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

**FORM 10-Q**

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

For the quarterly period ended **September 30, 2015**

**SIMON PROPERTY GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

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

**04-6268599**  
(I.R.S. Employer  
Identification No.)

**225 West Washington Street  
Indianapolis, Indiana 46204**  
(Address of principal executive offices)

**(317) 636-1600**  
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

As of September 30, 2015, Simon Property Group, Inc. had 309,410,080 shares of common stock, par value \$0.0001 per share, and 8,000 shares of Class B common stock, par value \$0.0001 per share, outstanding.

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**Simon Property Group, Inc. and Subsidiaries**  
**Form 10-Q**

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

	<b>September 30, 2015</b>	<b>December 31, 2014</b>
<b>ASSETS:</b>		
Investment properties at cost . . . . .	<b>\$33,208,645</b>	\$ 31,318,532
Less — accumulated depreciation . . . . .	<b>9,664,911</b>	8,950,747
	<b>23,543,734</b>	22,367,785
Cash and cash equivalents . . . . .	<b>856,861</b>	612,282
Tenant receivables and accrued revenue, net . . . . .	<b>564,344</b>	580,197
Investment in unconsolidated entities, at equity . . . . .	<b>2,480,603</b>	2,378,800
Investment in Klepierre, at equity . . . . .	<b>1,801,587</b>	1,786,477
Deferred costs and other assets . . . . .	<b>1,394,174</b>	1,806,789
<b>Total assets</b> . . . . .	<b><u>\$ 30,641,303</u></b>	<b><u>\$29,532,330</u></b>
<b>LIABILITIES:</b>		
Mortgages and unsecured indebtedness . . . . .	<b>\$22,629,054</b>	\$20,852,993
Accounts payable, accrued expenses, intangibles, and deferred revenues . . . . .	<b>1,307,707</b>	1,259,681
Cash distributions and losses in partnerships and joint ventures, at equity . . . . .	<b>1,364,943</b>	1,167,163
Other liabilities . . . . .	<b>193,683</b>	275,451
<b>Total liabilities</b> . . . . .	<b><u>25,495,387</u></b>	<b><u>23,555,288</u></b>
Commitments and contingencies		
Limited partners' preferred interest in the Operating Partnership . . . . .	<b>25,537</b>	25,537
<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	<b>43,815</b>	44,062
Common stock, \$0.0001 par value, 511,990,000 shares authorized, 314,804,425 and 314,320,664 issued and outstanding, respectively . . . . .	<b>31</b>	31
Class B common stock, \$0.0001 par value, 10,000 shares authorized, 8,000 issued and outstanding . . . . .	<b>—</b>	—
Capital in excess of par value . . . . .	<b>9,370,114</b>	9,422,237
Accumulated deficit . . . . .	<b>(4,336,116)</b>	(4,208,183)
Accumulated other comprehensive loss . . . . .	<b>(248,369)</b>	(61,041)
Common stock held in treasury at cost, 5,394,345 and 3,540,754 shares, respectively . . . . .	<b>(437,134)</b>	(103,929)
Total stockholders' equity . . . . .	<b><u>4,392,341</u></b>	<u>5,093,177</u>
Noncontrolling interests . . . . .	<b>728,038</b>	858,328
<b>Total equity</b> . . . . .	<b><u>5,120,379</u></b>	<u>5,951,505</u>
<b>Total liabilities and equity</b> . . . . .	<b><u>\$ 30,641,303</u></b>	<b><u>\$29,532,330</u></b>

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

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>REVENUE:</b>				
Minimum rent . . . . .	\$ 788,368	\$ 740,214	\$ 2,309,951	\$ 2,190,983
Overage rent . . . . .	47,433	52,502	123,419	123,336
Tenant reimbursements . . . . .	373,223	350,595	1,077,702	1,018,316
Management fees and other revenues . . . . .	38,568	36,396	113,674	101,145
Other income . . . . .	72,545	54,987	260,736	139,918
<b>Total revenue</b> . . . . .	<b>1,320,137</b>	1,234,694	<b>3,885,482</b>	3,573,698
<b>EXPENSES:</b>				
Property operating . . . . .	115,820	106,742	315,418	294,318
Depreciation and amortization . . . . .	289,360	281,661	873,243	849,369
Real estate taxes . . . . .	114,145	97,359	327,519	291,058
Repairs and maintenance . . . . .	21,189	21,416	73,599	72,838
Advertising and promotion . . . . .	38,756	38,359	98,727	99,128
(Recovery of) provision for credit losses . . . . .	(361)	1,769	6,172	8,635
Home and regional office costs . . . . .	37,204	40,753	112,454	120,999
General and administrative . . . . .	14,838	14,388	45,182	44,842
Other . . . . .	31,599	24,690	74,025	62,457
<b>Total operating expenses</b> . . . . .	<b>662,550</b>	627,137	<b>1,926,339</b>	1,843,644
<b>OPERATING INCOME</b> . . . . .	<b>657,587</b>	607,557	<b>1,959,143</b>	1,730,054
Interest expense . . . . .	(229,654)	(249,780)	(692,801)	(758,945)
Loss on extinguishment of debt . . . . .	—	(127,573)	—	(127,573)
Income and other taxes . . . . .	(3,658)	(6,589)	(13,440)	(20,078)
Income from unconsolidated entities . . . . .	68,221	55,631	203,289	168,473
Gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net . . . . .	—	17,717	16,339	154,242
<b>Consolidated income from continuing operations</b> . . . . .	<b>492,496</b>	296,963	<b>1,472,530</b>	1,146,173
Discontinued operations and gain on disposal . . . . .	—	—	—	67,524
Discontinued operations transaction expenses . . . . .	—	—	—	(38,163)
<b>CONSOLIDATED NET INCOME</b> . . . . .	<b>492,496</b>	296,963	<b>1,472,530</b>	1,175,534
Net income attributable to noncontrolling interests . . . . .	71,653	44,161	214,901	172,828
Preferred dividends . . . . .	834	834	2,503	2,503
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b> . . . . .	<b>\$ 420,009</b>	\$ 251,968	<b>\$ 1,255,126</b>	\$ 1,000,203
<b>BASIC AND DILUTED EARNINGS PER COMMON SHARE:</b>				
Income from continuing operations . . . . .	\$ 1.36	\$ 0.81	\$ 4.04	\$ 3.14
Discontinued operations . . . . .	—	—	—	0.08
<b>Net income attributable to common stockholders</b> . . . . .	<b>\$ 1.36</b>	\$ 0.81	<b>\$ 4.04</b>	\$ 3.22
<b>Consolidated Net Income</b> . . . . .	<b>\$ 492,496</b>	\$ 296,963	<b>\$ 1,472,530</b>	\$ 1,175,534
Unrealized (loss) gain on derivative hedge agreements . . . . .	(6,884)	5,354	12,455	(2,187)
Net loss (gain) reclassified from accumulated other comprehensive loss into earnings . . . . .	2,819	2,673	(72,090)	7,947
Currency translation adjustments . . . . .	(6,033)	(74,029)	(144,826)	(56,250)
Changes in available-for-sale securities and other . . . . .	8,004	(8,487)	(14,080)	(7,806)
Comprehensive income . . . . .	490,402	222,474	1,253,989	1,117,238
Comprehensive income attributable to noncontrolling interests . . . . .	71,352	33,349	183,687	164,151
<b>Comprehensive income attributable to common stockholders</b> . . . . .	<b>\$ 419,050</b>	\$ 189,125	<b>\$ 1,070,302</b>	\$ 953,087

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

**Simon Property Group, Inc. and Subsidiaries**  
*Unaudited Consolidated Statements of Cash Flows*  
(Dollars in thousands)

	<b>For the Nine Months Ended September 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Consolidated Net Income</b> . . . . .	<b>\$ 1,472,530</b>	<b>\$ 1,175,534</b>
Adjustments to reconcile consolidated net income to net cash provided by operating activities —		
Depreciation and amortization . . . . .	<b>920,689</b>	973,634
Loss on debt extinguishment . . . . .	<b>—</b>	127,573
Gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net . . . . .	<b>(16,339)</b>	(154,484)
Gain on sale of marketable securities . . . . .	<b>(80,187)</b>	—
Straight-line rent . . . . .	<b>(39,627)</b>	(36,952)
Equity in income of unconsolidated entities . . . . .	<b>(203,289)</b>	(169,125)
Distributions of income from unconsolidated entities . . . . .	<b>191,886</b>	148,502
<b>Changes in assets and liabilities —</b>		
Tenant receivables and accrued revenue, net . . . . .	<b>55,676</b>	45,362
Deferred costs and other assets . . . . .	<b>(87,403)</b>	(54,622)
Accounts payable, accrued expenses, intangibles, deferred revenues and other liabilities . . . . .	<b>4,892</b>	(123,200)
<b>Net cash provided by operating activities</b> . . . . .	<b>2,218,828</b>	1,932,222
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisitions . . . . .	<b>(1,410,881)</b>	(85,459)
Funding of loans to related parties . . . . .	<b>—</b>	(42,685)
Repayments of loans to related parties . . . . .	<b>—</b>	105,175
Capital expenditures, net . . . . .	<b>(772,850)</b>	(467,084)
Cash impact from the consolidation of properties . . . . .	<b>—</b>	5,402
Investments in unconsolidated entities . . . . .	<b>(233,416)</b>	(155,815)
Purchase of marketable and non-marketable securities . . . . .	<b>(49,157)</b>	(323,508)
Proceeds from sale of marketable and non-marketable securities . . . . .	<b>454,012</b>	—
Distributions of capital from unconsolidated entities and other . . . . .	<b>739,845</b>	372,560
<b>Net cash used in investing activities</b> . . . . .	<b>(1,272,447)</b>	(591,414)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from sales of common stock and other, net of transaction costs . . . . .	<b>(3,547)</b>	(122)
Cash impact of Washington Prime spin-off . . . . .	<b>—</b>	(33,776)
Redemption of limited partner units . . . . .	<b>—</b>	(14,435)
Purchase of preferred stock, limited partner units and treasury stock . . . . .	<b>(505,691)</b>	—
Purchase of noncontrolling interest in consolidated properties and other . . . . .	<b>—</b>	(172,652)
Distributions to noncontrolling interest holders in properties . . . . .	<b>(6,026)</b>	(19,486)
Contributions from noncontrolling interest holders in properties . . . . .	<b>777</b>	686
Preferred distributions of the Operating Partnership . . . . .	<b>(1,436)</b>	(1,436)
Preferred dividends and distributions to stockholders . . . . .	<b>(1,383,253)</b>	(1,198,726)
Distributions to limited partners . . . . .	<b>(231,833)</b>	(202,754)
Loss on debt extinguishment . . . . .	<b>—</b>	(127,573)
Proceeds from issuance of debt, net of transaction costs . . . . .	<b>6,346,923</b>	2,685,376
Repayments of debt . . . . .	<b>(4,917,716)</b>	(4,157,910)
Proceeds from issuance of debt related to Washington Prime properties, net . . . . .	<b>—</b>	1,003,135
<b>Net cash used in financing activities</b> . . . . .	<b>(701,802)</b>	(2,239,673)
<b>INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> . . . . .	<b>244,579</b>	(898,865)
<b>CASH AND CASH EQUIVALENTS, beginning of period</b> . . . . .	<b>612,282</b>	1,716,863
<b>CASH AND CASH EQUIVALENTS, end of period</b> . . . . .	<b>\$ 856,861</b>	<b>\$ 817,998</b>

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

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

**1. Organization**

Simon Property Group, Inc., or Simon, 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 these condensed notes to the unaudited consolidated financial statements, the terms “we”, “us” and “our” refer to Simon, the Operating Partnership, and its subsidiaries.

We own, develop and manage retail real estate properties, which consist primarily of malls, Premium Outlets®, and The Mills®. As of September 30, 2015, we owned or held an interest in 208 income-producing properties in the United States, which consisted of 109 malls, 69 Premium Outlets, 14 Mills, three lifestyle centers, and 13 other retail properties in 37 states and Puerto Rico. Internationally, as of September 30, 2015, we had ownership interests in nine Premium Outlets in Japan, three Premium Outlets in South Korea, two Premium Outlets in Canada, one Premium Outlet in Mexico, and one Premium Outlet in Malaysia. As of September 30, 2015, we had a noncontrolling ownership interest in a joint venture that holds five outlet properties in Europe and one outlet property in Canada. Of the five properties in Europe, two are located in Italy and one each is located in Austria, the Netherlands, and the United Kingdom. Additionally, as of September 30, 2015, as further discussed in Note 5, we owned a 20.3% 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 16 countries in Europe.

**2. Basis of Presentation**

The accompanying unaudited consolidated financial statements include the accounts of all controlled subsidiaries, and all significant intercompany amounts have been eliminated. Due to the seasonal nature of certain operational activities, the results for the interim period ended September 30, 2015 are not necessarily indicative of the results to be expected for the full year.

These consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States (GAAP) for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments necessary for fair presentation (including normal recurring accruals) have been included. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in our 2014 Annual Report on Form 10-K.

As of September 30, 2015, we consolidated 135 wholly-owned properties and 13 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 82 properties, or the joint venture properties, as well as our investments in Klépierre and our joint venture with Hudson's Bay Company, or HBC, 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 59 of the 82 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, Mexico, Malaysia, and the six outlet properties owned by our European joint venture comprise 20 of the remaining 23 properties. These international properties are managed by joint ventures in which we share control.

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 limited partners and to us based on the partners' respective weighted average ownership interests in the Operating Partnership. Net operating results of the Operating Partnership attributable to limited partners are reflected in net income attributable to noncontrolling interests. Our weighted average ownership interest in the Operating Partnership was 85.6% and 85.5% for the nine months ended September 30, 2015 and 2014, respectively. As of September 30, 2015 and December 31, 2014, our ownership interest in the Operating Partnership was 85.7% and 85.5%,

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

respectively. We adjust the noncontrolling limited partners' interests at the end of each period to reflect their interest in the net assets of the Operating Partnership.

### **3. Significant Accounting Policies**

#### ***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 of high credit quality. However, at certain times, such cash and cash equivalents are in excess of FDIC and SIPC insurance limits.

#### ***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. At September 30, 2015, we had marketable securities of \$216.8 million generally accounted for as available-for-sale, which are adjusted to their quoted market price with a corresponding adjustment in other comprehensive income (loss). Net unrealized gains recorded in accumulated other comprehensive income (loss) as of September 30, 2015 and December 31, 2014 were approximately \$9.7 million and \$103.9 million, respectively, and represent the valuation adjustments for our marketable securities.

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.

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.

On June 24, 2015, we sold our investment in certain marketable securities that were accounted for as an available-for-sale security, with the value adjusted to its quoted market price through other comprehensive income (loss). At the date of sale, we owned 5.71 million shares. The aggregate proceeds received from the sale were \$454.0 million, and we recognized a gain on the sale of \$80.2 million, which is included in other income in the accompanying consolidated statements of operations and comprehensive income for the nine months ended September 30, 2015.

At September 30, 2015 and December 31, 2014, we had investments of \$181.4 million and \$167.1 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 and determined that no adjustment in the carrying value was required.

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

***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.

The marketable securities we held at September 30, 2015 and December 31, 2014 were primarily classified as having Level 1 fair value inputs. In addition, we had derivative instruments which were 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 \$0.2 million and \$2.1 million at September 30, 2015 and December 31, 2014, respectively, and a gross asset value of \$23.1 million and \$20.1 million at September 30, 2015 and December 31, 2014, respectively.

Note 6 includes a discussion of the fair value of debt measured using Level 2 inputs. Notes 5 and 9 include discussions of the fair values recorded in purchase accounting using Level 2 and Level 3 inputs. Level 3 inputs to our purchase accounting and impairment analyses include our estimations of net operating results of the property, capitalization rates and discount rates.

***Noncontrolling Interests***

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

	<b>As of September 30, 2015</b>	<b>As of December 31, 2014</b>
Limited partners' interests in the Operating Partnership . . . . .	<b>\$728,226</b>	\$858,557
Nonredeemable noncontrolling deficit interests in properties, net .	<b>(188)</b>	(229)
Total noncontrolling interests reflected in equity . . . . .	<b><u>\$728,038</u></b>	<b><u>\$858,328</u></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.



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

A rollforward of noncontrolling interests reflected in equity is as follows:

	<u>For the Three Months</u> <u>Ended September 30,</u>		<u>For the Nine Months</u> <u>Ended September 30,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Noncontrolling interests, beginning of period . . . . .	<b>\$736,268</b>	\$882,344	<b>\$ 858,328</b>	\$ 973,226
Net income attributable to noncontrolling interests after preferred distributions and income attributable to redeemable noncontrolling interests in consolidated properties . . . . .	<b>71,175</b>	43,682	<b>213,465</b>	171,392
Distributions to noncontrolling interest holders . . . . .	<b>(81,296)</b>	(69,405)	<b>(234,694)</b>	(220,870)
Other comprehensive (loss) income allocable to noncontrolling interests:				
Unrealized (loss) gain on derivative hedge agreements . .	<b>(987)</b>	792	<b>1,874</b>	(460)
Net loss (gain) reclassified from accumulated other comprehensive loss into earnings . . . . .	<b>404</b>	388	<b>(10,341)</b>	1,155
Currency translation adjustments . . . . .	<b>(865)</b>	(10,758)	<b>(20,530)</b>	(8,240)
Changes in available-for-sale securities and other . . . . .	<b>1,148</b>	(1,234)	<b>(2,216)</b>	(1,132)
	<u><b>(300)</b></u>	<u>(10,812)</u>	<u><b>(31,213)</b></u>	<u>(8,677)</u>
Adjustment to limited partners' interest from change in ownership in the Operating Partnership . . . . .	<b>(9,791)</b>	(11,786)	<b>(91,320)</b>	(200,466)
Units issued to limited partners . . . . .	—	—	—	84,910
Units exchanged for common shares . . . . .	<b>(2)</b>	(9)	<b>(7,907)</b>	(1,199)
Units redeemed . . . . .	—	(1,463)	<b>(14,843)</b>	(1,463)
Long-term incentive performance units . . . . .	<b>11,819</b>	12,485	<b>35,459</b>	37,454
Purchase and disposition of noncontrolling interests, net, and other . . . . .	<b>165</b>	300	<b>763</b>	11,029
Noncontrolling interests, end of period . . . . .	<u><b>\$728,038</b></u>	<u>\$845,336</u>	<u><b>\$ 728,038</b></u>	<u>\$ 845,336</u>

**Accumulated Other Comprehensive Income (Loss)**

The changes in accumulated other comprehensive income (loss) net of noncontrolling interest by component consisted of the following as of September 30, 2015:

	<u>Currency</u> <u>translation</u> <u>adjustments</u>	<u>Accumulated</u> <u>derivative</u> <u>losses, net</u>	<u>Net unrealized</u> <u>gains</u> <u>(losses) on</u> <u>marketable</u> <u>securities</u>	<u>Total</u>
Beginning balance . . . . .	\$ (110,722)	\$ (39,161)	\$ 88,842	\$ (61,041)
Other comprehensive loss before reclassifications . .	(124,296)	10,581	(11,864)	(125,579)
Amounts reclassified from accumulated other comprehensive income (loss) . . . . .	—	6,936	(68,685)	(61,749)
Net current-period other comprehensive income (loss) . . . . .	(124,296)	17,517	(80,549)	(187,328)
Ending balance . . . . .	<u><b>\$(235,018)</b></u>	<u><b>\$(21,644)</b></u>	<u><b>\$ 8,293</b></u>	<u><b>\$(248,369)</b></u>

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The reclassifications out of accumulated other comprehensive income (loss) consisted of the following during the nine months ended September 30, 2015 and 2014:

<b>Details about accumulated other comprehensive income (loss) components:</b>	<b>September 30, 2015</b>	<b>September 30, 2014</b>	<b>Affected line item in the statement where net income is presented</b>
	<b>Amount reclassified from accumulated other comprehensive income (loss)</b>	<b>Amount reclassified from accumulated other comprehensive income (loss)</b>	
Accumulated derivative losses, net . . .	\$ (8,097)	\$(7,947)	Interest expense
	1,161	1,155	Net income attributable to noncontrolling interests
	<u>\$ (6,936)</u>	<u>\$(6,792)</u>	
Realized gain on sale of marketable securities . . . . .	\$ 80,187	\$ —	Other income
	(11,502)	—	Net income attributable to noncontrolling interests
	<u>\$68,685</u>	<u>\$ —</u>	

**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 may 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.

As of September 30, 2015, we had no outstanding interest rate derivatives. As of December 31, 2014, we had two interest rate swaps with an aggregate notional amount of \$375.0 million. The carrying value of our interest rate swap agreements, at fair value, as of December 31, 2014, was a net liability balance of \$1.2 million, of which \$2.1 million was included in other liabilities and \$0.9 million was included in deferred costs and other assets.

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.

As of September 30, 2015, we had no outstanding Yen:USD forward contracts. Approximately ¥14.7 million remained at December 31, 2014 for our Yen forward contracts that matured on January 5, 2015. The December 31, 2014 asset balance related to these forward contracts was \$0.1 million and was 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.

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In the third quarter of 2014, we entered into Euro:USD forward contracts, which were designated as net investment hedges, with an aggregate €150.0 million notional value which mature through August 11, 2017. During the second quarter of 2015, one forward contract with a €50.0 million notional value was settled. The September 30, 2015 asset balance related to the remaining €100.0 million forward contracts was \$23.1 million and is included in deferred costs and other assets. The December 31, 2014 asset balance related to these forward contracts was \$19.1 million and was included in deferred costs and other assets. We apply hedge accounting to these forward contracts and report the changes in fair value in other comprehensive income (loss). Changes in the value of these forward contracts 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 \$25.3 million and \$45.8 million as of September 30, 2015 and December 31, 2014, respectively.

***New Accounting Pronouncements***

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 changes the definition of a discontinued operation to include only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results. ASU 2014-08 became effective prospectively for fiscal years beginning after December 15, 2014, but could be early-adopted. We early adopted ASU 2014-08 in the first quarter of 2014 and are applying the revised definition to all disposals on a prospective basis, including the spin-off of WP Glimcher Inc. (formerly known as Washington Prime Group Inc.), or Washington Prime, as further discussed below. ASU 2014-08 also requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation.

In May 2014, the FASB issued ASU 2014-09, "Revenue From Contracts With Customers." ASU 2014-09 amends the existing accounting standards for revenue recognition and is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to customers. In July 2015, the FASB delayed the effective date of the new revenue recognition standard by one year, which will result in the new standard being effective for us beginning with the first quarter of 2018. The new standard can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. We are currently evaluating the impact adopting the new accounting standard will have on our consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, "Amendments to the Consolidation Analysis." ASU 2015-02 makes changes to both the variable interest model and the voting model. This guidance becomes effective for annual and interim periods beginning after December 15, 2015. All reporting entities involved with limited partnerships will have to re-evaluate whether these entities qualify for consolidation and revise documentation accordingly. We are currently evaluating the impact adopting the new accounting standard will have on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs." ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 will be effective for us retrospectively beginning in the first quarter of 2016. We expect this new guidance will reduce total assets and total mortgage and unsecured indebtedness on our consolidated balance sheets for amounts classified as deferred costs specific to debt issuance costs. We do not expect this guidance to have any other effect on our consolidated financial statements.

***Discontinued Operations***

On May 28, 2014, we completed the spin-off of our interests in 98 properties comprised of substantially all of our strip center business and our smaller enclosed malls to Washington Prime, an independent, publicly traded REIT. The spin-off was effectuated through a distribution of the common shares of Washington Prime to holders of Simon common stock as of the distribution record date, and qualified as a tax-free distribution for U.S. federal income tax purposes. For every two shares of Simon common stock held as of the record date of May 16, 2014, Simon stockholders received one Washington Prime common share on May 28, 2014. At the time of the separation and distribution, Washington Prime

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owned a percentage of the outstanding units of partnership interest of Washington Prime Group, L.P. that was approximately equal to the percentage of outstanding units of partnership interest of the Operating Partnership, or units, owned by us. The remaining units of Washington Prime Group, L.P. were owned by limited partners of the Operating Partnership who received one Washington Prime Group, L.P. unit for every two units they owned in the Operating Partnership. Subsequent to the spin-off, we retained a nominal interest in Washington Prime Group, L.P. We also retained approximately \$1.0 billion of proceeds from completed unsecured debt and mortgage debt as part of the spin-off and incurred \$38.2 million in transaction costs during 2014 related to the spin-off of Washington Prime.

The historical results of operations of the Washington Prime properties have been presented as discontinued operations in our consolidated statements of operations and comprehensive income. The accompanying consolidated statement of cash flows includes, within operating, investing and financing cash flows, those activities which related to our period of ownership of the Washington Prime properties.

Summarized financial information for discontinued operations for the nine month period ended September 30, 2014 is presented below.

	<u>Nine Months Ended September 30, 2014</u>
<b>TOTAL REVENUE</b> . . . . .	\$262,652
Property operating . . . . .	43,175
Depreciation and amortization . . . . .	76,992
Real estate taxes . . . . .	32,474
Repairs and maintenance . . . . .	10,331
Advertising and promotion . . . . .	3,340
Provision for credit losses . . . . .	1,494
Other . . . . .	<u>2,028</u>
Total operating expenses . . . . .	169,834
<b>OPERATING INCOME</b> . . . . .	92,818
Interest expense . . . . .	(26,076)
Income and other taxes . . . . .	(112)
Income from unconsolidated entities . . . . .	652
Gain upon acquisition of controlling interests and sale or disposal of assets and interest in unconsolidated entities, net . . . . .	<u>242</u>
<b>CONSOLIDATED NET INCOME</b> . . . . .	67,524
Net income attributable to noncontrolling interests . . . . .	<u>9,781</u>
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b> . . . . .	<u>\$ 57,743</u>

Capital expenditures on a cash basis for the nine month period ended September 30, 2014 were \$31.9 million.

We and Washington Prime entered into property management and transitional services agreements in connection with the spin-off whereby we provide certain services to Washington Prime and its properties that were previously owned by us. Pursuant to the terms of the property management agreements, we manage, lease, and maintain those Washington Prime mall properties under the direction of Washington Prime. In exchange, Washington Prime pays us annual fixed rate property management fees ranging from 2.5% to 4.0% of base minimum and percentage rents, reimburses us for direct out-of-pocket costs and expenses and also pays us separate fees for any leasing and development services we provide. The property management agreements have an initial term of two years with automatic one year renewals unless terminated. Either party may terminate the property management agreements on or after the two-year anniversary of the spin-off upon 180 days prior written notice.

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We also provide certain support services to the Washington Prime strip centers that were previously owned by us and certain of its central functions to assist Washington Prime as it establishes its stand-alone processes for various activities that were previously provided by us. These services, which do not constitute significant continuing support of Washington Prime's operations, include assistance in the areas of information technology, treasury and financial management, payroll, lease administration, taxation and procurement. The charges for such services are intended to allow us to recover costs of providing these services. The transition services agreement will terminate no later than two years following the date of the spin-off subject to a minimum notice period equal to the shorter of 180 days or one-half of the original service period. Transitional services fees earned for the three months ended September 30, 2015 and 2014 were \$1.4 million and \$1.3 million, respectively, and were \$4.3 million and \$1.8 million for the nine months ended September 30, 2015 and September 30, 2014, respectively.

**4. 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 potentially dilutive securities were converted into shares of common stock at the earliest date possible. The following table sets forth the computation of our basic and diluted earnings per share.

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<b>Net Income attributable to Common Stockholders — Basic and Diluted . . . . .</b>	<b>\$ 420,009</b>	<b>\$ 251,968</b>	<b>\$ 1,255,126</b>	<b>\$ 1,000,203</b>
<b>Weighted Average Shares Outstanding — Basic and Diluted . . . . .</b>	<b>309,417,298</b>	<b>310,772,019</b>	<b>310,333,248</b>	<b>310,713,158</b>

For the nine months ended September 30, 2015, potentially dilutive securities include 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. No securities had a dilutive effect for the three and nine months ended September 30, 2015 and 2014. We accrue dividends when they are declared.

**5. Investment in Unconsolidated Entities**

***Real Estate Joint Ventures and Investments***

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. As discussed in Note 2, we held joint venture interests in 82 properties as of September 30, 2015.

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.

We may provide financing to joint ventures primarily in the form of interest bearing construction loans. As of September 30, 2015 and December 31, 2014, we had construction loans and other advances to related parties totaling \$14.3 million and \$14.9 million, respectively, which are included in deferred costs and other assets in the accompanying consolidated balance sheets.

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***Unconsolidated Property Transactions***

On July 22, 2015, we closed on our previously announced joint venture with HBC, to which HBC contributed 42 properties in the U.S. and we committed to contribute \$100.0 million for improvements to the properties contributed by HBC in exchange for a noncontrolling interest in the newly formed joint venture. As of September 30, 2015, we have funded \$1.0 million of this commitment. On September 30, 2015, HBC announced it had closed on the acquisition of Galeria Holding, the parent company of Germany's leading department store, Kaufhof. In conjunction with the closing, the joint venture acquired 41 Kaufhof properties in Germany from HBC. All of the joint venture's properties have been leased to affiliates of HBC. We contributed an additional \$178.5 million to the joint venture upon closing of the Galeria Holding transaction. Our noncontrolling interest in the joint venture is approximately 8.2%. Our share of net income was not significant for the quarter ended September 30, 2015.

On April 23, 2015, we announced a partnership with Swire Properties Inc. and Whitman Family Development to jointly develop the approximately 500,000 square foot shopping center component of Brickell City Centre, a mixed-use development in downtown Miami. We own a 25% interest in the retail component of this project, which is scheduled to open in September 2016. Our share of the estimated cost of this project including development fees is approximately \$100.0 million.

On April 13, 2015, we announced a joint venture with Sears Holdings, or Sears, whereby Sears contributed 10 of its properties located at our malls to the joint venture in exchange for a 50% noncontrolling interest in the joint venture. We contributed \$114.0 million in cash in exchange for a 50% noncontrolling interest in the joint venture. Sears or its affiliates are leasing back each of the 10 properties from the joint venture. The joint venture has the right to recapture not less than 50% of the space leased to Sears to be used for purposes of redeveloping and releasing the recaptured space. We will provide development, leasing and management services to the joint venture for any recaptured space. On July 7, 2015, we separately invested approximately \$33.0 million in exchange for 1,125,760 common shares of Seritage Growth Properties, or Seritage, a public REIT recently formed by Sears. Seritage now holds Sears' interest in the joint venture.

On February 24, 2015, Houston Galleria, in which we own a 50.4% noncontrolling interest, refinanced its \$821.0 million mortgage with a \$1.2 billion mortgage that matures on March 1, 2025. The fixed interest rate was reduced from 5.44% to 3.55% as a result. Excess proceeds from the financing were distributed to the venture partners in February 2015.

On January 30, 2014, as discussed in Note 9, we acquired the remaining 50% interest in Arizona Mills from our joint venture partner. 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 \$2.7 million in the first quarter of 2014. As a result of this acquisition, we now own 100% of this property.

***European Investments***

At September 30, 2015, we owned 63,924,148 shares, or approximately 20.3%, of Klépierre, which had a quoted market price of \$45.58 per share. On July 29, 2014, Klépierre announced that it had entered into a conditional agreement to acquire Corio N.V., or Corio, pursuant to which Corio shareholders received 1.14 Klépierre ordinary shares for each Corio ordinary share. On January 15, 2015, the tender offer transaction closed and the merger was completed on March 31, 2015, reducing our ownership from 28.9% at December 31, 2014 to 18.3%. On May 11, 2015, we purchased 6,290,000 additional shares of Klépierre for \$279.4 million bringing our ownership to 20.3%. All of the excess investment related to this additional purchase has been allocated to investment property. Our share of net income, net of amortization of our excess investment, was \$6.2 million and \$138.7 million for the nine months ended September 30, 2015 and 2014, respectively. Based on applicable Euro:USD exchange rates and after our conversion of Klépierre's results to GAAP, Klépierre's total revenues, operating income and consolidated net income were approximately \$1.1 billion, \$345.4 million and \$139.7 million, respectively, for the nine months ended September 30, 2015 and \$949.9 million, \$431.7 million and \$1.3 billion, respectively, for the nine months ended September 30, 2014. On April 16, 2014, Klépierre completed the disposal of a portfolio of 126 retail galleries located in France, Spain and Italy. Total gross consideration for the transaction, including transfer duties, was €1.98 billion (€1.65 billion Klépierre's group share). The net cash proceeds were used by Klépierre to reduce its overall indebtedness. In connection with this transaction, we recorded a gain of \$133.9 million, net of the

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write-off of a portion of our excess investment, which is included in "Gain upon acquisition of controlling interests and sale or disposal of assets and interest in unconsolidated entities, net" in the accompanying consolidated statements of operations and comprehensive income.

Our joint venture in Europe has interests in six outlet properties, as well as a property management and development company. As of September 30, 2015, our legal percentage ownership interests in these entities ranged from 45% to 90%. 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 \$575.6 million and \$677.1 million as of September 30, 2015 and December 31, 2014, respectively. In December 2014, Roermond Designer Outlet phases 2 and 3, in which we own a 90% interest, refinanced its \$85.1 million mortgage maturing in 2017 with a \$218.9 million mortgage that matures in 2021. The fixed interest rate was reduced from 5.12% to 1.86% as a result. Excess proceeds from the financing were distributed to the venture partners in January 2015.

We also have minority interests in Value Retail PLC and affiliated entities, which own or have interests in and operate nine luxury outlets throughout Europe and a direct minority ownership in three of those outlets. Our investment in these entities is accounted for under the cost method. At both September 30, 2015 and December 31, 2014, the carrying value of these non-marketable investments was \$115.4 million and is included in deferred costs and other assets.

On March 19, 2015, we disposed of our interest in a joint venture which had held interests in rights to pre-development projects in Europe, for total proceeds of \$19.0 million. We recognized a gain on the sale of \$8.3 million, which is included in other income in the accompanying consolidated statements of operations and comprehensive income. The gain includes \$0.8 million that was reclassified from 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 \$226.3 million and \$229.8 million as of September 30, 2015 and December 31, 2014, 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 \$113.1 million and \$104.5 million as of September 30, 2015 and December 31, 2014, 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 and our joint venture with HBC, follows. As discussed in Note 3, on May 28, 2014, we completed the spin-off of Washington Prime, which included ten unconsolidated properties. The net income of these ten properties is included in income from operations of discontinued joint venture interests in the accompanying summary financial information for the nine months ended September 30, 2014.

**BALANCE SHEETS**

	<b>September 30, 2015</b>	<b>December 31, 2014</b>
<b>Assets:</b>		
Investment properties, at cost . . . . .	<b>\$16,998,613</b>	\$16,087,282
Less — accumulated depreciation . . . . .	<b>5,745,006</b>	5,457,899
	<b>11,253,607</b>	10,629,383
Cash and cash equivalents . . . . .	<b>854,397</b>	993,178
Tenant receivables and accrued revenue, net . . . . .	<b>335,259</b>	362,201
Investment in unconsolidated entities, at equity . . . . .	<b>—</b>	11,386
Deferred costs and other assets . . . . .	<b>554,938</b>	536,600
Total assets . . . . .	<b>\$12,998,201</b>	\$12,532,748
<b>Liabilities and Partners' Deficit:</b>		
Mortgages . . . . .	<b>\$13,932,542</b>	\$13,272,557
Accounts payable, accrued expenses, intangibles, and deferred revenue . . . . .	<b>951,901</b>	1,015,334
Other liabilities . . . . .	<b>385,277</b>	493,718
Total liabilities . . . . .	<b>15,269,720</b>	14,781,609
Preferred units . . . . .	<b>67,450</b>	67,450
Partners' deficit . . . . .	<b>(2,338,969)</b>	(2,316,311)
Total liabilities and partners' deficit . . . . .	<b>\$12,998,201</b>	\$12,532,748
<b>Our Share of:</b>		
Partners' deficit . . . . .	<b>\$ (875,336)</b>	\$ (663,700)
Add: Excess Investment . . . . .	<b>1,809,694</b>	1,875,337
Our net Investment in unconsolidated entities, at equity . . . . .	<b>\$ 934,358</b>	\$ 1,211,637

“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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**STATEMENTS OF OPERATIONS**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Revenue:</b>				
Minimum rent . . . . .	\$447,790	\$436,580	\$ 1,325,056	\$ 1,289,263
Overage rent . . . . .	43,669	42,760	136,191	133,146
Tenant reimbursements . . . . .	203,832	202,973	597,461	588,772
Other income . . . . .	55,060	54,157	170,600	228,793
Total revenue . . . . .	<u>750,351</u>	<u>736,470</u>	<u>2,229,308</u>	<u>2,239,974</u>
<b>Operating Expenses:</b>				
Property operating . . . . .	135,467	141,083	398,528	434,147
Depreciation and amortization . . . . .	145,351	147,946	435,615	442,141
Real estate taxes . . . . .	57,767	59,934	172,818	167,523
Repairs and maintenance . . . . .	15,919	16,289	53,365	51,874
Advertising and promotion . . . . .	20,395	18,535	54,485	54,458
(Recovery of) provision for credit losses . . . . .	(212)	210	2,937	4,288
Other . . . . .	38,861	43,760	122,214	141,243
Total operating expenses . . . . .	<u>413,548</u>	<u>427,757</u>	<u>1,239,962</u>	<u>1,295,674</u>
<b>Operating Income</b> . . . . .	<b>336,803</b>	<b>308,713</b>	<b>989,346</b>	<b>944,300</b>
Interest expense . . . . .	(147,333)	(147,817)	(443,396)	(449,512)
<b>Income from Continuing Operations</b> . . . . .	<b>189,470</b>	<b>160,896</b>	<b>545,950</b>	<b>494,788</b>
Income from operations of discontinued joint venture interests . . . . .	—	—	—	5,079
Gain on sale or disposal of assets and interests in unconsolidated entities . . . . .	—	—	35,779	—
<b>Net Income</b> . . . . .	<u>\$ 189,470</u>	<u>\$ 160,896</u>	<u>\$ 581,729</u>	<u>\$ 499,867</u>
<b>Third-Party Investors' Share of Net Income</b> . . . . .	<u>\$ 95,018</u>	<u>\$ 81,810</u>	<u>\$ 296,896</u>	<u>\$ 259,340</u>
<b>Our Share of Net Income</b> . . . . .	<b>94,452</b>	<b>79,086</b>	<b>284,833</b>	<b>240,527</b>
<b>Amortization of Excess Investment</b> . . . . .	<b>(22,884)</b>	<b>(26,187)</b>	<b>(71,426)</b>	<b>(76,168)</b>
<b>Our Share of Loss from Unconsolidated Discontinued Operations</b> . . . . .	—	—	—	(652)
<b>Our Share of Gain on Sale or Disposal of Assets and Interests in Unconsolidated Entities, net</b> . . . . .	—	—	(16,339)	—
<b>Income from Unconsolidated Entities</b> . . . . .	<u>\$ 71,568</u>	<u>\$ 52,899</u>	<u>\$ 197,068</u>	<u>\$ 163,707</u>

Our share of income from unconsolidated entities in the above table, aggregated with our share of the results of Klépierre and our joint venture with HBC, is presented in income from unconsolidated entities in the accompanying consolidated statements of operations and comprehensive income.

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**6. Debt**

***Unsecured Debt***

At September 30, 2015, our unsecured debt consisted of \$13.7 billion of senior unsecured notes of the Operating Partnership, net of discounts, \$1.3 billion outstanding under the Operating Partnership's \$4.0 billion unsecured revolving credit facility, or Credit Facility, \$240.0 million outstanding under an unsecured term loan, and \$803.6 million outstanding under the Operating Partnership's global unsecured commercial paper note program, or the Commercial Paper program. The September 30, 2015 balance on the Credit Facility included \$1.1 billion (U.S. dollar equivalent) of Euro-denominated borrowings and \$185.8 million (U.S. dollar equivalent) of Yen-denominated borrowings. At September 30, 2015, the outstanding amount under the Commercial Paper program was \$803.6 million, of which \$193.6 million was related to U.S. dollar equivalent of Euro-denominated notes. Foreign currency denominated borrowings under both the Credit Facility and Commercial Paper program are designated as net investment hedges of a portion of our international investments.

On September 30, 2015, we had an aggregate available borrowing capacity of \$4.6 billion under the Credit Facility and the Operating Partnership's \$2.75 billion supplemental unsecured revolving credit facility, or Supplemental Facility. The maximum aggregate outstanding balance under the two credit facilities during the nine months ended September 30, 2015 was \$1.8 billion and the weighted average outstanding balance was \$1.2 billion. Letters of credit of \$37.1 million were outstanding under the two credit facilities as of September 30, 2015.

The Credit Facility's initial borrowing capacity of \$4.0 billion may be increased to \$5.0 billion during its term and provides for borrowings denominated in U.S. Dollars, Euros, Yen, Sterling, Canadian Dollars and Australian Dollars. Borrowings in currencies other than the U.S. Dollar are limited to 75% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2018 and can be extended for an additional year to June 30, 2019 at our sole option. The base interest rate on the Credit Facility is LIBOR plus 80 basis points with an additional facility fee of 10 basis points.

On March 2, 2015, the Operating Partnership amended and extended the Supplemental Facility. The initial borrowing capacity of \$2.0 billion has been increased to \$2.75 billion, may be further increased to \$3.5 billion during its term, will initially mature on June 30, 2019 and can be extended for an additional year to June 30, 2020 at our sole option. The base interest rate on the amended Supplemental Facility was reduced to LIBOR plus 80 basis points and the additional facility fee was reduced to 10 basis points. The Supplemental Facility provides for borrowings denominated in U.S. Dollars, Euro, Yen, Sterling, Canadian Dollars and Australian Dollars.

On August 17, 2015, the Operating Partnership issued \$500.0 million of senior unsecured notes at a fixed interest rate of 2.50% with a maturity date of September 1, 2020 and \$600.0 million of senior unsecured notes at a fixed interest rate of 3.50% with a maturity date of September 1, 2025. Proceeds from the unsecured notes offering were used to repay debt and for general corporate purposes.

On March 2, 2015, the Operating Partnership increased the maximum aggregate program size of its Commercial Paper program from \$500.0 million to \$1.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euros and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes will be sold under customary terms in the U.S. and Euro commercial paper note markets and will rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. Our Commercial Paper program is supported by our Credit Facility and Supplemental Facility and if necessary or appropriate, we may make one or more draws under either the Credit Facility or Supplemental Facility to pay amounts outstanding from time to time on the Commercial Paper program. At September 30, 2015, we had \$803.6 million outstanding under the Commercial Paper program, comprised of \$610.0 million outstanding in U.S. dollar denominated notes and \$193.6 million (U.S. dollar equivalent) of Euro denominated notes with weighted average interest rates of 0.27% and 0.06%, respectively. The borrowings mature on various dates from October 2, 2015 to December 22, 2015.

During the nine months ended September 30, 2015, we redeemed at par or repaid at maturity \$693.5 million of senior unsecured notes with fixed rates ranging from 5.10% to 5.75%.

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**Mortgage Debt**

Total mortgage indebtedness was \$6.5 billion and \$6.2 billion at September 30, 2015 and December 31, 2014, respectively.

On January 15, 2015, as discussed in Note 9, we acquired two properties — Jersey Gardens in Elizabeth, New Jersey (renamed The Mills at Jersey Gardens) and University Park Village in Fort Worth, Texas, subject to existing fixed-rate mortgage loans of \$350.0 million and \$55.0 million, respectively. The loans mature on November 1, 2020 and May 1, 2028 and bear interest at 3.83% and 3.85%, respectively.

**Covenants**

Our unsecured debt agreements contain financial 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 September 30, 2015, we were in compliance with all covenants of our unsecured debt.

At September 30, 2015, we or our subsidiaries are the borrowers under 40 non-recourse mortgage notes secured by mortgages on 54 properties, including five separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of 21 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 September 30, 2015, 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.

**Fair Value of Debt**

The carrying values of our variable-rate mortgages and other loans approximate 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 including commercial paper was \$20.5 billion and \$19.4 billion as of September 30, 2015 and December 31, 2014, respectively. The fair values of these financial instruments and the related discount rate assumptions as of September 30, 2015 and December 31, 2014 are summarized as follows:

	<b>September 30, 2015</b>	<b>December 31, 2014</b>
Fair value of fixed-rate mortgages and unsecured indebtedness . .	<b>\$21,672</b>	\$20,558
Weighted average discount rates assumed in calculation of fair value of fixed-rate mortgages . . . . .	<b>2.69%</b>	3.02%

**7. Equity**

During the nine months ended September 30, 2015, we issued 486,802 shares of common stock to eight limited partners of the Operating Partnership in exchange for an equal number of units pursuant to the partnership agreement of the Operating Partnership.

On April 2, 2015, our Board of Directors authorized us to repurchase up to \$2.0 billion of our common stock over the next twenty-four months as market conditions warrant. We may repurchase the shares in the open market or in privately

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negotiated transactions. Through September 30, 2015, we repurchased 1,903,340 shares at an average price of \$180.19 per share as part of this program.

On May 14, 2015, the Operating Partnership redeemed 944,359 units from a limited partner for \$162.7 million.

**Stock Based Compensation**

Awards under our stock based compensation plans primarily take the form of LTIP units and restricted stock grants made under The Simon Property Group, L.P. 1998 Stock Incentive Plan, as amended, or the Plan. 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 consolidated statements of operations and comprehensive income.

**LTIP Programs.** Every year since 2010, the Compensation Committee of the Board of Directors, or 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 2015, 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 were earned, and the aggregate grant date fair values adjusted for estimated forfeitures, are as follows:

<b>LTIP Program</b>	<b>LTIP Units Earned</b>	<b>Grant Date Fair Value</b>
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 . . . . .	401,203	\$35.0 million
2013-2015 LTIP Program . . . . .	To be determined in 2016	\$29.5 million
2014-2016 LTIP Program . . . . .	To be determined in 2017	\$30.0 million
2015-2017 LTIP Program . . . . .	To be determined in 2018	\$29.9 million

We recorded compensation expense, net of capitalization, related to these LTIP programs of approximately \$18.6 million and \$20.3 million for the nine months ended September 30, 2015 and 2014, respectively.

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**Restricted Stock.** The Compensation Committee awarded 1,989 and 58,083 shares of restricted stock to employees on February 26, 2015 and April 1, 2015, respectively, under the Plan, at a fair market value of \$187.14 per share and \$197.99 per share, respectively. On May 14, 2015 and July 22, 2015, our non-employee Directors were awarded an aggregate of 3,323 and 3,384 shares of restricted stock, respectively, under the Plan at a fair market value of \$184.76 per share and \$182.38 per share, respectively. These shares represent a portion of the compensation we pay our non-employee Directors, and all of the shares have been placed in a non-employee Director deferred compensation account maintained by Simon. The grant date fair value of the employee restricted stock awards is being recognized as expense over the three-year vesting service period. The grant date fair value of the Director restricted stock awards is being recognized as expense over the one-year vesting service period.

We recorded compensation expense, net of capitalization, related to restricted stock of approximately \$6.6 million and \$10.3 million for the nine months ended September 30, 2015 and 2014, respectively.

**Other Compensation Arrangements.** On July 6, 2011, in connection with the execution of an eight year employment agreement, the Compensation Committee granted David Simon, our Chairman and CEO, a retention award in the form of 1,000,000 LTIP units, or the Award, for his continued service as our Chairman and CEO through July 5, 2019. Effective December 31, 2013, the Award was modified, or the 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, or FFO, per share. If the performance criteria have been met, a maximum of 360,000 LTIP units, or the A Units, 360,000 LTIP units, or the B Units, and 280,000 LTIP units, or the 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 Mr. Simon's 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 through the applicable vesting periods of the A Units, B Units and C Units.

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**Changes in Equity**

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to common stockholders and equity attributable to noncontrolling interests:

	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
January 1, 2015 . . . . .	\$44,062	\$31	\$ (61,041)	\$9,422,237	\$ (4,208,183)	\$ (103,929)	\$ 858,328	\$ 5,951,505
Exchange of limited partner units for common shares . . . . .				7,907			(7,907)	—
Redemption of limited partner units . . . . .				(147,841)			(14,843)	(162,684)
Treasury stock purchase . . . . .						(343,007)		(343,007)
LTIP units . . . . .							35,459	35,459
Purchase and disposition of noncontrolling interests, net and other . . . . .	(247)			(3,509)	(2,309)	9,802	763	4,500
Adjustment to limited partners' interest from change in ownership in the Operating Partnership . . . . .				91,320			(91,320)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests . . . . .					(1,383,253)		(231,833)	(1,615,086)
Distributions to other noncontrolling interest partners . . . . .							(2,861)	(2,861)
Comprehensive income, excluding \$1,436 attributable to preferred interests in the Operating Partnership . . . . .			(187,328)		1,257,629		182,252	1,252,553
<b>September 30, 2015 . . . . .</b>	<b><u>\$43,815</u></b>	<b><u>\$31</u></b>	<b><u>\$(248,369)</u></b>	<b><u>\$9,370,114</u></b>	<b><u>\$(4,336,116)</u></b>	<b><u>\$(437,134)</u></b>	<b><u>\$728,038</u></b>	<b><u>\$5,120,379</u></b>

**8. 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 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 primary insurer and remediation and restoration work has been completed. The property re-opened March 29, 2012. The excess insurance carriers (those providing coverage above \$50 million) denied our claim under the policy for additional proceeds (of up to \$150 million) to pay further amounts for restoration costs and business interruption losses. In the first quarter of 2015, summary judgment was granted in our favor, concluding that up to \$150 million of additional coverage is available under our excess insurance policy for this claim. In July and August 2015, trial on the damages portion of our claim was completed and the jury entered a verdict for damages in the amount of \$204.1 million (inclusive of the \$50.0 million previously paid by the primary carrier). The court has also ruled that we are entitled to recover prejudgment interest and legal fees paid to our lender's counsel, all in amounts to be determined by the court. We will continue our efforts through the conclusion of the pending litigation to recover our losses, including consequential damages, 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.

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***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 September 30, 2015 and December 31, 2014, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$346.6 million and \$223.5 million, respectively (of which we have a right of recovery from our joint venture partners of \$104.0 million and \$78.7 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 U.S. Malls, Premium Outlets, and The Mills 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.

**9. Real Estate Acquisitions and Dispositions**

During the first nine months of 2015, we disposed of our interests in two unconsolidated retail properties. The aggregate gain recognized on these transactions was approximately \$16.3 million.

On January 15, 2015, we acquired a 100% interest in Jersey Gardens (renamed The Mills at Jersey Gardens) in Elizabeth, New Jersey, and University Park Village in Fort Worth, Texas, properties previously owned by Glimcher Realty Trust for \$677.9 million of cash and the assumption of existing mortgage debt of \$405.0 million. We recorded the assets and liabilities of these properties at estimated fair value at the acquisition date, the majority of which was allocated to the investment property. The purchase price allocation is preliminary and subject to revision within the measurement period, not to exceed one year from the date of acquisition.

On April 10, 2014, through a European joint venture, we acquired an additional 22.5% noncontrolling interest in Ashford Designer Outlet, increasing our percentage ownership to 45%.

On January 30, 2014, we acquired the remaining 50% interest in Arizona Mills from our joint venture partner, as well as approximately 39 acres of land in Oyster Bay, New York, for approximately \$145.8 million, consisting of cash consideration and 555,150 units of the Operating Partnership. Arizona Mills is subject to a mortgage which was \$166.9 million at the time of the acquisition. 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 \$2.7 million in the first quarter of 2014. We now own 100% of this property.

On January 10, 2014, we acquired one of our partner's interests in a portfolio of ten properties for approximately \$114.4 million, seven of which were previously consolidated.

Unless otherwise noted, gains and losses on the above transactions are included in gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net in the accompanying consolidated statements of operations and comprehensive income. We expense acquisition, potential acquisition and disposition related costs as they are incurred. We incurred \$4.4 million in transaction costs during the first nine months of 2015 in connection with the acquisitions of Jersey Gardens and University Park Village, which are included in other expenses in the accompanying consolidated statements of operations and comprehensive income. We also incurred \$38.2 million in transaction costs during the first nine months of 2014 related to the spin-off of Washington Prime. Other than these transaction costs, we incurred a minimal amount of transaction expenses during the nine months ended September 30, 2015 and 2014.

## Item 2. 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 included in this report.

### Overview

Simon Property Group, Inc., or Simon, 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, the Operating Partnership, and its subsidiaries.

We own, develop and manage retail real estate properties, which consist primarily of malls, Premium Outlets®, and The Mills®. As of September 30, 2015, we owned or held an interest in 208 income-producing properties in the United States, which consisted of 109 malls, 69 Premium Outlets, 14 Mills, three lifestyle centers, and 13 other retail properties in 37 states and Puerto Rico. We opened two Premium Outlets in October 2015 and have three outlets and two other significant retail projects under development. In addition, we have redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants, underway at 30 properties in the U.S. Internationally, as of September 30, 2015, we had ownership interests in nine Premium Outlets in Japan, three Premium Outlets in South Korea, two Premium Outlets in Canada, one Premium Outlet in Mexico, and one Premium Outlet in Malaysia. As of September 30, 2015, we had a noncontrolling ownership interest in a joint venture that holds five outlet properties in Europe and one outlet property in Canada. Of the five properties in Europe, two are located in Italy and one each is located in Austria, the Netherlands, and the United Kingdom. Additionally, as of September 30, 2015, we owned a 20.3% 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 16 countries in Europe.

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

- base minimum rents,
- overage and percentage rents based on tenants' sales volumes, 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,
- 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 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,
- 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 properties.

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 increased \$0.82 during the first nine months of 2015 to \$4.04 from \$3.22 for the same period last year. The increase in diluted earnings per common share was primarily attributable to:

- improved operating performance and core business fundamentals in 2015 and the impact of our acquisition and expansion activity,
- decreased interest expense in 2015 of \$66.1 million, or \$0.18 per diluted share,
- increased consolidated lease settlement activity of \$25.3 million, or \$0.07 per diluted share,
- a 2015 gain of \$80.2 million, or \$0.22 per diluted share, from the sale of marketable securities, and
- a 2015 non-cash gain of \$16.3 million, or \$0.05 per diluted share, due to the disposition of our interests in two unconsolidated properties,
- partially offset by the loss of \$29.3 million (\$67.5 million from operations net of \$38.2 million of transaction expenses), or \$0.08 per diluted share (\$0.18 from operations net of \$0.10 of transaction expenses), from the spin-off of WP Glimcher Inc. (formerly known as Washington Prime Group Inc.), or Washington Prime,
- a 2014 gain on acquisitions and dispositions of \$154.2 million, or \$0.43 per diluted share, primarily related to Klépierre's sale of a portfolio of 126 retail galleries of which our share of the gain was \$136.5 million, or \$0.38 per diluted share, and
- a loss on extinguishment of debt in 2014 of \$127.6 million, or \$0.35 per diluted share.

Core business fundamentals during the first nine months of 2015 improved compared to the first nine months of 2014, primarily driven by higher tenant sales and strong leasing activity. Portfolio NOI grew by 7.3% for the nine month period in 2015 over the prior year period. Comparable property NOI also grew 3.8% for our portfolio of U.S. Malls, Premium Outlets, and The Mills. Total sales per square foot, or psf, increased 0.5% from \$613 psf at September 30, 2014 to \$616 psf at September 30, 2015, for our U.S. Malls and Premium Outlets. Average base minimum rent for U.S. Malls and Premium Outlets increased 4.9% to \$48.57 psf as of September 30, 2015, from \$46.29 psf as of September 30, 2014. Releasing spreads remained positive in our 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 — base minimum rent plus common area maintenance) of \$11.00 psf (\$70.78 openings compared to \$59.78 closings) as of September 30, 2015, representing an 18.4% increase over expiring payments. Ending occupancy for our U.S. Malls and Premium Outlets was 96.1% as of September 30, 2015, as compared to 96.9% as of September 30, 2014, a decrease of 80 basis points primarily as a result of tenant bankruptcy activity announced in the first quarter of 2015.

Our effective overall borrowing rate at September 30, 2015 on our consolidated indebtedness decreased 31 basis points to 4.11% as compared to 4.42% at September 30, 2014. This reduction was primarily due to a decrease in the effective overall borrowing rate on fixed rate debt of 30 basis points (4.41% at September 30, 2015 as compared to 4.71% at September 30, 2014). At September 30, 2015, the weighted average years to maturity of our consolidated indebtedness was 5.6 years as compared to 6.2 years at December 31, 2014. Our financing activities for the nine months ended September 30, 2015 included:

- Acquiring two properties — Jersey Gardens in Elizabeth, New Jersey (renamed The Mills at Jersey Gardens) and University Park Village in Fort Worth, Texas, subject to existing fixed-rate mortgage loans of \$350.0 million and \$55.0 million, respectively, which mature on November 1, 2020 and May 1, 2028 and bear interest at 3.83% and 3.85%, respectively.
- Increasing our Euro denominated borrowings by \$704.9 million (U.S. dollar equivalent) on the multi-currency tranche of the Operating Partnership's \$4.0 billion unsecured revolving credit facility, or Credit Facility.
- Increasing our borrowings under the Operating Partnership's global unsecured commercial paper note program, or the Commercial Paper program, by \$410.0 million through the issuance of U.S. dollar denominated notes.
- Issuing \$500.0 million of senior unsecured notes at a fixed interest rate of 2.50% with a maturity date of September 1, 2020 and \$600.0 million of senior unsecured notes at a fixed interest rate of 3.50% with a maturity date of September 1, 2025 on August 17, 2015.
- Redeeming at par or repaying at maturity \$693.5 million of senior unsecured notes with fixed rates ranging from 5.10% to 5.75%.

#### **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. The Washington Prime properties have been removed from the portfolio data for all periods presented. For comparative purposes, we separate the information related to 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.

	<u>September 30, 2015</u>	<u>September 30, 2014</u>	<u>%/Basis Points Change (1)</u>
<b>U.S. Malls and Premium Outlets:</b>			
<b>Ending Occupancy</b>			
Consolidated . . . . .	96.4%	97.0%	– 60 bps
Unconsolidated . . . . .	95.4%	96.5%	– 110 bps
<b>Total Portfolio</b> . . . . .	96.1%	96.9%	– 80 bps
<b>Average Base Minimum Rent per Square Foot</b>			
Consolidated . . . . .	\$47.11	\$44.90	4.9%
Unconsolidated . . . . .	\$52.89	\$50.22	5.3%
<b>Total Portfolio</b> . . . . .	\$48.57	\$46.29	4.9%
<b>Total Sales per Square Foot</b>			
Consolidated . . . . .	\$604	\$599	0.9%
Unconsolidated . . . . .	\$658	\$664	– 0.9%
<b>Total Portfolio</b> . . . . .	\$616	\$613	0.5%
<b>The Mills:</b>			
<b>Ending Occupancy</b> . . . . .	98.6%	98.2%	+40 bps
<b>Average Base Minimum Rent per Square Foot</b>	\$26.78	\$25.14	6.5%
<b>Total Sales per Square Foot</b> . . . . .	\$570	\$534	6.7%

(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 The Mills and all reporting tenants in the Premium Outlets. 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.

### **Current Leasing Activities**

During the nine months ended September 30, 2015, we signed 643 new leases and 1,226 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 5.8 million square feet, of which 4.5 million square feet related to consolidated properties. During the comparable period in 2014, we signed 626 new leases and 1,243 renewal leases with a fixed minimum rent, comprising approximately 5.9 million square feet, of which 4.4 million square feet related to consolidated properties. The average annual initial base minimum rent for new leases was \$54.01 per square foot in 2015 and \$59.14 per square foot in 2014 with an average tenant allowance on new leases of \$37.47 per square foot and \$37.35 per square foot, 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.

	<b>September 30, 2015</b>	<b>September 30, 2014</b>	<b>%/Basis Points Change</b>
Ending Occupancy . . . . .	<b>99.8%</b>	98.8%	+100 bps
Total Sales per Square Foot . . . . .	<b>¥100,557</b>	¥93,365	7.70%
Average Base Minimum Rent per Square Foot . . . . .	<b>¥4,956</b>	¥4,916	0.81%

### **Results of Operations**

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

- On January 15, 2015, we acquired a 100% interest in Jersey Gardens (renamed The Mills at Jersey Gardens) in Elizabeth, New Jersey and University Park Village in Fort Worth, Texas, properties previously owned by Glimcher Realty Trust.
- On January 30, 2014, we acquired the remaining 50% interest in the previously unconsolidated Arizona Mills from our joint venture partner.
- On January 10, 2014, we acquired one of our partner’s interests in a portfolio of ten properties, seven of which we had previously consolidated.
- During 2014, we disposed of three retail properties.

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:

- During the third quarter of 2015, we closed on our previously announced joint venture with Hudson’s Bay Company, or HBC, whereby we have an 8.2% noncontrolling interest in a joint venture to which HBC contributed 42 of its properties in the U.S. Later in the third quarter of 2015, the joint venture acquired an additional 41 properties in Germany concurrently with HBC’s acquisition of Galeria Holding, the parent company of Germany’s leading department store, Kaufhof, as further discussed in Note 5 of the condensed notes to the consolidated financial statements. All of the joint venture’s properties have been leased to affiliates of HBC.

- On August 13, 2015, we and our partner opened Gloucester Premium Outlets, a 370,000 square foot outlet center. We have a 50% noncontrolling interest in this new center.
- On July 9, 2015, through a European joint venture, we and our partner opened Vancouver Designer Outlet, a 242,000 square foot outlet center. We have a 45% noncontrolling interest in this new center.
- During the second quarter of 2015, we formed a joint venture with Sears Holdings, or Sears, whereby we have a 50% noncontrolling interest in a joint venture in which Sears contributed 10 of its properties located at our malls.
- During the nine months ended September 30, 2015, we disposed of our interests in two retail properties.
- On October 30, 2014, we and our partner, Calloway Real Estate Investment Trust, opened Premium Outlets Montreal in Canada, a 365,000 square foot outlet center serving the Greater Montreal area. We have a 50% noncontrolling interest in this new center.
- On August 14, 2014, we and our partner opened Twin Cities Premium Outlets, a 409,000 square foot outlet center. We have a 35% noncontrolling interest in this new center.
- On July 31, 2014, we and our partner, Tanger Factory Outlet Centers, opened Charlotte Premium Outlets, a 399,000 square foot outlet center. We have a 50% noncontrolling interest in this new center.
- On April 16, 2014, Klépierre disposed of a portfolio of 126 properties located in France, Spain, and Italy.
- On April 10, 2014, through a European joint venture, we acquired an additional 22.5% noncontrolling interest in Ashford Designer Outlet, increasing our ownership interest in this property to 45%.
- On January 10, 2014, as discussed above, we acquired one of our partner's redeemable interests in a portfolio of ten properties, seven of which were consolidated and three of which were unconsolidated prior to the transaction. The three unconsolidated properties remained unconsolidated following the transaction.

For the purposes of the following comparison between the three and nine months ended September 30, 2015 and 2014, 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 of the periods under comparison.

#### ***Three months ended September 30, 2015 vs. Three months ended September 30, 2014***

Minimum rents increased \$48.2 million during 2015, of which the property transactions accounted for \$11.2 million of the increase. Comparable rents increased \$37.0 million, or 5.2%, primarily attributable to an increase in base minimum rents.

Tenant reimbursements increased \$22.6 million, due to a \$4.1 million increase attributable to the property transactions and a \$18.5 million, or 5.6%, increase in the comparable properties primarily due to annual fixed contractual increases related to common area maintenance and real estate tax recoveries.

Total other income increased \$17.6 million, principally as a result of a \$20.3 million increase in lease settlement income, partially offset by a \$3.0 million decrease in interest and dividend income.

Property operating expense increased \$9.1 million, due to a \$2.4 million increase related to the property transactions, and a \$6.7 million increase in comparable property activity as a result of inflationary cost increases.

Real estate taxes increased \$16.8 million, of which the property transactions accounted for \$4.9 million, with the remaining \$11.9 million increase primarily caused by higher tax estimates in 2015.

The (recovery of) provision for credit losses decreased \$2.1 million due to a decrease in tenant bankruptcies and an increase in recoveries as compared to 2014.

Home and regional office costs decreased \$3.5 million primarily related to higher capitalized costs as a result of our development and redevelopment activity.

Other expenses increased \$6.9 million primarily due to an increase in legal costs and professional fees and a favorable net foreign currency revaluation impact on foreign currency denominated assets and liabilities during the 2014 period.

Interest expense decreased \$20.1 million primarily due to the net impact of our financing activities during 2014 and 2015 and the reduction in our effective overall borrowing rate as previously discussed.

During the quarter ended September 30, 2014, we recorded a loss on extinguishment of debt of \$127.6 million as a result of the tender offers and redemption.

Income and other taxes decreased \$2.9 million primarily due to taxes related to certain of our international investments and a decrease in state income taxes.

Income from unconsolidated entities increased \$12.6 million primarily due to favorable results of operations and financing activity of joint venture properties as well as our acquisition and development activity.

During the quarter ended September 30, 2014, we recorded a gain of \$17.7 million related to our disposal of two retail properties.

Net income attributable to noncontrolling interests increased \$27.5 million due to an increase in the net income of the Operating Partnership.

### ***Nine months ended September 30, 2015 vs. Nine months ended September 30, 2014***

Minimum rents increased \$119.0 million during 2015, of which the property transactions accounted for \$32.8 million of the increase. Comparable rents increased \$86.2 million, or 4.1%, primarily attributable to an increase in base minimum rents.

Tenant reimbursements increased \$59.4 million, due to a \$17.0 million increase attributable to the property transactions and a \$42.3 million, or 4.5%, increase in the comparable properties primarily due to annual fixed contractual increases related to common area maintenance and real estate tax recoveries.

Total other income increased \$120.8 million, principally as a result of the following:

- an \$80.2 million gain on the sale of marketable securities in the second quarter of 2015,
- a \$25.3 million increase in lease settlement income,
- a \$9.6 million increase attributable to dividend income,
- an \$8.3 million gain on the sale of our interests in certain pre-development projects in Europe, and
- \$4.5 million of net other activity,
- partially offset by a \$7.1 million decrease in land sale activity.

Property operating expense increased \$21.1 million, due to a \$7.7 million increase related to the property transactions, and a \$13.4 million increase in comparable property activity as a result of inflationary cost increases.

Real estate taxes increased \$36.5 million, of which the property transactions accounted for \$10.2 million, with the remaining increase primarily caused by higher tax estimates in 2015.

Home and regional office costs decreased \$8.5 million primarily related to higher capitalized costs in 2015 as a result of our development and redevelopment activity and higher personnel costs, including one-time items related to the spin-off of Washington Prime during 2014.

Other expenses increased \$11.6 million primarily due to an increase in legal costs and professional fees and costs associated with our first quarter acquisition activity in 2015, partially offset by a favorable net foreign currency revaluation impact on foreign currency denominated assets and liabilities.

Interest expense decreased \$66.1 million primarily due to the net impact of our financing activities during 2014 and 2015 and the reduction in our effective overall borrowing rate as previously discussed.

During 2014, we recorded a loss on extinguishment of debt of \$127.6 million as a result of the tender offers and redemption that occurred during the third quarter of 2014.

Income and other taxes decreased \$6.6 million primarily due to taxes related to certain of our international investments.

Income from unconsolidated entities increased \$34.8 million primarily due to favorable results of operations and financing activity of joint venture properties as well as our acquisition and development activity.

During the nine months ended September 30, 2015, we disposed of our interests in two unconsolidated retail properties resulting in a gain of \$16.3 million. During the nine months ended September 30, 2014, we recorded a gain

related to Klépierre's sale of a portfolio of 126 properties and our disposal of two retail properties. Additionally, we acquired the remaining 50% interest in Arizona Mills from our joint venture partner. The property was previously accounted for under the equity method and we recognized a non-cash gain upon consolidation of this property. The aggregate gain recognized on these transactions was \$154.2 million.

Discontinued operations decreased \$29.3 million as the first nine months of 2014 included approximately five months of our ownership of the Washington Prime properties, whereas 2015 did not include any ownership of those properties. Results for 2014 include \$38.2 million in transaction costs related to the Washington Prime spin-off.

Net income attributable to noncontrolling interests increased \$42.1 million due to an increase in the net 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. Floating rate debt comprised only 9.5% of our total consolidated debt at September 30, 2015. 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 \$3.0 billion during the nine months ended September 30, 2015. In addition, the Credit Facility, the Operating Partnership's \$2.75 billion supplemental unsecured revolving credit facility, or Supplemental Facility, and the Commercial Paper program provide alternative sources of liquidity as our cash needs vary from time to time. Borrowing capacity under these credit facilities may be increased as discussed further below.

Our balance of cash and cash equivalents increased \$244.6 million during the first nine months of 2015 to \$856.9 million as of September 30, 2015 as further discussed in "Cash Flows" below.

On September 30, 2015, we had an aggregate available borrowing capacity of \$4.6 billion under the Credit Facility and Supplemental Facility, net of outstanding borrowings of \$1.3 billion and letters of credit of \$37.1 million. For the nine months ended September 30, 2015, the maximum aggregate amount outstanding under the two credit facilities was \$1.8 billion and the weighted average amount outstanding was \$1.2 billion. The weighted average interest rate was 0.76% for the nine months ended September 30, 2015. Further, on October 6, 2014, the Operating Partnership entered into the global Commercial Paper program and on March 2, 2015, increased the maximum aggregate program size from \$500.0 million to \$1.0 billion as further discussed below.

We and the Operating Partnership have historically had access to public equity and long and short-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 require 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, the Supplemental Facility, and the Commercial Paper program to address our debt maturities and capital needs through 2015.

### **Cash Flows**

Our net cash flow from operating activities and distributions of capital from unconsolidated entities for the nine months ended September 30, 2015 totaled \$3.0 billion. In addition, we had net proceeds from our debt financing and repayment activities of \$1.4 billion in 2015. These activities are further discussed below under "Financing and Debt." During the first nine months of 2015, we or the Operating Partnership also:

- funded the acquisition of two properties, acquired the land and existing structure anchored to one of our wholly owned properties, funded an additional equity stake in Klépierre, funded the acquisition of our joint venture interest in ten assets that are adjacent to our existing properties, funded our portion of a joint venture development project, and funded the purchase of a noncontrolling interest in a joint venture, the aggregate cash portion of which was \$1.4 billion,
- paid stockholder dividends and unitholder distributions totaling \$1.6 billion,
- funded consolidated capital expenditures of \$772.9 million (including development and other costs of \$114.3 million, redevelopment and expansion costs of \$522.2 million, and tenant costs and other operational capital expenditures of \$136.4 million),
- funded investments in unconsolidated entities of \$233.4 million,

- funded the repurchase of our common stock and the purchase of limited partner units of \$505.7 million, and
- received proceeds on the sale of marketable securities of \$454.0 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 and Commercial Paper program,
- 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 2015, 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 September 30, 2015, our unsecured debt consisted of \$13.7 billion of senior unsecured notes of the Operating Partnership, net of discounts, \$1.3 billion outstanding under the Credit Facility, \$240.0 million outstanding under an unsecured term loan, and \$803.6 million outstanding under the Commercial Paper program. The September 30, 2015 balance on the Credit Facility included \$1.1 billion (U.S. dollar equivalent) of Euro-denominated borrowings and \$185.8 million (U.S. dollar equivalent) of Yen-denominated borrowings. At September 30, 2015, the outstanding amount under the Commercial Paper program was \$803.6 million, of which \$193.6 million was related to U.S. dollar equivalent of Euro-denominated notes. Foreign currency denominated borrowings under both the Credit Facility and Commercial Paper program are designated as net investment hedges of a portion of our international investments.

On September 30, 2015, we had an aggregate available borrowing capacity of \$4.6 billion under the Credit Facility and the Supplemental Facility. The maximum aggregate outstanding balance under the two credit facilities during the nine months ended September 30, 2015 was \$1.8 billion and the weighted average outstanding balance was \$1.2 billion. Letters of credit of \$37.1 million were outstanding under the two credit facilities as of September 30, 2015.

The Credit Facility's initial borrowing capacity of \$4.0 billion may be increased to \$5.0 billion during its term and provides for borrowings denominated in U.S. Dollars, Euros, Yen, Sterling, Canadian Dollars and Australian Dollars. Borrowings in currencies other than the U.S. Dollar are limited to 75% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2018 and can be extended for an additional year to June 30, 2019 at our sole option. The base interest rate on the Credit Facility is LIBOR plus 80 basis points with an additional facility fee of 10 basis points.

On March 2, 2015, the Operating Partnership amended and extended the Supplemental Facility. The initial borrowing capacity of \$2.0 billion has been increased to \$2.75 billion, may be further increased to \$3.5 billion during its term, will initially mature on June 30, 2019 and can be extended for an additional year to June 30, 2020 at our sole option. The base interest rate on the amended Supplemental Facility was reduced to LIBOR plus 80 basis points and the additional facility fee was reduced to 10 basis points. The Supplemental Facility provides for borrowings denominated in U.S. Dollars, Euro, Yen, Sterling, Canadian Dollars and Australian Dollars.

On August 17, 2015, the Operating Partnership issued \$500.0 million of senior unsecured notes at a fixed interest rate of 2.50% with a maturity date of September 1, 2020 and \$600.0 million of senior unsecured notes at a fixed interest rate of 3.50% with a maturity date of September 1, 2025. Proceeds from the unsecured notes offering were used to repay debt and for general corporate purposes.

On March 2, 2015, the Operating Partnership increased the maximum aggregate program size of its Commercial Paper program from \$500.0 million to \$1.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euros and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating

Partnership. Notes will be sold under customary terms in the U.S. and Euro commercial paper note markets and will rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. Our Commercial Paper program is supported by our Credit Facility and Supplemental Facility and if necessary or appropriate, we may make one or more draws under either the Credit Facility or Supplemental Facility to pay amounts outstanding from time to time on the Commercial Paper program. At September 30, 2015, we had \$803.6 million outstanding under the Commercial Paper program, comprised of \$610.0 million outstanding in U.S. dollar denominated notes and \$193.6 million (U.S. dollar equivalent) of Euro denominated notes with weighted average interest rates of 0.27% and 0.06%, respectively. The borrowings mature on various dates from October 2, 2015 to December 22, 2015.

During the nine months ended September 30, 2015, we redeemed at par or repaid at maturity \$693.5 million of senior unsecured notes with fixed rates ranging from 5.10% to 5.75%.

### **Mortgage Debt**

Total mortgage indebtedness was \$6.5 billion and \$6.2 billion at September 30, 2015 and December 31, 2014, respectively.

On January 15, 2015, we acquired two properties — Jersey Gardens in Elizabeth, New Jersey (renamed The Mills at Jersey Gardens) and University Park Village in Fort Worth, Texas, subject to existing fixed-rate mortgage loans of \$350.0 million and \$55.0 million, respectively. The loans mature on November 1, 2020 and May 1, 2028 and bear interest at 3.83% and 3.85%, respectively.

### **Covenants**

Our unsecured debt agreements contain financial 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 September 30, 2015, we were in compliance with all covenants of our unsecured debt.

At September 30, 2015, we or our subsidiaries are the borrowers under 40 non-recourse mortgage notes secured by mortgages on 54 properties, including five separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of 21 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 September 30, 2015, 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.

### **Summary of Financing**

Our consolidated debt, adjusted to reflect outstanding derivative instruments, and the effective weighted average interest rates as of September 30, 2015 and December 31, 2014, consisted of the following (dollars in thousands):

<b>Debt Subject to</b>	<b>Adjusted Balance as of September 30, 2015</b>	<b>Effective Weighted Average Interest Rate</b>	<b>Adjusted Balance as of December 31, 2014</b>	<b>Effective Weighted Average Interest Rate</b>
<b>Fixed Rate</b> . . . . .	<b>\$ 20,497,791</b>	<b>4.41%</b>	\$ 19,424,456	4.63%
<b>Variable Rate</b> . . . . .	<b>2,131,263</b>	<b>1.23%</b>	1,428,537	1.43%
	<b><u>\$22,629,054</u></b>	<b><u>4.11%</u></b>	<b><u>\$20,852,993</u></b>	<b><u>4.41%</u></b>



### **Contractual Obligations**

There have been no material changes to our outstanding capital expenditure and lease commitments previously disclosed in our 2014 Annual Report on Form 10-K.

In regards to long-term debt arrangements, the following table summarizes the material aspects of these future obligations on our consolidated indebtedness as of September 30, 2015, for the remainder of 2015 and subsequent years thereafter (dollars in thousands) assuming the obligations remain outstanding through initial maturities, including applicable exercise of available extension options:

	<u>2015</u>	<u>2016 - 2017</u>	<u>2018 - 2019</u>	<u>After 2019</u>	<u>Total</u>
Long Term Debt (1) . . . . .	\$824,919	\$5,920,882	\$4,655,395	\$11,217,764	\$22,618,960
Interest Payments (2) . . . . .	234,125	1,553,750	1,089,022	2,617,428	5,494,325

(1) Represents principal maturities only and, therefore, excludes net premiums of \$10,094.

(2) Variable rate interest payments are estimated based on the LIBOR rate at September 30, 2015.

### **Off-Balance Sheet Arrangements**

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 5 of the condensed 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 September 30, 2015, the Operating Partnership guaranteed joint venture-related mortgage indebtedness of \$346.6 million (of which we have a right of recovery from our joint venture partners of \$104.0 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 typically required contractually or otherwise.

### **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 15, 2015, we acquired a 100% interest in Jersey Gardens (renamed The Mills at Jersey Gardens) in Elizabeth, New Jersey, and University Park Village in Fort Worth, Texas, properties previously owned by Glimcher Realty Trust, for \$677.9 million of cash and the assumption of existing mortgage debt of \$405.0 million.

On April 10, 2014, through a European joint venture, we acquired an additional 22.5% noncontrolling interest in Ashford Designer Outlet, increasing our ownership interest in this property to 45%.

On January 30, 2014, we acquired the remaining 50% interest in Arizona Mills from our joint venture partner, as well as approximately 39 acres of land in Oyster Bay, New York, for approximately \$145.8 million, consisting of cash consideration and 555,150 units of the Operating Partnership. Arizona Mills is subject to a mortgage which was \$166.9 million at the time of the acquisition. 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 \$2.7 million in the first quarter of 2014. We now own 100% of this property.

On January 10, 2014, we acquired one of our partner's interests in a portfolio of ten properties for approximately \$114.4 million, seven of which were previously consolidated.

**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 the first nine months of 2015, we disposed of our interests in two unconsolidated retail properties. The aggregate gain recognized on these transactions was approximately \$16.3 million.

## Joint Venture Formation Activity

On April 13, 2015, we announced a joint venture with Sears, whereby Sears contributed 10 of its properties located at our malls to the joint venture in exchange for a 50% noncontrolling interest in the joint venture. We contributed \$114.0 million in cash in exchange for a 50% noncontrolling interest in the joint venture. Sears or its affiliates are leasing back each of the 10 properties from the joint venture. The joint venture has the right to recapture not less than 50% of the space leased to Sears to be used for purposes of redeveloping and releasing the recaptured space. We will provide development, leasing and management services to the joint venture for any recaptured space. On July 7, 2015, we separately invested approximately \$33.0 million in exchange for 1,125,760 common shares of Seritage Growth Properties, or Seritage, a public REIT recently formed by Sears. Seritage now holds Sears' interest in the joint venture.

On July 22, 2015, we closed on our previously announced joint venture with HBC, to which HBC contributed 42 properties in the U.S. and we committed to contribute \$100.0 million for improvements to the properties contributed by HBC in exchange for a noncontrolling interest in the newly formed joint venture. As of September 30, 2015, we have funded \$1.0 million of this commitment. On September 30, 2015, HBC announced it had closed on the acquisition of Galeria Holding, the parent company of Germany's leading department store, Kaufhof. In conjunction with the closing, the joint venture acquired 41 Kaufhof properties in Germany from HBC. All of the joint venture's properties have been leased to affiliates of HBC. We contributed an additional \$178.5 million to the joint venture upon closing of the Galeria Holding transaction. Our noncontrolling interest in the joint venture is approximately 8.2%. Our share of net income was not significant for the quarter ended September 30, 2015.

## Development Activity

**New Domestic Developments, Redevelopments and Expansions.** During 2015, construction began on the following properties:

- A 355,000 square foot upscale outlet center located in Columbus, Ohio, which is scheduled to open in June 2016. We own a 50% noncontrolling interest in this project. Our estimated share of the cost of this project is \$47.5 million.
- Clarksburg Premium Outlets, a 392,000 square foot project, located in Clarksburg, Maryland, which is scheduled to open in October 2016. We own a 66% noncontrolling interest in this project. Our estimated share of the cost of this project is \$124.8 million.
- The Shops at Clearfork, a 545,000 square foot project located in Fort Worth, Texas, which is scheduled to open in February 2017. We own a 45% noncontrolling interest in this project. Our estimated share of the cost of this project is \$101.6 million.

During 2015, the following Premium Outlets opened:

- Gloucester Premium Outlets, a 370,000 square foot project located in Gloucester, New Jersey, opened on August 13, 2015. We own a 50% noncontrolling interest in this project. Our share of the cost of this project was approximately \$61.4 million.
- Tucson Premium Outlets, a 366,000 square foot project, opened on October 1, 2015. We own a 100% interest in this project. The cost of this project was approximately \$95.0 million.
- Tampa Premium Outlets, a 441,000 square foot project, opened on October 29, 2015. We own a 100% interest in this project. The cost of this project was approximately \$129.2 million.

On April 23, 2015, we announced a partnership with Swire Properties Inc. and Whitman Family Development to jointly develop the approximately 500,000 square foot shopping center component of Brickell City Centre, a mixed-use development in downtown Miami. We own a 25% interest in the retail component of this project, which is scheduled to open in September 2016. Our share of the estimated cost of this project is approximately \$100.0 million.

We routinely incur costs related to construction for significant redevelopment and expansion projects at our properties. Redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants, are underway at 30 properties.

Our share of the costs of all new development and redevelopment projects currently under construction is approximately \$2.4 billion. We expect to fund these capital projects with cash flows from operations. Our estimated stabilized return on invested capital typically ranges between 8-12% for all of our new development, expansion and redevelopment projects.

**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 2015 will be approximately \$133 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 September 30, 2015 (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>						
Provence Designer Outlets . . .	Miramas, France	269,000	90%	EUR 104,111	\$117.2	Mar. - 2017
Vancouver Designer Outlets . . .	Vancouver (British Columbia), Canada	242,000	45%	CAD 70.2	\$56.5	Opened Jul. - 2015
<b>Expansions:</b>						
Yeosu Premium Outlets Phase 2 . . . . .	Gyeonggi Province, South Korea	265,400	50%	KRW 79,361	\$ 71.8	Opened Feb. - 2015
Shisui Premium Outlets Phase 2 . . . . .	Shisui (Chiba), Japan	130,000	40%	JPY 2,895	\$ 24.1	Opened Apr - 2015

### Dividends and Stock Repurchase Program

We paid a common stock dividend of \$1.55 per share in the third quarter of 2015. Our Board of Directors declared a cash dividend for the fourth quarter of 2015 of \$1.60 per share of common stock payable on November 30, 2015 to stockholders of record on November 16, 2015. We must pay a minimum amount of dividends to maintain our status as a REIT. 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.

On April 2, 2015, our Board of Directors authorized us to repurchase up to \$2.0 billion of our common stock over the next twenty-four months as market conditions warrant. We may repurchase the shares in the open market or in privately negotiated transactions. Through September 30, 2015, we have repurchased 1,903,340 shares at an average price of \$180.19 per share as part of this program.

### 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 our 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, uncertainties and other factors. Such factors include, but are not limited to: our ability to meet debt service requirements, the availability and terms of financing, changes in our credit rating, changes in market rates of interest and foreign exchange rates for foreign currencies, changes in value of investments in foreign entities, the ability to hedge interest rate and currency risk, risks associated with the acquisition, development, expansion, leasing and management of properties, general risks related to retail real estate, the liquidity of real estate investments, environmental liabilities, international, national, regional and local economic conditions, changes in market rental rates, security breaches that could compromise our information technology or infrastructure or personally identifiable data of customers of our retail properties, 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, the intensely competitive market environment in the retail industry, costs of common area maintenance, risks related to international activities, insurance costs and coverage, the loss of key management personnel, terrorist activities, changes in economic and market conditions and maintenance of our status as a REIT. We discussed these and other risks and uncertainties under the heading “Risk Factors” in our 2014 Annual Report on Form 10-K. We may update that discussion in subsequent periodic reports, but 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 of, or any impairment charges related to, previously depreciated retail 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. We also include in FFO the impact of foreign currency exchange gains and losses, legal expenses, transaction expenses and other items required by GAAP.

You should understand that our computations 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.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
<b>Funds from Operations</b>	<b>\$ 918,686</b>	\$ 689,381	<b>\$2,704,773</b>	\$2,338,550
<b>Change in FFO from prior period</b>	<b>33.3%</b>	-14.1%	<b>15.7%</b>	1.2%
<b>Consolidated Net Income</b>	<b>\$492,496</b>	\$296,963	<b>\$1,472,530</b>	\$ 1,175,534
<b>Adjustments to Arrive at FFO:</b>				
Depreciation and amortization from consolidated properties	285,490	277,936	861,570	915,040
Our share of depreciation and amortization from unconsolidated entities, including Klépierre	143,747	135,131	395,815	410,848
Gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net	—	(17,717)	(16,339)	(154,484)
Net income attributable to noncontrolling interest holders in properties	(839)	(750)	(2,138)	(1,720)
Noncontrolling interests portion of depreciation and amortization	(895)	(869)	(2,726)	(2,729)
Preferred distributions and dividends	(1,313)	(1,313)	(3,939)	(3,939)
<b>FFO of the Operating Partnership (A) (B) (C)</b>	<b>\$ 918,686</b>	\$ 689,381	<b>\$2,704,773</b>	\$2,338,550
FFO allocable to limited partners	131,790	100,286	389,777	339,171
Dilutive FFO allocable to common stockholders (A) (B) (C)	<b>\$786,896</b>	\$589,095	<b>\$2,314,996</b>	\$ 1,999,379
<b>Diluted net income per share to diluted FFO per share reconciliation:</b>				
<b>Diluted net income per share</b>	<b>\$ 1.36</b>	\$ 0.81	<b>\$ 4.04</b>	\$ 3.22
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	1.18	1.14	3.47	3.64
Gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net	—	(0.05)	(0.05)	(0.43)
<b>Diluted FFO per share (A) (B) (C)</b>	<b>\$ 2.54</b>	\$ 1.90	<b>\$ 7.46</b>	\$ 6.43
Basic and Diluted weighted average shares outstanding	309,417	310,772	310,333	310,713
Weighted average limited partnership units outstanding	51,817	52,873	52,251	52,709
Basic and Diluted weighted average shares and units outstanding	<b>361,234</b>	363,645	<b>362,584</b>	363,422

(A) Includes FFO of the Operating Partnership related to the Washington Prime properties, net of transaction expenses, of \$108.0 million for the nine months ended September 30, 2014. Includes Diluted FFO per share related to Washington Prime properties, net of transaction expenses, of \$0.30 for the nine months ended September 30, 2014. Includes Diluted FFO allocable to common stockholders of \$92.4 million for the nine months ended September 30, 2014 related to the Washington Prime properties, net of transaction expenses.

(B) Includes FFO of the Operating Partnership related to a gain on sale of marketable securities of \$80.2 million, or \$0.22 per diluted share, for the nine months ended September 30, 2015. Includes Diluted FFO allocable to common stockholders of \$68.6 million for the nine months ended September 30, 2015.

(C) FFO of the Operating Partnership includes a loss on extinguishment of debt of \$127.6 million, or \$0.35 per diluted share, for the three and nine months ended September 30, 2014. Diluted FFO allocable to common stockholders includes a loss on extinguishment of debt of \$109.1 million for the three and nine months ended September 30, 2014.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
	(in thousands)			
<b>Reconciliation of NOI of consolidated properties:</b>				
<b>Consolidated Net Income</b> . . . . .	\$ 492,496	\$ 296,963	\$ 1,472,530	\$ 1,175,534
Discontinued operations . . . . .	—	—	—	(67,524)
Discontinued operations transaction expenses . . . . .	—	—	—	38,163
Income and other taxes . . . . .	3,658	6,589	13,440	20,078
Interest expense . . . . .	229,654	249,780	692,801	758,945
Income from unconsolidated entities . . . . .	(68,221)	(55,631)	(203,289)	(168,473)
Loss on extinguishment of debt . . . . .	—	127,573	—	127,573
Gain upon acquisition of controlling interests and sale or disposal of assets and interests in unconsolidated entities, net . . . . .	—	(17,717)	(16,339)	(154,242)
<b>Operating Income</b> . . . . .	<b>657,587</b>	<b>607,557</b>	<b>1,959,143</b>	<b>1,730,054</b>
Depreciation and amortization . . . . .	289,360	281,661	873,243	849,369
<b>NOI of consolidated properties</b> . . . . .	<b>\$ 946,947</b>	<b>\$ 889,218</b>	<b>\$ 2,832,386</b>	<b>\$ 2,579,423</b>
<b>Reconciliation of NOI of unconsolidated entities:</b>				
<b>Net Income</b> . . . . .	\$ 189,470	\$ 160,896	\$ 581,729	\$ 499,867
Interest expense . . . . .	147,333	147,817	443,396	449,512
Gain on sale or disposal of assets and interests in unconsolidated entities . . . . .	—	—	(35,779)	—
Income from operations of discontinued joint venture interests . . . . .	—	—	—	(5,079)
<b>Operating Income</b> . . . . .	<b>336,803</b>	<b>308,713</b>	<b>989,346</b>	<b>944,300</b>
Depreciation and amortization . . . . .	145,351	147,946	435,615	442,141
<b>NOI of unconsolidated entities</b> . . . . .	<b>\$ 482,154</b>	<b>\$ 456,659</b>	<b>\$ 1,424,961</b>	<b>\$ 1,386,441</b>
<b>Total consolidated and unconsolidated NOI from continuing operations</b> . . . . .	<b>\$ 1,429,101</b>	<b>\$ 1,345,877</b>	<b>\$ 4,257,347</b>	<b>\$ 3,965,864</b>
Change in total NOI from continuing operations from prior period . . . . .	6.2%	7.2%	7.3%	8.8%
<b>Adjustments to NOI:</b>				
NOI of discontinued consolidated properties . . . . .	—	—	—	169,828
NOI of discontinued unconsolidated properties . . . . .	—	—	—	17,445
<b>Total NOI of our portfolio</b> . . . . .	<b>\$ 1,429,101</b>	<b>\$ 1,345,877</b>	<b>\$ 4,257,347</b>	<b>\$ 4,153,137</b>
Change in NOI from prior period . . . . .	6.2%	-1.4%	2.5%	4.4%
<b>Add:</b> Our share of NOI from Klépierre . . . . .	<b>52,086</b>	<b>51,440</b>	<b>138,747</b>	<b>171,506</b>
<b>Less:</b> Joint venture partners' share of NOI from continuing operations . . . . .	<b>253,199</b>	<b>235,205</b>	<b>744,467</b>	<b>712,870</b>
<b>Less:</b> Joint venture partner's share of NOI from discontinued operations . . . . .	<b>—</b>	<b>—</b>	<b>—</b>	<b>12,998</b>
<b>Our share of NOI</b> . . . . .	<b>\$ 1,227,988</b>	<b>\$ 1,162,112</b>	<b>\$ 3,651,627</b>	<b>\$ 3,598,775</b>
Change in our share of NOI from prior period . . . . .	5.7%	-2.8%	1.5%	3.3%
<b>Total NOI of our portfolio</b> . . . . .	<b>\$ 1,429,101</b>	<b>\$ 1,345,877</b>	<b>\$ 4,257,347</b>	<b>\$ 4,153,137</b>
<b>NOI from non comparable properties (1)</b> . . . . .	<b>220,386</b>	<b>187,368</b>	<b>723,843</b>	<b>749,324</b>
<b>Total NOI of comparable properties (2)</b> . . . . .	<b>\$ 1,208,715</b>	<b>\$ 1,158,509</b>	<b>\$ 3,533,504</b>	<b>\$ 3,403,813</b>
<b>Increase in NOI of U.S. Malls, Premium Outlets, and The Mills that are comparable properties</b> . . . . .	<b>4.3%</b>		<b>3.8%</b>	

(1) NOI excluded from comparable property NOI relates to Washington Prime properties, international properties, other retail properties, TMLP properties, any of our non-retail holdings and results of our corporate and management company operations, NOI of U.S. Malls, Premium Outlets, and The Mills not owned and operated in both periods under comparison and excluded income noted in footnote 2 below.

(2) Excludes lease termination income, interest income, land sale gains, straight line rent, above/below market rent adjustments, and the impact of significant redevelopment activities.

### **Item 3. Qualitative and Quantitative Disclosures About Market Risk**

**Sensitivity Analysis.** We disclosed a qualitative and quantitative analysis regarding market risk in the Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2014 Annual Report on Form 10-K. There have been no material changes in the assumptions used or results obtained regarding market risk since December 31, 2014.

### **Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures.** We maintain disclosure controls and procedures (as defined in Rules 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 Security and Exchange Commission'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.

Simon's 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.

**Changes in Internal Control Over Financial Reporting.** There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II — Other Information**

### **Item 1. 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 1A. Risk Factors**

Through the period covered by this report, there were no material changes to the Risk Factors disclosed under Item 1A: Risk Factors in Part I of our 2014 Annual Report on Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

During the quarter ended September 30, 2015, we issued 100 shares of common stock on September 21, 2015 to a limited partner of the Operating Partnership in exchange for an equal number of units. The issuance of the shares of common stock was made pursuant to the partnership agreement of the Operating Partnership. The issuance of shares of common stock was exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

#### **Issuer Purchases of Equity Securities**

There were no purchase of equity securities made during the quarter ended September 30, 2015.

### **Item 3. Defaults Upon Senior Securities**

Not applicable.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

During the quarter 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, our 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.



**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Descriptions</b>
31.1	Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 .
31.2	Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, 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

## **SIGNATURES**

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

### **SIMON PROPERTY GROUP, INC.**

/s/ ANDREW JUSTER

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Andrew Juster  
Executive Vice President and  
Chief Financial Officer

Date: November 4, 2015

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a)/15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Simon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Simon Property Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2015

/s/ DAVID SIMON

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

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a)/15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew Juster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Simon Property Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2015

/s/ ANDREW JUSTER

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Andrew Juster  
Executive Vice President and  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Simon Property Group, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DAVID SIMON

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

Date: November 4, 2015

/s/ ANDREW JUSTER

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Andrew Juster  
Executive Vice President and  
Chief Financial Officer

Date: November 4, 2015