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 March 31, 2000

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

Delaware
(State of incorporation or organization)

33-11491
(Commission File No.)

34-1755769
(I.R.S. Employer Identification No.)

National City Center
115 West Washington Street, Suite 15 East
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 [X] NO [_]

SIMON PROPERTY GROUP, L.P.

FORM 10-Q

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SIMON PROPERTY GROUP, L.P.
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited and dollars in thousands)

	March 31, 2000	December 31, 1999
ASSETS:		
Investment properties, at cost	$ 12,705,954	$ 12,640,146
Less - accumulated depreciation	1,177,430	1,093,103
	11,528,524	11,547,043
Cash and cash equivalents	114,945	153,743
Tenant receivables and accrued revenue, net	228,516	287,950
Notes and advances receivable from Management Company and affiliate	152,079	162,082
Note receivable from the SRC Operating Partnership (Interest at 8%, due 2009)	14,489	9,848
Investment in partnerships and joint ventures, at equity	1,511,539	1,512,671
Investment in Management Company and affiliate	14,232	6,833
Other investment	40,845	41,902
Goodwill, net	39,263	39,556
Deferred costs and other assets	240,977	249,168
Minority interest	38,291	35,931
Total assets	$ 13,923,700	$ 14,046,727
LIABILITIES:		
Mortgages and other indebtedness	$ 8,845,110	$ 8,768,841
Accounts payable and accrued expenses	429,304	477,780
Cash distributions and losses in partnerships and joint ventures, at equity	35,355	32,995
Other liabilities	139,170	213,874
Total liabilities	9,448,939	9,493,490
COMMITMENTS AND CONTINGENCIES (Note 10)		
PARTNERS' EQUITY:		
Preferred units, 22,051,782 and 22,066,056 units outstanding, respectively	1,031,061	1,032,320
General Partners, 171,984,724 and 171,494,311 units outstanding, respectively	2,583,217	2,631,618
Limited Partners, 65,442,151 and 65,444,680 units outstanding, respectively	982,944	1,004,263
Note receivable from SPG (Interest at 7.8%, due 2009)	(92,825)	(92,825)
Unamortized restricted stock award	(29,636)	(22,139)
Total partners' equity	4,474,761	4,553,237
Total liabilities and partners' equity	$ 13,923,700	$ 14,046,727

The accompanying notes are an integral part of these statements

SIMON PROPERTY GROUP, L.P.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited and dollars in thousands, except per unit amounts)

	For the Three Months Ended March 31, 2000	1999
REVENUE:		
Minimum rent	$ 293,574	$ 270,607
Overage rent	12,009	13,367
Tenant reimbursements	143,254	136,012
Other income	24,628	21,208
Total revenue	473,465	441,194
EXPENSES:		
Property operating	74,647	67,850
Depreciation and amortization	97,552	88,578
Real estate taxes	47,600	46,268
Repairs and maintenance	19,392	19,802
Advertising and promotion	15,878	14,516
Provision for credit losses	2,175	1,794
Other	7,620	7,680
Total operating expenses	264,864	246,488
OPERATING INCOME	208,601	194,706
INTEREST EXPENSE	158,684	138,570
INCOME BEFORE MINORITY INTEREST	49,917	56,136
MINORITY INTEREST	(2,434)	(1,815)
GAIN ON SALE OF ASSET, NET	7,096	--
INCOME BEFORE UNCONSOLIDATED ENTITIES	54,579	54,321
INCOME FROM UNCONSOLIDATED ENTITIES	17,330	12,317
INCOME BEFORE EXTRAORDINARY ITEMS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	71,909	66,638
EXTRAORDINARY ITEMS - DEBT RELATED TRANSACTIONS	(440)	(1,774)
CUMULATIVE EFFECT OF ACCOUNTING CHANGE (Note 6)	(12,311)	--
NET INCOME	59,158	64,864
PREFERRED DIVIDENDS	(19,372)	(17,705)
NET INCOME AVAILABLE TO UNITHOLDERS	$ 39,786	$ 47,159
NET INCOME AVAILABLE TO UNITHOLDERS ATTRIBUTABLE TO:		
Managing General Partner	$ 9,716	$ 10,349
General Partner(s)	19,084	23,528
Limited Partners	10,986	13,282
Net income	$ 39,786	$ 47,159
BASIC EARNINGS PER UNIT:		
Income before extraordinary items and cumulative effect of accounting change	$ 0.22	$ 0.21
Extraordinary items	--	--
Cumulative effect of accounting change	(0.05)	--
Net income	$ 0.17	$ 0.21
DILUTED EARNINGS PER UNIT:		
Income before extraordinary items and cumulative effect of accounting change	$ 0.22	$ 0.21
Extraordinary items	--	--
Cumulative effect of accounting change	(0.05)	--
Net income	$ 0.17	$ 0.21

The accompanying notes are an integral part of these statements.

SIMON PROPERTY GROUP, L.P.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited and dollars in thousands)

	For the Three Months Ended March 31,	
	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 59,158	$ 64,864
Adjustments to reconcile net income to net cash provided by operating activities--		
Depreciation and amortization	100,908	91,181
Extraordinary item	440	1,774
Gain on sale of asset, net	(7,096)	
Cumulative effect of accounting change	12,311	--
Straight-line rent	(4,459)	(4,833)
Minority interest	2,434	1,815
Equity in income of unconsolidated entities	(17,330)	(12,317)
Changes in assets and liabilities--		
Tenant receivables and accrued revenue	51,784	(4,203)
Deferred costs and other assets	6,815	(3,665)
Accounts payable, accrued expenses and other liabilities	(98,652)	(59,601)
Net cash provided by operating activities	106,313	75,015
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions	--	(30,300)
Capital expenditures	(103,279)	(100,478)
Cash from acquisitions	--	8,326
Net proceeds from sales of assets	19,217	--
Investments in unconsolidated entities	(71,344)	(19,008)
Note payment from the SRC Operating Partnership	--	10,000
Loan to the SRC Operating Partnership	(4,641)	--
Note payment from SPG	410	--
Distributions from unconsolidated entities	71,607	63,095
Investments in and advances to Management Company and affiliates	10,002	(11,036)
Net cash used in investing activities	(78,028)	(79,401)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Partnership contributions, net	(41)	170
Partnership distributions	(140,441)	(134,914)
Minority interest distributions, net	(4,345)	(3,545)
Mortgage and other note proceeds, net of transaction costs	693,175	913,529
Mortgage and other note principal payments	(615,431)	(808,982)
Net cash used in financing activities	(67,083)	(33,742)
DECREASE IN CASH AND CASH EQUIVALENTS	(38,798)	(38,128)
CASH AND CASH EQUIVALENTS, beginning of period	153,743	124,466
CASH AND CASH EQUIVALENTS, end of period	$ 114,945	$ 86,338

The accompanying notes are an integral part of these statements.

Note 1 - Organization

Simon Property Group, L.P. (the "SPG Operating Partnership"), a Delaware limited partnership, is a majority owned subsidiary of Simon Property Group, Inc. ("SPG"), a Delaware corporation. SPG is a self-administered and self-managed real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). Each share of common stock of SPG is paired ("Paired Shares") with a beneficial interest in 1/100th of a share of common stock of SPG Realty Consultants, Inc., also a Delaware corporation ("SRC" and together with SPG, the "Companies"). Units of ownership interest ("Units") in the SPG Operating Partnership are paired ("Paired Units") with a Unit in SPG Realty Consultants, L.P. (the "SRC Operating Partnership" and together with the SPG Operating Partnership, the "Operating Partnerships"). The SRC Operating Partnership is the primary subsidiary of SRC.

The SPG Operating Partnership, is engaged primarily in the ownership, operation, management, leasing, acquisition, expansion and development of real estate properties, primarily regional malls and community shopping centers. As of March 31, 2000, the SPG Operating Partnership owned or held an interest in 256 income-producing properties, which consisted of 166 regional malls, 77 community shopping centers, four specialty retail centers, five office and mixed-use properties and four value-oriented super-regional malls in 36 states (the "Properties") and five additional retail real estate properties operating in Europe. The SPG Operating Partnership also owned an interest in two properties currently under construction and 11 parcels of land held for future development, which together with the Properties are hereafter referred to as the "Portfolio Properties". The SPG Operating Partnership also holds substantially all of the economic interest in M.S. Management Associates, Inc. (the "Management Company").

Note 2 - Basis of Presentation

The accompanying financial statements are unaudited; however, they have been prepared in accordance with generally accepted accounting principles for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments necessary for fair presentation, consisting of only normal recurring adjustments, have been included. The results for the interim period ended March 31, 2000 are not necessarily indicative of the results to be obtained for the full fiscal year. These unaudited financial statements have been prepared in accordance with the accounting policies described in the SPG Operating Partnership's annual report on Form 10-K for the year ended December 31, 1999 and should be read in conjunction therewith.

The accompanying consolidated condensed financial statements of the SPG Operating Partnership include all accounts of all entities owned or controlled by the SPG Operating Partnership. All significant intercompany amounts have been eliminated.

Net operating results of the SPG Operating Partnership are allocated after preferred distributions, based on its partners' weighted average ownership interests during the period. SPG's weighted average direct and indirect ownership interest in the SPG Operating Partnership for the three-month periods ended March 31, 2000 and 1999 was 72.4% and 71.8%, respectively.

Note 3 - Reclassifications

Certain reclassifications of prior period amounts have been made in the financial statements to conform to the 2000 presentation. These reclassifications have no impact on the net operating results previously reported.

Note 4 - Per Unit Data

Basic earnings per Unit is based on the weighted average number of Units outstanding during the period and diluted earnings per Unit is based on the weighted average number of Units outstanding combined with the incremental weighted average Units that would have been outstanding if all dilutive potential Units would have been converted into Units at the earliest date possible. The weighted average number of Units used in the computation for the three-month periods ended March 31, 2000 and 1999 was 236,995,130 and 227,879,830, respectively. The diluted weighted average number of Units used in the computation for the three-month periods ended March 31, 2000 and 1999 was 237,040,394 and 228,061,703, respectively. None of the convertible preferred Units issued and outstanding during the comparative periods had a dilutive effect on earnings per Unit. The increase in weighted average Units outstanding under the diluted method over the basic method in every period presented for the SPG Operating Partnership is due entirely to the effect of outstanding stock options. Basic earnings and diluted earnings were the same for all periods presented.

Note 5 - Cash Flow Information

Cash paid for interest, net of amounts capitalized, during the three months ended March 31, 2000 was $154,712 as compared to $125,245 for the same period in 1999. Accrued and unpaid distributions were $876 at December 31, 1999. There were no accrued and unpaid distributions outstanding at March 31, 2000. See Note 9 for information about non-cash transactions during the three months ended March 31, 2000.

Note 6 - Cumulative Effect of Accounting Change

On December 3, 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101 ("SAB 101"), which addressed certain revenue recognition policies, including the accounting for overage rent by a landlord. SAB 101 requires overage rent to be recognized as revenue only when each tenant's sales exceeds their sales threshold. The SPG Operating Partnership previously recognized overage rent based on reported and estimated sales through the end of the period, less the applicable prorated base sales amount. The SPG Operating Partnership adopted SAB 101 effective January 1, 2000 and recorded a loss from the cumulative effect of an accounting change of $12,311, which includes the SPG Operating Partnership's $1,765 share from unconsolidated entities, in the first quarter of 2000. In addition, SAB 101 will impact the timing in which overage rent is recognized throughout each year, but will not have a material impact on the total overage rent recognized in each full year. The SPG Operating Partnership estimates the pro forma negative impact of adopting SAB 101 on combined net income for the three months ended March 31, 2000 to be approximately $5,000. The negative impact on earnings per share was approximately $0.02.

Note 7 - Investment in Unconsolidated Entities

Summary financial information of the SPG Operating Partnership's investment in partnerships and joint ventures accounted for using the equity method of accounting and a summary of the SPG Operating Partnership's investment in and share of income from such partnerships and joint ventures follow:

BALANCE SHEETS	March 31, 2000	December 31, 1999
Assets:		
Investment properties at cost, net	$6,427,311	$6,471,992
Other assets	500,441	495,497
Total assets	$6,927,752	$6,967,489
Liabilities and Partners' Equity:		
Mortgages and other notes payable	$4,465,282	$4,484,598
Accounts payable, accrued expenses and other liabilities	271,496	291,213
Total liabilities	4,736,778	4,775,811
Partners' equity	2,190,974	2,191,678
Total liabilities and partners' equity	$6,927,752	$6,967,489
The SPG Operating Partnership's Share of:		
Total assets	$2,820,259	$2,834,236
The SPG Operating Partnership's net Investment in Joint Ventures	$1,476,184	$1,479,676

	For the Three Months Ended March 31,	
STATEMENTS OF OPERATIONS	2000	1999
Total Revenue	$286,900	$198,019
Operating expenses and other	109,101	71,307
Depreciation and amortization	55,650	34,730
Operating Income	122,149	91,982
Interest Expense	84,408	47,288
Net Income	$ 37,741	$ 44,694
The SPG Operating Partnership's Share of Income from Unconsolidated Entities	$ 9,602	$ 11,131

As of March 31, 2000 and December 31, 1999, the unamortized excess of the SPG Operating Partnership's investment over its share of the equity in the underlying net assets of the partnerships and joint ventures was $570,494 and $592,457, respectively, which is amortized over the life of the related Properties. Amortization included in income from unconsolidated entities for the three-month periods ended March 31, 2000 and 1999 was $5,273 and $6,057, respectively.

The SPG Operating Partnership's share of consolidated net income of the Management Company, after intercompany profit eliminations, was $7,728 and $1,186 for the three-month periods ended March 31, 2000 and 1999, respectively.

Note 8 - Debt

At March 31, 2000, the SPG Operating Partnership had consolidated debt of $8,845,110, of which $6,135,617 was fixed-rate debt and $2,709,493 was variable-rate debt. The SPG Operating Partnership's pro rata share of indebtedness of the unconsolidated joint venture Properties as of March 31, 2000 was $1,874,281. As of March 31, 2000, the SPG Operating Partnership had interest-rate protection agreements related to $439,000 of its consolidated variable-rate debt. The agreements are generally in effect until the related variable-rate debt matures. The SPG Operating Partnership's hedging activity did not materially impact interest expense in the comparative periods.

On March 24, 2000, the SPG Operating Partnership refinanced $450,000 of unsecured debt, which became due and bore interest at LIBOR plus 65 basis points. The new facility matures March 2001 and also bears interest at LIBOR plus 65 basis points.

Note 9 - Partners' Equity

The following table summarizes the changes in the Partners' equity since December 31, 1999.

	Preferred Units	Managing General Partner	Non-managing General Partner(s) (1)	Limited Partners	Unamortized Restricted Stock Award	Note Receivable from SPG	Total Partners' Equity
Balance at December 31, 1999	$1,032,320	$887,214	$1,744,404	$1,004,263	$ (22,139)	$(92,825)	$ 4,553,237
Conversion of 14,274 Series B Preferred Units into 36,913 Units (2)	(1,327)	1,324					(3)
Stock incentive program (453,500 Units, net of forfeitures)		10,548	(68)		(10,521)		(41)
Amortization of stock incentive					3,024		3,024
Units converted to cash (2,529 Units)				(60)			(60)
Accretion of Preferred Units	68						68
Adjustment to allocate net equity of the SPG Operating Partnership		(2,959)	1,909	1,050			--
Distributions	(19,372)	(29,768)	(57,407)	(33,018)			(139,565)
Subtotal	1,011,689	866,359	1,688,838	972,235	(29,636)	(92,825)	4,416,660
Comprehensive Income:							
Unrealized loss on investment (3)		(264)	(516)	(277)			(1,057)
Net income	19,372	9,716	19,084	10,986			59,158
Total Comprehensive Income	19,372	9,452	18,568	10,709	--	--	58,101
Balance at March 31, 2000	$1,031,061	$875,811	$1,707,406	$ 982,944	$ (29,636)	$(92,825)	$4,474,761

(1) The nonmanaging general partners merged on February 29, 2000.

(2) On March 1, 2000, 14,274 Series B Convertible Preferred Units were converted into 36,913 Units. At March 31, 2000, 4,830,057 Series B Convertible Preferred Units remained outstanding.

(3) Amounts consist of the Companies' pro rata share of the unrealized loss resulting from the change in market value of 1,408,450 shares of common stock of Chelsea GCA Realty, Inc. ("Chelsea"), a publicly traded REIT. The investment in Chelsea is being reflected in the accompanying balance sheets in other investments.

The Simon Property Group 1998 Stock Incentive Plan

At the time of the CPI Merger, the SPG Operating Partnership and SPG adopted The Simon Property Group 1998 Stock Incentive Plan (the "1998 Plan"). The 1998 Plan provides for the grant of equity-based awards during the ten-year period following its adoption in the form of options to purchase Paired Shares ("Options"), stock appreciation rights ("SARs"), restricted stock grants and performance unit awards (collectively, "Awards"). Options may be granted which are qualified as "incentive stock options" within the meaning of Section 422 of the Code and Options which are not so qualified. During 2000, 457,625 Paired Shares of restricted stock were awarded to executives related to 1999 performance. As of March 31, 2000, 2,278,586 Paired Shares of restricted stock, net of forfeitures, were deemed earned and awarded under the 1998 Plan. Approximately $3,024 and $2,713 relating to these programs were amortized in the three-month periods ended March 31, 2000 and 1999, respectively. The cost of restricted stock grants, which is based upon the stock's fair market value at the time such stock is earned, awarded and issued, is charged to partners' equity and subsequently amortized against earnings of the SPG Operating Partnership over the vesting period.

Note 10 - Commitments and Contingencies

Litigation

Triple Five of Minnesota, Inc., a Minnesota corporation, v. Melvin Simon, et. al. On or about November 9, 1999, Triple Five of Minnesota, Inc. ("Triple Five") commenced an action in the District Court for the State of Minnesota, Fourth Judicial District, against, among others, Mall of America, certain members of the Simon family and entities allegedly controlled by such individuals, and the SPG Operating Partnership. Two transactions form the basis of the complaint: (i) the sale by Teachers Insurance and Annuity Association of America of one-half of its partnership interest in Mall of America Company and Minntertainment Company to the SPG Operating Partnership and related entities (the "Teachers Sale"); and (ii) a financing transaction involving a loan in the amount of $312,000 obtained from The Chase Manhattan Bank ("Chase") that is secured by a mortgage placed on Mall of America's assets (the "Chase Mortgage").

The complaint, which contains twelve counts, seeks remedies of damages, rescission, constructive trust, accounting, and specific performance. Although the complaint names all defendants in several counts, the SPG Operating Partnership is specifically identified as a defendant in connection with the Teachers Sale.

The SPG Operating Partnership has agreed to indemnify Chase and other nonparties to the litigation that are related to the offering of certificates secured by the Chase Mortgage against, among other things, (i) any and all litigation expenses arising as a result of litigation or threatened litigation brought by Triple Five, or any of its owners or affiliates, against any person regarding the Chase Mortgage, the Teachers Sale, any securitization of the Chase Mortgage or any transaction related to the foregoing and (ii) any and all damages, awards, penalties or expenses payable to or on behalf of Triple Five (or payable to a third party as a result of such party's obligation to pay Triple Five) arising out of such litigation. These indemnity obligations do not extend to liabilities covered by title insurance.

The SPG Operating Partnership believes that the Triple Five litigation is without merit and intends to defend the action vigorously. To that end, all defendants have removed the action to federal court and have served a motion, which is pending, to dismiss Triple Five's complaint in its entirety on the grounds that the complaint fails to state a claim. The SPG Operating Partnership believes that neither the Triple Five litigation nor any potential payments under the indemnity, if any, will have a material adverse effect on the SPG Operating Partnership. Given the early stage of the litigation it is not possible to provide an assurance of the ultimate outcome of the litigation or an estimate of the amount or range of potential loss, if any.

Carlo Angostinelli et al. v. DeBartolo Realty Corp. et al. On October 16, 1996, a complaint was filed in the Court of Common Pleas of Mahoning County, Ohio, captioned Carlo Angostinelli et al. v. DeBartolo Realty Corp. et al. The named defendants are SD Property Group, Inc., an indirect 99%-owned subsidiary of SPG, and DeBartolo Properties Management, Inc., a subsidiary of the Management Company, and the plaintiffs are 27 former employees of the defendants. In the complaint, the plaintiffs alleged that they were recipients of deferred stock grants under the DeBartolo Realty Corporation ("DRC") Stock Incentive Plan (the "DRC Plan") and that these grants immediately vested under the DRC Plan's "change in control" provision as a result of the DRC Merger. Plaintiffs asserted that the defendants' refusal to issue them approximately 542,000 shares of DRC common stock, which is equivalent to approximately 370,000 Paired Shares computed at the 0.68 exchange ratio used in the DRC Merger, constituted a breach of contract and a breach of the implied covenant of good faith and fair dealing under Ohio law. Plaintiffs sought damages equal to such number of shares of DRC common stock, or cash in lieu thereof, equal to all deferred stock ever granted to them under the DRC Plan, dividends on such stock from the time of the grants, compensatory damages for breach of the implied covenant of good faith and fair dealing, and punitive damages. The plaintiffs and the defendants each filed motions for summary judgment. On October 31, 1997, the Court of Common Pleas entered a judgment in favor of the defendants granting their motion for summary judgment. The plaintiffs appealed this judgment to the Seventh District Court of Appeals in Ohio. On August 18, 1999, the District Court of Appeals reversed the summary judgement order in favor of the defendants entered by the Common Pleas Court and granted plaintiffs' cross motion for summary judgement, remanding the matter to the Common Pleas Court for the determination of plaintiffs' damages. The defendants petitioned the Ohio Supreme Court asking that they exercise their discretion to review and reverse the Appellate Court decision, but the Ohio Supreme court did not grant the petition for review. The case has been remanded to the Court of Common Pleas of Mahoning County, Ohio, to conduct discovery relevant to each Plaintiff's damages and the counterclaims asserted by the SPG Operating Partnership. As a result of the appellate court's decision, the SPG Operating Partnership recorded a $12,000 loss in the third quarter of 1999 related to this litigation as an unusual item.

Roel Vento et al v. Tom Taylor et al. An affiliate of the SPG Operating Partnership is a defendant in litigation entitled Roel Vento et al v. Tom Taylor et al., in the District Court of Cameron County, Texas, in which a judgment in the amount of $7,800 was entered against all defendants. This judgment includes approximately $6,500 of punitive damages and is based upon a jury's findings on four separate theories of liability including fraud, intentional infliction of emotional distress, tortious interference with contract and civil conspiracy arising out of the sale of a business operating under a temporary license agreement at Valle Vista Mall in Harlingen, Texas. The SPG Operating Partnership appealed the verdict and on May 6, 1999, the Thirteenth Judicial District (Corpus Christi) of the Texas Court of Appeals issued an opinion reducing the trial court verdict to $3,364 plus interest. The SPG Operating Partnership filed a petition for a writ of certiorari to the Texas Supreme Court requesting that they review and reverse the determination of the Appellate Court. The Texas Supreme Court has not yet determined whether it will take the matter up on appeal. Management, based upon the advice of counsel, believes that the ultimate outcome of this action will not have a material adverse effect on the SPG Operating Partnership.

The SPG Operating Partnership currently is not subject to any other material litigation other than routine litigation and administrative proceedings arising in the ordinary course of business. On the basis of consultation with counsel, management believes that such routine litigation and administrative proceedings will not have a material adverse impact on the SPG Operating Partnership's financial position or its results of operations.

Note 11 - New Accounting Pronouncements

On June 15, 1998, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities ("SFAS 133"). SFAS 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. SFAS 133 requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company formally document, designate, and assess the effectiveness of transactions that receive hedge accounting.

SFAS 133 will be effective for the SPG Operating Partnership beginning with the 2001 fiscal year and may not be applied retroactively. Management is currently evaluating the impact of SFAS 133, which it believes could increase volatility in earnings and other comprehensive income.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements made in this report may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the SPG Operating Partnership to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, which will, among other things, affect demand for retail space or retail goods, availability and creditworthiness of prospective tenants, lease rents and the terms and availability of financing; adverse changes in the real estate markets including, among other things, competition with other companies and technology; risks of real estate development and acquisition; governmental actions and initiatives; substantial indebtedness; conflicts of interests; maintenance of REIT status; and environmental/safety requirements.

Overview

The following Property acquisitions and openings (the "Property Transactions") impacted the SPG Operating Partnership's consolidated results of operations in the comparative periods. On January 29, 1999, the SPG Operating Partnership acquired the remaining 15% ownership interests in Lakeline Mall and Lakeline Plaza for approximately $21.8 million. On March 1, 1999, the SPG Operating Partnership acquired the remaining 50% ownership interest in Century III Mall for approximately $57.0 million. On June 28, 1999, the SPG Operating Partnership purchased the remaining 50% interest in Haywood Mall for approximately $68.8 million. On October 27, 1999, the SPG Operating Partnership acquired Arsenal Mall for approximately $66.3 million. In November 1999, the SPG Operating Partnership opened The Shops at North East Mall and Waterford Lakes Town Center.

Cumulative Effect of Accounting Change

On December 3, 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101 ("SAB 101"), which addressed certain revenue recognition policies, including the accounting for overage rent by a landlord. SAB 101 requires overage rent to be recognized as revenue only when each tenant's sales exceeds their sales threshold. The SPG Operating Partnership previously recognized overage rent based on reported and estimated sales through the end of the period, less the applicable prorated base sales amount. The SPG Operating Partnership adopted SAB 101 effective January 1, 2000 and recorded a loss from the cumulative effect of an accounting change of $12.3 million in the first quarter of 2000. In addition, SAB 101 will impact the timing in which overage rent is recognized throughout each year, but will not have a material impact on the total overage rent recognized in each full year.

Results of Operations

Three Months ended March 31, 2000 vs. Three Months Ended March 31, 1999

Operating income increased $13.9 million or 7.1% for the three months ended March 31, 2000, as compared to the same period in 1999. This increase includes the results of the Property Transactions ($4.8 million). Excluding these transactions, operating income increased approximately $9.1 million, primarily resulting from a $14.4 million increase in minimum rents and a $4.1 million increase in interest income, partially offset by a $5.2 million increase in depreciation and amortization and a $3.2 million decrease in gains from sales of real property. The increase in minimum rent primarily results from increased occupancy levels, the replacement of expiring tenant leases with renewal leases at higher minimum base rents, and a $2.2 million increase in rents from tenants operating under license agreements. The increase in depreciation and amortization is primarily due to an increase in depreciable real estate realized through renovation and expansion activities. In addition, as described above, the SPG Operating Partnership adopted SAB 101 effective January 1, 2000, which changed the timing in which overage rents were recognized throughout the year. The negative impact to consolidated overage rents in 2000 as compared to 1999 was estimated to be approximately $4.4 million.

Interest expense increased $20.1 million, or 14.5% for the three months ended March 31, 2000, as compared to the same period in 1999. This increase is primarily a result of overall increases in interest rates during the comparative periods of approximately $5 million, the Property Transactions ($4.3 million) and incremental interest on borrowings under the Credit Facility to complete the 1999 acquisition of ownership interests in 14 regional malls from New England Development Company (the "NED Acquisition") ($3.0 million) and acquire an ownership interest in Mall of America ($0.9 million).

The $7.1 million net gain on the sale of an asset in 2000 results from the sale of the SPG Operating Partnership's interest in Lakeland Square Mall for $45.0 million.

Income from unconsolidated entities increased from $12.3 million in 1999 to $17.3 million in 2000, resulting from a $6.5 million increase in income from the Management Company, partially offset by a $1.5 million decrease in income from unconsolidated partnerships and joint ventures. The increase in Management Company income is primarily the result of an increase in management fees ($3.0 million) and a decrease in the income tax provision ($2.8 million), which was primarily the result of a tax refund recognized in 2000 ($2.0 million).

The $0.4 million and $1.8 million extraordinary losses in 2000 and 1999, respectively, are the net results from refinancings and early extinguishments of debt.

During the first quarter of 2000, the SPG Operating Partnership recorded a $12.3 million expense resulting from the cumulative effect of an accounting change as described above.

Net income was $59.2 million for the three months ended March 31, 2000, which reflects a decrease of $5.7 million over the same period in 1999, primarily for the reasons discussed above. Net income was allocated to the partners of the SPG Operating Partnership based on their preferred Unit preferences and weighted average ownership interests in the SPG Operating Partnership during the period.

Liquidity and Capital Resources

As of March 31, 2000, the SPG Operating Partnership's balance of unrestricted cash and cash equivalents was $114.9 million, including $34.3 million related to the SPG Operating Partnership's gift certificate program, which management does not consider available for general working capital purposes. The SPG Operating Partnership has a $1.25 billion unsecured revolving credit facility (the "Credit Facility") which had available credit of $436 million at March 31, 2000. The Credit Facility bears interest at LIBOR plus 65 basis points and has an initial maturity of August 2002, with an additional one-year extension available at the SPG Operating Partnership's option. SPG and the SPG Operating Partnership also have access to public equity and debt markets.

Management anticipates that cash generated from operating performance will provide the necessary funds on a short- and long-term basis for its operating expenses, interest expense on outstanding indebtedness, recurring capital expenditures, and distributions to shareholders in accordance with REIT requirements. Sources of capital for nonrecurring capital expenditures, such as major building renovations and expansions, as well as for scheduled principal payments, including balloon payments, on outstanding indebtedness are expected to be obtained from: (i) excess cash generated from operating performance; (ii) working capital reserves; (iii) additional debt financing; and (iv) additional equity raised in the public markets.

Financing and Debt

At March 31, 2000, the SPG Operating Partnership had consolidated debt of $8,845 million, of which $6,136 million is fixed-rate debt bearing interest at a weighted average rate of 7.27% and $2,709 million is variable-rate debt bearing interest at a weighted average rate of 6.92%. As of March 31, 2000, the SPG Operating Partnership had interest rate protection agreements related to $439 million of consolidated variable-rate debt. The SPG Operating Partnership's interest rate protection agreements did not materially impact interest expense or weighted average borrowing rates for the three months ended March 31, 2000 or 1999.

The SPG Operating Partnership's share of total scheduled principal payments of mortgage and other indebtedness, including unconsolidated joint venture indebtedness, over the next five years is $6,117 million, with $4,431 million thereafter. The SPG Operating Partnership, together with SPG and the SRC Operating Partnership (See Note 1 to the financial statements) have a combined ratio of consolidated debt-to-market capitalization was 57.8% and 58.1% at March 31, 2000 and December 31, 1999, respectively.

On March 24, 2000, the SPG Operating Partnership refinanced $450 million of unsecured debt, which became due and bore interest at LIBOR plus 65 basis points. The new facility matures March 2001 and also bears interest at LIBOR plus 65 basis points.

Acquisitions

Management continues to review and evaluate a limited number of individual property and portfolio acquisition opportunities. Management believes, however, that due to the rapid consolidation of the regional mall business, coupled with the current status of the capital markets, that acquisition activity in the near term will be a less significant component of the Company's growth strategy. Management believes that funds on hand and amounts available under the Credit Facility provide the means to finance certain acquisitions. No assurance can be given that the SPG Operating Partnership will not be required to, or will not elect to, even if not required to, obtain funds from outside sources, including through the sale of debt or equity securities, to finance significant acquisitions, if any.

Dispositions

During the first quarter of 2000, the SPG Operating Partnership sold its interests in one regional mall for $45.0 million, including the buyer's assumption of $26.0 million of mortgage debt, resulting in a net gain of $7.1 million. The net proceeds of approximately $19.2 million, were used primarily to reduce the outstanding borrowings on the Credit Facility. Also, on April 30, 2000, the SPG Operating Partnership sold an office building for approximately $71 million. The net proceeds of approximately $70.4 million were used for general working capital purposes.

In addition to the Property sales described above, as a continuing part of the SPG Operating Partnership's long-term strategic plan, management continues to pursue the sale of its remaining non-retail holdings and a number of retail assets that are no longer aligned with the SPG Operating Partnership's strategic criteria, including four community centers currently under contract for sale. Management expects the sale prices of its non-core assets, if sold, will not differ materially from the carrying value of the related assets.

Development Activity

New Developments. Development activities are an ongoing part of the SPG Operating Partnership's business. Simon Group currently has two Properties under construction, which are scheduled to open in 2000. Simon Group invested approximately $27 million on new developments during the first quarter of 2000 and expects to invest a total of approximately $130 million on new developments in 2000.

Strategic Expansions and Renovations. A key objective of the SPG Operating Partnership is to increase the profitability and market share of the Properties through the completion of strategic renovations and expansions. Simon Group has a number of renovation and/or expansion projects currently under construction, or in preconstruction development. Simon Group invested approximately $44 million on renovations and expansions during the first quarter of 2000 and expects to invest a total of approximately $270 million on renovations and expansions in 2000.

Technology Initiatives. The SPG Operating Partnership is involved in a number of activities designed to take advantage of new retail opportunities of the digital age. Elements of the strategy include digitizing the existing assets of the Properties by implementing internet web sites for each of the Properties and creating products that leverage the digitalization of consumers and mall merchants through an enhanced broadband network called merchantwired. In addition, the SPG Operating Partnership recently announced it is joining with leading real estate companies across a broad range of property sectors to form a real estate technology company, which will be designed to form, incubate and sponsor real estate-related Internet, e-commerce and broadband enterprises; acquire interests in existing "best of breed" companies; and act as a consolidator of real estate technology across property sectors. These new activities may generate losses in the first two to three years, while programs are being developed and customer bases are being established. The SPG Operating Partnership is obligated to funding commitments of approximately $45 million related to these programs over the next two years.

Distributions. The SPG Operating Partnership declared a distribution of $0.505 per Unit in the first quarter of 2000. The current annual distribution rate is $2.02 per Unit. Future distributions will be determined based on actual results of operations and cash available for distribution.

Investing and Financing Activities

Cash used in investing activities of $78 million for the three months ended March 31, 2000 includes capital expenditures of $103 million, a loan to the SRC Operating Partnership of $5 million and investments in unconsolidated joint ventures of $71 million, which includes $45 million related to a financing transaction with the remainder consisting primarily of development funding. These cash uses are partially offset by distributions from unconsolidated entities of $72 million; net proceeds of $19 million from the sale of Simon Group's interest in Lakeland Square Mall; and a $10 million repayment of advances to the Management Company. Distributions from unconsolidated entities includes approximately $49 million related to a financing transaction, with the remainder resulting primarily from operating activities.

Cash used in financing activities for the three months ended March 31, 2000 was $67 million and includes net distributions of $145 million, partially offset by net borrowings of $78 million.

Inflation

Inflation has remained relatively low and has had a minimal impact on the operating performance of the Properties. Nonetheless, substantially all of the tenants' leases contain provisions designed to lessen the impact of inflation. Such provisions include clauses enabling the SPG Operating Partnership to receive percentage rentals based on tenants' gross sales, which generally increase as prices rise, and/or escalation clauses, which generally increase rental rates during the terms of the leases. In addition, many of the leases are for terms of less than ten years, which may enable the SPG Operating Partnership to replace existing leases with new leases at higher base and/or percentage rentals if rents of the existing leases are below the then-existing market rate. Substantially all of the leases, other than those for anchors, require the tenants to pay a proportionate share of operating expenses, including common area maintenance, real estate taxes and insurance, thereby reducing the SPG Operating Partnership's exposure to increases in costs and operating expenses resulting from inflation.

However, inflation may have a negative impact on some of the SPG Operating Partnership's other operating items. Interest and general and administrative expenses may be adversely affected by inflation as these specified costs could increase at a rate higher than rents. Also, for tenant leases with stated rent increases, inflation may have a negative effect as the stated rent increases in these leases could be lower than the increase in inflation at any given time.

Seasonality

The shopping center industry is seasonal in nature, particularly in the fourth quarter during the holiday season, when tenant occupancy and retail sales are typically at their highest levels. In addition, shopping malls achieve most of their temporary tenant rents during the holiday season. As a result of the above, earnings are generally highest in the fourth quarter of each year.

Item 3. Qualitative and Quantitative Disclosure About Market Risk

Sensitivity Analysis. Simon Group's future earnings, cash flows and fair values relating to financial instruments are primarily dependent upon prevalent market rates of interest, primarily LIBOR. Based upon consolidated indebtedness and interest rates at March 31, 2000, a 0.25% increase in the market rates of interest would decrease future earnings and cash flows by approximately $6.3 million, and would decrease the fair value of debt by approximately $164 million. A 0.25% decrease in the market rates of interest would increase future earnings and cash flows by approximately $6.3 million, and would increase the fair value of debt by approximately $174 million.

Part II - Other Information

Item 1: Legal Proceedings

Please refer to Note 10 of the financial statements for a summary of material pending litigation.

Item 6: Exhibits and Reports on Form 8-K

(a) Exhibits

None.

(b) Reports on Form 8-K

None.

SIGNATURE

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, L.P.
By: Simon Property Group, Inc.
General Partner

/s/ John Dahl

John Dahl,
Senior Vice President and Chief
Accounting Officer
(Principal Accounting Officer)

Date: May 12, 2000

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This schedule contains summary financial information extracted from
SEC Form 10-Q and is qualified in its entirety by reference to such financial
statements.

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3-MOS
DEC-31-2000
JAN-01-2000
MAR-31-2000
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71,909
0
71,909
0
(440)
(12,311)
59,158
0.17
0.17

Receivables are stated net of allowances.
The Registrant does not report using a classified balance sheet.