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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): **October 27, 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)

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**Item 2.02. Results of Operation and Financial Condition**

On October 27, 2004, the Registrant issued a press release containing information on earnings for the quarter ended September 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 18 furnished herewith in Exhibit 99.1.

The exhibits included with this filing are being furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K.

**Item 7.01. Regulation FD Disclosure**

On October 27, 2004, the Registrant made available additional ownership and operational information concerning the Registrant, Simon Property Group, L.P., and properties owned or managed as of September 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 9.01. Financial Statements and Exhibits**

Financial Statements:

**None**

Exhibits:

<u>Exhibit No.</u>	<u>Description</u>	<u>Page Number in This Filing</u>
99.1	Supplemental Information as of September 30, 2004 . . . . .	5
99.2	Earnings Release for the quarter ended September 30, 2004 . . . . .	57

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 27, 2004

SIMON PROPERTY GROUP, INC.

By:                     /s/ STEPHEN E. STERRETT                      
  Stephen E. Sterrett,  
  *Executive Vice President and*  
  *Chief Financial Officer*

## SIMON PROPERTY GROUP

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**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 September 30, 2004, the Company, directly or through the Operating Partnership, owned or had an interest in 244 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 188 million square feet of gross leasable area (GLA) in 37 states plus Puerto Rico and Canada. The Company also holds interests in 48 European shopping centers in France, Italy, Poland and Portugal.

Subsequent to quarter-end, on October 14, 2004, the Company completed its \$5.1 billion (including the assumption of debt) acquisition of Chelsea Property Group, Inc. (“Chelsea”). Chelsea common shareholders received merger consideration of \$36.00 in cash; 0.2936 of a share of Simon common stock; and 0.3000 of a share of Simon 6% Series I convertible perpetual preferred stock for each share of Chelsea common stock. At closing, shares and units were issued as follows:

- 12,978,795 shares of Simon Property Common Stock
- 4,652,232 Simon Property Group, L.P. common units
- 13,261,712 shares of Simon Property 6% Series I Convertible Perpetual Preferred Stock (liquidation value of \$50 per share)
- 4,753,794 Simon Property Group, L.P. 6% Convertible Perpetual Preferred Units (liquidation value of \$50 per unit)

Chelsea will operate as a division of SPG out of its current headquarters in Roseland, New Jersey, with David Bloom and the Chelsea management team continuing their leadership. David Bloom has been appointed as an Advisory Director of the Simon Property Group Board of Directors.

Chelsea Property Group is the leading owner, developer and manager of Premium Outlet® centers in the U.S. and Asia. Its portfolio includes 36 Premium Outlet centers (32 in the U.S. and 4 in Japan) located in major metropolitan markets such as New York, Los Angeles and Boston, and tourist destinations such as Orlando, Las Vegas and Palm Springs. The 32 domestic Premium Outlet centers are 98% occupied and generate sales per square foot of approximately \$400. Chelsea’s four Premium Outlet centers in Japan, located near Tokyo, Osaka and Fukuoka, are fully leased and generate average sales of more than \$800 per square foot.

## SIMON PROPERTY GROUP

### Overview

This package was prepared to provide (1) ownership information, (2) certain operational information, and (3) balance sheet information as of September 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

### *Reporting Calendar*

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

Fourth Quarter 2004 . . . . .	Early February 2005
First Quarter 2005 . . . . .	Late April 2005
Second Quarter 2005 . . . . .	Late July 2005

### *Stock Information*

Simon Property Group common stock and three 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
6% Series I Convertible Perpetual Preferred* . . . . .	SPGPrI

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\* (Issued as consideration in the Chelsea transaction)

## SIMON PROPERTY GROUP

### Overview

#### *Credit Ratings*

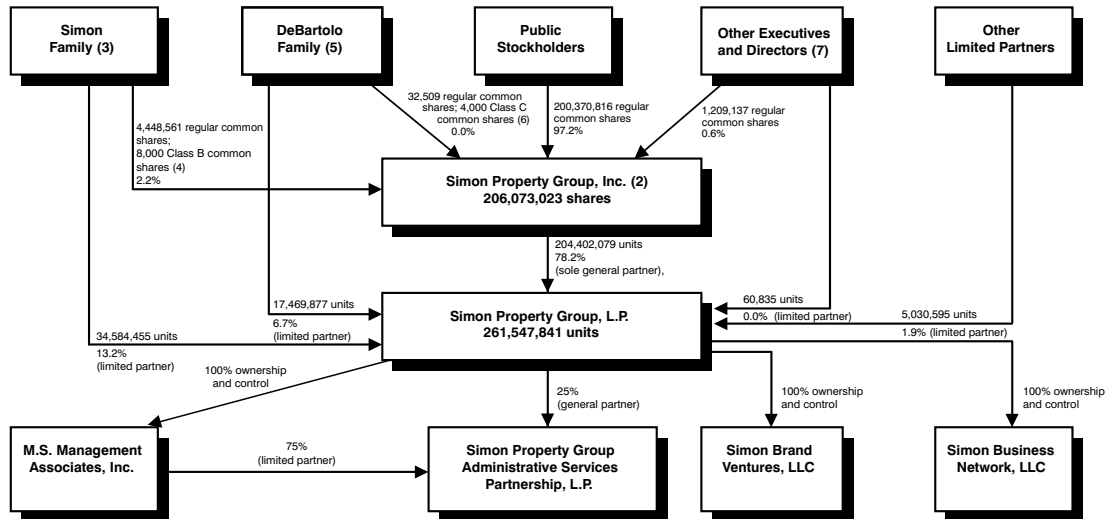
##### Standard & Poor's

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)  
September 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 September 30, 2004**

	<b>Operating Partnership Units(1)</b>	<b>Company Common Shares(2)</b>
Number Outstanding at December 31, 2003 . . . . .	<b>60,591,896</b>	<b>201,981,997</b>
Issuance of Stock for Stock Option Exercises . . . . .	—	276,133
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 . . . . .	(148,497)	—
Shares Retired . . . . .	—	(40,000)
Restricted Stock Awards (Stock Incentive Program), Net . . . . .	—	369,789
<b>Number Outstanding at September 30, 2004 . . . . .</b>	<b>57,145,762</b>	<b>206,073,023</b>

**Total Common Shares and Units Outstanding at September 30, 2004:  
263,218,785(2)**

*Details for Diluted Common Shares Outstanding:*

Company Common Shares Outstanding at September 30, 2004 . . . . .	206,073,023
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) . . . . .	840,621
Diluted Common Shares Outstanding at September 30, 2004 . . . . .	208,881,898

**Fully Diluted Common Shares and Units Outstanding at September 30, 2004:  
266,027,660**

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(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 56).

(3) Conversion terms provided in footnote (5) on page 56 of this document.

(4) Based upon the weighted average stock price for the quarter ended September 30, 2004.

**SIMON PROPERTY GROUP**  
**Selected Financial and Operational Information**

**As of September 30, 2004**

**Unaudited**

**(In thousands, except as noted)**

	As of or for the Three Months Ended September 30,		As of or for the Nine Months Ended September 30,	
	2004	2003	2004	2003
<b><i>Financial Highlights of the Company</i></b>				
Total Revenue—Consolidated Properties . . . . .	\$623,453	\$559,554	\$1,807,101	\$1,644,568
Net Income Available to Common Shareholders . . . . .	\$ 74,141	\$ 42,721	\$ 193,203	\$ 148,153
Basic Earnings per Common Share . . . . .	\$ 0.36	\$ 0.23	\$ 0.94	\$ 0.79
Diluted Earnings per Common Share . . . . .	\$ 0.36	\$ 0.22	\$ 0.94	\$ 0.78
FFO of the Simon Portfolio . . . . .	\$276,399	\$237,547	\$ 796,656	\$ 707,852
Diluted FFO of the Simon Portfolio . . . . .	\$277,673	\$246,671	\$ 800,479	\$ 733,948
Basic FFO per Share . . . . .	\$ 1.05	\$ 0.95	\$ 3.03	\$ 2.84
Diluted FFO per Share . . . . .	\$ 1.04	\$ 0.93	\$ 3.01	\$ 2.78
Distributions per Share . . . . .	\$ 0.65	\$ 0.60	\$ 1.95	\$ 1.80
<b><i>Regional Mall Operational Statistics for North American Properties</i></b>				
<b>Occupancy(1)</b>				
Consolidated Assets . . . . .			91.7%	91.6%
Unconsolidated Assets . . . . .			92.0%	92.3%
Total Portfolio . . . . .			91.8%	91.9%
<b>Average rent per square foot(1)</b>				
Consolidated Assets . . . . .			\$ 32.30	\$ 30.70
Unconsolidated Assets . . . . .			\$ 34.38	\$ 33.77
Total Portfolio . . . . .			\$ 33.07	\$ 31.87
<b>Comparable sales per square foot(2)</b>				
Consolidated Assets . . . . .			\$ 407	\$ 383
Unconsolidated Assets . . . . .			\$ 448	\$ 426
Total Portfolio . . . . .			\$ 421	\$ 398
<b>Total sales per square foot(2)</b>				
Consolidated Assets . . . . .			\$ 403	\$ 380
Unconsolidated Assets . . . . .			\$ 443	\$ 421
Total Portfolio . . . . .			\$ 417	\$ 394
Number of North American Properties Open at End of Period (3) . . . . .			244	240
Total North American GLA at End of Period (in millions of square feet) . . . . .			188.30	184.81
<b><i>Operational Statistics for European Properties</i></b>				
Occupancy at End of Period . . . . .			99.2%	N/A
Average rent per square foot (in euros) . . . . .			25.11	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 September 30, 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 . . . . . -5  
Number of North American Properties at 9/30/04 . . . 244

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

	<b>September 30, 2004</b>	<b>December 31, 2003</b>
<b><i>Shareholders' Equity Information</i></b>		
Limited Partner Units Outstanding at End of Period . . . . .	57,146	60,592
Shares Outstanding at End of Period . . . . .	206,073	201,982
Total Common Shares and Units Outstanding at End of Period . . . . .	263,219	262,574
Weighted Average Limited Partnership Units Outstanding . . . . .	58,441	61,122
Weighted Average Shares Outstanding—Basic(1) . . . . .	204,625	189,475
Weighted Average Shares Outstanding—Diluted(1) . . . . .	207,447	203,468
<b><i>Debt Information</i></b>		
Consolidated Debt . . . . .	\$11,027,958	\$10,266,388
Simon Group's Share of Joint Venture Debt . . . . .	\$ 2,654,014	\$ 2,739,630
<b><i>Debt-to-Market Capitalization</i></b>		
Common Stock Price at End of Period . . . . .	\$ 53.63	\$ 46.34
Equity Market Capitalization(2) . . . . .	\$14,775,351	\$12,834,007
Total Consolidated Capitalization . . . . .	\$25,803,309	\$23,100,395
Total Capitalization—Including Simon Group's Share of JV Debt . . . . .	\$28,457,433	\$25,840,025
		<b>As of or for the Nine Months Ended September 30,</b>
		<b>2004</b>
		<b>2003</b>
<b><i>Miscellaneous Balance Sheet Data</i></b>		
Interest Capitalized during the Period:		
Consolidated Properties . . . . .	\$9,865	\$7,519
Joint Venture Properties . . . . .	\$2,614	\$ 918
Simon Group's Share of Joint Venture Properties . . . . .	\$1,291	\$ 363

(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 three 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, INC.**  
**Unaudited Pro-Rata Balance Sheet**  
**As of September 30, 2004**

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total Company's Share
<b>ASSETS:</b>					
Investment properties, at cost . . . . .	\$16,109,979	(252,099)	15,857,880	\$ 4,792,390	\$20,650,270
Less—accumulated depreciation . . . . .	2,981,302	(49,544)	2,931,758	624,029	3,555,787
	<u>13,128,677</u>	<u>(202,555)</u>	<u>12,926,122</u>	<u>4,168,361</u>	<u>17,094,483</u>
Cash and cash equivalents . . . . .	488,973	(12,785)	476,188	85,801	561,989
Tenant receivables and accrued revenue, net . .	293,865	(5,367)	288,498	75,314	363,812
Investment in unconsolidated entities, at equity . . . . .	1,657,558	—	1,657,558	(1,657,558)	—
Deferred costs, other assets, and minority interest, net . . . . .	610,951	(59,786)	551,165	82,055	633,220
<b>Total assets</b> . . . . .	<u>\$16,180,024</u>	<u>\$(280,493)</u>	<u>\$15,899,531</u>	<u>\$ 2,753,973</u>	<u>\$18,653,504</u>
<b>LIABILITIES:</b>					
Mortgages and other indebtedness . . . . .	\$11,027,958	\$(225,927)	\$10,802,031	\$ 2,654,014	\$13,456,045
Accounts payable and accrued expenses . . . . .	726,120	(19,284)	706,836	110,626	817,462
Cash distributions and losses in partnerships and joint ventures, at equity . . . . .	27,865	—	27,865	(27,865)	—
Other liabilities, minority interest and accrued dividends . . . . .	193,715	(35,282)	158,433	17,198	175,631
<b>Total liabilities</b> . . . . .	<u>11,975,658</u>	<u>(280,493)</u>	<u>11,695,165</u>	<u>2,753,973</u>	<u>14,449,138</u>
LIMITED PARTNERS' INTEREST IN THE OPERATING PARTNERSHIP . . . . .	757,158	—	757,158	—	757,158
LIMITED PARTNERS' PREFERRED INTEREST IN THE SPG OPERATING PARTNERSHIP . . . . .	258,648	—	258,648	—	258,648
<b>SHAREHOLDERS' EQUITY:</b>					
<b>CAPITAL STOCK OF SIMON PROPERTY GROUP, INC.</b> (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. . . . .	365,872	—	365,872	—	365,872
Common stock, \$.0001 par value, 400,000,000 shares authorized, 208,159,578 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 . . . . .	4,189,959	—	4,189,959	—	4,189,959
Accumulated deficit . . . . .	(1,304,212)	—	(1,304,212)	—	(1,304,212)
Accumulated other comprehensive income . . . . .	14,368	—	14,368	—	14,368
Unamortized restricted stock award . . . . .	(24,930)	—	(24,930)	—	(24,930)
Common stock held in treasury at cost, 2,098,555 shares . . . . .	(52,518)	—	(52,518)	—	(52,518)
<b>Total shareholders' equity</b> . . . . .	<u>3,188,560</u>	<u>—</u>	<u>3,188,560</u>	<u>—</u>	<u>3,188,560</u>
	<u>\$16,180,024</u>	<u>\$(280,493)</u>	<u>\$15,899,531</u>	<u>\$ 2,753,973</u>	<u>\$18,653,504</u>

**SIMON PROPERTY GROUP, INC.**  
**Unaudited Pro-Rata Statement of Operations**  
**For three months ended September 30, 2004**

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total
<b>REVENUE:</b>					
Minimum rent . . . . .	\$369,511	(7,106)	362,405	106,203	\$468,608
Overage rent . . . . .	11,970	(116)	11,854	2,686	14,540
Tenant reimbursements . . . . .	190,304	(4,656)	185,648	50,772	236,420
Management fees and other revenues . . . . .	17,932	—	17,932	—	17,932
Other income . . . . .	33,736	(128)	33,608	9,378	42,986
<b>Total revenue . . . . .</b>	<b>623,453</b>	<b>(12,006)</b>	<b>611,447</b>	<b>169,039</b>	<b>780,486</b>
<b>EXPENSES:</b>					
Property operating . . . . .	95,224	(3,013)	92,211	30,784	122,995
Depreciation and amortization . . . . .	145,963	(1,821)	144,142	41,126	185,268
Real estate taxes . . . . .	63,104	(1,170)	61,934	13,270	75,204
Repairs and maintenance . . . . .	24,749	(553)	24,196	6,160	30,356
Advertising and promotion . . . . .	11,698	(263)	11,435	3,648	15,083
Provision for credit losses . . . . .	3,366	(76)	3,290	753	4,043
Home and regional office . . . . .	19,579	—	19,579	—	19,579
General & administrative . . . . .	3,615	—	3,615	—	3,615
Other . . . . .	7,311	(382)	6,929	10,673	17,602
<b>Total operating expenses . . . . .</b>	<b>374,609</b>	<b>(7,278)</b>	<b>367,331</b>	<b>106,414</b>	<b>473,745</b>
<b>OPERATING INCOME . . . . .</b>	<b>248,844</b>	<b>(4,728)</b>	<b>244,116</b>	<b>62,625</b>	<b>306,741</b>
Interest expense . . . . .	161,398	(2,519)	158,879	38,724	197,603
<b>Income before minority interest . . . . .</b>	<b>87,446</b>	<b>(2,209)</b>	<b>85,237</b>	<b>23,901</b>	<b>109,138</b>
Minority interest . . . . .	(2,209)	2,209	—	—	—
Gain (loss) on sales of assets and other, net . . . . .	1,121	—	1,121	—	1,121
Income tax expense of taxable REIT subsidiaries . . . . .	(2,196)	—	(2,196)	—	(2,196)
<b>Income before unconsolidated entities . . . . .</b>	<b>84,162</b>	<b>—</b>	<b>84,162</b>	<b>23,901</b>	<b>108,063</b>
Income from other unconsolidated entities . . . . .	23,901	—	23,901	(23,901)	—
<b>Income from continuing operations . . . . .</b>	<b>108,063</b>	<b>—</b>	<b>108,063</b>	<b>—</b>	<b>108,063</b>
Results of operations from discontinued operations . . . . .	112	—	112	—	112
Loss on disposal or sale of discontinued operations . . . . .	(503)	—	(503)	—	(503)
<b>Income before allocation to limited partners . . . . .</b>	<b>107,672</b>	<b>—</b>	<b>107,672</b>	<b>—</b>	<b>107,672</b>
<b>LESS:</b>					
Limited partners' interest in the Operating Partnership . . . . .	20,792	—	20,792	—	20,792
Preferred distributions of the Operating Partnership . . . . .	4,905	—	4,905	—	4,905
<b>NET INCOME . . . . .</b>	<b>81,975</b>	<b>—</b>	<b>81,975</b>	<b>—</b>	<b>81,975</b>
Preferred dividends . . . . .	(7,834)	—	(7,834)	—	(7,834)
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS . . . . .</b>	<b>\$ 74,141</b>	<b>\$ —</b>	<b>74,141</b>	<b>\$ —</b>	<b>\$ 74,141</b>
<b>RECONCILIATION TO FFO:</b>					
<b>Net Income . . . . .</b>			81,975	—	81,975
Less:					
Joint Venture Net Income . . . . .			(23,901)	23,901	—
<b>Net Income . . . . .</b>			58,074	23,901	81,975
Plus:					
Limited Partners' interest in the Operating Partnership and Preferred distributions of the Operating Partnership . . . . .			25,697	—	25,697
Depreciation and amortization from combined consolidated properties and discontinued operations . . . . .			143,820	—	143,820
Our share of depreciation and amortization from unconsolidated affiliates . . . . .			—	39,712	39,712
Loss on sale of real estate and discontinued operations . . . . .			(618)	—	(618)
Tax provision related to gain on sale . . . . .			369	—	369
Less:					
Minority interest portion of depreciation and amortization . . . . .			(1,817)	—	(1,817)
Preferred distributions (Including those of subsidiaries) . . . . .			(12,739)	—	(12,739)
<b>Our FFO . . . . .</b>			<b>212,786</b>	<b>63,613</b>	<b>276,399</b>
<b>% of Total FFO: . . . . .</b>			<b>76.99%</b>	<b>23.01%</b>	<b>100.00%</b>

**SIMON PROPERTY GROUP, INC.**  
**Unaudited Pro-Rata Statement of Operations**  
**For nine months ended September 30, 2004**

	Consolidated	Minority Interest	The Company's Consolidated Share	Real Estate Joint Ventures	Total Company's Share
<b>REVENUE:</b>					
Minimum rent . . . . .	\$1,085,534	(18,913)	1,066,621	314,160	\$1,380,781
Overage rent . . . . .	29,986	(300)	29,686	6,371	36,057
Tenant reimbursements . . . . .	541,838	(12,352)	529,486	150,142	679,628
Management fees and other revenues . . . . .	54,335	—	54,335	—	54,335
Other income . . . . .	95,408	(1,352)	94,056	24,293	118,349
<b>Total revenue . . . . .</b>	<b>1,807,101</b>	<b>(32,917)</b>	<b>1,774,184</b>	<b>494,966</b>	<b>2,269,150</b>
<b>EXPENSES:</b>					
Property operating . . . . .	266,128	(7,533)	258,595	90,977	349,572
Depreciation and amortization . . . . .	428,636	(4,844)	423,792	125,454	549,246
Real estate taxes . . . . .	183,538	(3,191)	180,347	39,746	220,093
Repairs and maintenance . . . . .	67,432	(1,600)	65,832	19,647	85,479
Advertising and promotion . . . . .	37,059	(759)	36,300	11,262	47,562
Provision for credit losses . . . . .	10,083	(248)	9,835	2,587	12,422
Home and regional office costs . . . . .	61,811	—	61,811	—	61,811
General & administrative . . . . .	10,637	—	10,637	—	10,637
Other . . . . .	23,904	(1,246)	22,658	27,683	50,341
<b>Total operating expenses . . . . .</b>	<b>1,089,228</b>	<b>(19,421)</b>	<b>1,069,807</b>	<b>317,356</b>	<b>1,387,163</b>
<b>OPERATING INCOME . . . . .</b>	<b>717,873</b>	<b>(13,496)</b>	<b>704,377</b>	<b>177,610</b>	<b>881,987</b>
Interest expense . . . . .	471,730	(6,606)	465,124	116,801	581,925
<b>Income before minority interest . . . . .</b>	<b>246,143</b>	<b>(6,890)</b>	<b>239,253</b>	<b>60,809</b>	<b>300,062</b>
Minority interest . . . . .	(6,890)	6,890	—	—	—
Gain (loss) on sales of assets and other, net . . . . .	(760)	—	(760)	—	(760)
Income tax expense of taxable REIT subsidiaries . . . . .	(10,838)	—	(10,838)	—	(10,838)
<b>Income before unconsolidated entities . . . . .</b>	<b>227,655</b>	<b>—</b>	<b>227,655</b>	<b>60,809</b>	<b>288,464</b>
Income from other unconsolidated entities . . . . .	60,809	—	60,809	(60,809)	—
<b>Income from continuing operations . . . . .</b>	<b>288,464</b>	<b>—</b>	<b>288,464</b>	<b>—</b>	<b>288,464</b>
Results of operations from discontinued operations . . . . .	(1,264)	—	(1,264)	—	(1,264)
Gain on disposal or sale of discontinued operations . . . . .	(215)	—	(215)	—	(215)
<b>Income before allocation to limited partners . . . . .</b>	<b>286,985</b>	<b>—</b>	<b>286,985</b>	<b>—</b>	<b>286,985</b>
<b>LESS:</b>					
Limited partners' interest in the Operating Partnership . . . . .	55,568	—	55,568	—	55,568
Preferred distributions of the Operating Partnership . . . . .	14,710	—	14,710	—	14,710
<b>NET INCOME . . . . .</b>	<b>216,707</b>	<b>—</b>	<b>216,707</b>	<b>—</b>	<b>216,707</b>
Preferred dividends . . . . .	(23,504)	—	(23,504)	—	(23,504)
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS . . . . .</b>	<b>\$ 193,203</b>	<b>\$ —</b>	<b>\$ 193,203</b>	<b>\$ —</b>	<b>\$ 193,203</b>
<b>RECONCILIATION TO FFO:</b>					
<b>Net Income . . . . .</b>			<b>216,707</b>	<b>—</b>	<b>216,707</b>
Less:					
Joint Venture Net Income . . . . .			(60,809)	60,809	—
<b>Net Income . . . . .</b>			<b>155,898</b>	<b>60,809</b>	<b>216,707</b>
Plus:					
Limited Partners' interest in the Operating Partnership and Preferred distributions of the Operating Partnership . . . . .			70,278	—	70,278
Depreciation and amortization from combined consolidated properties and discontinued operations . . . . .			423,618	—	423,618
Our share of depreciation and amortization from unconsolidated affiliates . . . . .			—	123,344	123,344
Loss on sale of real estate and discontinued operations . . . . .			975	—	975
Tax provision related to gain on sale . . . . .			4,784	—	4,784
Less:					
Minority interest portion of depreciation and amortization . . . . .			(4,836)	—	(4,836)
Preferred distributions (Including those of subsidiaries) . . . . .			(38,214)	—	(38,214)
<b>Our FFO . . . . .</b>			<b>612,503</b>	<b>184,153</b>	<b>796,656</b>
<b>% of Total FFO: . . . . .</b>			<b>76.88%</b>	<b>23.12%</b>	<b>100.00%</b>



**SIMON PROPERTY GROUP**  
**Reconciliation of NOI to Net Income**  
**As of September 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 nine months ended September 30, 2004.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2004	2003	2004	2003
	(in thousands)			
<b>Reconciliation of NOI of consolidated Properties:</b>				
<b>Net Income</b> . . . . .	<b>\$ 81,975</b>	<b>\$ 58,404</b>	<b>\$ 216,707</b>	<b>\$ 195,201</b>
Add: Preferred distributions of the Operating Partnership . . . . .	<b>4,905</b>	2,835	<b>14,710</b>	8,505
Limited partners’ interest in the Operating Partnership Discontinued operations—Results of operations and loss on disposal or sale, net . . . . .	<b>20,792</b>	14,244	<b>55,568</b>	47,917
Income tax expense of taxable REIT subsidiaries . . . . .	<b>391</b>	10,746	<b>1,479</b>	18,302
Minority interest . . . . .	<b>2,196</b>	2,423	<b>10,838</b>	6,450
Interest Expense . . . . .	<b>2,209</b>	888	<b>6,890</b>	3,307
Income from unconsolidated entities . . . . .	<b>161,398</b>	149,036	<b>471,730</b>	451,493
(Gain) Loss on sales of assets and other, net . . . . .	<b>(23,901)</b>	(24,015)	<b>(60,809)</b>	(70,989)
	<b>(1,121)</b>	5,145	<b>760</b>	5,122
<b>Operating Income</b> . . . . .	<b>248,844</b>	219,706	<b>717,873</b>	665,308
Depreciation and amortization expense . . . . .	<b>145,963</b>	126,269	<b>428,636</b>	369,686
<b>NOI of consolidated Properties</b> . . . . .	<b>\$394,807</b>	<b>\$345,975</b>	<b>\$1,146,509</b>	<b>\$1,034,994</b>
<b>Reconciliation of NOI of unconsolidated entities:</b>				
<b>Net Income</b> . . . . .	<b>\$ 78,206</b>	<b>\$ 80,641</b>	<b>\$ 213,208</b>	<b>\$ 218,283</b>
Add: Minority interest . . . . .	—	178	—	539
Interest Expense . . . . .	<b>94,264</b>	85,929	<b>284,145</b>	253,795
Discontinued operations—Results of operations and loss on disposal or sale, net . . . . .	<b>(4,345)</b>	(12,687)	<b>(12,012)</b>	(38,824)
Income from unconsolidated entities . . . . .	<b>1,534</b>	(3,019)	<b>3,835</b>	(7,209)
<b>Operating Income</b> . . . . .	<b>169,659</b>	151,042	<b>489,176</b>	426,584
Depreciation and amortization expense . . . . .	<b>72,426</b>	58,404	<b>213,569</b>	170,967
<b>NOI of unconsolidated entities</b> . . . . .	<b>\$242,085</b>	<b>\$209,446</b>	<b>\$ 702,745</b>	<b>\$ 597,551</b>
<b>Total consolidated and unconsolidated NOI from continuing operations</b> . . . . .	<b>\$636,892</b>	<b>\$555,421</b>	<b>\$1,849,254</b>	<b>\$1,632,545</b>
<b>Adjustments to NOI:</b>				
NOI of discontinued consolidated and unconsolidated Properties . . . . .	<b>6,652</b>	31,500	<b>46,549</b>	101,495
<b>Total NOI of the Simon Group Portfolio</b> . . . . .	<b>\$643,544</b>	<b>\$586,921</b>	<b>\$1,895,803</b>	<b>\$1,734,040</b>
Increase in NOI from prior period . . . . .	<b>9.6%</b>	4.0%	<b>9.3%</b>	5.2%
<b>Less: Joint venture partner’s share of NOI</b> . . . . .	<b>151,317</b>	141,789	<b>464,252</b>	400,021
<b>Simon Group’s Share of NOI</b> . . . . .	<b>\$492,227</b>	<b>\$445,132</b>	<b>\$1,431,551</b>	<b>\$1,334,019</b>
Increase in Simon Group’s Share of NOI from prior period . . . . .	<b>10.6%</b>	1.6%	<b>7.3%</b>	6.3%

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2004	2003	2004	2003
	(in thousands)			
<b>Reconciliation of NOI of Simon Group Portfolio to Comparable NOI of Regional Malls and Mixed-Use Properties:</b>				
<b>Total NOI of the Simon Group Portfolio</b> . . . . .	<b>\$643,544</b>	\$586,921	<b>\$1,895,803</b>	\$1,734,040
NOI from noncomparable Regional Malls . . . . .	<b>(60,670)</b>	(3,731)	<b>(161,045)</b>	(3,729)
NOI from Community Centers and Office Buildings .	<b>(37,545)</b>	(31,448)	<b>(100,743)</b>	(97,354)
NOI from Home and Regional Office cost allocations, Corporate, and Other . . . . .	<b>1,292</b>	454	<b>(189)</b>	947
NOI from disposition Properties . . . . .	<b>(6,712)</b>	(26,197)	<b>(45,257)</b>	(84,243)
Peripheral land sales at Regional Mall and Mixed- Use Properties . . . . .	<b>(2,805)</b>	(1,343)	<b>(8,205)</b>	(16,754)
<b>Comparable NOI of Regional Malls and Mixed-Use Properties</b> . . . . .	<b><u>\$537,104</u></b>	<u>\$524,656</u>	<b><u>\$1,580,364</u></b>	<u>\$1,532,907</u>
<b>Increase in Comparable Regional Mall and Mixed-Use NOI from prior period</b> . . . . .	<b><u>2.4%</u></b>		<b><u>3.1%</u></b>	

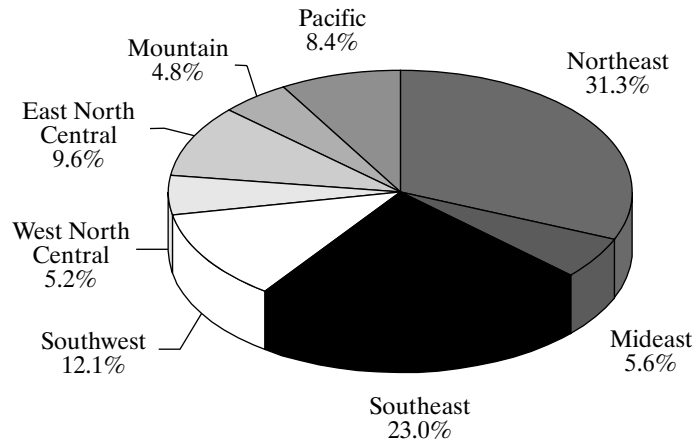
**SIMON PROPERTY GROUP**  
**Analysis of Other Income and Other Expense**  
**As of September 30, 2004**  
**(In thousands)**

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<u>2004</u>	<u>2003</u>	<u>2004</u>	<u>2003</u>
<i><b>Consolidated Properties</b></i>				
Other Income				
Interest Income . . . . .	\$ 2,982	\$ 5,022	\$ 8,024	\$12,301
Lease Settlement Income . . . . .	2,898	2,178	10,558	8,876
Gains on Land Sales and Income from the Sale of Net Leases . . . . .	7,321	803	22,196	13,145
Simon Brand Ventures/Simon Business Network Revenues(1) . . . . .	18,236	11,654	44,604	29,866
Other . . . . .	<u>2,299</u>	<u>5,379</u>	<u>10,026</u>	<u>12,008</u>
Totals . . . . .	<u>\$33,736</u>	<u>\$25,036</u>	<u>\$95,408</u>	<u>\$76,196</u>
<i><b>Other Expense</b></i>				
Ground Rent . . . . .	\$ 5,021	\$ 3,836	\$14,393	\$10,683
Professional Fees . . . . .	146	764	2,419	3,181
Simon Brand Ventures/Simon Business Network Expenses . . . . .	750	394	2,107	683
Other . . . . .	<u>1,394</u>	<u>579</u>	<u>4,985</u>	<u>2,995</u>
Totals . . . . .	<u>\$ 7,311</u>	<u>\$ 5,573</u>	<u>\$23,904</u>	<u>\$17,542</u>

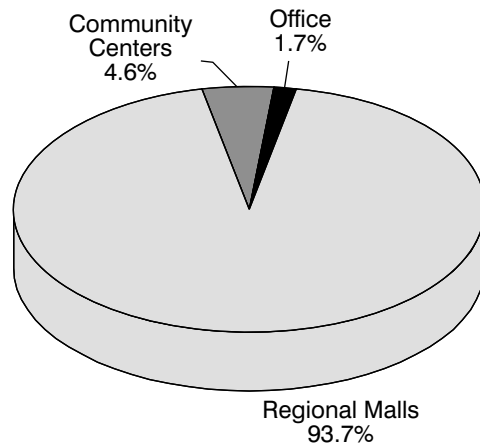
(1) Additional Simon Brand Ventures and Simon Business Network revenues are recorded in minimum rent.

**SIMON PROPERTY GROUP**  
**NOI Composition**  
**For the Nine Months Ended September 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  
Mideast—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 September 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>
<b>U.S. and Puerto Rican Properties:</b>					
<b>Regional Malls</b>					
—Anchor . . . . .	103,072,300	29,655,200	27.7%	95.2%	\$ 4.37
—Mall Store . . . . .	59,738,000	59,584,300	55.6%	92.0%	\$33.78
—Freestanding . . . . .	4,155,600	2,111,800	2.0%	88.0%	\$11.54
<i>Subtotal</i> . . . . .	<u>63,893,600</u>	<u>61,696,100</u>	<u>57.6%</u>	<b>91.8%</b>	<b>\$33.07</b>
<b>Regional Mall Total</b> . . . . .	<b>166,965,900</b>	<b>91,351,300</b>	<b>85.3%</b>		
<b>Community Shopping Centers</b>					
—Anchor . . . . .	12,735,800	7,961,600	7.4%	92.0%	\$ 8.95
—Mall Store . . . . .	4,321,700	4,238,900	4.0%	92.3%	\$14.28
—Freestanding . . . . .	966,900	467,500	.4%	94.9%	\$ 7.85
<b>Community Ctr. Total</b> . . . . .	<b>18,024,400</b>	<b>12,668,000</b>	<b>11.8%</b>	<b>92.2%</b>	<b>\$10.79</b>
<b>Office Portion of Mixed-Use</b>					
<b>Properties</b> . . . . .	<b>3,055,000</b>	<b>3,055,100</b>	<b>2.9%</b>	<b>76.3%</b>	<b>\$25.58</b>
<b>Subtotal U.S. and Puerto Rican</b>					
<b>Properties</b> . . . . .	<b>188,045,300</b>	<b>107,074,400</b>	<b>100.00%</b>		
<b>Canadian Property</b> . . . . .	<u>247,000</u>				
<b>Total North American Properties</b> . . .	<u><b>188,292,300</b></u>				

**U.S. Occupancy History**

<u>As of</u>	<u>Regional Malls(1)</u>	<u>Community Shopping Centers(2)</u>
<b>9/30/04</b>	<b>91.8%</b>	<b>92.2%</b>
<b>9/30/03</b>	<b>91.9%</b>	<b>88.7%</b>
<b>12/31/03</b>	<b>92.4%</b>	<b>90.2%</b>
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 September 30, 2004**

**Average Base Rent  
Per Square Foot**

<u>As of</u>	<u>Mall &amp; Freestanding Stores at Regional Malls</u>	<u>% Change</u>	<u>Community Shopping Centers</u>	<u>% Change</u>
<b>9/30/04</b> .....	<b>\$33.07</b>	<b>3.8%</b>	<b>\$10.79</b>	<b>4.4%</b>
<b>9/30/03</b> .....	<b>\$31.87</b>	—	<b>\$10.34</b>	—
<b>12/31/03</b> .....	<b>\$32.26</b>	<b>5.1%</b>	<b>\$10.59</b>	<b>4.6%</b>
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>
<b>Regional Malls:</b>				
<b>2004 (YTD)</b> .....	<b>\$39.28</b>	<b>\$32.90</b>	<b>\$6.38</b>	<b>19.4%</b>
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
<b>Community Shopping Centers:</b>				
<b>2004 (YTD)</b> .....	<b>\$11.64</b>	<b>\$11.54</b>	<b>.10</b>	<b>0.9%</b>
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 September 30, 2004**

<u>Year</u>	<u>Number of Leases Expiring</u>	<u>Square Feet</u>	<u>Avg. Base Rent per Square Foot at 9/30/04</u>
<b>Regional Malls—Mall Stores &amp; Freestanding</b>			
Month to Month Leases . . . . .	626	1,490,097	\$34.56
2004 (10/1-12/31) . . . . .	490	556,728	\$40.13
2005 . . . . .	2,259	5,775,903	\$31.82
2006 . . . . .	2,198	5,875,117	\$32.82
2007 . . . . .	2,227	5,631,134	\$34.27
2008 . . . . .	1,804	5,286,076	\$34.42
2009 . . . . .	1,784	5,412,448	\$32.46
2010 . . . . .	1,596	4,857,327	\$35.39
2011 . . . . .	1,453	4,360,142	\$34.33
2012 . . . . .	1,181	3,926,299	\$35.72
2013 . . . . .	1,199	3,830,375	\$38.39
2014 . . . . .	1,057	3,347,169	\$36.77
2015 and Thereafter . . . . .	440	3,358,963	\$25.30
Specialty Leasing Agreements w/terms in excess of 12 months . . . . .	942	2,424,490	\$12.78
<b>Regional Malls—Anchor Tenants</b>			
Month to Month Leases . . . . .	4	412,780	\$ 3.61
2004 (10/1-12/31) . . . . .	1	42,090	\$ 3.74
2005 . . . . .	16	1,925,674	\$ 2.16
2006 . . . . .	20	2,400,586	\$ 2.69
2007 . . . . .	16	1,696,364	\$ 2.12
2008 . . . . .	27	3,309,645	\$ 3.80
2009 . . . . .	29	3,067,376	\$ 3.54
2010 . . . . .	22	2,540,711	\$ 3.09
2011 . . . . .	11	928,657	\$ 6.44
2012 . . . . .	17	1,955,174	\$ 5.27
2013 . . . . .	10	1,638,346	\$ 6.86
2014 . . . . .	13	1,207,089	\$ 7.60
2015 and Thereafter . . . . .	48	5,432,374	\$ 5.70
<b>Community Centers—Mall Stores &amp; Freestanding</b>			
Month to Month Leases . . . . .	37	101,143	\$12.91
2004 (10/1-12/31) . . . . .	53	41,343	\$18.76
2005 . . . . .	188	557,551	\$14.97
2006 . . . . .	197	654,439	\$14.54
2007 . . . . .	152	607,823	\$13.20
2008 . . . . .	140	621,862	\$13.71
2009 . . . . .	99	412,645	\$13.86
2010 . . . . .	67	439,772	\$14.46
2011 . . . . .	37	234,607	\$14.51
2012 . . . . .	20	129,945	\$15.63
2013 . . . . .	15	118,879	\$13.63
2014 . . . . .	15	86,693	\$14.78
2015 and Thereafter . . . . .	7	89,680	\$12.63
Specialty Leasing Agreements w/ terms in excess of 12 months . . . . .	8	40,264	\$ 3.82

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



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

<u>Year</u>	<u>Number of Leases Expiring</u>	<u>Square Feet</u>	<u>Avg. Base Rent per Square Foot at 9/30/04</u>
<b>Community Centers—Anchor Tenants</b>			
Month to Month Leases . . . . .	—	—	—
2004 (10/1-12/31) . . . . .	2	70,590	\$ 3.41
2005 . . . . .	10	303,133	\$ 8.45
2006 . . . . .	16	581,012	\$ 6.38
2007 . . . . .	15	564,964	\$ 6.56
2008 . . . . .	16	382,757	\$10.76
2009 . . . . .	21	771,150	\$ 7.34
2010 . . . . .	21	682,212	\$11.51
2011 . . . . .	8	388,127	\$12.86
2012 . . . . .	8	350,244	\$ 8.85
2013 . . . . .	14	450,381	\$ 8.23
2014 . . . . .	10	414,570	\$ 8.40
2015 and Thereafter . . . . .	37	2,098,541	\$ 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 September 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. . . . .	551	3,429	1.8%	4.4%
The Gap, Inc. . . . .	346	3,576	1.9%	3.1%
Foot Locker, Inc. . . . .	435	1,794	1.0%	2.5%
Zale Corporation . . . . .	425	487	0.3%	1.9%
Abercrombie & Fitch Co. . . . .	152	1,111	0.6%	1.5%
Luxottica Group S.P.A . . . . .	357	642	0.3%	1.3%
Sterling Jewelers, Inc. . . . .	202	288	0.2%	1.1%
American Eagle Outfitters, Inc. . . . .	125	667	0.4%	0.9%
Genesco Inc. . . . .	308	386	0.2%	0.9%
Hallmark Cards, Inc. . . . .	210	694	0.4%	0.9%
Trans World Entertainment Corp. . . . .	108	682	0.4%	0.8%
Williams-Sonoma Stores, Inc. . . . .	84	600	0.3%	0.8%
The Musicland Group, Inc. . . . .	136	561	0.3%	0.8%
Ann Taylor, Inc. . . . .	93	519	0.3%	0.8%
Retail Brand Alliance, Inc. . . . .	95	540	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. . . . .	132	20,241	10.7%	0.4%
Federated Department Stores . . . . .	93	18,211	9.7%	0.7%
J.C. Penney Co., Inc. . . . .	115	16,732	8.9%	1.0%
The May Department Stores . . . . .	95	14,336	7.6%	0.2%
Dillard's Department Stores . . . . .	81	12,022	6.4%	0.2%
Saks Incorporated . . . . .	41	4,766	2.5%	1.1%
Nordstrom, Inc. . . . .	21	3,722	2.0%	0.0%
Belk, Inc. . . . .	15	1,747	0.9%	0.1%
Target Corporation . . . . .	11	1,368	0.7%	0.0%
The Neiman Marcus Group, Inc. . . . .	7	926	0.5%	0.1%
Mervyn's . . . . .	10	881	0.5%	0.1%
Dick's Sporting Goods, Inc. . . . .	11	718	0.4%	0.2%
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%

(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 September 30, 2004</i>			
Bangor Mall	Bangor, ME	Dick's Sporting Goods	Porteus
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 Linens 'n Things	Dillard's (relocated) Dillard's (relocated)
Irving Mall	Irving, TX	Circuit City	Food court & small shops
Prien Lake Mall	Lake Charles, LA	Cinemark Theater	White House
Roosevelt Field	Garden City, NY	Bloomingdale's Furniture and Bedding Dick's Sporting Goods	Stern's Stern's
Southern Hills Mall	Sioux City, IA	Barnes & Noble JCPenney	N/A Target
SouthPark Mall	Charlotte, NC	Nordstrom	N/A
Tippecanoe Mall	Lafayette, IN	Dick's Sporting Goods H.H. Gregg	Lazarus Lazarus
Town Center at Cobb	Kennesaw, GA	Macy's/Rich's Home Store	Macy's
Washington Square	Indianapolis, IN	Burlington Coat Factory	JCPenney
White Oaks Mall	Springfield, IL	Dick's Sporting Goods	Montgomery Ward
<i>Openings Projected in the Fourth Quarter of 2004</i>			
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 Men's	Lord & Taylor
Maplewood Mall	St. Paul, MN	Barnes & Noble	N/A
North East Mall	Hurst, TX	Rave Theater	Montgomery Ward
Rolling Oaks	San Antonio, TX	JCPenney	N/A
Shops at Sunset Place	Miami, FL	L.A. Fitness	IMAX Theatre
South Hills Village	Pittsburgh, PA	Barnes & Noble	N/A

<u>Property Name</u>	<u>Location</u>	<u>New Tenant</u>	<u>Former Tenant</u>
<b><i>Openings Projected in the Fourth Quarter of 2004</i></b>			
SouthPark Mall	Charlotte, NC	Dick's Sporting Goods	Sears
SouthPark Mall	Moline, IL	Dillard's	Montgomery Ward
Sunland Park Mall	El Paso, TX	Foley's	JCPenney
Washington Square	Indianapolis, IN	Dick's Sporting Goods	Lazarus
<b><i>Openings Projected in 2005</i></b>			
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
Cordova Mall	Pensacola, FL	Ross Dress for Less	N/A
Emerald Square	Attleboro, MA	Filene's Men Store	Lord & Taylor
Fashion Mall at Keystone	Indianapolis, IN	Landmark Cinema	N/A
Irving Mall	Irving, TX	Burlington Coat Factory	JCPenney
Longview Mall	Longview, TX	Beall's	Service Merchandise
Maplewood Mall	St. Paul, MN	JCPenney	Mervyn's
Melbourne Square	Melbourne, FL	Circuit City Dick's Sporting Goods	Belk's Belk's
Phipps Plaza	Atlanta, GA	Nordstrom	Lord & Taylor
SouthPark Mall	Charlotte, NC	Joseph Beth Booksellers	Sears
The Source	Westbury, NY	David's Bridal	N/A
Town Center at Boca Raton	Boca Raton, FL	Neiman Marcus	Lord & Taylor
Valley Mall	Harrisonburg, VA	Target	Wal-Mart
Washington Square	Indianapolis, IN	Kerasotes Theatre	N/A
White Oaks Mall	Springfield, MO	Linens 'n Things Cost Plus World Market	Montgomery Ward Montgomery Ward
<b><i>Openings Projected in 2006</i></b>			
Aurora Mall	Aurora, CO	Dillard's	Foley's (relocated)
Crossroads Mall	Omaha, NE	Target	Younkers
SouthPark Mall	Charlotte, NC	Neiman Marcus	N/A

**SIMON PROPERTY GROUP**  
**Property Listing—North American Assets**  
**As of September 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 &amp; Freestanding</u>
<i>UNITED STATES AND PUERTO RICO:</i>						
<i>Regional Malls</i>						
McCain Mall	AR	N. Little Rock	100.0%	776,400	554,200	222,200
University Mall	AR	Little Rock	100.0%	565,800	412,800	153,000
Metrocenter	AZ	Phoenix	50.0%	1,391,900	876,000	515,900
Southgate Mall	AZ	Yuma	100.0%	321,200	252,300	68,900
Brea Mall	CA	Brea (Orange County)	100.0%	1,317,300	874,800	442,500
Fashion Valley Mall	CA	San Diego	50.0%	1,708,100	1,053,300	654,800
Laguna Hills Mall	CA	Laguna Hills (Orange County)	100.0%	867,400	536,500	330,900
Santa Rosa Plaza	CA	Santa Rosa	100.0%	698,300	428,300	270,000
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%	1,219,000	717,000	502,000
Stanford Shopping Center	CA	Palo Alto (San Francisco)	100.0%	1,379,700	849,200	530,500(1)
Aurora Mall	CO	Aurora (Denver)	100.0%	985,700	566,000	419,700
Mesa Mall	CO	Grand Junction	50.0%	866,100	425,800	440,300
Crystal Mall	CT	Waterford (New London-Norwich)	74.6%	793,900	442,300	351,600
Aventura Mall	FL	Miami Beach	33.3%	1,904,500	1,242,100	662,400
Avenues, The	FL	Jacksonville	25.0%(8)	1,117,600	755,000	362,600
Boynton Beach Mall	FL	Boynton Beach (West Palm Beach)	100.0%	1,183,600	883,700	299,900
Coral Square	FL	Coral Springs (Miami-Ft. Lauderdale)	97.2%	945,200	648,100	297,100
Cordova Mall	FL	Pensacola	100.0%	833,300	395,900	437,400
Crystal River Mall	FL	Crystal River	100.0%	424,300	302,500	121,800
Dadeland Mall	FL	N. Miami Beach	50.0%	1,467,700	1,132,100	335,600
DeSoto Square	FL	Bradenton (Sarasota-Bradenton)	100.0%	690,300	435,500	254,800
Edison Mall	FL	Fort Myers	100.0%	1,042,300	742,700	299,600
Florida Mall, The	FL	Orlando	50.0%	1,847,700	1,232,400	615,300
Gulf View Square	FL	Port Richey (Tampa-St. Pete)	100.0%	752,400	461,900	290,500
Indian River Mall	FL	Vero Beach	50.0%	748,000	445,500	302,500
Lake Square Mall	FL	Leesburg (Orlando)	50.0%	560,800	296,000	264,800
Melbourne Square	FL	Melbourne	100.0%	729,900	471,200	258,700
Miami International Mall	FL	S. Miami	47.8%	1,076,800	783,300	293,500
Orange Park Mall	FL	Orange Park (Jacksonville)	100.0%	923,400	534,200	389,200
Paddock Mall	FL	Ocala	100.0%	554,300	387,400	166,900
Palm Beach Mall	FL	West Palm Beach	100.0%	1,084,200	749,300	334,900
Port Charlotte Town Center	FL	Port Charlotte (Punta Gorda)	80.0%(4)	780,500	458,600	321,900
Seminole Towne Center	FL	Sanford (Orlando)	45.0%(8)	1,153,600	768,800	384,800
The Shops @ Sunset Place	FL	Miami	37.5%	515,000	—	515,000

<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 &amp; Freestanding</u>
Town Center at Boca Raton	FL	Boca Raton (West Palm Beach)	100.0%	1,560,100	1,067,200	492,900
Treasure Coast Square	FL	Jensen Beach (Ft. Pierce)	100.0%	869,400	511,400	358,000
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%	1,277,500	843,600	433,900
Lenox Square	GA	Atlanta	100.0%	1,484,700	821,400	663,300
Mall of Georgia	GA	Mill Creek (Atlanta)	50.0%	1,785,200	1,069,600	715,600
Northlake Mall	GA	Atlanta	100.0%	962,200	665,700	296,500
Phipps Plaza	GA	Atlanta	100.0%	822,300	472,400	349,900
Town Center at Cobb	GA	Kennesaw (Atlanta)	50.0%	1,273,100	851,300	421,800
Lindale Mall	IA	Cedar Rapids	50.0%	692,800	305,600	387,200
NorthPark Mall	IA	Davenport	50.0%	1,077,600	651,500	426,100
Southern Hills Mall	IA	Sioux City	50.0%	804,200	372,900	431,300
SouthRidge Mall	IA	Des Moines	50.0%	1,002,100	497,800	504,300
Alton Square	IL	Alton (St. Louis)	100.0%	639,000	426,300	212,700
Chicago Premium Outlets	IL	Aurora (Chicago)	50.0%	437,700	—	437,700
Lincolnwood Town Center	IL	Lincolnwood (Chicago)	100.0%	421,500	220,800	200,700
Northfield Square Mall	IL	Bourbonnais (Chicago)	31.6%(9)	558,500	311,000	247,500
Northwoods Mall	IL	Peoria	100.0%	696,700	473,000	223,700
Orland Square	IL	Orland Park (Chicago)	100.0%	1,206,600	773,300	433,300
River Oaks Center	IL	Calumet City (Chicago)	100.0%	1,379,500	834,600	544,900(1)
SouthPark Mall	IL	Moline (Davenport-Moline)	50.0%	1,026,000	578,100	447,900
White Oaks Mall	IL	Springfield	77.5%	977,300	615,600	361,700
Castleton Square	IN	Indianapolis	100.0%	1,469,200	1,105,900	363,300
Circle Centre	IN	Indianapolis	14.7%	791,100	350,000	441,100(1)
College Mall	IN	Bloomington	100.0%	592,600	356,900	235,700
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 (Indianapolis)	100.0%	1,324,300	909,900	414,400
Lafayette Square	IN	Indianapolis	100.0%	1,207,400	937,200	270,200
Markland Mall	IN	Kokomo	100.0%	415,200	273,100	142,100
Muncie Mall	IN	Muncie	100.0%	653,200	435,800	217,400
Tippecanoe Mall	IN	Lafayette	100.0%	859,900	537,800	322,100
University Park Mall	IN	Mishawaka (South Bend)	60.0%	941,800	622,500	319,300
Washington Square	IN	Indianapolis	100.0%	923,700	616,100	307,600
Towne East Square	KS	Wichita	100.0%	1,177,300	779,500	397,800
Towne West Square	KS	Wichita	100.0%	955,100	619,300	335,800
West Ridge Mall	KS	Topeka	100.0%	1,020,200	716,800	303,400
Prien Lake Mall	LA	Lake Charles	100.0%	822,900	644,100	178,800

<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 &amp; Freestanding</u>
Arsenal Mall	MA	Watertown (Boston)	100.0%	501,900	191,400	310,500(1)
Atrium Mall	MA	Chestnut Hill (Boston)	49.1%	206,600	—	206,600
Auburn Mall	MA	Auburn (Boston)	49.1%	592,000	417,600	174,400
Burlington Mall	MA	Burlington (Boston)	100.0%	1,254,300	836,200	418,100
Cape Cod Mall	MA	Hyannis (Barnstable-Yarmouth)	49.1%	724,300	420,200	304,100
Emerald Square	MA	North Attleboro (Providence-Fall River)	49.1%	1,021,400	647,400	374,000
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%	910,200	538,800	371,400
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	67.6%(5)	653,500	416,600	236,900
Bowie Town Center	MD	Bowie (Washington, DC)	100.0%	667,200	338,600	328,600
St. Charles Towne Center	MD	Waldorf (Washington, D.C.)	100.0%	985,700	631,600	354,100
Maplewood Mall	MN	Minneapolis	100.0%	928,400	589,100	339,300
Miller Hill Mall	MN	Duluth	100.0%	808,900	429,500	379,400
Battlefield Mall	MO	Springfield	100.0%	1,188,500	770,100	418,400
Independence Center	MO	Independence (Kansas City)	100.0%	1,013,400	499,300	514,100
Biltmore Square	NC	Asheville	100.0%	493,900	242,600	251,300
SouthPark Mall	NC	Charlotte	100.0%	1,396,200	964,700	431,500
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%(7)	989,300	675,800	313,500
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%	1,282,900	527,600	755,300(1)
Ocean County Mall	NJ	Toms River (New York)	100.0%	892,700	616,400	276,300
Quaker Bridge Mall	NJ	Lawrenceville	39.6%(5)	1,102,200	686,800	415,400
Rockaway Townsquare	NJ	Rockaway (New York)	100.0%	1,249,400	786,600	462,800
Cottonwood Mall	NM	Albuquerque	100.0%	1,041,700	631,600	410,100
Forum Shops at Caesars	NV	Las Vegas	100.0%	478,000	—	478,000
Las Vegas Premium Outlet	NV	Las Vegas	50.0%	434,300	—	434,300

<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 &amp; Freestanding</u>
Chautauqua Mall	NY	Lakewood (Jamestown)	100.0%	431,900	213,300	218,600
Jefferson Valley Mall	NY	Yorktown Heights (New York)	100.0%	586,800	310,100	276,700
Nanuet Mall	NY	Nanuet (New York)	100.0%	916,400	583,700	332,700
Roosevelt Field	NY	Garden City (New York)	100.0%	2,189,900	1,430,400	759,500
Smith Haven Mall	NY	Lake Grove (New York)	25.0%	1,357,700	902,600	455,100
Source, The	NY	Westbury (New York)	25.5%	727,100	210,800	516,300
Walt Whitman Mall	NY	Huntington Station (New York)	100.0%	1,034,800	742,200	292,600
Westchester, The	NY	White Plains (New York)	40.0%	824,500	349,400	475,100
Great Lakes Mall	OH	Mentor (Cleveland)	100.0%	1,301,700	879,300	422,400
Lima Mall	OH	Lima	100.0%	745,900	541,900	204,000
Richmond Town Square	OH	Richmond Heights (Cleveland)	100.0%	1,016,900	685,300	331,600
Southern Park Mall	OH	Boardman (Youngstown)	100.0%	1,198,400	811,900	386,500
Summit Mall	OH	Akron	100.0%	764,200	432,900	331,300
Upper Valley Mall	OH	Springfield (Dayton- Springfield)	100.0%	750,800	479,400	271,400
Eastland Mall	OK	Tulsa	100.0%	700,600	435,800	264,800
Heritage Park Mall	OK	Midwest City (Oklahoma City)	100.0%	606,400	382,700	223,700
Penn Square Mall	OK	Oklahoma City	94.5%	1,031,100	588,100	443,000
Woodland Hills Mall	OK	Tulsa	47.2%	1,092,100	709,400	382,700
Century III Mall	PA	West Mifflin (Pittsburgh)	100.0%	1,286,200	831,400	454,800(1)
Cheltenham Square	PA	Philadelphia	100.0%	639,600	368,300	271,300
Granite Run Mall	PA	Media (Philadelphia)	50.0%	1,046,900	500,800	546,100
Court & Plaza at King of Prussia, The	PA	King of Prussia (Philadephia)	12.9%(5)	2,850,300	1,775,900	1,074,400(1)
Lehigh Valley Mall	PA	Whitehall (Allentown- Bethlehem)	25.2%(6)	1,062,200	564,400	497,800(1)
Montgomery Mall	PA	Montgomeryville (Philadephia)	54.4%(5)	1,120,400	684,900	435,500
Oxford Valley Mall	PA	Langhorne (Philadephia)	65.8%(5)	1,266,100	762,600	503,500(1)
Ross Park Mall	PA	Pittsburgh	100.0%	1,233,600	827,000	406,600
South Hills Village	PA	Pittsburgh	100.0%	1,113,900	656,000	457,900
Anderson Mall	SC	Anderson (Greenville)	100.0%	616,800	404,400	212,400
Haywood Mall	SC	Greenville	100.0%	1,232,700	902,400	330,300
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%	980,800	597,000	383,800
Oak Court Mall	TN	Memphis	100.0%	853,100	535,000	318,100(1)
Raleigh Springs Mall	TN	Memphis	100.0%	917,500	691,200	226,300
West Town Mall	TN	Knoxville	50.1%	1,327,200	878,300	448,900
Wolfchase Galleria	TN	Memphis	94.5%	1,268,100	761,600	506,500



<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 &amp; Freestanding</u>
Barton Creek Square	TX	Austin	100.0%	1,430,200	922,300	507,900
Broadway Square	TX	Tyler	100.0%	617,000	427,700	189,300
Cielo Vista Mall	TX	El Paso	100.0%	1,193,100	793,700	399,400
Highland Mall	TX	Austin	50.0%	1,090,000	732,000	358,000
The Galleria	TX	Houston	31.5%	2,403,300	1,300,500	1,102,800
Ingram Park Mall	TX	San Antonio	100.0%	1,129,900	751,700	378,200
Irving Mall	TX	Irving (Dallas-Ft. Worth)	100.0%	1,130,400	722,000	408,400
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%	1,662,200	1,194,600	467,600
Richardson Square Mall	TX	Richardson (Dallas-Ft. Worth)	100.0%	755,400	471,400	284,000
Rolling Oaks Mall	TX	San Antonio	100.0%	756,500	460,900	295,600
Sunland Park Mall	TX	El Paso	100.0%	917,700	575,800	341,900
Valle Vista Mall	TX	Harlingen	100.0%	654,800	389,800	265,000
Trolley Square	UT	Salt Lake City	90.0%	225,700	—	225,700
Apple Blossom Mall	VA	Winchester	49.1%	442,400	229,000	213,400
Charlottesville Fashion Square	VA	Charlottesville	100.0%	572,400	381,200	191,200
Chesapeake Square	VA	Chesapeake (Norfolk-VA Beach)	75.0%(9)	808,900	537,300	271,600
Valley Mall	VA	Harrisonburg	50.0%	370,900	191,300	179,600
Virginia Center Commons	VA	Glen Allen (Richmond)	100.0%	787,400	506,600	280,800
Columbia Center	WA	Kennewick	100.0%	741,800	408,100	333,700
Northgate Mall	WA	Seattle	100.0%	985,700	688,400	297,300
Tacoma Mall	WA	Tacoma	100.0%	1,339,700	924,000	415,700
Bay Park Square	WI	Green Bay	100.0%	716,100	447,500	268,600
Forest Mall	WI	Fond Du Lac	100.0%	500,700	327,300	173,400
Plaza Carolina <i>(173 properties)</i>		Carolina, Puerto Rico	100.0%	1,113,100	504,800	608,300(1)
<b><i>Community Centers</i></b>						
Plaza at Buckland Hills	CT	Manchester	35.0%(8)	334,600	252,200	82,400
Gaitway Plaza	FL	Ocala	23.3%(8)	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%	493,100	352,300	140,800
Indian River Commons	FL	Vero Beach	50.0%	260,900	233,400	27,500
Royal Eagle Plaza	FL	Coral Springs	35.0%(8)	199,200	124,500	74,700

<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 &amp; Freestanding</u>
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%(8)	385,300	263,800	121,500
Westland Park Plaza	FL	Orange Park	23.3%(8)	163,100	123,500	39,600
Mall of Georgia Crossing	GA	Mill Creek	100.0%	440,600	341,500	99,100
Bloomingtondale Court	IL	Bloomingtondale	100.0%	601,400	436,300	165,100
Countryside Plaza	IL	Countryside	100.0%	435,600	290,200	145,400
Crystal Court	IL	Crystal Lake	35.0%(8)	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%	243,200	229,800	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%(8)	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%	170,800	99,000	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%(8)	542,800	430,400	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%	406,300	284,800	121,500
Regency Plaza	MO	St. Charles	100.0%	287,400	210,600	76,800
Ridgewood Court	MS	Jackson	35.0%(8)	240,600	185,900	54,700

<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 &amp; Freestanding</u>
Rockaway Convenience Ctr.	NJ	Rockaway	100.0%	388,600	284,700	103,900
Cobblestone Court	NY	Victor	35.0%(8)	265,500	206,700	58,800
Boardman Plaza	OH	Youngstown	100.0%	631,800	365,100	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%(5)	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%(5)	107,400	72,700	34,700
Lincoln Plaza	PA	King of Prussia	65.8%(5)	267,200	143,600	123,600
Whitehall Mall	PA	Whitehall	39.6%(5)	553,500	378,600	174,900
Charles Towne Square	SC	Charleston	100.0%	71,800	71,800	—
Empire East	SD	Sioux Falls	50.0%	302,000	253,400	48,600
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%	8,700	—	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%(8)	249,600	169,000	80,600
Martinsville Plaza	VA	Martinsville	100.0%	102,100	60,000	42,100
<i>(66 properties)</i>						
<i>Mixed-Use</i>						
Copley Place	MA	Boston	98.1%	1,214,100	104,300	1,109,800(1)
Fashion Centre at Pentagon	VA	Arlington (Washington, DC)	42.5%	990,700	472,700	518,000(1)
<i>(2 properties)</i>						

<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 &amp; Freestanding</u>
<i>Office</i>						
O'Hare International Center	IL	Rosemont	100.0%	494,500	—	494,500(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>				<b>188,045,300</b>	<b>115,808,400</b>	<b>72,236,900</b>
<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>				<b>188,292,300</b>	<b>115,808,400</b>	<b>72,483,900</b>
<i>(244 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.
  - Circle Centre Mall—approx. 5,000 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.
  - Stanford Shopping—approx. 6,000 sq. ft.
- (2) Includes approximately 12,000 sq. ft. of retail space.
- (3) Includes approximately 25,000 sq. ft. of retail space.
- (4) The Operating Partnership receives substantially all the economic benefit of this property due to a partner preference.
- (5) The Company's indirect ownership interest, evidenced through an approximately 80% ownership interest in Kravco Simon Investments.
- (6) The ownership of the property is evidenced by the Operating Partnership's note with two of the other partners.
- (7) The Operating Partnership owns a mortgage note that encumbers Pheasant Lane Mall that entitles it to 100% of the economics of this property.
- (8) Outside partner receives substantially all the economic benefits of the property due to a partner preference.
- (9) The Operating Partnership receives substantially all the economic benefits of the property.

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

<u>Property Name</u>	<u>City (Metropolitan area)</u>	<u>SPG Ownership</u>	<u>Hypermarket/ Anchor GLA (3)</u> (in square feet)	<u>Mall &amp; Freestanding GLA</u> (in square feet)	<u>Total GLA</u> (in square feet)
<b>FRANCE</b>					
Bay 2	Torcy (Paris)	34.7%	132,400	408,900	541,300
Bel'Est	Bagnolet (Paris)	12.1%	150,700	63,000	213,700
Villabe A6	Villabe (Paris)	5.2%	102,300	104,500	206,800
<b>Subtotal France (3)</b>			<b>385,400</b>	<b>576,400</b>	<b>961,800</b>
<b>ITALY</b>					
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(5)	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

<u>Property Name</u>	<u>City (Metropolitan area)</u>	<u>SPG Ownership</u>	<u>Hypermarket/ Anchor GLA (3)</u> (in square feet)	<u>Mall &amp; Freestanding GLA</u> (in square feet)	<u>Total GLA</u> (in square feet)
Verona—Bussolengo	Bussolengo (Verona)	49.0%(2)	89,300	75,300	164,600
<b>Subtotal Italy (39)</b>			<b>3,251,300</b>	<b>3,062,500</b>	<b>6,313,800</b>
<b>POLAND (4)</b>					
Borek Shopping Center	Wroclaw	34.7%	119,900	129,400	249,300
Dabrowka Shopping Center	Katowice	34.7%	121,000	172,900	293,900
Turzyn Shopping Center	Szczecin	34.7%	87,200	120,900	208,100
Wilenska Station Shopping Center	Warsaw	34.7%	92,700	215,900	308,600
Zakopianka Shopping Center	Krakow	34.7%	120,200	427,000	547,200
<b>Subtotal Poland (5)</b>			<b>541,000</b>	<b>1,066,100</b>	<b>1,607,100</b>
<b>PORTUGAL</b>					
Minho Center	Braga (Porto)	34.7%(2)	120,000	101,600	221,600
<b>TOTAL EUROPEAN ASSETS (48)</b>			<b>4,297,700</b>	<b>4,806,600</b>	<b>9,104,300</b>

- 
- (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.
  - (3) Represents the sales area of the anchor and excludes any warehouse/storage areas.
  - (4) Arkadia in Warsaw, Poland opened in October, 2004.
  - (5) Gallerie Commerciali Italia, in which the Company has a 49% joint venture interest, has been notified by an Italian appellate court that the center which opened in February 2004, though properly permitted, was not in accordance with the Modugno master plan. The joint venture is appealing the decision of the appellate court and is otherwise working to resolve the issue. The center remains open. The joint venture partner has indemnified the Company for the amount of its allocated investment in the project.

**SIMON PROPERTY GROUP**  
**Capital Expenditures in the North American Portfolio**  
**For the Nine Months Ended September 30, 2004**

(In millions)

	Consolidated Properties	Unconsolidated Entities	
		Total	Simon Group's Share
New development projects . . . . .	\$128.3	\$160.3	\$ 80.2
Redevelopment projects with incremental GLA and/ or Anchor Replacement . . . . .	172.3	34.2	12.8
Renovations with no incremental GLA . . . . .	6.7	2.0	.3
Tenant allowances . . . . .	50.1	21.4	8.4
Operational capital expenditures at properties:			
CAM expenditures(1) . . . . .	20.1	11.4	4.0
Non-CAM expenditures . . . . .	11.7	24.7	4.5
Totals . . . . .	<u>\$389.2</u>	<u>\$254.0</u>	<u>\$110.2</u>
Plus (Less): Conversion from accrual to cash basis . .	(36.8)	(.2)	
Capital expenditures(2) . . . . .	<u>\$352.4</u>	<u>\$253.8</u>	

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

(2) 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 September 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	The Company's Share
<i>New Development Projects:</i>										
<b>Clay Terrace Carmel, IN (Indianapolis)</b>	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%	—	\$81.0	\$40.5
<b>St. Johns Town Center Jacksonville, FL</b>	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(2)	\$107	10%	—	\$94.4	\$80.3
<b>Wolf Ranch Georgetown, TX (Austin)</b>	670,000 sf open-air retail shopping complex featuring Kohls, Target, Linens 'n Things, Office Depot, Best Buy, T.J. Maxx, Michaels, Old Navy, Pier One and PetsMart	100%	7/05	\$ 98	\$ 62	\$ 62	10%	\$ 36.1	—	—
<b>Firewheel Town Center Garland, TX</b>	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%	\$ 43.4	—	—
<b>Rockaway Plaza Rockaway, NJ</b>	250,000 sf community center featuring Dick's Sporting Goods, Target, Loews Cineplex and PetsMart	100%	7/04 (Target) 11/05 (Petsmart and shops) 3/06 (Dick's & Loews)	\$ 39	\$ 8	\$ 8	21%	\$ 5.2(3)	—	—
<b>The Town Center at Coconut Point Estero/Bonita Springs, FL</b>	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, Ulta Cosmetics, Golfsmith, Sports Authority and Party City	50%	10/05 (Phase I) 9/06 (Phase II)	\$225	\$178	\$ 89	10%	—	\$48.6	\$24.3
<i>Significant Redevelopment Projects with Incremental GLA</i>										
<b>Aurora Mall Aurora, CO</b>	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%	\$ 9.5	—	—
<b>Forum Shops at Caesars Las Vegas, NV</b>	Phase III expansion of 175,000 sf	100%	10/04	\$139	\$139	\$139	11%	\$116.0	—	—
<b>SouthPark Charlotte, NC</b>	Phase II—Demolition of Sears building and addition of Dick's Sporting Goods, small shops, food court, Joseph Beth Booksellers, McCormick & Schmick and Morton's	100%	10/04 2nd Qtr. 2005 (Joseph Beth & Restaurants)	\$ 39	\$ 31	\$ 31	10%	\$ 22.1	—	—



**SIMON PROPERTY GROUP**  
**North American Development Activity Report\***  
**Project Overview, Construction-in-Progress and Land Held for Development**  
**As of September 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	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%	12/04							
<b>Subtotal Other Redevelopment Projects with Incremental GLA</b>				\$ 22	\$ 22	\$ 22	8%	\$ 10.1	\$ 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%	6/05							
<b>Subtotal Renovations</b>				\$ 26	\$ 17	\$ 12	12%	\$ 6.8	\$ 2.0	\$ 0.5
<i>Anchor/Big Box/Theater Activity</i>										
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%	11/04							
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 September 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
<b>Fashion Mall at Keystone, The Indianapolis, IN</b>	Addition of Landmark Cinema	100%	4/05							
<b>Maplewood Mall Minneapolis, MN</b>	Addition of Barnes & Noble	100%	11/04							
<b>North East Mall Hurst, TX (Ft. Worth)</b>	Rave Theatre and three restaurants in former Montgomery Ward location	100%	11/04							
<b>Phipps Plaza Atlanta, GA</b>	Nordstrom in former Lord & Taylor space	100%	3/05							
<b>Rolling Oaks Mall San Antonio, TX</b>	Addition of JCPenney	100%	10/04							
<b>Shops at Sunset Place, The Miami, FL</b>	Addition of L.A. Fitness	38%	11/04							
<b>South Hills Village Pittsburgh, PA</b>	Addition of Barnes & Noble	100%	12/04							
<b>South Park Mall Moline, IL</b>	Dillard's in former Montgomery Ward location	50%	10/04							
<b>Town Center at Boca Raton Boca Raton, FL</b>	Neiman Marcus in former Lord & Taylor space	100%	11/05							
<b>Washington Square Indianapolis, IN</b>	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)							
<b>White Oaks Mall Springfield, IL</b>	Dick's Sporting Goods and Linens 'N Things in former Montgomery Ward location	77%	7/04 (Dick's) 5/05 (Linens)							
	<b>Subtotal Anchor/Big Box/Theater Activity</b>			\$110	\$105	\$ 90	10%	\$ 48.9	\$ 16.6	\$ 8.3
	<i>Other Miscellaneous</i>							\$ 7.4	\$ 11.3	\$ 5.8
	<b>Total Construction in Progress(4)</b>							<b>\$305.4</b>	<b>\$253.9</b>	<b>\$159.6</b>
	<b>Land Held for Development</b>							<b>\$ 58.6</b>	<b>\$ 21.3</b>	<b>\$ 10.7</b>

\* 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) Due to our preference in the joint venture partnership, the Company is contributing 85% of the project costs until certain financial hurdles are met, at which time ownership will be 50/50.

(3) Development costs were transferred from Construction-in-Progress to the fixed asset accounts for Rockaway Plaza (Total and SPG's share = \$3.8 million).

(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 September 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>								
<b>Arkadia—Warsaw, Poland</b>	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	34.7%	October 20, 2004	€154	€ 53	€150	€ 52
<b>Cuneo—Cuneo, Italy</b>	Approx. 0.3 million of total GLA including a hypermarket, medium size shops, and small shops	Auchan, Decathlon, Bricocenter, Upim	49.0%	12/04	€ 27(1)	€ 13	€ 10	€ 5
<b>Porta di Roma—Roma, Italy</b>	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	€ 32	€ 6
<b>Napoli Nola—Nola, Italy (Napoli)</b>	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	€ 51	€ 11
<b>Napoli Guigliano—Guigliano, Italy (Napoli)</b>	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	€ 43	€ 8
<b>Bay 1—Torcy, France (Paris)</b>	Related to new hypermarket redevelopment in Torcy which opened February, 2003. Approx. 0.3 million of GLA redevelopment of old hypermarket site to consist of shops, cinema, and two hotels	Conforama, Go Sport	34.7%	11/04	€ 19	€ 7	€ 10	€ 3
<i>Expansion Projects (Under Construction):</i>								
<b>Piacenza—Piacenza, Italy</b>	Approx. 0.2 million of total GLA for the expansion of the existing gallery including medium size shops, and small shops	Auchan	49.0%	11/04	€ 13(1)	€ 6	€ 11	€ 5
<b>Other projects (1 leasehold development)</b>					€ 1	—	—	—
<b>Total (8 projects)</b>					<u>€635</u>	<u>€164</u>	<u>€307</u>	<u>€ 90</u>

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

(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 September 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 . . . . .	\$ 151,736	\$ —	\$ 33,177	\$ 184,913
2005 . . . . .	105,195	660,000	455,978	1,221,173
2006 . . . . .	315,634	790,974	449,464	1,556,072
2007 . . . . .	551,504	1,180,000	185,168	1,916,672
2008 . . . . .	461,547	350,000	323,778	1,135,325
2009 . . . . .	661,148	750,000	209,616	1,620,764
2010 . . . . .	724,067	700,000	237,913	1,661,980
2011 . . . . .	436,227	200,000	171,815	808,042
2012 . . . . .	352,785	350,000	205,030	907,815
2013 . . . . .	95,851	275,000	207,723	578,574
2014 . . . . .	467,600	700,000	162,764	1,330,364
Thereafter . . . . .	<u>72,245</u>	<u>450,000</u>	<u>11,112</u>	<u>533,357</u>
Subtotal Face Amounts . . . . .	\$4,395,539	\$6,405,974	\$2,653,538	\$13,455,051
Premiums (Discounts) on Indebtedness,				
Net . . . . .	16,964	(14,123)	586	3,427
Fair Value Interest Rate Swaps . . . . .	<u>—</u>	<u>(2,323)</u>	<u>—</u>	<u>(2,323)</u>
The Company's Share of Total Indebtedness . . . . .	<u>\$4,412,503</u>	<u>\$6,389,528</u>	<u>\$2,654,124</u>	<u>\$13,456,155</u>

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness**  
**As of September 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 . . . . .	\$ 3,933,165	\$ 3,758,060	6.43%	6.3
Floating Rate Debt (Hedged)(1) . . . . .	209,616	209,616	2.87%	3.2
Floating Rate Debt . . . . .	<u>476,208</u>	<u>427,863</u>	<u>2.95%</u>	<u>2.3</u>
Total Mortgage Debt . . . . .	4,618,989	4,395,539	5.92%	5.8
Unsecured Debt				
Fixed Rate . . . . .	5,799,965	5,799,965	6.30%	5.4
Floating Rate Debt . . . . .	<u>606,009</u>	<u>606,009</u>	<u>2.36%</u>	<u>2.4</u>
Subtotal . . . . .	6,405,974	6,405,974	5.93%	5.1
Revolving Corporate Credit Facility . . . . .	0	0	2.49%	0.0
Revolving Corporate Credit Facility (Hedged)(1) . . . . .	<u>0</u>	<u>0</u>	<u>2.49%</u>	<u>0.0</u>
Subtotal . . . . .	0	0	2.49%	0.0
Total Unsecured Debt . . . . .	6,405,974	6,405,974	5.93%	5.1
Premium . . . . .	31,855	29,331	N/A	N/A
Discount . . . . .	(26,537)	(26,490)	N/A	N/A
Fair Value Interest Rate Swaps . . . . .	<u>(2,323)</u>	<u>(2,323)</u>	<u>N/A</u>	<u>N/A</u>
Consolidated Mortgages and Other Indebtedness(2) . . . . .	<u><b>\$11,027,958</b></u>	<u><b>\$10,802,031</b></u>	<u>5.93%</u>	<u>5.4</u>
Joint Venture Indebtedness				
Mortgage Debt				
Fixed Rate . . . . .	\$ 4,667,162	\$ 1,989,970	6.82%	5.2
Floating Rate Debt (Hedged)(1) . . . . .	476,921	219,583	2.36%	2.8
Floating Rate Debt . . . . .	<u>1,011,584</u>	<u>443,985</u>	<u>3.50%</u>	<u>4.9</u>
Total Mortgage Debt . . . . .	6,155,667	2,653,538	5.90%	4.6
Premium . . . . .	5,466	2,733	N/A	N/A
Discount . . . . .	<u>(4,370)</u>	<u>(2,147)</u>	<u>N/A</u>	<u>N/A</u>
Joint Venture Mortgages and Other Indebtedness . . . . .	<u><b>\$ 6,156,763</b></u>	<u><b>\$ 2,654,124</b></u>	<u>5.90%</u>	<u>4.6</u>
<i>The Company's Share of Total Indebtedness</i> . . . . .		<u><b>\$13,456,155</b></u>	<u>5.95%</u>	<u>5.2</u>

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

(2) Amounts give effect to outstanding derivative instruments. As of September 30, 2004, the Company had interest rate protection agreements effectively converting variable rate debt to fixed rate debt on \$48.1 million of debt. The Company also holds Euros 150.0 million of notional amount fixed rate swap agreements that have a weighted average pay rate of 2.12% and a weighted average receive rate of 2.08% at September 30, 2004. The Company also holds \$370.0 million of notional amount variable rate swap agreements that have a weighted average pay rate of 2.13% and a weighted average receive rate of 3.72% at September 30, 2004.

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
<b>Consolidated Indebtedness:</b>						
North East Mall . . . . .	11/21/04	3.22%	Variable	Secured	140,000	140,000
DeKalb Plaza . . . . .	12/01/04	9.35%	Fixed	Secured	2,366	1,240
Melbourne Square . . . . .	02/01/05	7.42%	Fixed	Secured	36,089	36,089
Shopping Center Associates						
(Bonds) . . . . .	05/15/05	7.63%	Fixed	Unsecured	110,000	110,000
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	3.84%	Variable	Secured	10,877	10,877
Treasure Coast Square—1 . . . . .	01/01/06	7.13%	Fixed	Secured	50,254	50,254
Treasure Coast Square—2 . . . . .	01/01/06	7.77%	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	2.49%	Variable	Unsecured	0	0
Mall of Georgia Crossing . . . . .	06/09/06	3.84%	Variable	Secured	32,734	32,734
Gulf View Square . . . . .	10/01/06	8.25%	Fixed	Secured	33,623	33,623
Paddock Mall . . . . .	10/01/06	8.25%	Fixed	Secured	26,742	26,742
Riverway . . . . . (2)	10/01/06	2.99%	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)	240,974	240,974
Simon Property Group, LP (Term						
Loan) . . . . . (2)	04/01/07	2.49%	Variable	Unsecured	250,000	250,000
Cielo Vista Mall—1 . . . . . (4)	05/01/07	9.38%	Fixed	Secured	50,225	50,225
Cielo Vista Mall—3 . . . . . (4)	05/01/07	6.76%	Fixed	Secured	36,182	36,182
Lakeline Mall . . . . .	05/01/07	7.65%	Fixed	Secured	67,736	67,736
McCain Mall—1 . . . . . (4)	05/01/07	9.38%	Fixed	Secured	23,452	23,452
McCain Mall—2 . . . . . (4)	05/01/07	6.76%	Fixed	Secured	16,701	16,701
Valle Vista Mall—1 . . . . . (4)	05/01/07	9.38%	Fixed	Secured	31,061	31,061
Valle Vista Mall—2 . . . . . (4)	05/01/07	6.81%	Fixed	Secured	7,427	7,427
Wolfchase Galleria . . . . .	06/30/07	7.80%	Fixed	Secured	73,587	69,537
Copley Place . . . . .	08/01/07	7.44%	Fixed	Secured	178,427	175,121
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	58,346	35,008
Simon Property Group, LP						
(Bonds) . . . . .	11/15/07	6.38%	Fixed	Unsecured	750,000	750,000

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
Bangor Mall . . . . .	12/01/07	7.06%	Fixed	Secured	23,587	15,945
White Oaks Mall . . . . . (2)	02/25/08	2.94%	Variable	Secured	48,563	41,125
St. Johns Town Center . . . . . (2)	03/12/08	3.09%	Variable	Secured	76,314	38,157
Gateway Shopping Center . . . . . (2)	03/31/08	2.79%	Variable	Secured	86,000	83,250
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	32,618	32,618
College Mall—1 . . . . . (3)	01/01/09	7.00%	Fixed	Secured	36,002	36,002
College Mall—2 . . . . . (3)	01/01/09	6.76%	Fixed	Secured	11,149	11,149
Greenwood Park Mall—1 . . . . . (3)	01/01/09	7.00%	Fixed	Secured	30,153	30,153
Greenwood Park Mall—2 . . . . . (3)	01/01/09	6.76%	Fixed	Secured	57,601	57,601
Towne East Square—1 . . . . .	01/01/09	7.00%	Fixed	Secured	47,674	47,674
Towne East Square—2 . . . . .	01/01/09	6.81%	Fixed	Secured	23,240	23,240
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	70,628	66,741
Plaza Carolina—Fixed . . . . .	05/09/09	5.10%	Fixed	Secured	99,501	99,501
Plaza Carolina—Variable Capped . . (2)	05/09/09	2.74%	Variable	Secured	99,616	99,616
Plaza Carolina—Variable Floating . (2)	05/09/09	2.74%	Variable	Secured	59,770	59,770
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	28,429	28,429
Forest Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	15,592	15,592
Lake View Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	20,727	20,727
Lakeline Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	22,724	22,724
Lincoln Crossing . . . . . (9)	11/01/09	7.78%	Fixed	Secured	3,138	3,138
Matteson Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	9,128	9,128
Muncie Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	7,891	7,891
Regency Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	4,278	4,278
St. Charles Towne Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	27,383	27,383
West Ridge Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	5,515	5,515
White Oaks Plaza . . . . . (9)	11/01/09	7.78%	Fixed	Secured	16,830	16,830
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	28,970	26,073
Simon Property Group, LP (Bonds) . . . . .	08/15/10	4.88%	Fixed	Unsecured	400,000	400,000
Coral Square . . . . .	10/01/10	8.00%	Fixed	Secured	88,215	85,763
Crystal River . . . . .	11/11/10	7.63%	Fixed	Secured	15,750	15,750
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

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
Port Charlotte Town Center . . . . .	12/11/10	7.98%	Fixed	Secured	52,979	42,383
Oxford Valley Mall . . . . .	01/10/11	6.76%	Fixed	Secured	84,917	55,858
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	15,498	12,262
Ingram Park Mall . . . . . (8)	08/11/11	6.99%	Fixed	Secured	81,765	81,765
Knoxville Center . . . . . (8)	08/11/11	6.99%	Fixed	Secured	61,917	61,917
Northlake Mall . . . . . (8)	08/11/11	6.99%	Fixed	Secured	71,428	71,428
Towne West Square . . . . . (8)	08/11/11	6.99%	Fixed	Secured	53,521	53,521
Tacoma Mall . . . . .	10/01/11	7.00%	Fixed	Secured	130,717	130,717
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	29,506	29,506
Century III Mall . . . . . (6)	10/10/12	6.20%	Fixed	Secured	87,098	87,098
Crossroads Mall . . . . .	10/10/12	6.20%	Fixed	Secured	43,745	43,745
Forest Mall . . . . . (7)	10/10/12	6.20%	Fixed	Secured	17,518	17,518
Highland Lakes Center . . . . . (6)	10/10/12	6.20%	Fixed	Secured	16,147	16,147
Longview Mall . . . . . (6)	10/10/12	6.20%	Fixed	Secured	32,784	32,784
Markland Mall . . . . . (7)	10/10/12	6.20%	Fixed	Secured	23,194	23,194
Midland Park Mall . . . . . (7)	10/10/12	6.20%	Fixed	Secured	33,861	33,861
Palm Beach Mall . . . . .	10/10/12	6.20%	Fixed	Secured	54,168	54,168
Richmond Towne Square . . . . . (7)	10/10/12	6.20%	Fixed	Secured	47,562	47,562
Simon Property Group, LP						
(Bonds) . . . . .	03/15/13	5.45%	Fixed	Unsecured	200,000	200,000
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	31,690	10,014
Montgomery Mall . . . . .	05/11/14	5.17%	Fixed	Secured	95,592	52,002
Chesapeake Square . . . . . (2)	08/01/14	5.84%	Fixed	Secured	73,000	54,750
Brunswick Square . . . . .	08/11/14	5.65%	Fixed	Secured	86,000	86,000
Simon Property Group, LP						
(Bonds) . . . . .	08/15/14	5.63%	Fixed	Unsecured	500,000	500,000
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



**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
Arsenal Mall—2 . . . . .	05/05/16	8.20%	Fixed	Secured	1,689	1,689
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	36,795	36,795
Keystone at the Crossing . . . . .	07/01/27	7.85%	Fixed	Secured	59,832	59,832
<b>Total Consolidated Indebtedness at Face Value . . . . .</b>					<u>11,024,963</u>	<u>10,801,513</u>
Premium on Fixed-Rate Indebtedness . . . . .					31,855	29,331
Discount on Fixed-Rate Indebtedness . . . . .					(26,537)	(26,490)
Fair Value Interest Rate Swaps . . . . .					(2,323)	(2,323)
<b>Total Consolidated Indebtedness . . . . .</b>					<u>11,027,958</u>	<u>10,802,031</u>
<b>Joint Venture Indebtedness</b>						
Indian River Commons . . . . .	11/01/04	7.58%	Fixed	Secured	8,064	4,032
Indian River Mall . . . . .	11/01/04	7.58%	Fixed	Secured	44,746	22,373
Galleria Commerciali Italia . . . . .	06/22/05	3.28%	Variable	Secured(14)	590,655	289,421
Westchester, The—1 . . . . .	09/01/05	8.74%	Fixed	Secured	143,299	57,320
Westchester, The—2 . . . . .	09/01/05	7.20%	Fixed	Secured	50,630	20,252
Houston Galleria—1 . . . . .	12/01/05	7.93%	Fixed	Secured	215,973	67,999
Cobblestone Court . . . . .	01/01/06	7.64%	Fixed	Secured	10,597	3,709
Crystal Court . . . . .	01/01/06	7.64%	Fixed	Secured	2,767	968
Fairfax Court . . . . .	01/01/06	7.64%	Fixed	Secured	12,997	3,412
Gaitway Plaza . . . . .	01/01/06	7.64%	Fixed	Secured	8,997	2,099
Plaza at Buckland Hills, The . . . . .	01/01/06	7.64%	Fixed	Secured	17,072	5,975
Ridgewood Court . . . . .	01/01/06	7.64%	Fixed	Secured	7,447	2,606
Village Park Plaza . . . . .	01/01/06	7.64%	Fixed	Secured	18,377	6,432
West Town Corners . . . . .	01/01/06	7.64%	Fixed	Secured	10,997	2,567
Willow Knolls Court . . . . .	01/01/06	7.64%	Fixed	Secured	10,722	3,753
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	2.25%	Variable	Secured	186,500	93,250
CMBS Loan—2 Floating (encumbers 13 Properties) . . . . . (5)	05/15/06	2.21%	Variable	Secured	81,400	40,700
Great Northeast Plaza . . . . .	06/01/06	9.04%	Fixed	Secured	16,573	8,287
Smith Haven Mall . . . . .	06/01/06	7.86%	Fixed	Secured	115,000	28,750

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
Montreal Forum—Canada . . . . . (2)	08/08/06	5.76%	Variable	Secured(15)	42,470	15,130
Lehigh Valley Mall . . . . .	10/10/06	7.90%	Fixed	Secured	46,415	11,567
Greendale Mall . . . . .	12/10/06	8.23%	Fixed	Secured	40,421	19,862
Gwinnett Place—1 . . . . .	04/01/07	7.54%	Fixed	Secured	37,042	18,521
Gwinnett Place—2 . . . . .	04/01/07	7.25%	Fixed	Secured	81,820	40,910
Town Center at Cobb—1 . . . . .	04/01/07	7.54%	Fixed	Secured	47,193	23,597
Town Center at Cobb—2 . . . . .	04/01/07	7.25%	Fixed	Secured	62,267	31,134
Houston Galleria—2 . . . . . (2)	06/25/07	3.34%	Variable	Secured	84,711	26,671
Mall at Rockingham . . . . .	09/01/07	7.88%	Fixed	Secured	96,130	23,618
Clay Terrace Partners . . . . . (2)	01/20/08	3.34%	Variable	Secured	70,793	35,397
Metrocenter . . . . .	02/28/08	8.45%	Fixed	Secured	28,315	14,158
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	99,547	48,915
Mall of New Hampshire—2 . . . . .	10/01/08	8.53%	Fixed	Secured	8,184	4,021
Fashion Valley Mall—1 . . . . .	10/11/08	6.49%	Fixed	Secured	164,549	82,275
Fashion Valley Mall—2 . . . . .	10/11/08	6.58%	Fixed	Secured	29,124	14,562
Whitehall Mall . . . . .	11/01/08	6.77%	Fixed	Secured	13,903	5,500
Woodland Hills Mall . . . . .	01/01/09	7.00%	Fixed	Secured	84,482	39,916
Source, The . . . . .	03/11/09	6.65%	Fixed	Secured	124,000	31,000
Shops at Sunset Place, The . . . . . (2)	05/09/09	2.59%	Variable	Secured	99,021	37,133
Seminole Towne Center . . . . . (2)	06/30/09	2.49%	Variable	Secured	70,000	31,500
Fashion Centre Pentagon Office . . . . .	07/09/09	2.59%	Variable	Secured	40,000	17,000
Apple Blossom Mall . . . . .	09/10/09	7.99%	Fixed	Secured	39,269	19,296
Auburn Mall . . . . .	09/10/09	7.99%	Fixed	Secured	45,973	22,590
Mall at Chestnut Hill . . . . .	02/02/10	8.45%	Fixed	Secured	14,577	6,883
Mall of Georgia . . . . .	07/01/10	7.09%	Fixed	Secured	198,104	99,052
Florida Mall, The . . . . .	12/10/10	7.55%	Fixed	Secured	260,989	130,495
Atrium at Chestnut Hill . . . . .	03/11/11	6.89%	Fixed	Secured	47,409	23,296
Cape Cod Mall . . . . .	03/11/11	6.80%	Fixed	Secured	96,385	47,361
Highland Mall . . . . .	07/11/11	6.83%	Fixed	Secured	68,780	34,390
Fashion Centre Pentagon Retail . . . . .	09/11/11	6.63%	Fixed	Secured	161,625	68,691
Dadeland Mall . . . . .	02/11/12	6.75%	Fixed	Secured	194,700	97,350
Square One . . . . .	03/11/12	6.73%	Fixed	Secured	92,612	45,507

**SIMON PROPERTY GROUP**  
**Summary of Indebtedness by Maturity**  
**As of September 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>
Crystal Mall . . . . .	09/11/12	5.62%	Fixed	Secured	103,315	77,041
European Retail Enterprises—						
Fixed Components . . . . .	01/17/13	6.49%	Fixed	Secured(13)	74,712	25,926
Emerald Square Mall . . . . .	03/01/13	5.13%	Fixed	Secured	142,037	69,793
Avenues, The . . . . .	04/01/13	5.29%	Fixed	Secured	78,396	19,599
Circle Centre Mall . . . . .	04/11/13	5.02%	Fixed	Secured	78,419	11,504
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 . . . . .	05/11/14	4.02%	Variable	Secured(16)	222,955	77,366
Northshore Mall . . . . .	03/11/14	5.03%	Fixed	Secured	210,000	103,189
Quaker Bridge Mall . . . . .	04/01/16	7.03%	Fixed	Secured	23,529	9,308
King of Prussia Mall—1 . . . . .	01/01/17	7.49%	Fixed	Secured	186,248	23,945
King of Prussia Mall—2 . . . . .	01/01/17	8.53%	Fixed	Secured	12,833	1,650
<b>Total Joint Venture Indebtedness at Face Value . . . . .</b>					<b><u>6,155,667</u></b>	<b><u>2,653,538</u></b>
Premium on JV Fixed-Rate Indebtedness . . . . .					5,466	2,733
Discount on JV Fixed-Rate Indebtedness . . . . .					(4,370)	(2,147)
<b>Total Joint Venture Indebtedness . . . . .</b>					<b><u>6,156,763</u></b>	<b><u>2,654,124</u></b>
<b>The Company's Share of Total Indebtedness . . . . .</b>						<b><u>13,456,155</u></b>

(Footnotes on following page)

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

*(Footnotes for preceeding pages)*

**Footnotes:**

- (1) Variable rate debt interest rates are based on the following base rates as of September 30, 2004: LIBOR at 1.84%; EURIBOR at 2.08%.
- (2) Includes applicable extensions available at Company's option.
- (3) These two 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 September 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 1.84%.
- (12) Amounts shown in USD Equivalent. Euro equivalent is 195.4 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 September 30, 2004**

<u>Property Name</u>	<u>City</u>	<u>State</u>
<i><b>Regional Malls:</b></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
Tippecanoe Mall	Lafayette	IN
Prien Lake Mall	Lake Charles	LA
Burlington Mall	Burlington	MA
South Shore Plaza	Braintree	MA
Bowie Town Center	Bowie	MD
St. Charles Towne Center	Waldorf	MD
Maplewood Mall	Minneapolis	MN
Miller Hill Mall	Duluth	MN
Independence Center	Independence	MO
SouthPark Mall	Charlotte	NC
Pheasant Lane	Nashua	NH
Livingston Mall	Livingston	NJ

<u>Property Name</u>	<u>City</u>	<u>State</u>
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
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
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
<b><i>Community Centers:</i></b>		
Waterford Lakes Town Center	Orlando	FL
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

<u>Property Name</u>	<u>City</u>	<u>State</u>
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
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 September 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>
<b>Perpetual</b>					
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
<b>Preferred Units:</b>					
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)	255,373	\$100	\$ 25,537	N/A
Simon Property Group, L.P. . . . .	7.75%/8.00% Cumulative Redeemable Preferred	822,588	\$100	\$ 82,259	N/A

- (1) Shares were redeemable beginning 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 September 30, 2004, was \$26.99 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 September 30, 2004 was \$53.12 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.




 The logo for Simon Property Group features the word "SIMON" in a large, serif font, with a trademark symbol. To its right, the words "PROPERTY GROUP" are stacked vertically in a smaller, sans-serif font. A horizontal line is positioned below the "SIMON" text.
 **SIMON<sup>™</sup> PROPERTY GROUP**
**CONTACTS:**

Shelly Doran 317.685.7330 Investors  
 Les Morris 317.263.7711 Media

**FOR IMMEDIATE RELEASE**

**SIMON PROPERTY GROUP ANNOUNCES THIRD QUARTER RESULTS  
 AND DECLARES DIVIDENDS**

Indianapolis, Indiana—October 27, 2004...Simon Property Group, Inc. (the “Company” or “Simon”) (NYSE:SPG) today announced results for the quarter and nine months ended September 30, 2004:

- Diluted funds from operations (“FFO”) of the Simon portfolio for the quarter increased 12.6% to \$277.7 million from \$246.7 million in 2003. On a per share basis the increase was 11.8% to \$1.04 per share from \$0.93 per share in the third quarter of 2003. Diluted FFO of the Simon portfolio for the nine months increased 9.1% to \$800.5 million from \$733.9 million in 2003. On a per share basis the increase was 8.3% to \$3.01 per share from \$2.78 per share in 2003.
- Net income available to common shareholders for the quarter increased 73.5% to \$74.1 million from \$42.7 million in 2003. On a diluted per share basis the increase was 63.6% to \$0.36 per share from \$0.22 per share in the third quarter of 2003. Net income available to common shareholders for the nine months increased 30.4% to \$193.2 million from \$148.2 million in 2003. On a diluted per share basis the increase was 20.5% to \$0.94 per share from \$0.78 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 (sales for those tenants in-place for at least 24 months) increased 5.8%, to \$421 at September 30, 2004 as compared to \$398 at September 30, 2003, while total retail sales per square foot also increased 5.8%, to \$417 at September 30, 2004 as compared to \$394 at September 30, 2003. Average base rents for mall and freestanding stores in the regional mall portfolio were \$33.07 per square foot at September 30, 2004, an increase of \$1.20 or 3.8%, from September 30, 2003. The average initial base rent for new mall store leases signed during the first nine months of 2004 was \$39.28, an increase of \$6.38 or 19.4% over the tenants who closed or whose leases expired. Occupancy for mall and freestanding stores in the regional malls at September 30, 2004 was 91.8%, as compared to 91.9% at September 30, 2003.

“We are pleased to report this quarter’s growth in FFO and EPS,” said David Simon, Chief Executive Officer. “Strong leasing activity resulted in a 50 basis point occupancy gain in our regional mall portfolio from June 30th, and tenant sales continued to be strong. These results were achieved despite a \$2.3 million negative impact to our Florida properties as a result of physical damage from the four hurricanes. With the addition of Chelsea Property Group to our organization and our strong development pipeline in the U.S. and Europe, we are well-positioned to continue to grow our business.”

## Dividends

Today the Company announced a common stock dividend of \$0.240217 per share to be paid on November 30, 2004 to shareholders of record on November 17, 2004. This dividend announcement follows the partial quarterly dividend declared earlier this month to align the time periods of dividend payments for Simon Property Group and Chelsea Property Group, Inc. (“Chelsea”) under the definitive merger agreement entered into by the two companies. Today’s declared dividend represents the balance of the Company’s regular quarterly dividend rate of \$0.65 per share.

The Company also declared dividends on four issues of preferred stock:

- Simon Property Group, Inc. 8.75% Series F Cumulative Redeemable Preferred (NYSE:SPGPrF) dividend of \$0.546875 per share is payable on December 31, 2004 to shareholders of record on December 17, 2004.
- Simon Property Group, Inc. 7.89% Series G Cumulative Preferred (NYSE:SPGPrG) dividend of \$0.98625 per share is payable on December 31, 2004 to shareholders of record on December 17, 2004.
- Simon Property Group, Inc. 6% Series I Convertible Perpetual Preferred (NYSE:SPGPrI) dividend of \$0.2833 per share is payable on November 30, 2004 to shareholders of record on November 17, 2004. This represents a partial quarterly dividend for this security, which was issued on October 14, 2004 in conjunction with the Chelsea acquisition.
- Simon Property Group, Inc. 8<sup>3</sup>/<sub>8</sub>% Series J Cumulative Redeemable Preferred dividend of \$0.89566 per share is payable on December 31, 2004 to shareholders of record on December 17, 2004. This represents a partial quarterly dividend for this security, which was issued on October 14, 2004 in conjunction with the Chelsea merger to holders of Chelsea’s former 8<sup>3</sup>/<sub>8</sub>% Series A Cumulative Redeemable Preferred.

## Chelsea Property Group Acquisition

On October 14, 2004, the Company completed its \$5.1 billion (including the assumption of debt) acquisition of Chelsea. Chelsea common shareholders received merger consideration of \$36.00 in cash; 0.2936 of a share of Simon common stock; and 0.3000 of a share of Simon 6% Series I convertible perpetual preferred stock for each share of Chelsea common stock. In connection with the merger transaction, holders of limited partnership common units of CPG Partners, L.P., the operating partnership subsidiary of Chelsea, exchanged their units for common and convertible preferred units of the Simon operating partnership, Simon Property Group, L.P.

At closing, shares and units were issued as follows:

- 12,978,795 shares of Simon Common Stock
- 4,652,232 Simon Property Group, L.P. common units
- 13,261,712 shares of Simon 6% Series I Convertible Perpetual Preferred Stock (liquidation value of \$50 per share)
- 4,753,794 Simon Property Group, L.P. 6% Convertible Perpetual Preferred Units (liquidation value of \$50 per unit)

Chelsea will operate as a division of SPG out of its current headquarters in Roseland, New Jersey, with David Bloom and the Chelsea management team continuing their leadership roles. David Bloom has been appointed as an Advisory Director of the Simon Property Group Board of Directors.

Chelsea Property Group is the leading owner, developer and manager of Premium Outlet® centers in the U.S. and Asia. Its portfolio includes 36 Premium Outlet centers (32 in the U.S. and 4 in Japan)

located in major metropolitan markets such as New York, Los Angeles and Boston, and tourist destinations such as Orlando, Las Vegas and Palm Springs. The 32 domestic Premium Outlet centers are 98% occupied and generate sales per square foot of approximately \$400. Chelsea's four Premium Outlet centers in Japan, located near Tokyo, Osaka and Fukuoka, are fully leased and generate average sales of more than \$800 per square foot.

The Company obtained a two-year senior unsecured term loan facility of \$1.8 billion to fund the cash component of the consideration and the retirement of certain Chelsea debt. The facility closed on October 12, 2004 and was funded by ten key SPG lenders. Interest on the facility is based upon the Company's corporate ratings and is currently LIBOR plus 55 basis points. There is no financing origination fee for this facility during the first year.

### **Development Activities**

During the month of October, the Company opened three development projects:

- Clay Terrace is a 570,000 square foot upscale center located at the southwest corner of U.S. 31 and 146<sup>th</sup> 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. The Company owns the project in a 50/50 joint venture with Indianapolis-based Lauth Property Group.
- Arkadia is a 1.1 million square foot shopping center in Warsaw, Poland. The project incorporates a hypermarket, approximately 200 small shops, a do-it-yourself center and a cinema. The Company owns a 35% interest through its Groupe BEG joint venture.
- The phase III expansion of The Forum Shops at Caesars in Las Vegas is comprised of 175,000 square feet of luxury designers, restaurants, and unique retailers. The Company owns 100% of Forum Shops.

The Company has five new U.S. development projects currently under construction:

- 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 a multifamily 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 performance 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 community center 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, Old Navy, Pier One 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 Highway 190 (President George Bush Expressway) and State Highway 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. Target opened in July 2004 with the remainder of the project opening in phases between November 2005 and March 2006. The Company owns 100% of this asset.
- 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 305 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 Sears Grand, Bed Bath & Beyond, Best Buy, Designer Shoe Warehouse, Office Max, Old Navy, PetsMart, Pier One, Ross Dress for Less and Sports Authority. 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.

### **Dispositions**

Two real estate asset dispositions are reflected in third quarter results. On July 22, 2004, the Company sold Bridgeview Court, a community center in the Chicago suburb of Bridgeview, Illinois. On September 1, 2004, the Company sold Woodville Mall in Toledo, Ohio. Gross proceeds from these sales were approximately \$7.8 million.

### **Financing Activity**

On August 11, the Company announced that its partnership subsidiary, Simon Property Group, L.P., completed the sale of \$900 million of debt securities. The issue included two tranches of senior unsecured notes: \$400 million of 4.875% Notes due 2010 and \$500 million of 5.625% Notes due 2014.

The all-in effective yield is 4.965% for the six-year notes and 5.675% for the ten-year notes. The blended effective yield for the entire offering is 5.359%. Net proceeds from the offering were used to repay existing indebtedness and for general corporate purposes.

### **2004 Guidance**

The Company believes that it will exceed the top end of the range of 2004 FFO guidance previously provided of \$4.35 per share. This expectation takes into account the impact of the

October 14, 2004 acquisition of Chelsea Property Group. The following table provides the reconciliation of estimated diluted net income per share to diluted FFO per share of \$4.35.

*For the twelve months ended December 31, 2004*

Estimated diluted net income per share . . . . .	\$ 1.66
Depreciation and amortization including our share of joint ventures . . . . .	2.72
(Gain)/Loss on sales of real estate and discontinued operations . . . . .	0.00
Impact of additional dilutive securities for FFO per share . . . . .	<u>(0.03)</u>
Estimated diluted FFO per share . . . . .	<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](http://www.simon.com) (in the About Simon section), [www.fulldisclosure.com](http://www.fulldisclosure.com), and [www.streetevents.com](http://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, October 28th. An online replay will be available for approximately 90 days at [www.simon.com](http://www.simon.com).

**Supplemental Materials**

The Company will publish a supplemental information package which will be available at [www.simon.com](http://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., headquartered in Indianapolis, Indiana, is a real estate investment trust engaged in the ownership, development and management of retail real estate, primarily regional malls, Premium Outlet centers and community shopping centers. The Company’s current total market capitalization is approximately \$34 billion. Through its subsidiary partnerships, it currently owns or has an interest in 299 properties in North America containing an aggregate of 204 million square feet of gross leasable area in 39 states plus Canada and Puerto Rico. Simon also holds interests in 49 European shopping centers in France, Italy, Poland and Portugal and 4 Premium Outlet centers in Japan. Additional Simon Property Group information is available at [www.simon.com](http://www.simon.com).

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2004	2003	2004	2003
<b>REVENUE:</b>				
Minimum rent . . . . .	\$369,511	\$333,334	\$1,085,534	\$ 990,058
Overage rent . . . . .	11,970	9,639	29,986	24,502
Tenant reimbursements . . . . .	190,304	172,443	541,838	498,225
Management fees and other revenue . . . . .	17,932	19,102	54,335	55,587
Other income . . . . .	33,736	25,036	95,408	76,196
<b>Total revenue . . . . .</b>	<b>623,453</b>	<b>559,554</b>	<b>1,807,101</b>	<b>1,644,568</b>
<b>EXPENSES:</b>				
Property operating . . . . .	95,224	84,931	266,128	239,350
Depreciation and amortization . . . . .	145,963	126,269	428,636	369,686
Real estate taxes . . . . .	63,104	56,112	183,538	165,294
Repairs and maintenance . . . . .	24,749	18,420	67,432	60,823
Advertising and promotion . . . . .	11,698	14,193	37,059	37,836
Provision for credit losses . . . . .	3,366	2,132	10,083	10,556
Home and regional office costs . . . . .	19,579	17,688	61,811	56,571
General and administrative . . . . .	3,615	4,030	10,637	11,102
Costs related to withdrawn tender offer . . . . .	—	10,500	—	10,500
Other . . . . .	7,311	5,573	23,904	17,542
<b>Total operating expenses . . . . .</b>	<b>374,609</b>	<b>339,848</b>	<b>1,089,228</b>	<b>979,260</b>
<b>OPERATING INCOME . . . . .</b>	<b>248,844</b>	<b>219,706</b>	<b>717,873</b>	<b>665,308</b>
Interest expense . . . . .	161,398	149,036	471,730	451,493
<b>Income before minority interest . . . . .</b>	<b>87,446</b>	<b>70,670</b>	<b>246,143</b>	<b>213,815</b>
Minority interest . . . . .	(2,209)	(888)	(6,890)	(3,307)
Gain (Loss) on sales of assets and other, net . . . . .	1,121	(5,145)	(760)(A)	(5,122)
Income tax expense of taxable REIT subsidiaries . . . . .	(2,196)	(2,423)	(10,838)(B)	(6,450)
<b>Income before unconsolidated entities . . . . .</b>	<b>84,162</b>	<b>62,214</b>	<b>227,655</b>	<b>198,936</b>
Income from other unconsolidated entities . . . . .	23,901	24,015	60,809	70,989
<b>Income from continuing operations . . . . .</b>	<b>108,063</b>	<b>86,229</b>	<b>288,464</b>	<b>269,925</b>
Results of operations from discontinued operations . . . . .	112	2,189	(1,264)	7,391
Gain (loss) on disposal or sale of discontinued operations, net . . . . .	(503)	(12,935)	(215)	(25,693)
<b>Income before allocation to limited partners . . . . .</b>	<b>107,672</b>	<b>75,483</b>	<b>286,985</b>	<b>251,623</b>
<b>LESS:</b>				
Limited partners' interest in the Operating Partnership . . . . .	20,792	14,244	55,568	47,917
Preferred distributions of the Operating Partnership . . . . .	4,905	2,835	14,710	8,505
<b>NET INCOME . . . . .</b>	<b>81,975</b>	<b>58,404</b>	<b>216,707</b>	<b>195,201</b>
Preferred dividends . . . . .	(7,834)	(15,683)	(23,504)	(47,048)
<b>NET INCOME AVAILABLE TO COMMON SHAREHOLDERS . . . . .</b>	<b>\$ 74,141</b>	<b>\$ 42,721</b>	<b>\$ 193,203</b>	<b>\$ 148,153</b>

**SIMON**  
**Per Share Data and Selected Mall Operating Statistics**  
**Unaudited**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
<b>PER SHARE DATA:</b>				
<b>Basic Earnings Per Common Share:</b>				
Income from continuing operations . . . . .	\$ 0.36	\$ 0.27	\$ 0.95	\$ 0.86
Discontinued operations—results of operations and gain on disposal or sale, net . . . . .	<u>0.00</u>	<u>(0.04)</u>	<u>(0.01)</u>	<u>(0.07)</u>
Net income available to common shareholders . . . . .	<u>\$ 0.36</u>	<u>\$ 0.23</u>	<u>\$ 0.94</u>	<u>\$ 0.79</u>
Percentage Change . . . . .	56.5%		19.0%	
<b>Diluted Earnings Per Common Share:</b>				
Income from continuing operations . . . . .	\$ 0.36	\$ 0.26	\$ 0.95	\$ 0.85
Discontinued operations—results of operations and gain on disposal or sale, net . . . . .	<u>0.00</u>	<u>(0.04)</u>	<u>(0.01)</u>	<u>(0.07)</u>
Net Income available to common shareholders . . . . .	<u>\$ 0.36</u>	<u>\$ 0.22</u>	<u>\$ 0.94</u>	<u>\$ 0.78</u>
Percentage Change . . . . .	63.6%		20.5%	

**U.S. REGIONAL MALL PORTFOLIO OPERATING STATISTICS**

	September 30, 2004	September 30, 2003
<b>Occupancy(C)</b>		
Consolidated Assets . . . . .	91.7%	91.6%
Unconsolidated Assets . . . . .	92.0%	92.3%
Total Portfolio . . . . .	91.8%	91.9%
<b>Average rent per square foot(C)</b>		
Consolidated Assets . . . . .	\$32.30	\$30.70
Unconsolidated Assets . . . . .	\$34.38	\$33.77
Total Portfolio . . . . .	\$33.07	\$31.87
<b>Comparable sales per square foot(D)</b>		
Consolidated Assets . . . . .	\$ 407	\$ 383
Unconsolidated Assets . . . . .	\$ 448	\$ 426
Total Portfolio . . . . .	\$ 421	\$ 398
<b>Total sales per square foot(D)</b>		
Consolidated Assets . . . . .	\$ 403	\$ 380
Unconsolidated Assets . . . . .	\$ 443	\$ 421
Total Portfolio . . . . .	\$ 417	\$ 394

**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.

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Net Income(F)(G)(H)(I) . . . . .	\$ 81,975	\$ 58,404	\$ 216,707	\$ 195,201
Plus: Limited partners' interest in the Operating Partnership and preferred distributions of the Operating Partnership . . . . .	25,697	17,079	70,278	56,422
Plus: Depreciation and amortization from consolidated properties and discontinued operations . . . . .	143,820	126,978	423,618	374,907
Plus: Simon's share of depreciation and amortization from unconsolidated entities . . . . .	39,712	36,218	123,344	108,721
Plus: (Gain)/loss on sales of real estate and discontinued operations . . . . .	(618)	18,081	975	30,815
Plus: Tax provision related to gain on sale . . . . .	369	—	4,784	—
Less: Minority interest portion of depreciation and amortization . . . . .	(1,817)	(695)	(4,836)	(2,661)
Less: Preferred distributions and dividends . . . . .	(12,739)	(18,518)	(38,214)	(55,553)
FFO of the Simon Portfolio . . . . .	<u>\$276,399</u>	<u>\$237,547</u>	<u>\$ 796,656</u>	<u>\$ 707,852</u>
<i>Per Share Reconciliation:</i>				
Diluted net income per share . . . . .	\$ 0.36	\$ 0.22	\$ 0.94	\$ 0.78
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 . . . . .	0.69	0.65	2.05	1.92
Plus: (Gain)/loss on sales of real estate and discontinued operations . . . . .	—	0.07	—	0.12
Plus: Tax provision related to gain on sale . . . . .	—	—	0.02	0.00
Less: Impact of additional dilutive securities for FFO per share . . . . .	(0.01)	(0.01)	—	(0.04)
Diluted FFO per share . . . . .	<u>\$ 1.04</u>	<u>\$ 0.93</u>	<u>\$ 3.01</u>	<u>\$ 2.78</u>
<i>Details for per share calculations:</i>				
FFO of the Simon Portfolio . . . . .	\$276,399	\$237,547	\$ 796,656	\$ 707,852
Adjustments for dilution calculation:				
Impact of Series B and C preferred stock conversion & option exercise(J)	1,274	9,124	3,823	26,096
Diluted FFO of the Simon Portfolio . . . . .	<u>277,673</u>	<u>246,671</u>	<u>800,479</u>	<u>733,948</u>
FFO Allocable to the LP Unitholders . . . . .	(59,731)	(56,919)	(176,209)	(169,931)
Diluted FFO allocable to Common Shareholders . . . . .	<u>\$217,942</u>	<u>\$189,752</u>	<u>\$ 624,270</u>	<u>\$ 564,017</u>
Basic weighted average shares outstanding . . . . .	206,057	189,165	204,625	188,445
Adjustments for dilution calculation:				
Effect of stock options . . . . .	841	895	854	786
Impact of Series B preferred 6.5% convertible stock . . . . .	—	12,491	—	12,491
Impact of Series C cumulative preferred 7% convertible units . . . . .	1,968	1,968	1,968	1,319
Diluted weighted average shares outstanding . . . . .	<u>208,866</u>	<u>204,519</u>	<u>207,447</u>	<u>203,041</u>
Weighted average limited partnership units outstanding . . . . .	57,146	60,739	58,441	60,739
Diluted weighted average shares and units outstanding . . . . .	<u>266,012</u>	<u>265,258</u>	<u>265,888</u>	<u>263,780</u>
Basic FFO per share . . . . .	\$ 1.05	\$ 0.95	\$ 3.03	\$ 2.84
Percent Increase . . . . .	10.5%		6.7%	
Diluted FFO per share . . . . .	\$ 1.04	\$ 0.93	\$ 3.01	\$ 2.78
Percent Increase . . . . .	11.8%		8.3%	



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

	September 30, 2004	December 31, 2003
<b>ASSETS:</b>		
Investment properties, at cost . . . . .	\$16,109,979	\$14,971,823
Less—accumulated depreciation . . . . .	2,981,302	2,556,578
	13,128,677	12,415,245
Cash and cash equivalents . . . . .	488,973	535,623
Tenant receivables and accrued revenue, net . . . . .	293,865	305,200
Investment in unconsolidated entities, at equity . . . . .	1,657,558	1,811,773
Deferred costs, other assets, and minority interest, net . . . . .	610,951	616,880
<b>Total assets</b> . . . . .	<b>\$16,180,024</b>	<b>\$15,684,721</b>
<b>LIABILITIES:</b>		
Mortgages and other indebtedness . . . . .	\$11,027,958	\$10,266,388
Accounts payable, accrued expenses and deferred revenue . . . . .	726,120	667,610
Cash distributions and losses in partnerships and joint ventures, at equity . . . . .	27,865	14,412
Other liabilities, minority interest and accrued dividends . . . . .	193,715	280,414
<b>Total liabilities</b> . . . . .	<b>11,975,658</b>	<b>11,228,824</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
LIMITED PARTNERS' INTEREST IN THE OPERATING PARTNERSHIP . . . . .	757,158	859,050
LIMITED PARTNERS' PREFERRED INTEREST IN THE OPERATING PARTNERSHIP . . . . .	258,648	258,220
<b>SHAREHOLDERS' EQUITY</b>		
<b>CAPITAL STOCK OF SIMON PROPERTY GROUP, INC.</b> (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. . . . .	365,872	367,483
Common stock, \$.0001 par value, 400,000,000 shares authorized, 208,159,578 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 . . . . .	4,189,959	4,121,332
Accumulated deficit . . . . .	(1,304,212)	(1,097,317)
Accumulated other comprehensive income . . . . .	14,368	12,586
Unamortized restricted stock award . . . . .	(24,930)	(12,960)
Common stock held in treasury at cost, 2,098,555 shares . . . . .	(52,518)	(52,518)
<b>Total shareholders' equity</b> . . . . .	<b>3,188,560</b>	<b>3,338,627</b>
	<b>\$16,180,024</b>	<b>\$15,684,721</b>

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2004	2003	2004	2003
<b>REVENUE:</b>				
Minimum rent . . . . .	\$245,246	\$200,238	\$ 721,154	\$589,320
Overage rent . . . . .	6,648	4,825	15,587	13,090
Tenant reimbursements . . . . .	124,763	106,661	367,174	298,573
Other income . . . . .	17,710	23,663	48,631	61,184
<b>Total revenue . . . . .</b>	<b>394,367</b>	<b>335,387</b>	<b>1,152,546</b>	<b>962,167</b>
<b>EXPENSES:</b>				
Property operating . . . . .	74,242	58,412	216,086	159,173
Depreciation and amortization . . . . .	72,426	58,404	213,569	170,967
Real estate taxes . . . . .	32,828	29,620	98,301	89,821
Repairs and maintenance . . . . .	16,237	15,834	51,144	49,848
Advertising and promotion . . . . .	8,342	8,690	26,375	23,256
Provision for credit losses . . . . .	2,024	2,920	6,538	8,629
Other . . . . .	18,609	10,465	51,357	33,889
<b>Total operating expenses . . . . .</b>	<b>224,708</b>	<b>184,345</b>	<b>663,370</b>	<b>535,583</b>
<b>OPERATING INCOME . . . . .</b>	<b>169,659</b>	<b>151,042</b>	<b>489,176</b>	<b>426,584</b>
Interest expense . . . . .	94,264	85,929	284,145	253,795
<b>Income Before Minority Interest and Unconsolidated Entities . . . . .</b>				
	<b>75,395</b>	65,113	<b>205,031</b>	172,789
(Loss)/income from unconsolidated entities . . . . .	(1,534)	3,019	(3,835)	7,209
Minority interest . . . . .	—	(178)	—	(539)
<b>Income from Continuing Operations . . . . .</b>	<b>73,861</b>	67,954	<b>201,196</b>	179,459
Income from consolidated joint venture interests(K)	—	3,139	889	10,414
Income from discontinued joint venture interests(K)	4,345	9,548	6,419	28,410
Gain on disposal or sale of discontinued operations	—	—	4,704	—
<b>NET INCOME . . . . .</b>	<b>\$ 78,206</b>	\$ 80,641	<b>\$ 213,208</b>	\$218,283
<b>Third-party investors' share of Net Income . . . . .</b>	<b>\$ 48,174</b>	\$ 50,528	<b>\$ 134,025</b>	\$128,387
<b>Our share of Net Income . . . . .</b>	<b>30,032</b>	30,113	<b>79,183</b>	89,896
<b>Amortization of Excess Investment . . . . .</b>	<b>6,131</b>	6,098	<b>18,374</b>	18,907
<b>Income from Unconsolidated Joint Ventures . . . . .</b>	<b>\$ 23,901</b>	\$ 24,015	<b>\$ 60,809</b>	\$ 70,989

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

	September 30, 2004	December 31, 2003
<b>ASSETS:</b>		
Investment properties, at cost . . . . .	\$9,390,606	\$9,117,627
Less—accumulated depreciation . . . . .	1,667,716	1,455,350
	7,722,890	7,662,277
Cash and cash equivalents . . . . .	229,300	241,678
Tenant receivables . . . . .	194,822	239,332
Investment in unconsolidated entities . . . . .	107,544	94,853
Deferred costs and other assets . . . . .	209,650	180,448
Assets of consolidated joint venture interests(K) . . . . .	—	151,956
Assets of discontinued joint venture interests(K) . . . . .	—	764,833
<b>Total assets</b> . . . . .	<b>\$8,464,206</b>	<b>\$9,335,377</b>
<b>LIABILITIES AND PARTNERS' EQUITY:</b>		
Mortgages and other indebtedness . . . . .	\$6,156,763	\$6,021,349
Accounts payable, accrued expenses and deferred revenue . . . . .	280,568	290,862
Other liabilities . . . . .	125,444	41,990
Mortgages and liabilities of consolidated joint venture interests(K) . . . . .	—	124,105
Mortgages and liabilities of discontinued joint venture interests(K) . . . . .	—	549,142
<b>Total liabilities</b> . . . . .	<b>6,562,775</b>	<b>7,027,448</b>
Preferred units . . . . .	67,450	152,450
Partners' equity . . . . .	1,833,981	2,155,479
<b>Total liabilities and partners' equity</b> . . . . .	<b>\$8,464,206</b>	<b>\$9,335,377</b>
<b>Our Share of:</b>		
Total assets . . . . .	<b>\$3,558,014</b>	<b>\$3,861,497</b>
Partners' equity . . . . .	920,848	885,149
Add: Excess Investment, net(L) . . . . .	708,845	912,212
<b>Our net investment in joint ventures</b> . . . . .	<b>\$1,629,693</b>	<b>\$1,797,361</b>
<b>Mortgages and other indebtedness</b> . . . . .	<b>\$2,654,124</b>	<b>\$2,739,630</b>

**SIMON**  
**Footnotes to Financial Statements**  
**Unaudited**

**Notes:**

- (A) Includes a \$13.5 million loss recorded as a result of the Special Master's memorandum clarifying the calculation of "net profits" that were 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. Also includes the Company's \$12.6 million gain on the sale of its interest in the New York Times Square Westin Hotel.
- (B) Includes the tax effect of the gain on the sale of the Company's interest in the New York Times Square Westin Hotel of \$4.8 million.
- (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 \$9.8 million and \$2.9 million for the three months ended September 30, 2004 and 2003, respectively, and \$24.4 million and \$23.7 million for the nine months ended September 30, 2004 and 2003, respectively.
- (G) Includes our share of straight-line adjustments to minimum rent of \$2.1 million and \$0.6 million for the three months ended September 30, 2004 and 2003, respectively, and \$5.1 million and \$4.5 million for the nine months ended September 30, 2004 and 2003, respectively.
- (H) Includes our share of the fair market value of leases from acquisitions of \$8.4 million and \$3.4 million for the three months ended September 30, 2004 and 2003, respectively, and \$25.5 million and \$8.1 million for the nine months ended September 30, 2004 and 2003, respectively.
- (I) During the third quarter of 2004, the Company's 25 malls in Florida were closed for a combined total of 142 days as a result of hurricanes and associated evacuations. The Company recorded a charge of \$2.3 million, representing its share of the cost of physical damage from the hurricanes, net of expected recoveries from insurance carriers and tenants.
- (J) 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.
- (K) 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 September 30, 2004. Discontinued Joint Venture Interests represent those partnership interests that have been sold or consolidated.
- (L) 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.