

ELECTRICAL CRITERIA

General Design/Construction Coordination

The electrical criteria is provided for the purpose of designing the Tenant's electrical system. This criteria is provided as a guideline for Tenant's Engineer. It is the Tenant's responsibility to verify existing conditions and comply with all applicable codes and standards.

System Design

Landlord shall furnish a main electrical protective device at a central point located within Landlord's main electrical room at Tenant's expense. Tenant shall design and install an electrical/telephone system to serve the Tenant space based on 277/480 volt, 3 phase, 4 wire system. Any work undertaken in the Landlord's electrical room shall be done by a Landlord approved contractor.

Tenant shall engage any/all Landlord approved contractors (at Tenant's sole expense) for roofing or waterproofing etc. work and Tenant/Tenant's General Contractor shall pay all costs directly to such contractor.

Provisions Matrix for Power

Tenant Area	Power	Conduit	Service Size
<500sf	100 Watts/sf	2in.	100 Amps
501-1200sf	80 Watts/sf	2in.	200 Amps
>1200sf	70 Watts/sf	2in.	200 Amps

Landlord Work:

- Landlord shall provide for Tenant's electrical service equipment, located outside the Tenant space, with a capacity per provisions matrix above.
- Landlord shall furnish an empty conduit w/pull string (reference provisions matrix for sizes) from the Landlord's common electrical/communications room to a location within Tenant's demised premises for electrical and telephone.

- Landlord shall provide 60 amp minimum for Tenant's use at Landlord's metering switchboard at Tenant's expense.
- If a Tenant requires a different size main electrical switch or service conduits, Landlord may furnish same, if available, at Tenant's expense. Tenant's electrical engineer shall notify Landlord in writing of any switch or conduit size requirements of Tenant that are larger than those existing prior to plan submittal.

Tenant's Work: General Requirements

Tenants shall provide the following:

- Tenant shall install feeder wires through the main electrical service conduit. Landlord's electrical contractor, at Tenant's expense, will make final connections at the main electrical protective device located at the Landlord's metering switchboard.
- Landlord will provide protective device at Tenant's expense.
- Unless the protective device is a circuit breaker, Tenant shall provide fuses - commensurate with switch and load - for installation in Landlord's metering switchboard by Landlord-approved contractor.
- Tenant shall extend Landlord's conduit, as needed, within the Tenant's demised premises to Tenant's main protective device and/or panel board with main protective device.
- Tenant's electrical system shall be designed in accordance with Landlord's criteria as outlined in this manual, the latest adopted editions of the NEC, CEC, and the requirements of all local authorities having jurisdiction. Materials, electrical products and equipment, including all components shall be new and appear on the Underwriters Laboratories list of approved items. Tenant shall install all electrical work necessary

- for a complete electrical distribution system within the premises, including, without limitation, transformers, electrical panels and disconnects.
- Tenant shall make application to the serving telephone company for service and shall comply with their requirements.
 - Tenant shall install telephone wiring from Tenant's demised premises to Landlord's main telephone backboard within the conduit provided by the Landlord. Final hook up to backboard will be by Landlord approved contractor at Tenant's expense. The conduit stub out from the Landlord backboard within the Tenant's premises shall be intercepted and extended to the Tenant's backboard.
 - A smoke detector will be provided by the Tenant at Tenant's expense. Verify RTU requirements with Landlord's Tenant Coordinator.
 - Any additional exterior lighting required by Tenant is to be added at Tenant's expense and pre-approved by Landlord's Tenant Coordinator.
 - Tenant shall provide a check meter per Landlord's specifications at eye level in an accessible place within their space.
 - Electrical meter to be installed by Tenant is the Quad Logic RSM-5. Meter must be powered and measure 480V. Tenants with no 480V panel must provide power and a separate disconnect for the meter from the primary disconnect. Meter is offered in both Delta and Wye service - it is Tenant's responsibility to purchase meter to match the power they pull into their space.

Conduits and Wires

- Tenant shall extend Landlord's conduit, as needed, within the Tenant space to Tenant's main switch transformer and/or panel board.
- Tenant shall install feeder wires through the main electrical service conduit. Landlord's electrical contractor, at Tenant's expense, will make final connections at the main electrical protective

- device located at the Landlord's metering switchboard located at the meter section distribution point.
- All main feeder wires from the main electrical meter section protective device shall be sized to meet NEC/CEC. Main service feeders, as a minimum shall be treated for the sum of all loads, plus twenty-five percent (25%) spare capacity. Branch circuits connected loads shall not exceed eighty (80%) of rated capacity.
 - Minimum circuit wire size shall be #12 AWG excluding control wiring. All main and branch circuitry shall be copper. All wiring is to have 600 volt insulation. Type THWN / THHN for main feeders. All wiring shall be color coded per NEC. Same color shall identify same phase throughout the system.
 - Panel connected loads within the Tenant space and main feeder conductors (from Landlord meter section to panel) shall be balanced within plus or minus ten percent (10%) across all phases.
 - All conduits shall be concealed in finished areas and held tight to structure. Minimum conduit shall be one-half inch (1/2") trade size. Conduit concealed in slab shall be minimum three quarter inch (3/4") trade size. No conduit shall be allowed to be installed in the slab unless absolutely necessary, and where approved by Landlord.
 - All wiring shall be installed in conduit. Conduit shall be galvanized steel, rigid heavy wall or electrical metallic tubing. Flexible metallic conduit can be used for branch and drops to devices in framed walls and attics. Watertight fittings shall be used where required by code. No exposed EMT or PVC where subject to mechanical damage (none below 7' - 6").
 - Conduit hangers, clamps, light fixture supports etc. shall be fastened to bar joists or beams. No attachment or support from any roof deck is allowed. Exposed conduits shall be in straight lines parallel with or at right angles to column



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continued

lines or beams and separated at least six inches (6") from water or gas lines wherever they run alongside or across such lines.

8. Flexible metal conduit shall be used only for connections inside casework and as the final connection (four feet 4'-0") max. length and minimum one-half inch (1/2") electrical trade size to recess fixtures or motors and electrical equipment that may generate vibration through the conduit system. No BX, AC or Romex type wiring can be allowed.
9. Furnish liquid-tight flexible conduits for outdoor installations. Floor boxes shall be watertight with cast threaded conduit.
10. Pull boxes or junction boxes are required to be of minimum twelve (12) gauge galvanized steel. Boxes in walls shall be galvanized pressed steel or cast metal. Caulk around boxes to eliminate noise transmission.
11. The electrical system serving the Tenant space shall be grounded in accordance with the latest requirements of the NEC. Step-down transformers shall be grounded to the main cold water pipe in the demised space.
12. Ground fault circuit interrupter shall be installed in branch circuits where required by code.
13. Prior to making any conduit, pipe or duct-roof penetration and/or positioning any equipment on the roof, all the proposed locations and/or penetrations must have Landlord's final approval. Waterproofing of any installation shall be performed by the Landlord's authorized contractor at Tenant's sole expense.

Electrical Panels

1. As required, provide lock-on devices on panel circuit breakers for exit and emergency lights and fire/smoke alarm system.
2. Panel connected loads within the demised premises and main feeder conductors from

Landlord's meter section to panel must be balanced within plus or minus 10% across all phases.

3. Lighting panel boards shall be of the three phase, four wire circuit breaker type. Cabinet shall be constructed of code-gauge steel, having not less than four inch (4") gutter space on all sides. Doors shall be hinged with keyed cylinder locks and all locks shall be keyed alike. Circuit breakers shall be the thermal magnetic type with molded case with all two (2) and three (3) pole breakers of the common handle type. Distribution panels shall be of the convertible type utilizing automatic circuit breakers or fuses. Tenant shall be required to install a main circuit breaker or manual disconnect within the Tenant's space.
4. Lighting panels shall have quick-lag molded case breakers bolted to buss. Half-size or tandem breakers or plug-ins shall not be allowed. Distribution panels shall be either fusible-type (with quick-make, quick-break interrupter switches) or molded case circuit breaker type.
5. Furnish a complete typewritten identification directory card for all branch circuits in the panel door.
6. Panels shall have "bolt-on" breakers.
7. Tenant to provide a main disconnect switch inside the Tenant's space at eye level. Disconnect to be primary to any other electrical equipment in the space.

Misc. Items

1. Transformers may not be suspended from the structure and are to be floor to floor supported platform mounted. Dry type transformers shall be class H rated, 480 volt primary to 120/208 volt, three phase, four-wire secondary capacity adequate to service Tenant's requirements. Noise level is limited to a maximum of fifty (50) DB average, measured at a distance of one foot (1'

- 0") from the case, per NEMA Publication No. TR-10-1960 or the latest revision thereof.

2. The electrical system serving the Premises shall be grounded in accordance with the latest requirements of the NEC. System shall be grounded to the main cold water pipe in the demised space.
3. As required by governing codes, furnish self-contained, battery pack emergency lighting and exit signs throughout the demised premises.
4. Motors 3/4 HP or more shall be 208 volts, 3 phase or 480 volts, 3 phase.
5. Manual or magnetic starters, switches, contacts, relays, time switches, safety devices and other controls shall be commercial type with heavy duty ratings and shall be installed in strict conformance with the manufacturer's recommendations and applicable codes. Manual switches used as equipment disconnect shall have overload protection.
6. Tenants are required to use electrical water heaters for domestic hot water. For space eating use heat pumps per HVAC criteria - electric heaters will not be allowed for space heating.
7. Engraved phenolic nameplates are required on distribution panels, motor starters, lighting panels and push button stations, etc.
8. Tenant shall provide weatherproof GFI 120 volt duplex outlet on the roof mounted HVAC unit.
9. All devices and equipment in finished areas shall be flush mounted where possible.
10. No lighting can be installed outside the Tenant space, in the common area and/or ceiling for storefront lighting or sign illumination.
11. Tenant's general contractor shall be required to provide temporary weatherproofing for all roof penetrations until Landlord's roofing contractor has made the final patch.
12. If not already provided, Tenant's electrical

contractor shall furnish an identification nameplate on Tenant's main protective device in Landlord's meter section. Nameplates shall be one-eighth inch (1/8") thick plastic, black on white and etched letters. The minimum size shall be one inch (1") with only the tenant's space number engraved on such permanently affixed.

13. Tenant shall provide and install complete telephone service support facilities as required by the serving Telephone Company using a Landlord approved contractor. All tenant telephone equipment is to be contained within the Tenant's space. Tenant shall furnish a telephone backboard, a 120 volt, 20 amp duplex outlet on a separate circuit. Where Tenant does not have direct access to a service corridor. Tenant to install telephone cables back to telephone terminal board. All other tenants to provide conduit sleeve into corridors. Tenant shall make application to the serving Telephone Company for service and shall comply with their requirements. Tenant's telephone equipment is not permitted in Landlord's corridors. Tenant's telephone equipment is not permitted in Landlord's telephone equipment room.
14. Tenant shall install a local audible smoke alarm in their storage, preparation and sales area hard wired to Tenant's electrical system and shall furnish any other alarm system as may be required by local governmental authorities.
15. Roof top HVAC equipment for first and second floor tenants shall be connected to the Landlord's roof top distribution board (not to the tenant's panel - see pages t8 and t9 for panel designations). Watertight fittings and rigid galvanized conduit shall be used. Routing of conduit shall be approved by Landlord prior to installation. Breaker and mounting kit for equipment shall be provided and installed by Landlord's electrical contractor and paid for by tenant (labor and materials). Tenant shall provide complete electrical load data on the plans for the

ELECTRICAL CRITERIA continued

- roof top equipment including the FLA, MCA, and MOCP. Voltage for roof top equipment shall be 480 volt 3-phase (no exceptions).
16. For third floor, Tenant's HVAC system shall be powered off Tenant's electrical system. Tenant shall provide all power and control wiring, including final connection. System shall be connected to Landlord's Central Fire Alarm System.
17. All Tenant roof equipment shall be properly labeled with equipment name and retail space number. Helvetica typeface at 2" high weather proof and fade resistant lettering.
18. Tenants with rear door shall install a light per Landlord's specifications in the rear entry vestibule.

Drawing Requirements

1. Lighting plan 1/4" scale.
2. Electrical riser diagram, including circuit breaker sizes and all feeders, fuses, disconnect switches and main breakers.
3. Electrical panel(s), schedule(s), including circuit breaker sizes and all connected loads.
4. Lighting fixture schedule, including type of fixture, lamps, mounting, wattage, quantities and manufacturer's catalog number.
5. Fire/Smoke alarm system controls and inter connections.
6. HVAC control schematic.
7. Voltage drop based on actual loads shall be indicated on the on line riser diagram fro all feeders, sub-feeders per NEC.
8. Equipment and materials specifications.
9. Smoke exhaust fan control and connection details. Include fault current ratings and fault study.
10. Title 24 state energy calculations.
11. Electrical Plan Review

Fees:

Tenant will be responsible for paying drawing review fees for electrical plans per the following criteria:

\$350.00 for 100 amp - 200 amp tenants
\$450.00 for 400 amp - 600 amp tenants
\$550.00 for 800 amp - 1000 amp tenants
\$650.00 for 1200 amp - 1600 amp tenants
\$150.00 for re-checks

Landlord will require two (2) sets of electrical drawings upon submission.

Review will not be released until payment is received.

ELECTRICAL ENGINEER CONTACT:

Nikolakopulos & Associates, Inc.
Alex Nikolakopulos, Jr.
2780 Skypark Dr., Suite 280
Torrance, CA 90505
(310) 530-7277
(310) 530-7283 fax



LIGHTING CRITERIA

APPROVED LIGHT SOURCES:

- TUNGSTEN/HALOGEN
- METAL HALIDE
- COMPACT FLUORESCENT
- LINEAR FLUORESCENT
- LED
- NEON
- CATHODE
- INCANDESCENT (in-line restaurants only)

APPROVED FIXTURE TYPES:

- RECESSED FIXTURES
- TRACK FIXTURES WITH LIMITING DEVICE
- MONOPOINTS
- 2-WIRE SYSTEMS WITH LIMITING DEVICE
- LOW VOLTAGE STRIPS
- SOCKET CHANNELS
- DECORATIVES
- LED STRIPS
- FLUORESCENT STRIPS

GENERAL CRITERIA:

1. All recessed fixtures, low voltage strips and socket channels shall be shielded, with a minimum cut-off of 45°.
2. Fixtures shall not be aimed forward of glass storefronts.
3. Exposed lamps shall not be permitted without prior written approval from the owner (includes decorative fixtures).
4. Flashing lighting or signage shall not be permitted without prior written approval from the owner.

5. All lighting shall be a minimum of 80 cri (Color Rendering Index).
6. All lighting shall be a maximum of 3500k (Color Temperature).
7. All lighting shall be compliant with California Energy Code Title 24.

SPECIFIC CRITERIA FOR STOREFRONTS:

(Includes first 10 Feet or 3.5 Meters from storefront inwards)

1. Light levels (Illuminance levels) shall not exceed 100 footcandles (1000 lux) for storefronts.
2. Light levels (Illuminance levels) shall be at least 60 footcandles (600 lux) for storefronts.
3. Contrast ratios (Luminance ratios) between any part of the store and the adjacent public surfaces and/or adjacent storefronts shall not exceed 15:1.

SPECIFIC CRITERIA FOR STORE INTERIORS:

(Includes any visible storage areas)

1. Light levels (Illuminance levels) between 25 footcandles (250 lux) and 45 footcandles (450 lux) for general merchandise. Light levels (Illuminance levels) between 50 footcandles (500 lux) and 100 footcandles (1000 lux) for feature displays.
2. Contrast ratios (Luminance ratios) between any part of the storefront and the adjacent public surfaces shall not exceed 15:1.

SPECIFIC CRITERIA FOR IN-LINE RESTAURANT INTERIORS:

(Includes any visible storage areas)

1. Light levels (Illuminance levels) shall be between 5 footcandles (50 lux) and 10 footcandles (100 lux) for general illumination.
2. Light levels (Illuminance levels) shall be at least 50 footcandles (500 lux) at food prep surfaces.
3. All lighting shall be compliant with California Health and Safety Code.
4. 1 footcandle (10 lux) required for emergency exits.

SPECIFIC CRITERIA FOR FOOD COURT INTERIORS:

(Includes any visible storage areas)

1. Light levels (Illuminance levels) shall be at least 50 footcandles (500 lux) at food prep surfaces.
2. All fixtures must be lensed. No bare bulbs allowed.
3. All lighting shall be compliant with California Health and Safety Code.
4. 1 footcandle (10 lux) required for emergency exits.

For questions and further clarification regarding these criteria, please contact the lighting designer:

KAPLAN GEHRING McCARROLL ARCHITECTURAL LIGHTING

10351 SANTA MONICA BOULEVARD, SUITE 410

LOS ANGELES, CA 90025

TEL. (310) 552-2191 FAX (310) 552-2192

CONTACT: BECKY MARSH

EMAIL: bmarsh@kgmlighting.com

MECHANICAL CRITERIA

General Design/Construction Coordination

The mechanical criteria is provided for the purpose of designing the Tenant's heating, ventilating and air conditioning system. This criteria is provided for Tenant's Engineer. It is the Tenant's responsibility to verify existing conditions and comply with all applicable codes and standards.

Complete Engineered drawings must be submitted to Landlord's Tenant Coordinator for review and approval. Landlord will review the plans for conformance to basic center requirements. The Landlord does not review for mechanical design, nor does the Landlord accept responsibility for the Tenant's adherence to governing codes.

It is possible that a Tenant's design may require the review of Landlord's structural engineer. This includes excessive loads placed on the building for HVAC or other design elements. Tenant is to complete the structural drawings using a structural engineer that is licensed within the State of California. Landlord's engineer will review the drawings at Tenant's expense. Such review will not be released until payment is received. Contact the Landlord's tenant coordinator to understand the fee for such review.

HVAC

Tenants shall furnish and install air conditioning and ventilation equipment that shall serve the Tenant space (demised premises) at all times during business hours. Prior to design, the Tenant's engineer is to field-verify existing conditions within the premises.

System Design

Tenants for First and Second Levels shall provide their own split system air conditioning.

Systems shall be heat pumps or cooling only, 3-phase powered with a minimum efficiency of 11.5 EER cooling and 8.0 HSPF heating.

Systems shall limit size of single split systems to 5 tons and use multiple split systems from 6 to 10 tons. Examples are Carrier series QRR or Carrier series 25HC heat pumps.

Above 10 tons, tenants shall use systems designed to connect multiple fan coil units to single larger condensing units. Examples are Mitsubishi city-multi series heat pumps or Daikin VRV series heat pumps.

Tenant shall verify refrigerant pipe lengths and coordinate pipe routing with the Landlord; and where exceeding standard piping lengths, Tenant shall design system in accordance with manufacturer's long line application guidelines providing all recommended devices such as hard-start kits, TXV's, solenoid valves, and so forth.

Retail tenants at the Third Level have the option to install systems as described above for First and Second Level tenants or may provide package rooftop air conditioning heat pumps, package units or cooling-only units with a minimum cooling efficiency of 11.0 EER.

HVAC refrigerant shall meet zero-ozone-depletion standards. Example is R-410A, sold by Honeywell under the trademarked name AZ-20.

If opting for split systems at the Third Floor, tenant shall be responsible for providing vents through roof.

Design Conditions

Tenant's HVAC design shall respect the following design conditions:

1. Summer: Outside temperature: 78 degrees F (DB), 67 degrees F (WB)
2. Summer: Inside temperature: 75 degrees F (DB) 50% R.H.
3. Actual inside lighting, people and equipment loads.
4. Ventilation load per governing codes.
5. Minimum outside air quantities shall exceed the minimum rate required by ASHRAE standard 62.1-2004 or the applicable local governing code whichever is more stringent by at least 30%.
6. "U" factor of roof is .05 btuh/square foot. "U" factor for walls is .189 btuh/square foot.
7. HVAC refrigerant shall meet zero-ozone depletion requirements. (Honeywell R-410a refrigerant is one such product)
8. Tenant's engineer is to design and Tenant's contractor is to install the entire Mechanical System. Any and all rooftop equipment must be located within the allocated roof top space as designated by the on-site Tenant Coordinator.

Responsibility

Landlord will provide at its expense:

1. A common outside air (OSA) duct main and a common toilet exhaust duct main to an area designated by Landlord for retail Tenant's system connection.
 2. Structural racks located on the roof to support 1st and 2nd floor Tenant's condensing units. Such racks will be located as determined by Landlord.
 3. Vertical pipe chases for Tenant-provided control wiring and refrigerant piping leading to a roof penetration adjacent to the aforementioned racks.
- * Second Level Tenants: Landlord may provide a structurally enhanced bay for the placement of tenant units. Where not provided by landlord, tenant is required to provide structural reinforcement.

Tenant responsibility:

All HVAC equipment required for Tenant's space, up to and including, but not limited to: condensing units, air handlers, distribution ductwork, registers and grilles, refrigerant lines, fire dampers, smoke duct detectors, air balancing, and any other items required to provide an operating system that complies with all codes, regulations, and the Landlord's Tenant Criteria Manual, is the Tenant's sole responsibility.

Tenant's mechanical installation to be completed per all governing codes and all materials shall be new and of commercial grade and bare underwriters label(s), where such labeling applies. Installation shall be performed by a licensed Mechanical Contractor in a first class, workmanlike manner.

Tenant's HVAC system shall be designed and installed to include all areas of the Tenant space.



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place

MECHANICAL CRITERIA continued

Toilet Exhaust Systems

Tenant provided roof mounted exhaust fans must be ducted to ceiling grilles located approximately in the center and rear of the demised premises and specifically near the area where the odors are generated. The system shall be designed to cause the exhaust air to gravitate from the Center common area to the odor producing area and then exhausted out.

Ceiling fan with backdraft dampers to be used when connecting to Landlord provided ductwork. Ceiling fans shall be high static pressure type with a minimum static pressure capacity of 0.5" water column. Loren Cook, Greenheck or equal.

Air filtration systems are not acceptable solutions.

The exhaust fan must be interlocked with the light switches for the store customer service area.

The combined HVAC and exhaust system must be in operation during all hours that the Tenant is open for business.

Roof Penetrations

If use of roof top units, roof-type supplemental supply, condensing units or exhaust air units by the Tenant is permitted by the Landlord, Landlord may provide a structurally enhanced bay for the placement of Tenant's units. The Tenant is to coordinate final location of HVAC units with the on-site Tenant Coordinator. Tenant must provide and install all necessary piping and other necessary appurtenances for the operation of the roof top equipment.

To the extent any of Tenant's equipment is to be located on the roof, the Tenant agrees to erect roof units in accordance with the requirements of the Landlord and the Tenant further agrees to repair any and all damage to the roof and structure caused by hoisting installation and the maintenance and/or servicing of such equipment, all of which must be at the sole cost and expense of the Tenant.

The Tenant must furnish and install all curbs, supports, lintels, pipes, ducts, vent caps, air inlets, exhaust hoods, louvers, flashings, counter flashing, etc. as required for any equipment requiring openings through the roof and/or exterior walls. The use of curb adapters is not allowed.

The Tenant must furnish and install roof screens to hide rooftop equipment as required by the City of Santa Monica Municipal Code (sec. 9.04.10.02.140) and according to Landlord's design standards. Contact Landlord for details of Santa Monica Place roof screen design.

The Landlord has the right to inspect the quality of the work and approve locations and, if found unsatisfactory, reject same.

All cutting, patching and restoring of roofing is to be done by the Landlord's roofing contractor at the Tenant's expense. All repairs, maintenance and damage to the roof and/or building due to Tenant's installation must be at the Tenant's cost and expense.

All patching and repair of the roof must be performed in accordance with the details as approved by the

Landlord. Reference the Landlord's construction documents found at www.projecttalk.com. Contact the Landlord's Tenant Coordinator for additional information.

Building Management System

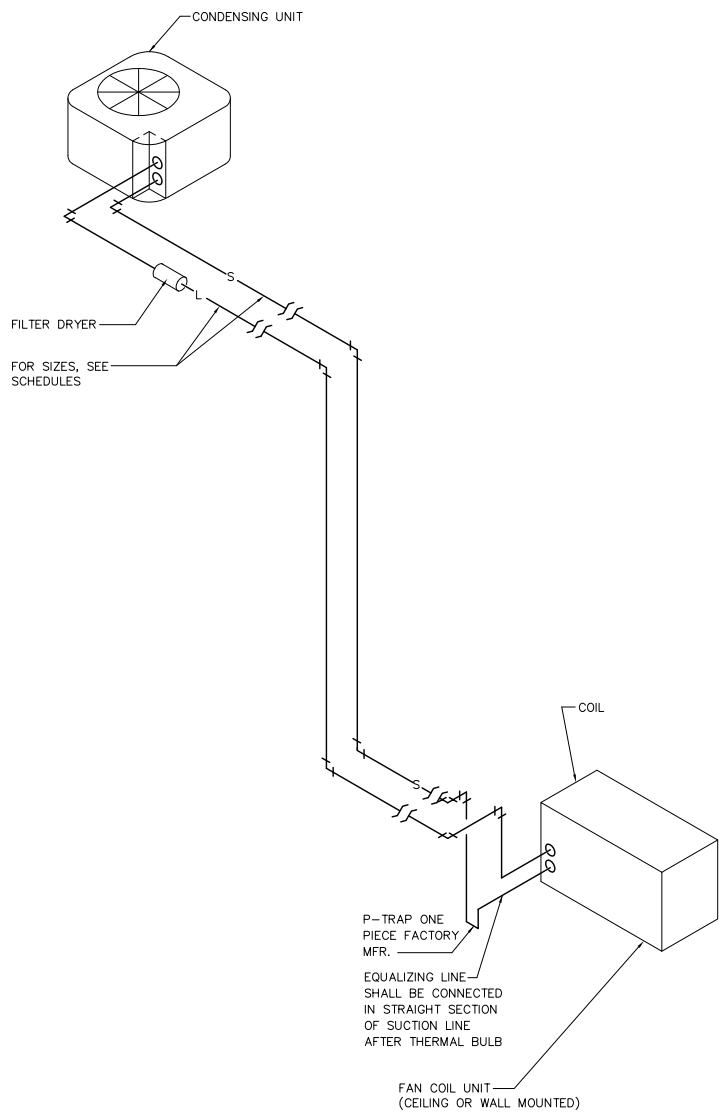
If applicable, Tenant must connect to the Santa Monica Place existing Energy Management System. In the process of Tenant renovation, the system must be upgraded to meet current criteria at Tenant's expense. Tenant must contact Landlord's designated contractor for the purchase and installation of the necessary controls and connection to the main control panel. Duct-mounted smoke detectors are required and must be connected to the main fire alarm panel, if applicable. Each duct smoke detector must have a remote key operated reset/test device mounted within the Tenant space and an addressable relay module. Use Landlord's designated contractor for connection to the main fire alarm loop.

Closeout Requirements

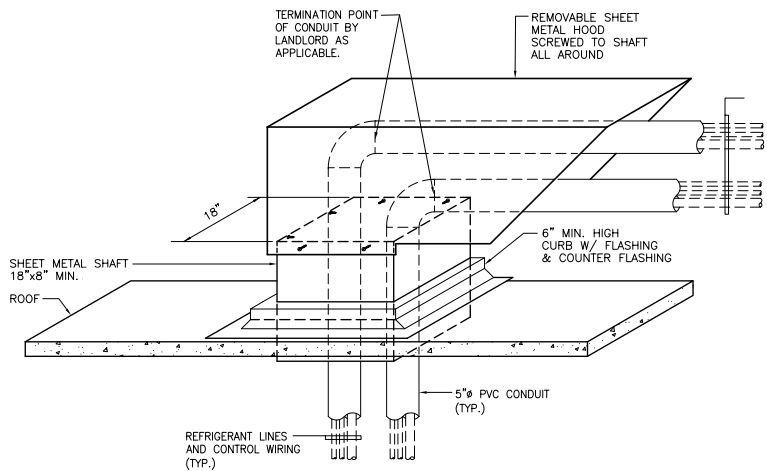
1. Tenant must submit as-built drawings and certified air balance reports prior to construction close out showing the exact location of all equipment and duct work.
2. Tenant is required to properly abandon old and unused roof top equipment (HVAC units, exhaust fans, etc.) by full removal, including curb with an appropriate metal deck and roof material patch. All roofing work must be performed by the Landlord approved roofing contractor.
3. Walk pads must be placed around the roof top equipment and from the main pathway to the equipment in order to protect the roof from traffic.
4. Tenant shall furnish complete data indicating system air balance in the demised premises and a certified third party balance report no more than thirty (30) days after opening.

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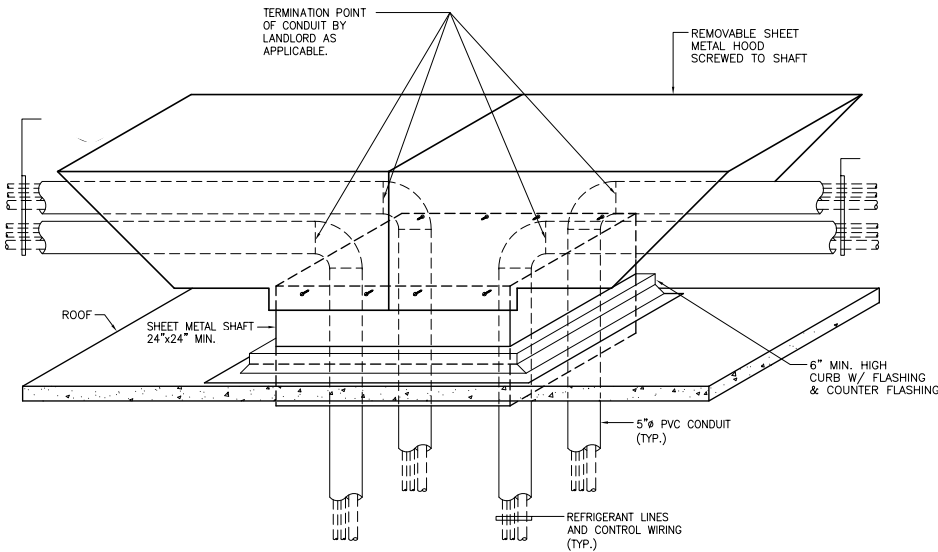
395 Santa Monica Place, Santa Monica, CA 90401



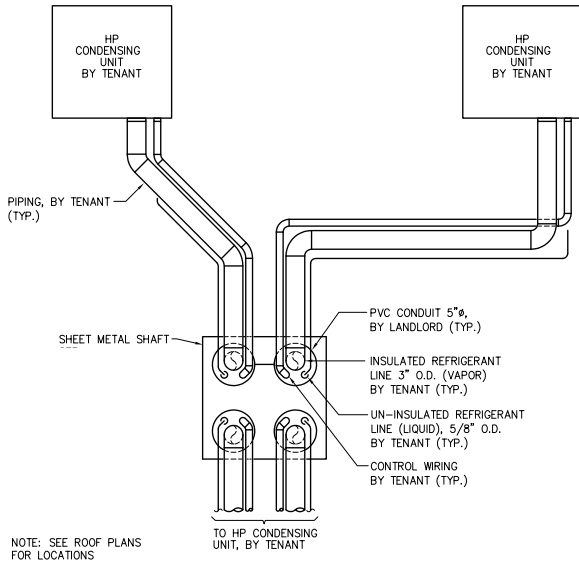
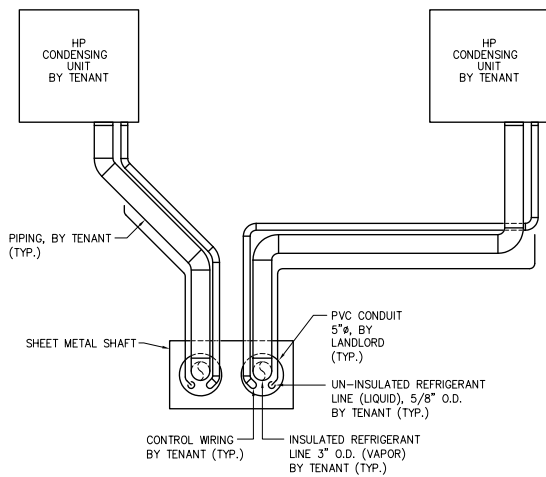
TENANT SPLIT-SYSTEM DIAGRAM



TYPICAL PVC CHASE PAIR

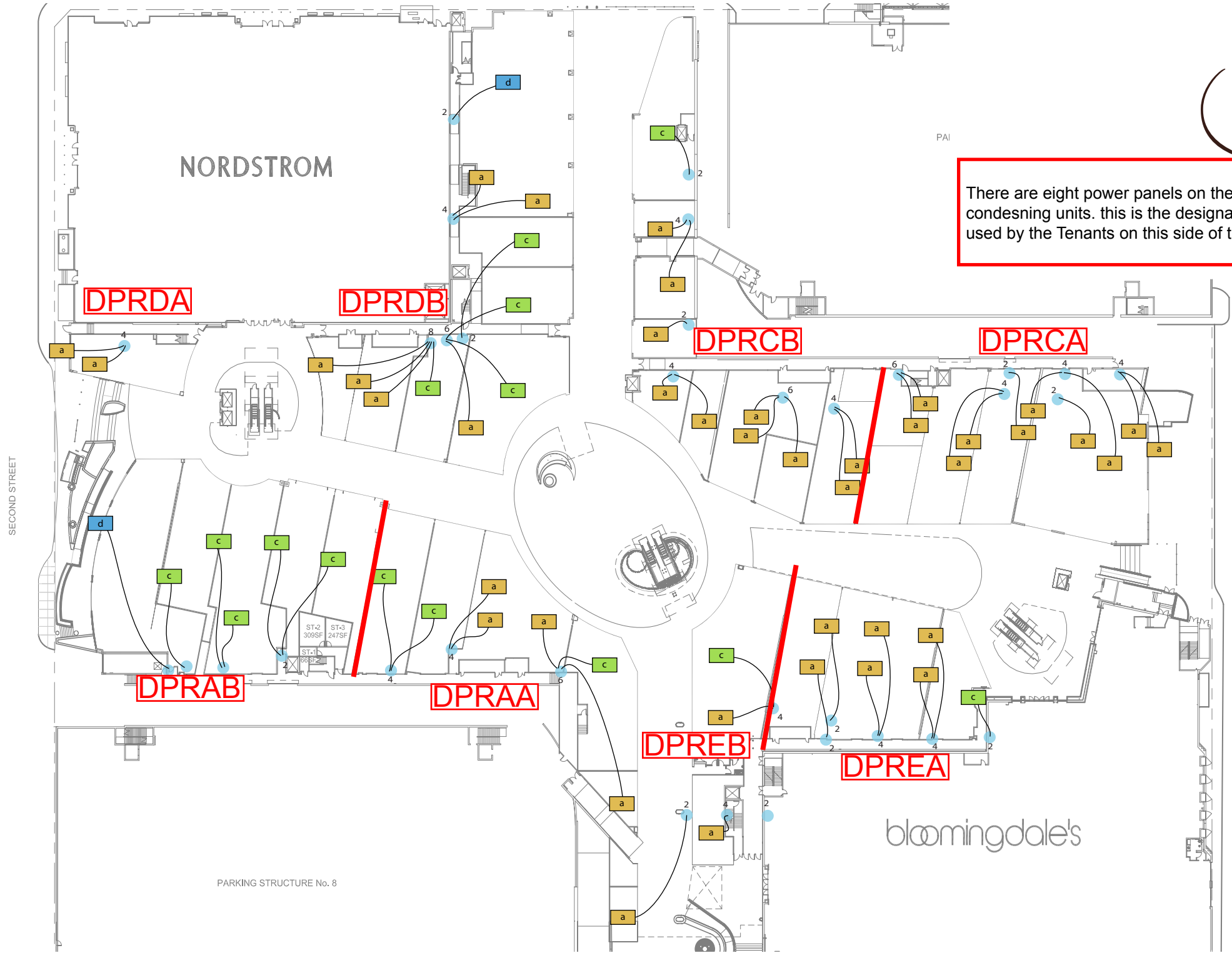


TYPICAL PVC CHASE FOURSOME





SANTA MONICA place

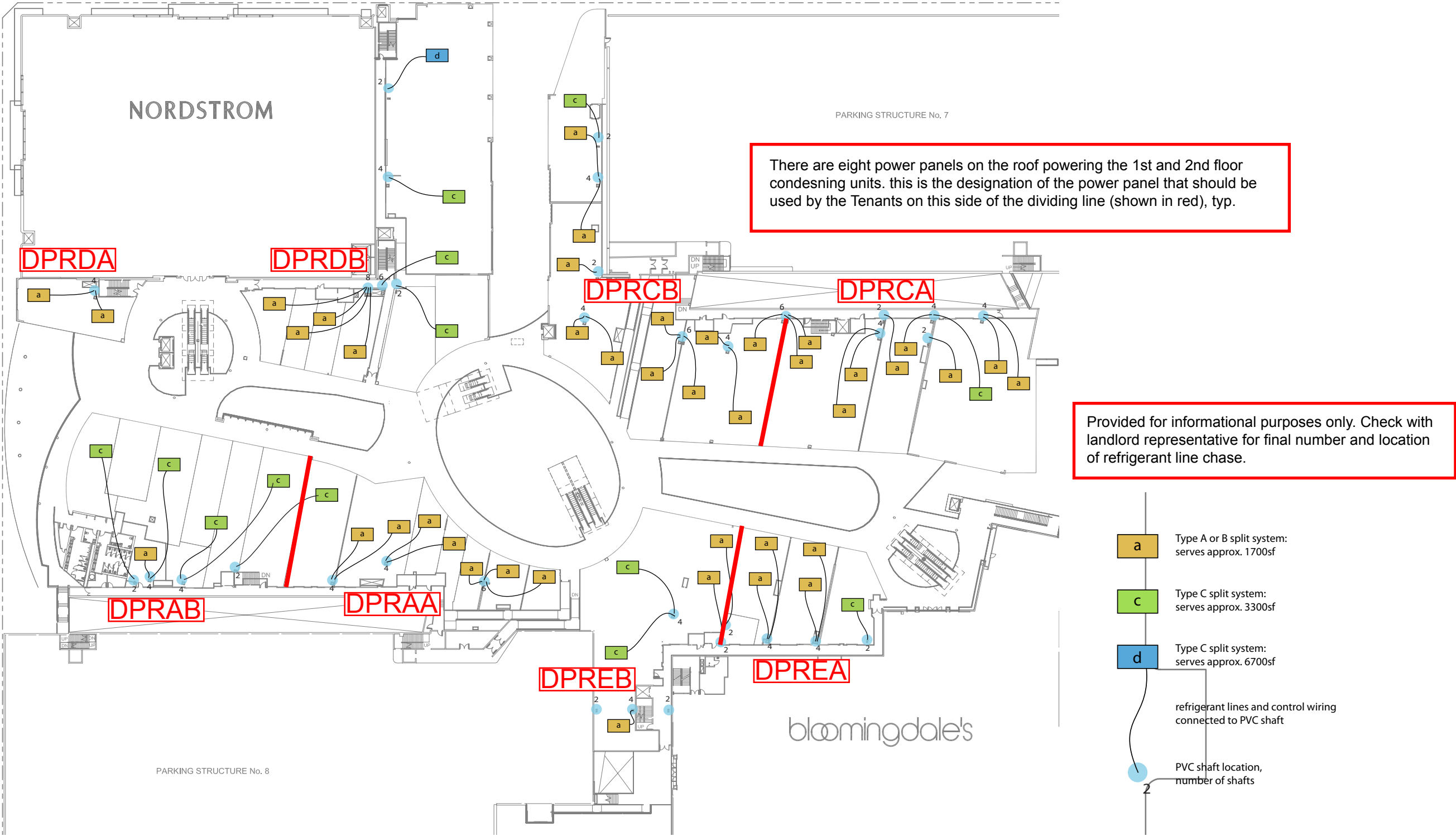


There are eight power panels on the roof powering the 1st and 2nd floor condensing units. this is the designation of the power panel that should be used by the Tenants on this side of the dividing line (shown in red), typ.

Provided for informational purposes only. Check with landlord representative for final number and location of refrigerant line chase.

SANTA MONICA PLACE

395 Santa Monica Place, Santa Monica, CA 90401





PLUMBING CRITERIA

General Design/Construction Coordination

The following criteria is provided for the purpose of designing the Tenant's plumbing system. This criteria is provided for Tenant's Engineer. It is the Tenant's responsibility to verify existing conditions and comply with all applicable codes and standards.

Complete Engineered drawings must be submitted to Landlord's Tenant Coordinator for review and approval. Landlord will review the plans for conformance to basic Center requirements. The Landlord does not review for plumbing design, nor does the Landlord accept responsibility for the Tenant's adherence to governing codes.

System Design

Tenant shall design and develop a complete plumbing system with all the necessary facilities to serve the demised premises. This includes installing a vent and waste system, a domestic hot and cold water system and gas (where required) system. Tenant shall make all connections to the existing utility services provided by the Landlord.

For spaces greater than 150 square feet (verify with local authorities), Tenant shall design, furnish and install a minimum of one (1) complete Handicapped accessible toilet room facility for Tenant's employees meeting both local and ADA requirements. Toilet room shall include at least one (1) one water closet, (1) one hand sink (with hot and cold water provisions), (1) one floor drain w/seepage pan and (1) one sanitary floor clean out. It is the Tenant's responsibility to verify the above requirements with the local authorities which may exceed these criteria.

Landlord Work

1. A cold water service distribution system and valved outlet connection shall be provided for

the Tenant's space. The outlet shall be valved, sized and placed at a location determined by the Landlord.

2. A sanitary sewer service main line and (4") plugged (Y) connection shall be provided for the demised premise at a location and invert elevation as selected by the Landlord.
3. a sanitary vent service main line and two inch (2") plugged (T) connection shall be installed at a location and elevation selected by the Landlord.

Tenant Work

1. Tenant shall connect to and extend all piping from the existing location, all sanitary sewer, domestic water and sanitary vent piping to the necessary locations within the leased premises.
2. All work shall comply with the latest edition of the prevailing codes.
3. Any slab penetrations required by Tenant's Contractor must be core drilled. Saw cuts are not permitted at Santa Monica Place. All penetrations that are larger than four inches (4") must be pre approved by Landlord. Slab penetrations shall be patched and repaired with new concrete (per center specifications) and ensure that they are smooth, properly sealed and remain watertight.

4. Tenant shall ensure that all slab penetrations within the Tenant space (and through the roof) are properly sealed and remain watertight to prevent possible water leakage and/or damage. Any damages caused from failure to do so shall be at Tenant's sole risk and expense.
5. All roof and slab penetrations made by the Tenant are subject to Landlord's approval as to location and construction details. Landlord's authorized roofing contractor at the cost of the Tenant shall perform weatherproofing of any roof penetrations. Tenant's (General Contractor) shall pay for all costs therefore, directly to such roofing contractor.
6. All piping, clamps, supports etc. shall be fastened to joists or beams. Do not attach anything directly to the deck or ductwork above.
7. Shutoff valves shall be provided at all connections to fixtures.
8. Tenant shall provide steel sleeves when passing pipe through concrete slabs or wall sections.
9. All materials shall be new and of commercial grade and bear the Underwriters label(s), where such labeling applies.
10. A licensed plumbing contractor shall perform the entire installation in a first-class, workman-like manner.
11. Provide dual-flush tank type water closets, waterless urinals and low flow lavatories and sinks, etc., as approved by the Building Department, are to be used.
12. Waterproofing must be installed in all "wet areas" such as, restrooms, mop sinks, drinking fountains, etc. See Tenant Coordinator for required specification. The waterproof membrane must extend 6" vertically on all demising walls. This membrane must be flood tested by the General Contractor and inspected by a Landlord representative. If the membrane fails the water test, it must be replaced.

13. At Landlord's sole discretion, Tenant may be required to install drip pans beneath the sanitary sewer lines that are beneath the Tenant's space at Tenant's expense. This will be a requirement for any Tenant that is to occupy spaces 310 - 322.

Domestic Water

1. All cold and hot water piping shall be type "L" seamless hard-drawn copper tubing above ground and type "K" below ground and be conformance with ASTM B88-48. Fittings are required to wrought, suitable for 200 psi. connections to dissimilar materials shall be made with dielectric unions. Joint shall be 95-5 tin antimony for 200psi.
2. For cold water service Tenant shall connect to the existing valved outlet, as provided by Landlord extend pipe as required and provide a ground jumper wire, pressure regulator and all further installation and connections in accordance with all given requirements.
3. Tenant shall provide and install electric domestic hot-water heater (no gas hot water heaters are allowed) supported from a platform above the toilet room with an ASME-approved temperature and pressure relief valve. Hot water heater shall be installed inside a watertight sheet metal pan. Pan shall have drain line into an approved fixture or as approved by the Building Department. At Tenant's option, instantaneous water heaters may be used. Hot water Temperature & pressure relief valve options: Temperature & pressure relief valve drain line can terminate into mop sink or other approved Building Department locations, but not into a floor drain.

PLUMBING CRITERIA Continued

4. Provide a water sub-meter per Landlord's spec (neptune T-10), registering in cubic feet, remote reader per Landlord's spec (VL9 by Kemp-Meek MFG, Inc.), pressure regulator, ground jumper wire and all further installations and connections in accordance with all given requirements. Place the cold water remote reader assembly at the rear portion of the Tenant space in a readily accessible and readable location, at a maximum forty-eight inches (48") above the finished floor.
5. All photographic film processing equipment must have an approved reduced pressure principle backflow prevention assembly installed at the water service connection (inside store, after meter).
6. Tenant shall provide a main water shut off valve located at eye level in a wall behind a labelled access door. Locate in or near employee rest-room as designated by Landlord.

Sanitary Waste Lines and Vent Piping

1. Sanitary sewer vents are required to be routed and connected to the existing sanitary sewer vent system.
2. Provide floor or wall clean-outs at every fifty foot (50'-0") minimum length of sanitary piping, at the most remote end of each sanitary sewer branch and at each change of direction of the waste line that is greater than forty-five (45) degrees. Ready access to the clean out shall be provided.
3. Three inch (3") floor drains are required in the toilet areas. Trap primers are required.
4. Traps shall be on all fixtures except those with integral traps. Trap primers are required.
5. Above ground sanitary and vent piping (other than food waste) shall be service-weight cast-iron, with fittings of the same weight as the pipe.
6. Underground sanitary and vent piping (other than food waste) shall be service weight, cast iron with fittings of the same weight as the pipe. ABS, PVC or plastic pipe is allowed if the existing mains are

- ABS, PVC or plastic. Schedule 40 may be used in accordance with the requirements of local authorities.
7. Cast iron traps, hair interceptors and/or chemically treated traps as required by code and Landlord for use in Tenant's food processing, product processing, hair styling or pet stores, shall be procured and installed by Tenant in accordance with code.
 8. Individual hair interceptors shall be installed on all sinks, basins and special sanitary units which may in any way receive human or animal hair.
 9. Plumbing is not permitted within demising walls.

Seismic Gas Shutoff Valve

The entire gas piping system and equipment or fixtures shall be furnished with seismic shut-off and manual shut-off devices/controls and color coded or identified as such as required.

Drawing Requirements

Plumbing drawings must be reviewed by Landlord's mechanical engineer, at Tenant's cost. Payment must be received prior to releasing the review.

1. Floor plan at one-quarter inch (1/4") or larger, including all plumbing fixtures, proper piping sizes, equipment locations and plumbing to Landlord's system.
2. Isometric diagram of water system, hot and cold, within the Tenant's space.
3. All applicable details for floor drains, cleanouts, slab and roof penetrations etc.
4. Specifications including all materials and equipment with the manufacturer's name and model number.
5. Plumbing fixture unit calculations.
6. Schedules of fixtures and equipment including, but not necessarily limited to water heater, lava-

- tory, water closet, water meter, gas meter and floor drains.
7. Isometric diagram of gas system, including all equipment locations within the Tenant space and at the gas heater and meter locations placed outside the Tenant's space.
 8. Gas load calculations as applicable.



FIRE SUPPRESSION Design and Construction

System Design

Tenant shall connect a fire protection system, to either Landlord's sprinkler main or branch line connection to the demised premises, using approved mechanical fittings. Tenant shall furnish all branch piping and sprinklers required to complete the sprinkler system within the Tenant premises.

Tenants sprinkler system design shall be based upon a single source of supply, ordinary hazard pipe schedule system as outlined in NFPA pamphlet #13 and Landlord's insurance carriers requirements. Hydraulically calculated sprinkler system are required.

- Schedule 10 with mechanical cut groove type pipe couplings and fittings.
- Group II Occupancy with a sprinkler density of 016/3000 square feet in stock areas.
- All systems shall be designed to high protection risk (H.P.R.) requirements.

Landlord Work

Sizing of the service main into Tenant's demised premises with a 10' x 13' grid (NFPA pamphlet #13) plugged or sprigged up as required by local codes. Modifications shall be completed by Tenant at Tenant's sole expense.

Tenant shall engage the services of the Landlord's approved sprinkler contractor (at Tenant's sole expense). Those expenses are to be paid by the Tenant's General Contractor directly to contractor. A contract may be obtained from Tenant Coordinator.

Tenant's Work

1. Tenant's sprinkler system shall be connected to the mall mains. Tenant shall attach a tamper switch and interface with the Santa Monica Place fire alarm system.
2. Tenant's sprinkler heads shall be quick response type, semi-concealed or fully concealed (the same brand and type as installed by the Landlord in the common mall areas), UL listed, Factory Mutual approved. Sprinklers in the Tenants design control area (the first 6'-0" from the face of the storefront into Tenant's space) must be the concealed type of head.
3. All piping shall be supported from beams/joists above only. Do not attach anything directly to the deck above. Fastening and/or suspension devices shall be attached to the building structure only.
4. All piping shall be designed in accordance with NFPA #13 and installed per Landlord's insurance carrier's requirements. All piping shall be threaded schedule 40 black steel meeting ASTM A135. All pipe fittings are required to be pressure class 175.
5. All hangers are to be of an approved type and spaced in accordance with NFPA #13. Seismic bracing to be installed per local code and state codes.
6. Tenant shall furnish and install a vane-type water flow detector in the main sprinkler line immediately after connection to Landlord's main. A flow detector shall be installed, per the manufacturer's instructions and shall be designed to detect any water flow that equals or exceeds 10 g.p.m. Detector switch mechanism shall incorporate an instantly recycling mechanical retard element with an adjustable range of 0-60 seconds. The Detector enclosure shall be dust tight, the Switch enclosure shall be tamper proof and the Flow Switch shall be connected to Mall fire alarm system.
7. Tenant shall provide appropriate-type fire extinguishers in stock room areas and elsewhere throughout the demised premises, as required by all local authorities having jurisdiction and Landlord's insurance carrier. Fire extinguishers shall be furnished, as directed by the Fire Marshal and be easily accessible. As a matter of routine practice, fire extinguishers shall be serviced and inspected monthly.
8. All materials and equipment under this section shall be new and listed by Underwriters Laboratories, Inc. and Factory Mutual for fire protection system installation and approved by all local authorities having jurisdiction and governing codes.
9. Final connection to the Landlord's sprinkler main shall not be made until the entire system within the demised premises is pressure-tested and ready for service.
10. Tenant shall not be permitted to stock (stocking must be approved by local authorities) the Tenant space until the entire sprinkler system has been inspected, approved and put into operation. All sprinkler system tests shall be witnessed by Landlord's on-site Tenant Coordinator and local jurisdictional authorities, as required.
11. The entire installation shall be performed by the Landlord's required sprinkler contractor at Tenant's expense.
12. Tenant must obtain a permit from City of Santa Monica, per City requirements.

Drawing Requirements

Tenant's sprinkler drawings shall include, but not be limited to the following:

- With final plan submission a reflected ceiling plan at 1/4" = 1' - 0" scale, including all sprinkler locations, pipe size and locations.
- Specifications, including all details, materials and equipment.
- Sprinkler shop drawings, as prepared by Tenant's sprinkler contractor, sealed by a California professional engineer.

Sprinkler Shop Drawing Submittal

1. The Tenant's sprinkler contractor shall submit (2) copies of the sprinkler shop drawings to the Tenant Design Coordinator for review and approval. Sprinkler system shop drawings must be approved by the local authorities having the proper jurisdiction prior to the installation. Sprinkler system must comply with all applicable sections of the NFPA #13.
2. Landlord's insurance carrier may review the plans and forward their comments to Landlord's Tenant Coordinator, who shall then forward the comments to the sprinkler contractor. Tenant's sprinkler contractor shall implement any modifications as part of Tenant work.
3. Landlord's Tenant Coordinator shall distribute Landlord approved sprinkler drawings to the following:
 - Sprinkler Contractor - 3 copies
 - Landlord's insurance carrier - 2 copies (verify with on Site Tenant Coordinator)
 - Center Management - 1 copy
 - Tenant Construction Coordinator - 2 copies

FIRE ALARM CRITERIA

1. Landlord Work

The Landlord shall provide a fire alarm system as follows:

1. A central fire alarm system serving the common shopping center.
2. Landlord's fire alarm contractor shall provide conduit into the tenant's premises and a fire alarm junction box within the tenant's premises at the Tenant's sole cost and expense.
3. Landlord's fire alarm contractor shall make the final tenant interface wiring connections to the Landlord's fire alarm system at the Tenant's sole cost and expense. This will ensure the integrity of the Landlord's fire alarm system warranty.
4. The Landlord's fire alarm system will include all system programming and sequence of operation.

2. Tenant Work

- a. The tenant shall provide a complete and operational fire alarm system as described herein for the tenant's premises.
- b. Tenant fire alarm contractor's work shall begin at the tenant interface location provided by the owner.
- c. The design and installation of the fire alarm system shall be in accordance with NFPA 72, state and local codes and ordinances.
- d. The Tenant will use a fire alarm vendor chosen by the Landlord for all fire alarm work.

Tenant Fire alarm system design criteria shall be as follows:

1. Tenant shall provide a complete and code compliant fire alarm system, as required by all applicable codes.

2. Tenant shall provide all addressable modules (as required) to interface to the tenant provided fire alarm systems and system devices.
3. Tenant shall provide all required conduit and cabling to the mall interface junction box.
4. Tenant shall provide auxiliary power supplies (APS) as required for tenant visual notification appliances. Tenant shall coordinate connection to a dedicated 120 VAC circuit, and shall provide 24 hour battery backup in each APS.
5. Tenant shall provide all required speaker/visual notification appliances for a complete and code compliant fire alarm system. Tenant shall provide proper supervision of all wiring and appliances. Notification appliance mounting methods shall match the mall. In the tenant spaces use ceiling mounted visual and speaker notification appliances.
6. Tenant shall coordinate synchronization connections with the mall fire alarm contractor. All visual notification appliances in mall and tenant spaces shall be synchronized. Tenant shall provide all required synchronization modules.
7. Tenant shall provide shutdown of any Muzak sound systems in associated tenant space upon activation of the tenant notification appliances. Tenant shall confirm proper shutdown function.
8. Tenant shall provide shutdown of associated air handling unit (AHU). Tenant shall confirm proper shutdown function.
9. Tenant shall provide addressable duct detectors in the return side of all air handling units (AHU) with a design capacity greater than 2,000 cfm.
10. Tenant shall provide addressable duct detectors in the return side for all AHUs and fan powered terminal units (VAVs) where multiple air handling systems share common supply or return air ducts or plenums with a designed capacity greater than 2,000 cfm.

11. Tenant shall provide remote test stations/annunciators as required for all concealed detectors. Tenant shall provide all required power cabling connections to duct detectors and remote test stations/annunciators.

3. Submission Requirements

- a. Tenant shall submit two (2) sets of plans, calculations, specifications, and equipment literature for all fire alarm work, as per the requirements of the lease to the owner's representative for approval prior to installation.
- c. The tenant shall submit detailed information and drawings as required for special conditions, if required.

4. Equipment Requirements

- a. All tenant provided auxiliary power supplies, speaker/visual notification appliances, modules and devices shall be UL listed for the intended application (i.e. UL listed for commercial fire alarm use), and shall be the same manufacturer as the mall. In addition, the tenant speaker/visual notification appliances must be compatible and listed for use with the associated tenant auxiliary power supply.
- b. In tenant spaces requiring additional tenant provided modules and devices (e.g. tenants with tenant installed AHUs); all modules and devices must be addressable, must be of the same manufacturer as the Landlord's fire alarm system, and must be compatible with the specific Landlord's fire alarm control panel. These modules and devices will be required to connect directly to the Landlord's addressable loop. The Landlord's fire alarm contractor will be responsible for final wiring connections to the tenant addressable loop at each tenant interface junction box.

5. Acceptance Testing

- i. All tests and inspections shall be reported in writing and submitted to the Landlord in accordance with this section.
- ii. The system shall meet all the requirements of the listed applicable codes and the requirements of the AHJ. The system tests and test documents shall meet the requirements of the AHJ.
- iii. The smoke detectors shall be tested to ensure smoke entry into the sensing chamber as required by NFPA 72.
- iv. Provide testing of the voice evacuation system dBA levels to ensure compliance with all applicable codes.
- v. All testing, inspection and retesting required for certification and required for all warranty work or replacements shall meet the requirements of the AHJ. This certification, inspection, or testing shall be completed at no additional cost to the Landlord.
- vi. Provide the testing date in writing to the Landlord a minimum of two weeks before the date. The Landlord may elect to have a representative present for testing.
- vii. The fire alarm system will not be acceptable until final testing and receipt of the testing certificates have been obtained.



SMOKE DETECTION CRITERIA

Individual tenant spaces should provide Smoke Detection within their space based on the following criteria:

1. Should a tenant install any HVAC equipment within their space, duct detectors must be provided by the tenant, per the California Mechanical Code.
2. Should a tenant install an elevator within their space, smoke detection for elevator recall must be provided by the tenant, per the California Building Code.
3. Should a tenant provide fire alarm control equipment within their space, smoke detection must be provided at the control equipment by the tenant, per NFPA 72.
4. If a tenant does not have any of the conditions listed above, a smoke detector is not required within the space.

STRUCTURAL CRITERIA

The following criteria is provided for the purpose of designing the Tenant's structural drawings. This criteria is provided as a guideline for Tenant's Engineer. It is the Tenant's responsibility to verify existing conditions and comply with all applicable codes and standards.

Complete Engineered drawings must be submitted to the Landlord's Tenant Coordinator for review and approval. Landlord will review the plans for conformance to basic mall requirements. The Landlord does not review for design, nor does the Landlord accept responsibility for the Tenant's adherence to governing codes.

All drawings must also be reviewed by Landlord's structural engineer. Payment will be required before releasing the review.

The documents to be submitted for Landlord approval must include complete plans and specifications for all structural work, and they must be signed and sealed by an Engineer licensed in California.

General Requirements

1. The Tenant's storefront must be structurally self-supported. Tenant may not support the storefront from the bulkhead or fascia. Structural support for Tenant storefronts must be from the roof joists for lateral bracing.
2. Fixtures and equipment may not be attached to or supported from the floor or roof deck.
3. It is possible that a Tenant's design may require the review of Landlord's structural engineer. This includes excessive loads placed on the building for HVAC or other design elements. Tenant is to complete the structural drawings using a structural engineer that is licensed within the State of California. Landlord's engineer will review the drawings at Tenant's expense. Such review will not be released until payment is received. Contact the Landlord's tenant coordinator to understand the fee for such review.
4. Structural drawings are required for all items that require support from the steel structure or for all roof top equipment weighing 300 lbs. or more. Required structural drawings must be reviewed by Landlord's structural engineer, at Tenant's cost. Payment will be required before releasing the review.
5. Joist reinforcing is required for rooftop equipment as well as steel support for all roof openings.
6. Upper level Tenants must review base building structural drawings prior to installing a security safe, ovens or any equipment weighing 300 lbs. or more.
7. **Upper level floor load capacity is 75 p/sf.**

TENANT DELIVERIES

Santa Monica Place is served by a basement-level loading dock. All tenant deliveries are to be made to the loading dock.

The basement level is served by two ramps. One descends from Broadway, just east of the Promenade Extension. The other descends from Fourth Street, north of the Fourth Street entrance and south of Garage No.8.

The basement has two docks, the Nordstrom dock and the 'deep dock'.

The Nordstrom dock accommodates one full-size 67-foot wheelbase semi-trailer, up to 13'6" in height. Nordstrom trucks will back into the Fourth Street ramp straight to the loading dock, and will exit the basement the same way. No other Tenants will have access to the Nordstrom dock.

The deep dock will accommodate three vehicles up to 11'-6" in height. If a Tenant ships deliveries over-the-road in semi-trailers, they will need to be repacked into smaller trucks off-site. Tenant trucks will enter the basement from Broadway, turn left towards the Fourth Street ramp, and back into the deep dock area. They will exit up the Fourth Street ramp.



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