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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**POST EFFECTIVE  
AMENDMENT NO. 1 TO FORM S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933**

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## **CHELSEA PROPERTY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation or organization)

**22-3251332**

(I.R.S. Employer Identification No.)

**105 Eisenhower Parkway; Roseland, New Jersey 07068; (973) 228-6111**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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## **CPG PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**22-3258100**

(I.R.S. Employer Identification No.)

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**James M. Barkley, Esq.  
Simon Property Group  
National City Center**

**115 West Washington Street, Suite 15 East; Indianapolis, IN 46204; (317) 636-1600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**David C. Worrell, Esq.  
Baker & Daniels LLP**

**300 North Meridian Street, Suite 2700  
Indianapolis, Indiana 46204  
(317) 237-1110**

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**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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### **EXPLANATORY NOTE**

On September 27, 2002, Chelsea Property Group, Inc., a Maryland corporation ("Chelsea"), and CPG Partners, L.P., a Delaware limited partnership ("CPG"), filed a Registration Statement on Form S-3 (Registration No. 333-100142) (as subsequently amended prior to the date hereof, the "Registration Statement"), which registered an aggregate of \$800,000,000 of shares of common stock, preferred stock and preferred stock represented by depository shares



