
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 28, 2004**

SIMON PROPERTY GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14469
(Commission
File Number)

046268599
(IRS Employer
Identification No.)

115 WEST WASHINGTON STREET
INDIANAPOLIS, INDIANA
(Address of principal executive offices)

46204
(Zip Code)

Registrant's telephone number, including area code: **317.636.1600**

Not Applicable
(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits

Financial Statements:

None

Exhibits:

Exhibit No.	Description	Page Number in This Filing
99.1	Supplemental Information as of June 30, 2004	5
99.2	Earnings Release for the quarter ended June 30, 2004	56

Item 9. Regulation FD Disclosure

On July 28, 2004, the Registrant made available additional ownership and operation information concerning the Registrant, Simon Property Group, L.P., and properties owned or managed as of June 30, 2004, in the form of a Supplemental Information package, a copy of which is included as an exhibit to this filing. The Supplemental Information package is also available upon request as specified therein.

Item 12. Results of Operation and Financial Condition

On July 28, 2004, the Registrant issued a press release containing information on earnings for the quarter ended June 30, 2004 and other matters. A copy of the press release is included as an exhibit to this filing.

The exhibits furnished herewith use the non-GAAP financial measures Funds from Operations (“FFO”) and Net Operating Income (“NOI”). The Company considers FFO and NOI key measures of its operating performance that are not specifically defined by accounting principles generally accepted in the United States (“GAAP”). The Company believes that FFO and NOI are helpful to investors because they are widely recognized measures of the performance of real estate investment trusts and provide relevant bases for comparison among REITs. The Company also uses FFO and NOI internally to measure the operating performance of its portfolio. The reconciliation of net income to FFO is provided on page 64 furnished herewith in Exhibit 99.2. The reconciliation of net income to NOI is provided on page 16 furnished herewith in Exhibit 99.1.

The exhibits included with this filing are being furnished pursuant to Item 9 and Item 12 of Form 8-K.

SIMON PROPERTY GROUP

Table of Contents

As of June 30, 2004

<u>Description</u>	<u>Page</u>
Exhibit 99.1 Supplemental Information	
Company Overview	
Overview (reporting calendar, stock information, and corporate ratings)	5-6
Ownership Structure	7
Changes in Common Shares and Unit Ownership	8
Financial Data	
Selected Financial and Operational Information	
Financial Highlights and Operational Statistics	9-10
Shareholders' Equity Information	11
Debt Information	11
Debt-to-Market Capitalization	11
Miscellaneous Balance Sheet Data	11
Unaudited Pro-Rata Balance Sheet	13
Unaudited Pro-Rata Statements of Operations	14-15
Reconciliation of NOI to Net Income	16
Computation of Comparable Property NOI Growth	17
Analysis of Other Income and Other Expense	18
NOI Composition	19
Operational Data	
Portfolio GLA, Occupancy & Rent Data	20
Rent Information	21
Lease Expirations	22-23
Top Regional Mall Tenants	24
Projected Regional Mall Anchor/Big Box Openings, 2004 - 2006	25-26
Property Listing—North American Assets	27-34
Property Listing—European Assets	35
Development Activity	
Capital Expenditures	36
North American Development Activity Report	37-39
European Development Activity Report	40
Balance Sheet Information	
Debt Amortization and Maturities by Year	41
Summary of Indebtedness	42
Summary of Indebtedness by Maturity	43-50
Unencumbered Assets	51-54
Preferred Stock/Units Outstanding	55
Quarterly Earnings Announcement	
Exhibit 99.2 Press Release	56-68

SIMON PROPERTY GROUP**Overview*****The Company***

Simon Property Group, Inc. (the “Company” or “Simon Property”) (NYSE:SPG) is a self-administered and self-managed real estate investment trust (“REIT”). Simon Property Group, L.P. (the “Operating Partnership”) is a subsidiary partnership of the Company. The Company and the Operating Partnership (collectively the “Simon Group”) are engaged primarily in the ownership, operation, management, leasing, acquisition, expansion and development of real estate properties, primarily regional malls and community shopping centers.

At June 30, 2004, the Company, directly or through the Operating Partnership, owned or had an interest in 247 properties which consisted of regional malls, community shopping centers and office and mixed-use properties (mixed-use properties include a combination of retail, office space or hotel components) containing an aggregate of 192 million square feet of gross leasable area (GLA) in 37 states plus Puerto Rico and Canada. The Company also holds interests in 48 shopping centers in Europe (in France, Italy, Poland and Portugal).

On June 21, 2004 the Company announced that it had signed a definitive merger agreement to acquire all of the outstanding common stock of Chelsea Property Group, Inc. (“Chelsea”) (NYSE: CPG) and its operating partnership subsidiary in a transaction valued at approximately \$3.5 billion. The Company will also assume Chelsea’s existing indebtedness and preferred stock, which totaled approximately \$1.3 billion as of March 31, 2004. Chelsea has interests in 60 premium outlet and other shopping centers containing 16.7 million square feet of gross leasable area in 31 states and Japan. The transaction is subject to approval by Chelsea’s shareholders, as well as customary closing conditions, and is expected to close during the fourth quarter of 2004.

This package was prepared to provide (1) ownership information, (2) certain operational information, and (3) balance sheet information as of June 30, 2004, for the Company and the Operating Partnership.

Certain statements contained in this Supplemental Package may constitute “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that forward-looking statements involve risks and uncertainties, which may affect the business and prospects of the Company and the Operating Partnership. We direct you to the Company’s various filings with the Securities and Exchange Commission including Form 10-K and Form 10-Q for a detailed discussion of risks and uncertainties.

We hope you find this Supplemental Package beneficial. Any questions, comments or suggestions should be directed to: Shelly J. Doran, Vice President of Investor Relations-Simon Property Group, P.O. Box 7033, Indianapolis, IN 46207. Telephone: (317) 685-7330; e-mail: sdoran@simon.com

SIMON PROPERTY GROUP

Overview

Reporting Calendar

Results for the next three quarters will be announced according to the following approximate schedule:

Third Quarter 2004	Late October 2004
Fourth Quarter 2004	Early February 2005
First Quarter 2005	Late April 2005

Stock Information

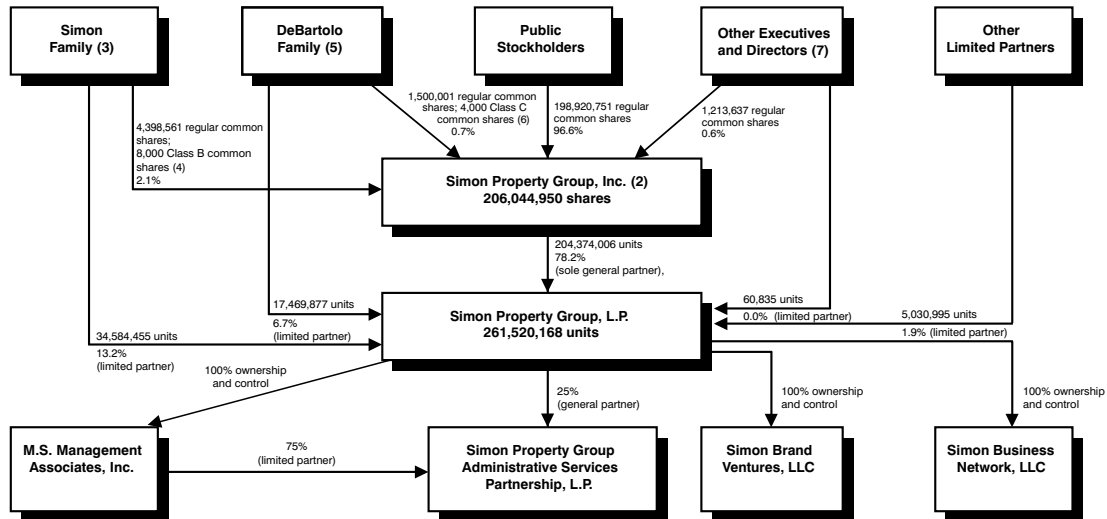
Simon Property Group common stock and two issues of preferred stock are traded on the New York Stock Exchange under the following symbols:

Common Stock	SPG
8.75% Series F Cumulative Preferred . . .	SPGPrF
7.89% Series G Cumulative Preferred . . .	SPGPrG

Credit Ratings

Standard & Poor's		
Corporate	BBB+	(Stable)
Senior Unsecured	BBB	(Stable)
Preferred Stock	BBB-	(Stable)
Moody's		
Senior Unsecured	Baa2	(Stable)
Preferred Stock	Baa3	(Stable)

**Simon Property Group Ownership Structure(1)
June 30, 2004**



- (1) Schedule excludes preferred stock (see “Preferred Stock/Units Outstanding”) and units not convertible into common stock.
- (2) The number of outstanding shares of common stock of Simon Property exceeds the number of Operating Partnership units owned by Simon Property by 1,670,944. This is the result of the direct ownership of Ocean County Mall by Simon Property, partially offset by units issued to Simon Property in exchange for the contribution of interests in Northshore Mall.
- (3) Consists of Melvin Simon, Herbert Simon, David Simon, and/or trusts established for the benefit of members of the Simon family and Melvin Simon & Associates, Inc.
- (4) Holders of Class B common stock are entitled to elect 4 of the 13 members of the Board of Directors and also have voting rights with regular common stock.
- (5) Consists of NID Corporation, directly or indirectly, members of the DeBartolo family, including Edward J. DeBartolo, Jr. and M. Denise DeBartolo York, or trusts established for the benefit of members of the DeBartolo family or entities in which the foregoing persons hold interests.
- (6) Holders of Class C common stock are entitled to elect 2 of the 13 members of the Board of Directors and also have voting rights with regular common stock.
- (7) Other executives includes directors and executive officers of Simon Property, other than Simon and DeBartolo family members.

SIMON PROPERTY GROUP

Changes in Common Shares and Unit Ownership

For the Period from December 31, 2003 through June 30, 2004

	Operating Partnership Units(1)	Company Common Shares(2)
Number Outstanding at December 31, 2003	60,591,896	201,981,997
Issuance of Stock for Stock Option Exercises	—	204,623
Issuance of Units for Gateway Shopping Center Acquisition	120,671	—
Issuance of Units for Debt Refinancing	66,796	—
Conversion of Units into Common Stock	(3,485,104)	3,485,104
Conversion of Units into Cash	(148,097)	—
Restricted Stock Awards (Stock Incentive Program), Net	—	373,226
Number Outstanding at June 30, 2004	57,146,162	206,044,950

**Total Common Shares and Units Outstanding at June 30, 2004:
263,191,112(2)**

Details for Diluted Common Shares Outstanding:

Company Common Shares Outstanding at June 30, 2004		206,044,950
Number of Common Shares Issuable Assuming Conversion of:		
Series C Preferred 7% Cumulative Convertible Units(3)		1,968,254
Net Number of Common Shares Issuable Assuming Exercise of Stock Options(4)		808,063
Diluted Common Shares Outstanding at June 30, 2004		208,821,267

**Fully Diluted Common Shares and Units Outstanding at June 30, 2004:
265,967,429**

-
- (1) Excludes units owned by the Company (shown here as Company Common Shares) and units not convertible into common shares.
 - (2) Excludes preferred units relating to preferred stock outstanding (see Schedule of Preferred Stock Outstanding on page 55).
 - (3) Conversion terms provided in footnote (5) on page 55 of this document.
 - (4) Based upon the weighted average stock price for the quarter ended June 30, 2004.

SIMON PROPERTY GROUP
Selected Financial and Operational Information

As of June 30, 2004

Unaudited

(In thousands, except as noted)

	As of or for the Three Months Ended June 30,		As of or for the Six Months Ended June 30,	
	2004	2003	2004	2003
<i>Financial Highlights of the Company</i>				
Total Revenue—Consolidated Properties	\$601,583	\$556,227	\$1,184,884	\$1,090,032
Net Income Available to Common Shareholders	\$ 70,711	\$ 50,292	\$ 119,062	\$ 105,432
Basic Earnings per Common Share	\$ 0.34	\$ 0.27	\$ 0.58	\$ 0.56
Diluted Earnings per Common Share	\$ 0.34	\$ 0.26	\$ 0.58	\$ 0.56
FFO of the Simon Portfolio	\$267,260	\$245,363	\$ 520,257	\$ 470,305
Diluted FFO of the Simon Portfolio	\$268,535	\$254,486	\$ 522,806	\$ 487,277
Basic FFO per Share	\$ 1.01	\$ 0.99	\$ 1.98	\$ 1.89
Diluted FFO per Share	\$ 1.01	\$ 0.96	\$ 1.97	\$ 1.85
Distributions per Share	\$ 0.65	\$ 0.60	\$ 1.30	\$ 1.20
<i>Regional Mall Operational Statistics for North American Properties</i>				
Occupancy(1)				
Consolidated Assets			90.9%	91.1%
Unconsolidated Assets			91.8%	92.4%
Total Portfolio			91.3%	91.6%
Average rent per square foot(1)				
Consolidated Assets			\$ 32.01	\$ 30.23
Unconsolidated Assets			\$ 34.38	\$ 33.49
Total Portfolio			\$ 32.92	\$ 31.47
Comparable sales per square foot(2)				
Consolidated Assets			\$ 404	\$ 376
Unconsolidated Assets			\$ 448	\$ 425
Total Portfolio			\$ 419	\$ 393
Total sales per square foot(2)				
Consolidated Assets			\$ 399	\$ 371
Unconsolidated Assets			\$ 442	\$ 419
Total Portfolio			\$ 414	\$ 388
Number of U.S. and Puerto Rican Properties Open at End of Period			246	238
Number of Canadian Properties Open at End of Period			1	1
Number of North American Properties Open at End of Period(3)			<u>247</u>	<u>239</u>
Total U.S. and Puerto Rican GLA at End of Period (in millions of square feet)			191.54	183.31
Total Canadian GLA at End of Period (in millions of square feet)			<u>0.25</u>	<u>0.25</u>
Total North American GLA at End of Period (in millions of square feet)			<u>191.79</u>	<u>183.56</u>
<i>Operational Statistics for European Properties</i>				
Occupancy at End of Period			99.3%	N/A
Average rent per square foot (in euros)			25.30	N/A
Number of European Properties Open at End of Period			48	N/A
Total European GLA at End of Period (in millions of square feet)			9.1	N/A

SIMON PROPERTY GROUP
Selected Financial and Operational Information
As of March 31, 2004
Unaudited
(In thousands, except as noted)

-
- (1) Includes mall and freestanding stores
- (2) Based upon the standard definition of sales for regional malls adopted by the International Council of Shopping Centers which includes only mall and freestanding stores less than 10,000 square feet.
- (3) Number of North American Properties at 12/31/03 . . . 246
Add: New Developments Opened 1
Add: Properties Acquired 2
Less: Properties Sold -2
Number of North American Properties at 6/30/04 . . . 247

SIMON PROPERTY GROUP
Selected Financial and Operational Information
As of June 30, 2004
Unaudited
(In thousands, except as noted)

	June 30, 2004	December 31, 2003
<i>Shareholders' Equity Information</i>		
Limited Partner Units Outstanding at End of Period	57,146	60,592
Shares Outstanding at End of Period	206,045	201,982
Total Common Shares and Units Outstanding at End of Period	263,191	262,574
Weighted Average Limited Partnership Units Outstanding	59,096	61,122
Weighted Average Shares Outstanding—Basic(1)	203,901	189,475
Weighted Average Shares Outstanding—Diluted(1)	206,757	203,468
<i>Debt Information</i>		
Consolidated Debt	\$11,051,380	\$10,266,388
Simon Group's Share of Joint Venture Debt	\$ 2,729,805	\$ 2,739,630
<i>Debt-to-Market Capitalization</i>		
Common Stock Price at End of Period	\$ 51.42	\$ 46.34
Equity Market Capitalization(2)	\$14,183,573	\$12,834,007
Total Consolidated Capitalization	\$25,234,953	\$23,100,395
Total Capitalization—Including Simon Group's Share of JV Debt	\$27,964,758	\$25,840,025
		As of or for the Six Months Ended June 30,
		2004
		2003
<i>Miscellaneous Balance Sheet Data</i>		
Interest Capitalized during the Period:		
Consolidated Properties	\$6,515	\$4,853
Joint Venture Properties	\$ 981	\$ 725
Simon Group's Share of Joint Venture Properties	\$ 477	\$ 271

(1) For purposes of computing FFO per share

(2) Market value of Common Stock, Units and all issues of Preferred Stock of the Company.

On the next two pages, we present balance sheet and income statement data on a pro rata basis reflecting the Company's proportionate economic ownership of each asset in the Simon Group portfolio.

Basis of Presentation: The consolidated amounts shown are prepared on a consistent basis with the consolidated financial statements prepared by the Company. The Real Estate Joint Ventures column was derived on a property-by-property basis by applying the same percentage interests used to arrive at our share of net income during the period and applying them to all financial statement line items of each property. A similar calculation was performed for minority interests.

SIMON PROPERTY GROUP
Unaudited Pro-Rata Balance Sheet
As of June 30, 2004

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total Company's Share
ASSETS:					
Investment properties, at cost	\$16,021,671	(224,578)	15,797,093	\$4,983,376	\$20,780,469
Less—accumulated depreciation	2,855,549	(47,287)	2,808,262	707,611	3,515,873
	<u>13,166,122</u>	<u>(177,291)</u>	<u>12,988,831</u>	<u>4,275,765</u>	<u>17,264,596</u>
Cash and cash equivalents	519,070	(13,092)	505,978	110,863	616,841
Tenant receivables and accrued revenue, net . .	285,756	(5,078)	280,678	77,034	357,712
Investment in unconsolidated entities, at equity	1,641,205	—	1,641,205	(1,641,205)	—
Deferred costs, other assets, and minority interest, net	651,957	(58,142)	593,815	(3,095)	590,720
Total assets	<u>\$16,264,110</u>	<u>\$(253,603)</u>	<u>\$16,010,507</u>	<u>\$2,819,362</u>	<u>\$18,829,869</u>
LIABILITIES:					
Mortgages and other indebtedness	\$11,051,380	\$(210,630)	\$10,840,750	\$2,729,844	\$13,570,594
Accounts payable and accrued expenses	674,106	(11,717)	662,389	117,782	780,171
Cash distributions and losses in partnerships and joint ventures, at equity	24,532	—	24,532	(24,532)	—
Other liabilities, minority interest and accrued dividends	232,011	(31,256)	200,755	(3,732)	197,023
Total liabilities	<u>11,982,029</u>	<u>(253,603)</u>	<u>11,728,426</u>	<u>2,819,362</u>	<u>14,547,788</u>
LIMITED PARTNERS' INTEREST IN THE OPERATING PARTNERSHIP	774,697	—	774,697	—	774,697
LIMITED PARTNERS' PREFERRED INTEREST IN THE SPG OPERATING PARTNERSHIP	258,220	—	258,220	—	258,220
SHAREHOLDERS' EQUITY:					
CAPITAL STOCK OF SIMON PROPERTY GROUP, INC., (750,000,000 total shares authorized, \$.0001 par value, 237,996,000 shares of excess common stock):					
All series of preferred stock, 100,000,000 shares authorized, 12,000,000 and 12,078,012 issued and outstanding, respectively. Liquidation values \$375,000 and \$376,950, respectively.	365,771	—	365,771	—	365,771
Common stock, \$.0001 par value, 400,000,000 shares authorized, 208,131,505 and 200,876,552 issued and outstanding, respectively	21	—	21	—	21
Class B common stock, \$.0001 par value, 12,000,000 shares authorized, 8,000 and 3,200,000 issued and outstanding, respectively	—	—	—	—	—
Class C common stock, \$.0001 par value, 4,000 shares authorized, issued and outstanding . .	—	—	—	—	—
Capital in excess of par value	4,189,362	—	4,189,362	—	4,189,362
Accumulated deficit	(1,243,556)	—	(1,243,556)	—	(1,243,556)
Accumulated other comprehensive income	18,141	—	18,141	—	18,141
Unamortized restricted stock award	(28,057)	—	(28,057)	—	(28,057)
Common stock held in treasury at cost, 2,098,555 shares	(52,518)	—	(52,518)	—	(52,518)
Total shareholders' equity	<u>3,249,164</u>	<u>—</u>	<u>3,249,164</u>	<u>—</u>	<u>3,249,164</u>
	<u>\$16,264,110</u>	<u>\$(253,603)</u>	<u>\$16,010,507</u>	<u>\$2,819,362</u>	<u>\$18,829,869</u>

SIMON PROPERTY GROUP
Unaudited Pro-Rata Statement of Operations
For three months ended June 30, 2004

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total
REVENUE:					
Minimum rent	\$362,008	(7,921)	354,087	105,191	\$459,278
Overage rent	8,549	(84)	8,465	1,481	9,946
Tenant reimbursements	178,073	(5,132)	172,941	51,688	224,629
Management fees and other revenues	18,490	—	18,490	—	18,490
Other income	34,463	(1,090)	33,373	7,154	40,527
Total revenue	601,583	(14,227)	587,356	165,514	752,870
EXPENSES:					
Property operating	86,574	(3,041)	83,533	29,604	113,137
Depreciation and amortization	145,513	(1,923)	143,590	42,605	186,195
Real estate taxes	60,407	(1,294)	59,113	13,147	72,260
Repairs and maintenance	20,388	(598)	19,790	7,072	26,862
Advertising and promotion	12,758	(346)	12,412	4,101	16,513
Provision for credit losses	3,306	(52)	3,254	842	4,096
Home and regional office	21,267	—	21,267	—	21,267
General & administrative	3,460	—	3,460	—	3,460
Costs related to withdrawn tender offer	—	—	—	—	0
Other	7,709	(493)	7,216	8,605	15,821
Total operating expenses	361,382	(7,747)	353,635	105,976	459,611
OPERATING INCOME	240,201	(6,480)	233,721	59,538	293,259
Interest expense	156,946	(2,660)	154,286	39,702	193,988
Income before minority interest	83,255	(3,820)	79,435	19,836	99,271
Minority interest	(3,820)	3,820	—	—	—
Gain (loss) on sales of assets and other, net	11,619	—	11,619	—	11,619
Income tax expense of taxable REIT subsidiaries	(6,632)	—	(6,632)	—	(6,632)
Income before unconsolidated entities	84,422	—	84,422	19,836	104,258
Income from other unconsolidated entities	19,836	—	19,836	(19,836)	—
Income from continuing operations	104,258	—	104,258	—	104,258
Results of operations from discontinued operations	(809)	—	(809)	—	(809)
Loss on disposal or sale of discontinued operations	197	—	197	—	197
Income before allocation to limited partners	103,646	—	103,646	—	103,646
LESS:					
Limited partners' interest in the Operating Partnership	20,201	—	20,201	—	20,201
Preferred distributions of the Operating Partnership	4,900	—	4,900	—	4,900
NET INCOME	78,545	—	78,545	—	78,545
Preferred dividends	(7,834)	—	(7,834)	—	(7,834)
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 70,711	\$ —	70,711	\$ —	\$ 70,711
RECONCILIATION TO FFO:					
Net Income			78,545		78,545
Less:					
Joint Venture Net Income			(19,836)	19,836	—
Net Income			58,709	19,836	78,545
Plus:					
Limited Partners' interest in the Operating Partnership and Preferred distributions of the Operating Partnership			25,101		25,101
Depreciation and amortization from combined consolidated properties and discontinued operations			143,547		143,547
Our share of depreciation and amortization from unconsolidated affiliates			—	42,140	42,140
Loss on sale of real estate and discontinued operations			(11,816)		(11,816)
Tax provision related to gain on sale			4,415		4,415
Less:					
Minority interest portion of depreciation and amortization			(1,938)		(1,938)
Preferred distributions (Including those of subsidiaries)			(12,734)		(12,734)
Our FFO			205,284	61,976	267,260
% of Total FFO:			76.81%	23.19%	100.00%

SIMON PROPERTY GROUP
Unaudited Pro-Rata Statement of Operations
For six months ended June 30, 2004

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total Company's Share
REVENUE:					
Minimum rent	\$ 716,906	(11,807)	705,099	207,957	\$ 913,056
Overage rent	18,030	(184)	17,846	3,685	21,531
Tenant reimbursements	351,868	(7,696)	344,172	99,370	443,542
Management fees and other revenues	36,403	—	36,403	—	36,403
Other income	61,677	(1,224)	60,453	14,915	75,368
Total revenue	1,184,884	(20,911)	1,163,973	325,927	1,489,900
EXPENSES:					
Property operating	171,433	(4,520)	166,913	60,193	227,106
Depreciation and amortization	283,607	(3,023)	280,584	84,328	364,912
Real estate taxes	120,620	(2,021)	118,599	26,476	145,075
Repairs and maintenance	42,822	(1,047)	41,775	13,487	55,262
Advertising and promotion	25,384	(496)	24,888	7,614	32,502
Provision for credit losses	6,738	(172)	6,566	1,834	8,400
Home and regional office costs	42,232	—	42,232	—	42,232
General & administrative	7,023	—	7,023	—	7,023
Other	16,602	(864)	15,738	17,010	32,748
Total operating expenses	716,461	(12,143)	704,318	210,942	915,260
OPERATING INCOME	468,423	(8,768)	459,655	114,985	574,640
Interest expense	310,332	(4,087)	306,245	78,077	384,322
Income before minority interest	158,091	(4,681)	153,410	36,908	190,318
Minority interest	(4,681)	4,681	—	—	—
Gain (loss) on sales of assets and other, net	(1,881)	—	(1,881)	—	(1,881)
Income tax expense of taxable REIT subsidiaries	(8,642)	—	(8,642)	—	(8,642)
Income before unconsolidated entities	142,887	—	142,887	36,908	179,795
Income from other unconsolidated entities	36,908	—	36,908	(36,908)	—
Income from continuing operations	179,795	—	179,795	—	179,795
Results of operations from discontinued operations	(770)	—	(770)	—	(770)
Gain on disposal or sale of discontinued operations	288	—	288	—	288
Income before allocation to limited partners	179,313	—	179,313	—	179,313
LESS:					
Limited partners' interest in the Operating Partnerships	34,776	—	34,776	—	34,776
Preferred distributions of the Operating Partnership	9,805	—	9,805	—	9,805
NET INCOME	134,732	—	134,732	—	134,732
Preferred dividends	(15,670)	—	(15,670)	—	(15,670)
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 119,062	\$ —	\$ 119,062	\$ —	\$ 119,062
RECONCILIATION TO FFO:					
Net Income			134,732		134,732
Less:					
Joint Venture Net Income			(36,908)	36,908	—
Net Income			97,824	36,908	134,732
Plus:					
Limited Partners' interest in the Operating Partnership and Preferred distributions of the Operating Partnership			44,581		44,581
Depreciation and amortization from combined consolidated properties and discontinued operations			279,798		279,798
Our share of depreciation and amortization from unconsolidated affiliates			—	83,632	83,632
Loss on sale of real estate and discontinued operations			1,593		1,593
Tax provision related to gain on sale			4,415		4,415
Less:					
Minority interest portion of depreciation and amortization			(3,019)		(3,019)
Preferred distributions (Including those of subsidiaries)			(25,475)		(25,475)
Our FFO			399,717	120,540	520,257
% of Total FFO:			76.83%	23.17%	100.00%

SIMON PROPERTY GROUP
Reconciliation of NOI to Net Income
As of June 30, 2004

Industry practice is to evaluate real estate properties on an unleveraged basis. NOI is a standard industry performance measure which is defined as operating income plus depreciation and amortization, both calculated in accordance with accounting principles generally accepted in the United States (“GAAP”). We consider NOI to be a key measure of our operating performance that is not specifically defined by GAAP. We believe that NOI is helpful to investors because it is a widely recognized measure of the performance of REITs and provides a relevant basis for comparison among REITs. We also use NOI internally to measure the operating performance of our portfolio.

However, you should understand that NOI:

- does not represent cash flow from operations as defined by GAAP,
- should not be considered as an alternative to net income determined in accordance with GAAP as a measure of operating performance,
- is not an alternative to cash flows as a measure of liquidity, and
- is not indicative of cash flows from operating, investing and financing activities.

The Reconciliation of NOI to Net Income provides “Total NOI of the Simon Group Portfolio” and reconciles the amounts to net income, which we believe is the most directly comparable GAAP financial measure. The Computation of Comparable Property NOI Growth provides the increase in the comparable regional mall and mixed-use NOI for the six months ended June 30, 2004.

(in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
Reconciliation of NOI of consolidated Properties:				
Net Income	\$ 78,545	\$ 65,975	\$ 134,732	\$ 136,797
Add: Preferred distributions of the Operating Partnership	4,900	2,835	9,805	5,670
Limited partners’ interest in the Operating Partnership	20,201	15,012	34,776	33,673
Discontinued operations—Results of operations and loss on disposal or sale, net	612	15,511	482	7,870
Income tax expense of taxable REIT subsidiaries	6,632	2,064	8,642	4,027
Minority interest	3,820	586	4,681	2,419
Interest Expense	156,946	151,261	310,332	302,458
Income from unconsolidated entities	(19,836)	(25,594)	(36,908)	(46,974)
(Gain) Loss on sales of assets and other, net	(11,619)	—	1,881	(23)
Operating Income	240,201	227,650	468,423	445,917
Depreciation and amortization expense	145,513	122,831	283,607	243,535
NOI of consolidated Properties	\$385,714	\$350,481	\$ 752,030	\$ 689,452
Reconciliation of NOI of unconsolidated entities:				
Net Income	\$ 78,741	\$ 71,478	\$ 135,002	\$ 137,642
Add: Minority interest	—	269	—	361
Interest Expense	96,006	87,109	192,669	172,561
Discontinued operations—Results of operations and loss on disposal or sale, net	(3,904)	(408)	4,789	(2,664)
Income from unconsolidated entities	1,612	(1,896)	2,301	(4,190)
Operating Income	172,455	156,552	334,761	303,710
Depreciation and amortization expense	76,028	62,861	152,850	122,949
NOI of unconsolidated entities	\$248,483	\$219,413	\$ 487,611	\$ 426,659
Total consolidated and unconsolidated NOI from continuing operations	\$634,197	\$569,894	\$1,239,641	\$1,116,111
Adjustments to NOI:				
NOI of discontinued consolidated and unconsolidated Properties	1,894	18,157	12,620	31,008
Total NOI of the Simon Group Portfolio	\$636,091	\$588,051	\$1,252,261	\$1,147,119
Increase in NOI from prior period	8.2%	5.0%	9.2%	5.8%
Less: Joint venture partner’s share of NOI	157,192	131,993	312,935	258,232
Simon Group’s Share of NOI	\$478,899	\$456,058	\$ 939,326	\$ 888,887
Increase in Simon Group’s Share of NOI from prior period	5.0%	7.4%	5.7%	8.8%

SIMON PROPERTY GROUP
Computation of Comparable Property NOI Growth
As of June 30, 2004

(in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
Reconciliation of NOI of the Simon Group Portfolio to				
Comparable NOI of Regional Malls and Mixed-Use				
Properties:				
Total NOI of the Simon Group Portfolio	\$636,091	\$588,051	\$1,252,261	\$1,147,119
NOI from noncomparable regional malls	(57,590)	—	(101,389)	2
NOI from community centers and office buildings	(43,147)	(35,084)	(77,665)	(66,823)
NOI from disposition properties	(1,950)	(13,932)	(13,454)	(23,325)
Home and regional office costs, corporate and other	6,520	536	15,182	3,412
(Gain)/loss on peripheral land sales	(988)	(17,301)	(5,400)	(27,141)
Comparable NOI of Regional Malls and Mixed-Use				
Properties	<u>\$538,936</u>	<u>\$522,270</u>	<u>\$1,069,535</u>	<u>\$1,033,244</u>
Increase in Comparable Regional Mall and Mixed-Use NOI				
from prior period	<u>3.2%</u>		<u>3.5%</u>	

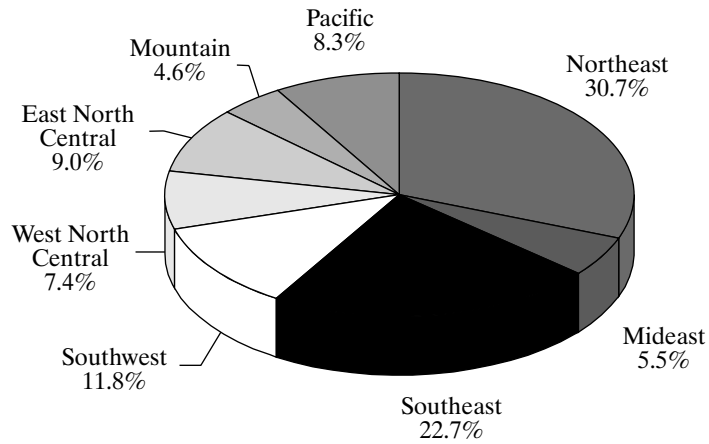
SIMON PROPERTY GROUP
Analysis of Other Income and Other Expense
As of June 30, 2004
(In thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
<i>Consolidated Properties</i>				
Other Income				
Interest Income	\$ 1,030	\$ 3,337	\$ 5,042	\$ 7,279
Lease Settlement Income	5,268	4,467	7,660	6,698
Gains on Land Sales and Income from the Sale of Net Leases	10,600	8,092	14,874	12,342
Simon Brand Ventures/Simon Business Network Revenues(1)	12,780	10,424	26,372	18,231
Other	4,785	3,894	7,729	6,630
Totals	<u>\$34,463</u>	<u>\$30,214</u>	<u>\$61,677</u>	<u>\$51,180</u>
<i>Other Expense</i>				
Ground Rent	\$ 4,706	\$ 3,761	\$ 9,372	\$ 6,847
Professional Fees	1,073	883	2,282	2,420
Simon Brand Ventures/Simon Business Network Expenses	660	133	1,358	289
Other	1,270	1,241	3,590	2,416
Totals	<u>\$ 7,709</u>	<u>\$ 6,018</u>	<u>\$16,602</u>	<u>\$11,972</u>

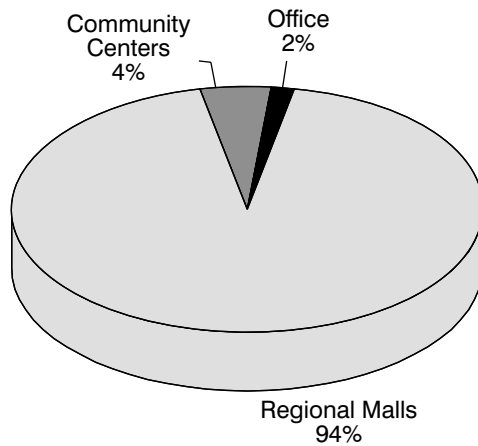
(1) Additional Simon Brand Ventures and Simon Business Network revenues are recorded in minimum rent.

SIMON PROPERTY GROUP
NOI Composition
For the Six Months Ended June 30, 2004

**U.S. Geographic Diversification
of Regional Mall Portfolio(1)**



U.S. Asset Mix of Portfolio



- (1) Northeast—PA, NY, VT, NH, ME, MA, NJ, CT and RI
 Midwest—KY, WV, MD, DE, VA, NC and SC
 Southeast—TN, MS, AL, GA and FL
 Southwest—TX, OK, LA and AR

- West North Central—ND, SD, NE, KS, MN, IA and MO
 East North Central—WI, MI, OH, IN and IL
 Mountain—NV, AZ, NM, UT, CO, ID, MT and WY
 Pacific—CA, OR and WA

SIMON PROPERTY GROUP
Portfolio GLA, Occupancy & Rent Data
As of June 30, 2004

<u>Type of Property</u>	<u>GLA-Sq. Ft.</u>	<u>Total Owned GLA</u>	<u>% of Owned GLA</u>	<u>% of Owned GLA Which is Leased</u>	<u>Average Base Rent Per Square Foot</u>
U.S. and Puerto Rican Properties:					
Regional Malls					
—Anchor	104,973,900	30,758,200	28.0%	93.9%	\$ 4.20
—Mall Store	61,444,000	61,297,800	55.7%	91.4%	\$33.63
—Freestanding	4,080,600	2,123,000	1.9%	87.3%	\$11.19
<i>Subtotal</i>	<u>65,524,600</u>	<u>63,420,800</u>	<u>57.6%</u>	91.3%	\$32.92
Regional Mall Total	170,498,500	94,179,000	85.6%	92.1%	
Community Shopping Centers					
—Anchor	12,635,200	8,028,800	7.3%	91.2%	\$ 8.93
—Mall Store	4,389,800	4,307,000	3.9%	91.5%	\$14.27
—Freestanding	971,800	506,200	.5%	95.3%	\$ 7.81
Community Ctr. Total	17,996,800	12,842,000	11.7%	91.5%	\$10.77
Office Portion of Mixed-Use					
Properties	3,043,000	3,043,000	2.7%	81.3%	\$26.29
Subtotal U.S. and Puerto Rican					
Properties	191,538,300	110,064,000	100.00%		
Canadian Property	<u>247,000</u>				
Total North American Properties	<u>191,785,300</u>				

U.S. Occupancy History

<u>As of</u>	<u>Regional Malls(1)</u>	<u>Community Shopping Centers(2)</u>
6/30/04	91.3%	91.5%
6/30/03	91.6%	88.0%
12/31/03	92.4%	90.2%
12/31/02	92.7%	86.9%
12/31/01	91.9%	90.0%
12/31/00	91.8%	91.5%
12/31/99	90.6%	88.6%

(1) Includes mall and freestanding stores.

(2) Includes all Owned GLA.

SIMON PROPERTY GROUP
Rent Information
As of June 30, 2004

**Average Base Rent
Per Square Foot**

<u>As of</u>	<u>Mall & Freestanding Stores at Regional Malls</u>	<u>% Change</u>	<u>Community Shopping Centers</u>	<u>% Change</u>
6/30/04	\$32.92	4.6%	\$10.77	6.2%
6/30/03	\$31.47	—	\$10.14	—
12/31/03	\$32.26	5.1%	\$10.59	4.6%
12/31/02	30.70	4.8	10.12	3.0
12/31/01	29.28	3.4	9.83	5.0
12/31/00	28.31	3.6	9.36	12.0
12/31/99	27.33	6.3	8.36	8.9

Rental Rates

<u>Year</u>	<u>Average Base Rent(1)</u>		<u>Amount of Change</u>	
	<u>Lease Signings During Period</u>	<u>Store Closings/ Lease Expirations/ During Period</u>	<u>\$ Change</u>	<u>% Change</u>
Regional Malls:				
2004 (YTD)	\$38.98	\$32.80	\$ 6.18	18.8%
2003	41.28	32.99	8.29	25.1
2002	40.35	32.58	7.77	23.8
2001	34.88	29.10	5.78	19.9
2000	35.13	29.24	5.89	20.1
1999	31.25	24.55	6.70	27.3
Community Shopping Centers:				
2004 (YTD)	\$10.57	\$11.12	\$(0.55)	(4.9)%
2003	12.38	10.48	1.90	18.1%
2002	10.19	8.39	1.80	21.5%
2001	12.79	9.30	3.49	37.5
2000	14.21	11.51	2.70	23.5
1999	10.26	7.44	2.82	37.9

(1) Represents the average base rent in effect during the period for those tenants who signed leases as compared to the average base rent in effect during the period for those tenants whose leases terminated or expired.

SIMON PROPERTY GROUP
Lease Expirations(1)
As of June 30, 2004

<u>Year</u>	<u>Number of Leases Expiring</u>	<u>Square Feet</u>	<u>Avg. Base Rent per Square Foot at 6/30/04</u>
Regional Malls—Mall Stores & Freestanding			
Month to Month Leases	845	1,966,979	\$33.08
2004 (7/1-12/31)	733	1,089,674	\$39.51
2005	2,353	6,348,158	\$31.18
2006	2,198	5,783,319	\$33.19
2007	2,217	5,626,692	\$33.94
2008	1,849	5,547,869	\$33.96
2009	1,722	5,311,051	\$31.96
2010	1,615	4,845,024	\$35.04
2011	1,474	4,497,134	\$34.02
2012	1,200	4,074,754	\$35.58
2013	1,270	4,005,771	\$38.91
2014	910	3,040,377	\$35.95
2015 and Thereafter	301	2,698,483	\$22.91
Specialty Leasing Agreements w/terms in excess of 12 months	922	2,411,350	\$12.67
Regional Malls—Anchor Tenants			
Month to Month Leases	2	160,578	\$ 6.34
2004 (7/1-12/31)	6	666,342	\$ 3.46
2005	19	2,488,083	\$ 2.02
2006	21	2,613,249	\$ 2.69
2007	16	1,696,364	\$ 2.12
2008	30	3,514,840	\$ 3.80
2009	28	2,846,014	\$ 3.44
2010	18	1,890,810	\$ 3.58
2011	11	928,657	\$ 6.44
2012	18	2,151,362	\$ 4.79
2013	10	1,638,346	\$ 6.86
2014	13	1,207,089	\$ 7.60
2015 and Thereafter	46	5,607,104	\$ 5.24
Community Centers—Mall Stores & Freestanding			
Month to Month Leases	38	96,639	\$12.58
2004 (7/1-12/31)	73	109,445	\$14.50
2005	217	692,998	\$15.08
2006	201	668,935	\$14.22
2007	148	603,423	\$13.25
2008	132	600,993	\$13.48
2009	82	352,839	\$13.52
2010	47	313,680	\$14.50
2011	35	241,038	\$15.23
2012	20	129,945	\$15.40
2013	15	118,879	\$ 9.50
2014	10	54,449	\$15.55
2015 and Thereafter	7	89,680	\$12.63
Specialty Leasing Agreements w/terms in excess of 12 months	11	52,759	\$ 3.77

(1) Does not consider the impact of options to renew that may be contained in leases.

SIMON PROPERTY GROUP
Lease Expirations(1)
As of June 30, 2004

<u>Year</u>	<u>Number of Leases Expiring</u>	<u>Square Feet</u>	<u>Avg. Base Rent per Square Foot at 6/30/04</u>
Community Centers—Anchor Tenants			
Month to Month Leases	1	60,000	\$ 3.15
2004 (7/1-12/31)	3	90,707	\$ 5.71
2005	10	303,133	\$ 8.45
2006	17	629,044	\$ 6.38
2007	15	564,964	\$ 6.56
2008	16	382,757	\$10.76
2009	19	691,033	\$ 7.33
2010	21	682,212	\$11.54
2011	8	388,127	\$12.86
2012	8	350,244	\$ 8.85
2013	13	421,206	\$ 8.39
2014	11	444,395	\$ 8.22
2015 and Thereafter	36	2,072,313	\$ 9.62
Specialty Leasing Agreements w/ terms in excess of 12 months	3	103,982	\$ 0.48

(1) Does not consider the impact of options to renew that may be contained in leases.

SIMON PROPERTY GROUP
Top Regional Mall Tenants
As of June 30, 2004
(Square Feet in 000's)

Top 15 In-Line Retail Tenants (sorted by percentage of total base minimum rent)

<u>Tenant</u>	<u>Number of Stores</u>	<u>Square Feet</u>	<u>Percent of Total Sq. Ft.</u>	<u>Percent of Total Base Min. Rent</u>
Limited Brands, Inc.	567	3,498	1.8%	4.4%
The Gap, Inc.	351	3,655	1.9%	3.1%
Foot Locker, Inc.	436	1,820	0.9%	2.5%
Zale Corporation	429	491	0.3%	1.8%
Abercrombie & Fitch Co.	144	1,068	0.6%	1.4%
Luxottica Group S.P.A	363	649	0.3%	1.3%
Sterling Jewelers, Inc.	203	289	0.2%	1.1%
American Eagle Outfitters, Inc.	127	667	0.3%	0.9%
Genesco Inc.	304	384	0.2%	0.9%
Hallmark Cards, Inc.	211	696	0.4%	0.9%
Williams-Sonoma Stores, Inc.	87	617	0.3%	0.8%
Trans World Entertainment Corp.	108	682	0.4%	0.8%
The Musicland Group, Inc.	138	576	0.3%	0.8%
Retail Brand Alliance, Inc.	102	575	0.3%	0.8%
Ann Taylor, Inc.	92	514	0.3%	0.8%

Top 15 Anchors (sorted by percentage of total square footage)(1)

<u>Tenant</u>	<u>Number of Stores</u>	<u>Square Feet</u>	<u>Percent of Total Sq. Ft.</u>	<u>Percent of Total Base Min. Rent</u>
Sears Roebuck & Co.	134	20,506	10.7%	0.4%
Federated Department Stores	96	18,846	9.8%	0.7%
J.C. Penney Co., Inc.	115	16,743	8.7%	1.0%
The May Department Stores	89	13,320	6.9%	0.2%
Dillard's Department Stores	81	12,022	6.3%	0.2%
Saks Incorporated	41	4,766	2.5%	1.1%
Nordstrom, Inc.	22	3,933	2.1%	0.1%
Target Corporation	26	3,147	1.6%	0.0%
Belk, Inc.	15	1,747	0.9%	0.1%
The Neiman Marcus Group, Inc.	7	926	0.5%	0.1%
Von Maur, Inc.	7	592	0.3%	0.0%
Kohl's Department Stores	6	573	0.3%	0.0%
Boscov's Department Stores, Inc.	3	521	0.3%	0.1%
The Bon-Ton Stores, Inc.	6	497	0.3%	0.1%
Burlington Coat Factory, Inc.	3	314	0.2%	0.1%

(1) Includes space leased and space owned by the anchor

SIMON PROPERTY GROUP
Regional Mall Anchor/Big Box Openings
2004-2006

<u>Property Name</u>	<u>Location</u>	<u>New Tenant</u>	<u>Former Tenant</u>
<i>Openings through June 30, 2004</i>			
College Mall	Bloomington, IN	Target	JCPenney
Cordova Mall	Pensacola, FL	Cost Plus World Market	Montgomery Ward
Greenwood Park Mall	Greenwood, IN	Dick's Sporting Goods	Service Merchandise
Gulfview Square	New Port Richey, FL	Best Buy	Dillard's (relocated)
Prien Lakes Mall	Lake Charles, LA	Cinemark Theater	White House
Roosevelt Field	Garden City, NY	Bloomingdale's Furniture and Bedding Galyans	Stern's Stern's
Southern Hills Mall	Sioux City, IA	Barnes & Noble	N/A
SouthPark Mall	Charlotte, NC	Nordstrom	N/A
Town Center at Cobb	Kennesaw, GA	Macy's/Rich's Home Store	Macy's
Washington Square	Indianapolis, IN	Burlington Coat Factory	JCPenney
<i>Openings Projected in Second Half of 2004</i>			
Bangor Mall	Bangor, ME	Dick's Sporting Goods	Porteus
Battlefield Mall	Springfield, MO	Steve & Barry's	Battlefield Cinema
Brea Mall	Brea, CA	Cheesecake Factory	N/A
Century III Mall	Pittsburgh, PA	Dick's Sporting Goods	Wickes Furniture
Dadeland Mall	Miami, FL	Nordstrom	Lord & Taylor
Emerald Square	Attleboro, MA	Filene's Home	Lord & Taylor
Gulfview Square	New Port Richey, FL	Linens 'n Things	Dillard's (relocated)
Irving Mall	Irving, TX	Circuit City	Food court & small shops
Maplewood Mall	St. Paul, MN	Barnes & Noble	N/A
North East Mall	Hurst, TX	Rave Theater	Montgomery Ward
Rolling Oaks	San Antonio, TX	JCPenney San Antonio Skate Park	N/A Regal Cinema
Shops at Sunset Place	Miami, FL	L.A. Fitness	IMAX Theatre
South Hills Village	Pittsburgh, PA	Barnes & Noble	N/A
Southern Hills Mall	Sioux City, IA	JCPenney	Target
SouthPark Mall	Moline, IL	Dillard's	Montgomery Ward

<u>Property Name</u>	<u>Location</u>	<u>New Tenant</u>	<u>Former Tenant</u>
<i>Openings Projected in Second Half of 2004 (continued)</i>			
SouthPark Mall	Charlotte, NC	Galyan's	Sears
Sunland Park Mall	El Paso, TX	Foley's	JCPenney
Tippecanoe Mall	Lafayette, IN	Dick's Sporting Goods H.H. Gregg	Lazarus Lazarus
Washington Square	Indianapolis, IN	Dick's Sporting Goods	Lazarus
White Oaks Mall	Springfield, IL	Dick's Sporting Goods	Montgomery Ward
<i>Openings Projected in 2005</i>			
Aurora Mall	Aurora, CO	Foley's—Expanded and renovated	N/A
Boynton Beach Mall	Boynton Beach, FL	Muvico Theater	Macy's
Cielo Vista Mall	El Paso, TX	Cinemark Theater	N/A
College Mall	Bloomington, IN	Dick's Sporting Goods	Lazarus
Emerald Square	Attleboro, MA	Filene's Men Store	Lord & Taylor
Fashion Mall at Keystone	Indianapolis, IN	Landmark Cinema	Small shops
Irving Mall	Irving, TX	Burlington Coat Factory	JCPenney
Phipps Plaza	Atlanta, GA	Nordstrom	Lord & Taylor
SouthPark Mall	Charlotte, NC	Joseph Beth Booksellers	N/A
Town Center at Boca Raton	Boca Raton, FL	Neiman Marcus	Lord & Taylor
Washington Square	Indianapolis, IN	Kerasotes Theater	Lazarus
White Oaks Mall	Springfield, MO	Linens 'n Things Cost Plus World Market	Montgomery Ward Montgomery Ward
<i>Openings Projected in 2006</i>			
Aurora Mall	Aurora, CO	Dillard's	Foley's (relocated)
SouthPark Mall	Charlotte, NC	Neiman Marcus	N/A

SIMON PROPERTY GROUP
Property Listing—North American Assets
As of June 30, 2004

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
<i>UNITED STATES AND PUERTO RICO:</i>						
<i>Regional Malls</i>						
McCain Mall	AR	N. Little Rock	100.0%	776,500	554,200	222,300
University Mall	AR	Little Rock	100.0%	565,800	412,800	153,000
Metrocenter	AZ	Phoenix	50.0%	1,391,800	876,000	515,800
Southgate Mall	AZ	Yuma	100.0%	321,200	252,300	68,900
Brea Mall	CA	Brea	100.0%	1,316,200	874,800	441,400
Fashion Valley Mall	CA	San Diego	50.0%	1,707,300	1,053,300	654,000
Laguna Hills Mall	CA	Laguna Hills (Orange County)	100.0%	867,200	536,500	330,700
Santa Rosa Plaza	CA	Santa Rosa	100.0%	699,000	428,300	270,700
Shops at Mission Viejo	CA	Mission Viejo (Orange County)	100.0%	1,149,600	677,200	472,400
Westminster Mall	CA	Westminster (Orange County)	100.0%	1,218,900	716,900	502,000
Stanford Shopping Center	CA	Palo Alto (San Francisco)	100.0%	1,374,000	849,200	524,800
Aurora Mall	CO	Aurora (Denver)	100.0%	985,600	566,000	419,600
Mesa Mall	CO	Grand Junction	50.0%	866,100	425,800	440,300
Crystal Mall	CT	Waterford	74.6%	793,900	442,300	351,600
Aventura Mall	FL	Miami Beach	33.3%	1,904,700	1,242,100	662,600
Avenues, The	FL	Jacksonville	25.0%(9)	1,117,800	755,000	362,800
Boynton Beach Mall	FL	Boynton Beach	100.0%	1,183,500	883,700	299,800
Coral Square	FL	Coral Springs (Miami-Ft. Lauderdale)	97.2%	944,800	648,100	296,700
Cordova Mall	FL	Pensacola	100.0%	833,400	395,900	437,500
Crystal River Mall	FL	Crystal River	100.0%	424,300	302,500	121,800
Dadeland Mall	FL	N. Miami Beach	50.0%	1,467,600	1,132,000	335,600
DeSoto Square	FL	Bradenton	100.0%	690,300	435,500	254,800
Edison Mall	FL	Fort Myers	100.0%	1,042,200	742,700	299,500
Florida Mall, The	FL	Orlando	50.0%	1,847,600	1,232,400	615,200
Gulf View Square	FL	Port Richey (Tampa-St. Pete)	100.0%	752,500	461,900	290,600
Indian River Mall	FL	Vero Beach	50.0%	748,100	445,600	302,500
Lake Square Mall	FL	Leesburg	50.0%	560,800	296,000	264,800
Melbourne Square	FL	Melbourne	100.0%	729,800	471,200	258,600
Miami International Mall	FL	S. Miami	47.8%	1,075,300	783,300	292,000
Orange Park Mall	FL	Orange Park	100.0%	927,400	534,200	393,200
Paddock Mall	FL	Ocala	100.0%	554,300	387,400	166,900
Palm Beach Mall	FL	West Palm Beach	100.0%	1,084,100	749,300	334,800
Port Charlotte Town Center	FL	Port Charlotte	80.0%(5)	780,700	458,600	322,100
Seminole Towne Center	FL	Sanford	45.0%(9)	1,153,600	768,800	384,800
The Shops @ Sunset Place	FL	Miami	37.5%	515,700	—	515,700
Town Center at Boca Raton	FL	Boca Raton	100.0%	1,561,800	1,067,200	494,600
Treasure Coast Square	FL	Jensen Beach	100.0%	869,400	511,400	358,000

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
Tyrone Square	FL	St. Petersburg (Tampa-St. Pete)	100.0%	1,128,100	748,300	379,800
University Mall	FL	Pensacola	100.0%	707,000	478,400	228,600
Gwinnett Place	GA	Duluth (Atlanta)	50.0%	1,277,300	843,600	433,700
Lenox Square	GA	Atlanta	100.0%	1,484,700	821,400	663,300
Mall of Georgia	GA	Mill Creek (Atlanta)	50.0%(10)	1,785,200	1,069,600	715,600
Northlake Mall	GA	Atlanta	100.0%	962,300	665,700	296,600
Phipps Plaza	GA	Atlanta	100.0%	819,500	472,400	347,100
Town Center at Cobb	GA	Kennesaw (Atlanta)	50.0%	1,272,800	851,300	421,500
Lindale Mall	IA	Cedar Rapids	50.0%	693,000	305,600	387,400
NorthPark Mall	IA	Davenport	50.0%	1,077,600	651,500	426,100
Southern Hills Mall	IA	Sioux City	50.0%	801,500	372,900	428,600
SouthRidge Mall	IA	Des Moines	50.0%	1,002,300	497,800	504,500
Alton Square	IL	Alton (St. Louis)	100.0%	639,000	426,300	212,700
Chicago Premium Outlets	IL	Chicago	50.0%	437,700	—	437,700
Lincolnwood Town Center	IL	Lincolnwood (Chicago)	100.0%	421,900	220,800	201,100
Northfield Square Mall	IL	Bourbonnais (Chicago)	31.6%(10)	558,500	311,000	247,500
Northwoods Mall	IL	Peoria	100.0%	695,600	473,000	222,600
Orland Square	IL	Orland Park (Chicago)	100.0%	1,207,300	773,300	434,000
River Oaks Center	IL	Calumet City (Chicago)	100.0%	1,378,800	834,600	544,200(1)
SouthPark Mall	IL	Moline	50.0%	1,025,800	578,100	447,700
White Oaks Mall	IL	Springfield	77.5%	963,100	615,600	347,500
Castleton Square	IN	Indianapolis	100.0%	1,469,400	1,105,900	363,500
Circle Centre	IN	Indianapolis	14.7%	791,100	350,000	441,100
College Mall	IN	Bloomington	100.0%	645,200	405,200	240,000
Eastland Mall	IN	Evansville	50.0%	898,800	533,000	365,800
Fashion Mall at Keystone	IN	Indianapolis	100.0%	648,400	249,700	398,700(1)
Greenwood Park Mall	IN	Greenwood	100.0%	1,324,300	909,900	414,400
Lafayette Square	IN	Indianapolis	100.0%	1,207,500	937,200	270,300
Markland Mall	IN	Kokomo	100.0%	415,300	273,100	142,200
Muncie Mall	IN	Muncie	100.0%	653,200	435,800	217,400
Tippecanoe Mall	IN	Lafayette	100.0%	779,600	488,400	291,200
University Park Mall	IN	Mishawaka	60.0%	941,700	622,500	319,200
Washington Square	IN	Indianapolis	100.0%	1,014,000	706,200	307,800
Towne East Square	KS	Wichita	100.0%	1,174,100	779,500	394,600
Towne West Square	KS	Wichita	100.0%	955,100	619,300	335,800
West Ridge Mall	KS	Topeka	100.0%	1,021,400	716,800	304,600
Prien Lake Mall	LA	Lake Charles	100.0%	812,300	633,600	178,700

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
Arsenal Mall	MA	Watertown (Boston)	100.0%	501,900	191,400	310,500(1)
Atrium Mall	MA	Chestnut Hill (Boston)	49.1%	206,300	—	206,300
Auburn Mall	MA	Auburn (Boston)	49.1%	592,100	417,600	174,500
Burlington Mall	MA	Burlington (Boston)	100.0%	1,254,100	836,200	417,900
Cape Cod Mall	MA	Hyannis	49.1%	724,300	420,200	304,100
Emerald Square	MA	North Attleboro	49.1%	1,022,300	648,200	374,100
Greendale Mall	MA	Worcester (Boston)	49.1%	431,300	132,600	298,700(1)
Liberty Tree Mall	MA	Danvers (Boston)	49.1%	857,100	498,000	359,100
Mall at Chestnut Hill, The	MA	Newton (Boston)	47.2%	478,200	297,300	180,900
Northshore Mall	MA	Peabody (Boston)	49.1%	1,684,600	989,300	695,300
Solomon Pond Mall	MA	Marlborough (Boston)	49.1%	912,600	538,800	373,800
South Shore Plaza	MA	Braintree (Boston)	100.0%	1,462,100	847,600	614,500
Square One Mall	MA	Saugus (Boston)	49.1%	864,700	540,100	324,600
Bangor Mall	ME	Bangor	68.0%(6)	654,700	417,800	236,900
Bowie Town Center	MD	Bowie (Washington, DC)	100.0%	664,100	338,600	325,500
St. Charles Towne Center	MD	Waldorf (Washington, D.C.)	100.0%	985,500	631,600	353,900
Mall of America	MN	Bloomington (Minneapolis-St. Paul)	27.5%(4)	2,777,400	1,294,700	1,482,700
Maplewood Mall	MN	Minneapolis	100.0%	917,800	589,100	328,700
Miller Hill Mall	MN	Duluth	100.0%	805,400	429,500	375,900
Battlefield Mall	MO	Springfield	100.0%	1,166,600	770,100	396,500
Independence Center	MO	Independence (Kansas City)	100.0%	1,006,600	499,300	507,300
Biltmore Square	NC	Asheville	100.0%	493,900	242,600	251,300
SouthPark Mall	NC	Charlotte	100.0%	1,399,800	964,700	435,100
Crossroads Mall	NE	Omaha	100.0%	858,600	609,700	248,900
Mall at Rockingham Park	NH	Salem (Boston)	24.6%	1,020,100	638,100	382,000
Mall of New Hampshire	NH	Manchester (Boston)	49.1%	807,400	444,900	362,500
Pheasant Lane Mall	NH	Nashua (Boston)	100.0%(8)	989,100	675,800	313,300
Brunswick Square	NJ	East Brunswick (New York)	100.0%	769,000	467,600	301,400
Livingston Mall	NJ	Livingston (New York)	100.0%	979,300	616,100	363,200
Menlo Park Mall	NJ	Edison (New York)	100.0%	1,283,100	527,600	755,500(1)
Ocean County Mall	NJ	Toms River (New York)	100.0%	892,600	616,400	276,200
Quaker Bridge Mall	NJ	Lawrenceville	39.6%(6)	1,105,400	686,800	418,600
Rockaway Townsquare	NJ	Rockaway (New York)	100.0%	1,249,200	786,600	462,600
Cottonwood Mall	NM	Albuquerque	100.0%	1,041,500	631,600	409,900

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
Forum Shops at Caesars	NV	Las Vegas	100.0%	479,800	—	479,800
Las Vegas Premium Outlet	NV	Las Vegas	50.0%	432,500	—	432,500
Chautauqua Mall	NY	Lakewood	100.0%	431,900	213,300	218,600
Jefferson Valley Mall	NY	Yorktown Heights (New York)	100.0%	587,200	310,100	277,100
Nanuet Mall	NY	Nanuet (New York)	100.0%	916,400	583,700	332,700
Roosevelt Field	NY	Garden City (New York)	100.0%	2,180,700	1,430,400	750,300
Smith Haven Mall	NY	Lake Grove (New York)	25.0%	1,358,200	902,600	455,600
Source, The	NY	Westbury (New York)	25.5%	718,200	210,800	507,400
Walt Whitman Mall	NY	Huntington Station (New York)	100.0%	1,034,700	742,200	292,500
Westchester, The	NY	White Plains (New York)	40.0%	825,900	349,400	476,500
Great Lakes Mall	OH	Mentor (Cleveland)	100.0%	1,301,700	879,300	422,400
Lima Mall	OH	Lima	100.0%	745,700	541,900	203,800
Richmond Town Square	OH	Richmond Heights (Cleveland)	100.0%	1,016,900	685,300	331,600
Southern Park Mall	OH	Boardman	100.0%	1,198,100	811,900	386,200
Summit Mall	OH	Akron (Cleveland)	100.0%	764,400	432,900	331,500
Upper Valley Mall	OH	Springfield	100.0%	750,600	479,400	271,200
Woodville Mall	OH	Northwood	100.0%	773,400	518,800	254,600
Eastland Mall	OK	Tulsa	100.0%	700,600	435,800	264,800
Heritage Park Mall	OK	Midwest City	100.0%	606,400	382,700	223,700
Penn Square Mall	OK	Oklahoma City	94.5%	1,030,900	588,100	442,800
Woodland Hills Mall	OK	Tulsa	47.2%	1,092,300	709,400	382,900
Century III Mall	PA	West Mifflin (Pittsburgh)	100.0%	1,281,100	773,400	507,700(1)
Cheltenham Square	PA	Philadelphia	100.0%	639,400	368,300	271,100
Granite Run Mall	PA	Media (Philadelphia)	50.0%	1,047,200	500,800	546,400
Court & Plaza at King of Prussia, The	PA	King of Prussia	12.9%(6)	2,850,300	1,775,900(1)	1,074,400
Lehigh Valley Mall	PA	Whitehall	25.2%(7)	1,062,800	564,400	498,400(1)
Montgomery Mall	PA	Montgomeryville	54.0%(6)	1,120,400	684,900	435,500
Oxford Valley Mall	PA	Langhorne	65.8%(6)	1,271,900	762,600	509,300(1)
Ross Park Mall	PA	Pittsburgh	100.0%	1,234,600	827,000	407,600
South Hills Village	PA	Pittsburgh	100.0%	1,110,200	656,000	454,200
Anderson Mall	SC	Anderson	100.0%	616,600	404,400	212,200
Haywood Mall	SC	Greenville	100.0%	1,243,800	913,600	330,200
Empire Mall	SD	Sioux Falls	50.0%	1,048,200	497,300	550,900
Rushmore Mall	SD	Rapid City	50.0%	835,600	470,700	364,900
Knoxville Center	TN	Knoxville	100.0%	979,400	597,000	382,400
Oak Court Mall	TN	Memphis	100.0%	853,200	535,000	318,200(1)
Raleigh Springs Mall	TN	Memphis	100.0%	917,600	691,200	226,400

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
West Town Mall	TN	Knoxville	50.1%	1,329,200	878,300	450,900
Wolfchase Galleria	TN	Memphis	94.5%	1,268,100	761,600	506,500
Barton Creek Square	TX	Austin	100.0%	1,429,800	922,300	507,500
Broadway Square	TX	Tyler	100.0%	616,900	427,700	189,200
Cielo Vista Mall	TX	El Paso	100.0%	1,193,000	793,700	399,300
Highland Mall	TX	Austin	50.0%	1,090,700	732,000	358,700
The Galleria	TX	Houston	31.5%	2,403,000	1,300,500	1,102,500
Ingram Park Mall	TX	San Antonio	100.0%	1,129,600	751,700	377,900
Irving Mall	TX	Irving (Dallas-Ft. Worth)	100.0%	1,134,900	726,600	408,300
La Plaza Mall	TX	McAllen	100.0%	1,205,600	778,800	426,800
Lakeline Mall	TX	Austin	100.0%	1,100,600	745,200	355,400
Longview Mall	TX	Longview	100.0%	612,800	402,800	210,000
Midland Park Mall	TX	Midland	100.0%	618,100	339,100	279,000
North East Mall	TX	Hurst (Dallas-Ft. Worth)	100.0%	1,650,100	1,194,600	455,500
Richardson Square Mall	TX	Richardson (Dallas-Ft. Worth)	100.0%	755,500	471,400	284,100
Rolling Oaks Mall	TX	San Antonio	100.0%	738,200	460,900	277,300
Sunland Park Mall	TX	El Paso	100.0%	917,800	575,800	342,000
Valle Vista Mall	TX	Harlingen	100.0%	654,800	389,800	265,000
Trolley Square	UT	Salt Lake City	90.0%	225,500	—	225,500
Apple Blossom Mall	VA	Winchester	49.1%	442,400	229,000	213,400
Charlottesville Fashion Square	VA	Charlottesville	100.0%	571,900	381,200	190,700
Chesapeake Square	VA	Chesapeake	75.0%(10)	809,300	537,300	272,000
Valley Mall	VA	Harrisonburg	50.0%	487,400	307,800	179,600
Virginia Center Commons	VA	Glen Allen	100.0%	787,600	506,600	281,000
Columbia Center	WA	Kennewick	100.0%	741,800	408,100	333,700
Northgate Mall	WA	Seattle	100.0%	993,700	688,400	305,300
Tacoma Mall	WA	Tacoma	100.0%	1,294,500	924,000	370,500
Bay Park Square	WI	Green Bay	100.0%	715,800	447,500	268,300
Forest Mall	WI	Fond Du Lac	100.0%	501,300	327,300	174,000
Plaza Carolina <i>(175 properties)</i>		Carolina, Puerto Rico	100.0%	1,046,700	438,300	608,400(1)
Community Centers						
Plaza at Buckland Hills	CT	Manchester	35.0%(9)	334,600	252,200	82,400
Gaitway Plaza	FL	Ocala	23.3%(9)	216,300	123,000	93,300
Grove @ Lakeland Square	FL	Lakeland	100.0%	215,600	142,300	73,300
Highland Lakes Center	FL	Orlando	100.0%	493,000	352,300	140,700

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
Indian River Commons	FL	Vero Beach	50.0%	260,900	233,400	27,500
Royal Eagle Plaza	FL	Coral Springs	35.0%(9)	199,200	124,500	74,700
Terrace @ the Florida Mall	FL	Orlando	100.0%	328,900	281,400	47,500
Waterford Lakes Town Ctr	FL	Orlando	100.0%	951,900	622,200	329,700
West Town Corners	FL	Altamonte Springs	23.3%(9)	385,300	263,800	121,500
Westland Park Plaza	FL	Orange Park	23.3%(9)	163,100	123,500	39,600
Mall of Georgia Crossing	GA	Mill Creek	50.0%	440,600	341,500	99,100
Bloomington Court	IL	Bloomington	100.0%	604,600	436,300	168,300
Bridgeview Court(11)	IL	Bridgeview	100.0%	273,700	216,500	57,200
Countryside Plaza	IL	Countryside	100.0%	435,600	290,200	145,400
Crystal Court	IL	Crystal Lake	35.0%(9)	279,000	202,000	77,000
Forest Plaza	IL	Rockford	100.0%	425,800	325,200	100,600
Lake Plaza	IL	Waukegan	100.0%	215,500	170,800	44,700
Lake View Plaza	IL	Orland Park	100.0%	371,300	262,300	109,000
Lincoln Crossing	IL	O'Fallon	100.0%	148,300	134,900	13,400
Matteson Plaza	IL	Matteson	100.0%	275,600	231,000	44,600
North Ridge Plaza	IL	Joliet	100.0%	305,000	190,300	114,700
White Oaks Plaza	IL	Springfield	100.0%	391,400	275,700	115,700
Willow Knolls Court	IL	Peoria	35.0%(9)	382,300	309,400	72,900
Brightwood Plaza	IN	Indianapolis	100.0%	38,500	—	38,500
Eastland Convenience Ctr.	IN	Evansville	50.0%	175,600	126,700	48,900
Greenwood Plus	IN	Greenwood	100.0%	159,900	134,100	25,800
Griffith Park Plaza	IN	Griffith	100.0%	269,700	175,600	94,100
Keystone Shoppes	IN	Indianapolis	100.0%	29,100	—	29,100
Markland Plaza	IN	Kokomo	100.0%	90,800	49,100	41,700
Muncie Plaza	IN	Muncie	100.0%	298,900	271,700	27,200
New Castle Plaza	IN	New Castle	100.0%	91,600	24,900	66,700
Northwood Plaza	IN	Fort Wayne	100.0%	82,800	11,000	71,800
Teal Plaza	IN	Lafayette	100.0%	101,100	98,300	2,800
Tippecanoe Plaza	IN	Lafayette	100.0%	94,600	85,800	8,800
University Center	IN	Mishawaka	60.0%	150,500	104,300	46,200
Village Park Plaza	IN	Carmel	35.0%(9)	543,400	431,000	112,400
Wabash Village	IN	West Lafayette	100.0%	124,500	109,400	15,100
Washington Plaza	IN	Indianapolis	100.0%	50,100	21,500	28,600
West Ridge Plaza	KS	Topeka	100.0%	237,800	182,200	55,600
Park Plaza	KY	Hopkinsville	100.0%	115,000	82,400	32,600
St. Charles Towne Plaza	MD	Waldorf	100.0%	406,000	267,900	138,100

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
Regency Plaza	MO	St. Charles	100.0%	287,400	210,600	76,800
Ridgewood Court	MS	Jackson	35.0%(9)	240,600	185,900	54,700
Rockaway Convenience Ctr.	NJ	Rockaway	100.0%	235,300	131,400	103,900
Cobblestone Court	NY	Victor	35.0%(9)	265,500	206,700	58,800
Boardman Plaza	OH	Youngstown	100.0%	643,200	376,500	266,700
Great Lakes Plaza	OH	Mentor	100.0%	164,100	142,200	21,900
Lima Center	OH	Lima	100.0%	206,900	159,600	47,300
Northland Plaza	OH	Columbus	100.0%	209,500	118,300	91,200
Eastland Plaza	OK	Tulsa	100.0%	186,200	152,500	33,700
DeKalb Plaza	PA	King of Prussia	52.4%(6)	101,700	81,400	20,300
Great Northeast Plaza	PA	Philadelphia	50.0%	294,800	237,200	57,600
Henderson Square	PA	King of Prussia	79.1%(6)	107,400	72,700	34,700
Lincoln Plaza	PA	King of Prussia	65.8%(6)	267,200	143,600	123,600
Whitehall Mall	PA	Whitehall	39.6%(6)	553,500	378,600	174,900
Charles Towne Square	SC	Charleston	100.0%	71,800	71,800	—
Empire East	SD	Sioux Falls	50.0%	298,300	253,400	44,900
Knoxville Commons	TN	Knoxville	100.0%	180,500	91,500	89,000
Arboretum, The	TX	Austin	100.0%	205,100	35,800	169,300
Celina Plaza	TX	El Paso	100.0%	32,600	23,900	8,700
Gateway Shopping Center	TX	Austin	95.0%	512,600	396,500	116,100
Ingram Plaza	TX	San Antonio	100.0%	111,500	—	111,500
Lakeline Plaza	TX	Austin	100.0%	389,900	310,500	79,400
Shops at North East Mall	TX	Hurst	100.0%	364,600	265,600	99,000
Chesapeake Center	VA	Chesapeake	100.0%	305,900	213,600	92,300
Fairfax Court	VA	Fairfax	26.3%(9)	249,600	169,000	80,600
Martinsville Plaza	VA	Martinsville	100.0%	102,100	60,000	42,100
<i>(67 properties)</i>						
Mixed-Use						
Copley Place	MA	Boston	98.1%	1,214,000	104,300	1,109,700(1)
Fashion Centre at Pentagon	VA	Arlington (Washington, DC)	42.5%	987,700	472,700	515,000(1)

<u>Property Name</u>	<u>State</u>	<u>City</u>	<u>Legal Ownership</u>	<u>Gross Leasable Area</u>		
				<u>Total</u>	<u>Anchor</u>	<u>Mall & Freestanding</u>
<i>(2 properties)</i>						
<i>Office</i>						
O'Hare International Center	IL	Rosemont	100.0%	494,900	—	494,900(2)
Riverway	IL	Rosemont	100.0%	819,200	—	819,200(3)
<i>(2 properties)</i>						
<i>Total Portfolio—</i>						
<i>U.S. and Puerto Rico</i>				<i>191,538,300</i>	<i>117,609,400</i>	<i>73,928,900</i>
<i>CANADA:</i>						
Forum Entertainment Centre		Montreal, Canada	38.1%	247,000	—	247,000
<i>(1 property)</i>						
<i>Total Portfolio—</i>						
<i>North America</i>				<i>191,785,300</i>	<i>117,609,400</i>	<i>74,175,900</i>
<i>(247 properties)</i>						

* *Regional malls generally contain two or more anchors and a wide variety of smaller stores located in enclosed malls connecting the anchors. Additional stores are usually located along the perimeter of the parking area. Community shopping centers are generally unenclosed and smaller than regional malls. Our community shopping centers generally range in size from approximately 50,000 to 600,000 square feet of GLA.*

- (1) Office space included as follows:
 - Arsenal Mall—approx. 106,000 sq. ft.
 - Century III Mall—approx. 32,000 sq. ft.
 - Copley Place—approx. 847,000 sq. ft.
 - Fashion Centre at Pentagon—approx. 169,000 sq. ft.
 - Fashion Mall at Keystone—approx. 30,000 sq. ft.
 - Greendale Mall—approx. 120,000 sq. ft.
 - King of Prussia—approx. 14,000 sq. ft.
 - Lehigh Valley Mall—approx. 12,000 sq. ft.
 - Menlo Park Mall—approx. 50,000 sq. ft.
 - Oak Court Mall—approx. 130,000 sq. ft.
 - Oxford Valley Mall—approx. 111,000 sq. ft.
 - Plaza Carolina—approx. 29,000 sq. ft.
 - River Oaks Center—approx. 118,000 sq. ft.
- (2) Includes approximately 12,000 sq. ft. of retail space.
- (3) Includes approximately 25,000 sq. ft. of retail space.
- (4) This interest is currently subject to a constructive trust and the Operating Partnership is no longer recording income or FFO attributable to the interest.
- (5) The Operating Partnership receives substantially all the economic benefit of this property due to a partner preference.
- (6) The Company's indirect ownership interest, evidenced through an approximately 80% ownership interest in Kravco Simon Investments.
- (7) The ownership of the property is evidenced by the Operating Partnership's note with two of the other partners.
- (8) The Operating Partnership owns a mortgage note that encumbers Pheasant Lane Mall that entitles it to 100% of the economics of this property.
- (9) Outside partner receives substantially all the economic benefits of the property.
- (10) The Operating Partnership receives substantially all the economic benefits of the property.
- (11) Asset was sold on July 22, 2004.

Simon Property Group
Property Listing—European Assets
As of June 30, 2004

<u>Property Name</u>	<u>City (Metropolitan area)</u>	<u>SPG Ownership</u>	<u>Hypermarket/ Anchor GLA</u>	<u>Mall & Freestanding GLA</u>	<u>Total GLA</u>
			(in square feet)	(in square feet)	(in square feet)
FRANCE					
Bay 2	Torcy (Paris)	36.0%	132,400	408,900	541,300
Bel'Est	Bagnole (Paris)	12.6%	150,700	63,000	213,700
Villabe A6	Villabe (Paris)	5.4%	102,300	104,500	206,800
Subtotal France (3)			385,400	576,400	961,800
ITALY					
Ancona—Senigallia	Senigallia (Ancona)	49.0%	41,200	41,600	82,800
Ascoli Piceno—Grottammare	Grottammare (Ascoli Piceno)	49.0%	38,900	55,900	94,800
Ascoli Piceno—Porto Sant'Elpidio	Porto Sant'Elpidio (Ascoli Piceno)	49.0%	48,000	114,300	162,300
Bari—Casamassima	Casamassima (Bari)	49.0%	159,000	388,800	547,800
Bari—Modugno	Modugno (Bari)	49.0%	96,900	46,600	143,500
Brescia—Mazzano	Mazzano (Brescia)	49.0%(1)	103,300	127,400	230,700
Cagliari—Santa Gilla	Cagliari	49.0%(1)	75,900	114,800	190,700
Catania—La Rena	Catania	49.0%	124,100	22,100	146,200
Milano—Rescaldina	Rescaldina (Milano)	49.0%	165,100	212,000	377,100
Milano—Vimodrone	Vimodrone (Milano)	49.0%	110,400	80,200	190,600
Napoli—Pompei	Pompei (Napoli)	49.0%	74,300	17,100	91,400
Padova	Padova	49.0%	73,300	32,500	105,800
Palermo	Palermo	49.0%	73,100	9,800	82,900
Pesaro—Fano	Fano (Pesaro)	49.0%	56,300	56,000	112,300
Pescara	Pescara	49.0%	96,300	65,200	161,500
Pescara—Cepagatti	Cepagatti (Pescara)	49.0%	80,200	189,600	269,800
Piacenza—San Rocco al Porto	San Rocco al Porto (Piacenza)	49.0%	104,500	20,400	124,900
Roma—Collatina	Collatina (Roma)	49.0%	59,500	4,100	63,600
Sassari—Predda Niedda	Predda Niedda (Sassari)	49.0%(1)	79,500	154,200	233,700
Taranto	Taranto	49.0%	75,200	126,500	201,700
Torino	Torino	49.0%	105,100	66,700	171,800
Torino—Venaria	Venaria (Torino)	49.0%	101,600	64,000	165,600
Venezia—Mestre	Mestre (Venezia)	49.0%	114,100	132,600	246,700
Vicenza	Vicenza	49.0%	78,400	20,100	98,500
Brindisi—Mesagne	Mesagne (Brindisi)	49.0%	88,000	140,600	228,600
Ancona	Ancona	49.0%(2)	82,900	82,300	165,200
Bergamo	Bergamo	49.0%(2)	103,000	16,900	119,900
Brescia—Concesio	Concesio (Brescia)	49.0%(2)	89,900	27,600	117,500
Cagliari—Marconi	Cagliari	49.0%(2)	83,500	109,900	193,400
Catania—Misterbianco	Misterbianco (Catania)	49.0%(2)	83,300	16,000	99,300
Merate—Lecco	Merate (Lecco)	49.0%(2)	73,500	88,500	162,000
Milano—Cinisello-Balsamo	Cinisello-Balsamo (Milano)	49.0%(2)	68,400	18,600	87,000
Milano—Nerviano	Nerviano (Milano)	49.0%(2)	83,800	27,800	111,600
Napoli—Mugnano di Napoli	Mugnano di Napoli	49.0%(2)	98,000	94,900	192,900
Olbia	Olbia	49.0%(2)	49,000	48,800	97,800
Roma—Casalbertone	Roma	49.0%(2)	62,700	84,900	147,600
Sassari—Centro Azuni	Sassari	49.0%(2)	—	35,600	35,600
Torino—Rivoli	Rivoli (Torino)	49.0%(2)	61,800	32,300	94,100
Verona—Bussolengo	Bussolengo (Verona)	49.0%(2)	89,300	75,300	164,600
Subtotal Italy (39)			3,251,300	3,062,500	6,313,800
POLAND					
Borek Shopping Center	Wroclaw	36.0%	119,900	129,400	249,300
Dabrowka Shopping Center	Katowice	36.0%	121,000	172,900	293,900
Turzyn Shopping Center	Szczecin	36.0%	87,200	120,900	208,100
Wilenska Station Shopping Center	Warsaw	36.0%	92,700	215,900	308,600
Zakopianka Shopping Center	Krakow	36.0%	120,200	427,000	547,200
Subtotal Poland (5)			541,000	1,066,100	1,607,100
PORTUGAL					
Minho Center	Braga (Porto)	36.0%(2)	120,000	101,600	221,600
TOTAL EUROPEAN ASSETS (48)			4,297,700	4,806,600	9,104,300

(1) This property is held partially in fee and partially encumbered by a leasehold on the premises that entitles the lessor to the majority of the economics of the portion of the property subject to the leasehold.

(2) This property is encumbered by a leasehold on the entire premises that entitles the lessor to the majority of the economics of the property.

SIMON PROPERTY GROUP
Capital Expenditures
For the Six Months Ended June 30, 2004
(In millions)

	<u>Consolidated Properties</u>	<u>Unconsolidated Entities</u>	
		<u>Total</u>	<u>Simon Group's Share</u>
New development projects	\$ 81.5	\$125.5(1)	\$63.3(1)
Redevelopment projects with incremental GLA and/ or Anchor Replacement	123.2	27.2	13.2
Renovations with no incremental GLA	4.1	.3	—
Tenant allowances	30.4	15.2	6.2
Operational capital expenditures at properties:			
CAM expenditures(2)	8.6	4.2	1.5
Non-CAM expenditures	<u>7.2</u>	<u>20.1</u>	<u>2.0</u>
Totals	\$255.0	\$192.5	\$86.2
Plus (Less): Conversion from accrual to cash basis . .	<u>(26.4)</u>	<u>(.2)</u>	
Capital expenditures(3)	<u>\$228.6</u>	<u>\$192.3</u>	

(1) Does not include the Company's European initiatives.

(2) Expenditure included in the pool of expenses allocated to tenants as common area maintenance or CAM.

(3) Agrees with the line item "Capital expenditures" on the Combined Statements of Cash Flows for the consolidated properties. No statement of cash flows is prepared for the joint venture properties as this is not required by the SEC or GAAP; however, the above reconciliation was completed in the same manner as the reconciliation for the consolidated properties.

SIMON PROPERTY GROUP
North American Development Activity Report*
Project Overview, Construction-in-Progress and Land Held for Development
As of June 30, 2004

Mall/ Location	Project Description	The Company's Ownership Percentage	Opening	Projected Gross Cost(1) (in millions)	Projected Net Cost (in millions)	The Company's Share of Net Cost	Stabilized Rate of Return	Construction-in-Progress		
								Consolidated Properties	Unconsolidated Entities Total	The Company's Share
<i>Recently Completed Projects:</i>										
Chicago Premium Outlets Aurora, IL (Chicago)	438,000 sf upscale outlet center	50%	5/04	\$ 90	\$ 65	\$ 33	16%	—	—(2)	—
<i>New Development Projects:</i>										
Clay Terrace Carmel, IN (Indianapolis)	570,000 sf lifestyle center featuring Dick's Sporting Goods, Wild Oats, DSW Shoe Warehouse and Circuit City	50%	10/04	\$108	\$100	\$ 50	11%	—	\$60.1	\$30.1
St. Johns Town Center Jacksonville, FL	1.5 million sf open-air retail center comprised of a village component and community center. The village will be anchored by Dillard's, Barnes & Noble and Dick's Sporting Goods. Target, Ross Dress for Less, Old Navy, Staples, DSW Shoe Warehouse, JoAnn Fabrics, Pier One and PetsMart will anchor the community center.	85%	3/05	\$158	\$126(3)	\$107	10%	\$ 62.2	—	—
Wolf Ranch Georgetown, TX (Austin)	670,000 sf open-air retail shopping complex featuring Kohls, Target, Linens 'n Things, Office Depot, Best Buy, T.J. Maxx, Michaels and PetsMart	100%	7/05	\$ 98	\$ 62	\$ 62	10%	\$ 33.7	—	—
Firewheel Town Center Garland, TX	785,000 sf open-air regional shopping center featuring Foley's, Dillard's, AMC Theater, Barnes & Noble, Circuit City, Linens 'n Things, Old Navy and Pier One	100%	10/05	\$132	\$ 98	\$ 98	12%	\$ 32.0	—	—
Rockaway Plaza Rockaway, NJ	250,000 sf community center featuring Dick's Sporting Goods, Target, Loews Cineplex and PetsMart	100%	4th Qtr. 2005	\$ 39	\$ 8	\$ 8	21%	\$ 6.7	—	—
The Town Center at Coconut Point Estero/Bonita Springs, FL	1.2 million square foot open-air retail center complex with a village component anchored by Dillard's, Muvico Theatres, and Barnes & Noble and a community center component anchored by Sears Grand, Bed Bath & Beyond, Best Buy, DSW Shoe Warehouse, Office Max, Old Navy, PetsMart, Pier One, Ross Dress for Less and Sports Authority	50%	10/05 (Phase I) 9/06 (Phase II)	\$225	\$178	\$ 89	10%	—	\$45.8	\$22.9
<i>Significant Redevelopment Projects with Incremental GLA</i>										
Aurora Mall Aurora, CO	Consolidate Foley's two locations into one state-of-the-art store, addition of Dillard's; mall renovation and new food court	100%	8/05 (Foley's & renov) 9/06 (Dillard's)	\$ 62	\$ 45	\$ 45	10%	\$ 4.3	—	—
Forum Shops at Caesars Las Vegas, NV	Phase III expansion of 175,000 sf	100%	10/04	\$139	\$139	\$139	11%	\$102.4	—	—
SouthPark Charlotte, NC	Phase II—Demolition of Sears building and addition of Galyan's, small shops, food court, Joseph Beth Booksellers, McCormick & Schmick and Morton's	100%	10/04 1st Qtr. 2005 (Joseph & Restaurants)	\$ 39	\$ 31	\$ 31	10%	\$ 21.2	—	—

SIMON PROPERTY GROUP
North American Development Activity Report*
Project Overview, Construction-in-Progress and Land Held for Development
As of June 30, 2004

Mall/ Location	Project Description	The Company's Ownership Percentage	Opening	Projected Gross Cost(1) (in millions)	Projected Net Cost (in millions)	The Company's Share of Net Cost	Stabilized Rate of Return	Construction-in-Progress		
								Consolidated Properties	Total	Unconsolidated Entities The Company's Share
<i>Other Redevelopment Projects with Incremental GLA</i>										
Broadway Square Tyler, TX	Lifestyle addition	100%	4/05							
College Mall Bloomington, IN	Demolition of Lazarus and Kerasotes buildings for addition of small shop space, pad for Johnny Carino's and Dick's Sporting Goods	100%	4/05							
Independence Center Independence, MO	Lifestyle addition	100%	11/04							
	Subtotal Other Redevelopment Projects with Incremental GLA			\$ 22	\$ 22	\$ 22	8%	\$ 4.2	\$ 0.0	\$ 0.0
<i>Renovations</i>										
Burlington Mall Burlington, MA	Mall renovation	100%	10/04							
The Avenues Jacksonville, FL	Mall renovation	25%	3/05							
Treasure Coast Square Jensen Beach, FL	Mall renovation	100%	3/05							
	Subtotal Renovations			\$ 26	\$ 17	\$ 12	12%	\$ 4.2	\$ 0.3	\$ 0.1
<i>Anchor/Big Box/Theater Activity</i>										
Bangor Mall Bangor, ME	Addition of Dick's Sporting Goods	68%	11/04							
Battlefield Mall Springfield, MO	Steve & Barry's and Kirklands in former theater space	100%	12/04							
Brea Mall Brea, CA	Addition of Cheesecake Factory	100%	11/04							
Century III Mall Pittsburgh, PA	Addition of Dick's Sporting Goods	100%	10/04							
Dadeland Mall Miami, FL	Nordstrom in former Lord & Taylor space	50%	11/04							

SIMON PROPERTY GROUP
North American Development Activity Report*
Project Overview, Construction-in-Progress and Land Held for Development
As of June 30, 2004

Mall/ Location	Project Description	The Company's Ownership Percentage	Opening	Projected Gross Cost(1) (in millions)	Projected Net Cost (in millions)	The Company's Share of Net Cost	Stabilized Rate of Return	Construction-in-Progress		
								Consolidated Properties	Total	Unconsolidated Entities The Company's Share
Irving Mall Irving, TX	Relocate food court and inline tenants and add Circuit City	100%	10/04							
Maplewood Mall Minneapolis, MN	Addition of Barnes & Noble	100%	12/04							
North East Mall Hurst, TX (Ft. Worth)	Rave Theatre and three restaurants in former Montgomery Ward location	100%	11/04							
Phipps Plaza Atlanta, GA	Nordstrom in former Lord & Taylor space	100%	4/05							
Rolling Oaks Mall San Antonio, TX	San Antonio Skate Park in former Regal Cinema building; addition of JCPenney	100%	8/04 (Skate) 10/04 (JCP)							
South Hills Village Pittsburgh, PA	Addition of Barnes & Noble	100%	12/04							
South Park Mall Moline, IL	Dillard's in former Montgomery Ward location	50%	10/04							
Tippecanoe Mall Lafayette, IN	Dick's Sporting Goods and H.H. Gregg in former Lazarus building	100%	11/04							
Town Center at Boca Raton Boca Raton, FL	Neiman Marcus in former Lord & Taylor space	100%	11/05							
Washington Square Indianapolis, IN	Burlington Coat Factory in former JCPenney location; demolition of former Lazarus replaced by new Dick's Sporting Goods and Kerasotes Theatre on an outparcel	100%	3/04 (Burlington) 11/04 (Dick's) 3/05 (Kerasotes)							
White Oaks Mall Springfield, IL	Dick's Sporting Goods and Linens 'N Things in former Montgomery Ward location	77%	10/04 (Dick's) 3/05 (Linens)							
	Subtotal Anchor/Big Box/Theater Activity			\$123	\$ 118	\$104	10%	\$ 56.7	\$ 20.3	\$10.9
	<i>Other Miscellaneous</i>							\$ 5.4	\$ 3.5	\$ 2.2
	Total Construction in Progress(4)							\$333.0	\$ 130.0	\$66.2
	Land Held for Development							\$ 20.3	\$ 59.8	\$29.9

* Cost and return are based upon current budget assumptions. Actual results may vary.

- (1) Projected Gross Cost includes soft costs such as architecture and engineering fees, tenant costs (allowances/leasing commissions), development, legal and other fees, marketing costs, cost of capital, and other related costs.
- (2) Development costs were transferred from Construction-in-Progress to the fixed asset accounts for Chicago Premium Outlets (Total = \$74.7 million; SPG's share = \$37.3 million).
- (3) Due to our preference in the joint venture partnership, the Company is contributing 85% of the project costs.
- (4) Does not include the Company's European Retail Enterprises B.V. ("E.R.E.") and GCI initiatives.

SIMON PROPERTY GROUP
European Development Activity Report*
Project Overview, Construction-in-Progress
As of June 30, 2004

Shopping center/ Location (Metropolitan area)	Project Description	Anchors	The Company's Ownership Percentage	Anticipated Opening	Projected Net Cost (in millions)	The Company's Share of Net Cost	Construction- in-Progress	
							Total	The Company's Share
<i>New Development Projects (Under Construction):</i>								
Arkadia—Warsaw, Poland	Approx. 1.1 million of total GLA including a hypermarket, approx. 200 shops, a do-it-yourself center, and cinema	Carrefour, Leroy Merlin, Media Saturn, Cinema City	36.0%	Oct-04	€154	€ 55	€124	€ 45
Cuneo—Cuneo, Italy	Approx. 0.3 million of total GLA including a hypermarket, medium size shops, and small shops	Auchan, Decathlon, Bricocenter, Upim	49.0%	Dec-04	€ 27(1)	€ 13	€ 7	€ 3
Porta di Roma—Roma, Italy	40% interest in joint venture development. Approx. 1.7 million of total GLA including a hypermarket, department store and do-it-yourself centers.	Auchan, LeRoy Merlin, Ikea, La Rinascente	19.6%	Fall 2006	€200(1)	€ 39	€ 30	€ 6
Napoli Nola—Nola, Italy (Napoli)	45% interest in joint venture mixed-use development. Approx. 1.3 million of total GLA including a hypermarket and department store.	Auchan, Coin, La Rinascente, Holiday Inn, Mediaworld	22.1%	Summer 2006	€142(1)	€ 31	€ 48	€ 11
Napoli Guigliano—Guigliano, Italy (Napoli)	40% interest in joint venture development. Approx. 0.9 million of total GLA anchored by a hypermarket and includes a retail park.	Auchan, Leroy Merlin	19.6%	Summer 2006	€ 79(1)	€ 15	€ 40	€ 8
Piacenza—Piacenza, Italy	Approx. 0.2 million of total GLA including a hypermarket, medium size shops, and small shops	Auchan	49.0%	Nov-04	€ 13(1)	€ 6	€ 11	€ 5
Bay 1—Torcy, France (Paris)	Related to new hypermarket redevelopment in Torcy which opened Feb-03. Approx. 0.3 million of GLA redevelopment of old hypermarket site to consist of shops, cinema, and two hotels	Conforama, Go Sport	36.0%	Nov-04	€ 19	€ 7	€ 10	€ 4
Other projects (1 development)					€ 1	—	—	—
Total (8 projects)					€635	€166	€270	€ 82

* Cost and return are based upon current budget assumptions. Actual results may vary.

N/A—Details of CIP were not available at time of the filing of this Form 8-K.

(1) Amounts do not include estimated cost of capital.

SIMON PROPERTY GROUP
The Company's Share of Total Debt Amortization and Maturities by Year
As of June 30, 2004
(In thousands)

<u>Year</u>	<u>The Company's Share of Secured Consolidated Debt</u>	<u>The Company's Share of Unsecured Consolidated Debt</u>	<u>The Company's Share of Unconsolidated Joint Venture Debt</u>	<u>The Company's Share of Total Debt</u>
2004	\$ 230,338	\$ 250,000	\$ 42,604	\$ 522,942
2005	258,337	660,000	550,830	1,469,167
2006	351,043	1,370,657	457,711	2,179,411
2007	551,503	1,180,000	184,944	1,916,447
2008	448,846	350,000	312,038	1,110,884
2009	661,147	750,000	192,361	1,603,508
2010	724,067	300,000	237,651	1,261,718
2011	436,227	200,000	171,565	807,792
2012	352,785	350,000	204,914	907,699
2013	95,851	275,000	268,680	639,531
2014	326,851	200,000	94,531	621,382
Thereafter	<u>72,246</u>	<u>450,000</u>	<u>11,111</u>	<u>533,357</u>
Subtotal Face Amounts	\$4,509,241	\$6,335,657	\$2,728,940	\$13,573,838
Premiums (Discounts) on Indebtedness,				
Net	18,252	(10,976)	865	8,141
Fair Value Interest Rate Swaps	<u>—</u>	<u>(11,424)</u>	<u>—</u>	<u>(11,424)</u>
The Company's Share of Total Indebtedness	<u>\$4,527,493</u>	<u>\$6,313,257</u>	<u>\$2,729,805</u>	<u>\$13,570,555</u>

SIMON PROPERTY GROUP

Summary of Indebtedness

As of June 30, 2004

(In thousands)

	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>	<u>Weighted Average Interest Rate</u>	<u>Weighted Average Years to Maturity</u>
Consolidated Indebtedness				
Mortgage Debt				
Fixed Rate(1)	\$ 3,862,075	\$ 3,704,566	6.44%	6.3
Floating Rate Debt (Hedged)(2)	257,000	245,250	2.65%	3.3
Floating Rate Debt	598,169	559,425	2.67%	2.0
Total Mortgage Debt	4,717,244	4,509,241	5.76%	5.6
Unsecured Debt				
Fixed Rate	5,265,000	5,265,000	6.50%	4.9
Floating Rate Debt	485,657	485,657	2.34%	2.6
Subtotal	5,750,657	5,750,657	6.15%	4.7
Revolving Corporate Credit Facility	445,950	445,950	2.02%	1.8
Revolving Corporate Credit Facility (Hedged)(2)	139,050	139,050	2.02%	1.8
Subtotal	585,000	585,000	2.02%	1.8
Total Unsecured Debt	6,335,657	6,335,657	5.77%	4.4
Premium	34,048	31,372	N/A	N/A
Discount	(24,145)	(24,096)	N/A	N/A
Fair Value Interest Rate Swaps	(11,424)	(11,424)	N/A	N/A
Consolidated Mortgages and Other Indebtedness(3)	<u>\$11,051,380</u>	<u>\$10,840,750</u>	5.77%	4.9
Joint Venture Indebtedness				
Mortgage Debt				
Fixed Rate	\$ 4,677,349	\$ 1,992,019	6.82%	5.4
Floating Rate Debt (Hedged)(2)	682,900	265,275	1.90%	1.8
Floating Rate Debt	1,100,966	471,646	3.33%	2.9
Total Mortgage Debt	6,461,215	2,728,940	5.74%	4.6
Premium	6,256	3,128	N/A	N/A
Discount	(4,605)	(2,263)	N/A	N/A
Joint Venture Mortgages and Other Indebtedness	<u>\$ 6,462,866</u>	<u>\$ 2,729,805</u>	5.74%	4.6
<i>The Company's Share of Total Indebtedness</i>		<u>\$13,570,555</u>	5.76%	4.9

(1) Includes a \$70 million notional amount variable rate swap with a pay rate of 1.36% and a receive rate of 3.60% at June 30, 2004.

(2) These debt obligations are hedged by interest rate cap agreements.

(3) The Company holds \$48.1 million of notional amount fixed rate swap agreements that have a weighted average pay rate of 5.80% and a weighted average receive rate of 1.37% at June 30, 2004. The Company also holds \$300.0 million of notional amount variable rate swap agreements that have a weighted average pay rate of 1.88% and a weighted average receive rate of 3.75% at June 30, 2004. The Company also holds Euros 150.0 million of notional amount fixed rate EURO swap agreements that have a weighted average pay rate of 2.12% and a weighted average receive rate of 2.08% at June 30, 2004. All of these swap agreements are designated as hedges on various pools of indebtedness.

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

<u>Property Name</u>	<u>Maturity Date</u>	<u>Interest Rate (1)</u>	<u>Interest Rate Type</u>	<u>Secured or Unsecured</u>	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>
Consolidated Indebtedness:						
Simon Property Group, LP						
(Bonds)	07/15/04	6.75%	Fixed	Unsecured	100,000	100,000
Retail Property Trust						
(Bonds)	08/15/04	7.75%	Fixed	Unsecured	150,000	150,000
Waterford Lakes	08/16/04	2.67%	Variable	Secured	68,000	68,000
DeKalb Plaza	10/01/04	9.35%	Fixed	Secured	2,484	1,302
North East Mall	11/21/04	2.74%	Variable	Secured	140,000	140,000
Tippecanoe Mall—1	01/01/05	8.45%	Fixed	Secured	41,103	41,103
Tippecanoe Mall—2	01/01/05	6.81%	Fixed	Secured	14,933	14,933
Melbourne Square	02/01/05	7.42%	Fixed	Secured	36,260	36,260
Shopping Center Associates						
(Bonds)	05/15/05	7.63%	Fixed	Unsecured	110,000	110,000
Brunswick Square	06/12/05	2.87%	Variable	Secured	45,000	45,000
Chesapeake Center(10)	06/15/05	8.44%	Fixed	Secured	6,563	6,563
Grove at Lakeland Square, The . . .(10)	06/15/05	8.44%	Fixed	Secured	3,750	3,750
Terrace at Florida Mall, The(10)	06/15/05	8.44%	Fixed	Secured	4,688	4,688
Simon Property Group, LP						
(Bonds)	06/15/05	6.75%	Fixed	Unsecured	300,000	300,000
Simon Property Group, LP						
(Medium Term Notes)	06/24/05	7.13%	Fixed	Unsecured	100,000	100,000
Simon Property Group, LP						
(Bonds)	10/27/05	6.88%	Fixed	Unsecured	150,000	150,000
Cielo Vista Mall—2	11/01/05	8.13%	Fixed	Secured	514	514
Raleigh Springs Mall	12/09/05	3.80%	Variable	Secured	11,000	11,000
Bowie Mall(2)	12/14/05	2.87%	Variable	Secured	52,700	52,700
Treasure Coast Square—1	01/01/06	7.42%	Fixed	Secured	50,254	50,254
Treasure Coast Square—2	01/01/06	8.06%	Fixed	Secured	11,736	11,736
Simon Property Group, LP						
(Bonds)	01/20/06	7.38%	Fixed	Unsecured	300,000	300,000
Revolving Credit Facility(2)	04/16/06	2.02%	Variable	Unsecured	585,000	585,000
Mall of Georgia Crossing	06/09/06	3.37%	Variable	Secured	32,894	32,894
Chesapeake Square(2)	07/01/06	4.12%	Variable	Secured	47,000	35,250
Gulf View Square	10/01/06	8.25%	Fixed	Secured	33,840	33,840
Paddock Mall	10/01/06	8.25%	Fixed	Secured	26,914	26,914
Riverway(2)	10/01/06	2.52%	Variable	Secured	110,000	110,000
Simon Property Group, LP						
(Bonds)	11/15/06	6.88%	Fixed	Unsecured	250,000	250,000
Simon Property Group, LP						
(Euro Term Loan)(2)	12/16/06	2.68%	Variable	Unsecured(12)	235,657	235,657
Simon Property Group, LP						
(Term Loan)(2)	04/01/07	2.02%	Variable	Unsecured	250,000	250,000
Cielo Vista Mall—1(4)	05/01/07	9.38%	Fixed	Secured	50,501	50,501
Cielo Vista Mall—3(4)	05/01/07	6.76%	Fixed	Secured	36,328	36,328

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

Property Name	Maturity Date	Interest Rate (1)	Interest Rate Type	Secured or Unsecured	Total Indebtedness	The Company's Share of Indebtedness
Lakeline Mall	05/01/07	7.65%	Fixed	Secured	68,012	68,012
McCain Mall—1 (4)	05/01/07	9.38%	Fixed	Secured	23,580	23,580
McCain Mall—2 (4)	05/01/07	6.76%	Fixed	Secured	16,768	16,768
Valle Vista Mall—1 (4)	05/01/07	9.38%	Fixed	Secured	31,232	31,232
Valle Vista Mall—2 (4)	05/01/07	6.81%	Fixed	Secured	7,457	7,457
Wolfchase Galleria	06/30/07	7.80%	Fixed	Secured	73,876	69,810
Copley Place	08/01/07	7.44%	Fixed	Secured	179,165	175,845
Simon Property Group, LP						
(Medium Term Notes)	09/20/07	7.13%	Fixed	Unsecured	180,000	180,000
University Park Mall	10/01/07	7.43%	Fixed	Secured	58,500	35,100
Simon Property Group, LP						
(Bonds)	11/15/07	6.38%	Fixed	Unsecured	750,000	750,000
Bangor Mall	12/01/07	7.06%	Fixed	Secured	23,744	16,051
White Oaks Mall (2)	02/25/08	2.47%	Variable	Secured	48,563	41,125
St. Johns Town Center (2)	03/12/08	2.62%	Variable	Secured	54,012	27,006
Gateway Shopping Center (2)	03/31/08	2.32%	Variable	Secured	86,000	81,700
Simon Property Group, LP						
(MOPPRS)	06/15/08	7.00%	Fixed	Unsecured	200,000	200,000
Simon Property Group, LP						
(Bonds)	08/28/08	5.38%	Fixed	Unsecured	150,000	150,000
Stanford Shopping Center	09/11/08(11)	3.60%	Fixed	Secured	220,000	220,000
Arsenal Mall—1	09/28/08	6.75%	Fixed	Secured	32,740	32,740
College Mall—1 (3)	01/01/09	7.00%	Fixed	Secured	36,345	36,345
College Mall—2 (3)	01/01/09	6.76%	Fixed	Secured	11,194	11,194
Greenwood Park Mall—1 (3)	01/01/09	7.00%	Fixed	Secured	30,440	30,440
Greenwood Park Mall—2 (3)	01/01/09	6.76%	Fixed	Secured	57,832	57,832
Towne East Square—1 (3)	01/01/09	7.00%	Fixed	Secured	48,051	48,051
Towne East Square—2 (3)	01/01/09	6.81%	Fixed	Secured	23,332	23,332
Simon Property Group, LP						
(Bonds)	01/30/09	3.75%	Fixed	Unsecured	300,000	300,000
Simon Property Group, LP						
(Bonds)	02/09/09	7.13%	Fixed	Unsecured	300,000	300,000
Penn Square Mall	03/01/09	7.03%	Fixed	Secured	70,858	66,958
Plaza Carolina—Fixed	05/09/09	5.10%	Fixed	Secured	100,000	100,000
Plaza Carolina—Variable Capped . . (2)	05/09/09	2.27%	Variable	Secured	100,000	100,000
Plaza Carolina—Variable Floating . (2)	05/09/09	2.27%	Variable	Secured	60,000	60,000
Simon Property Group, LP						
(Bonds)	07/15/09	7.00%	Fixed	Unsecured	150,000	150,000
Bloomington Court (9)	11/01/09	7.78%	Fixed	Secured	28,519	28,519
Forest Plaza (9)	11/01/09	7.78%	Fixed	Secured	15,642	15,642
Lake View Plaza (9)	11/01/09	7.78%	Fixed	Secured	20,793	20,793
Lakeline Plaza (9)	11/01/09	7.78%	Fixed	Secured	22,797	22,797

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

<u>Property Name</u>	<u>Maturity Date</u>	<u>Interest Rate (1)</u>	<u>Interest Rate Type</u>	<u>Secured or Unsecured</u>	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>
Lincoln Crossing	(9) 11/01/09	7.78%	Fixed	Secured	3,148	3,148
Matteson Plaza	(9) 11/01/09	7.78%	Fixed	Secured	9,157	9,157
Muncie Plaza	(9) 11/01/09	7.78%	Fixed	Secured	7,916	7,916
Regency Plaza	(9) 11/01/09	7.78%	Fixed	Secured	4,292	4,292
St. Charles Towne Plaza	(9) 11/01/09	7.78%	Fixed	Secured	27,470	27,470
West Ridge Plaza	(9) 11/01/09	7.78%	Fixed	Secured	5,533	5,533
White Oaks Plaza	(9) 11/01/09	7.78%	Fixed	Secured	16,883	16,883
Simon Property Group, LP						
(Bonds)	03/18/10	4.88%	Fixed	Unsecured	300,000	300,000
Trolley Square	08/01/10	9.03%	Fixed	Secured	29,021	26,119
Coral Square	10/01/10	8.00%	Fixed	Secured	88,463	86,004
Crystal River	11/11/10	7.63%	Fixed	Secured	15,789	15,789
Forum Shops at Caesars, The	12/01/10	4.78%	Fixed	Secured	550,000	550,000
Biltmore Square	12/11/10	7.95%	Fixed	Secured	26,000	26,000
Port Charlotte Town Center	12/11/10	7.98%	Fixed	Secured	53,067	42,454
Oxford Valley Mall	01/10/11	6.76%	Fixed	Secured	85,427	56,194
Simon Property Group, LP						
(Bonds)	01/20/11	7.75%	Fixed	Unsecured	200,000	200,000
Henderson Square	07/01/11	6.94%	Fixed	Secured	15,540	12,295
Ingram Park Mall	(8) 08/11/11	6.99%	Fixed	Secured	81,983	81,983
Knoxville Center	(8) 08/11/11	6.99%	Fixed	Secured	62,082	62,082
Northlake Mall	(8) 08/11/11	6.99%	Fixed	Secured	71,619	71,619
Towne West Square	(8) 08/11/11	6.99%	Fixed	Secured	53,664	53,664
Tacoma Mall	10/01/11	7.00%	Fixed	Secured	131,119	131,119
Simon Property Group, LP						
(Bonds)	08/28/12	6.35%	Fixed	Unsecured	350,000	350,000
Anderson Mall	10/10/12	6.20%	Fixed	Secured	29,591	29,591
Century III Mall	(6) 10/10/12	6.20%	Fixed	Secured	87,351	87,351
Crossroads Mall	10/10/12	6.20%	Fixed	Secured	43,872	43,872
Forest Mall	(7) 10/10/12	6.20%	Fixed	Secured	17,569	17,569
Highland Lakes Center	(6) 10/10/12	6.20%	Fixed	Secured	16,194	16,194
Longview Mall	(6) 10/10/12	6.20%	Fixed	Secured	32,879	32,879
Markland Mall	(7) 10/10/12	6.20%	Fixed	Secured	23,262	23,262
Midland Park Mall	(7) 10/10/12	6.20%	Fixed	Secured	33,959	33,959
Palm Beach Mall	10/10/12	6.20%	Fixed	Secured	54,325	54,325
Richmond Towne Square	(7) 10/10/12	6.20%	Fixed	Secured	47,700	47,700
Simon Property Group, LP						
(Bonds)	03/15/13	5.45%	Fixed	Unsecured	200,000	200,000

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

<u>Property Name</u>	<u>Maturity Date</u>	<u>Interest Rate (1)</u>	<u>Interest Rate Type</u>	<u>Secured or Unsecured</u>	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>
Battlefield Mall	07/01/13	4.60%	Fixed	Secured	100,000	100,000
Retail Property Trust (Bonds)	09/01/13	7.18%	Fixed	Unsecured	75,000	75,000
Simon Property Group, LP (Bonds)	01/30/14	4.90%	Fixed	Unsecured	200,000	200,000
Northfield Square	02/11/14	6.05%	Fixed	Secured	31,820	10,055
Montgomery Mall	05/11/14	5.17%	Fixed	Secured	95,902	52,171
Boardman Plaza	07/01/14	5.94%	Fixed	Secured	23,598	23,598
Cheltenham Square	07/01/14	5.89%	Fixed	Secured	54,941	54,941
Desoto Square	07/01/14	5.89%	Fixed	Secured	64,153	64,153
Upper Valley Mall	07/01/14	5.89%	Fixed	Secured	47,904	47,904
Washington Square	07/01/14	5.94%	Fixed	Secured	30,693	30,693
West Ridge Mall	07/01/14	5.89%	Fixed	Secured	68,711	68,711
Retail Property Trust (Bonds)	03/15/16	7.88%	Fixed	Unsecured	250,000	250,000
Arsenal Mall—2	05/05/16	8.20%	Fixed	Secured	1,725	1,725
Simon Property Group, LP (Bonds)	06/15/18	7.38%	Fixed	Unsecured	200,000	200,000
Sunland Park Mall	01/01/26	8.63%	Fixed	Secured	36,943	36,943
Keystone at the Crossing	07/01/27	7.85%	Fixed	Secured	60,065	60,065
Total Consolidated Indebtedness at Face Value		<u>5.77%</u>			<u>11,052,901</u>	<u>10,844,898</u>
Premium					34,048	31,372
Discount					(24,145)	(24,096)
Fair Value Interest Rate Swaps					(11,424)	(11,424)
Total Consolidated Indebtedness					<u>11,051,380</u>	<u>10,840,750</u>
Joint Venture Indebtedness						
Fashion Centre Pentagon Office	09/10/04	2.87%	Variable	Secured	33,000	14,025
Indian River Commons	11/01/04	7.58%	Fixed	Secured	8,089	4,045
Indian River Mall	11/01/04	7.58%	Fixed	Secured	44,881	22,441
Mall of America	03/10/05	1.90%	Variable	Secured	312,000	85,800
Galleria Commerciali Italia	06/22/05	3.28%	Variable	Secured(14)	609,523	298,666
Westchester, The—1	09/01/05	8.74%	Fixed	Secured	143,780	57,512

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

Property Name	Maturity Date	Interest Rate (1)	Interest Rate Type	Secured or Unsecured	Total Indebtedness	The Company's Share of Indebtedness
Westchester, The—2	09/01/05	7.20%	Fixed	Secured	50,816	20,326
Houston Galleria—1	12/01/05	7.93%	Fixed	Secured	216,509	68,168
Cobblestone Court	01/01/06	7.64%	Fixed	Secured	8,927	3,124
Crystal Court	01/01/06	7.64%	Fixed	Secured	4,384	1,534
Fairfax Court	01/01/06	7.64%	Fixed	Secured	9,997	2,624
Gaitway Plaza	01/01/06	7.64%	Fixed	Secured	7,777	1,814
Plaza at Buckland Hills, The	01/01/06	7.64%	Fixed	Secured	13,268	4,644
Ridgewood Court	01/01/06	7.64%	Fixed	Secured	8,437	2,953
Royal Eagle Plaza	01/01/06	7.64%	Fixed	Secured	6,650	2,328
Village Park Plaza	01/01/06	7.64%	Fixed	Secured	16,349	5,722
West Town Corners	01/01/06	7.64%	Fixed	Secured	10,477	2,445
Westland Park Plaza	01/01/06	7.64%	Fixed	Secured	4,920	1,148
Willow Knolls Court	01/01/06	7.64%	Fixed	Secured	8,787	3,075
CMBS Loan—Fixed (encumbers 13 Properties) (5)	05/15/06	7.52%	Fixed	Secured	357,100	178,550
CMBS Loan—1 Floating (encumbers 13 Properties) (5)	05/15/06	1.78%	Variable	Secured	186,500	93,250
CMBS Loan—2 Floating (encumbers 13 Properties) (5)	05/15/06	1.74%	Variable	Secured	81,400	40,700
Great Northeast Plaza	06/01/06	9.04%	Fixed	Secured	16,634	8,317
Smith Haven Mall	06/01/06	7.86%	Fixed	Secured	115,000	28,750
Montreal Forum—Canada (2)	08/08/06	5.76%	Variable	Secured(15)	40,677	14,491
Lehigh Valley Mall	10/10/06	7.90%	Fixed	Secured	46,734	11,646
Greendale Mall	12/10/06	8.23%	Fixed	Secured	40,514	19,908
Gwinnett Place—1	04/01/07	7.54%	Fixed	Secured	37,179	18,590
Gwinnett Place—2	04/01/07	7.25%	Fixed	Secured	82,068	41,034
Town Center at Cobb—1	04/01/07	7.54%	Fixed	Secured	47,368	23,684
Town Center at Cobb—2	04/01/07	7.25%	Fixed	Secured	62,457	31,229
Houston Galleria—2 (2)	06/25/07	2.87%	Variable	Secured	84,711	26,671
Mall at Rockingham	09/01/07	7.88%	Fixed	Secured	96,398	23,684
Clay Terrace Partners (2)	01/20/08	2.87%	Variable	Secured	47,791	23,896
Metrocenter	02/28/08	8.45%	Fixed	Secured	28,472	14,236
Aventura Mall—A	04/06/08	6.55%	Fixed	Secured	141,000	47,000
Aventura Mall—B	04/06/08	6.60%	Fixed	Secured	25,400	8,467
Aventura Mall—C	04/06/08	6.89%	Fixed	Secured	33,600	11,200
West Town Mall	05/01/08	6.90%	Fixed	Secured	76,000	38,000
Mall of New Hampshire—1	10/01/08	6.96%	Fixed	Secured	99,860	49,069
Mall of New Hampshire—2	10/01/08	8.53%	Fixed	Secured	8,202	4,030

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

<u>Property Name</u>	<u>Maturity Date</u>	<u>Interest Rate (1)</u>	<u>Interest Rate Type</u>	<u>Secured or Unsecured</u>	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>
Fashion Valley Mall—1	10/11/08	6.49%	Fixed	Secured	165,119	82,560
Fashion Valley Mall—2	10/11/08	6.58%	Fixed	Secured	29,124	14,562
Whitehall Mall	11/01/08	6.77%	Fixed	Secured	13,986	5,533
Woodland Hills Mall	01/01/09	7.00%	Fixed	Secured	84,766	40,050
Source, The	03/11/09	6.65%	Fixed	Secured	124,000	31,000
Shops at Sunset Place, The (2)	05/09/09	2.12%	Variable	Secured	99,757	37,409
Seminole Towne Center (2)	06/30/09	2.02%	Variable	Secured	70,000	31,500
Apple Blossom Mall	09/10/09	7.99%	Fixed	Secured	39,367	19,344
Auburn Mall	09/10/09	7.99%	Fixed	Secured	46,088	22,646
Mall at Chestnut Hill	02/02/10	8.45%	Fixed	Secured	14,618	6,903
Mall of Georgia	07/01/10	7.09%	Fixed	Secured	198,747	99,374
Florida Mall, The	12/10/10	7.55%	Fixed	Secured	261,636	130,818
Atrium at Chestnut Hill	03/11/11	6.89%	Fixed	Secured	47,542	23,361
Cape Cod Mall	03/11/11	6.80%	Fixed	Secured	96,663	47,498
Highland Mall	07/11/11	6.83%	Fixed	Secured	68,970	34,485
Fashion Centre Pentagon Retail	09/11/11	6.63%	Fixed	Secured	162,090	68,888
Dadeland Mall	02/11/12	6.75%	Fixed	Secured	195,227	97,614
Square One	03/11/12	6.73%	Fixed	Secured	92,861	45,630
Crystal Mall	09/11/12	5.62%	Fixed	Secured	103,658	77,296
European Retail Enterprises—						
Fixed Components	01/17/13	6.49%	Fixed	Secured(13)	73,221	23,630
Emerald Square Mall	03/01/13	5.13%	Fixed	Secured	142,541	70,041
Avenues, The	04/01/13	5.29%	Fixed	Secured	78,688	19,672
Circle Centre Mall	04/11/13	5.02%	Fixed	Secured	78,702	11,546
Solomon Pond	08/01/13	3.97%	Fixed	Secured	114,000	56,017
Miami International Mall	10/01/13	5.35%	Fixed	Secured	97,500	46,582
Liberty Tree Mall	10/11/13	5.22%	Fixed	Secured	35,000	17,198
European Retail Enterprises—						
Variable Components	02/23/14	4.02%	Variable	Secured(16)	218,507	70,513
Northshore Mall	03/11/14	5.03%	Fixed	Secured	210,000	103,189
Quaker Bridge Mall	04/01/16	7.03%	Fixed	Secured	23,715	9,381
King of Prussia Mall—1	01/01/17	7.49%	Fixed	Secured	188,509	24,236
King of Prussia Mall—2	01/01/17	8.53%	Fixed	Secured	12,977	1,668

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

<u>Property Name</u>	<u>Maturity Date</u>	<u>Interest Rate (1)</u>	<u>Interest Rate Type</u>	<u>Secured or Unsecured</u>	<u>Total Indebtedness</u>	<u>The Company's Share of Indebtedness</u>
Total Joint Venture Indebtedness at Face Value		<u>5.74%</u>			<u>6,461,215</u>	<u>2,728,940</u>
Premium on JV Fixed-Rate Indebtedness					6,256	3,128
Discount on JV Fixed-Rate Indebtedness					(4,605)	(2,263)
Total Joint Venture Indebtedness					<u>6,462,866</u>	<u>2,729,805</u>
The Company's Share of Total Indebtedness		<u>5.76%</u>				<u>13,570,555</u>

(Footnotes on following page)

SIMON PROPERTY GROUP
Summary of Indebtedness by Maturity
As of June 30, 2004
(In thousands)

(Footnotes for preceeding pages)

Footnotes:

- (1) Variable rate debt interest rates are based on the following base rates as of June 30, 2004: LIBOR at 1.37%; EURIBOR at 2.08%.
- (2) Includes applicable extensions available at Company's option.
- (3) These three Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (4) These three Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (5) These Commercial Mortgage Notes are secured by cross-collateralized mortgages encumbering thirteen of the Properties (Eastland Mall, Southern Hills Mall, Lindale Mall, Southridge Mall, Granite Run Mall, Lake Square Mall, Northpark Mall, Southpark Mall, Valley Mall, Mesa Mall, Empire Mall, Empire East Mall and Rushmore Mall). A weighted average rate is used.
- (6) These three Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (7) These four Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (8) These four Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (9) These eleven Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (10) These three Properties are secured by cross-collateralized and cross-defaulted mortgages.
- (11) Simultaneous with the issuance of this loan, the Company entered into a \$70 million notional amount variable rate swap agreement which is designated as a hedge against this loan. As of June 30, 2004, after including the impacts of this swap, the terms of the loan are effectively \$150 million fixed at 3.60% and \$70 million variable rate at 1.36%.
- (12) Amounts shown in USD Equivalent. Euro equivalent is 195.0 million.
- (13) Amounts shown in USD Equivalent. Euro equivalent is 61.6 million.
- (14) Amounts shown in USD Equivalent. Euro equivalent is 504.4 million.
- (15) Amounts shown in USD Equivalent. Canadian Dollar equivalent is 56.0 million.
- (16) Amounts shown in USD Equivalent. Euro equivalent is 180.8 million.

SIMON PROPERTY GROUP
Unencumbered Assets
As of June 30, 2004

<u>Property Name</u>	<u>City</u>	<u>State</u>
<i>Regional Malls:</i>		
University Mall	Little Rock	AR
Southgate Mall	Yuma	AZ
Brea Mall	Brea	CA
Laguna Hills Mall	Laguna Hills	CA
Santa Rosa Plaza	Santa Rosa	CA
Shops at Mission Viejo, The	Mission Viejo	CA
Westminster Mall	Westminster	CA
Aurora Mall	Aurora	CO
Boynton Beach Mall	Boynton Beach	FL
Cordova Mall	Pensacola	FL
Edison Mall	Fort Meyers	FL
Orange Park Mall	Orange Park	FL
Town Center at Boca Raton	Boca Raton	FL
Tyrone Square	St. Petersburg	FL
University Mall	Pensacola	FL
Lenox Square	Atlanta	GA
Phipps Plaza	Atlanta	GA
Alton Square	Alton	IL
Chicago Premium Outlets	Chicago	IL
Lincolnwood Town Center	Lincolnwood	IL
Northwoods Shopping Center	Peoria	IL
Orland Square	Orland Park	IL
River Oaks Center	Calumet City	IL
Castleton Square Mall	Indianapolis	IN
Lafayette Square	Indianapolis	IN
Muncie Mall	Muncie	IN
Prien Lake Mall	Lake Charles	LA
Burlington Mall	Burlington	MA
South Shore Plaza	Braintree	MA
St. Charles Towne Center	Waldorf	MD
Maplewood Mall	Minneapolis	MN

<u>Property Name</u>	<u>City</u>	<u>State</u>
Miller Hill Mall	Duluth	MN
Independence Center	Independence	MO
SouthPark Mall	Charlotte	NC
Pheasant Lane	Nashua	NH
Livingston Mall	Livingston	NJ
Menlo Park Mall	Edison	NJ
Ocean County Mall	Toms River	NJ
Rockaway Townsquare	Rockaway	NJ
Cottonwood Mall	Albuquerque	NM
Las Vegas Premium Outlets	Las Vegas	NV
Chautauqua Mall	Lakewood	NY
Nanuet Mall	Nanuet	NY
Jefferson Valley Mall	Yorktown Heights	NY
Roosevelt Field	Garden City	NY
Walt Whitman Mall	Huntington Station	NY
Great Lakes Mall	Mentor	OH
Lima Mall	Lima	OH
Southern Park Mall	Boardman	OH
Summit Mall	Akron	OH
Woodville Mall	Northwood	OH
Eastland Mall	Tulsa	OK
Heritage Park Mall	Midwest City	OK
Ross Park Mall	Pittsburgh	PA
South Hills Village	Pittsburgh	PA
Haywood Mall	Greenville	SC
Oak Court Mall	Memphis	TN
Barton Creek Square	Austin	TX
Broadway Square	Tyler	TX
Irving Mall	Irving	TX
La Plaza Mall	McAllen	TX
Richardson Square Mall	Richardson	TX

<u>Property Name</u>	<u>City</u>	<u>State</u>
Rolling Oaks Mall	San Antonio	TX
Shops at North East Mall	Hurst	TX
Charlottesville Fashion Square	Charlottesville	VA
Virginia Center Commons	Glen Allen	VA
Columbia Center	Kennewick	WA
Northgate Mall	Seattle	WA
Bay Park Square	Green Bay	WI
<i>Community Centers:</i>		
Bridgeview Court	Bridgeview	IL
Countryside Plaza	Countryside	IL
Lake Plaza	Waukegan	IL
North Ridge Plaza	Joliet	IL
Brightwood Plaza	Indianapolis	IN
Greenwood Plus	Greenwood	IN
Griffith Park Plaza	Griffith	IN
Markland Plaza	Kokomo	IN
New Castle Plaza	New Castle	IN
Northwood Plaza	Fort Wayne	IN
Teal Plaza	Lafayette	IN
Tippecanoe Plaza	Lafayette	IN
University Center	Mishawaka	IN
Wabash Village	West Lafayette	IN
Washington Plaza	Indianapolis	IN
Park Plaza	Hopkinsville	KY
Rockaway Convenience Center	Rockaway	NJ
Great Lakes Plaza	Mentor	OH
Lima Center	Lima	OH
Northland Plaza	Columbus	OH
Eastland Plaza	Tulsa	OK
Lincoln Plaza	Langhorne	PA
Charles Towne Square	Charleston	SC

<u>Property Name</u>	<u>City</u>	<u>State</u>
Knoxville Commons	Knoxville	TN
The Arboretum	Austin	TX
Celina Plaza	El Paso	TX
Ingram Plaza	San Antonio	TX
Martinsville Plaza	Martinsville	VA
<i>Office:</i>		
O'Hare International Center	Rosemont	IL

SIMON PROPERTY GROUP
Preferred Stock/Units Outstanding
As of June 30, 2004
(\$ in 000's, except per share amounts)

<u>Issuer</u>	<u>Description</u>	<u>Number of Shares/Units</u>	<u>Per Share Liquidation Preference</u>	<u>Aggregate Liquidation Preference</u>	<u>Ticker Symbol</u>
Perpetual					
Simon Property Group, Inc.	Series E Preferred 8% Cumulative Redeemable(1)	1,000,000	\$ 25	\$ 25,000	N/A
Simon Property Group, Inc.	Series F Preferred 8¾% Perpetual(2)	8,000,000	\$ 25	\$200,000	SPGPrF
Simon Property Group, Inc.	Series G Preferred 7.89% Perpetual(3)	3,000,000	\$ 50	\$150,000	SPGPrG
Preferred Units:					
Simon Property Group, L.P.	Series C 7% Cumulative Convertible Preferred(4)	2,600,895	\$ 28	\$ 72,825	N/A
Simon Property Group, L.P.	Series D 8% Cumulative Redeemable Preferred(5)	2,600,895	\$ 30	\$ 78,027	N/A
Simon Property Group, L.P.	7.50% Cumulative Redeemable Preferred(6)	251,096	\$100	\$ 25,110	N/A
Simon Property Group, L.P.	7.75%/8.00% Cumulative Redeemable Preferred	822,588	\$100	\$ 82,259	N/A

-
- (1) The shares are not redeemable prior to August 27, 2004.
 - (2) The shares are redeemable on or after September 29, 2006. The shares are not convertible into any other securities of the Company. The shares are traded on the New York Stock Exchange. The closing price on June 30, 2004, was \$26.20 per share.
 - (3) The Cumulative Step-Up Premium Rate Preferred Stock was issued at 7.89%. The shares are redeemable after September 30, 2007. Beginning October 1, 2012, the rate increases to 9.89%. The shares are not convertible into any other securities of the Company. The shares are traded on the New York Stock Exchange. The closing price on June 30, 2004 was \$52.50 per share.
 - (4) Each unit/share is convertible into 0.75676 shares of common stock on or after August 27, 2004 if certain conditions are met. Each unit/share is not redeemable prior to August 27, 2009.
 - (5) Each unit/share is not redeemable prior to August 27, 2009.
 - (6) Each unit/share is not redeemable prior to November 10, 2006.

SIMON™

CONTACTS:

Shelly Doran 317.685.7330 Investors
Les Morris 317.263.7711 Media

FOR IMMEDIATE RELEASE**SIMON PROPERTY GROUP ANNOUNCES SECOND QUARTER RESULTS
AND DECLARES QUARTERLY DIVIDENDS**

Indianapolis, Indiana—July 28, 2004...Simon Property Group, Inc. (the “Company”) (NYSE:SPG) today announced results for the quarter and six months ended June 30, 2004:

- Diluted funds from operations (“FFO”) of the Simon portfolio for the quarter increased 5.5% to \$268.5 million from \$254.5 million in 2003. On a per share basis the increase was 5.2% to \$1.01 per share from \$0.96 per share in the second quarter of 2003. Diluted FFO of the Simon portfolio for the six months increased 7.3% to \$522.8 million from \$487.3 million in 2003. On a per share basis the increase was 6.5% to \$1.97 per share from \$1.85 per share in 2003.
- Net income available to common shareholders for the quarter increased 40.6% to \$70.7 million from \$50.3 million in 2003. On a diluted per share basis the increase was 30.8% to \$0.34 per share from \$0.26 per share in the second quarter of 2003. Net income available to common shareholders for the six months increased 13.0% to \$119.1 million from \$105.4 million in 2003. On a diluted per share basis the increase was 3.6% to \$0.58 per share from \$0.56 per share in 2003.

The Company considers FFO a key measure of its operating performance that is not specifically defined by accounting principles generally accepted in the United States (“GAAP”). The Company believes that FFO is helpful to investors because it is a widely recognized measure of the performance of real estate investment trusts and provides a relevant basis for comparison among REITs. A reconciliation of net income to FFO is provided in the financial statement section of this press release.

Comparable retail sales per square foot increased 6.6%, to \$419 at June 30, 2004 as compared to \$393 at June 30, 2003, while total retail sales per square foot increased 6.7%, to \$414 at June 30, 2004 as compared to \$388 at June 30, 2003. Average base rents for mall and freestanding stores in the regional mall portfolio were \$32.92 per square foot at June 30, 2004, an increase of \$1.45 or 4.6%, from June 30, 2003. The average initial base rent for new mall store leases signed during the first six months of 2004 was \$38.98, an increase of \$6.18 or 18.8% over the tenants who closed or whose leases expired. Occupancy for mall and freestanding stores in the regional malls at June 30, 2004 was 91.3%, as compared to 91.6% at June 30, 2003.

“During the second quarter we continued to demonstrate the ability to grow our business in multiple ways,” said David Simon, Chief Executive Officer. “We completed acquisitions of interests in four retail assets and announced our strategic transaction with Chelsea Property Group. We opened one new development project, broke ground on another, and now have six projects under construction. Our core portfolio continues to perform well as evidenced by healthy increases in retail sales and re-leasing spreads.”

Dividends

Today the Company announced a common stock dividend of \$0.65 per share to be paid on August 31, 2004 to shareholders of record on August 17, 2004.

The Company also declared dividends on its two public issues of preferred stock, payable on September 30, 2004 to shareholders of record on September 16, 2004:

- Simon Property Group, Inc. 8.75% Series F Cumulative Redeemable Preferred Stock (NYSE:SPGPrF)—\$0.546875 per share.
- Simon Property Group, Inc. 7.89% Series G Cumulative Preferred Stock (NYSE:SPGPrG)—\$0.98625 per share.

Chelsea Property Group Acquisition

On June 21, 2004 the Company announced that it had signed a definitive merger agreement to acquire all of the outstanding common stock of Chelsea Property Group, Inc. (“Chelsea”) (NYSE: CPG) and its operating partnership subsidiary in a transaction valued at approximately \$3.5 billion. The Company will also assume Chelsea’s existing indebtedness and preferred stock, which totaled approximately \$1.3 billion as of March 31, 2004. Chelsea has interests in 60 premium outlet and other shopping centers containing 16.7 million square feet of gross leasable area in 31 states and Japan. The transaction is subject to approval by Chelsea’s shareholders, as well as customary closing conditions, and is expected to close during the fourth quarter of 2004.

Development Activities

In May of 2004, Chicago Premium Outlets, a 50/50 joint venture with Chelsea Property Group, opened in Aurora, Illinois. Located approximately 35 miles west of downtown Chicago on Interstate 88 (also known as the East-West Tollway), this upscale manufacturers’ outlet shopping center comprises 438,000 square feet and features tenants such as Giorgio Armani, Polo Ralph Lauren, Brooks Brothers Factory Store, Elie Tahari, Kate Spade, Kenneth Cole and Versace Company Store. The center is 98% leased, and traffic and sales have exceeded initial expectations. Gross costs of the project are approximately \$90 million and the center is expected to yield a stabilized rate of return of 16%.

The Company has six new development projects currently under construction:

- Clay Terrace is a 570,000 square foot upscale center located at the southwest corner of U.S. 31 and 146th Street, approximately fifteen miles north of downtown Indianapolis, Indiana. Clay Terrace is an open-air, mixed-use shopping center project, incorporating a mix of anchor stores, specialty retail stores, unique restaurants and Class A office space. Clay Terrace tenants will include Dick's Sporting Goods, Wild Oats, Circuit City, and Designer Shoe Warehouse. The Company owns the project in a 50/50 joint venture with Indianapolis-based Lauth Property Group. Gross costs are expected to approximate \$108 million and the project is scheduled to open in October of 2004.
- St. Johns Town Center, a 1.5 million square foot open-air retail project, is under construction in Jacksonville, Florida. The project will be comprised of a village component with a mainstreet design, a community center, and an integrated multifamily, condominium and hotel component. The village will be anchored by Dillard's, Barnes & Noble and Dick's Sporting Goods. Target, Ross Dress for Less, Designer Shoe Warehouse, Staples, Old Navy, JoAnn Fabrics, PetsMart and Pier One will anchor the community center. Restaurants will include The Cheesecake Factory, Maggiano's, and P.F. Chang's. Simon is developing the project in conjunction with joint venture partner Ben Carter Properties. The Company will own 85% of this project until certain financial hurdles are met, at which time ownership will be 50/50. Gross costs are expected to approximate \$158 million and the project is scheduled to open in March of 2005.
- Wolf Ranch is a 670,000 square foot retail shopping complex located at the southwest corner of I-35 and State Road 29 in Georgetown, Texas. It will be an open-air, mixed-use shopping center containing a mix of anchor stores, specialty retail stores and unique restaurants. Wolf Ranch will be anchored by Target and Kohl's and contain eight junior anchors including Linens 'n Things, Office Depot, Best Buy, T.J. Maxx, Michaels and PetsMart. Gross costs are expected to approximate \$98 million, and the project is scheduled to open in July of 2005. The Company owns 100% of this asset.
- Firewheel Town Center is a 785,000 square foot open-air regional shopping center located at the intersection of State Road 190 and President George Bush Expressway and State Road 78 in Garland, Texas. The project will feature Foley's, Dillard's, AMC Theaters, Barnes & Noble, Circuit City, Linens 'n Things, Old Navy and Pier One. The project will contain approximately 245,000 square feet of small shop space, four sit-down restaurants, plus 75,000 square feet of second level office space. Gross costs are expected to approximate \$132 million, and the project is scheduled to open in October of 2005. The Company owns 100% of this asset.
- Rockaway Plaza is a 250,000 square foot community center featuring Dick's Sporting Goods, Target, Lowes Cineplex and PetsMart located in Rockaway, New Jersey, adjacent to the Company's Rockaway Townsquare. Gross costs are expected to approximate \$39 million and the project is scheduled to open in the fourth quarter of 2005.

- The Town Center at Coconut Point is an open-air, mixed-use mainstreet regional shopping center that is part of a 482 acre master planned community named Coconut Point located in Estero/Bonita Springs, Florida. The Town Center at Coconut Point will contain approximately 1.2 million square feet of retail space, 45,000 square feet of office condominiums and 325 condominium units. The Town Center at Coconut Point's retail space will be comprised of three components. The village will be a mainstreet design anchored by Dillard's, Muvico Theatres, Barnes & Noble and four restaurants. The community center will be anchored by Bed Bath & Beyond, Best Buy, Designer Shoe Warehouse, Office Max, Old Navy, PetsMart, Pier One, Ross Dress for Less and Sports Authority. On July 21st, the Company announced that Sears Grand will also anchor the community center in a 180,000 square-foot store. Connecting the village and the community center will be the third component, a unique and exciting concept called The Lakefront, which will contain entertainment, casual and sit-down dining and shops. Gross costs are expected to approximate \$225 million and the project is scheduled to open in phases between October 2005 and September 2006. The Company owns the project in a 50/50 joint venture with Dillard's, Inc.

The Company's most significant expansion and redevelopment projects underway are the redevelopment of SouthPark Mall in Charlotte, North Carolina and Aurora Mall in Aurora (Denver), Colorado, and the expansion of The Forum Shops at Caesars. Phase II of the redevelopment of SouthPark is under construction which will add Galyan's (opening in October of 2004), Joseph Beth Booksellers, a food court and two restaurants. Expected gross costs for phase II of SouthPark's redevelopment are \$39 million. On Monday, the Company announced that Neiman Marcus will be added to SouthPark in 2006. The Aurora Mall redevelopment will consolidate Foley's two locations into one state-of-the-art store, add Dillard's and a new food court and include a complete mall renovation. Expected gross costs for the redevelopment of Aurora Mall are \$62 million. The project will open in phases: Foley's and the renovation in August of 2005, with Dillard's opening in September of 2006. The phase III expansion of Forum Shops will open in October of 2004, adding 175,000 square feet of unique luxury designers, restaurants, and one-of-a kind retailers. Expected gross costs for phase III of Forum Shops are \$139 million.

Acquisitions

On April 1, 2004, the Company increased its ownership in The Mall of Georgia Crossing from 50% to 100% for approximately \$26 million. This 441,000 square foot community center is located adjacent to the Company's Mall of Georgia in Mill Creek, Georgia.

On April 27, 2004, the California Public Employees' Retirement System ("CalPERS") and the State of Michigan Treasury ("Michigan") sold their interests in Bangor Mall located in Bangor, Maine (50% interest) and Montgomery Mall located in Montgomeryville, Pennsylvania (57.31% interest) to their existing partners. In connection with these transactions, Simon Property Group's interest in Bangor Mall increased to 67.6% from 32.6% and its interest in Montgomery Mall increased to 54.4% from 23.1%. The Company's cost to acquire these additional ownership interests was approximately \$67 million.

Bangor Mall comprises 655,000 square feet and is anchored by Filene's, JCPenney and Sears, with Dick's Sporting Goods under construction and scheduled to open in November of 2004. Bangor Mall generates sales of approximately \$370 per square foot, was 91% leased at December 31, 2003, and is the only mall in the city of Bangor. Montgomery Mall is a 1.1 million square foot center in suburban Philadelphia and is anchored by JCPenney, Macy's, Sears and Strawbridge's. Montgomery Mall generates sales of approximately \$360 per square foot and was 92% leased at December 31, 2003.

On May 4, 2004, the Company completed the purchase of a 100% interest in Plaza Carolina in San Juan, Puerto Rico for approximately \$309 million from a partnership owned 50% by CalPERS and 50% by Michigan. Plaza Carolina is the premier shopping destination in the entire northeast sector of Puerto Rico. Located in Carolina, southeast of San Juan, Plaza Carolina is comprised of 1.1 million square feet and is anchored by JCPenney, Sears, a supermarket, a movie theater and four junior anchors. Specialty shop retailers include Limited Too, PacSun, d.e.m.o., Claire's Boutique, Casa Febus, GAP, Rave, Charlotte Russe, Zales Jewelers, World Footlocker, Old Navy and Champs Sports. Built in 1978, Plaza Carolina generates total annual sales of approximately \$275 million and sales per square foot of over \$450. The center has maintained a 98% average historical occupancy rate over the last five years.

Together, these acquisitions are expected to generate a yield of 8% on an unlevered basis over the next 12 months.

Dispositions

Three real estate asset dispositions are reflected in second quarter results. On April 7th the Company sold its interest in the New York Times Square Westin Hotel. On April 8th the Company and its joint venture partner sold The Yards Plaza, a community center in Chicago, Illinois. On June 15th the Company sold Hutchinson Mall, a regional mall in Hutchinson, Kansas. Gross proceeds from these sales were approximately \$52 million and the Company's share of gains (before taxes) aggregated \$11.9 million.

2004 Guidance

The Company raised its 2004 earnings guidance today. Diluted net income per share is expected to be within a range of \$1.64 to \$1.68 and diluted FFO per share is expected to be within a range of \$4.31 to \$4.35. This guidance does not take into account any potential 2004 impact from the acquisition of Chelsea Property Group. The following table provides the reconciliation of estimated diluted net income per share to diluted FFO per share.

For the twelve months ended December 31, 2004

	<u>Low Range</u>	<u>High Range</u>
Estimated diluted net income per share	\$ 1.64	\$ 1.68
Depreciation and amortization including our share of joint ventures	2.68	2.68
(Gain)/Loss on sales of real estate and discontinued operations	0.00	0.00
Impact of additional dilutive securities for FFO per share	<u>(0.01)</u>	<u>(0.01)</u>
Estimated diluted FFO per share	<u>\$ 4.31</u>	<u>\$ 4.35</u>

Forward-Looking Statements

Estimates of future net income per share and FFO and other statements regarding future developments and operations are forward-looking statements within the meaning of the federal securities laws. Although the Company believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained, and it is possible that our actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Those risks and uncertainties include, but are not limited to, the national, regional and local economic climate, competitive market forces, changes in market rental rates, trends in the retail industry, the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise, acquisitions and changes in market rates of interest or foreign currency. The reader is directed to the Company's various filings with the Securities and Exchange Commission, including quarterly reports on Form 10-Q, reports on Form 8-K and annual reports on Form 10-K for a discussion of such risks and uncertainties.

Conference Call

The Company will provide an online simulcast of its quarterly conference call at www.simon.com (in the About Simon section), www.companyboardroom.com, and www.streetevents.com. To listen to the live call, please go to any of these websites at least fifteen minutes prior to the call to register, download and install any necessary audio software. The call will begin at 12:00 p.m. Eastern Daylight Time (New York) tomorrow, July 29th. An online replay will be available for approximately 90 days at www.simon.com.

Supplemental Materials

The Company will publish a supplemental information package which will be available at www.simon.com in the Investor Relations section, Other Financial Reports tab. It will also be furnished to the SEC as part of a Form 8-K. If you wish to receive a copy via mail, please call 800-461-3439.

Simon Property Group, Inc. (NYSE:SPG), headquartered in Indianapolis, Indiana, is a real estate investment trust engaged in the ownership, development and management of income-producing properties, primarily regional malls and community shopping centers. Through its subsidiary partnerships, it currently owns or has an interest in 246 properties in North America containing an aggregate of 192 million square feet of gross leasable area in 37 states plus Canada and Puerto Rico. The Company also holds interests in 48 assets in Europe (in France, Italy, Poland and Portugal). Additional Simon Property Group information is available at www.simon.com.

SIMON
Statements of Operations
Unaudited
(In thousands, except as noted)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
REVENUE:				
Minimum rent	\$362,008	\$330,997	\$ 716,906	\$ 657,676
Overage rent	8,549	6,884	18,030	14,902
Tenant reimbursements	178,073	166,858	351,868	326,174
Management fees and other revenue	18,490	21,274	36,403	40,100
Other income	34,463	30,214	61,677	51,180
Total revenue	601,583	556,227	1,184,884	1,090,032
EXPENSES:				
Property operating	86,574	81,169	171,433	158,561
Depreciation and amortization	145,513	122,831	283,607	243,535
Real estate taxes	60,407	57,743	120,620	109,389
Repairs and maintenance	20,388	20,352	42,822	42,613
Advertising and promotion	12,758	12,245	25,384	23,688
Provision for credit losses	3,306	4,059	6,738	8,401
Home and regional office costs	21,267	20,130	42,232	38,883
General and administrative	3,460	4,030	7,023	7,073
Other	7,709	6,018	16,602	11,972
Total operating expenses	361,382	328,577	716,461	644,115
OPERATING INCOME	240,201	227,650	468,423	445,917
Interest expense	156,946	151,261	310,332	302,458
Income before minority interest	83,255	76,389	158,091	143,459
Minority interest	(3,820)	(586)	(4,681)	(2,419)
Gain (Loss) on sales of assets and other, net	11,619 (A)	0	(1,881) (B)	23
Income tax expense of taxable REIT subsidiaries	(6,632) (A)	(2,064)	(8,642)	(4,027)
Income before unconsolidated entities	84,422	73,739	142,887	137,036
Income from other unconsolidated entities	19,836	25,594	36,908	46,974
Income from continuing operations	104,258	99,333	179,795	184,010
Results of operations from discontinued operations	(809)	1,499	(770)	4,888
Gain (loss) on disposal or sale of discontinued operations, net	197	(17,010)	288	(12,758)
Income before allocation to limited partners	103,646	83,822	179,313	176,140
LESS:				
Limited partners' interest in the Operating Partnership	20,201	15,012	34,776	33,673
Preferred distributions of the Operating Partnership	4,900	2,835	9,805	5,670
NET INCOME	78,545	65,975	134,732	136,797
Preferred dividends	(7,834)	(15,683)	(15,670)	(31,365)
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 70,711	\$ 50,292	\$ 119,062	\$ 105,432

SIMON
Per Share Data and Selected Mall Operating Statistics
Unaudited

	<u>Three Months</u> <u>Ended June 30,</u>		<u>Six Months</u> <u>Ended June 30,</u>	
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>
PER SHARE DATA:				
Basic Earnings Per Common Share:				
Income from continuing operations	\$0.34	\$ 0.33	\$0.58	\$ 0.59
Discontinued operations—results of operations and gain on disposal or sale, net	<u>0.00</u>	<u>(0.06)</u>	<u>0.00</u>	<u>(0.03)</u>
Net income available to common shareholders	<u>\$0.34</u>	<u>\$ 0.27</u>	<u>\$0.58</u>	<u>\$ 0.56</u>
Percentage Change	25.9%		3.6%	
Diluted Earnings Per Common Share:				
Income from continuing operations	\$0.34	\$ 0.32	\$0.58	\$ 0.59
Discontinued operations—results of operations and gain on disposal or sale, net	<u>0.00</u>	<u>(0.06)</u>	<u>0.00</u>	<u>(0.03)</u>
Net Income available to common shareholders	<u>\$0.34</u>	<u>\$ 0.26</u>	<u>\$0.58</u>	<u>\$ 0.56</u>
Percentage Change	30.8%		3.6%	

SELECTED U.S. REGIONAL MALL OPERATING STATISTICS

	<u>June 30,</u> <u>2004</u>	<u>June 30,</u> <u>2003</u>
Occupancy(C)		
Consolidated Assets	90.9%	91.1%
Unconsolidated Assets	91.8%	92.4%
Total Portfolio	91.3%	91.6%
Average rent per square foot(C)		
Consolidated Assets	\$32.01	\$30.23
Unconsolidated Assets	\$34.38	\$33.49
Total Portfolio	\$32.92	\$31.47
Comparable sales per square foot(D)		
Consolidated Assets	\$ 404	\$ 376
Unconsolidated Assets	\$ 448	\$ 425
Total Portfolio	\$ 419	\$ 393
Total sales per square foot(D)		
Consolidated Assets	\$ 399	\$ 371
Unconsolidated Assets	\$ 442	\$ 419
Total Portfolio	\$ 414	\$ 388

SIMON
Reconciliation of Net Income to FFO(E)
Unaudited
(In thousands, except as noted)

The Company considers FFO a key measure of its operating performance that is not specifically defined by GAAP. The Company believes that FFO is helpful to investors because it is a widely recognized measure of the performance of REITs and it provides a relevant basis for comparison among REITs. The Company also uses this measure internally to measure the operating performance of the portfolio.

	<u>Three Months Ended</u> <u>June 30,</u>		<u>Six Months Ended</u> <u>June 30,</u>	
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>
Net Income(F)(G)(H)	\$ 78,545	\$ 65,975	\$ 134,732	\$ 136,797
Plus: Limited partners' interest in the Operating Partnership and preferred distributions of the Operating Partnership	25,101	17,847	44,581	39,343
Plus: Depreciation and amortization from consolidated properties and discontinued operations	143,547	125,852	279,798	247,929
Plus: Simon's share of depreciation and amortization from unconsolidated entities	42,140	37,829	83,632	72,502
Plus: (Gain)/loss on sales of real estate and discontinued operations	(11,816)	17,010	1,593	12,735
Plus: Tax provision related to gain on sale	4,415 (A)	0	4,415	0
Less: Minority interest portion of depreciation and amortization . .	(1,938)	(632)	(3,019)	(1,966)
Less: Preferred distributions and dividends	(12,734)	(18,518)	(25,475)	(37,035)
FFO of the Simon Portfolio	<u>\$267,260</u>	<u>\$245,363</u>	<u>\$ 520,257</u>	<u>\$ 470,305</u>
<i>Per Share Reconciliation:</i>				
Diluted net income per share	\$ 0.34	\$ 0.26	\$ 0.58	\$ 0.56
Plus: Depreciation and amortization from consolidated properties and the Company's share of depreciation and amortization from unconsolidated affiliates, net of minority interest portion of depreciation and amortization	0.70	0.65	1.36	1.27
Plus: (Gain)/loss on sales of real estate and discontinued operations	(0.04)	0.07	0.01	0.05
Plus: Tax provision related to gain on sale	0.02 (A)	0.00	0.02	0.00
Less: Impact of additional dilutive securities for FFO per share . .	(0.01)	(0.02)	(0.00)	(0.03)
Diluted FFO per share	<u>\$ 1.01</u>	<u>\$ 0.96</u>	<u>\$ 1.97</u>	<u>\$ 1.85</u>
<i>Details for per share calculations:</i>				
FFO of the Simon Portfolio	\$267,260	\$245,363	\$ 520,257	\$ 470,305
Adjustments for dilution calculation:				
Impact of Series B and C preferred stock conversion & option exercise(I)	1,275	9,123	2,549	16,972
Diluted FFO of the Simon Portfolio	<u>268,535</u>	<u>254,486</u>	<u>522,806</u>	<u>487,277</u>
FFO Allocable to the LP Unitholders	(58,283)	(57,587)	(116,401)	(113,026)
Diluted FFO allocable to Common Shareholders	<u>\$210,252</u>	<u>\$196,899</u>	<u>\$ 406,405</u>	<u>\$ 374,251</u>
Basic weighted average shares outstanding	205,553	189,037	203,901	188,077
Adjustments for dilution calculation:				
Effect of stock options	808	790	888	712
Impact of Series B preferred 6.5% convertible stock	0	12,491	0	12,491
Impact of Series C cumulative preferred 7% convertible units	1,968	1,968	1,968	990
Diluted weighted average shares outstanding	<u>208,329</u>	<u>204,286</u>	<u>206,757</u>	<u>202,270</u>
Weighted average limited partnership units outstanding	57,605	60,746	59,096	61,575
Diluted weighted average shares and units outstanding	<u>265,934</u>	<u>265,032</u>	<u>265,853</u>	<u>263,845</u>
Basic FFO per share	\$ 1.01	\$ 0.99	\$ 1.98	\$ 1.89
Percent Increase	2.0%		4.8%	
Diluted FFO per share	\$ 1.01	\$ 0.96	\$ 1.97	\$ 1.85
Percent Increase	5.2%		6.5%	

SIMON
Balance Sheets
Unaudited
(In thousands, except as noted)

	<u>June 30, 2004</u>	<u>December 31, 2003</u>
ASSETS:		
Investment properties, at cost	\$16,021,671	\$14,971,823
Less—accumulated depreciation	<u>2,855,549</u>	<u>2,556,578</u>
	13,166,122	12,415,245
Cash and cash equivalents	519,070	535,623
Tenant receivables and accrued revenue, net	285,756	305,200
Investment in unconsolidated entities, at equity	1,641,205	1,811,773
Deferred costs, other assets, and minority interest, net	<u>651,957</u>	<u>616,880</u>
Total assets	<u>\$16,264,110</u>	<u>\$15,684,721</u>
LIABILITIES:		
Mortgages and other indebtedness	\$11,051,380	\$10,266,388
Accounts payable, accrued expenses and deferred revenue	674,106	667,610
Cash distributions and losses in partnerships and joint ventures, at equity	24,532	14,412
Other liabilities, minority interest and accrued dividends	<u>232,011</u>	<u>280,414</u>
Total liabilities	<u>11,982,029</u>	<u>11,228,824</u>
COMMITMENTS AND CONTINGENCIES		
LIMITED PARTNERS' INTEREST IN THE OPERATING PARTNERSHIP	774,697	859,050
LIMITED PARTNERS' PREFERRED INTEREST IN THE OPERATING PARTNERSHIP	258,220	258,220
SHAREHOLDERS' EQUITY		
CAPITAL STOCK OF SIMON PROPERTY GROUP, INC. (750,000,000 total shares authorized, \$.0001 par value, 237,996,000 shares of excess common stock):		
All series of preferred stock, 100,000,000 shares authorized, 12,000,000 and 12,078,012 issued and outstanding, respectively. Liquidation values \$375,000 and \$376,950, respectively.	365,771	367,483
Common stock, \$.0001 par value, 400,000,000 shares authorized, 208,131,505 and 200,876,552 issued and outstanding, respectively . . .	21	20
Class B common stock, \$.0001 par value, 12,000,000 shares authorized, 8,000 and 3,200,000 issued and outstanding, respectively	—	1
Class C common stock, \$.0001 par value, 4,000 shares authorized, issued and outstanding	—	—
Capital in excess of par value	4,189,362	4,121,332
Accumulated deficit	(1,243,556)	(1,097,317)
Accumulated other comprehensive income	18,141	12,586
Unamortized restricted stock award	(28,057)	(12,960)
Common stock held in treasury at cost, 2,098,555 shares	<u>(52,518)</u>	<u>(52,518)</u>
Total shareholders' equity	<u>3,249,164</u>	<u>3,338,627</u>
	<u>\$16,264,110</u>	<u>\$15,684,721</u>

SIMON
Joint Venture Statements of Operations
Unaudited
(In thousands, except as noted)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
REVENUE:				
Minimum rent	\$251,224	\$212,645	\$504,987	\$418,131
Overage rent	3,890	3,493	9,477	8,756
Tenant reimbursements	134,144	107,199	263,437	212,975
Other income	27,248	37,672	48,419	64,996
Total revenue	416,506	361,009	826,320	704,858
EXPENSES:				
Property operating	76,563	58,235	154,937	113,305
Depreciation and amortization	76,028	62,861	152,850	122,949
Real estate taxes	36,126	33,239	74,294	68,161
Repairs and maintenance	19,598	19,370	39,088	37,999
Advertising and promotion	11,346	8,760	21,348	16,906
Provision for credit losses	2,508	3,284	5,067	6,036
Other	21,882	18,708	43,975	35,792
Total operating expenses	244,051	204,457	491,559	401,148
OPERATING INCOME	172,455	156,552	334,761	303,710
Interest expense	96,006	87,109	192,669	172,561
Income Before Minority Interest and Unconsolidated				
Entities	76,449	69,443	142,092	131,149
(Loss)/income from unconsolidated entities	(1,612)	1,896	(2,301)	4,190
Minority interest	0	(269)	0	(361)
Income from Continuing Operations	74,837	71,070	139,791	134,978
(Loss)/income from discontinued joint venture interests(J)	(800)	408	(9,493)	2,664
Gain on disposal or sale of discontinued operations	4,704	0	4,704	0
NET INCOME	\$ 78,741	\$ 71,478	\$135,002	\$137,642
Third-party investors' share of Net Income	\$ 52,831	\$ 38,537	\$ 85,851	\$ 77,859
Our share of Net Income	25,910	32,941	49,151	59,783
Amortization of Excess Investment	6,074	7,347	12,243	12,809
Income from Unconsolidated Joint Ventures	\$ 19,836	\$ 25,594	\$ 36,908	\$ 46,974

SIMON
Joint Venture Balance Sheets
Unaudited
(In thousands, except as noted)

	<u>June 30,</u> <u>2004</u>	<u>December 31,</u> <u>2003</u>
ASSETS:		
Investment properties, at cost	\$ 9,945,530	\$10,239,929
Less—accumulated depreciation	<u>1,823,968</u>	<u>1,798,564</u>
	8,121,562	8,441,365
Cash and cash equivalents	277,339	308,781
Tenant receivables	199,466	262,893
Investment in unconsolidated entities	105,459	94,853
Deferred costs and other assets	<u>203,597</u>	<u>227,485</u>
Total assets	<u>\$ 8,907,423</u>	<u>\$ 9,335,377</u>
LIABILITIES AND PARTNERS' EQUITY:		
Mortgages and other indebtedness	\$ 6,462,866	\$ 6,643,052
Accounts payable, accrued expenses and deferred revenue	290,649	310,190
Other liabilities	<u>37,555</u>	<u>74,206</u>
Total liabilities	<u>6,791,070</u>	<u>7,027,448</u>
Preferred units	152,450	152,450
Partners' equity	<u>1,963,903</u>	<u>2,155,479</u>
Total liabilities and partners' equity	<u>\$ 8,907,423</u>	<u>\$ 9,335,377</u>
Our Share of:		
Total assets	<u>\$ 3,775,791</u>	<u>\$ 3,861,497</u>
Partners' equity	\$ 902,966	\$ 885,149
Add: Excess Investment, net	<u>713,707</u>	<u>912,212</u>
Our net investment in joint ventures	<u>\$ 1,616,673</u>	<u>\$ 1,797,361</u>
Mortgages and other indebtedness	<u>\$ 2,729,805</u>	<u>\$ 2,739,630</u>

Excess Investment represents the unamortized difference of our investment over our share of the equity in the underlying net assets of the partnerships and joint ventures acquired. We generally amortize excess investment over the life of the related Properties, typically 35 years, and the amortization is included in income from unconsolidated entities.

SIMON
Footnotes to Financial Statements
Unaudited

Notes:

- (A) On April 7, 2004, the Company sold its interest in the New York Times Square Westin Hotel. SPG's share of gross proceeds was \$17 million, resulting in a net gain of \$11.6 million. The tax effect of this gain of \$4.4 million is included in Income tax expense of taxable REIT subsidiaries on the Statements of Operations.
- (B) Represents additional estimated loss recorded as a result of the Special Master's memorandum on May 3, 2004 clarifying the calculation of "net profits" that must be disgorged by the Company related to the Mall of America litigation. The Company has appealed the Court's September 10, 2003 Order and will appeal the Special Master's findings.
- (C) Includes mall and freestanding stores.
- (D) Based on the standard definition of sales for regional malls adopted by the International Council of Shopping Centers, which includes only mall and freestanding stores.
- (E) As defined by NAREIT, FFO is consolidated net income computed in accordance with GAAP, excluding real estate related depreciation and amortization, excluding gains and losses from extraordinary items, excluding gains and losses from the sales of real estate, plus the allocable portion of FFO of unconsolidated joint ventures based upon economic ownership interest, and all determined on a consistent basis in accordance with GAAP. The Company has adopted NAREIT's clarification of the definition of FFO that requires it to include the effects of nonrecurring items not classified as extraordinary, cumulative effect of accounting change or resulting from the sale of depreciable real estate. However, you should understand that FFO does not represent cash flow from operations as defined by GAAP, should not be considered as an alternative to net income determined in accordance with GAAP as a measure of operating performance, and is not an alternative to cash flows as a measure of liquidity.
- (F) Includes our share of gains on land sales of \$10.3 million and \$15.0 million for the three months ended June 30, 2004 and 2003, respectively, and \$14.6 million and \$20.8 million for the six months ended June 30, 2004 and 2003, respectively.
- (G) Includes our share of straight-line adjustments to minimum rent of \$0.8 million and \$2.2 million for the three months ended June 30, 2004 and 2003, respectively, and \$3.0 million and \$3.9 million for the six months ended June 30, 2004 and 2003, respectively.
- (H) Includes our share of the fair market value of leases from acquisitions of \$9.7 million and \$2.9 million for the three months ended June 30, 2004 and 2003, respectively, and \$17.1 million and \$4.7 million for the six months ended June 30, 2004 and 2003, respectively.
- (I) Includes dividends of Series B and C Preferred Stock allocable to the Company as well as increased allocation of FFO to the Company as a result of assumed increase in the number of common shares outstanding. The Series B shares impacted only the 2003 results as they were converted or redeemed during 2003.
- (J) Discontinued Joint Venture Interests represent those partnership interests that have been sold or consolidated. Consolidation occurs when the Company acquires an additional ownership interest in a joint venture and has, as a result, gained control of the joint venture. These interests have been separated from operational interests to present comparative results of operations for those joint ventures held as of June 30, 2004.