

PART I

HUD-5004
(9-87)

REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: Boston Properties Limited Partnership
- b. Address and ZIP Code of Redeveloper: c/o Boston Properties, Inc.
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103
- c. IRS Number of Redeveloper: 04-3372948

2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from:

The Cambridge Redevelopment Authority
(Name of Local Public Agency)

in The Kendall Square Urban Renewal Project Area
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Cambridge, State of Massachusetts,
is described as follows²:

Plaza Tract located within Parcel 4, as shown on the plan attached as Exhibit A to Part II.

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of Delaware:

- A corporation.
- A nonprofit or charitable institution or corporation.
- A partnership known as Boston Properties Limited Partnership
- A business association or a joint venture known as
- A Federal, State, or local government or instrumentality thereof.
- Other (explain)

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization: April 8, 1997

5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows: See Attachment to Part I

¹If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on this form.

²Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹.
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest.
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODE

POSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODE

DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

Not Applicable

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

See Attachment to Part I

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

(The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation \$
- d. Cost per dwelling unit of any residential rehabilitation \$

2. a. State the Redeveloper's estimate of the average monthly rental (if to be rented) or average sale price (if to be sold) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

TYPE AND SIZE OF DWELLING UNIT	ESTIMATED AVERAGE MONTHLY RENTAL \$	ESTIMATED AVERAGE SALE PRICE \$
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Not applicable

b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals;

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (We) _____
certify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: 5/2/12
 Boston Properties Limited Partnership
 By: Boston Properties, Inc.

 By: [Signature] Signature

Title
 800 Boylston Street, Suite 1900
 Boston, Massachusetts 02199

Address and ZIP Code

¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.
² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

ATTACHMENT TO HUD 6004, PART I

Item 5: See Attached.

Boston Properties Limited Partnership

Limited partners holding an interest of 0.1% or more

Partner Name	Percentage Ownership As of March 31, 2012	Address
ston Properties, Inc.	87.99961670%	800 Boylston Street, Suite 1900 Boston MA 02199
Zuckerman, Mortimer B.	3.92557130%	c/o Boston Properties 599 Lexington Avenue, Suite 1800 New York NY 10022
Joyce Linde and Mark D. Balk, Trustees of the Edward H. Linde 1988 Trust	1.99913200%	c/o Goulston & Storrs 400 Atlantic Avenue Boston MA 02110

Boston Properties Limited Partnership**Limited partners holding less than 0.1% interest**

Partner Name	Percentage Ownership As of March 31, 2012
The MBZ 1996 Trust (GST Non-Exempt), Edward H. Linde, Trustee	0.827891%
Rockefeller, David	0.264290%
EC Holdings, Inc.	0.255022%
Linde, Douglas T.	0.225710%
Tower Capital, LLC	0.225484%
Portman Family Trust	0.184485%
Ritchey, Raymond A.	0.181229%
Landis Family Trust #2	0.164098%
Landis Family Trust #4	0.155422%
Arnold B. Tofias, trustee of the Arnold B. Tofias Trust of December 20, 1991	0.147058%
Landis, Alan B.	0.146574%
Landis, Linda	0.146072%
Norville, E. Mitchell	0.140192%
Tofias, Donald	0.112131%
Landis Family Trust #3	0.099965%
Shubert and Booth Theatre, LLC	0.088362%
Tofias, Susan W.	0.082652%
Leftwich, Willie L.	0.081350%
Landis Family Trust #6	0.072539%
Altid Enterprises, LLC	0.072066%
Hudson, James L.	0.071711%
Fifth Avenue 58/59 Acquisition Co. L.P.	0.060607%
Landis Family Trust #1	0.059658%
Koop, Bryan J.	0.054116%
Ralaks Equity Partners	0.053883%
JAKE Family, LLC	0.053354%
Carr, Martha A.	0.052728%
RAR Ritchey LLC	0.052719%
LG BP Units LLC	0.052163%
1301 New York Avenue Limited Liability Company	0.048846%
Ritchey, LLC	0.046308%
James R. Bronkema Trust	0.045901%
LaBelle, Michael E.	0.044431%
Johnston, Peter D.	0.043514%
Robert B. Swett, Jr. Marital Trust B	0.043074%
Edlavitch, Irwin P.	0.042626%
Laraine Swett, Trustee of the Laraine S. Swett Trust 2006	0.042363%
Gaw, David G.	0.038899%
Kenvic Associates, LLC	0.036327%
Slott, Daniel	0.034545%
Gerald Cohen or Joanne C. Cohen, as Trustees of the Gerald Cohen Revocable Trust dated September 30, 2005	0.031267%
Selsam, Robert E.	0.030324%
Guy Pointer Davis Q-Tip Trust, The	0.026087%
Cantalupa, Michael A.	0.023374%
King, Jennifer L.	0.022460%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Partner Name	Percentage Ownership As of March 31, 2012
Herbert O. Davis, Trustee of the Herbert O. Davis Revocable Trust dated March 2, 2007	0.022157%
Turndorf, Gary O.	0.021560%
RAR/BP LLC	0.020971%
Bernard Koteen Revocable Trust	0.020911%
The Oliver Carr Company	0.020757%
Ehrlich, M. Gordon	0.020732%
Pester, Robert E.	0.020677%
R.W. Claxton, Inc.	0.019225%
Kaylor, Jonathan L.	0.019035%
Langley Lane LP	0.018851%
Kurtis, Jonathan B.	0.018842%
Lindner, Thaddeus	0.018811%
Mad-Cap LLC	0.018424%
King, III, Charles	0.017392%
Landis, Mitchell S.	0.017152%
Linde, Joyce	0.016768%
Patricia E. Coupard Revocable Trust	0.016351%
Richard I. Linde Revocable Trust	0.016100%
Hadar, Eric	0.015800%
Provost, David C.	0.015064%
Levin, Andrew D.	0.014729%
Martin, Gary & Barbara	0.014702%
Pounds, William F.	0.014547%
JCR/BP LLC	0.014138%
EL Burnside Holdings, LP	0.013916%
MZ Burnside Holdings, LP	0.013916%
King, Jr., Charles	0.013713%
Walsh, Michael R.	0.012600%
Schubert, Robert A.	0.012519%
Lishil Enterprises Limited Partnership	0.012192%
Mercadante, Lauren D.	0.011803%
2300 N. Street Associates	0.011782%
Beuchert, III, George H.	0.011782%
Randall, Jonathan S.	0.011767%
Mayer, Matthew W.	0.011235%
Miller, Alan	0.011054%
Sherley H. Koteen Revocable Trust	0.010850%
Seay, Keith A.	0.010603%
EMN/BP LLC	0.010495%
Rosenfeld, James C.	0.010421%
Silpe, Robert A.	0.010161%
Simmons, Kenneth F.	0.009460%
Hart, James A.	0.009436%
Burkart, Jack W.	0.009343%
Grant, Alfred	0.008843%
Estate of Gordon Gray	0.008731%
Burt, Frank D.	0.008552%
Lowenberg, Jeffrey J.	0.007811%
EL Longstreet Holdings, LP	0.007715%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Partner Name	Percentage Ownership
MZ Longstreet Holdings, LP	0.007715%
Brandbergh, John K.	0.007662%
Timin, Madeleine	0.007448%
Otteni, Peter V.	0.007263%
Boone, David H.	0.007157%
Salomon, Richard E.	0.007017%
Mitchell Blankstein, trustee of the Antonelli Marital Trust, dated May 12, 2009	0.006999%
Fitzpatrick, Barry M.	0.006837%
See, Peter V.	0.006782%
Blum, John R.H.	0.006744%
Whalen Jr., James J.	0.006714%
Spears, William G.	0.006600%
Cohen, Sheldon	0.006506%
Baraldi, John J.	0.006495%
Jack Males Living Trust	0.006284%
Hyre, III, Franklin F.	0.006081%
Richard N. Gale and David M. Osnos, Co-Trustees of the Lane F. Libby Trust u/w Beverly B. Bernstein	0.005912%
EL Meade Holdings, LP	0.005745%
MZ Meade Holdings, LP	0.005745%
Messick, Katheryn P.	0.005657%
Pierce, Stephen C.	0.005657%
DuMont, Anne B.	0.005638%
Kevorkian, Eric G.	0.005634%
Diehl, Rodney C.	0.005581%
Miller, David E.	0.005575%
Hill, Thomas L.	0.005507%
Badrigan, Brian C.	0.005448%
Silver, Barney H.	0.005445%
Stroman, John J.	0.005310%
Cagle, Marjorie Goodson	0.005159%
Bryks, Helene	0.004935%
Gindel, Amy C.	0.004808%
Gordon J. Vosti & Marcia W. Vosti, Co-Trustees or any successor trustee of the Gordon J. Vosti & Marcia W. Vosti Revocable Trust, dated 7/17/91	0.004790%
DGG/BP LLC	0.004713%
Stephen R. Clineburg Revocable Trust	0.004713%
Bishop, Jill G.	0.004694%
DR & Descendents LLC	0.004689%
Flashman, Arthur S.	0.004670%
Pierce, Robert A.	0.004614%
Storrs, Gregory M.	0.004593%
Monopoli, Richard T.	0.004509%
O'Connor, Thomas J.	0.004498%
Penn, Edward D.	0.004485%
Strautmanis, Damona S.	0.004466%
Ann Simon Hadley, Personal Representative for the William Simon Estate	0.004350%
Magaldi, James J.	0.004328%
Kerr, Janet	0.004079%

**Percentage Ownership
As of March 31, 2012**

Partner Name	Percentage Ownership As of March 31, 2012
Christman, Bruce L.	0.004032%
Keyser, Robert N.	0.004027%
DeAngelis, Frederick J.	0.004009%
500 Capital Corp.	0.003931%
Beth Rubenstein Trust	0.003804%
Rubenstein, Amy S.	0.003804%
Rubenstein, Barton	0.003804%
Goodson, Jonathan	0.003756%
Patricof, Alan J.	0.003641%
Gerchick, Lisa Koteen	0.003619%
Koteen, Charles D.	0.003619%
First City Properties-E Street, Inc.	0.003618%
Pierce, William H.	0.003524%
Dorman, Phillip F.	0.003415%
Fivek, Jason	0.003401%
Carr Park, Inc	0.003397%
ABl Realty, Inc.	0.003181%
Osbourne, Bill F.	0.003133%
EP Burnside Holdings, LP	0.003039%
Van, Esq., Peter D.	0.003021%
Morken, Steven P.	0.003000%
Mitchell Blankstein, trustee of the Antonelli Gifting Trust, dated May 12, 2009	0.002970%
Burros, Marian Fox	0.002970%
Schumacher, Michael	0.002923%
Mitchell Blankstein, trustee of the John O. Antonelli Trust, dated May 12, 2009	0.002922%
Mitchell Blankstein, trustee of the Lee Antonelli Trust, dated May 12, 2009	0.002922%
Dick, Edison W.	0.002878%
Milan A. Barto and June D. Barto, Trustees of the Barto Trust, dated November 20, 1997	0.002858%
Einiger, Carol B.	0.002845%
Freeling, Susan M.	0.002796%
Stewart, R. David	0.002790%
Cohen, Richard M.	0.002759%
Pergoia, David L.	0.002757%
Holland, J. Michael	0.002650%
James Hayes Residual Trust	0.002637%
Slagle, Carl W.	0.002569%
Antonelli, Lee	0.002543%
Richard M. Wolf and Barbara C. Wolf, Trustees of the Barbara C. Wolf Revocable Trust, dated March 16, 2000	0.002514%
Klock, Peter A.	0.002474%
Back, Peter	0.002465%
Garner, Jeffrey L.	0.002461%
Denman, Mark J.	0.002368%
Barrasso, Robert A.	0.002363%
Pierce, James L.	0.002356%
Butler, Gregory A.	0.002279%
Coville, Lynne P.	0.002273%
Hamilton, Robert S.	0.002258%

Partner Name**Percentage Ownership
As of March 31, 2012**

Salomon, Ralph B.	0.002200%
Salomon, Robert B.	0.002200%
A. Duncan Whitaker, as trustee of the A. Duncan Whitaker Trust, dated January 24, 2008	0.002183%
Nina Louise Boyd Breen, trustee of the William J. Boyd Trust, dated October 4, 1999	0.002183%
Levine, Laurel E.	0.002175%
Silverstein, Lori W.	0.002133%
McNulty, Laura D.	0.002108%
Mayers, Daniel K.	0.001982%
Budinger, Zoë Baird	0.001877%
McCall, Kevin	0.001877%
Cohen, Jonathan A.	0.001810%
Cohen, Melinda Ann	0.001810%
Cohen, Sharon R.	0.001810%
Debra Cohen Luks or Harold Paul Luks, as Trustees of the Debra Cohen Luks Revocable Trust dated 5/16/2007	0.001810%
Laura Eve Apfelbaum, trustee of the Lauara Eve Apfelbaum Revocable Trust dated June 2, 2010	0.001810%
W. Edward Lawrence & Lucy M. Lawrence	0.001718%
Kruger, Caroline C.	0.001710%
Lavery, Benjamin C.	0.001689%
Coivin, Steven R.	0.001679%
Garesche, Donna	0.001640%
ML Capital Partners	0.001582%
Shen, Christine M.	0.001561%
Cristina, Marilou	0.001558%
Klock, Mary	0.001512%
Pigott, David	0.001494%
Klock, Susan H.	0.001484%
John Bodner, Jr., Anne Potter Bodner and Thomas N. Heyer, Trustees of the John Bodner, Jr. Revocable Trust dated March 11, 2011	0.001429%
Waldron, Melanie J.	0.001416%
Levine, Carl Robert	0.001343%
Bralower, Stephen N.	0.001307%
Sheehan, Kevin T.	0.001282%
Ellis, Richard H.	0.001279%
Phaneuf, Jeffrey S.	0.001266%
Lipowsky, Brenda	0.001257%
Colby, Keli	0.001206%
Denny, Mark D.	0.001117%
EP Longstreet Holdings, LP	0.001115%
Owen, Roberts B.	0.001070%
Wheet, Maura L.	0.001031%
Shamos, Jeremy	0.000929%
Cooley, Claudia	0.000921%
Frenkel, Dr. Jacob A.	0.000912%
Blankstein, Mitchell	0.000896%
Robert B. Swett, Jr. Family Trust	0.000881%
Bacow, Lawrence S.	0.000829%
Swett, Brian R.	0.000813%

Partner Name**Percentage Ownership
As of March 31, 2012**

Anne Potter Bodner and Thomas N. Heyer, Trustees of the Anne Potter Bodner Revocable Trust dated March 11, 2011	0.000753%
Rockmark Corporation	0.000742%
JBG North Capitol Limited Partnership	0.000724%
Lyon, John W.	0.000717%
Bruce, John F.	0.000715%
Sheehy, Terrence C	0.000715%
Carvalho, Manuel M.	0.000690%
Frazier, Adam B.	0.000690%
Bralower, Barbara J.	0.000689%
De Fazio, Sharon M.	0.000671%
Lustig, Matthew J.	0.000663%
Iantosca, Anthony	0.000619%
Iseman, Frederick J.	0.000610%
Hogan, Denise A.	0.000608%
DiLuglio, Kelli A.	0.000606%
Stevenson, Kathryn R.	0.000589%
Mazer, Robert	0.000548%
Antonelli, III, Dominic F.	0.000546%
Antonelli, John P.	0.000546%
Turchin, Martin	0.000498%
Ariel Matthew Luks Trust	0.000496%
Bryan Lipowsky Trust	0.000496%
Cohen, Jamie M.	0.000496%
Cohen, Randy M.	0.000496%
Dana Robin Lipowsky Trust	0.000496%
Luks, Jordana Ilene	0.000496%
Rosenberg, Shari L.	0.000405%
Donald C. Brennan & Flora A. Brenna, Co-Trustees	0.000383%
Campbell, Lee W.	0.000383%
Kogan, Alexander V.	0.000372%
Astrove, Steven R.	0.000368%
Snow, Alan M.	0.000363%
Kennedy, John	0.000352%
Whitworth, William	0.000349%
Gildenhorn Holdings, LLC	0.000334%
Levine, David Carter	0.000322%
Thomas, Andrew M.	0.000288%
Braunohler, Robert H.	0.000286%
Crescent Heaven, LLC	0.000286%
Oodgod, LLC	0.000286%
Lord, Brian R.	0.000208%
Marcucella, Thomas	0.000208%
Campbell, Jane W.	0.000202%
Glosserman, Michael Jack	0.000194%
Schlotzhauer, Adele F.	0.000191%
The Williams Family Trust	0.000179%
Gewirtz, Paul	0.000154%
Lufkin, Meredith R.	0.000145%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Landsittel, Scott W.	0.000123%
Hockenjos, Mark	0.000121%
ABL Capital Corp.	0.000100%
King, III, William F.	0.000098%
The Camberwell Trust	0.000090%
Epstein, Melissa	0.000087%
Bookout, Jr., John F.	0.000070%
Lee M. Hydeman and Judith Hydeman	0.000070%
Cronin, Denis John	0.000054%
Shannon, Catherine	0.000045%
Jessamy, Ronald C.	0.000009%
Gildenhorn, Joseph B.	0.000003%
Jacobs, Benjamin	0.000003%
Rumford, III, Lewis	0.000003%

ATTACHMENT TO HUD 6004, PART I (continued)

Item 7

DIRECTORS	EXECUTIVE OFFICERS
Mortimer B. Zuckerman	Mortimer B. Zuckerman Chief Executive Officer
Douglas T. Linde	Douglas T. Linde President
Lawrence S. Bacow	Raymond A. Ritchey Executive Vice President
Zoë Baird	Michael E. LaBelle Chief Financial Officer and Senior Vice President
Carol B. Einiger	Peter D. Johnston Senior Vice President
Matthew J. Lustig	Bryan J. Koop Senior Vice President
Alan J. Patricof	Robert E. Selsam Senior Vice President
Martin Turchin	Robert E. Pester Senior Vice President
David A. Twardock	Mitchell S. Landis Senior Vice President

SENIOR OFFICERS

John K. Brandbergh Senior Vice President	Frank D. Burt Senior Vice President
Michael A. Cantalupa Senior Vice President	Bruce L. Christman Senior Vice President
Steven R. Colvin Senior Vice President	Frederick J. DeAngelis Senior Vice President
Rod C. Diehl Senior Vice President	Amy C. Gindel Senior Vice President
Thomas I. Hill Senior Vice President	Jonathon L. Kaylor Senior Vice President
Eric G. Kevorkian Senior Vice President	Jonathon B. Kurtis Senior Vice President
Andrew D. Levin Senior Vice President	Matthew W. Mayer Senior Vice President
Laura McNulty Senior Vice President	David C. Provost Senior Vice President
Jonathon S. Randall Senior Vice President	Robert A. Schubert Senior Vice President
Peter V. See Senior Vice President	Robert A. Silpe Senior Vice President
Kenneth F. Simmons Senior Vice President	Madeleine C. Timin Senior Vice President
Michael R. Walsh Senior Vice President	James J. Whalen, Jr. Senior Vice President

REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY.

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item 8b is Answered "Yes.")

1. a. Name of Redeveloper: Boston Properties Limited Partnership
c/o Boston Properties, Inc.
b. Address and ZIP Code of Redeveloper: 800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

The Cambridge Redevelopment Authority

(Name of Local Public Agency)

The Kendall Square Urban Renewal Area

in

(Name of Urban Renewal or Redevelopment Project Area)

in the City of Cambridge, State of Massachusetts

is described as follows:

Plaza Tract located within Parcel 4, as shown on the plan attached as Exhibit A to Part II.

3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? YES NO
If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

See Attachment to this Part II

4. a. The financial condition of the Redeveloper, as of December 31, 2011 is as reflected in the attached financial statement.
(NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)
- b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based:
Pricewaterhouse Coopers LLP, 125 High Street, Boston, MA 02110
5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land:

See Attachment to this Part II

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:
See Attachment to this Part II

a. In banks:

<u>NAME, ADDRESS, AND ZIP CODE OF BANK</u>	<u>AMOUNT</u>
	\$

b. By loans from affiliated or associated corporations or firms:

<u>NAME, ADDRESS, AND ZIP CODE OF SOURCE</u>	<u>AMOUNT</u>
	\$

c. By sale of readily salable assets:

<u>DESCRIPTION</u>	<u>MARKET VALUE</u>	<u>MORTGAGES OR LIENS</u>
	\$	\$

7. Names and addresses of bank references:

See Attachment to this Part II

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? YES NO

If Yes, give date, place, and under what name.

See Attachment to this Part II

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? YES NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

See Attachment to this Part II

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion:

Boston Properties, Inc., the general partner of the Redeveloper, and its affiliates, have been involved in numerous projects comparable to the proposed work. An excerpt from Boston Properties, Inc.'s 2011 Annual Report listing properties in which it had an interest as of December 31, 2011 is attached as Exhibit D.

- b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

Not applicable

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

See Attachment to this Part II

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder:

- a. Name and address of such contractor or builder:

Not applicable

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? YES NO

If Yes, explain:

- c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work:

- d. Construction contracts or developments now being performed by such contractor or builder:

<u>IDENTIFICATION OF CONTRACT OR DEVELOPMENT</u>	<u>LOCATION</u>	<u>AMOUNT</u> \$	<u>DATE TO BE COMPLETED</u>
--	-----------------	---------------------	---------------------------------

e. Outstanding construction-contract bids of such contractor or builder:

<u>AWARDING AGENCY</u>	<u>AMOUNT</u>	<u>DATE OPENED</u>
	\$	

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor:
Not applicable

13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? YES NO

If Yes, explain.

b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? YES NO

If Yes, explain.

14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

CERTIFICATION

I (We)¹ _____
certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.²

Dated: 5/2/12
Boston Properties Limited Partnership
By: Boston Properties, Inc.
By: [Signature]
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199
Address and ZIP Code

¹ If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper.

² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

ATTACHMENT TO HUD-6004, PART II

3. Affiliates of Redeveloper

Boston Properties Limited Partnership is a Delaware limited partnership, the sole general partner of which is Boston Properties, Inc., a Delaware corporation. Boston Properties, Inc. is a publicly traded real estate investment trust ("REIT") whose shares were first sold to the public in June, 1997.

Prior to the Boston Properties, Inc. initial public offering in June 1997, Cambridge Center Associates, a Massachusetts general partnership of which the sole general partners were Mortimer B. Zuckerman and Edward H. Linde, had entered into two separate master Development Agreements with the Cambridge Redevelopment Authority: (1) an Agreement dated April 14, 1982, as amended, respecting Parcel 2 of the Kendall Square Urban Renewal Area (the "Parcel 2 Development Agreement") and (2) an Agreement dated June 11, 1979, as amended, respecting Parcels 3 and 4 of the Kendall Square Urban Renewal Area (the "Parcel 3 and 4 Development Agreement").

Pursuant to Supplemental Land Disposition Contracts entered into in accordance with the Parcel 3 and 4 Development Agreement, Cambridge Center Associates, through other affiliates, was the Redeveloper of six of the tracts on which development has been completed on Parcel 4. Specifically, Cambridge Center Associates was the general partner of Five Cambridge Center Properties, the Redeveloper of Tract I on Parcel 4, of Four Cambridge Center Properties, the Redeveloper of Tract II on Parcel 4, of First Cambridge Center Parking Associates, the Redeveloper of Tract III on Parcel 4, of Cambridge Center Hotel Associates, the Redeveloper of Tract IV on Parcel 4, of Three Cambridge Center Associates, the Redeveloper of Tract V on Parcel 4, and of One Cambridge Center Associates, the Redeveloper of Tract VI on Parcel 4. Cambridge Center Associates was also the Redeveloper of Tracts I and II on Parcel 3 under Supplemental Land Disposition Contracts with the Cambridge Redevelopment Authority.

In a manner similar to that of Parcels 3 and 4, pursuant to Supplemental Land Disposition Contracts entered into in accordance with the Parcel 2 Development Agreement, Cambridge Center Associates, through other affiliates, was the Redeveloper of four of the tracts on which development has been completed within Parcel 2. Specifically, Cambridge Center Associates was the sole general partner of each of Fourteen Cambridge Center Associates, the Redeveloper of Tract I on Parcel 2, Eleven Cambridge Center Associates, the Redeveloper of Tract II on Parcel 2, Ten Cambridge Center Associates Limited Partnership, the Redeveloper of Tract III on Parcel 2 and Cambridge Center North Associates Limited Partnership, the Redeveloper of Tract IV on Parcel 2.

In addition, Messrs. Zuckerman and Linde owned the controlling and majority interests in North Parcel Limited Partnership ("NPLP"), which executed a Supplemental Land Disposition Contract (the "NPLP SLDC") with the Cambridge Redevelopment Authority pursuant to which NPLP purchased Tracts V, VI and VII of Parcel 2 and developed improvements on said Tracts. NPLP exercised its option to terminate the NPLP SLDC in January of 2009.

In connection with Boston Properties, Inc.'s initial public offering in June, 1997, the interests of Cambridge Center Associates in the Parcel 2 Development Agreement, the Parcel 3 and 4 Development Agreement and the remaining affiliated ownership entities on Parcels 2, 3 and 4 were assigned to Boston Properties Limited Partnership. Since that time, Boston Properties Limited Partnership and/or its wholly-owned subsidiaries have executed three separate Supplemental Land Disposition Contracts with the Cambridge Redevelopment Authority under the Parcel 3 and 4 Development Agreement and developed improvements on Tracts III, IVA, IVB, V and VI of Parcel 3 and one Supplemental Land Disposition Contract with the Cambridge Redevelopment Authority under the Parcel 2 Development Agreement for a project currently under construction on Tract VIII of Parcel 2.

Prior to the formation of the Boston Properties, Inc. REIT, Mortimer B. Zuckerman and Edward H. Linde, as principals of Boston Properties, Inc. and its affiliates, had been active in the real estate development business for over 26 years and had interests in numerous properties and ongoing projects in the Boston, New York City and Washington, D.C. metropolitan areas. Since going public in 1997, Boston Properties, Inc. and its affiliates have significantly expanded their interests in the Boston, New York City and Washington D.C. markets and have also acquired and developed properties in the San Francisco metropolitan area and in Princeton, New Jersey, as shown in the ownership schematic attached as Exhibit B.

4,5,6. Redeveloper's Financial Resources

The financial condition of the Redeveloper, Boston Properties Limited Partnership, is consolidated into the balance sheet of Boston Properties, Inc., its sole general partner. Attached as Exhibit C is the financial statement of Boston Properties, Inc. as of December 31, 2011, which has been audited by PricewaterhouseCoopers LLP.

The Redeveloper generally uses construction financing, our cash balances and corporate line of credit to fund its development projects. The Redeveloper has long-term relationships with a roster of commercial banks that actively seek to finance well-structured developments with institutional sponsors like the Redeveloper. Over the past two years, the Redeveloper has completed over \$1 billion in development projects and raised over \$350 million in construction financing. The Redeveloper maintains a current cash balance of approximately \$500 million and has available to it the full capacity under its \$750 million revolving credit facility.

7. Names and Addresses of Bank References

Banc of America Securities
One Bryant Park, NY1-100-21-01
New York, New York 10036
Attention: Mr. Richard Williams, Managing Director

Bank of New York
One Wall Street, 21st Floor
New York, New York 10286
Attention: Rick Laudisi, Vice President

US Bank
One Federal Street, 9th floor
Boston, Massachusetts 02110
Attention: David Heller, Senior Vice President

8,13. Information Concerning Redeveloper

The Redeveloper is unable to answer these questions with regard to the owners of the shares of Boston Properties, Inc. sold to the public and the Redeveloper answers these questions to the best of its knowledge with regard to the owners of the limited partnership interests in the Redeveloper which were not formerly owned by employees or affiliates of Boston Properties, Inc.

10. Other Title I Projects

Messrs. Zuckerman and Linde have been involved in the following other Title I projects prior to the formation of the Boston Properties, Inc. REIT:

Marine Midland Center
Waterfront Redevelopment Project
Buffalo, NY

Commercial Block Building
Downtown Waterfront Project
Boston, MA

500 E. Street
Southwest Urban Renewal Project C
Washington, D.C.

One and Two Independence Square
Southwest Urban Renewal Project B
Washington, D.C.

Long Wharf Hotel
Downtown Waterfront Project
Boston, MA

EXHIBIT A

REG. 100-
 Middlesex Registry of Deeds
 Southman District
 Cambridge, Massachusetts
 Book No. 1334 (A-1) of 1334
 Plan (A) SHEET 4 of 4
 3 MEMPHIS INDUSTRIAL TRACT
 SOUTH BUL. 174.32 P. 23
 ALBERT
 [Signature]
 REGISTER

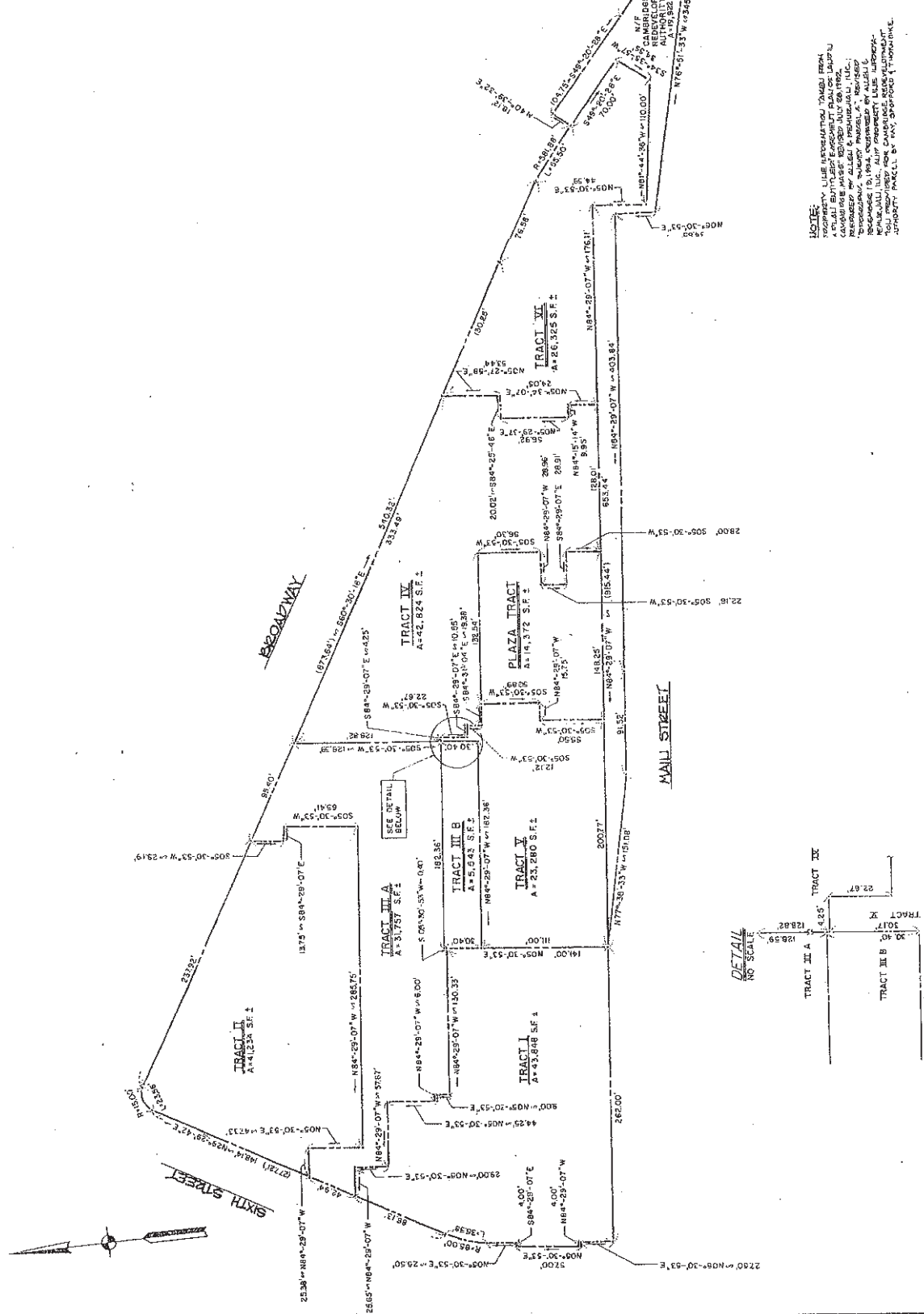
FOR REGISTRY USE ONLY

**KENPALL SQUARE
 RENEWAL AREA**
CAMBRIDGE, MASS.
 PREPARED BY
 [Signature]
 DATE: MARCH 14, 1966
 REVISION: NONE
BOSTON PROPERTIES
 PREPARED BY
ALLEN & DEMMEVILLE, INC.
 ENGINEERS & LAND SURVEYORS
 100 STATE STREET
 BOSTON, MASS.
 MAY 8, 1966
 REVISED
 2047, 5, 1966

I HEREBY CERTIFY THAT THIS PLAN WAS
 PREPARED BY ME OR UNDER MY CLOSE
 AND IMMEDIATE SUPERVISION AND THAT I AM A
 LICENSED SURVEYOR OF THE COMMONWEALTH OF
 MASSACHUSETTS.
 [Signature]
 LAWRENCE C. ALLEN - REG. 100-1334-23

DATE: May 10, 1966
 [Signature]
 LAWRENCE C. ALLEN - REG. 100-1334-23

40' 0 40' 80' 120'
 SHEET 4 OF 4
 NE 1334-23



NOTE:
 PROPERTY LINE INFORMATION TAKEN FROM
 A PLAT ENTITLED "RENEWAL PLAN OF DAILY
 CAMBRIDGE MASS. SOUTHMAN DISTRICT
 BOOK NO. 1334 (A-1) OF 1334
 PLAN (A) SHEET 4 OF 4
 REGISTERED IN THE REGISTER
 OF DEEDS, MIDDLESEX COUNTY, MASS.
 ON MAY 10, 1966.
 THIS PLAN SHOWS THE PROPOSED
 REVISIONS TO THE RENEWAL PLAN.
 YOU SHOULD ASK CAMBRIDGE REDEVELOPMENT
 AUTHORITY PARCEL BY PAR, BOSTON, MASS.

DETAIL
 NO SCALE

1334

1334

EXHIBIT B

Attachment 2 to Boston Properties, Inc. and its Affiliates

as of December 31, 2011
 (Atlantic Wharf Structures)

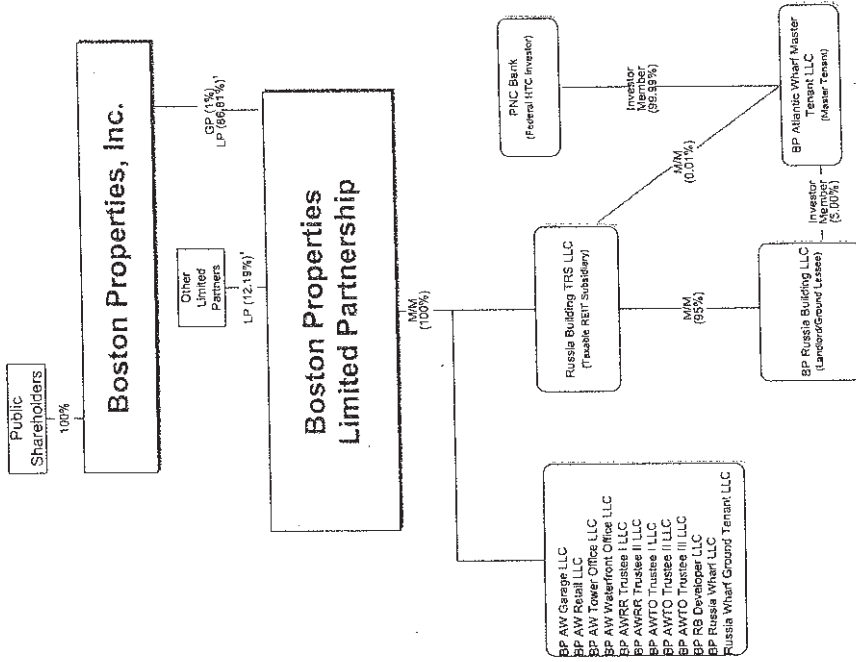


EXHIBIT C

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Financial Statements and Supplementary Data
BOSTON PROPERTIES, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
<u>Management's Report on Internal Control over Financial Reporting</u>	102
<u>Report of Independent Registered Public Accounting Firm</u>	103
<u>Consolidated Balance Sheets as of December 31, 2011 and 2010</u>	104
<u>Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009</u>	105
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2011, 2010 and 2009</u>	106
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2011, 2010 and 2009</u>	107
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009</u>	108
<u>Notes to Consolidated Financial Statements</u>	110
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All other schedules for which a provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

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Management's Report on Internal Control over Financial Reporting

Management of Boston Properties, Inc. ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive officer and principal financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As of the end of the Company's 2011 fiscal year, management conducted assessments of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on these assessments, management has determined that the Company's internal control over financial reporting as of December 31, 2011 was effective.

Our internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page 103, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2011.

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Boston Properties, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Boston Properties, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

Boston, Massachusetts
February 28, 2012

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BOSTON PROPERTIES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except for share and par value amounts)

	December 31, 2011	December 31, 2010
<u>ASSETS</u>		
Real estate, at cost:	13,389,47	12,764,93
Less: accumulated depreciation	\$ 2 (2,642,986)	\$ 5 (2,323,818)
Total real estate	10,746,48	10,441,11
Cash and cash equivalents	6	7
Cash held in escrows	1,823,208	478,948
Investments in securities	40,332	308,031
Tenant and other receivables (net of allowance for doubtful accounts of \$1,766 and \$2,081, respectively)	9,548	8,732
Related party notes receivable	79,838	60,813
Interest receivable from related party notes receivable	280,442	270,000
Accrued rental income (net of allowance of \$2,515 and \$3,116, respectively)	89,854	69,005
Deferred charges, net	522,675	442,683
Prepaid expenses and other assets	445,403	436,019
Investments in unconsolidated joint ventures	75,458	65,663
Total assets	14,782,96	13,348,26
	\$ 6	\$ 3
<u>LIABILITIES AND EQUITY</u>		
Liabilities:		
Mortgage notes payable, net	\$ 3,123,267	\$ 3,047,586
Unsecured senior notes (net of discount of \$9,814 and \$8,402, respectively)	3,865,186	3,016,598
Unsecured exchangeable senior notes (net of discount of \$3,462 and \$8,249, respectively)	1,715,685	1,721,817
Unsecured line of credit	—	—
Accounts payable and accrued expenses	155,139	161,592
Dividends and distributions payable	91,901	81,031
Accrued interest payable	69,105	62,327
Other liabilities	293,515	237,467
Total liabilities	9,313,798	8,328,418
Commitments and contingencies	—	—
Noncontrolling interest:		
Redeemable preferred units of the Operating Partnership	55,652	55,652
Equity:		
Stockholders' equity attributable to Boston Properties, Inc.		
Excess stock, \$.01 par value, 150,000,000 shares authorized, none issued or outstanding	—	—
Preferred stock, \$.01 par value, 50,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$.01 par value, 250,000,000 shares authorized, 148,186,511 and 140,278,005 issued and 148,107,611 and 140,199,105 outstanding at December 31, 2011 and 2010, respectively	1,481	1,402
Additional paid-in capital	4,936,457	4,417,162
Dividends in excess of earnings	(53,080)	(24,763)
Treasury common stock at cost, 78,900 shares at December 31, 2011 and 2010	(2,722)	(2,722)
Accumulated other comprehensive loss	(16,138)	(18,436)
Total stockholders' equity attributable to Boston Properties, Inc.	4,865,998	4,372,643
Noncontrolling interests:		
Common units of the Operating Partnership	548,581	592,164
Property partnerships	(1,063)	(614)

Total equity

5,413,516 4,964,193

Total liabilities and equity

14,782,96 13,348,26
\$ 6 \$ 3

The accompanying notes are an integral part of these consolidated financial statements.

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**BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Year Ended December 31,		
	2011	2010	2009
	(In thousands, except for per share amounts)		
Revenue			
Rental			
Base rent	\$ 1,407,070	\$ 1,231,564	\$ 1,185,431
Recoveries from tenants	201,395	180,719	200,899
Parking and other	83,097	64,490	66,597
Total rental revenue	1,691,562	1,476,773	1,452,927
Hotel revenue	34,529	32,800	30,385
Development and management services	33,435	41,231	34,878
Total revenue	1,759,526	1,550,804	1,518,190
Expenses			
Operating			
Rental	593,977	501,694	501,799
Hotel	26,128	25,153	23,966
General and administrative	81,442	79,658	75,447
Acquisition costs	155	2,614	—
Suspension of development	—	(7,200)	27,766
Depreciation and amortization	439,184	338,371	321,681
Total expenses	1,140,886	940,290	950,659
Operating income	618,640	610,514	567,531
Other income (expense)			
Income from unconsolidated joint ventures	85,896	36,774	12,058
Interest and other income	5,358	7,332	4,059
Gains (losses) from investments in securities	(443)	935	2,434
Interest expense	(394,131)	(378,079)	(322,833)
Losses from early extinguishments of debt	(1,494)	(89,883)	(510)
Income from continuing operations	313,826	187,593	262,739
Gains on sales of real estate	—	2,734	11,760
Net income	313,826	190,327	274,499
Net income attributable to noncontrolling interests			
Noncontrolling interests in property partnerships	(1,558)	(3,464)	(2,778)
Noncontrolling interest—redeemable preferred units of the Operating Partnership	(3,339)	(3,343)	(3,594)
Noncontrolling interest—common units of the Operating Partnership	(36,250)	(24,099)	(35,534)
Noncontrolling interest in gains on sales of real estate—common units of the Operating Partnership	—	(349)	(1,579)
Net income attributable to Boston Properties, Inc.	\$ 272,679	\$ 159,072	\$ 231,014
Basic earnings per common share attributable to Boston Properties, Inc.:			
Net income	\$ 1.87	\$ 1.14	\$ 1.76
Weighted average number of common shares outstanding	145,693	139,440	131,050
Diluted earnings per common share attributable to Boston Properties, Inc.:			
Net income	\$ 1.86	\$ 1.14	\$ 1.76

Weighted average number of common and common equivalent shares outstanding	<u>146,218</u>	<u>140,057</u>	<u>131,512</u>
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The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the year ended December 31,		
	2011	2010 (in thousands)	2009
Net income	\$ 313,826	\$ 190,327	\$ 274,499
Other comprehensive income:			
Net effective portion of interest rate contracts	—	421	—
Amortization of interest rate contracts	2,595	3,408	2,904
Other comprehensive income	2,595	3,829	2,904
Comprehensive income	316,421	194,156	277,403
Net income attributable to noncontrolling interests	(41,147)	(31,255)	(43,485)
Comprehensive income attributable to noncontrolling interests	(297)	(487)	(390)
Comprehensive income attributable to Boston Properties, Inc.	\$ 274,977	\$ 162,414	\$ 233,528

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-in Capital	Earnings (Dividends) in Excess of Dividends (Earnings)	Treasury Stock, at cost	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares	Amount						
Equity, December 31, 2008	121,181	\$ 1,212	\$ 3,559,841	\$ 154,953	\$ (2,722)	\$ (24,291)	\$ 570,112	\$ 4,259,105
Conversion of operating partnership units to Common Stock	139	1	3,969	—	—	—	(3,970)	—
Reallocation of noncontrolling interest	—	—	(42,490)	—	—	—	42,490	—
Allocated net income for the year	—	—	—	231,014	—	—	39,891	270,905
Dividends/distributions declared	—	—	—	(290,534)	—	—	(46,574)	(337,108)
Sale of Common Stock, net of offering costs	17,250	173	841,737	—	—	—	—	841,910
Shares issued pursuant to stock purchase plan	12	—	620	—	—	—	—	620
Net activity from stock option and incentive plan	298	3	10,002	—	—	—	24,725	34,730
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(4,007)	(4,007)
Amortization of interest rate contracts	—	—	—	—	—	2,514	390	2,904
Equity, December 31, 2009	138,880	1,389	4,373,679	95,433	(2,722)	(21,777)	623,057	5,069,059
Conversion of operating partnership units to Common Stock	592	6	17,176	—	—	—	(17,182)	—
Reallocation of noncontrolling interest	—	—	20,176	—	—	—	(20,176)	—
Allocated net income for the year	—	—	—	159,072	—	—	27,912	186,984
Dividends/distributions declared	—	—	—	(279,268)	—	—	(42,570)	(321,838)
Shares issued pursuant to stock purchase plan	9	—	630	—	—	—	—	630
Net activity from stock option and incentive plan	718	7	25,038	—	—	—	29,770	54,815
Acquisition of noncontrolling interest in property partnership	—	—	(19,098)	—	—	—	(6,384)	(25,482)
Acquisition of equity component of exchangeable senior notes	—	—	(439)	—	—	—	—	(439)
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(3,365)	(3,365)
Effective portion of interest rate contracts	—	—	—	—	—	367	54	421
Amortization of interest rate contracts	—	—	—	—	—	2,974	434	3,408
Equity, December 31, 2010	140,199	1,402	4,417,162	(24,763)	(2,722)	(18,436)	591,550	4,964,193
Conversion of operating partnership units to Common Stock	2,919	29	85,469	—	—	—	(85,498)	—
Reallocation of noncontrolling interest	—	—	(23,073)	—	—	—	23,073	—
Allocated net income for the year	—	—	—	272,679	—	—	37,808	310,487
Dividends/distributions declared	—	—	—	(300,996)	—	—	(39,132)	(340,128)
Sale of Common Stock, net of offering costs	4,660	47	438,990	—	—	—	—	439,037
Shares issued pursuant to stock purchase plan	6	—	620	—	—	—	—	620
Net activity from stock option and incentive plan	324	3	17,289	—	—	—	21,427	38,719
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(2,007)	(2,007)
Amortization of interest rate contracts	—	—	—	—	—	2,298	297	2,595
Equity, December 31, 2011	148,108	\$ 1,481	\$ 4,936,457	\$ (53,080)	\$ (2,722)	\$ (16,138)	\$ 547,518	\$ 5,413,516

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2011	2010	2009
	(in thousands)		
Cash flows from operating activities:			
Net income	\$ 313,826	\$ 190,327	\$ 274,499
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	439,184	338,371	321,681
Non-cash compensation expense	29,672	32,852	26,636
Income from unconsolidated joint ventures	(85,896)	(36,774)	(12,058)
Distributions of net cash flow from operations of unconsolidated joint ventures	39,851	16,734	12,676
Losses (gains) on investments in securities	443	(935)	(2,434)
Non-cash portion of interest expense	54,962	56,174	55,664
Settlement of accreted debt discount on repurchases of unsecured exchangeable senior notes	(5,601)	(17,555)	—
Losses from early extinguishments of debt	1,494	12,211	10
Suspension of development	—	(7,200)	27,766
Non-cash rental revenue	—	—	(3,600)
Gains on sales of real estate	—	(2,734)	(11,760)
Change in assets and liabilities:			
Cash held in escrows	(9,801)	(8,664)	103
Tenant and other receivables, net	(19,396)	(5,115)	1,844
Accrued rental income, net	(79,992)	(79,562)	(46,410)
Prepaid expenses and other assets	(39,213)	3,239	4,717
Accounts payable and accrued expenses	6,660	(32,839)	14,848
Accrued interest payable	6,778	(13,731)	8,926
Other liabilities	6,569	(9,393)	(9,452)
Tenant leasing costs	(53,212)	(59,513)	(46,280)
Total adjustments	292,502	185,566	342,877
Net cash provided by operating activities	606,328	375,893	617,376
Cash flows from investing activities:			
Acquisitions of real estate	(112,180)	(394,363)	(3,664)
Construction in process	(271,856)	(321,978)	(371,958)
Building and other capital improvements	(61,961)	(20,683)	(28,630)
Tenant improvements	(76,320)	(113,495)	(38,592)
Proceeds from land transaction	43,887	—	—
Proceeds from mortgage loan released from (placed in) escrow	267,500	(267,500)	—
Deposit on real estate released from (placed in) escrow	10,000	(10,000)	—
Acquisition of note receivable	—	(22,500)	—
Issuance of notes receivable	(10,442)	—	—
Capital contributions to unconsolidated joint ventures	(17,970)	(62,806)	(11,015)
Capital distributions from unconsolidated joint ventures	140,505	49,902	3,180
Investments in securities, net	(1,259)	2,149	4,078
Net cash used in investing activities	(90,096)	(1,161,274)	(446,601)

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2011	2010 (in thousands)	2009
Cash flows from financing activities:			
Proceeds from mortgage notes payable	1,178,306	268,964	107,929
Repayments of mortgage notes payable	(1,251,841)	(730,191)	(125,238)
Proceeds from unsecured senior notes	848,019	1,542,947	699,517
Repurchases of unsecured senior notes	—	(700,000)	—
Repurchases of unsecured exchangeable senior notes	(44,586)	(218,592)	—
Repurchase of equity component of unsecured exchangeable senior notes	—	(439)	—
Repayments of unsecured line of credit	—	—	(100,000)
Repayment of note payable	—	—	(25,000)
Deferred financing costs	(15,970)	(16,353)	(9,849)
Deposit on mortgage loan financing	(14,500)	—	—
Returned deposit on mortgage loan financing	14,500	—	—
Net proceeds from ATM stock issuances	439,037	—	—
Proceeds from equity transactions	9,667	22,593	850,624
Dividends and distributions	(332,597)	(324,686)	(357,328)
Acquisition of noncontrolling interest in property partnership	—	(25,482)	—
Distributions to noncontrolling interests in property partnerships	(2,007)	(3,365)	(4,007)
Net cash provided by (used in) financing activities	828,028	(184,604)	1,036,648
Net increase (decrease) in cash and cash equivalents	1,344,260	(969,985)	1,207,423
Cash and cash equivalents, beginning of the year	478,948	1,448,933	241,510
Cash and cash equivalents, end of the year	\$ 1,823,208	\$ 478,948	\$ 1,448,933
Supplemental disclosures:			
Cash paid for interest	\$ 386,170	\$ 394,172	\$ 307,059
Interest capitalized	\$ 48,178	\$ 40,981	\$ 48,816
Non-cash investing and financing activities:			
Additions to real estate included in accounts payable	\$ 10,767	\$ 3,693	\$ 36,789
Mortgage notes payable assumed in connection with the acquisition of real estate	\$ 143,900	\$ 843,104	\$ —
Note receivable converted to real estate	\$ —	\$ 22,500	\$ —
Dividends and distributions declared but not paid	\$ 91,901	\$ 81,031	\$ 80,536
Conversions of noncontrolling interests to Stockholders' Equity	\$ 85,498	\$ 17,182	\$ 3,970
Issuance of restricted securities to employees and directors	\$ 25,087	\$ 19,222	\$ 22,964

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

I. Organization and Basis of Presentation

Organization

Boston Properties, Inc. (the "Company"), a Delaware corporation, is a self-administered and self-managed real estate investment trust ("REIT"). The Company is the sole general partner of Boston Properties Limited Partnership (the "Operating Partnership") and at December 31, 2011 owned an approximate 88.3% (86.2% at December 31, 2010) general and limited partnership interest in the Operating Partnership. Partnership interests in the Operating Partnership are denominated as "common units of partnership interest" (also referred to as "OP Units"), "long term incentive units of partnership interest" (also referred to as "LTIP Units") or "preferred units of partnership interest" (also referred to as "Preferred Units"). In addition, in February 2008 and February 2011, the Company issued LTIP Units in connection with the granting to employees of outperformance awards (also referred to as "2008 OPP Units" and "2011 OPP Units," respectively). Because the rights, preferences and privileges of 2008 OPP Units and 2011 OPP Units differ from other LTIP Units granted to employees as part of the annual compensation process, unless specifically noted otherwise, all references to LTIP Units exclude 2008 OPP Units and 2011 OPP Units. On February 5, 2011, the measurement period for the Company's 2008 OPP Unit awards expired and the Company's total return to shareholders ("TRS") was not sufficient for employees to earn and therefore become eligible to vest in any of the 2008 OPP Unit awards. Accordingly, all 2008 OPP Unit awards were automatically forfeited (See Note 17).

Unless specifically noted otherwise, all references to OP Units exclude units held by the Company. A holder of an OP Unit may present such OP Unit to the Operating Partnership for redemption at any time (subject to restrictions agreed upon at the time of issuance of OP Units to particular holders that may restrict such redemption right for a period of time, generally one year from issuance). Upon presentation of an OP Unit for redemption, the Operating Partnership must redeem such OP Unit for cash equal to the then value of a share of common stock of the Company ("Common Stock"). In lieu of a cash redemption, the Company may elect to acquire such OP Unit for one share of Common Stock. Because the number of shares of Common Stock outstanding at all times equals the number of OP Units that the Company owns, one share of Common Stock is generally the economic equivalent of one OP Unit, and the quarterly distribution that may be paid to the holder of an OP Unit equals the quarterly dividend that may be paid to the holder of a share of Common Stock. An LTIP Unit is generally the economic equivalent of a share of restricted common stock of the Company. LTIP Units, whether vested or not, will receive the same quarterly per unit distributions as OP Units, which equal per share dividends on Common Stock (See Note 17).

At December 31, 2011, there was one series of Preferred Units outstanding (i.e., Series Two Preferred Units). The Series Two Preferred Units bear a distribution that is set in accordance with an amendment to the partnership agreement of the Operating Partnership. Preferred Units may also be converted into OP Units at the election of the holder thereof or the Operating Partnership in accordance with the amendment to the partnership agreement (See Note 11).

All references to the Company refer to Boston Properties, Inc. and its consolidated subsidiaries, including the Operating Partnership, collectively, unless the context otherwise requires.

Properties

At December 31, 2011, the Company owned or had interests in a portfolio of 153 commercial real estate properties (the "Properties") aggregating approximately 42.2 million net rentable square feet, including seven properties under construction totaling approximately 2.6 million net rentable square feet. In addition, the Company had structured parking for approximately 44,528 vehicles containing approximately 15.1 million square feet. At December 31, 2011, the Properties consist of:

- 146 office properties, including 128 Class A office properties (including six properties under construction) and 18 Office/Technical properties;

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one hotel;

three retail properties; and

three residential properties (including one property under construction).

The Company owns or controls undeveloped land parcels totaling approximately 510.5 acres. In addition, the Company has a noncontrolling interest in the Boston Properties Office Value-Added Fund, L.P. (the "Value-Added Fund"), which is a strategic partnership with two institutional investors through which the Company has pursued the acquisition of value-added investments in assets within its existing markets. The Company's investments through the Value-Added Fund are not included in its portfolio information or any other portfolio level statistics. At December 31, 2011, the Value-Added Fund had investments in 24 buildings comprised of an office property in Chelmsford, Massachusetts and office complexes in Mountain View, California.

The Company considers Class A office properties to be centrally located buildings that are professionally managed and maintained, that attract high-quality tenants and command upper-tier rental rates, and that are modern structures or have been modernized to compete with newer buildings. The Company considers Office/Technical properties to be properties that support office, research and development, laboratory and other technical uses. The Company's definitions of Class A Office and Office/Technical properties may be different than those used by other companies. Net rentable square feet amounts are unaudited.

Basis of Presentation

Boston Properties, Inc. does not have any other significant assets, liabilities or operations, other than its investment in the Operating Partnership, nor does it have employees of its own. The Operating Partnership, not Boston Properties, Inc., executes all significant business relationships. All majority-owned subsidiaries and affiliates over which the Company has financial and operating control and variable interest entities ("VIE's") in which the Company has determined it is the primary beneficiary are included in the consolidated financial statements. All significant intercompany balances and transactions have been eliminated in consolidation. The Company accounts for all other unconsolidated joint ventures using the equity method of accounting. Accordingly, the Company's share of the earnings of these joint ventures and companies is included in consolidated net income.

2. Summary of Significant Accounting Policies

Real Estate

Upon acquisitions of real estate, the Company assesses the fair value of acquired tangible and intangible assets (including land, buildings, tenant improvements, "above-" and "below-market" leases, leasing and assumed financing origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities, and allocates the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings as if vacant. The Company assesses and considers fair value based on estimated cash flow projections that utilize discount and/or capitalization rates that it deems appropriate, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. The Company also considers an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenant's credit quality and expectations of lease renewals. Based on its acquisitions to date, the Company's allocation to customer relationship intangible assets has been immaterial.

The Company records acquired "above-" and "below-market" leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the

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contractual amounts to be paid pursuant to each in-place lease and (2) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal for below-market leases. Other intangible assets acquired include amounts for in-place lease values that are based on the Company's evaluation of the specific characteristics of each tenant's lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, the Company includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, the Company considers leasing commissions, legal and other related expenses.

Management reviews its long-lived assets used in operations for impairment following the end of each quarter and when there is an event or change in circumstances that indicates an impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such criteria are present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. Since cash flows on properties considered to be "long-lived assets to be held and used" are considered on an undiscounted basis to determine whether an asset has been impaired, the Company's established strategy of holding properties over the long term directly decreases the likelihood of recording an impairment loss. If the Company's strategy changes or market conditions otherwise dictate an earlier sale date, an impairment loss may be recognized and such loss could be material. If the Company determines that impairment has occurred, the affected assets must be reduced to their fair value.

ASC 360 (formerly known as SFAS No. 144) requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as "held for sale," be presented as discontinued operations in all periods presented if the property operations are expected to be eliminated and the Company will not have significant continuing involvement following the sale. The components of the property's net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan). The Company generally considers assets to be "held for sale" when the transaction has been approved by the Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that the property sale within one year is considered probable. Following the classification of a property as "held for sale," no further depreciation is recorded on the assets, and the asset is written down to the lower of carrying value or fair market value.

Real estate is stated at depreciated cost. A variety of costs are incurred in the acquisition, development and leasing of properties. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Effective January 1, 2009, the Company was required to expense costs that an acquirer incurs to effect a business combination such as legal, due diligence and other closing related costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, internal wages, property taxes, insurance, and other project costs incurred during the period of development. After the determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determinations of when a development project commences and capitalization begins, and when a development project is substantially complete and held available for occupancy and capitalization must cease, involve a degree of judgment. The Company's capitalization policy on development properties is guided by guidance in ASC 835-20 "Capitalization of Interest" and ASC 970 "Real Estate - General" (formerly known as SFAS No. 34 "Capitalization of Interest Cost" and SFAS No. 67 "Accounting Costs and the Initial Rental Operations of Real Estate Projects"). The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs necessary to the development of the property, development costs, construction costs, interest costs, real estate taxes, sales taxes and related costs and other costs incurred during the period of development. The Company begins the capitalization of costs during the

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pre-construction period, which it defines as activities that are necessary to the development of the property. The Company considers a construction project as substantially completed and held available for occupancy upon the completion of tenant improvements, but no later than one year from cessation of major construction. The Company ceases capitalization on the portion (1) substantially completed and (2) occupied or held available for occupancy, and capitalizes only those costs associated with the portion under construction, or if activities necessary for the development of the property have been suspended. Interest costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$48.2 million, \$41.0 million and \$48.8 million, respectively. Salaries and related costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$6.5 million, \$6.2 million and \$7.9 million, respectively.

Expenditures for repairs and maintenance are charged to operations as incurred. Significant betterments are capitalized. When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss for the period.

The Company computes depreciation and amortization on properties using the straight-line method based on estimated useful asset lives. In accordance with ASC 805 (formerly known as SFAS No. 141(R)), the Company allocates the acquisition cost of real estate to land, building, tenant improvements, acquired "above-" and "below-market" leases, origination costs and acquired in-place leases based on an assessment of their fair value and depreciates or amortizes these assets (or liabilities) over their useful lives. The amortization of acquired "above-" and "below-market" leases and acquired in-place leases is recorded as an adjustment to revenue and depreciation and amortization, respectively, in the Consolidated Statements of Operations.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Land improvements	25 to 40 years
Buildings and improvements	10 to 40 years
Tenant improvements	Shorter of useful life or terms of related lease
Furniture, fixtures, and equipment	3 to 7 years

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and investments with maturities of three months or less from the date of purchase. The majority of the Company's cash and cash equivalents are held at major commercial banks which may at times exceed the Federal Deposit Insurance Corporation limit of \$250,000. The Company has not experienced any losses to date on its invested cash.

Cash Held in Escrows

Escrows include amounts established pursuant to various agreements for security deposits, property taxes, insurance and other costs.

Investments in Securities

The Company accounts for investments in trading securities at fair value, with gains or losses resulting from changes in fair value recognized currently in earnings. The designation of trading securities is generally determined at acquisition. The Company maintains a deferred compensation plan that is designed to allow officers of the Company to defer a portion of their current income on a pre-tax basis and receive a tax-deferred return on these deferrals. The Company's obligation under the plan is that of an unsecured promise to pay the deferred compensation to the plan participants in the future. At December 31, 2011 and 2010, the Company has funded approximately \$9.5 million and \$8.7 million, respectively, into a separate account, which is not restricted as to its use. The Company recognized gains (losses) of approximately \$(0.4) million, \$0.9 million and \$2.2 million on its investments in the account associated with the Company's deferred compensation plan during the years ended December 31, 2011, 2010 and 2009, respectively.

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Tenant and other receivables

and other accounts receivable, other than accrued rents receivable, are expected to be collected within one year.

Deferred Charges

Deferred charges include leasing costs and financing fees. Leasing costs include an allocation for acquired intangible in-place lease values and direct and incremental fees and costs incurred in the successful negotiation of leases, including brokerage, legal, internal leasing employee salaries and other costs which have been deferred and are being amortized on a straight-line basis over the terms of the respective leases. Internal leasing salaries and related costs capitalized for the years ended December 31, 2011, 2010 and 2009 were \$4.4 million, \$5.4 million and \$3.3 million, respectively. External fees and costs incurred to obtain long-term financing have been deferred and are being amortized over the terms of the respective loans on a basis that approximates the effective interest method and are included with interest expense. Unamortized financing and leasing costs are charged to expense upon the early repayment or significant modification of the financing or upon the early termination of the lease, respectively. Fully amortized deferred charges are removed from the books upon the expiration of the lease or maturity of the debt.

Investments in Unconsolidated Joint Ventures

The Company consolidates variable interest entities in which it is considered to be the primary beneficiary. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity's performance, and (2) the obligation to absorb losses and right to receive the returns from the variable interest entity that would be significant to the variable interest entity. Except for ownership interests in variable interest entities for which the Company is the primary beneficiary, the Company accounts for its investments in joint ventures under the equity method of accounting because it exercises significant influence over, but does not control, these entities. The Company's judgment with respect to its level of influence or control of an entity involves the consideration of various factors including the form of the Company's ownership interest, its representation in the entity's governance, the size of its investment (including loans), estimates of future cash flows, its ability to participate in policy making decisions and the rights of the other investors to participate in the decision making process and to replace the Company as manager and/or liquidate the venture, if applicable. The Company's assessment of its influence or control over an entity affects the presentation of these investments in the Company's consolidated financial statements.

These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on the balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated joint ventures over the life of the related asset. Under the equity method of accounting, the net equity investment of the Company is reflected within the Consolidated Balance Sheets, and the Company's share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses, however, the Company's recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. The Company may account for cash distributions in excess of its investment in an unconsolidated joint venture as income when the Company is not the general partner in a limited partnership and when the Company has neither the requirement nor the intent to provide financial support to the joint venture. The Company's investments in unconsolidated joint ventures are reviewed for impairment periodically and the Company records impairment charges when events or circumstances change indicating that a decline in the fair values below the carrying values has occurred and such decline is other-than-temporary. The ultimate realization of the investment in unconsolidated joint ventures is dependent on a number of factors.

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including the performance of each investment and market conditions. The Company will record an impairment charge if it determines that a decline in the value below the carrying value of an investment in an unconsolidated joint venture is other than temporary.

To the extent that the Company contributes assets to a joint venture, the Company's investment in the joint venture is recorded at the Company's cost basis in the assets that were contributed to the joint venture. To the extent that the Company's cost basis is different than the basis reflected at the joint venture level, the basis difference is amortized over the life of the related asset and included in the Company's share of equity in net income of the joint venture. In accordance with the provisions of ASC 970-323 "Investments—Equity Method and Joint Ventures" ("ASC 970-323") (formerly Statement of Position 78-9 "Accounting for Investments in Real Estate Ventures" ("SOP 78-9")), the Company will recognize gains on the contribution of real estate to joint ventures, relating solely to the outside partner's interest, to the extent the economic substance of the transaction is a sale.

Equity Offering Costs

Underwriting commissions and offering costs have been reflected as a reduction of additional paid-in capital.

Treasury Stock

The Company's share repurchases are reflected as treasury stock utilizing the cost method of accounting and are presented as a reduction to consolidated stockholders' equity.

Dividends

Earnings and profits, which determine the taxability of dividends to stockholders, will differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of gains on the sale of real property, revenue and expense recognition, compensation expense, and in the estimated useful lives and basis used to compute depreciation.

The tax treatment of common dividends per share for federal income tax purposes is as follows:

	For the year ended December 31,					
	2011		2010		2009	
	Per Share	%	Per Share	%	Per Share	%
Ordinary income	\$ 2.06	97.39%	\$ 1.17	58.39%	\$ 2.15	90.93%
Capital gain income	0.05	2.61%	—	—	—	—
Return of capital	—	—	0.83	41.61%	0.21	9.07%
Total	\$ 2.11	100.00%	\$ 2.00	100.00%	\$ 2.36	100.00%

Revenue Recognition

Contractual rental revenue is reported on a straight-line basis over the terms of the respective leases. The impact of the straight-line rent adjustment increased revenue by approximately \$77.0 million, \$85.1 million and \$42.2 million for the years ended December 31, 2011, 2010 and 2009, respectively, as the revenue recorded exceeded amounts billed. In accordance with ASC 805 (formerly SFAS No. 141(R)), the Company recognizes rental revenue of acquired in-place "above-" and "below-market" leases at their fair values over the terms of the respective leases. The impact of the acquired in-place "above-" and "below-market" leases increased revenue by approximately \$10.8 million, \$2.4 million and \$4.2 million for the years ended December 31, 2011, 2010 and 2009, respectively. Accrued rental income, as reported on the Consolidated Balance Sheets, represents

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cumulative rental income earned in excess of rent payments received pursuant to the terms of the individual lease agreements. The Company maintains an allowance against accrued rental income for future potential tenant credit losses. The credit assessment is based on the estimated accrued rental income that is recoverable over the term of the lease. The Company also maintains an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required rent payments. The computation of this allowance is based on the tenants' payment history and current credit status, as well as certain industry or geographic specific credit considerations. If the Company's estimates of collectability differ from the cash received, then the timing and amount of the Company's reported revenue could be impacted. The credit risk is mitigated by the high quality of the Company's existing tenant base, reviews of prospective tenants' risk profiles prior to lease execution and consistent monitoring of the Company's portfolio to identify potential problem tenants.

Recoveries from tenants, consisting of amounts due from tenants for common area maintenance, real estate taxes and other recoverable costs are recognized as revenue in the period during which the expenses are incurred. Tenant reimbursements are recognized and presented in accordance with guidance in ASC 605-45 "Principal Agent Considerations" ("ASC 605-45") (formerly known as Emerging Issues Task Force, or EITF, Issue 99-19 "Reporting Revenue Gross as a Principal versus Net as an Agent," or "Issue 99-19"). ASC 605-45 requires that these reimbursements be recorded on a gross basis, as the Company is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and has credit risk. The Company also receives reimbursement of payroll and payroll related costs from third parties which the Company reflects on a net basis in accordance with ASC 605-45.

The Company's hotel revenues are derived from room rentals and other sources such as charges to guests for long-distance telephone service, fax machine use, movie and vending commissions, meeting and banquet room revenue and laundry services. Hotel revenues are recognized as earned.

The Company receives management and development fees from third parties. Property management fees are recorded and earned based on a percentage of collected rents at the properties under management, and not on a straight-line basis, because such fees are contingent upon the collection of rents. The Company reviews each development agreement and records development fees as earned depending on the risk associated with each project. Profit on development fees earned from joint venture projects is recognized as revenue to the extent of the third party partners' ownership interest.

Gains on sales of real estate are recognized pursuant to the provisions included in ASC 360-20 "Real Estate Sales" ("ASC 360-20") (formerly known as SFAS No. 66, "Accounting for Sales of Real Estate" ("SFAS No. 66")). The specific timing of a sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the sales criteria for the full accrual method are not met, the Company defers some or all of the gain recognition and accounts for the continued operations of the property by applying the finance, leasing, profit sharing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

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Ground Leases

Company has non-cancelable ground lease obligations with various initial term expiration dates through 2068. The Company recognizes ground rent expense on a straight-line basis over the terms of the respective ground lease agreements. The future contractual minimum lease payments to be made by the Company as of December 31, 2011, under non-cancelable ground leases which expire on various dates through 2068, are as follows:

Years Ending December 31,	(in thousands)	
2012	\$	12,693
2013		12,908
2014		13,272
2015		13,595
2016		13,820
Thereafter		927,394

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income available to common shareholders, as adjusted for unallocated earnings (if any) of certain securities issued by the Operating Partnership, by the weighted average number of shares of Common Stock outstanding during the year. Diluted EPS reflects the potential dilution that could occur from shares issuable in connection with awards under stock-based compensation plans, including upon the exercise of stock options, and conversion of the noncontrolling interests in the Operating Partnership.

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, marketable securities, escrows, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

For purposes of financial reporting disclosures, the Company estimates the fair value of mortgage notes payable, unsecured senior notes and unsecured exchangeable senior notes. The Company discounts the spread between the future contractual interest payments and hypothetical future interest payments on mortgage debt and unsecured notes based on current market rates for similar securities. In determining the current market rates, the Company adds its estimates of market spreads to the quoted yields on federal government treasury securities with similar maturity dates to its debt. Because the Company's valuations of its financial instruments are based on these types of estimates, the actual fair values of its financial instruments may differ materially if the Company's estimates do not prove to be accurate. The following table presents the aggregate carrying value of the Company's indebtedness and the Company's corresponding estimate of fair value as of December 31, 2011 and December 31, 2010 (in thousands):

	December 31, 2011		December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Mortgage notes payable	\$ 3,123,267	\$ 3,297,903	\$ 3,047,586	\$ 3,121,193
Unsecured senior notes	3,865,186	4,148,461	3,016,598	3,241,542
Unsecured exchangeable senior notes	1,715,685(1)	1,904,115	1,721,817(1)	1,929,291
Total	\$ 8,704,138	\$ 9,350,479	\$ 7,786,001	\$ 8,292,026

- (1) Includes the net impact of unamortized portion of imputed discounts under ASC 470-20 (formerly known as FSP No. APB 14-1) totaling approximately \$54.5 million and \$93.6 million at December 31, 2011 and 2010, respectively (See Note 8).

Derivative Instruments and Hedging Activities

Derivative instruments and hedging activities require management to make judgments on the nature of its derivatives and their effectiveness as hedges. These judgments determine if the changes in fair value of the

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derivative instruments are reported in the consolidated statements of operations as a component of net income or as a component of comprehensive income and as a component of equity on the consolidated balance sheets. While management believes its judgments are reasonable, a change in a derivative's effectiveness as a hedge materially affect expenses, net income and equity. The Company accounts for the effective portion of changes in the fair value of a derivative in other comprehensive income (loss) and subsequently reclassifies the effective portion to earnings over the term that the hedged transaction affects earnings. The Company accounts for the ineffective portion of changes in the fair value of a derivative directly in earnings.

Income Taxes

The Company has elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with its taxable year ended December 31, 1997. As a result, the Company generally will not be subject to federal corporate income tax on its taxable income that is distributed to its stockholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its annual taxable income. The Company's policy is to distribute at least 100% of its taxable income. Accordingly, the only provision for federal income taxes in the accompanying consolidated financial statements relates to the Company's consolidated taxable REIT subsidiaries. The Company's taxable REIT subsidiaries did not have significant tax provisions or deferred income tax items.

The Company owns a hotel property which is managed through a taxable REIT subsidiary. The hotel taxable REIT subsidiary, a wholly owned subsidiary of the Operating Partnership, is the lessee pursuant to the lease for the hotel property. As lessor, the Operating Partnership is entitled to a percentage of gross receipts from the hotel property. Marriott International, Inc. continues to manage the hotel property under the Marriott name and under terms of the existing management agreements. In connection with the restructuring, the revenue and expenses of the hotel property are being reflected in the Company's Consolidated Statements of Operations. The hotel taxable REIT subsidiary is subject to tax at the federal and state level and, accordingly, the Company has recorded a tax provision in the Company's Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009.

The net difference between the tax basis and the reported amounts of the Company's assets and liabilities is approximately \$0.9 billion and \$1.2 billion as of December 31, 2011 and 2010, respectively, which is primarily related to the difference in basis of contributed property and accrued rental income.

Certain entities included in the Company's consolidated financial statements are subject to certain state and local taxes. These taxes are recorded as operating expenses in the accompanying consolidated financial statements.

The following reconciles GAAP net income attributable to Boston Properties, Inc. to taxable income:

	For the year ended December 31,		
	2011	2010	2009
		(in thousands)	
Net income attributable to Boston Properties, Inc.	\$ 272,679	\$ 159,072	\$ 231,014
Right-line rent adjustments	(77,422)	(75,943)	(38,287)
Book/Tax differences from depreciation and amortization	117,675	67,362	61,366
Book/Tax differences on gains/losses from capital transactions	(38,443)	(2,373)	(10,111)
Book/Tax differences from stock-based compensation	827	(1,957)	15,966
Book/Tax differences on losses from early extinguishments of debt	40	6,448	—
Impairment loss on investments in unconsolidated joint ventures	—	—	6,374
Other book/tax differences, net	29,349	3,921	492
Taxable income	\$ 304,705	\$ 156,530	\$ 266,814

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Stock-based employee compensation plans

As of December 31, 2011, the Company has a stock-based employee compensation plan. Effective January 1, 2005, the Company adopted early ASC 718 "Compensation - Stock Compensation" ("ASC 718") (formerly SFAS No. 123 (revised) ("SFAS No. 123R"), "Share-Based Payment"), which revised the fair value based method of accounting for share-based payment liabilities, forfeitures and modifications of stock-based awards and clarified previous guidance in several areas, including measuring fair value, classifying an award as equity or as a liability and attributing compensation cost to reporting periods.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. These estimates include such items as depreciation and allowances for doubtful accounts. Actual results could differ from those estimates.

3. Real Estate

Real estate consisted of the following at December 31 (in thousands):

	2011	2010
Land	\$ 2,356,522	\$ 2,216,768
Land held for future development	266,822	757,556
Buildings and improvements	8,658,468	7,602,704
Tenant improvements	1,262,616	1,090,462
Furniture, fixtures and equipment	26,359	24,043
Construction in progress	818,685	1,073,402
Total	13,389,472	12,764,935
Less: Accumulated depreciation	(2,642,986)	(2,323,818)
	<u>\$ 10,746,486</u>	<u>\$ 10,441,117</u>

Acquisitions

On February 1, 2011, the Company completed the acquisition of Bay Colony Corporate Center in Waltham, Massachusetts for an aggregate purchase price of approximately \$185.0 million. The purchase price consisted of approximately \$41.1 million of cash and the assumption of approximately \$143.9 million of indebtedness. The assumed debt is a securitized senior mortgage loan that bears interest at a fixed rate of 6.53% per annum and matures on June 11, 2012. The loan requires interest-only payments with a balloon payment due at maturity. Bay Colony Corporate Center is an approximately 985,000 net rentable square foot, four-building Class A office park situated on a 58-acre site in Waltham, Massachusetts. The following table summarizes the allocation of the aggregate purchase price of Bay Colony Corporate Center at the date of acquisition (in thousands):

Land	\$ 18,769
Building and improvements	136,081
Tenant improvements	12,370
In-place lease intangibles	20,626
Above market rents	5,802
Below market rents	(3,332)
Above market assumed debt adjustment	(5,316)
Total aggregate purchase price	\$ 185,000
Less: Indebtedness assumed	(143,900)
Net assets acquired	<u>\$ 41,100</u>

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On November 22, 2011, the Company acquired 2440 West El Camino Real located in Mountain View, California for a net purchase price of approximately \$71.1 million in cash. 2440 West El Camino Real is an approximately 140,000 net rentable square foot Class A office property. The following table summarizes the breakdown of the aggregate purchase price of 2440 West El Camino Real at the date of acquisition (in thousands).

Land	\$	16,741
Building and improvements		47,199
Tenant improvements		4,086
In-place lease intangibles		5,284
Above market rents		30
Below market rents		(2,260)
Net assets acquired	\$	71,080

The following table summarizes the estimated amortization of the acquired above-market lease intangibles (net of acquired below-market lease intangibles) and the acquired in-place lease intangibles for Bay Colony Corporate Center and 2440 West El Camino Real for each of the five succeeding years (in thousands).

	Acquired In-Place Lease Intangibles	Acquired Net Above-(Below-) Market Lease Intangibles
2012	\$ 6,397	\$ 124
2013	4,647	(54)
2014	3,576	(183)
2015	2,539	(72)
2016	1,171	41

Bay Colony Corporate Center contributed approximately \$19.1 million of revenue and approximately \$(11.8) million of earnings to the Company for the period from February 1, 2011 through December 31, 2011. 2440 West El Camino Real contributed approximately \$0.8 million of revenue and approximately \$0.2 million of earnings to the Company for the period from November 22, 2011 through December 31, 2011.

The accompanying unaudited pro forma information for the years ended December 31, 2011 and 2010 is presented as if the acquisition of (1) Bay Colony Corporate Center on February 1, 2011 and (2) 2440 West El Camino Real on November 22, 2011, had occurred on January 1, 2010. This unaudited pro forma information is based upon the historical consolidated financial statements and should be read in conjunction with the consolidated financial statements and notes thereto. This unaudited pro forma information does not purport to represent what the actual results of operations of the Company would have been had the above occurred, nor do it purport to predict the results of operations of future periods.

Pro Forma (Unaudited) (in thousands, except per share data)	Year Ended December 31,	
	2011	2010
Total revenue	\$ 1,768,805	\$ 1,577,441
Income from continuing operations	\$ 315,457	\$ 180,957
Net income attributable to Boston Properties, Inc.	\$ 274,123	\$ 153,282
Basic earnings per share:		
Net income per share attributable to Boston Properties, Inc.	\$ 1.88	\$ 1.10
Diluted earnings per share:		
Net income per share attributable to Boston Properties, Inc.	\$ 1.87	\$ 1.09

Developments

On January 14, 2011, the Company placed in-service approximately 57% of the office component of its Atlantic Wharf development project located in Boston, Massachusetts. The office component is comprised of approximately 798,000 net rentable square feet. On November 15, 2011, the Company completed and fully placed in-service the office component of the development project.

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On March 1, 2011, the Company placed in-service approximately 13% of the office component of its 2200 Pennsylvania Avenue development project located in Washington, DC. The office component is comprised of approximately 459,000 net rentable square feet. On August 17, 2011, the Company completed and fully in-service the office component of the development project.

On May 1, 2011, the Company placed in-service approximately 16% of its 510 Madison Avenue development project located in New York City. 510 Madison Avenue is an approximately 347,000 net rentable square foot Class A office property.

On May 11, 2011, the Company partially placed in-service the Residences on The Avenue, the residential component of its 2221 I Street, NW development project located in Washington, DC. The residential component is comprised of 335 apartment units and approximately 50,000 square feet of retail space. On July 13, 2011, the Company completed and fully placed in-service the residential component of the development project.

On May 24, 2011, the Company signed a lease with a law firm for approximately 184,000 square feet at 250 West 55th Street in New York City. In conjunction with the execution of the lease, the Company resumed development of the planned approximately 989,000 square foot Class A office project and commenced capitalization of interest.

On July 1, 2011, the Company completed and placed in-service 100% of The Lofts at Atlantic Wharf, the residential component of its Atlantic Wharf development project located in Boston, Massachusetts. The residential component is comprised of 86 apartment units and approximately 9,000 square feet of retail space.

On July 5, 2011, the Company commenced the redevelopment of 12310 Sunrise Valley Drive, a Class A office project with approximately 268,000 net rentable square feet located in Reston, Virginia. The Company will capitalize incremental costs during the redevelopment.

On July 14, 2011, the Company entered into a 15-year lease for 100% of a build-to-suit development project with approximately 190,000 net rentable square feet of Class A office space located on land owned by the Company at 17 Cambridge Center in Cambridge, Massachusetts. In conjunction with the execution of the lease, the Company has commenced construction of the project.

On December 19, 2011, the Company commenced construction of its Reston Town Center Residential project, a residential project comprised of 359 apartment units located in Reston, Virginia.

Dispositions

On May 23, 2011, the Company entered into a ground lease for 75 Ames Street, a vacant land parcel in Cambridge, Massachusetts located on the same site as the Company's Cambridge Center West Garage property and adjacent to the Company's Seven Cambridge Center property, with a third party. In addition, the Company entered into a development agreement to serve as project manager for a 250,000 square foot research laboratory building to be developed on the site at the ground lessee's expense and will also serve, upon completion of development, as property manager. The terms of the ground lease require the Company to form a condominium for the site upon completion of the development, at which time each party will subject their respective interests in the buildings and land to the condominium and will in turn be conveyed a condominium unit comprised of their respective building as well as an undivided ownership interest in the land. Gross proceeds to the Company are expected to total approximately \$56.8 million, including \$11.4 million in development fees for the Company's services. As of December 31, 2011, the Company has received approximately \$48.9 million and anticipates receiving another \$7.9 million in development fees through the third quarter of 2014. The cash received under the ground lease will initially be recognized as unearned revenue and recognized over the 99-year term of the ground lease. The Company will recognize approximately \$459,000 per year in ground lease payments prior to the anticipated conveyance of the condominium interest in 2014. Upon completion of the development and conveyance of the condominium interest, the transaction and related remaining costs will be accounted for and recognized as a gain on sale of real estate in accordance with ASC 360-20 "Real Estate Sales."

PART I

HUD-1004
(7-89)

REDEVELOPER'S STATEMENT FOR PUBLIC DISCLOSURE¹

A. REDEVELOPER AND LAND

1. a. Name of Redeveloper: Boston Properties Limited Partnership
- b. Address and ZIP Code of Redeveloper: c/o Boston Properties, Inc.
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103
- c. IRS Number of Redeveloper: 04-3372948
2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

The Cambridge Redevelopment Authority
(Name of Local Public Agency)

in The Kendall Square Urban Renewal Project Area
(Name of Urban Renewal or Redevelopment Project Area)

in the City of Cambridge, State of Massachusetts,
is described as follows²

Plaza Tract located within Parcel 4, as shown on the plan attached
as Exhibit A to Part II.

3. If the Redeveloper is not an individual doing business under his own name, the Redeveloper has the status indicated below and is organized or operating under the laws of Delaware:

- A corporation.
- A nonprofit or charitable institution or corporation.
- A partnership known as Boston Properties Limited Partnership
- A business association or a joint venture known as
- A Federal, State, or local government or instrumentality thereof.
- Other (explain)

4. If the Redeveloper is not an individual or a government agency or instrumentality, give date of organization: April 8, 1997
5. Names, addresses, title of position (if any), and nature and extent of the interest of the officers and principal members, shareholders, and investors of the Redeveloper, other than a government agency or instrumentality, are set forth as follows: See Attachment to Part I

¹ If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

² Any convenient means of identifying the land (such as block and lot numbers or street boundaries) is sufficient. A description by metes and bounds or other technical description is acceptable, but not required.

- a. If the Redeveloper is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock¹.
- b. If the Redeveloper is a nonprofit or charitable institution or corporation, the members who constitute the board of trustees or board of directors or similar governing body.
- c. If the Redeveloper is a partnership, each partner, whether a general or limited partner, and either the percent of interest or a description of the character and extent of interest.
- d. If the Redeveloper is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
- e. If the Redeveloper is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

NAME, ADDRESS, AND ZIP CODE

POSITION TITLE (if any) AND PERCENT OF INTEREST OR
DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Item 5) who has a beneficial interest in any of the shareholders or investors named in response to Item 5 which gives such person or entity more than a computed 10% interest in the Redeveloper (for example, more than 20% of the stock in a corporation which holds 50% of the stock of the Redeveloper; or more than 50% of the stock in a corporation which holds 20% of the stock of the Redeveloper):

NAME, ADDRESS, AND ZIP CODE

DESCRIPTION OF CHARACTER AND EXTENT OF INTEREST

Not Applicable

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Item 5 or Item 6 above:

See Attachment to Part I

B. RESIDENTIAL REDEVELOPMENT OR REHABILITATION

(The Redeveloper is to furnish the following information, but only if land is to be redeveloped or rehabilitated in whole or in part for residential purposes.)

¹ If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Item 5. In such case, the information referred to in this Item 5 and in Items 6 and 7 is not required to be furnished.

1. State the Redeveloper's estimates, exclusive of payment for the land, for:

- a. Total cost of any residential redevelopment. \$
- b. Cost per dwelling unit of any residential redevelopment. \$
- c. Total cost of any residential rehabilitation. \$
- d. Cost per dwelling unit of any residential rehabilitation. \$

2. a. State the Redeveloper's estimate of the average monthly rental (if to be rented) or average sale price (if to be sold) for each type and size of dwelling unit involved in such redevelopment or rehabilitation:

<u>TYPE AND SIZE OF DWELLING UNIT</u>	<u>ESTIMATED AVERAGE MONTHLY RENTAL</u>	<u>ESTIMATED AVERAGE SALE PRICE</u>
	\$	\$

Not applicable

b. State the utilities and parking facilities, if any, included in the foregoing estimates of rentals;

c. State equipment, such as refrigerators, washing machines, air conditioners, if any, included in the foregoing estimates of sales prices:

CERTIFICATION

I (We)¹ _____
certify that this Redeveloper's Statement for Public Disclosure is true and correct to the best of my (our) knowledge and belief.²

Dated: 5/2/12
 Boston Properties Limited Partnership
 By: Boston Properties, Inc.

 By: [Signature] Signature

Title
 800 Boylston Street, Suite 1900
 Boston, Massachusetts 02199

Address and ZIP Code

¹ If the Redeveloper is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.
² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

ATTACHMENT TO HUD 6004, PART I

Item 5: See Attached.

Boston Properties Limited Partnership

Limited partners holding an interest of 0.1% or more

Partner Name	Percentage Ownership As of March 31, 2012	Address
Boston Properties, Inc.	87.99961670%	800 Boylston Street, Suite 1900 Boston MA 02199
Zuckerman, Mortimer B.	3.92557130%	c/o Boston Properties 599 Lexington Avenue, Suite 1800 New York NY 10022
Joyce Linde and Mark D. Balk, Trustees of the Edward H. Linde 1988 Trust	1.99913200%	c/o Goulston & Storrs 400 Atlantic Avenue Boston MA 02110

Boston Properties Limited Partnership**Limited partners holding less than 0.1% interest**

Partner Name	Percentage Ownership As of March 31, 2012
The MBZ 1996 Trust (GST Non-Exempt), Edward H. Linde, Trustee	0.827891%
Rockefeller, David	0.264290%
EC Holdings, Inc.	0.255022%
Linde, Douglas T.	0.225710%
Tower Capital, LLC	0.225484%
Portman Family Trust	0.184485%
Ritchey, Raymond A.	0.181229%
Landis Family Trust #2	0.164098%
Landis Family Trust #4	0.155422%
Arnold B. Tofias, trustee of the Arnold B. Tofias Trust of December 20, 1991	0.147058%
Landis, Alan B.	0.146574%
Landis, Linda	0.146072%
Norville, E. Mitchell	0.140192%
Tofias, Donald	0.112131%
Landis Family Trust #3	0.099965%
Shubert and Booth Theatre, LLC	0.088362%
Tofias, Susan W.	0.082652%
Leftwich, Willie L.	0.081350%
Landis Family Trust #6	0.072539%
Altid Enterprises, LLC	0.072066%
Hudson, James L.	0.071711%
Fifth Avenue 58/59 Acquisition Co. L.P.	0.060607%
Landis Family Trust #1	0.059658%
Koop, Bryan J.	0.054116%
Ralaks Equity Partners	0.053883%
JAKE Family, LLC	0.053354%
Carr, Martha A.	0.052728%
RAR Ritchey LLC	0.052719%
LG BP Units LLC	0.052163%
1301 New York Avenue Limited Liability Company	0.048846%
Ritchey, LLC	0.046308%
James R. Bronkema Trust	0.045901%
LaBelle, Michael E.	0.044431%
Johnston, Peter D.	0.043514%
Robert B. Swett, Jr. Marital Trust B	0.043074%
Edlavitch, Irwin P.	0.042626%
Laraine Swett, Trustee of the Laraine S. Swett Trust 2006	0.042363%
Gaw, David G.	0.038899%
Kenvic Associates, LLC	0.036327%
Slott, Daniel	0.034545%
Gerald Cohen or Joanne C. Cohen, as Trustees of the Gerald Cohen Revocable Trust dated September 30, 2005	0.031267%
Selsam, Robert E.	0.030324%
Guy Pointer Davis Q-Tip Trust, The	0.026087%
Cantalupa, Michael A.	0.023374%
King, Jennifer L.	0.022460%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Partner Name	Percentage Ownership As of March 31, 2012
Herbert O. Davis, Trustee of the Herbert O. Davis Revocable Trust dated March 2, 2007	0.022157%
Turndorf, Gary O.	0.021560%
RAR/BP LLC	0.020971%
Bernard Koteen Revocable Trust	0.020911%
The Oliver Carr Company	0.020757%
Ehrlich, M. Gordon	0.020732%
Pester, Robert E.	0.020677%
R.W. Claxton, Inc.	0.019225%
Kaylor, Jonathan L.	0.019035%
Langley Lane LP	0.018851%
Kurtis, Jonathan B.	0.018842%
Lindner, Thaddeus	0.018811%
Mad-Cap LLC	0.018424%
King, III, Charles	0.017392%
Landis, Mitchell S.	0.017152%
Linde, Joyce	0.016768%
Patricia E. Coupard Revocable Trust	0.016351%
Richard I. Linde Revocable Trust	0.016100%
Hadar, Eric	0.015800%
Provost, David C.	0.015064%
Levin, Andrew D.	0.014729%
Martin, Gary & Barbara	0.014702%
Pounds, William F.	0.014547%
JCR/BP LLC	0.014138%
EL Burnside Holdings, LP	0.013916%
MZ Burnside Holdings, LP	0.013916%
King, Jr., Charles	0.013713%
Walsh, Michael R.	0.012600%
Schubert, Robert A.	0.012519%
Lishil Enterprises Limited Partnership	0.012192%
Mercadante, Lauren D.	0.011803%
2300 N. Street Associates	0.011782%
Beuchert, III, George H.	0.011782%
Randall, Jonathan S.	0.011767%
Mayer, Matthew W.	0.011235%
Miller, Alan	0.011054%
Sherley H. Koteen Revocable Trust	0.010850%
Seay, Keith A.	0.010603%
EMN/BP LLC	0.010495%
Rosenfeld, James C.	0.010421%
Silpe, Robert A.	0.010161%
Simmons, Kenneth F.	0.009460%
Hart, James A.	0.009436%
Burkart, Jack W.	0.009343%
Grant, Alfred	0.008843%
Estate of Gordon Gray	0.008731%
Burt, Frank D.	0.008552%
Lowenberg, Jeffrey J.	0.007811%
EL Longstreet Holdings, LP	0.007715%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Partner Name	Percentage Ownership
MZ Longstreet Holdings, LP	0.007715%
Brandbergh, John K.	0.007662%
Timin, Madeleine	0.007448%
Otteni, Peter V.	0.007263%
Boone, David H.	0.007157%
Salomon, Richard E.	0.007017%
Mitchell Blankstein, trustee of the Antoneilli Marital Trust, dated May 12, 2009	0.006999%
Fitzpatrick, Barry M.	0.006837%
See, Peter V.	0.006782%
Blum, John R.H.	0.006744%
Whalen Jr., James J.	0.006714%
Spears, William G.	0.006600%
Cohen, Sheldon	0.006506%
Baraldi, John J.	0.006495%
Jack Males Living Trust	0.006284%
Hyre, III, Franklin F.	0.006081%
Richard N. Gale and David M. Osnos, Co-Trustees of the Lane F. Libby Trust u/w Beverly B. Bernstein	0.005912%
EL Meade Holdings, LP	0.005745%
MZ Meade Holdings, LP	0.005745%
Messick, Katheryn P.	0.005657%
Pierce, Stephen C.	0.005657%
DuMont, Anne B.	0.005638%
Kevorkian, Eric G.	0.005634%
Diehi, Rodney C.	0.005581%
Miller, David E.	0.005575%
Hill, Thomas L.	0.005507%
Badrighian, Brian C.	0.005448%
Silver, Barney H.	0.005445%
Stroman, John J.	0.005310%
Cagle, Marjorie Goodson	0.005159%
Bryks, Helene	0.004935%
Gindel, Amy C.	0.004808%
Gordon J. Vosti & Marcia W. Vosti, Co-Trustees or any successor trustee of the Gordon J. Vosti & Marcia W. Vosti Revocable Trust, dated 7/17/91	0.004790%
DGG/BP LLC	0.004713%
Stephen R. Clineburg Revocable Trust	0.004713%
Bishop, Jill G.	0.004694%
DR & Descendents LLC	0.004689%
Flashman, Arthur S.	0.004670%
Pierce, Robert A.	0.004614%
Storrs, Gregory M.	0.004593%
Monopoli, Richard T.	0.004509%
O'Connor, Thomas J.	0.004498%
Penn, Edward D.	0.004485%
Strautmanis, Damona S.	0.004466%
Ann Simon Hadley, Personal Representative for the William Simon Estate	0.004350%
Magaldi, James J.	0.004328%
Kerr, Janet	0.004079%

Partner Name	Percentage Ownership As of March 31, 2012
Christman, Bruce L.	0.004032%
Keyser, Robert N.	0.004027%
DeAngelis, Frederick J.	0.004009%
500 Capital Corp.	0.003931%
Beth Rubenstein Trust	0.003804%
Rubenstein, Amy S.	0.003804%
Rubenstein, Barton	0.003804%
Goodson, Jonathan	0.003756%
Patricof, Alan J.	0.003641%
Gerchick, Lisa Koteen	0.003619%
Koteen, Charles D.	0.003619%
First City Properties-E Street, Inc.	0.003618%
Pierce, William H.	0.003524%
Dorman, Philip F.	0.003415%
Fivek, Jason	0.003401%
Carr Park, Inc	0.003397%
ABL Realty, Inc.	0.003181%
Osbourne, Bill F.	0.003133%
EP Burnside Holdings, LP	0.003039%
Van, Esq., Peter D.	0.003021%
Morken, Steven P.	0.003000%
Mitchell Blankstein, trustee of the Antonelli Gifting Trust, dated May 12, 2009	0.002970%
Burros, Marian Fox	0.002970%
Schumacher, Michael	0.002923%
Mitchell Blankstein, trustee of the John O. Antonelli Trust, dated May 12, 2009	0.002922%
Mitchell Blankstein, trustee of the Lee Antonelli Trust, dated May 12, 2009	0.002922%
Dick, Edison W.	0.002878%
Milan A. Barto and June D. Barto, Trustees of the Barto Trust, dated November 20, 1997	0.002858%
Einiger, Carol B.	0.002845%
Freeling, Susan M.	0.002796%
Stewart, R. David	0.002790%
Cohen, Richard M.	0.002759%
Pergola, David L.	0.002757%
Holland, J. Michael	0.002650%
James Hayes Residual Trust	0.002637%
Slagle, Carl W.	0.002569%
Antonelli, Lee	0.002543%
Richard M. Wolf and Barbara C. Wolf, Trustees of the Barbara C. Wolf Revocable Trust, dated March 16, 2000	0.002514%
Klock, Peter A.	0.002474%
Back, Peter	0.002465%
Garner, Jeffrey L.	0.002461%
Denman, Mark J.	0.002368%
Barrasso, Robert A.	0.002363%
Pierce, James L.	0.002356%
Butler, Gregory A.	0.002279%
Coville, Lynne P.	0.002273%
Hamilton, Robert S.	0.002258%

Partner Name**Percentage Ownership
As of March 31, 2012**

Salomon, Ralph B.	0.002200%
Salomon, Robert B.	0.002200%
A. Duncan Whitaker, as trustee of the A. Duncan Whitaker Trust, dated January 24, 2008	0.002183%
Nina Louise Boyd Breen, trustee of the William J. Boyd Trust, dated October 4, 1999	0.002183%
Levine, Laurel E.	0.002175%
Silverstein, Lori W.	0.002133%
McNulty, Laura D.	0.002108%
Mayers, Daniel K.	0.001982%
Budinger, Zoë Baird	0.001877%
McCall, Kevin	0.001877%
Cohen, Jonathan A.	0.001810%
Cohen, Melinda Ann	0.001810%
Cohen, Sharon R.	0.001810%
Debra Cohen Luks or Harold Paul Luks, as Trustees of the Debra Cohen Luks Revocable Trust dated 5/16/2007	0.001810%
Laura Eve Apelbaum, trustee of the Lauara Eve Apelbaum Revocable Trust dated June 2, 2010	0.001810%
W. Edward Lawrence & Lucy M. Lawrence	0.001718%
Kruger, Caroline C.	0.001710%
Lavery, Benjamin C.	0.001689%
Colvin, Steven R.	0.001679%
Garesche, Donna	0.001640%
ML Capital Partners	0.001582%
Shen, Christine M.	0.001561%
Cristina, Marilou	0.001558%
Klock, Mary	0.001512%
Pigott, David	0.001494%
Klock, Susan H.	0.001484%
John Bodner, Jr., Anne Potter Bodner and Thomas N. Heyer, Trustees of the John Bodner, Jr. Revocable Trust dated March 11, 2011	0.001429%
Waldron, Melanie J.	0.001416%
Levine, Carl Robert	0.001343%
Bralower, Stephen N.	0.001307%
Sheehan, Kevin T.	0.001282%
Ellis, Richard H.	0.001279%
Phaneuf, Jeffrey S.	0.001266%
Lipowsky, Brenda	0.001257%
Colby, Keli	0.001206%
Denny, Mark D.	0.001117%
EP Longstreet Holdings, LP	0.001115%
Owen, Roberts B.	0.001070%
Wheet, Maura L.	0.001031%
Shamos, Jeremy	0.000929%
Cooley, Claudia	0.000921%
Frenkel, Dr. Jacob A.	0.000912%
Blankstein, Mitchell	0.000896%
Robert B. Swett, Jr. Family Trust	0.000881%
Bacow, Lawrence S.	0.000829%
Swett, Brian R.	0.000813%

**Percentage Ownership
As of March 31, 2012**

Partner Name

Partner Name	Percentage Ownership
Anne Potter Bodner and Thomas N. Heyer, Trustees of the Anne Potter Bodner Revocable Trust dated March 11, 2011	0.000753%
Rockmark Corporation	0.000742%
JBG North Capitol Limited Partnership	0.000724%
Lyon, John W.	0.000717%
Bruce, John F.	0.000715%
Sheehy, Terrence C	0.000715%
Carvalho, Manuel M.	0.000690%
Frazier, Adam B.	0.000690%
Bralower, Barbara J.	0.000689%
De Fazio, Sharon M.	0.000671%
Lustig, Matthew J.	0.000663%
Iantosca, Anthony	0.000619%
Iseman, Frederick J.	0.000610%
Hogan, Denise A.	0.000608%
DiLuglio, Kelli A.	0.000606%
Stevenson, Kathryn R.	0.000589%
Mazer, Robert	0.000548%
Antonelli, III, Dominic F.	0.000546%
Antonelli, John P.	0.000546%
Turchin, Martin	0.000498%
Ariel Matthew Luks Trust	0.000496%
Bryan Lipowsky Trust	0.000496%
Cohen, Jamie M.	0.000496%
Cohen, Randy M.	0.000496%
Dana Robin Lipowsky Trust	0.000496%
Luks, Jordana Ilene	0.000496%
Rosenberg, Shari L.	0.000405%
Donald C. Brennan & Flora A. Brenna, Co-Trustees	0.000383%
Campbell, Lee W.	0.000383%
Kogan, Alexander V.	0.000372%
Astrove, Steven R.	0.000368%
Snow, Alan M.	0.000363%
Kennedy, John	0.000352%
Whitworth, William	0.000349%
Gildenhorn Holdings, LLC	0.000334%
Levine, David Carter	0.000322%
Thomas, Andrew M.	0.000288%
Braunohler, Robert H.	0.000286%
Crescent Heaven, LLC	0.000286%
Oodgod, LLC	0.000286%
Lord, Brian R.	0.000208%
Marcucella, Thomas	0.000208%
Campbell, Jane W.	0.000202%
Glosserman, Michael Jack	0.000194%
Schlottzhauer, Adele F.	0.000191%
The Williams Family Trust	0.000179%
Gewirtz, Paul	0.000154%
Lufkin, Meredith R.	0.000145%

Percentage Ownership
As of March 31, 2012

Partner Name

Landsittel, Scott W.	0.000123%
Hockenjos, Mark	0.000121%
ABL Capital Corp.	0.000100%
King, III, William F.	0.000098%
The Camberwell Trust	0.000090%
Epstein, Melissa	0.000087%
Bookout, Jr., John F.	0.000070%
Lee M. Hydeman and Judith Hydeman	0.000070%
Cronin, Denis John	0.000054%
Shannon, Catherine	0.000045%
Jessamy, Ronald C.	0.000009%
Gildenhorn, Joseph B.	0.000003%
Jacobs, Benjamin	0.000003%
Rumford, III, Lewis	0.000003%

ATTACHMENT TO HUD 6004, PART I (continued)

Item 7

DIRECTORS	EXECUTIVE OFFICERS
Mortimer B. Zuckerman	Mortimer B. Zuckerman Chief Executive Officer
Douglas T. Linde	Douglas T. Linde President
Lawrence S. Bacow	Raymond A. Ritchey Executive Vice President
Zoë Baird	Michael E. LaBelle Chief Financial Officer and Senior Vice President
Carol B. Einiger	Peter D. Johnston Senior Vice President
Matthew J. Lustig	Bryan J. Koop Senior Vice President
Alan J. Patricof	Robert E. Selsam Senior Vice President
Martin Turchin	Robert E. Pester Senior Vice President
David A. Twardock	Mitchell S. Landis Senior Vice President

SENIOR OFFICERS

John K. Brandbergh Senior Vice President	Frank D. Burt Senior Vice President
Michael A. Cantalupa Senior Vice President	Bruce L. Christman Senior Vice President
Steven R. Colvin Senior Vice President	Frederick J. DeAngelis Senior Vice President
Rod C. Diehl Senior Vice President	Amy C. Gindel Senior Vice President
Thomas I. Hill Senior Vice President	Jonathon L. Kaylor Senior Vice President
Eric G. Kevorkian Senior Vice President	Jonathon B. Kurtis Senior Vice President
Andrew D. Levin Senior Vice President	Matthew W. Mayer Senior Vice President
Laura McNulty Senior Vice President	David C. Provost Senior Vice President
Jonathon S. Randall Senior Vice President	Robert A. Schubert Senior Vice President
Peter V. See Senior Vice President	Robert A. Silpe Senior Vice President
Kenneth F. Simmons Senior Vice President	Madeleine C. Timin Senior Vice President
Michael R. Walsh Senior Vice President	James J. Whalen, Jr. Senior Vice President

PART II

HUD-6004
(9-69)

REDEVELOPER'S STATEMENT OF QUALIFICATIONS AND FINANCIAL RESPONSIBILITY.

(For Confidential Official Use of the Local Public Agency and the Department of Housing and Urban Development. Do Not Transmit to HUD Unless Requested or Item Bb is Answered "Yes.")

- 1. a. Name of Redeveloper: Boston Properties Limited Partnership
c/o Boston Properties, Inc.
- b. Address and ZIP Code of Redeveloper: 800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103

2. The land on which the Redeveloper proposes to enter into a contract for, or understanding with respect to, the purchase or lease of land from

The Cambridge Redevelopment Authority
(Name of Local Public Agency)

The Kendall Square Urban Renewal Area
in *(Name of Urban Renewal or Redevelopment Project Area)*

in the City of Cambridge, State of Massachusetts
is described as follows:

Plaza Tract located within Parcel 4, as shown on the plan attached as Exhibit A to Part II.

- 3. Is the Redeveloper a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms? YES NO
If Yes, list each such corporation or firm by name and address, specify its relationship to the Redeveloper, and identify the officers and directors or trustees common to the Redeveloper and such other corporation or firm.

See Attachment to this Part II

- 4. a. The financial condition of the Redeveloper, as of December 31 2011 is as reflected in the attached financial statement.

(NOTE: Attach to this statement a certified financial statement showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of the certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.)

- b. Name and address of auditor or public accountant who performed the audit on which said financial statement is based:
Pricewaterhouse Coopers LLP, 125 High Street, Boston, MA 02110

- 5. If funds for the development of the land are to be obtained from sources other than the Redeveloper's own funds, a statement of the Redeveloper's plan for financing the acquisition and development of the land:

See Attachment to this Part II

6. Sources and amount of cash available to Redeveloper to meet equity requirements of the proposed undertaking:
See Attachment to this Part II

a. In banks:

<u>NAME, ADDRESS, AND ZIP CODE OF BANK</u>	<u>AMOUNT</u>
	\$

b. By loans from affiliated or associated corporations or firms:

<u>NAME, ADDRESS, AND ZIP CODE OF SOURCE</u>	<u>AMOUNT</u>
	\$

c. By sale of readily salable assets:

<u>DESCRIPTION</u>	<u>MARKET VALUE</u>	<u>MORTGAGES OR LIENS</u>
	\$	\$

7. Names and addresses of bank references:

See Attachment to this Part II

8. a. Has the Redeveloper or (if any) the parent corporation, or any subsidiary or affiliated corporation of the Redeveloper or said parent corporation, or any of the Redeveloper's officers or principal members, shareholders or investors, or other interested parties (as listed in the responses to Items 5, 6, and 7 of the Redeveloper's Statement for Public Disclosure and referred to herein as "principals of the Redeveloper") been adjudged bankrupt, either voluntary or involuntary, within the past 10 years? YES NO

If Yes, give date, place, and under what name.

See Attachment to this Part II

- b. Has the Redeveloper or anyone referred to above as "principals of the Redeveloper" been indicted for or convicted of any felony within the past 10 years? YES NO

If Yes, give for each case (1) date, (2) charge, (3) place, (4) Court, and (5) action taken. Attach any explanation deemed necessary.

See Attachment to this Part II

9. a. Undertakings, comparable to the proposed redevelopment work, which have been completed by the Redeveloper or any of the principals of the Redeveloper, including identification and brief description of each project and date of completion:

Boston Properties, Inc., the general partner of the Redeveloper, and its affiliates, have been involved in numerous projects comparable to the proposed work. An excerpt from Boston Properties, Inc.'s 2011 Annual Report listing properties in which it had an interest as of December 31, 2011 is attached as Exhibit D.

- b. If the Redeveloper or any of the principals of the Redeveloper has ever been an employee, in a supervisory capacity, for construction contractor or builder on undertakings comparable to the proposed redevelopment work, name of such employee, name and address of employer, title of position, and brief description of work:

Not applicable

10. Other federally aided urban renewal projects under Title I of the Housing Act of 1949, as amended, in which the Redeveloper or any of the principals of the Redeveloper is or has been the redeveloper, or a stockholder, officer, director or trustee, or partner of such a redeveloper:

See Attachment to this Part II

11. If the Redeveloper or a parent corporation, a subsidiary, an affiliate, or a principal of the Redeveloper is to participate in the development of the land as a construction contractor or builder:

- a. Name and address of such contractor or builder:

Not applicable

- b. Has such contractor or builder within the last 10 years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a construction or development contract? YES NO

If Yes, explain:

- c. Total amount of construction or development work performed by such contractor or builder during the last three years: \$ _____.

General description of such work:

- d. Construction contracts or developments now being performed by such contractor or builder:

IDENTIFICATION OF
CONTRACT OR DEVELOPMENT

LOCATION

AMOUNT
\$

DATE TO BE
COMPLETED

e. Outstanding construction-contract bids of such contractor or builder:

AWARDING AGENCY	AMOUNT	DATE OPENED
	5	

12. Brief statement respecting equipment, experience, financial capacity, and other resources available to such contractor or builder for the performance of the work involved in the redevelopment of the land, specifying particularly the qualifications of the personnel, the nature of the equipment, and the general experience of the contractor.

Not applicable

13. a. Does any member of the governing body of the Local Public Agency to which the accompanying bid or proposal is being made or any officer or employee of the Local Public Agency who exercises any functions or responsibilities in connection with the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? YES NO

If Yes, explain.

b. Does any member of the governing body of the locality in which the Urban Renewal Area is situated or any other public official of the locality, who exercises any functions or responsibilities in the review or approval of the carrying out of the project under which the land covered by the Redeveloper's proposal is being made available, have any direct or indirect personal interest in the Redeveloper or in the redevelopment or rehabilitation of the property upon the basis of such proposal? YES NO

If Yes, explain.

14. Statements and other evidence of the Redeveloper's qualifications and financial responsibility (other than the financial statement referred to in Item 4a) are attached hereto and hereby made a part hereof as follows:

CERTIFICATION

I (We) I

certify that this Redeveloper's Statement of Qualifications and Financial Responsibility and the attached evidence of the Redeveloper's qualifications and financial responsibility, including financial statements, are true and correct to the best of my (our) knowledge and belief.¹

Dated: 5/2/12

Boston Properties Limited Partnership
By: Boston Properties, Inc.

By: [Signature]
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199

Address and ZIP Code

¹ If the Redeveloper is a corporation, this statement should be signed by the President and Secretary of the corporation; if an individual, by such individual; if a partnership, by one of the partners; if an entity not having a president and secretary, by one of its chief officers having knowledge of the financial status and qualifications of the Redeveloper.
² Penalty for False Certification: Section 1001, Title 18, of the U.S. Code, provides a fine of not more than \$10,000 or imprisonment of not more than five years, or both, for knowingly and willfully making or using any false writing or document, knowing the same to contain any false, fictitious or fraudulent statement or entry in a matter within the jurisdiction of any Department of the United States.

ATTACHMENT TO HUD-6004, PART II

3. Affiliates of Redeveloper

Boston Properties Limited Partnership is a Delaware limited partnership, the sole general partner of which is Boston Properties, Inc., a Delaware corporation. Boston Properties, Inc. is a publicly traded real estate investment trust ("REIT") whose shares were first sold to the public in June, 1997.

Prior to the Boston Properties, Inc. initial public offering in June 1997, Cambridge Center Associates, a Massachusetts general partnership of which the sole general partners were Mortimer B. Zuckerman and Edward H. Linde, had entered into two separate master Development Agreements with the Cambridge Redevelopment Authority: (1) an Agreement dated April 14, 1982, as amended, respecting Parcel 2 of the Kendall Square Urban Renewal Area (the "Parcel 2 Development Agreement") and (2) an Agreement dated June 11, 1979, as amended, respecting Parcels 3 and 4 of the Kendall Square Urban Renewal Area (the "Parcel 3 and 4 Development Agreement").

Pursuant to Supplemental Land Disposition Contracts entered into in accordance with the Parcel 3 and 4 Development Agreement, Cambridge Center Associates, through other affiliates, was the Redeveloper of six of the tracts on which development has been completed on Parcel 4. Specifically, Cambridge Center Associates was the general partner of Five Cambridge Center Properties, the Redeveloper of Tract I on Parcel 4, of Four Cambridge Center Properties, the Redeveloper of Tract II on Parcel 4, of First Cambridge Center Parking Associates, the Redeveloper of Tract III on Parcel 4, of Cambridge Center Hotel Associates, the Redeveloper of Tract IV on Parcel 4, of Three Cambridge Center Associates, the Redeveloper of Tract V on Parcel 4, and of One Cambridge Center Associates, the Redeveloper of Tract VI on Parcel 4. Cambridge Center Associates was also the Redeveloper of Tracts I and II on Parcel 3 under Supplemental Land Disposition Contracts with the Cambridge Redevelopment Authority.

In a manner similar to that of Parcels 3 and 4, pursuant to Supplemental Land Disposition Contracts entered into in accordance with the Parcel 2 Development Agreement, Cambridge Center Associates, through other affiliates, was the Redeveloper of four of the tracts on which development has been completed within Parcel 2. Specifically, Cambridge Center Associates was the sole general partner of each of Fourteen Cambridge Center Associates, the Redeveloper of Tract I on Parcel 2, Eleven Cambridge Center Associates, the Redeveloper of Tract II on Parcel 2, Ten Cambridge Center Associates Limited Partnership, the Redeveloper of Tract III on Parcel 2 and Cambridge Center North Associates Limited Partnership, the Redeveloper of Tract IV on Parcel 2.

In addition, Messrs. Zuckerman and Linde owned the controlling and majority interests in North Parcel Limited Partnership ("NPLP"), which executed a Supplemental Land Disposition Contract (the "NPLP SLDC") with the Cambridge Redevelopment Authority pursuant to which NPLP purchased Tracts V, VI and VII of Parcel 2 and developed improvements on said Tracts. NPLP exercised its option to terminate the NPLP SLDC in January of 2009.

In connection with Boston Properties, Inc.'s initial public offering in June, 1997, the interests of Cambridge Center Associates in the Parcel 2 Development Agreement, the Parcel 3 and 4 Development Agreement and the remaining affiliated ownership entities on Parcels 2, 3 and 4 were assigned to Boston Properties Limited Partnership. Since that time, Boston Properties Limited Partnership and/or its wholly-owned subsidiaries have executed three separate Supplemental Land Disposition Contracts with the Cambridge Redevelopment Authority under the Parcel 3 and 4 Development Agreement and developed improvements on Tracts III, IVA, IVB, V and VI of Parcel 3 and one Supplemental Land Disposition Contract with the Cambridge Redevelopment Authority under the Parcel 2 Development Agreement for a project currently under construction on Tract VIII of Parcel 2.

Prior to the formation of the Boston Properties, Inc. REIT, Mortimer B. Zuckerman and Edward H. Linde, as principals of Boston Properties, Inc. and its affiliates, had been active in the real estate development business for over 26 years and had interests in numerous properties and ongoing projects in the Boston, New York City and Washington, D.C. metropolitan areas. Since going public in 1997, Boston Properties, Inc. and its affiliates have significantly expanded their interests in the Boston, New York City and Washington D.C. markets and have also acquired and developed properties in the San Francisco metropolitan area and in Princeton, New Jersey, as shown in the ownership schematic attached as Exhibit B.

4,5,6. Redeveloper's Financial Resources

The financial condition of the Redeveloper, Boston Properties Limited Partnership, is consolidated into the balance sheet of Boston Properties, Inc., its sole general partner. Attached as Exhibit C is the financial statement of Boston Properties, Inc. as of December 31, 2011, which has been audited by PricewaterhouseCoopers LLP.

The Redeveloper generally uses construction financing, our cash balances and corporate line of credit to fund its development projects. The Redeveloper has long-term relationships with a roster of commercial banks that actively seek to finance well-structured developments with institutional sponsors like the Redeveloper. Over the past two years, the Redeveloper has completed over \$1 billion in development projects and raised over \$350 million in construction financing. The Redeveloper maintains a current cash balance of approximately \$500 million and has available to it the full capacity under its \$750 million revolving credit facility.

7. Names and Addresses of Bank References

Banc of America Securities
One Bryant Park, NY1-100-21-01
New York, New York 10036
Attention: Mr. Richard Williams, Managing Director

Bank of New York
One Wall Street, 21st Floor
New York, New York 10286
Attention: Rick Laudisi, Vice President

US Bank
One Federal Street, 9th floor
Boston, Massachusetts 02110
Attention: David Heller, Senior Vice President

8,13. Information Concerning Redeveloper

The Redeveloper is unable to answer these questions with regard to the owners of the shares of Boston Properties, Inc. sold to the public and the Redeveloper answers these questions to the best of its knowledge with regard to the owners of the limited partnership interests in the Redeveloper which were not formerly owned by employees or affiliates of Boston Properties, Inc.

10. Other Title I Projects

Messrs. Zuckerman and Linde have been involved in the following other Title I projects prior to the formation of the Boston Properties, Inc. REIT:

Marine Midland Center
Waterfront Redevelopment Project
Buffalo, NY

Commercial Block Building
Downtown Waterfront Project
Boston, MA

500 E. Street
Southwest Urban Renewal Project C
Washington, D.C.

One and Two Independence Square
Southwest Urban Renewal Project B
Washington, D.C.

Long Wharf Hotel
Downtown Waterfront Project
Boston, MA

EXHIBIT A

FR 100 - BY U.R.
 Middlesex Registry of Deeds
 Southern District
 Cambridge, Massachusetts
 Plan No. 1334-A-1 of 15, 86
 Rec'd SEP 26 1986
 3 1/2 PM P. M. DOCKA 1127
 Rec'd, BK 17432 Pg. 97
 Attest *John J. Fitzgerald*
 Register

FOR REGISTRY USE ONLY

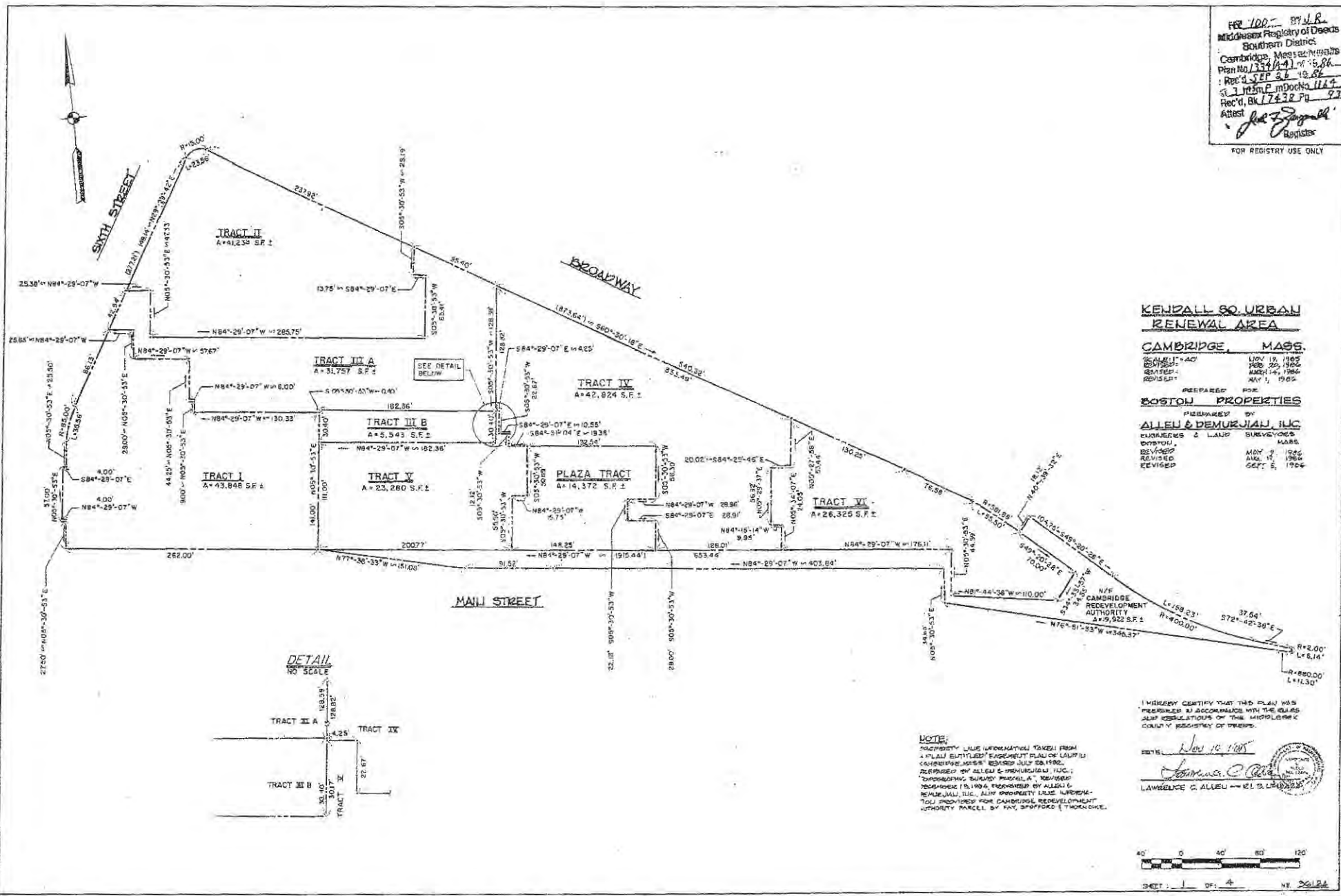
**KENDALL SQ. URBAN
 RENEWAL AREA**

CAMBRIDGE, MASS.

PREPARED BY: ALLEN & DEMERJIAN, INC.
 ENGINEERS & LAND SURVEYORS
 BOSTON, MASS.
 PREPARED FOR: N/E CAMBRIDGE REDEVELOPMENT AUTHORITY
 DATE: MAY 1, 1986
 REVISED: APR. 15, 1986
 REVISED: SEPT. 5, 1986

BOSTON PROPERTIES

PREPARED BY: ALLEN & DEMERJIAN, INC.
 ENGINEERS & LAND SURVEYORS
 BOSTON, MASS.
 PREPARED FOR: N/E CAMBRIDGE REDEVELOPMENT AUTHORITY
 DATE: MAY 1, 1986
 REVISED: APR. 15, 1986
 REVISED: SEPT. 5, 1986



I HEREBY CERTIFY THAT THIS PLAN WAS PREPARED AS ACCOMPANIED WITH THE BLUES AND RESOLUTIONS OF THE MIDDLESEX COUNTY REGISTRY OF DEEDS.

DATE: *Nov 10 1985*
John J. Fitzgerald
 LAMBEUCE C. ALLEN - R.I.S. L.P. 1985

NOTE:
 PROPERTY LINE INFORMATION TAKEN FROM A PLAT ENTITLED "EASEMENT PLAT OF LANDS COMPRISING AREA" RECORDED JULY 28, 1980, PREPARED BY ALLEN & DEMERJIAN, INC.; "CONDOMINIUM SUBDIVISION PLAN A", RECORDED FEBRUARY 13, 1984, PREPARED BY ALLEN & DEMERJIAN, INC. ALSO PROPERTY LINE INFORMATION PROVIDED FOR CAMBRIDGE REDEVELOPMENT AUTHORITY PARCEL BY RAY SPRIFKIN & TORRANCE.



SHEET 1 OF 4 NE 26124

1334 A

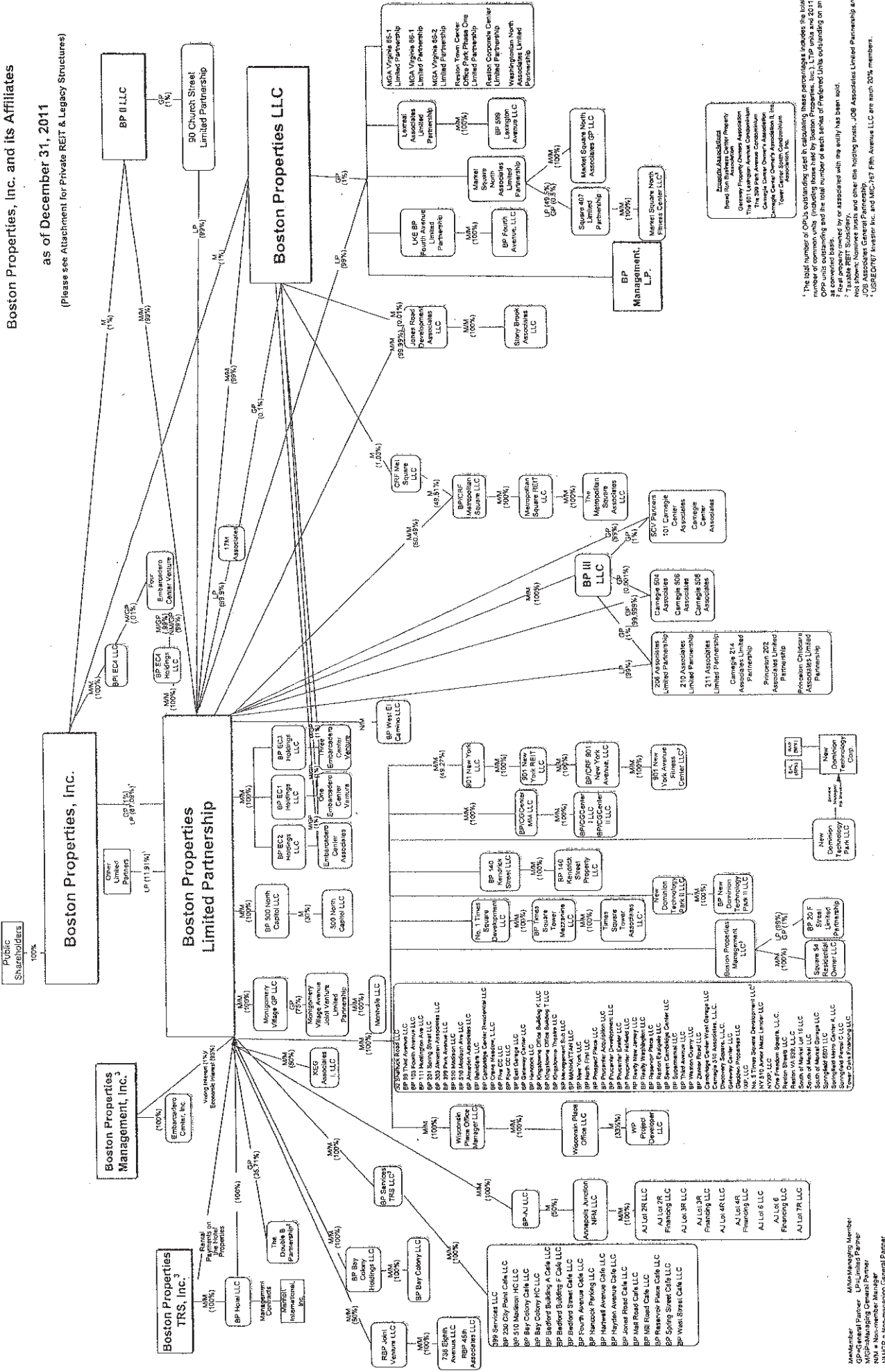
1334

EXHIBIT B

Boston Properties, Inc. and its Affiliates

as of December 31, 2011

(Please see Attachment for Private REIT & Legacy Structures)



¹ The total number of OPUs outstanding used in calculating these percentages includes the total number of common units (including those held by Boston Properties, Inc.), LP units and 2011 OPUs units outstanding and the total number of each held by Preferred Units outstanding on an as-converted basis.

² Real property owned by or associated with the entity has been sold.

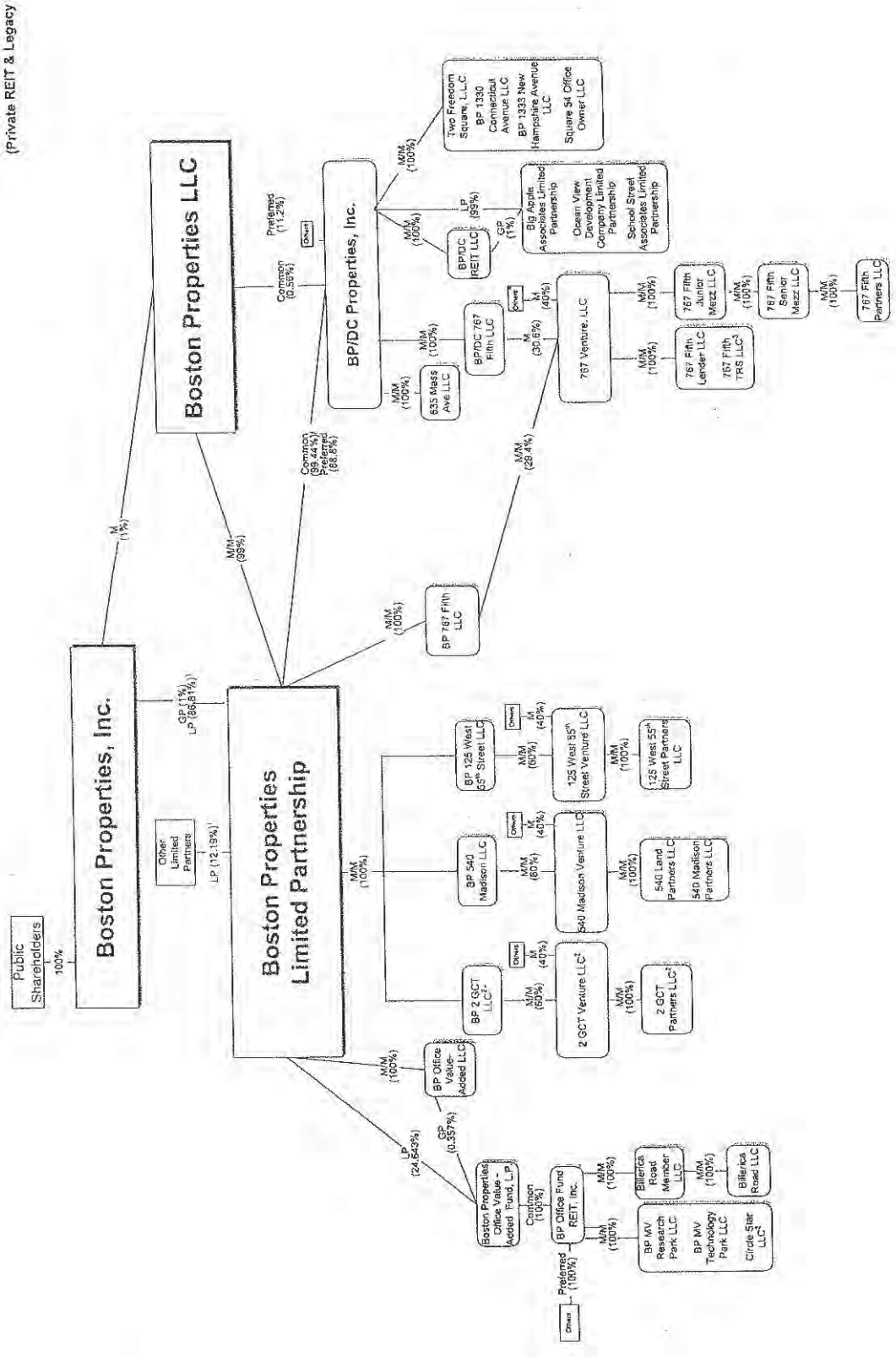
³ Taxable REIT Subsidiary.

⁴ Not shown; Nominee trust and other tax holding trusts. JOB Associates Limited Partnership and Boston Properties TRS, Inc. are each 20% members.

⁵ USREIT07 Investor Inc. and MIC-187 FRII Avenue LLC are each 20% members.

MM=Member
 GP=General Partner
 MGP=Managing General Partner
 LP=Limited Partner
 NMG=Non-Managing General Partner

Attachment 1 to Boston Properties, Inc. and its Affiliates
as of December 31, 2011
(Public REIT & Legacy Structures)



Attachment 2 to Boston Properties, Inc. and its Affiliates

as of December 31, 2011
 (Atlantic Wharf Structures)

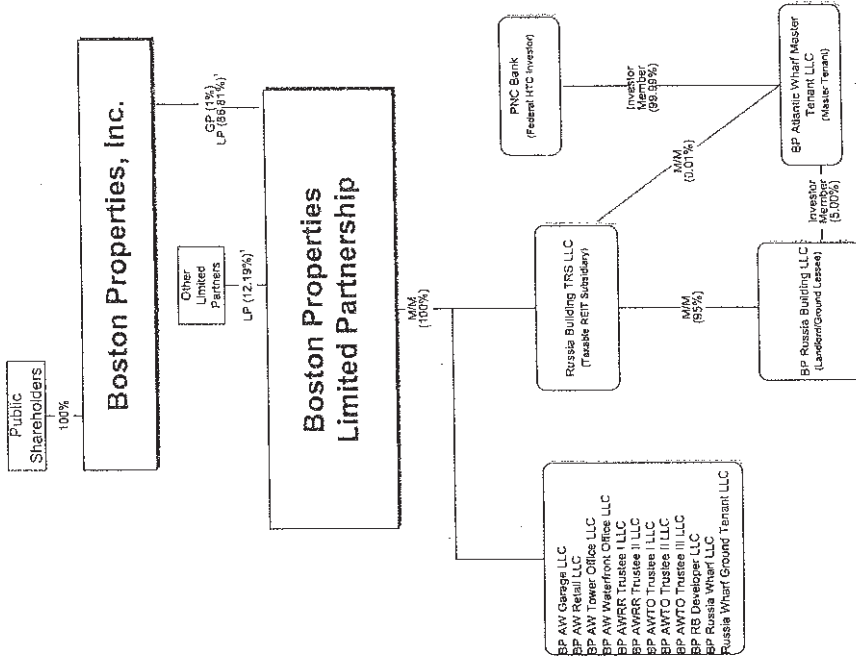


EXHIBIT C

Table of Contents

Financial Statements and Supplementary Data

**BOSTON PROPERTIES, INC.
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<u>Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009</u>	105
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<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2011, 2010 and 2009</u>	107
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All other schedules for which a provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

Table of Contents

Management's Report on Internal Control over Financial Reporting

Management of Boston Properties, Inc. ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive officer and principal financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As of the end of the Company's 2011 fiscal year, management conducted assessments of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on these assessments, management has determined that the Company's internal control over financial reporting as of December 31, 2011 was effective.

Our internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page 103, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2011.

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Boston Properties, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Boston Properties, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

Boston, Massachusetts
February 28, 2012

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BOSTON PROPERTIES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except for share and par value amounts)

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
<u>ASSETS</u>		
Real estate, at cost:	13,389,47	12,764,93
Less: accumulated depreciation	\$ 2 (2,642,986)	\$ 5 (2,323,818)
Total real estate	10,746,48	10,441,11
Cash and cash equivalents	6	7
Cash held in escrows	1,823,208	478,948
Investments in securities	40,332	308,031
Tenant and other receivables (net of allowance for doubtful accounts of \$1,766 and \$2,081, respectively)	9,548	8,732
Related party notes receivable	79,838	60,813
Interest receivable from related party notes receivable	280,442	270,000
Accrued rental income (net of allowance of \$2,515 and \$3,116, respectively)	89,854	69,005
Deferred charges, net	522,675	442,683
Prepaid expenses and other assets	445,403	436,019
Investments in unconsolidated joint ventures	75,458	65,663
	669,722	767,252
Total assets	14,782,96	13,348,26
	\$ 6	\$ 3
<u>LIABILITIES AND EQUITY</u>		
Liabilities:		
Mortgage notes payable, net	\$ 3,123,267	\$ 3,047,586
Unsecured senior notes (net of discount of \$9,814 and \$8,402, respectively)	3,865,186	3,016,598
Unsecured exchangeable senior notes (net of discount of \$3,462 and \$8,249, respectively)	1,715,685	1,721,817
Unsecured line of credit	—	—
Accounts payable and accrued expenses	155,139	161,592
Dividends and distributions payable	91,901	81,031
Accrued interest payable	69,105	62,327
Other liabilities	293,515	237,467
Total liabilities	9,313,798	8,328,418
Commitments and contingencies	—	—
Noncontrolling interest:		
Redeemable preferred units of the Operating Partnership	55,652	55,652
Equity:		
Stockholders' equity attributable to Boston Properties, Inc.		
Excess stock, \$.01 par value, 150,000,000 shares authorized, none issued or outstanding	—	—
Preferred stock, \$.01 par value, 50,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$.01 par value, 250,000,000 shares authorized, 148,186,511 and 140,278,005 issued and 148,107,611 and 140,199,105 outstanding at December 31, 2011 and 2010, respectively	1,481	1,402
Additional paid-in capital	4,936,457	4,417,162
Dividends in excess of earnings	(53,080)	(24,763)
Treasury common stock at cost, 78,900 shares at December 31, 2011 and 2010	(2,722)	(2,722)
Accumulated other comprehensive loss	(16,138)	(18,436)
Total stockholders' equity attributable to Boston Properties, Inc.	4,865,998	4,372,643
Noncontrolling interests:		
Common units of the Operating Partnership	548,581	592,164
Property partnerships	(1,063)	(614)

Total equity

5,413,516 4,964,193

Total liabilities and equity

14,782,96 13,348,26
\$ 6 \$ 3

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Year Ended December 31,		
	2011	2010	2009
	(In thousands, except for per share amounts)		
Revenue			
Rental			
Base rent	\$ 1,407,070	\$ 1,231,564	\$ 1,185,431
Recoveries from tenants	201,395	180,719	200,899
Parking and other	83,097	64,490	66,597
Total rental revenue	<u>1,691,562</u>	<u>1,476,773</u>	<u>1,452,927</u>
Hotel revenue	34,529	32,800	30,385
Development and management services	33,435	41,231	34,878
Total revenue	<u>1,759,526</u>	<u>1,550,804</u>	<u>1,518,190</u>
Expenses			
Operating			
Rental	593,977	501,694	501,799
Hotel	26,128	25,153	23,966
General and administrative	81,442	79,658	75,447
Acquisition costs	155	2,614	—
Suspension of development	—	(7,200)	27,766
Depreciation and amortization	439,184	338,371	321,681
Total expenses	<u>1,140,886</u>	<u>940,290</u>	<u>950,659</u>
Operating income	618,640	610,514	567,531
Other income (expense)			
Income from unconsolidated joint ventures	85,896	36,774	12,058
Interest and other income	5,358	7,332	4,059
Gains (losses) from investments in securities	(443)	935	2,434
Interest expense	(394,131)	(378,079)	(322,833)
Losses from early extinguishments of debt	(1,494)	(89,883)	(510)
Income from continuing operations	<u>313,826</u>	<u>187,593</u>	<u>262,739</u>
Gains on sales of real estate	—	2,734	11,760
Net income	<u>313,826</u>	<u>190,327</u>	<u>274,499</u>
Net income attributable to noncontrolling interests			
Noncontrolling interests in property partnerships	(1,558)	(3,464)	(2,778)
Noncontrolling interest—redeemable preferred units of the Operating Partnership	(3,339)	(3,343)	(3,594)
Noncontrolling interest—common units of the Operating Partnership	(36,250)	(24,099)	(35,534)
Noncontrolling interest in gains on sales of real estate—common units of the Operating Partnership	—	(349)	(1,579)
Net income attributable to Boston Properties, Inc.	<u>\$ 272,679</u>	<u>\$ 159,072</u>	<u>\$ 231,014</u>
Basic earnings per common share attributable to Boston Properties, Inc.:			
Net income	\$ 1.87	\$ 1.14	\$ 1.76
Weighted average number of common shares outstanding	<u>145,693</u>	<u>139,440</u>	<u>131,050</u>
Diluted earnings per common share attributable to Boston Properties, Inc.:			
Net income	\$ 1.86	\$ 1.14	\$ 1.76

Weighted average number of common and common equivalent shares outstanding	<u>146,218</u>	<u>140,057</u>	<u>131,512</u>
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The accompanying notes are an integral part of these consolidated financial statements.

BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the year ended December 31,		
	2011	2010 (in thousands)	2009
Net income	\$ 313,826	\$ 190,327	\$ 274,499
Other comprehensive income:			
Net effective portion of interest rate contracts	—	421	—
Amortization of interest rate contracts	2,595	3,408	2,904
Other comprehensive income	2,595	3,829	2,904
Comprehensive income	316,421	194,156	277,403
Net income attributable to noncontrolling interests	(41,147)	(31,255)	(43,485)
Comprehensive income attributable to noncontrolling interests	(297)	(487)	(390)
Comprehensive income attributable to Boston Properties, Inc.	\$ 274,977	\$ 162,414	\$ 233,528

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-in Capital	Earnings (Dividends) in Excess of Dividends (Earnings)	Treasury Stock, at cost	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares	Amount						
Equity, December 31, 2008	121,181	\$ 1,212	\$ 3,559,841	\$ 154,953	\$ (2,722)	\$ (24,291)	\$ 570,112	\$ 4,259,105
Conversion of operating partnership units to Common Stock	139	1	3,969	—	—	—	(3,970)	—
Reallocation of noncontrolling interest	—	—	(42,490)	—	—	—	42,490	—
Allocated net income for the year	—	—	—	231,014	—	—	39,891	270,905
Dividends/distributions declared	—	—	—	(290,534)	—	—	(46,574)	(337,108)
Sale of Common Stock, net of offering costs	17,250	173	841,737	—	—	—	—	841,910
Shares issued pursuant to stock purchase plan	12	—	620	—	—	—	—	620
Net activity from stock option and incentive plan	298	3	10,002	—	—	—	24,725	34,730
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(4,007)	(4,007)
Amortization of interest rate contracts	—	—	—	—	—	2,514	390	2,904
Equity, December 31, 2009	138,880	1,389	4,373,679	95,433	(2,722)	(21,777)	623,057	5,069,059
Conversion of operating partnership units to Common Stock	592	6	17,176	—	—	—	(17,182)	—
Reallocation of noncontrolling interest	—	—	20,176	—	—	—	(20,176)	—
Allocated net income for the year	—	—	—	159,072	—	—	27,912	186,984
Dividends/distributions declared	—	—	—	(279,268)	—	—	(42,570)	(321,838)
Shares issued pursuant to stock purchase plan	9	—	630	—	—	—	—	630
Net activity from stock option and incentive plan	718	7	25,038	—	—	—	29,770	54,815
Acquisition of noncontrolling interest in property partnership	—	—	(19,098)	—	—	—	(6,384)	(25,482)
Acquisition of equity component of exchangeable senior notes	—	—	(439)	—	—	—	—	(439)
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(3,365)	(3,365)
Effective portion of interest rate contracts	—	—	—	—	—	367	54	421
Amortization of interest rate contracts	—	—	—	—	—	2,974	434	3,408
Equity, December 31, 2010	140,199	1,402	4,417,162	(24,763)	(2,722)	(18,436)	591,550	4,964,193
Conversion of operating partnership units to Common Stock	2,919	29	85,469	—	—	—	(85,498)	—
Reallocation of noncontrolling interest	—	—	(23,073)	—	—	—	23,073	—
Allocated net income for the year	—	—	—	272,679	—	—	37,808	310,487
Dividends/distributions declared	—	—	—	(300,996)	—	—	(39,132)	(340,128)
Sale of Common Stock, net of offering costs	4,660	47	438,990	—	—	—	—	439,037
Shares issued pursuant to stock purchase plan	6	—	620	—	—	—	—	620
Net activity from stock option and incentive plan	324	3	17,289	—	—	—	21,427	38,719
Distributions to noncontrolling interests in property partnerships	—	—	—	—	—	—	(2,007)	(2,007)
Amortization of interest rate contracts	—	—	—	—	—	2,298	297	2,595
Equity, December 31, 2011	148,108	\$ 1,481	\$ 4,936,457	\$ (53,080)	\$ (2,722)	\$ (16,138)	\$ 547,518	\$ 5,413,516

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2011	2010	2009
	(in thousands)		
Cash flows from operating activities:			
Net income	\$ 313,826	\$ 190,327	\$ 274,499
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	439,184	338,371	321,681
Non-cash compensation expense	29,672	32,852	26,636
Income from unconsolidated joint ventures	(85,896)	(36,774)	(12,058)
Distributions of net cash flow from operations of unconsolidated joint ventures	39,851	16,734	12,676
Losses (gains) on investments in securities	443	(935)	(2,434)
Non-cash portion of interest expense	54,962	56,174	55,664
Settlement of accreted debt discount on repurchases of unsecured exchangeable senior notes	(5,601)	(17,555)	—
Losses from early extinguishments of debt	1,494	12,211	10
Suspension of development	—	(7,200)	27,766
Non-cash rental revenue	—	—	(3,600)
Gains on sales of real estate	—	(2,734)	(11,760)
Change in assets and liabilities:			
Cash held in escrows	(9,801)	(8,664)	103
Tenant and other receivables, net	(19,396)	(5,115)	1,844
Accrued rental income, net	(79,992)	(79,562)	(46,410)
Prepaid expenses and other assets	(39,213)	3,239	4,717
Accounts payable and accrued expenses	6,660	(32,839)	14,848
Accrued interest payable	6,778	(13,731)	8,926
Other liabilities	6,569	(9,393)	(9,452)
Tenant leasing costs	(53,212)	(59,513)	(46,280)
Total adjustments	292,502	185,566	342,877
Net cash provided by operating activities	606,328	375,893	617,376
Cash flows from investing activities:			
Acquisitions of real estate	(112,180)	(394,363)	(3,664)
Construction in process	(271,856)	(321,978)	(371,958)
Building and other capital improvements	(61,961)	(20,683)	(28,630)
Tenant improvements	(76,320)	(113,495)	(38,592)
Proceeds from land transaction	43,887	—	—
Proceeds from mortgage loan released from (placed in) escrow	267,500	(267,500)	—
Deposit on real estate released from (placed in) escrow	10,000	(10,000)	—
Acquisition of note receivable	—	(22,500)	—
Issuance of notes receivable	(10,442)	—	—
Capital contributions to unconsolidated joint ventures	(17,970)	(62,806)	(11,015)
Capital distributions from unconsolidated joint ventures	140,505	49,902	3,180
Investments in securities, net	(1,259)	2,149	4,078
Net cash used in investing activities	(90,096)	(1,161,274)	(446,601)

The accompanying notes are an integral part of these consolidated financial statements.

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BOSTON PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,		
	2011	2010 (in thousands)	2009
Cash flows from financing activities:			
Proceeds from mortgage notes payable	1,178,306	268,964	107,929
Repayments of mortgage notes payable	(1,251,841)	(730,191)	(125,238)
Proceeds from unsecured senior notes	848,019	1,542,947	699,517
Repurchases of unsecured senior notes	—	(700,000)	—
Repurchases of unsecured exchangeable senior notes	(44,586)	(218,592)	—
Repurchase of equity component of unsecured exchangeable senior notes	—	(439)	—
Repayments of unsecured line of credit	—	—	(100,000)
Repayment of note payable	—	—	(25,000)
Deferred financing costs	(15,970)	(16,353)	(9,849)
Deposit on mortgage loan financing	(14,500)	—	—
Returned deposit on mortgage loan financing	14,500	—	—
Net proceeds from ATM stock issuances	439,037	—	—
Proceeds from equity transactions	9,667	22,593	850,624
Dividends and distributions	(332,597)	(324,686)	(357,328)
Acquisition of noncontrolling interest in property partnership	—	(25,482)	—
Distributions to noncontrolling interests in property partnerships	(2,007)	(3,365)	(4,007)
Net cash provided by (used in) financing activities	828,028	(184,604)	1,036,648
Net increase (decrease) in cash and cash equivalents	1,344,260	(969,985)	1,207,423
Cash and cash equivalents, beginning of the year	478,948	1,448,933	241,510
Cash and cash equivalents, end of the year	\$ 1,823,208	\$ 478,948	\$ 1,448,933
Supplemental disclosures:			
Cash paid for interest	\$ 386,170	\$ 394,172	\$ 307,059
Interest capitalized	\$ 48,178	\$ 40,981	\$ 48,816
Non-cash investing and financing activities:			
Additions to real estate included in accounts payable	\$ 10,767	\$ 3,693	\$ 36,789
Mortgage notes payable assumed in connection with the acquisition of real estate	\$ 143,900	\$ 843,104	\$ —
Note receivable converted to real estate	\$ —	\$ 22,500	\$ —
Dividends and distributions declared but not paid	\$ 91,901	\$ 81,031	\$ 80,536
Conversions of noncontrolling interests to Stockholders' Equity	\$ 85,498	\$ 17,182	\$ 3,970
Issuance of restricted securities to employees and directors	\$ 25,087	\$ 19,222	\$ 22,964

The accompanying notes are an integral part of these consolidated financial statements.