

INFRASTRUCTURE DEVELOPMENT ASSISTANCE AGREEMENT

EXHIBIT E

FORM OF PAYMENT REQUISITION

PAYMENT REQUEST NO. ____

Fifty Northern Avenue LLC and Eleven Fan Pier Boulevard LLC (collectively, the "Developer"), by its duly authorized representative, hereby certifies, in connection with this Payment Request (this "Payment Request") under the Infrastructure Development Assistance Agreement dated as of November 14, 2011 (the "IDAA") among The Commonwealth of Massachusetts, the City of Boston, the Massachusetts Development Finance Agency (the "Agency") and the Developer, that:

1. Terms used herein and not otherwise defined herein shall have the meanings given such terms in the IDAA or the Trust Indenture dated as of ____ 1, 201_ (the "Indenture") between the Agency and _____, as Trustee.
2. The amount requested to be disbursed by this Payment Request: (a) is a portion of an item or category of the Costs of Fan Pier Public Infrastructure Improvements authorized for funding under the IDAA, and (b) includes only payments for work, materials, equipment and other property that have been incorporated into the Fan Pier Public Infrastructure Improvements, or such materials are located on the project site, suitably stored and secured.
3. The total amount requested to be disbursed pursuant to this Payment Request is \$ _____. Such amount is to be paid directly to the Developer.
4. The item or category of the Costs of Fan Pier Public Infrastructure Improvements for which funding is being requested by this Payment Request and a cumulative summary of payments by category or item to date by reference to the categories or itemization are set forth in Schedule I attached hereto. The amounts set forth herein and in Schedule I attached hereto are supported by the attached copies of invoices or statements.
5. The Developer is not in default beyond any applicable notice and cure period under (a) the IDAA or (b) any Construction Contract pertaining to the Fan Pier Public Infrastructure Improvements for which the Developer is seeking payment of Costs with this Payment Request.
6. All payments previously received have been applied in the manner and for the purposes set forth in the applicable requisition for such funds.
7. All conditions required to be satisfied pursuant to the Indenture in connection with this Payment Request have been satisfied.

IN WITNESS WHEREOF, this Payment Request has been duly executed by the Developer by its duly authorized representative this ____ day of _____, 20__.

FIFTY NORTHERN AVENUE, LLC
By: 50 Northern Avenue Member, LLC, its member

By: _____
Its: _____

ELEVEN FAN PIER BOULEVARD, LLC
By: 11 Fan Pier Boulevard Member, LLC, its member

By: _____
Its: _____

SCHEDULE I TO PAYMENT REQUEST