



Boston Properties Limited Partnership

\$850,000,000 3.700% Senior Notes due 2018

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| Issuer: | Boston Properties Limited Partnership |
| Type: | SEC Registered |
| Size: | \$850,000,000 |
| Maturity: | November 15, 2018 |
| Coupon (Interest Rate): | 3.700% |
| Benchmark Treasury: | 1.750% due October 31, 2018 |
| Benchmark Treasury Price / Yield: | 101-23+ ; 1.488% |
| Spread to Benchmark Treasury: | 2.25% (T+225 basis points) |
| Yield to Maturity: | 3.738% |
| Expected Ratings* (Moody's / Standard & Poor's / Fitch Ratings): | Baa2 (stable) / A- (stable) / BBB (stable) |
| Interest Payment Dates: | May 15 and November 15, commencing May 15, 2012 |
| Day Count Convention: | 30 / 360 |
| Redemption Provision: | Make-whole call at any time before 90 days prior to November 15, 2018 based on U.S. Treasury plus 35 basis points, or at par thereafter 99.767% |
| Initial Price to Public: | T+5; November 10, 2011 |
| Settlement Date: | \$1,000 x \$1,000 |
| Denominations: | 10112R AT1/ US10112RAT14 |
| CUSIP / ISIN: | Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC U.S. Bancorp Investments, Inc. Wells Fargo Securities, LLC |
| Joint Book-Running Managers: | |
| Co-Managers: | BB&T Capital Markets, a division of Scott & Stringfellow, LLC BNY Mellon Capital Markets, LLC Mitsubishi UFJ Securities (USA), Inc. PNC Capital Markets LLC RBS Securities Inc. Santander Investment Securities Inc. SunTrust Robinson Humphrey, 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*Ratings may be changed, suspended or withdrawn at any time and are not a recommendation to buy, hold or sell any security.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. 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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