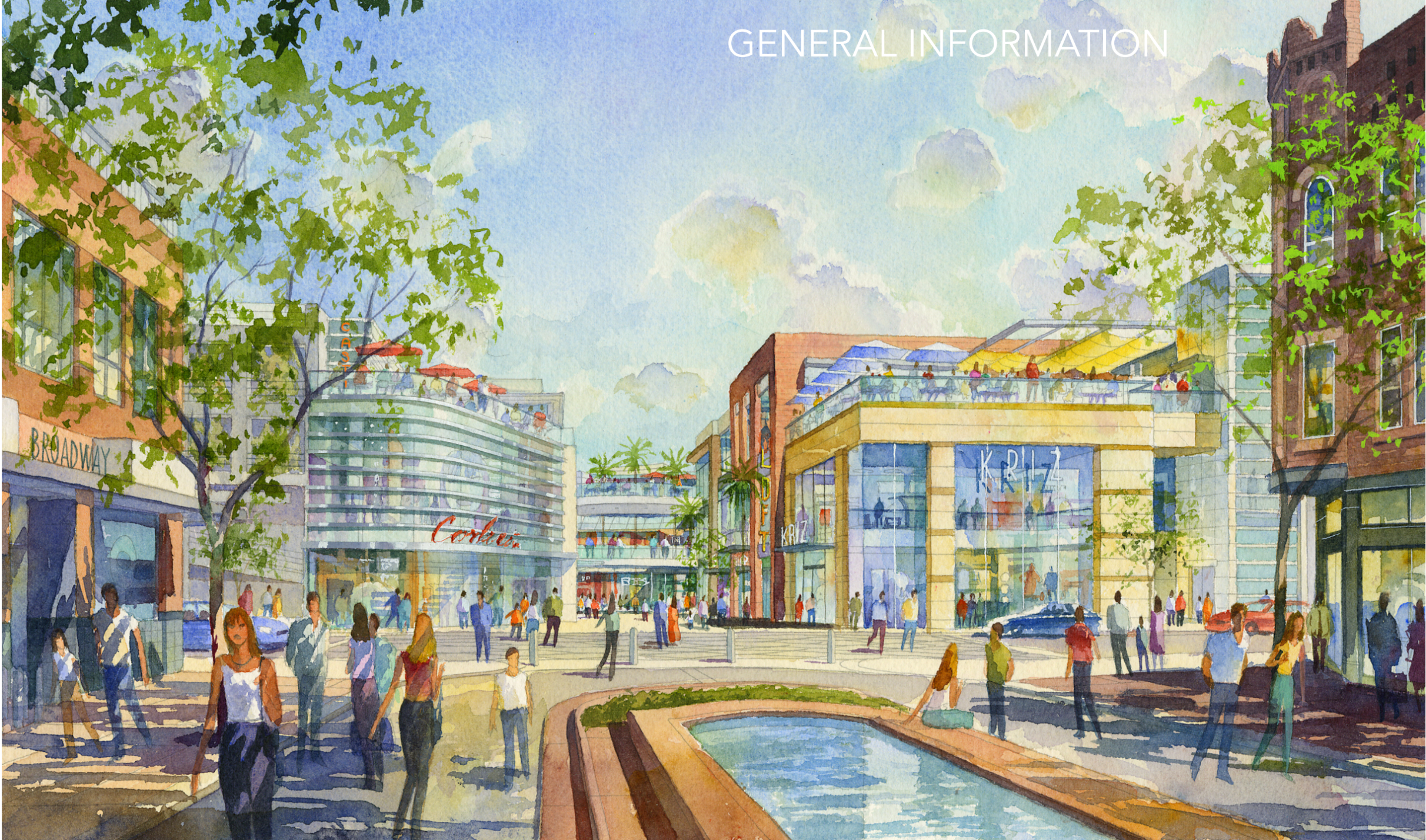




SANTA MONICA *place*



conceptual rendering



SANTA MONICA

place



SANTA MONICA *place*

PROJECT DESCRIPTION

Santa Monica Place is an open-air city streetscape, complete with vibrant dining, shopping, and gathering spaces that fit within the urban fabric of downtown Santa Monica.

Reflecting the modern sensibility of Santa Monica residents, the design brings a fresh architectural language to the property. Open-air walkways, sun-filled spaces, spacious public gathering spaces and even a third-level, rooftop public dining deck make the most of the unparalleled light, ocean breezes and views. A series of offset, elliptical shapes offer distinctive visual appeal and maximize sunshine and light throughout the property.

At the heart of the project, on the main level, is an open plaza – free of clutter – which provides a truly post-modern gathering space in sync with this cutting edge, creative community. Inspired by open plazas in Italy and elsewhere, this unique space is the confluence of four distinct entrances to the property. In terms of design, each of the four blocks of the project, though unified, subtly reflect neighboring parts of the city, from more organic shapes that face west to the beach to eclectic facades that welcome a natural link with Third Street Promenade to the north.

Our design will be an icon, yet it will connect to and fit into Santa Monica's established and admired surroundings.

The Macerich Company has created Santa Monica Place to reflect the interests of this unique community, as well as to provide a dynamic retail environment that makes the most of its urban, beach-side setting.

Few shopping centers in the country can boast the "center of the action" location enjoyed by Santa Monica Place. This modern facility is a lush, high-energy project that is embraced by retailers, and, most importantly, by this eclectic, affluent and discerning California community.



Palm Plaza concept view



TENANT CRITERIA PURPOSE

The retail environment is primarily influenced by two factors: 1) Overall setting (common areas); and 2) Individual components (Tenant storefronts). Both affect the perception of Santa Monica Place as a prime retail establishment.

Generally, storefront design styles are the provenance of the Tenant. The Landlord provides input towards the full development of the design concept, promotes compatibility with adjacent Tenants and common areas, and insures compliance with design criteria.

Criteria applicable to specific areas in the Center specify certain requirements such as the extent of vertical and horizontal projections, the use of three-dimensional form, and proper material use. These criteria are intended to provide a basis for all storefronts to present merchandise in an exciting, promotional fashion.

All areas exposed to public view are subject to a thorough design review and approval process by the Landlord. Tenants must address storefront and interior design, materials, colors, signage, and lighting. Additionally, specific architectural criteria, applicable to various locations in the Center, must be met.

These criteria act as a guide for the design of all work by Tenants in conjunction with the provisions of the Tenant's lease with the Landlord. Furthermore, these criteria are subject to revision by the Landlord and the Landlord's interpretation of these criteria is final and governing. All tenants should refer to the Technical Criteria for electrical, mechanical, plumbing and life safety information.

Tenants are encouraged to express their own unique design statement within the parameters of the design criteria as outlined in this manual. The design criteria calls for a three-dimensional storefront that emphasize creative and dynamic forms and designs which are carried into the store sales area and are expressive of the merchandise sold. Storefront elements shall de-emphasize linear or boxy forms by the use of recesses, angles, curves, gables and material changes in both vertical and horizontal views.

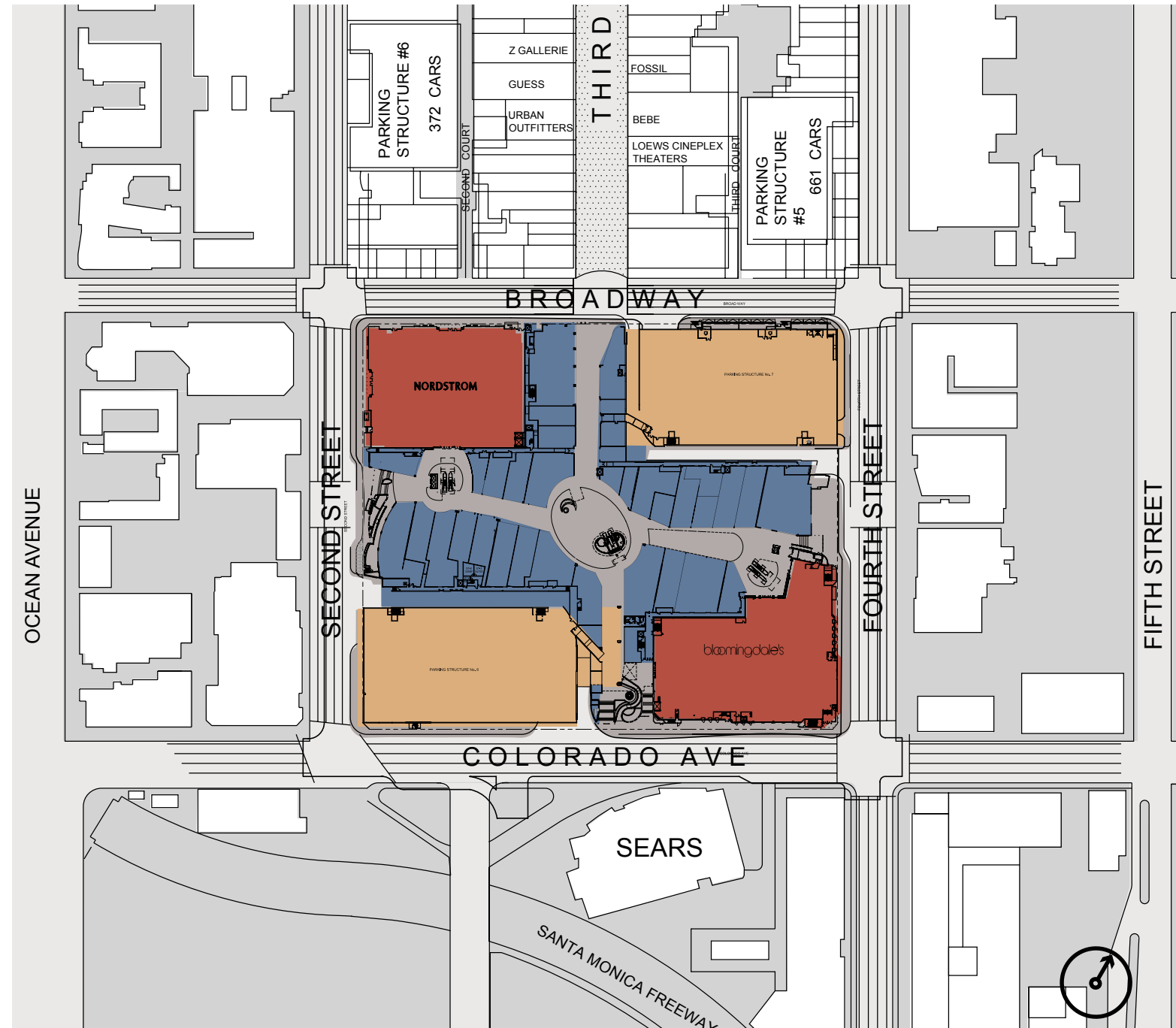
National and regional "standard" storefront concepts are respected to the extent that they meet the design criteria. We want this to be your flagship store. However, tenants should be aware that some concept modifications might be necessary to comply with the Santa Monica Place criteria. The same is true for proposed designs that are overly similar to a neighboring tenant's storefront design. We wish to make the Center as diverse and interesting as possible and enable each tenant's design to make a singular statement.



SANTA MONICA

place

AREA MAP



Santa Monica Place
395 Santa Monica Place
Santa Monica, CA 90401
(310) 394-5451 Phone
(310) 451-9939 Fax

Santa Monica Place Hours
Monday - Saturday: 10:00 AM to 9:00 PM
Sunday: 11:00 AM to 6:00 PM
Holiday: 10:00AM to 11:00 PM



SANTA MONICA PLACE



LEVEL 1

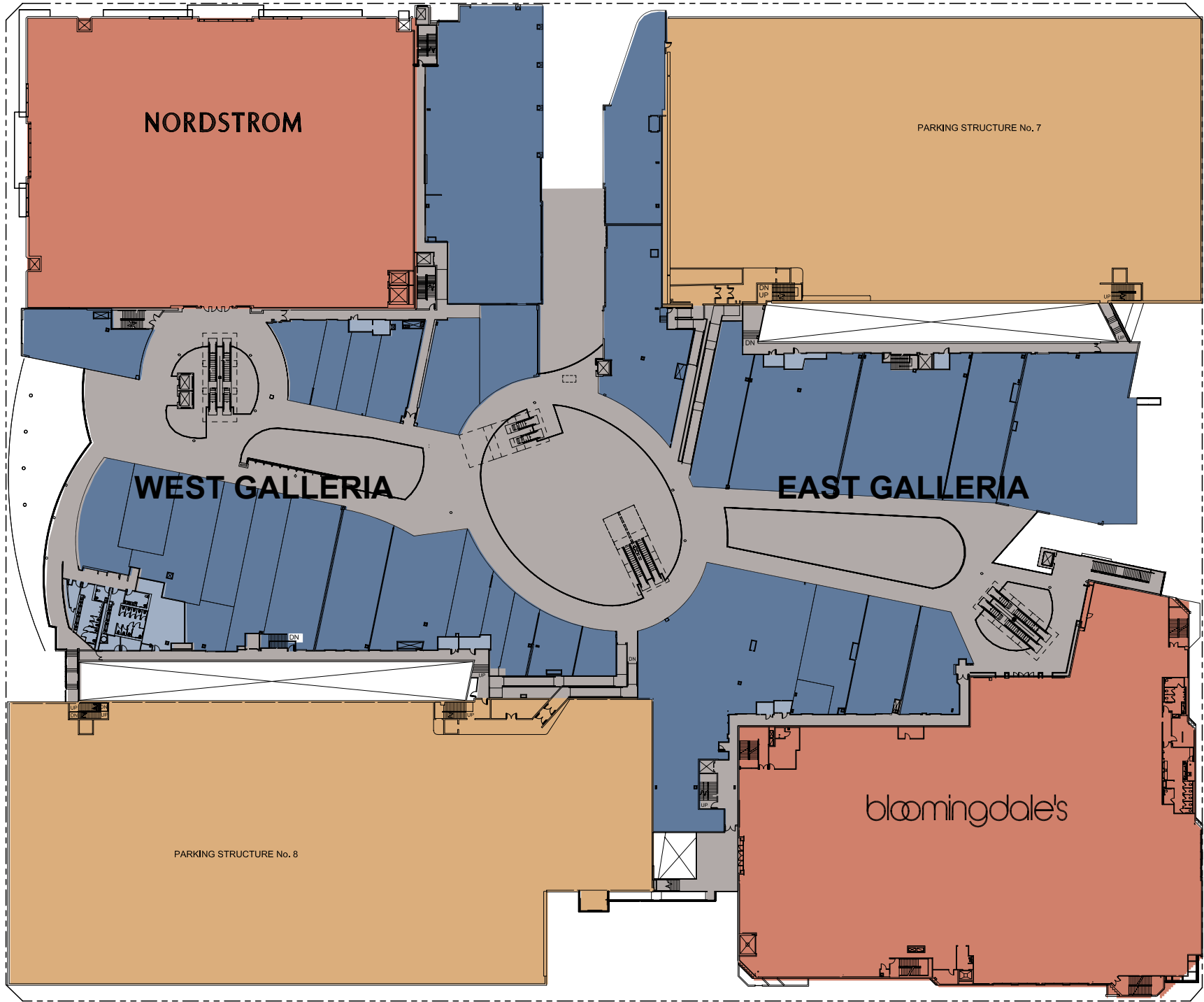
KEY

- TENANT SPACE
- ADMINISTRATIVE SPACE
- ANCHOR RETAIL
- PARKING
- FOOD COURT AREA
- COMMON AREA

CENTER PLAN



SANTA MONICA PLACE

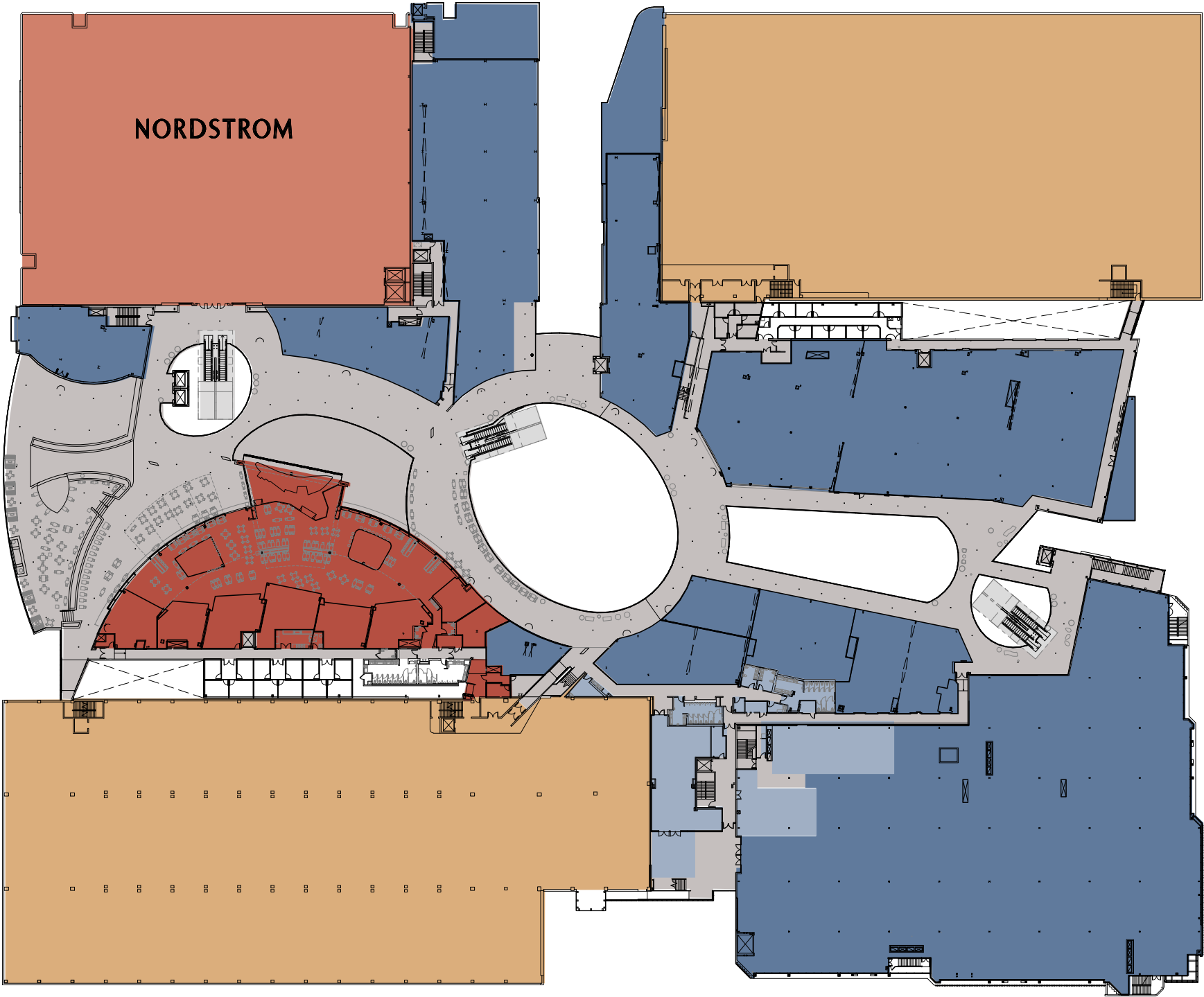


LEVEL 2

KEY

- TENANT SPACE
- ADMINISTRATIVE SPACE
- ANCHOR RETAIL
- PARKING
- FOOD COURT AREA
- COMMON AREA

CENTER PLAN



LEVEL 3

KEY

- TENANT SPACE
- ADMINISTRATIVE SPACE
- ANCHOR RETAIL
- PARKING
- FOOD COURT AREA
- COMMON AREA

CENTER PLAN





SANTA MONICA *place*



Center Court - 3rd level



Fourth Street Entry



Dining Deck



Broadway Entry

CENTER VIEWS
actual conditions



SANTA MONICA

place

CONTACT DIRECTORY

Landlord/Owner:

The Macerich Company
401 Wilshire Blvd., Suite 700
Santa Monica, CA 90401
(310) 394-6000 Phone

Tenant Coordinator:

Aaron Pratt
Assistant Vice President,
Tenant Coordination
Macerich
11411 North Tatum Blvd
Phoenix, AZ 85028
(602) 953-6750 Phone
(602) 953-6449 Fax
aaron.pratt@macerich.com

Health Department:

Denise Noborio
LA Health Department Inspector
5050 Commerce Drive
Baldwin Park, CA 91706
(626) 430-5561

CITY OF SANTA MONICA:

1685 Main Street
Santa Monica, CA 90401
Building and Safety:
City Hall, Room 111
(310) 458-8355 Phone
Business Licensing:
Business License Office, Room 103
(310) 458-8745 Phone
(310) 451-3283 Fax
Architectural Review Board:
Department of Planning &
Community Development, Room 212
(310) 458-8341 Phone
(310) 458-3380 Fax

Fire Marshal:

Public Safety Facility
333 Olympic Drive
Santa Monica, CA 90401
(310) 458-8915 Phone
(310) 395-7165 Fax

Liquor Licensing:

Alcoholic Beverage Control Board
1 Manchester Blvd.
P.O. Box 6500
Englewood, CA 90306
(310) 412-6311 Phone
(310) 673-4082 Fax

Local Utility Agencies:

ELECTRIC/CABLE
Southern California Edison
P.O. Box 6400
Rancho Cucamonga, CA 91729
(800) 990-7788 Phone
www.sce.com

GAS
The Gas Company
P.O. Box C
Monterey Park, CA 91756
(800) 427-2000 Phone

WATER
City of Santa Monica Water Division
1212 5th Street, 3rd Floor
Santa Monica, CA 90401
(310) 458-8224 Phone
(310) 656-9175 Fax

REFUSE
City of Santa Monica
Solid Waste Management Division
2500 Michigan Avenue
Santa Monica, CA 90404
(310) 458-2223 Phone
(310) 264-7750 Fax

SEWER
Water & Waste
2500 Michigan Avenue
Santa Monica, CA
(310) 458-8531 Phone

Engineers:**STRUCTURAL ENGINEER**

Thang Le
Englekirk Partners
2116 Arlington Avenue
Los Angeles, CA 90018-1398
(323) 733-6673 Phone

MECHANICAL & PLUMBING ENGINEER

Mark Alcalde
The Sullivan Partnership, Inc.
529 Hahn Avenue, Suite 201
Glendale, CA 91203
(818) 240-6873 Phone

ELECTRICAL ENGINEER

Alex Nikolakopoulos
Nikolakopoulos & Associates
2780 Skypark Drive, Suite 280
Torrance, CA 90505
(310) 530-7277 Phone

Architects:**ARCHITECT OF RECORD**

John Hampton
Omniplan Incorporated
1845 Woodall Rodgers Fwy.
Dallas, TX 75201
(214) 826-7080 Phone



SANTA MONICA *place*

REQUIRED CONTRACTORS

Landlord reserves the right to require the Tenant to use certain contractors for specific types of construction including fire sprinklers, fire alarm, electrical, roofing, dumpster service and certified air balance reports. This list will vary and be updated from time to time. Tenant to confirm final list of required contractors prior to soliciting estimates from prospective general contractors.

1. Fire Alarm:
Simplex Grinnell
(562) 405-3800

2. Roofing:
Rob Males or Rafael Rodriguez
Anning-Johnson Company
(626) 369-7131

3. Power & Water Sub-Meter:
Installation & Certification
David Chen
Accurate Metering Products and Services
5773 Venice Blvd.
Los Angeles, CA 90019
(323) 933-9443 x 136 Phone
(323) 933-9498 Fax
(626) 409-8720 Mobile
Email: d.chen@accuratemetering.com

4. VOICE / DATA SERVICE - required contractor
Rob Norton
Granite Services
(781) 884-5545
norton@granitenet.com
Please refer to the Technical Criteria Manual, Page t2 for Communications Services information.

5. BARRICADE and BARRICADE GRAPHICS
Centerstage Barricades & Graphics
Contact: Veronica Sparrow
(772) 480-0705
vsparrow@cspdisplay.com

CITY CONSTRUCTION REQUIREMENTS

Tenant's contractors must meet City of Santa Monica code requirements, including (but not limited to):

1. All Tenants are required to recycle at least 60% of construction waste, per Santa Monica Municipal Code, ch. 7.60

2. City of Santa Monica restricts construction work to the following hours:

8 a.m. to 6 p.m., Monday - Friday,
9 a.m. to 5 p.m. Saturday.

No construction is allowed on Sunday or on any of the following legal holidays: New Year's Day, Memorial Day, Independence Day, Labor Day, Veterans Day, Thanksgiving Day and Christmas Day.



DINING TERRACE
conceptual rendering



BUILDING TYPE

Three level regional shopping center of approximately 556,933 square feet of gross leasable area.

Classification: Type II - B

Occupancy Type:
Mall Area Group M
Food Court: Group A-2.1

BUILDING CODE

The following is a general reference list of applicable codes. It is the sole responsibility of the tenant's architect, engineer(s) and contractor(s) to comply with all applicable federal, state, local codes and ordinances for their occupancy type.

Applicable Codes:
2007 California Building Code
2007 California Mechanical Code
2007 California Plumbing Code
2007 California Electrical Code
2007 California Fire Code
2007 Building Energy Efficiency Standards
City of Santa Monica Municipal Code

All contractors and vendors who are to work on this site will be required to follow the work-hour restrictions as dictated by the City of Santa Monica. All Tenant's are encouraged to understand such restrictions in scheduling the construction and completion of the TI projects."

Note: Prior to the commencement of construction, building and other permits shall be obtained by Tenant and posted in a prominent place within the premises. All Tenant improvements must comply with governing building codes in effect at the time the application for the building permit is submitted. The Tenant is required to determine the jurisdiction and comply with all applicable code requirements. The Tenant shall secure their own building permits. All Tenants involved in food sales or service shall submit plans for review and approval by the local health department.

ARCHITECTURAL REVIEW BOARD

Certain areas within Santa Monica Place may require review by the Architectural Review Board of the City of Santa Monica. See plans on pages 21-23 for designated areas that require ARB review.

Mission
The Architectural Review Board acts to preserve existing areas of natural beauty, cultural importance and assure that buildings, structures, signs or other developments are in good taste, good design, harmonious with surrounding developments, and in general contribute to the preservation of Santa Monica's reputation as a place of beauty, spaciousness and quality.

For further information and procedures related to approval by the ARB reference the Contact Directory of this manual or go to <http://www.smgov.net/planning/planningcomm/archreviewboard.html>

PERMIT EXPEDITORS

Mary Beth Ryan
Permit Resources, Inc.
22941 Triton Way, Suite# 243
Laguna Hills, CA 92653
Office: 949.582.3735
Fax: 949.768.8436
Mobile: 949.374.4254
email: mary@permitresources.com
website: www.permitresources.com

Jake Webster
All American Permits
521 Judy Dr.
Redondo Beach, CA 90277
310.702.5967

Daren Laureano
President
Southern California Land Use
217 Palos Verdes Blvd., suite 123
Redondo Beach, California 90277
888.311.6740 ph, fax, vm (toll free)
daren@sclanduse.com
www.southerncalifornialanduse.com

Brian Longmore
Permit Solutions
Phone 858.603.9478
Fax 858.391.1674
www.permitsolutions.org

Michelle M. Cardiel
Westside Permits
1830 Lincoln Blvd, #105,
Santa Monica, CA 90404
cell 310.913.8711
fax 310.396.8833
michelle@westsidepermits.com



GLOSSARY

COMMON AREA

Any and all areas within the mall, which are not leasable to a Tenant including public areas, service corridors, etc.

DEMISING WALLS

Common wall between individual Tenant spaces. The wall shall extend from the floor slab to the underside of the roof deck. The demising walls are to maintain a one (1) or two (2) hour fire rating dependent upon the Tenant use and the governing codes.

DESIGN CONTROL AREA "DCA" / DISPLAY AREA

The "DCA" (Design Control Area) is all areas within the neutral frame and lease lines, and areas designated for Tenant's storefront and sign locations. The "DCA" (Design Control Area) is measured from the leaseline or pop out / projected storefront, to a specific distance BEYOND the innermost point of closure "POC" of the premises, and extends the full width and height of the Tenant's premises. The Tenant is responsible for the design, construction and all costs for work within the DCA. This area has been defined more explicitly in the Architectural Design portion of the Tenant Criteria.

HAZARDOUS MATERIALS

Any substance that by virtue of its composition or capabilities, is likely to be harmful, injurious, or lethal. For example: asbestos, flammables, PCB's, radioactive materials, paints, cleaning supplies, etc.

LEASE LINE

Line establishing the limit of the leasable space. The Premises with all the Floor Area (GLA) provided in the Lease, including the pop out zone. Dimensions of the tenant Premises are determined in the following manner:

- A. Between Tenants: center line of demising wall.
- B. At exterior wall: to outside face of exterior wall.
- C. At corridor(s), stairwells, etc.: to corridor or stairwell side of wall.
- D. At service or equipment rooms: to service or equipment room side of wall.
- E. Neutral pier(s) are NOT subtracted from floor area.
- F. No deduction to the GLA shall be made for any ducts, shafts, conduits, columns or the like within the lease space unless such items exceed one percent (1%) of the GLA in which case the premises shall be subject to a re-measure at the Tenant's sole cost.

LEASE OUTLINE DIAGRAM "LOD"

At the Landlord's sole discretion, a Lease Outline Diagram (LOD) may be provided. The LOD shall show the legal extent of the Tenant Premises as defined the Tenant Lease and shall include the "Popout" Zone areas noted in these criteria. The Landlord makes no warranty as to the accuracy of anything shown or represented on the LOD and such information whether shown or not is the responsibility of the Tenant to field verify.

NEUTRAL PIERS / NEUTRAL STRIP

A uniform frame separating the Tenants' storefront, which may or may not be provided by the Landlord.

POINT OF CLOSURE "POC"

A real or imaginary demarcation such as the center line of the Glass or any Entry Door(s) in their fully closed position.

RECESSED STOREFRONT

Any portion of the storefront located behind the lease line, the area between the lease line, the point of closure (POC) and the storefront shall be considered part of the design control area.

SERVICE CORRIDORS

A part of the common area used primarily for deliveries, employee entrance, and fire exits for the Tenant space and generally not used by the public.



CONDITION OF PREMISES

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, and
3. Tenant is leasing the Premises without any representations or warranties, express, implied or statutory by Landlord, or 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.

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:

- A. Engaging the services of a licensed architect ("Tenant's Architect") to prepare the Preliminary Documents, Construction Documents and the As-Built Documents.
- B. Preparation of originals and copies of the Preliminary Documents, Construction Documents and As-Built Documents.
- C. Fees for plan review by Landlord and local governmental authorities.
- D. 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.

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.