

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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report(Date of earliest event reported): September 18, 1998

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

Commission file number 333-11491

Delaware

34-1755769

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(State or other jurisdiction  
of incorporation or organization)

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

115 West Washington Street  
Indianapolis, Indiana

46204

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(Address of principal executive offices)

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(Zip Code)

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

SIMON DEBARTOLO GROUP, L.P.

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(Former name of registrant)

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Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

a) and b) Updated interim financial statements of CPI and pro forma  
financial information follow beginning at page F-1.  
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Simon Property Group, L.P. hereby amends its Current Report on Form 8-K originally filed on September 18, 1998 by providing updated pro forma financial information in Item 7.

SIGNATURES

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

Date: November 2, 1998

SIMON PROPERTY GROUP, L.P.  
BY: SIMON PROPERTY GROUP, INC.  
General Partner

By /s/ John Dahl

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John Dahl  
Senior Vice President and Chief Accounting Officer

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## CORPORATE PROPERTY INVESTORS, INC.

## CONSOLIDATED BALANCE SHEETS

(\$ in thousands)	June 30, 1998 (Unaudited)	December 31, 1997
Assets		
Real estate investments:		
Operating properties	\$ 1,892,694	\$ 2,341,678
Operating properties held for sale	590,308	--
Investments in real estate joint ventures	89,757	109,172
Construction-in-progress and pre-construction costs (\$21,360 and \$20,510)	46,519	31,697
Land held for development	7,350	22,420
Properties subject to net lease and other	18,781	21,529
	\$2,645,409	\$2,526,496
Cash and cash equivalents	75,866	124,808
Short-term investments		40,000
Receivables and other assets	113,246	118,950
Total assets	\$ 2,834,521	\$2,810,254
Liabilities and Shareholders' Equity		
Liabilities:		
Mortgages payable	\$ 12,909	\$ 15,645
Notes and Bonds payable	843,310	843,415
Accounts payable and other liabilities	158,392	148,580
Total liabilities	1,014,611	1,007,640
Shareholders' equity:		
6.5% First Series Perpetual Preference Shares, \$1,000 par value, 209,249 shares authorized, issued and outstanding	209,249	209,249
Series A Common Shares, \$1 par value, 33,423,973 and 33,427,848 authorized, and 26,422,480 and 26,419,355 issued and outstanding	26,422	26,419
Capital in excess in par value	1,602,870	1,602,111
Undistributed net income	95,338	78,851
Treasury shares, 1,092,071 and 1,092,500 Common Shares at cost	(113,969)	(114,016)
Total shareholders' equity	1,819,910	1,802,614
Total liabilities and shareholders' equity	\$ 2,834,521	\$2,810,254

The accompanying notes are an integral part of these statements.

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CORPORATE PROPERTY INVESTORS, INC.  
CONSOLIDATED STATEMENTS OF INCOME

	For the three Months ended June 30,		For the Six Months ended June 30,	
	1998	1997	1998	1997
(\$ in thousands)				
	(Unaudited)			
Revenue:				
Minimum rent	\$ 84,720	\$78,793	\$ 170,201	\$154,557
Overage rent	(40)	2,357	3,058	4,730
Expense recoveries	38,450	33,988	75,423	67,608
Other revenues	2,020	1,184	3,564	2,156
Interest income	1,092	4,213	2,400	10,574
Total revenue	126,242	120,535	254,646	239,625
Expenses:				
Property expenses	49,266	45,774	96,729	90,364
Provision for bad debts	719	654	1,445	1,283
Depreciation and amortization	19,428	23,021	41,762	45,509
Administrative, trustee and other expenses	2,483	2,160	4,689	4,347
Interest expense	16,325	16,718	32,799	35,732
Total expenses	88,221	88,327	177,424	177,235
Income before equity in earnings of joint ventures	38,021	32,208	77,222	62,390
Equity in earnings of joint ventures	5,107	4,657	10,661	9,911
Income before gain on sales of properties and merger-related costs	43,128	36,865	87,883	72,301
Gain (loss) on sales of properties	983	(480)	45,294	116,042
Merger-related costs	(4,034)		(11,573)	
Net income	40,077	36,385	121,604	188,343
Preference share distributions earned	(3,428)	(3,428)	(6,856)	(6,856)
Net Income available to Common Shareholders	\$ 36,649	\$ 32,957	\$ 114,748	\$ 181,487
Net Income per average Common Share outstanding	\$1.45	\$1.26	\$4.53	\$6.96
Net Income per average Common Share outstanding assuming dilution	\$1.45	\$1.26	\$4.49	\$6.83

The accompanying notes are an integral part of these statements.

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CORPORATE PROPERTY INVESTORS, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Six Months Ended June 30,  
(\$ in thousands)

	1998 (Unaudited)	1997
<b>Operating Activities</b>		
Net Income	121,604	188,343
Adjustments to reconcile net income to net cash provided by operating activities:		
Equity in earnings of real estate joint ventures	(10,661)	(9,911)
Depreciation and amortization	41,762	45,509
Gain on disposition of properties	(45,294)	(116,042)
Decrease in receivables and other assets	7,948	6,733
Increase/(decrease) in accounts payable and accrued expenses	1,548	(38,133)
Net cash provided by operating activities	116,907	76,499
<b>Investing Activities</b>		
Investments in real estate	(240,003)	(47,732)
Investments in real estate joint ventures	(14,399)	(17,281)
Distributions from real estate joint ventures	43,900	59,645
Purchases of short-term investments	0	(185,450)
Maturities of short-term investments	40,000	218,562
Proceeds from repayment of mortgage receivable from related party	17,468	0
Proceeds from repayment of mortgages receivable from real estate joint venture partners	0	45,822
Proceeds from disposition of properties	82,337	3,482
Other	(1,223)	(910)
Net cash (used in)/provided by investing activities	(71,920)	76,138
<b>Financing Activities</b>		
Repayment of Bonds payable at maturity		(100,000)
Proceeds from revolving credit drawdown	75,000	0
Repayment of revolving credit drawdown	(62,000)	0
Issuance of Common Shares	924	60
Acquisition of Common Shares	0	(351)
Principal payments on mortgages	(2,736)	(2,620)
Cash distributions	(105,117)	(108,360)
Net cash used in financing activities	(93,929)	(211,271)
Decrease in cash and cash equivalents	(48,942)	(58,634)
Cash and cash equivalents at beginning of period	124,808	106,495
Cash and cash equivalents at end of period	75,866	47,861
<b>Supplemental Disclosure:</b>		
Interest paid (net of amounts capitalized) during the period	32,899	41,339
<b>Non-cash investing and financing activities:</b>		
Redemption of common shares in exchange for real estate interests		142,521

The accompanying notes are an integral part of these statements.

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Description of Business

Corporate Property Investors, Inc. ("CPI") is a self managed real estate investment trust (REIT) under the Internal Revenue Code of 1986, as amended. On March 13, 1998, CPI, formerly a Massachusetts business trust, reorganized into a corporation under the laws of the State of Delaware. CPI engages in the ownership, operation, management, leasing, acquisition, development and expansion of income producing properties located throughout the United States. As of June 30, 1998, CPI owns interests in, directly or through interests in joint ventures, 23 super-regional and regional shopping centers, The General Motors Building, N.Y.C., 3 smaller office buildings and other properties.

The proportionate property revenues of CPI's lines of business for the six months ended June 30, 1998 and 1997 are summarized as follows:

	June 30	
	1998	1997
Super-regional and regional shopping centers	80%	78%
General Motors Building	17	18
Other office buildings	2	3
Other	1	1
	100%	100%

CPI shareholders, in proportion to their respective number of CPI shares, own the beneficial interests in the Corporate Realty Consultants, Inc. ("CRC") Trusts, in which all of the outstanding shares of CRC have been deposited. Ownership of CRC shares is not evidenced by a separate stock certificate and cannot be transferred separately from the corresponding CPI shares. All directors of CRC must be directors of CPI and the senior executive officers of CPI are also officers of CRC. The foregoing arrangements create a "Paired-Share REIT" structure for federal income tax purposes.

On February 19, 1998 CPI and CRC signed a definitive agreement to merge with Simon DeBartolo Group, Inc. which is described in note (1) of the Commitments, Contingencies and Other Comments footnote.

Basis of Presentation

The accompanying unaudited consolidated financial statements 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 (consisting solely of normal recurring matters) necessary for a fair presentation of the consolidated financial statements for these interim periods have been included. The results for the three month and six month periods ended June 30, 1998 are not necessarily indicative of the results to be obtained for the year ended December 31, 1998. These financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in CPI's registration statement on Form S-4 dated August 13, 1998.

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The consolidated financial statements include the accounts of CPI and its consolidated subsidiaries. Significant intercompany balances, transactions and accounts are eliminated in consolidation. Investments in real estate joint ventures which represent non-controlling ownership interests are accounted for using the equity method of accounting.

#### Investments in Real Estate Joint Ventures

CPI has a 50% interest in seven real estate joint ventures each of which own and operate a shopping center. CPI also has a 50% interest in Mall of Georgia, L.L.C., a joint venture which is developing a super-regional shopping center in Georgia. CPI has guaranteed the joint venture's \$200 million loan in exchange for a priority distribution (see "Commitments, Contingencies and Other Comments"). Generally, net income/(loss) for each joint venture is allocated consistent with the ownership interests held by each joint venturer.

As of June 30, 1998 and December 31, 1997 the unamortized excess of CPI's investment over its share of the equity in the underlying net assets of the joint ventures was approximately \$42.0 million and \$42.4 million, respectively. This excess is amortized over the estimated lives of the related real estate assets. The combined condensed balance sheets of the real estate joint ventures, as of June 30, 1998 and December 31, 1997 and the related statements of net income for the six months ended June 30, 1998 and 1997 follows:

(\$ in thousands)	1998	1997
<b>Assets</b>		
Real estate assets	\$ 357,748	\$ 322,467
Other	41,403	26,995
Total Assets	\$ 399,151	\$ 349,462
<b>Liabilities</b>		
Mortgages payable	\$ 306,712	\$ 237,868
Other	11,345	10,675
Total Liabilities	\$ 318,057	\$ 248,543
<b>Joint Venturers' Equity</b>		
CPI	\$ 47,710	\$ 66,816
Others	33,384	34,103
Total Joint Venturers' Equity	\$ 81,094	\$ 100,919
Income	\$ 60,339	\$ 57,261
Expenses	(37,995)	( 38,943)
Net Income	\$ 22,344	\$ 18,318

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## Income Per Common Share

In February 1997, the Financial Accounting Standards Board issued Statement No. 128, "Earnings per Share." Statement 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Basic earnings per share excludes any dilutive effects of options, warrants and convertible securities. All earnings per share amounts for all periods have been presented to conform to Statement 128 requirements. The following table sets forth the computation of basic and diluted earnings per common share for the six months ended June 30, 1998 and 1997:

(\$ in thousands, except per share data)	1998	1997
Numerator:		
Net income	\$ 121,604	\$ 188,343
Preference Share distributions earned (6,856)		(6,856)
Numerator for basic earnings per share-income available to Common Shareholders		
	114,748	181,487
Effect of dilutive securities:		
Preference Share distributions earned	6,856	6,856
Numerator for diluted earnings per share		
	\$ 121,604	\$ 188,343
Denominator:		
Denominator for basic earnings per share-weighted average shares	25,353,000	26,063,000
Effect of dilutive securities:		
Employee Stock Options	235,000	
Convertible Preference Shares	1,504,000	1,504,000
Denominator for diluted earnings per share		
	27,092,000	27,567,000
Basic earnings per share	\$ 4.53	\$ 6.96
Diluted earnings per share	\$ 4.49	\$ 6.83

The above computations are based upon the dilutive effects of agreements presently in effect. The basis for such computations is anticipated to change in the event the merger with Simon DeBartolo Group, Inc. (See "Commitments, Contingencies and other Comments") is closed.

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#### New Accounting Pronouncements

On May 21, 1998, the Emerging Issues Task Force of the Financial Accounting Standards Board reached a final consensus regarding Issue 98-9, "Accounting for Contingent Rent in Interim Financial Periods" (EITF 98-9). The final consensus requires that the lessor defer recognition of contingent rental income, such as overage rent, until specified targets are met and amounts become billable to tenants. Although this consensus will not have a material effect on CPI's annual results, it is anticipated to impact the amount of overage rent recognized in the first three quarters of the calendar year. CPI adopted the consensus reached in EITF 98-9 during the second quarter of 1998 which had the effect of reducing net income by \$3.3 million (\$.13 per Common Share) for the six months ended June 30, 1998. Had this been applied to the 1997 financial statements it would have resulted in a \$2.3 million (\$.09 per Common Share) decrease to net income for the six months ended June 30, 1997.

In June 1997, the Financial Accounting Standards Board issued Statement No. 131, "Disclosures about Segments of an Enterprise and Related Information," which is effective for fiscal years beginning after December 15, 1997. CPI intends to implement the operating and reportable segment rules in its year-end, audited financial statements.

#### Reclassifications

Certain reclassifications have been made to the June 30, 1997 financial statements to conform to the presentation for the period ended June 30, 1998. These reclassifications have no significant impact on CPI's financial statements.

#### Acquisitions and Dispositions

On December 31, 1996 and January 2, 1997, respectively, CPI, at a cost of \$198 million and \$145 million, respectively, redeemed 1.51 million and 1.09 million Series A Common Shares (and acquired related interests in CRC) held by a shareholder in exchange for cash of \$13 million and interests in three shopping center properties valued at \$330 million. The exchanges resulted in gain on disposition of the properties of \$186.7 million, of which \$71.7 million was recognized in December 1996 and \$115 million was recognized in January 1997.

On January 9, 1998, CPI purchased a super-regional shopping center and adjoining land parcels located in Atlanta, Georgia for \$198 million. Approximately \$40 million was borrowed under a revolving credit facility to partially fund the purchase.

On January 30, 1998, CPI sold a super-regional shopping center for \$81 million and recorded a gain on sale of \$43 million. Proceeds from the sale were used to repay the aforementioned borrowing under the revolving credit facility.

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The following pro forma results of operations for the six months ended June 30, 1998 and 1997 assume the acquisition and dispositions closed as of January 1, 1997 and give effect to adjustments for depreciation expense related to the interest in property acquired and elimination of gain on the disposition of the properties.

Six Months Ended June 30, (\$ in thousands)	1998	1997
Rentals and related property income	\$ 251,224	\$ 232,129
Net Income	\$ 78,300	\$ 76,052
Net Income per average Common Share outstanding	\$ 2.82	\$ 2.65

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REAL ESTATE  
(\$ in thousands)

June 30, 1998	Land	Buildings & Leaseholds	Construction & Pre-Construction Costs	Land Held for Development	Accumulated Depreciation and Amortization	Mortgages Payable
Shopping centers	\$225,215	\$2,122,427	\$46,519	\$6,834	\$520,623	\$1,250
Office buildings held for sale	14,606	685,454	1,809		111,561	10,707
Office buildings (including related mortgage loan of \$20,565) and industrial park	11,053	74,339		516	19,717	
Properties subject to net lease (principally retail facilities) and other (including mortgage loans of \$6,939)	6,040	19,172			6,431	952
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	\$256,914	\$2,901,392	\$48,328	\$7,350	\$658,332	\$12,909
	=====	=====	=====	=====	=====	=====

December 31, 1997	Land	Buildings & Leaseholds	Construction & Pre-Construction Costs	Land Held for Development	Accumulated Depreciation and Amortization	Mortgages Payable
Shopping centers	\$196,052	\$2,013,456	\$30,994	\$6,835	\$517,386	\$1,361
Office buildings (including related mortgage loan of \$20,565) and industrial park	25,819	744,839	703	516	121,102	13,230
Properties subject to net lease (principally retail facilities) and other (including mortgage loans of \$22,054 of which \$15,069 is related)	6,796	20,993		15,069	6,260	1,054
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	\$228,667	\$2,779,288	\$31,697	\$22,420	\$644,748	\$15,645

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- (1) On February 19, 1998 CPI and CRC signed a definitive agreement to merge with Simon DeBartolo Group, Inc. ("SDG"); a publicly-traded real estate investment trust. In connection therewith, on August 13, 1998 CPI and CRC filed a registration statement on Form S-4, which included the prospectus for CPI and CRC and the proxy statement for SDG, with the Securities and Exchange Commission. The Merger has been approved by all companies' Boards of Directors/Trustees. A majority of CPI's shareholders have agreed to approve the transaction which is subject to the approval of the shareholders of SDG, as well as customary regulatory and other conditions. The CPI and SDG shareholders' meetings to vote on the merger are scheduled for September 23, 1998. The transaction is expected to be completed soon thereafter, between September 24 and September 30, 1998 (the "Effective Time"). As of the Effective Time, a substantially wholly owned subsidiary of CPI will merge with and into SDG as stipulated in the merger agreement and discussed in the registration statement. CPI will then be renamed Simon Property Group Inc. ("SPG") and CRC will be renamed SPG Realty Consultants, Inc. The Board of Directors of SPG will consist of 13 directors which will include three directors designated by CPI and the officers of SPG and SPG Realty Consultants, Inc. shall include two present officers of CPI and CRC.

As of February 18 the transaction values CPI at approximately \$5.8 billion, including the assumption of debt. Each CPI common share will be entitled to \$90 in cash, 2.0818 in the combined REIT's common stock and \$19 of liquidation preference in 6 1/2% convertible preferred stock of the combined REIT. The common stock component of the consideration is based upon a fixed exchange ratio of 2.0818 combined REIT shares and is subject to a 15% symmetrical collar based upon the price of SDG common stock determined in a period ending shortly before closing. Adjustments related to such collar will be in cash.

It is anticipated that on the day prior to the Merger, substantially all of CPI's assets will be transferred to Retail Properties Trust ("RPT"), a REIT substantially owned by the SDG Operating Partnership. RPT will assume CPI's obligations under the Notes. SDG and CPI have received inquiries from certain note holders as to the means being utilized to effect compliance with the terms of the note indentures in connection with the Merger. Certain of such holders have expressed their view that they do not believe compliance may be effected without receiving waivers from the requisite percentage of CPI's noteholders. CPI and SDG believe that the assignment of CPI's assets to RPT and RPT's assumption of CPI's liabilities fully complies with the provisions of the Note Indentures.

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In the first six months of 1998 CPI incurred approximately \$11.6 million of merger-related costs, principally legal and advisory fees, which are included in the accompanying statements of income. If the merger is effected additional merger costs, including severance payments pursuant to CPI's present policies, professional fees and other transaction costs, payable by CPI or its successor are projected to be approximately \$71 million.

- (2) CPI sold the General Motors Building, New York City on July 31, 1998 for \$800 million in cash and realized at a gain of \$204 million (\$8.05 per Common Share). CPI has agreed in principle to sell the Rockaway Office Building in Rockaway, New Jersey for \$6.8 million. Such sale is anticipated to close sometime in the third quarter of 1998. The sale will result in an estimated gain of approximately \$2 million (\$.08 per Common Share).

The combined carrying amount of the General Motors Building and the Rockaway Office Building of \$590 million is separately classified in the June 30, 1998 consolidated balance sheet. CPI ceased recording depreciation on these properties on the date they became properties held for sale. Rentals and related property income and net income from these properties included in the consolidated statements of income are summarized as follows:

Six Months Ended June 30,	1998	1997
(\$ in thousands)		
Rentals and related property income	\$46,172	\$45,264
Net income	\$22,882	\$15,739

- (3) CPI has entered into commitments for future real estate investments aggregating approximately \$138 million and \$122 million at June 30, 1998 and December 31, 1997, respectively.
- (4) CPI is a defendant in various lawsuits arising in the ordinary course of business. In the opinion of management, based upon the advice of both outside and corporate counsel, resolving these actions will not have a material effect upon CPI's financial condition.
- (5) On August 6, 1998, the CPI Directors declared: (i) distributions (\$49.1 million) of \$1.94 per common share to shareholders of record at the close of business on August 14, 1998, payable August 17, 1998; (ii) in accordance with the terms of the Merger Agreement a per share, per diem distribution of \$.0213 from and including July 1, 1998, through the date of the Merger, payable on the Effective Date of the Merger to shareholders of record as of the close of business the day prior to the Effective Date of the Merger and (iii) subject to the earning of sufficient cash flow for the six month period ending September 30, 1998, \$32.76 per 6.5% First Series Perpetual Preference Share to shareholders of record at the close of business September 15, 1998, payable September 30, 1998.

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- (6) On August 6, 1998, the Directors of CRC declared distributions (\$.27 million) of \$.10 per CRC common share (which is equivalent to 1 cent per CPI common share) to shareholders of record at the close of business on August 14, 1998, payable August 17, 1998 and, in accordance with the terms of the Merger Agreement, the Directors of CRC declared a per share, per diem distribution of \$.0011 (which is equivalent to \$.0001 per CPI common share) from and including July 1, 1998, through the date of the Merger, payable on the Effective Date of the Merger to shareholders of record as of the close of business the day prior to the Effective Date of the Merger.
  
- (7) CPI has agreed to fully guarantee the payment of all installments of interest and principal on a \$200 million loan dated June 30, 1998 between Mall of Georgia, L.L.C., a joint venture developing a super-regional shopping center in which CPI has a 50% interest, and Teachers Insurance and Annuity Association of America and the Prudential Insurance Company of America (the "Guaranty"). CPI has further guaranteed the lien free completion of construction of the improvements, as defined, on the Mall of Georgia site. In exchange for the Guaranty, CPI receives a priority distribution from the joint venture equal to the excess of 9% on the guaranteed loan balance over the actual interest accrued on the loan, such interest accruing at 7.09% per annum. Prior to December 31, 2002, CPI can fully or partially be released from the Guaranty if certain conditions are met as defined in the Guaranty agreement. As of June 30, 1998, \$71 million has been drawn down under the loan agreement. CPI has not accrued a liability at June 30, 1998 as no events have occurred, or are probable of occurring, which would require funding of the guaranteed payments.
  
- (8) CPI has entered into a \$250 million revolving credit agreement with 13 banks. The agreement terminates on June 26, 2001, but is anticipated to be terminated at the time of the Merger. Interest, at CPI's choice, is computed at (1) a rate determined by a competitive bidding process, (2) a rate equal to a spread (currently 5/8%) over the adjusted London interbank (LIBOR) rate or (3) a rate equal to a spread (currently 0%) over the higher of the prime rate or 1/2% over the Federal Funds rate. The interest rate on each LIBOR-based borrowing is fixed at the time of borrowing. As of June 30, 1998, \$13 million was outstanding pursuant to this agreement. Such outstanding balance was repaid in July 1998.

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## PRO FORMA COMBINED FINANCIAL INFORMATION

The accompanying financial statements prepared by the management of Simon DeBartolo Group, Inc., ("SDG") present the pro forma combined condensed Balance Sheet of Simon Property Group, LP ("SPG, LP or the Operating Partnership", formerly Simon DeBartolo Group, LP), as of June 30, 1998 and the pro forma combined condensed Statements of Operations of the Operating Partnership for the six months ended June 30, 1998 and for the year ended December 31, 1997.

The pro forma combined condensed Balance Sheet as of June 30, 1998 is presented as if (i) the CPI Merger Dividends and the Merger of SDG, Corporate Property Investors, Inc., ("CPI") and Corporate Realty Consultants, Inc., ("CRC") and cash contributed by the Operating Partnership to CRC and CRC's newly formed operating partnership on behalf of the SDG stockholders and limited partners of the Operating Partnership and the transfer of substantially all of the assets and liabilities of CPI, other than assets valued at \$153.1 million including Ocean County Mall valued at \$145.8 million, to the Operating Partnership or one or more of its subsidiaries in exchange for Operating Partnership Units and, (ii) the sale by CPI of the General Motors Building had occurred as of June 30, 1998. The pro forma combined condensed Statement of Operations for the six months ended June 30, 1998 and for the year ended December 31, 1997, are presented as if (i) the CPI Merger Dividends and the Merger of SDG, CPI and CRC and cash contributed by the Operating Partnership to CRC and CRC's newly formed operating partnership on behalf of the SDG stockholders and limited partners of the Operating Partnership and the transfer of substantially all of the assets and liabilities of CPI, other than assets valued at \$153.1 million including Ocean County Mall valued at \$145.8 million, to the Operating Partnership or one or more of its subsidiaries in exchange for Operating Partnership Units, (ii) the September and November 1997 transactions by SDG to acquire ten portfolio properties and a 50% ownership interest in an eleventh property of The Realty Property Trust, ("RPT"), (iii) the December 1997 acquisition by SDG of the Fashion Mall at Keystone at the Crossing, (iv) the January 1998 acquisition by CPI of Phipps Plaza, (v) the January 1998 sale by CPI of Burnsville Mall, (vi) the January 1998 acquisition by SDG of Cordova Mall, (vii) the February 1998 acquisition by SDG of a 50% interest in a portfolio of twelve regional malls and (viii) the sale by CPI of the General Motors Building had occurred as of January 1, 1997, (items (ii) through (vii) collectively, the "Other Property Transactions").

Preparation of the pro forma financial information was based on assumptions deemed appropriate by management. These assumptions give effect to the Merger being accounted for as a reverse purchase in accordance with generally accepted accounting principles resulting in the assets and liabilities of CPI transferred to the Operating Partnership being reflected in the accompanying pro forma financial statements at fair value. The cash contributed by the Operating Partnership on behalf of its partners to CRC and the CRC Operating Partnership is being reflected as a distribution. The pro forma financial information has been modified to reflect revised assumptions based upon the completion of the Merger and related transactions in September 1998. The pro forma financial information is not necessarily indicative of the results which actually would have occurred if the transactions had been consummated at the beginning of the periods presented, nor does it purport to represent the future financial position and results of operations for future periods. The pro forma information should be read in conjunction with the historical financial statements of the Operating Partnership and CPI.

## SIMON PROPERTY GROUP, LP

## PRO FORMA COMBINED CONDENSED BALANCE SHEET

As of June 30, 1998  
(unaudited, in thousands)

	Pro Forma				Total
	SDG, LP (Historical) (A)	CPI (Historical) (A)	Sale of GM Building (B)	Merger and Related Transactions Adjustments	
ASSETS:					
Investment in properties, partnerships and joint ventures, net	\$7,241,697	\$2,624,844	\$(586,000)	\$2,766,026(D)	\$12,046,567
Goodwill	--	--	--	42,000(D)	42,000
Cash and cash equivalents and short-term investments	103,365	75,866	787,292	(783,900)(D) (22,000)(E)	160,623
Receivables, net	189,344	66,786	--	(36,925)(D)	219,205
Investment, notes receivable and advances from management company and affiliate	109,881	--	--	20,565(D)	130,446
Other assets	263,685	46,460	--	2,616(D)	312,761

Total assets	\$7,907,972	\$2,813,956	\$ 201,292	\$1,988,382	\$12,911,602
	=====	=====	=====	=====	=====
LIABILITIES:					
Mortgages and other indebtedness	\$5,228,015	\$ 856,219	\$ (10,708)	\$1,675,944(D)	\$ 7,749,470
Accounts payable, accrued expenses and other liabilities	329,739	137,827	--	42,906(D)	510,472
Total liabilities	5,557,754	994,046	(10,708)	1,718,850	8,259,942
	-----	-----	-----	-----	-----
PARTNERS' EQUITY:					
Preferred Units	339,195	--	--	717,916(D)	1,057,111
General partners Units	1,301,017	--	--	1,605,526(D)	2,591,273
				(301,270)(F)	
				(14,000)(E)	
Limited Partners Units	734,554	--	--	301,270(F)	1,027,824
				(8,000)(E)	
Unamortized restricted stock award	(24,548)	--	--	--	(24,548)
Net assets	--	1,819,910	212,000	(2,031,910)(D)	--
	-----	-----	-----	-----	-----
Total partners' equity (net assets)	2,350,218	1,819,910	212,000	269,532	4,651,660
	-----	-----	-----	-----	-----
Total liabilities partners' equity	\$7,907,972	\$2,813,956	\$ 201,292	\$1,988,382	\$12,911,602

The accompanying notes and management's assumptions are an integral part of this statement.

Simon Property Group, LP -- Notes and Management's Assumptions to Pro Forma Combined Condensed Financial Information (in thousands, except share and per share amounts, unaudited)

#### 1. Basis of Presentation

Simon DeBartolo Group, LP (the Operating Partnership) is a subsidiary partnership of Simon DeBartolo Group, Inc. ("SDG or the Company"). The Operating Partnership is engaged primarily in the ownership, development, management, leasing, acquisition and expansion of income-producing properties, primarily regional malls and community shopping centers. The Company is a self administered and self managed real estate investment trust ('REIT') under the Internal Revenue Code of 1986, as amended. At June 30, 1998, the Operating Partnership owned or had an interest in 216 properties.

In February 1998, SDG, CPI and CRC entered into a Merger Agreement, which provides for the Merger of a substantially wholly owned subsidiary of CPI with and into SDG. Legally, SDG will become a majority-owned subsidiary of CPI. Pursuant to the Merger Agreement, the outstanding shares of SDG Common Stock will be exchanged for like shares of CPI. Beneficial interests in CRC will be acquired for cash. CPI's name will be changed to Simon Property Group, Inc. (SPG). In connection with the Merger, the holders of CPI Common Stock will receive a dividend per share consisting of \$90 in cash, 1.0818 shares of CPI Common Stock and 0.19 shares of Series B Convertible Preferred Stock of CPI. The aggregate purchase price is estimated by SDG to be approximately \$5.9 billion. The Merger and related transactions were completed in September 1998.

CPI is a self-administered and self-managed privately held REIT which invests in income-producing properties. At June 30, 1998, CPI owned or held interests in 30 properties, 23 shopping centers and seven commercial properties. CRC is engaged in the ownership, operation, acquisition and development of income producing properties directly or through interests in joint ventures and other non-REIT qualifying activities.

SPG will account for the Merger between SDG and the CPI merger subsidiary as a reverse acquisition in accordance with Accounting Principles Board Opinion No. 16. Although SPG Equity Stock will be issued to SDG stockholders and SDG will become a substantially wholly owned subsidiary of SPG following the Merger, CPI is considered the business acquired for accounting purposes. SDG is the acquiring company because the SDG stockholders will represent in excess of a majority of the stockholders of SPG. The fair market value of the consideration given by the acquiring company will be used as the valuation basis for the combination of SDG and CPI. The assets and liabilities of CPI will be revalued by SDG to their respective fair market values at the Effective Time. In connection with the Merger, SPG will transfer substantially all the assets and liabilities of CPI other than assets valued at \$153.1 million including Ocean County Mall valued at \$145.8 million, to the Operating Partnership or one or more of its subsidiaries in exchange for Operating Partnership Units. The assets and liabilities transferred will be reflected by the Operating Partnership at fair market value. The Operating Partnership will also change its name from Simon DeBartolo Group, LP to Simon Property Group, LP (SPG,LP).

Further in connection with the Merger the Operating Partnership will contribute cash to CRC and the newly formed SRC Operating Partnership on behalf of the SDG stockholders and the limited partners of the Operating Partnership to obtain the beneficial interests in CRC which will be paired with the shares to be issued by SPG and to obtain units in the SRC Operating Partnership so that the limited partners of the SDG Operating Partnership will hold the same proportionate interest in the SRC Operating Partnership as they hold in the Operating Partnership at the Effective



Time of the Merger. The cash contributed on behalf of its partners by the Operating Partnership to CRC and the CRC Operating Partnership is being reflected by the Operating Partnership as a distribution. CRC and the SRC Operating Partnership will also be renamed as SPG Realty Consultants, Inc. and SPG Realty Consultants, LP, respectively.

In addition to the Merger and related transactions, the following transactions (the "Other Property Transactions") have been reflected in the accompanying unaudited pro forma financial statements using the purchase method of accounting. Investments in non-controlled joint ventures are reflected using the equity method. Controlled properties have been consolidated.

- \* On September 29, 1997, SDG completed its cash tender offer for all of the outstanding shares of beneficial interests of The Retail Property Trust ("RPT"). In connection therewith, RPT became a subsidiary of the Operating Partnership. RPT owned 98.8% of Shopping Center Associates ("SCA"), which owned or had interests in twelve regional malls and one community shopping center. Following the completion of the tender offer, the SCA portfolio was restructured. SDG exchanged its 50% interest in two SCA properties with a third party for similar interests in two other SCA properties, in which SDG had 50% interests, with the result that SCA now owns interest in a total of eleven properties. Effective November 30, 1997, SDG also acquired the remaining interest in another of the SCA properties. In addition, SDG acquired the remaining 1.2% interest in SCA. At the completion of these transactions, SDG held a 100% interest in ten of the eleven properties, and a noncontrolling 50% ownership interest in the remaining property. The total cost for the acquisition of RPT and related transactions was approximately \$1,300,000, which includes SDG common stock issued valued at approximately \$50,000, units of the Operating Partnership valued at approximately \$25,300, and the assumption of consolidated debt and SDG's pro rata share of joint venture indebtedness of approximately \$475,300. The balance of the transaction costs was borrowed under the Operating Partnership's credit facility.

- =====
- \* On December 29, 1997, the Operating Partnership completed the acquisition of the Fashion Mall at Keystone at the Crossing, a regional mall located in Indianapolis, Indiana, for \$124,500. The purchase price was financed by additional borrowings under the Operating Partnership's credit facility of approximately \$59,700 and the assumption of approximately \$64,800 in mortgage debt. The mortgage debt bears interest at 7.85%.
  - \* In January 1998, CPI acquired Phipps Plaza, a super regional mall located in Atlanta, Georgia, for approximately \$198,800. The transaction was financed with cash of \$158,800 and debt of \$40,000.
  - \* In January 1998, CPI sold one of its shopping centers (Burnsville Mall) for \$80,672 cash. The selling price exceeded Burnsville Mall's historical net assets of \$37,581 at December 31, 1997, by \$43,091. A portion (\$40,000) of the proceeds received in the Burnsville transaction was used to repay the amount borrowed in connection with the acquisition of Phipps Plaza.
  - \* In January 1998, the Operating Partnership acquired Cordova Mall, a regional mall in Pensacola, Florida, for \$94,000. This acquisition was financed by issuing units of the Operating Partnership valued at \$55,523, the assumption of mortgage debt of \$28,935 and other liabilities of \$6,842 and cash of \$2,700. The mortgage debt, which bore interest at 12.125%, has been refinanced through the Operating Partnership's credit facility.
  - \* In February 1998, the Operating Partnership, through a joint venture with another REIT, acquired an interest in a portfolio of twelve regional malls comprising approximately 10.7 million square feet of GLA. The Operating Partnership's non-controlling 50% share of the total purchase price of \$487,250 was financed with a \$242,000 unsecured loan which bears interest at 6.4% per annum, accrued payables of \$2,750 and the assumption of \$242,500 of mortgage debt. The weighted average interest rate on the mortgage debt assumed was 6.94%.
  - \* In July 1998, CPI sold the General Motors Building for \$800,000. The net proceeds of \$798,000 were used to pay off the building's mortgage balance (\$10,706) with the remainder available to partially finance a portion of the CPI Merger Dividends. CPI paid a commission to SDG totaling \$2.5 million for services rendered by SDG in connection with the sale of the General Motors Building. This commission has not been reflected in the accompanying pro forma financial information.

The accompanying pro forma combined condensed Balance Sheet of the Operating Partnership was prepared by management as if the Merger and related transactions and the Other Property Transactions described above which occurred subsequent to June 30, 1998, had occurred as of June 30, 1998. The accompanying pro forma combined condensed Statements of Operations were prepared by management as if the Merger and the Other Property Transactions previously described had occurred on January 1, 1997. Certain reclassifications have been made in CPI's historical financial statements to conform them to the Operating Partnership's historical presentation and certain reclassifications have been made in each entities' historical financial statements to conform them to the condensed combined pro forma presentation.

These pro forma financial statements should be read in conjunction with the historical financial statements and notes thereto of the Operating Partnership, and CPI. In the opinion of management, all adjustments necessary to reflect the effects of the Merger and related transactions and the Other Property Transactions previously described have been made. Certain adjustments have been estimated by management based on information currently available. Final adjustments are not expected by management to materially impact the pro forma results reported.

The pro forma financial statements are not necessarily indicative of the actual financial position at June 30, 1998, or what the actual results of operations would have been assuming the Merger and the Other Property Transactions had been completed as of January 1, 1997, nor are they indicative of the results of operations for future periods.

2. Pro Forma Adjustments to the Pro Forma Combined Condensed Balance Sheet

- (A) Certain reclassifications have been made to the Operating Partnership and CPI historical balance sheets to conform to the pro forma combined condensed balance sheet presentation.
- (B) Adjustments to reflect the sale of the General Motors Building for \$800,000, and \$2,000 of transaction costs, resulting in net proceeds of \$798,000. The historical carrying value of the building and improvements was \$586,000 at June 30, 1998. A portion of the net proceeds of \$798,000 was used to pay off the building's mortgage balance (\$10,708) yielding net cash of \$787,292 as of June 30, 1998.

(C) Determination of the Purchase Price of CPI:

As described in the Merger Agreement the stockholders of CPI will receive consideration in the Merger aggregating approximately \$179 for each share of CPI common stock. The \$179 consideration, as defined in the Merger Agreement, includes a \$90 cash dividend, approximately \$70 of value of SPG common stock and approximately \$19 of value of SPG 6.5% Series B Preferred Stock. The fair value of the Series B Preferred Stock was estimated at \$17.67. The common stock component of the Merger consideration is based upon a fixed exchange ratio using SDG's February 18, 1998 closing price of \$33 5/8 per share and is subject to a 15% symmetrical collar based upon the average closing price of SDG's common stock for the twenty days prior to the fifth trading day prior to closing. In the event SDG's stock price is outside the collar, an adjustment will be made in the cash dividend component of CPI Merger Dividends which will be increased or reduced by an amount equal to 2.0818 times the amount the SDG stock price at the measurement date falls outside the collar. During the twenty day period prior to the fifth trading day before closing of the transaction in September 1998, the SDG stock price fell within the collar therefore no adjustment to the merger consideration is necessary.

As of June 30, 1998, there were 25,330,409 shares of CPI common stock outstanding. As of June 30, 1998, there were approximately 807,000 exercisable options. As a result of the Merger, the CPI optionholders could either: exercise the option immediately prior to the Merger, exchange the option in a cash-less manner for cash equal to the appreciated value of the underlying shares, or exchange the option for SPG options adjusted to reflect the Merger Consideration. Of the options outstanding as of June 30, 1998, 166,067 were exercised, 583,433 were exchanged for cash in the amount of \$25,163 and 57,146 were exchanged for 304,192 SPG options. Accordingly, 25,496,476 shares were assumed to be outstanding (which includes 166,067 shares issued upon exercise of options) in the accompanying pro forma financial statements.

The Series A Convertible Preferred Stock will remain outstanding after the completion of the Merger. The 209,249 shares of Series A Convertible Preferred Stock was convertible into 1,505,000 shares of CPI common stock pre-Merger. The fair value of the Series A Convertible Preferred Stock is being estimated by determining the value of the Merger consideration the Series A holder could have obtained if the preferred stock had been converted into CPI common stock of \$267,393 (1,505,000 shares multiplied by the estimated fair value of the Merger consideration of \$177.67). Upon the transfer of substantially all of the assets and liabilities of CPI to the Operating Partnership, regular and preferred units will be issued. The preferred units will carry provisions which mirror the Series A and B preferred stock.

	As of June 30, 1998
Merger Consideration distributed to CPI stockholders (assuming 25,496,476 shares outstanding)	
Cash Dividend	\$2,294,683
Common Stock (53,078,564 shares)	1,784,767
Series B Preferred Stock (4,844,330 shares issued)	450,523
Cashless exercise of 583,433 CPI options	25,163
Fair Value of Series A Preferred Stock	267,393
Fair Value of mortgages and other indebtedness	894,855
Other liabilities	262,833

SDG Merger costs (see below)	23,500
Less:	
\$90 cash portion of the Merger Consideration retained as an offset to proceeds due upon exercise of option shares	(14,946)
Notes receivable issued by CPI in connection with the exercise of 166,067 options at an average exercise price of \$133 per share less \$90 cash portion of the Merger Consideration	(7,141)
Permanent restrictions to notes receivable from former CPI stockholders	(19,000)
Total Purchase Price	\$5,962,630

Estimated fees and expenses of the Merger are as follows: Of these expenses,

\$11,573 have been incurred by CPI during the period ended June 30, 1998.

Advisory fees	\$ 25,400
Legal and accounting	14,800
Severance, transfer taxes and related costs	52,400
	-----
	92,600
Less: CPI expenses	(69,100)
	-----
SDG Merger costs	\$ 23,500

(D) Allocation of the Purchase Price of CPI:

The following pro forma adjustments are necessary as of June 30, 1998, in the opinion of management, to reflect the assets and liabilities of CPI at fair value. The purchase price has been allocated utilizing the purchase method of accounting.

	As of June 30, 1998			Less CPI Historical, as Adjusted for the Sale of the GM Building (B)	Merger and Related Transactions Pro Forma Adjustment
	Allocation of Purchase Price (Da)	Fair Value of CPI Assets not Transferred to SPG, LP	Adjusted Purchase Price Allocation		
<b>ASSETS:</b>					
Investment in properties, partnership and joint ventures, net	\$4,957,970	\$(153,100)	\$4,804,870	\$2,038,844	\$2,766,026
Goodwill	42,000	--	42,000	--	42,000
Cash and cash equivalents and short-term investments	863,158	--	863,158	863,158	-- (Db)
Receivables, net	29,861	--	29,861	66,786	(36,925) (Dc)
Receivables from affiliate	20,565	--	20,565	--	20,565 (Dg)
Other assets	49,076	--	49,076	46,460	2,616 (Dd)
	-----	-----	-----	-----	-----
Total assets	\$5,962,630	\$(153,100)	\$5,809,530	\$3,015,248	\$2,794,282
<b>LIABILITIES:</b>					
Mortgages and other indebtedness	\$3,305,355	\$ --	\$3,305,355	\$ 845,511	\$2,459,844 (De)
Accounts payable, accrued expenses and other liabilities	180,733	--	180,733	137,827	41906 (Df)
	-----	-----	-----	-----	-----
Total liabilities	3,486,088	--	3,486,088	983,338	2,502,750
NET ASSETS	2,476,542	(153,100)	2,323,442	2,031,910	291,532
	-----	-----	-----	-----	-----
Total liabilities and net assets	\$5,962,630	\$(153,100)	\$5,809,530	\$3,015,248	\$2,794,282

OPERATING PARTNERSHIP UNITS EXCHANGES FOR CPI NET ASSETS:

PARTNERS' EQUITY

Preferred Units	\$ 717,916	\$ --	\$ 717,916
General Partner Units	1,605,526	--	1,605,526
Limited Partner Units	--	--	--
Net Assets	--	(2,031,910)	(2,031,910)
	-----	-----	-----
Partner Equity	\$2,323,442	\$(2,031,910)	\$ 291,532

(Da) The purchase price has been allocated based on the estimated fair market value of the assets and liabilities of CPI using information currently available.

June 30, 1998

(Db) To reflect the decrease in cash and cash equivalents related to the CPI Merger and related transactions:

Proceeds of indebtedness incurred in conjunction with the Merger	\$ 1,636,100
Cash proceeds from the sale of GM Building used to finance a portion of the CPI Merger	
Dividends	783,900
Debt issuance costs	(9,500)
Cash portion of CPI Merger Dividends	(2,294,683)
Proceeds from exercise of CPI stock options	14,946
Payment of cash less exercise of CPI options	(25,163)
Payment of accrued liabilities (Df)	(105,600)
	\$ --
Less: Cash used to pay portion of CPI Merger Dividends(De)	(783,900)
	\$ (783,900)

(Dc) To reflect the adjustment by management to eliminate CPI's deferred asset related to the straight-lining of rent related to leases \$ (36,925)

(Dd) Adjustments to other assets:

To eliminate historical unamortized deferred financing costs of CPI	\$ (6,884)
To record deferred financing cost related to \$1,400,000 new borrowings to finance the cash portion of the Merger consideration	9,500
	\$ 2,616

(De) Adjustments to mortgages and other indebtedness:

To record a premium required to adjust CPI mortgage and other indebtedness to fair value using an estimated discount rate available to SDG on an instrument by instrument basis	\$ 39,844
---	-----------

To record the debt required to finance the cash portion of the CPI Merger Dividends consisting of:	
Binding commitment from a lender, matures in three tranches on June 24, 1999, March 24, 2000 and September 24, 2000, interest at LIBOR plus 80 basis points	1,400,000
Borrowing under SDG's credit facility, interest at LIBOR plus 65 basis points	236,100
Net cash proceeds from the sale of the General Motors Building see Item 2 (B)	783,900
	2,420,000
	\$ 2,459,844

Less: Net cash used to pay portion of CPI Merger Dividends from the sale of the GM Building	(783,900)
	\$ 1,675,944

(Df) To accrue Merger expenses and severance costs related to the Merger \$ 81,027

To accrue CPI stub period dividend	46,914
To reflect the payment of accrued dividends, Merger costs and severance costs related to the Merger and other accrued costs	(105,600)
	\$ 22,341

(Dg) Amounts due from CRC of \$20,565 as of June 30, 1998, are included in other liabilities; accordingly the following reclassification adjustment is required:

Receivable from affiliate	\$20,565
Other Liabilities	20,565

(E) Adjustment required to reflect \$22,000 cash contributed by the Operating Partnership on behalf of the SDG stockholders (\$14,000) and the limited partners of the Operating Partnership (\$8,000) to obtain beneficial interests in CRC to be paired with shares of common stock issued by SPG and to obtain units in the CRC Operating Partnership whereby the limited partners of the Operating Partnership will hold the same proportionate interest in the CRC Operating Partnership as they hold in the Operating Partnership. The amount of cash is based on a preliminary estimate of the fair value of the net assets of CRC. At the Effective Time, the Board of Directors of CRC will make a determination of the fair market value of CRC's net assets based upon information then available. Management does not expect that the final amount will differ materially from the preliminary estimates. The cash contributed by the Operating Partnership has been reflected as a distribution.

June 30, 1998

Cash and Cash Equivalents	\$(22,000)
General Partners' Equity	(14,000)
Limited Partners' Equity	(8,000)

(F) Adjustment required to allocate net equity of the Operating Partnership between the General and Limited Partners (before preferred units) to reflect the Merger and related transactions and Other Property

## Transactions:

At June 30, 1998

	Total	General Partners	Limited Partners
Operating Partnership Equity before preferred units and Unamortized restricted stock award-historical	\$2,035,51		
Operating Partnership units issued in connection with the Merger (other than preferred units)	1,605,526		
Other Merger related transactions	(22,000)		
Total Operating Partnership equity excluding preferred Units and unamortized restricted stock award	\$3,619,097		
Pro Forma Partners Ownership percentages	100%	71.6%	28.4%
-----			
Allocated pro forma Operating Partnership Equity excluding Preferred units and unamortized restricted stock award	\$3,619,097	\$2,591,273	\$1,027,824
Operating Partnership Equity before preferred units and Unamortized restricted stock award-historical	(2,035,571)	(1,301,017)	(734,554)
Operating Partnership units issued in connection with the Merger (other than preferred units)	(1,605,526)	(1,605,526)	
Distribution (other merger related transactions)	22,000	14,000	8,000
-----			
Required Pro Forma adjustment	\$ -0-	\$(301,270)	\$301,270
=====			

## Analysis of Partnership Units:

	Preferred Units	General Partner Units	Limited Partner Units	Total General and Limited Units
Historical units outstanding	11,000,000	113,678,134	64,182,681	177,860,815
Units issued in connection with the Merger and related transactions	5,053,579	48,525,404	--	48,525,404
Total pro forma units	16,053,579	162,203,538	64,182,681	226,386,219
Pro Forma ownership percentage		71.6%	28.4%	100%

## SIMON PROPERTY GROUP, LP

Pro Forma Combined Condensed Statement of Operations  
For the Six Months Ended June 30, 1998  
(unaudited, in thousands except unit and per unit amounts)

	Pro Forma						
	SDG, LP (Historical)	CPI (Historical)	CPI (Historical) Not Transferred	Sale of GM Building (A) (Historical)	Merger and Related Transactions Adjustments	Other Property Transactions(G)	Total
	-----	-----	-----	-----	-----	-----	-----
<b>REVENUE</b>							
Minimum rent	\$ 370,934	\$ 170,201	\$(4,974)	\$(39,571)	\$ 1,500(B)	\$ (248)	\$497,842
Overage rent	20,483	3,058	(11)	--		33	23,563
Tenant reimbursements	181,971	75,423	(2,125)	(6,259)		(616)	248,394
Other income	37,244	5,964	(486)	(343)	(400)(C)	(71)	41,908
Total revenue	610,632	254,646	(7,596)	(46,173)	1,100	(902)	811,707
<b>EXPENSES</b>							
Property & other expenses	215,121	114,436	(2,480)	(19,430)	(11,573)(J)	(613)	295,461
Depreciation and amortization	116,618	41,762	(914)	(3,346)	19,000(D)	216	173,336
Total expenses	331,739	156,198	(3,394)	(22,776)	7,427	(397)	468,797
<b>INCOME BEFORE ITEMS BELOW</b>							
	278,893	98,448	(4,202)	(23,397)	(6,327)	(505)	342,910
INTEREST EXPENSE	184,420	32,799	--	(269)	51,436	2827	271,213

INCOME BEFORE MINORITY INTEREST	94,473	65,649	(4,202)	(23,128)	(57,736)	3,332	71,697
MINORITY PARTNERS' INTEREST	(3,596)	--	--	--	--	--	(3,596)
(LOSS) GAIN ON SALES OF ASSETS	(7,219)	45,294	--	--	--	--	38,075
INCOME BEFORE UNCONSOLIDATED ENTITIES	83,658	110,943	(4,202)	(23,128)	(57,736)	(3,332)	106,176
INCOME FROM UNCONSOLIDATED ENTITIES	4,980	10,661	--	--	--	1,879	17,520
INCOME OF THE OPERATING PARTNERSHIPS BEFORE EXTRAORDINARY ITEMS	88,638	121,604	(4,202)	(23,128)	(57,736)	(1,453)	123,696
PREFERRED UNIT REQUIREMENT	14,668	6,856	--	--	15,744(F)	--	37,268
NET INCOME AVAILABLE TO UNITHOLDERS	\$ 73,970	\$ 114,748	\$ (4,202)	\$ (23,128)	\$ (73,507)	(1,453)	\$ 86,428
NET INCOME AVAILABLE TO UNIT HOLDERS ATTRIBUTABLE TO:							
GENERAL PARTNERS	\$46,956						\$62,574
LIMITED PARTNERS	27,014						23,854(H)
			\$73,970				\$86,428
NET INCOME PER UNIT HOLDERS- BASIC AND DILUTED	\$ 0.42						\$ 0.39
WEIGHTED AVERAGE UNITS OUTSTANDING	174,599,824						223,333,440(I)

The accompanying notes and management's assumptions are an integral part of this statement.

SIMON PROPERTY GROUP, LP  
Pro Forma Combined Condensed Statement of Operations  
For the Year Ended December 31, 1997  
(in thousands except unit and per unit amounts)

	Pro Forma						
	SDG, LP (Historical)	CPI (Historical)	CPI (Historical) Not Transferred (A)	Sale of GM Building (Historical)	Merger and Related Transactions Adjustments	Other Property Transactions(G)	Total
<b>REVENUE</b>							
Minimum rent	\$ 641,352	\$319,862	\$(10,085)	\$(77,707)	\$3,000(B)	\$88,305	\$964,727
Overage rent	38,810	10,489	(167)	(536)	--	5,119	53,715
Tenant reimbursements	322,416	138,579	(3,934)	(12,297)	--	49,251	494,015
Other income	51,589	24,858	(546)	(962)	(800)(C)	4,463	78,602
Total revenue	1,054,167	493,788	(14,732)	(91,502)	2,200	147,138	1,591,059
<b>EXPENSES</b>							
Property & other expenses	376,237	199,503	(4,368)	(40,420)	-(J)	53,779	584,731
Depreciation and amortization	200,900	91,312	(1,784)	(17,764)	33,500(D)	28,866	335,030
Total expenses	577,137	290,815	(6,152)	(58,184)	33,500	82,645	919,761
INCOME BEFORE ITEMS BELOW	477,030	202,973	(8,580)	(33,318)	(31,300)	64,493	671,298
INTEREST EXPENSE	287,823	69,562	--	(716)	102,790(E)	82,870	542,329
INCOME BEFORE MINORITY INTEREST	189,207	133,411	(8,580)	(32,602)	(134,090)	77)	128,969
MINORITY PARTNERS' INTEREST	(5,270)	--	--	--	--	--	(5,270)
GAIN ON SALE OF ASSETS	20	122,410	--	--	--	--	122,430
INCOME BEFORE							

UNCONSOLIDATED ENTITIES	183,957	255,821	(8,580)	(32,602)	(134,090)	(18,377)	246,129
INCOME FROM UNCONSOLIDATED ENTITIES	19,176	21,390	--	--	--	8,770	49,336
INCOME OF THE OPERATING PARTNERSHIPS BEFORE EXTRAORDINARY ITEMS	203,133	277,211	(8,580)	(32,602)	(134,090)	(9,607)	295,465
PREFERRED UNIT REQUIREMENT	29,248	13,712	--	--	31,488(F)	--	74,448
NET INCOME AVAILABLE TO UNIT HOLDER	\$ 173,885	\$ 263,499	\$ (8,580)	\$ (32,602)	\$ (165,578)	\$ (9,607)	\$ 221,017
NET INCOME AVAILABLE TO UNIT HOLDERS ATTRIBUTABLE TO:							
GENERAL PARTNERS	\$107,931						\$ 157,585(H)
LIMITED PARTNERS	65,954						63,432 H)
	\$173,885						\$ 221,017
NET INCOME PER UNIT-- BASIC AND DILUTED	\$ 1.08						\$ 1.04
WEIGHTED AVERAGE UNITSS OUTSTANDING	161,022,887						213,425,252(I)

The accompanying notes and management's assumptions are an integral part of this statement.

### 3. Pro forma Adjustments to Unaudited Pro Forma Combined Condensed Statements of Operations

In connection with the Merger, CPI will incur \$69,100 of expenses which have not been included in the Pro Forma Combined Condensed Statement of Operations. Further, the estimated gain of \$212,000, respectively, related to the probable sale of the General Motors Building has been excluded from the unaudited Pro Forma Combined Condensed Statements of Operations.

	For the Six Months Ended June 30, 1998	For the year Ended December 31, 1997
(A) Reflects the historical operating results of CPI assets not being transferred to the Operating Partnership primarily Ocean County Mall		
(B) To recognize revenue from straight-lining rent related to leases which will be reset in connection with the Merger	\$ 1,500	\$ 3,000
(C) To reflect a reduction in interest income due to forgiveness of Notes Receivable from CPI employees (\$13,200 multiplied by 6%)	\$(400)	\$ (800)
(D) To reflect the increase in depreciation and amortization as a result of recording the investment properties at acquisition value, allocating 20% of the premium to land, versus historical cost and utilizing an estimated useful life of 35 years for investment properties and goodwill	\$19,000	\$33,500
(E) To reflect the following adjustments to interest expense:		
(1) To reflect the elimination of amortization of deferred financing costs related to CPI written off in connection with the Merger	\$(393)	\$(868)
(2) To reflect the amortization of the estimated costs incurred to finance the cash portion of the Merger consideration	3,167	6,334
(3) To reflect the amortization of the premium required to adjust mortgages and other notes payable to	(3,925)	(7,850)

fair value		
(4) To reflect interest expense for debt borrowed to finance the CPI Merger and related transactions:	45,150	90,300
Term loan commitment \$1,400,000 at LIBOR plus 80 basis points--6.45%	7,437	14,874
	52,587	105,174
Revolving credit facility \$236,100 at LIBOR plus 65 basis points--6.30%	\$51,436	\$102,790

(A 1/8% change in the LIBOR rate would change the annual pro forma adjustment to interest expense by \$2,045.)

(F) To reflect annual dividends on 6.5% Series B Preferred Units issued in connection with the Merger	\$15,744	\$31,488
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(G) Other Property Transactions represent the historical operating results of the properties for the appropriate period to reflect a full year of activities in the unaudited pro forma statements of operations. The pro forma adjustments give effect when applicable to:

(1) An increase in depreciation expense as a result of recording the properties estimated fair value

(2) An increase in interest expense primarily resulting from debt incurred to finance the transactions

(3) The elimination of expenses included in the historical results incurred by the seller directly related to the transaction

(4) The elimination of the historical results to reflect the sale of Burnsville Mall

The Other Property Transactions include:

- (1) The acquisition of Phipps Plaza in January 1998
- (2) The sale of Burnsville Mall in January 1998
- (3) The acquisition of Cordova Mall January 1998
- (4) The acquisition of a 50% interest in a portfolio of twelve properties in February 1998

	For the	For the
	Six Months	year ended
	Ended	December
	June 30, 1998	31, 1997

(H) To reflect the allocation of the Limited Partners' interest in the net income of the Operating Partnerships, after consideration of the preferred unit distributions. The Limited Partners' weighted average pro forma ownership interest in the Operating Partnerships for the six months ended June 30, 1998 and for year ended December 31, 1997, is 27.6% and 28.7%, respectively

(I) The pro forma weighted average shares outstanding is computed as follows:

Historical Weighted Average Units Outstanding	174,599,824	161,022,887
Pro forma adjustments:		
Units issued related to the acquisition of Cordova Mall	208,212	1,713,016
Units issued related to RPT transaction	--	2,163,945
Units issued related to the Merger	48,525,404	48,525,404
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Pro forma weighted average units outstanding	223,333,440	213,425,252
	=====	=====

(J) To eliminate Merger expenses incurred by CPI during the period	\$(11,573)	\$ --
	=====	=====