

SIMON PROPERTY GROUP INC /DE/  
Form 10-K  
February 27, 2014

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**SIMON PROPERTY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-14469**  
(Commission File No.)

**046-268599**  
(I.R.S. Employer  
Identification No.)

**225 West Washington Street  
Indianapolis, Indiana 46204**  
(Address of principal executive offices) (ZIP Code)  
**(317) 636-1600**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>  | <b>Name of each exchange on which registered</b> |
|---|--|
| Common stock, \$0.0001 par value  | New York Stock Exchange                          |
| 8 <sup>3</sup> / <sub>8</sub> % Series J Cumulative Redeemable Preferred Stock,<br>\$0.0001 par value | New York Stock Exchange                          |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the Registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act). Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by checkmark whether the Registrant is a shell company (as defined in rule 12-b of the Act). Yes  No

The aggregate market value of shares of common stock held by non-affiliates of the Registrant was approximately \$48,635 million based on the closing sale price on the New York Stock Exchange for such stock on June 28, 2013.

As of January 31, 2014, Simon Property Group, Inc. had 314,251,245 and 8,000 shares of common stock and Class B common stock outstanding, respectively.

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### Documents Incorporated By Reference

Portions of the Registrant's Proxy Statement in connection with its 2014 Annual Meeting of Stockholders are incorporated by reference in Part III.

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**Simon Property Group, Inc. and Subsidiaries  
Annual Report on Form 10-K  
December 31, 2013**

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**Part I**

**Item 1. Business**

Simon Property Group, Inc., or Simon Property, is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended. REITs will generally not be liable for federal corporate income taxes as long as they continue to distribute not less than 100% of their taxable income. Simon Property Group, L.P., or the Operating Partnership, is our majority-owned partnership subsidiary that owns all of our real estate properties and other assets. In this discussion, the terms "we", "us" and "our" refer to Simon Property, the Operating Partnership, and its subsidiaries.

We own, develop and manage retail real estate properties, which consist primarily of malls, Premium Outlets®, The Mills®, and community/lifestyle centers. As of December 31, 2013, we owned or held an interest in 308 income-producing properties in the United States, which consisted of 156 malls, 66 Premium Outlets, 62 community/lifestyle centers, 13 Mills and 11 other shopping centers or outlet centers in 38 states and Puerto Rico. We have several Premium Outlets under development and have redevelopment and expansion projects, including the addition of anchors and big box tenants, underway at more than 25 properties in the U.S., Asia, and Mexico. Internationally, as of December 31, 2013, we had ownership interests in nine Premium Outlets in Japan, three Premium Outlets in South Korea, one Premium Outlet in Canada, one Premium Outlet in Mexico, and one Premium Outlet in Malaysia. In 2013, we acquired noncontrolling interests in five operating properties in Europe through our joint venture with McArthurGlen. Of the five properties, two are located in Italy and one each is located in Austria, the Netherlands, and the United Kingdom. Additionally, as of December 31, 2013, we owned a 28.9% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 13 countries in Europe.

On December 13, 2013, we announced a plan to spin off our interests in 98 properties comprised of substantially all of our strip center business and our smaller enclosed malls into an independent, publicly traded REIT (SpinCo). The spin-off is expected to be effectuated through a pro rata special distribution of all of the outstanding common shares of SpinCo to holders of Simon Property common stock as of the distribution record date, and is expected to qualify as a tax-free distribution for U.S. federal income tax purposes. At the time of the separation and distribution, SpinCo will own a percentage of the outstanding units of partnership interest of SpinCo L.P. that is equal to the percentage of outstanding units of partnership interest of the Operating Partnership owned by Simon Property, with the remaining units of SpinCo L.P. owned by the limited partners of the Operating Partnership. We expect the transaction will become effective in the second quarter of 2014. The transaction is subject to certain conditions, including declaration by the U.S. Securities and Exchange Commission that SpinCo's registration statement on Form 10 is effective, filing and approval of SpinCo's listing application, customary third party consents, and formal approval and declaration of the distribution by our Board of Directors. We may, at any time and for any reason until the proposed transaction is complete, abandon the spin-off or modify or change its terms.

For a description of our operational strategies and developments in our business during 2013, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

**Other Policies**

The following is a discussion of our investment policies, financing policies, conflict of interest policies and policies with respect to certain other activities. One or more of these policies may be amended or rescinded from time to time without a stockholder vote.

***Investment Policies***

While we emphasize equity real estate investments, we may also provide secured financing to or invest in equity or debt securities of other entities engaged in real estate activities or securities of other issuers. However, any of these investments would be subject to the percentage ownership limitations and gross income tests necessary for REIT qualification. These REIT limitations mean that we cannot make an investment that would cause our real estate assets to be less than 75% of our total assets. We must also derive at least 75% of our gross income directly or indirectly from investments relating to real property or mortgages on real property, including "rents from real property," dividends from other REITs and, in certain circumstances, interest from certain types of temporary investments. In addition, we must also derive at least 95% of our gross income from such real property investments, and from dividends, interest and gains from the sale or dispositions of stock or securities or from other combinations of the foregoing.

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Subject to REIT limitations, we may invest in the securities of other issuers in connection with acquisitions of indirect interests in real estate. Such an investment would normally be in the form of general or limited partnership or membership interests in special purpose partnerships and limited liability companies that own one or more properties. We may, in the future, acquire all or substantially all of the securities or assets of other REITs, management companies or similar entities where such investments would be consistent with our investment policies.

***Financing Policies***

Because our REIT qualification requires us to distribute at least 90% of our taxable income, we regularly access the debt markets to raise the funds necessary to finance acquisitions, develop and redevelop properties, and refinance maturing debt. We must comply with the covenants contained in our financing agreements that limit our ratio of debt to total assets or market value, as defined. For example, the Operating Partnership's line of credit and the indentures for the Operating Partnership's debt securities contain covenants that restrict the total amount of debt of the Operating Partnership to 65%, or 60% in relation to certain debt, of total assets, as defined under the related arrangement, and secured debt to 50% of total assets. In addition, these agreements contain other covenants requiring compliance with financial ratios. Furthermore, the amount of debt that we may incur is limited as a practical matter by our desire to maintain acceptable ratings for our equity securities and the debt securities of the Operating Partnership. We strive to maintain investment grade ratings at all times, but we cannot assure you that we will be able to do so in the future.

If our Board of Directors determines to seek additional capital, we may raise such capital by offering equity or debt securities, creating joint ventures with existing ownership interests in properties, entering into joint venture arrangements for new development projects, retaining cash flows or a combination of these methods. If the Board of Directors determines to raise equity capital, it may, without stockholder approval, issue additional shares of common stock or other capital stock. The Board of Directors may issue a number of shares up to the amount of our authorized capital in any manner and on such terms and for such consideration as it deems appropriate. Such securities may be senior to the outstanding classes of common stock. Such securities also may include additional classes of preferred stock, which may be convertible into common stock. Existing stockholders have no preemptive right to purchase shares in any subsequent offering of our securities. Any such offering could dilute a stockholder's investment in us.

We expect most future borrowings would be made through the Operating Partnership or its subsidiaries. We might, however, incur borrowings that would be reloaned to the Operating Partnership. Borrowings may be in the form of bank borrowings, publicly and privately placed debt instruments, or purchase money obligations to the sellers of properties. Any such indebtedness may be secured or unsecured. Any such indebtedness may also have full or limited recourse to the borrower or cross-collateralized with other debt, or may be fully or partially guaranteed by the Operating Partnership. Although we may borrow to fund the payment of dividends, we currently have no expectation that we will regularly do so.

The Operating Partnership has an unsecured revolving credit facility, or Credit Facility. The Credit Facility's initial borrowing capacity of \$4.0 billion can be increased at our sole option to \$5.0 billion during its term. The Credit Facility will initially mature on October 30, 2015 and can be extended for an additional year at our sole option. We also have an additional unsecured revolving credit facility, or Supplemental Facility, with an initial borrowing capacity of \$2.0 billion which can be increased at our sole option to \$2.5 billion during its term. The Supplemental Facility will initially mature on June 30, 2016 and can be extended for an additional year at our sole option. We issue debt securities through the Operating Partnership, but we may issue our debt securities which may be convertible into capital stock or be accompanied by warrants to purchase capital stock. We also may sell or securitize our lease receivables.

We may also finance acquisitions through the following:

issuance of shares of common stock or preferred stock;

issuance of additional units of limited partnership interest in the Operating Partnership, or units;

issuance of preferred units of the Operating Partnership;

issuance of other securities including unsecured notes and mortgage debt;

draws on our credit facilities; or

sale or exchange of ownership interests in properties.

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The Operating Partnership may also issue units to transferors of properties or other partnership interests which may permit the transferor to defer gain recognition for tax purposes.

We do not have a policy limiting the number or amount of mortgages that may be placed on any particular property. Mortgage financing instruments, however, usually limit additional indebtedness on such properties. Additionally, our unsecured credit facilities, unsecured note indentures and other contracts may limit our ability to borrow and contain limits on mortgage indebtedness we may incur.

Typically, we invest in or form special purpose entities to assist us in obtaining secured permanent financing at attractive terms. Permanent financing may be structured as a mortgage loan on a single property, or on a group of properties, and generally requires us to provide a mortgage lien on the property or properties in favor of an institutional third party, as a joint venture with a third party, or as a securitized financing. For securitized financings, we create special purpose entities to own the properties. These special purpose entities, which are common in the real estate industry, are structured so that they would not be consolidated in a bankruptcy proceeding involving a parent company. We decide upon the structure of the financing based upon the best terms then available to us and whether the proposed financing is consistent with our other business objectives. For accounting purposes, we include the outstanding securitized debt of special purpose entities owning consolidated properties as part of our consolidated indebtedness.

***Conflict of Interest Policies***

We maintain policies and have entered into agreements designed to reduce or eliminate potential conflicts of interest. We have adopted governance principles governing the function, conduct, selection, orientation and duties of our Board of Directors and the Company, as well as written charters for each of the standing Committees of the Board of Directors. In addition, we have a Code of Business Conduct and Ethics, which applies to all of our officers, directors, and employees and those of our subsidiaries. At least a majority of the members of our Board of Directors must qualify as independent under the listing standards of the New York Stock Exchange, or NYSE, and cannot be affiliated with the Simon family who are significant stockholders and/or unitholders in the Operating Partnership. In addition, the Audit and Compensation Committees of our Board of Directors are comprised of independent members who meet the additional independence requirements of the NYSE. Any transaction between us and the Simons, including property acquisitions, service and property management agreements and retail space leases, must be approved by a majority of our independent directors.

The sale by the Operating Partnership of any property that it owns may have an adverse tax impact on the Simons and/or other limited partners of the Operating Partnership. In order to avoid any conflict of interest between Simon Property and the Simons, our charter requires that at least six of our independent directors must authorize and require the Operating Partnership to sell any property it owns. Any such sale is subject to applicable agreements with third parties. Noncompetition agreements executed by Herbert Simon and David Simon contain covenants limiting their ability to participate in certain shopping center activities.

***Policies With Respect To Certain Other Activities***

We intend to make investments which are consistent with our qualification as a REIT, unless the Board of Directors determines that it is no longer in our best interests to so qualify as a REIT. The Board of Directors may make such a determination because of changing circumstances or changes in the REIT requirements. We have authority to offer shares of our capital stock or other securities in exchange for property. We also have authority to repurchase or otherwise reacquire our shares or any other securities. We may issue shares of our common stock, or cash at our option, to holders of units in future periods upon exercise of such holders' rights under the Operating Partnership agreement. Our policy prohibits us from making any loans to our directors or executive officers for any purpose. We may make loans to the joint ventures in which we participate. Additionally, we may make or buy interests in loans for real estate properties owned by others.

**Competition**

The retail industry is dynamic and competitive. We compete with numerous merchandise distribution channels including malls, outlet centers, community/lifestyle centers, and other shopping centers in the United States and abroad. We also compete with internet retailing sites and catalogs which provide retailers with distribution options beyond existing brick and mortar retail properties. The existence of competitive alternatives could have a material adverse effect on our ability to lease space and on the level of rents we can obtain. This results in competition for both the tenants to occupy

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the properties that we develop and manage as well as for the acquisition of prime sites (including land for development and operating properties). We believe that there are numerous factors that make our properties highly desirable to retailers including:

the quality, location and diversity of our properties;

our management and operational expertise;

our extensive experience and relationships with retailers and lenders; and

our mall marketing initiatives and consumer focused strategic corporate alliances.

**Certain Activities**

During the past three years, we have:

issued 7,975,779 shares of common stock upon the exchange of 8,628,404 units of the Operating Partnership;

issued 338,074 restricted shares of common stock and 1,960,333 long-term incentive performance units, or LTIP units, net of forfeitures, under The Simon Property Group 1998 Stock Incentive Plan, or the 1998 Plan;

redeemed 2,000,000 units for \$124.00 per unit in cash;

issued 278,763 units in exchange for the acquisition of a 100% interest in two outlet properties;

issued 250,030 shares of common stock upon exercise of stock options under the 1998 Plan, net of 76,969 shares used to fund withholding tax;

issued 9,137,500 shares of common stock in a public offering at a public offering price of \$137.00 per share;

entered into the Credit Facility in October 2011 which provides an initial borrowing capacity of \$4.0 billion and can be increased at our sole option to \$5.0 billion during its term;

entered into the Supplemental Facility in June 2012 which provides an initial borrowing capacity of \$2.0 billion and can be increased at our sole option to \$2.5 billion during its term;

borrowed a maximum amount of \$3.1 billion under the credit facilities; the outstanding amount of borrowings under the credit facilities as of December 31, 2013 was \$1.2 billion, of which \$660.1 million was related to U.S. dollar equivalent of Euro-denominated borrowings and \$212.2 million was related to U.S. dollar equivalent of Yen-denominated borrowings;

issued €750.0 million (\$1.0 billion USD equivalent) of unsecured notes on October 2, 2013 at a fixed interest rate of 2.375% with a maturity date of October 2, 2020; and



provided annual reports containing financial statements audited by our independent registered public accounting firm and quarterly reports containing unaudited financial statements to our security holders.

**Employees**

At December 31, 2013, we and our affiliates employed approximately 5,700 persons at various properties and offices throughout the United States, of which approximately 2,300 were part-time. Approximately 1,100 of these employees were located at our corporate headquarters in Indianapolis, Indiana.

**Corporate Headquarters**

Our corporate headquarters are located at 225 West Washington Street, Indianapolis, Indiana 46204, and our telephone number is (317) 636-1600.

**Available Information**

We are a large accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, or Exchange Act) and are required, pursuant to Item 101 of Regulation S-K, to provide certain information regarding our website and the availability of certain documents filed with or furnished to the Securities and Exchange Commission, or SEC. Our Internet website address is [www.simon.com](http://www.simon.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q,

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current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available or may be accessed free of charge through the "About Simon/Investor Relations/Financial Information" section of our Internet website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our Internet website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K.

The following corporate governance documents are also available through the "About Simon/Investor Relations/Corporate Governance" section of our Internet website or may be obtained in print form by request of our Investor Relations Department: Governance Principles, Code of Business Conduct and Ethics, Audit Committee Charter, Compensation Committee Charter, Governance and Nominating Committee Charter, and Executive Committee Charter.

In addition, we intend to disclose on our Internet website any amendments to, or waivers from, our Code of Business Conduct and Ethics that are required to be publicly disclosed pursuant to rules of the SEC and the NYSE.

**Executive Officers of the Registrant**

The following table sets forth certain information with respect to our executive officers as of December 31, 2013.

| Name                 | Age | Position   |
|----------------------|-----|--|
| David Simon          | 52  | Chairman and Chief Executive Officer                             |
| Richard S. Sokolov   | 64  | President and Chief Operating Officer                            |
| David J. Contis      | 55  | Senior Executive Vice President President Simon Malls            |
| Stephen E. Sterrett  | 58  | Senior Executive Vice President and Chief Financial Officer      |
| John Rulli           | 57  | Senior Executive Vice President and Chief Administrative Officer |
| James M. Barkley     | 62  | General Counsel; Secretary                                       |
| Andrew A. Juster     | 61  | Executive Vice President and Treasurer                           |
| Steven E. Fivel      | 53  | Assistant General Counsel and Assistant Secretary                |
| Steven K. Broadwater | 47  | Senior Vice President and Chief Accounting Officer               |

The executive officers of Simon Property serve at the pleasure of the Board of Directors except for David Simon and Richard S. Sokolov who are subject to employment agreements which may call for certain payments upon termination. For biographical information of David Simon, Richard S. Sokolov, Stephen E. Sterrett, James M. Barkley and David J. Contis, see Item 10 of this report.

Mr. Rulli serves as Simon Property's Senior Executive Vice President and Chief Administrative Officer. Mr. Rulli joined Melvin Simon & Associates, Inc., or MSA, in 1988 and held various positions with MSA and Simon Property thereafter. Mr. Rulli became Chief Administrative Officer in 2007 and was promoted to Senior Executive Vice President in 2011.

Mr. Juster serves as Simon Property's Executive Vice President and Treasurer. Mr. Juster joined MSA in 1989 and held various financial positions with MSA until 1993 and thereafter has held various positions with Simon Property. Mr. Juster became Treasurer in 2001 and was promoted to Executive Vice President in 2008.

Mr. Fivel serves as Simon Property's Assistant General Counsel and Assistant Secretary. Prior to rejoining Simon in 2011, Mr. Fivel served in a similar capacity with a large public registrant. Mr. Fivel was previously employed by MSA from 1988 until 1993 and then by Simon Property from 1993 to 1997.

Mr. Broadwater serves as Simon Property's Senior Vice President and Chief Accounting Officer and prior to that as Vice President and Corporate Controller. Mr. Broadwater joined Simon Property in 2004 and was promoted to Senior Vice President and Chief Accounting Officer in 2009.

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**Item 1A. Risk Factors**

*The following factors, among others, could cause our actual results to differ materially from those contained in forward-looking statements made in this Annual Report on Form 10-K and presented elsewhere by our management from time to time. These factors may have a material adverse effect on our business, financial condition, operating results and cash flows, and you should carefully consider them. Additional risks and uncertainties not presently known to us or which are currently not believed to be material may also affect our actual results. We may update these factors in our future periodic reports.*

**Risks Relating to Debt and the Financial Markets**

*We have a substantial debt burden that could affect our future operations.*

As of December 31, 2013, our consolidated mortgages and unsecured indebtedness, excluding related premium and discount, totaled \$23.6 billion. We are subject to the risks normally associated with debt financing, including the risk that our cash flow from operations will be insufficient to meet required debt service. Our debt service costs generally will not be reduced if developments at the property, such as the entry of new competitors or the loss of major tenants, cause a reduction in the income from the property. Should such events occur, our operations may be adversely affected. If a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness, the property could be foreclosed upon by the mortgagee resulting in a loss of income and a decline in our total asset value.

*Disruption in the credit markets or downgrades in our credit ratings may adversely affect our ability to access external financings for our growth and ongoing debt service requirements.*

We depend on external financings, principally debt financings, to fund the growth of our business and to ensure that we can meet ongoing maturities of our outstanding debt. Our access to financing depends on our credit rating, the willingness of banks to lend to us and conditions in the capital markets. We cannot assure you that we will be able to obtain the financing we need for future growth or to meet our debt service as obligations mature, or that the financing available to us will be on acceptable terms.

*Adverse changes in our credit rating could affect our borrowing capacity and borrowing terms.*

Our outstanding senior unsecured notes and preferred stock are periodically rated by nationally recognized credit rating agencies. The credit ratings are based on our operating performance, liquidity and leverage ratios, overall financial position, and other factors viewed by the credit rating agencies as relevant to our industry and the economic outlook in general. Our credit rating can affect the amount of capital we can access, as well as the terms of any financing we obtain. Since we depend primarily on debt financing to fund our growth, adverse changes in our credit rating could have a negative effect on our future growth.

*Our hedging interest rate protection arrangements may not effectively limit our interest rate risk.*

We selectively manage our exposure to interest rate risk by a combination of interest rate protection agreements to effectively fix or cap a portion of our variable rate debt. In addition, we refinance fixed rate debt at times when we believe rates and terms are appropriate. Our efforts to manage these exposures may not be successful.

Our use of interest rate hedging arrangements to manage risk associated with interest rate volatility may expose us to additional risks, including a risk that a counterparty to a hedging arrangement may fail to honor its obligations. Developing an effective interest rate risk strategy is complex and no strategy can completely insulate us from risks associated with interest rate fluctuations. There can be no assurance that our hedging activities will have the desired beneficial impact on our results of operations or financial condition. Termination of these hedging agreements typically involves costs, such as transaction fees or breakage costs.

**Factors Affecting Real Estate Investments and Operations**

*We face risks associated with the acquisition, development, redevelopment and expansion of properties.*

We regularly acquire and develop new properties and expand and redevelop existing properties, and these activities are subject to various risks. We may not be successful in pursuing acquisition, development or redevelopment/expansion opportunities. In addition, newly acquired, developed or redeveloped/expanded properties may not perform as



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well as expected. We are subject to other risks in connection with any acquisition, development and redevelopment/expansion activities, including the following:

construction costs of a project may be higher than projected, potentially making the project unfeasible or unprofitable;

we may not be able to obtain financing or to refinance loans on favorable terms, if at all;

we may be unable to obtain zoning, occupancy or other governmental approvals;

occupancy rates and rents may not meet our projections and the project may not be profitable; and

we may need the consent of third parties such as department stores, anchor tenants, mortgage lenders and joint venture partners, and those consents may be withheld.

If a development or redevelopment/expansion project is unsuccessful, either because it is not meeting our expectations when operational or was not completed according to the project planning, we could lose our investment in the project. Further, if we guarantee the property's financing, our loss could exceed our investment in the project.

***Real estate investments are relatively illiquid.***

Our properties represent a substantial portion of our total consolidated assets. These investments are relatively illiquid. As a result, our ability to sell one or more of our properties or investments in real estate in response to any changes in economic or other conditions may be limited. If we want to sell a property, we cannot assure you that we will be able to dispose of it in the desired time period or that the sales price of a property will exceed the cost of our investment.

***Our international expansion may subject us to different or greater risk from those associated with our domestic operations.***

As of December 31, 2013, we held interests in joint venture properties that operate in Austria, Italy, Japan, Malaysia, Mexico, the Netherlands, South Korea, Canada, and the United Kingdom. We also have an equity stake in Klépierre, a publicly-traded European real estate company. Accordingly, our operating results and the value of our international operations may be impacted by any unhedged movements in the foreign currencies in which those operations transact and in which our net investment in the foreign operation is held. We may pursue additional expansion and development opportunities outside the United States. International development and ownership activities carry risks that are different from those we face with our domestic properties and operations. These risks include:

adverse effects of changes in exchange rates for foreign currencies;

changes in foreign political and economic environments, regionally, nationally, and locally;

challenges of complying with a wide variety of foreign laws including corporate governance, operations, taxes, and litigation;

differing lending practices;

differences in cultures;

changes in applicable laws and regulations in the United States that affect foreign operations;

difficulties in managing international operations; and

obstacles to the repatriation of earnings and cash.

Although our international activities currently are a relatively small portion of our business (international properties represented approximately 8.4% of net operating income, or NOI, for the year ended December 31, 2013), to the extent that we expand our international activities, these risks could increase in significance which in turn could adversely affect our results of operations and financial condition.

#### **Environmental Risks**

*As owners of real estate, we can face liabilities for environmental contamination.*

Federal, state and local laws and regulations relating to the protection of the environment may require us, as a current or previous owner or operator of real property, to investigate and clean up hazardous or toxic substances or

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petroleum product releases at a property or at impacted neighboring properties. These laws often impose liability regardless of whether the property owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances. These laws and regulations may require the abatement or removal of asbestos containing materials in the event of damage, demolition or renovation, reconstruction or expansion of a property and also govern emissions of and exposure to asbestos fibers in the air. Those laws and regulations also govern the installation, maintenance and removal of underground storage tanks used to store waste oils or other petroleum products. Many of our properties contain, or at one time contained, asbestos containing materials or underground storage tanks (primarily related to auto service center establishments or emergency electrical generation equipment). The costs of investigation, removal or remediation of hazardous or toxic substances may be substantial and could adversely affect our results of operations or financial condition but is not estimable. The presence of contamination, or the failure to remediate contamination, may also adversely affect our ability to sell, lease or redevelop a property or to borrow using a property as collateral.

***Our efforts to identify environmental liabilities may not be successful.***

Although we believe that our portfolio is in substantial compliance with federal, state and local environmental laws, ordinances and regulations regarding hazardous or toxic substances, this belief is based on limited testing. Nearly all of our properties have been subjected to Phase I or similar environmental audits. These environmental audits have not revealed, nor are we aware of, any environmental liability that we believe will have a material adverse effect on our results of operations or financial condition. However, we cannot assure you that:

existing environmental studies with respect to the portfolio reveal all potential environmental liabilities;

any previous owner, occupant or tenant of a property did not create any material environmental condition not known to us;

the current environmental condition of the portfolio will not be affected by tenants and occupants, by the condition of nearby properties, or by other unrelated third parties; or

future uses or conditions (including, without limitation, changes in applicable environmental laws and regulations or the interpretation thereof) will not result in environmental liabilities.

**Retail Operations Risks**

***Overall economic conditions may adversely affect the general retail environment.***

Our concentration in the retail real estate market means that we are subject to the risks that affect the retail environment generally, including the levels of consumer spending, seasonality, the willingness of retailers to lease space in our shopping centers, tenant bankruptcies, changes in economic conditions, increasing use of the internet by retailers and consumers, consumer confidence, casualties and other natural disasters, and the potential for terrorist activities. The economy and consumer spending appear to be recovering from the effects of the recent recession. We derive our cash flow from operations primarily from retail tenants, many of whom have been and continue to be under some degree of economic stress. A significant deterioration in our cash flow from operations could require us to curtail planned capital expenditures or seek alternative sources of financing.

***We may not be able to lease newly developed properties and renew leases and relet space at existing properties.***

We may not be able to lease new properties to an appropriate mix of tenants or for rents that are consistent with our projections. Also, when leases for our existing properties expire, the premises may not be relet or the terms of reletting, including the cost of allowances and concessions to tenants, may be less favorable than the current lease terms. To the extent that our leasing plans are not achieved, our cash generated before debt repayments and capital expenditures could be adversely affected. Changes in economic and operating conditions that occur subsequent to our review of recoverability of investment property and other assets could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.

***Some of our properties depend on anchor stores or major tenants to attract shoppers and could be adversely affected by the loss of one or more of these anchor stores or major tenants.***

Our properties are typically anchored by department stores and other large nationally recognized tenants. The value of some of our properties could be materially adversely affected if these department stores or major tenants fail to comply with their contractual obligations or cease their operations.



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For example, among department stores and other large stores often referred to as "big box" stores corporate merger activity typically results in the closure of duplicate or geographically overlapping store locations. Further sustained adverse pressure on the results of our department stores and major tenants may have a similarly sustained adverse impact upon our own results. Certain department stores and other national retailers have experienced, and may continue to experience for the foreseeable future given current macroeconomic uncertainty and less-than-desirable levels of consumer confidence, considerable decreases in customer traffic in their retail stores, increased competition from alternative retail options such as those accessible via the Internet and other forms of pressure on their business models. As pressure on these department stores and national retailers increases, their ability to maintain their stores, meet their obligations both to us and to their external lenders and suppliers, withstand takeover attempts by investors or rivals or avoid bankruptcy and/or liquidation may be impaired and result in closures of their stores. Other tenants may be entitled to modify the economic or other terms of their existing leases in the event of such closures. The modification could be unfavorable to us as the lessor, and could decrease rents or expense recovery charges.

Additionally, department store or major tenant closures may result in decreased customer traffic, which could lead to decreased sales at our properties. If the sales of stores operating in our properties were to decline significantly due to the closing of anchor stores or other national retailers, adverse economic conditions, or other reasons, tenants may be unable to pay their minimum rents or expense recovery charges. In the event of any default by a tenant, we may not be able to fully recover, and/or may experience delays and costs in enforcing our rights as landlord to recover, amounts due to us under the terms of our agreements with such parties.

***We face potential adverse effects from tenant bankruptcies.***

Bankruptcy filings by retailers occur regularly in the course of our operations. We continually seek to re-lease vacant spaces resulting from tenant terminations. The bankruptcy of a tenant, particularly an anchor tenant, may make it more difficult to lease the remainder of the affected properties. Future tenant bankruptcies could adversely affect our properties or impact our ability to successfully execute our re-leasing strategy.

***We face a wide range of competition that could affect our ability to operate profitably.***

Our properties compete with other retail properties and other forms of retailing such as catalogs and e-commerce websites. Competition may come from malls, outlet centers, community/lifestyle centers, and other shopping centers, both existing as well as future development projects, as well as catalogs and e-commerce. The presence of competitive alternatives affects our ability to lease space and the level of rents we can obtain. New construction, renovations and expansions at competing sites could also negatively affect our properties.

We also compete with other retail property developers to acquire prime development sites. In addition, we compete with other retail property companies for tenants and qualified management.

**Risks Relating to Joint Venture Properties and our Investment in Klépierre**

***We have limited control with respect to some properties that are partially owned or managed by third parties, which may adversely affect our ability to sell or refinance them.***

As of December 31, 2013, we owned interests in 111 income-producing properties with other parties. Of those, 18 properties are included in our consolidated financial statements. We account for the other 93 properties, or the joint venture properties, as well as our investment in Klépierre, using the equity method of accounting. We serve as general partner or property manager for 70 of these 93 properties; however, certain major decisions, such as approving the operating budget and selling, refinancing and redeveloping the properties require the consent of the other owners. Of the properties for which we do not serve as general partner or property manager, 20 are in our international joint ventures. The international properties are managed locally by joint ventures in which we share control of the properties with our partner. The other owners have participating rights that we consider substantive for purposes of determining control over the properties' assets. The remaining joint venture properties and Klépierre are managed by third parties. These limitations may adversely affect our ability to sell, refinance, or otherwise operate these properties.

***The Operating Partnership guarantees debt or otherwise provides support for a number of joint venture properties.***

Joint venture debt is the liability of the joint venture and is typically secured by a mortgage on the joint venture property, which is non-recourse to us. As of December 31, 2013, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$190.8 million (of which we have a right of recovery from our venture partners of

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\$83.0 million). A default by a joint venture under its debt obligations may expose us to liability under a guaranty or letter of credit. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not typically required contractually or otherwise.

**Other Factors Affecting Our Business**

*Some of our potential losses may not be covered by insurance.*

We maintain insurance coverage with third party carriers who provide a portion of the coverage for specific layers of potential losses including commercial general liability, fire, flood, extended coverage and rental loss insurance on all of our properties in the United States. The initial portion of coverage not provided by third party carriers is either insured through our wholly-owned captive insurance companies or other financial arrangements controlled by us. A third party carrier has, in turn, agreed to provide evidence of coverage for this layer of losses under the terms and conditions of the carrier's policy. A similar policy written through our captive insurance entities also provides initial coverage for property insurance and certain windstorm risks at the properties located in coastal windstorm locations.

There are some types of losses, including lease and other contract claims, which generally are not insured. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue it could generate.

We currently maintain insurance coverage against acts of terrorism on all of our properties in the United States on an "all risk" basis in the amount of up to \$1 billion. The current federal laws which provide this coverage are expected to operate through 2014. Despite the existence of this insurance coverage, any threatened or actual terrorist attacks where we operate could adversely affect our property values, revenues, consumer traffic and tenant sales.

**Risks Relating to Income Taxes**

*We have elected to be taxed as a REIT in the United States and certain of our international operations currently receive favorable tax treatment.*

We are subject to certain income-based taxes, both domestically and internationally, and other taxes, including state and local taxes, franchise taxes, and withholding taxes on dividends from certain of our international investments. We currently receive favorable tax treatment in various domestic and international jurisdictions through tax rules and regulations or through international treaties. Should we no longer receive such benefits, the amount of taxes we pay may increase.

In the U.S., we have elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code. We believe we have been organized and operated in a manner which allows us to qualify for taxation as a REIT under the Internal Revenue Code. We intend to continue to operate in this manner. However, our qualification and taxation as a REIT depend upon our ability to meet, through actual annual operating results, asset diversification, distribution levels and diversity of stock ownership, the various qualification tests imposed under the Internal Revenue Code. REIT qualification is governed by highly technical and complex provisions for which there are only limited judicial or administrative interpretations. Accordingly, there is no assurance that we have operated or will continue to operate in a manner so as to qualify or remain qualified as a REIT.

If we fail to comply with those provisions, we may be subject to monetary penalties or ultimately to possible disqualification as a REIT. If such events occurs, and if available relief provisions do not apply:

we will not be allowed a deduction for distributions to stockholders in computing our taxable income;

we will be subject to corporate level income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates; and

unless entitled to relief under relevant statutory provisions, we will also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost.

**Item 1B. Unresolved Staff Comments**

None.

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**Item 2. Properties**

*United States Properties*

Our U.S. properties primarily consist of malls, Premium Outlets, The Mills, community/lifestyle centers, and other properties. These properties contain an aggregate of approximately 236.6 million square feet of gross leasable area, or GLA.

Malls typically contain at least one traditional department store anchor or a combination of anchors and big box retailers with a wide variety of smaller stores connecting the anchors. Additional stores are usually located along the perimeter of the parking area. Our 156 malls are generally enclosed centers and range in size from approximately 400,000 to 2.5 million square feet of GLA. Our malls contain in the aggregate more than 17,100 occupied stores, including approximately 674 anchors, which are predominately national retailers.

Premium Outlets generally contain a wide variety of designer and manufacturer stores located in open-air centers. Our 66 Premium Outlets range in size from approximately 150,000 to 850,000 square feet of GLA. The Premium Outlets are generally located near major metropolitan areas and/or tourist destinations.

The 13 properties in The Mills generally range in size from 1.0 million to 2.3 million square feet of GLA and are located in major metropolitan areas. They have a combination of traditional mall, outlet center, and big box retailers and entertainment uses.

Community/lifestyle centers are generally unenclosed and smaller than our malls. Our 62 community/lifestyle centers generally range in size from approximately 100,000 to 950,000 square feet of GLA. Community/lifestyle centers are designed to serve a larger trade area and typically contain anchor stores and other national retail tenants, which occupy a significant portion of the GLA of the center. We also own traditional community shopping centers that focus primarily on value-oriented and convenience goods and services. These centers are usually anchored by a supermarket, discount retailer, or drugstore and are designed to service a neighborhood area. Finally, we own open-air centers adjacent to our malls designed to take advantage of the drawing power of the mall.

We also have interests in 11 other shopping centers or outlet centers. These properties range in size from approximately 200,000 to 1.0 million square feet of GLA, are considered non-core to our business model, and in total represent less than 1% of our total operating income before depreciation and amortization.

As of December 31, 2013, approximately 96.1% of the owned GLA in malls and Premium Outlets was leased, approximately 98.5% of the owned GLA for The Mills was leased and approximately 95.0% of the owned GLA in the community/lifestyle centers was leased.

We wholly own 217 of our properties, effectively control 18 properties in which we have a joint venture interest, and hold the remaining 73 properties through unconsolidated joint venture interests. We are the managing or co-managing general partner or member of 305 properties. Certain of our joint venture properties are subject to various rights of first refusal, buy-sell provisions, put and call rights, or other sale or marketing rights for partners which are customary in real estate partnership agreements and the industry. We and our partners in these joint ventures may initiate these provisions (subject to any applicable lock up or similar restrictions) which may result in either the sale of our interest or the use of available cash or borrowings, or the use of Operating Partnership units, to acquire the joint venture interest from our partner.

The following property table summarizes certain data for our malls and Premium Outlets, The Mills, and community/lifestyle centers located in the United States, including Puerto Rico, as of December 31, 2013.

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**Simon Property Group, Inc. and Subsidiaries**  
**Property Table**  
**U.S. Properties**

| Property Name                      | State | City (CBSA)                 | Ownership Interest (Expiration if Lease) (3) | Legal Ownership | Year Built or Acquired | Occupancy (5) | Total GLA | Retail Anchors and Selected Major Tenants  |
|------------------------------------|-------|-----------------------------|--|-----------------|------------------------|---------------|-----------|--|
| <b>Malls</b>                       |       |                             |  |                 |                        |               |           |  |
| 1. Anderson Mall                   | SC    | Anderson                    | Fee  | 100.0%          | Built 1972             | 86.7%         | 671,312   | Belk, JCPenney, Sears, Dillard's, Books-A-Million  |
| 2. Apple Blossom Mall              | VA    | Winchester                  | Fee  | 49.1% (4)       | Acquired 1999          | 95.4%         | 471,794   | Belk, JCPenney, Sears, Carmike Cinemas   |
| 3. Auburn Mall                     | MA    | Auburn                      | Fee  | 56.4% (4)       | Acquired 1999          | 99.4%         | 587,602   | Macy's (9), Sears  |
| 4. Aventura Mall (1)               | FL    | Miami Beach (Miami)         | Fee  | 33.3% (4)       | Built 1983             | 98.8%         | 2,105,667 | Bloomingdale's, Macy's, Macy's Men's & Home Furniture, JCPenney, Sears, Nordstrom, Equinox Fitness Clubs, AMC Theatres |
| 5. Avenues, The                    | FL    | Jacksonville                | Fee  | 25.0% (4)(2)    | Built 1990             | 97.1%         | 1,114,364 | Belk, Dillard's, JCPenney, Sears, Forever 21   |
| 6. Bangor Mall                     | ME    | Bangor                      | Fee  | 67.1% (15)      | Acquired 2003          | 98.7%         | 652,531   | Macy's, JCPenney, Sears, Dick's Sporting Goods   |
| 7. Barton Creek Square             | TX    | Austin                      | Fee  | 100.0%          | Built 1981             | 98.9%         | 1,429,895 | Nordstrom, Macy's, Dillard's (9), JCPenney, Sears, AMC Theatre   |
| 8. Battlefield Mall                | MO    | Springfield                 | Fee and Ground Lease (2056)                  | 100.0%          | Built 1970             | 92.3%         | 1,199,105 | Macy's, Dillard's (9), JCPenney, Sears, MC Sporting Goods  |
| 9. Bay Park Square                 | WI    | Green Bay                   | Fee  | 100.0%          | Built 1980             | 93.4%         | 711,738   | Younkers, Younkers Home Furniture Gallery, Kohl's, ShopKo, Marcus Cinema 16  |
| 10. Bowie Town Center              | MD    | Bowie (Washington, D.C.)    | Fee  | 100.0%          | Built 2001             | 95.2%         | 684,963   | Macy's, Sears, Barnes & Noble, Best Buy, Safeway, L.A. Fitness, Off Broadway Shoes                                     |
| 11. Boynton Beach Mall             | FL    | Boynton Beach (Miami)       | Fee  | 100.0%          | Built 1985             | 92.0%         | 1,094,007 | Macy's, Dillard's, JCPenney, Sears, Cinemark Theatres, You Fit Health Clubs  |
| 12. Brea Mall                      | CA    | Brea (Los Angeles)          | Fee  | 100.0%          | Acquired 1998          | 99.0%         | 1,319,094 | Nordstrom, Macy's (9), JCPenney, Sears   |
| 13. Briarwood Mall                 | MI    | Ann Arbor                   | Fee  | 50.0% (4)       | Acquired 2007          | 96.6%         | 969,804   | Macy's, JCPenney, Sears, Von Maur, MC Sporting Goods   |
| 14. Broadway Square                | TX    | Tyler                       | Fee  | 100.0%          | Acquired 1994          | 100.0%        | 627,370   | Dillard's, JCPenney, Sears   |
| 15. Brunswick Square               | NJ    | East Brunswick (New York)   | Fee  | 100.0%          | Built 1973             | 100.0%        | 760,311   | Macy's, JCPenney, Barnes & Noble, Starplex Luxury Cinema   |
| 16. Burlington Mall                | MA    | Burlington (Boston)         | Fee and Ground Lease (2048) (7)              | 100.0%          | Acquired 1998          | 98.2%         | 1,317,275 | Macy's, Lord & Taylor, Sears, Nordstrom, Crate & Barrel  |
| 17. Cape Cod Mall                  | MA    | Hyannis                     | Fee and Ground Leases (2029-2073) (7)        | 56.4% (4)       | Acquired 1999          | 96.8%         | 721,330   | Macy's (9), Sears, Best Buy, Marshalls, Barnes & Noble, Regal Cinema   |
| 18. Castleton Square               | IN    | Indianapolis                | Fee  | 100.0%          | Built 1972             | 96.9%         | 1,383,207 | Macy's, Von Maur, JCPenney, Sears, Dick's Sporting Goods, AMC Theatres   |
| 19. Charlottesville Fashion Square | VA    | Charlottesville             | Ground Lease (2076)                          | 100.0%          | Acquired 1997          | 95.3%         | 576,748   | Belk (9), JCPenney, Sears  |
| 20. Chautauqua Mall                | NY    | Lakewood                    | Fee  | 100.0%          | Built 1971             | 91.2%         | 427,568   | Sears, JCPenney, Bon Ton, Office Max, Dipson Cinema  |
| 21. Chesapeake Square              | VA    | Chesapeake (Virginia Beach) | Fee and Ground Lease (2062)                  | 75.0% (12)      | Built 1989             | 85.3%         | 759,897   | Macy's, JCPenney, Sears, Target, Burlington Coat Factory, Cinemark Theatres  |
| 22. Cielo Vista Mall               | TX    | El Paso                     | Fee and Ground Lease (2022) (7)              | 100.0%          | Built 1974             | 98.2%         | 1,241,496 | Macy's, Dillard's (9), JCPenney, Sears, Cinemark Theatres  |
| 23. Circle Centre                  | IN    | Indianapolis                | Property Lease (2097)                        | 14.7% (4)(2)    | Built 1995             | 96.7%         | 767,698   | Carson's, United Artists Theatre, Indianapolis Star (6)  |
| 24. Coconut Point                  | FL    | Estero                      | Fee  | 50.0% (4)       | Built 2006             | 93.7%         | 1,204,941 | Dillard's, Barnes & Noble, Bed Bath & Beyond, Best Buy, DSW, Office Max, PetsMart, Ross Dress for                      |

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|     |                 |    |                       |                                 |           |               |        |           |  |
|-----|-----------------|----|-----------------------|---------------------------------|-----------|---------------|--------|-----------|--|
| 25. | Coddington Mall | CA | Santa Rosa            | Fee                             | 50.0% (4) | Acquired 2005 | 74.9%  | 674,014   | Less, Cost Plus World Market, T.J. Maxx, Hollywood Theatres, Super Target, Michael's, Sports Authority           |
| 26. | College Mall    | IN | Bloomington           | Fee and Ground Lease (2048) (7) | 100.0%    | Built 1965    | 96.5%  | 636,325   | Macy's, JCPenney, Whole Foods, Target (6)  |
| 27. | Columbia Center | WA | Kennewick             | Fee                             | 100.0%    | Acquired 1987 | 99.8%  | 770,584   | Macy's (9), JCPenney, Sears, Target, Dick's Sporting Goods, Bed Bath & Beyond                                    |
| 28. | Copley Place    | MA | Boston                | Fee                             | 98.1%     | Acquired 2002 | 99.5%  | 1,241,760 | Barnes & Noble, Regal Cinema   |
| 29. | Coral Square    | FL | Coral Springs (Miami) | Fee                             | 97.2%     | Built 1984    | 100.0% | 943,812   | Neiman Marcus, Barneys New York  |
| 30. | Cordova Mall    | FL | Pensacola             | Fee                             | 100.0%    | Acquired 1998 | 99.2%  | 832,857   | Macy's (9), JCPenney, Sears, Kohl's  |
| 31. | Cottonwood Mall | NM | Albuquerque           | Fee                             | 100.0%    | Built 1996    | 98.0%  | 1,034,461 | Dillard's, Belk, Best Buy, Bed Bath & Beyond, Cost Plus World Market, Ross Dress for Less, Dick's Sporting Goods |
|     |                 |    |                       |                                 |           |               |        |           | Macy's, Dillard's, JCPenney, Sears, Regal Cinema, Conn's Electronic & Appliance (6)(11)                          |

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|-------------------------------------|-------|----------------------------------|--|-----------------|------------------------|---------------|-----------|---|
| 32. Crystal Mall                    | CT    | Waterford                        | Fee  | 78.2% (4)       | Acquired 1998          | 91.1%         | 783,048   | Macy's, JCPenney, Sears, Bed Bath & Beyond, Christmas Tree Shops  |
| 33. Dadeland Mall                   | FL    | Miami                            | Fee  | 50.0% (4)       | Acquired 1997          | 98.2%         | 1,497,287 | Saks Fifth Avenue, Nordstrom, Macy's (9), JCPenney  |
| 34. Del Amo Fashion Center (20)     | CA    | Torrance (Los Angeles)           | Fee  | 50.0% (4)       | Acquired 2007          | 80.1%         | 2,291,720 | Macy's (9), Macy's Home & Furniture Gallery, JCPenney, Sears, Marshalls, T.J. Maxx, Barnes & Noble, JoAnn Fabrics, Crate & Barrel, L.A. Fitness, Burlington Coat Factory, AMC Theatres, Nordstrom (6) |
| 35. Domain, The                     | TX    | Austin                           | Fee  | 100.0%          | Built 2006             | 97.3%         | 1,232,958 | Neiman Marcus, Macy's, Dick's Sporting Goods, iPic Theaters, Dillard's, Arhaus Furniture, Punch Bowl Social (6)   |
| 36. Dover Mall                      | DE    | Dover                            | Fee and Ground Lease (2041) (7)              | 68.1% (4)       | Acquired 2007          | 95.0%         | 928,097   | Macy's, JCPenney, Boscov's, Sears, Carmike Cinemas, Dick's Sporting Goods   |
| 37. Edison Mall                     | FL    | Fort Myers                       | Fee  | 100.0%          | Acquired 1997          | 94.2%         | 1,053,577 | Dillard's, Macy's (9), JCPenney, Sears, Books-A-Million   |
| 38. Emerald Square                  | MA    | North Attleboro (Providence, RI) | Fee  | 56.4% (4)       | Acquired 1999          | 93.7%         | 1,022,740 | Macy's (9), JCPenney, Sears   |
| 39. Empire Mall                     | SD    | Sioux Falls                      | Fee and Ground Lease (2033) (7)              | 100.0%          | Acquired 1998          | 97.2%         | 1,113,549 | Macy's, Younkers, JCPenney, Sears, Gordmans, Hy-Vee, Dick's Sporting Goods  |
| 40. Falls, The                      | FL    | Miami                            | Fee  | 50.0% (4)       | Acquired 2007          | 100.0%        | 838,081   | Bloomingdale's, Macy's, Regal Cinema, The Fresh Market  |
| 41. Fashion Centre at Pentagon City | VA    | Arlington (Washington, DC)       | Fee  | 42.5% (4)       | Built 1989             | 98.9%         | 991,609   | Nordstrom, Macy's   |
| 42. Fashion Mall at Keystone, The   | IN    | Indianapolis                     | Fee and Ground Lease (2067) (7)              | 100.0%          | Acquired 1997          | 94.6%         | 710,151   | Saks Fifth Avenue, Crate & Barrel, Nordstrom, Keystone Art Cinema   |
| 43. Fashion Valley                  | CA    | San Diego                        | Fee  | 50.0% (4)       | Acquired 2001          | 98.4%         | 1,729,614 | Forever 21, Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, JCPenney, AMC Theatres, The Container Store   |
| 44. Firewheel Town Center           | TX    | Garland (Dallas)                 | Fee  | 100.0%          | Built 2005             | 98.1%         | 998,129   | Dillard's, Macy's, Barnes & Noble, DSW, Cost Plus World Market, AMC Theatres, Dick's Sporting Goods, Ethan Allen, Toys 'R Us/Babies 'R Us   |
| 45. Florida Mall, The               | FL    | Orlando                          | Fee  | 50.0% (4)       | Built 1986             | 99.5%         | 1,768,516 | Saks Fifth Avenue (19), Nordstrom, Macy's, Dillard's, JCPenney, Sears, H&M, Forever 21, Zara (18), American Girl (6)  |
| 46. Forest Mall                     | WI    | Fond Du Lac                      | Fee  | 100.0%          | Built 1973             | 86.7%         | 500,273   | JCPenney (19), Kohl's, Younkers, Sears, Cinema I & II   |
| 47. Forum Shops at Caesars, The     | NV    | Las Vegas                        | Ground Lease (2050)                          | 100.0%          | Built 1992             | 98.0%         | 671,947   |   |
| 48. Galleria, The                   | TX    | Houston                          | Fee  | 50.4% (4)       | Acquired 2002          | 98.9%         | 2,149,969 | Saks Fifth Avenue, Neiman Marcus, Nordstrom, Macy's (9), Galleria Tennis/Athletic Club  |
| 49. Great Lakes Mall                | OH    | Mentor (Cleveland)               | Fee  | 100.0%          | Built 1961             | 91.5%         | 1,232,358 | Dillard's (9), Macy's, JCPenney, Sears, Atlas Cinema Stadium 16, Barnes & Noble, Dick's Sporting Goods (6)  |
| 50. Greendale Mall                  | MA    |                                  |  | 56.4            |                        | 93.5%         | 429,711   |   |

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|     |                          | Worcester<br>(Boston) | Fee and<br>Ground<br>Lease<br>(2019) (7) | %<br>(4)                                 | Acquired<br>1999 |                  |       |           | T.J. Maxx 'N More, Best Buy, DSW, Big<br>Lots  |
|-----|--------------------------|-----------------------|--|--|------------------|------------------|-------|-----------|--|
| 51. | Greenwood Park<br>Mall   | IN                    | Greenwood<br>(Indianapolis)              | Fee                                      | 100.0%           | Acquired<br>1979 | 96.6% | 1,288,320 | Macy's, Von Maur, JCPenney, Sears,<br>Dick's Sporting Goods, Barnes & Noble,<br>Regal Cinema   |
| 52. | Gulf View<br>Square      | FL                    | Port Richey<br>(Tampa)                   | Fee                                      | 100.0%           | Built 1980       | 90.1% | 754,818   | Macy's, Dillard's, JCPenney (19), Sears,<br>Best Buy, T.J. Maxx  |
| 53. | Haywood Mall             | SC                    | Greenville                               | Fee and<br>Ground<br>Lease<br>(2067) (7) | 100.0%           | Acquired<br>1998 | 98.8% | 1,229,033 | Macy's, Dillard's, JCPenney, Sears, Belk   |
| 54. | Independence<br>Center   | MO                    | Independence<br>(Kansas City)            | Fee                                      | 100.0%           | Acquired<br>1994 | 97.8% | 866,145   | Dillard's, Macy's, Sears   |
| 55. | Indian River<br>Mall     | FL                    | Vero Beach                               | Fee                                      | 50.0%<br>(4)     | Built 1996       | 87.3% | 736,141   | Dillard's, Macy's, JCPenney, Sears, AMC<br>Theatres  |
| 56. | Ingram Park<br>Mall      | TX                    | San Antonio                              | Fee                                      | 100.0%           | Built 1979       | 97.7% | 1,120,881 | Dillard's, Macy's, JCPenney, Sears,<br>Bealls, (8)   |
| 57. | Irving Mall              | TX                    | Irving (Dallas)                          | Fee                                      | 100.0%           | Built 1971       | 89.9% | 1,052,527 | Macy's, Dillard's, Sears, Burlington Coat<br>Factory, La Vida Fashion and Home<br>Décor, AMC Theatres, Fitness<br>Connection, Shoppers World   |
| 58. | Jefferson Valley<br>Mall | NY                    | Yorktown<br>Heights (New<br>York)        | Fee                                      | 100.0%           | Built 1983       | 89.2% | 555,950   | Macy's, Sears  |
| 59. | King of Prussia<br>Mall  | PA                    | King of Prussia<br>(Philadelphia)        | Fee                                      | 96.1%            | Acquired<br>2003 | 94.1% | 2,475,088 | Neiman Marcus, Bloomingdale's,<br>Nordstrom, Lord & Taylor, Macy's,<br>JCPenney, Sears (6), Crate & Barrel,<br>Arhaus Furniture, The Container Store<br>(6), Dick's Sporting Goods (6) |



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| Property Name                    | State | City (CBSA)            | Ownership Interest (Expiration if Lease) (3) | Legal Ownership | Year Built or Acquired | Occupancy (5) | Total GLA | Retail Anchors and Selected Major Tenants   |
|----------------------------------|-------|------------------------|--|-----------------|------------------------|---------------|-----------|---|
| 60. Knoxville Center             | TN    | Knoxville              | Fee  | 100.0%          | Built 1984             | 76.4%         | 961,007   | JCPenney, Belk, Sears, The Rush Fitness Center, Regal Cinema  |
| 61. La Plaza Mall                | TX    | McAllen                | Fee and Ground Lease (2040) (7)              | 100.0%          | Built 1976             | 98.3%         | 1,221,369 | Macy's (9), Dillard's, JCPenney, Sears, Joe Brand   |
| 62. Lakeline Mall                | TX    | Cedar Park (Austin)    | Fee  | 100.0%          | Built 1995             | 98.0%         | 1,097,510 | Dillard's (9), Macy's, JCPenney, Sears, Regal Cinema  |
| 63. Lehigh Valley Mall           | PA    | Whitehall              | Fee  | 38.0% (4)(15)   | Acquired 2003          | 97.9%         | 1,180,061 | Macy's, JCPenney, Boscov's, Barnes & Noble, hhgregg, Babies 'R Us   |
| 64. Lenox Square                 | GA    | Atlanta                | Fee  | 100.0%          | Acquired 1998          | 97.8%         | 1,556,863 | Neiman Marcus, Bloomingdale's, Macy's   |
| 65. Liberty Tree Mall            | MA    | Danvers (Boston)       | Fee  | 49.1% (4)       | Acquired 1999          | 95.0%         | 856,240   | Marshalls, Sports Authority, Target, Kohl's, Best Buy, Staples, AC Moore, AMC Theatres, Nordstrom Rack, Off Broadway Shoes, (8) |
| 66. Lima Mall                    | OH    | Lima                   | Fee  | 100.0%          | Built 1965             | 95.5%         | 743,356   | Macy's, JCPenney, Elder-Beerman, Sears, MC Sporting Goods   |
| 67. Lincolnwood Town Center      | IL    | Lincolnwood (Chicago)  | Fee  | 100.0%          | Built 1990             | 94.0%         | 421,773   | Kohl's, Carson's  |
| 68. Lindale Mall                 | IA    | Cedar Rapids           | Fee  | 100.0%          | Acquired 1998          | 97.0%         | 712,682   | Von Maur, Sears, Younkers   |
| 69. Livingston Mall              | NJ    | Livingston (New York)  | Fee  | 100.0%          | Acquired 1998          | 92.8%         | 968,028   | Macy's, Lord & Taylor, Sears, Barnes & Noble  |
| 70. Longview Mall                | TX    | Longview               | Fee  | 100.0%          | Built 1978             | 95.9%         | 638,520   | Dillard's, JCPenney, Sears, Bealls, La Patricia   |
| 71. Mall at Chestnut Hill, The   | MA    | Chestnut Hill (Boston) | Fee  | 94.4%           | Acquired 2002          | 97.4%         | 468,992   | Bloomingdale's (9)  |
| 72. Mall at Rockingham Park, The | NH    | Salem (Boston)         | Fee  | 28.2% (4)       | Acquired 1999          | 96.5%         | 1,020,524 | JCPenney, Sears, Macy's, Lord & Taylor  |
| 73. Mall at Tuttle Crossing, The | OH    | Dublin (Columbus)      | Fee  | 50.0% (4)       | Acquired 2007          | 96.3%         | 1,128,407 | Macy's (9), JCPenney, Sears   |
| 74. Mall of Georgia              | GA    | Buford (Atlanta)       | Fee  | 100.0%          | Built 1999             | 96.4%         | 1,817,390 | Nordstrom, Dillard's, Macy's, JCPenney, Belk, Dick's Sporting Goods, Barnes & Noble, Haverty's Furniture, Regal Cinema          |
| 75. Mall of New Hampshire, The   | NH    | Manchester             | Fee  | 56.4% (4)       | Acquired 1999          | 96.1%         | 811,241   | Macy's, JCPenney, Sears, Best Buy, A.C. Moore   |
| 76. Maplewood Mall               | MN    | St. Paul (Minneapolis) | Fee  | 100.0%          | Acquired 2002          | 93.6%         | 926,291   | Macy's, JCPenney, Sears, Kohl's, Barnes & Noble   |
| 77. Markland Mall                | IN    | Kokomo                 | Ground Lease (2041)                          | 100.0%          | Built 1968             | 99.0%         | 418,193   | Sears, Target, MC Sporting Goods, Carson's  |
| 78. McCain Mall                  | AR    | N. Little Rock         | Fee  | 100.0%          | Built 1973             | 92.2%         | 786,997   | Dillard's, JCPenney, Sears, Regal Cinema  |
| 79. Meadowood Mall               | NV    | Reno                   | Fee  | 50.0% (4)       | Acquired 2007          | 95.3%         | 883,567   | Macy's (9), Sears, JCPenney, (8)  |
| 80. Melbourne Square             | FL    | Melbourne              | Fee  | 100.0%          | Built 1982             | 89.7%         | 702,105   | Macy's, Dillard's (9), JCPenney, Dick's Sporting Goods, L.A. Fitness (6)  |
| 81. Menlo Park Mall              | NJ    | Edison (New York)      | Fee  | 100.0%          | Acquired 1997          | 98.9%         | 1,319,598 | Nordstrom, Macy's, Barnes & Noble, AMC Dine-In Theatre, WOW! Work Out World, Fortunoff Backyard Store                           |
| 82. Mesa Mall                    | CO    | Grand Junction         | Fee  | 100.0%          | Acquired 1998          | 95.8%         | 880,469   | Sears, Herberger's, JCPenney, Target, Cabela's, Sports Authority, Jo-Ann Fabrics  |
| 83. Miami International Mall     | FL    | Miami                  | Fee  | 47.8% (4)       | Built 1982             | 94.6%         | 1,084,606 | Macy's (9), JCPenney, Sears, Kohl's   |

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|     |                   |    |                            |     |            |               |       |           |   |
|-----|-------------------|----|----------------------------|-----|------------|---------------|-------|-----------|---|
| 84. | Midland Park Mall | TX | Midland                    | Fee | 100.0%     | Built 1980    | 98.1% | 621,710   | Dillard's (9), JCPenney, Sears, Bealls, Ross Dress for Less   |
| 85. | Miller Hill Mall  | MN | Duluth                     | Fee | 100.0%     | Built 1973    | 98.8% | 833,203   | JCPenney, Sears, Younkers, Barnes & Noble, DSW, Dick's Sporting Goods   |
| 86. | Montgomery Mall   | PA | North Wales (Philadelphia) | Fee | 60.0% (15) | Acquired 2003 | 80.6% | 1,125,227 | Macy's, JCPenney, Sears, Dick's Sporting Goods, Wegmans   |
| 87. | Muncie Mall       | IN | Muncie                     | Fee | 100.0%     | Built 1970    | 99.5% | 635,840   | Macy's, JCPenney, Sears, Carson's   |
| 88. | North East Mall   | TX | Hurst (Dallas)             | Fee | 100.0%     | Built 1971    | 97.8% | 1,669,736 | Nordstrom, Dillard's, Macy's, JCPenney, Sears, Dick's Sporting Goods, Rave Theatre  |
| 89. | Northgate Mall    | WA | Seattle                    | Fee | 100.0%     | Acquired 1987 | 99.6% | 1,053,259 | Nordstrom, Macy's, JCPenney, Barnes & Noble, Bed Bath & Beyond, DSW, Nordstrom Rack   |
| 90. | Northlake Mall    | GA | Atlanta                    | Fee | 100.0%     | Acquired 1998 | 91.3% | 963,134   | Macy's, JCPenney, Sears, Kohl's   |
| 91. | Northshore Mall   | MA | Peabody (Boston)           | Fee | 56.4% (4)  | Acquired 1999 | 97.0% | 1,592,107 | JCPenney, Sears, Nordstrom, Macy's Men's & Furniture, Macys, Barnes & Noble, Toys 'R Us, Shaw's Grocery, The Container Store, DSW |

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|---------------------------------|-------|------------------------------|--|-----------------|------------------------|---------------|-----------|--|
| 92. Northwoods Mall             | IL    | Peoria                       | Fee  | 100.0%          | Acquired 1983          | 96.7%         | 693,369   | Macy's, JCPenney, Sears  |
| 93. Oak Court Mall              | TN    | Memphis                      | Fee  | 100.0%          | Acquired 1997          | 93.2%         | 849,785   | Dillard's (9), Macy's  |
| 94. Ocean County Mall           | NJ    | Toms River (New York)        | Fee  | 100.0%          | Acquired 1998          | 92.6%         | 898,361   | Macy's, Boscov's, JCPenney, Sears  |
| 95. Orange Park Mall            | FL    | Orange Park (Jacksonville)   | Fee  | 100.0%          | Acquired 1994          | 99.0%         | 959,331   | Dillard's, JCPenney, Sears, Belk, Dick's Sporting Goods, AMC Theatres  |
| 96. Orland Square               | IL    | Orland Park (Chicago)        | Fee  | 100.0%          | Acquired 1997          | 96.5%         | 1,234,795 | Macy's, Carson's, JCPenney, Sears, Dave & Buster's   |
| 97. Oxford Valley Mall          | PA    | Langhorne (Philadelphia)     | Fee  | 64.9% (15)      | Acquired 2003          | 89.4%         | 1,332,132 | Macy's, JCPenney, Sears, United Artists Theatre, (8)   |
| 98. Paddock Mall                | FL    | Ocala                        | Fee  | 100.0%          | Built 1980             | 91.9%         | 552,603   | Macy's, JCPenney, Sears, Belk  |
| 99. Penn Square Mall            | OK    | Oklahoma City                | Ground Lease (2060)                          | 94.5%           | Acquired 2002          | 98.9%         | 1,063,729 | Macy's, Dillard's (9), JCPenney, AMC Theatres  |
| 100. Pheasant Lane Mall         | NH    | Nashua                       |  | 0.0% (14)       | Acquired 2002          | 96.7%         | 979,652   | JCPenney, Sears, Target, Macy's, Dick's Sporting Goods   |
| 101. Phipps Plaza               | GA    | Atlanta                      | Fee  | 100.0%          | Acquired 1998          | 93.5%         | 831,365   | Saks Fifth Avenue, Nordstrom, Belk, AMC Theatres, Arhaus Furniture, Legoland Discovery Center  |
| 102. Plaza Carolina             | PR    | Carolina (San Juan)          | Fee  | 100.0%          | Acquired 2004          | 98.1%         | 1,109,680 | JCPenney, Sears, Tiendas Capri, Econo, Best Buy, T.J. Maxx, DSW, Sports Authority (6)  |
| 103. Port Charlotte Town Center | FL    | Port Charlotte               | Fee  | 80.0% (12)      | Built 1989             | 88.7%         | 764,717   | Dillard's, Macy's, JCPenney, Bealls, Sears, DSW, Regal Cinema  |
| 104. Prien Lake Mall            | LA    | Lake Charles                 | Fee and Ground Lease (2040) (7)              | 100.0%          | Built 1972             | 97.5%         | 847,902   | Dillard's, JCPenney, Sears, Cinemark Theatres, Kohl's, Dick's Sporting Goods   |
| 105. Quaker Bridge Mall         | NJ    | Lawrenceville                | Fee  | 50.0% (4)       | Acquired 2003          | 95.1%         | 1,083,452 | Macy's, Lord & Taylor, JCPenney, Sears   |
| 106. Richmond Town Square       | OH    | Richmond Heights (Cleveland) | Fee  | 100.0%          | Built 1966             | 94.5%         | 1,011,688 | Macy's, JCPenney, Sears, Regal Cinema  |
| 107. River Oaks Center          | IL    | Calumet City (Chicago)       | Fee  | 100.0%          | Acquired 1997          | 98.8%         | 1,192,836 | Macy's, JCPenney, (8)  |
| 108. Rockaway Townsquare        | NJ    | Rockaway (New York)          | Fee  | 100.0%          | Acquired 1998          | 95.0%         | 1,246,823 | Macy's, Lord & Taylor, JCPenney, Sears   |
| 109. Rolling Oaks Mall          | TX    | San Antonio                  | Fee  | 100.0%          | Built 1988             | 89.4%         | 882,349   | Dillard's, Macy's, JCPenney, Sears   |
| 110. Roosevelt Field            | NY    | Garden City (New York)       | Fee and Ground Lease (2090) (7)              | 100.0%          | Acquired 1998          | 96.8%         | 2,227,923 | Bloomingdale's, Bloomingdale's Furniture Gallery, Nordstrom, Macy's, JCPenney, Dick's Sporting Goods, Loews Theatre, XSport Fitness, Neiman Marcus (6) |
| 111. Ross Park Mall             | PA    | Pittsburgh                   | Fee  | 100.0%          | Built 1986             | 99.3%         | 1,240,541 | JCPenney, Sears, Nordstrom, L.L. Bean, Macy's, Crate & Barrel  |
| 112. Rushmore Mall              | SD    | Rapid City                   | Fee  | 100.0%          | Acquired 1998          | 78.3%         | 829,292   | JCPenney, Herberger's, Sears, Carmike Cinemas, Hobby Lobby, Toys 'R Us   |
| 113. Santa Rosa Plaza           | CA    | Santa Rosa                   | Fee  | 100.0%          | Acquired 1998          | 94.7%         | 694,172   | Macy's, Sears, Forever 21  |
| 114. Seminole Towne Center      | FL    | Sanford (Orlando)            | Fee  | 45.0% (4)(2)    | Built 1995             | 84.7%         | 1,104,631 | Macy's, Dillard's, JCPenney, Sears, United Artists Theatre, Dick's Sporting Goods, Burlington Coat Factory   |

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|      |                             |    |                             |     |              |                  |       |           |  |
|------|-----------------------------|----|-----------------------------|-----|--------------|------------------|-------|-----------|--|
| 115. | Shops at Nanuet, The        | NY | Nanuet                      | Fee | 100.0%       | Redeveloped 2013 | 95.7% | 750,092   | Macy's, Sears, Fairway Market, Regal Cinema, 24 Hour Fitness                     |
| 116. | Shops at Mission Viejo, The | CA | Mission Viejo (Los Angeles) | Fee | 51.0% (4)    | Built 1979       | 99.7% | 1,151,846 | Nordstrom, Macy's Women's, Macy's Men's and Furniture, Forever 21                |
| 117. | Shops at Riverside, The     | NJ | Hackensack (New York)       | Fee | 100.0%       | Acquired 2007    | 95.6% | 770,808   | Bloomingdale's, Saks Fifth Avenue, Barnes & Noble, Arhaus Furniture              |
| 118. | Shops at Sunset Place, The  | FL | S. Miami                    | Fee | 37.5% (4)(2) | Built 1999       | 80.2% | 513,896   | Barnes & Noble, Gametime, Z Gallerie, LA Fitness, AMC Theatres, Splitsville, (8) |

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|------|----------------------------|--------------|----------------------------|---|------------------------|-------------------------------|----------------------|------------------|--|
| 119. | Smith Haven Mall           | NY           | Lake Grove (New York)      | Fee   | 25.0% (4)(2)           | Acquired 1995                 | 96.6%                | 1,291,726        | Macy's, Macy's Furniture Gallery, JCPenney, Sears, Dick's Sporting Goods, Barnes & Noble   |
| 120. | Solomon Pond Mall          | MA           | Marlborough (Boston)       | Fee   | 56.4% (4)              | Acquired 1999                 | 96.4%                | 883,446          | Macy's, JCPenney, Sears, Regal Cinema  |
| 121. | South Hills Village        | PA           | Pittsburgh                 | Fee   | 100.0%                 | Acquired 1997                 | 95.7%                | 1,121,941        | Macy's, Macy's Furniture Gallery, Sears, Barnes & Noble, Carmike Cinemas, Dick's Sporting Goods, Target, DSW (6), Ulta (6)                                       |
| 122. | South Shore Plaza          | MA           | Braintree (Boston)         | Fee   | 100.0%                 | Acquired 1998                 | 97.8%                | 1,583,996        | Macy's, Lord & Taylor, Sears, Nordstrom, Target, DSW   |
| 123. | Southdale Center           | MN           | Edina (Minneapolis)        | Fee   | 100.0%                 | Acquired 2007                 | 85.5%                | 1,270,149        | Macy's, JCPenney, AMC Theatres, Herberger's, Gordmans (6)  |
| 124. | Southern Hills Mall        | IA           | Sioux City                 | Fee   | 100.0%                 | Acquired 1998                 | 88.8%                | 794,407          | Younkers, JCPenney, Sears, Scheel's All Sports, Barnes & Noble, Carmike Cinemas, Hy-Vee  |
| 125. | Southern Park Mall         | OH           | Youngstown                 | Fee   | 100.0%                 | Built 1970                    | 85.9%                | 1,201,877        | Macy's, Dillard's, JCPenney, Sears, Cinemark Theatres  |
| 126. | SouthPark                  | NC           | Charlotte                  | Fee and Ground Lease (2040) (10)                    | 100.0%                 | Acquired 2002                 | 94.9%                | 1,675,660        | Neiman Marcus, Nordstrom, Macy's, Dillard's, Belk, Dick's Sporting Goods, Crate & Barrel, The Container Store  |
| 127. | Southridge Mall            | WI           | Greendale (Milwaukee)      | Fee   | 100.0%                 | Acquired 2007                 | 93.1%                | 1,171,431        | JCPenney, Sears, Kohl's, Boston Store, Macy's  |
| 128. | Springfield Mall (1)       | PA           | Springfield (Philadelphia) | Fee   | 38.0% (4)(15)          | Acquired 2005                 | 85.3%                | 610,965          | Macy's, Target   |
| 129. | Square One Mall            | MA           | Saugus (Boston)            | Fee   | 56.4% (4)              | Acquired 1999                 | 98.8%                | 929,978          | Macy's, Sears, Best Buy, T.J. Maxx N More (18), Dick's Sporting Goods, Work Out World, BD's (6)  |
| 130. | St. Charles Towne Center   | MD           | Waldorf (Washington, D.C.) | Fee   | 100.0%                 | Built 1990                    | 97.0%                | 980,757          | Macy's (9), JCPenney, Sears, Kohl's, Dick Sporting Goods, AMC Theatres   |
| 131. | St. Johns Town Center      | FL           | Jacksonville               | Fee   | 50.0% (4)              | Built 2005                    | 100.0%               | 1,235,037        | Dillard's, Target, Ashley Furniture Home Store, Barnes & Noble, Dick's Sporting Goods, Ross Dress for Less, Staples, DSW, JoAnn Fabrics, PetsMart, Nordstrom (6) |
| 132. | Stanford Shopping Center   | CA           | Palo Alto (San Jose)       | Ground Lease (2054)                                 | 100.0%                 | Acquired 2003                 | 99.4%                | 1,343,649        | Neiman Marcus, Bloomingdale's (18), Nordstrom, Macy's (9), Crate and Barrel, The Container Store   |
| 133. | Stoneridge Shopping Center | CA           | Pleasanton (San Francisco) | Fee   | 49.9% (4)              | Acquired 2007                 | 100.0%               | 1,301,210        | Macy's (9), Nordstrom, Sears, JCPenney   |
| 134. | Summit Mall                | OH           | Akron                      | Fee   | 100.0%                 | Built 1965                    | 96.6%                | 769,431          | Dillard's (9), Macy's  |
| 135. | Sunland Park Mall          | TX           | El Paso                    | Fee   | 100.0%                 | Built 1988                    | 96.4%                | 922,209          | Macy's, Dillard's (9), Sears, Forever 21, Cinemark   |
| 136. | Tacoma Mall                | WA           | Tacoma (Seattle)           | Fee   | 100.0%                 | Acquired 1987                 | 99.0%                | 1,334,928        | Nordstrom, Macy's, JCPenney, Sears, David's Bridal, Forever 21   |
| 137. | Tippecanoe Mall            | IN           | Lafayette                  | Fee   | 100.0%                 | Built 1973                    | 98.4%                | 864,239          | Macy's, JCPenney, Sears, Kohl's, Dick's Sporting Goods, hhgregg  |
| 138. | Town Center at Aurora      | CO           | Aurora (Denver)            | Fee   | 100.0%                 | Acquired 1998                 | 91.9%                | 1,082,240        | Macy's, Dillard's, JCPenney, Sears, Century Theatres   |
| 139. | Town Center at Boca Raton  | FL           | Boca Raton (Miami)         | Fee   | 100.0%                 | Acquired 1998                 | 99.8%                | 1,780,037        | Saks Fifth Avenue, Neiman Marcus, Bloomingdale's, Nordstrom, Macy's, Sears, Crate & Barrel, The Container Store  |
| 140. | Town Center at Cobb        | GA           | Kennesaw (Atlanta)         | Fee   | 100.0%                 | Acquired 1998                 | 94.7%                | 1,279,979        | Belk, Macy's, JCPenney, Sears, Macy's Men's & Furniture  |

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|                            |    |                        |     |        |            |       |           |  |
|----------------------------|----|------------------------|-----|--------|------------|-------|-----------|--|
| 141. Towne East Square     | KS | Wichita                | Fee | 100.0% | Built 1975 | 98.0% | 1,134,172 | Dillard's, Von Maur, JCPenney, Sears                                     |
| 142. Towne West Square     | KS | Wichita                | Fee | 100.0% | Built 1980 | 82.9% | 941,344   | Dillard's (9), JCPenney, Sears, Dick's Sporting Goods, The Movie Machine |
| 143. Treasure Coast Square | FL | Jensen Beach           | Fee | 100.0% | Built 1987 | 94.4% | 876,438   | Macy's, Dillard's, JCPenney, Sears, hhgregg, Regal Cinema                |
| 144. Tyrone Square         | FL | St. Petersburg (Tampa) | Fee | 100.0% | Built 1972 | 99.2% | 1,094,864 | Macy's, Dillard's, JCPenney, Sears, DSW                                  |

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|------------------------------|-------|-------------------------------|--|-----------------|------------------------|---------------|--------------------|---|
| 145. University Park Mall    | IN    | Mishawaka                     | Fee  | 100.0%          | Built 1979             | 97.7%         | 921,134            | Macy's, JCPenney, Sears, Barnes & Noble                                       |
| 146. Valle Vista Mall        | TX    | Harlingen                     | Fee  | 100.0%          | Built 1983             | 73.0%         | 650,634            | Dillard's, JCPenney, Sears, Big Lots, Forever 21                              |
| 147. Virginia Center Commons | VA    | Glen Allen                    | Fee  | 100.0%          | Built 1991             | 81.1%         | 774,503            | Macy's, JCPenney, Sears, Burlington Coat Factory, American Family Fitness (6) |
| 148. Walt Whitman Shops      | NY    | Huntington Station (New York) | Fee and Ground Lease (2032) (7)              | 100.0%          | Acquired 1998          | 97.2%         | 1,078,406          | Saks Fifth Avenue, Bloomingdale's, Lord & Taylor, Macy's                      |
| 149. West Ridge Mall         | KS    | Topeka                        | Fee  | 100.0%          | Built 1988             | 85.5%         | 991,756            | Dillard's, JCPenney, Sears, Burlington Coat Factory, Furniture Mall of Kansas |
| 150. West Town Mall          | TN    | Knoxville                     | Ground Lease (2042)                          | 50.0% (4)       | Acquired 1991          | 96.5%         | 1,334,526          | Belk (9), Dillard's, JCPenney, Sears, Regal Cinema                            |
| 151. Westchester, The        | NY    | White Plains (New York)       | Fee  | 40.0% (4)       | Acquired 1997          | 95.9%         | 826,440            | Neiman Marcus, Nordstrom  |
| 152. Westminster Mall        | CA    | Westminster (Los Angeles)     | Fee  | 100.0%          | Acquired 1998          | 90.8%         | 1,198,549          | Macy's, JCPenney, Sears, Target, DSW, Chuze Fitness                           |
| 153. White Oaks Mall         | IL    | Springfield                   | Fee  | 80.7%           | Built 1977             | 92.3%         | 924,946            | Macy's, Bergner's, Sears, Dick's Sporting Goods, hhgregg, LA Fitness          |
| 154. Wolfchase Galleria      | TN    | Memphis                       | Fee  | 94.5%           | Acquired 2002          | 95.2%         | 1,152,196          | Macy's, Dillard's, JCPenney, Sears, Malco Theatres                            |
| 155. Woodfield Mall          | IL    | Schaumburg (Chicago)          | Fee  | 50.0% (4)       | Acquired 2012          | 92.2%         | 2,172,434          | Nordstrom, Macy's, Lord & Taylor, JCPenney, Sears, Arhaus Furniture (6)       |
| 156. Woodland Hills Mall     | OK    | Tulsa                         | Fee  | 94.5%           | Acquired 2002          | 99.5%         | 1,086,690          | Macy's, Dillard's, JCPenney, Sears  |
| <b>Total Mall GLA</b>        |       |                               |  |                 |                        |               | <b>161,461,866</b> | <b>(16)</b>   |

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**U.S. Properties**

| Property Name                   | State | City (CBSA)               | Ownership Interest (Expiration if Lease) (3) | Legal Ownership | Year Built or Acquired | Occupancy (5) | Total GLA | Retail Anchors and Selected Major Tenants  |
|---------------------------------|-------|---------------------------|--|-----------------|------------------------|---------------|-----------|--|
| <b>Premium Outlets</b>          |       |                           |  |                 |                        |               |           |  |
| 1. Albertville Premium Outlets  | MN    | Albertville (Minneapolis) | Fee  | 100.0%          | Acquired 2004          | 96.9%         | 429,582   | Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Columbia Sportswear, Gap Outlet, Guess, Kenneth Cole, Michael Kors, Nautica, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour                                       |
| 2. Allen Premium Outlets        | TX    | Allen (Dallas)            | Fee  | 100.0%          | Acquired 2004          | 98.7%         | 441,709   | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Cole Haan, Columbia Sportswear, Gap Outlet, Guess, J.Crew, Michael Kors, Lacoste, Last Call by Neiman Marcus, Nike, Polo Ralph Lauren, Tommy Hilfiger   |
| 3. Aurora Farms Premium Outlets | OH    | Aurora (Cleveland)        | Fee  | 100.0%          | Acquired 2004          | 99.7%         | 285,120   | Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Michael Kors, Nautica, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, Under Armour   |
| 4. Birch Run Premium Outlets    | MI    | Birch Run (Detroit)       | Fee  | 100.0%          | Acquired 2010          | 92.4%         | 678,694   | Adidas, Ann Taylor, Banana Republic, BCBG Max Azria, Brooks Brothers, Calvin Klein, Coach, Guess, J.Crew, Lacoste, Nike, Polo Ralph Lauren, Puma, Tommy Hilfiger, The North Face   |
| 5. Calhoun Premium Outlets      | GA    | Calhoun                   | Fee  | 100.0%          | Acquired 2010          | 96.9%         | 254,052   | Ann Taylor, Carter's, Coach, Gap Outlet, Gymboree, Jones New York, Nike, Polo Ralph Lauren, Tommy Hilfiger   |
| 6. Camarillo Premium Outlets    | CA    | Camarillo (Los Angeles)   | Fee  | 100.0%          | Acquired 2004          | 100.0%        | 674,331   | Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Diesel, Forever 21, Giorgio Armani, Hugo Boss, Last Call by Neiman Marcus, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Sony, Tommy Hilfiger, Tory Burch |
| 7. Carlsbad Premium Outlets     | CA    | Carlsbad (San Diego)      | Fee  | 100.0%          | Acquired 2004          | 100.0%        | 288,357   | Adidas, Banana Republic, BCBG Max Azria, Calvin Klein, Coach, Cole Haan, DKNY, Elie Tahari, Gap Outlet, Lacoste, Michael Kors, Polo Ralph Lauren, Theory   |
| 8. Carolina Premium Outlets     | NC    | Smithfield (Raleigh)      | Fee  | 100.0%          | Acquired 2004          | 99.2%         | 438,897   | Adidas, Banana Republic, Brooks Brothers, Coach, Gap Outlet, J.Crew, Levi's, Nike, Polo Ralph Lauren, Talbots, Tommy Hilfiger, Under Armour  |
| 9. Chicago Premium Outlets (20) | IL    | Aurora (Chicago)          | Fee  | 100.0%          | Built 2004             | 99.5%         | 437,341   | Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Diesel, Elie Tahari, Gap Outlet, Giorgio Armani, J.Crew, Kate Spade New York, Lacoste, Michael Kors, Polo Ralph Lauren, Salvatore Ferragamo, Sony, Theory       |
| 10. Cincinnati Premium Outlets  | OH    | Monroe (Cincinnati)       | Fee  | 100.0%          | Built 2009             | 99.8%         | 398,869   | Adidas, Banana Republic, Brooks Brothers, Coach, Cole Haan, Gap Outlet, J.Crew, Lacoste, Michael   |



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|     |                                   |    |                                |     |        |               |        |         |   |
|-----|-----------------------------------|----|--------------------------------|-----|--------|---------------|--------|---------|---|
| 11. | Clinton Crossing Premium Outlets  | CT | Clinton                        | Fee | 100.0% | Acquired 2004 | 99.3%  | 276,218 | Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, The North Face  |
| 12. | Columbia Gorge Premium Outlets    | OR | Troutdale (Portland)           | Fee | 100.0% | Acquired 2004 | 89.6%  | 163,699 | Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Cole Haan, Gap Outlet, J.Crew, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Talbots, Tommy Hilfiger   |
| 13. | Desert Hills Premium Outlets (20) | CA | Cabazon (Palm Springs)         | Fee | 100.0% | Acquired 2004 | 99.3%  | 494,490 | Adidas, Carter's, Coach, Eddie Bauer, Gap Outlet, Gymboree, Levi's, Tommy Hilfiger  |
| 14. | Edinburgh Premium Outlets         | IN | Edinburgh (Indianapolis)       | Fee | 100.0% | Acquired 2004 | 99.3%  | 377,826 | Burberry, Coach, Dior, Elie Tahari, Giorgio Armani, Gucci, Lacoste, Last Call by Neiman Marcus, Nike, Polo Ralph Lauren, Prada, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, Theory, Tory Burch, True Religion, Yves Saint Laurent, Zegna            |
| 15. | Ellenton Premium Outlets          | FL | Ellenton (Tampa)               | Fee | 100.0% | Acquired 2010 | 99.2%  | 476,510 | Adidas, American Eagle Outfitters, Ann Taylor, Banana Republic, Calvin Klein, Coach, Coldwater Creek, DKNY, Gap Outlet, J.Crew, Levi's, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour, White House Black Market                   |
| 16. | Folsom Premium Outlets            | CA | Folsom (Sacramento)            | Fee | 100.0% | Acquired 2004 | 99.5%  | 297,719 | Ann Taylor, Adidas, Banana Republic, Calvin Klein, Coach, DKNY, J.Crew, Kate Spade New York, Kenneth Cole, Lacoste, Lucky Brand, Michael Kors, Movado, Nike, Puma, Saks Fifth Avenue Off 5th  |
| 17. | Gaffney Premium Outlets           | SC | Gaffney (Greenville/Charlotte) | Fee | 100.0% | Acquired 2010 | 91.0%  | 359,753 | BCBG Max Azria, Banana Republic, Calvin Klein, Coach, Forever 21, Gap Outlet, Guess, Kenneth Cole, Loft Outlet, Nautica, Nike, Saks Fifth Avenue Off 5th, Tommy Hilfiger  |
| 18. | Gilroy Premium Outlets            | CA | Gilroy (San Jose)              | Fee | 100.0% | Acquired 2004 | 99.2%  | 577,902 | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Elie Tahari, Forever 21, Hugo Boss, J.Crew, Lululemon, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Sony, The North Face, Tommy Hilfiger, True Religion |
| 19. | Grand Prairie Premium Outlets     | TX | Grand Prairie (Dallas)         | Fee | 100.0% | Built 2012    | 100.0% | 417,415 | Bloomingdale's The Outlet Store, Coach, Cole Haan, DKNY, Hugo Boss, Kate Spade New York, J.Crew, Lucky Brand, Michael Kors, Nike, Saks Fifth Avenue Off 5th, Talbots, Tommy Hilfiger, Vince Camuto  |

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|-----------------------------------|-------|--------------------------------------|--|-----------------|------------------------|-------------------|-----------|--|
| 20. Grove City Premium Outlets    | PA    | Grove City (Pittsburgh)              | Fee  | 100.0%          | Acquired 2010          | 98.6%             | 531,713   | American Eagle Outfitters, Ann Taylor, Banana Republic, BCBG Max Azria, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, J.Crew, Nike, Polo Ralph Lauren, The North Face, Under Armour, Vera Bradley                             |
| 21. Gulfport Premium Outlets      | MS    | Gulfport                             | Ground Lease (2059)                          | 100.0%          | Acquired 2010          | 98.8%             | 300,250   | Ann Taylor, Banana Republic, BCBG Max Azria, Coach, Gap Outlet, J.Crew, Nautica, Nike, Polo Ralph Lauren, Talbots, Tommy Hilfiger, Under Armour  |
| 22. Hagerstown Premium Outlets    | MD    | Hagerstown (Baltimore/Washington DC) | Fee  | 100.0%          | Acquired 2010          | 99.9%             | 485,050   | Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, J.Crew, Kate Spade New York, Lee Jeans, Nike, The North Face, Timberland, Tommy Hilfiger, Under Armour   |
| 23. Houston Premium Outlets       | TX    | Cypress (Houston)                    | Fee  | 100.0%          | Built 2008             | 100.0%            | 541,634   | Ann Taylor, A/X Armani Exchange, Banana Republic, Burberry, Calvin Klein, Coach, Cole Haan, DKNY, Elie Tahari, Gap Outlet, J.Crew, Juicy Couture, Lucky Brand, Michael Kors, Nike, Saks Fifth Avenue Off 5th, Tommy Hilfiger, Tory Burch |
| 24. Jackson Premium Outlets       | NJ    | Jackson (New York)                   | Fee  | 100.0%          | Acquired 2004          | 97.3%             | 285,636   | American Eagle Outfitters, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, J.Crew, Lucky Brand, Nike, Polo Ralph Lauren, Reebok, Timberland, Tommy Hilfiger, Under Armour                          |
| 25. Jersey Shore Premium Outlets  | NJ    | Tinton Falls (New York)              | Fee  | 100.0%          | Built 2008             | 97.4%             | 434,447   | Adidas, Ann Taylor, Banana Republic, Burberry, Brooks Brothers, Coach, DKNY, Elie Tahari, Guess, J.Crew, Kate Spade New York, Lacoste, Michael Kors, Nike, Theory, Tommy Hilfiger, True Religion, Under Armour                           |
| 26. Johnson Creek Premium Outlets | WI    | Johnson Creek                        | Fee  | 100.0%          | Acquired 2004          | 96.0%             | 276,373   | Adidas, American Eagle Outfitters, Ann Taylor, Banana Republic, Calvin Klein, Columbia Sportswear, Eddie Bauer, Gap Outlet, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour  |
| 27. Kittery Premium Outlets       | ME    | Kittery                              | Fee and Ground Lease (2049) (7)              | 100.0%          | Acquired 2004          | 97.2%             | 264,977   | Adidas, Banana Republic, Calvin Klein, Chico's, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Movado, Nike, Polo Ralph Lauren, Reebok, Tommy Hilfiger  |
| 28. Las Americas Premium Outlets  | CA    | San Diego                            | Fee  | 100.0%          | Acquired 2007          | 98.1%             | 554,966   | Aeropostale, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, Guess, Hugo Boss, J.Crew, Nike, Polo Ralph Lauren, Reebok, Tommy Bahama, Tommy Hilfiger, True Religion                                       |

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|     |                                      |    |                             |                                  |        |               |        |         |   |
|-----|--------------------------------------|----|-----------------------------|----------------------------------|--------|---------------|--------|---------|---|
| 29. | Las Vegas Premium Outlets North (20) | NV | Las Vegas                   | Fee                              | 100.0% | Built 2003    | 97.7%  | 538,683 | A/X Armani Exchange, Ann Taylor, Banana Republic, Burberry, Coach, David Yurman, Diesel, Dolce & Gabbana, Elie Tahari, Etro, Giorgio Armani, Hugo Boss, Lacoste, Nike, Polo Ralph Lauren, Salvatore Ferragamo, St. John, TAG Heuer, Ted Baker, True Religion                |
| 30. | Las Vegas Premium Outlets South      | NV | Las Vegas                   | Fee                              | 100.0% | Acquired 2004 | 98.9%  | 535,467 | Adidas, Aeropostale, Ann Taylor, Banana Republic, Bose, Brooks Brothers, Calvin Klein, Coach, DKNY, Gap Outlet, Kenneth Cole, Levi's, Michael Kors, Nautica, Nike, Polo Ralph Lauren, Reebok, Tommy Hilfiger, Under Armour  |
| 31. | Lebanon Premium Outlets              | TN | Lebanon (Nashville)         | Fee                              | 100.0% | Acquired 2010 | 90.5%  | 227,262 | Aeropostale, Ann Taylor, Brooks Brothers, Coach, Eddie Bauer, Gap Outlet, Loft Outlet, Nike, Polo Ralph Lauren, Reebok, Samsonite   |
| 32. | Lee Premium Outlets                  | MA | Lee                         | Fee                              | 100.0% | Acquired 2010 | 99.8%  | 224,709 | Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Chico's, Coach, Cole Haan, J.Crew, Lacoste, Levi's, Michael Kors, Nike, Polo Ralph Lauren, Talbots, Tommy Hilfiger, Under Armour  |
| 33. | Leesburg Corner Premium Outlets      | VA | Leesburg (Washington D.C.)  | Fee                              | 100.0% | Acquired 2004 | 100.0% | 518,003 | Ann Taylor, Brooks Brothers, Burberry, Coach, Columbia Sportswear, Diesel, DKNY, Elie Tahari, Hugo Boss, Juicy Couture, Lacoste, Nike, Polo Ralph Lauren, Restoration Hardware, Saks Fifth Avenue Off 5th, Under Armour, Vera Bradley, Williams-Sonoma                      |
| 34. | Liberty Village Premium Outlets      | NJ | Flemington (New York)       | Fee                              | 100.0% | Acquired 2004 | 86.6%  | 162,198 | American Eagle Outfitters, Ann Taylor, Brooks Brothers, Calvin Klein, Coach, G.H. Bass & Co., J.Crew, Michael Kors, Nautica, Nike, Polo Ralph Lauren, Timberland, Zales Outlet  |
| 35. | Lighthouse Place Premium Outlets     | IN | Michigan City (Chicago, IL) | Fee                              | 100.0% | Acquired 2004 | 98.4%  | 454,641 | Adidas, American Eagle Outfitters, Ann Taylor, Banana Republic, BCBG Max Azria, Calvin Klein, Coach, Columbia Sportswear, DKNY, Gap Outlet, Guess, J.Crew, Movado, Nike, Polo Ralph Lauren, Tommy Hilfiger  |
| 36. | Livermore Premium Outlets (20)       | CA | Livermore (San Francisco)   | Fee and Ground Lease (2021) (10) | 100.0% | Built 2012    | 100.0% | 511,646 | Barneys New York, Bloomingdale's The Outlet Store, Coach, DKNY, Elie Tahari, Kate Spade New York, J.Crew, Lacoste, Last Call by Neiman Marcus, MaxMara, Michael Kors, Prada, Saks Fifth Avenue Off 5th, Tommy Hilfiger  |
| 37. | Merrimack Premium Outlets            | NH | Merrimack                   | Fee                              | 100.0% | Built 2012    | 100.0% | 408,996 | Ann Taylor, Banana Republic, Bloomingdale's The Outlet Store, Brooks Brothers, Calvin Klein, Coach, Cole Haan, Gap Factory Store, J.Crew, Michael Kors, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Talbots, Tommy Hilfiger, Under Armour, White House Black Market |

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|--|-------|--------------------------|--|-----------------|------------------------|---------------|-----------|---|
| 38. Napa Premium Outlets                     | CA    | Napa                     | Fee  | 100.0%          | Acquired 2004          | 98.5%         | 179,258   | Ann Taylor, Banana Republic, BCBG Max Azria, Brooks Brothers, Calvin Klein, Coach, Cole Haan, Gap Outlet, J.Crew, Lucky Brand, Nautica, Tommy Hilfiger  |
| 39. North Bend Premium Outlets               | WA    | North Bend (Seattle)     | Fee  | 100.0%          | Acquired 2004          | 97.3%         | 223,561   | Banana Republic, Carter's, Coach, Eddie Bauer, Gap Outlet, G.H. Bass & Co., Izod, Nike, PacSun, Under Armour, Van Heusen, VF Outlet   |
| 40. North Georgia Premium Outlets            | GA    | Dawsonville (Atlanta)    | Fee  | 100.0%          | Acquired 2004          | 99.9%         | 540,296   | Ann Taylor, Banana Republic, Brooks Brothers, Burberry, Calvin Klein, Coach, Cole Haan, Elie Tahari, Hugo Boss, J.Crew, Michael Kors, Nike, Polo Ralph Lauren, Restoration Hardware, Saks Fifth Avenue Off 5th, Talbots, Tommy Hilfiger, Williams-Sonoma                              |
| 41. Orlando Premium Outlets International Dr | FL    | Orlando                  | Fee  | 100.0%          | Acquired 2010          | 100.0%        | 773,643   | 7 For All Mankind, Adidas, Banana Republic, Calvin Klein, Coach, DKNY, Forever 21, J. Crew, Kenneth Cole, Lacoste, Last Call by Neiman Marcus, Michael Kors, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger, True Religion, Victoria's Secret           |
| 42. Orlando Premium Outlets Vineland Ave     | FL    | Orlando                  | Fee  | 100.0%          | Acquired 2004          | 99.6%         | 655,004   | Adidas, A/X Armani Exchange, Brunello Cucinelli, Burberry, Calvin Klein, Coach, Cole Haan, Diesel, Fendi, Giorgio Armani, Hugo Boss, J. Crew, Lacoste, Marni, Michael Kors, Nike, Polo Ralph Lauren, Roberto Cavalli, Salvatore Ferragamo, TAG Heuer, Tod's, Tory Burch, Vera Bradley |
| 43. Osage Beach Premium Outlets              | MO    | Osage Beach              | Fee  | 100.0%          | Acquired 2004          | 94.3%         | 392,641   | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Coldwater Creek, Eddie Bauer, Gap Outlet, Levi's, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour  |
| 44. Petaluma Village Premium Outlets         | CA    | Petaluma (San Francisco) | Fee  | 100.0%          | Acquired 2004          | 95.2%         | 195,575   | Ann Taylor, Banana Republic, BCBG Max Azria, Brooks Brothers, Coach, Gap Outlet, Nike, Puma, Saks Fifth Avenue Off 5th, Tommy Hilfiger  |
| 45. Philadelphia Premium Outlets             | PA    | Limerick (Philadelphia)  | Fee  | 100.0%          | Built 2007             | 99.6%         | 549,137   | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Cole Haan, DKNY, Elie Tahari, Gap Outlet, Guess, J.Crew, Last Call by Neiman Marcus, Michael Kors, Nike, Polo Ralph Lauren, Restoration Hardware, Under Armour, Vera Bradley                               |
| 46. Phoenix Premium Outlets                  | AZ    | Chandler (Phoenix)       | Ground Lease (2077)                          | 100.0%          | Built 2013             | 100.0%        | 356,496   | Banana Republic, Brooks Brothers, Calphalon Kitchen, Calvin Klein, Coach, Elie Tahari, Gap Factory Store, Hugo Boss, Luchy Brand, Michael Kors, Nike, Saks Fifth Avenue Off 5th, Tommy Bahama, Tommy Hilfiger, Under Armour   |
| 47. Pismo Beach Premium Outlets              | CA    | Pismo Beach              | Fee  | 100.0%          | Acquired 2010          | 100.0%        | 147,416   | Aeropostale, Calvin Klein, Carter's, Coach, G.H. Bass & Co., Guess, Jones New York, Levi's, Nike, Nine West,  |

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|     |                                   |    |  |                     |        |               |        |         |  |
|-----|-----------------------------------|----|--|---------------------|--------|---------------|--------|---------|--|
| 48. | Pleasant Prairie Premium Outlets  | WI | Pleasant Prairie (Chicago, IL/Milwaukee) | Fee                 | 100.0% | Acquired 2010 | 100.0% | 402,533 | Tommy Hilfiger, Van Heusen<br>Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Cole Haan, Gap Outlet, Hugo Boss, J.Crew, Juicy Couture, Lacoste, Michael Kors, Nike, Polo Ralph Lauren, Sony, St. John, Under Armour  |
| 49. | Puerto Rico Premium Outlets       | PR | Barceloneta                              | Fee                 | 100.0% | Acquired 2010 | 99.6%  | 341,909 | Adidas, American Eagle Outfitters, Ann Taylor, Banana Republic, BCBG Max Azria, Calvin Klein, Coach, Gap Outlet, Guess, Kenneth Cole, Lacoste, Michael Kors, Nautica, Nike, Nine West, Polo Ralph Lauren, Puma, Tommy Hilfiger   |
| 50. | Queenstown Premium Outlets        | MD | Queenstown (Baltimore)                   | Fee                 | 100.0% | Acquired 2010 | 100.0% | 289,271 | Adidas, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Columbia sportswear, Gucci, J.Crew, Juicy Couture, Kate Spade New York, Loft Outlet, Michael Kors, Nike, Polo Ralph Lauren, Talbots   |
| 51. | Rio Grande Valley Premium Outlets | TX | Mercedes (McAllen)                       | Fee                 | 100.0% | Built 2006    | 98.5%  | 604,105 | Adidas, Aeropostale, American Eagle Outfitters, Ann Taylor, Banana Republic, BCBG Max Azria, Burberry, Calvin Klein, Coach, Cole Haan, DKNY, Gap Outlet, Guess, Hugo Boss, Loft Outlet, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Hilfiger, True Religion, VF Outlet         |
| 52. | Round Rock Premium Outlets        | TX | Round Rock (Austin)                      | Fee                 | 100.0% | Built 2006    | 99.3%  | 488,689 | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Burberry, Calvin Klein, Coach, Gap Outlet, Guess, J.Crew, Michael Kors, Nike, Polo Ralph Lauren, Tommy Hilfiger  |
| 53. | San Marcos Premium Outlets        | TX | San Marcos (Austin/San Antonio)          | Fee                 | 100.0% | Acquired 2010 | 97.8%  | 731,870 | Banana Republic, Cole Haan, Diane Von Furstenberg, Gucci, Hugo Boss, J. Crew, Kate Spade, Lacoste, Last Call by Neiman Marcus, Michael Kors, Pottery Barn, Prada, Restoration Hardware, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, The North Face, Tommy Bahama, Ugg, Victoria's Secret |
| 54. | Seattle Premium Outlets           | WA | Tulalip (Seattle)                        | Ground Lease (2079) | 100.0% | Built 2005    | 97.8%  | 554,306 | Abercrombie, Adidas, Ann Taylor, Banana Republic, Burberry, Calvin Klein, Coach, Elie Tahari, Hugo Boss, J. Crew, Juicy Couture, Michael Kors, Nike, Polo Ralph Lauren, Restoration Hardware, Tommy Bahama, Tommy Hilfiger   |

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|--|--------------|------------------------------|---|------------------------|-------------------------------|----------------------|------------------|---|
| 55. Silver Sands Premium Outlets         | FL           | Destin                       | Fee   | 50.0% (4)              | Acquired 2012                 | 96.7%                | 451,049          | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Coach, Cole Haan, DKNY, Dooney & Bourke, Giorgio Armani, J. Crew, Michael Kors, Movado, Nautica, Nike, Saks Fifth Avenue Off 5th, The North Face, Tommy Hilfiger      |
| 56. St. Augustine Premium Outlets        | FL           | St. Augustine (Jacksonville) | Fee   | 100.0%                 | Acquired 2004                 | 99.4%                | 328,654          | Adidas, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Gap Outlet, J. Crew, Movado, Nike, Polo Ralph Lauren, Reebok, Tommy Bahama, Tommy Hilfiger, Under Armour   |
| 57. St. Louis Premium Outlets            | MO           | St. Louis (Chesterfield)     | Fee   | 60.0% (4)              | Built 2013                    | 97.6%                | 351,462          | Ann Taylor, Armani, BCBG Max Azria, Coach, Columbia, Crabtree & Evelyn, Elie Tahari, J. Crew, Kate Spade New York, Michael Kors, Nike, Saks Fifth Avenue Off 5th, St. John, Tommy Hilfiger, Ugg, Under Armour, Vera Bradley |
| 58. Tanger Outlets Galveston/Houston (1) | TX           | Texas City                   | Fee   | 50.0% (4)              | Built 2012                    | 98.4%                | 352,705          | Banana Republic, Brooks Brothers, Coach, Gap Factory Store, J. Crew, Kenneth Cole, Michael Kors, Nike, Reebok, Tommy Hilfiger, White House Black Market   |
| 59. The Crossings Premium Outlets        | PA           | Tannersville                 | Fee and Ground Lease (2019) (7)                     | 100.0%                 | Acquired 2004                 | 99.7%                | 411,324          | American Eagle Outfitters, Ann Taylor, Banana Republic, Brooks Brothers, Calvin Klein, Coach, Coldwater Creek, Guess, J. Crew, Nike, Polo Ralph Lauren, Reebok, Timberland, Tommy Hilfiger, Under Armour                    |
| 60. Vacaville Premium Outlets            | CA           | Vacaville                    | Fee   | 100.0%                 | Acquired 2004                 | 98.1%                | 437,358          | Adidas, Ann Taylor, Banana Republic, Calvin Klein, Coach, Cole Haan, Columbia Sportswear, DKNY, Gucci, J.Crew, Michael Kors, Nike, Polo Ralph Lauren, Restoration Hardware, Tommy Bahama, Tommy Hilfiger                    |
| 61. Waialeale Premium Outlets (20)       | HI           | Waipahu (Honolulu)           | Fee   | 100.0%                 | Acquired 2004                 | 100.0%               | 209,732          | A/X Armani Exchange, Banana Republic, Calvin Klein, Coach, Guess, Michael Kors, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Tommy Bahama, Tommy Hilfiger, True Religion, Zales Outlet                                     |
| 62. Waterloo Premium Outlets             | NY           | Waterloo                     | Fee   | 100.0%                 | Acquired 2004                 | 98.1%                | 417,741          | Ann Taylor, Banana Republic, Brooks Brothers, Coach, Columbia Sportswear, Gap Outlet, J.Crew, Levi's, Nike, Polo Ralph Lauren, Tommy Hilfiger, Under Armour, VF Outlet  |
| 63. Williamsburg Premium Outlets         | VA           | Williamsburg                 | Fee   | 100.0%                 | Acquired 2010                 | 97.6%                | 522,002          | American Eagle Outfitters, Ann Taylor, Banana Republic, Brooks Brothers, Burberry, Calvin Klein, Coach, Cole Haan, Columbia Sportswear, Dooney & Bourke, Hugo Boss, J.Crew, Kate Spade                                      |

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|                                       |                                      |    |                           |     |        |               |        |                   |  |
|---------------------------------------|--------------------------------------|----|---------------------------|-----|--------|---------------|--------|-------------------|--|
|                                       |                                      |    |                           |     |        |               |        |                   | New York, Lucky Brand, Michael Kors, Nike, Polo Ralph Lauren, Talbots, The North Face, Tommy Bahama, Tommy Hilfiger  |
| 64.                                   | Woodburn Premium Outlets             | OR | Woodburn (Portland)       | Fee | 100.0% | Acquired 2013 | 100.0% | 389,780           | Adidas, Ann Taylor, Banana Republic, Cole Haan, Eddie Bauer, Fossil, Gap, J. Crew, Max Studio, Nautica, Nike, The North Face, Polo Ralph Lauren, Puma, Tommy Hilfiger  |
| 65.                                   | Woodbury Common Premium Outlets (20) | NY | Central Valley (New York) | Fee | 100.0% | Acquired 2004 | 99.8%  | 846,005           | Banana Republic, Burberry, Chloe, Coach, Dior, Dolce & Gabbana, Fendi, Giorgio Armani, Gucci, Lacoste, Last Call by Neiman Marcus, Nike, Oscar de la Renta, Polo Ralph Lauren, Prada, Reed Krakoff, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, Theory, Tom Ford, Tory Burch, Valentino, Versace, Yves St. Laurent |
| 66.                                   | Wrentham Village Premium Outlets     | MA | Wrentham (Boston)         | Fee | 100.0% | Acquired 2004 | 100.0% | 660,092           | Ann Taylor, Banana Republic, Bloomingdale's The Outlet Store, Brooks Brothers, Burberry, Calvin Klein, Coach, Cole Haan, Elie Tahari, Hugo Boss, J. Crew, Lacoste, Movado, Nike, Polo Ralph Lauren, Saks Fifth Avenue Off 5th, Salvatore Ferragamo, Theory, Tommy Hilfiger, Tory Burch, True Religion, Under Armour    |
| <b>Total U.S. Premium Outlets GLA</b> |                                      |    |                           |     |        |               |        | <b>27,828,749</b> |  |

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**Property Table**  
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| Property Name                      | State | City (CBSA)                    | Ownership Interest (Expiration if Lease) (3) | Legal Ownership | Year Built or Acquired | Occupancy (5) | Total GLA | Retail Anchors and Selected Major Tenants  |
|------------------------------------|-------|--------------------------------|--|-----------------|------------------------|---------------|-----------|--|
| <b>Community/Lifestyle Centers</b> |       |                                |  |                 |                        |               |           |  |
| 1. ABQ Uptown                      | NM    | Albuquerque                    | Fee  | 100.0%          | Acquired 2011          | 100.0%        | 230,059   |  |
| 2. Arboretum                       | TX    | Austin                         | Fee  | 100.0%          | Acquired 1998          | 98.6%         | 194,972   | Barnes & Noble, Pottery Barn   |
| 3. Arundel Mills Marketplace       | MD    | Hanover (Baltimore)            | Fee  | 59.3% (4)       | Acquired 2007          | 100.0%        | 101,535   | Michaels, Staples, PetSmart, hhgregg   |
| 4. Bloomingdale Court              | IL    | Bloomingdale (Chicago)         | Fee  | 100.0%          | Built 1987             | 99.2%         | 687,171   | Best Buy, T.J. Maxx N More, Office Max, Walmart Supercenter, Dick's Sporting Goods, Jo-Ann Fabrics, Picture Show, Ross Dress for Less, hhgregg |
| 5. Charles Towne Square            | SC    | Charleston                     | Fee  | 100.0%          | Built 1976             | 100.0%        | 71,794    | Regal Cinema   |
| 6. Chesapeake Center               | VA    | Chesapeake (Virginia Beach)    | Fee  | 100.0%          | Built 1989             | 96.1%         | 305,935   | Petsmart, Michaels, Value City Furniture   |
| 7. Clay Terrace                    | IN    | Carmel (Indianapolis)          | Fee  | 50.0% (4)       | Built 2004             | 97.8%         | 576,787   | Dick's Sporting Goods, Whole Foods, DSW, St. Vincent's Sports Performance, Party City  |
| 8. Concord Mills Marketplace       | NC    | Concord (Charlotte)            | Fee  | 100.0%          | Acquired 2007          | 100.0%        | 230,683   | BJ's Wholesale Club, Garden Ridge, REC Warehouse   |
| 9. Countryside Plaza               | IL    | Countryside (Chicago)          | Fee  | 100.0%          | Built 1977             | 100.0%        | 403,756   | Best Buy, The Home Depot, PetsMart, Jo-Ann Fabrics, Office Depot, Value City Furniture, The Tile Shop, Party City                              |
| 10. Crystal Court                  | IL    | Crystal Lake (Chicago)         | Fee  | 37.9% (4)(13)   | Built 1989             | 82.5%         | 285,398   | Big Lots   |
| 11. Dare Centre                    | NC    | Kill Devil Hills               | Ground Lease (2058)                          | 100.0%          | Acquired 2004          | 96.3%         | 168,673   | Belk, Food Lion  |
| 12. DeKalb Plaza                   | PA    | King of Prussia (Philadelphia) | Fee  | 84.0%           | Acquired 2003          | 96.6%         | 101,948   | ACME Grocery, Bob's Discount Furniture (6)   |
| 13. Denver West Village            | CO    | Lakewood (Denver)              | Fee  | 37.5% (4)       | Acquired 2007          | 96.5%         | 310,911   | Barnes & Noble, Bed Bath & Beyond, Office Max, Whole Foods, DSW, Christy Sports, United Artists, Cost Plus World Market, Marshalls             |
| 14. Empire East                    | SD    | Sioux Falls                    | Fee  | 100.0%          | Acquired 1998          | 100.0%        | 287,503   | Kohl's, Target, Bed Bath & Beyond  |
| 15. Fairfax Court                  | VA    | Fairfax (Washington, D.C.)     | Fee  | 41.3% (4)(13)   | Built 1992             | 100.0%        | 249,488   | Burlington Coat Factory, Offenbacher's, XSport Fitness   |
| 16. Forest Plaza                   | IL    | Rockford                       | Fee  | 100.0%          | Built 1985             | 100.0%        | 434,838   | Kohl's, Marshalls, Michaels, Office Max, Bed Bath & Beyond, Petco, Babies 'R Us, Toys 'R Us, Big Lots, Kirkland's, Shoe Carnival               |
| 17. Gaitway Plaza                  | FL    | Ocala                          | Fee  | 32.2% (4)(13)   | Built 1989             | 99.1%         | 208,755   | Office Depot, T.J. Maxx, Ross Dress for Less, Bed Bath & Beyond, Michael's (6)   |
| 18. Gateway Centers                | TX    | Austin                         | Fee  | 100.0%          | Acquired 2004          | 95.1%         | 512,414   | Best Buy, REI, Whole Foods, Crate & Barrel, The Container Store, Regal Cinema, Nordstrom Rack, The Tile Shop (6),(8)                           |
| 19. Greenwood Plus                 | IN    | Greenwood (Indianapolis)       | Fee  | 100.0%          | Built 1979             | 100.0%        | 155,319   | Best Buy, Kohl's   |
| 20. Hamilton Town Center           | IN    | Noblesville (Indianapolis)     | Fee  | 50.0% (4)       | Built 2008             | 95.4%         | 666,378   | JCPenney, Dick's Sporting Goods, Stein Mart, Bed Bath & Beyond, DSW, Hamilton 16 IMAX, Earth Fare, Dollar Tree                                 |



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|     |                       |    |                                |     |            |               |        |         |  |
|-----|-----------------------|----|--------------------------------|-----|------------|---------------|--------|---------|--|
| 21. | Henderson Square      | PA | King of Prussia (Philadelphia) | Fee | 75.9% (15) | Acquired 2003 | 96.5%  | 107,371 | Genuardi's Family Market, Avalon Carpet & Tile   |
| 22. | Highland Lakes Center | FL | Orlando                        | Fee | 100.0%     | Built 1991    | 65.5%  | 488,863 | Marshalls, American Signature Furniture, Ross Dress for Less, Burlington Coat Factory, Deal\$, (8) |
| 23. | Indian River Commons  | FL | Vero Beach                     | Fee | 50.0% (4)  | Built 1997    | 100.0% | 255,942 | Lowe's Home Improvement, Best Buy, Ross Dress for Less, Bed Bath & Beyond, Michaels                |
| 24. | Keystone Shoppes      | IN | Indianapolis                   | Fee | 100.0%     | Acquired 1997 | 78.1%  | 29,080  |  |
| 25. | Lake Plaza            | IL | Waukegan (Chicago)             | Fee | 100.0%     | Built 1986    | 97.5%  | 215,568 | Home Owners Bargain Outlet, Dollar Tree  |

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|----------------------------------|-------|--------------------------------|--|-----------------|------------------------|---------------|-----------|---|
| 26. Lake View Plaza              | IL    | Orland Park (Chicago)          | Fee  | 100.0%          | Built 1986             | 92.7%         | 367,605   | Best Buy, Petco, Jo-Ann Fabrics, Golf Galaxy, Value City Furniture, Tuesday Morning, The Great Escape, (8)  |
| 27. Lakeline Plaza               | TX    | Cedar Park (Austin)            | Fee  | 100.0%          | Built 1998             | 99.3%         | 387,304   | T.J. Maxx, Best Buy, Ross Dress for Less, Office Max, PetsMart, Party City, Hancock Fabrics, Rooms to Go, Rooms to Go Kids, Bed Bath & Beyond, (11) |
| 28. Lima Center                  | OH    | Lima                           | Fee  | 100.0%          | Built 1978             | 99.4%         | 233,878   | Kohl's, Hobby Lobby, T.J. Maxx, Jo-Ann Fabrics  |
| 29. Lincoln Crossing             | IL    | O'Fallon (St. Louis)           | Fee  | 100.0%          | Built 1990             | 90.5%         | 243,326   | Walmart, PetsMart, The Home Depot   |
| 30. Lincoln Plaza                | PA    | King of Prussia (Philadelphia) | Fee  | 64.9% (15)      | Acquired 2003          | 98.6%         | 267,970   | AC Moore, Michaels, T.J. Maxx, Home Goods, hhgregg, American Signature Furniture, DSW, (8)  |
| 31. MacGregor Village            | NC    | Cary                           | Fee  | 100.0%          | Acquired 2004          | 63.4%         | 144,201   |   |
| 32. Mall of Georgia Crossing     | GA    | Buford (Atlanta)               | Fee  | 100.0%          | Built 1999             | 100.0%        | 440,670   | Best Buy, American Signature Furniture, T.J. Maxx 'n More, Nordstrom Rack, Staples, Target, Party City  |
| 33. Markland Plaza               | IN    | Kokomo                         | Fee  | 100.0%          | Built 1974             | 86.8%         | 90,527    | Best Buy, Bed Bath & Beyond   |
| 34. Martinsville Plaza           | VA    | Martinsville                   | Ground Lease (2046)                          | 100.0%          | Built 1967             | 96.4%         | 102,105   | Rose's, Food Lion   |
| 35. Matteson Plaza               | IL    | Matteson (Chicago)             | Fee  | 100.0%          | Built 1988             | 100.0%        | 270,892   | Shoppers World  |
| 36. Muncie Towne Plaza           | IN    | Muncie                         | Fee  | 100.0%          | Built 1998             | 100.0%        | 172,617   | Kohl's, Target, Shoe Carnival, T.J. Maxx, MC Sporting Goods, Kerasotes Theatres, (8)  |
| 37. Naples Outlet Center         | FL    | Naples                         | Fee  | 100.0%          | Acquired 2010          | 57.0%         | 146,032   | Ann Taylor, Bass, Coach, Jones New York, L'eggs/Hanes/Bali/Playtex, Loft Outlet, Samsonite, Van Heusen  |
| 38. New Castle Plaza             | IN    | New Castle                     | Fee  | 100.0%          | Built 1966             | 100.0%        | 91,648    | Goody's, Ace Hardware, Aaron's Rents, Dollar Tree   |
| 39. North Ridge Shopping Center  | NC    | Raleigh                        | Fee  | 100.0%          | Acquired 2004          | 93.4%         | 169,823   | Ace Hardware, Kerr Drugs, Harris-Teeter Grocery   |
| 40. Northwood Plaza              | IN    | Fort Wayne                     | Fee  | 100.0%          | Built 1974             | 87.2%         | 208,076   | Target, (8)   |
| 41. Palms Crossing               | TX    | McAllen                        | Fee  | 100.0%          | Built 2007             | 98.6%         | 392,314   | Bealls, DSW, Barnes & Noble, Babies 'R Us, Sports Authority, Guitar Center, Cavendar's Boot City, Best Buy, Hobby Lobby                             |
| 42. Pier Park                    | FL    | Panama City Beach              | Fee  | 65.6% (4)       | Built 2008             | 98.9%         | 842,072   | Dillard's, JCPenney, Target, Grand Theatres, Ron Jon Surf Shop, Margaritaville, Marshalls, Forever 21, Dave & Buster's (6)                          |
| 43. Plaza at Buckland Hills, The | CT    | Manchester                     | Fee  | 41.3% (4)(13)   | Built 1993             | 96.3%         | 329,885   | Jo-Ann Fabrics, iParty, Toys 'R Us, Michaels, PetsMart, Big Lots, Eastern Mountain Sports, Dollar Tree  |
| 44. Richardson Square            | TX    | Richardson (Dallas)            | Fee  | 100.0%          | Built 2008             | 100.0%        | 517,265   | Lowe's Home Improvement, Ross Dress for Less, Sears, Super Target, Anna's Linens  |
| 45. Rockaway Commons             | NJ    | Rockaway (New York)            | Fee  | 100.0%          | Acquired 1998          | 48.3%         | 149,940   | Best Buy, (8)   |
| 46. Rockaway Town Plaza          | NJ    | Rockaway (New York)            | Fee  | 100.0%          | Acquired 1998          | 100.0%        | 459,301   | Target, PetsMart, Dick's Sporting Goods, AMC Theatres   |
| 47. Royal Eagle Plaza            | FL    | Coral Springs (Miami)          | Fee  | 42.0% (4)(13)   | Built 1989             | 78.8%         | 202,996   | Sports Authority, Hobby Lobby (6),(8)   |
| 48.                              | TX    | Austin                         |  | 100.0%          | Built 2006             | 99.4%         | 458,467   |   |

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|                          |                               |                     |                            |  |        |            |       |         |  |
|--------------------------|-------------------------------|---------------------|----------------------------|--|--------|------------|-------|---------|--|
| Shops at Arbor Walk, The |                               | Ground Lease (2056) |                            | The Home Depot, Marshalls, DSW, Vitamin Cottage Natural Grocer, Spec's Wine, Spirits and Fine Foods, Jo-Ann Fabrics, Sam Moon Trading Co., Casual Male DXL |        |            |       |         |  |
| 49.                      | Shops at North East Mall, The | TX                  | Hurst (Dallas)             | Fee  | 100.0% | Built 1999 | 99.6% | 364,901 | Michaels, PetsMart, T.J. Maxx, Bed Bath & Beyond, Best Buy, Barnes & Noble, DSW                        |
| 50.                      | St. Charles Towne Plaza       | MD                  | Waldorf (Washington, D.C.) | Fee  | 100.0% | Built 1987 | 78.0% | 393,816 | K & G Menswear, Shoppers Food Warehouse, Dollar Tree, Value City Furniture, Big Lots, Citi Trends, (8) |

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|---|-------|-----------------------------|--|-----------------|------------------------|---------------|-----------------------|--|
| 51. Tippecanoe Plaza                        | IN    | Lafayette                   | Fee  | 100.0%          | Built 1974             | 100.0%        | 90,522                | Best Buy, Barnes & Noble   |
| 52. University Center                       | IN    | Mishawaka                   | Fee  | 100.0%          | Built 1980             | 89.4%         | 150,406               | Michaels, Best Buy, Ross Dress for Less  |
| 53. University Town Plaza                   | FL    | Pensacola                   | Fee  | 100.0%          | Redeveloped 2013       | 97.4%         | 579,843               | JCPenney, Sears, Academy Sports, Toys 'R Us, Burlington Coat Factory   |
| 54. Village Park Plaza                      | IN    | Carmel (Indianapolis)       | Fee  | 35.7% (4)(13)   | Built 1990             | 100.0%        | 575,576               | Bed Bath & Beyond, Kohl's, Walmart Supercenter, Marsh, Menards, Regal Cinema, Hobby Lobby  |
| 55. Washington Plaza                        | IN    | Indianapolis                | Fee  | 100.0%          | Built 1976             | 89.8%         | 50,107                | Jo-Ann Fabrics   |
| 56. Waterford Lakes Town Center             | FL    | Orlando                     | Fee  | 100.0%          | Built 1999             | 99.0%         | 949,933               | Ross Dress for Less, T.J. Maxx, Bed Bath & Beyond, Barnes & Noble, Best Buy, Jo-Ann Fabrics, Office Max, PetsMart, Target, Ashley Furniture Home Store, L.A. Fitness, Regal Cinema, Party City |
| 57. West Ridge Plaza                        | KS    | Topeka                      | Fee  | 100.0%          | Built 1988             | 100.0%        | 254,480               | T.J. Maxx, Toys 'R Us/Babies 'R Us, Target, Dollar Tree  |
| 58. West Town Corners                       | FL    | Altamonte Springs (Orlando) | Fee  | 32.2% (4)(13)   | Built 1989             | 95.3%         | 385,366               | Sports Authority, PetsMart, Winn-Dixie Marketplace, American Signature Furniture, Walmart, Lowe's Home Improvement   |
| 59. Westland Park Plaza                     | FL    | Orange Park (Jacksonville)  | Fee  | 32.2% (4)(13)   | Built 1989             | 96.8%         | 163,254               | Burlington Coat Factory, LA Fitness, USA Discounters, Guitar Center (6)  |
| 60. White Oaks Plaza                        | IL    | Springfield                 | Fee  | 100.0%          | Built 1986             | 97.2%         | 387,911               | T.J. Maxx, Office Max, Kohl's, Toys 'R Us/Babies 'R Us, County Market, Petco   |
| 61. Whitehall Mall                          | PA    | Whitehall                   | Fee  | 38.0% (4)(15)   | Acquired 2003          | 93.8%         | 611,833               | Sears, Kohl's, Bed Bath & Beyond, Gold's Gym, Buy Buy Baby, Raymour & Flanigan Furniture, Michaels   |
| 62. Wolf Ranch                              | TX    | Georgetown (Austin)         | Fee  | 100.0%          | Built 2005             | 99.3%         | 627,804               | Kohl's, Target, Michaels, Best Buy, Office Depot, PetsMart, T.J. Maxx, DSW, Ross Dress for Less, Gold's Gym, Spec's Wine & Spirits   |
| <b>Total Community/Lifestyle Center GLA</b> |       |                             |  |                 |                        |               | <b>19,555,807(17)</b> |  |

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|-------------------|-------|---------------------|--|-----------------|------------------------|---------------|-----------|--|
| <b>The Mills</b>  |       |                     |  |                 |                        |               |           |  |
| 1. Arizona Mills  | AZ    | Tempe (Phoenix)     | Fee  | 50.0% (4)       | Acquired 2007          | 98.7%         | 1,239,781 | Marshalls, Last Call by Neiman Marcus, Saks Fifth Avenue Off 5th, Burlington Coat Factory, Sears Appliance Outlet, Gameworks, Sports Authority, Ross Dress for Less, JC's 5 Star Outlet (19), Group USA, Harkins Cinemas & IMAX, Sea Life Center, Conn's   |
| 2. Arundel Mills  | MD    | Hanover (Baltimore) | Fee  | 59.3% (4)       | Acquired 2007          | 99.9%         | 1,561,162 | Bass Pro Shops, Bed Bath & Beyond, Best Buy, Books-A-Million, Burlington Coat Factory, The Children's Place, Dave & Buster's, F.Y.E., H&M, Medieval Times, Modell's, Last Call by Neiman Marcus, Saks Fifth Avenue Off 5th, Off Broadway Shoe Warehouse, T.J. Maxx, Cinemark Egyptian 24 Theatres, Maryland Live! Casino, Forever 21 |
| 3. Colorado Mills | CO    | Lakewood (Denver)   | Fee  | 37.5% (4)(2)    | Acquired 2007          | 94.0%         | 1,099,714 | Forever 21, Jumpstreet, Last Call by Neiman Marcus, Off Broadway Shoe Warehouse, Saks Fifth Avenue Off 5th, Sports Authority, Super Target, United Artists Theatre, Burlington Coat Factory, H&M   |
| 4. Concord Mills  | NC    | Concord (Charlotte) | Fee  | 59.3% (4)       | Acquired 2007          | 100.0%        | 1,338,712 | Bass Pro Shops Outdoor World, Books-A-Million, Burlington Coat   |

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|    |                 |    |                     |     |           |               |       |  |  |
|----|-----------------|----|---------------------|-----|-----------|---------------|-------|--|--|
|    |                 |    |                     |     |           |               |       | Factory, Saks Fifth Avenue Off 5th, The Children's Place Outlet, Dave & Buster's, Nike Factory Store, T.J. Maxx, Group USA, Sun & Ski, VF Outlet, Off Broadway Shoes, Bed Bath & Beyond, AMC Theatres, Best Buy, Forever 21, Sea Life Center (6) |  |
| 5. | Grapevine Mills | TX | Grapevine (Dallas)  | Fee | 59.3% (4) | Acquired 2007 | 98.6% | 1,775,702  | Bed Bath & Beyond, Burlington Coat Factory, The Children's Place, Group USA, JC's 5 Star Outlet (19), Marshalls, Nike Factory Store, Saks Fifth Avenue Off 5th, AMC Theatres, Polar Ice House Grapevine, Sun & Ski Sports, Last Call by Neiman Marcus, Sears Appliance Outlet, Bass Pro Outdoor World, Off Broadway Shoes, VF Outlet, Legoland Discovery Center, Sea Life Center, Ross Dress for Less, H&M |
| 6. | Great Mall      | CA | Milpitas (San Jose) | Fee | 100.0%    | Acquired 2007 | 98.4% | 1,358,820  | Last Call by Neiman Marcus, Sports Authority, Group USA, Kohl's, Dave & Busters, Sears Appliance Outlet, Burlington Coat Factory, Marshalls, Saks Fifth Avenue Off 5th, Nike Factory Store, Century Theatres, Bed Bath & Beyond, Off Broadway Shoes  |
| 7. | Gurnee Mills    | IL | Gurnee (Chicago)    | Fee | 100.0%    | Acquired 2007 | 98.2% | 1,912,969  | Bass Pro Shops Outdoor World, Bed Bath & Beyond/Buy Buy Baby, Burlington Coat Factory, Kohl's, Marshalls Home Goods, Saks Fifth Avenue Off 5th, Rinkside,  |

|    |               |    |                        |     |              |                  |       |           |   |
|----|---------------|----|------------------------|-----|--------------|------------------|-------|-----------|---|
| 8. | Katy Mills    | TX | Katy (Houston)         | Fee | 62.5% (4)(2) | Acquired<br>2007 | 98.1% | 1,638,472 | Sears Grand,<br>Sports Authority,<br>T.J. Maxx, VF<br>Outlet, Marcus<br>Cinemas, Last<br>Call by Neiman<br>Marcus, Value<br>City Furniture,<br>Shoppers World,<br>Off Broadway<br>Shoe Warehouse,<br>Macy's<br>Bass Pro Shops<br>Outdoor World,<br>Bed Bath and<br>Beyond,<br>Books-A-Million,<br>Burlington Coat<br>Factory,<br>Jumpstreet,<br>Marshalls, Last<br>Call by Neiman<br>Marcus, Nike<br>Factory Store,<br>Saks Fifth Avenue<br>Off 5th, Sun &<br>Ski Sports, AMC<br>Theatres, Off<br>Broadway Shoes,<br>Tilt, Ross Dress<br>for Less (6) |
| 9. | Ontario Mills | CA | Ontario<br>(Riverside) | Fee | 50.0% (4)    | Acquired<br>2007 | 99.7% | 1,469,666 | Burlington Coat<br>Factory, Nike<br>Factory Store,<br>Gameworks, The<br>Children's Place<br>Outlet, Marshalls,<br>JC's 5 Star Outlet<br>(19), Saks Fifth<br>Avenue Off 5th,<br>Bed Bath &<br>Beyond,<br>Nordstrom Rack,<br>Dave & Busters,<br>Group USA, Sam<br>Ash Music, Off<br>Broadway Shoes,<br>AMC Theatres,<br>Sports Authority,<br>Forever 21, Last<br>Call by Neiman<br>Marcus   |

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|-----|------------------------|--------------|-------------------------------|---|------------------------|-------------------------------|----------------------|------------------|--|
| 10. | Opry Mills             | TN           | Nashville                     | Fee   | 100.0%                 | Acquired 2007                 | 97.2%                | 1,152,909        | Regal Cinema & IMAX, Dave & Busters, VF Outlet, Sun & Ski, Bass Pro Shops, Forever 21, Bed Bath & Beyond, Saks Fifth Avenue Off 5th, Off Broadway Shoes, H&M   |
| 11. | Outlets at Orange, The | CA           | Orange (Los Angeles)          | Fee   | 50.0% (4)              | Acquired 2007                 | 99.7%                | 804,107          | Dave & Buster's, Vans Skatepark, Lucky Strike Lanes, Saks Fifth Avenue Off 5th, AMC Theatres, Nike Factory Store, Last Call by Neiman Marcus, Off Broadway Shoes, Nordstrom Rack, Sports Authority, H&M, Forever 21  |
| 12. | Potomac Mills          | VA           | Woodbridge (Washington, D.C.) | Fee   | 100.0%                 | Acquired 2007                 | 98.8%                | 1,525,836        | Group USA, Marshalls, T.J. Maxx, Sears Appliance Outlet, JCPenney, Burlington Coat Factory, Off Broadway Shoe Warehouse, Nordstrom Rack, Saks Fifth Avenue Off 5th Outlet, Costco Warehouse, The Children's Place, AMC Theatres, Modell's Sporting Goods, Books-A-Million, H&M, Last Call by Neiman Marcus, XXI Forever, Bloomingdale's Outlet, Buy Buy Baby (6), Christmas Tree Shops (6) |
| 13. | Sawgrass Mills         | FL           | Sunrise (Miami)               | Fee   | 100.0%                 | Acquired 2007                 | 98.1%                | 2,305,538        | American Signature Home, Bed Bath & Beyond, Brandsmart USA,  |



Burlington Coat Factory, Gameworks, JC's 5 Star Outlet (19), Marshalls, Last Call by Neiman Marcus, Nike Factory Store, Nordstrom Rack, Saks Fifth Avenue Off 5th, Ron Jon Surf Shop, Sports Authority, Super Target, T.J. Maxx, Urban Planet, VF Factory Outlet, F.Y.E., Off Broadway Shoes, Regal Cinema, Bloomingdale's Outlet, Forever 21

|                               |                                      |    |              |     |            |               |       |           |  |
|-------------------------------|--------------------------------------|----|--------------|-----|------------|---------------|-------|-----------|--|
| <b>Total Mills Properties</b> |                                      |    |              |     |            |               |       |           | <b>19,183,388</b>  |
| <b>Other Properties</b>       |                                      |    |              |     |            |               |       |           |  |
| 1.                            | Florida Keys Outlet Center           | FL | Florida City | Fee | 100.0%     | Acquired 2010 | 93.8% | 206,214   | Aeropostale, American Eagle, Carter's, Coach, Gap Outlet, Guess, Nike, Nine West, OshKosh B'gosh, Skechers, Tommy Hilfiger     |
| 2.                            | Huntley Outlet Center                | IL | Huntley      | Fee | 100.0%     | Acquired 2010 | 61.2% | 278,786   | Aeropostale, Ann Taylor, Banana Republic, Bose, Calvin Klein, Carter's, Eddie Bauer, Gap Outlet, Guess, Reebok, Tommy Hilfiger |
| 3.                            | Northfield Square                    | IL | Bourbonnais  | Fee | 71.7% (12) | Built 1990    | 79.2% | 530,325   | Carson's (9), JCPenney, Sears, Cinemark Movies 10  |
| 4.                            | Outlet Marketplace                   | FL | Orlando      | Fee | 100.0%     | Acquired 2010 | 82.5% | 205,023   | Calvin Klein, Coldwater Creek, Nine West, Reebok, Skechers   |
| 5.                            | Upper Valley Mall                    | OH | Springfield  | Fee | 100.0%     | Built 1971    | 64.7% | 739,021   | Macy's, JCPenney, Sears, MC Sporting Goods, Chakeres Theatres, (8)   |
| 6.                            | Washington Square                    | IN | Indianapolis | Fee | 100.0%     | Built 1974    | 43.8% | 967,702   | Sears, Target, Dick's Sporting Goods, Burlington Coat Factory, AMC Theatres, (11)  |
| 7 - 11.                       | The Mills Limited Partnership (TMLP) |    |              |     |            | Acquired 2007 |       | 5,608,105 |  |

**Total Other  
GLA**

**8,535,176**

**Total U.S. Properties GLA**

**236,564,986**

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*FOOTNOTES:*

- (1) This property is managed by a third party.
- (2) Our direct and indirect interests in some of the properties held as joint venture interests are subject to preferences on distributions in favor of other partners or us.
- (3) The date listed is the expiration date of the last renewal option available to the operating entity under the ground lease. In a majority of the ground leases, we have a right to purchase the lessor's interest under an option, right of first refusal or other provision. Unless otherwise indicated, each ground lease listed in this column covers at least 50% of its respective property.
- (4) Joint venture properties accounted for under the equity method.
- (5) Malls Executed leases for all company-owned GLA in mall stores, excluding majors and anchors. Premium Outlets, Community/Lifestyle Centers and The Mills Executed leases for all company-owned GLA (or total center GLA).
- (6) Indicates anchor or major that is currently under development or has announced plans for development.
- (7) Indicates ground lease covers less than 50% of the acreage of this property.
- (8) Indicates vacant anchor space(s).
- (9) Tenant has multiple locations at this center.
- (10) Indicates ground lease covers outparcel only.
- (11) Indicates vacant anchor owned by another company, but we still collect rent and/or fees under an agreement.
- (12) We receive substantially all the economic benefit of the property due to a preference or advance.
- (13) Outside partner receives substantially all of the economic benefit due to a partner preference.
- (14) We own a mortgage note that encumbers Pheasant Lane Mall that entitles us to 100% of the economics of this property.
- (15) Our indirect ownership interest is through an approximately 76% ownership interest in Kravco Simon Investments.
- (16) Mall & Freestanding GLA includes office space. Centers with more than 20,000 square feet of office space are listed below:

|                                      |                 |                    |                 |
|--------------------------------------|-----------------|--------------------|-----------------|
| Circle Centre                        | 129,944 sq. ft. | Menlo Park Mall    | 49,481 sq. ft.  |
| Copley Place                         | 868,051 sq. ft. | Oak Court Mall     | 126,775 sq. ft. |
| Del Amo Fashion Center               | 57,927 sq. ft.  | Oxford Valley Mall | 112,311 sq. ft. |
| Domain, The                          | 154,055 sq. ft. | Plaza Carolina     | 27,343 sq. ft.  |
| Fashion Centre at Pentagon City, The | 169,089 sq. ft. | River Oaks         | 41,494 sq. ft.  |
| Firewheel Town Center                | 73,906 sq. ft.  | Southdale Center   | 20,393 sq. ft.  |
| Greendale Mall                       | 119,860 sq. ft. |                    |                 |

- (17) Includes office space at Clay Terrace of 75,110 sq. ft.
- (18)

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Tenant has an existing store at this center but will move to a new location.

(19)

Indicates anchor has announced its intent to close this location.

(20)

Property has approved or is undergoing an expansion.

Table of Contents*United States Lease Expirations*

The following table summarizes lease expiration data for our malls and Premium Outlets located in the United States, including Puerto Rico, as of December 31, 2013. The data presented does not consider the impact of renewal options that may be contained in leases.

| Year  | Number of<br>Leases<br>Expiring | Square Feet | Avg. Base<br>Minimum Rent<br>PSF at 12/31/13 | Percentage of<br>Gross<br>Annual Rental<br>Revenues (1) |
|---|---------------------------------|-------------|--|---|
| <b>Inline Stores and Freestanding</b>                           |                                 |             |  |   |
| Month to Month Leases   | 645                             | 1,788,363   | \$ 39.88                                     | 1.3%  |
| 2014  | 2,502                           | 7,862,336   | \$ 39.46                                     | 6.1%  |
| 2015  | 2,932                           | 9,546,396   | \$ 39.76                                     | 7.5%  |
| 2016  | 2,812                           | 9,429,412   | \$ 39.27                                     | 7.3%  |
| 2017  | 2,624                           | 9,250,051   | \$ 41.80                                     | 7.7%  |
| 2018  | 2,497                           | 9,173,389   | \$ 44.58                                     | 8.1%  |
| 2019  | 1,633                           | 6,437,129   | \$ 44.83                                     | 5.8%  |
| 2020  | 1,246                           | 4,597,759   | \$ 48.69                                     | 4.5%  |
| 2021  | 1,295                           | 5,242,126   | \$ 46.50                                     | 4.9%  |
| 2022  | 1,577                           | 6,083,275   | \$ 45.98                                     | 5.6%  |
| 2023  | 1,890                           | 7,325,936   | \$ 45.89                                     | 6.7%  |
| 2024 and Thereafter   | 713                             | 3,715,748   | \$ 39.04                                     | 3.0%  |
| Specialty Leasing Agreements w/ terms in excess of<br>12 months | 1,338                           | 3,033,946   | \$ 16.66                                     | 1.0%  |
| <b>Anchor Tenants</b>   |                                 |             |  |   |
| 2014  | 16                              | 1,566,512   | \$ 6.02                                      | 0.2%  |
| 2015  | 28                              | 3,141,251   | \$ 3.15                                      | 0.2%  |
| 2016  | 24                              | 2,940,627   | \$ 3.12                                      | 0.2%  |
| 2017  | 24                              | 3,344,997   | \$ 2.36                                      | 0.2%  |
| 2018  | 26                              | 3,040,642   | \$ 4.65                                      | 0.3%  |
| 2019  | 22                              | 2,286,288   | \$ 5.03                                      | 0.2%  |
| 2020  | 15                              | 1,424,628   | \$ 6.46                                      | 0.2%  |
| 2021  | 12                              | 1,055,228   | \$ 7.80                                      | 0.1%  |
| 2022  | 8                               | 962,861     | \$ 9.46                                      | 0.2%  |
| 2023  | 14                              | 1,523,762   | \$ 10.07                                     | 0.3%  |
| 2024 and Thereafter   | 36                              | 3,705,692   | \$ 6.27                                      | 0.5%  |

(1)

Annual rental revenues represent 2013 consolidated and joint venture combined base rental revenue.

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**International Properties**

Our ownership interests in properties outside the United States are primarily owned through joint venture arrangements.

*European Investments*

On March 14, 2012, we completed an acquisition of a 28.7% interest in Klépierre for approximately \$2.0 billion. At December 31, 2013 we owned 57,634,148 shares, or approximately 28.9%, of Klépierre, which had a quoted market price of \$46.53 per share. Klépierre is a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 13 countries in Europe.

During the second quarter of 2013, we signed a definitive agreement with McArthurGlen, an owner, developer, and manager of designer outlets, to form one or more joint ventures to invest in certain of its existing designer outlets, development projects, and its property management and development companies. In conjunction with that agreement, we purchased a noncontrolling interest in the property management and development companies of McArthurGlen, and a noncontrolling interest in a development property located in Vancouver, British Columbia. On August 2, 2013 we acquired a noncontrolling interest in Ashford Designer Outlets in Kent, UK. On October 16, 2013 we completed the remaining transactions contemplated by our previously announced definitive agreement with McArthurGlen by acquiring noncontrolling interests in portions of four existing McArthurGlen Designer Outlets – Parndorf (Vienna, Austria), La Reggia (Naples, Italy), Noventa di Piave (Venice, Italy), and Roermond (Roermond, Netherlands). Our legal ownership interests in these entities range from 22.5% to 90%.

We own a 13.3% interest in Value Retail PLC and affiliated entities, which own and operate nine luxury outlets throughout Europe. We also have a minority direct ownership in three of those outlets.

*Other International Investments*

We also hold a 40% interest in nine operating joint venture properties in Japan, a 50% interest in three operating joint venture properties in South Korea, a 50% interest in one operating joint venture property in Mexico, a 50% interest in one operating joint venture property in Malaysia, and a 50% interest in one operating joint venture property in Canada. The nine Japanese Premium Outlets operate in various cities throughout Japan and comprise over 3 million square feet of GLA and were 99.4% leased as of December 31, 2013.

The following property tables summarize certain data for our properties located in Japan, South Korea, Mexico, Malaysia, Canada and the various European countries related to the McArthurGlen joint venture property locations at December 31, 2013:

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**Simon Property Group, Inc. and Subsidiaries  
International Properties**

| COUNTRY/Property Name                | City<br>(Metropolitan<br>area) | Ownership<br>Interest  | SPG<br>Effective<br>Ownership | Year Built | Total Gross<br>Leasable<br>Area | Retail Anchors and Major<br>Tenants  |
|--------------------------------------|--------------------------------|------------------------|-------------------------------|------------|---------------------------------|--|
| <b>INTERNATIONAL PREMIUM OUTLETS</b> |                                |                        |                               |            |                                 |  |
| <b>JAPAN</b>                         |                                |                        |                               |            |                                 |  |
| 1. Ami Premium Outlets               | Ami (Tokyo)                    | Fee                    | 40.0%                         | 2009       | 315,000                         | Adidas, Banana Republic, BCBG Max Azria, Beams, Brooks Brothers, Coach, Cole Haan, Diesel, Gap Outlet, McGregor, MK Michel Klein, Tommy Hilfiger, Ralph Lauren   |
| 2. Gotemba Premium Outlets           | Gotemba City<br>(Tokyo)        | Fee                    | 40.0%                         | 2000       | 481,500                         | Armani, Balenciaga, Bally, Bottega Veneta, Burberry, Coach, Diesel, Dolce & Gabbana, Dunhill, Gap Outlet, Gucci, Jill Stuart, Loro Piana, Miu Miu, Moschino, Nike, Polo Ralph Lauren, Prada, Salvatore Ferragamo, Tod's                          |
| 3. Kobe-Sanda Premium Outlets        | Hyougo-ken (Osaka)             | Ground Lease<br>(2026) | 40.0%                         | 2007       | 441,000                         | Adidas, Armani, Bally, Banana Republic, Beams, Brooks Brothers, Coach, Cole Haan, Diesel, Etro, Gap Outlet, Gucci, Harrod's, Helmut Lang, Hugo Boss, Loro Piana, Nike, Polo Ralph Lauren, Salvatore Ferragamo, Theory, Tommy Hilfiger, Valentino |
| 4. Rinku Premium Outlets             | Izumisano (Osaka)              | Ground Lease<br>(2031) | 40.0%                         | 2000       | 416,500                         | Adidas, Armani, Bally, BCBG Max Azria, Beams, Brooks Brothers, Coach, Cole Haan, Diesel, Dolce & Gabbana, Dunhill, Eddie Bauer, Etro, Furla, Gap Outlet, Hugo Boss, Kate Spade, Lacoste, Lanvin Collection, Nike, Polo Ralph Lauren              |
| 5. Sano Premium Outlets              | Sano (Tokyo)                   | Ground Lease<br>(2022) | 40.0%                         | 2003       | 390,800                         | Adidas, Armani, Beams, Brooks Brothers, Coach, Diesel, Dunhill, Eddie Bauer, Etro, Furla, Gap Outlet, Gucci, Harrod's, Kate Spade, Lanvin Collection, Miu Miu, Nike, Polo Ralph Lauren   |
| 6. Sendai-Izumi Premium Outlets      | Izumi Park Town<br>(Sendai)    | Ground Lease<br>(2027) | 40.0%                         | 2008       | 164,200                         | Adidas, Beams, Brooks Brothers, Coach, Jill Stuart, Levi's, Pleats Please Issey Miyake, Ray-Ban, Tasaki, TaylorMade  |
| 7. Shisui Premium Outlets            | Shisui (Chiba),<br>Japan       | Ground Lease<br>(2032) | 40.0%                         | 2013       | 234,800                         | Banana Republic, Brooks Brothers, Citizen, Coach, Gap, Marmot, Michael Kors, Samsonite, Tommy Hilfiger,  |
| 8. Toki Premium Outlets              | Toki (Nagoya)                  | Ground Lease<br>(2024) | 40.0%                         | 2005       | 289,600                         | Adidas, BCBG Max Azria, Beams, Brooks Brothers, Coach, Diesel, Eddie Bauer, Furla, Gap Outlet, MK Michel Klein, Nike, Olive des Olive, Polo Ralph Lauren, Timberland, Tommy Hilfiger   |
| 9. Tosu Premium Outlets              | Fukuoka (Kyushu)               | Ground Lease<br>(2023) | 40.0%                         | 2004       | 290,400                         | Adidas, Armani, BCBG Max Azria, Beams, Bose, Brooks Brothers, Coach, Cole Haan, Courreges, Dolce & Gabbana, Furla, Gap Outlet, Miki House, Nike, Quiksilver, Reebok,   |

Subtotal Japan

32

3,023,800

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**Simon Property Group, Inc. and Subsidiaries  
International Properties**

| COUNTRY/Property Name                      | City<br>(Metropolitan<br>area) | Ownership<br>Interest | SPG<br>Effective<br>Ownership | Year Built | Total Gross<br>Leasable<br>Area | Retail Anchors and Major<br>Tenants  |
|--|--------------------------------|-----------------------|-------------------------------|------------|---------------------------------|--|
| <b>MEXICO</b>                              |                                |                       |                               |            |                                 |  |
| 10. Punta Norte Premium Outlets            | Mexico City                    | Fee                   | 50.0%                         | 2004       | 278,000                         | Adidas, Calvin Klein, CH Carolina Herrera, Coach, Kenneth Cole, Lacoste, Levi's, MaxMara, Nautica, Nike, Palacio Outlet, Reebok, Rockport, Salvatore Ferragamo, Swarovski, Zegna   |
| <b>Subtotal Mexico</b>                     |                                |                       |                               |            | <b>278,000</b>                  |  |
| <b>SOUTH KOREA</b>                         |                                |                       |                               |            |                                 |  |
| 11. Yeosu Premium Outlets                  | Yeosu (Seoul)                  | Fee                   | 50.0%                         | 2007       | 286,200                         | Adidas, Giorgio Armani, Burberry, Chloe, Coach, Diesel, Dolce & Gabbana, Escada, Fendi, Gucci, Lacoste, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Salvatore Ferragamo, Theory, Tod's, Valentino, Vivienne Westwood |
| 12. Paju Premium Outlets                   | Paju (Seoul)                   | Fee                   | 50.0%                         | 2011       | 442,900                         | Armani, Banana Republic, Calvin Klein, Coach, DKNY, Elie Tahari, Escada, Jill Stuart, Lacoste, Lanvin Collection, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Theory, Tory Burch, Vivienne Westwood                  |
| 13. Busan Premium Outlets                  | Busan                          | Fee                   | 50.0%                         | 2013       | 360,200                         | Adidas, Armani, Banana Republic, Bean Pole, Calvin Klein, Coach, DKNY, Gap, Marc Jacobs, Michael Kors, Nike, Polo Ralph Lauren, Theory, The North Face, Tommy Hilfiger   |
| <b>Subtotal South Korea</b>                |                                |                       |                               |            | <b>1,089,300</b>                |  |
| <b>MALAYSIA</b>                            |                                |                       |                               |            |                                 |  |
| 14. Johor Premium Outlets                  | Johor (Singapore)              | Fee                   | 50.0%                         | 2011       | 280,300                         | Adidas, Armani, Burberry, Calvin Klein, Canali, Coach, DKNY, Gap, Guess, Lacoste, Levi's, Michael Kors, Nike, Salvatore Ferragamo, Timberland, Zegna   |
| <b>Subtotal Malaysia</b>                   |                                |                       |                               |            | <b>280,300</b>                  |  |
| <b>CANADA</b>                              |                                |                       |                               |            |                                 |  |
| 15. Toronto Premium Outlets                | Toronto (Ontario)              | Fee                   | 50.0%                         | 2013       | 358,200                         | Adidas, Banana Republic, Brooks Brothers, Burberry, Calvin Klein, Coach, Eddie Bauer, Gap, Lacoste, Michael Kors, Nike, Polo Ralph Lauren, Quiksilver, Reebok, Tommy Hilfiger  |
| <b>Subtotal Canada</b>                     |                                |                       |                               |            | <b>358,200</b>                  |  |
| <b>TOTAL INTERNATIONAL PREMIUM OUTLETS</b> |                                |                       |                               |            | <b>5,029,600</b>                |  |



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**Simon Property Group, Inc. and Subsidiaries  
International Properties**

| COUNTRY/Property Name                 | City<br>(Metropolitan<br>area) | Ownership<br>Interest | SPG<br>Effective<br>Ownership | Year Built |      | Total Gross<br>Leasable<br>Area | Retail Anchors and Major<br>Tenants   |
|---------------------------------------|--------------------------------|-----------------------|-------------------------------|------------|------|---------------------------------|---|
| <b>INTERNATIONAL DESIGNER OUTLETS</b> |                                |                       |                               |            |      |                                 |   |
| <b>AUSTRIA</b>                        |                                |                       |                               |            |      |                                 |   |
| 1. Parndorf Designer Outlets          | Vienna                         | Fee                   | 90.0%                         | Phase 3    | 2005 | 118,000                         | Armani, Bally, Burberry, Calvin Klein, Diesel, Furla, Geox, Gucci, Hugo Boss, Joop! Windsor Strellson, McWorld, Michael Kors, Prada, Swarovski, Zegna   |
| Phases 3 & 4                          |                                |                       |                               | Phase 4    | 2011 |                                 |   |
| <b>Subtotal Austria</b>               |                                |                       |                               |            |      | <b>118,000</b>                  |   |
| <b>ITALY</b>                          |                                |                       |                               |            |      |                                 |   |
| 2. La Reggia Designer Outlets         | Marcianise (Naples)            | Fee                   | 60.0%                         | Phase 1    | 2010 | 288,000                         | Adidas, Armani, Calvin Klein, Hugo Boss, Lui Jo, Michael Kors, Nike, Pinko, Polo Ralph Lauren, Prada, Roberto Cavalli, Timberland, Tommy Hilfiger, Valentino  |
| Phases 1 & 2                          |                                |                       |                               | Phase 2a   | 2010 |                                 |   |
|                                       |                                |                       |                               | Phase 2b   | 2011 |                                 |   |
| 3. Noventa Di Piave Designer Outlets  | Venice                         | Fee                   | 60.0%                         | Phase 1    | 2008 | 280,000                         | Armani, Bottega Veneta, Brioni, Brooks Brothers, Burberry, Calvin Klein, Fendi, Hugo Boss, Loro Piana, Michael Kors, Nike, Pal Zileri, Paul Smith, Prada, Salvatore Ferragamo, Sergio Rossi, Tommy Hilfiger, Valentino, Versace |
| Outlets Phases 1, 2, & 3              |                                |                       |                               | Phase 2    | 2010 |                                 |   |
|                                       |                                |                       |                               | Phase 3    | 2012 |                                 |   |
| <b>Subtotal Italy</b>                 |                                |                       |                               |            |      | <b>568,000</b>                  |   |
| <b>NETHERLANDS</b>                    |                                |                       |                               |            |      |                                 |   |
| 4. Roermond Designer Outlets          | Roermond                       | Fee                   | 90.0%                         | Phase 2    | 2005 | 173,000                         | Armani, Burberry, Calvin Klein, Escada, Furla, Gucci, Hugo Boss, Joop! Windsor Strellson, Loro Piana, Michael Kors, Moncler, Mulberry, Prada, Ralph Lauren Luxury, Swarovski, Tod's, Tommy Hilfiger                             |
| Phases 2 & 3                          |                                |                       |                               | Phase 3    | 2011 |                                 |   |
| <b>Subtotal Netherlands</b>           |                                |                       |                               |            |      | <b>173,000</b>                  |   |
| <b>UNITED KINGDOM</b>                 |                                |                       |                               |            |      |                                 |   |
| 5. Ashford Designer Outlets           | Kent                           | Fee                   | 22.5%                         | 2000       |      | 183,000                         | Abercrombie and Fitch, Adidas, CK Underwear, Clarks, Fossil, French Connection, Gap, Guess, Lacoste, Levis, Marks & Spencer, Next, Nike, Polo Ralph Lauren, Reiss, Superdry, Swarovski, Tommy Hilfiger                          |
| <b>Subtotal United Kingdom</b>        |                                |                       |                               |            |      | <b>183,000</b>                  |   |

**Total International Designer Outlets**

**1,042,000**

*FOOTNOTES:*

- (1) All gross leasable area listed in square feet.

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*Land*

We have direct or indirect ownership interests in approximately 350 acres of land held in the United States and Canada for future development.

*Sustainability and Energy Efficiency*

We focus on energy efficiency as a core sustainability strategy. Through the continued use of energy conservation practices, energy efficiency projects, and continuous monitoring and reporting, we have reduced our energy consumption at comparable properties every year since 2003. As a result, excluding new developments and expansions, we reduced the electricity usage over which we have direct control by 260 million kWhs since 2003. This reflects an annual value of over \$25 million in avoided operating costs. Our documented reduction in greenhouse gas emissions resulting from our energy management efforts is 193,700 metric tons of CO<sub>2</sub>e.

In 2012, we were awarded *NAREIT's Leader in the Light Award* for our energy conservation efforts for the eighth consecutive year and were the only company to have achieved the Leader in the Light distinction each year from 2005 through 2012. We were the only Retail REIT included in the 2013 Carbon Disclosure Leadership Index published by the Carbon Disclosure Project.

*Mortgage Financing on Properties*

The following table sets forth certain information regarding the mortgages and unsecured indebtedness encumbering our properties, and the properties held by our domestic and international joint venture arrangements, and also our unsecured corporate debt. Substantially all of the mortgage and property related debt is nonrecourse to us.

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**Mortgage and Unsecured Debt on Portfolio Properties**  
**As of December 31, 2013**  
**(Dollars in thousands)**

| Property Name                           | Interest Rate | Face Amount  | Annual Debt Service (1) | Maturity Date |
|---|---------------|--------------|-------------------------|---------------|
| <i>Consolidated Indebtedness:</i>       |               |              |                         |               |
| <i>Mortgage Indebtedness:</i>           |               |              |                         |               |
| Anderson Mall                           | 4.61%         | \$ 20,398    | \$ 1,408                | 12/01/22      |
| Bangor Mall                             | 6.15%         | 80,000       | 4,918 (2)               | 10/01/17      |
| Battlefield Mall                        | 3.95%         | 125,000      | 4,938 (2)               | 09/01/22      |
| Birch Run Premium Outlets               | 5.95%         | 104,240 (10) | 8,078                   | 04/11/16      |
| Bloomington Court                       | 8.15%         | 25,164       | 2,495                   | 11/01/15      |
| Brunswick Square                        | 5.65%         | 76,672       | 5,957                   | 08/11/14      |
| Calhoun Premium Outlets                 | 5.79%         | 20,035 (22)  | 1,519                   | 09/01/16      |
| Carolina Premium Outlets                | 3.36%         | 49,452       | 2,675                   | 12/01/22      |
| Chesapeake Square                       | 5.84%         | 65,242       | 5,162                   | 08/01/14      |
| Concord Mills Marketplace               | 4.82%         | 16,000       | 771 (2)                 | 11/01/23      |
| DeKalb Plaza                            | 5.28%         | 2,377        | 284                     | 01/01/15      |
| Domain, The                             | 5.44%         | 201,511      | 14,085                  | 08/01/21      |
| Empire Mall                             | 5.79%         | 176,300      | 10,215 (2)              | 06/01/16      |
| Ellenton Premium Outlets                | 5.51%         | 102,442 (21) | 7,649                   | 01/11/16      |
| Florida Keys Outlet Center              | 5.51%         | 10,454 (21)  | 781                     | 01/11/16      |
| Forest Plaza                            | 7.50%         | 17,733 (32)  | 1,685                   | 10/10/19      |
| Gaffney Premium Outlets                 | 5.79%         | 36,360 (22)  | 2,757                   | 09/01/16      |
| Grand Prairie Premium Outlets           | 3.66%         | 120,000      | 4,392 (2)               | 04/01/23      |
| Great Mall                              | 6.01%         | 269,306      | 16,880                  | 08/28/15 (3)  |
| Greenwood Park Mall                     | 8.00%         | 76,677 (19)  | 7,044                   | 08/01/16      |
| Grove City Premium Outlets              | 5.51%         | 110,590 (21) | 8,258                   | 01/11/16      |
| Gulfport Premium Outlets                | 5.51%         | 24,674 (21)  | 1,842                   | 01/11/16      |
| Gurnee Mills                            | 5.77%         | 321,000      | 18,512 (2)              | 07/01/17      |
| Hagerstown Premium Outlets              | 5.95%         | 87,586 (10)  | 6,787                   | 04/11/16      |
| Henderson Square                        | 4.43%         | 13,301       | 937                     | 04/01/16      |
| Huntley Outlet Center                   | 5.51%         | 29,243 (21)  | 2,183                   | 01/11/16      |
| Independence Center                     | 5.94%         | 200,000      | 11,886 (2)              | 07/10/17      |
| Ingram Park Mall                        | 5.38%         | 139,954      | 9,746                   | 06/01/21      |
| Jersey Shore Premium Outlets            | 5.51%         | 68,630 (21)  | 5,124                   | 01/11/16      |
| King of Prussia The Court & The Plaza 1 | 7.49%         | 63,529       | 23,183                  | 01/01/17      |
| King of Prussia The Court & The Plaza 2 | 8.53%         | 4,553        | 1,685                   | 01/01/17      |
| King of Prussia The Court & The Plaza 3 | 4.50%         | 50,000       | 2,250 (2)               | 01/01/17      |
| Lake View Plaza                         | 8.00%         | 15,470       | 1,409                   | 12/31/14      |
| Lakeline Plaza                          | 7.50%         | 16,613 (32)  | 1,578                   | 10/10/19      |
| Las Americas Premium Outlets            | 5.84%         | 178,806      | 12,728                  | 06/11/16      |
| Lebanon Premium Outlets                 | 5.51%         | 15,170 (21)  | 1,133                   | 01/11/16      |
| Lee Premium Outlets                     | 5.79%         | 50,014 (22)  | 3,792                   | 09/01/16      |
| Mall at Chestnut Hill, The              | 4.69%         | 120,000      | 5,624 (2)               | 11/01/23      |
| Mall of Georgia Crossing                | 4.28%         | 24,527       | 1,481                   | 10/06/22      |
| Merrimack Premium Outlets               | 3.78%         | 130,000      | 4,908 (2)               | 07/01/23      |
| Mesa Mall                               | 5.79%         | 87,250       | 5,055 (2)               | 06/01/16      |
| Midland Park Mall                       | 4.35%         | 83,293       | 5,078                   | 09/06/22      |
| Montgomery Mall                         | 5.17%         | 80,265       | 6,307                   | 05/11/34      |
| Muncie Towne Plaza                      | 7.50%         | 6,907 (32)   | 656                     | 10/10/19      |
| Naples Outlet Center                    | 5.51%         | 15,718 (21)  | 1,174                   | 01/11/16      |
| North Ridge Shopping Center             | 3.41%         | 12,500       | 427 (2)                 | 12/01/22      |
| Northfield Square                       | 6.05%         | 24,970       | 2,485                   | 02/11/14      |

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**Mortgage and Unsecured Debt on Portfolio Properties**  
**As of December 31, 2013**  
**(Dollars in thousands)**

| Property Name                      | Interest Rate | Face Amount  | Annual Debt Service (1) | Maturity Date |
|------------------------------------|---------------|--------------|-------------------------|---------------|
| Opry Mills                         | 6.16%         | 280,000      | 17,248 (2)              | 10/10/16 (3)  |
| Opry Mills 2                       | 5.00%         | 102,347      | 5,117 (2)               | 10/10/16 (3)  |
| Oxford Valley Mall                 | 4.77%         | 67,722       | 4,456                   | 12/07/20      |
| Palms Crossing                     | 5.49%         | 37,179 (8)   | 2,612                   | 08/01/21      |
| Penn Square Mall                   | 7.75%         | 95,256       | 8,597                   | 04/01/16      |
| Pismo Beach Premium Outlets        | 5.84%         | 33,850 (20)  | 1,978 (2)               | 11/06/16      |
| Plaza Carolina                     | 1.52% (1)     | 225,000      | 3,415 (2)               | 09/30/17 (3)  |
| Pleasant Prairie Premium Outlets   | 5.51%         | 58,943 (21)  | 4,401                   | 01/11/16      |
| Pleasant Prairie Premium Outlets 2 | 6.01%         | 35,787       | 2,758                   | 12/01/16      |
| Potomac Mills                      | 5.83%         | 410,000      | 23,901 (2)              | 07/11/17      |
| Port Charlotte Town Center         | 5.30%         | 46,353       | 3,232                   | 11/01/20      |
| Puerto Rico Premium Outlets        | 1.52% (1)     | 125,000      | 1,897 (2)               | 09/30/17 (3)  |
| Queenstown Premium Outlets         | 5.84%         | 66,150 (20)  | 3,864 (2)               | 11/06/16      |
| Rushmore Mall                      | 5.79%         | 94,000       | 5,446 (2)               | 06/01/16      |
| Sawgrass Mills                     | 5.82%         | 820,000      | 47,724 (2)              | 07/01/14 (36) |
| San Marcos Premium Outlets         | 5.51%         | 140,276 (21) | 10,474                  | 01/11/16      |
| Shops at Arbor Walk, The           | 5.49%         | 42,020 (8)   | 2,952                   | 08/01/21      |
| Shops at Riverside, The            | 3.37%         | 130,000      | 4,382 (2)               | 02/01/23      |
| Southdale Center                   | 3.84%         | 155,000      | 5,958 (2)               | 04/01/23      |
| Southern Hills Mall                | 5.79%         | 101,500      | 5,881 (2)               | 06/01/16      |
| SouthPark                          | 8.00%         | 189,775 (19) | 17,434                  | 08/01/16      |
| Southridge Mall                    | 3.85%         | 125,000      | 4,818 (2)               | 06/06/23      |
| Summit Mall                        | 5.42%         | 65,000       | 3,526 (2)               | 06/10/17      |
| Sunland Park Mall                  | 8.63% (13)    | 28,359       | 3,773                   | 01/01/26      |
| The Crossings Premium Outlets      | 3.41%         | 115,000      | 3,926 (2)               | 12/01/22      |
| Town Center at Cobb                | 4.76%         | 200,000      | 9,514 (2)               | 05/01/22      |
| Towne West Square                  | 5.61%         | 49,360       | 3,516                   | 06/01/21      |
| Upper Valley Mall                  | 5.89%         | 42,447 (28)  | 1,920                   | 07/01/16 (3)  |
| Valle Vista Mall                   | 5.35%         | 40,000       | 2,140 (2)               | 05/10/17      |
| Walt Whitman Shops                 | 8.00%         | 116,932 (19) | 10,742                  | 08/01/16      |
| Washington Square                  | 5.94%         | 24,676 (25)  | 1,072                   | 07/01/16      |
| West Ridge Mall                    | 5.89%         | 64,794       | 4,885                   | 07/01/14      |
| White Oaks Mall                    | 5.54%         | 50,000       | 2,768 (2)               | 11/01/16      |
| White Oaks Plaza                   | 7.50%         | 13,813 (32)  | 1,312                   | 10/10/19      |
| Williamsburg Premium Outlets       | 5.95%         | 101,186 (10) | 7,841                   | 04/11/16      |
| Wolfchase Galleria                 | 5.64%         | 225,000      | 12,700 (2)              | 04/01/17      |
| Woodland Hills Mall                | 7.79%         | 92,908       | 8,414                   | 04/05/19      |

**Total Consolidated Mortgage Indebtedness** \$ 8,180,559

*Unsecured Indebtedness:*

## Simon Property Group, LP:

|                              |               |            |                 |              |               |
|------------------------------|---------------|------------|-----------------|--------------|---------------|
| Revolving Credit Facility    | USD Currency  | 1.12% (15) | \$ 300,000 (40) | \$ 3,353 (2) | 10/30/16 (3)  |
| Revolving Credit Facility    | Euro Currency | 1.15% (15) | 660,113 (16)    | 7,601 (2)    | 10/30/16 (3)  |
| Supplemental Credit Facility | Yen Currency  | 1.06% (15) | 212,186 (23)    | 2,246 (2)    | 06/30/17 (3)  |
| Unsecured Notes              | 4C            | 7.38%      | 200,000         | 14,750 (14)  | 06/15/18      |
| Unsecured Notes              | 10B           | 4.90%      | 200,000         | 9,800 (14)   | 01/30/14 (30) |
| Unsecured Notes              | 11B           | 5.63%      | 218,430         | 12,287 (14)  | 08/15/14      |
| Unsecured Notes              | 12A           | 5.10%      | 600,000         | 30,600 (14)  | 06/15/15      |
| Unsecured Notes              | 13B           | 5.75%      | 600,000         | 34,500 (14)  | 12/01/15      |
| Unsecured Notes              | 14B           | 6.10%      | 400,000         | 24,400 (14)  | 05/01/16      |





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**Mortgage and Unsecured Debt on Portfolio Properties**  
**As of December 31, 2013**  
**(Dollars in thousands)**

| Property Name          | Interest Rate | Face Amount    | Annual Debt Service (1) | Maturity Date |
|------------------------|---------------|----------------|-------------------------|---------------|
| Unsecured Notes 15B    | 5.88%         | 500,000        | 29,375 (14)             | 03/01/17      |
| Unsecured Notes 16B    | 5.25%         | 650,000        | 34,125 (14)             | 12/01/16      |
| Unsecured Notes 19B    | 6.13%         | 800,000        | 49,000 (14)             | 05/30/18      |
| Unsecured Notes 20A    | 10.35%        | 650,000        | 67,275 (14)             | 04/01/19      |
| Unsecured Notes 21A    | 6.75%         | 516,052        | 34,834 (14)             | 05/15/14 (34) |
| Unsecured Notes 22A    | 4.20%         | 400,000        | 16,800 (14)             | 02/01/15      |
| Unsecured Notes 22B    | 5.65%         | 1,250,000      | 70,625 (14)             | 02/01/20      |
| Unsecured Notes 22C    | 6.75%         | 600,000        | 40,500 (14)             | 02/01/40      |
| Unsecured Notes 23A    | 4.38%         | 900,000        | 39,375 (14)             | 03/01/21      |
| Unsecured Notes 24A    | 2.80%         | 500,000        | 14,000 (14)             | 01/30/17      |
| Unsecured Notes 24B    | 4.13%         | 700,000        | 28,875 (14)             | 12/01/21      |
| Unsecured Notes 25A    | 2.15%         | 600,000        | 12,900 (14)             | 09/15/17      |
| Unsecured Notes 25B    | 3.38%         | 600,000        | 20,250 (14)             | 03/15/22      |
| Unsecured Notes 25C    | 4.75%         | 550,000        | 26,125 (14)             | 03/15/42      |
| Unsecured Notes 26A    | 1.50%         | 750,000        | 11,250 (14)             | 02/01/18      |
| Unsecured Notes 26B    | 2.75%         | 500,000        | 13,750 (14)             | 02/01/23      |
| Unsecured Notes Euro 1 | 2.38%         | 1,035,742 (39) | 24,599 (6)              | 10/02/20      |
| Unsecured Term Loan    | 1.27% (1)     | 240,000        | 3,042 (2)               | 02/28/18 (3)  |

15,132,523

The Retail Property Trust, subsidiary:

|                       |       |         |             |          |
|-----------------------|-------|---------|-------------|----------|
| Unsecured Notes CPI 5 | 7.88% | 250,000 | 19,688 (14) | 03/15/16 |
|-----------------------|-------|---------|-------------|----------|

250,000

**Total Consolidated Unsecured Indebtedness** \$ 15,382,523

**Total Consolidated Indebtedness at Face Amounts** \$ 23,563,082

**Premium on Indebtedness** 65,677

**Discount on Indebtedness** (40,228)

**Total Consolidated Indebtedness** \$ 23,588,531

**Our Share of Consolidated Indebtedness** \$ 23,425,910

*Joint Venture Indebtedness:*

*Mortgage Indebtedness:*

|                     |       |             |        |          |
|---------------------|-------|-------------|--------|----------|
| Ami Premium Outlets | 1.83% | 97,691 (26) | 11,956 | 09/25/23 |
|---------------------|-------|-------------|--------|----------|

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|                              |          |            |              |            |               |
|------------------------------|----------|------------|--------------|------------|---------------|
| Ashford Designer Outlets     | Fixed    | 4.27% (11) | 59,382 (41)  | 2,533 (2)  | 07/31/16      |
| Ashford Designer Outlets     | Variable | 2.42% (1)  | 6,598 (41)   | 160 (2)    | 07/31/16      |
| Arizona Mills                |          | 5.76%      | 167,143      | 12,268     | 07/01/20      |
| Arundel Mills                |          | 6.14%      | 369,381      | 28,116     | 08/01/14 (37) |
| Arundel Mills Marketplace    |          | 5.92%      | 10,492       | 884        | 01/01/14 (37) |
| Auburn Mall                  |          | 6.02%      | 40,338       | 3,027      | 09/01/20      |
| Aventura Mall                |          | 3.75%      | 1,200,000    | 45,002 (2) | 12/01/20      |
| Avenues, The                 |          | 3.60%      | 110,000      | 3,960 (2)  | 02/06/23      |
| Briarwood Mall               |          | 7.50%      | 112,000 (33) | 10,641     | 11/30/16      |
| Busan Premium Outlets        | Fixed    | 5.52%      | 64,972 (17)  | 3,586 (2)  | 02/10/17      |
| Busan Premium Outlets        | Variable | 4.98% (27) | 48,753 (17)  | 2,426 (2)  | 02/13/17      |
| California Department Stores |          | 6.53%      | 31,300       | 2,044 (2)  | 11/01/17      |
| Cape Cod Mall                |          | 5.75%      | 96,550       | 7,003      | 03/06/21      |
| Circle Centre                |          | 3.07% (24) | 67,000       | 2,055 (2)  | 01/28/20 (3)  |
| Clay Terrace                 |          | 5.08%      | 115,000      | 5,842 (2)  | 10/01/15      |

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**Mortgage and Unsecured Debt on Portfolio Properties**  
**As of December 31, 2013**  
**(Dollars in thousands)**

| Property Name                                 | Interest<br>Rate | Face<br>Amount | Annual Debt<br>Service (1) | Maturity<br>Date |
|---|------------------|----------------|----------------------------|------------------|
| Coconut Point                                 | 5.83%            | 230,000        | 13,409 (2)                 | 12/10/16         |
| Coddington Mall                               | 1.92% (1)        | 12,450         | 839                        | 03/01/17 (3)     |
| Colorado Mills                                | 3.92% (18)       | 126,162        | 4,943 (2)                  | 06/01/15         |
| Concord Mills                                 | 3.84%            | 235,000        | 9,015 (2)                  | 11/01/22         |
| Crystal Mall                                  | 4.46%            | 95,000         | 4,237 (2)                  | 06/06/22         |
| Dadeland Mall                                 | 4.50%            | 450,000        | 27,361                     | 12/05/21         |
| Del Amo Fashion Center                        | 2.17% (1)        | 310,000        | 6,720 (2)                  | 01/17/18 (3)     |
| Denver West Village                           | 5.04%            | 28,000         | 1,410 (2)                  | 07/01/21         |
| Domain Westin                                 | 1.92% (1)        | 45,000         | 863 (2)                    | 08/30/18 (3)     |
| Dover Mall                                    | 5.57%            | 91,171         | 6,455                      | 08/06/21         |
| Emerald Square Mall                           | 4.71%            | 112,706        | 7,165                      | 08/11/22         |
| Falls, The                                    | 7.50%            | 108,267 (33)   | 10,287                     | 11/30/16         |
| Fashion Centre Pentagon Office                | 5.11%            | 40,000         | 2,043 (2)                  | 07/01/21         |
| Fashion Centre Pentagon Retail                | 4.87%            | 410,000        | 19,957 (2)                 | 07/01/21         |
| Fashion Valley 1                              | 4.30%            | 474,351        | 28,208                     | 01/04/21         |
| Fashion Valley 2                              | 6.00%            | 5,587          | 549                        | 05/01/14         |
| Firewheel Residential                         | 5.91%            | 22,078         | 1,635                      | 12/01/16 (3)     |
| Firewheel Residential II                      | 2.17% (1)        | 18,399         | 399 (2)                    | 08/23/17 (3)     |
| Florida Mall, The                             | 5.25%            | 356,752        | 24,849                     | 09/05/20         |
| Gaitway Plaza                                 | 4.60%            | 13,900 (35)    | 640 (2)                    | 07/01/15         |
| Grapevine Mills                               | 2.32% (1)        | 269,053        | 12,497                     | 09/22/14         |
| Greendale Mall                                | 6.00%            | 45,000         | 2,699 (2)                  | 10/01/16         |
| Gotemba Premium Outlets                       | 0.56%            | 24,039 (26)    | 6,281                      | 02/28/18         |
| Hamilton Town Center                          | 4.81%            | 84,000         | 4,038 (2)                  | 04/01/22         |
| Houston Galleria 1                            | 5.44%            | 643,583        | 34,985 (2)                 | 12/01/15         |
| Houston Galleria 2                            | 5.44%            | 177,417        | 9,644 (2)                  | 12/01/15         |
| Indian River Commons                          | 5.21%            | 9,058 (38)     | 637                        | 11/01/14         |
| Indian River Mall                             | 5.21%            | 61,373 (38)    | 4,313                      | 11/01/14         |
| Johor Premium Outlets                         | 4.87% (7)        | 25,285 (9)     | 6,824                      | 10/14/20         |
| Katy Mills                                    | 3.49%            | 140,000        | 4,886 (2)                  | 12/06/22         |
| Kobe-Sanda Premium Outlets Fixed              | 1.70%            | 954 (26)       | 969                        | 01/31/14 (37)    |
| Kobe-Sanda Premium Outlets Variable           | 0.71% (12)       | 41,961 (26)    | 6,417                      | 01/31/18         |
| Lehigh Valley Mall                            | 5.88%            | 133,542        | 9,943                      | 07/05/20         |
| La Reggia Designer Outlets Phases 1 & 2       | 1.70% (44)       | 91,085 (42)    | 7,001                      | 03/31/27         |
| Liberty Tree Mall                             | 3.41%            | 34,619         | 1,866                      | 05/06/23         |
| Mall at Rockingham Park, The                  | 5.61%            | 260,000        | 14,586 (2)                 | 03/10/17         |
| Mall at Tuttle Crossing, The                  | 3.56%            | 125,000        | 4,455 (2)                  | 05/01/23         |
| Mall of New Hampshire, The                    | 6.23%            | 127,205        | 10,079                     | 10/05/15         |
| Meadowood Mall                                | 5.82%            | 121,817        | 8,818                      | 11/06/21         |
| Montreal Premium Outlets                      | 2.52% (4)        | 13,058 (5)     | 329 (2)                    | 09/10/17         |
| Northshore Mall                               | 3.30%            | 272,747        | 14,453                     | 07/05/23         |
| Noventa Di Piave Designer Outlets Phase 1     | 1.30% (44)       | 48,836 (42)    | 3,938                      | 08/29/26         |
| Noventa Di Piave Designer Outlets Phase 2 & 3 | 2.79% (43)       | 52,156 (42)    | 3,955                      | 06/30/27         |
| Ontario Mills                                 | 4.25%            | 339,507        | 20,661                     | 03/05/22         |
| Outlets at Orange, The                        | 6.25%            | 213,163        | 16,258                     | 10/01/14         |
| Paju Premium Outlets                          | 4.08%            | 102,817 (17)   | 4,197 (2)                  | 11/28/19         |
| Parndorf Designer Outlets Phases 3 & 4        | 2.42% (43)       | 50,920 (42)    | 5,013                      | 06/30/16         |
| Plaza at Buckland Hills, The                  | 4.60%            | 24,800         | 1,142 (2)                  | 07/01/15         |
| Quaker Bridge Mall 1                          | 7.03%            | 13,760         | 2,407                      | 04/01/16         |
| Quaker Bridge Mall 2                          | 2.95%            | 62,000         | 1,829 (2)                  | 04/01/16         |

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**Mortgage and Unsecured Debt on Portfolio Properties**  
**As of December 31, 2013**  
**(Dollars in thousands)**

| Property Name   | Interest Rate | Face Amount              | Annual Debt Service (1) | Maturity Date |
|---|---------------|--------------------------|-------------------------|---------------|
| Rinku Premium Outlets Fixed   | 1.85%         | 5,290 (26)               | 5,387                   | 11/25/14      |
| Rinku Premium Outlets Variable  | 0.48% (12)    | 17,154 (26)              | 1,989                   | 07/31/17      |
| Roermond Designer Outlets Phases 2 & 3 Fixed  | 5.12% (11)    | 66,804 (42)              | 3,418 (2)               | 12/01/17      |
| Roermond Designer Outlets Phases 2 & 3 Variable   | 2.62% (45)    | 28,630 (42)              | 749 (2)                 | 12/01/17      |
| Sano Premium Outlets  | 0.51% (12)    | 11,102 (26)              | 4,688                   | 05/31/18      |
| Seminole Towne Center   | 5.97%         | 58,152                   | 4,303                   | 05/06/21      |
| Sendai-Izumi Premium Outlets  | 0.49% (12)    | 18,107 (26)              | 3,710                   | 10/31/18      |
| Shisui Premium Outlets  | 0.46% (12)    | 50,700 (26)              | 5,569                   | 05/31/18      |
| Shops at Mission Viejo, The   | 3.61%         | 295,000                  | 10,650 (2)              | 02/01/23      |
| Shops at Sunset Place, The  | 5.62%         | 73,936                   | 5,892                   | 09/01/20      |
| Silver Sands Premium Outlets  | 3.93%         | 100,000                  | 3,930 (2)               | 06/01/22      |
| Smith Haven Mall  | 5.16%         | 180,000                  | 9,283 (2)               | 03/01/16      |
| Solomon Pond Mall   | 4.01%         | 107,810                  | 6,309                   | 11/01/22      |
| Southdale Residential   | 1.82% (1)     | 148                      | 3 (2)                   | 07/01/18 (3)  |
| SouthPark Residential   | 4.80%         | 22,000                   | 1,056 (2)               | 05/01/21      |
| Springfield Mall  | 4.77% (11)    | 63,789                   | 3,492                   | 11/30/15      |
| Square One Mall   | 5.47%         | 97,496                   | 6,793                   | 01/06/22      |
| Stoneridge Shopping Center  | 7.50%         | 219,061 (33)             | 19,214                  | 11/30/16      |
| St. Johns Town Center   | 5.06%         | 160,766                  | 11,025                  | 03/11/15      |
| St. John's Town Center Phase II   | 1.87% (1)     | 77,096                   | 531                     | 05/10/15      |
| St. John's Town Center Phase III  | 1.42% (1)     | 5,361                    | 76 (2)                  | 01/28/16 (3)  |
| Tanger Outlets Galveston/Houston  | 1.67% (1)     | 65,000                   | 1,084 (2)               | 07/01/18 (3)  |
| Toki Premium Outlets  | 1.00% (12)    | 8,154 (26)               | 1,564                   | 04/30/15      |
| Toronto Premium Outlets   | 2.37% (4)     | 84,923 (5)               | 2,014 (2)               | 07/09/15      |
| Tosu Premium Outlets  | 0.48% (12)    | 22,110 (26)              | 2,298                   | 12/31/18      |
| Village Park Plaza  | 4.60%         | 29,850                   | 1,374 (2)               | 07/01/15      |
| West Town Corners   | 4.60%         | 18,800 (35)              | 865 (2)                 | 07/01/15      |
| West Town Mall  | 6.34%         | 210,000                  | 13,309 (2)              | 12/01/17      |
| Westchester, The  | 6.00%         | 357,141                  | 26,980                  | 05/05/20      |
| Whitehall Mall  | 7.00%         | 10,617                   | 1,149                   | 11/01/18      |
| Woodfield Mall  | 4.50%         | 425,000                  | 19,125 (2)              | 03/05/24      |
| Yeoju Premium Outlets   | 4.68%         | 7,495 (17)               | 351 (2)                 | 09/06/20      |
| <b>Total Joint Venture Mortgage Indebtedness at Face Value</b>                          |               | <b>\$ 12,287,670</b>     |                         |               |
| The Mills Limited Partnership Secured Indebtedness at Face Value                        |               | \$ 731,586 (29)          |                         |               |
| <b>Total Joint Venture and The Mills Limited Partnership Indebtedness at Face Value</b> |               | <b>\$ 13,019,256</b>     |                         |               |
| <b>Premium on Indebtedness</b>  |               | <b>5,001</b>             |                         |               |
| <b>Total Joint Venture Indebtedness</b>   |               | <b>\$ 13,024,257</b>     |                         |               |
| <b>Our Share of Joint Venture Indebtedness</b>  |               | <b>\$ 6,096,446 (31)</b> |                         |               |



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**Mortgage and Unsecured Debt on Portfolio Properties  
As of December 31, 2013  
(Dollars in thousands)**

- (1) Variable rate loans based on 1M LIBOR plus interest rate spreads ranging from 95 bps to 375 bps. 1M LIBOR as of December 31, 2013 was 0.17%.
- (2) Requires monthly payment of interest only.
- (3) Includes applicable extension available at the Applicable Borrower's option.
- (4) Variable rate loans based on 1M CDOR plus interest rate spreads ranging from 115 bps to 130 bps. 1M CDOR at December 31, 2013 was 1.22%.
- (5) Amount shown in USD equivalent. CAD Equivalent is 104.3 million.
- (6) Requires annual payment of interest only.
- (7) Variable rate loans based on Cost of Fund plus interest rates spreads ranging from 150 bps to 175 bps. Cost of Fund as of December 31, 2013 was 3.35%.
- (8) Loans secured by these two properties are cross-collateralized and cross-defaulted.
- (9) Amount shown in USD Equivalent. Ringgit equivalent is 83.2 million.
- (10) Loans secured by these three properties are cross-collateralized and cross-defaulted.
- (11) Associated with these loans are interest rate swap agreements that effectively fix the interest rate of the loans at the all-in rate presented.
- (12) Variable rate loans based on 1M YEN LIBOR or 6M YEN LIBOR plus interest rate spreads ranging from 25 bps to 137.5 bps. As of December 31, 2013, 1M YEN LIBOR and 6M YEN LIBOR were 0.11% and 0.21%, respectively.
- (13) Lender also participates in a percentage of certain gross receipts above a specified base. This threshold was met and additional interest was paid in 2013.
- (14) Requires semi-annual payments of interest only.
- (15) \$4.0 Billion Revolving Credit Facility and \$2.0 Billion Supplemental Credit Facility. As of December 31, 2013, the Credit Facility USD Currency bears interest at LIBOR + 95 bps, the Credit Facility Euro Currency bears interest a 1M EURO LIBOR + 95 bps and the Supplemental Credit Facility bears interest at 1M YEN LIBOR + 95 basis points. All facilities provide for different pricing based upon our investment grade rating. As of December 31, 2013, \$4.8 billion was available after outstanding borrowings and letter of credits.
- (16) Amount shown in USD Equivalent. Balances include borrowings on multi-currency tranche of Euro 478.0 million.
- (17) Amount shown in USD equivalent. Won Equivalent is 236.2 billion.
- (18) Variable rate loan based on 1M LIBOR plus an interest rate spread of 375 bps. In addition, 1M LIBOR is capped at 3.75%.
- (19)

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Loans secured by these three properties are cross-collateralized and cross-defaulted.

(20)

Loans secured by these two properties are cross-collateralized and cross-defaulted.

(21)

Loans secured by these ten properties are cross-collateralized and cross-defaulted.

(22)

Loans secured by these three properties are cross-collateralized and cross-defaulted.

(23)

Amount shown in USD Equivalent. Balances include borrowings on multi-currency tranche of Yen 22.3 billion.

(24)

Variable rate loan based on 1M LIBOR plus an interest rate spread of 290 bps. In addition, 1M LIBOR is capped at 5.00%.

(25)

Comprised of a \$15.0 million note at 5.94% and a \$12.8 million note that is non-interest bearing.

(26)

Amount shown in USD Equivalent. Yen equivalent is 31.2 billion.

(27)

Variable rate loans based on 91 Day Korean CD rate plus interest rate spreads ranging from 200 bps to 290 bps. The 91 Day Korean CD rate as of December 31, 2013 was 2.66%.

(28)

Comprised of a \$27.0 million note at 5.89% and a \$20.0 million note that is non-interest bearing.

(29)

Consists of five properties with interest rates ranging from 4.50% to 7.32% and maturities between 2015 and 2023.

(30)

Unsecured note was repaid at maturity.

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**Mortgage and Unsecured Debt on Portfolio Properties  
As of December 31, 2013  
(Dollars in thousands)**

- (31) Our share of total indebtedness includes a pro rata share of the mortgage debt on joint venture properties, including The Mills Limited Partnership. To the extent total indebtedness is secured by a property, it is non-recourse to us, with the exception of approximately \$190.8 million of payment guarantees provided by the Operating Partnership (of which \$83.0 million is recoverable from our venture partner under the partnership agreement).
- (32) Loans secured by these four properties are cross-collateralized and cross-defaulted.
- (33) Loans secured by these three properties are cross-collateralized and cross-defaulted.
- (34) We have noticed holders of these notes our intent to prepay at par on February 14, 2014.
- (35) Loans secured by these two properties are cross-collateralized and cross-defaulted.
- (36) Mortgage was repaid on January 2, 2014.
- (37) Loan refinanced after 12/31/13.
- (38) Loans secured by these two properties are cross-collateralized and cross-defaulted.
- (39) Amount shown in USD equivalent. Euro equivalent is 750.0 million.
- (40) \$300.0 million draw on December 30, 2013 was used to partially fund the payoff of the Sawgrass Mills mortgage on January 2, 2014. The entire outstanding balance on the Revolving Credit Facility USD Currency was repaid on January 22, 2014.
- (41) Amount shown in USD equivalent. GBP equivalent is 40.0 million.
- (42) Amount shown in USD equivalent. Euro equivalent is 245.1 million.
- (43) Variable rate loan based on 3M EURIBOR plus interest rate spreads ranging from 200 bps to 250 bps. 3M EURIBOR at December 31, 2013 was 0.29%.
- (44) Variable rate loan based on 6M EURIBOR plus interest rate spreads ranging from 95 bps to 135 bps. 6M EURIBOR at December 31, 2013 was 0.35%.
- (45) Variable rate loan based on 1M EURIBOR plus interest rate spreads ranging from 220 bps to 275 bps. 1M EURIBOR at December 31, 2013 was 0.22%.

The changes in consolidated mortgages and unsecured indebtedness for the years ended December 31, 2013, 2012, 2011 are as follows:

|   | 2013          | 2012          | 2011          |
|---|---------------|---------------|---------------|
| Balance, Beginning of Year                      | \$ 23,113,007 | \$ 18,446,440 | \$ 17,473,760 |
| Additions during period:                        |               |               |               |
| New Loan Originations (a)                       | 2,004,709     | 4,873,844     | 1,865,794     |
| Loans assumed in acquisitions and consolidation |               | 2,589,130     | 619,192       |
| Net Premium                                     | (3,273)       | 70,689        | 28,483        |
| Deductions during period:                       |               |               |               |



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|                                  |             |             |             |
|----------------------------------|-------------|-------------|-------------|
| Loan Retirements                 | (1,412,811) | (2,758,515) | (1,471,034) |
| Amortization of Net Premiums     | (33,535)    | (33,504)    | (8,438)     |
| Scheduled Principal Amortization | (79,566)    | (75,077)    | (61,317)    |

Balance, Close of Year \$ 23,588,531 \$ 23,113,007 \$ 18,446,440

(a) Includes net activity on the credit facilities

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**Item 3. Legal Proceedings**

We are involved from time-to-time in various legal proceedings that arise in the ordinary course of our business, including, but not limited to commercial disputes, environmental matters, and litigation in connection with transactions including acquisitions and divestitures. We believe that such litigation, claims and administrative proceedings will not have a material adverse impact on our financial position or our results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

**Item 4. Mine Safety Disclosures**

Not applicable.

Table of Contents**Part II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities***Market Information*

Our common stock trades on the New York Stock Exchange under the symbol "SPG". The quarterly price range for the shares and the dividends declared per share for each quarter in the last two fiscal years are shown below:

|                         | High      | Low       | Close     | Declared Dividends |
|-------------------------|-----------|-----------|-----------|--------------------|
| <b>2012</b>             |           |           |           |                    |
| 1 <sup>st</sup> Quarter | \$ 146.34 | \$ 125.53 | \$ 145.68 | \$ 0.95            |
| 2 <sup>nd</sup> Quarter | 158.60    | 141.56    | 155.66    | 1.00               |
| 3 <sup>rd</sup> Quarter | 164.17    | 150.85    | 151.81    | 1.05               |
| 4 <sup>th</sup> Quarter | 160.70    | 145.21    | 158.09    | 1.10               |
| <b>2013</b>             |           |           |           |                    |
| 1 <sup>st</sup> Quarter | \$ 164.32 | \$ 156.08 | \$ 158.56 | \$ 1.15            |
| 2 <sup>nd</sup> Quarter | 182.45    | 152.02    | 157.92    | 1.15               |
| 3 <sup>rd</sup> Quarter | 167.00    | 142.47    | 148.23    | 1.15               |
| 4 <sup>th</sup> Quarter | 161.99    | 147.51    | 152.16    | 1.20               |

There is no established public trading market for Simon Property's Class B common stock. Dividends on the Class B common stock are identical to the common stock.

*Holder*

The number of holders of record of common stock outstanding was 1,461 as of December 31, 2013. The Class B common stock is subject to two voting trusts as to which Herbert Simon and David Simon are the trustees. Shares of Class B common stock convert automatically into an equal number of shares of common stock upon the occurrence of certain events and can be converted into shares of common stock at the option of the holders.

*Dividends*

We must pay a minimum amount of dividends to maintain our status as a REIT. Our dividends typically exceed our net income generated in any given year primarily because of depreciation, which is a non-cash expense. Our future dividends and future distributions of the Operating Partnership will be determined by the Board of Directors based on actual results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, and the amount required to maintain our status as a REIT.

Common stock dividends during 2013 aggregated \$4.65 per share. Common stock dividends during 2012 aggregated \$4.10 per share. In January of 2014, our Board of Directors declared a cash dividend of \$1.25 per share of common stock payable on February 28, 2014 to stockholders of record on February 14, 2014.

We offer a dividend reinvestment plan that allows our stockholders to acquire additional shares by automatically reinvesting cash dividends. Shares are acquired pursuant to the plan at a price equal to the prevailing market price of such shares, without payment of any brokerage commission or service charge.

*Unregistered Sales of Equity Securities*

During the fourth quarter of 2013, we issued an aggregate of 274,697 shares of common stock to limited partners of the Operating Partnership in exchange for an equal number of units pursuant to the partnership agreement of the Operating Partnership, as follows:

69,691 shares on December 26, 2013, and

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205,006 shares on November 19, 2013.

In each case, the issuance of the shares of common stock was exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

Table of Contents*Issuances Under Equity Compensation Plans*

For information regarding the securities authorized for issuance under our equity compensation plans, see Item 12 of this report.

**Item 6. Selected Financial Data**

The following tables set forth selected financial data. The selected financial data should be read in conjunction with the financial statements and notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations. Other data we believe is important in understanding trends in our business is also included in the tables.

|  | As of or for the Year Ended December 31, |              |              |              |              |
|--|--|--------------|--------------|--------------|--------------|
|  | 2013                                     | 2012         | 2011         | 2010 (1)     | 2009         |
|  | (in thousands, except per share data)    |              |              |              |              |
| <b>OPERATING DATA:</b>   |  |              |              |              |              |
| Total consolidated revenue   | \$ 5,170,138                             | \$ 4,880,084 | \$ 4,306,432 | \$ 3,957,630 | \$ 3,775,216 |
| Consolidated net income  | 1,551,590                                | 1,719,632    | 1,245,900    | 753,514      | 387,262      |
| Net income attributable to common stockholders                       | \$ 1,316,304                             | \$ 1,431,159 | \$ 1,021,462 | \$ 610,424   | \$ 283,098   |
| <b>BASIC EARNINGS PER SHARE:</b>                                     |  |              |              |              |              |
| Net income attributable to common stockholders                       | \$ 4.24                                  | \$ 4.72      | \$ 3.48      | \$ 2.10      | \$ 1.06      |
| Weighted average shares outstanding                                  | 310,255                                  | 303,137      | 293,504      | 291,076      | 267,055      |
| <b>DILUTED EARNINGS PER SHARE:</b>                                   |  |              |              |              |              |
| Net income attributable to common stockholders                       | \$ 4.24                                  | \$ 4.72      | \$ 3.48      | \$ 2.10      | \$ 1.05      |
| Diluted weighted average shares outstanding                          | 310,255                                  | 303,138      | 293,573      | 291,350      | 268,472      |
| Dividends per share (2)  | \$ 4.65                                  | \$ 4.10      | \$ 3.50      | \$ 2.60      | \$ 2.70      |
| <b>BALANCE SHEET DATA:</b>   |  |              |              |              |              |
| Cash and cash equivalents  | \$ 1,716,863                             | \$ 1,184,518 | \$ 798,650   | \$ 796,718   | \$ 3,957,718 |
| Total assets   | 33,324,574                               | 32,586,606   | 26,216,925   | 24,857,429   | 25,948,266   |
| Mortgages and other indebtedness                                     | 23,588,531                               | 23,113,007   | 18,446,440   | 17,473,760   | 18,630,302   |
| Total equity   | \$ 6,822,632                             | \$ 6,893,089 | \$ 5,544,288 | \$ 5,633,752 | \$ 5,182,962 |
| <b>OTHER DATA:</b>   |  |              |              |              |              |
| Cash flow provided by (used in):                                     |  |              |              |              |              |
| Operating activities   | \$ 2,700,996                             | \$ 2,513,072 | \$ 2,005,887 | \$ 1,755,210 | \$ 1,720,520 |
| Investing activities   | (948,088)                                | (3,580,671)  | (994,042)    | (1,246,695)  | (418,991)    |
| Financing activities   | (1,220,563)                              | 1,453,467    | (1,009,913)  | (3,669,515)  | 1,882,645    |
| Ratio of Earnings to Fixed Charges and Preferred Stock Dividends (3) | 2.32x                                    | 2.49x        | 2.10x        | 1.55x        | 1.39x        |
| Funds from Operations (FFO) (4)                                      | \$ 3,205,693                             | \$ 2,884,915 | \$ 2,438,765 | \$ 1,770,491 | \$ 1,812,227 |
| Dilutive FFO allocable to Simon Property                             | \$ 2,744,770                             | \$ 2,420,348 | \$ 2,021,932 | \$ 1,477,497 | \$ 1,523,533 |
| FFO per diluted share  | \$ 8.85                                  | \$ 7.98      | \$ 6.89      | \$ 5.03      | \$ 5.50      |

(1) During the year ended December 31, 2010, we recorded a \$350.7 million loss on extinguishment of debt associated with two unsecured notes tender offers, reducing diluted FFO and diluted earnings per share by \$1.00. We also recorded transaction expenses of \$69.0 million, reducing diluted FFO and diluted earnings per share by \$0.20 and \$0.19, respectively.

(2)

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Represents dividends declared per period.

(3) Ratio calculations for years prior to the year ended December 31, 2012 have been revised to conform to the most recent presentation.

(4) FFO is a non-GAAP financial measure that we believe provides useful information to investors. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations for a definition and reconciliation of FFO to consolidated net income and FFO per share to net income per share.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto that are included in this Annual Report on Form 10-K.

**Overview**

Simon Property Group, Inc., or Simon Property, is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended. REITs will generally not be liable for federal corporate income taxes as long as they continue to distribute not less than 100% of their taxable income. Simon Property Group, L.P., or the Operating Partnership, is our majority-owned partnership subsidiary that owns all of our real estate properties and other assets. In this discussion, the terms "we", "us" and "our" refer to Simon Property, the Operating Partnership, and its subsidiaries.

We own, develop and manage retail real estate properties, which consist primarily of malls, Premium Outlets®, The Mills®, and community/lifestyle centers. As of December 31, 2013, we owned or held an interest in 308 income-producing properties in the United States, which consisted of 156 malls, 66 Premium Outlets, 62 community/lifestyle centers, 13 Mills, and 11 other shopping centers or outlet centers in 38 states and Puerto Rico. We have several Premium Outlets under development and have redevelopment and expansion projects, including the addition of anchors and big box tenants, underway at more than 25 properties in the U.S., Asia, and Mexico. Internationally, as of December 31, 2013, we had ownership interests in nine Premium Outlets in Japan, three Premium Outlets in South Korea, one Premium Outlet in Canada, one Premium Outlet in Mexico, and one Premium Outlet in Malaysia. In 2013, we acquired noncontrolling interests in five operating properties in Europe through our joint venture with McArthurGlen. Of the five properties, two are located in Italy and one each is located in Austria, the Netherlands, and the United Kingdom. Additionally, as of December 31, 2013, we owned a 28.9% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 13 countries in Europe.

On December 13, 2013, we announced a plan to spin off our interests in 98 properties comprised of substantially all of our strip center business and our smaller enclosed malls into an independent, publicly traded REIT (SpinCo). The spin-off is expected to be effectuated through a pro rata special distribution of all of the outstanding common shares of SpinCo to holders of Simon Property common stock as of the distribution record date, and is expected to qualify as a tax-free distribution for U.S. federal income tax purposes. At the time of the separation and distribution, SpinCo will own a percentage of the outstanding units of partnership interest of SpinCo L.P. that is equal to the percentage of outstanding units of partnership interest of the Operating Partnership owned by Simon Property, with the remaining units of SpinCo L.P. owned by the limited partners of the Operating Partnership. We expect the transaction will become effective in the second quarter of 2014. The transaction is subject to certain conditions, including declaration by the U.S. Securities and Exchange Commission that SpinCo's registration statement on Form 10 is effective, filing and approval of SpinCo's listing application, customary third party consents, and formal approval and declaration of the distribution by our Board of Directors. We may, at any time and for any reason until the proposed transaction is complete, abandon the spin-off or modify or change its terms.

We generate the majority of our revenues from leases with retail tenants including:

base minimum rents,

overage and percentage rents based on tenants' sales volume, and

recoverable expenditures such as property operating, real estate taxes, repair and maintenance, and advertising and promotional expenditures.

Revenues of our management company, after intercompany eliminations, consist primarily of management fees that are typically based upon the revenues of the property being managed.

We invest in real estate properties to maximize total financial return which includes both operating cash flows and capital appreciation. We seek growth in earnings, funds from operations, or FFO, and cash flows by enhancing the profitability and operation of our properties and investments. We seek to accomplish this growth through the following:

attracting and retaining high quality tenants and utilizing economies of scale to reduce operating expenses,

expanding and re-tenanting existing highly productive locations at competitive rental rates,

selectively acquiring or increasing our interests in high quality real estate assets or portfolios of assets,



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generating consumer traffic in our retail properties through marketing initiatives and strategic corporate alliances, and  
  
selling selective non-core assets.

We also grow by generating supplemental revenue from the following activities:

establishing our malls as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including payment systems (such as handling fees relating to the sales of bank-issued prepaid cards), national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,

offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,

selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and

generating interest income on cash deposits and investments in loans, including those made to related entities.

We focus on high quality real estate across the retail real estate spectrum. We expand or redevelop properties to enhance profitability and market share of existing assets when we believe the investment of our capital meets our risk-reward criteria. We selectively develop new properties in markets we believe are not adequately served by existing retail outlets.

We routinely review and evaluate acquisition opportunities based on their ability to enhance our portfolio. Our international strategy includes partnering with established real estate companies and financing international investments with local currency to minimize foreign exchange risk.

To support our growth, we employ a three-fold capital strategy:

provide the capital necessary to fund growth,

maintain sufficient flexibility to access capital in many forms, both public and private, and

manage our overall financial structure in a fashion that preserves our investment grade credit ratings.

We consider FFO, net operating income, or NOI, and comparable property NOI (NOI for properties owned and operating in both periods under comparison) to be key measures of operating performance that are not specifically defined by accounting principles generally accepted in the United States, or GAAP. We use these measures internally to evaluate the operating performance of our portfolio and provide a basis for comparison with other real estate companies. Reconciliations of these measures to the most comparable GAAP measure are included below in this discussion.

**Results Overview**

Diluted earnings per common share was \$4.24 in 2013 as compared to \$4.72 for 2012. The \$0.48 decrease in diluted earnings per share was primarily attributable to:

a 2012 gain due to the acquisition of a controlling interest, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net of \$510.0 million, or \$1.41 per diluted share, primarily

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driven by a non-cash gain of \$488.7 million resulting from the remeasurement of our previously held interest to fair value for those properties in which we now have a controlling interest,

partially offset by a 2013 gain due to the sale or disposal of our interests in fourteen properties and the acquisition of a controlling interest in an outlet center of \$107.5 million, or \$0.30 per diluted share, and

improved operating performance and core business fundamentals in 2013 and the impact of our acquisition and expansion activity.

Core business fundamentals improved during 2013 primarily driven by higher tenant sales and strong leasing activity. Our share of portfolio NOI grew by 10.0% in 2013 as compared to 2012. Comparable property NOI also grew 5.2% for our portfolio of U.S. malls and Premium Outlets. Total sales per square foot, or psf, increased 2.5% from \$568 psf at December 31, 2012, to \$582 psf at December 31, 2013, for the U.S. malls and Premium Outlets. Average base minimum rent for U.S. malls and Premium Outlets increased 4.0% to \$42.34 psf as of December 31, 2013, from \$40.73 psf as of December 31, 2012. Releasing spreads remained positive in the U.S. malls and Premium Outlets as we were able to lease available square feet at higher rents than the expiring rental rates on the same space, resulting in a releasing spread (based on total tenant payments less base minimum rent plus common area maintenance) of \$8.94 psf (\$62.19 openings compared to \$53.25 closings) as of December 31, 2013, representing a 16.8% increase over expiring payments. Ending occupancy for the U.S. malls and Premium Outlets was 96.1% as of December 31, 2013, as compared to 95.3% as of December 31, 2012, an increase of 80 basis points.

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Our effective overall borrowing rate at December 31, 2013 on our consolidated indebtedness decreased 15 basis points to 4.84% as compared to 4.99% at December 31, 2012. This reduction was primarily due to a decrease in the effective overall borrowing rate on fixed rate debt of 19 basis points (5.14% at December 31, 2013 as compared to 5.33% at December 31, 2012) combined with a decrease in the effective overall borrowing rate on variable rate debt of 18 basis points (1.22% at December 31, 2013 as compared to 1.40% at December 31, 2012). At December 31, 2013, the weighted average years to maturity of our consolidated indebtedness was 5.4 years as compared to 5.9 years at December 31, 2012.

Our financing activities for the year ended December 31, 2013, included:

the redemption at par or repayment at maturity of \$504.5 million of senior unsecured notes with fixed rates ranging from 5.30% to 7.18%,

repayment of \$145.0 million on our \$4.0 billion unsecured revolving credit facility, or Credit Facility,

new mortgage loan borrowings of \$370.0 million on previously unencumbered properties,

issuance of €750.0 million (\$1.0 billion USD equivalent) of senior unsecured notes at a fixed interest rate of 2.375% with a maturity date of October 2, 2020,

repayment of €422.0 million (\$576.1 million USD equivalent) of borrowings on the Euro tranche of our Credit Facility and

borrowings of \$300.0 million on our Credit Facility on December 30, 2013 which we used to partially fund the Sawgrass Mills mortgage repayment on January 2, 2014; we repaid these Credit Facility borrowings in full on January 22, 2014.

Table of Contents**United States Portfolio Data**

The portfolio data discussed in this overview includes the following key operating statistics: ending occupancy; average base minimum rent per square foot; and total sales per square foot for our domestic assets. We include acquired properties in this data beginning in the year of acquisition and remove disposed properties in the year of disposition. For comparative purposes, we separate the information related to community/lifestyle centers and The Mills from our other U.S. operations. We also do not include any properties located outside of the United States.

The following table sets forth these key operating statistics for:

properties that are consolidated in our consolidated financial statements,

properties we account for under the equity method of accounting as joint ventures, and

the foregoing two categories of properties on a total portfolio basis.

|  | 2013           | %/Basis Points<br>Change (1) | 2012           | %/Basis Points<br>Change (1) | 2011           |
|--|----------------|------------------------------|----------------|------------------------------|----------------|
| <b>U.S. Malls and Premium Outlets:</b>           |                |                              |                |                              |                |
| <b>Ending Occupancy</b>                          |                |                              |                |                              |                |
| Consolidated                                     | 96.3%          | +90 bps                      | 95.4%          | +50 bps                      | 94.9%          |
| Unconsolidated                                   | 95.2%          | +10 bps                      | 95.1%          | +150 bps                     | 93.6%          |
| <b>Total Portfolio</b>                           | <b>96.1%</b>   | <b>+80 bps</b>               | <b>95.3%</b>   | <b>+70 bps</b>               | <b>94.6%</b>   |
| <b>Average Base Minimum Rent per Square Foot</b> |                |                              |                |                              |                |
| Consolidated                                     | \$40.22        | 4.4%                         | \$38.53        | 2.9%                         | \$37.45        |
| Unconsolidated                                   | \$49.74        | 2.1%                         | \$48.71        | 4.7%                         | \$46.54        |
| <b>Total Portfolio</b>                           | <b>\$42.34</b> | <b>4.0%</b>                  | <b>\$40.73</b> | <b>3.4%</b>                  | <b>\$39.40</b> |
| <b>Total Sales per Square Foot</b>               |                |                              |                |                              |                |
| Consolidated                                     | \$563          | 2.5%                         | \$549          | 6.0%                         | \$518          |
| Unconsolidated                                   | \$664          | 2.0%                         | \$651          | 8.5%                         | \$600          |
| <b>Total Portfolio</b>                           | <b>\$582</b>   | <b>2.5%</b>                  | <b>\$568</b>   | <b>6.6%</b>                  | <b>\$533</b>   |
| <b>The Mills®:</b>                               |                |                              |                |                              |                |
| <b>Ending Occupancy</b>                          |                |                              |                |                              |                |
|  | 98.5%          | +130 bps                     | 97.2%          | +20 bps                      | 97.0%          |
| <b>Average Base Minimum Rent per Square Foot</b> |                |                              |                |                              |                |
|  | \$23.79        | 5.4%                         | \$22.58        | 4.2%                         | \$21.67        |
| <b>Total Sales per Square Foot</b>               |                |                              |                |                              |                |
|  | \$529          | 3.7%                         | \$510          | 5.4%                         | \$484          |
| <b>Community/Lifestyle Centers:</b>              |                |                              |                |                              |                |
| <b>Ending Occupancy</b>                          |                |                              |                |                              |                |
|  | 95.0%          | +30 bps                      | 94.7%          | +120 bps                     | 93.5%          |
| <b>Average Base Minimum Rent per Square Foot</b> |                |                              |                |                              |                |
|  | \$14.59        | 3.9%                         | \$14.04        | 2.4%                         | \$13.71        |

(1) Percentages may not recalculate due to rounding. Percentage and basis point changes are representative of the change from the comparable prior period.

**Ending Occupancy Levels and Average Base Minimum Rent per Square Foot.** Ending occupancy is the percentage of gross leasable area, or GLA, which is leased as of the last day of the reporting period. We include all company owned space except for mall anchors, mall majors, mall freestanding and mall outlots in the calculation. Base minimum rent per square foot is the average base minimum rent charge in effect for the reporting period for all tenants that would qualify to be included in ending occupancy.

**Total Sales per Square Foot.** Total sales include total reported retail tenant sales on a trailing 12-month basis at owned GLA (for mall stores with less than 10,000 square feet) in the malls and all reporting tenants at the Premium Outlets and The Mills. Retail sales at owned GLA affect revenue and profitability levels because sales determine the amount of minimum rent that can be charged, the percentage rent realized, and the recoverable expenses (common area maintenance, real estate taxes, etc.) that tenants can afford to pay.



Table of Contents*Current Leasing Activities*

During 2013, we signed 1,127 new leases and 1,711 renewal leases (excluding mall anchors and majors, new development, redevelopment, expansion, downsizing, and relocation) with a fixed minimum rent across our U.S. malls and Premium Outlets portfolio, comprising approximately 8.4 million square feet of which 6.5 million square feet related to consolidated properties. During 2012, we signed 1,217 new leases and 2,074 renewal leases, comprising approximately 10.3 million square feet of which 7.7 million square feet related to consolidated properties. The average annual initial base minimum rent for new leases was \$45.13 psf in 2013 and \$40.46 psf in 2012 with an average tenant allowance on new leases of \$32.48 psf and \$36.45 psf, respectively.

*International Property Data*

The following are selected key operating statistics for our Premium Outlets in Japan. The information used to prepare these statistics has been supplied by the managing venture partner.

|  | December 31,<br>2013 | %/basis<br>point<br>Change | December 31,<br>2012 | %/basis<br>point<br>Change | December 31,<br>2011 |
|--|----------------------|----------------------------|----------------------|----------------------------|----------------------|
| Ending Occupancy                             | 99.4%                | -10 bps                    | 99.5%                | -50 bps                    | 100%                 |
| Total Sales per Square Foot                  | ¥90,959              | 3.69%                      | ¥87,720              | 1.09%                      | ¥86,773              |
| Average Base Minimum Rent per<br>Square Foot | ¥4,888               | 2.05%                      | ¥4,790               | -0.91%                     | ¥4,834               |

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**Critical Accounting Policies**

The preparation of financial statements in conformity with GAAP requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances. These judgments affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of our financial statements. From time to time, we reevaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. Below is a discussion of accounting policies that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain. For a summary of our significant accounting policies, see Note 3 of the Notes to Consolidated Financial Statements.

We, as a lessor, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue minimum rents on a straight-line basis over the terms of their respective leases. Substantially all of our retail tenants are also required to pay overage rents based on sales over a stated base amount during the lease year. We recognize overage rents only when each tenant's sales exceed its sales threshold.

We review investment properties for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of investment properties may not be recoverable. These circumstances include, but are not limited to, a decline in a property's cash flows, occupancy or comparable sales per square foot. We measure any impairment of investment property when the estimated undiscounted operating income before depreciation and amortization plus its residual value is less than the carrying value of the property. To the extent impairment has occurred, we charge to income the excess of carrying value of the property over its estimated fair value. We may decide to sell properties that are held for use and the sale prices of these properties may differ from their carrying values. We also review our investments, including investments in unconsolidated entities, if events or circumstances change indicating that the carrying amount of our investments may not be recoverable. We will record an impairment charge if we determine that a decline in the fair value of the investments below carrying value is other-than-temporary. Changes in economic and operating conditions that occur subsequent to our review of recoverability of investment property and other investments could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.

To maintain our status as a REIT, we must distribute at least 90% of our taxable income in any given year and meet certain asset and income tests. We monitor our business and transactions that may potentially impact our REIT status. In the unlikely event that we fail to maintain our REIT status, and available relief provisions do not apply, then we would be required to pay federal income taxes at regular corporate income tax rates during the period we did not qualify as a REIT. If we lost our REIT status, we could not elect to be taxed as a REIT for four years unless our failure was due to reasonable cause and certain other conditions were met. As a result, failing to maintain REIT status would result in a significant increase in the income tax expense recorded and paid during those periods.

We make estimates as part of our allocation of the purchase price of acquisitions to the various components of the acquisition based upon the fair value of each component. The most significant components of our allocations are typically the allocation of fair value to the buildings as-if-vacant, land and market value of in-place leases. In the case of the fair value of buildings and the allocation of value to land and other intangibles, our estimates of the values of these components will affect the amount of depreciation we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the market value of in-place leases, we make our best estimates of the tenants' ability to pay rents based upon the tenants' operating performance at the property, including the competitive position of the property in its market as well as sales psf, rents psf, and overall occupancy cost for the tenants in place at the acquisition date. Our assumptions affect the amount of future revenue that we will recognize over the remaining lease term for the acquired in-place leases.

A variety of costs are incurred in the development and leasing of properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a





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development project is substantially complete and capitalization must cease involves a degree of judgment. The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We consider a construction project as substantially completed and held available for occupancy and cease capitalization of costs upon opening.

**Results of Operations**

In addition to the activity discussed above in "Results Overview" section, the following acquisitions, openings, and dispositions of consolidated properties affected our consolidated results from continuing operations in the comparative periods:

On October 10, 2013, we re-opened the redeveloped The Shops at Nanuet, a 750,000 square foot open-air, state-of-the-art main street center located in Nanuet, New York.

On September 27, 2013, we re-opened the redeveloped University Town Plaza, a 580,000 square foot community center located in Pensacola, Florida.

On May 30, 2013, we acquired a 390,000 square foot outlet center located near Portland, Oregon.

On April 4, 2013, we opened Phoenix Premium Outlets in Chandler, Arizona, a 360,000 square foot upscale outlet center.

During 2013, we disposed of two malls, four community centers, and two non-core retail properties.

On December 4, 2012, we acquired the remaining 50% noncontrolling interest in two previously consolidated outlet properties located in Livermore, California, and Grand Prairie, Texas, which opened on November 8, 2012 and August 16, 2012, respectively.

On June 14, 2012, we opened Merrimack Premium Outlets, a 410,000 square foot outlet center located in Hillsborough County, serving the Greater Boston and Nashua markets.

On March 29, 2012, Opry Mills re-opened after completion of the restoration of the property following the significant flood damage which occurred in May 2010.

On March 22, 2012, we acquired, through an acquisition of substantially all of the assets of The Mills Limited Partnership, or TMLP, additional interests in 26 joint venture properties in a transaction we refer to as the Mills transaction. Nine of these properties became consolidated properties at the acquisition date.

During 2012, we disposed of one mall, two community centers and six non-core retail properties.

On December 31, 2011, a 50% joint venture distributed a portfolio of properties to us and our joint venture partner. We now consolidate those properties we received in the distribution.

On August 25, 2011, we acquired additional interests in The Plaza at King of Prussia and The Court at King of Prussia, or, collectively, King of Prussia, a 2.4 million square foot mall in the Philadelphia market, which had previously been accounted for under the equity method. We now have a controlling interest in this property and its results are consolidated as of the

acquisition date.

On July 19, 2011, we acquired a 100% ownership interest in a 222,000 square foot lifestyle center located in Albuquerque, New Mexico.

During 2011, we disposed of four of our non-core retail properties and one of our malls.

In addition to the activities discussed above and in "Results Overview", the following acquisitions, dispositions, and openings of joint venture properties affected our income from unconsolidated entities in the comparative periods:

On October 16, 2013, we acquired noncontrolling interests in portions of four Designer Outlets, which include Parndorf (Vienna, Austria), La Reggia (Naples, Italy), Noventa di Piave (Venice, Italy), and Roermond (Roermond, Netherlands), through our joint venture with McArthurGlen.

On August 29, 2013, we and our partner, Shinsegae Group, opened Busan Premium Outlets, a 360,000 square foot outlet located in Busan, South Korea.

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On August 22, 2013, we and our partner, Woodmont Outlets, opened St. Louis Premium Outlets, a 350,000 square foot outlet center. We have a 60% noncontrolling interest in this new center.

On August 2, 2013, through our joint venture with McArthurGlen, we acquired a noncontrolling interest in Ashford Designer Outlet located in Kent, UK.

On August 1, 2013, we and our partner, Calloway Real Estate Investment Trust, opened Toronto Premium Outlets in Canada, a 360,000 square foot outlet center serving the Greater Toronto area.

On April 19, 2013, we and our partner, Mitsubishi Estate Co., LTD., opened Shisui Premium Outlets, a 230,000 square foot outlet center located in Shisui (Chiba), Japan.

During 2013, we increased our economic interest in three community centers and subsequently disposed of our interests in those properties. We also disposed of our interest in three non-core retail properties.

On December 31, 2012, we contributed The Shops at Mission Viejo, a wholly-owned property, to a newly formed joint venture in exchange for an interest in Woodfield Mall, a property contributed to the same joint venture by our joint venture partner.

On October 19, 2012, we and our partner, Tanger Factory Outlet Centers, Inc., opened Tanger Outlets in Galveston/Houston, a 350,000 square foot upscale outlet center located in Texas City, Texas. We have a 50% noncontrolling interest in this new center.

On June 4, 2012, we acquired a 50% interest in a 465,000 square foot outlet center located in Destin, Florida.

As discussed above, on March 22, 2012, we acquired additional interests in 26 joint venture properties in the Mills transaction. Of these 26 properties, 16 remain unconsolidated.

On March 14, 2012, we acquired a 28.7% equity stake in Klépierre. On May 21, 2012, Klépierre paid a dividend, which we elected to receive in additional shares, increasing our ownership to approximately 28.9%.

On January 9, 2012, we sold our entire ownership interest in Gallerie Commerciali Italia, S.p.A, or GCI, a joint venture which at the time owned 45 properties located in Italy to our venture partner, Auchan S.A.

On January 6, 2012, we acquired an additional 25% interest in Del Amo Fashion Center.

During 2012, we disposed of our interests in three non-core retail properties and one mall.

On December 2, 2011, we and our partner, Genting Berhad, opened Johor Premium Outlets, a 173,000 square foot outlet center in Johor, Malaysia.

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During the third quarter of 2011, we contributed a wholly-owned property to a joint venture which held our interests in nine unconsolidated properties. The transaction effectively exchanged a portion of our interest in this previously wholly-owned property for increased ownership interests in the nine unconsolidated properties.

On March 17, 2011, we and our partner, Shinsegae International Co., opened Paju Premium Outlets, a 328,000 square foot outlet center in Paju, South Korea.

During 2011, we disposed of one of our malls.

For the purposes of the following comparisons between the years ended December 31, 2013 and 2012 and the years ended December 31, 2012 and 2011, the above transactions are referred to as the property transactions. In the following discussions of our results of operations, "comparable" refers to properties we owned and operated in both years in the year-to-year comparisons.

### ***Year Ended December 31, 2013 vs. Year Ended December 31, 2012***

Minimum rents increased \$186.1 million during 2013, of which the property transactions accounted for \$99.7 million of the increase. Comparable rents increased \$86.4 million, or 3.2%, primarily attributable to an \$83.9 million increase in base minimum rents. Overage rents increased \$27.7 million, or 14.2%, as a result of an increase in tenant sales at the comparable properties in 2013 compared to 2012 of \$20.7 million as well as an increase related to the property transactions of \$7.0 million.

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Tenant reimbursements increased \$102.6 million, due to a \$40.4 million increase attributable to the property transactions and a \$62.2 million, or 5.3%, increase in the comparable properties primarily due to annual fixed contractual increases related to common area maintenance and higher reimbursements for the tenants' pro rata share of real estate taxes.

Total other income decreased \$25.0 million, principally as a result of the following:

a \$18.3 million decrease in interest income primarily related to the repayment of related party loans and loans held for investment,

a \$12.4 million gain in 2012 on the sale of our investments in two multi-family residential facilities,

an \$8.4 million decrease in land sale activity, and

a \$7.7 million decrease in lease settlement income due to a higher number of terminated leases in 2012,

partially offset by an increase related to a \$7.9 million gain on the sale of a non-retail office building in 2013,

a \$7.7 million increase in financing and other fee revenue earned from joint ventures, net of eliminations, and

a \$6.2 million increase in net other activity.

Depreciation and amortization expense increased \$33.0 million primarily due to the additional depreciable assets related to the property transactions.

Real estate tax expense increased \$25.6 million primarily due to an \$14.9 million increase related to the property transactions.

Repairs and maintenance expense increased \$4.6 million primarily as a result of increased snow removal costs compared to the prior year period.

During 2013, we recorded a provision for credit losses of \$7.7 million whereas in the prior year the provision was \$12.8 million. Both amounts reflect the overall strong economic health of our tenants.

Home and regional office costs increased \$17.0 million primarily related to higher personnel costs.

Interest expense increased \$10.1 million primarily due to an increase of \$21.9 million related to the property transactions partially offset by the net impact of the financing activities and reduction in the effective overall borrowing rate as previously discussed.

Income and other taxes increased \$23.9 million due to taxes related to certain of our international investments and an increase in state income taxes.

Income from unconsolidated entities increased \$73.4 million primarily due to the increase in ownership in the joint venture properties acquired as part of the Mills transaction, the 2012 acquisition of an equity stake in Klépierre, our acquisition and expansion activity and favorable results of operations from joint venture properties partially offset by an extinguishment charge related to the refinancing of Aventura Mall.

During 2013, we increased our economic interest in three unconsolidated community centers and subsequently disposed of our interests in those properties. Additionally, we disposed of our interests in two malls, four community centers, five non-core retail properties and recorded a gain on the acquisition of an outlet center. The aggregate gain recognized on these transactions was approximately \$107.5 million. During 2012, we disposed of our interest in GCI, four unconsolidated properties, and eight consolidated retail properties for a net gain of \$43.7 million

and acquired a controlling interest in nine properties previously accounted for under the equity method in the Mills transaction which resulted in the recognition of a non-cash gain of \$488.7 million. In addition, we recorded an other-than-temporary impairment charge of \$22.4 million on our remaining investment in SPG-FCM Ventures, LLC, or SPG-FCM, which holds our investment in TMLP, representing the excess of carrying value over the estimated fair value.

Net income attributable to noncontrolling interests decreased \$53.2 million due to a decrease in the net income of the Operating Partnership and a decline in the percentage ownership of the limited partners in the Operating Partnership.

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*Year Ended December 31, 2012 vs. Year Ended December 31, 2011*

Minimum rents increased \$351.1 million during 2012, of which the property transactions accounted for \$280.4 million of the increase. Comparable rents increased \$70.7 million, or 2.7%, primarily attributable to a \$76.0 million increase in base minimum rents. Overage rents increased \$54.9 million, or 39.0%, as a result of the property transactions and an increase in tenant sales in 2012 compared to 2011 at the comparable properties of \$31.3 million.

Tenant reimbursements increased \$163.0 million, due to a \$141.8 million increase attributable to the property transactions and a \$21.2 million, or 1.9%, increase in the comparable properties primarily due to annual fixed contractual increases related to common area maintenance and higher reimbursements for the tenants' pro rata share of real estate taxes, offset partially by a decrease in utility recoveries due to lower electricity costs.

Total other income increased \$4.2 million, principally as a result of the following:

a \$12.4 million increase from a gain on the sale of our investments in two multi-family residential facilities,

an \$11.7 million increase in land sale activity, and

a \$9.7 million increase in financing and other fee revenue earned from joint ventures net of eliminations,

partially offset by a decrease in interest income of \$24.8 million related to the repayment of related party loans and loans held for investment, and

\$4.8 million of net other activity.

Property operating expense increased \$33.2 million primarily related to a \$49.1 million increase attributable to the property transactions partially offset by a \$15.9 million decrease in comparable property activity due primarily to our continued cost savings efforts.

Depreciation and amortization expense increased \$191.6 million primarily due to the additional depreciable assets related to the property transactions.

Real estate tax expense increased \$49.5 million primarily due to a \$44.3 million increase related to the property transactions.

During 2012, we recorded a provision for credit losses of \$12.8 million whereas in the prior year the provision was \$6.5 million. Both amounts reflect the overall strong economic health of our tenants.

General and administrative expense increased \$10.8 million primarily as a result of increased long-term performance based incentive compensation costs including amortization of the CEO retention award which commenced mid-year 2011.

Marketable and non-marketable securities charges and realized gains, net, of \$6.4 million in 2012 was the result of the sale of all of our investments in Capital Shopping Centres Group PLC and Capital & Counties Properties PLC for a gain of \$82.7 million, partially offset by other-than-temporary non-cash impairment charges related to certain non-marketable investments in securities of \$76.3 million.

Interest expense increased \$143.5 million primarily due to an increase of \$113.3 million related to the property transactions. The remainder of the increase resulted from the following:

borrowings on the Euro tranche of the Credit Facility, and

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the issuance of unsecured notes in the first and fourth quarters of 2012 and the fourth quarter of 2011,

partially offset by a lower effective overall borrowing rate,

decreased interest expense related to the repayment of \$536.2 million of mortgages at 19 properties during 2012,

the payoff of a \$735.0 million secured term loan, and

the payoff of \$231.0 million of unsecured notes in 2012 and \$542.5 million of unsecured notes in 2011.

Income and other taxes increased \$4.3 million due to income-based and withholding taxes on dividends from certain of our international investments.



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Income from unconsolidated properties increased \$50.7 million as result of the property transactions, primarily due to the increase in ownership in the joint venture properties acquired as part of the Mills transaction, and favorable results of operations from the portfolio of joint venture properties.

During 2012, we disposed of our interest in GCI, four unconsolidated properties, and eight consolidated retail properties for a net gain of \$43.7 million and acquired a controlling interest in nine properties previously accounted for under the equity method in the Mills transaction which resulted in the recognition of a non-cash gain of \$488.7 million. In addition, we recorded an other-than-temporary impairment charge of \$22.4 million on our remaining investment in SPG-FCM, which holds our investment in TMLP, representing the excess of carrying value over the estimated fair value. During 2011, we disposed of our interest in an unconsolidated mall, one consolidated mall, and four non-core retail properties, and acquired a controlling interest in a mall previously accounted for under the equity method. In addition, on December 31, 2011, a joint venture in which we had a 50% interest was dissolved and, as a result, distributed a portfolio of properties to us and our joint venture partner. We now consolidate the six properties we received in the distribution and recorded a non-cash gain representing the fair value of the net assets received in excess of the carrying value of our interest in the joint venture portfolio. These transactions resulted in an aggregate net gain in 2011 of \$216.6 million.

Net income attributable to noncontrolling interests increased \$64.0 million primarily due to an increase in the income of the Operating Partnership.

**Liquidity and Capital Resources**

Because we own long-lived income-producing assets, our financing strategy relies primarily on long-term fixed rate debt. We minimize the use of floating rate debt and may enter into floating rate to fixed rate interest rate swaps. Floating rate debt comprised only 7.5% of our total consolidated debt at December 31, 2013. We also enter into interest rate protection agreements to manage our interest rate risk. We derive most of our liquidity from positive net cash flow from operations and distributions of capital from unconsolidated entities that totaled \$3.4 billion during 2013. In addition, the Credit Facility and the \$2.0 billion supplemental unsecured revolving credit facility, or Supplemental Facility, provide alternative sources of liquidity as our cash needs vary from time to time. Borrowing capacity under each of these facilities can be increased at our sole option as discussed further below.

Our balance of cash and cash equivalents increased \$532.3 million during 2013 to \$1.7 billion as of December 31, 2013 as further discussed in "Cash Flows" below.

On December 31, 2013, we had an aggregate available borrowing capacity of \$4.8 billion under the two facilities, net of outstanding borrowings of \$1.2 billion and letters of credit of \$41.9 million. For the year ended December 31, 2013, the maximum amount outstanding under the two facilities was \$1.6 billion and the weighted average amount outstanding was \$1.3 billion. The weighted average interest rate was 1.05% for the year ended December 31, 2013.

We and the Operating Partnership have historically had access to public equity and long term unsecured debt markets and access to secured debt and private equity from institutional investors at the property level.

Our business model and status as a REIT requires us to regularly access the debt markets to raise funds for acquisition, development and redevelopment activity, and to refinance maturing debt. We may also, from time to time, access the equity capital markets to accomplish our business objectives. We believe we have sufficient cash on hand and availability under the Credit Facility and the Supplemental Facility to address our debt maturities and capital needs through 2014.

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**Cash Flows**

Our net cash flow from operating activities and distributions of capital from unconsolidated entities totaled \$3.4 billion during 2013, which includes distributions of \$358.0 million for our share of excess proceeds from the refinancing of two joint venture properties. In addition, we had net proceeds from our debt financing and repayment activities of \$473.2 million in 2013. These activities are further discussed below under "Financing and Debt." During 2013, we or the Operating Partnership also:

funded the acquisition of an outlet center, deposits for the acquisition of an undeveloped land parcel, a long-term ground lease buyout, and an ownership interest in a European property management and development company and related outlet operating properties for \$866.5 million,

received proceeds of \$274.1 million from the sale of two malls, seven community/lifestyle centers, and two other retail properties,

paid stockholder dividends and unitholder distributions totaling \$1.7 billion,

funded consolidated capital expenditures of \$841.2 million (includes development and other costs of \$42.7 million, redevelopment and expansion costs of \$553.5 million, and tenant costs and other operational capital expenditures of \$245.0 million), and

funded investments in unconsolidated entities of \$143.1 million and construction loans to joint ventures of \$99.1 million.

In general, we anticipate that cash generated from operations will be sufficient to meet operating expenses, monthly debt service, recurring capital expenditures, and dividends to stockholders necessary to maintain our REIT qualification on a long-term basis. In addition, we expect to be able to generate or obtain capital for nonrecurring capital expenditures, such as acquisitions, major building redevelopments and expansions, as well as for scheduled principal maturities on outstanding indebtedness, from:

excess cash generated from operating performance and working capital reserves,

borrowings on our credit facilities,

additional secured or unsecured debt financing, or

additional equity raised in the public or private markets.

We expect to generate positive cash flow from operations in 2014, and we consider these projected cash flows in our sources and uses of cash. These cash flows are principally derived from rents paid by our retail tenants. A significant deterioration in projected cash flows from operations could cause us to increase our reliance on available funds from our credit facilities, curtail planned capital expenditures, or seek other additional sources of financing as discussed above.

**Financing and Debt**

*Unsecured Debt*

At December 31, 2013, our unsecured debt consisted of \$13.9 billion of senior unsecured notes of the Operating Partnership, net of discounts, \$960.1 million outstanding under our Credit Facility, \$212.2 million outstanding under our Supplemental Facility, and \$240.0 million outstanding under an unsecured term loan. The December 31, 2013 balance on the Credit Facility included \$660.1 million (U.S. dollar equivalent) of Euro-denominated borrowings and the entire balance on the Supplemental Facility on such date consisted of Yen-denominated

borrowings, both of which are designated as net investment hedges of a portion of our international investments.

On December 31, 2013, we had an aggregate available borrowing capacity of \$4.8 billion under the two credit facilities. The maximum outstanding balance of the credit facilities during the year ended December 31, 2013 was \$1.6 billion and the weighted average outstanding balance was \$1.3 billion. Letters of credit of \$41.9 million were outstanding under the two facilities as of December 31, 2013.

The Credit Facility's initial borrowing capacity of \$4.0 billion can be increased at our sole option to \$5.0 billion during its term. The Credit Facility will initially mature on October 30, 2015 and can be extended for an additional year at our sole option. As of December 31, 2013, the base interest rate on the Credit Facility was LIBOR plus 95 basis points (reflects a five basis point reduction effective May 16, 2013) with an additional facility fee of 15 basis points. In addition, the Credit

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Facility provides for a money market competitive bid option program that allows us to hold auctions to achieve lower pricing for short-term borrowings. The Credit Facility also includes a \$2.0 billion multi-currency tranche.

The Supplemental Facility's borrowing capacity of \$2.0 billion can be increased at our sole option to \$2.5 billion during its term. The Supplemental Facility will initially mature on June 30, 2016 and can be extended for an additional year at our sole option. As of December 31, 2013, the base interest rate on the Supplemental Facility was LIBOR plus 95 basis points (reflects a five basis point reduction effective May 16, 2013) with an additional facility fee of 15 basis points. Like the Credit Facility, the Supplemental Facility provides for a money market competitive bid option program and allows for multi-currency borrowings.

During 2013, we redeemed at par or repaid at maturity \$504.5 million of senior unsecured notes with fixed rates ranging from 5.30% to 7.18% with cash on hand. In addition, we repaid a \$240.0 million mortgage loan with the proceeds from a \$240.0 million unsecured term loan. The term loan has a capacity of up to \$300.0 million, bears interest at LIBOR plus 110 basis points and matures on February 28, 2016 with two available one-year extension options.

On October 2, 2013, the Operating Partnership issued €750.0 million (\$1.0 billion USD equivalent) of senior unsecured notes at a fixed interest rate of 2.375% with a maturity date of October 2, 2020. Proceeds from the unsecured notes offering were used to pay down a portion of Euro-denominated borrowings on the Credit Facility and fund the acquisition of various assets in the McArthurGlen transactions further discussed in Note 7. These notes are designated as a net investment hedge of our Euro-denominated international investments.

On December 30, 2013, we borrowed \$300.0 million on our Credit Facility to partially fund the Sawgrass Mills mortgage repayment on January 2, 2014. These Credit Facility borrowings were repaid in full on January 22, 2014 using unsecured notes proceeds as discussed below.

On January 21, 2014, the Operating Partnership issued \$600.0 million of senior unsecured notes at a fixed interest rate of 2.20% with a maturity date of February 1, 2019 and \$600.0 million of senior unsecured notes at a fixed interest rate of 3.75% with a maturity date of February 1, 2024. Proceeds from the unsecured notes offering were used to repay debt and for general corporate purposes.

***Mortgage Debt***

Total mortgage indebtedness was \$8.2 billion and \$8.0 billion at December 31, 2013 and 2012, respectively. During 2013, we added \$370.0 million in new mortgage loans on previously unencumbered assets with a weighted average interest rate of 4.04%.

On January 2, 2014, we repaid the \$820.0 million outstanding mortgage at Sawgrass Mills originally maturing July 1, 2014 with cash on hand and the borrowings on our Credit Facility as discussed above.

In November 2013, one of our joint venture properties refinanced its \$430.0 million mortgage maturing December 11, 2017 with a \$1.2 billion mortgage that matures December 1, 2020. The fixed interest rate was reduced from 5.91% to 3.75% as a result of this transaction and an extinguishment charge of \$82.8 million was incurred.

***Covenants***

Our unsecured debt agreements contain financial covenants and other non-financial covenants. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender including adjustments to the applicable interest rate. As of December 31, 2013, we are in compliance with all covenants of our unsecured debt.

At December 31, 2013, we or our subsidiaries were the borrowers under 80 non-recourse mortgage notes secured by mortgages on 80 properties, including seven separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of 27 properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties which serve as collateral for that debt. If the borrower fails to comply with these covenants, the lender could accelerate the debt and enforce its right against their collateral. At December 31, 2013, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually, or giving effect to applicable cross-default provisions in the aggregate, have a material adverse effect on our financial condition, results of operations or cash flows.

Table of Contents**Summary of Financing**

Our consolidated debt, adjusted to reflect outstanding derivative instruments, and the effective weighted average interest rates as of December 31, 2013 and 2012, consisted of the following (dollars in thousands):

| Debt Subject to      | Adjusted Balance<br>as of<br>December 31, 2013 | Effective<br>Weighted<br>Average<br>Interest Rate | Adjusted Balance<br>as of<br>December 31, 2012 | Effective<br>Weighted<br>Average<br>Interest Rate |
|----------------------|--|---|--|---|
| <b>Fixed Rate</b>    | <b>\$ 21,826,232</b>                           | <b>5.14%</b>                                      | <b>\$ 21,077,358</b>                           | <b>5.33%</b>                                      |
| <b>Variable Rate</b> | <b>1,762,299</b>                               | <b>1.22%</b>                                      | <b>2,035,649</b>                               | <b>1.40%</b>                                      |
|                      | <b>\$ 23,588,531</b>                           | <b>4.84%</b>                                      | <b>\$ 23,113,007</b>                           | <b>4.99%</b>                                      |

**Contractual Obligations and Off-balance Sheet Arrangements**

In regards to long-term debt arrangements, the following table summarizes the material aspects of these future obligations on our consolidated indebtedness as of December 31, 2013, and subsequent years thereafter (dollars in thousands) assuming the obligations remain outstanding through initial maturities including applicable exercise of available extension options:

|   | 2014         | 2015 and<br>2016 | 2017 and<br>2018 | After 2018   | Total         |
|---|--------------|------------------|------------------|--------------|---------------|
| Long Term Debt (1)                                  | \$ 2,072,529 | \$ 6,977,913     | \$ 5,626,566     | \$ 8,886,074 | \$ 23,563,082 |
| Interest Payments (2)                               | 1,055,625    | 1,743,903        | 1,034,079        | 2,211,133    | 6,044,740     |
| Consolidated Capital Expenditure<br>Commitments (3) | 170,436      |                  |                  |              | 170,436       |
| Lease Commitments (4)                               | 25,974       | 67,842           | 73,681           | 1,012,997    | 1,180,494     |

- (1) Represents principal maturities only and therefore, excludes net premiums of \$25,449.
- (2) Variable rate interest payments are estimated based on the LIBOR rate at December 31, 2013.
- (3) Represents contractual commitments for capital projects and services at December 31, 2013. Our share of estimated 2014 development, redevelopment and expansion activity is further discussed below in the "Development Activity" section.
- (4) Represents only the minimum non-cancellable lease period, excluding applicable lease extension and renewal options.

Certain of our consolidated properties have redemption features whereby the remaining interest in a property or portfolio of properties can be redeemed at the option of the holder or in circumstances that may be outside our control. These amounts are accounted for as temporary equity within limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties in the accompanying consolidated balance sheets and totaled \$164.9 million at December 31, 2013.

Our off-balance sheet arrangements consist primarily of our investments in joint ventures which are common in the real estate industry and are described in Note 7 to the Notes to Consolidated Financial Statements. Our joint ventures typically fund their cash needs through secured debt financings obtained by and in the name of the joint venture entity. The joint venture debt is secured by a first mortgage, is without recourse to the joint venture partners, and does not represent a liability of the partners, except to the extent the partners or their affiliates expressly guarantee the joint venture debt. As of December 31, 2013, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$190.8 million (of which we have a right of recovery from our venture partners of \$83.0 million). Mortgages guaranteed by us

are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not required contractually or otherwise.

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**Acquisitions and Dispositions**

Buy-sell, marketing rights, and other exit mechanisms are common in real estate partnership agreements. Most of our partners are institutional investors who have a history of direct investment in retail real estate. We and our partners in our joint venture properties may initiate these provisions (subject to any applicable lock up or similar restrictions). If we determine it is in our stockholders' best interests for us to purchase the joint venture interest and we believe we have adequate liquidity to execute the purchase without hindering our cash flows, then we may initiate these provisions or elect to buy our partner's interest. If we decide to sell any of our joint venture interests, we expect to use the net proceeds to reduce outstanding indebtedness or to reinvest in development, redevelopment, or expansion opportunities.

**Acquisitions.** On January 10, 2014, we acquired one of our partner's remaining redeemable interests in a portfolio of ten properties for approximately \$113.3 million subject to a pre-existing contractual arrangement. The amount paid to acquire the interests in the seven properties which were previously consolidated is included in limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interest in properties in the accompanying December 31, 2013 consolidated balance sheet.

During the second quarter of 2013, we signed a definitive agreement with McArthurGlen, an owner, developer, and manager of designer outlets, to form one or more joint ventures to invest in certain of its existing designer outlets, development projects, and its property management and development companies. In conjunction with that agreement, we purchased a noncontrolling interest in the property management and development companies of McArthurGlen, and a noncontrolling interest in a development property located in Vancouver, British Columbia. On August 2, 2013 we acquired a noncontrolling interest in Ashford Designer Outlets in Kent, UK. On October 16, 2013 we completed the remaining transactions contemplated by our previously announced definitive agreement with McArthurGlen by acquiring noncontrolling interests in portions of four existing McArthurGlen Designer Outlets Parndorf (Vienna, Austria), La Reggia (Naples, Italy), Noventa di Piave (Venice, Italy), and Roermond (Roermond, Netherlands). Our legal ownership interests in these entities range from 22.5% to 90%.

On May 30, 2013, we acquired a 100% interest in a 390,000 square foot outlet center located near Portland, Oregon for cash consideration of \$146.7 million.

**Dispositions.** We continue to pursue the disposition of properties that no longer meet our strategic criteria or that are not a primary retail venue within their trade area.

During 2013, we increased our economic interest in three unconsolidated community centers and subsequently disposed of our interests in those properties. Additionally, we disposed of our interests in eight consolidated retail properties and three unconsolidated retail properties. The aggregate gain recognized on these transactions was approximately \$80.2 million.

On August 8, 2013, we disposed of our interest in an office property located in the Boston, Massachusetts area. The gain on the sale was \$7.9 million which is included in other income in the accompanying consolidated statements of operations and comprehensive income.

**Development Activity**

**New Domestic Development.** During the third quarter of 2013, we began construction on Charlotte Premium Outlets, a 400,000 square foot project located in Charlotte, North Carolina. We own a 50% noncontrolling interest in this project, which is a joint venture with Tanger Factory Outlet Centers, Inc. The center is expected to open in July of 2014. Our estimated share of the cost of this project is \$46.0 million.

In addition, during the third quarter we began construction on Twin Cities Premium Outlets, a 410,000 square foot project located in Eagan, Minnesota. We own a 35% noncontrolling interest in this project. The center is expected to open in August of 2014. Our estimated share of the cost of this project is \$38.0 million.

On August 22, 2013, we opened St. Louis Premium Outlets, a 350,000 square foot upscale outlet center located in Chesterfield, Missouri. We own a 60% noncontrolling interest in this project, which is a joint venture with Woodmont Outlets. Our share of the cost of this new center was approximately \$50.0 million. The center was 100% leased at opening.

On April 4, 2013, we opened Phoenix Premium Outlets in Chandler, Arizona, a 360,000 square foot upscale outlet center. The cost of this new center, in which we have a 100% interest, was approximately \$70.0 million. The center was 100% leased at opening.

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**Domestic Redevelopments and Expansions.** We routinely incur costs related to construction for significant redevelopment and expansion projects at our properties. We also have reinstated redevelopment and expansion initiatives which we had previously reduced given the downturn in the economy. Redevelopment and expansion projects, including the addition of anchors and big box tenants, are underway at more than 25 properties in the U.S.

We expect our share of development costs for 2014 related to new development, redevelopment, or expansion initiatives to be approximately \$1.1 billion. We expect to fund these capital projects with cash flows from operations. Our estimated stabilized return on invested capital typically ranges between 10-12% for all of our new development, expansion and redevelopment projects.

**Capital Expenditures on Consolidated Properties.** The following table summarizes total capital expenditures on consolidated properties on a cash basis (in millions):

|                                  | 2013          | 2012          | 2011          |
|----------------------------------|---------------|---------------|---------------|
| New Developments                 | \$ 43         | \$ 217        | \$ 68         |
| Redevelopments and Expansions    | 554           | 354           | 157           |
| Tenant Allowances                | 154           | 138           | 119           |
| Operational Capital Expenditures | 90            | 93            | 101           |
| <b>Total</b>                     | <b>\$ 841</b> | <b>\$ 802</b> | <b>\$ 445</b> |

**International Development Activity.** We typically reinvest net cash flow from our international joint ventures to fund future international development activity. We believe this strategy mitigates some of the risk of our initial investment and our exposure to changes in foreign currencies. We have also funded most of our foreign investments with local currency-denominated borrowings that act as a natural hedge against fluctuations in exchange rates. Our consolidated net income exposure to changes in the volatility of the Euro, Yen, Won, and other foreign currencies is not material. We expect our share of international development costs for 2014 will be approximately \$180.0 million, primarily funded through reinvested joint venture cash flow and construction loans.

The following table describes these new development and expansion projects as well as our share of the estimated total cost as of December 31, 2013 (in millions):

| Property                            | Location                             | Gross Leasable Area (sqft) | Our Ownership Percentage | Our Share of Projected Net Cost (in Local Currency) | Our Share of Projected Net Cost (in USD) | Projected Opening Date |
|-------------------------------------|--------------------------------------|----------------------------|--------------------------|---|--|------------------------|
| <b>New Development Projects:</b>    |                                      |                            |                          |   |  |                        |
| Shisui Premium Outlets              | Shisui (Chiba), Japan                | 235,000                    | 40%                      | JPY 3,753   | \$ 38.1                                  | Opened Apr. - 2013     |
| Toronto Premium Outlets             | Halton Hills (Ontario), Canada       | 360,000                    | 50%                      | CAD 79.8  | \$ 77.4                                  | Opened Aug. - 2013     |
| Busan Premium Outlets               | Busan, South Korea                   | 360,000                    | 50%                      | KRW 83,919  | \$ 78.0                                  | Opened Aug. - 2013     |
| Montreal Premium Outlets            | Montreal (Quebec), Canada            | 360,000                    | 50%                      | CAD 81.9  | \$ 76.9                                  | Oct. - 2014            |
| Vancouver Designer Outlets          | Vancouver (British Columbia), Canada | 242,000                    | 45%                      | CAD 68.7  | \$ 64.5                                  | April - 2015           |
| <b>Expansions:</b>                  |                                      |                            |                          |   |  |                        |
| Paju Premium Outlets Phase 2        | Gyeonggi Province, South Korea       | 100,000                    | 50%                      | KRW 19,631  | \$ 17.1                                  | Opened May - 2013      |
| Johor Premium Outlets Phase 2       | Johor, Malaysia                      | 90,000                     | 50%                      | MYR 24.1  | \$ 7.3                                   | Opened Nov. - 2013     |
| Premium Outlets Punta Norte Phase 3 | Mexico City, Mexico                  | 55,000                     | 50%                      | MXN 67.1  | \$ 5.1                                   | Nov. - 2014            |



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|                              |               |        |     |           |    |      |             |
|------------------------------|---------------|--------|-----|-----------|----|------|-------------|
|                              | Gifu (Osaka), |        |     |           |    |      |             |
| Toki Premium Outlets Phase 4 | Japan         | 72,000 | 40% | JPY 1,502 | \$ | 14.3 | Nov. - 2014 |

### Dividends

Common stock dividends during 2013 aggregated \$4.65 per share. Common stock dividends during 2012 aggregated \$4.10 per share. In January of 2014, our Board of Directors declared a cash dividend of \$1.25 per share of common stock payable on February 28, 2014 to stockholders of record on February 14, 2014. We must pay a minimum amount of dividends to maintain our status as a REIT. Our dividends typically exceed our net income generated in any given year primarily because of depreciation, which is a non-cash expense. Our future dividends and future distributions of the Operating Partnership will be determined by the Board of Directors based on actual results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, and the amount required to maintain our status as a REIT.

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**Forward-Looking Statements**

Certain statements made in this section or elsewhere in this report may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we 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. Such factors include, but are not limited to: our ability to meet debt service requirements, the availability of financing, changes in our credit rating, changes in market rates of interest and foreign exchange rates for foreign currencies, the ability to hedge interest rate risk, risks associated with the acquisition, development and expansion of properties, general risks related to retail real estate, the liquidity of real estate investments, environmental liabilities, international, national, regional and local economic climates, changes in market rental rates, trends in the retail industry, relationships with anchor tenants, the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise, risks relating to joint venture properties, intensely competitive market environment in the retail industry, costs of common area maintenance, risks related to our international investments and activities, insurance costs and coverage, terrorist activities, changes in economic and market conditions and maintenance of our status as a real estate investment trust. We discussed these and other risks and uncertainties under the heading "Risk Factors" in our most recent Annual Report on Form 10-K. We may update that discussion in subsequent Quarterly Reports on Form 10-Q, but otherwise we undertake no duty or obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise.

**Non-GAAP Financial Measures**

Industry practice is to evaluate real estate properties in part based on performance measures such as FFO, diluted FFO per share, NOI and comparable property NOI. We believe that these non-GAAP measures are helpful to investors because they are widely recognized measures of the performance of REITs and provide a relevant basis for comparison among REITs. We also use these measures internally to measure the operating performance of our portfolio.

We determine FFO based on the definition set forth by the National Association of Real Estate Investment Trusts, or NAREIT, as consolidated net income computed in accordance with GAAP:

excluding real estate related depreciation and amortization,

excluding gains and losses from extraordinary items and cumulative effects of accounting changes,

excluding gains and losses from the sales or disposals of previously depreciated retail operating properties,

excluding impairment charges of depreciable real estate,

plus the allocable portion of FFO of unconsolidated entities accounted for under the equity method of accounting based upon economic ownership interest, and

all determined on a consistent basis in accordance with GAAP.

We have adopted NAREIT's clarification of the definition of FFO that requires us to include the effects of nonrecurring items not classified as extraordinary, cumulative effect of accounting changes, or a gain or loss resulting from the sale or disposal of, or any impairment charges related to, previously depreciated operating properties.

We include in FFO gains and losses realized from the sale of land, outlot buildings, marketable and non-marketable securities, and investment holdings of non-retail real estate.

You should understand that our computation of these non-GAAP measures might not be comparable to similar measures reported by other REITs and that these non-GAAP measures:

do not represent cash flow from operations as defined by GAAP,

should not be considered as alternatives to consolidated net income determined in accordance with GAAP as a measure of operating performance, and

are not alternatives to cash flows as a measure of liquidity.

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The following schedule reconciles total FFO to consolidated net income and diluted net income per share to diluted FFO per share.

|   | For the Year Ended |              |              |
|---|--------------------|--------------|--------------|
|   | 2013               | 2012         | 2011         |
|   | (in thousands)     |              |              |
| <b>Funds from Operations</b>  | \$ 3,205,693       | \$ 2,884,915 | \$ 2,438,765 |
| <b>Increase in FFO from prior period</b>  | <b>11.1%</b>       | 18.3%        | 37.7%        |
| <b>Consolidated Net Income</b>  | \$ 1,551,590       | \$ 1,719,632 | \$ 1,245,900 |
| <b>Adjustments to Arrive at FFO:</b>  |                    |              |              |
| Depreciation and amortization from consolidated properties  | 1,273,646          | 1,242,741    | 1,047,571    |
| Our share of depreciation and amortization from unconsolidated entities, including Klépierre  | 511,200            | 456,011      | 384,367      |
| Gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net  | (107,515)          | (510,030)    | (216,629)    |
| Net income attributable to noncontrolling interest holders in properties  | (8,990)            | (8,520)      | (8,559)      |
| Noncontrolling interests portion of depreciation and amortization   | (8,986)            | (9,667)      | (8,633)      |
| Preferred distributions and dividends   | (5,252)            | (5,252)      | (5,252)      |
| <b>FFO of the Operating Partnership</b>   | \$ 3,205,693       | \$ 2,884,915 | \$ 2,438,765 |
| FFO allocable to limited partners   | 460,923            | 464,567      | 416,833      |
| <b>Dilutive FFO Allocable to Simon Property</b>   | \$ 2,744,770       | \$ 2,420,348 | \$ 2,021,932 |
| <b>Diluted net income per share to diluted FFO per share reconciliation:</b>  |                    |              |              |
| <b>Diluted net income per share</b>   | \$ 4.24            | \$ 4.72      | \$ 3.48      |
| Depreciation and amortization from consolidated properties and our share of depreciation and amortization from unconsolidated entities, including Klépierre, net of noncontrolling interests portion of depreciation and amortization | 4.91               | 4.67         | 4.02         |
| Gain upon acquisition of controlling interest, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net   | (0.30)             | (1.41)       | (0.61)       |
| <b>Diluted FFO per share</b>  | \$ 8.85            | \$ 7.98      | \$ 6.89      |

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|  |                |         |         |
|--|----------------|---------|---------|
| Basic weighted average shares outstanding              | <b>310,255</b> | 303,137 | 293,504 |
| Adjustments for dilution calculation:                  |                |         |         |
| Effect of stock options                                |                | 1       | 69      |
| Diluted weighted average shares outstanding            | <b>310,255</b> | 303,138 | 293,573 |
| Weighted average limited partnership units outstanding | <b>52,101</b>  | 58,186  | 60,522  |
| Diluted weighted average shares and units outstanding  | <b>362,356</b> | 361,324 | 354,095 |

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The following schedule reconciles NOI to consolidated net income and sets forth the computations of comparable property NOI.

|  | For the Twelve Months<br>Ended December 31, |                     |
|--|---|---------------------|
|  | 2013  | 2012                |
| (in thousands)   |   |                     |
| <b>Reconciliation of NOI of consolidated properties:</b>   |   |                     |
| <b>Consolidated Net Income</b>   | <b>\$ 1,551,590</b>                         | <b>\$ 1,719,632</b> |
| Income and other taxes   | <b>39,734</b>                               | 15,880              |
| Interest expense   | <b>1,137,139</b>                            | 1,127,025           |
| Income from unconsolidated entities  | <b>(205,259)</b>                            | (131,907)           |
| Gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net | <b>(107,515)</b>                            | (510,030)           |
| <b>Operating Income</b>  | <b>2,415,689</b>                            | 2,220,600           |
| Depreciation and amortization  | <b>1,290,528</b>                            | 1,257,569           |
| <b>NOI of consolidated properties</b>  | <b>\$ 3,706,217</b>                         | <b>\$ 3,478,169</b> |
| <br>   |   |                     |
| <b>Reconciliation of NOI of unconsolidated entities:</b>   |   |                     |
| <b>Net Income</b>  | <b>\$ 641,099</b>                           | <b>\$ 445,528</b>   |
| Interest expense   | <b>694,904</b>                              | 599,400             |
| (Gain) loss from operations of discontinued joint venture interests  | <b>(46)</b>                                 | 20,311              |
| (Gain) loss on disposal of discontinued operations, net  | <b>(51,164)</b>                             | 5,354               |
| <b>Operating Income</b>  | <b>1,284,793</b>                            | 1,070,593           |
| Depreciation and amortization  | <b>528,317</b>                              | 508,083             |
| <b>NOI of unconsolidated entities</b>  | <b>\$ 1,813,110</b>                         | <b>\$ 1,578,676</b> |
| <br>   |   |                     |
| <b>Total consolidated and unconsolidated NOI from continuing operations</b>  | <b>\$ 5,519,327</b>                         | <b>\$ 5,056,845</b> |
| <br>   |   |                     |
| <b>Adjustments to NOI:</b>   |   |                     |
| NOI of discontinued unconsolidated properties  | <b>46</b>                                   | 63,571              |
| <b>Total NOI of our portfolio</b>  | <b>\$ 5,519,373</b>                         | <b>\$ 5,120,416</b> |

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|   |                |         |
|---|----------------|---------|
| Change in NOI from prior period                   | 7.8%           | 2.6%    |
| <b>Add: Our share of NOI from Klépierre</b>       | <b>276,391</b> | 173,310 |
| <b>Less: Joint venture partners' share of NOI</b> | <b>983,612</b> | 919,897 |

|                         |                     |                     |
|-------------------------|---------------------|---------------------|
| <b>Our share of NOI</b> | <b>\$ 4,812,152</b> | <b>\$ 4,373,829</b> |
|-------------------------|---------------------|---------------------|

|  |                     |                     |
|--|---------------------|---------------------|
| Increase in our share of NOI from prior period | 10.0%               | 15.4%               |
| <b>Total NOI of our portfolio</b>              | <b>\$ 5,519,373</b> | <b>\$ 5,120,416</b> |
| <b>NOI from non comparable properties (1)</b>  | <b>1,349,124</b>    | 1,157,488           |

|   |                     |                     |
|---|---------------------|---------------------|
| <b>Total NOI of comparable properties (2)</b> | <b>\$ 4,170,249</b> | <b>\$ 3,962,928</b> |
|---|---------------------|---------------------|

**Increase in NOI of U.S. Malls and Premium Outlets that are comparable properties** **5.2%**

(1) NOI from non comparable properties includes the Mills, community/lifestyle centers, international properties, other retail properties, The Mills Limited Partnership properties, any of our non-retail holdings and results of our corporate and management company operations, NOI of U.S. Malls and Premium Outlets not owned and operated in both periods under comparison and excluded income noted in footnote 2 below.

(2) Comparable properties are U.S. malls and Premium Outlets that were owned in both of the periods under comparison. Excludes lease termination income, interest income, land sale gains and the impact of significant redevelopment activities.

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**Management's Report on Internal Control Over Financial Reporting**

We are responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and disposition of assets;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2013. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (1992).

Based on that assessment, we believe that, as of December 31, 2013, our internal control over financial reporting is effective based on those criteria.

**Item 7A. Qualitative and Quantitative Disclosure About Market Risk**

Our exposure to market risk due to changes in interest rates primarily relates to our long-term debt obligations. We manage exposure to interest rate market risk through our risk management strategy by a combination of interest rate protection agreements to effectively fix or cap a portion of variable rate debt. We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We may enter into treasury lock agreements as part of an anticipated debt issuance. Upon completion of the debt issuance, the cost of these instruments is recorded as part of accumulated other comprehensive income (loss) and is amortized to interest expense over the life of the debt agreement.

Our future earnings, cash flows and fair values relating to financial instruments are dependent upon prevalent market rates of interest, primarily LIBOR, which was at historically low levels during 2013. Based upon consolidated indebtedness and interest rates at December 31, 2013, a 50 basis point increase in the market rates of interest would decrease future earnings and cash flows by approximately \$8.8 million, and would decrease the fair value of debt by approximately \$466.2 million.



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**Item 8. Financial Statements and Supplementary Data**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of  
Simon Property Group, Inc.:

We have audited Simon Property Group, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2013 based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). Simon Property Group, Inc. and Subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Simon Property Group, Inc. and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Simon Property Group, Inc. and Subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2013 of Simon Property Group, Inc. and Subsidiaries, and our report dated February 27, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana  
February 27, 2014

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of  
Simon Property Group, Inc.:

We have audited the accompanying consolidated balance sheets of Simon Property Group, Inc. and Subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2013. Our audit also included the financial statement schedule listed in the Index at Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Simon Property Group, Inc. and Subsidiaries at December 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Simon Property Group, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 27, 2014, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Indianapolis, Indiana  
February 27, 2014

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**Simon Property Group, Inc. and Subsidiaries**  
*Consolidated Balance Sheets*  
(Dollars in thousands, except share amounts)

|  | December 31,<br>2013 | December 31,<br>2012 |
|--|----------------------|----------------------|
| <b>ASSETS:</b>   |                      |                      |
| Investment properties at cost  | \$ 35,126,344        | \$ 34,252,521        |
| Less accumulated depreciation  | 10,067,743           | 9,068,388            |
|  | 25,058,601           | 25,184,133           |
| Cash and cash equivalents  | 1,716,863            | 1,184,518            |
| Tenant receivables and accrued revenue, net  | 581,482              | 521,301              |
| Investment in unconsolidated entities, at equity   | 2,433,399            | 2,108,966            |
| Investment in Klépierre, at equity   | 2,014,415            | 2,016,954            |
| Deferred costs and other assets  | 1,519,814            | 1,570,734            |
| <b>Total assets</b>  | <b>\$ 33,324,574</b> | <b>\$ 32,586,606</b> |
| <b>LIABILITIES:</b>  |                      |                      |
| Mortgages and unsecured indebtedness   | \$ 23,588,531        | \$ 23,113,007        |
| Accounts payable, accrued expenses, intangibles, and deferred revenues   | 1,374,113            | 1,374,172            |
| Cash distributions and losses in partnerships and joint ventures, at equity  | 1,091,591            | 724,744              |
| Other liabilities  | 257,222              | 303,588              |
| <b>Total liabilities</b>   | <b>26,311,457</b>    | <b>25,515,511</b>    |
| Commitments and contingencies  |                      |                      |
| Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties  | 190,485              | 178,006              |
| <b>EQUITY:</b>   |                      |                      |
| Stockholders' Equity   |                      |                      |
| Capital stock (850,000,000 total shares authorized, \$0.0001 par value, 238,000,000 shares of excess common stock, 100,000,000 authorized shares of preferred stock):            |                      |                      |
| Series J 8 <sup>3</sup> / <sub>8</sub> % cumulative redeemable preferred stock, 1,000,000 shares authorized, 796,948 issued and outstanding with a liquidation value of \$39,847 | 44,390               | 44,719               |
| Common stock, \$0.0001 par value, 511,990,000 shares authorized, 314,251,245 and 313,658,419 issued and outstanding, respectively  | 31                   | 31                   |
| Class B common stock, \$0.0001 par value, 10,000 shares authorized, 8,000 issued and outstanding   |                      |                      |
| Capital in excess of par value   | 9,217,363            | 9,175,724            |
| Accumulated deficit  | (3,218,686)          | (3,083,190)          |
| Accumulated other comprehensive loss   | (75,795)             | (90,900)             |
| Common stock held in treasury at cost, 3,650,680 and 3,762,595 shares, respectively  | (117,897)            | (135,781)            |
| <b>Total stockholders' equity</b>  | <b>5,849,406</b>     | <b>5,910,603</b>     |
| Noncontrolling interests   | 973,226              | 982,486              |

|                                     |                      |                      |
|-------------------------------------|----------------------|----------------------|
| <b>Total equity</b>                 | <b>6,822,632</b>     | <b>6,893,089</b>     |
| <b>Total liabilities and equity</b> | <b>\$ 33,324,574</b> | <b>\$ 32,586,606</b> |

*The accompanying notes are an integral part of these statements.*

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**Simon Property Group, Inc. and Subsidiaries**  
*Consolidated Statements of Operations and Comprehensive Income*  
(Dollars in thousands, except per share amounts)

|  | For the Twelve Months<br>Ended December 31, |                     |                     |
|--|---|---------------------|---------------------|
|  | 2013  | 2012                | 2011                |
| <b>REVENUE:</b>  |   |                     |                     |
| Minimum rent   | \$ 3,201,958                                | \$ 3,015,866        | \$ 2,664,724        |
| Overage rent   | 223,473                                     | 195,726             | 140,842             |
| Tenant reimbursements  | 1,442,907                                   | 1,340,307           | 1,177,269           |
| Management fees and other revenues   | 126,972                                     | 128,366             | 128,010             |
| Other income   | 174,828                                     | 199,819             | 195,587             |
| <b>Total revenue</b>   | <b>5,170,138</b>                            | <b>4,880,084</b>    | <b>4,306,432</b>    |
| <b>EXPENSES:</b>   |   |                     |                     |
| Property operating   | 475,133                                     | 469,755             | 436,571             |
| Depreciation and amortization  | 1,290,528                                   | 1,257,569           | 1,065,946           |
| Real estate taxes  | 444,899                                     | 419,267             | 369,755             |
| Repairs and maintenance  | 120,803                                     | 116,168             | 113,496             |
| Advertising and promotion  | 126,210                                     | 118,790             | 107,002             |
| Provision for credit losses  | 7,737                                       | 12,809              | 6,505               |
| Home and regional office costs   | 140,931                                     | 123,926             | 128,618             |
| General and administrative   | 59,803                                      | 57,144              | 46,319              |
| Marketable and non-marketable securities charges and realized gains, net   |   | (6,426)             |                     |
| Other  | 88,405                                      | 90,482              | 89,066              |
| <b>Total operating expenses</b>  | <b>2,754,449</b>                            | <b>2,659,484</b>    | <b>2,363,278</b>    |
| <b>OPERATING INCOME</b>  | <b>2,415,689</b>                            | <b>2,220,600</b>    | <b>1,943,154</b>    |
| Interest expense   | (1,137,139)                                 | (1,127,025)         | (983,526)           |
| Income and other taxes   | (39,734)                                    | (15,880)            | (11,595)            |
| Income from unconsolidated entities  | 205,259                                     | 131,907             | 81,238              |
| Gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net | 107,515                                     | 510,030             | 216,629             |
| <b>CONSOLIDATED NET INCOME</b>   | <b>1,551,590</b>                            | <b>1,719,632</b>    | <b>1,245,900</b>    |
| Net income attributable to noncontrolling interests  | 231,949                                     | 285,136             | 221,101             |
| Preferred dividends  | 3,337                                       | 3,337               | 3,337               |
| <b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>  | <b>\$ 1,316,304</b>                         | <b>\$ 1,431,159</b> | <b>\$ 1,021,462</b> |

**BASIC EARNINGS PER COMMON SHARE:**

|  |    |      |    |      |    |      |
|--|----|------|----|------|----|------|
| Net income attributable to common stockholders | \$ | 4.24 | \$ | 4.72 | \$ | 3.48 |
|--|----|------|----|------|----|------|

**DILUTED EARNINGS PER COMMON SHARE:**

|  |    |      |    |      |    |      |
|--|----|------|----|------|----|------|
| Net income attributable to common stockholders | \$ | 4.24 | \$ | 4.72 | \$ | 3.48 |
|--|----|------|----|------|----|------|

|   |    |                  |    |           |    |           |
|---|----|------------------|----|-----------|----|-----------|
| <b>Consolidated Net Income</b>  | \$ | <b>1,551,590</b> | \$ | 1,719,632 | \$ | 1,245,900 |
| Unrealized gain (loss) on derivative hedge agreements                           |    | <b>7,101</b>     |    | 16,652    |    | (91,933)  |
| Net loss reclassified from accumulated other comprehensive income into earnings |    | <b>9,205</b>     |    | 21,042    |    | 16,169    |
| Currency translation adjustments  |    | <b>2,865</b>     |    | 9,200     |    | (8,462)   |
| Changes in available-for-sale securities and other                              |    | <b>(1,479)</b>   |    | (39,248)  |    | (37,431)  |

|   |  |                  |  |           |  |           |
|---|--|------------------|--|-----------|--|-----------|
| Comprehensive income  |  | <b>1,569,282</b> |  | 1,727,278 |  | 1,124,243 |
| Comprehensive income attributable to noncontrolling interests |  | <b>234,536</b>   |  | 289,419   |  | 200,236   |

|   |    |                  |    |           |    |         |
|---|----|------------------|----|-----------|----|---------|
| <b>Comprehensive income attributable to common stockholders</b> | \$ | <b>1,334,746</b> | \$ | 1,437,859 | \$ | 924,007 |
|---|----|------------------|----|-----------|----|---------|

*The accompanying notes are an integral part of these statements.*

## Simon Property Group, Inc. and Subsidiaries

## Consolidated Statements of Cash Flows

(Dollars in thousands)

|  | For the Twelve Months Ended<br>December 31, |                     |                     |
|--|---|---------------------|---------------------|
|  | 2013  | 2012                | 2011                |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |   |                     |                     |
| <b>Consolidated Net Income</b>   | <b>\$ 1,551,590</b>                         | <b>\$ 1,719,632</b> | <b>\$ 1,245,900</b> |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities  |   |                     |                     |
| Depreciation and amortization  | <b>1,332,950</b>                            | 1,301,304           | 1,112,438           |
| Gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net | <b>(107,515)</b>                            | (510,030)           | (216,629)           |
| Marketable and non-marketable securities charges and realized gains, net   |   | (6,426)             |                     |
| Straight-line rent   | <b>(48,264)</b>                             | (37,998)            | (30,308)            |
| Equity in income of unconsolidated entities  | <b>(205,259)</b>                            | (131,907)           | (81,238)            |
| Distributions of income from unconsolidated entities   | <b>179,054</b>                              | 151,398             | 112,977             |
| <b>Changes in assets and liabilities</b>   |   |                     |                     |
| Tenant receivables and accrued revenue, net  | <b>(13,938)</b>                             | (4,815)             | (19,370)            |
| Deferred costs and other assets  | <b>(30,013)</b>                             | (133,765)           | (58,924)            |
| Accounts payable, accrued expenses, intangibles, deferred revenues and other liabilities   | <b>42,391</b>                               | 165,679             | (58,959)            |
| <b>Net cash provided by operating activities</b>   | <b>2,700,996</b>                            | 2,513,072           | 2,005,887           |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |   |                     |                     |
| Acquisitions   | <b>(866,541)</b>                            | (3,735,718)         | (1,259,623)         |
| Funding of loans to related parties  | <b>(99,079)</b>                             | (25,364)            |                     |
| Repayments from loans to related parties   |   | 92,600              |                     |
| Capital expenditures, net  | <b>(841,209)</b>                            | (802,427)           | (445,495)           |
| Cash from acquisitions and cash impact from the consolidation and deconsolidation of properties  |   | 91,163              | 19,302              |
| Net proceeds from sale of assets   | <b>274,058</b>                              | 383,804             | 136,013             |
| Investments in unconsolidated entities   | <b>(143,149)</b>                            | (201,330)           | (20,807)            |
| Purchase of marketable and non-marketable securities   | <b>(44,117)</b>                             | (184,804)           | (42,015)            |
| Proceeds from sale of marketable and non-marketable securities   | <b>47,495</b>                               | 415,848             | 6,866               |
| Repayments of loans held for investment  |   | 163,908             | 235,124             |
| Distributions of capital from unconsolidated entities  | <b>724,454</b>                              | 221,649             | 376,593             |
| <b>Net cash used in investing activities</b>   | <b>(948,088)</b>                            | (3,580,671)         | (994,042)           |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |   |                     |                     |
| Proceeds from sales of common stock and other, net of transaction costs  | <b>99</b>                                   | 1,213,840           | 5,313               |
| Redemption of limited partner units  |   | (248,000)           |                     |
| Purchase of noncontrolling interest in consolidated properties   |   | (229,595)           |                     |
| Distributions to noncontrolling interest holders in properties   | <b>(9,335)</b>                              | (13,623)            | (28,793)            |
| Contributions from noncontrolling interest holders in properties   | <b>6,053</b>                                | 4,204               | 1,217               |
| Preferred distributions of the Operating Partnership   | <b>(1,915)</b>                              | (1,915)             | (1,915)             |
| Preferred dividends and distributions to stockholders  | <b>(1,446,042)</b>                          | (1,244,553)         | (1,030,744)         |
| Distributions to limited partners  | <b>(242,596)</b>                            | (238,772)           | (211,497)           |
| Proceeds from issuance of debt, net of transaction costs   | <b>2,919,364</b>                            | 6,772,443           | 1,655,203           |
| Repayments of debt   | <b>(2,446,191)</b>                          | (4,560,562)         | (1,398,697)         |

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|  |                     |              |             |
|--|---------------------|--------------|-------------|
| <b>Net cash (used in) provided by financing activities</b> | <b>(1,220,563)</b>  | 1,453,467    | (1,009,913) |
| <b>INCREASE IN CASH AND CASH EQUIVALENTS</b>               | <b>532,345</b>      | 385,868      | 1,932       |
| <b>CASH AND CASH EQUIVALENTS, beginning of period</b>      | <b>1,184,518</b>    | 798,650      | 796,718     |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>            | <b>\$ 1,716,863</b> | \$ 1,184,518 | \$ 798,650  |

*The accompanying notes are an integral part of these statements.*



Table of Contents**Simon Property Group, Inc. and Subsidiaries***Consolidated Statements of Equity**(Dollars in Thousands)*

|  | Preferred Stock  | Common Stock | Accumulated Other Comprehensive Income (Loss) | Capital in Excess of Par Value | Accumulated Deficit   | Common Stock Held in Treasury | Noncontrolling Interests | Total Equity        |
|--|------------------|--------------|---|--------------------------------|-----------------------|-------------------------------|--------------------------|---------------------|
| <b>Balance at December 31, 2010</b>  | <b>\$ 45,375</b> | <b>\$ 30</b> | <b>\$ 6,530</b>                               | <b>\$ 8,059,852</b>            | <b>\$ (3,114,571)</b> | <b>\$ (166,436)</b>           | <b>\$ 802,972</b>        | <b>\$ 5,633,752</b> |
| Exchange of limited partner units (584,432 common shares, Note 10)   |                  |              |   | 9,465                          |                       |                               | (9,465)                  |                     |
| Issuance of limited partner units  |                  |              |   |                                |                       |                               | 9,084                    | 9,084               |
| Stock options exercised (324,720 options exercised net of 76,969 shares used to fund required withholding tax)   |                  |              |   | 2,095                          |                       |                               |                          | 2,095               |
| Common Stock Retired (61,584 common shares)  |                  |              |   | (6,385)                        |                       |                               |                          | (6,385)             |
| Series J preferred stock premium amortization  | (328)            |              |   |                                |                       |                               |                          | (328)               |
| Stock incentive program (116,885 common shares, net)   |                  |              |   | (13,000)                       |                       | 13,000                        |                          |                     |
| Amortization of stock incentive  |                  |              |   | 14,018                         |                       |                               |                          | 14,018              |
| Issuance of unit equivalents and other (6,857 treasury shares)   |                  |              |   | 1,056                          | (131,224)             | 895                           | 151,213                  | 21,940              |
| Adjustment to limited partners' interest from increased ownership in the Operating Partnership   |                  |              |   | 36,032                         |                       |                               | (36,032)                 |                     |
| Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests   |                  |              |   |                                | (1,030,744)           |                               | (211,497)                | (1,242,241)         |
| Distribution to other noncontrolling interest partners   |                  |              |   |                                |                       |                               | (1,029)                  | (1,029)             |
| Other comprehensive income   |                  |              | (100,793)                                     |                                |                       |                               | (20,864)                 | (121,657)           |
| Net income, excluding \$1,915 attributable to preferred interests in the Operating Partnership and \$8,946 attributable to noncontrolling redeemable interests in properties in temporary equity |                  |              |   |                                | 1,024,799             |                               | 210,240                  | 1,235,039           |
| <b>Balance at December 31, 2011</b>  | <b>45,047</b>    | <b>30</b>    | <b>(94,263)</b>                               | <b>8,103,133</b>               | <b>(3,251,740)</b>    | <b>(152,541)</b>              | <b>894,622</b>           | <b>5,544,288</b>    |
| Exchange of limited partner units (7,447,921 units for 6,795,296 common shares, Note 10)   |                  |              |   | 144,197                        |                       |                               | (144,197)                |                     |
| Public offering of common stock (9,137,500 common shares)  |                  | 1            |   | 1,213,740                      |                       |                               |                          | 1,213,741           |
| Issuance of limited partner units  |                  |              |   |                                |                       |                               | 31,324                   | 31,324              |
| Stock options exercised (712 common shares)  |                  |              |   | 41                             |                       |                               |                          | 41                  |
| Redemption of limited partner units  |                  |              |   | (209,096)                      |                       |                               | (38,904)                 | (248,000)           |
| Series J preferred stock premium amortization  | (328)            |              |   |                                |                       |                               |                          | (328)               |
| Stock incentive program (114,066 common shares, net)   |                  |              |   | (16,760)                       |                       | 16,760                        |                          |                     |
| Amortization of stock incentive  |                  |              |   | 14,001                         |                       |                               |                          | 14,001              |
| Purchase of noncontrolling interests   |                  |              |   | 25,917                         |                       |                               | 58,559                   | 84,476              |
| Other  |                  |              |   | 385                            | (21,393)              |                               | 41,471                   | 20,463              |

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|  |               |           |                 |                  |                    |                  |                |                  |
|--|---------------|-----------|-----------------|------------------|--------------------|------------------|----------------|------------------|
| Adjustment to limited partners' interest from increased ownership in the Operating Partnership   |               |           | (99,834)        |                  |                    |                  | 99,834         |                  |
| Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests   |               |           |                 | (1,244,553)      |                    |                  | (238,772)      | (1,483,325)      |
| Distribution to other noncontrolling interest partners   |               |           |                 |                  |                    |                  | (435)          | (435)            |
| Other comprehensive income   |               | 3,363     |                 |                  |                    |                  | 4,283          | 7,646            |
| Net income, excluding \$1,915 attributable to preferred interests in the Operating Partnership and \$8,520 attributable to noncontrolling redeemable interests in properties in temporary equity |               |           |                 |                  | 1,434,496          |                  | 274,701        | 1,709,197        |
| <b>Balance at December 31, 2012</b>  | <b>44,719</b> | <b>31</b> | <b>(90,900)</b> | <b>9,175,724</b> | <b>(3,083,190)</b> | <b>(135,781)</b> | <b>982,486</b> | <b>6,893,089</b> |

*The accompanying notes are an integral part of these statements.*

Table of Contents**Simon Property Group, Inc. and Subsidiaries***Consolidated Statements of Equity**(Dollars in Thousands)*

|  | Preferred Stock  | Common Stock | Accumulated Other Comprehensive Income (Loss) | Capital in Excess of Par Value | Accumulated Deficit   | Common Stock Held in Treasury | Noncontrolling Interests | Total Equity        |
|--|------------------|--------------|---|--------------------------------|-----------------------|-------------------------------|--------------------------|---------------------|
| Exchange of limited partner units (596,051 common shares, Note 10)   |                  |              |   | 11,161                         |                       |                               | (11,161)                 |                     |
| Stock options exercised (1,567 common shares)  |                  |              |   | 90                             |                       |                               |                          | 90                  |
| Series J preferred stock premium amortization  | (329)            |              |   |                                |                       |                               |                          | (329)               |
| Stock incentive program (107,123 common shares, net)   |                  |              |   | (17,884)                       |                       | 17,884                        |                          |                     |
| Amortization of stock incentive  |                  |              |   | 18,311                         |                       |                               |                          | 18,311              |
| Issuance of unit equivalents and other   |                  |              |   | 346                            | (9,095)               |                               | 50,634                   | 41,885              |
| Adjustment to limited partners' interest from change in ownership in the Operating Partnership   |                  |              |   | 29,615                         |                       |                               | (29,615)                 |                     |
| Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests   |                  |              |   |                                | (1,446,042)           |                               | (242,596)                | (1,688,638)         |
| Distribution to other noncontrolling interest partners   |                  |              |   |                                |                       |                               | (285)                    | (285)               |
| Other comprehensive income   |                  |              | 15,105  |                                |                       |                               | 2,587                    | 17,692              |
| Net income, excluding \$1,915 attributable to preferred interests in the Operating Partnership and \$8,858 attributable to noncontrolling redeemable interests in properties |                  |              |   |                                | 1,319,641             |                               | 221,176                  | 1,540,817           |
| <b>Balance at December 31, 2013</b>  | <b>\$ 44,390</b> | <b>\$ 31</b> | <b>\$ (75,795)</b>                            | <b>\$ 9,217,363</b>            | <b>\$ (3,218,686)</b> | <b>\$ (117,897)</b>           | <b>\$ 973,226</b>        | <b>\$ 6,822,632</b> |

*The accompanying notes are an integral part of these statements.*

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**Simon Property Group, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**(Dollars in thousands, except share and per share amounts**  
**and where indicated as in millions or billions)**

**1. Organization**

Simon Property Group, Inc., or Simon Property, is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended. REITs will generally not be liable for federal corporate income taxes as long as they continue to distribute not less than 100% of their taxable income. Simon Property Group, L.P., or the Operating Partnership, is our majority-owned partnership subsidiary that owns all of our real estate properties and other assets. The terms "we", "us" and "our" refer to Simon Property, the Operating Partnership, and its subsidiaries.

We own, develop and manage retail real estate properties, which consist primarily of malls, Premium Outlets®, The Mills®, and community/lifestyle centers. As of December 31, 2013, we owned or held an interest in 308 income-producing properties in the United States, which consisted of 156 malls, 66 Premium Outlets, 62 community/lifestyle centers, 13 Mills and 11 other shopping centers or outlet centers in 38 states and Puerto Rico. Internationally, as of December 31, 2013, we had ownership interests in nine Premium Outlets in Japan, three Premium Outlets in South Korea, one Premium Outlet in Canada, one Premium Outlet in Mexico, and one Premium Outlet in Malaysia. In 2013, as further discussed in Note 7, we acquired noncontrolling interests in five operating properties in Europe through our joint venture with McArthurGlen. Of the five properties, two are located in Italy and one each is located in Austria, the Netherlands, and the United Kingdom. Additionally, as of December 31, 2013, we owned a 28.9% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company, which owns, or has an interest in, shopping centers located in 13 countries in Europe.

On December 13, 2013, we announced a plan to spin off our interests in 98 properties comprised of substantially all of our strip center business and our smaller enclosed malls into an independent, publicly traded REIT (SpinCo). The spin-off is expected to be effectuated through a pro rata special distribution of all of the outstanding common shares of SpinCo to holders of Simon Property common stock as of the distribution record date, and is intended to qualify as a tax-free distribution for U.S. federal income tax purposes. At the time of the separation and distribution, SpinCo will own a percentage of the outstanding units of partnership interest of SpinCo L.P. that is equal to the percentage of outstanding units of partnership interest of the Operating Partnership owned by Simon Property, with the remaining units of SpinCo L.P. owned by the limited partners of the Operating Partnership. We expect the transaction will become effective in the second quarter of 2014. The transaction is subject to certain conditions, including declaration by the U.S. Securities and Exchange Commission that SpinCo's registration statement on Form 10 is effective, filing and approval of SpinCo's listing application, customary third party consents, and formal approval and declaration of the distribution by our Board of Directors. We may, at any time and for any reason until the proposed transaction is complete, abandon the spin-off or modify or change its terms.

We generate the majority of our revenues from leases with retail tenants including:

base minimum rents,

overage and percentage rents based on tenants' sales volume, and

recoverable expenditures such as property operating, real estate taxes, repair and maintenance, and advertising and promotional expenditures.

Revenues of our management company, after intercompany eliminations, consist primarily of management fees that are typically based upon the revenues of the property being managed.

We also grow by generating supplemental revenues from the following activities:

establishing our malls as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including payment systems (such as handling fees relating to the sales of bank-issued prepaid cards), national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,



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offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,

selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and

generating interest income on cash deposits and investments in loans, including those made to related entities.

**2. Basis of Presentation and Consolidation**

The accompanying consolidated financial statements include the accounts of all controlled subsidiaries, and all significant intercompany amounts have been eliminated.

We consolidate properties that are wholly owned or properties where we own less than 100% but we control. Control of a property is demonstrated by, among other factors, our ability to refinance debt and sell the property without the consent of any other partner or owner and the inability of any other partner or owner to replace us.

We also consolidate a variable interest entity, or VIE, when we are determined to be the primary beneficiary. Determination of the primary beneficiary of a VIE is based on whether an entity has (1) the power to direct activities that most significantly impact the economic performance of the VIE and (2) the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. Our determination of the primary beneficiary of a VIE considers all relationships between us and the VIE, including management agreements and other contractual arrangements. As described in Note 4, on December 4, 2012, we acquired the remaining 50% noncontrolling interest in two previously consolidated outlet properties. Prior to the acquisition, we had determined these properties were VIEs and we were the primary beneficiary. There have been no other changes during 2013 or 2012 in previous conclusions about whether an entity qualifies as a VIE or whether we are the primary beneficiary of any previously identified VIE. During 2013 and 2012, we did not provide financial or other support to a previously identified VIE that we were not previously contractually obligated to provide.

Investments in partnerships and joint ventures represent our noncontrolling ownership interests in properties. We account for these investments using the equity method of accounting. We initially record these investments at cost and we subsequently adjust for net equity in income or loss, which we allocate in accordance with the provisions of the applicable partnership or joint venture agreement, cash contributions and distributions, and foreign currency fluctuations, if applicable. The allocation provisions in the partnership or joint venture agreements are not always consistent with the legal ownership interests held by each general or limited partner or joint venture investee primarily due to partner preferences. We separately report investments in joint ventures for which accumulated distributions have exceeded investments in and our share of net income of the joint ventures within cash distributions and losses in partnerships and joint ventures, at equity in the consolidated balance sheets. The net equity of certain joint ventures is less than zero because of financing or operating distributions that are usually greater than net income, as net income includes non-cash charges for depreciation and amortization.

As of December 31, 2013, we consolidated 217 wholly-owned properties and 18 additional properties that are less than wholly-owned, but which we control or for which we are the primary beneficiary. We account for the remaining 93 properties, or the joint venture properties, as well as our investment in Klépierre, using the equity method of accounting, as we have determined we have significant influence over their operations. We manage the day-to-day operations of 70 of the 93 joint venture properties, but have determined that our partner or partners have substantive participating rights with respect to the assets and operations of these joint venture properties. Our investments in joint ventures in Japan, South Korea, Canada, Mexico, Malaysia, and the five properties through our joint venture with McArthurGlen comprise 20 of the remaining 23 properties. The international properties are managed locally by joint ventures in which we share control of the properties.

Preferred distributions of the Operating Partnership are accrued at declaration and represent distributions on outstanding preferred units of partnership interests held by limited partners, or preferred units, and are included in net income attributable to noncontrolling interests. We allocate net operating results of the Operating Partnership after preferred distributions to third parties and to us based on the partners' respective weighted average ownership interests



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**Simon Property Group, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**(Dollars in thousands, except share and per share amounts**  
**and where indicated as in millions or billions)**

in the Operating Partnership. Net operating results of the Operating Partnership attributable to third parties are reflected in net income attributable to noncontrolling interests.

Our weighted average ownership interest in the Operating Partnership was as follows:

|                                     | For the Year Ended |       |       |
|-------------------------------------|--------------------|-------|-------|
|                                     | December 31,       |       |       |
|                                     | 2013               | 2012  | 2011  |
| Weighted average ownership interest | 85.6%              | 83.9% | 82.9% |

As of December 31, 2013 and 2012, our ownership interest in the Operating Partnership was 85.7% and 85.6%, respectively. We adjust the noncontrolling limited partners' interest at the end of each period to reflect their interest in the Operating Partnership.

### *Reclassifications*

We made certain reclassifications of prior period amounts in the consolidated financial statements to conform to the 2013 presentation. These reclassifications had no impact on previously reported net income attributable to common stockholders or earnings per share.

### **3. Summary of Significant Accounting Policies**

#### *Investment Properties*

We record investment properties at cost. Investment properties include costs of acquisitions; development, predevelopment, and construction (including allocable salaries and related benefits); tenant allowances and improvements; and interest and real estate taxes incurred during construction. We capitalize improvements and replacements from repair and maintenance when the repair and maintenance extends the useful life, increases capacity, or improves the efficiency of the asset. All other repair and maintenance items are expensed as incurred. We capitalize interest on projects during periods of construction until the projects are ready for their intended purpose based on interest rates in place during the construction period. The amount of interest capitalized during each year is as follows:

|                      | For the Year Ended |           |          |
|----------------------|--------------------|-----------|----------|
|                      | December 31,       |           |          |
|                      | 2013               | 2012      | 2011     |
| Capitalized interest | \$ 16,604          | \$ 21,145 | \$ 5,815 |

We record depreciation on buildings and improvements utilizing the straight-line method over an estimated original useful life, which is generally 10 to 35 years. We review depreciable lives of investment properties periodically and we make adjustments when necessary to reflect a shorter economic life. We amortize tenant allowances and tenant improvements utilizing the straight-line method over the term of the related lease or occupancy term of the tenant, if shorter. We record depreciation on equipment and fixtures utilizing the straight-line method over seven to ten years.

We review investment properties for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of investment properties may not be recoverable. These circumstances include, but are not limited to, declines in a property's cash flows, ending occupancy or total sales per square foot. We measure any impairment of investment property when the estimated undiscounted operating income before depreciation and amortization plus its residual value is less than the carrying value of the property. To the extent impairment has occurred, we charge to income the excess of carrying value of the property over its estimated fair value. We estimate fair value using unobservable data such as operating income, estimated capitalization rates, or multiples, leasing prospects and local market information. We may decide to sell properties that are held for use and the sale prices of these properties may differ from their carrying values. We also review our investments, including investments in unconsolidated entities, if events or circumstances change indicating that the carrying amount of our investments may



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not be recoverable. We will record an impairment charge if we determine that a decline in the fair value of the investments is other-than-temporary. Changes in economic and operating conditions that occur subsequent to our review of recoverability of investment property and other investments could impact the assumptions used in that assessment and could result in future charges to earnings if assumptions regarding those investments differ from actual results.

***Purchase Accounting Allocation***

We allocate the purchase price of acquisitions and any excess investment in unconsolidated entities to the various components of the acquisition based upon the fair value of each component which may be derived from various observable or unobservable inputs and assumptions. Also, we may utilize third party valuation specialists. These components typically include buildings, land and intangibles related to in-place leases and we estimate:

the fair value of land and related improvements and buildings on an as-if-vacant basis,

the market value of in-place leases based upon our best estimate of current market rents and amortize the resulting market rent adjustment into revenues,

the value of costs to obtain tenants, including tenant allowances and improvements and leasing commissions, and

the value of revenue and recovery of costs foregone during a reasonable lease-up period, as if the space was vacant.

Amounts allocated to building are depreciated over the estimated remaining life of the acquired building or related improvements. We amortize amounts allocated to tenant improvements, in-place lease assets and other lease-related intangibles over the remaining life of the underlying leases. We also estimate the value of other acquired intangible assets, if any, which are amortized over the remaining life of the underlying related intangibles.

***Discontinued Operations***

We reclassify any material operations and gains or losses on disposal related to consolidated properties disposed of during the period to discontinued operations. During 2013, we reported a net gain of approximately \$64.8 million, or \$0.18 per diluted share, on our consolidated property disposition activity. During 2012, we reported a net gain of approximately \$21.1 million, or \$.06 per diluted share, on our consolidated property disposition activity. During 2011, we reported a net loss of approximately \$42.4 million, or \$0.12 per diluted share, on our consolidated property disposition activity. These gains and losses are reported in gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net in the consolidated statements of operations and comprehensive income. The aggregate of the gains and losses on the disposition of these assets and the operating results were not significant to our consolidated results of operations during each of the three years ended December 31, 2013.

***Cash and Cash Equivalents***

We consider all highly liquid investments purchased with an original maturity of 90 days or less to be cash and cash equivalents. Cash equivalents are carried at cost, which approximates fair value. Cash equivalents generally consist of commercial paper, bankers acceptances, Eurodollars, repurchase agreements, and money market deposits or securities. Financial instruments that potentially subject us to concentrations of credit risk include our cash and cash equivalents and our trade accounts receivable. We place our cash and cash equivalents with institutions with high credit quality. However, at certain times, such cash and cash equivalents may be in excess of FDIC and SIPC insurance limits. See Notes 4 and 10 for disclosures about non-cash investing and financing transactions.



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***Marketable and Non-Marketable Securities***

Marketable securities consist primarily of the investments of our captive insurance subsidiaries, available-for-sale securities, our deferred compensation plan investments, and certain investments held to fund the debt service requirements of debt previously secured by investment properties.

The types of securities included in the investment portfolio of our captive insurance subsidiaries typically include U.S. Treasury or other U.S. government securities as well as corporate debt securities with maturities ranging from less than 1 to 10 years. These securities are classified as available-for-sale and are valued based upon quoted market prices or other observable inputs when quoted market prices are not available. The amortized cost of debt securities, which approximates fair value, held by our captive insurance subsidiaries is adjusted for amortization of premiums and accretion of discounts to maturity. Changes in the values of these securities are recognized in accumulated other comprehensive income (loss) until the gain or loss is realized or until any unrealized loss is deemed to be other-than-temporary. We review any declines in value of these securities for other-than-temporary impairment and consider the severity and duration of any decline in value. To the extent an other-than-temporary impairment is deemed to have occurred, an impairment charge is recorded and a new cost basis is established. Subsequent changes are then recognized through other comprehensive income (loss) unless another other-than-temporary impairment is deemed to have occurred. Net unrealized gains recorded in other comprehensive income (loss) as of December 31, 2013 and 2012 were approximately \$1.1 million and \$2.6 million, respectively, and represent the valuation and related currency adjustments for our marketable securities.

On October 23, 2012 we completed the sale of all of our investments in Capital Shopping Centres Group PLC, or CSCG, and Capital & Counties Properties PLC, or CAPC. These investments were accounted for as available-for-sale securities and their value was adjusted to their quoted market price, including a related foreign exchange component, through other comprehensive income (loss). At the date of sale, we owned 35.4 million shares of CSCG and 38.9 million shares of CAPC. The aggregate proceeds received from the sale were \$327.1 million, and we recognized a gain on the sale of \$82.7 million, which is included in marketable and non-marketable securities charges and realized gains, net in the accompanying consolidated statements of operations and comprehensive income. The gain includes \$79.4 million that was reclassified from accumulated other comprehensive income (loss).

Our insurance subsidiaries are required to maintain statutory minimum capital and surplus as well as maintain a minimum liquidity ratio. Therefore, our access to these securities may be limited. Our deferred compensation plan investments are classified as trading securities and are valued based upon quoted market prices. The investments have a matching liability as the amounts are fully payable to the employees that earned the compensation. Changes in value of these securities and changes to the matching liability to employees are both recognized in earnings and, as a result, there is no impact to consolidated net income.

At December 31, 2012, we also had investments of \$24.9 million which were used to fund the debt service requirements of mortgage debt previously secured by investment property. These investments were classified as held-to-maturity and were recorded at amortized cost. We had no such investments at December 31, 2013 because the debt matured during 2013 and the investments funded the payoff.

At December 31, 2013 and 2012, we had investments of \$118.8 million and \$98.9 million, respectively, in non-marketable securities that we account for under the cost method. We regularly evaluate these investments for any other-than-temporary impairment in their estimated fair value to determine whether an adjustment to the carrying value is required. During the fourth quarter of 2012, as a result of the significance and duration of the impairment, represented by the excess of the carrying value over the estimated fair value of certain cost method investments, we recognized other-than-temporary non-cash charges of \$71.0 million, which is included in marketable and non-marketable securities charges and realized gains, net in the accompanying consolidated statements of operations and comprehensive income. The fair value of the remaining investment for the securities that were impaired is not material and was based on Level 2 fair value inputs.

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***Fair Value Measurements***

Level 1 fair value inputs are quoted prices for identical items in active, liquid and visible markets such as stock exchanges. Level 2 fair value inputs are observable information for similar items in active or inactive markets, and appropriately consider counterparty creditworthiness in the valuations. Level 3 fair value inputs reflect our best estimate of inputs and assumptions market participants would use in pricing an asset or liability at the measurement date. The inputs are unobservable in the market and significant to the valuation estimate. We have no investments for which fair value is measured on a recurring basis using Level 3 inputs.

We hold marketable securities that totaled \$148.3 million and \$170.2 million at December 31, 2013 and 2012, respectively, that were primarily classified as having Level 1 fair value inputs. In addition, we have derivative instruments which are classified as having Level 2 inputs which consist primarily of interest rate swap agreements and foreign currency forward contracts with a gross liability balance of \$1.2 million and \$1.5 million at December 31, 2013 and 2012, respectively, and a gross asset value of \$8.4 million and \$3.0 million at December 31, 2013 and 2012, respectively. We also have interest rate cap agreements with nominal values.

Note 8 includes a discussion of the fair value of debt measured using Level 2 inputs. Notes 3 and 4 include a discussion of the fair values recorded in purchase accounting and impairment, using Level 2 and Level 3 inputs. Level 3 inputs to our purchase accounting and impairment include our estimations of net operating results of the property, capitalization rates and discount rates.

***Use of Estimates***

We prepared the accompanying consolidated financial statements in accordance with accounting principles generally accepted in the United States, or GAAP. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reported period. Our actual results could differ from these estimates.

***Segment Disclosure***

Our primary business is the ownership, development, and management of retail real estate. We have aggregated our retail operations, including malls, Premium Outlets, The Mills, community/lifestyle centers, and our international investments into one reportable segment because they have similar economic characteristics and we provide similar products and services to similar types of, and in many cases, the same tenants.

***Deferred Costs and Other Assets***

Deferred costs and other assets include the following as of December 31:

|  | 2013         | 2012         |
|--|--------------|--------------|
| Deferred financing and lease costs, net                  | \$ 344,970   | \$ 334,337   |
| In-place lease intangibles, net                          | 290,564      | 358,141      |
| Acquired above market lease intangibles, net             | 98,723       | 128,893      |
| Marketable securities of our captive insurance companies | 94,720       | 119,424      |
| Goodwill   | 20,098       | 20,098       |
| Other marketable and non-marketable securities           | 173,887      | 150,264      |
| Prepays, notes receivable and other assets, net          | 496,852      | 459,577      |
|  | \$ 1,519,814 | \$ 1,570,734 |



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***Deferred Financing and Lease Costs***

Our deferred costs consist primarily of financing fees we incurred in order to obtain long-term financing and internal and external leasing commissions and related costs. We record amortization of deferred financing costs on a straight-line basis over the terms of the respective loans or agreements. Our deferred leasing costs consist primarily of capitalized salaries and related benefits in connection with lease originations. We record amortization of deferred leasing costs on a straight-line basis over the terms of the related leases. Details of these deferred costs as of December 31 are as follows:

|   | 2013       | 2012       |
|---|------------|------------|
| Deferred financing and lease costs      | \$ 619,366 | \$ 576,821 |
| Accumulated amortization                | (274,396)  | (242,484)  |
| <br>                                    |            |            |
| Deferred financing and lease costs, net | \$ 344,970 | \$ 334,337 |

We report amortization of deferred financing costs, amortization of premiums, and accretion of discounts as part of interest expense. Amortization of deferred leasing costs is a component of depreciation and amortization expense. We amortize debt premiums and discounts, which are included in mortgages and unsecured indebtedness, over the remaining terms of the related debt instruments. These debt premiums or discounts arise either at the debt issuance or as part of the purchase price allocation of the fair value of debt assumed in acquisitions. The accompanying consolidated statements of operations and comprehensive income include amortization as follows:

|   | For the Year Ended December 31, |           |           |
|---|---------------------------------|-----------|-----------|
|   | 2013                            | 2012      | 2011      |
| Amortization of deferred financing costs        | \$ 25,982                       | \$ 27,163 | \$ 28,697 |
| Amortization of debt premiums, net of discounts | (33,535)                        | (33,504)  | (8,439)   |
| Amortization of deferred leasing costs          | 45,760                          | 43,176    | 43,110    |

***Loans Held for Investment***

From time to time, we may make investments in mortgage loans or mezzanine loans of third parties that own and operate commercial real estate assets located in the United States. Mortgage loans are secured, in part, by mortgages recorded against the underlying properties which are not owned by us. Mezzanine loans are secured, in part, by pledges of ownership interests of the entities that own the underlying real estate. Loans held for investment are carried at cost, net of any premiums or discounts which are accreted or amortized over the life of the related loan receivable utilizing the effective interest method. We evaluate the collectability of both interest and principal of each of these loans quarterly to determine whether the value has been impaired. A loan is deemed to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the loan held for investment to its estimated realizable value.

We had investments in mortgage and mezzanine loans which were repaid during 2011 and 2012. We recorded \$6.8 million and \$24.3 million during 2012 and 2011, respectively, in interest income earned from these loans.

***Intangibles***

The average life of in-place lease intangibles is approximately 3.8 years, is amortized over the remaining life of the leases of the related property on the straight-line basis and is included with depreciation and amortization in the consolidated statements of operations and comprehensive income. The fair market value of above and below market leases is amortized into revenue over the remaining lease life as a component of reported minimum rents. The weighted average remaining life of these intangibles is approximately 5.0 years. The unamortized

amount of below market leases is included in accounts payable, accrued expenses, intangibles and deferred revenues in the consolidated balance sheets

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and was \$145.5 million and \$199.2 million as of December 31, 2013 and 2012, respectively. The amount of amortization of above and below market leases, net for the years ended December 31, 2013, 2012, and 2011 was \$24.1 million, \$16.5 million, and \$17.6 million, respectively. If a lease is terminated prior to the original lease termination, any remaining unamortized intangible is written off to earnings.

Details of intangible assets as of December 31 are as follows:

|                            | 2013       | 2012       |
|----------------------------|------------|------------|
| In-place lease intangibles | \$ 481,661 | \$ 480,517 |
| Accumulated depreciation   | (191,097)  | (122,376)  |

|                                 |            |            |
|---------------------------------|------------|------------|
| In-place lease intangibles, net | \$ 290,564 | \$ 358,141 |
|---------------------------------|------------|------------|

|   |            |            |
|---|------------|------------|
| Acquired above market lease intangibles | \$ 249,115 | \$ 248,357 |
| Accumulated amortization                | (150,392)  | (119,464)  |

|  |           |            |
|--|-----------|------------|
| Acquired above market lease intangibles, net | \$ 98,723 | \$ 128,893 |
|--|-----------|------------|

Estimated future amortization and the increasing (decreasing) effect on minimum rents for our above and below market leases as of December 31, 2013 are as follows:

|            | Below<br>Market<br>Leases | Above<br>Market<br>Leases | Impact<br>to<br>Minimum<br>Rent,<br>Net |
|------------|---------------------------|---------------------------|---|
| 2014       | \$ 35,128                 | \$ (22,020)               | \$ 13,108                               |
| 2015       | 30,552                    | (19,441)                  | 11,111                                  |
| 2016       | 25,499                    | (17,468)                  | 8,031                                   |
| 2017       | 17,995                    | (13,889)                  | 4,106                                   |
| 2018       | 13,931                    | (11,062)                  | 2,869                                   |
| Thereafter | 22,413                    | (14,843)                  | 7,570                                   |
|            | \$ 145,518                | \$ (98,723)               | \$ 46,795                               |

*Derivative Financial Instruments*



We record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have designated a derivative as a hedge and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. We use a variety of derivative financial instruments in the normal course of business to selectively manage or hedge a portion of the risks associated with our indebtedness and interest payments. Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps and caps. We require that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. As a result, there is no significant ineffectiveness from any of our derivative activities. We formally designate any instrument that meets these hedging criteria as a hedge at the inception of the derivative contract. We have no credit-risk-related hedging or derivative activities.

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As of December 31, 2013, we had the following outstanding interest rate derivatives related to managing our interest rate risk:

| Interest Rate Derivative | Number of<br>Instruments | Notional Amount |
|--------------------------|--------------------------|-----------------|
| Interest Rate Swaps      | 2                        | \$491.6 million |
| Interest Rate Caps       | 5                        | \$248.3 million |

The carrying value of our interest rate swap agreements, at fair value, as of December 31, 2013, is a net asset balance of \$3.0 million, of which \$0.4 million is included in other liabilities and \$3.4 million is included in deferred costs and other assets. The December 31, 2012 carrying value was a liability balance of \$1.5 million and is included in other liabilities. The interest rate cap agreements were of nominal value at December 31, 2013 and 2012 and we generally do not apply hedge accounting to these arrangements.

We are also exposed to fluctuations in foreign exchange rates on financial instruments which are denominated in foreign currencies, primarily in Japan and Europe. We use currency forward contracts and foreign currency denominated debt to manage our exposure to changes in foreign exchange rates on certain Yen and Euro-denominated receivables and net investments. Currency forward contracts involve fixing the Yen:USD or Euro:USD exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward contracts are typically cash settled in US dollars for their fair value at or close to their settlement date. Approximately ¥1.6 billion remains as of December 31, 2013 for all forward contracts that we expect to settle through January 5, 2015. The December 31, 2013 asset balance related to these forward contracts was \$5.0 million and is included in deferred costs and other assets. We have reported the changes in fair value for these forward contracts in earnings. The underlying currency adjustments on the foreign currency denominated receivables are also reported in income and generally offset the amounts in earnings for these forward contracts.

In the fourth quarter of 2013, we entered into a Euro:USD forward contract with a €74.0 million notional value maturing on May 30, 2014 which we designated as a net investment hedge. The December 31, 2013 liability balance related to this forward contract was \$0.8 million and is included in other liabilities. We apply hedge accounting and the change in fair value for this forward contract is reported in other comprehensive income. Changes in the value of this forward contract are offset by changes in the underlying hedged Euro-denominated joint venture investment.

The total gross accumulated other comprehensive loss related to our derivative activities, including our share of the other comprehensive loss from joint venture properties, approximated \$61.8 million and \$78.1 million as of December 31, 2013 and 2012, respectively.

***Noncontrolling Interests and Temporary Equity***

Details of the carrying amount of our noncontrolling interests are as follows as of December 31:

|   | 2013              | 2012              |
|---|-------------------|-------------------|
| Limited partners' interests in the Operating Partnership  | \$ 968,962        | \$ 983,363        |
| Nonredeemable noncontrolling interests in properties, net | 4,264             | (877)             |
| <b>Total noncontrolling interests reflected in equity</b> | <b>\$ 973,226</b> | <b>\$ 982,486</b> |

Net income attributable to noncontrolling interests (which includes nonredeemable noncontrolling interests in consolidated properties, limited partners' interests in the Operating Partnership, redeemable noncontrolling interests in consolidated properties, and preferred distributions payable by the Operating Partnership on its outstanding preferred units) is a component of consolidated net income. In addition, the individual components of other comprehensive income (loss) are presented in the aggregate for both controlling and noncontrolling interests, with the portion attributable to noncontrolling interests deducted from comprehensive income attributable to common stockholders.



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A rollforward of noncontrolling interests for the years ending December 31 is as follows:

|   | 2013       | 2012       | 2011       |
|---|------------|------------|------------|
| Noncontrolling interests, beginning of period   | \$ 982,486 | \$ 894,622 | \$ 802,972 |
| Net income attributable to noncontrolling interests after preferred distributions and income attributable to redeemable noncontrolling interests in consolidated properties | 221,176    | 274,701    | 210,240    |
| Distributions to noncontrolling interest holders  | (242,881)  | (239,207)  | (212,526)  |
| Other comprehensive income (loss) allocable to noncontrolling interests:  |            |            |            |
| Unrealized gain (loss) on derivative hedge agreements   | 1,057      | 5,634      | (15,814)   |
| Net loss reclassified from accumulated other comprehensive loss into earnings   | 1,317      | 3,021      | 2,774      |
| Currency translation adjustments  | 426        | 2,435      | (1,484)    |
| Changes in available-for-sale securities and other  | (213)      | (6,807)    | (6,340)    |
|   | 2,587      | 4,283      | (20,864)   |
| Adjustment to limited partners' interest from change in ownership in the Operating Partnership  | (29,615)   | 99,834     | (36,032)   |
| Units issued to limited partners  |            | 31,324     | 9,084      |
| Units exchanged for common shares   | (11,161)   | (144,197)  | (9,465)    |
| Units redeemed  |            | (38,904)   |            |
| Long-term incentive performance units   | 45,341     | 41,470     | 27,881     |
| Purchase of noncontrolling interests, noncontrolling interests in newly consolidated properties and other   | 5,293      | 58,560     | 123,332    |
| Noncontrolling interests, end of period   | \$ 973,226 | \$ 982,486 | \$ 894,622 |

***Accumulated Other Comprehensive Income (Loss)***

The changes in components of our accumulated other comprehensive income (loss) consisted of the following net of noncontrolling interest as of December 31, 2013:

|   | Currency translation adjustments | Accumulated derivative losses, net | Net unrealized gains on marketable securities | Total       |
|---|----------------------------------|------------------------------------|---|-------------|
| Beginning balance   | \$ (26,220)                      | \$ (66,917)                        | \$ 2,237                                      | \$ (90,900) |
| Other comprehensive income (loss) before reclassifications              | 2,439                            | 6,044                              | (1,266)                                       | 7,217       |
| Amounts reclassified from accumulated other comprehensive income (loss) |                                  | 7,888                              |   | 7,888       |
| Net current-period other comprehensive income (loss)                    | 2,439                            | 13,932                             | (1,266)                                       | 15,105      |

|                |    |          |    |          |    |     |    |          |
|----------------|----|----------|----|----------|----|-----|----|----------|
| Ending balance | \$ | (23,781) | \$ | (52,985) | \$ | 971 | \$ | (75,795) |
|----------------|----|----------|----|----------|----|-----|----|----------|

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The reclassifications out of accumulated other comprehensive income (loss) consisted of the following as of December 31, 2013:

| Details about accumulated other comprehensive income (loss) components: | Amount reclassified from accumulated other comprehensive income (loss) | Affected line item in the statement where net income is presented |
|---|--|---|
| Accumulated derivative losses, net                                      | \$ (9,205)   | Interest expense  |
|   | 1,317  | Net income attributable to noncontrolling interests               |
|   | \$ (7,888)   |   |

### ***Revenue Recognition***

We, as a lessor, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue minimum rents on a straight-line basis over the terms of their respective leases. Substantially all of our retail tenants are also required to pay overage rents based on sales over a stated base amount during the lease year. We recognize overage rents only when each tenant's sales exceed the applicable sales threshold. We amortize any tenant inducements as a reduction of revenue utilizing the straight-line method over the term of the related lease or occupancy term of the tenant, if shorter.

We structure our leases to allow us to recover a significant portion of our property operating, real estate taxes, repairs and maintenance, and advertising and promotion expenses from our tenants. A substantial portion of our leases, other than those for anchor stores, require the tenant to reimburse us for a substantial portion of our operating expenses, including common area maintenance, or CAM, real estate taxes and insurance. This significantly reduces our exposure to increases in costs and operating expenses resulting from inflation. Such property operating expenses typically include utility, insurance, security, janitorial, landscaping, food court and other administrative expenses. As of December 31, 2013 for substantially all of our leases in the U.S. mall portfolio, we receive a fixed payment from the tenant for the CAM component which is recognized as revenue when earned. When not reimbursed by the fixed-CAM component, CAM expense reimbursements are based on the tenant's proportionate share of the allocable operating expenses and CAM capital expenditures for the property. We also receive escrow payments for these reimbursements from substantially all our non-fixed CAM tenants and monthly fixed CAM payments throughout the year. We accrue reimbursements from tenants for recoverable portions of all these expenses as revenue in the period the applicable expenditures are incurred. We recognize differences between estimated recoveries and the final billed amounts in the subsequent year. These differences were not material in any period presented. Our advertising and promotional costs are expensed as incurred.

### ***Management Fees and Other Revenues***

Management fees and other revenues are generally received from our unconsolidated joint venture properties as well as third parties. Management fee revenue is earned based on a contractual percentage of joint venture property revenue. Development fee revenue is earned on a contractual percentage of hard costs to develop a property. Leasing fee revenue is earned on a contractual per square foot charge based on the square footage of current year leasing activity. We recognize revenue for these services provided when earned based on the underlying activity.

Revenues from insurance premiums charged to unconsolidated properties are recognized on a pro-rata basis over the terms of the policies. Insurance losses on these policies and our self-insurance for our consolidated properties are reflected in property operating expenses in the accompanying consolidated statements of operations and comprehensive income and include estimates for losses incurred but not reported as well as losses pending settlement. Estimates for losses are based on evaluations by third-party actuaries and management's estimates. Total insurance reserves for our insurance subsidiaries and other self-insurance programs as of December 31, 2013 and 2012



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approximated \$103.4 million and \$112.8 million, respectively, and are included in other liabilities in the consolidated balance sheets. Information related to the securities included in the investment portfolio of our captive insurance subsidiaries is included within the "Marketable and Non-Marketable Securities" section above.

*Allowance for Credit Losses*

We record a provision for credit losses based on our judgment of a tenant's creditworthiness, ability to pay and probability of collection. In addition, we also consider the retail sector in which the tenant operates and our historical collection experience in cases of bankruptcy, if applicable. Accounts are written off when they are deemed to be no longer collectible. Presented below is the activity in the allowance for credit losses during the following years:

|   | <b>For the Year Ended</b> |             |             |
|---|---------------------------|-------------|-------------|
|   | <b>December 31,</b>       |             |             |
|   | <b>2013</b>               | <b>2012</b> | <b>2011</b> |
| Balance, beginning of period                          | \$ 33,130                 | \$ 27,500   | \$ 31,650   |
| Consolidation of previously unconsolidated properties |                           | 2,075       | 860         |
| Provision for credit losses                           | 7,737                     | 12,809      | 6,505       |
| Accounts written off, net of recoveries               | (4,955)                   | (9,254)     | (11,515)    |
| <br>  |                           |             |             |
| Balance, end of period                                | \$ 35,912                 | \$ 33,130   | \$ 27,500   |

*Income Taxes*

We and certain subsidiaries of the Operating Partnership have elected to be taxed as REITs under Sections 856 through 860 of the Internal Revenue Code and applicable Treasury regulations relating to REIT qualification. In order to maintain this REIT status, the regulations require the entity to distribute at least 90% of taxable income to its owners and meet certain other asset and income tests as well as other requirements. We intend to continue to adhere to these requirements and maintain our REIT status and that of the REIT subsidiaries. As REITs, these entities will generally not be liable for federal corporate income taxes as long as they continue to distribute in excess of 100% of their taxable income. Thus, we made no provision for federal income taxes for these entities in the accompanying consolidated financial statements. If we or any of the REIT subsidiaries fail to qualify as a REIT, we or that entity will be subject to tax at regular corporate rates for the years in which it failed to qualify. If we lose our REIT status we could not elect to be taxed as a REIT for four years unless our failure to qualify was due to reasonable cause and certain other conditions were satisfied.

We have also elected taxable REIT subsidiary, or TRS, status for some of our subsidiaries. This enables us to provide services that would otherwise be considered impermissible for REITs and participate in activities that do not qualify as "rents from real property". For these entities, deferred tax assets and liabilities are established for temporary differences between the financial reporting basis and the tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if we believe all or some portion of the deferred tax asset may not be realized. An increase or decrease in the valuation allowance that results from the change in circumstances that causes a change in our judgment about the realizability of the related deferred tax asset is included in income.

As of December 31, 2013 and 2012, we had a net deferred tax asset of \$1.1 million and \$4.1 million, respectively, related to our TRS subsidiaries. The net deferred tax asset is included in deferred costs and other assets in the accompanying consolidated balance sheets and consists primarily of operating losses and other carryforwards for federal income tax purposes as well as the timing of the deductibility of losses or reserves from insurance subsidiaries. No valuation allowance has been recorded as we believe these amounts will be realized.





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We are also subject to certain other taxes, including state and local taxes, franchise taxes, as well as income-based and withholding taxes on dividends from certain of our international investments, which are included in income and other taxes in the consolidated statements of operations and comprehensive income.

*Corporate Expenses*

Home and regional office costs primarily include compensation and personnel related costs, travel, building and office costs, and other expenses for our corporate home office and regional offices. General and administrative expense primarily includes executive compensation, benefits and travel expenses as well as costs of being a public company including certain legal costs, audit fees, regulatory fees, and certain other professional fees.

**4. Real Estate Acquisitions and Dispositions**

We acquire interests in properties to generate both current income and long-term appreciation in value. We acquire interests in individual properties or portfolios of retail real estate companies that meet our investment criteria and sell properties which no longer meet our strategic criteria. Unless otherwise noted below, gains and losses on these transactions are included in gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net in the accompanying consolidated statements of operations and comprehensive income. We expense acquisition and potential acquisition costs related to business combinations and disposition related costs as they are incurred. We incurred a minimal amount of transaction expenses during 2013, 2012, and 2011.

Our consolidated and unconsolidated acquisition and disposition activity for the periods presented are highlighted as follows:

*2013 and 2014 Acquisitions*

On January 10, 2014, we acquired one of our partner's remaining redeemable interests in a portfolio of ten properties for approximately \$113.3 million subject to a pre-existing contractual arrangement. The amount paid to acquire the interests in the seven properties which were previously consolidated is included in limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interest in properties in the accompanying December 31, 2013 consolidated balance sheet.

During 2013, as further discussed in Note 7, we acquired noncontrolling interests in the property management and development companies of McArthurGlen as well as interests in five designer outlet properties.

On May 30, 2013, we acquired a 100% interest in a 390,000 square foot outlet center located near Portland, Oregon for cash consideration of \$146.7 million. The fair value of the acquisition was recorded primarily as investment property and lease related intangibles. As a result of the excess of fair value over amounts paid, we recognized a gain of approximately \$27.3 million.

*2012 Acquisitions*

On December 31, 2012, as discussed in Note 7, we contributed a wholly-owned property to a newly formed joint venture in exchange for an interest in a property contributed to the same joint venture by our joint venture partner.

On December 4, 2012, we acquired the remaining 50% noncontrolling equity interest in two previously consolidated outlet properties located in Grand Prairie, Texas, and Livermore, California, and, accordingly, we now own 100% of these properties. We paid consideration of \$260.9 million for the additional interests in the properties, 90% of which was paid in cash and 10% of which was satisfied through the issuance of units of the Operating Partnership. In addition, the construction loans we had provided to the properties totaling \$162.5 million were extinguished on a non-cash basis. The transaction was accounted for as an equity transaction, as the properties had been previously consolidated.

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On June 4, 2012, we acquired a 50% interest in a 465,000 square foot outlet center located in Destin, Florida for \$70.5 million.

On March 22, 2012, as discussed in Note 7, we acquired additional interests in 26 of our joint venture properties from SPG-FCM Ventures, LLC, or SPG-FCM, in a transaction valued at approximately \$1.5 billion, or the Mills transaction.

On March 14, 2012, as discussed in Note 7, we acquired a 28.7% equity stake in Klépierre for approximately \$2.0 billion.

On January 6, 2012, we paid \$50.0 million to acquire an additional 25% interest in Del Amo Fashion Center, thereby increasing our interest to 50% .

***2011 Acquisitions***

On December 31, 2011, we and our joint venture partner dissolved a venture in which we had a 50% interest and distributed a portfolio of properties previously held within the venture to us and our joint venture partner. As a result, we have a 100% interest in and now consolidate the six properties we received in the distribution. The distribution resulted in a remeasurement of the distributed assets to estimated fair value and a corresponding non-cash gain of \$168.3 million in the fourth quarter of 2011 representing the estimated fair value of the net assets received in excess of the carrying value of our interest in the joint venture portfolio. The asset and liability allocations were recorded based on preliminary portfolio fair value estimates at the date of distribution and were finalized during the third quarter of 2012 resulting in an allocation to investment property of \$585.0 million, lease related intangibles of \$59.1 million and mortgage debt of \$468.8 million, including debt premiums. We amortize these amounts over the estimated life of the related depreciable components of investment property, typically no greater than 40 years, the terms of the applicable leases and the applicable debt maturity, respectively. The adjusted allocations did not have a material impact on the results of operations for the year ended, or on our financial position at December 31, 2012.

On August 25, 2011, we acquired additional controlling interests of approximately 83.75% in The Plaza at King of Prussia and The Court at King of Prussia, or collectively, King of Prussia, thereby increasing our ownership interest to 96.1%. At the time of acquisition, the property was subject to a \$160.1 million mortgage. The consolidation of this previously unconsolidated property resulted in a remeasurement of our previously held interest to fair value and a corresponding non-cash gain of \$82.9 million in the third quarter of 2011. As a result of the 2014 acquisition of our partner's interest, we now own 100% of this property.

On July 19, 2011, we acquired a 100% ownership interest in a lifestyle center located in Albuquerque, New Mexico. Also, during the second quarter of 2011, we purchased an additional noncontrolling interest in an unconsolidated mall.

During the third quarter of 2011 we contributed a wholly-owned property to a joint venture which holds our interests in nine unconsolidated properties. The transaction effectively exchanged a portion of our interest in this previously wholly-owned property for increased ownership interests in the nine unconsolidated properties. This transaction had no material impact on the consolidated statements of operations and comprehensive income.

***2013 Dispositions***

During 2013, we increased our economic interest in three unconsolidated community centers and subsequently disposed of our interests in those properties. Additionally, we disposed of our interests in eight consolidated retail properties and three unconsolidated retail properties. The aggregate gain recognized on these transactions was approximately \$80.2 million.

On August 8, 2013, we disposed of our interest in an office property located in the Boston, Massachusetts area. The gain on the sale was \$7.9 million and is included in other income in the accompanying consolidated statements of operations and comprehensive income.

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**2012 Dispositions**

During 2012, we disposed of our interests in nine consolidated retail properties and four unconsolidated retail properties. The aggregate net gain on these disposals was \$15.5 million.

On May 3, 2012, we sold our interests in two residential apartment buildings located at The Domain in Austin, Texas. The gain from the sale was \$12.4 million, which is included in other income in the accompanying consolidated statements of operations and comprehensive income.

On January 9, 2012, as discussed in Note 7, we sold our entire ownership interest in GCI.

**2011 Dispositions**

During 2011, we agreed to dispose of consolidated properties that had an aggregate carrying value of \$355.4 million and debt obligations of \$177.0 million for aggregate sales proceeds of \$136.0 million resulting in a net loss of \$42.4 million.

**5. Per Share Data**

We determine basic earnings per share based on the weighted average number of shares of common stock outstanding during the period and we consider any participating securities for purposes of applying the two-class method. We determine diluted earnings per share based on the weighted average number of shares of common stock outstanding combined with the incremental weighted average shares that would have been outstanding assuming all dilutive potential securities were converted into common shares at the earliest date possible. The following table sets forth the computation of our basic and diluted earnings per share.

|  | For the Year Ended December 31, |              |              |
|--|---------------------------------|--------------|--------------|
|  | 2013                            | 2012         | 2011         |
| <b>Net Income available to Common Stockholders Basic</b>   | \$ 1,316,304                    | \$ 1,431,159 | \$ 1,021,462 |
| <b>Effect of dilutive securities:</b>  |                                 |              |              |
| Impact to General Partner's interest in Operating Partnership from all dilutive securities and options |                                 |              | 39           |
| <b>Net Income available to Common Stockholders Diluted</b>   | \$ 1,316,304                    | \$ 1,431,159 | \$ 1,021,501 |
| <b>Weighted Average Shares Outstanding Basic</b>   | <b>310,255,168</b>              | 303,137,350  | 293,504,064  |
| Effect of stock options  | 50                              | 1,072        | 69,408       |
| <b>Weighted Average Shares Outstanding Diluted</b>   | <b>310,255,218</b>              | 303,138,422  | 293,573,472  |

For the year ended December 31, 2013, potentially dilutive securities include stock options, units that are exchangeable for common stock and long-term incentive performance, or LTIP, units granted under our long-term incentive performance programs that are convertible into units and exchangeable for common stock. The only securities that had a dilutive effect for the years ended December 31, 2013, 2012, and 2011

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We accrue dividends when they are declared. The taxable nature of the dividends declared for each of the years ended as indicated is summarized as follows:

|  | For the Year Ended<br>December 31, |        |        |
|--|------------------------------------|--------|--------|
|  | 2013                               | 2012   | 2011   |
| Total dividends paid per common share      | <b>\$4.65</b>                      | \$4.10 | \$3.50 |
| Percent taxable as ordinary income         | <b>97.5%</b>                       | 99.50% | 98.30% |
| Percent taxable as long-term capital gains | <b>2.50%</b>                       | 0.50%  | 1.70%  |
|  | <b>100.0%</b>                      | 100.0% | 100.0% |

In January 2014, our Board of Directors declared a cash dividend of \$1.25 per share of common stock payable on February 28, 2014 to stockholders of record on February 14, 2014.

**6. Investment Properties**

Investment properties consist of the following as of December 31:

|   | 2013                 | 2012          |
|---|----------------------|---------------|
| Land                                    | \$ 3,747,079         | \$ 3,736,882  |
| Buildings and improvements              | <b>31,026,081</b>    | 30,187,495    |
| Total land, buildings and improvements  | <b>34,773,160</b>    | 33,924,377    |
| Furniture, fixtures and equipment       | <b>353,184</b>       | 328,144       |
| Investment properties at cost           | <b>35,126,344</b>    | 34,252,521    |
| Less accumulated depreciation           | <b>10,067,743</b>    | 9,068,388     |
| Investment properties at cost, net      | <b>\$ 25,058,601</b> | \$ 25,184,133 |
| Construction in progress included above | <b>\$ 364,542</b>    | \$ 329,663    |

## 7. Investments in Unconsolidated Entities

Joint ventures are common in the real estate industry. We use joint ventures to finance properties, develop new properties, and diversify our risk in a particular property or portfolio of properties. We held joint venture ownership interests in 73 properties in the United States as of December 31, 2013 and 78 properties as of December 31, 2012. We held interests in nine joint venture properties in Japan as of December 31, 2013 and eight as of December 31, 2012. We held interests in three joint venture properties in South Korea as of December 31, 2013 and two as of December 31, 2012. At December 31, 2013 and 2012, we also held interests in one joint venture property in Mexico and one joint venture property in Malaysia. On August 1, 2013, our first joint venture property in Canada opened. Also in 2013, as discussed below, we acquired noncontrolling interests in five operating properties in Europe through our joint venture with McArthurGlen. We account for these joint venture properties using the equity method of accounting. As discussed below, on January 9, 2012, we sold our interest in GCI which at the time owned 45 properties in Italy. Additionally, on March 14, 2012, we purchased a 28.7% equity stake in Klépierre. On May 21, 2012, Klépierre paid a dividend, which we elected to receive in additional shares, resulting in an increase in our ownership to approximately 28.9%.

Certain of our joint venture properties are subject to various rights of first refusal, buy-sell provisions, put and call rights, or other sale or marketing rights for partners which are customary in real estate joint venture agreements and the industry. We and our partners in these joint ventures may initiate these provisions (subject to any applicable lock up or similar restrictions), which may result in either the sale of our interest or the use of available cash or borrowings, or the use of limited partnership interests in the Operating Partnership, to acquire the joint venture interest from our partner.

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We may provide financing to joint ventures primarily in the form of interest bearing construction loans. As of December 31, 2013 and 2012, we had construction loans and other advances to related parties totaling \$140.3 million and \$25.4 million, respectively, which are included in deferred costs and other assets.

On December 31, 2012, we formed a joint venture with Institutional Mall Investors, or IMI, to own and operate The Shops at Mission Viejo in the Los Angeles suburb of Mission Viejo, California, and Woodfield Mall in the Chicago suburb of Schaumburg, Illinois. We and IMI each own a noncontrolling 50% interest in Woodfield Mall and we own a noncontrolling 51% interest in The Shops at Mission Viejo and IMI owns the remaining 49%. Prior to the formation of the joint venture, we owned 100% of The Shops at Mission Viejo and IMI owned 100% of Woodfield Mall. No gain was recorded as the transaction was recorded based on the carryover basis of our previous investment. Woodfield Mall is encumbered by a \$425.0 million mortgage loan which matures in March of 2024 and bears interest at 4.5%. In January 2013, the joint venture closed a \$295.0 million mortgage on the Shops at Mission Viejo which bears interest at 3.61% and matures in February of 2023. The proceeds from the financing were distributed to the venture partners and, as a result, we received a distribution of \$149.7 million.

On March 22, 2012, we acquired, through an acquisition of substantially all of the assets of The Mills Limited Partnership, or TMLP, additional interests in 26 properties. The transaction resulted in additional interests in 16 of the properties which remain unconsolidated, the consolidation of nine previously unconsolidated properties and the purchase of the remaining noncontrolling interest in a previously consolidated property. The transaction was valued at \$1.5 billion, which included repayment of the remaining \$562.1 million balance on TMLP's senior loan facility, and retirement of \$100.0 million of TMLP's trust preferred securities. In connection with the transaction, our \$558.4 million loan to SPG-FCM was extinguished on a non-cash basis. We consolidated \$2.6 billion in additional property-level mortgage debt in connection with this transaction. This property-level mortgage debt was previously presented as debt of our unconsolidated entities. We and our joint venture partner had equal ownership in these properties prior to the transaction.

The consolidation of the previously unconsolidated properties resulted in a remeasurement of our previously held interest in each of these nine newly consolidated properties to fair value and recognition of a corresponding non-cash gain of \$488.7 million. In addition, we recorded an other-than-temporary impairment charge of \$22.4 million for the excess of carrying value of our remaining investment in SPG-FCM over its estimated fair value. The gain on the transaction and impairment charge are included in gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net in the accompanying consolidated statements of operations and comprehensive income. The assets and liabilities of the newly consolidated properties acquired in the Mills transaction have been reflected at their estimated fair value at the acquisition date.

We recorded our acquisition of the interest in these nine newly consolidated properties using the acquisition method of accounting. Tangible and intangible assets and liabilities were established based on their fair values at the date of acquisition. The results of operations of the newly consolidated properties have been included in our consolidated results from the date of acquisition. The purchase price allocations were finalized during the first quarter of 2013. No significant adjustments were made to the previously reported purchase price allocations.

On January 6, 2012, we paid \$50.0 million to acquire an additional 25% interest in Del Amo Fashion Center, increasing our interest to 50%.

On December 31, 2011, as further discussed in Note 4, we and our joint venture partner dissolved a venture in which we had a 50% interest and distributed a portfolio of properties previously held within the venture to us and our joint venture partner. The results of operations of these properties are now presented as loss from operations of discontinued joint venture interests and the non-cash gain of \$168.3 million recorded upon distribution to the partners is presented within (loss) gain on sale or disposal of discontinued operations, net in the "Summary Financial Information" below.

***International Investments***

We conduct our international operations through joint venture arrangements and account for all of our international joint venture investments using the equity method of accounting



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**European Investments.** At December 31, 2013, we owned 57,634,148 shares, or approximately 28.9%, of Klépierre, which had a quoted market price of \$46.53 per share. At the date of purchase on March 14, 2012, our excess investment in Klépierre was approximately \$1.2 billion which we have allocated to the underlying investment property, other assets and liabilities based on estimated fair value. Our share of net income, net of amortization of our excess investment, was \$20.7 million for the year ended December 31, 2013. Our share of net income, net of the amortization of our excess investment, was \$0.5 million from the acquisition date through December 31, 2012. Based on applicable Euro:USD exchange rates and after our conversion of Klépierre's results to GAAP, Klépierre's total assets, total liabilities, and noncontrolling interests were \$17.1 billion, \$12.3 billion, and \$1.7 billion, respectively, as of December 31, 2013 and \$17.2 billion, \$12.4 billion, and \$1.9 billion, respectively, as of December 31, 2012. Klépierre's total revenues, operating income and consolidated net income were approximately \$1.5 billion, \$989.6 million and \$317.3 million, respectively, for the year ended December 31, 2013 and \$1.1 billion, \$394.7 million and \$323.6 million, respectively, for the period of our ownership in 2012.

During the second quarter of 2013, we signed a definitive agreement with McArthurGlen, an owner, developer, and manager of designer outlets, to form one or more joint ventures to invest in certain of its existing designer outlets, development projects, and its property management and development companies. In conjunction with that agreement, we purchased a noncontrolling interest in the property management and development companies of McArthurGlen, and a noncontrolling interest in a development property located in Vancouver, British Columbia. On August 2, 2013 we acquired a noncontrolling interest in Ashford Designer Outlets in Kent, UK. On October 16, 2013 we completed the remaining transactions contemplated by our previously announced definitive agreement with McArthurGlen by acquiring noncontrolling interests in portions of four existing McArthurGlen Designer Outlets – Parndorf (Vienna, Austria), La Reggia (Naples, Italy), Noventa di Piave (Venice, Italy), and Roermond (Roermond, Netherlands). Our legal ownership interests in these entities range from 22.5% to 90%. The aggregate consideration for the above transactions, which is subject to further adjustment based upon contractual obligations and customary purchase price adjustments, was approximately \$496.7 million. The carrying amount of our investment in these joint ventures, including all related components of accumulated other comprehensive income (loss) as well as subsequent capital contributions for development, was \$510.7 million as of December 31, 2013. Substantially all of our investment has been deemed excess investment and has been preliminarily allocated to the underlying investment property based on estimated fair values. The preliminary allocations are subject to revision within the measurement period, not to exceed one year from the date of the acquisitions.

We also have a minority interest in Value Retail PLC, which owns and operates nine luxury outlets throughout Europe and a direct minority ownership in three of those outlets. These investments are accounted for under the cost method. At December 31, 2013 and 2012, the carrying value of these investments was \$115.4 million and \$95.5 million, respectively, and is included in deferred costs and other assets.

On January 9, 2012, we sold our entire ownership interest in GCI to our venture partner, Auchan S.A. The aggregate cash we received was \$375.8 million and we recognized a gain on the sale of \$28.8 million. Our investment carrying value included \$39.5 million of accumulated losses related to currency translation and net investment hedge accumulated balances which had been recorded in accumulated other comprehensive income (loss).

**Asian Joint Ventures.** We conduct our international Premium Outlet operations in Japan through a joint venture with Mitsubishi Estate Co., Ltd. We have a 40% ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$261.1 million and \$314.2 million as of December 31, 2013 and 2012, respectively; including all related components of accumulated other comprehensive income (loss). We conduct our international Premium Outlet operations in South Korea through a joint venture with Shinsegae International Co. We have a 50% ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$76.4 million and \$62.9 million as of December 31, 2013 and 2012, respectively; including all related components of accumulated other comprehensive income (loss).

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**Summary Financial Information**

A summary of our equity method investments and share of income from such investments, excluding Klépierre, follows. The accompanying joint venture statements of operations include amounts related to our investment GCI which was sold on January 9, 2012. In addition, we acquired additional controlling interests in King of Prussia on August 25, 2011, and nine properties in the Mills transaction on March 22, 2012. These previously unconsolidated properties became consolidated properties as of their respective acquisition dates. Additionally, on December 31, 2011, we and our joint venture partner dissolved a venture in which we had a 50% interest and distributed a portfolio of properties previously held within the venture to us and our joint venture partner. During 2012, we disposed of our interests in one mall and three non-core retail properties. Finally, during 2013, we disposed of three non-core retail properties. These transactions are reported within discontinued operations in the accompanying joint venture statements of operations.

**BALANCE SHEETS**

|  | December 31,<br>2013 | December 31,<br>2012 |
|--|----------------------|----------------------|
| <b>Assets:</b>   |                      |                      |
| Investment properties, at cost   | \$ 15,824,689        | \$ 14,607,291        |
| Less - accumulated depreciation  | 5,294,578            | 4,926,511            |
|  | <b>10,530,111</b>    | 9,680,780            |
| Cash and cash equivalents  | 792,751              | 619,546              |
| Tenant receivables and accrued revenue, net                            | 310,320              | 252,774              |
| Investment in unconsolidated entities, at equity                       | 38,352               | 39,589               |
| Deferred costs and other assets  | 586,622              | 438,399              |
| <b>Total assets</b>  | <b>\$ 12,258,156</b> | <b>\$ 11,031,088</b> |
| <b>Liabilities and Partners' Deficit:</b>                              |                      |                      |
| Mortgages  | \$ 13,024,257        | \$ 11,584,863        |
| Accounts payable, accrued expenses, intangibles, and deferred revenues | 849,107              | 672,483              |
| Other liabilities  | 514,822              | 447,132              |
| <b>Total liabilities</b>   | <b>14,388,186</b>    | 12,704,478           |
| Preferred units  | 67,450               | 67,450               |
| Partners' deficit  | (2,197,480)          | (1,740,840)          |
| <b>Total liabilities and partners' deficit</b>                         | <b>\$ 12,258,156</b> | <b>\$ 11,031,088</b> |

**Our Share of:**

|   |           |                  |           |                  |
|---|-----------|------------------|-----------|------------------|
| Partners' deficit   | \$        | (717,776)        | \$        | (799,911)        |
| Add: Excess Investment  |           | <b>2,059,584</b> |           | 2,184,133        |
| <b>Our net Investment in unconsolidated entities, at equity</b> | <b>\$</b> | <b>1,341,808</b> | <b>\$</b> | <b>1,384,222</b> |

"Excess Investment" represents the unamortized difference of our investment over our share of the equity in the underlying net assets of the joint ventures or other investments acquired and is allocated on a fair value basis primarily to investment property, lease related intangibles, and debt premiums and discounts. We amortize excess investment over the life of the related depreciable components of investment property, typically no greater than 40 years, the terms of the applicable leases and the applicable debt maturity, respectively. The amortization is included in the reported amount of income from unconsolidated entities.

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As of December 31, 2013, scheduled principal repayments on joint venture properties' mortgage indebtedness are as follows:

|   |               |
|---|---------------|
| 2014  | \$ 1,103,850  |
| 2015  | 2,090,963     |
| 2016  | 1,304,721     |
| 2017  | 866,378       |
| 2018  | 736,078       |
| Thereafter                                  | 6,917,266     |
|   |               |
| Total principal maturities                  | 13,019,256    |
| Net unamortized debt premiums and discounts | 5,001         |
|   |               |
| Total mortgages                             | \$ 13,024,257 |

This debt becomes due in installments over various terms extending through 2027 with interest rates ranging from 0.46% to 9.35% and a weighted average rate of 4.60% at December 31, 2013.

In November 2013, Aventura Mall in which we own a 33% interest refinanced its \$430.0 million mortgage maturing December 11, 2017 with a \$1.2 billion mortgage that matures December 1, 2020. The fixed interest rate was reduced from 5.91% to 3.75% as a result of this transaction and an extinguishment charge of \$82.8 million was incurred which is included in interest expense in the accompanying joint venture statements of operations. Excess proceeds from the financing were distributed to the venture partners.

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**STATEMENTS OF OPERATIONS**

|   | For the Year Ended<br>December 31, |                   |                   |
|---|------------------------------------|-------------------|-------------------|
|   | 2013                               | 2012              | 2011              |
| <b>Revenue:</b>   |                                    |                   |                   |
| Minimum rent  | \$ 1,666,886                       | \$ 1,487,554      | \$ 1,424,038      |
| Overage rent  | 180,772                            | 176,609           | 140,822           |
| Tenant reimbursements   | 765,357                            | 691,564           | 660,354           |
| Other income  | 200,104                            | 171,698           | 150,949           |
| <b>Total revenue</b>  | <b>2,813,119</b>                   | <b>2,527,425</b>  | <b>2,376,163</b>  |
| <b>Operating Expenses:</b>  |                                    |                   |                   |
| Property operating  | 498,485                            | 477,338           | 460,235           |
| Depreciation and amortization                                       | 528,317                            | 508,083           | 487,057           |
| Real estate taxes   | 212,667                            | 178,739           | 167,608           |
| Repairs and maintenance   | 69,116                             | 65,163            | 64,271            |
| Advertising and promotion   | 62,339                             | 55,175            | 50,653            |
| Provision for credit losses   | 1,287                              | 1,824             | 4,496             |
| Other   | 156,115                            | 170,510           | 148,110           |
| <b>Total operating expenses</b>                                     | <b>1,528,326</b>                   | <b>1,456,832</b>  | <b>1,382,430</b>  |
| <b>Operating Income</b>   | <b>1,284,793</b>                   | <b>1,070,593</b>  | <b>993,733</b>    |
| Interest expense  | (694,904)                          | (599,400)         | (593,408)         |
| <b>Income from Continuing Operations</b>                            | <b>589,889</b>                     | <b>471,193</b>    | <b>400,325</b>    |
| Gain (loss) from operations of discontinued joint venture interests | 46                                 | (20,311)          | (57,961)          |
| Gain (loss) on disposal of discontinued operations, net             | 51,164                             | (5,354)           | 347,640           |
| <b>Net Income</b>   | <b>\$ 641,099</b>                  | <b>\$ 445,528</b> | <b>\$ 690,004</b> |
| <b>Third-Party Investors' Share of Net Income</b>                   | <b>\$ 353,708</b>                  | <b>\$ 239,931</b> | <b>\$ 384,384</b> |
| <b>Our Share of Net Income</b>                                      | <b>287,391</b>                     | <b>205,597</b>    | <b>305,620</b>    |

|   |                  |          |           |
|---|------------------|----------|-----------|
| <b>Amortization of Excess Investment</b>  | <b>(102,875)</b> | (83,400) | (50,562)  |
| <b>Our Share of Loss (Gain) on Sale or Disposal of Assets and Interests in Unconsolidated Entities, net</b> |                  | 9,245    | (173,820) |

|  |                   |            |           |
|--|-------------------|------------|-----------|
| <b>Income from Unconsolidated Entities</b> | <b>\$ 184,516</b> | \$ 131,442 | \$ 81,238 |
|--|-------------------|------------|-----------|

Our share of income from unconsolidated entities in the above table, aggregated with our share of results of Klépierre, is presented in income from unconsolidated entities in the accompanying consolidated statements of operations and comprehensive income. Our share of the loss (gain) on sale or disposal of assets and interests in unconsolidated entities, net is reflected within gain upon acquisition of controlling interests, sale or disposal of assets and interests in unconsolidated entities, and impairment charge on investment in unconsolidated entities, net in the accompanying consolidated statements of operations and comprehensive income.

### *2013 Dispositions*

In 2013, we disposed of our interest in three non-core retail properties. We recognized no gain or loss on the disposal of these properties.

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**2012 Dispositions**

In July 2012, we disposed of our interest in a mall, and in August 2012 we disposed of our interest in three non-core retail properties. Our share of the net loss on disposition was \$9.2 million.

**2011 Dispositions**

In April 2011, we disposed of our interest in a mall, resulting in a gain of \$7.8 million.

**8. Indebtedness and Derivative Financial Instruments**

Our mortgages and unsecured indebtedness, excluding the impact of derivative instruments, consist of the following as of December 31:

|   | 2013                 | 2012          |
|---|----------------------|---------------|
| <b>Fixed-Rate Debt:</b>   |                      |               |
| Mortgage notes, including \$63,968 and \$101,104 net premiums, respectively. Weighted average interest and maturity of 5.62% and 4.2 years at December 31, 2013.  | \$ 7,894,527         | \$ 7,677,204  |
| Unsecured notes, including \$38,519 and \$38,847 net discounts, respectively. Weighted average interest and maturity of 4.87% and 6.4 years at December 31, 2013. | 13,931,705           | 13,400,154    |
| <b>Total Fixed-Rate Debt</b>  | <b>21,826,232</b>    | 21,077,358    |
| <b>Variable-Rate Debt:</b>  |                      |               |
| Mortgages notes, at face value. Weighted average interest and maturity of 1.52% and 3.7 years at December 31, 2013.   | 350,000              | 442,152       |
| Unsecured Term Loan (see below)   | 240,000              |               |
| Credit Facility (see below)   | 1,172,299            | 1,593,497     |
| <b>Total Variable-Rate Debt</b>   | <b>1,762,299</b>     | 2,035,649     |
| <b>Total Mortgages and Unsecured Indebtedness</b>   | <b>\$ 23,588,531</b> | \$ 23,113,007 |

**General.** Our unsecured debt agreements contain financial covenants and other non-financial covenants. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender including adjustments to the applicable interest rate. As of December 31, 2013, we are in compliance with all covenants of our unsecured debt.

At December 31, 2013, we or our subsidiaries were the borrowers under 80 non-recourse mortgage notes secured by mortgages on 80 properties, including seven separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of 27 properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties which serve as collateral for that debt. If the borrower fails to comply with these covenants, the lender could accelerate the debt and enforce its right against their collateral. At December 31, 2013, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually, or giving effect to applicable cross-default provisions in the aggregate, have a material adverse effect on our financial condition, results of

operations or cash flows.

***Unsecured Debt***

At December 31, 2013, our unsecured debt consisted of \$13.9 billion of senior unsecured notes of the Operating Partnership, net of discounts, \$960.1 million outstanding under our \$4.0 billion unsecured revolving credit facility, or Credit



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Facility, and \$212.2 million outstanding under our \$2.0 billion supplemental unsecured revolving credit facility, or Supplemental Facility, and \$240.0 million outstanding under an unsecured term loan. The December 31, 2013 balance on the Credit Facility included \$660.1 million (U.S. dollar equivalent) of Euro-denominated borrowings and the entire balance on the Supplemental Facility on such date consisted of Yen-denominated borrowings, both of which are designated as net investment hedges of a portion of our international investments.

On December 31, 2013, we had an aggregate available borrowing capacity of \$4.8 billion under the two credit facilities. The maximum outstanding balance of the credit facilities during the year ended December 31, 2013 was \$1.6 billion and the weighted average outstanding balance was \$1.3 billion. Letters of credit of \$41.9 million were outstanding under the two facilities as of December 31, 2013.

The Credit Facility's initial borrowing capacity of \$4.0 billion can be increased at our sole option to \$5.0 billion during its term. The Credit Facility will initially mature on October 30, 2015 and can be extended for an additional year at our sole option. As of December 31, 2013, the base interest rate on the Credit Facility was LIBOR plus 95 basis points (reflects a five basis point reduction effective May 16, 2013) with an additional facility fee of 15 basis points. In addition, the Credit Facility provides for a money market competitive bid option program that allows us to hold auctions to achieve lower pricing for short-term borrowings. The Credit Facility also includes a \$2.0 billion multi-currency tranche.

The Supplemental Facility's borrowing capacity of \$2.0 billion can be increased at our sole option to \$2.5 billion during its term. The Supplemental Facility will initially mature on June 30, 2016 and can be extended for an additional year at our sole option. As of December 31, 2013, the base interest rate on the Supplemental Facility was LIBOR plus 95 basis points (reflects a five basis point reduction effective May 16, 2013) with an additional facility fee of 15 basis points. Like the Credit Facility, the Supplemental Facility provides for a money market competitive bid option program and allows for multi-currency borrowings.

During 2013, we redeemed at par or repaid at maturity \$504.5 million of senior unsecured notes with fixed rates ranging from 5.30% to 7.18% with cash on hand. In addition, we repaid a \$240.0 million mortgage loan with the proceeds from a \$240.0 million unsecured term loan. The term loan has a capacity of up to \$300.0 million, bears interest at LIBOR plus 110 basis points and matures on February 28, 2016 with two available one-year extension options.

On October 2, 2013, the Operating Partnership issued €750.0 million (\$1.0 billion USD equivalent) of senior unsecured notes at a fixed interest rate of 2.375% with a maturity date of October 2, 2020. Proceeds from the unsecured notes offering were used to pay down a portion of Euro-denominated borrowings on the Credit Facility and fund the acquisition of various assets in the McArthurGlen transactions further discussed in Note 7. These notes are designated as a net investment hedge of our Euro-denominated international investments.

On December 30, 2013, we borrowed \$300.0 million on our Credit Facility to partially fund the Sawgrass Mills mortgage repayment on January 2, 2014. These Credit Facility borrowings were repaid in full on January 22, 2014 using unsecured notes proceeds as discussed below.

On January 21, 2014, the Operating Partnership issued \$600.0 million of senior unsecured notes at a fixed interest rate of 2.20% with a maturity date of February 1, 2019 and \$600.0 million of senior unsecured notes at a fixed interest rate of 3.75% with a maturity date of February 1, 2024. Proceeds from the unsecured notes offering were used to repay debt and for general corporate purposes.

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***Mortgage Debt***

Total mortgage indebtedness was \$8.2 billion and \$8.0 billion at December 31, 2013 and 2012, respectively. During 2013, we added \$370.0 million in new mortgage loans on previously unencumbered properties with a weighted average interest rate of 4.04%.

On January 2, 2014, we repaid the \$820.0 million outstanding mortgage at Sawgrass Mills originally maturing July 1, 2014 with cash on hand and a borrowing on our Credit Facility as discussed above.

***Debt Maturity and Other***

Our scheduled principal repayments on indebtedness as of December 31, 2013 are as follows:

|  |               |
|--|---------------|
| 2014                                       | \$ 2,072,529  |
| 2015                                       | 1,972,833     |
| 2016                                       | 5,005,080     |
| 2017                                       | 3,594,748     |
| 2018                                       | 2,031,818     |
| Thereafter                                 | 8,886,074     |
| <br>                                       |               |
| Total principal maturities                 | 23,563,082    |
| Net unamortized debt premium               | 25,449        |
| <br>                                       |               |
| Total mortgages and unsecured indebtedness | \$ 23,588,531 |

Our cash paid for interest in each period, net of any amounts capitalized, was as follows:

|                        | <b>For the Year Ended December 31,</b> |              |             |
|------------------------|--|--------------|-------------|
|                        | <b>2013</b>                            | <b>2012</b>  | <b>2011</b> |
| Cash paid for interest | \$ 1,142,201                           | \$ 1,122,223 | \$ 979,436  |

***Derivative Financial Instruments***

Our exposure to market risk due to changes in interest rates primarily relates to our long-term debt obligations. We manage exposure to interest rate market risk through our risk management strategy by a combination of interest rate protection agreements to effectively fix or cap a portion of variable rate debt. We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We may enter into treasury lock agreements as part of an anticipated debt issuance. Upon completion of the debt issuance, the fair value of these instruments is recorded as part of accumulated other comprehensive income (loss) and is amortized to interest expense over the life of the debt agreement.

The unamortized loss on our treasury locks and terminated hedges recorded in accumulated other comprehensive income (loss) was \$67.5 million and \$78.0 million as of December 31, 2013 and 2012, respectively. As of December 31, 2013, our outstanding LIBOR based derivative contracts consisted of:

interest rate cap protection agreements with a notional amount of \$248.3 million which mature in June 2014, and

fixed rate swap agreements with a notional amount of \$491.6 million which have a weighted average fixed pay rate of 3.13% and a weighted average variable receive rate of 2.0%.

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Within the next year, we expect to reclassify to earnings approximately \$10.4 million of losses related to active and terminated interest rate swaps from the current balance held in accumulated other comprehensive income (loss).

**Fair Value of Debt**

The carrying value of our variable-rate mortgages and other loans approximates their fair values. We estimate the fair values of consolidated fixed-rate mortgages using cash flows discounted at current borrowing rates and other indebtedness using cash flows discounted at current market rates. We estimate the fair values of consolidated fixed-rate unsecured notes using quoted market prices, or, if no quoted market prices are available, we use quoted market prices for securities with similar terms and maturities. The book value of our consolidated fixed-rate mortgages and unsecured indebtedness was \$21.8 billion and \$21.0 billion as of December 31, 2013 and 2012, respectively. The fair values of these financial instruments and the related discount rate assumptions as of December 31 are summarized as follows:

|   | 2013      | 2012      |
|---|-----------|-----------|
| Fair value of fixed-rate mortgages and unsecured indebtedness                                 | \$ 23,297 | \$ 23,373 |
| Weighted average discount rates assumed in calculation of fair value for fixed-rate mortgages | 3.07%     | 3.24%     |

**9. Rentals under Operating Leases**

Future minimum rentals to be received under non-cancelable tenant operating leases for each of the next five years and thereafter, excluding tenant reimbursements of operating expenses and percentage rent based on tenant sales volume as of December 31, 2013 are as follows:

|            |               |
|------------|---------------|
| 2014       | \$ 2,774,293  |
| 2015       | 2,507,650     |
| 2016       | 2,228,505     |
| 2017       | 1,943,459     |
| 2018       | 1,618,167     |
| Thereafter | 4,614,730     |
|            | \$ 15,686,804 |

**10. Equity**

Our Board of Directors is authorized to reclassify excess common stock into one or more additional classes and series of capital stock, to establish the number of shares in each class or series and to fix the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications and terms and conditions of redemption of such class or series, without any further vote or action by the stockholders. The issuance of additional classes or series of capital stock may have the effect of delaying, deferring or preventing a change in control of us without further action of the stockholders. The ability to issue additional classes or series of capital stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, a majority of our outstanding voting stock.

Holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders, other than for the election of directors. The holders of our Class B common stock have the right to elect up to four members of the Board of Directors. All 8,000 outstanding shares of the Class B common stock are subject to two voting trusts as to which Herbert Simon and David Simon are the trustees. Shares of Class B common stock convert automatically into an equal number of shares of common stock upon the occurrence of certain events and can be converted into shares of common stock at the option of the holders.



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**Common Stock Issuances**

In 2013, we issued 596,051 shares of common stock to 11 limited partners of the Operating Partnership in exchange for an equal number of units pursuant to the partnership agreement of the Operating Partnership.

We issued 1,567 shares of common stock related to employee stock options exercised during 2013. We used the net proceeds from the option exercises to acquire additional units in the Operating Partnership.

**Temporary Equity**

We classify as temporary equity those securities for which there is the possibility that we could be required to redeem the security for cash irrespective of the probability of such a possibility. As a result, we classify one series of preferred units of the Operating Partnership and noncontrolling redeemable interests in properties in temporary equity. Each of these securities is discussed further below.

**Limited Partners' Preferred Interest in the Operating Partnership and Noncontrolling Redeemable Interests in Properties.** The following table summarizes the preferred units of the Operating Partnership and the amount of the noncontrolling redeemable interests in properties as of December 31. The redemption features of the preferred units of the Operating Partnership contain provisions which could require us to settle the redemption in cash. As a result, this series of preferred units in the Operating Partnership remains classified outside permanent equity. The remaining interests in a property or portfolio of properties which are redeemable at the option of the holder or in circumstances that may be outside our control, are accounted for as temporary equity within limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties in the accompanying consolidated balance sheets. The carrying amount of the noncontrolling interest is adjusted to the redemption amount assuming the instrument is redeemable at the balance sheet date. Changes in the redemption value of the underlying noncontrolling interest are recorded within accumulated deficit. There are no noncontrolling interests redeemable at amounts in excess of fair value.

On January 10, 2014, we acquired one of our partner's remaining redeemable interests in a portfolio of ten properties for approximately \$113.3 million subject to a pre-existing contractual arrangement. The amount paid to acquire the interests in the seven properties which were previously consolidated is included in limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interest in properties in the accompanying December 31, 2013 consolidated balance sheet.

|   | 2013       | 2012       |
|---|------------|------------|
| 7.50% Cumulative Redeemable Preferred Units, 260,000 units authorized, 255,373 issued and outstanding                         | \$ 25,537  | \$ 25,537  |
| Other noncontrolling redeemable interests in properties   | 164,948    | 152,469    |
| Limited partners' preferred interest in the Operating Partnership and other noncontrolling redeemable interests in properties | \$ 190,485 | \$ 178,006 |

**7.50% Cumulative Redeemable Preferred Units.** This series of preferred units accrues cumulative quarterly distributions at a rate of \$7.50 annually. The preferred units are redeemable by the Operating Partnership upon the death of the survivor of the original holders, or the transfer of any units to any person or entity other than the persons or entities entitled to the benefits of the original holder. The redemption price is the liquidation value (\$100.00 per preferred unit) plus accrued and unpaid distributions, payable either in cash or fully registered shares of our common stock at our election. In the event of the death of a holder of the preferred units, the occurrence of certain tax triggering events applicable to the holder, or on or after November 10, 2006, the holder may require the Operating Partnership to redeem the preferred units at the same redemption price payable at the option of the Operating Partnership in either cash or shares of common stock.



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**Permanent Equity**

**Preferred Stock.** Dividends on all series of preferred stock are calculated based upon the preferred stock's preferred return multiplied by the preferred stock's corresponding liquidation value. The Operating Partnership pays preferred distributions to us equal to the dividends we pay on the preferred stock issued.

**Series J 8<sup>3</sup>/<sub>8</sub>% Cumulative Redeemable Preferred Stock.** Dividends accrue quarterly at an annual rate of 8<sup>3</sup>/<sub>8</sub>% per share. We can redeem this series, in whole or in part, on or after October 15, 2027 at a redemption price of \$50.00 per share, plus accumulated and unpaid dividends. This preferred stock was issued at a premium of \$7.5 million. The unamortized premium included in the carrying value of the preferred stock at December 31, 2013 and 2012 was \$4.5 million and \$4.9 million, respectively.

**Other Equity Activity**

**Notes Receivable from Former CPI Stockholders.** Notes receivable of \$15.3 million from stockholders of an entity we acquired in 1998 are reflected as a deduction from capital in excess of par value in the consolidated statements of equity in the accompanying financial statements. The notes do not bear interest and become due at the time the underlying shares are sold.

**The Simon Property Group 1998 Stock Incentive Plan.** This plan, or the 1998 plan, provides for the grant of equity-based awards in the form of options to purchase shares, stock appreciation rights, restricted stock grants and performance-based unit awards. Options may be granted which are qualified as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code and options which are not so qualified. An aggregate of 17,300,000 shares of common stock have been reserved for issuance under the 1998 plan. Additionally, the partnership agreement requires us to purchase operating partnership units for cash in an amount equal to the fair market value of such shares.

**Administration.** The 1998 plan is administered by the Compensation Committee of the Board of Directors, or the Compensation Committee. The Compensation Committee determines which eligible individuals may participate and the type, extent and terms of the awards to be granted to them. In addition, the Compensation Committee interprets the 1998 plan and makes all other determinations deemed advisable for its administration. Options granted to employees become exercisable over the period determined by the Compensation Committee. The exercise price of an employee option may not be less than the fair market value of the shares on the date of grant. Employee options generally vest over a three-year period and expire ten years from the date of grant.

**Awards for Eligible Directors.** Directors who are not also our employees or employees of our affiliates are eligible to receive awards under the 1998 plan. Currently, each eligible director receives on the first day of the first calendar month following his or her initial election an award of restricted stock with a value of \$82,500 (pro-rated for partial years of service). Thereafter, as of the date of each annual meeting of stockholders, eligible directors who are re-elected receive an award of restricted stock having a value of \$82,500. In addition, eligible directors who serve as chairpersons of the standing committees receive an additional annual award of restricted stock having a value of \$10,000 (in the case of the Audit and Compensation Committees) or \$7,500 (in the case of the Governance and Nominating Committees). The Lead Independent Director also receives an annual restricted stock award having a value of \$12,500. The restricted stock vests in full after one year.

Once vested, the delivery of the shares of restricted stock (including reinvested dividends) is deferred under our Director Deferred Compensation Plan until the director retires, dies or becomes disabled or otherwise no longer serves as a director. The directors may vote and are entitled to receive dividends on the underlying shares; however, any dividends on the shares of restricted stock must be reinvested in shares of common stock and held in the deferred compensation plan until the shares of restricted stock are delivered to the former director.



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**Stock Based Compensation**

Awards under our stock based compensation plans primarily take the form of LTIP units and restricted stock grants. Restricted stock and awards under the LTIP programs are all performance based and are based on various corporate and business unit performance measures as further described below. The expense related to these programs, net of amounts capitalized, is included within home and regional office costs and general and administrative costs in the accompanying statements of operations and comprehensive income.

**LTIP Programs.** Every year since 2010, the Compensation Committee has approved long-term, performance based incentive compensation programs, or the LTIP programs, for certain senior executive officers. Awards under the LTIP programs take the form of LTIP units, a form of limited partnership interest issued by the Operating Partnership, and will be considered earned if, and only to the extent to which, applicable total shareholder return, or TSR, performance measures are achieved during the performance period. Once earned, LTIP units are subject to a two year vesting period. One-half of the earned LTIP units will vest on January 1 of each of the 2nd and 3rd years following the end of the applicable performance period, subject to the participant maintaining employment with us through those dates and certain other conditions as described in those agreements. Awarded LTIP units not earned are forfeited. Earned and fully vested LTIP units are the equivalent of units. During the performance period, participants are entitled to receive distributions on the LTIP units awarded to them equal to 10% of the regular quarterly distributions paid on a unit of the Operating Partnership. As a result, we account for these LTIP units as participating securities under the two-class method of computing earnings per share.

From 2010 to 2013, the Compensation Committee approved LTIP grants as shown in the table below. Grant date fair values of the LTIP units are estimated using a Monte Carlo model, and the resulting expense is recorded regardless of whether the TSR performance measures are achieved if the required service is delivered. The grant date fair values are being amortized into expense over the period from the grant date to the date at which the awards, if any, would become vested. The extent to which LTIP units that were earned and the aggregate grant date fair values adjusted for estimated forfeitures, are as set forth as follows:

| LTIP Program             | LTIP Units Earned        | Grant Date Fair Value         |
|--------------------------|--------------------------|-------------------------------|
| 2010 LTIP Program        |                          |                               |
| 1-year 2010 LTIP Program | 133,673                  | 1-year program \$7.2 million  |
| 2-year 2010 LTIP Program | 337,006                  | 2-year program \$14.8 million |
| 3-year 2010 LTIP Program | 489,654                  | 3-year program \$23.0 million |
| 2011-2013 LTIP Program   | 469,848                  | \$35.0 million                |
| 2012-2014 LTIP Program   | To be determined in 2015 | \$35.0 million                |
| 2013-2015 LTIP Program   | To be determined in 2016 | \$33.5 million                |

We recorded compensation expense, net of capitalization, related to these LTIP programs of approximately \$25.7 million, \$22.0 million, and \$16.5 million for the years ended December 31, 2013, 2012 and 2011, respectively.

**Restricted Stock.** The 1998 plan also provides for shares of restricted stock to be granted to certain employees at no cost to those employees, subject to achievement of individual performance and certain financial and return-based performance measures established by the Compensation Committee related to the most recent year's performance. Once granted, the shares of restricted stock then vest annually over a three-year period beginning on January 1 of each year. The cost of restricted stock grants, which is based upon the stock's fair market value on the grant date, is recognized as expense ratably over the vesting period. Through December 31, 2013 a total of 5,447,436 shares of restricted stock,

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net of forfeitures, have been awarded under the plan. Information regarding restricted stock awards is summarized in the following table for each of the years presented:

|  | For the Year Ended<br>December 31, |           |           |
|--|------------------------------------|-----------|-----------|
|  | 2013                               | 2012      | 2011      |
| Shares of restricted stock awarded during the year, net of forfeitures | 107,123                            | 114,066   | 116,885   |
| Weighted average fair value of shares granted during the year          | \$ 160.20                          | \$ 146.70 | \$ 110.12 |
| Amortization expense   | \$ 18,311                          | \$ 14,001 | \$ 14,018 |

We recorded compensation expense, net of capitalization, related to restricted stock of approximately \$12.7 million, \$9.8 million, and \$9.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

**Other Compensation Arrangements.** On July 6, 2011, in connection with the execution of an employment agreement, the Compensation Committee granted David Simon, our Chairman and CEO, a retention award in the form of 1,000,000 LTIP units (the "Award") for his continued service as our Chairman and Chief Executive Officer through July 5, 2019. Effective December 31, 2013, the Award was modified ("Current Award") and as a result the LTIP units will now become earned and eligible to vest based on the attainment of Company-based performance goals, in addition to the service-based vesting requirement included in the original Award. If the relevant performance criteria are not achieved, all or a portion of the Current Award will be forfeited. The Current Award does not contain an opportunity for Mr. Simon to receive additional LTIP Units above and beyond the original Award should our performance exceed the higher end of the performance criteria. The performance criteria of the Current Award are based on the attainment of specific funds from operations ("FFO") per share. If the performance criteria have been met, a maximum of 360,000 LTIP units ("A Units"), 360,000 LTIP units ("B Units") and 280,000 LTIP units ("C Units") may become earned December 31, 2015, 2016 and 2017, respectively. The earned A Units will vest on January 1, 2018, earned B Units will vest on January 1, 2019 and earned C Units will vest on June 30, 2019, subject to continued employment through such applicable date. The grant date fair value of the retention award of \$120.3 million is being recognized as expense over the eight-year term of his employment agreement on a straight-line basis based through the applicable vesting periods of the A Units, B Units and C Units.

Since 2001, we have not granted any options to officers, directors or employees, except for a series of reload options we assumed as part of a prior business combination. During the year ended December 31, 2013, 1,567 options with a weighted average exercise price per share of \$50.17 were exercised. As of December 31, 2013, there were no remaining options outstanding.

We also maintain a tax-qualified retirement 401(k) savings plan and offer no other post-retirement or post-employment benefits to our employees.

**Exchange Rights**

Limited partners in the Operating Partnership have the right to exchange all or any portion of their units for shares of common stock on a one-for-one basis or cash, as determined by the Board of Directors. The amount of cash to be paid if the exchange right is exercised and the cash option is selected will be based on the trading price of our common stock at that time. At December 31, 2013, we had reserved 57,274,430 shares of common stock for possible issuance upon the exchange of units, stock options and Class B common stock.

**11. Commitments and Contingencies****Litigation**

We are involved from time-to-time in various legal proceedings that arise in the ordinary course of our business, including, but not limited to commercial disputes, environmental matters, and litigation in connection with transactions including acquisitions and divestitures. We believe that such litigation, claims and administrative proceedings will not have

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a material adverse impact on our financial position or our results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

In May 2010, Opry Mills sustained significant flood damage. Insurance proceeds of \$50 million have been funded by the insurers and remediation work has been completed. The property was re-opened March 29, 2012. The excess insurance carriers (those providing coverage above \$50 million) have denied the claim under the policy for additional proceeds (of up to \$150 million) to pay further amounts for restoration costs and business interruption losses. We and our lenders are continuing our efforts through pending litigation to recover our losses under the excess insurance policies for Opry Mills and we believe recovery is probable, but no assurances can be made that our efforts to recover these funds will be successful.

***Lease Commitments***

As of December 31, 2013, a total of 28 of the consolidated properties are subject to ground leases. The termination dates of these ground leases range from 2014 to 2090. These ground leases generally require us to make fixed annual rental payments, or a fixed annual rental plus a percentage rent component based upon the revenues or total sales of the property. In addition, we have several regional office locations that are subject to leases with termination dates ranging from 2014 to 2028. These office leases generally require us to make fixed annual rental payments plus pay our share of common area, real estate and utility expenses. Some of our ground and office leases include escalation clauses and renewal options. We incurred ground lease expense and office lease expense, which are included in other expense and home office and regional expense, respectively, as follows:

|                      | <b>For the Year Ended,<br/>December 31,</b> |             |             |
|----------------------|---|-------------|-------------|
|                      | <b>2013</b>                                 | <b>2012</b> | <b>2011</b> |
| Ground lease expense | \$ 40,042                                   | \$ 43,421   | \$ 42,284   |
| Office lease expense | 4,057                                       | 2,004       | 2,047       |

Future minimum lease payments due under these leases for years ending December 31, excluding applicable extension options and any sublease income, are as follows:

|            |                     |
|------------|---------------------|
| 2014       | \$ 25,974           |
| 2015       | 30,991              |
| 2016       | 36,851              |
| 2017       | 36,863              |
| 2018       | 36,818              |
| Thereafter | 1,012,997           |
|            | <b>\$ 1,180,494</b> |

***Insurance***

We maintain insurance coverage with third party carriers who provide a portion of the coverage for specific layers of potential losses including commercial general liability, fire, flood, extended coverage and rental loss insurance on all of our properties in the United States. The initial portion of coverage not provided by third party carriers is either insured through our wholly-owned captive insurance companies, Rosewood Indemnity, Ltd. and Bridgewood Insurance Company, Ltd., or other financial arrangements controlled by us. The third party carrier has, in turn, agreed to provide evidence of coverage for this layer of losses under the terms and conditions of the carrier's policy. A similar policy written through our captive insurance entities also provides initial coverage for property insurance and certain windstorm risks at the properties located in coastal windstorm locations.



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**Simon Property Group, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**(Dollars in thousands, except share and per share amounts**  
**and where indicated as in millions or billions)**

We currently maintain insurance coverage against acts of terrorism on all of our properties in the United States on an "all risk" basis in the amount of up to \$1 billion. The current federal laws which provide this coverage are expected to operate through 2014. Despite the existence of this insurance coverage, any threatened or actual terrorist attacks where we operate could adversely affect our property values, revenues, consumer traffic and tenant sales.

***Guarantees of Indebtedness***

Joint venture debt is the liability of the joint venture and is typically secured by the joint venture property, which is non-recourse to us. As of December 31, 2013 and 2012, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$190.8 million and \$84.9 million, respectively (of which we have a right of recovery from our venture partners of \$83.0 million and \$38.6 million, respectively). Mortgages guaranteed by us are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount.

***Concentration of Credit Risk***

Our malls, Premium Outlets, The Mills, and community/lifestyle centers rely heavily upon anchor tenants to attract customers; however, anchor retailers do not contribute materially to our financial results as many anchor retailers own their spaces. All material operations are within the United States and no customer or tenant accounts for 5% or more of our consolidated revenues.

***Limited Life Partnerships***

We are the controlling partner in several consolidated partnerships that have a limited life. We estimated the settlement values of these noncontrolling interests as of December 31, 2013 and 2012 as approximately \$125.0 million and \$143.0 million, respectively. The settlement values are based on the estimated fair values upon a hypothetical liquidation of the partnership interests and estimated yield maintenance or prepayment penalties associated with the payment to settle any underlying secured mortgage debt.

**12. Related Party Transactions**

Our management company provides management, insurance, and other services to Melvin Simon & Associates, Inc., a related party, unconsolidated joint ventures, and other non-owned related party properties. Amounts for services provided by our management company and its affiliates to our unconsolidated joint ventures and other related parties were as follows:

|  | <b>For the Year Ended<br/>December 31,</b> |             |             |
|--|--|-------------|-------------|
|  | <b>2013</b>                                | <b>2012</b> | <b>2011</b> |
| Amounts charged to unconsolidated joint ventures       | <b>\$ 121,996</b>                          | \$ 119,534  | \$ 125,306  |
| Amounts charged to properties owned by related parties | <b>4,510</b>                               | 4,416       | 4,353       |

During 2012 and 2011, we recorded interest income of \$2.0 million and \$9.8 million, respectively, net of inter-entity eliminations, related to the loans that we provided to TMLP and SPG-FCM. The loan to SPG-FCM was extinguished in the Mills transaction in 2012. In addition, during 2013, 2012 and 2011, we recorded development, royalty and other fee income related to our international investments of \$14.0 million, \$15.5 million and \$12.3 million, respectively. Also during 2013, 2012 and 2011, we received fees related to financing activities, net of elimination, provided to unconsolidated joint ventures of \$15.9 million, \$3.0 million and \$1.8 million, respectively. The fees related to our international investments and financing activities are included in other income in the accompanying consolidated statements of operations and comprehensive income.

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**Simon Property Group, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
(Dollars in thousands, except share and per share amounts  
and where indicated as in millions or billions)

**13. Quarterly Financial Data (Unaudited)**

Quarterly 2013 and 2012 data is summarized in the table below. Quarterly amounts may not sum to annual amounts due to rounding.

|  | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|--|------------------|-------------------|------------------|-------------------|
| <b>2013</b>                                    |                  |                   |                  |                   |
| Total revenue                                  | \$ 1,215,058     | \$ 1,236,563      | \$ 1,302,256     | \$ 1,416,260      |
| Operating income                               | 557,689          | 564,890           | 600,565          | 692,546           |
| Consolidated net income                        | 334,468          | 400,525           | 367,293          | 449,304           |
| Net income attributable to common stockholders | 283,138          | 339,936           | 311,675          | 381,555           |
| Net income per share Basic                     | \$ 0.91          | \$ 1.10           | \$ 1.00          | \$ 1.23           |
| Net income per share Diluted                   | \$ 0.91          | \$ 1.10           | \$ 1.00          | \$ 1.23           |
| Weighted average shares outstanding            | 309,986,506      | 310,261,278       | 310,332,777      | 310,434,337       |
| Diluted weighted average shares outstanding    | 309,986,709      | 310,261,278       | 310,332,777      | 310,434,337       |
| <b>2012</b>                                    |                  |                   |                  |                   |
| Total revenue                                  | \$ 1,118,969     | \$ 1,188,066      | \$ 1,228,617     | \$ 1,344,431      |
| Operating income                               | 516,721          | 524,327           | 564,953          | 614,598           |
| Consolidated net income                        | 781,829          | 260,936           | 306,371          | 370,496           |
| Net income attributable to common stockholders | 645,410          | 215,445           | 254,921          | 315,383           |
| Net income per share Basic                     | \$ 2.18          | \$ 0.71           | \$ 0.84          | \$ 1.01           |
| Net income per share Diluted                   | \$ 2.18          | \$ 0.71           | \$ 0.84          | \$ 1.01           |
| Weighted average shares outstanding            | 295,693,410      | 303,252,359       | 304,107,489      | 303,137,350       |
| Diluted weighted average shares outstanding    | 295,694,520      | 303,253,401       | 304,108,559      | 303,138,422       |

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures.** We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective at a reasonable assurance level.

**Management's Report on Internal Control Over Financial Reporting.** Management's report on internal control over financial reporting is set forth within Item 7 to this Form 10-K.

**Attestation Report of the Registered Public Accounting Firm.** The audit report of Ernst & Young LLP on their assessment of our internal control over financial reporting is set forth within Item 8 of this Form 10-K.

**Changes in Internal Control Over Financial Reporting.** There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f)) that occurred during the fourth quarter of 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

During the fourth quarter of the year covered by this report, the Audit Committee of our Board of Directors approved certain audit, audit-related and non-audit tax compliance and tax consulting services to be provided by Ernst & Young LLP, the Company's independent registered public accounting firm. This disclosure is made pursuant to Section 10A(i)(2) of the Exchange Act, as added by Section 202 of the Sarbanes-Oxley Act of 2002.

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**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item is incorporated herein by reference to the definitive proxy statement for our 2014 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A and the information included under the caption "Executive Officers of the Registrant" in Part I hereof.

**Item 11. Executive Compensation**

The information required by this item is incorporated herein by reference to the definitive proxy statement for our 2014 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated herein by reference to the definitive proxy statement for our 2014 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by this item is incorporated herein by reference to the definitive proxy statement for our 2014 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A.

**Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated herein by reference to the definitive proxy statement for our 2014 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A.



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**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

|    |  | <b>Page No.</b> |
|----|--|-----------------|
| a. | (1) <u>Financial Statements</u>  |                 |
|    | <u>The following consolidated financial statements of Simon Property Group, Inc. and Subsidiaries are set forth in Part II, Item 8.</u>                            |                 |
|    | <u>Reports of Independent Registered Public Accounting Firm</u>  | <u>66</u>       |
|    | <u>Consolidated Balance Sheets as of December 31, 2013 and 2012</u>  | <u>68</u>       |
|    | <u>Consolidated Statement of Operations and Comprehensive Income for the years ended December 31, 2013, 2012 and 2011</u>  | <u>69</u>       |
|    | <u>Consolidated Statement of Cash Flows for the years ended December 31, 2013, 2012 and 2011</u>   | <u>70</u>       |
|    | <u>Consolidated Statements of Equity for the years ended December 31, 2013, 2012 and 2011</u>  | <u>71</u>       |
|    | <u>Notes to Consolidated Financial Statements</u>  | <u>73</u>       |
|    | (2) <u>Financial Statement Schedule</u>  |                 |
|    | <u>Simon Property Group, Inc. and Subsidiaries Schedule III – Schedule of Real Estate and Accumulated Depreciation</u>   | <u>110</u>      |
|    | <u>Notes to Schedule III</u>   | <u>116</u>      |
|    | Other financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto. |                 |
|    | (3) <u>Exhibits</u>  |                 |
|    | <u>The Exhibit Index attached hereto is hereby incorporated by reference to this Item.</u>   | <u>117</u>      |

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**SIMON PROPERTY GROUP, INC.**By /s/ DAVID SIMON

David Simon  
Chairman of the Board of Directors and Chief Executive Officer

February 27, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Capacity</b>  | <b>Date</b>       |
|---|--|-------------------|
| <u>/s/ DAVID SIMON</u><br>David Simon                   | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) | February 27, 2014 |
| <u>/s/ HERBERT SIMON</u><br>Herbert Simon               | Chairman Emeritus and Director   | February 27, 2014 |
| <u>/s/ RICHARD S. SOKOLOV</u><br>Richard S. Sokolov     | President, Chief Operating Officer and Director  | February 27, 2014 |
| <u>/s/ MELVYN E. BERGSTEIN</u><br>Melvyn E. Bergstein   | Director   | February 27, 2014 |
| <u>/s/ LARRY C. GLASSCOCK</u><br>Larry C. Glasscock     | Director   | February 27, 2014 |
| <u>/s/ REUBEN S. LEIBOWITZ</u><br>Reuben S. Leibowitz   | Director   | February 27, 2014 |
| <u>/s/ J. ALBERT SMITH, JR.</u><br>J. Albert Smith, Jr. | Director   | February 27, 2014 |
| <u>/s/ KAREN N. HORN</u><br>Karen N. Horn               | Director   | February 27, 2014 |

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| <b>Signature</b>   | <b>Capacity</b>   | <b>Date</b>       |
|--|---|-------------------|
| /s/ ALLAN HUBBARD<br><hr style="width: 300px; margin-left: 0;"/> Allan Hubbard               | Director  | February 27, 2014 |
| /s/ DANIEL C. SMITH<br><hr style="width: 300px; margin-left: 0;"/> Daniel C. Smith           | Director  | February 27, 2014 |
| /s/ STEPHEN E. STERRETT<br><hr style="width: 300px; margin-left: 0;"/> Stephen E. Sterrett   | Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 27, 2014 |
| /s/ STEVEN K. BROADWATER<br><hr style="width: 300px; margin-left: 0;"/> Steven K. Broadwater | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)         | February 27, 2014 |

## Simon Property Group, Inc. and Subsidiaries

## Real Estate and Accumulated Depreciation

December 31, 2013

(Dollars in thousands)

| Name                           | Location                        | Encumbrances (6) | Initial Cost (3) |                            | Cost Capitalized Subsequent to Acquisition (3) |                            | Gross Amounts At Which Carried At Close of Period |                            |           | Accumulated Depreciation (2) | Date of Construction or Acquisition |
|--------------------------------|---------------------------------|------------------|------------------|----------------------------|--|----------------------------|---|----------------------------|-----------|------------------------------|-------------------------------------|
|                                |                                 |                  | Land             | Buildings and Improvements | Land   | Buildings and Improvements | Land  | Buildings and Improvements | Total (1) |                              |                                     |
| <b>Malls</b>                   |                                 |                  |                  |                            |  |                            |   |                            |           |                              |                                     |
| Anderson Mall                  | Anderson, SC                    | 20,398           | \$ 1,712         | \$ 15,227                  | \$ 851   | \$ 20,893                  | \$ 2,563  | \$ 36,120                  | \$ 38,683 | \$ 18,074                    | 1972                                |
| Bangor Mall                    | Bangor, ME                      | 80,000           | 5,478            | 59,740                     |  | 12,068                     | 5,478   | 71,808                     | 77,286    | 29,938                       | 2004 (5)                            |
| Barton Creek Square            | Austin, TX                      |                  | 2,903            | 20,929                     | 7,983  | 63,969                     | 10,886  | 84,898                     | 95,784    | 51,860                       | 1981                                |
| Battlefield Mall               | Springfield, MO                 | 125,000          | 3,919            | 27,231                     | 3,000  | 64,059                     | 6,919   | 91,290                     | 98,209    | 60,631                       | 1970                                |
| Bay Park Square                | Green Bay, WI                   |                  | 6,358            | 25,623                     | 4,106  | 26,331                     | 10,464  | 51,954                     | 62,418    | 26,730                       | 1980                                |
| Bowie Town Center              | Bowie (Washington, D.C.), MD    |                  | 2,710            | 65,044                     | 235  | 10,851                     | 2,945   | 75,895                     | 78,840    | 31,339                       | 2001                                |
| Boynton Beach Mall             | Boynton Beach (Miami), FL       |                  | 22,240           | 78,804                     | 4,666  | 27,315                     | 26,906  | 106,119                    | 133,025   | 53,062                       | 1985                                |
| Brea Mall                      | Brea (Los Angeles), CA          |                  | 39,500           | 209,202                    |  | 42,967                     | 39,500  | 252,169                    | 291,669   | 104,653                      | 1998 (4)                            |
| Broadway Square                | Tyler, TX                       |                  | 11,306           | 32,431                     |  | 23,763                     | 11,306  | 56,194                     | 67,500    | 29,351                       | 1994 (4)                            |
| Brunswick Square               | East Brunswick (New York), NJ   | 76,672           | 8,436            | 55,838                     |  | 30,694                     | 8,436   | 86,532                     | 94,968    | 44,430                       | 1973                                |
| Burlington Mall                | Burlington (Boston), MA         |                  | 46,600           | 303,618                    | 19,600   | 97,860                     | 66,200  | 401,478                    | 467,678   | 160,319                      | 1998 (4)                            |
| Castleton Square               | Indianapolis, IN                |                  | 26,250           | 98,287                     | 7,434  | 75,407                     | 33,684  | 173,694                    | 207,378   | 83,383                       | 1972                                |
| Charlottesville Fashion Square | Charlottesville, VA             |                  |                  | 54,738                     |  | 17,948                     |   | 72,686                     | 72,686    | 32,683                       | 1997 (4)                            |
| Chautauqua Mall                | Lakewood, NY                    |                  | 3,116            | 9,641                      |  | 16,435                     | 3,116   | 26,076                     | 29,192    | 14,185                       | 1971                                |
| Chesapeake Square              | Chesapeake (Virginia Beach), VA | 65,242           | 11,534           | 70,461                     |  | 19,489                     | 11,534  | 89,950                     | 101,484   | 53,113                       | 1989                                |
| Cielo Vista Mall               | El Paso, TX                     |                  | 1,005            | 15,262                     | 608  | 49,967                     | 1,613   | 65,229                     | 66,842    | 38,467                       | 1974                                |
| College Mall                   | Bloomington, IN                 |                  | 1,003            | 16,245                     | 720  | 45,306                     | 1,723   | 61,551                     | 63,274    | 33,597                       | 1965                                |
| Columbia Center                | Kennewick, WA                   |                  | 17,441           | 66,580                     |  | 26,566                     | 17,441  | 93,146                     | 110,587   | 43,792                       | 1987                                |
| Copley Place                   | Boston, MA                      |                  |                  | 378,045                    |  | 108,659                    |   | 486,704                    | 486,704   | 167,391                      | 2002 (4)                            |
| Coral Square                   | Coral Springs (Miami), FL       |                  | 13,556           | 93,630                     |  | 21,501                     | 13,556  | 115,131                    | 128,687   | 68,808                       | 1984                                |
| Cordova Mall                   | Pensacola, FL                   |                  | 18,626           | 73,091                     | 7,321  | 61,890                     | 25,947  | 134,981                    | 160,928   | 49,889                       | 1998 (4)                            |
| Cottonwood Mall                | Albuquerque, NM                 |                  | 10,122           | 69,958                     |  | 7,542                      | 10,122  | 77,500                     | 87,622    | 42,020                       | 1996                                |
| Domain, The                    | Austin, TX                      | 201,511          | 40,436           | 197,010                    |  | 139,129                    | 40,436  | 336,139                    | 376,575   | 81,659                       | 2005                                |
| Edison Mall                    | Fort Myers, FL                  |                  | 11,529           | 107,350                    |  | 31,772                     | 11,529  | 139,122                    | 150,651   | 61,499                       | 1997 (4)                            |
| Empire Mall                    | Sioux Falls, SD                 | 176,300          | 35,998           | 192,186                    |  | 21,862                     | 35,998  | 214,048                    | 250,046   | 14,896                       | 1998 (5)                            |
| Fashion Mall at Keystone, The  | Indianapolis, IN                |                  |                  | 120,579                    | 27,027   | 85,988                     | 27,027  | 206,567                    | 233,594   | 79,633                       | 1997 (4)                            |
| Firewheel Town Center          | Garland (Dallas), TX            |                  | 8,485            | 82,716                     |  | 28,862                     | 8,485   | 111,578                    | 120,063   | 38,740                       | 2004                                |
| Forest Mall                    | Fond Du Lac, WI                 |                  | 721              | 4,491                      |  | 8,682                      | 721   | 13,173                     | 13,894    | 9,167                        | 1973                                |
| Forum Shops at Caesars, The    | Las Vegas, NV                   |                  |                  | 276,567                    |  | 220,290                    |   | 496,857                    | 496,857   | 189,169                      | 1992                                |

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|                       |                                    |         |         |           |        |         |           |           |         |        |      |
|-----------------------|------------------------------------|---------|---------|-----------|--------|---------|-----------|-----------|---------|--------|------|
| Great Lakes Mall      | Mentor (Cleveland), OH             | 12,302  | 100,362 | 30,661    | 12,302 | 131,023 | 143,325   | 57,785    | 1961    |        |      |
| Greenwood Park Mall   | Greenwood (Indianapolis), IN       | 76,677  | 2,423   | 23,445    | 5,253  | 116,978 | 7,676     | 140,423   | 148,099 | 65,212 | 1979 |
| Gulf View Square      | Port Richey (Tampa), FL            | 13,690  | 39,991  | 1,688     | 19,547 | 15,378  | 59,538    | 74,916    | 30,930  | 1980   |      |
| Haywood Mall          | Greenville, SC                     | 11,585  | 133,893 | 6         | 22,440 | 11,591  | 156,333   | 167,924   | 83,551  | 1998   | (4)  |
| Independence Center   | Independence (Kansas City), MO     | 200,000 | 5,042   | 45,798    | 35,198 | 5,042   | 80,996    | 86,038    | 41,275  | 1994   | (4)  |
| Ingram Park Mall      | San Antonio, TX                    | 139,954 | 733     | 17,163    | 37     | 24,168  | 770       | 41,331    | 42,101  | 26,649 | 1979 |
| Irving Mall           | Irving (Dallas), TX                | 6,737   | 17,479  | 2,533     | 43,025 | 9,270   | 60,504    | 69,774    | 37,218  | 1971   |      |
| Jefferson Valley Mall | Yorktown Heights (New York), NY    | 4,868   | 30,304  | 27,767    | 4,868  | 58,071  | 62,939    | 36,880    | 1983    |        |      |
| King of Prussia Mall  | King of Prussia (Philadelphia), PA | 118,082 | 175,063 | 1,128,200 | 58,646 | 175,063 | 1,186,846 | 1,361,909 | 103,212 | 2003   | (5)  |
| Knoxville Center      | Knoxville, TN                      | 5,006   | 21,617  | 3,712     | 32,451 | 8,718   | 54,068    | 62,786    | 34,704  | 1984   |      |
| La Plaza Mall         | McAllen, TX                        | 1,375   | 9,828   | 6,569     | 50,650 | 7,944   | 60,478    | 68,422    | 29,053  | 1976   |      |
| Lakeline Mall         | Cedar Park (Austin), TX            | 10,088  | 81,568  | 14        | 16,689 | 10,102  | 98,257    | 108,359   | 48,432  | 1995   |      |

Table of Contents**Simon Property Group, Inc. and Subsidiaries***Real Estate and Accumulated Depreciation**December 31, 2013**(Dollars in thousands)*

| Name                       | Location                       | Encumbrances (6) | Initial Cost (3)                |                                 | Cost Capitalized Subsequent to Acquisition (3) |                                 | Gross Amounts At Which Carried At Close of Period |                              |         | Date of Construction or Acquisition |          |
|----------------------------|--------------------------------|------------------|---------------------------------|---------------------------------|--|---------------------------------|---|------------------------------|---------|-------------------------------------|----------|
|                            |                                |                  | Buildings and Land Improvements | Buildings and Land Improvements | Buildings and Land Improvements                | Buildings and Land Improvements | Total (1)   | Accumulated Depreciation (2) |         |                                     |          |
| Lenox Square               | Atlanta, GA                    |                  | 38,058                          | 492,411                         |  | 95,038                          | 38,058  | 587,449                      | 625,507 | 240,388                             | 1998 (4) |
| Lima Mall                  | Lima, OH                       |                  | 7,659                           | 35,338                          |  | 13,812                          | 7,659   | 49,150                       | 56,809  | 25,767                              | 1965     |
| Lincolnwood Town Center    | Lincolnwood (Chicago), IL      |                  | 7,834                           | 63,480                          |  | 7,682                           | 7,834   | 71,162                       | 78,996  | 45,561                              | 1990     |
| Lindale Mall               | Cedar Rapids, IA               |                  | 14,106                          | 58,286                          |  | 6,063                           | 14,106  | 64,349                       | 78,455  | 6,228                               | 1998 (5) |
| Livingston Mall            | Livingston (New York), NJ      |                  | 22,214                          | 105,250                         |  | 44,517                          | 22,214  | 149,767                      | 171,981 | 59,767                              | 1998 (4) |
| Longview Mall              | Longview, TX                   |                  | 259                             | 3,567                           | 124  | 9,252                           | 383   | 12,819                       | 13,202  | 7,472                               | 1978     |
| Mall at Chestnut Hill, The | Chestnut Hill (Boston), MA     | 120,000          | 449                             | 25,102                          | 43,257   | 96,161                          | 43,706  | 121,263                      | 164,969 | 7,429                               | 2002 (5) |
| Mall of Georgia            | Buford (Atlanta), GA           |                  | 47,492                          | 326,633                         |  | 11,340                          | 47,492  | 337,973                      | 385,465 | 127,877                             | 1999 (5) |
| Maplewood Mall             | St. Paul (Minneapolis), MN     |                  | 17,119                          | 80,758                          |  | 24,267                          | 17,119  | 105,025                      | 122,144 | 37,102                              | 2002 (4) |
| Markland Mall              | Kokomo, IN                     |                  |                                 | 7,568                           |  | 17,008                          |   | 24,576                       | 24,576  | 13,219                              | 1968     |
| McCain Mall                | N. Little Rock, AR             |                  |                                 | 9,515                           | 10,530   | 24,457                          | 10,530  | 33,972                       | 44,502  | 8,535                               | 1973     |
| Melbourne Square           | Melbourne, FL                  |                  | 15,762                          | 55,891                          | 4,160  | 30,434                          | 19,922  | 86,325                       | 106,247 | 39,350                              | 1982     |
| Menlo Park Mall            | Edison (New York), NJ          |                  | 65,684                          | 223,252                         |  | 43,986                          | 65,684  | 267,238                      | 332,922 | 127,857                             | 1997 (4) |
| Mesa Mall                  | Grand Junction, CO             | 87,250           | 12,784                          | 80,639                          |  | 1,427                           | 12,784  | 82,066                       | 94,850  | 8,639                               | 1998 (5) |
| Midland Park Mall          | Midland, TX                    | 83,293           | 687                             | 9,213                           |  | 24,059                          | 687   | 33,272                       | 33,959  | 18,852                              | 1980     |
| Miller Hill Mall           | Duluth, MN                     |                  | 2,965                           | 18,092                          | 1,811  | 39,338                          | 4,776   | 57,430                       | 62,206  | 34,847                              | 1973     |
| Montgomery Mall            | North Wales (Philadelphia), PA | 80,265           | 27,105                          | 86,915                          |  | 45,806                          | 27,105  | 132,721                      | 159,826 | 43,138                              | 2004 (5) |
| Muncie Mall                | Muncie, IN                     |                  | 172                             | 5,776                           | 52   | 28,234                          | 224   | 34,010                       | 34,234  | 20,382                              | 1970     |
| North East Mall            | Hurst (Dallas), TX             |                  | 128                             | 12,966                          | 19,010   | 151,137                         | 19,138  | 164,103                      | 183,241 | 87,794                              | 1971     |
| Northgate Mall             | Seattle, WA                    |                  | 24,369                          | 115,992                         |  | 97,693                          | 24,369  | 213,685                      | 238,054 | 89,976                              | 1987     |
| Northlake Mall             | Atlanta, GA                    |                  | 33,322                          | 98,035                          |  | 3,813                           | 33,322  | 101,848                      | 135,170 | 73,019                              | 1998 (4) |
| Northwoods Mall            | Peoria, IL                     |                  | 1,185                           | 12,779                          | 2,164  | 38,469                          | 3,349   | 51,248                       | 54,597  | 32,596                              | 1983     |
| Oak Court Mall             | Memphis, TN                    |                  | 15,673                          | 57,304                          |  | 9,556                           | 15,673  | 66,860                       | 82,533  | 37,543                              | 1997 (4) |
| Ocean County Mall          | Toms River (New York), NJ      |                  | 20,404                          | 124,945                         |  | 30,049                          | 20,404  | 154,994                      | 175,398 | 66,356                              | 1998 (4) |
| Orange Park Mall           | Orange Park (Jacksonville), FL |                  | 12,998                          | 65,121                          |  | 42,553                          | 12,998  | 107,674                      | 120,672 | 55,165                              | 1994 (4) |
| Orland Square              | Orland Park (Chicago), IL      |                  | 35,514                          | 129,906                         |  | 48,985                          | 35,514  | 178,891                      | 214,405 | 77,349                              | 1997 (4) |
| Oxford Valley Mall         | Langhorne (Philadelphia), PA   | 67,722           | 24,544                          | 100,287                         |  | 16,005                          | 24,544  | 116,292                      | 140,836 | 66,273                              | 2003 (4) |
| Paddock Mall               | Ocala, FL                      |                  | 11,198                          | 39,727                          |  | 21,955                          | 11,198  | 61,682                       | 72,880  | 26,719                              | 1980     |
| Penn Square Mall           | Oklahoma City, OK              | 95,256           | 2,043                           | 155,958                         |  | 45,697                          | 2,043   | 201,655                      | 203,698 | 89,107                              | 2002 (4) |
| Pheasant Lane Mall         | Nashua, NH                     |                  | 3,902                           | 155,068                         | 550  | 45,029                          | 4,452   | 200,097                      | 204,549 | 74,585                              | 2004 (5) |

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|                            |                                  |         |         |         |       |         |         |         |         |         |              |
|----------------------------|----------------------------------|---------|---------|---------|-------|---------|---------|---------|---------|---------|--------------|
| Phipps Plaza               | Atlanta, GA                      |         | 16,725  | 210,610 | 2,225 | 37,141  | 18,950  | 247,751 | 266,701 | 106,806 | 1998 (4)     |
| Plaza Carolina             | Carolina (San Juan), PR          | 225,000 | 15,493  | 279,560 |       | 57,842  | 15,493  | 337,402 | 352,895 | 99,118  | 2004 (4)     |
| Port Charlotte Town Center | Port Charlotte, FL               | 46,353  | 5,471   | 58,570  |       | 15,507  | 5,471   | 74,077  | 79,548  | 40,124  | 1989         |
| Prien Lake Mall            | Lake Charles, LA                 |         | 1,842   | 2,813   | 3,053 | 49,249  | 4,895   | 52,062  | 56,957  | 24,425  | 1972         |
| Richmond Town Square       | Richmond Heights (Cleveland), OH |         | 2,600   | 12,112  |       | 56,081  | 2,600   | 68,193  | 70,793  | 51,751  | 1966         |
| River Oaks Center          | Calumet City (Chicago), IL       |         | 30,560  | 101,224 |       | 11,295  | 30,560  | 112,519 | 143,079 | 53,968  | 1997 (4)     |
| Rockaway Townsquare        | Rockaway (New York), NJ          |         | 41,918  | 212,257 |       | 40,440  | 41,918  | 252,697 | 294,615 | 104,858 | 1998 (4)     |
| Rolling Oaks Mall          | San Antonio, TX                  |         | 1,929   | 38,609  |       | 13,650  | 1,929   | 52,259  | 54,188  | 31,736  | 1988         |
| Roosevelt Field            | Garden City (New York), NY       |         | 163,160 | 702,008 | 48    | 69,475  | 163,208 | 771,483 | 934,691 | 323,660 | 1998 (4)     |
| Ross Park Mall             | Pittsburgh, PA                   |         | 23,541  | 90,203  |       | 88,181  | 23,541  | 178,384 | 201,925 | 87,737  | 1986         |
| Rushmore Mall              | Rapid City, SD                   | 94,000  | 18,839  | 67,364  |       | 1,183   | 18,839  | 68,547  | 87,386  | 8,579   | 1998 (5)     |
| Santa Rosa Plaza           | Santa Rosa, CA                   |         | 10,400  | 87,864  |       | 24,458  | 10,400  | 112,322 | 122,722 | 45,859  | 1998 (4)     |
| Shops at Nanuet, The       | Nanuet, NY                       |         | 28,125  | 143,120 |       |         | 28,125  | 143,120 | 171,245 | 1,574   | 2013 (7)     |
| Shops at Riverside, The    | Hackensack (New York), NJ        | 130,000 | 13,521  | 238,746 |       | 3,948   | 13,521  | 242,694 | 256,215 | 15,859  | 2007 (4) (5) |
| South Hills Village        | Pittsburgh, PA                   |         | 23,445  | 125,840 | 1,472 | 45,091  | 24,917  | 170,931 | 195,848 | 69,149  | 1997 (4)     |
| South Shore Plaza          | Braintree (Boston), MA           |         | 101,200 | 301,495 |       | 158,334 | 101,200 | 459,829 | 561,029 | 164,478 | 1998 (4)     |

## Table of Contents

## Simon Property Group, Inc. and Subsidiaries

Real Estate and Accumulated Depreciation

December 31, 2013

(Dollars in thousands)

| Name                      | Location                          | Encumbrances (6) | Initial Cost (3)                |                                 | Cost Capitalized Subsequent to Acquisition (3) |                                 | Gross Amounts At Which Carried At Close of Period |           |         | Accumulated Depreciation (2) | Date of Construction or Acquisition |
|---------------------------|-----------------------------------|------------------|---------------------------------|---------------------------------|--|---------------------------------|---|-----------|---------|------------------------------|-------------------------------------|
|                           |                                   |                  | Buildings and Land Improvements | Buildings and Land Improvements | Buildings and Land Improvements                | Buildings and Land Improvements | Buildings and Land Improvements                   | Total (1) |         |                              |                                     |
| Southdale Center          | Edina (Minneapolis), MN           | 155,000          | 40,172                          | 184,967                         |  | 34,325                          | 40,172  | 219,292   | 259,464 | 14,058                       | 2007 (4) (5)                        |
| Southern Hills Mall       | Sioux City, IA                    | 101,500          | 15,025                          | 75,984                          |  | 727                             | 15,025  | 76,711    | 91,736  | 8,252                        | 1998 (5)                            |
| Southern Park Mall        | Youngstown, OH                    |                  | 16,982                          | 77,767                          | 97   | 27,091                          | 17,079  | 104,858   | 121,937 | 52,442                       | 1970                                |
| SouthPark                 | Charlotte, NC                     | 189,775          | 42,092                          | 188,055                         | 100  | 175,992                         | 42,192  | 364,047   | 406,239 | 145,085                      | 2002 (4)                            |
| Southridge Mall           | Greendale (Milwaukee), WI         | 125,000          | 12,359                          | 130,111                         | 2,389  | 17,916                          | 14,748  | 148,027   | 162,775 | 11,556                       | 2007 (4) (5)                        |
| St. Charles Towne Center  | Waldorf (Washington, D.C.), MD    |                  | 7,710                           | 52,934                          | 1,180  | 30,943                          | 8,890   | 83,877    | 92,767  | 47,149                       | 1990                                |
| Stanford Shopping Center  | Palo Alto (San Jose), CA          |                  |                                 | 339,537                         |  | 46,751                          |   | 386,288   | 386,288 | 110,118                      | 2003 (4)                            |
| Summit Mall               | Akron, OH                         | 65,000           | 15,374                          | 51,137                          |  | 46,586                          | 15,374  | 97,723    | 113,097 | 44,203                       | 1965                                |
| Sunland Park Mall         | El Paso, TX                       | 28,359           | 2,896                           | 28,900                          |  | 9,695                           | 2,896   | 38,595    | 41,491  | 25,827                       | 1988                                |
| Tacoma Mall               | Tacoma (Seattle), WA              |                  | 37,803                          | 125,826                         |  | 87,609                          | 37,803  | 213,435   | 251,238 | 91,275                       | 1987                                |
| Tippecanoe Mall           | Lafayette, IN                     |                  | 2,897                           | 8,439                           | 5,517  | 47,150                          | 8,414   | 55,589    | 64,003  | 37,655                       | 1973                                |
| Town Center at Aurora     | Aurora (Denver), CO               |                  | 9,959                           | 56,832                          | 6  | 55,963                          | 9,965   | 112,795   | 122,760 | 57,703                       | 1998 (4)                            |
| Town Center at Boca Raton | Boca Raton (Miami), FL            |                  | 64,200                          | 307,317                         |  | 167,058                         | 64,200  | 474,375   | 538,575 | 199,104                      | 1998 (4)                            |
| Town Center at Cobb       | Kennesaw (Atlanta), GA            | 200,000          | 32,355                          | 158,225                         |  | 17,130                          | 32,355  | 175,355   | 207,710 | 78,826                       | 1998 (5)                            |
| Towne East Square         | Wichita, KS                       |                  | 8,525                           | 18,479                          | 4,108  | 44,380                          | 12,633  | 62,859    | 75,492  | 38,939                       | 1975                                |
| Towne West Square         | Wichita, KS                       | 49,360           | 972                             | 21,203                          | 61   | 12,647                          | 1,033   | 33,850    | 34,883  | 22,502                       | 1980                                |
| Treasure Coast Square     | Jensen Beach, FL                  |                  | 11,124                          | 72,990                          | 3,067  | 38,066                          | 14,191  | 111,056   | 125,247 | 54,717                       | 1987                                |
| Tyrone Square             | St. Petersburg (Tampa), FL        |                  | 15,638                          | 120,962                         |  | 34,028                          | 15,638  | 154,990   | 170,628 | 74,948                       | 1972                                |
| University Park Mall      | Mishawaka, IN                     |                  | 16,768                          | 112,158                         | 7,000  | 54,248                          | 23,768  | 166,406   | 190,174 | 127,845                      | 1996 (4)                            |
| Valle Vista Mall          | Harlingen, TX                     | 40,000           | 1,398                           | 17,159                          | 329  | 21,322                          | 1,727   | 38,481    | 40,208  | 24,142                       | 1983                                |
| Virginia Center Commons   | Glen Allen, VA                    |                  | 9,764                           | 50,547                          | 4,149  | 14,013                          | 13,913  | 64,560    | 78,473  | 29,650                       | 1991                                |
| Walt Whitman Shops        | Huntington Station (New York), NY | 116,932          | 51,700                          | 111,258                         | 3,789  | 115,133                         | 55,489  | 226,391   | 281,880 | 79,487                       | 1998 (4)                            |
| West Ridge Mall           | Topeka, KS                        | 64,794           | 5,453                           | 34,132                          | 1,168  | 24,122                          | 6,621   | 58,254    | 64,875  | 33,282                       | 1988                                |
| Westminster Mall          | Westminster (Los Angeles), CA     |                  | 43,464                          | 84,709                          |  | 35,744                          | 43,464  | 120,453   | 163,917 | 51,246                       | 1998 (4)                            |
| White Oaks Mall           | Springfield, IL                   | 50,000           | 3,024                           | 35,692                          | 2,102  | 61,835                          | 5,126   | 97,527    | 102,653 | 37,770                       | 1977                                |
| Wolfchase Galleria        | Memphis, TN                       | 225,000          | 15,881                          | 128,276                         |  | 11,960                          | 15,881  | 140,236   | 156,117 | 68,585                       | 2002 (4)                            |
| Woodland Hills Mall       | Tulsa, OK                         | 92,908           | 34,211                          | 187,123                         |  | 23,147                          | 34,211  | 210,270   | 244,481 | 91,613                       | 2004 (5)                            |



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**Premium**

**Outlets**

|                                  |                               |         |         |         |        |         |         |         |                        |
|----------------------------------|-------------------------------|---------|---------|---------|--------|---------|---------|---------|------------------------|
| Albertville Premium Outlets      | Albertville (Minneapolis), MN | 3,900   | 97,059  | 5,758   | 3,900  | 102,817 | 106,717 | 35,694  | 2004 (4)               |
| Allen Premium Outlets            | Allen (Dallas), TX            | 13,855  | 43,687  | 97      | 14,000 | 13,952  | 57,687  | 71,639  | 22,663 2004 (4)        |
| Aurora Farms Premium Outlets     | Aurora (Cleveland), OH        | 2,370   | 24,326  | 4,179   | 2,370  | 28,505  | 30,875  | 17,634  | 2004 (4)               |
| Birch Run Premium Outlets        | Birch Run (Detroit), MI       | 104,240 | 11,560  | 77,856  | 3,120  | 11,560  | 80,976  | 92,536  | 14,041 2010 (4)        |
| Calhoun Premium Outlets          | Calhoun, GA                   | 20,035  | 1,745   | 12,529  | 746    | 1,745   | 13,275  | 15,020  | 4,631 2010 (4)         |
| Camarillo Premium Outlets        | Camarillo (Los Angeles), CA   | 16,670  | 224,721 | 395     | 64,137 | 17,065  | 288,858 | 305,923 | 86,240 2004 (4)        |
| Carlsbad Premium Outlets         | Carlsbad (San Diego), CA      | 12,890  | 184,990 | 96      | 3,502  | 12,986  | 188,492 | 201,478 | 54,417 2004 (4)        |
| Carolina Premium Outlets         | Smithfield (Raleigh), NC      | 49,452  | 3,175   | 59,863  | 5,311  | 5,320   | 8,486   | 65,183  | 73,669 26,530 2004 (4) |
| Chicago Premium Outlets          | Aurora (Chicago), IL          | 659     | 118,005 | 5,158   | 659    | 123,163 | 123,822 | 46,276  | 2004 (4)               |
| Cincinnati Premium Outlets       | Monroe (Cincinnati), OH       | 14,117  | 71,520  | 4,415   | 14,117 | 75,935  | 90,052  | 17,349  | 2008                   |
| Clinton Crossing Premium Outlets | Clinton, CT                   | 2,060   | 107,556 | 1,532   | 2,543  | 3,592   | 110,099 | 113,691 | 37,823 2004 (4)        |
| Columbia Gorge Premium Outlets   | Troutdale (Portland), OR      | 7,900   | 16,492  | 2,652   | 7,900  | 19,144  | 27,044  | 9,407   | 2004 (4)               |
| Desert Hills Premium Outlets     | Cabazon (Palm Springs), CA    | 3,440   | 338,679 | 62,681  | 3,440  | 401,360 | 404,800 | 97,116  | 2004 (4)               |
| Edinburgh Premium Outlets        | Edinburgh (Indianapolis), IN  | 2,857   | 47,309  | 13,273  | 2,857  | 60,582  | 63,439  | 23,497  | 2004 (4)               |
| Ellenton Premium Outlets         | Ellenton (Tampa), FL          | 102,442 | 15,807  | 182,412 | 3,485  | 15,807  | 185,897 | 201,704 | 36,306 2010 (4)        |
| Folsom Premium Outlets           | Folsom (Sacramento), CA       | 9,060   | 50,281  | 4,188   | 9,060  | 54,469  | 63,529  | 23,134  | 2004 (4)               |

Table of Contents**Simon Property Group, Inc. and Subsidiaries***Real Estate and Accumulated Depreciation**December 31, 2013**(Dollars in thousands)*

| Name                             | Location                                 | Encumbrances (1) | Initial Cost (3)           |         | Cost Capitalized Subsequent to Acquisition (3) |        | Gross Amounts At Which Carried At Close of Period |         |         | Accumulated Depreciation (2) | Date of Construction or Acquisition |
|----------------------------------|--|------------------|----------------------------|---------|--|--------|---|---------|---------|------------------------------|-------------------------------------|
|                                  |  |                  | Buildings and Improvements | Land    | Buildings and Improvements                     | Land   | Buildings and Improvements                        | Total   |         |                              |                                     |
| Gaffney Premium Outlets          | Gaffney (Greenville/Charlotte), SC       | 36,360           | 4,056                      | 32,371  |  | 2,105  | 4,056   | 34,476  | 38,532  | 7,154                        | 2010 (4)                            |
| Gilroy Premium Outlets           | Gilroy (San Jose), CA                    |                  | 9,630                      | 194,122 |  | 9,347  | 9,630   | 203,469 | 213,099 | 67,532                       | 2004 (4)                            |
| Grand Prairie Premium Outlets    | Grand Prairie (Dallas), TX               | 120,000          | 9,497                      | 198,253 |  |        | 9,497   | 198,253 | 207,750 | 8,100                        | 2012                                |
| Grove City Premium Outlets       | Grove City (Pittsburgh), PA              | 110,590          | 6,421                      | 121,880 |  | 2,157  | 6,421   | 124,037 | 130,458 | 25,495                       | 2010 (4)                            |
| Gulfport Premium Outlets         | Gulfport, MS                             | 24,674           |                            | 27,949  |  | 1,598  |   | 29,547  | 29,547  | 6,388                        | 2010 (4)                            |
| Hagerstown Premium Outlets       | Hagerstown (Baltimore/Washington DC), MD | 87,586           | 3,576                      | 85,883  |  | 1,826  | 3,576   | 87,709  | 91,285  | 15,427                       | 2010 (4)                            |
| Houston Premium Outlets          | Cypress (Houston), TX                    |                  | 9,090                      | 69,350  |  | 46,834 | 9,090   | 116,184 | 125,274 | 26,571                       | 2007                                |
| Jackson Premium Outlets          | Jackson (New York), NJ                   |                  | 6,413                      | 104,013 | 3  | 4,878  | 6,416   | 108,891 | 115,307 | 31,859                       | 2004 (4)                            |
| Jersey Shore Premium Outlets     | Tinton Falls (New York), NJ              | 68,630           | 15,390                     | 50,979  |  | 75,219 | 15,390  | 126,198 | 141,588 | 30,828                       | 2007                                |
| Johnson Creek Premium Outlets    | Johnson Creek, WI                        |                  | 2,800                      | 39,546  |  | 6,778  | 2,800   | 46,324  | 49,124  | 15,467                       | 2004 (4)                            |
| Kittery Premium Outlets          | Kittery, ME                              |                  | 11,832                     | 94,994  |  | 7,008  | 11,832  | 102,002 | 113,834 | 27,960                       | 2004 (4)                            |
| Las Americas Premium Outlets     | San Diego, CA                            | 178,806          | 45,168                     | 251,878 |  | 5,948  | 45,168  | 257,826 | 302,994 | 48,063                       | 2007 (4)                            |
| Las Vegas Premium Outlets North  | Las Vegas, NV                            |                  | 25,435                     | 134,973 | 16,536   | 88,100 | 41,971  | 223,073 | 265,044 | 66,499                       | 2004 (4)                            |
| Las Vegas Premium Outlets South  | Las Vegas, NV                            |                  | 13,085                     | 160,777 |  | 22,769 | 13,085  | 183,546 | 196,631 | 46,983                       | 2004 (4)                            |
| Lebanon Premium Outlets          | Lebanon (Nashville), TN                  | 15,170           | 1,758                      | 10,189  |  | 1,019  | 1,758   | 11,208  | 12,966  | 2,771                        | 2010 (4)                            |
| Lee Premium Outlets              | Lee, MA                                  | 50,014           | 9,167                      | 52,212  |  | 1,075  | 9,167   | 53,287  | 62,454  | 11,176                       | 2010 (4)                            |
| Leesburg Corner Premium Outlets  | Leesburg (Washington D.C.), VA           |                  | 7,190                      | 162,023 |  | 3,871  | 7,190   | 165,894 | 173,084 | 58,996                       | 2004 (4)                            |
| Liberty Village Premium Outlets  | Flemington (New York), NJ                |                  | 5,670                      | 28,904  |  | 1,550  | 5,670   | 30,454  | 36,124  | 14,553                       | 2004 (4)                            |
| Lighthouse Place Premium Outlets | Michigan City (Chicago, IL), IN          |                  | 6,630                      | 94,138  |  | 8,465  | 6,630   | 102,603 | 109,233 | 40,050                       | 2004 (4)                            |
| Livermore Premium Outlets        | Livermore (San Francisco), CA            |                  | 21,925                     | 308,694 |  |        | 21,925  | 308,694 | 330,619 | 11,557                       | 2012                                |
| Merrimack Premium Outlets        | Merrimack, NH                            | 130,000          | 17,028                     | 118,428 |  | 602    | 17,028  | 119,030 | 136,058 | 8,517                        | 2012                                |
| Napa Premium Outlets             | Napa, CA                                 |                  | 11,400                     | 45,023  |  | 3,375  | 11,400  | 48,398  | 59,798  | 17,537                       | 2004 (4)                            |
| North Bend Premium Outlets       | North Bend (Seattle), WA                 |                  | 2,143                      | 36,197  |  | 3,496  | 2,143   | 39,693  | 41,836  | 11,480                       | 2004 (4)                            |
| North Georgia Premium Outlets    | Dawsonville (Atlanta), GA                |                  | 4,300                      | 132,325 |  | 3,183  | 4,300   | 135,508 | 139,808 | 45,209                       | 2004 (4)                            |
| Orlando Premium Outlets          | Orlando, FL                              |                  | 32,727                     | 472,815 |  | 2,156  | 32,727  | 474,971 | 507,698 | 63,945                       | 2010 (4)                            |

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|  |  |         |         |         |        |        |         |         |         |                 |
|--|--|---------|---------|---------|--------|--------|---------|---------|---------|-----------------|
| International Dr<br>Orlando Premium<br>Outlets Vineland<br>Ave | Orlando, FL  | 14,040  | 304,410 | 38,632  | 76,159 | 52,672 | 380,569 | 433,241 | 97,093  | 2004 (4)        |
| Osage Beach<br>Premium Outlets                                 | Osage Beach, MO                                    | 9,460   | 85,804  |         | 5,828  | 9,460  | 91,632  | 101,092 | 33,158  | 2004 (4)        |
| Petaluma Village<br>Premium Outlets                            | Petaluma (San<br>Francisco), CA                    | 13,322  | 13,710  |         | 1,336  | 13,322 | 15,046  | 28,368  | 8,721   | 2004 (4)        |
| Philadelphia<br>Premium Outlets                                | Limerick<br>(Philadelphia), PA                     | 16,676  | 105,249 |         | 15,974 | 16,676 | 121,223 | 137,899 | 37,332  | 2006            |
| Phoenix Premium<br>Outlets                                     | Chandler (Phoenix), AZ                             |         | 63,751  |         |        |        | 63,751  | 63,751  | 1,938   | 2013            |
| Pismo Beach<br>Premium Outlets                                 | Pismo Beach, CA                                    | 33,850  | 4,317   | 19,044  |        | 1,266  | 4,317   | 20,310  | 24,627  | 5,156 2010 (4)  |
| Pleasant Prairie<br>Premium Outlets                            | Pleasant Prairie<br>(Chicago,<br>IL/Milwaukee), WI | 94,730  | 16,823  | 126,686 |        | 2,902  | 16,823  | 129,588 | 146,411 | 20,008 2010 (4) |
| Puerto Rico<br>Premium Outlets                                 | Barceloneta, PR                                    | 125,000 | 20,586  | 114,021 |        | 1,795  | 20,586  | 115,816 | 136,402 | 18,454 2010 (4) |
| Queenstown<br>Premium Outlets                                  | Queenstown<br>(Baltimore), MD                      | 66,150  | 8,129   | 61,950  |        | 2,727  | 8,129   | 64,677  | 72,806  | 10,908 2010 (4) |
| Rio Grande Valley<br>Premium Outlets                           | Mercedes (McAllen),<br>TX                          | 12,229  | 41,547  |         | 33,564 | 12,229 | 75,111  | 87,340  | 26,739  | 2005            |
| Round Rock<br>Premium Outlets                                  | Round Rock (Austin),<br>TX                         | 14,706  | 82,252  |         | 1,430  | 14,706 | 83,682  | 98,388  | 31,830  | 2005            |
| San Marcos<br>Premium Outlets                                  | San Marcos (Austin/San<br>Antonio), TX             | 140,276 | 13,180  | 287,179 |        | 5,195  | 13,180  | 292,374 | 305,554 | 39,066 2010 (4) |
| Seattle Premium<br>Outlets                                     | Tulalip (Seattle), WA                              |         | 103,722 |         | 52,801 |        | 156,523 | 156,523 | 41,415  | 2004 (4)        |
| St. Augustine<br>Premium Outlets                               | St. Augustine<br>(Jacksonville), FL                | 6,090   | 57,670  | 2       | 8,694  | 6,092  | 66,364  | 72,456  | 25,565  | 2004 (4)        |
| The Crossings<br>Premium Outlets                               | Tannersville , PA                                  | 115,000 | 7,720   | 172,931 |        | 11,172 | 7,720   | 184,103 | 191,823 | 54,325 2004 (4) |

Table of Contents**Simon Property Group, Inc. and Subsidiaries***Real Estate and Accumulated Depreciation**December 31, 2013**(Dollars in thousands)*

| Name                               | Location                           | Encumbrances (1) | Initial Cost (3) |              | Cost Capitalized Subsequent to Acquisition (3) |              | Gross Amounts At Which Carried At Close of Period |              |           | Date of Construction or Acquisition |                              |
|------------------------------------|------------------------------------|------------------|------------------|--------------|--|--------------|---|--------------|-----------|-------------------------------------|------------------------------|
|                                    |                                    |                  | Land             | Improvements | Land   | Improvements | Land  | Improvements | Total (1) |                                     | Accumulated Depreciation (2) |
| Vacaville Premium Outlets          | Vacaville, CA                      |                  | 9,420            | 84,850       |  | 10,269       | 9,420   | 95,119       | 104,539   | 37,972                              | 2004 (4)                     |
| Waialeale Premium Outlets          | Waipahu (Honolulu), HI             |                  | 22,630           | 77,316       |  | 2,850        | 22,630  | 80,166       | 102,796   | 28,323                              | 2004 (4)                     |
| Waterloo Premium Outlets           | Waterloo, NY                       |                  | 3,230            | 75,277       |  | 8,362        | 3,230   | 83,639       | 86,869    | 32,115                              | 2004 (4)                     |
| Williamsburg Premium Outlets       | Williamsburg, VA                   | 101,186          | 10,323           | 223,789      |  | 2,591        | 10,323  | 226,380      | 236,703   | 30,766                              | 2010 (4)                     |
| Woodburn Premium Outlets           | Woodburn (Portland), OR            |                  | 9,414            | 150,414      |  | 125          | 9,414   | 150,539      | 159,953   | 4,011                               | 2013 (4)                     |
| Woodbury Common Premium Outlets    | Central Valley (New York), NY      |                  | 11,110           | 862,559      | 1,658  | 43,690       | 12,768  | 906,249      | 919,017   | 252,964                             | 2004 (4)                     |
| Wrentham Village Premium Outlets   | Wrentham (Boston), MA              |                  | 4,900            | 282,031      |  | 8,015        | 4,900   | 290,046      | 294,946   | 90,807                              | 2004 (4)                     |
| <b>The Mills</b>                   |                                    |                  |                  |              |  |              |   |              |           |                                     |                              |
| Great Mall                         | Milpitas (San Jose), CA            | 269,306          | 70,496           | 463,101      |  | 6,311        | 70,496  | 469,412      | 539,908   | 30,378                              | 2007 (4)(5)                  |
| Gurnee Mills                       | Gurnee (Chicago), IL               | 321,000          | 41,133           | 297,911      |  | 3,715        | 41,133  | 301,626      | 342,759   | 20,273                              | 2007 (4)(5)                  |
| Opry Mills                         | Nashville, TN                      | 382,347          | 51,000           | 327,503      |  | 9,742        | 51,000  | 337,245      | 388,245   | 21,815                              | 2007 (4)(5)                  |
| Potomac Mills                      | Woodbridge (Washington, D.C.), VA  | 410,000          | 61,771           | 425,370      |  | 25,031       | 61,771  | 450,401      | 512,172   | 29,865                              | 2007 (4)(5)                  |
| Sawgrass Mills                     | Sunrise (Miami), FL                | 820,000          | 194,002          | 1,641,153    |  | 28,981       | 194,002   | 1,670,134    | 1,864,136 | 103,801                             | 2007 (4)(5)                  |
| <b>Community/Lifestyle Centers</b> |                                    |                  |                  |              |  |              |   |              |           |                                     |                              |
| ABQ Uptown                         | Albuquerque, NM                    |                  | 6,374            | 75,333       | 4,054  | 4,003        | 10,428  | 79,336       | 89,764    | 7,640                               | 2011 (4)                     |
| Arboretum                          | Austin, TX                         |                  | 7,640            | 36,774       | 71   | 12,240       | 7,711   | 49,014       | 56,725    | 21,046                              | 1998 (4)                     |
| Bloomington Court                  | Bloomington (Chicago), IL          | 25,164           | 8,422            | 26,184       |  | 13,429       | 8,422   | 39,613       | 48,035    | 22,263                              | 1987                         |
| Charles Towne Square               | Charleston, SC                     |                  |                  | 1,768        | 370  | 10,636       | 370   | 12,404       | 12,774    | 9,705                               | 1976                         |
| Chesapeake Center                  | Chesapeake (Virginia Beach), VA    |                  | 4,410            | 11,241       |  | 177          | 4,410   | 11,418       | 15,828    | 7,622                               | 1989                         |
| Concord Mills Marketplace          | Concord (Charlotte), NC            | 16,000           | 8,036            | 21,167       |  |              | 8,036   | 21,167       | 29,203    | 1,519                               | 2007 (4)(5)                  |
| Countryside Plaza                  | Countryside (Chicago), IL          |                  | 332              | 8,507        | 2,554  | 10,183       | 2,886   | 18,690       | 21,576    | 10,215                              | 1977                         |
| Dare Centre                        | Kill Devil Hills, NC               |                  |                  | 5,702        |  | 649          |   | 6,351        | 6,351     | 2,157                               | 2004 (4)                     |
| DeKalb Plaza                       | King of Prussia (Philadelphia), PA | 2,377            | 1,955            | 3,405        |  | 1,348        | 1,955   | 4,753        | 6,708     | 2,722                               | 2003 (4)                     |
| Empire East                        | Sioux Falls, SD                    |                  | 3,350            | 10,552       |  | 2,368        | 3,350   | 12,920       | 16,270    | 976                                 | 1998 (5)                     |
| Forest Plaza                       | Rockford, IL                       | 17,733           | 4,132            | 16,818       | 453  | 13,143       | 4,585   | 29,961       | 34,546    | 14,616                              | 1985                         |
| Gateway Centers                    | Austin, TX                         |                  | 24,549           | 81,437       |  | 13,282       | 24,549  | 94,719       | 119,268   | 33,797                              | 2004 (4)                     |
| Greenwood Plus                     | Greenwood (Indianapolis), IN       |                  | 1,129            | 1,792        |  | 4,655        | 1,129   | 6,447        | 7,576     | 3,725                               | 1979                         |

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|                             |                                    |        |       |        |        |       |        |        |        |          |          |
|-----------------------------|------------------------------------|--------|-------|--------|--------|-------|--------|--------|--------|----------|----------|
| Henderson Square            | King of Prussia (Philadelphia), PA | 13,301 | 4,223 | 15,124 | 838    | 4,223 | 15,962 | 20,185 | 4,883  | 2003 (4) |          |
| Highland Lakes Center       | Orlando, FL                        |        | 7,138 | 25,284 | 2,102  | 7,138 | 27,386 | 34,524 | 22,367 | 1991     |          |
| Keystone Shoppes Lake Plaza | Indianapolis, IN                   |        |       | 4,232  | 4,236  | 2,797 | 4,236  | 7,029  | 11,265 | 2,500    | 1997 (4) |
|                             | Waukegan (Chicago), IL             |        | 2,487 | 6,420  |        | 1,370 | 2,487  | 7,790  | 10,277 | 4,533    | 1986     |
| Lake View Plaza             | Orland Park (Chicago), IL          | 15,470 | 4,702 | 17,543 | 13,726 | 4,702 | 31,269 | 35,971 | 17,600 | 1986     |          |
| Lakeline Plaza              | Cedar Park (Austin), TX            | 16,613 | 5,822 | 30,875 | 9,308  | 5,822 | 40,183 | 46,005 | 18,728 | 1998     |          |
| Lima Center                 | Lima, OH                           |        | 1,781 | 5,151  | 8,959  | 1,781 | 14,110 | 15,891 | 6,943  | 1978     |          |
| Lincoln Crossing            | O'Fallon (St. Louis), IL           |        | 674   | 2,192  | 893    | 674   | 3,085  | 3,759  | 1,653  | 1990     |          |
| Lincoln Plaza               | King of Prussia (Philadelphia), PA |        |       | 21,299 | 3,496  |       | 24,795 | 24,795 | 13,155 | 2003 (4) |          |
| MacGregor Village           | Cary, NC                           |        | 502   | 8,897  | 400    | 502   | 9,297  | 9,799  | 2,556  | 2004 (4) |          |
| Mall of Georgia Crossing    | Buford (Atlanta), GA               | 24,527 | 9,506 | 32,892 | 1,553  | 9,506 | 34,445 | 43,951 | 16,120 | 2004 (5) |          |
| Markland Plaza              | Kokomo, IN                         |        | 206   | 738    | 6,328  | 206   | 7,066  | 7,272  | 3,907  | 1974     |          |
| Martinsville Plaza          | Martinsville, VA                   |        |       | 584    | 461    |       | 1,045  | 1,045  | 846    | 1967     |          |
| Matteson Plaza              | Matteson (Chicago), IL             |        | 1,771 | 9,737  | 3,604  | 1,771 | 13,341 | 15,112 | 8,081  | 1988     |          |

Table of Contents**Simon Property Group, Inc. and Subsidiaries***Real Estate and Accumulated Depreciation**December 31, 2013**(Dollars in thousands)*

| Name                               | Location                            | Encumbrances (6) | Initial Cost (3) |              | Cost Capitalized Subsequent to Acquisition (3) |              | Gross Amounts At Which Carried At Close of Period |              |        | Total (1) | Accumulated Depreciation (2) | Date of Construction or Acquisition |
|------------------------------------|-------------------------------------|------------------|------------------|--------------|--|--------------|---|--------------|--------|-----------|------------------------------|-------------------------------------|
|                                    |                                     |                  | Land             | Improvements | Land   | Improvements | Land  | Improvements | Total  |           |                              |                                     |
| Muncie Towne Plaza                 | Muncie, IN                          | 6,907            | 267              | 10,509       | 87   | 2,777        | 354   | 13,286       | 13,640 | 6,147     | 1998                         |                                     |
| Naples Outlet Center               | Naples, FL                          | 15,718           | 1,514            | 519          |  | 44           | 1,514   | 563          | 2,077  | 409       | 2010 (4)                     |                                     |
| New Castle Plaza                   | New Castle, IN                      |                  | 128              | 1,621        |  | 1,608        | 128   | 3,229        | 3,357  | 1,876     | 1966                         |                                     |
| North Ridge Shopping Center        | Raleigh, NC                         | 12,500           | 385              | 12,838       |  | 1,512        | 385   | 14,350       | 14,735 | 3,956     | 2004 (4)                     |                                     |
| Northwood Plaza                    | Fort Wayne, IN                      |                  | 148              | 1,414        |  | 2,151        | 148   | 3,565        | 3,713  | 2,336     | 1974                         |                                     |
| Palms Crossing Richardson Square   | McAllen, TX Richardson (Dallas), TX | 37,179           | 13,496           | 45,925       |  | 9,232        | 13,496  | 55,157       | 68,653 | 15,868    | 2006                         |                                     |
| Rockaway Commons                   | Rockaway (New York), NJ             |                  | 6,285            |              | 990  | 15,021       | 7,275   | 15,021       | 22,296 | 3,167     | 1977                         |                                     |
| Rockaway Town Plaza                | Rockaway (New York), NJ             |                  | 5,149            | 26,435       |  | 8,443        | 5,149   | 34,878       | 40,027 | 12,129    | 1998 (4)                     |                                     |
| Shops at Arbor Walk, The           | Rockaway (New York), NJ             |                  |                  | 18,698       | 2,225  | 3,225        | 2,225   | 21,923       | 24,148 | 6,157     | 2004                         |                                     |
| Shops at North East Mall, The      | Austin, TX                          | 42,020           |                  | 42,546       |  | 6,124        |   | 48,670       | 48,670 | 12,828    | 2005                         |                                     |
| St. Charles Towne Plaza            | Hurst (Dallas), TX                  |                  | 12,541           | 28,177       | 402  | 5,835        | 12,943  | 34,012       | 46,955 | 18,837    | 1999                         |                                     |
| Tippecanoe Plaza University Center | Waldorf (Washington, D.C.), MD      |                  | 8,216            | 18,993       |  | 4,477        | 8,216   | 23,470       | 31,686 | 13,191    | 1987                         |                                     |
| University Town Plaza              | Lafayette, IN                       |                  |                  | 745          | 234  | 5,298        | 234   | 6,043        | 6,277  | 3,784     | 1974                         |                                     |
| Washington Plaza                   | Mishawaka, IN                       |                  | 3,071            | 7,413        |  | 3,103        | 3,071   | 10,516       | 13,587 | 9,047     | 1980                         |                                     |
| Waterford Lakes Town Center        | Pensacola, FL                       |                  | 6,009            | 26,945       |  |              | 6,009   | 26,945       | 32,954 | 811       | 2013 (7)                     |                                     |
| West Ridge Plaza                   | Indianapolis, IN                    |                  | 941              | 1,697        |  | 1,221        | 941   | 2,918        | 3,859  | 2,708     | 1976                         |                                     |
| White Oaks Plaza                   | Orlando, FL                         |                  | 8,679            | 72,836       |  | 17,229       | 8,679   | 90,065       | 98,744 | 46,600    | 1999                         |                                     |
| Wolf Ranch                         | Topeka, KS                          |                  | 1,376            | 4,560        |  | 3,841        | 1,376   | 8,401        | 9,777  | 3,758     | 1988                         |                                     |
|                                    | Springfield, IL                     | 13,813           | 3,169            | 14,267       |  | 6,546        | 3,169   | 20,813       | 23,982 | 9,581     | 1986                         |                                     |
|                                    | Georgetown (Austin), TX             |                  | 21,999           | 51,547       |  | 11,897       | 21,999  | 63,444       | 85,443 | 19,338    | 2004                         |                                     |
| <b>Other Properties</b>            |                                     |                  |                  |              |  |              |   |              |        |           |                              |                                     |
| Florida Keys Outlet Center         | Florida City, FL                    | 10,454           | 1,560            | 1,748        |  | 1,457        | 1,560   | 3,205        | 4,765  | 1,065     | 2010 (4)                     |                                     |
| Huntley Outlet Center              | Huntley, IL                         | 29,243           | 3,477            | 2,027        |  | 335          | 3,477   | 2,362        | 5,839  | 706       | 2010 (4)                     |                                     |
| Northfield Square                  | Bourbonnais, IL                     | 24,970           | 362              | 53,396       |  | 3,520        | 362   | 56,916       | 57,278 | 39,539    | 2004 (5)                     |                                     |
| Outlet Marketplace                 | Orlando, FL                         |                  | 3,367            | 1,557        |  | 218          | 3,367   | 1,775        | 5,142  | 783       | 2010 (4)                     |                                     |
| Upper Valley Mall                  | Springfield, OH                     | 42,447           | 8,421            | 38,745       |  | 10,590       | 8,421   | 49,335       | 57,756 | 25,515    | 1979                         |                                     |
| Washington Square                  | Indianapolis, IN                    | 24,676           | 6,319            | 36,495       |  | 11,713       | 6,319   | 48,208       | 54,527 | 46,965    | 1974                         |                                     |

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*Development*

*Projects*

|                             |        |        |     |        |        |        |       |
|-----------------------------|--------|--------|-----|--------|--------|--------|-------|
| Other pre-development costs | 78,483 | 19,142 |     | 78,483 | 19,142 | 97,625 | 3,284 |
| <i>Other</i>                | 2,614  | 8,007  | 201 | 2,614  | 8,208  | 10,822 | 3,226 |

|  |             |           |              |           |             |             |              |              |             |
|--|-------------|-----------|--------------|-----------|-------------|-------------|--------------|--------------|-------------|
|  | \$8,180,559 | 3,440,260 | \$24,945,911 | \$306,819 | \$6,080,170 | \$3,747,079 | \$31,026,081 | \$34,773,160 | \$9,817,090 |
|--|-------------|-----------|--------------|-----------|-------------|-------------|--------------|--------------|-------------|

Table of Contents**Simon Property Group, Inc. and Subsidiaries****Notes to Schedule III as of December 31, 2013****(Dollars in thousands)****(1)****Reconciliation of Real Estate Properties:**

The changes in real estate assets for the years ended December 31, 2013, 2012, and 2011 are as follows:

|                                     | 2013          |    | 2012       |    | 2011       |
|-------------------------------------|---------------|----|------------|----|------------|
| Balance, beginning of year          | \$ 33,924,377 | \$ | 29,333,330 | \$ | 27,192,223 |
| Acquisitions and consolidations (5) | 288,835       |    | 4,438,848  |    | 2,068,452  |
| Improvements                        | 958,971       |    | 833,083    |    | 552,455    |
| Disposals and deconsolidations      | (399,023)     |    | (680,884)  |    | (479,800)  |
| <br>                                |               |    |            |    |            |
| Balance, close of year              | \$ 34,773,160 | \$ | 33,924,377 | \$ | 29,333,330 |

The unaudited aggregate cost of real estate assets for federal income tax purposes as of December 31, 2013 was \$29,419,072.

**(2)****Reconciliation of Accumulated Depreciation:**

The changes in accumulated depreciation for the years ended December 31, 2013, 2012, and 2011 are as follows:

|                                | 2013         |    | 2012      |    | 2011      |
|--------------------------------|--------------|----|-----------|----|-----------|
| Balance, beginning of year     | \$ 8,836,695 | \$ | 8,148,170 | \$ | 7,485,821 |
| Depreciation expense           | 1,108,602    |    | 1,069,607 |    | 906,554   |
| Disposals and deconsolidations | (128,207)    |    | (381,082) |    | (244,205) |
| <br>                           |              |    |           |    |           |
| Balance, close of year         | \$ 9,817,090 | \$ | 8,836,695 | \$ | 8,148,170 |

Depreciation of our investment in buildings and improvements reflected in the consolidated statements of operations and comprehensive income is calculated over the estimated original lives of the assets as noted below.

Buildings and Improvements typically 10-35 years for the structure, 15 years for landscaping and parking lot, and 10 years for HVAC equipment.

Tenant Allowances and Improvements shorter of lease term or useful life.

**(3)**



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Initial cost generally represents net book value at December 20, 1993, except for acquired properties and new developments after December 20, 1993. Initial cost also includes any new developments that are opened during the current year. Costs of disposals and impairments of property are first reflected as a reduction to cost capitalized subsequent to acquisition.

- (4) Not developed/constructed by us or our predecessors. The date of construction represents the initial acquisition date for assets in which we have acquired multiple interests.
- (5) Initial cost for these properties is the cost at the date of consolidation for properties previously accounted for under the equity method of accounting.
- (6) Encumbrances represent face amount of mortgage debt and exclude any premiums or discounts.
- (7) Property redeveloped and re-opened as of date shown.

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**EXHIBIT INDEX**

**Exhibits**

- 3.1 Restated Certificate of Incorporation of the Registrant (incorporated by reference to Appendix A of the Registrant's Proxy Statement on Schedule 14A filed on March 27, 2009).
- 3.2 Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on March 25, 2009).
- 3.3 Certificate of Powers, Designations, Preferences and Rights of the 8<sup>3/8</sup>% Series J Cumulative Redeemable Preferred Stock, \$0.0001 Par Value (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed October 20, 2004).
- 9.1 Second Amended and Restated Voting Trust Agreement, Voting Agreement and Proxy dated as of March 1, 2004 between Melvin Simon & Associates, Inc., on the one hand and Melvin Simon, Herbert Simon and David Simon on the other hand (incorporated by reference to Exhibit 9.1 of the Registrant's Quarterly Report on Form 10-Q filed on May 10, 2004).
- 9.2 Voting Trust Agreement, Voting Agreement and Proxy dated as of March 1, 2004 between David Simon, Melvin Simon and Herbert Simon (incorporated by reference to Exhibit 9.2 of the Registrant's Quarterly Report on Form 10-Q filed on May 10, 2004).
- 10.1 Eighth Amended and Restated Agreement of Limited Partnership of Simon Property Group, L.P. dated as of May 8, 2008 (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed May 9, 2008).
- 10.2 Form of the Indemnity Agreement between the Registrant and its directors and officers (incorporated by reference to Exhibit 10.7 of the Registrant's Form S-4 filed August 13, 1998 (Reg. No. 333-61399)).
- 10.3 Registration Rights Agreement, dated as of September 24, 1998, by and among the Registrant and the persons named therein (incorporated by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K filed October 9, 1998).
- 10.4 Registration Rights Agreement, dated as of August 27, 1999 by and among the Registrant and the persons named therein (incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-3 filed March 24, 2004 (Reg. No. 333-113884)).
- 10.5 Registration Rights Agreement, dated as of November 14, 1997, by and between O'Connor Retail Partners, L.P. and Simon DeBartolo Group, Inc. (incorporated by reference to Exhibit 4.8 to the Registration Statement on Form S-3 filed December 7, 2001 (Reg. No. 333-74722)).
- 10.6\* Simon Property Group, L.P. Amended and Restated 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed May 21, 2012).
- 10.7\* Form of Nonqualified Stock Option Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 of the Registrant's Annual Report on Form 10-K filed March 16, 2005).
- 10.8\* Form of Performance-Based Restricted Stock Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.9 of the Registrant's Annual Report on Form 10-K filed February 28, 2007).
- 10.9\* Form of Non-Employee Director Restricted Stock Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 of the Registrant's Annual Report on Form 10-K filed March 16, 2005).
- 10.10\* Employment Agreement among Richard S. Sokolov, the Registrant, and Simon Property Group Administrative Services Partnership, L.P. dated January 1, 2007 (incorporated by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K filed February 26, 2008).
- 10.11\* Employment Agreement between the Registrant and David Simon effective as of July 6, 2011 (incorporated by reference to



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#### Exhibits

- 10.12\* Non-Qualified Deferred Compensation Plan dated as of December 31, 2008 (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009).
- 10.13\* Amendment 2008 Performance Based-Restricted Stock Agreement dated as of March 6, 2009 (incorporated by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009).
- 10.14 \$4,000,000,000 Credit Agreement dated as of October 5, 2011 (incorporated by reference to Exhibit 99.2 of Simon Property Group, L.P.'s Current Report on Form 8-K filed October 7, 2011).
- 10.15 \$2,000,000,000 Credit Agreement dated as of June 1, 2012 (incorporated by reference to Exhibit 99.2 of Simon Property Group, L.P.'s Current Report on Form 8-K filed June 4, 2012).
- 10.16\* Form of Series 2010 LTIP Unit (Three Year Program) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 19, 2010).
- 10.17\* Form of Series 2010 LTIP Unit (Two Year Program) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed March 19, 2010).
- 10.18\* Form of Series 2010 LTIP Unit (One Year Program) Award Agreement under the Simon Property Group, L.P. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed March 19, 2010).
- 10.19\* Simon Property Group Series CEO LTIP Unit Award Agreement (incorporated by reference to Exhibit 10.4 of the Registrant's Current Report on Form 8-K filed on July 7, 2011).
- 10.20\* Form of Simon Property Group Series 2011 LTIP Unit Award Agreement (incorporated by reference to Exhibit 10.6 of the Registrant's Current Report on Form 8-K filed on July 7, 2011).
- 10.21\* First Amendment to Simon Property Group Series CEO LTIP Unit Award Agreement dated as of December 13, 2011 (incorporated by reference to Exhibit 10.24 of the Registrant's Annual Report on Form 10-K filed February 28, 2012).
- 10.22\* Form of Series 2012 LTIP Unit Award Agreement (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed May 8, 2012).
- 10.23\* First Amendment to Employment Agreement between Simon Property Group, Inc. and David Simon, dated as of March 29, 2013 (incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed April 4, 2013).
- 10.24\* Second Amendment to Simon Property Group Series CEO LTIP Unit Award Agreement, dated as of March 29, 2013 (incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed April 4, 2013).
- 10.25\* Form of Simon Property Group Series 2013 LTIP Unit Award Agreement, dated as of March 29, 2013 (incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed April 4, 2013).
- 10.26\* Simon Property Group Amended and Restated Series CEO LTIP Unit Award Agreement, dated as of December 31, 2013 (incorporated by reference to Exhibit 10.01 of the Registrant's Current Report on Form 8-K filed January 2, 2014).
- 12.1 Statement regarding computation of ratios.
- 21.1 List of Subsidiaries of the Company.
- 23.1 Consent of Ernst & Young LLP.
- 31.1 Certification by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.



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**Exhibits**

- 31.2 Certification by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

\*

Represents a management contract, or compensatory plan, contract or arrangement required to be filed pursuant to Regulation S-K.