

BIA APPROVAL: 8/14/07
BLC APPROVAL: 10/31/07
EFFECTIVE: 10/31/07

BOSTON REDEVELOPMENT AUTHORITY
AMENDED AND RESTATED DEVELOPMENT PLAN
FOR
THE ONE FRANKLIN/FILENE'S REDEVELOPMENT
PLANNED DEVELOPMENT AREA NO. 72

426 Washington Street

426 Washington Street Owner LLC

August 14, 2007

Development Plan: On November 16, 2006, the Boston Redevelopment Authority (the "BRA") approved a Development Plan for the One Franklin/Filene's Redevelopment, Planned Development Area No. 72 (the "**Original Development Plan**") concerning the proposed development of the site located at 426 Washington Street (the "**Project**"), pursuant to Section 3-1A of the Boston Zoning Code (the "**Code**"). The Original Development Plan was approved by the Boston Zoning Commission on December 6, 2006. The Original Development Plan expressly contemplated the applicant filing an amendment thereto once the design of the Project had been further developed and once the review process, including review by the Boston Landmarks Commission (the "**BLC**") and Large Project Review under Section 80B of the Code, neared completion. The Project has been the subject of a comprehensive and collaborative review process and, as a result, the design for the Project has been refined to reflect a variety of concerns. Accordingly, the Original Development Plan is hereby revoked and this Amended and Restated Development Plan (the "**Development Plan**") is approved in place thereof.

In accordance with Sections 3-1A, 38-10 through 38-17 and 80C of the Code, this Development Plan sets forth information on the proposed development of the Project, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan represents a stage in the planning process for the development of the Project, which, as set forth above, is undergoing review under Section 80B of the Code. A Project Notification Form ("**PNF**") for the Project was filed with the BRA on November 14, 2006 and a comprehensive Draft Project Impact Report ("**DPIR**") for the Project was filed with the BRA on April 27, 2007. On March 30, 2007, the BLC issued a Certificate of Design Approval with Provisos for the Project ("**Certificate of Design Approval**"), a copy of which is attached hereto as **Exhibit A**. Based upon that process and approval of this Development Plan, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of 6 pages of text and Exhibits A, B, B-1, C and D. All references to this Development Plan contained herein shall pertain only to such 6 pages and Exhibits A, B, B-1, C and D. Exhibits A through D are subject to final design, environmental and other development review by the BRA and by other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set

forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

In accordance with Section 80C-9 of the Code, consistency of the Project with the Development Plan constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in this Development Plan, subject to the provisions of Section 38-11 of the Code.

Developer: 426 Washington Street Owner LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). The Developer is a joint venture created by Vornado Realty Trust, 888 Seventh Avenue, New York, NY 10019 and Gale International, LLC, One Post Office Square, Suite 3150, Boston, MA 02109.

Proposed Location: The Project will be located at the site of the former Filene’s Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of downtown Boston (the “**Project Area**”). The Project Area is located in the Midtown Cultural District and the Restricted Parking District and consists of approximately 89,070 square feet of land area as shown on Exhibit B. A legal description of the Project Area is attached hereto as Exhibit B-1.

Appearance and Proposed Dimensions of Structures and Proposed Density. The Project will include the preservation of and renovations to the existing eight-(8) story Filene’s building at the corner of Washington and Summer Streets (the “**Filene’s Building**”), preservation of the street facades and a portion of the building volume and mass of the eight-(8) story Jones McDuffee and Stratton building at the corner of Hawley and Franklin Streets (the “**1905 Building**”) and the development of a new tower containing up to thirty-nine (39) stories for mixed use (the “**Tower**”). The Tower will be a maximum of thirty-nine (39) stories tall with a height not to exceed four hundred and ninety-five (495’) feet. The massing of the Tower will be broken up, with the slimming of elements of the structure as the tower gets higher. The base through the 8th floor of the structure will contain approximately 60,000 square feet of area per floor. Floors 9 through 25 will be comprised of two separate elements – the tower element, containing floor plates of approximately 13,550 square feet of gross floor area, and the cantilevered office block element, containing floor plates of approximately 18,010 square feet of gross floor area. Finally, the signature tower of the structure will rise from the 26th through the 39th floors and will contain floor plates of approximately 16,000 square feet of gross floor area. A dramatic atrium will be inserted into the existing structural grid of the Filene’s building, beginning on the 5th floor and continuing through the 8th floor, topped by the reintroduction of a skylight on the roof of the building. The floor plates of the separate elements of the Project comply with the provisions of Section 38-19.4(b) of the Code. The Project will contain no more than 1,250,000 square feet of gross floor area and the floor area ratio (“**FAR**”) of the Project in the Project Area will not exceed 14.0. In accordance with Section 38-19.4(a) of the Code, the sky plane setbacks of the Project will comply with the Certificate of Design Approval. Conceptual plans, renderings and elevations of the Project are attached hereto as Exhibit C.

As currently designed, the Project is consistent with all dimensional requirements applicable to the Project Area, except Section 38-16.1 of the Code which provides that each proposed project shall be arranged and designed in a way to assure it does not cast any net new shadow for more than two hours from 8:00 a.m. through 2:30 p.m., on any day from March 21 through October 21, in any calendar year, on any single Shadow Impact Area, as defined in the

Code. The Project has been designed to avoid casting net new shadow for more than two hours on Shadow Impact Areas and has been developed in a way that manages to cast net new shadow for more than two hours on only two small portions of the Shadow Impact Areas depicted in the Code during limited portions of the year: (i) small portions of Shopper's Park and adjacent portions of Franklin Street and Washington Street; and (ii) a portion of the sidewalk in front of 350 Washington Street. In order to mitigate these shadow impacts, the Developer has agreed to undertake various measures to improve the urban landscape, including renovating Shopper's Park and MBTA facilities as described below and improving certain public ways in the vicinity of the Project by installing new sidewalks along portions of Franklin and Hawley Streets abutting the Project and repairing existing sidewalks and curbs running along portions of Summer and Washington Streets abutting the Project, as further determined during design, environmental and other developmental review by the BRA.

The plans for the Project will be refined as review of the project continues, and the plans are subject to design, environmental and other development review by the BRA and other governmental agencies and authorities. The actual dimensions, density, floor area, FAR, sky plane setbacks, design, location, appearance and height of the Project shall be consistent with this Development Plan in order to be deemed to be in compliance with the Development Plan.

Proposed Uses of the Area. The Project will be used for retail, office, residential, hotel, health club and spa, underground parking and accessory uses, as defined in Article 2A of the Code. In addition, and in accordance with the Mayor's Inclusionary Development Policy (the "IDP"), the Project will include 10 on-site affordable housing units and the Developer shall separately provide a contribution to the City to assist the City with creating affordable housing units in the vicinity of the Project or elsewhere in the City, as required by the IDP. As currently envisioned, the Project will contain approximately 240,000 to 304,500 square feet of retail space, including the retention of Filene's Basement (pursuant to a lease between Filene's Basement and the Developer) and either a health club and spa or additional retail space; approximately 469,000 to 497,000 square feet of office space; approximately 231,500 to 250,000 square feet of condominium space with up to 166 market-rate units and 10 affordable units; and approximately 181,000 to 300,000 square feet of hotel space with up to 280 rooms and an approximately 125-seat restaurant. Because Filene's Basement will be a third-party tenant of the Project, the Developer cannot guarantee the occupancy by Filene's Basement in the Project for perpetuity. As currently designed, the Project uses would be allocated as set forth below under the heading "Program One." However, the Developer is currently exploring the feasibility of incorporating into the Project a retail department store which would result in an alternative allocation of uses as set forth below under the heading "Program Two." A schematic section showing the current plan for distribution of uses under Program One is attached hereto as Exhibit D. The distribution of floor area to the various uses under either Program One or Program Two may change as the Project is further refined and implemented in accordance with and subject to further design, environmental and other development review by the Authority. Without limiting the foregoing, the development of the Project under either Program One or Program Two shall be deemed in compliance with this Development Plan.

"Program One." Under this alternative, the Project would contain retail uses, including the retention of Filene's Basement in four (4) basement levels of the original Filene's building, additional retail on the first three (3) floors and either a health club or spa or additional retail space on the fourth floor; hotel use on floors five (5) through eight (8) of the Project (including such floors in the 1905 Building) as well as on floors one (1) and (2) of the 1905 Building; office

use on floors nine (9) through twenty-five (25); and market-rate residential units on floors twenty-six (26) through thirty-nine (39) and affordable residential units on floors three (3) and four (4) in the 1905 Building.

“Program Two.” Under this alternative, the Project would contain retail uses, including the retention of Filene’s Basement in four (4) basement levels of the original Filene’s building, additional retail, including a retail department store, on the first five (5) floors; a health club and spa, hotel or office uses on floor six (6); hotel or office uses on floors seven (7) through ten (10); office use on floors eleven (11) through twenty-five (25); and market-rate residential units on floors twenty-six (26) through thirty-nine (39) and affordable residential units on floors three (3) and four (4) in the 1905 Building. As part of the development of Program Two, the hotel use, and its associated atrium, may be eliminated from the Project and, if so, the entire 1905 Building would be dedicated to residential use.

Proposed Open Spaces and Landscaping. The Project will renovate Shopper’s Park by improving upon the character of this area as a public urban open space, providing an appropriate setting for the various Project uses that front onto the Park and upgrading access to the Orange Line station located below the Project, as further described below. As currently designed, improvements for Shopper’s Park include trees and seasonal plantings, movable seating and a variety of lighting strategies. The Developer shall be responsible for perpetually maintaining the Park and the proposed landscaping features and improvements to be constructed therein. The final design is subject to approval of the BRA’s urban design staff.

Proposed Traffic Circulation. Working with BRA staff and the Boston Transportation Department, the Developer has proposed allowing general purpose traffic on Franklin Street, west of Hawley Street through to Tremont Street. Currently, vehicular access is limited to commercial vehicles and taxi cabs. This change would allow general purpose traffic to utilize the proposed new drop-off curb adjacent to the site along Franklin Street. The access/egress ramp to the Project garage and loading dock facilities will be located on Hawley Street.

Proposed Parking and Loading Facilities. A maximum of two hundred and ninety-nine (299) parking spaces will be provided in a below-grade parking garage with access and egress from Hawley Street. Approximately 100 garage parking spaces will be available to residents of the Project and approximately 199 garage parking spaces will be available to employees, visitors, patrons and guests of the Project. All loading facilities will be located on Hawley Street. Approximately six (6) loading bays and four (4) trash bays located inside the building will be provided to serve the Project. In addition, the Developer will work with the City to develop an Operations and Management Plan pursuant to which delivery and trash removal restrictions during “rush hour” time periods will be enacted and a full-time loading dock manager will be required to oversee the operation of the loading facilities of the Project.

Access to Public Transportation and Improvements to MBTA Facilities. The Project is located adjacent to the Downtown Crossing station on the MBTA’s Red and Orange Lines, providing convenient access to the Project from most of Greater Boston. In addition, Green Line and Blue Line stations are located within walking distance from the Project. Several bus routes also serve the area. As part of the Project, the Developer intends to enter into a comprehensive agreement with the MBTA pursuant to which the Developer has proposed to: construct a contemporary glass-enclosed MBTA headhouse, including a new elevator, thereby increasing the accessibility of this vital transportation hub and providing the surrounding neighborhood with a

new signature MBTA station entrance; maintain the headhouse at the above-ground level as part of its maintenance responsibility for Shopper's Park; redesign the existing corner of Washington and Summer Streets to create a new retail location and to refurbish and enhance the existing Summer Street entrance to the station with higher ceilings and new lighting and signage; and convey to the MBTA certain retail and office spaces located within the concourse level of the station adjacent to the Project. Finally, the Developer shall continue to work with the Massachusetts Historical Commission ("MHC") and the MBTA to install in the vicinity of the Project educational panels concerning the history of the City and of the Downtown Crossing area.

Signage. The signage program for the Project shall be subject to design, environmental and other development review by the BRA, and any "Sign" approved as part of such review shall be deemed to be in compliance with the Development Plan.

Development Review Procedures. All design plans for the Project are subject to ongoing design and development review and approval by the BRA. Such review will be conducted in accordance with Large Project Review under Article 80B of the Code.

Development Impact Project Exaction. The Developer will enter into a Development Impact Project Agreement with the BRA under which the Developer will make a housing contribution grant and a jobs contribution grant totaling approximately \$8,075,000 in accordance with the provisions of Section 80B-7 of the Code and other applicable requirements. As required by Section 80B-7 of the Code, the housing contribution grant is approximately \$6,725,000 based upon a payment of \$7.87 per square foot of gross floor area of the Project in excess of 100,000 square feet that is occupied by a Development Impact Use, and the jobs contribution grant is approximately \$1,350,000 based upon a payment of \$1.57 per square foot of gross floor area of the Project in excess of 100,000 square feet that is occupied by a Development Impact Use.

Urban and Public Benefits. The Project will revitalize a critical block in downtown Boston by preserving and rehabilitating two historic buildings and providing a new iconic tower in the heart of the City. It will energize and enliven the area as a destination for Bostonians and visitors alike. Among its many benefits, the Project will preserve and renovate both the Filene's Building and the 1905 Building for significant and creative adaptive reuse – a commitment that involves the retention of nearly 400,000 square feet of space making it the largest historic preservation project in the history of downtown Boston. The Project will also retain the historic Filene's Basement in its original location; create significant new and active retail space, including a possible supermarket to serve the growing downtown residential neighborhood; create vibrant and active 24/7 uses in a critical corner of Downtown Crossing, leading to rejuvenation of one of Boston's main streets; provide additional housing in the burgeoning downtown neighborhood; provide 10 on-site affordable housing units, in accordance with the IDP, and make a contribution to the City to assist the City with producing much-needed off-site affordable housing units; provide a luxury hotel to serve the downtown market in the historic 1905 Building and elsewhere in the Project, including a street-level lounge, restaurant and dramatic atrium; and renovate and improve Shoppers Park, located adjacent to the Project. In addition, the Developer will continue to play an active role in the City's rebranding initiative for the Downtown Crossing neighborhood and, in collaboration with the MHC and the Old South Meeting House, the Developer will design and participate in innovative programs highlighting the history of the City and the Project Area. When fully operational, the Project will also produce approximately \$9,000,000 annually in real estate taxes for the City of Boston and an

estimated \$2,000,000 annually in the room occupancy excise, of which over approximately \$1,000,000 will go to the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 2,500 construction jobs and 3,000 permanent jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.

Exhibit A

CERTIFICATE OF DESIGN APPROVAL

[Exhibit follows this page]



Boston Landmarks Commission

City of Boston
The Environment
Department

Boston City Hall/Room 805
Boston, Massachusetts 02201
617/635-3850

Susan Pranger, Chair
Thomas Herman, Vice-Chair
John Amodeo
David Berarducci
Dana Brown
Cyrus Field
John Freeman
Thomas Green
Pamela Hawkes
William Marchione
Jeffrey Pond
Ellen Lipsey, Exec. Director

March 30, 2007

426 Washington Street Owner LLC
c/o John Hynes, Gale International and Vornado Realty Trust
One Post Office Square, Suite 3150
Boston, MA 02109

CERTIFICATE OF DESIGN APPROVAL WITH PROVISOS

Re: Application #07.472(113.07.01)
Redevelopment of the Filene's Department Store Complex
426 Washington Street

Dear Mr. Hynes:

At the hearing held in Boston City Hall on March 27, 2007, the Boston Landmarks Commission reviewed your application for the redevelopment of the Filene's Department Store complex bounded by Summer, Washington, Franklin and Hawley streets. The Commission based its review on the conceptual plans that were submitted with the application on November 14, 2006 and updated material submitted on March 13, 2007 to BLC Staff and BLC Design Review Committee. It is the understanding of the Commission that the project will include:

- Preserving the exterior of the 1912 Filene's Building and renovating the interior for mixed use including retail use, a hotel and office space.
- Preserving the exterior of the 1905 Jones, McDuffee and Stratton Building and renovating the interior for a hotel and residential.
- Constructing a new, mixed-use 38-story building including the same uses as the 1912 building plus residential condominiums on the upper floors, to be built over the 1905 building; cantilevered over a portion of the 1912 building; and to occupy land currently occupied by the 1951 and 1973 additions to Filene's, which will be demolished.

The work as detailed in your application submitted to the Commission is hereby approved with the following proviso:

1. More detailed information on the restoration details for existing buildings, storefront, awning and signage design, building materials for the new construction, and a lighting plan shall be brought to the Design Review Committee and to the full Commission for Continuing Design Review and approval.

This determination is based solely upon the information submitted to the staff with the application. If statutory reviews by other authorities conflict with this decision, those actions may affect the status of this certificate. This certificate is valid for two years from the date of issue. The applicant is required to notify the Commission of any changes to this proposal, and failure to do so may affect the status of this certificate.



Boston Landmarks Commission

City of Boston
The Environment
Department

Boston City Hall/Room 805
Boston, Massachusetts 02201
617/635-3850

Susan Pranger, Chair
Thomas Herman, Vice-Chair
John Amodeo
David Berarducci
Dana Brown
Cyrus Field
John Freeman
Thomas Green
Pamela Hawkes
William Marchione
Jeffrey Pond
Ellen Lipsey, Exec. Director

CERTIFICATE OF DESIGN APPROVAL WITH PROVISOS

Application #07.472(113.07.01)Redevelopment of the Filene's Department Store
Complex, 426 Washington Street

March 30, 2007

Page 2

The Commission reserves the right to require remedial action to bring work into compliance with Commission standards if any work occurring without a Certificate of Design Approval results in significant change to the appearance of the building. The Commission may also require remediation if work does not meet the noted specifications of a Certificate of Design Approval, or is not in compliance with the building standards and criteria of Commission policy.

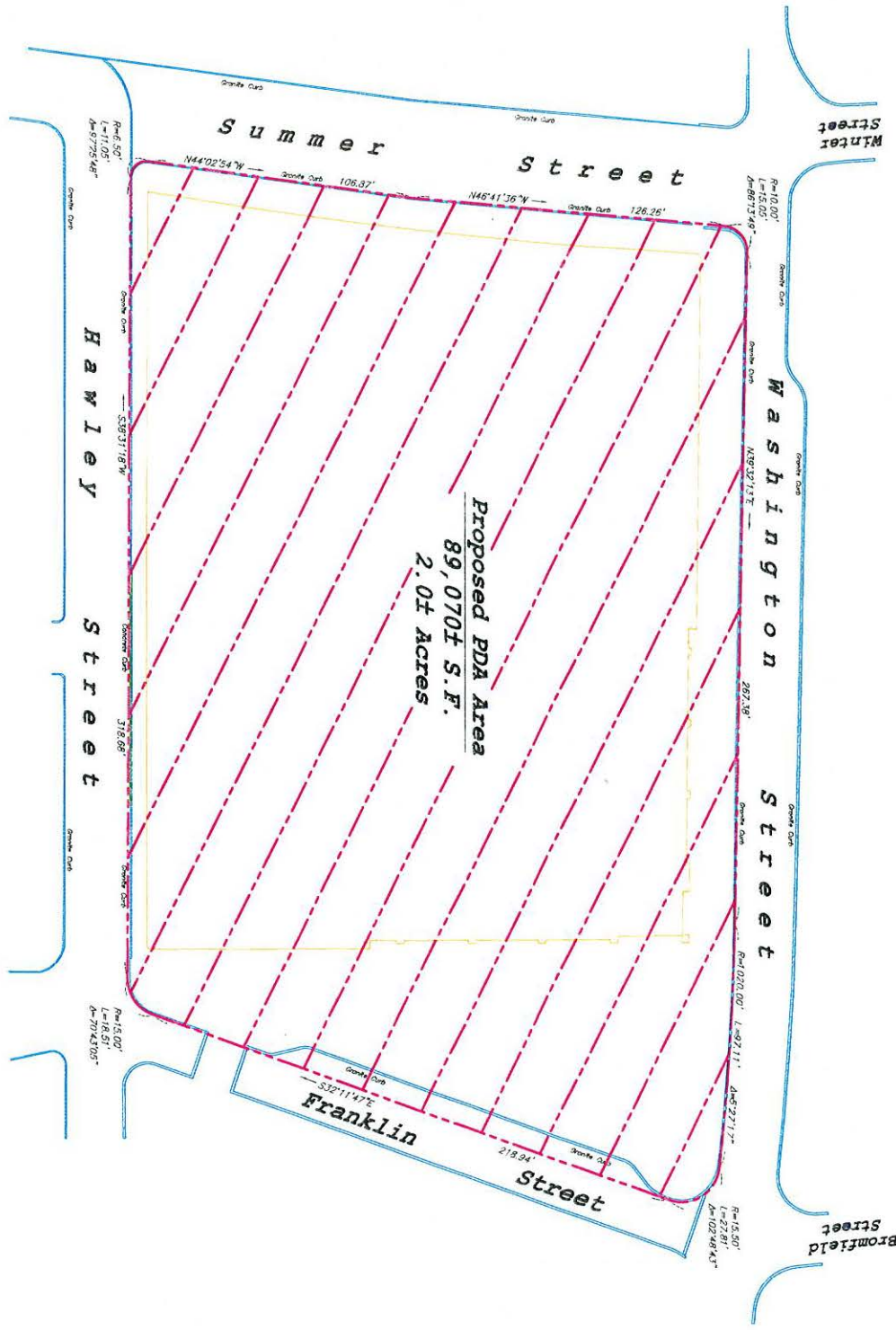
Photographs of the completed project should be submitted to the Commission office to confirm compliance with the terms of this certificate.

Please bring a copy of this certificate with you when filing for permits from the Inspectional Services Department at 1010 Massachusetts Avenue, Boston. Feel free to contact the Commission staff at (617) 635-3850 if you have questions regarding this decision. Thank you for your cooperation.

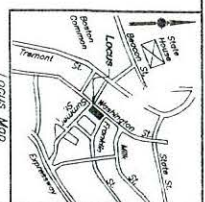
Sincerely,

Gary L. Russell
Staff Architect
Boston Landmarks Commission

cc: David Carlson, Boston Redevelopment Authority
Brona Simon, Massachusetts Historical Commission
David Manfredi, Elkus Manfredi Architects
Doug Kelleher, Epsilon Associates



- Notes**
- 1.) THIS PLAN WAS PREPARED TO DELINEATE A PROPOSED PLANNED DEVELOPMENT AREA.
 - 2.) PARCEL LOTS WITHIN ZONING DISTRICT MAP/OWN. CITY/TOWN DISTRICT AND RESTRICTED PARKING (OVERLAY) DISTRICT.
 - 3.) ASSUMES BOUNDARIES WITH 3. MAP. 1001 BLACK 281 1005 1003 THROUGH 1009.



Plan of Land for Proposed Planned Development Area, "Filene's Block" in Boston, Massachusetts

Prepared For: **Vornado Realty Trust & Gale International, LLC**
 (State owned)
 Date: **November 10, 2008**

SCOTFIELD BROTHERS OF NEW ENGLAND, INC.
 ENGINEERING, SURVEYING, & PLANNING
 1071 WASHINGTON ROAD
 FRANKLIN, MASSACHUSETTS 01701
 Telephone: (508) 879-1797
 Email: mail@scotfield.com

Sheet No. 1 of 1 Project No. 22950
 COPYRIGHT 2008 BY SCOTFIELD BROTHERS OF NEW ENGLAND, INC.

22950

22950

Exhibit B-1

LEGAL DESCRIPTION OF THE PROJECT AREA

A certain parcel of land situated in Boston Massachusetts, Suffolk County and being shown on a plan by Schofield Brothers of New England, Inc., entitled "Plan of Land for Proposed Planned Development Area, "Filene's Block" in Boston, Massachusetts, Suffolk County, Prepared for Vornado Realty Trust & Gale International, LLC, scale 1"=20', dated November 10, 2006", bounded and described as follows:

Beginning at the easterly corner of the parcel to be described near the northwesterly intersection of Hawley and Franklin Streets, said point being the face of a granite curb,

THENCE: S 38-31-18 W, three hundred eighteen and sixty-eight hundredths feet (318.68') along the face of a granite curb, within said Hawley Street to a point within said Summer Street,

THENCE: Along a curve to the right, having a radius of six and fifty hundredths feet (6.50') with an arc length of eleven and five hundredths feet (11.05') along the face of a granite curb, within said Summer Street to a point,

THENCE: N 44-02-54 W, one hundred six and eighty-seven hundredths feet (106.87) along the face of a granite curb, within said Summer Street to a point,

THENCE: N 46-41-36 W, one hundred twenty-six and twenty-six hundredths feet (126.26') along the face of a granite curb, within said Summer Street to a point within said Washington Street,

THENCE: Along a curve to the right, having a radius of ten and no hundredths feet (10.00') with an arc length of fifteen and five hundredths feet (15.05') along the face of a granite curb, within said Washington Street to a point,

THENCE: N 39-32-13 E, two hundred sixty-seven and thirty-eight hundredths feet (267.38') along the face of a granite curb, within said Washington Street to a point,

THENCE: Along a curve to the right, having a radius of one thousand twenty and no hundredths feet (1,020.00') with an arc length of ninety-seven and eleven hundredths feet (97.11') along the face of a granite curb, within said Washington Street to a point,

THENCE: Along a curve to the right, having a radius of fifteen and fifty hundredths feet (15.50') with an arc length of twenty-seven and eighty-one hundredths feet (27.81') along the face of a granite curb, within said Washington Street to a point within Franklin Street,

THENCE: S 32-11-47 E, two hundred eighteen and ninety-four hundredths feet (218.94') partially along the face of a granite curb, within said Franklin Street to a point,

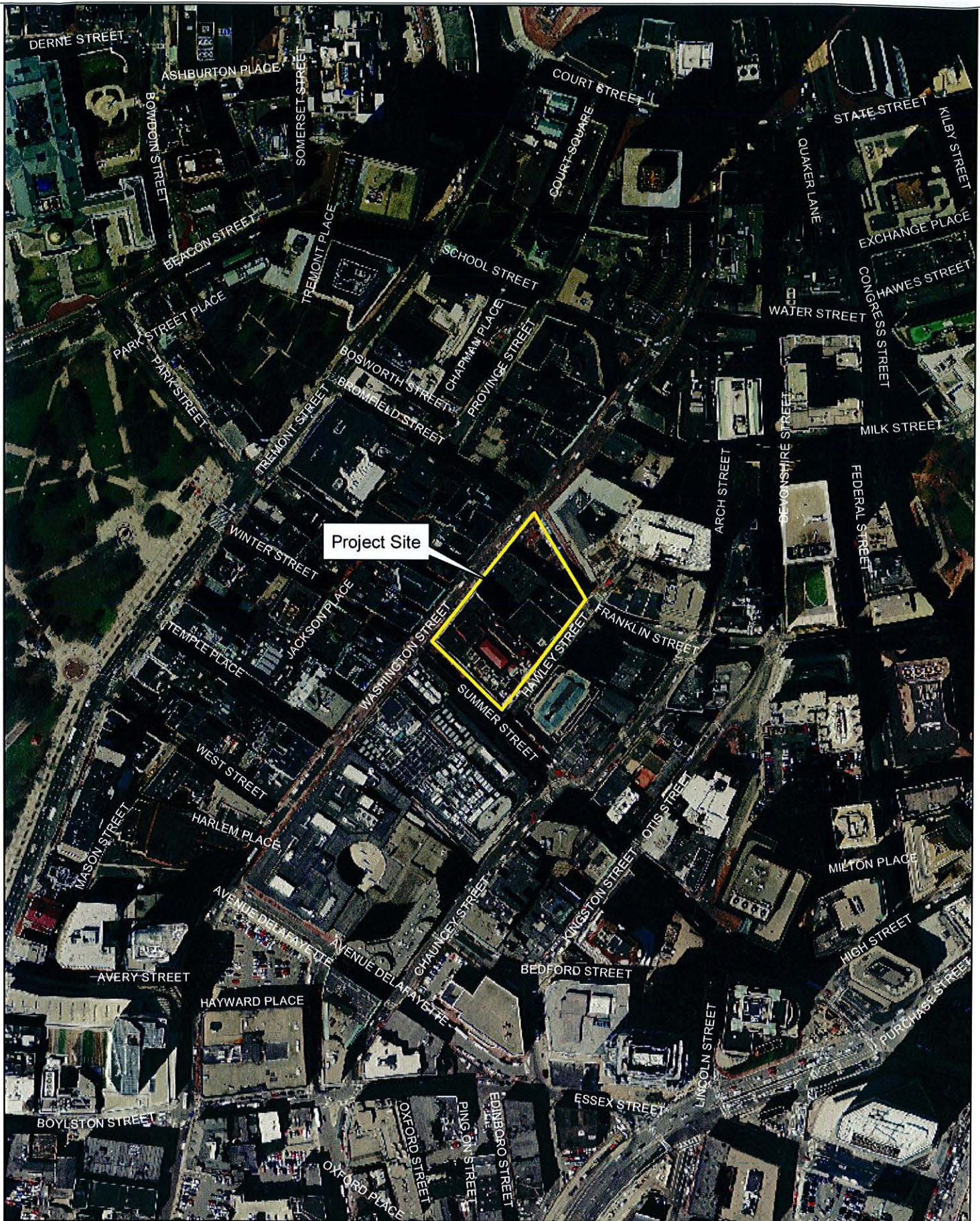
THENCE: Along a curve to the right, having a radius of fifteen and no hundredths feet (15.00') with an arc length of eighteen and fifty-one hundredths feet (18.51') along the face of a granite curb, within said Franklin Street to a point within said Hawley Street. Said point being the point of beginning.

Containing by estimation 89,070 square feet (2.0 acres).

Exhibit C

CONCEPTUAL PLANS, RENDERINGS AND ELEVATIONS

[Exhibit follows this page]



Project Site

Scale 1:3,600
1 inch = 300 feet

150 0 150 300



Feet

Basemap: 2003 Orthophotography, BWSC

Exhibit A
Project Area

One Franklin / Filene's Redevelopment
Boston, Massachusetts



View from Corner of Washington and Franklin Streets Looking Southeast

One Franklin / Filene's Redevelopment
Boston, Massachusetts



View From Washington Street Looking North East

One Franklin / Filene's Redevelopment
Boston, Massachusetts



Street Level View from Franklin and Hawley Streets Looking Northwest

One Franklin / Filene's Redevelopment
Boston, Massachusetts

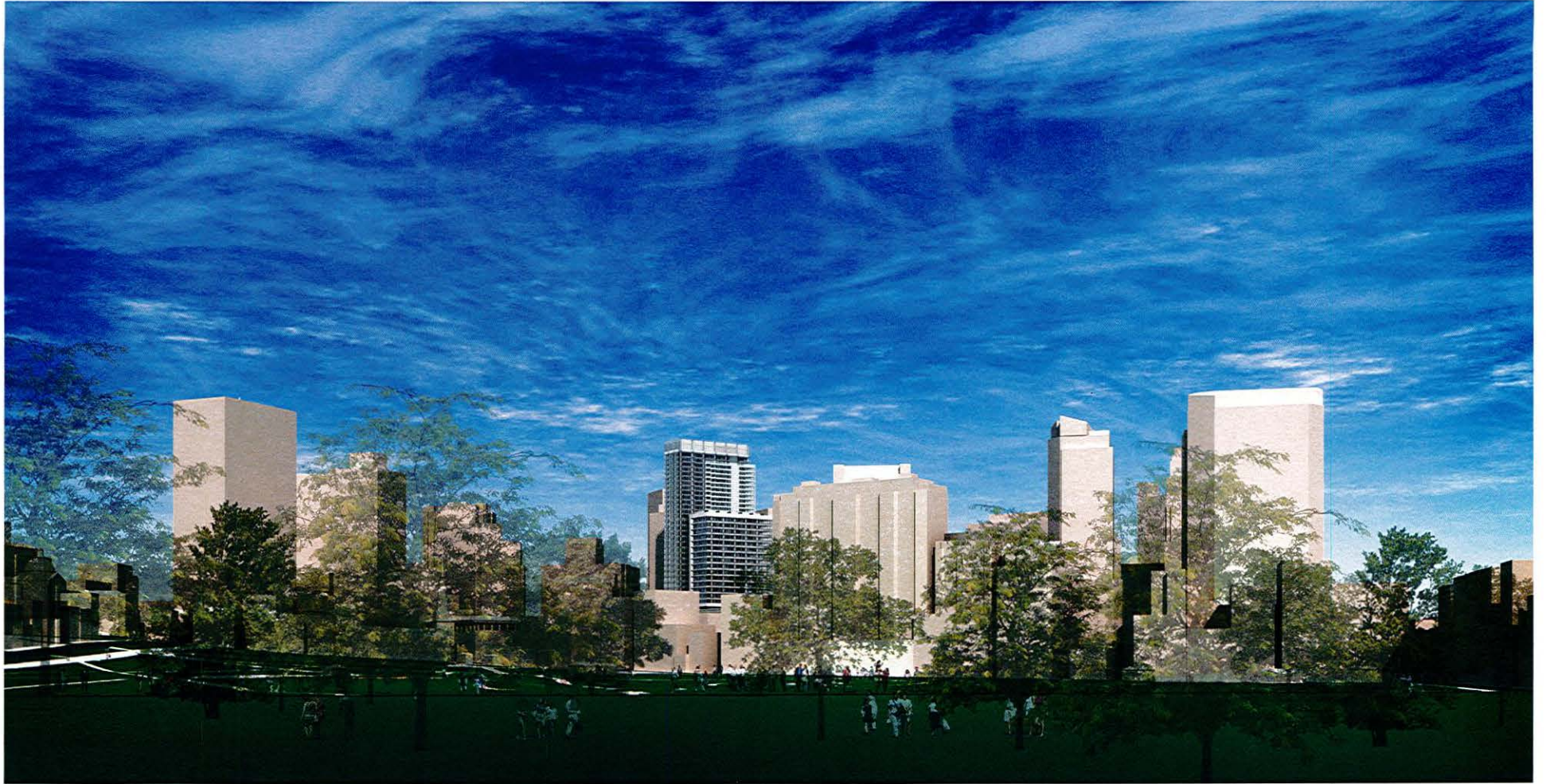


View from Corner of Washington and Franklin Streets Looking Southeast

One Franklin / Filene's Redevelopment
Boston, Massachusetts



View From Washington Street Looking South East
One Franklin / Filene's Redevelopment Project
Boston, Massachusetts



View From Corner of Arlington Street and Commonwealth Avenue Across Public Garden

One Franklin / Filene's Redevelopment Project
Boston, Massachusetts



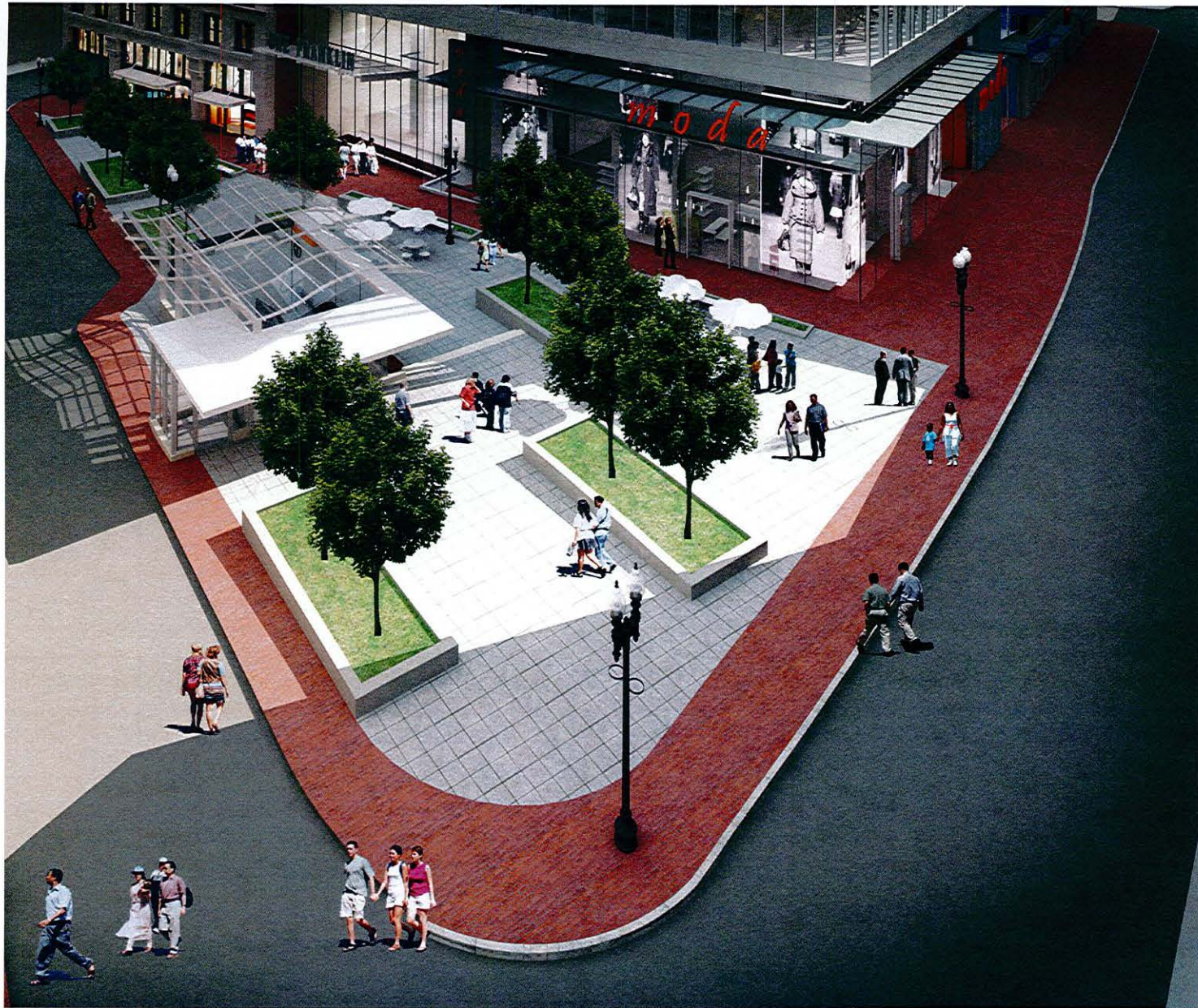
Street Level View of Shoppers Park Looking North

ELKUS | MANFREDI
ARCHITECTS

One Franklin / Filene's Redevelopment Project
Boston, Massachusetts

VORNADO
REALTY TRUST

GALE
INTERNATIONAL



View From Corner of Washington and Franklin Streets Looking at Shoppers Park
One Franklin / Filene's Redevelopment Project
Boston, Massachusetts

ONE FRANKLIN / FILENES REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI Architects
Vornado Realty Trust | **Gale International**

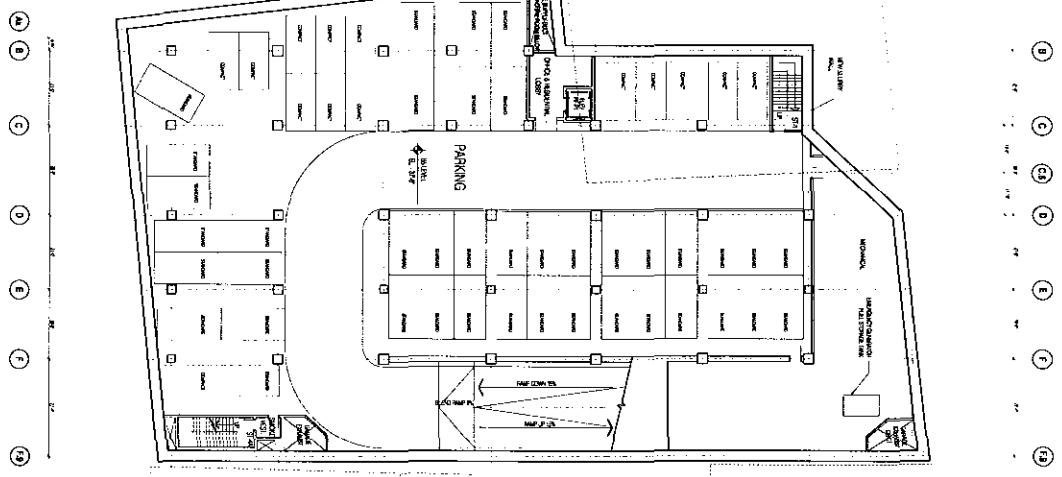
B5 Level Plan

August 09, 2007

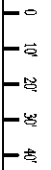
ALL DIMENSIONS AND DIMENSIONS
 NEED TO BE RECHECKED

- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- CHIEF
- HO/TE
- RETAIL
- STAIRING
- CLIMBING
- LOADING DOCK
- MRT/A
- ROOF
- LIght LINE

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20

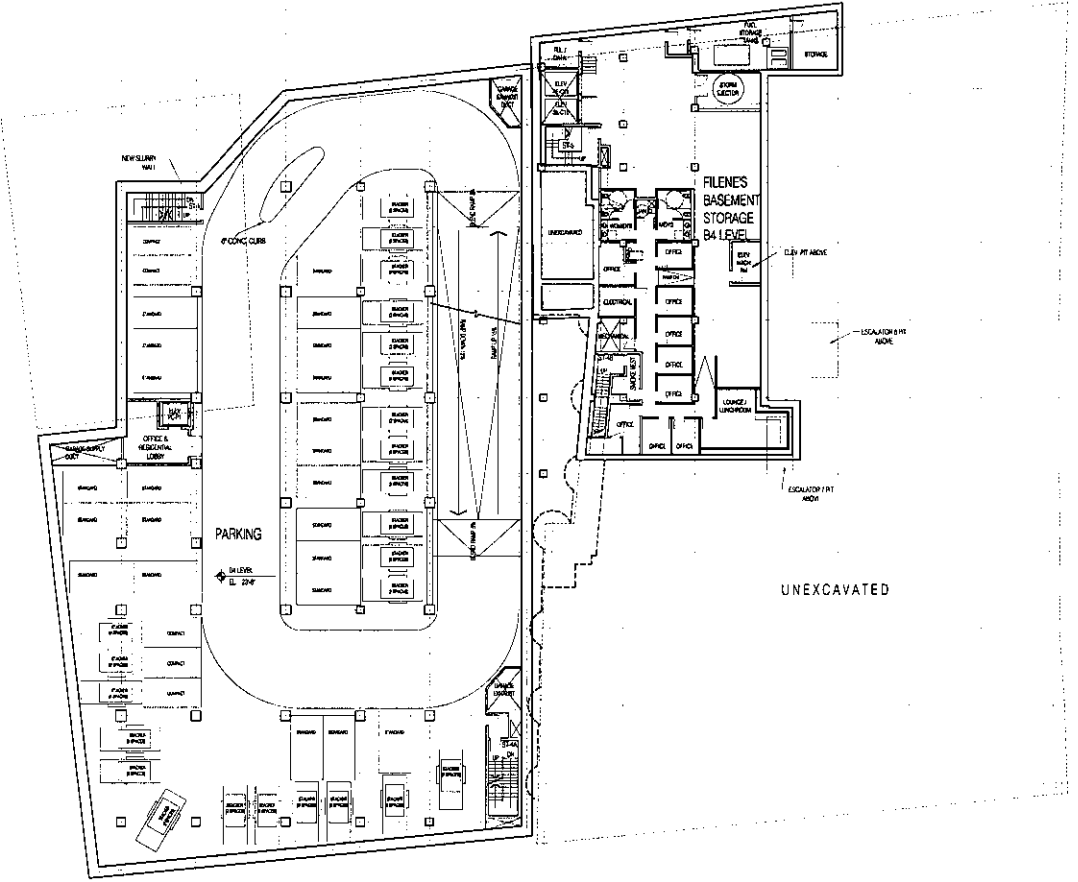


UNEXCAVATED



B C C3 D E F F3 BA BB BC BD BE BF BG BH

1
2
3
4
4.5
5
5.5
6
7
8
8.5



B1
B2
B3
B4
B5
B6
B7
B8
B9
B10
B11

- MULTIMANUAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROUTE

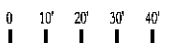
--- CONSTRUCT ON LIMIT LINE

NOTE
THE INFORMATION IN THESE PLANS REPRESENTS A COMPILATION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS
ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED

A4 B C D E F F3 BA BB BC BD BE BF BG BH

ONE FRANKLIN / FILENE'S REDEVELOPMENT
Boston, MA

ELKUS | MANFREDI ARCHITECTS | Vornado Realty Trust | Gale International



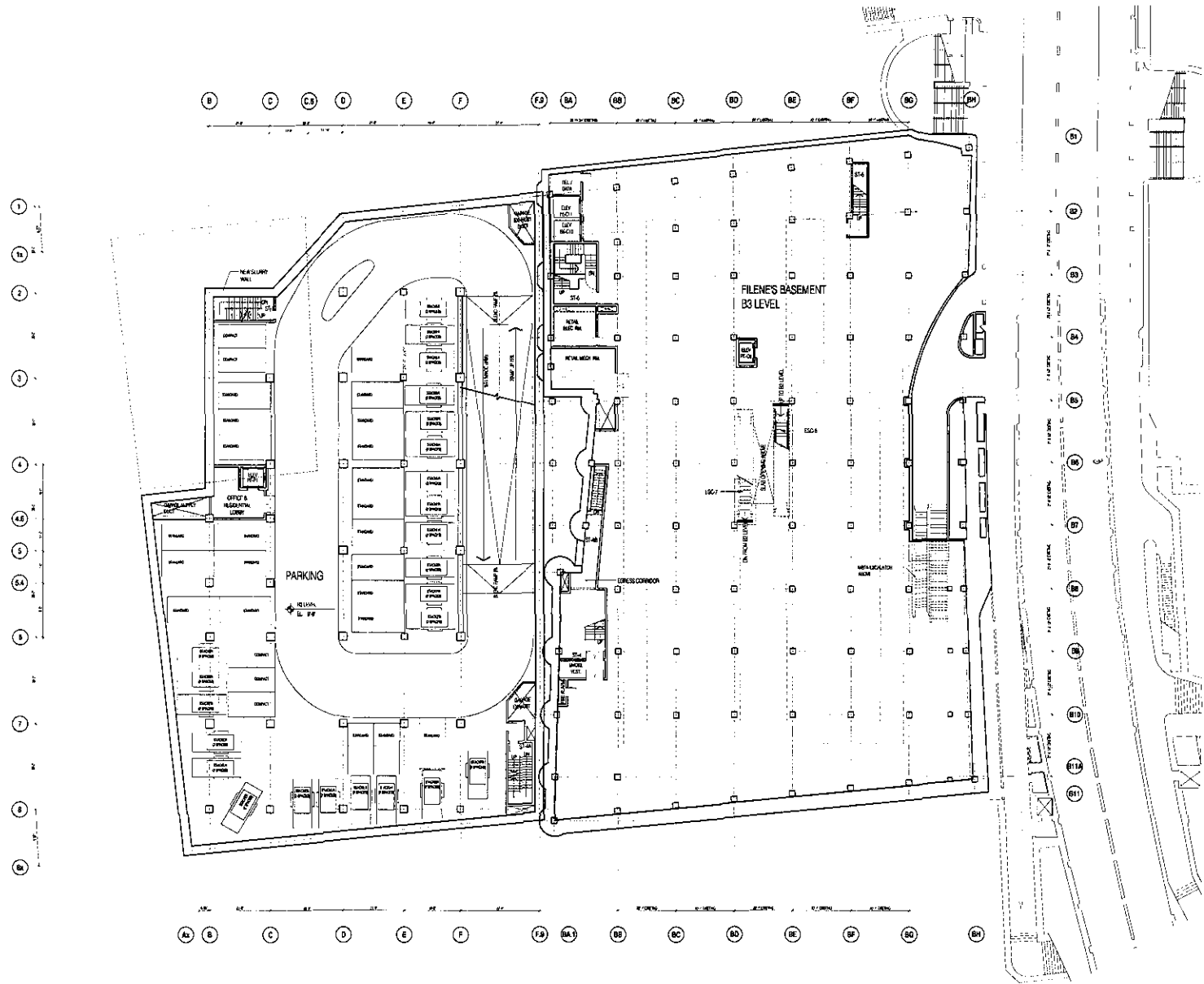
B4 Level Plan

August 09, 2007



- MULTIFAMILY
 - RESIDENTIAL
 - OUTDOOR AREA
 - OFFICE
 - HOTEL
 - RETAIL
 - PARKING
 - COMMON
 - LOADING DOCK
 - MEDIA
 - ROOF
- - - CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS REPRESENTS A COMPILATION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS.
 ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED.

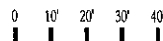


ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI
 ARCHITECTS

Vornado Realty Trust

Gale International



B3 Level Plan

August 09, 2007



ONE FRANKLIN / FILENES REDEVELOPMENT
 BOSTON, MA

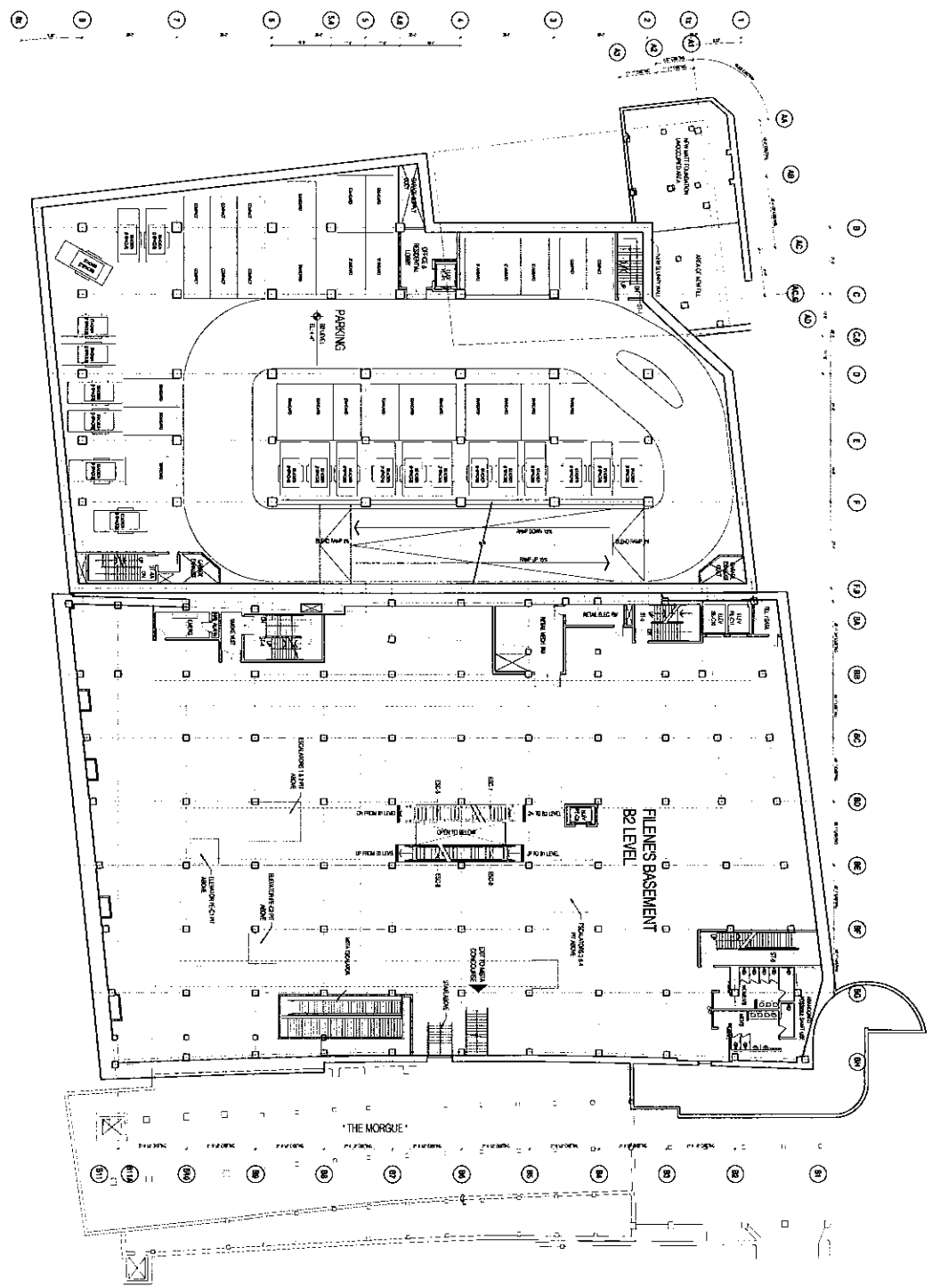
ELKUS | MANFREDI ARCHITECTS
 Vomado Realty Trust
 Gale International

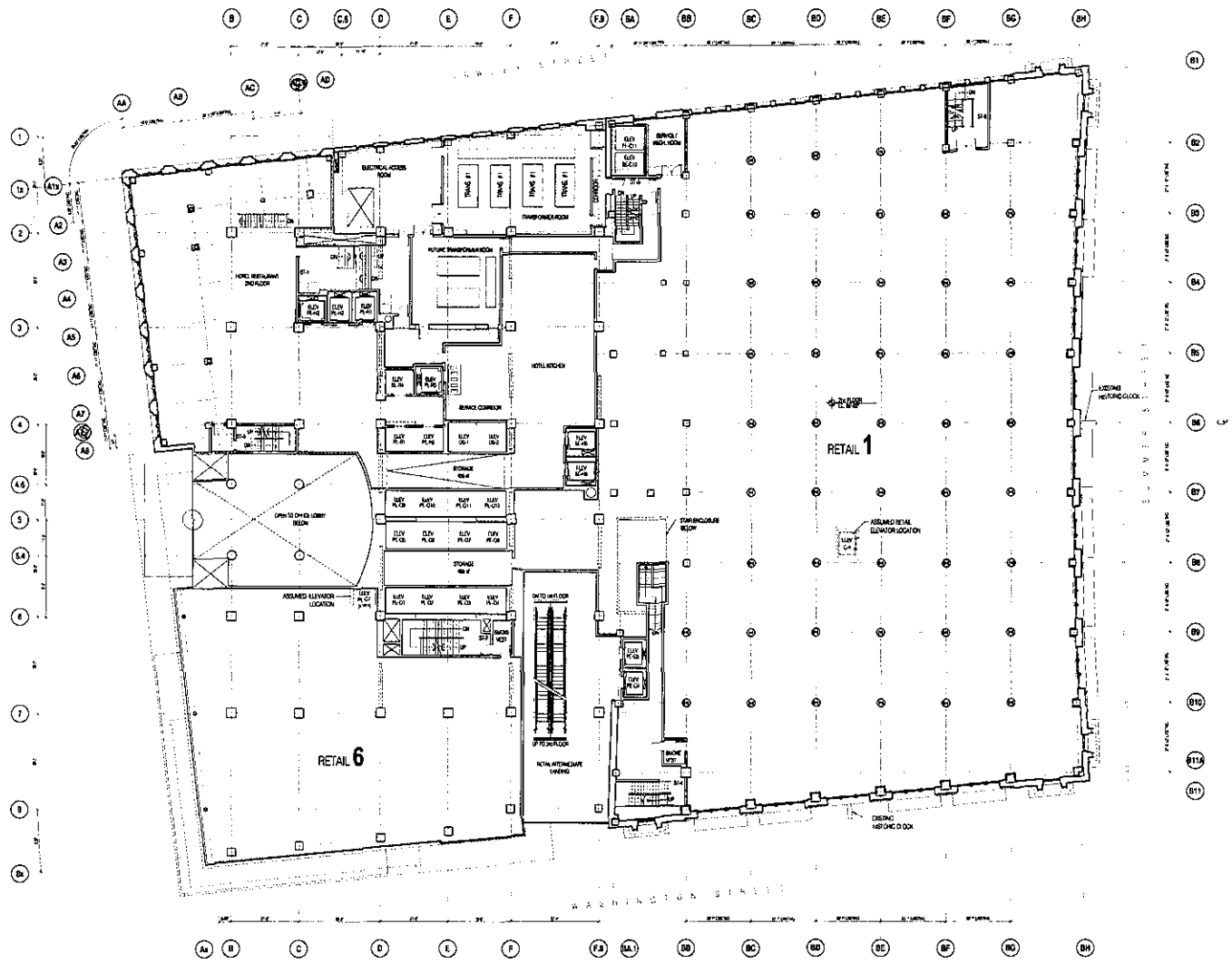
B2 Level Plan

August 09, 2007

THE REVISIONS IN THIS PLAN
 REFLECTS CHANGES TO THE
 PERMITS SUBJECT AND OTHER
 CONSULTING COMMENTS.
 ALL CONDITIONS AND DIMENSIONS
 SHOWN TO BE BOLD DIMENSIONS.

- MULTIFAMILY
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- LOADING DOCK
- MEET
- KITCH
- CONSTRUCTION LIMIT LINE





- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MRTA
- ROOM
- CONSTRUCTION LIMIT LINE

NOTE
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILED OF
 PREVIOUS SURVEYS AND EXISTING
 CONDITION DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED

ONE FRANKLIN / FILENE'S REDEVELOPMENT

BOSTON, MA
 ELKUS | MANFREDI ARCHITECTS

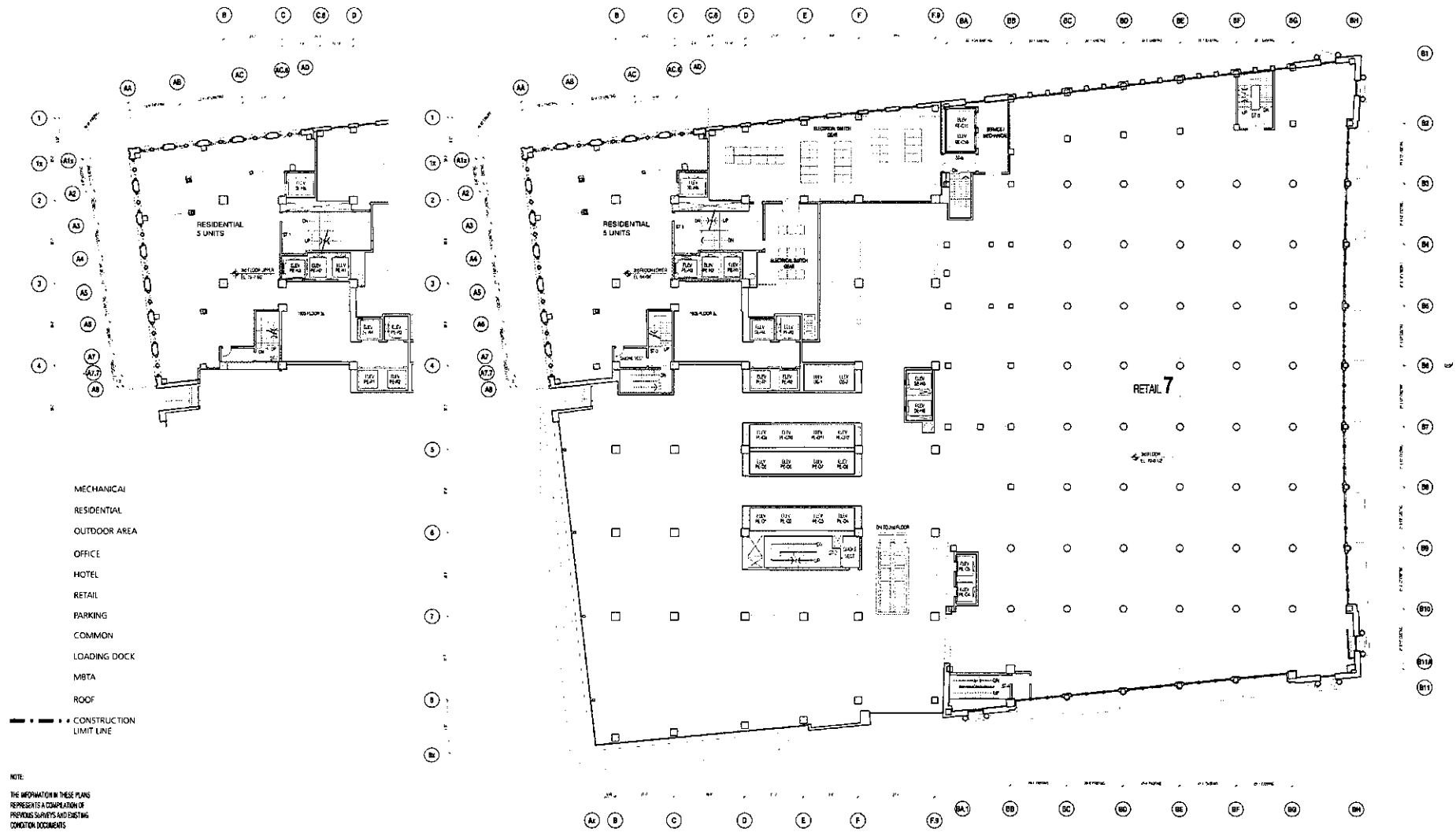
Vornado Realty Trust Gale International



2nd Floor Plan

August 09, 2007





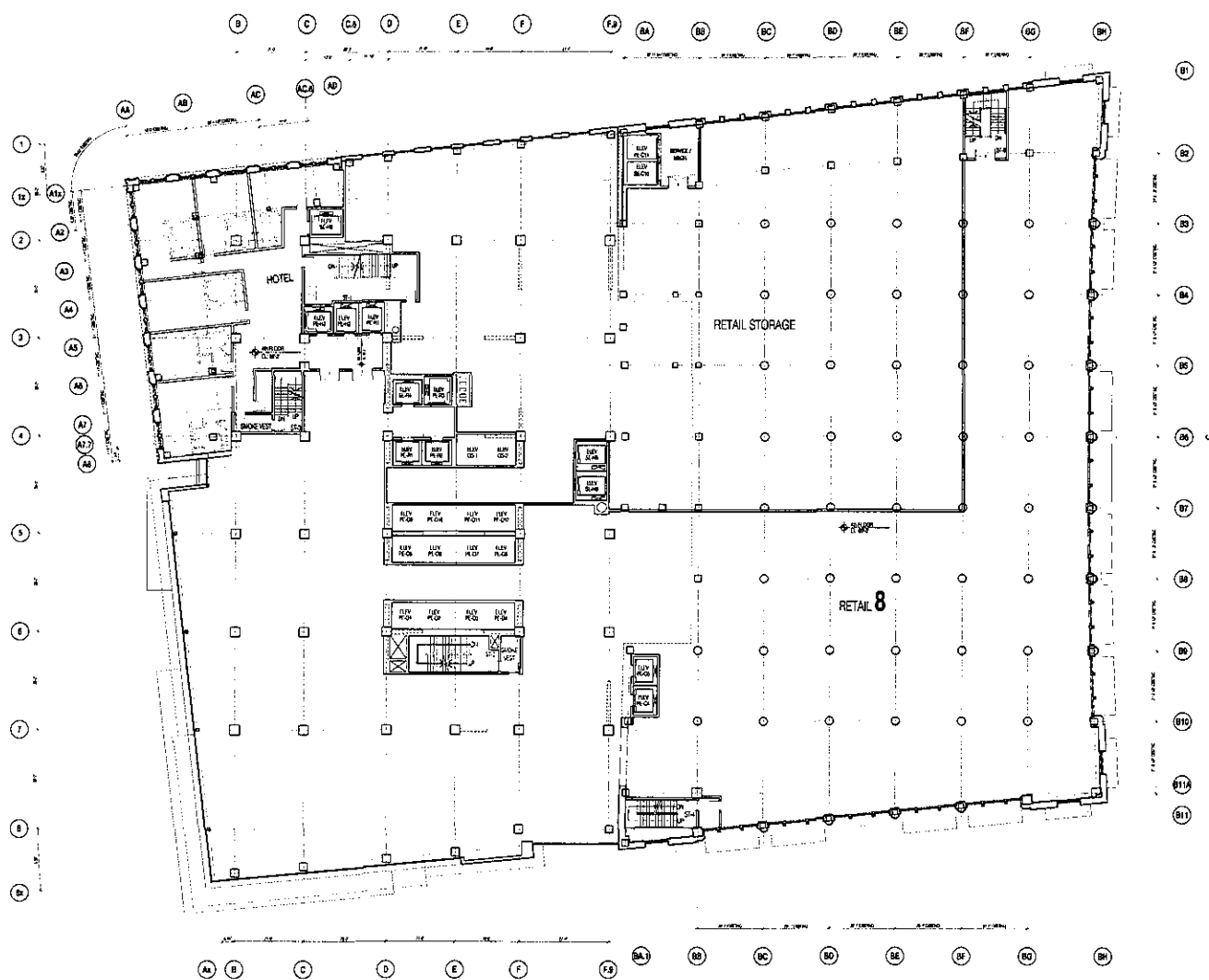
ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI ARCHITECTS
 Vornado Realty Trust Gale International

3rd Floor Plan

August 09, 2007





- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MEBA
- ROOF
- CONSTRUCTION LINE
- - - LIGHT LINE

NOTE
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILATION OF
 PREVIOUS SURVEYS AND EXISTING
 CONDITIONS DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI
 ARCHITECTS

Vomado Realty Trust

Gale International



4th Floor Plan

August 09, 2007



ONE FRANKLIN / FILENES REDEVELOPMENT

66007 WA

ELKUS | MANFREDI Architects
 Vonardo Realty Trust
 Gale International

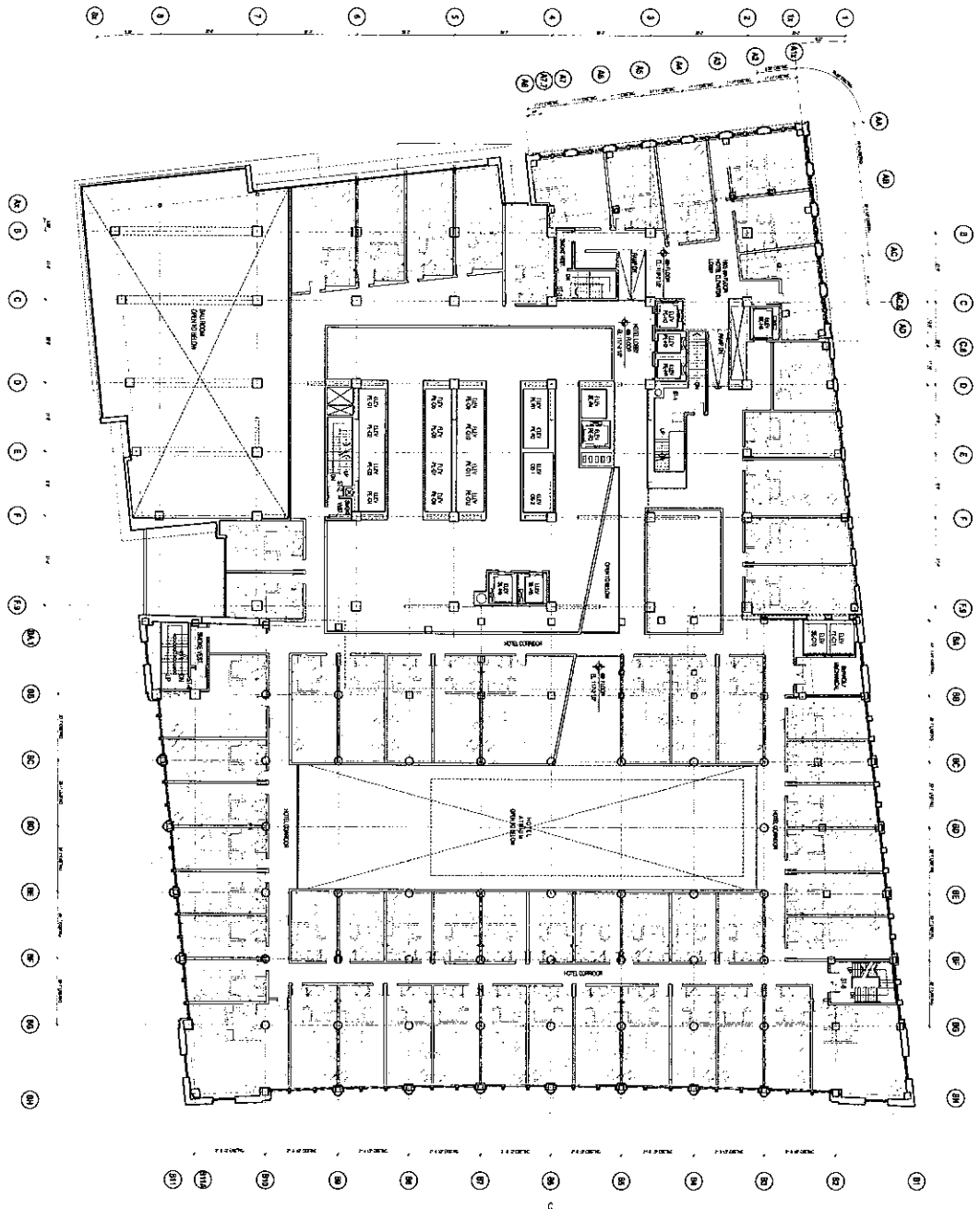
6th Floor Plan

August 09, 2007

- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- CLIMBING DOCK
- MEGA
- ROOF
- CONSTRUCTION LIMIT LINE

NOTE

RE-EXAMINATION IN THESE PLANS
 REPRESENTS A MODIFICATION OF
 PREVIOUS SURVEY AND DESIGN
 CONDITIONS.
 ALL CONDITIONS AND DIMENSIONS
 SHOWN TO BE FIELD DIMENSIONS.

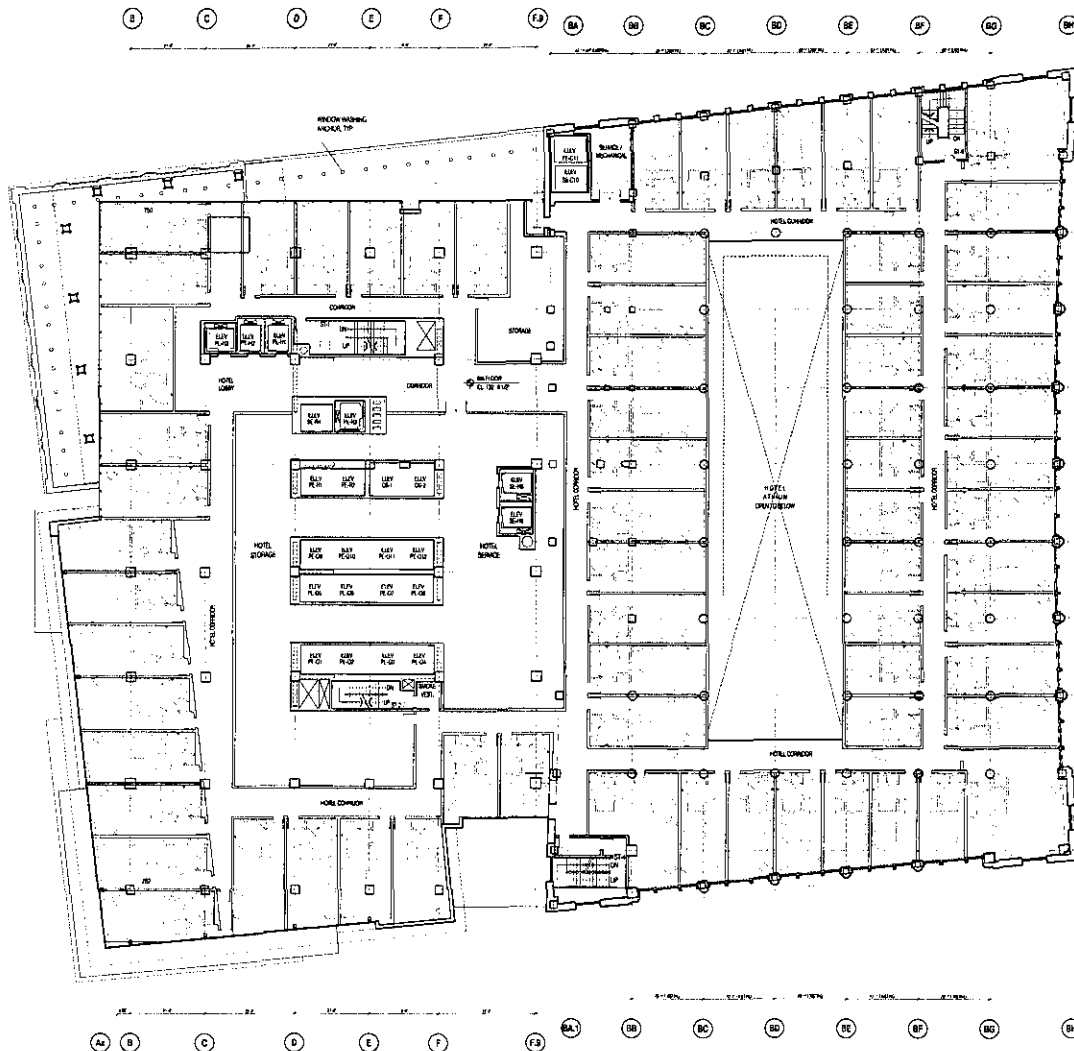


- M E C H A N I C A L
- R E S I D E N T I A L
- O U T D O O R A R E A
- O F F I C E
- H O T E L
- R E T A I L
- P A R K I N G
- C O M M O N
- L O A D I N G D O C K
- M E T A
- K I T C H E N
- CONSTRUCTION
- - - METEOROLOGICAL

NOTE

THE INFORMATION IN THESE PLANS REPRESENTS A COMPLETION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS

ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED



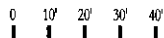
ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI ARCHITECTS

Vornado Realty Trust

Gale International



7th Floor Plan

August 09, 2007



ONE FRANKLIN / FLEENES REDEVELOPMENT

REGION 1A

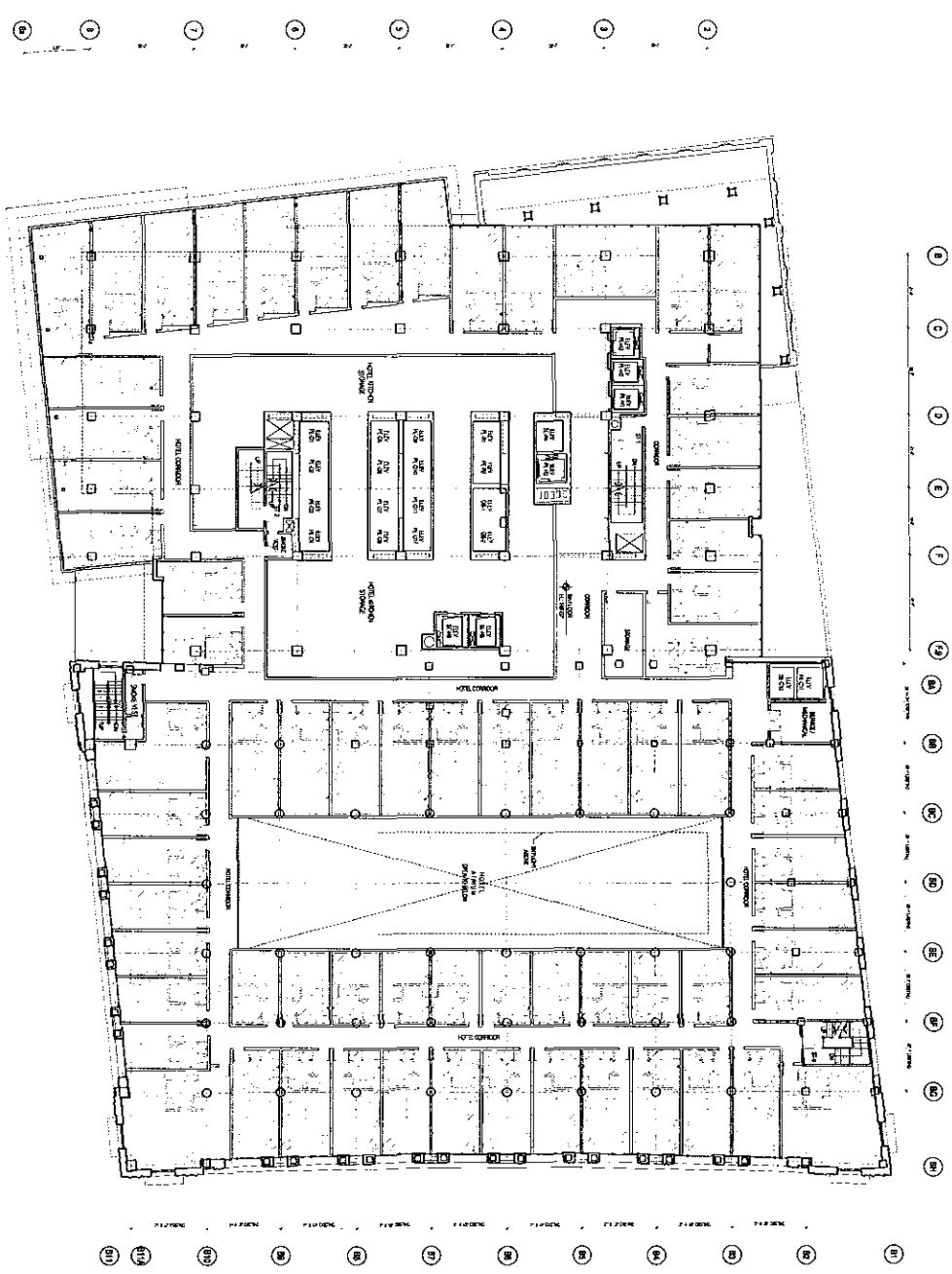
ELKUS | MANFREDI ARCHITECTS
 Vornado Realty Trust
 Gate International

8th Floor Plan

August 09, 2007

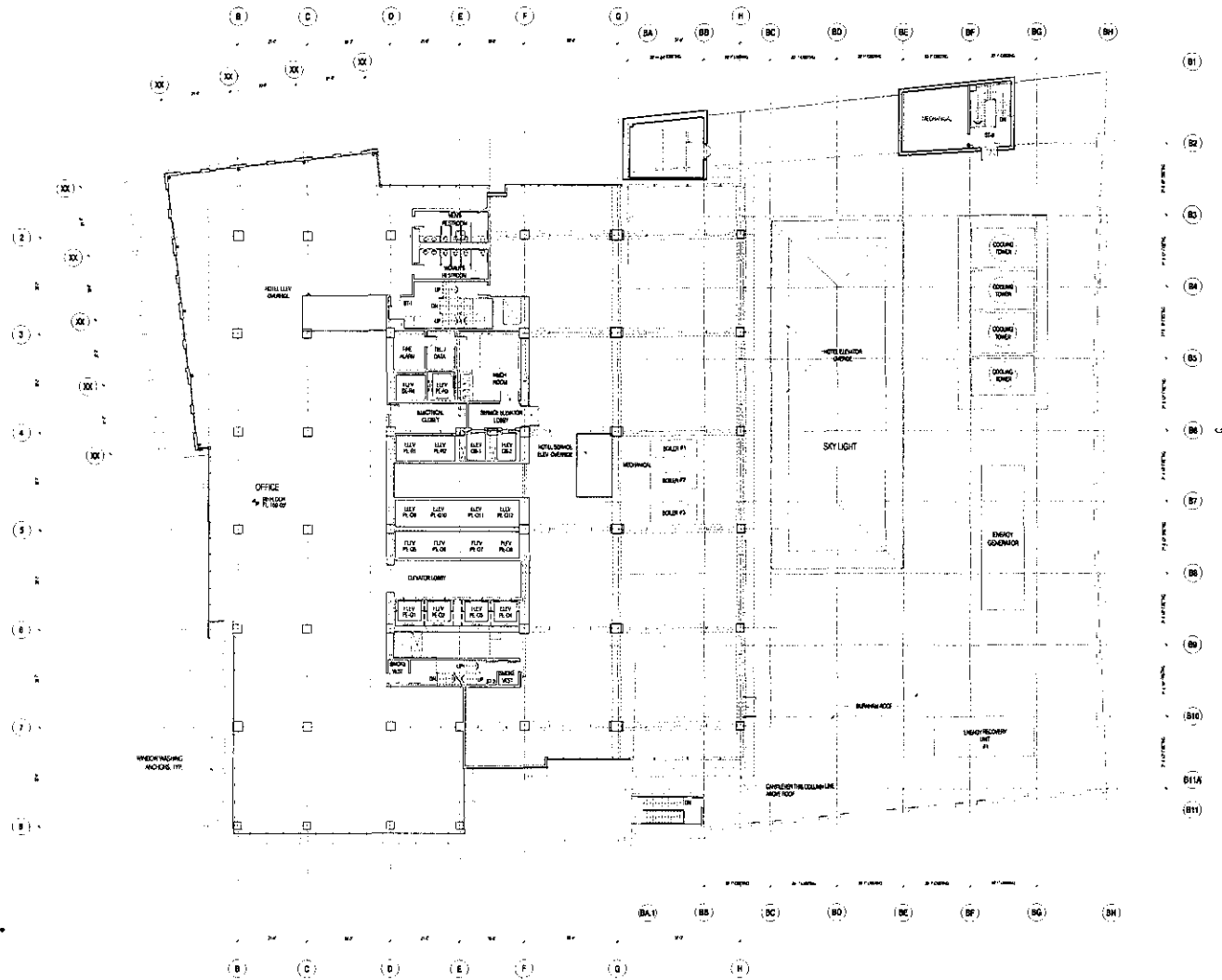
SEE REVISIONS IN THIS PLAN
 REPRESENTS DEVELOPMENT
 CONDITIONAL APPROVAL
 ALL CONDITIONS AND PROVISIONS
 ARE TO BE OBSERVED

- CONSTRUCTION LIMIT LINE
- OFFICE
- HOTEL
- MEETING
- PARKING
- COMMON
- LOADING DOCK
- MELOA
- ROOM
- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- MEETING
- PARKING
- COMMON
- LOADING DOCK
- MELOA
- ROOM



- M/C - ANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- M/B/A
- ROOF
- CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILED
 PREVIOUS SURVEYS AND EXISTING
 CONDITION DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED.

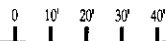


ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

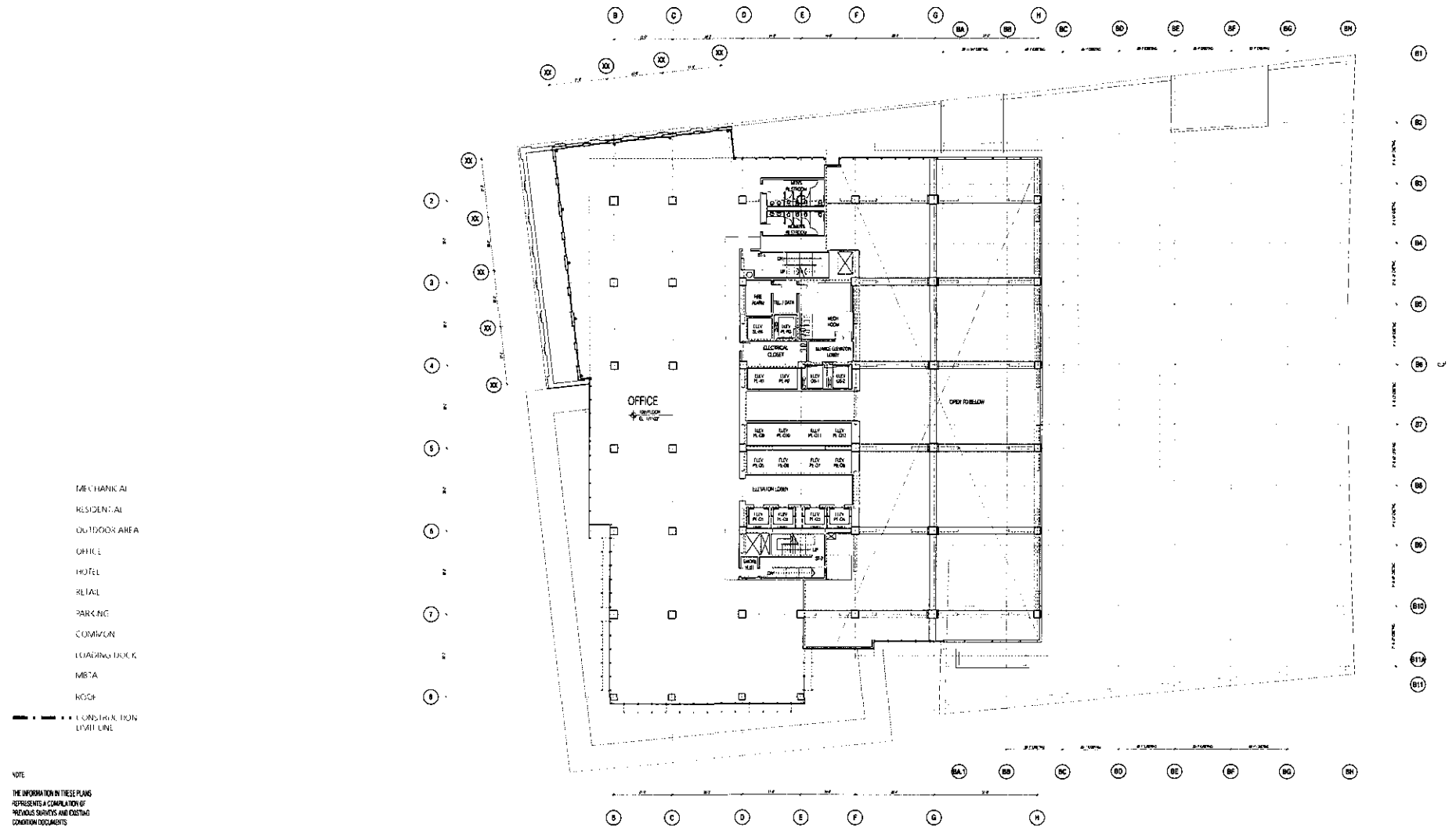
ELKUS | MANFREDI
ARCHITECTS

Vornado Realty Trust Gale International



9th Floor Plan

August 09, 2007



ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA
 ELKUS | MANFREDI ARCHITECTS
 Vomado Realty Trust Gale International

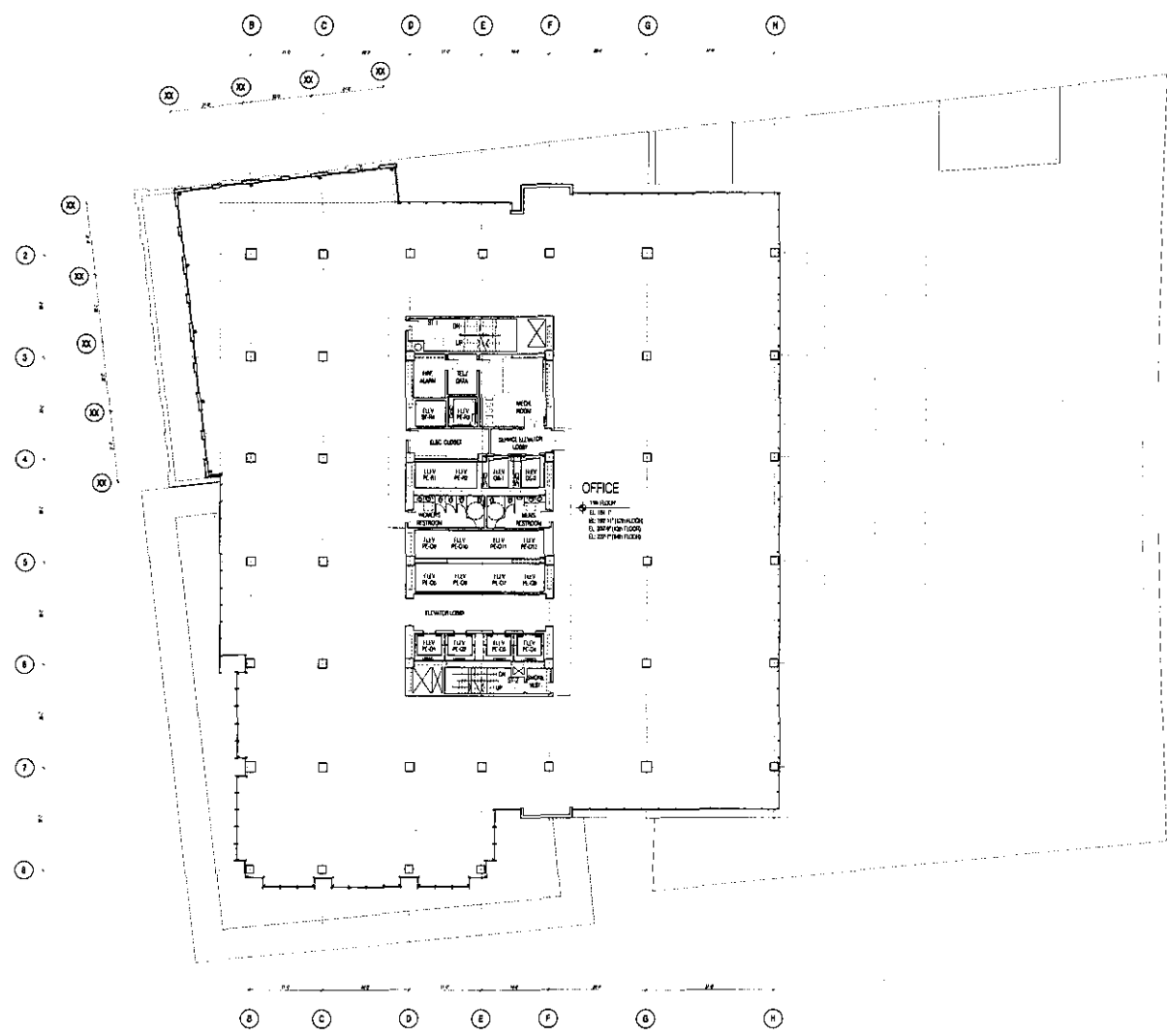
10th Floor Plan

August 09, 2007



- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MEIA
- ROOF
- - - - - CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS REPRESENTS A COMPILED OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS.
 ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED.



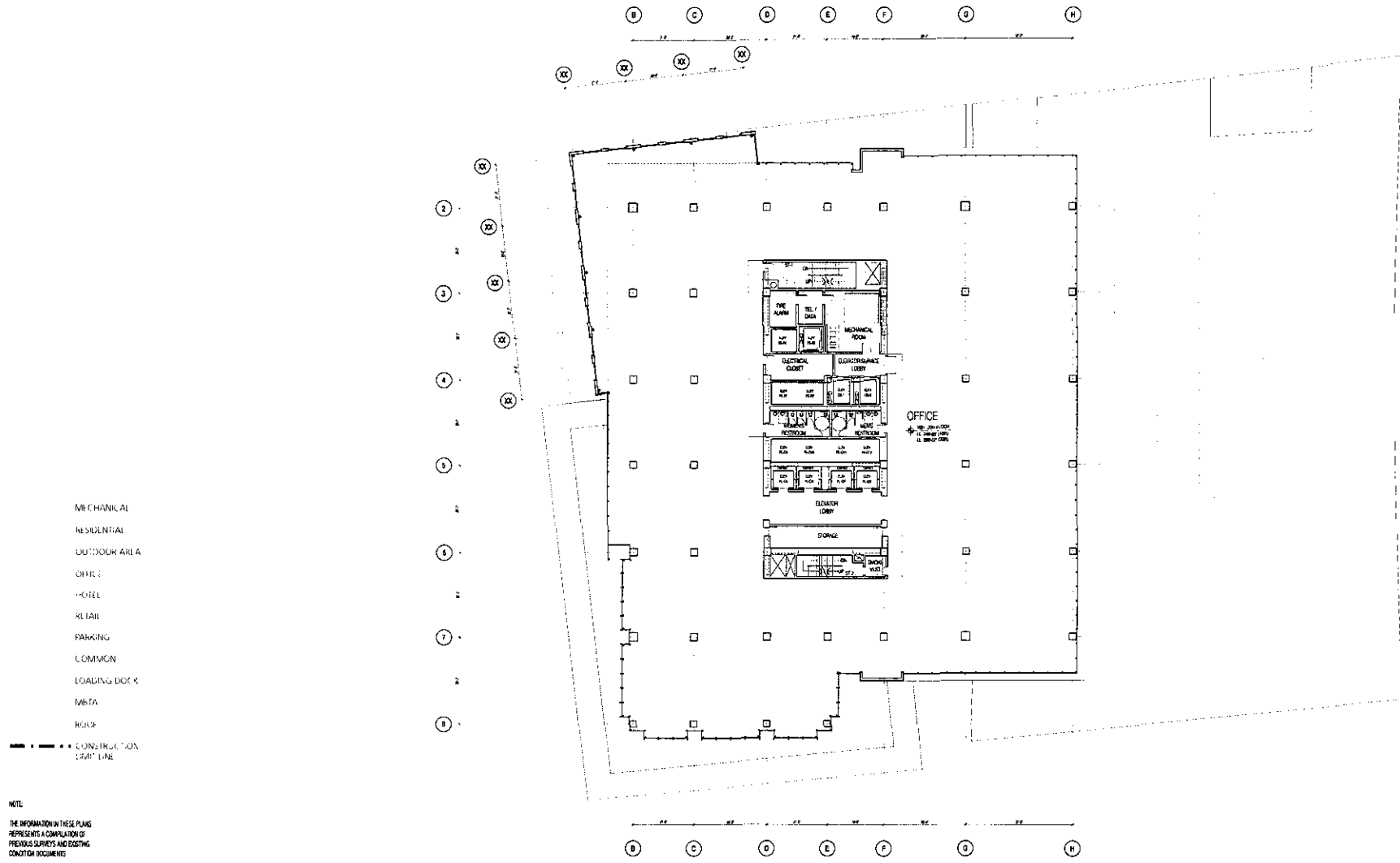
ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI ARCHITECTS | Vomado Realty Trust | Gale International



11th-14th Floor Plans

August 09, 2007



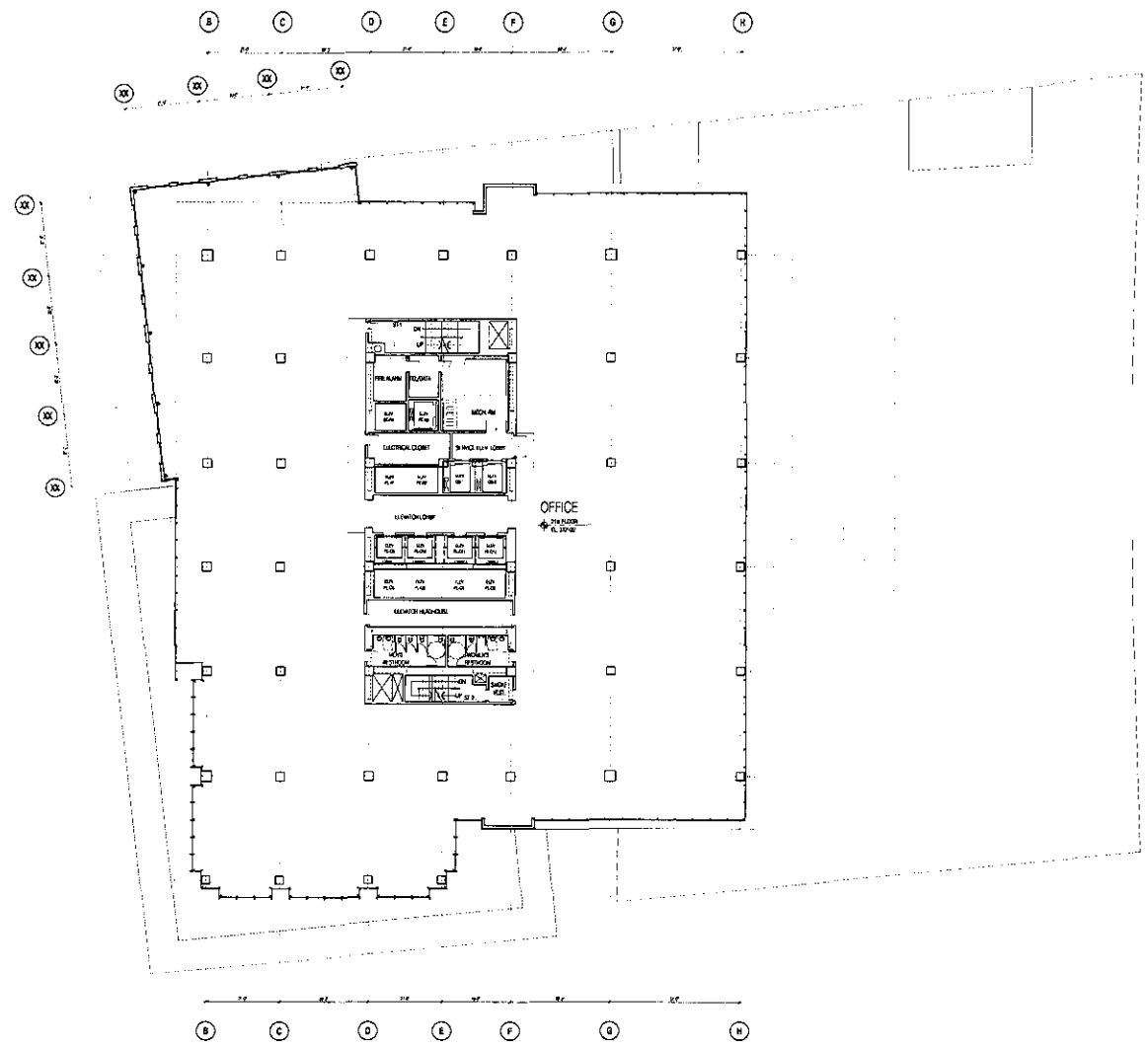
ONE FRANKLIN / FILENE'S REDEVELOPMENT
Boston, MA

ELKUS | MANFREDI ARCHITECTS
Vornado Realty Trust | Gale International

16th - 20th Floor Plans

August 09, 2007



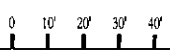


- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF
- CONSTRUCTION LIMIT LINE

NOTE
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILATION OF
 PREVIOUS SURVEYS AND EXISTING
 CONSTRUCTION DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

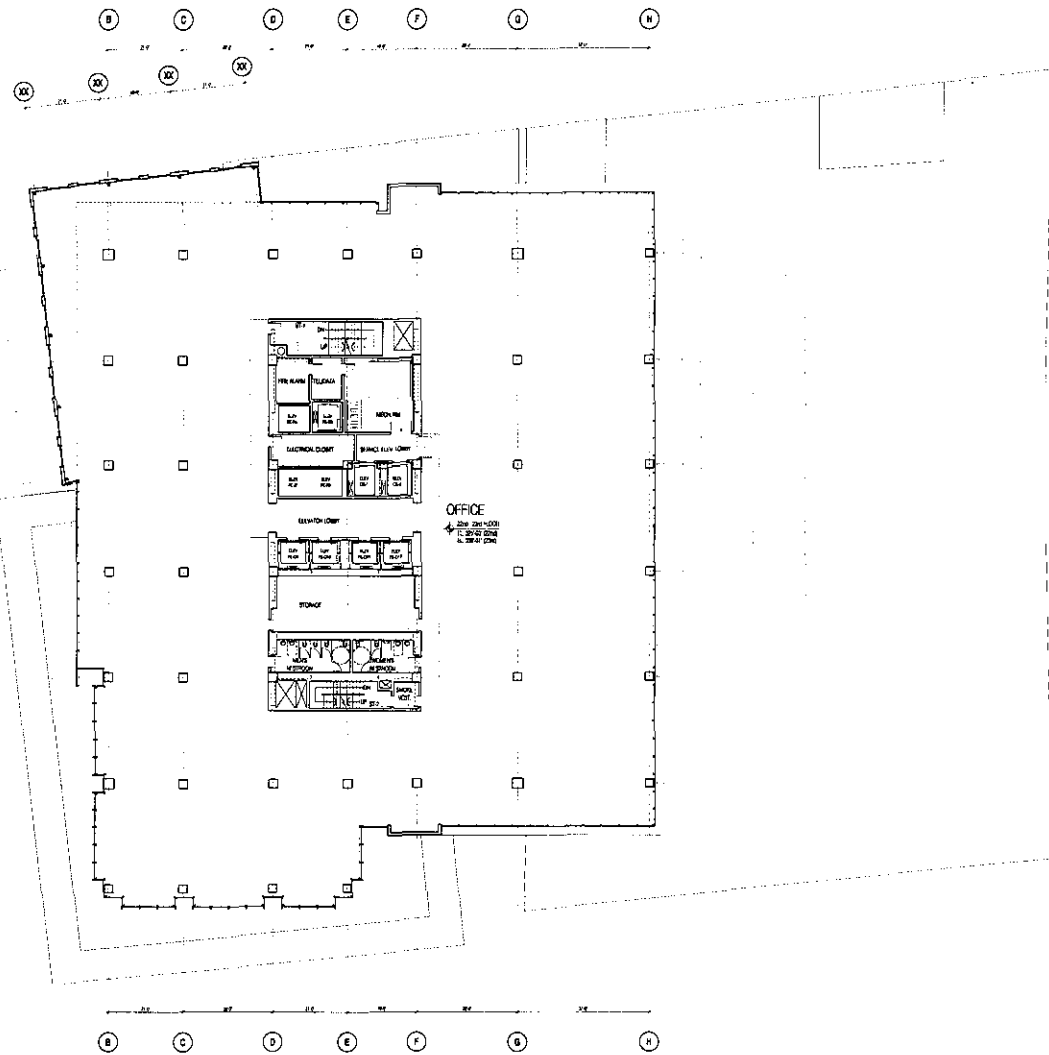
ELKUS | MANFREDI ARCHITECTS | Vomado Realty Trust | Gale International



21st Floor Plan

August 09, 2007





- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MEIA
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE

THE INFORMATION IN THESE PLANS REPRESENTS A COMPARISON OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS

ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED

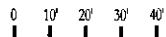
ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI ARCHITECTS

Vornado Realty Trust

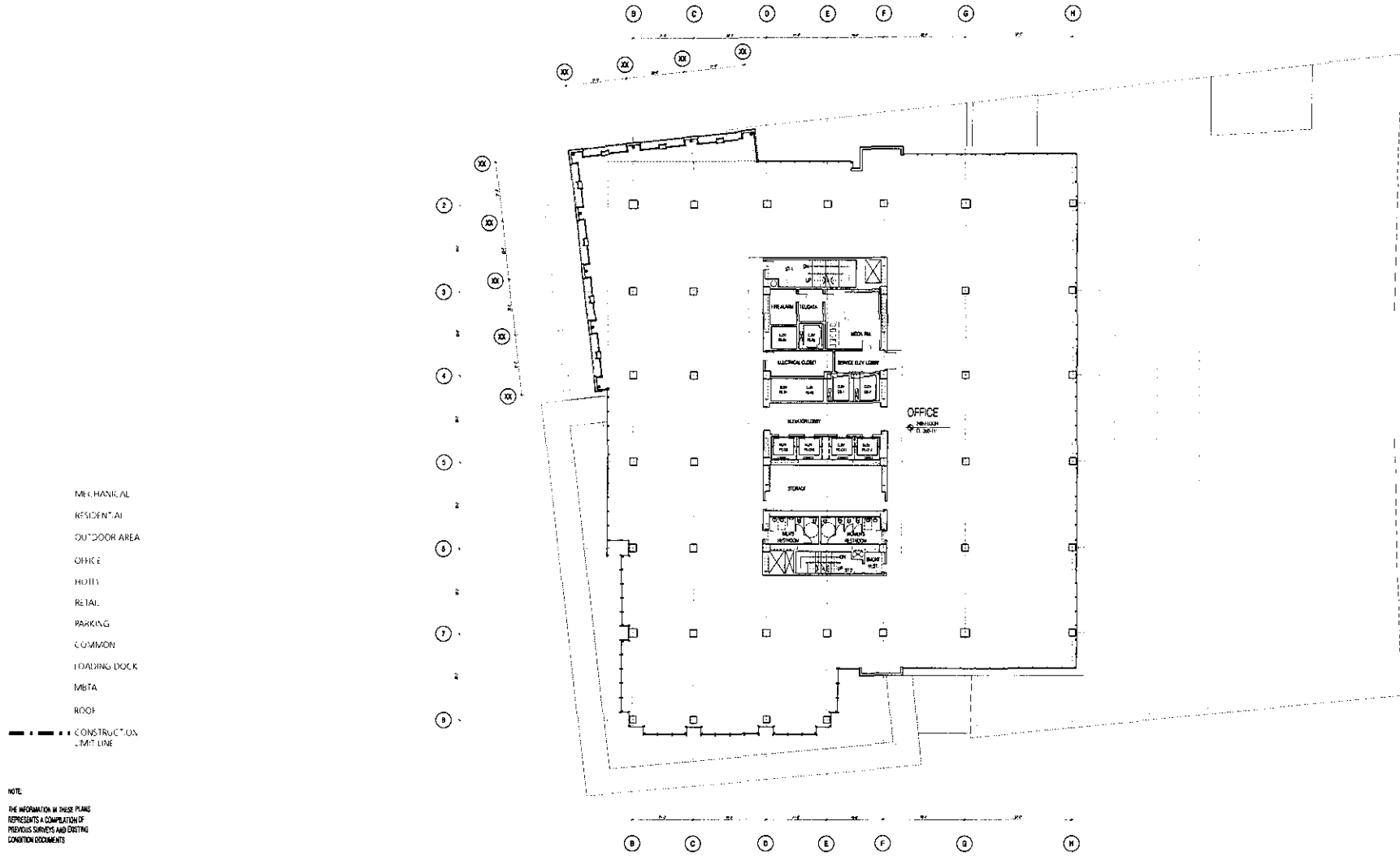
Gale International



22nd-23rd Floor Plans

August 09, 2007





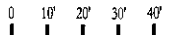
- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS REPRESENTS A COMPILATION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS.
 ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

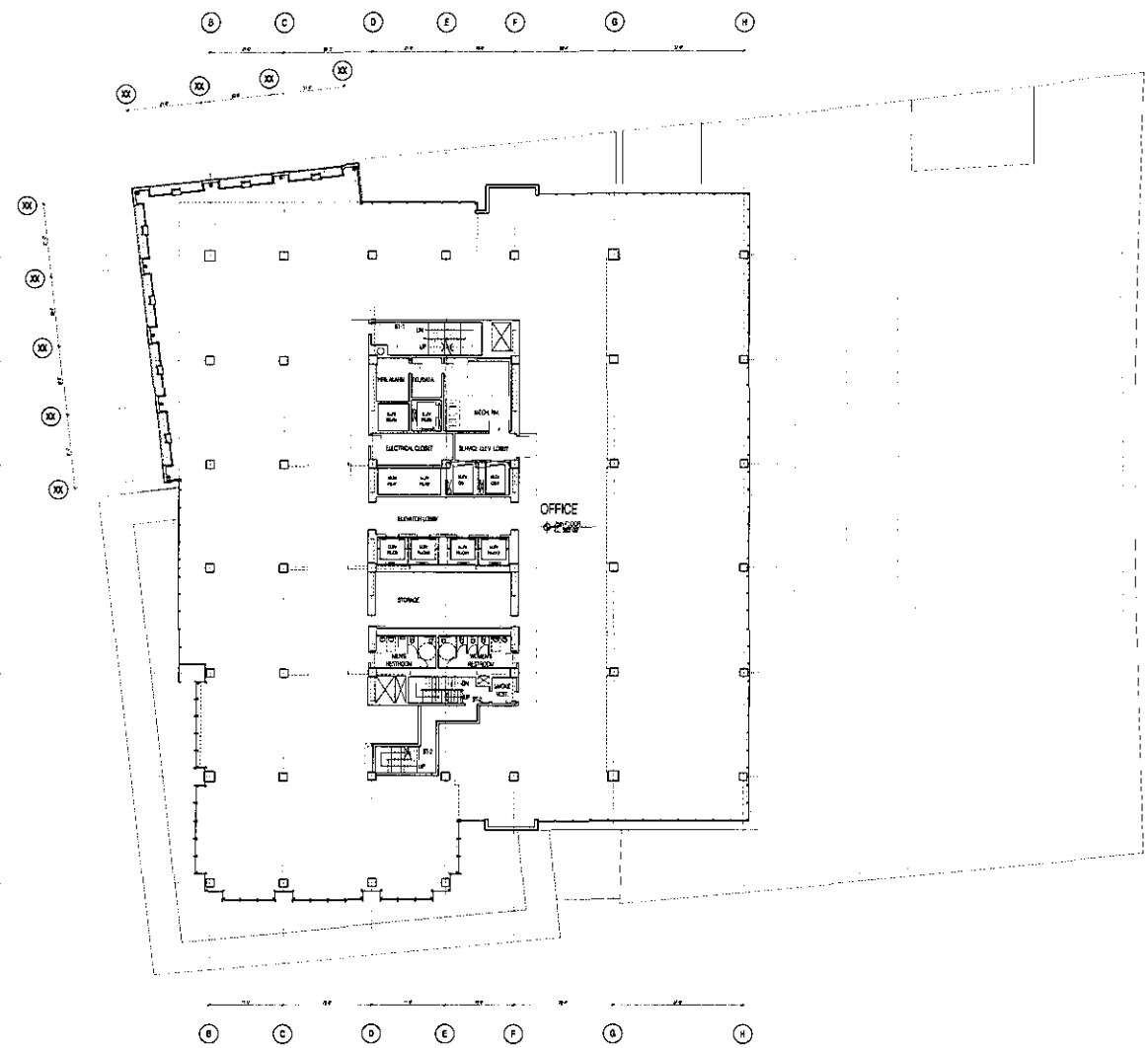
ELKUS | MANFREDI ARCHITECTS | Vornado Realty Trust | Gale International



24th Floor Plan

August 09, 2007





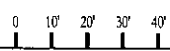
- Mechanical
- Residential
- Outdoor Area
- Office
- Hotel
- Retail
- Parking
- Common
- Loading Dock
- MBTA
- Roof

--- L CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS REPRESENTS A COMPILATION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS.
 ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT
 BOSTON, MA

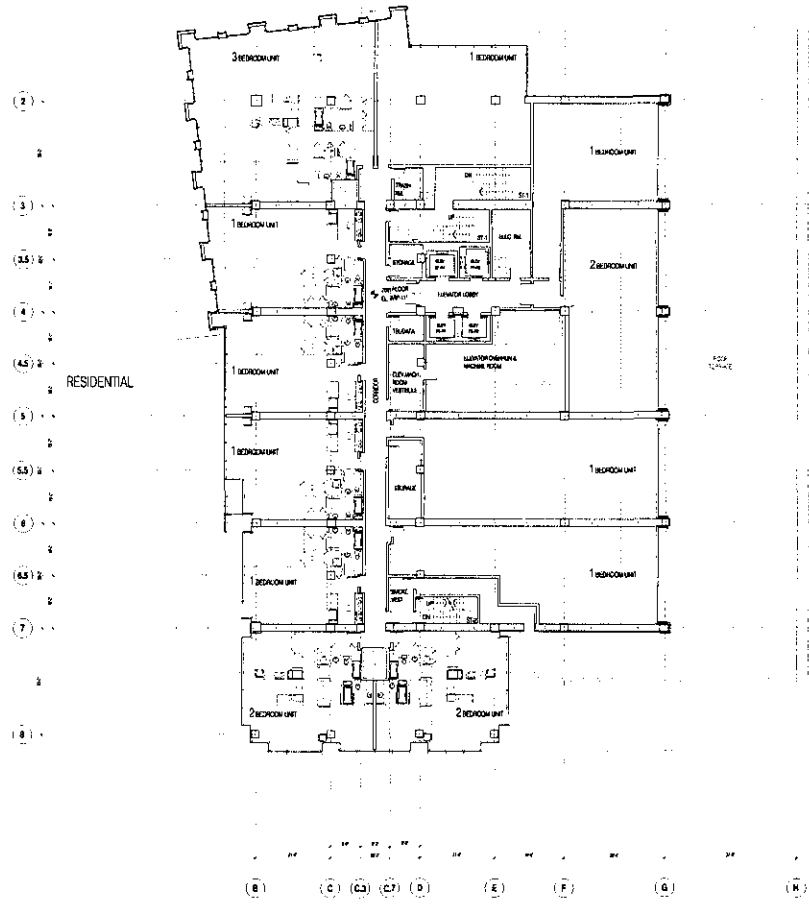
ELKUS | MANFREDI ARCHITECTS | Vomado Realty Trust | Gale International



25th Floor Plan

August 09, 2007

(B) (C) (C3) (C2) (D) (E) (F) (G) (H)



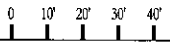
- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MEGA
- ROOF
- -- -- -- CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILATION OF
 PREVIOUS SURVEYS AND EXISTING
 CONDITION DOCUMENTS.
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED.

(B) (C) (C3) (C2) (D) (E) (F) (G) (H)

ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

ELKUS | MANFREDI ARCHITECTS | Vornado Realty Trust | Gale International



26th Floor Plan

August 09, 2007



ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

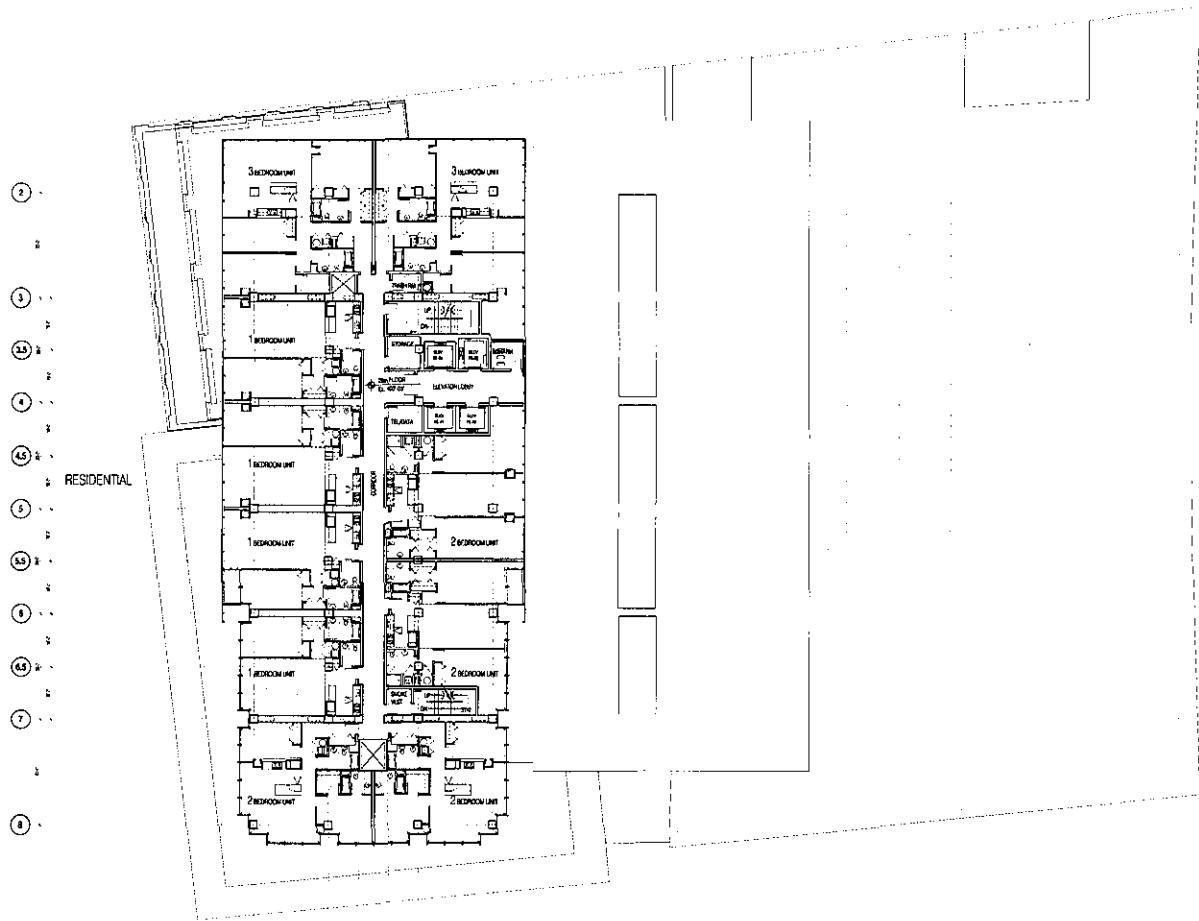
ELKUS | MANFREDI ARCHITECTS
 Vormado Realty Trust Gale International

27th Floor Plan

August 09, 2007



2 C C2 C3 D 2



2 C C2 C3 D 2

- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- META
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE:

THE INFORMATION IN THESE PLANS REPRESENTS A COMPILATION OF PREVIOUS SURVEYS AND EXISTING CONDITION DOCUMENTS

ALL CONDITIONS AND DIMENSIONS NEED TO BE FIELD VERIFIED

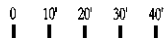
ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI ARCHITECTS

Vornado Realty Trust

Gale International

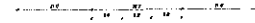


28th Floor Plan

August 09, 2007

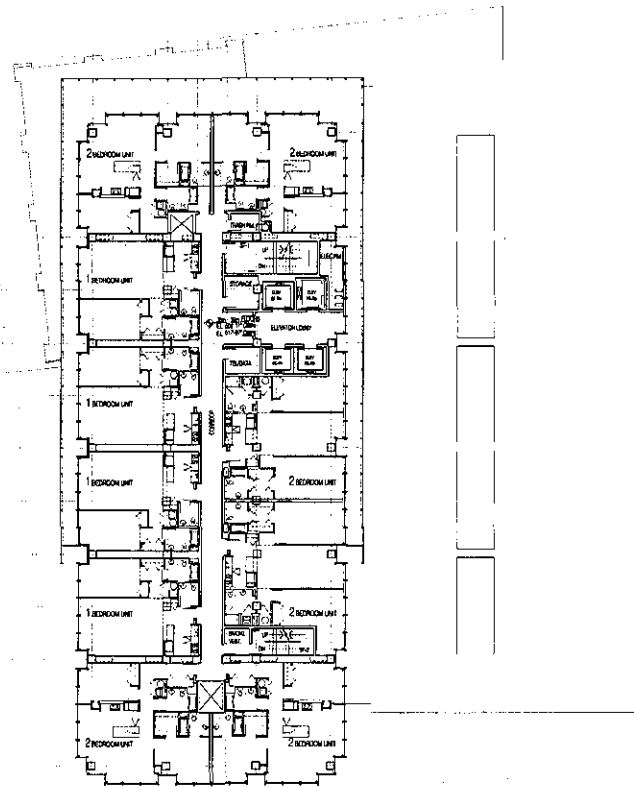


B C C3 C7 D E



2
3
3.5
4
4.5
5
5.5
6
6.5
7
8

RESIDENTIAL



B C C3 C7 D E



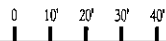
- M E C H A N I C A L
- R E S I D E N T I A L
- O U T D O O R A R E A
- O F F I C E
- H O T E L
- R E T A I L
- P A R K I N G
- C O M M O N
- L O A D I N G D O C K
- M E T A
- R O O F

--- CONSTRUCTION LIMIT LINE

NOTE:
THE INFORMATION IN THESE PLANS
REPRESENTS A COMPILATION OF
PREVIOUS SURVEYS AND EXISTING
CONCRETE DOCUMENTS
ALL CONDITIONS AND DIMENSIONS
NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT
Boston, MA

ELKUS | MANFREDI ARCHITECTS
Vornado Realty Trust Gale International

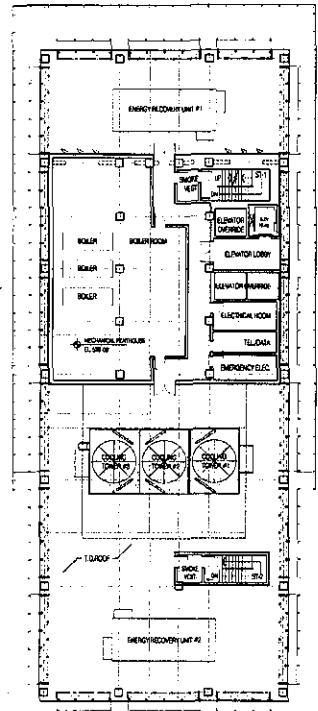


38th-39th Floor Plan

August 09, 2007



B C C1 C2 D E



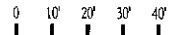
2
3
3.5
4
4.5
5
5.5
6
6.5
7
8

B C C1 C2 D E

- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBTA
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE
THE INFORMATION IN THESE PLANS
REPRESENTS A COMPILED OF
PREVIOUS SURVEYS AND EXISTING
CONDITION DOCUMENTS
ALL CONDITIONS AND DIMENSIONS
NEED TO BE FIELD VERIFIED.



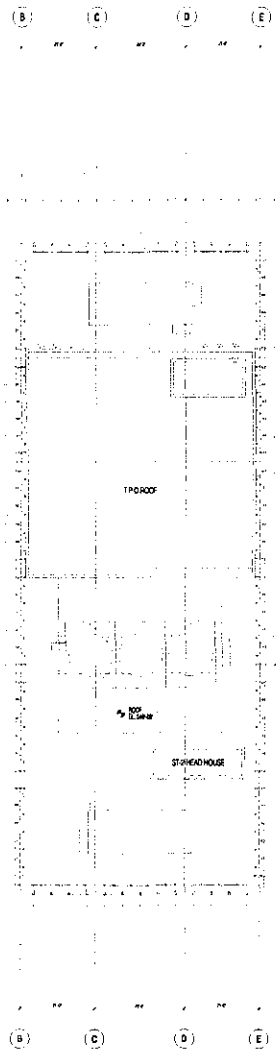
ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA
ELKUS | MANFREDI ARCHITECTS
Vornado Realty Trust
Gale International

MECHANICAL PENTHOUSE

August 09, 2007





- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMON
- LOADING DOCK
- MBIA
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE:
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILED OF
 PREVIOUS SURVEYS AND EXISTING
 CONSTRUCTION DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED.

ONE FRANKLIN / FILENE'S REDEVELOPMENT

Boston, MA

ELKUS | MANFREDI ARCHITECTS Vomado Realty Trust Gale International



ROOF PLAN

August 09, 2007

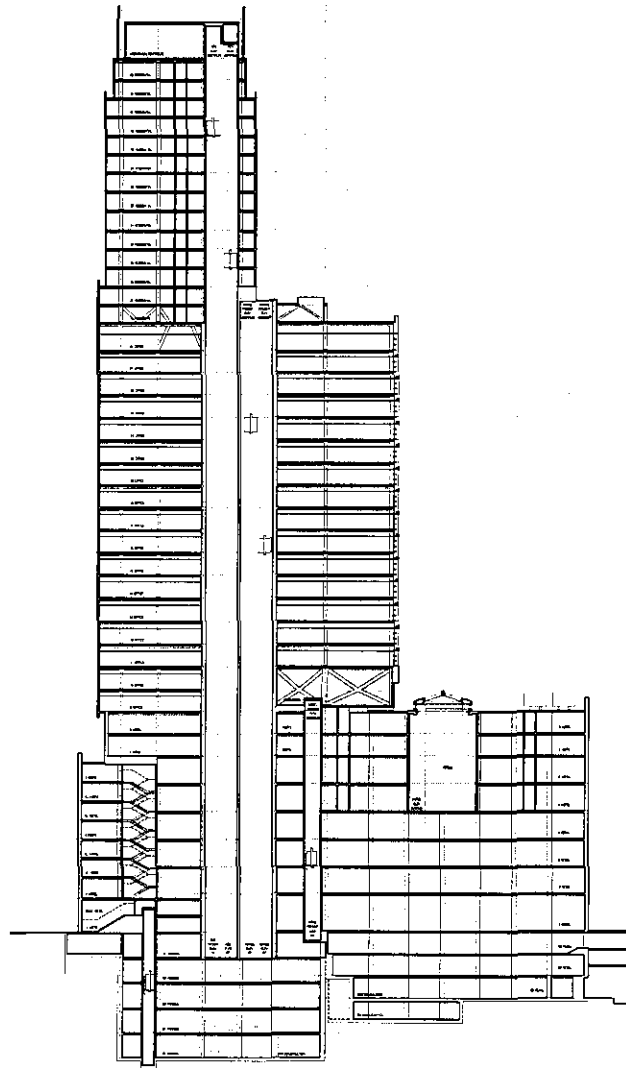


Exhibit D

SCHEMATIC SECTION SHOWING DISTRIBUTION OF USES

[Exhibit follows this page]

B C D E F G H



- MECHANICAL
- RESIDENTIAL
- OUTDOOR AREA
- OFFICE
- HOTEL
- RETAIL
- PARKING
- COMMONS
- LOADING DOCK
- MEDIA
- ROOF

--- CONSTRUCTION LIMIT LINE

NOTE
 THE INFORMATION IN THESE PLANS
 REPRESENTS A COMPILATION OF
 PREVIOUS SURVEYS AND EXISTING
 CONDITION DOCUMENTS
 ALL CONDITIONS AND DIMENSIONS
 NEED TO BE FIELD VERIFIED



ONE FRANKLIN / FILENE'S REDEVELOPMENT
 Boston, MA

0 10' 20' 30' 40'

Amended and Restated Development Plan for
Planned Development Area No. 72,
The One Franklin/Filene's Redevelopment


Boston Redevelopment Authority on behalf of
426 Washington Street Owner, LLC

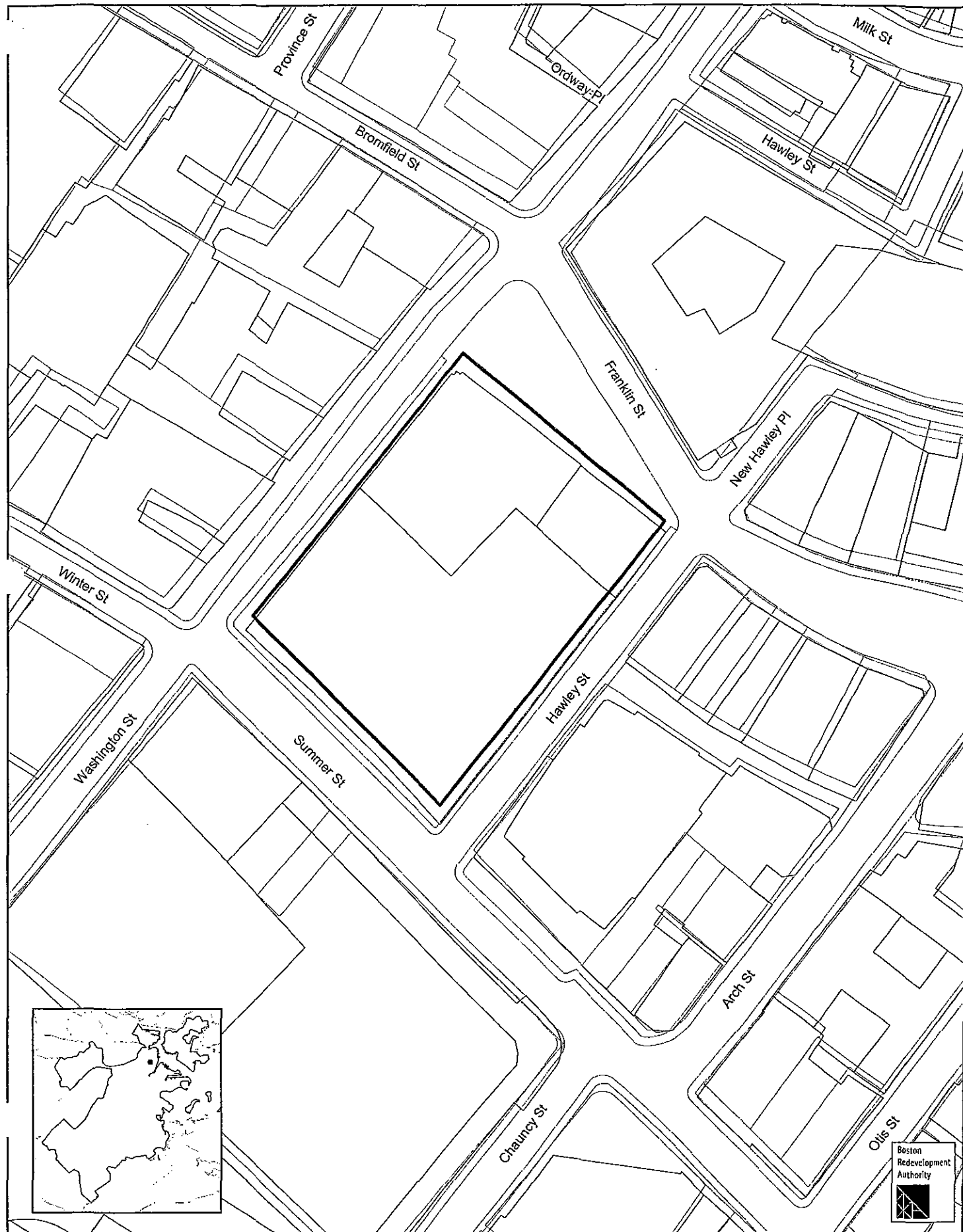
AMENDED AND RESTATED DEVELOPMENT PLAN FOR PLANNED
DEVELOPMENT AREA NO. 72, THE ONE FRANKLIN/FILENE'S
REDEVELOPMENT

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Amended and Restated Development Plan for Planned Development Area No. 72, The One Franklin/Filene's Redevelopment, dated August 14, 2007, and approved by the Boston Redevelopment Authority on August 14, 2007.

Said Amended and Restated Development Plan amends "Development Plan for The One Franklin/Filene's Redevelopment," approved by the Authority on November 16, 2006, and approved by the Zoning Commission on December 6, 2006, effective, December 7, 2006. Planned Development Area No. 72 was designated on "Map 1A, Midtown Cultural District" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 464, adopted by the Zoning Commission on December 6, 2006, effective December 7, 2006.

One Franklin - Filene's Redevelopment

1:1,200 



Amended and Restated Development Plan for Planned Development Area No. 72, The One Franklin/Filene's Redevelopment, Boston

Chairman

Robert Fardien

Vice Chairman

Mr. [Signature]

Synda Bernard

William Tarlow

James Clark

James Gray

Gay Hurley

In Zoning Commission

Adopted: October 31, 2007

Attest:

[Signature]
Secretary

Amended and Restated Development Plan for Planned Development Area No. 72, The One Franklin/Filene's Redevelopment, Boston

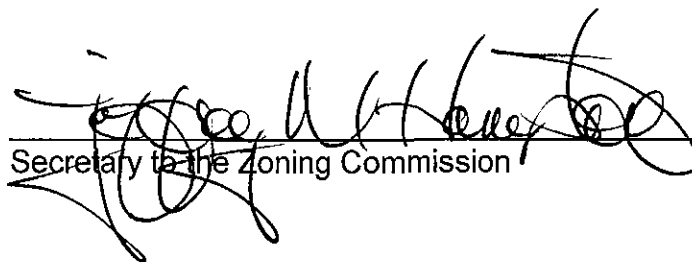


Mayor, City of Boston

Date: 10/31/07

The foregoing Amended and Restated Development Plan was presented to the Mayor on OCTOBER 31, 2007, and was signed by him on OCTOBER 31, 2007, whereupon it became effective on OCTOBER 31, 2007 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission