



**Boston Properties Limited Partnership**  
**\$700,000,000 3.800% Senior Notes due 2024**

<b>Issuer:</b>	Boston Properties Limited Partnership
<b>Type:</b>	SEC Registered
<b>Size:</b>	\$700,000,000
<b>Maturity:</b>	February 1, 2024
<b>Coupon (Interest Rate):</b>	3.800%
<b>Benchmark Treasury:</b>	1.750% due May 15, 2023
<b>Benchmark Treasury Price / Yield:</b>	96-04+ / 2.185%
<b>Spread to Benchmark Treasury:</b>	1.650% (T +165 basis points)
<b>Yield to Maturity:</b>	3.835%
<b>Expected Ratings* (Moody's / Standard &amp; Poor's / Fitch Ratings):</b>	Baa2 (stable) / A- (stable) / BBB (stable)
<b>Interest Payment Dates:</b>	August 1 and February 1, commencing February 1, 2014
<b>Day Count Convention:</b>	30 / 360
<b>Redemption Provision:</b>	Make-whole call at any time before 90 days prior to February 1, 2024, based on U.S. Treasury plus 25 basis points, or at par thereafter
<b>Initial Price to Public:</b>	99.694%
<b>Settlement Date:</b>	T+7; June 27, 2013
<b>Denominations:</b>	\$1,000 × \$1,000
<b>CUSIP / ISIN:</b>	10112R AW4 / US10112RAW43
<b>Joint Book-Running Managers:</b>	Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC BNY Mellon Capital Markets, LLC Wells Fargo Securities, LLC
<b>Co-Managers:</b>	Capital One Southcoast, Inc. Mitsubishi UFJ Securities (USA), Inc. Santander Investment Securities Inc. Scotia Capital (USA) Inc. SunTrust Robinson Humphrey, Inc. TD Securities (USA) LLC U.S. Bancorp Investments, Inc.

\* Ratings may be changed, suspended or withdrawn at any time and are not a recommendation to buy, hold or sell any security.

The issuer has filed a registration statement (including a prospectus and a preliminary prospectus supplement) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement in that registration statement and other documents the issuer has filed with the Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling Deutsche Bank Securities Inc. toll free at 1-800-503-4611, J.P. Morgan Securities LLC collect at 1-212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.

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