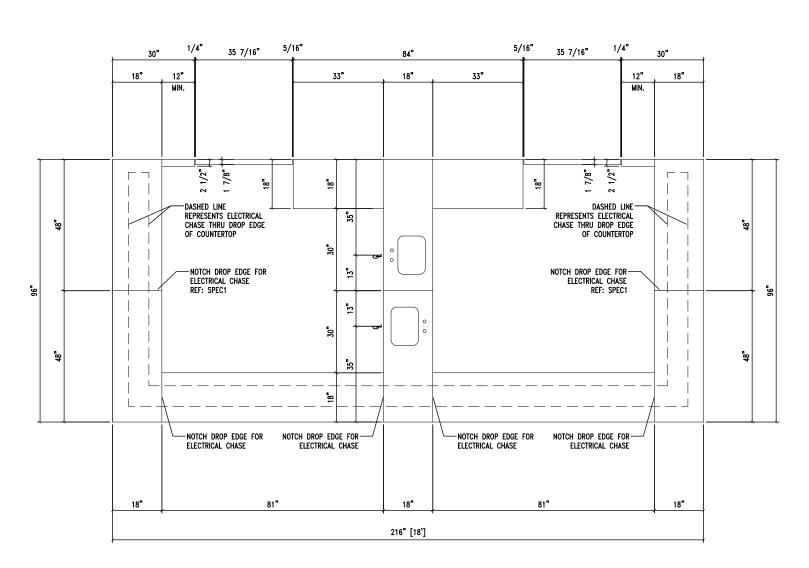
Refer to Landlord's Construction Documents for final details.

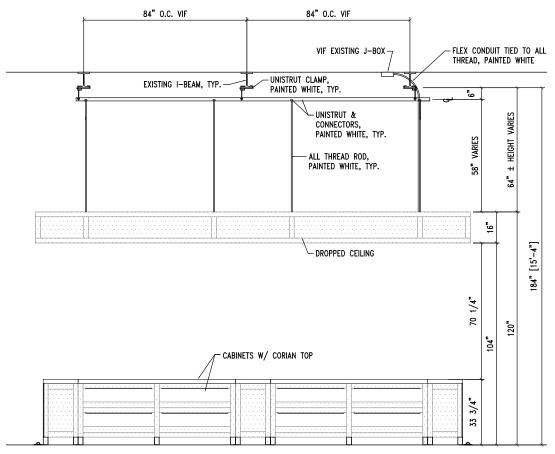
Kiosk Design Subject to Change





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M18 KIOSK - COUNTERTOP PLAN

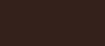
M18 KIOSK - ELEVATION

KIOSK DESIGN INTENT

Refer to Landlord's Construction Documents for final details.

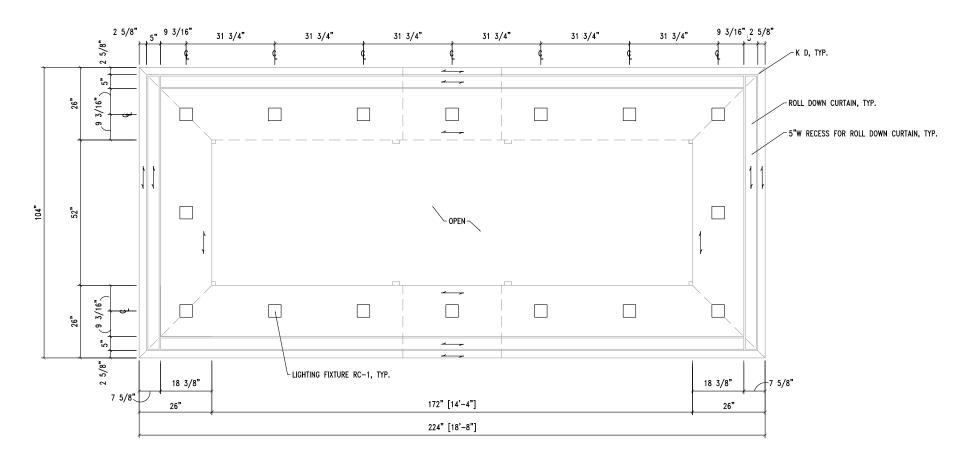
Kiosk Design Subject to Change

Kiosk Design



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M18 KIOSK - REFLECTED CEILING PLAN

KIOSK DESIGN INTENT

Refer to Landlord's Construction Documents for final details.

Kiosk Design Subject to Change

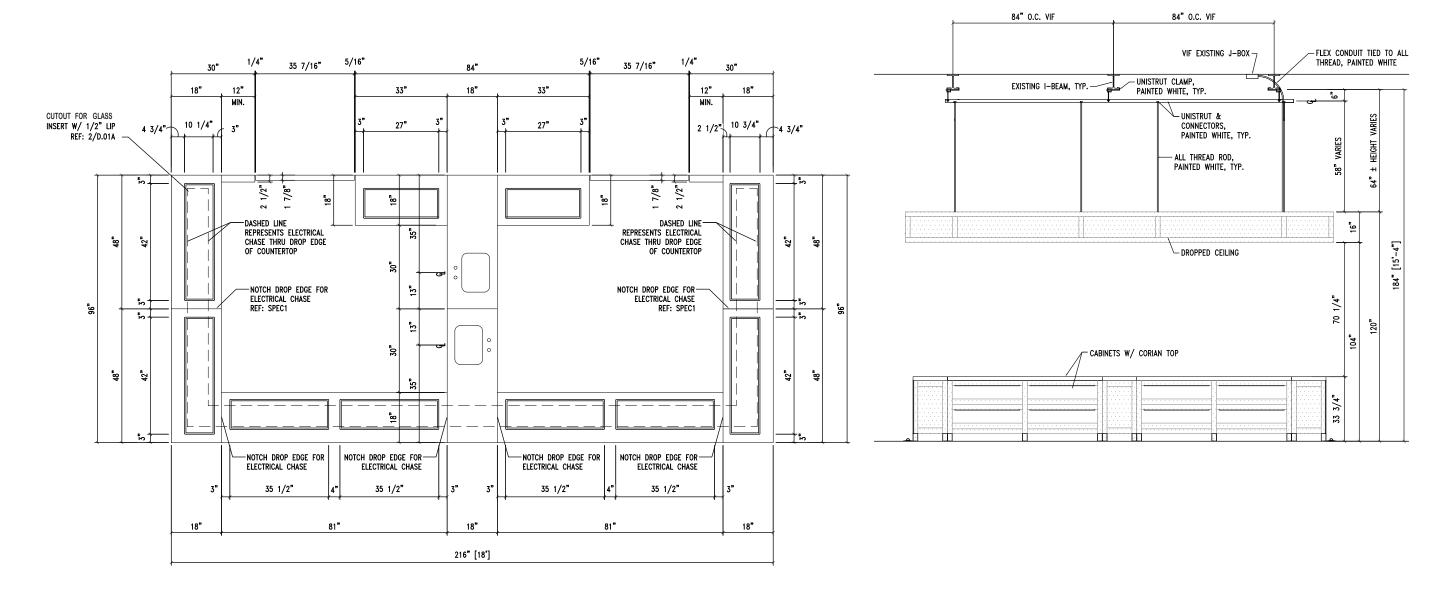
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M19 & M20 KIOSK - COUNTERTOP PLAN

M19 & M20 KIOSK - ELEVATION

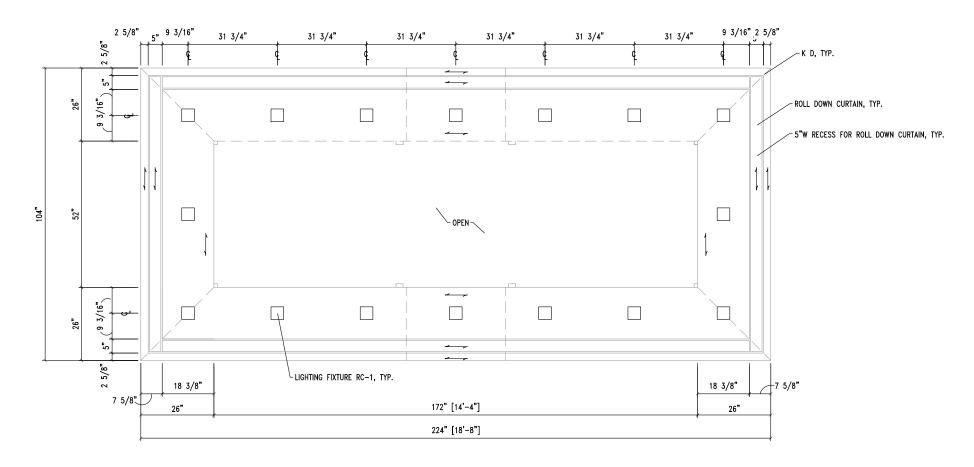
KIOSK DESIGN INTENT

Refer to Landlord's Construction Documents for final details.

Kiosk Design Subject to Change







M19 & M20 KIOSK - REFLECTED CEILING PLAN

KIOSK DESIGN INTENT

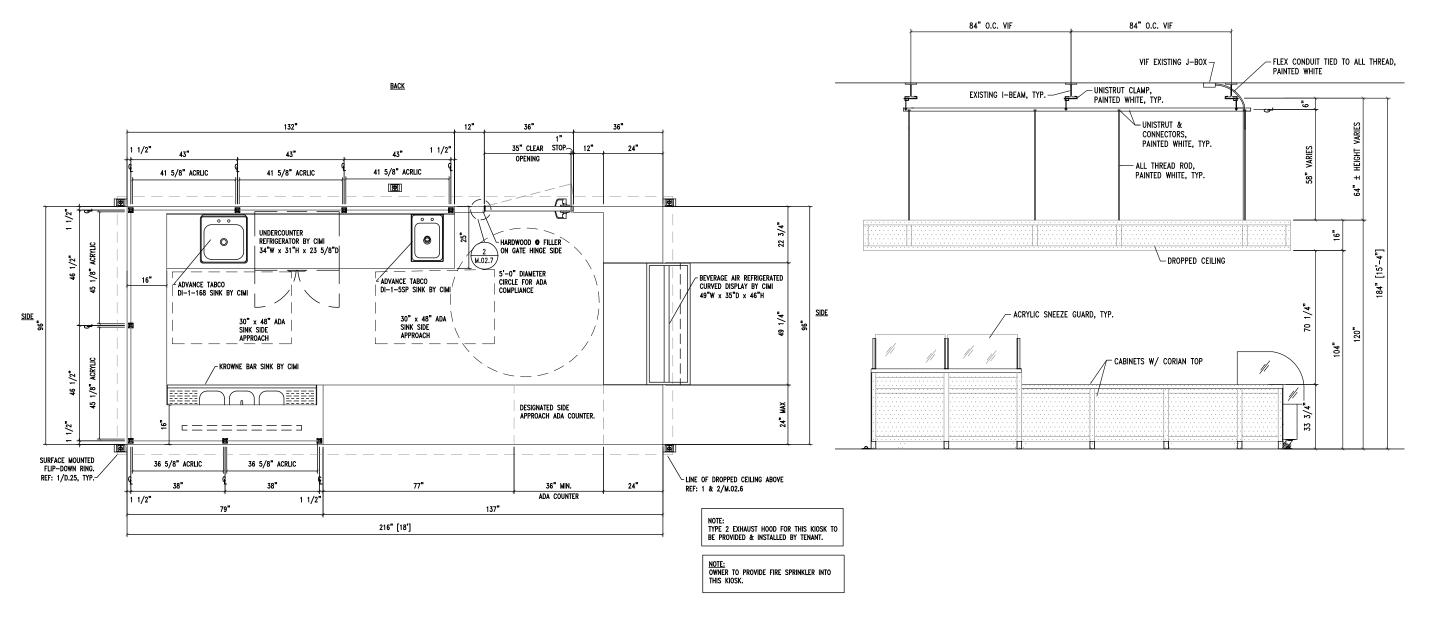
Refer to Landlord's Construction Documents for final details.

Kiosk Design Subject to Change





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M21 KIOSK - PLAN

M21 KIOSK - ELEVATION

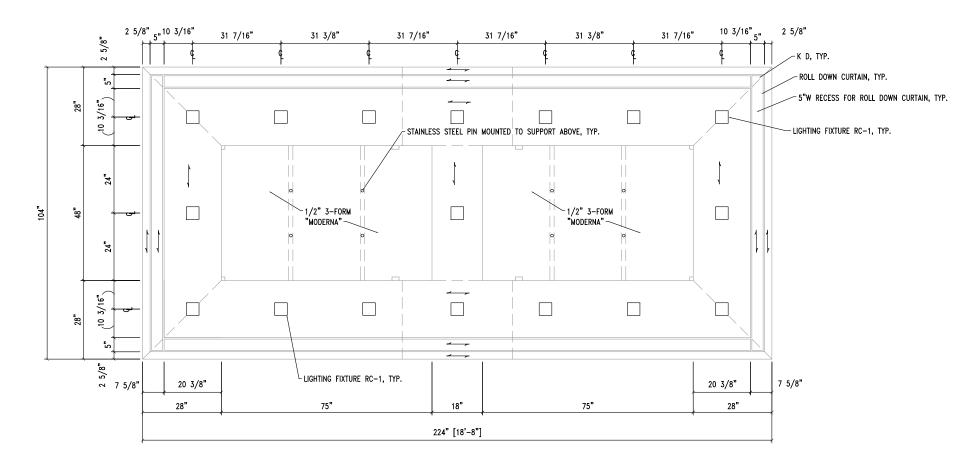
KIOSK DESIGN INTENT

Refer to Landlord's Construction Documents for final details.

Kiosk Design Subject to Change







M21 KIOSK - REFLECTED CEILING PLAN

KIOSK DESIGN INTENT

Refer to Landlord's Construction Documents for final details.

Kiosk Design Subject to Change

Kiosk Design



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