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, 2021

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

Delaware	**001-14469**	**04-6268599**
(Simon Property Group, Inc.)	**(Simon Property Group, Inc.)**	**(Simon Property Group, Inc.)**
Delaware	**001-36110**	**34-1755769**
(Simon Property Group, L.P.)	**(Simon Property Group, L.P.)**	**(Simon Property Group, L.P.)**
(State of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)

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

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

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

	Title of each class	Trading Symbols	Name of each exchange on which registered
Simon Property Group, Inc.	Common stock, $0.0001 par value	SPG	New York Stock Exchange
Simon Property Group, Inc.	$8^{3}/_{8}$% Series J Cumulative Redeemable Preferred Stock, $0.0001 par value	SPGJ	New York Stock Exchange

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.

Simon Property Group, Inc. Yes ☒ No ☐ Simon Property Group, L.P. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Simon Property Group, Inc. Yes ☒ No ☐ Simon Property Group, L.P. Yes ☒ No ☐

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

Simon Property Group, Inc.:

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

Simon Property Group, L.P.:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Simon Property Group, Inc. ☐ Simon Property Group, L.P. ☐

Indicate by check mark whether Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Simon Property Group, Inc. Yes ☐ No ☒ Simon Property Group, L.P. Yes ☐ No ☒

As of March 31, 2021, Simon Property Group, Inc. had 328,531,392 shares of common stock, par value $0.0001 per share, and 8,000 shares of Class B common stock, par value $0.0001 per share, outstanding. Simon Property Group, L.P. has no common stock outstanding.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarterly period ended March 31, 2021 of Simon Property Group, Inc., a Delaware corporation, and Simon Property Group, L.P., a Delaware limited partnership. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership.

Simon is a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. We are structured as an umbrella partnership REIT under which substantially all of our business is conducted through the Operating Partnership, Simon's majority-owned partnership subsidiary, for which Simon is the general partner. As of March 31, 2021, Simon owned an approximate 87.4% ownership interest in the Operating Partnership, with the remaining 12.6% ownership interest owned by limited partners. As the sole general partner of the Operating Partnership, Simon has exclusive control of the Operating Partnership's day-to-day management.

We operate Simon and the Operating Partnership as one business. The management of Simon consists of the same members as the management of the Operating Partnership. As general partner with control of the Operating Partnership, Simon consolidates the Operating Partnership for financial reporting purposes, and Simon has no material assets or liabilities other than its investment in the Operating Partnership. Therefore, the assets and liabilities of Simon and the Operating Partnership are the same on their respective financial statements.

We believe that combining the quarterly reports on Form 10-Q of Simon and the Operating Partnership into this single report provides the following benefits:

- enhances investors' understanding of Simon and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined presentation since substantially all of the disclosure in this report applies to both Simon and the Operating Partnership; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

We believe it is important for investors to understand the few differences between Simon and the Operating Partnership in the context of how we operate as a consolidated company. The primary difference is that Simon itself does not conduct business, other than acting as the general partner of the Operating Partnership and issuing equity or equity-related instruments from time to time. In addition, Simon itself does not incur any indebtedness, as all debt is incurred by the Operating Partnership or entities/subsidiaries owned or controlled by the Operating Partnership.

The Operating Partnership holds, directly or indirectly, substantially all of our assets, including our ownership interests in our joint ventures. The Operating Partnership conducts substantially all of our business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity issuances by Simon, which are contributed to the capital of the Operating Partnership in exchange for, in the case of common stock issuances by Simon, common units of partnership interest in the Operating Partnership, or units, or, in the case of preferred stock issuances by Simon, preferred units of partnership interest in the Operating Partnership, or preferred units, the Operating Partnership, directly or indirectly, generates the capital required by our business through its operations, the incurrence of indebtedness, proceeds received from the disposition of certain properties and joint ventures and the issuance of units or preferred units to third parties.

The presentation of stockholders' equity, partners' equity and noncontrolling interests are the main areas of difference between the consolidated financial statements of Simon and those of the Operating Partnership. The differences between stockholders' equity and partners' equity result from differences in the equity issued at the Simon and Operating Partnership levels. The units held by limited partners in the Operating Partnership are accounted for as partners' equity in the Operating Partnership's financial statements and as noncontrolling interests in Simon's financial statements. The noncontrolling interests in the Operating Partnership's financial statements include the interests of unaffiliated partners in various consolidated partnerships. The noncontrolling interests in Simon's financial statements include the same noncontrolling interests at the Operating Partnership level and, as previously stated, the units held by limited partners of the Operating Partnership. Although classified differently, total equity of Simon and the Operating Partnership is the same.

To help investors understand the differences between Simon and the Operating Partnership, this report provides:

- separate consolidated financial statements for Simon and the Operating Partnership;
- a single set of condensed notes to such consolidated financial statements that includes separate discussions of noncontrolling interests and stockholders' equity or partners' equity, accumulated other comprehensive income (loss) and per share and per unit data, as applicable;

- a combined Management's Discussion and Analysis of Financial Condition and Results of Operations section that also includes discrete information related to each entity; and
- separate Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds sections related to each entity.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of Simon and the Operating Partnership in order to establish that the requisite certifications have been made and that Simon and the Operating Partnership are each compliant with Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 and 18 U.S.C. §1350. The separate discussions of Simon and the Operating Partnership in this report should be read in conjunction with each other to understand our results on a consolidated basis and how management operates our business.

In order to highlight the differences between Simon and the Operating Partnership, the separate sections in this report for Simon and the Operating Partnership specifically refer to Simon and the Operating Partnership. In the sections that combine disclosure of Simon and the Operating Partnership, this report refers to actions or holdings of Simon and the Operating Partnership as being "our" actions or holdings. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and joint ventures, holds assets and incurs debt, we believe that references to "we," "us" or "our" in this context is appropriate because the business is one enterprise and we operate substantially all of our business through the Operating Partnership.

Simon Property Group, Inc.
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Simon Property Group, Inc.

Unaudited Consolidated Balance Sheets

(Dollars in thousands, except share amounts)

	March 31, 2021	December 31, 2020
ASSETS:		
Investment properties, at cost	**$ 37,786,371**	$ 38,050,196
Less - accumulated depreciation	**14,881,480**	14,891,937
	22,904,891	23,158,259
Cash and cash equivalents	**935,837**	1,011,613
Tenant receivables and accrued revenue, net	**1,016,902**	1,236,734
Investment in TRG, at equity	**3,436,304**	3,451,897
Investment in Klépierre, at equity	**1,646,429**	1,729,690
Investment in other unconsolidated entities, at equity	**2,517,495**	2,603,571
Right-of-use assets, net	**510,642**	512,914
Investments held in trust - special purpose acquisition company	**345,000**	—
Deferred costs and other assets	**1,098,004**	1,082,168
Total assets	**$ 34,411,504**	$ 34,786,846
LIABILITIES:		
Mortgages and unsecured indebtedness	**$ 26,156,520**	$ 26,723,361
Accounts payable, accrued expenses, intangibles, and deferred revenues	**1,195,851**	1,311,925
Cash distributions and losses in unconsolidated entities, at equity	**1,565,394**	1,577,393
Dividend payable	**489,396**	486,922
Lease liabilities	**513,351**	515,492
Other liabilities	**463,458**	513,515
Total liabilities	**30,383,970**	31,128,608
Commitments and contingencies		
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests	**511,698**	185,892
EQUITY:		
Stockholders' Equity		
Capital stock (850,000,000 total shares authorized, $0.0001 par value, 238,000,000 shares of excess common stock, 100,000,000 authorized shares of preferred stock):		
Series J 8$^{3/8}$% cumulative redeemable preferred stock, 1,000,000 shares authorized, 796,948 issued and outstanding with a liquidation value of $39,847	**42,009**	42,091
Common stock, $0.0001 par value, 511,990,000 shares authorized, 342,849,037 and 342,849,037 issued and outstanding, respectively	**34**	34
Class B common stock, $0.0001 par value, 10,000 shares authorized, 8,000 issued and outstanding	**—**	—
Capital in excess of par value	**11,177,207**	11,179,688
Accumulated deficit	**(6,087,013)**	(6,102,314)
Accumulated other comprehensive loss	**(183,866)**	(188,675)
Common stock held in treasury, at cost, 14,317,645 and 14,355,621 shares, respectively	**(1,884,138)**	(1,891,352)
Total stockholders' equity	**3,064,233**	3,039,472
Noncontrolling interests	**451,603**	432,874
Total equity	**3,515,836**	3,472,346
Total liabilities and equity	**$ 34,411,504**	$ 34,786,846

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.

Unaudited Consolidated Statements of Operations and Comprehensive Income
(Dollars in thousands, except per share amounts)

	For the Three Months Ended March 31, 2021	For the Three Months Ended March 31, 2020
REVENUE:		
Lease income	**$ 1,145,058**	$ 1,262,232
Management fees and other revenues	**25,296**	29,166
Other income	**69,597**	61,962
Total revenue	**1,239,951**	1,353,360
EXPENSES:		
Property operating	**86,619**	105,624
Depreciation and amortization	**315,738**	328,262
Real estate taxes	**116,012**	117,543
Repairs and maintenance	**21,355**	24,431
Advertising and promotion	**29,486**	33,527
Home and regional office costs	**35,999**	54,370
General and administrative	**6,576**	6,894
Other	**23,554**	27,840
Total operating expenses	**635,339**	698,491
OPERATING INCOME BEFORE OTHER ITEMS	**604,612**	654,869
Interest expense	**(202,016)**	(187,627)
Loss on extinguishment of debt	**(2,959)**	—
Income and other tax benefit	**5,898**	5,783
Income from unconsolidated entities	**15,069**	50,465
Unrealized losses in fair value of equity instruments	**(3,201)**	(19,048)
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**93,057**	962
CONSOLIDATED NET INCOME	**510,460**	505,404
Net income attributable to noncontrolling interests	**63,766**	66,965
Preferred dividends	**834**	834
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	**$ 445,860**	$ 437,605
BASIC AND DILUTED EARNINGS PER COMMON SHARE:		
Net income attributable to common stockholders	**$ 1.36**	$ 1.43
Consolidated Net Income	**$ 510,460**	$ 505,404
Unrealized gain on derivative hedge agreements	**35,847**	22,473
Net gain reclassified from accumulated other comprehensive loss into earnings	**(6,143)**	(480)
Currency translation adjustments	**(23,883)**	(23,604)
Changes in available-for-sale securities and other	**(316)**	824
Comprehensive income	**515,965**	504,617
Comprehensive income attributable to noncontrolling interests	**64,462**	66,874
Comprehensive income attributable to common stockholders	**$ 451,503**	$ 437,743

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.

Unaudited Consolidated Statements of Cash Flows

(Dollars in thousands)

	For the Three Months Ended March 31, 2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated Net Income	**$ 510,460**	$ 505,404
Adjustments to reconcile consolidated net income to net cash provided by operating activities		
Depreciation and amortization	**331,820**	340,265
Loss on debt extinguishment	**2,959**	—
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**(93,057)**	(962)
Unrealized losses in fair value of equity instruments	**3,201**	19,048
Straight-line lease loss (income)	**5,928**	(8,706)
Equity in income of unconsolidated entities	**(15,069)**	(50,465)
Distributions of income from unconsolidated entities	**62,888**	68,501
Changes in assets and liabilities		
Tenant receivables and accrued revenue, net	**203,703**	44,761
Deferred costs and other assets	**(38,016)**	(30,488)
Accounts payable, accrued expenses, intangibles, deferred revenues and other liabilities	**(99,055)**	(146,051)
Net cash provided by operating activities	**875,762**	741,307
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions	**(56,250)**	(107,797)
Funding of loans to related parties	**(494)**	—
Repayments of loans to related parties	**285**	—
Capital expenditures, net	**(114,808)**	(213,214)
Cash impact from the consolidation of properties	**5,595**	—
Investments in unconsolidated entities	**(19,511)**	(41,547)
Purchase of equity instruments	**(556)**	(24,070)
Insurance proceeds for property restoration	**6,400**	423
Distributions of capital from unconsolidated entities and other	**41,287**	172,525
Net cash used in investing activities	**(138,052)**	(213,680)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sales of common stock and other, net of transaction costs	**(82)**	(82)
Redemption of limited partner units	**(37)**	(16,067)
Purchase of treasury stock	**—**	(152,589)
Proceeds from the special purpose acquisition company IPO, net of transaction costs	**338,121**	—
Establishment of trust account for special purpose acquisition company	**(345,000)**	—
Distributions to noncontrolling interest holders in properties	**(2,029)**	(4,548)
Contributions from noncontrolling interest holders in properties	**—**	28
Preferred distributions of the Operating Partnership	**(479)**	(479)
Distributions to stockholders and preferred dividends	**(427,472)**	(645,259)
Distributions to limited partners	**(60,324)**	(98,099)
Cash paid to extinguish debt	**(2,959)**	—
Proceeds from issuance of debt, net of transaction costs	**3,576,224**	6,451,290
Repayments of debt	**(3,889,449)**	(3,006,342)
Net cash (used in) provided by financing activities	**(813,486)**	2,527,853
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**(75,776)**	3,055,480
CASH AND CASH EQUIVALENTS, beginning of period	**1,011,613**	669,373
CASH AND CASH EQUIVALENTS, end of period	**$ 935,837**	$ 3,724,853

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.

Unaudited Consolidated Statements of Equity
(Dollars in thousands)

	Preferred Stock	Common Stock	Accumulated Other Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock Held in Treasury	Noncontrolling interests	Total Equity
December 31, 2020	**$ 42,091**	**$ 34**	**$ (188,675)**	**$ 11,179,688**	**$ (6,102,314)**	**$ (1,891,352)**	**$ 432,874**	**$ 3,472,346**
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (37,976 common shares)				(7,214)		7,214		—
Redemption of limited partner units (316 units)				(34)			(3)	(37)
Amortization of stock incentive				4,231				4,231
Long-term incentive performance units							5,014	5,014
Issuance of unit equivalents and other				(4,313)	(2,681)		15,822	8,828
Unrealized gain on hedging activities			31,333				4,514	35,847
Currency translation adjustments			(20,878)				(3,005)	(23,883)
Changes in available-for-sale securities and other			(276)				(40)	(316)
Net gain reclassified from accumulated other comprehensive loss into earnings			(5,370)				(773)	(6,143)
Other comprehensive income			4,809				696	5,505
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				4,849			(4,849)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(428,712)		(61,558)	(490,270)
Distributions to other noncontrolling interest partners							(577)	(577)
Net income, excluding $479 attributable to preferred interests in the Operating Partnership and an $897 loss attributable to noncontrolling redeemable interests in properties					446,694		64,184	510,878
March 31, 2021	**$ 42,009**	**$ 34**	**$ (183,866)**	**$ 11,177,207**	**$ (6,087,013)**	**$ (1,884,138)**	**$ 451,603**	**$ 3,515,836**

The accompanying notes are an integral part of these statements.

Simon Property Group, Inc.

Unaudited Consolidated Statements of Equity

(Dollars in thousands)

	Preferred Stock	Common Stock	Accumulated Other Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock Held in Treasury	Noncontrolling interests	Total Equity
December 31, 2019	**$ 42,420**	**$ 32**	**$ (118,604)**	**$ 9,756,073**	**$ (5,379,952)**	**$ (1,773,571)**	**$ 384,852**	**$ 2,911,250**
Exchange of limited partner units (132,946 common shares, note 8)				1,076			(1,076)	—
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (1,081 common shares forfeited)				—				—
Redemption of limited partner units (116,072 units)				(15,127)			(940)	(16,067)
Amortization of stock incentive				1,891				1,891
Treasury stock purchase (1,245,654 shares)						(152,589)		(152,589)
Long-term incentive performance units							4,987	4,987
Issuance of unit equivalents and other				29	3,287		26	3,342
Unrealized gain on hedging activities			19,510				2,963	22,473
Currency translation adjustments			(20,505)				(3,099)	(23,604)
Changes in available-for-sale securities and other			715				109	824
Net gain reclassified from accumulated other comprehensive loss into earnings			(417)				(63)	(480)
Other comprehensive income			(697)				(90)	(787)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				24,233			(24,233)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(645,259)		(98,099)	(743,358)
Distributions to other noncontrolling interest partners							(3,167)	(3,167)
Net income, excluding $479 attributable to preferred interests in the Operating Partnership and a $608 loss attributable to noncontrolling redeemable interests in properties					438,439		67,094	505,533
March 31, 2020	**$ 42,338**	**$ 32**	**$ (119,301)**	**$ 9,768,175**	**$ (5,583,485)**	**$ (1,926,160)**	**$ 329,354**	**$ 2,510,953**

The accompanying notes are an integral part of these statements.

Simon Property Group, L.P.

Unaudited Consolidated Balance Sheets

(Dollars in thousands, except unit amounts)

	March 31, 2021	December 31, 2020
ASSETS:		
Investment properties, at cost	**$ 37,786,371**	$ 38,050,196
Less — accumulated depreciation	**14,881,480**	14,891,937
	22,904,891	23,158,259
Cash and cash equivalents	**935,837**	1,011,613
Tenant receivables and accrued revenue, net	**1,016,902**	1,236,734
Investment in TRG, at equity	**3,436,304**	3,451,897
Investment in Klépierre, at equity	**1,646,429**	1,729,690
Investment in other unconsolidated entities, at equity	**2,517,495**	2,603,571
Right-of-use assets, net	**510,642**	512,914
Investments held in trust - special purpose acquisition company	**345,000**	—
Deferred costs and other assets	**1,098,004**	1,082,168
Total assets	**$ 34,411,504**	$ 34,786,846
LIABILITIES:		
Mortgages and unsecured indebtedness	**$ 26,156,520**	$ 26,723,361
Accounts payable, accrued expenses, intangibles, and deferred revenues	**1,195,851**	1,311,925
Cash distributions and losses in unconsolidated entities, at equity	**1,565,394**	1,577,393
Distribution payable	**489,396**	486,922
Lease liabilities	**513,351**	515,492
Other liabilities	**463,458**	513,515
Total liabilities	**30,383,970**	31,128,608
Commitments and contingencies		
Preferred units, various series, at liquidation value, and noncontrolling redeemable interests	**511,698**	185,892
EQUITY:		
Partners' Equity		
Preferred units, 796,948 units outstanding. Liquidation value of $39,847	**42,009**	42,091
General Partner, 328,539,392 and 328,501,416 units outstanding, respectively	**3,022,224**	2,997,381
Limited Partners, 47,321,896 and 47,322,212 units outstanding, respectively	**435,309**	431,784
Total partners' equity	**3,499,542**	3,471,256
Nonredeemable noncontrolling interests in properties, net	**16,294**	1,090
Total equity	**3,515,836**	3,472,346
Total liabilities and equity	**$ 34,411,504**	$ 34,786,846

The accompanying notes are an integral part of these statements.

Simon Property Group, L.P.

Unaudited Consolidated Statements of Operations and Comprehensive Income
(Dollars in thousands, except per unit amounts)

	For the Three Months Ended March 31, 2021	2020
REVENUE:		
Lease income	**$ 1,145,058**	$ 1,262,232
Management fees and other revenues	**25,296**	29,166
Other income	**69,597**	61,962
Total revenue	**1,239,951**	1,353,360
EXPENSES:		
Property operating	**86,619**	105,624
Depreciation and amortization	**315,738**	328,262
Real estate taxes	**116,012**	117,543
Repairs and maintenance	**21,355**	24,431
Advertising and promotion	**29,486**	33,527
Home and regional office costs	**35,999**	54,370
General and administrative	**6,576**	6,894
Other	**23,554**	27,840
Total operating expenses	**635,339**	698,491
OPERATING INCOME BEFORE OTHER ITEMS	**604,612**	654,869
Interest expense	**(202,016)**	(187,627)
Loss on extinguishment of debt	**(2,959)**	—
Income and other tax benefit	**5,898**	5,783
Income from unconsolidated entities	**15,069**	50,465
Unrealized losses in fair value of equity instruments	**(3,201)**	(19,048)
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**93,057**	962
CONSOLIDATED NET INCOME	**510,460**	505,404
Net loss attributable to noncontrolling interests	**(938)**	(172)
Preferred unit requirements	**1,313**	1,313
NET INCOME ATTRIBUTABLE TO UNITHOLDERS	**$ 510,085**	$ 504,263
NET INCOME ATTRIBUTABLE TO UNITHOLDERS ATTRIBUTABLE TO:		
General Partner	**$ 445,860**	$ 437,605
Limited Partners	**64,225**	66,658
Net income attributable to unitholders	**$ 510,085**	$ 504,263
BASIC AND DILUTED EARNINGS PER UNIT:		
Net income attributable to unitholders	**$ 1.36**	$ 1.43
Consolidated Net Income	**$ 510,460**	$ 505,404
Unrealized gain on derivative hedge agreements	**35,847**	22,473
Net gain reclassified from accumulated other comprehensive loss into earnings	**(6,143)**	(480)
Currency translation adjustments	**(23,883)**	(23,604)
Changes in available-for-sale securities and other	**(316)**	824
Comprehensive income	**515,965**	504,617
Comprehensive income attributable to noncontrolling interests	**(41)**	436
Comprehensive income attributable to unitholders	**$ 516,006**	$ 504,181

The accompanying notes are an integral part of these statements.

Simon Property Group, L.P.

Unaudited Consolidated Statements of Cash Flows

(Dollars in thousands)

	For the Three Months Ended March 31, 2021	For the Three Months Ended March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated Net Income	**$ 510,460**	$ 505,404
Adjustments to reconcile consolidated net income to net cash provided by operating activities		
Depreciation and amortization	**331,820**	340,265
Loss on debt extinguishment	**2,959**	—
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**(93,057)**	(962)
Unrealized losses in fair value of equity instruments	**3,201**	19,048
Straight-line lease loss (income)	**5,928**	(8,706)
Equity in income of unconsolidated entities	**(15,069)**	(50,465)
Distributions of income from unconsolidated entities	**62,888**	68,501
Changes in assets and liabilities		
Tenant receivables and accrued revenue, net	**203,703**	44,761
Deferred costs and other assets	**(38,016)**	(30,488)
Accounts payable, accrued expenses, intangibles, deferred revenues and other liabilities	**(99,055)**	(146,051)
Net cash provided by operating activities	**875,762**	741,307
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions	**(56,250)**	(107,797)
Funding of loans to related parties	**(494)**	—
Repayments of loans to related parties	**285**	—
Capital expenditures, net	**(114,808)**	(213,214)
Cash impact from the consolidation of properties	**5,595**	—
Investments in unconsolidated entities	**(19,511)**	(41,547)
Purchase of equity instruments	**(556)**	(24,070)
Insurance proceeds for property restoration	**6,400**	423
Distributions of capital from unconsolidated entities and other	**41,287**	172,525
Net cash used in investing activities	**(138,052)**	(213,680)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of units and other	**(82)**	(82)
Redemption of limited partner units	**(37)**	(16,067)
Purchase of general partner units	**—**	(152,589)
Proceeds from the special purpose acquisition company IPO, net of transaction costs	**338,121**	—
Establishment of trust account for special purpose acquisition company	**(345,000)**	—
Distributions to noncontrolling interest holders in properties	**(2,029)**	(4,548)
Contributions from noncontrolling interest holders in properties	**—**	28
Partnership distributions	**(488,275)**	(743,837)
Cash paid to extinguish debt	**(2,959)**	—
Mortgage and unsecured indebtedness proceeds, net of transaction costs	**3,576,224**	6,451,290
Mortgage and unsecured indebtedness principal payments	**(3,889,449)**	(3,006,342)
Net cash (used in) provided by financing activities	**(813,486)**	2,527,853
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**(75,776)**	3,055,480
CASH AND CASH EQUIVALENTS, beginning of period	**1,011,613**	669,373
CASH AND CASH EQUIVALENTS, end of period	**$ 935,837**	$ 3,724,853

The accompanying notes are an integral part of these statements.

Simon Property Group, L.P.

Unaudited Consolidated Statements of Equity

(Dollars in thousands)

	Preferred Units	Simon (Managing General Partner)	Limited Partners	Noncontrolling interests	Total Equity
December 31, 2020	**$ 42,091**	**$ 2,997,381**	**$ 431,784**	**$ 1,090**	**$ 3,472,346**
Series J preferred stock premium and amortization	(82)				(82)
Stock incentive program (37,976 common units)		—			—
Amortization of stock incentive		4,231			4,231
Redemption of limited partner units (316 units)		(34)	(3)		(37)
Long-term incentive performance units			5,014		5,014
Issuance of unit equivalents and other		(6,994)		15,822	8,828
Unrealized gain on hedging activities		31,333	4,514		35,847
Currency translation adjustments		(20,878)	(3,005)		(23,883)
Changes in available-for-sale securities and other		(276)	(40)		(316)
Net gain reclassified from accumulated other comprehensive loss into earnings		(5,370)	(773)		(6,143)
Other comprehensive income		4,809	696		5,505
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		4,849	(4,849)		—
Distributions to limited partners, excluding preferred interests classified as temporary equity	(834)	(427,878)	(61,558)	(577)	(490,847)
Net income, excluding preferred distributions on temporary equity preferred units of $479 and an $897 loss attributable to noncontrolling redeemable interests in properties	834	445,860	64,225	(41)	510,878
March 31, 2021	**$ 42,009**	**$ 3,022,224**	**$ 435,309**	**$ 16,294**	**$ 3,515,836**

The accompanying notes are an integral part of these statements.

Simon Property Group, L.P.

Unaudited Consolidated Statements of Equity

(Dollars in thousands)

	Preferred Units	Simon (Managing General Partner)	Limited Partners	Noncontrolling interests	Total Equity
December 31, 2019	**$ 42,420**	**$ 2,483,978**	**$ 378,339**	**$ 6,513**	**$ 2,911,250**
Series J preferred stock premium and amortization	(82)				(82)
Limited partner units exchanged to common units (132,946 units)		1,076	(1,076)		—
Stock incentive program (1,081 common units forfeited)		—			—
Amortization of stock incentive		1,891			1,891
Redemption of limited partner units (116,072 units)		(15,127)	(940)		(16,067)
Treasury unit purchase (1,245,654 units)		(152,589)			(152,589)
Long-term incentive performance units			4,987		4,987
Issuance of unit equivalents and other (38,148 common units)		3,316		26	3,342
Unrealized gain on hedging activities		19,510	2,963		22,473
Currency translation adjustments		(20,505)	(3,099)		(23,604)
Changes in available-for-sale securities and other		715	109		824
Net gain reclassified from accumulated other comprehensive loss into earnings		(417)	(63)		(480)
Other comprehensive income		(697)	(90)		(787)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		24,233	(24,233)		—
Distributions to limited partners, excluding preferred interests classified as temporary equity	(834)	(644,425)	(98,099)	(3,167)	(746,525)
Net income, excluding preferred distributions on temporary equity preferred units of $479 and a $608 loss attributable to noncontrolling redeemable interests in properties	834	437,605	66,658	436	505,533
March 31, 2020	**$ 42,338**	**$ 2,139,261**	**$ 325,546**	**$ 3,808**	**$ 2,510,953**

The accompanying notes are an integral part of these statements.

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

1. Organization

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns all of our real estate properties and other assets. According to the Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon. In these condensed notes to the consolidated financial statements, unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership. Unless otherwise indicated, these condensed notes to consolidated financial statements apply to both Simon and the Operating Partnership.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of March 31, 2021, we owned or held an interest in 202 income-producing properties in the United States, which consisted of 98 malls, 69 Premium Outlets, 14 Mills, four lifestyle centers, and 17 other retail properties in 37 states and Puerto Rico. We also own an 80% noncontrolling interest in the Taubman Realty Group, LLC, or TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Internationally, as of March 31, 2021, we had ownership in 31 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. As of March 31, 2021, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company which owns, or has an interest in, shopping centers located in 15 countries in Europe.

2. Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of all controlled subsidiaries, and all significant intercompany amounts have been eliminated. Due to the seasonal nature of certain operational activities, the results for the interim periods ended March 31, 2021 are not necessarily indicative of the results to be expected for the full year.

These consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States (GAAP) for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments necessary for a fair presentation (including normal recurring accruals) have been included. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in the combined 2020 Annual Report on Form 10-K of Simon and the Operating Partnership. Certain reclassifications considered necessary for a fair presentation have been made to the prior period financial statements in order to conform to the current year presentation. These reclassifications have not changed the results of operations.

As of March 31, 2021, we consolidated 132 wholly-owned properties and 18 additional properties that are less than wholly-owned, but which we control or for which we are the primary beneficiary. We account for the remaining 83 properties, or the joint venture properties, as well as our investments in Klépierre, HBS Global Properties, or HBS, TRG, and our retailer investments in Authentic Brands Group, LLC, or ABG, J.C. Penney, Rue Gilt Groupe, or RGG and SPARC Group, which includes Forever 21 as of February 17, 2021, using the equity method of accounting, as we have determined we have significant influence over their operations. We manage the day-to-day operations of 55 of the 83 joint venture properties, but have determined that our partner or partners have substantive participating rights with respect to the assets and operations of these joint venture properties. Our investments in joint ventures in Japan, South Korea, Mexico, Malaysia, Thailand, Canada, Spain, and the United Kingdom comprise 22 of the remaining 28 properties. These international properties are managed by joint ventures in which we share control.

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

Operating Partnership attributable to limited partners are reflected in net income attributable to noncontrolling interests. Simon's weighted average ownership interest in the Operating Partnership was 87.4% and 86.8% for the three months ended March 31, 2021 and 2020, respectively. As of March 31, 2021 and December 31, 2020, Simon's ownership interest in the Operating Partnership was 87.4%. We adjust the noncontrolling limited partners' interests at the end of each period to reflect their interest in the net assets of the Operating Partnership.

Preferred unit requirements in the Operating Partnership's accompanying consolidated statements of operations and comprehensive income represent distributions on outstanding preferred units and are recorded when declared.

3. Significant Accounting Policies

Cash and Cash Equivalents

We consider all highly liquid investments purchased with an original maturity of 90 days or less to be cash and cash equivalents. Cash equivalents are carried at cost, which approximates fair value. Cash equivalents generally consist of commercial paper, bankers' acceptances, Eurodollars, repurchase agreements, and money market deposits or securities. Financial instruments that potentially subject us to concentrations of credit risk include our cash and cash equivalents and our trade accounts receivable. We place our cash and cash equivalents with institutions of high credit quality. However, at certain times, such cash and cash equivalents are in excess of Federal Deposit Insurance Corporation and Securities Investor Protection Corporation insurance limits.

Equity Instruments and Debt Securities

Equity instruments and debt securities consist primarily of equity instruments, our deferred compensation plan investments, the debt securities of our captive insurance subsidiary, and certain investments held to fund the debt service requirements of debt previously secured by investment properties. At March 31, 2021 and December 31, 2020, we had equity instruments with readily determinable fair values of $39.0 million and $41.9 million, respectively. Changes in the fair value of these equity instruments are recorded in earnings. Non-cash mark-to-market adjustments related to an investment we hold in shares of a publicly traded real estate investment trust are included in unrealized losses in fair value of equity instruments in our consolidated statements of operations and comprehensive income. Non-cash mark-to-market adjustments related to other non-real estate securities with readily determinable fair values for the three months ended March 31, 2021 and 2020 were nil in each period. At March 31, 2021 and December 31, 2020, we had equity instruments without readily determinable fair values of $309.2 million and $309.3 million, respectively, for which we have elected the measurement alternative. We regularly evaluate these investments for any impairment in their estimated fair value, as well as any observable price changes for an identical or similar equity instrument of the same issuer, and determined that no material adjustment in the carrying value was required for the three months ended March 31, 2021 and 2020.

Our deferred compensation plan equity instruments are valued based upon quoted market prices. The investments have a matching liability as the amounts are fully payable to the employees that earned the compensation. Changes in value of these securities and changes to the matching liability to employees are both recognized in earnings and, as a result, there is no impact to consolidated net income.

At March 31, 2021 and December 31, 2020, we held debt securities of $40.6 million and $40.5 million, respectively, in our captive insurance subsidiary. The types of securities included in the investment portfolio of our captive insurance subsidiary are typically U.S. Treasury or other U.S. government securities as well as corporate debt securities with maturities ranging from less than one year to ten years. These securities are classified as available-for-sale and are valued based upon quoted market prices or other observable inputs when quoted market prices are not available. The amortized cost of debt securities, which approximates fair value, held by our captive insurance subsidiary is adjusted for amortization of premiums and accretion of discounts to maturity. Changes in the values of these securities are recognized in accumulated other comprehensive income (loss) until the gain or loss is realized or until any unrealized loss is deemed to be other-than-temporary. We review any declines in value of these securities for other-than-temporary impairment and consider the severity and duration of any decline in value. To the extent an other-than-temporary impairment is deemed to have occurred, an impairment is recorded and a new cost basis is established.

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

Our captive insurance subsidiary is required to maintain statutory minimum capital and surplus as well as maintain a minimum liquidity ratio. Therefore, our access to these securities may be limited.

Fair Value Measurements

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

The equity instruments with readily determinable fair values we held at March 31, 2021 and December 31, 2020 were primarily classified as having Level 1 and Level 2 fair value inputs. In addition, we had derivative instruments which were classified as having Level 2 inputs, which consist primarily of foreign currency forward contracts and interest rate swap agreements with a gross asset balance of $8.4 million at March 31, 2021 and an insignificant gross asset balance at December 31, 2020, and a gross liability balance of $2.8 million and $44.6 million at March 31, 2021 and December 31, 2020, respectively.

Note 7 includes a discussion of the fair value of debt measured using Level 2 inputs. Level 3 inputs to our purchase accounting and impairment analyses include our estimations of net operating results of the property, capitalization rates and discount rates.

Noncontrolling Interests

Simon

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

	As of March 31, 2021	As of December 31, 2020
Limited partners' interests in the Operating Partnership	**$ 435,309**	$ 431,784
Nonredeemable noncontrolling interests in properties, net	**16,294**	1,090
Total noncontrolling interests reflected in equity	**$ 451,603**	$ 432,874

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

The Operating Partnership

Our evaluation of the appropriateness of classifying the Operating Partnership's common units of partnership interest, or units, held by Simon and the Operating Partnership's limited partners within permanent equity considered several significant factors. First, as a limited partnership, all decisions relating to the Operating Partnership's operations and distributions are made by Simon, acting as the Operating Partnership's sole general partner. The decisions of the general partner are made by Simon's Board of Directors or management. The Operating Partnership has no other governance structure. Secondly, the sole asset of

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

Simon is its interest in the Operating Partnership. As a result, a share of common stock of Simon, or common stock, if owned by the Operating Partnership, is best characterized as being similar to a treasury share and thus not an asset of the Operating Partnership.

Limited partners of the Operating Partnership have the right under the Operating Partnership's partnership agreement to exchange their units for shares of common stock or cash, as selected by Simon as the sole general partner. Accordingly, we classify units held by limited partners in permanent equity because Simon may elect to issue shares of common stock to limited partners exercising their exchange rights rather than using cash. Under the Operating Partnership's partnership agreement, the Operating Partnership is required to redeem units held by Simon only when Simon has repurchased shares of common stock. We classify units held by Simon in permanent equity because the decision to redeem those units would be made by Simon.

Net income attributable to noncontrolling interests (which includes nonredeemable and redeemable noncontrolling interests in consolidated properties) is a component of consolidated net income.

Accumulated Other Comprehensive Income (Loss)

Simon

The total accumulated other comprehensive income (loss) related to Simon's currency translation adjustment was ($162.0) million and ($136.2) million as of March 31, 2021 and December 31, 2020, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following:

	For the Three Months Ended March 31, 2021	For the Three Months Ended March 31, 2020	Affected line item where net income is presented
Currency translation adjustments	$ **5,660**	$ —	Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net
	(712)	—	Net income attributable to noncontrolling interests
	$ **4,948**	$ —	
Accumulated derivative gains	$ **483**	$ 480	Interest expense
	(61)	(63)	Net income attributable to noncontrolling interests
	$ **422**	$ 417	

(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated in millions or billions)

The Operating Partnership

The total accumulated other comprehensive income (loss) related to the Operating Partnership's currency translation adjustment was ($185.3) million and ($155.8) million as of March 31, 2021 and December 31, 2020, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following:

	For the Three Months Ended March 31,		
	2021	**2020**	**Affected line item where net income is presented**
Currency translation adjustments	$ **5,660**	$ —	Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net
Accumulated derivative gains	$ **483**	$ 480	Interest expense

Derivative Financial Instruments

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

As of March 31, 2021 and December 31, 2020, we had no outstanding interest rate derivatives. We generally do not apply hedge accounting to interest rate caps, which had a nominal value as of March 31, 2021 and December 31, 2020.

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

The unamortized gain on our treasury locks and terminated hedges recorded in accumulated other comprehensive income was $8.2 million as of March 31, 2021, compared to an unamortized gain of $8.7 million as of December 31, 2020. Within the next year, we expect to reclassify to earnings approximately $1.0 million of gains related to terminated interest rate swaps from the current balance held in accumulated other comprehensive income.

We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We are also exposed to fluctuations in foreign exchange rates on financial instruments which are denominated in foreign currencies, primarily in Yen and Euro. We use currency forward contracts, cross currency swap contracts and foreign currency denominated debt to manage our exposure to changes in foreign exchange rates on certain Yen and Euro-denominated receivables and net investments. Currency forward contracts involve fixing the Yen:USD or Euro:USD exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward contracts are typically cash settled in U.S. dollars for their fair value at or close to their settlement date.

We had the following Euro:USD forward contracts designated as net investment hedges at March 31, 2021 and December 31, 2020 (in millions):

		Asset (Liability) Value as of	
Notional Value	**Maturity Date**	**March 31, 2021**	**December 31, 2020**
€ 100.0	March 24, 2021	**—**	(3.9)
€ 100.0	March 24, 2021	**—**	(3.8)
€ 50.0	March 24, 2021	**—**	(2.3)
€ 50.0	March 24, 2021	**—**	(2.2)
€ 50.0	May 14, 2021	**—**	(2.2)
€ 50.0	May 14, 2021	**—**	(2.2)
€ 41.0	May 14, 2021	**—**	(1.9)
€ 20.0	May 14, 2021	**—**	(1.7)
€ 50.0	May 14, 2021	**—**	(2.1)
€ 50.0	May 14, 2021	**—**	(6.4)
€ 30.0	May 14, 2021	**—**	(2.6)
€ 60.0	December 20, 2021	**(1.1)**	(4.2)
€ 60.0	December 20, 2021	**(1.0)**	(4.1)
€ 30.0	December 20, 2021	**(0.7)**	(2.2)
€ 50.0	July 15, 2021	**2.5**	(0.1)
€ 41.0	July 15, 2021	**2.1**	(0.1)
€ 50.0	July 15, 2021	**—**	(0.1)
€ 61.0	September 17, 2021	**1.9**	(1.3)
€ 61.0	September 17, 2021	**1.9**	(1.2)

Asset balances in the above table are included in deferred costs and other assets. Liability balances in the above table are included in other liabilities.

We have designated certain currency forward contracts and the cross-currency swap as net investment hedges. Accordingly, we report the changes in fair value in other comprehensive income (loss). Changes in the value of these forward contracts are offset by changes in the underlying hedged Euro-denominated joint venture investments.

The total accumulated other comprehensive income (loss) related to Simon's derivative activities, including our share of other comprehensive income (loss) from unconsolidated entities, was ($22.3) million and ($53.2) million as of March 31, 2021 and December 31, 2020, respectively. The total accumulated other comprehensive income (loss) related to the Operating Partnership's derivative activities, including our share of other comprehensive income (loss) from unconsolidated entities, was ($25.5) million and ($60.9) million as of March 31, 2021 and December 31, 2020, respectively.

Simon Property Group Acquisition Holdings, Inc.

The Company sponsored, through a wholly-owned subsidiary, a special purpose acquisition corporation, or SPAC, named Simon Property Group Acquisition Holdings, Inc. On February 18, 2021, the SPAC announced the pricing of its initial public offering, which was consummated on February 23, 2021, generating gross proceeds of $345.0 million, which have been placed in a trust account and is included in the accompanying consolidated balance sheet in Investments held in trust – special purpose acquisition company. The SPAC is a consolidated VIE which was formed for the purpose of effecting a business combination. The Company accounts for the noncontrolling interest in the SPAC as noncontrolling redeemable interests as these instruments are redeemable at the option of the holder and are classified as temporary equity at their redemption value in Simon's accompanying consolidated balance sheet in Limited partners preferred interest in the Operating Partnership and noncontrolling redeemable interests and in the Operating Partnership's accompanying consolidated balance sheet in Preferred units, various series, at liquidation value, and noncontrolling redeemable interests.

New Accounting Pronouncements

In March 2020, the FASB issued Accounting Standards Updated (ASU) 2020-04, "Reference Rate Reform," which provides temporary optional expedients and exceptions to the US GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from LIBOR and other interbank offered rates to alternative reference rates. Additional optional expedients, exceptions, and clarifications were created in ASU 2021-01. The guidance is effective upon issuance and generally can be applied to any contract modifications or existing and new hedging relationships through December 31, 2022. We are currently evaluating the impact that the expected market transition from LIBOR to alternative references rates will have on our financial statements as well as the applicability of the aforementioned expedients and exceptions provided in ASU 2020-04 and ASU 2021-01.

4. Real Estate Acquisitions and Dispositions

Unless otherwise noted, gains and losses on property transactions are included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income. We capitalize asset acquisition costs and expense costs related to business combinations, as well as disposition related costs as they are incurred. We incurred a minimal amount of transaction expenses during the three months ended March 31, 2021 and 2020.

2021 Dispositions

During the first three months of 2021, we recorded a gain of $89.3 million related to the foreclosure of a consolidated property in satisfaction of its $180 million non-recourse mortgage.

2020 Dispositions

On October 1, 2020, we disposed of our interest in one consolidated retail property. A portion of the gross proceeds on this transaction of $33.4 million was used to partially repay a cross-collateralized mortgage. Our share of the $12.3 million gain is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statement of operation and comprehensive income.

5. Per Share and Per Unit Data

We determine basic earnings per share and basic earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding during the period and we consider any participating securities for purposes of applying the two-class method. We determine diluted earnings per share and diluted earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding combined with the incremental weighted average number of shares or units, as applicable, that would have been outstanding assuming all potentially dilutive securities were converted into shares of common stock or units, as applicable, at the earliest date possible. The following tables set forth the components of basic and diluted earnings per share and basic and diluted earnings per unit.

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

Simon

	For the Three Months Ended March 31,	
	2021	**2020**
Net Income attributable to Common Stockholders — Basic and Diluted	**$ 445,860**	$ 437,605
Weighted Average Shares Outstanding — Basic and Diluted	**328,514,497**	306,504,084

For the three months ended March 31, 2021, potentially dilutive securities include units that are exchangeable for common stock and long-term incentive performance units, or LTIP units, granted under our long-term incentive performance programs that are convertible into units and exchangeable for common stock. No securities had a material dilutive effect for the three months ended March 31, 2021 and 2020. We have not adjusted net income attributable to common stockholders and weighted average shares outstanding for income allocable to limited partners or units, respectively, as doing so would have no dilutive impact. We accrue dividends when they are declared. On March 30, 2021 Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2021 of $1.30 per share. At March 31, 2021, we accrued the first quarter dividend of $489.4 million, recorded in dividends payable in the accompanying consolidated balance sheet, which was paid in cash on April 23, 2021.

The Operating Partnership

	For the Three Months Ended March 31,	
	2021	**2020**
Net Income attributable to Unitholders — Basic and Diluted	**$ 510,085**	$ 504,263
Weighted Average Units Outstanding — Basic and Diluted	**375,836,653**	353,191,960

For the three months ended March 31, 2021, potentially dilutive securities include LTIP units. No securities had a material dilutive effect for the three months ended March 31, 2021 and 2020. We accrue distributions when they are declared. On March 30, 2021 Simon's Board of Directors declared a quarterly cash distribution for the first quarter of 2021 of $1.30 per unit. At March 31, 2021, we accrued the first quarter distribution of $489.4 million, recorded in distribution payable in the accompanying consolidated balance sheet, which was paid in cash on April 23, 2021.

6. Investment in Unconsolidated Entities and International Investments

Real Estate Joint Ventures and Investments

Joint ventures are common in the real estate industry. We use joint ventures to finance properties, develop new properties and diversify our risk in a particular property or portfolio of properties. As discussed in note 2, we held joint venture interests in 83 properties as of March 31, 2021.

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

We may provide financing to joint venture properties primarily in the form of interest bearing construction loans. As of March 31, 2021 and December 31, 2020, we had construction loans and other advances to these related parties totaling $88.2 million and $88.4 million, respectively, which are included in deferred costs and other assets in the accompanying consolidated balance sheets.

Unconsolidated Entity Transactions

On December 29, 2020, we completed the acquisition of an 80% noncontrolling ownership interest in TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Under the terms of the transaction, we, through the Operating Partnership, acquired all of Taubman Centers, Inc., or Taubman, common stock for $43.00 per share in cash. Total consideration for the acquisition, including the redemption of Taubman's $192.5 million 6.5% Series J Cumulative Preferred Shares and its $170.00 million 6.25% Series K Cumulative Preferred Shares, and the issuance of 955,705 Operating Partnership units, was approximately $3.5 billion. Our investment includes the 6.38% Series A Cumulative Redeemable Preferred Units for $362.5 million issued to us. The purchase price allocations are preliminary and subject to revision within the measurement period, not to exceed one year from the date of acquisition. Substantially all of our investment has preliminarily been determined to relate to investment property based on estimated fair values at the acquisition date. Our share of net (loss) income, net of amortization of our excess investment, was ($24.8 million) for the three months ended March 31, 2021. TRG's total revenue, operating income before other items and consolidated net income were approximately $135.4 million, $36.8 million, and $8.7 million, respectively, for the three months ended March 31, 2021.

On December 7, 2020, we and a group of co-investors acquired certain assets and liabilities of J.C. Penney, a department store retailer, out of bankruptcy. Our non-controlling interest in the venture is 41.67% and was acquired for cash consideration of $125.0 million. The purchase price allocations are preliminary and subject to revision within the measurement period, not to exceed one year from the date of acquisition.

On February 19, 2020, we and a group of co-investors acquired certain assets and liabilities of Forever 21, a retailer of apparel and accessories, out of bankruptcy. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. Our aggregate investment in the ventures was $67.6 million. In connection with the acquisition of our interest, the Forever 21 joint venture recorded a non-cash bargain purchase gain in the second quarter of 2020, of which our share was $35.0 million pre-tax. In the first quarter of 2021, we and our partner, ABG, each acquired additional 12.5% interests in the licensing and operations of Forever 21, our share of which was $56.3 million, bringing our respective interests to 50%. Subsequently, the Forever 21 operations were merged into the SPARC Group.

On September 15, 2016, we and a group of co-investors acquired certain assets and liabilities of Aéropostale, a retailer of apparel and accessories, out of bankruptcy, and subsequently renamed SPARC Group. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. In April 2018, we contributed our entire interest in the licensing venture in exchange for additional interests in ABG, a brand development, marketing, and entertainment company. In January 2020, we acquired additional interests of 5.05% and 1.37% in SPARC Group and ABG, respectively, for $6.7 million and $33.5 million, respectively. During the third quarter of 2020, SPARC Group acquired certain assets and operations of Brooks Brothers and Lucky Brands out of bankruptcy. At March 31, 2021, our noncontrolling equity method interests in the operations venture of SPARC Group and in ABG were 50.0% and 6.8%, respectively.

European Investments

At March 31, 2021, we owned 63,924,148 shares, or approximately 22.4%, of Klépierre, which had a quoted market price of $23.32 per share. Our share of net (loss) income, net of amortization of our excess investment, was ($7.8 million) and $7.3 million for the three months ended March 31, 2021 and 2020, respectively. Based on applicable Euro:USD exchange rates and after our conversion of Klépierre's results to GAAP, Klépierre's total revenues, operating income before other items and consolidated net (loss) income were approximately $277.8 million, $51.0 million and ($15.2 million), respectively, for the three months ended March 31, 2021 and $322.1 million, $83.8 million and $61.0 million, respectively, for the three months ended March 31, 2020.

We have an interest in a European investee that had interests in ten Designer Outlet properties as of March 31, 2021 and December 31, 2020, seven of which are consolidated by us as of March 31, 2021. As of March 31, 2021, our legal percentage ownership interests in these properties ranged from 45% to 94%.

On January 1, 2021 our European investee gained control of Ochtrup Designer Outlets as a result of the expiration of certain participating rights held by a venture partner. This resulted in the consolidation of the property, requiring a remeasurement of our previously held equity interest to fair value and the recognition of a non-cash gain of $3.7 million in earnings during the first quarter of 2021, which includes amounts reclassified from accumulated other comprehensive income (loss) related to the currency translation adjustment previously recorded on our investment. The gain is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income. The determination of the fair value consisted of Level 2 and 3 inputs and was predominately allocated to investment property.

In addition, we have a 50.0% noncontrolling interest in a European property management and development company that provides services to the Designer Outlet properties.

We also have minority interests in Value Retail PLC and affiliated entities, which own or have interests in and operate nine luxury outlets located throughout Europe and we also have a direct minority ownership in three of those outlets. At March 31, 2021 and December 31, 2020, the carrying value of these equity instruments without readily determinable fair values was $140.8 million and is included in deferred costs and other assets.

Asian Joint Ventures

We conduct our international Premium Outlet operations in Japan through a joint venture with Mitsubishi Estate Co., Ltd. We have a 40% noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was $213.0 million and $216.8 million as of March 31, 2021 and December 31, 2020, respectively, including all related components of accumulated other comprehensive income (loss). We conduct our international Premium Outlet operations in South Korea through a joint venture with Shinsegae International Co. We have a 50% noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was $188.7 million and $184.7 million as of March 31, 2021 and December 31, 2020, respectively, including all related components of accumulated other comprehensive income (loss).

(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated in millions or billions)

Summary Financial Information

A summary of the combined balance sheets and statements of operations of our equity method investments and share of income from such investments, excluding our investments in HBS, Klépierre, and TRG as well as our retailer investments in ABG, J.C. Penney, RGG and SPARC Group, follows.

COMBINED BALANCE SHEETS

	March 31, 2021	December 31, 2020
Assets:		
Investment properties, at cost	**$ 19,868,597**	$ 20,079,476
Less - accumulated depreciation	**7,986,377**	8,003,863
	11,882,220	12,075,613
Cash and cash equivalents	**1,295,486**	1,169,422
Tenant receivables and accrued revenue, net	**621,516**	749,231
Right-of-use assets, net	**172,089**	185,598
Deferred costs and other assets	**383,197**	380,087
Total assets	**$ 14,354,508**	$ 14,559,951
Liabilities and Partners' Deficit:		
Mortgages	**$ 15,462,903**	$ 15,569,485
Accounts payable, accrued expenses, intangibles, and deferred revenue	**892,461**	969,242
Lease liabilities	**175,427**	188,863
Other liabilities	**404,662**	426,321
Total liabilities	**16,935,453**	17,153,911
Preferred units	**67,450**	67,450
Partners' deficit	**(2,648,395)**	(2,661,410)
Total liabilities and partners' deficit	**$ 14,354,508**	$ 14,559,951
Our Share of:		
Partners' deficit	**$ (1,135,196)**	$ (1,130,713)
Add: Excess Investment	**1,332,392**	1,399,757
Our net Investment in unconsolidated entities, at equity	**$ 197,196**	$ 269,044

"Excess Investment" represents the unamortized difference of our investment over our share of the equity in the underlying net assets of the joint ventures or other investments acquired and has been determined to relate to the fair value of the investment properties, intangible assets, including goodwill, and debt premiums and discounts. We amortize excess investment over the life of the related depreciable components of assets acquired, typically no greater than 40 years, the terms of the applicable leases, the estimated useful lives of the finite lived intangibles, and the applicable debt maturity, respectively. The amortization is included in the reported amount of income from unconsolidated entities.

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

COMBINED STATEMENTS OF OPERATIONS

	For the Three Months Ended March 31,	
	2021	**2020**
REVENUE:		
Lease income	**$ 652,754**	$ 743,849
Other income	**72,599**	74,515
Total revenue	**725,353**	818,364
OPERATING EXPENSES:		
Property operating	**133,037**	147,030
Depreciation and amortization	**171,154**	171,479
Real estate taxes	**68,897**	68,390
Repairs and maintenance	**19,046**	19,615
Advertising and promotion	**19,444**	22,753
Other	**31,988**	50,229
Total operating expenses	**443,566**	479,496
Operating Income Before Other Items	**281,787**	338,868
Interest expense	**(146,196)**	(156,640)
Net Income	**$ 135,591**	$ 182,228
Third-Party Investors' Share of Net Income	**$ 68,141**	$ 92,859
Our Share of Net Income	**67,450**	89,369
Amortization of Excess Investment	**(19,327)**	(20,840)
Income from Unconsolidated Entities	**$ 48,123**	$ 68,529

Our share of income from unconsolidated entities in the above table, aggregated with our share of results from our investments in HBS, Klépierre, and TRG as well as our retailer investments, is presented in income from unconsolidated entities in the accompanying consolidated statements of operations and comprehensive income. Unless otherwise noted, our share of the gain on acquisition of controlling interest, sale or disposal of assets and interests in unconsolidated entities, net is reflected within (loss) gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income.

7. Debt

Unsecured Debt

At March 31, 2021, our unsecured debt consisted of $18.8 billion of senior unsecured notes of the Operating Partnership, $125.0 million outstanding under the Operating Partnership's $4.0 billion unsecured revolving credit facility, or Credit Facility, and $500.0 million outstanding under the Operating Partnership's global unsecured commercial paper note program, or Commercial Paper program.

The Credit Facility also included an additional single, delayed-draw $2.0 billion term loan facility, or Term Facility, which the Operating Partnership drew on December 15, 2020.

At March 31, 2021, we had an aggregate available borrowing capacity of $6.9 billion under the Credit Facility and the Operating Partnership's $3.5 billion unsecured revolving credit facility, or Supplemental Facility, and together with the Credit Facility, the Credit Facilities. The maximum aggregate outstanding balance under the Credit Facilities and the Term Facility, during the three months ended March 31, 2021 was $2.1 billion and the weighted average outstanding balance was $1.5 billion. Letters of credit of $12.4 million were outstanding under the Credit Facilities as of March 31, 2021.

The Credit Facility can be increased in the form of additional commitments under the Credit Facility in an aggregate amount not to exceed $1.0 billion, for a total aggregate size of $5.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 95% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2024. The Credit Facility can be extended for two additional six-month periods to June 30, 2025, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at the Operating Partnership's election, at either (i) LIBOR plus a margin determined by the Operating Partnership's corporate credit rating of between 0.65% and 1.40% or (ii) the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.50% or LIBOR plus 1.00%) (the "Base Rate"), plus a margin determined by the Operating Partnership's corporate credit rating of between 0.00% and 0.40%. The Credit Facility includes a facility fee determined by the Operating Partnership's corporate credit rating of between 0.10% and 0.30% on the aggregate revolving commitments under the Credit Facility. The Credit Facility contains a money market competitive bid option program that allows the Operating Partnership to hold auctions to achieve lower pricing for short-term borrowings.

The Supplemental Facility's initial borrowing capacity of $3.5 billion may be increased to $4.5 billion during its term and provides for borrowings denominated in U.S. dollars, Euro, Yen, Sterling, Canadian dollars and Australian dollars. The initial maturity date of the Supplemental Facility is June 30, 2022 and can be extended for an additional year to June 30, 2023 at our sole option, subject to our continued compliance with the terms thereof. The base interest rate on the Supplemental Facility is LIBOR plus 77.5 basis points with a facility fee of 10 basis points.

The Operating Partnership also has available a Commercial Paper program of $2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes are sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities and if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On March 31, 2021, we had $500.0 million outstanding under the Commercial Paper program, fully comprised of U.S. dollar-denominated notes with a weighted average interest rate of 0.22%. These borrowings have a weighted average maturity date of May 28, 2021 and reduce amounts otherwise available under the Credit Facilities.

On January 21, 2021, the Operating Partnership completed the issuance of the following senior unsecured notes: $800 million with a fixed interest rate of 1.75%, and $700 million with a fixed interest rate of 2.20%, with maturity dates of February 2028 and 2031, respectively.

On January 27, 2021, the Operating Partnership completed the optional redemption of its $550 million 2.50% notes due on July 15, 2021, including the make-whole amount of $3.0 million which is included in loss on extinguishment of debt in the accompanying consolidated statement of operations and comprehensive income. Further, on February 2, 2021, the Operating Partnership repaid $750 million under the Term Facility.

On March 19, 2021, the Operating Partnership completed the issuance of €750 million ($893.0 million U.S. dollar equivalent as of the issuance date) of senior unsecured notes at a fixed rate of 1.125% with a maturity date of March 19, 2033. Further, on March 23, 2021, the Operating Partnership repaid the remaining $1.25 billion under the Term Facility reducing it to zero.

Mortgage Debt

Total mortgage indebtedness was $6.8 billion and $7.0 billion at March 31, 2021 and December 31, 2020, respectively.

Covenants

Our unsecured debt agreements contain financial covenants and other non-financial covenants. The Facilities contain ongoing covenants relating to total and secured leverage to capitalization value, minimum earnings before interest, taxes, depreciation, and amortization, or EBITDA, and unencumbered EBITDA coverage requirements. Payment under the Facilities can be accelerated if the Operating Partnership or Simon is subject to bankruptcy proceedings or upon the occurrence of certain other events. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of March 31, 2021, we were in compliance with all covenants of our unsecured debt.

At March 31, 2021, our consolidated subsidiaries were the borrowers under 46 non-recourse mortgage notes secured by mortgages on 49 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At March 31, 2021, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

Fair Value of Debt

The carrying value of our variable-rate mortgages and other loans approximates their fair values. We estimate the fair values of consolidated fixed rate mortgages using cash flows discounted at current borrowing rates and other indebtedness using cash flows discounted at current market rates. We estimate the fair values of consolidated fixed rate unsecured notes using quoted market prices, or, if no quoted market prices are available, we use quoted market prices for securities with similar terms and maturities. The book value of our consolidated fixed rate mortgages and unsecured indebtedness including commercial paper was $24.9 billion and $23.4 billion as of March 31, 2021 and December 31, 2020, respectively. The fair values of these financial instruments and the related discount rate assumptions as of March 31, 2021 and December 31, 2020 are summarized as follows:

	March 31, 2021	December 31, 2020
Fair value of consolidated fixed rate mortgages and unsecured indebtedness (in millions)	**$ 25,917**	$ 25,327
Weighted average discount rates assumed in calculation of fair value for fixed rate mortgages	**2.85 %**	2.41 %
Weighted average discount rates assumed in calculation of fair value for unsecured indebtedness	**3.28 %**	2.63 %

8. Equity

During the three months ended March 31, 2021, the Operating Partnership redeemed 316 units from a limited partner for $0.04 million. This transaction increased Simon's ownership interest in the Operating Partnership.

On February 11, 2019, Simon's Board of Directors authorized a common stock repurchase plan. Under the plan, Simon was authorized to repurchase up to $2.0 billion of its common stock during the two-year period ending February 11, 2021 in the open market or in privately negotiated transactions as market conditions warrant. During the three months ended March 31, 2020, Simon purchased 1,245,654 shares at an average price of $122.50 per share. As Simon repurchased shares under the program, the Operating Partnership repurchased an equal number of units from Simon.

We paid a common stock dividend of $1.30 per share in the first quarter of 2021 and $2.10 per share for the three months ended March 31, 2020. The Operating Partnership paid distributions per unit for the same amounts. On March 30, 2021, Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2021 of $1.30 per share, payable on April 23, 2021 to shareholders of record on April 9, 2021. The distribution rate on units is equal to the dividend rate on common stock.

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

Temporary Equity

Simon

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

Limited Partners' Preferred Interest in the Operating Partnership and Noncontrolling Redeemable Interests in Properties. The redemption features of the preferred units in the Operating Partnership contain provisions which could require the Operating Partnership to settle the redemption in cash. As a result, this series of preferred units in the Operating Partnership remains classified outside permanent equity. The remaining interests in a property or portfolio of properties which are redeemable at the option of the holder or in circumstances that may be outside Simon's control are accounted for as temporary equity. The carrying amount of the noncontrolling interest is adjusted to the redemption amount assuming the instrument is redeemable at the balance sheet date. Changes in the redemption value of the underlying noncontrolling interest are recorded within accumulated deficit in the consolidated statements of equity in issuance of unit equivalents and other. There were no noncontrolling interests redeemable at amounts in excess of fair value as of March 31, 2021 and December 31, 2020. The following table summarizes the preferred units in the Operating Partnership and the amount of the noncontrolling redeemable interests in properties as follows:

	As of March 31, 2021	As of December 31, 2020
7.50% Cumulative Redeemable Preferred Units, 260,000 units authorized, 255,373 issued and outstanding	**$ 25,537**	$ 25,537
Other noncontrolling redeemable interests	**486,161**	160,355
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties	**$ 511,698**	$ 185,892

Refer to Note 3 for discussion of the noncontrolling redeemable interest related to the SPAC.

The Operating Partnership

The Operating Partnership classifies as temporary equity those securities for which there is the possibility that the Operating Partnership could be required to redeem the security for cash, irrespective of the probability of such a possibility. As a result, the Operating Partnership classifies one series of preferred units and noncontrolling redeemable interests in properties in temporary equity. The following table summarizes the preferred units and the amount of the noncontrolling redeemable interests in properties as follows:

	As of March 31, 2021	As of December 31, 2020
7.50% Cumulative Redeemable Preferred Units, 260,000 units authorized, 255,373 issued and outstanding	**$ 25,537**	$ 25,537
Other noncontrolling redeemable interests	**486,161**	160,355
Total preferred units, at liquidation value, and noncontrolling redeemable interests in properties	**$ 511,698**	$ 185,892

Refer to Note 3 for discussion of the noncontrolling redeemable interest related to the SPAC.

Stock Based Compensation

Our long-term incentive compensation awards under our stock based compensation plans primarily take the form of LTIP units, restricted stock grants, and restricted stock units. These awards are either market or performance-based, and are based on various individual, corporate and business unit performance measures as further described below. The expense related to these programs, net of amounts capitalized, is included within home and regional office costs and general and administrative costs in the accompanying statements of operations and comprehensive income. In the first quarter of 2021, the Compensation Committee established and made awards under a 2021 Long-Term Incentive Program, or 2021 LTI Program. Awards under the 2021 LTI Program, took the form of LTIP units and restricted stock units as further discussed below.

LTIP Programs. The Compensation Committee has approved long-term, performance based incentive compensation programs, or the LTIP programs, for certain senior employees. Awards under the LTIP programs take the form of LTIP units, a form of limited partnership interest issued by the Operating Partnership, which are subject to the participant maintaining employment with us through certain dates and other conditions as described in the applicable award agreements. Awarded LTIP units not earned in accordance with the conditions set forth in the applicable award agreements are forfeited. Earned and fully vested LTIP units are equivalent to units of the Operating Partnership. During the performance period, participants are entitled to receive distributions on the LTIP units awarded to them equal to 10% of the regular quarterly distributions paid on a unit of the Operating Partnership. As a result, we account for these LTIP units as participating securities under the two-class method of computing earnings per share.

In 2018, the Compensation Committee established and granted awards under a redesigned LTIP program, or the 2018 LTIP program. Awards under the 2018 LTIP program were granted in two tranches, Tranche A LTIP units and Tranche B LTIP units. Each of the Tranche A LTIP units and the Tranche B LTIP units will be considered earned if, and only to the extent to which, the respective goals based on Funds From Operations, or FFO, per share or Relative TSR Goal performance criteria, as defined in the applicable award agreements, are achieved during the applicable two-year and three-year performance periods of the Tranche A LTIP units and Tranche B LTIP units, respectively. One half of the earned Tranche A LTIP units will vest on January 1, 2021 with the other one-half vesting on January 1, 2022. All of the earned Tranche B LTIP units will vest on January 1, 2022.

The grant date fair value of the portion of the LTIP units based on achieving the target FFO performance criteria is $6.1 million for the Tranche A LTIP units and the Tranche B LTIP units, for a total of $12.1 million. The 2018 LTIP program provides that the value of the FFO-based award may be adjusted up or down based on the Company’s performance compared to the target FFO performance criteria and has a maximum potential fair value of $18.2 million.

In 2021 and 2019, the Compensation Committee established and granted awards under a redesigned LTIP program, or the 2021 LTIP program and the 2019 LTIP program, respectively. Awards under these programs will be considered earned if, and only to the extent to which, the respective performance conditions (based on Funds From Operations, or FFO, per share, and Objective Criteria Goals) and market conditions (based on Relative or absolute TSR performance), as defined in the applicable award agreements, are achieved during the applicable three-year measurement period, subject to the recipient’s continued employment through the applicable vesting dates. Any units determined to be earned LTIP units under the 2021 LTIP program will vest on January 1, 2025 and any units determined to be earned LTIP units under the 2019 LTIP program will vest on January 1, 2023. The 2021 LTIP program provides that the amount earned related to the performance-based portion of the awards is dependent on Simon’s FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of $18.4 million. The 2019 LTIP program provides that the amount earned related to the performance-based portion of the awards is dependent on Simon’s FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at issuance of $22.1 million.

The grant date fair values of any LTIP units for market-based awards are estimated using a Monte Carlo model, and the resulting fixed expense is recorded regardless of whether the market condition criteria are achieved if the required service is delivered. The grant date fair values of the market-based awards are being amortized into expense over the period from the grant date to the date at which the awards, if earned, would become vested. The expense of the performance-based award is recorded over the period from the grant date to the date at which the awards, if earned, would become vested, based on our assessment as to whether it is probable that the performance criteria will be achieved during the applicable performance periods.

(Dollars in thousands, except share, per share, unit and per unit amounts and where indicated in millions or billions)

The Compensation Committee approved LTIP unit grants as shown in the table below. The extent to which LTIP units were earned, and the aggregate grant date fair value, are as follows:

LTIP Program	LTIP Units Earned	Grant Date Fair Value of TSR Award	Grant Date Target Value of Performance-Based Awards
2018 LTIP program - Tranche A	38,148	$6.1 million	$6.1 million
2018 LTIP program - Tranche B	-	$6.1 million	$6.1 million
2019 LTIP program	To be determined in 2022	$9.5 million	$14.7 million
2021 LTIP program	To be determined in 2024	$5.7 million	$12.2 million

We recorded compensation expense, net of capitalization, related to these LTIP programs of approximately $2.6 million and $4.2 million for the three months ended March 31, 2021 and 2020, respectively.

Restricted Stock and Restricted Stock Units. The Compensation Committee awarded 25,715 shares of restricted stock to employees on April 1, 2021 at a weighted-average fair market value of $113.77 per share. The grant date fair value of the employee restricted stock awards is being recognized as expense over the three-year vesting service period. In accordance with the Operating Partnership's partnership agreement, the Operating Partnership issued an equal number of units to Simon that are subject to the same vesting conditions as the restricted stock. During the first quarter of 2021, as part of the 2021 LTI Program the Compensation Committee established a grant of 37,976 time-based restricted stock units under the 2019 Plan at a weighted average fair market value of $112.92 per share. These awards will vest, subject to the grantee's continued service, on March 1, 2024. The $4.3 million grant date fair value of the awards is being recognized as expense over the three-year vesting service period. In accordance with the Operating Partnership's partnership agreement, the Operating Partnership issued an equal number of units to Simon that are subject to the same vesting conditions as the restricted stock.

During 2020, the Compensation Committee established a one-time grant of 312,263 time-based restricted stock units under the 2019 Plan at a weighted average fair market value of $84.37 per share. These awards will vest, subject to the grantee's continued service on each applicable vesting date, in one-third increments on January 1, 2022, January 1, 2023, and January 1, 2024. The grant date fair value of the awards of $26.3 million is being recognized as expense over the three-year vesting service period.

We recorded compensation expense, net of capitalization, related to restricted stock and restricted stock units of approximately $3.9 million and $3.0 million for the three months ended March 31, 2021 and 2020, respectively.

9. Lease Income

Fixed lease income under our operating leases includes fixed minimum lease consideration and fixed common area maintenance, or CAM, reimbursements recorded on a straight-line basis. Variable lease income includes consideration based on sales, as well as reimbursements for real estate taxes, utilities, marketing, and certain other items including negative variable lease income as discussed below.

	For the Three Months Ended March 31,	
	2021	**2020**
Fixed lease income	**$ 937,489**	$ 1,054,956
Variable lease income	**207,569**	207,276
Total lease income.	**$ 1,145,058**	$ 1,262,232

Tenant receivables and accrued revenue in the accompanying consolidated balance sheets includes straight-line receivables of $589.4 million and $597.6 million at March 31, 2021 and December 31, 2020, respectively.

In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of COVID-19 on the application of lease modification guidance in Accounting Standards Codification (ASC) 842, “Leases.” The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. We have elected to generally account for rent abatements as negative variable lease consideration in the period granted, or in the period we determine we expect to grant an abatement. Further abatements granted in the future will reduce lease income in the period we grant, or determine we expect to grant, an abatement.

We have agreed to deferral or abatement arrangements with a number of our tenants as a result of the COVID-19 pandemic. Discussions with our tenants are ongoing and may result in further rent deferrals, lease amendments, abatements and/or lease terminations, as we deem appropriate on a case-by-case basis based on each tenant's unique financial and operating situation. In addition, uncollected rent due from certain of our tenants is subject to ongoing litigation, the outcome of which may affect our ability to collect in full the associated outstanding receivable balances.

In connection with rent deferrals or other accruals of unpaid rent payments, if we determine that rent payments are probable of collection, we will continue to recognize lease income on a straight-line basis over the lease term along with associated tenant receivables. However, if we determine that such deferred rent payments or other accrued but unpaid rent payments are not probable of collection, lease income will be recorded on the cash basis, with the corresponding tenant receivable and deferred rent receivable balances charged as a direct write-off against lease income in the period of the change in our collectability determination. Additionally, our assessment of collectability incorporates information regarding a tenant’s financial condition that is obtained from available financial data, the expected outcome of contractual disputes and other matters, and our communications and negotiations with the tenant.

When a tenant seeks to reorganize its operations through bankruptcy proceedings, we assess the collectability of receivable balances. Our ongoing assessment incorporates, among other things, the timing of a tenant’s bankruptcy filing and our expectations of the assumptions by the tenant in bankruptcy proceedings of leases at the Company’s properties on substantially similar terms.

10. Commitments and Contingencies

Litigation

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

Lease Commitments

As of March 31, 2021, a total of 23 of our consolidated properties are subject to ground leases. The termination dates of these ground leases range from 2021 to 2090, including periods for which exercising an extension option is reasonably assured. These ground leases generally require us to make fixed annual rental payments, or a fixed annual rental payment plus a percentage rent component based upon the revenues or total sales of the property. In addition, we have several regional office locations that are subject to leases with termination dates ranging from 2021 to 2028. These office leases generally require us to make fixed annual rental payments plus pay our share of common area, real estate taxes, and utility expenses. Some of our ground and office leases include escalation clauses. All of our lease arrangements are classified as operating leases. We incurred ground lease expense and office lease expense, which are included in other expense and home office and regional expense, respectively, as follows:

(Dollars in thousands, except share, per share, unit and per unit amounts
and where indicated in millions or billions)

	For the Three Months Ended March 31, 2021	For the Three Months Ended March 31, 2020
Operating Lease Cost		
Fixed lease cost	$ 8,118	$ 8,009
Variable lease cost	4,078	3,940
Sublease income	(186)	(186)
Total operating lease cost	**$ 12,010**	**$ 11,763**

	For the Three Months Ended March 31, 2021	For the Three Months Ended March 31, 2020
Other Information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 12,166	$ 11,923
Weighted-average remaining lease term - operating leases	34.2 years	35.1 years
Weighted-average discount rate - operating leases	4.87%	4.86%

Minimum lease payments due under these leases for years ending December 31, excluding applicable extension options and renewal options unless reasonably certain of exercise and any sublease income, are as follows:

2021	$ 32,131
2022	32,838
2023	32,979
2024	33,114
2025	33,124
Thereafter	888,217
	$ 1,052,403
Impact of discounting	(539,052)
Operating lease liabilities	$ 513,351

Guarantees of Indebtedness

Joint venture debt is the liability of the joint venture and is typically secured by the joint venture property, which is non-recourse to us. As of March 31, 2021 and December 31, 2020, the Operating Partnership guaranteed joint venture related mortgage indebtedness of $225.0 million and $219.2 million, respectively. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount.

Concentration of Credit Risk

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

Hurricane Impacts

During the third quarter of 2020, one of our properties located in Texas experienced property damage and business interruption as a result of Hurricane Hanna. We wrote-off assets of approximately $9.6 million, and recorded an insurance recovery receivable, and have received $14.3 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable.

During the third quarter of 2020, one of our properties located in Louisiana experienced property damage and business interruption as a result of Hurricane Laura. We wrote-off assets of approximately $11.1 million and recorded an insurance recovery receivable, and have received $27.0 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable.

COVID-19

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus, or COVID-19, a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 pandemic has had a material negative impact on economic and market conditions around the world, and, notwithstanding the fact that vaccines have started to be administered in the United States and elsewhere, the pandemic continues to adversely impact economic activity in retail real estate. The impact of the COVID-19 pandemic continues to evolve and governments and other authorities, including where we own or hold interests in properties, have imposed measures intended to control its spread, including restrictions on freedom of movement, group gatherings and business operations such as travel bans, border closings, business closures, quarantines, stay-at-home, shelter-in-place orders, density limitations and social distancing measures. As a result of the COVID-19 pandemic and these measures, the Company has experienced and may continue to experience material impacts including changes in the ability to recognize revenue due to changes in our assessment of the probability of collection of lease income and asset impairment charges as a result of changing cash flows generated by our properties.

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

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in this report.

Overview

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns all of our real estate properties and other assets. According to the Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of March 31, 2021, we owned or held an interest in 202 income-producing properties in the United States, which consisted of 98 malls, 69 Premium Outlets, 14 Mills, four lifestyle centers, and 17 other retail properties in 37 states and Puerto Rico. We also own an 80% noncontrolling interest in the Taubman Realty Group, LLC, or TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. In addition, we have redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants, underway at properties in the United States, Canada, Asia and Europe. Internationally, as of March 31, 2021, we had ownership in 31 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. We also have two international outlet properties under development. As of March 31, 2021, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company which owns, or has an interest in, shopping centers located in 15 countries in Europe.

We generate the majority of our lease income from retail tenants including consideration received from:

- fixed minimum lease consideration and fixed common area maintenance (CAM) reimbursements, and
- variable lease consideration primarily based on tenants' sales, as well as reimbursements for real estate taxes, utilities, marketing and certain other items.

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

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

- attracting and retaining high quality tenants and utilizing economies of scale to reduce operating expenses,
- expanding and re-tenanting existing highly productive locations at competitive rental rates,
- selectively acquiring or increasing our interests in high quality real estate assets or portfolios of assets,
- generating consumer traffic in our retail properties through marketing initiatives and strategic corporate alliances, and
- selling selective non-core assets.

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

- establishing our malls as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including payment systems (such as handling fees relating to the sales of bank-issued prepaid cards), national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,
- offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,
- selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and
- generating interest income on cash deposits and investments in loans, including those made to related entities.

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

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

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

- provide the capital necessary to fund growth,
- maintain sufficient flexibility to access capital in many forms, both public and private, and
- manage our overall financial structure in a fashion that preserves our investment grade credit ratings.

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

COVID-19

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus, or COVID-19, a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 pandemic has had a material negative impact on economic and market conditions around the world, and, notwithstanding the fact that vaccines have started to be administered in the United States and elsewhere, the pandemic continues to adversely impact economic activity in retail real estate. The impact of the COVID-19 pandemic continues to evolve and governments and other authorities, including where we own or hold interests in properties, have imposed measures intended to control its spread, including restrictions on freedom of movement, group gatherings and business operations such as travel bans, border closings, business closures, quarantines, stay-at-home, shelter-in-place orders, capacity limitations and social distancing measures. As a result of the COVID-19 pandemic and these measures, the Company has experienced and may continue to experience material impacts including changes in the ability to recognize revenue due to changes in our assessment of the probability of collection of lease income and asset impairment charges as a result of changing cash flows generated by our properties. Due to certain restrictive governmental orders placed on us, our domestic portfolio lost approximately 13,500 shopping days in 2020.

As we developed and implemented our response to the impact of the COVID-19 pandemic and restriction intended to prevent its spread on our business, our primary focus has been on the health and safety of our employees, our shoppers and the communities in which we serve. We implemented a series of actions to reduce costs and increase liquidity in light of the economic impacts of the pandemic, including significantly reducing all non-essential corporate spending, significantly reducing property operating expenses, including discretionary marketing spend, implementing a temporary furlough of certain corporate and field employees due to the closure of the Company's U.S. properties as a result of restrictive governmental orders; reducing certain corporate and field personnel and implementing a temporary freeze on company hiring efforts, and suspending certain redevelopment and new development projects.

Results Overview

Diluted earnings per share and diluted earnings per unit decreased $0.07 during the first three months of 2021 to $1.36 from $1.43 for the same period last year. The decrease in diluted earnings per share and diluted earnings per unit was primarily attributable to:

- decreased consolidated lease income of $117.2 million, or $0.31 per diluted share/unit, comprised of decreased fixed lease income of $117.5 million and increased variable lease income of $0.3 million, which was primarily due to COVID-19 disruption,
- decreased income from unconsolidated entities of $35.4 million, or $0.09 per diluted share/unit, primarily due to amortization of our excess investment in TRG and the impact of COVID-19 disruption on our domestic and international operations, partially offset by favorable year-over-year operations from retailer investments, and
- increased interest expense in 2021 of $14.4 million, or $0.04 per diluted share/unit, partially offset by
- increased other income of $7.6 million, or $0.02 per diluted share/unit, primarily due to an increase in lease settlement income of $35.0 million, or $0.09 per diluted share/unit, partially offset by a decrease in Simon Brand Venture and gift card revenues of $13.5 million, or $0.04 per diluted share/unit,

- a 2021 gain on acquisitions and disposals of $93.1 million, or $0.25 per diluted share/unit, related to the disposition of our interest in one property of $89.3 million, or $0.24 per diluted share/unit, and a non-cash gain on the consolidation of one property of $3.7 million, or $0.01 per diluted share/unit,
- an unrealized favorable change in fair value of equity instruments of $15.8 million, or $0.04 per diluted share/unit, and
- decreased consolidated total operating expenses of $63.2 million, or $0.17 per diluted share/unit, primarily related to cost reduction efforts.

Portfolio NOI increased 4.0% for the three month period in 2021 over the prior year period primarily as a result of the acquisition of our interest in TRG. Excluding the impact of TRG, portfolio NOI decreased 8.4% compared to the prior year. Average base minimum rent for U.S. Malls and Premium Outlets increased 0.6% to $56.07 psf as of March 31, 2021, from $55.76 psf as of March 31, 2020. Leasing spreads in our U.S. Malls and Premium Outlets decreased to an open/close leasing spread (based on total tenant payments — base minimum rent plus common area maintenance) of $9.46 psf ($60.10 openings compared to $69.56 closings) as of March 31, 2021, representing a 13.6% decrease compared to March 31, 2020. The Opening Rate does not include any estimates for variable lease income based on sales. Ending occupancy for our U.S. Malls and Premium Outlets decreased 3.2% to 90.8% as of March 31, 2021, from 94.0% as of March 31, 2020, primarily due to 2020 tenant bankruptcy activity, partially offset by leasing activity.

Our effective overall borrowing rate at March 31, 2021 on our consolidated indebtedness increased 9 basis points to 3.04% as compared to 2.95% at March 31, 2020. This increase was primarily due to an increase in the effective overall borrowing rate on variable rate debt of 34 basis points (2.03% at March 31, 2021 as compared to 1.69% at March 31, 2020), partially offset by a decrease in the effective overall borrowing rate on fixed rate debt of 13 basis points (3.36% at March 31, 2021 as compared to 3.49% at March 31, 2020). The weighted average years to maturity of our consolidated indebtedness was 7.9 years and 7.3 years at March 31, 2021 and December 31, 2020, respectively.

Our financing activity for the three months ended March 31, 2021 included:

- decreasing our borrowings under the Operating Partnership's global unsecured commercial paper note program, or the Commercial Paper program, by $123.0 million,
- completing, on January 21, 2021, the issuance by the Operating Partnership of the following senior unsecured notes: $800 million with a fixed interest rate of 1.75%, $700 million with a fixed interest rate of 2.20%, with maturity dates of February 2028 and 2031, respectively. Proceeds from the unsecured notes offering funded the optional redemption at par of the Operating Partnership's $550 million 2.50% notes due July 15, 2021, including the make-whole amount on January 27, 2021 and repaid $750.0 million of the indebtedness under the Operating Partnership's $2.0 billion delayed-draw term loan facility, or Term Facility, which was a feature of, and in addition to, the Operating Partnership's $4.0 billion unsecured revolving credit facility, or Credit Facility, as discussed below.
- completing, on March 19, 2021, the issuance of €750 million ($893.0 million U.S. dollar equivalent as of the issuance date) of senior unsecured notes at a fixed rate of 1.125% with a maturity date of March 19, 2033. Proceeds from the unsecured notes offering funded the repayment of the indebtedness under the Term Facility, as discussed below.
- on March 23, 2021, repaying the remaining $1.25 billion outstanding under the Term Facility, reducing the Term Facility balance to zero.

United States Portfolio Data

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

The following table sets forth these key operating statistics for the combined U.S. Malls and Premium Outlets:

- properties that are consolidated in our consolidated financial statements,
- properties we account for under the equity method of accounting as joint ventures, and
- the foregoing two categories of properties on a total portfolio basis.

	March 31, 2021	March 31, 2020	%/Basis Points Change (1)
U.S. Malls and Premium Outlets:			
Ending Occupancy			
Consolidated	90.9%	94.0%	-310 bps
Unconsolidated	90.5%	94.1%	-360 bps
Total Portfolio	90.8%	94.0%	-320 bps
Average Base Minimum Rent per Square Foot			
Consolidated	$ 54.25	$ 53.86	0.7%
Unconsolidated	$ 61.26	$ 61.17	0.1%
Total Portfolio	$ 56.07	$ 55.76	0.6%
The Mills:			
Ending Occupancy	95.8%	96.3%	-50 bps
Average Base Minimum Rent per Square Foot	$ 33.60	$ 33.80	-0.6%

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

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

Total Reported Sales per Square Foot. Given all of our U.S. retail properties were closed for a portion of the prior year due to the COVID-19 pandemic, we are not presenting reported retail tenant sales per square foot as we do not believe the trends for the period are indicative of future operating results.

Current Leasing Activities

During the three months ended March 31, 2021, we signed 151 new leases and 406 renewal leases (excluding mall anchors and majors, new development, redevelopment and leases with terms of one year or less) with a fixed minimum rent across our U.S. Malls and Premium Outlets portfolio, comprising approximately 2.2 million square feet, of which 1.8 million square feet related to consolidated properties. During the comparable period in 2020, we signed 195 new leases and 449 renewal leases with a fixed minimum rent, comprising approximately 2.4 million square feet, of which 1.7 million square feet related to consolidated properties. The average annual initial base minimum rent for new leases was $67.66 per square foot in 2021 and $59.13 per square foot in 2020 with an average tenant allowance on new leases of $70.03 per square foot and $53.09 per square foot, respectively.

Japan Data

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

	March 31, 2021	March 31, 2020	%/Basis Points Change
Ending Occupancy	**99.5 %**	99.4 %	+10 bps
Average Base Minimum Rent per Square Foot	**¥ 5,479**	¥ 5,307	3.23 %

Results of Operations

The following acquisitions and dispositions of consolidated properties affected our consolidated results in the comparative periods:

- During the first quarter of 2021, we disposed of one consolidated retail property.
- During the first quarter of 2021, we consolidated one Designer Outlet property in Europe that had previously been accounted for under the equity method.
- During the fourth quarter of 2020, we disposed of one consolidated retail property.

The following acquisitions and openings of equity method investments and properties affected our income from unconsolidated entities in the comparative periods:

- In the first quarter of 2021, we and our partner, ABG, both acquired additional 12.5% interests in the licensing and operations of Forever 21 for $56.3 million bringing our interest to 50%. Subsequently the Forever 21 operations were merged into SPARC Group.
- On December 29, 2020, we completed the acquisition of an 80% ownership interest in TRG.
- On December 7, 2020, we and a group of co-investors acquired certain assets and liabilities of J.C. Penney, a department store retailer, out of bankruptcy. Our interest in the venture is 41.67%.
- On June 23, 2020, we opened Siam Premium Outlets Bangkok, a 264,000 square foot center in Bangkok, Thailand. We own a 50% interest in this center.
- On February 19, 2020, we and a group of co-investors acquired certain assets and liabilities of Forever 21, a retailer of apparel and accessories, out of bankruptcy. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. Our noncontrolling interest in each of the retail operations venture and in the licensing venture is 37.5%.
- On February 13, 2020, through our European investee, we opened Malaga Designer Outlets, a 191,000 square foot center in Malaga, Spain. We own a 46% interest in this center.
- In January 2020, we acquired additional interests of 5.05% and 1.37% in SPARC Group, formerly known as Aéropostale and Authentic Brands Groups, LLC, or ABG, respectively, for $6.7 million and $33.5 million, respectively.

For the purposes of the following comparison between the three months ended March 31, 2021 and 2020, the above transactions are referred to as the property transactions. In the following discussions of our results of operations, “comparable” refers to properties we owned or held interests in and operated in both of the periods under comparison.

Three months ended March 31, 2021 vs. Three months ended March 31, 2020

Lease income decreased $117.2 million, of which the property transactions accounted for $3.2 million of the decrease. Comparable lease income decreased $114.0 million, or 9.0%. Total lease income decreased primarily due to decreases in fixed minimum lease and CAM consideration recorded on a straight-line basis of $117.5 million, partially offset by an increase in variable lease income of $0.3 million.

Total other income increased $7.6 million, primarily due to an increase in lease settlement income of $35.0 million, partially offset by a $13.5 million decrease related to Simon Brand Venture and gift card revenues, a $6.5 million decrease in interest, dividend and other income, a $4.5 million decrease related to land sale activity in 2020, and a $1.1 million decrease related to business interruption proceeds received in 2020 in connection with our two Puerto Rico properties as a result of hurricane damages.

Property operating expenses decreased $19.0 million primarily due to the COVID-19 pandemic and the effect of the on-going restrictions intended to prevent its spread and cost reduction efforts, as previously discussed.

Home and regional office costs decreased $18.4 million due to a reduction in personnel, compensation expense and non-essential corporate spending.

Interest expense increased $14.4 million primarily related to interest on the 2021 and 2020 unsecured notes issuances.

During 2021, we recorded a loss on extinguishment of debt of $3.0 million as a result of the early redemption of unsecured notes.

Income from unconsolidated entities decreased $35.4 million primarily due to amortization of our excess investment in TRG and unfavorable domestic and international operations, both of which were impacted by COVID-19 disruption, partially offset by favorable results of operations from our retailer investments.

During 2021, we recorded a gain of $93.1 million related to the disposition of one consolidated property and the impact from the consolidation of one property that was previously unconsolidated. During 2020, we recorded a $1.0 million gain related to the disposition of a shopping center by one of our joint venture investments.

Simon’s net income attributable to noncontrolling interests decreased $3.2 million due to a decrease in the net income of the Operating Partnership.

Liquidity and Capital Resources

Because we own long-lived income-producing assets, our financing strategy relies primarily on long-term fixed rate debt. Floating rate debt comprised 4.6% of our total consolidated debt at March 31, 2021. We also enter into interest rate protection agreements from time to time to manage our interest rate risk. We derive most of our liquidity from positive net cash flow from operations and distributions of capital from unconsolidated entities that totaled $917.0 million in the aggregate during the three months ended March 31, 2021. As of March 31, 2021, the Operating Partnership has a Credit Facility and a $3.5 billion unsecured revolving credit facility, or Supplemental Facility, and together with the Credit Facility, the Credit Facilities. The Credit Facilities and the Commercial Paper program provide alternative sources of liquidity as our cash needs vary from time to time. Borrowing capacity under these sources may be increased as discussed further below.

Our balance of cash and cash equivalents decreased $75.8 million during the first three months of 2021 to $935.8 million as of March 31, 2021 as a result of the operating and financing activity, as further discussed in "Cash Flows" below.

On March 31, 2021, we had an aggregate available borrowing capacity of approximately $6.9 billion under the Credit Facilities, net of outstanding borrowings of $125.0 million and amounts outstanding under the Commercial Paper program of $500.0 million and letters of credit of $12.4 million. For the three months ended March 31, 2021, the maximum aggregate outstanding balance under the Credit Facilities was $2.1 billion and the weighted average outstanding balance was $1.5 billion. The weighted average interest rate was 0.9% for the three months ended March 31, 2021.

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

Our business model and Simon's status as a REIT require us to regularly access the debt markets to raise funds for acquisition, development and redevelopment activity, and to refinance maturing debt. Simon may also, from time to time, access the equity capital markets to accomplish our business objectives. We believe we have sufficient cash on hand and availability under the Credit Facilities and the Commercial Paper program to address our debt maturities and capital needs through 2021.

Cash Flows

Our net cash flow from operating activities and distributions of capital from unconsolidated entities for the three months ended March 31, 2021 totaled $917.0 million. In addition, we had net repayments from our debt financing and repayment activities of $313.2 million in 2021. These activities are further discussed below under "Financing and Debt." During the first three months of 2021, we also:

- acquired additional interests in the licensing and operations of Forever 21, the aggregate cash portion of which was $56.3 million,
- paid stockholder dividends and unitholder distributions totaling approximately $488.3 million and preferred unit distributions totaling $1.3 million,
- funded consolidated capital expenditures of $114.8 million (including development and other costs of $13.1 million, redevelopment and expansion costs of $81.3 million, and tenant costs and other operational capital expenditures of $20.4 million), and
- funded investments in unconsolidated entities of $19.5 million.

In general, we anticipate that cash generated from operations will be sufficient to meet operating expenses, monthly debt service, recurring capital expenditures, and dividends to stockholders and/or distributions to partners necessary to maintain Simon's REIT qualification on a long-term basis. At this time, we do not expect the impact of COVID-19 to impact our ability to fund these needs for the foreseeable future; however its ultimate impact is difficult to predict. In addition, we expect to be able to generate or obtain capital for nonrecurring capital expenditures, such as acquisitions, major building redevelopments and expansions, as well as for scheduled principal maturities on outstanding indebtedness, from the following, however a severe and prolonged disruption and instability in the global financial markets, including the debt and equity capital markets, may affect our ability to access necessary capital:

- excess cash generated from operating performance and working capital reserves,
- borrowings on the Credit Facilities and Commercial Paper program,
- additional secured or unsecured debt financing, or
- additional equity raised in the public or private markets.

We expect to generate positive cash flow from operations in 2021, and we consider these projected cash flows in our sources and uses of cash. These cash flows are principally derived from rents paid by our tenants. A significant deterioration in projected cash flows from operations, including one due to the impact of the COVID-19 pandemic and restrictions intended to restrict its spread, could cause us to increase our reliance on available funds from the Credit Facilities and Commercial Paper program, further curtail planned capital expenditures, or seek other additional sources of financing.

Financing and Debt

Unsecured Debt

At March 31, 2021, our unsecured debt consisted of $18.8 billion of senior unsecured notes of the Operating Partnership, $125.0 million outstanding under the Credit Facility, and $500.0 million outstanding under the Commercial Paper program.

At March 31, 2021, we had an aggregate available borrowing capacity of $6.9 billion under the Credit Facilities. The maximum aggregate outstanding balance under the Credit Facilities and the Term Facility, during the three months ended March 31, 2021 was $2.1 billion and the weighted average outstanding balance was $1.5 billion. Letters of credit of $12.4 million were outstanding under the Credit Facilities as of March 31, 2021.

The Credit Facility can be increased in the form of additional commitments under the Credit Facility in an aggregate amount not to exceed $1.0 billion, for a total aggregate size of $5.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 95% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2024. The Credit Facility can be extended for two additional six-month periods to June 30, 2025, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at the Operating Partnership's election, at either (i) LIBOR plus a margin determined by the Operating Partnership's corporate credit rating of between 0.65% and 1.40% or (ii) the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.50% or LIBOR plus 1.00%) (the "Base Rate"), plus a margin determined by the Operating Partnership's corporate credit rating of between 0.00% and 0.40%. The Credit Facility includes a facility fee determined by the Operating Partnership's corporate credit rating of between 0.10% and 0.30% on the aggregate revolving commitments under the Credit Facility. The Credit Facility contains a money market competitive bid option program that allows the Operating Partnership to hold auctions to achieve lower pricing for short-term borrowings.

The Supplemental Facility's initial borrowing capacity of $3.5 billion may be increased to $4.5 billion during its term and provides for borrowings denominated in U.S. dollars, Euro, Yen, Sterling, Canadian dollars and Australian dollars. The initial maturity date of the Supplemental Facility is June 30, 2022 and can be extended for an additional year to June 30, 2023 at our sole option, subject to our continued compliance with the terms thereof. The base interest rate on the Supplemental Facility is LIBOR plus 77.5 basis points with a facility fee of 10 basis points.

The Operating Partnership also has available a Commercial Paper program of $2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes are sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities and if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On March 31, 2021, we had $500.0 million outstanding under the Commercial Paper program, fully comprised of U.S. dollar-denominated notes with a weighted average interest rate of 0.22%. These borrowings have a weighted average maturity date of May 28, 2021 and reduce amounts otherwise available under the Credit Facilities.

On January 21, 2021, the Operating Partnership completed the issuance of the following senior unsecured notes: $800 million with a fixed interest rate of 1.75%, and $700 million with a fixed interest rate of 2.20%, with maturity dates of February 2028 and 2031, respectively.

On January 27, 2021, the Operating Partnership completed the optional redemption of its $550 million 2.50% notes due on July 15, 2021, including the make-whole amount of $3.0 million which is included in loss on extinguishment of debt in the accompanying consolidated statement of operations and comprehensive income. Further, on February 2, 2021, the Operating Partnership repaid $750 million under the Term Facility.

On March 19, 2021, the Operating Partnership completed the issuance of €750 million ($893.0 million U.S. dollar equivalent as of the issuance date) of senior unsecured notes at a fixed rate of 1.125% with a maturity date of March 19, 2033. Further, on March 23, 2021, the Operating Partnership repaid the remaining $1.25 billion under the Term Facility, reducing the Term Facility to zero.

Mortgage Debt

Total mortgage indebtedness was $6.8 billion and $7.0 billion at March 31, 2021 and December 31, 2020, respectively.

Covenants

Our unsecured debt agreements contain financial covenants and other non-financial covenants. The Facilities contain ongoing covenants relating to total and secured leverage to capitalization value, minimum earnings before interest, taxes, depreciation, and amortization, or EBITDA, and unencumbered EBITDA coverage requirements. Payment under the Facilities can be accelerated if the Operating Partnership or Simon is subject to bankruptcy proceedings or upon the occurrence of certain other events. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of March 31, 2021, we were in compliance with all covenants of our unsecured debt.

At March 31, 2021, our consolidated subsidiaries were the borrowers under 46 non-recourse mortgage notes secured by mortgages on 49 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At March 31, 2021, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

Summary of Financing

Our consolidated debt, adjusted to reflect outstanding derivative instruments, and the effective weighted average interest rates as of March 31, 2021 and December 31, 2020, consisted of the following (dollars in thousands):

Debt Subject to	Adjusted Balance as of March 31, 2021	Effective Weighted Average Interest Rate(1)	Adjusted Balance as of December 31, 2020	Effective Weighted Average Interest Rate(1)
Fixed Rate	**$ 24,924,710**	**3.36%**	$ 23,477,498	3.50%
Variable Rate	**1,231,810**	**2.03%**	3,245,863	1.31%
	$ 26,156,520	**3.04%**	$ 26,723,361	2.98%

(1) Effective weighted average interest rate excludes the impact of net discounts and debt issuance costs.

Contractual Obligations

There have been no material changes to our outstanding capital expenditure and lease commitments previously disclosed in the combined 2020 Annual Report on Form 10-K of Simon and the Operating Partnership.

In regards to long-term debt arrangements, the following table summarizes the material aspects of these future obligations on our consolidated indebtedness as of March 31, 2021, for the remainder of 2021 and subsequent years thereafter (dollars in thousands), assuming the obligations remain outstanding through initial maturities, including applicable exercise of available extension options:

	2021	2022-2023	2024-2025	After 2025	Total
Long Term Debt (1) (2)	$ 1,678,703	$ 4,427,187	$ 5,987,738	$ 14,141,245	$ 26,234,873
Interest Payments (3)	595,271	1,419,114	1,152,354	4,078,279	7,245,018

(1) Represents principal maturities only and, therefore, excludes net discounts and debt issuance costs.

(2) The amount due in 2021 includes $500.0 million outstanding under the Commercial Paper program.

(3) Variable rate interest payments are estimated based on the LIBOR rate at March 31, 2021.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements consist primarily of our investments in joint ventures which are common in the real estate industry and are described in note 6 of the condensed notes to our consolidated financial statements. Our joint ventures typically fund their cash needs through secured debt financings obtained by and in the name of the joint venture entity. The joint venture debt is secured by a first mortgage, is without recourse to the joint venture partners, and does not represent a liability of the partners, except to the extent the partners or their affiliates expressly guarantee the joint venture debt. As of March 31, 2021, the Operating Partnership guaranteed joint venture-related mortgage indebtedness of $225.0 million. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not typically required contractually or otherwise.

Hurricane Impacts

During the third quarter of 2020, one of our properties located in Texas experienced property damage and business interruption as a result of Hurricane Hanna. We wrote-off assets of approximately $9.6 million, and recorded an insurance recovery receivable, and have received $14.3 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable.

During the third quarter of 2020, one of our properties located in Louisiana experienced property damage and business interruption as a result of Hurricane Laura. We wrote-off assets of approximately $11.1 million and recorded an insurance recovery receivable, and have received $27.0 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable.

Acquisitions and Dispositions

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

Acquisitions. The Company sponsored, through a wholly-owned subsidiary, a special purpose acquisition corporation, or SPAC, named Simon Property Group Acquisition Holdings, Inc. On February 18, 2021 the SPAC announced the pricing of its initial public offering, which was consummated on February 23, 2021, generating gross proceeds of $345.0 million. The SPAC is a consolidated VIE which was formed for the purpose of effecting a business combination and is targeting innovative businesses that operate within Simon's "Live, Work, Play, Stay, Shop" ecosystem.

In the first quarter of 2021, we and our partner, ABG, each acquired additional 12.5% interests in the licensing and operations of Forever 21, our share of which was $56.3 million, bringing our interest to 50%. Subsequently the Forever 21 operations were merged into SPARC Group.

In January 2020, we acquired additional interests of 5.05% and 1.37% in SPARC Group and ABG, respectively, for $6.7 million and $33.5 million, respectively. During the third quarter of 2020, SPARC acquired certain assets and operations of Brooks Brothers and Lucky Brands out of bankruptcy. At March 31, 2021, our noncontrolling equity method interests in the operations venture of SPARC Group and in ABG were 50.0% and 6.8%, respectively.

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

During the first three months of 2021, we recorded a gain of $89.3 million related to the foreclosure of a consolidated property in satisfaction of its $180 million non-recourse mortgage.

On October 1, 2020, we disposed of our interest in one consolidated retail property. A portion of the gross proceeds on this transaction of $33.4 million was used to partially repay a cross-collateralized mortgage. Our share of the $12.3 million gain is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statement of operation and comprehensive income.

Joint Venture Formation and Other Investment Activity

On December 29, 2020, we completed the acquisition of an 80% ownership interest in TRG, which has an ownership interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Under the terms of the transaction, we, through the Operating Partnership, acquired all of Taubman Centers, Inc. common stock for $43.00 per share in cash. Total consideration for the acquisition, including the redemption of Taubman's $192.5 million 6.5% Series J Cumulative Preferred Shares and its $170.0 million 6.25% Series K Cumulative Preferred Shares, and the issuance of 955,705 Operating Partnership units, was approximately $3.5 billion. Our investment includes the 6.38% Series A Cumulative Redeemable Preferred Units for $362.5 million issued to us.

On December 7, 2020, we and a group of co-investors acquired certain assets and liabilities of J.C. Penney, a department store retailer, out of bankruptcy. Our noncontrolling interest in the venture is 41.67% and was acquired for cash consideration of $125.0 million.

On February 19, 2020, we and a group of co-investors acquired certain assets and liabilities of Forever 21, a retailer of apparel and accessories, out of bankruptcy. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. Our noncontrolling interest in each of the retail operations venture and in the licensing venture is 37.5%. Our aggregate investment in the ventures was $67.6 million. In connection with the acquisition of our interest, the Forever 21 joint venture recorded a non-cash bargain purchase gain of which our share of $35.0 million pre-tax is included in income from unconsolidated entities in the consolidated statement of operations and comprehensive income in the second quarter of 2020.

Development Activity

We routinely incur costs related to construction for significant redevelopment and expansion projects at our properties. Redevelopment and expansion projects, including the addition of anchors, big box tenants, restaurants, as well as office space and residential uses are underway at properties in the United States, Canada, Europe and Asia.

Construction continues on certain redevelopment and new development projects in the U.S. and internationally that are nearing completion. Our share of the costs of all new development, redevelopment and expansion projects currently under construction is approximately $432 million. Simon's share of remaining net cash funding required to complete the new development and redevelopment projects currently under construction is approximately $191 million. We expect to fund these capital projects with cash flows from operations. We seek a stabilized return on invested capital in the range of 7-10% for all of our new development, expansion and redevelopment projects.

International Development Activity. We typically reinvest net cash flow from our international joint ventures to fund future international development activity. We believe this strategy mitigates some of the risk of our initial investment and our exposure to changes in foreign currencies. We have also funded most of our foreign investments with local currency-denominated borrowings that act as a natural hedge against fluctuations in exchange rates. Our consolidated net income exposure to changes in the volatility of the Euro, Yen, Peso, Won, and other foreign currencies is not material. We expect our share of estimated committed capital for international development projects to be completed with projected delivery or capital expenditures in 2021 or 2022 is $35 million, primarily funded through reinvested joint venture cash flow and construction loans.

The following table describes these new development and expansion projects as well as our share of the estimated total cost as of March 31, 2021 (in millions):

Property	Location	Gross Leasable Area (sqft)	Our Ownership Percentage	Our Share of Projected Net Cost (in Local Currency)		Our Share of Projected Net Cost (in USD) (1)		Projected Opening Date
New Development Projects:								
West Midlands Designer Outlet	Cannock (West Midlands), England	197,000	23%	GBP	31.2	$	43.0	Opened Apr. - 2021
Jeju Premium Outlets	Jeju Province, South Korea	92,000	50%	KRW	2,200	$	1.9	Aug. - 2021
Expansions:								
La Reggia Designer Outlet Phase 3 .	Marcianise (Naples), Italy	58,000	92%	EUR	30.9	$	36.2	Nov. - 2021

(1) USD equivalent based upon March 31, 2021 foreign currency exchange rates.

Dividends, Distributions and Stock Repurchase Program

Simon paid a common stock dividend of $1.30 per share in the first quarter of 2021 and $2.10 per share in the first quarter of 2020. The Operating Partnership paid distributions per unit for the same amounts. On March 30, 2021, Simon's Board of Directors declared a quarterly cash dividend for the first quarter of 2021 of $1.30 per share, payable on April 23, 2021 to shareholders of record on April 9, 2021. The distribution rate on units is equal to the dividend rate on common stock. In order to maintain its status as a REIT, Simon must pay a minimum amount of dividends. Simon's future dividends and the Operating

Partnership's future distributions will be determined by Simon's Board of Directors, in its sole discretion, based on actual and projected financial condition, liquidity and results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, financing covenants, if any, and the amount required to maintain Simon's status as a REIT.

On February 11, 2019, Simon's Board of Directors authorized a common stock repurchase plan. Under the plan, Simon was authorized to repurchase up to $2.0 billion of its common stock during the two-year period ending February 11, 2021 in the open market or in privately negotiated transactions as market conditions warrant. During the three months ended March 31, 2020, Simon purchased 1,245,654 shares at an average price of $122.50 per share. As Simon repurchased shares under the program, the Operating Partnership repurchased an equal number of units from Simon.

Forward-Looking Statements

Certain statements made in this section or elsewhere in this Quarterly Report on Form 10-Q may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that its expectations will be attained, and it is possible that our actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks, uncertainties and other factors. Such factors include, but are not limited to: uncertainties regarding the impact of the COVID-19 pandemic and governmental restrictions intended to prevent its spread on our business, financial condition, results of operations, cash flow and liquidity and our ability to access the capital markets, satisfy our debt service obligations and make distributions to our stockholders; changes in economic and market conditions that may adversely affect the general retail environment; the potential loss of anchor stores or major tenants; the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise; the intensely competitive market environment in the retail industry, including e-commerce; an increase in vacant space at our properties; the inability to lease newly developed properties and renew leases and relet space at existing properties on favorable terms; our international activities subjecting us to risks that are different from or greater than those associated with our domestic operations, including changes in foreign exchange rates; risks associated with the acquisition, development, redevelopment, expansion, leasing and management of properties; general risks related to real estate investments, including the illiquidity of real estate investments; the impact of our substantial indebtedness on our future operations, including covenants in the governing agreements that impose restrictions on us that may affect our ability to operate freely; any disruption in the financial markets that may adversely affect our ability to access capital for growth and satisfy our ongoing debt service requirements; any change in our credit rating; changes in market rates of interest; the transition of LIBOR to an alternative reference rate; our continued ability to maintain our status as a REIT; changes in tax laws or regulations that result in adverse tax consequences; risks relating to our joint venture properties, including guarantees of certain joint venture indebtedness; environmental liabilities; natural disasters; the availability of comprehensive insurance coverage; the potential for terrorist activities; security breaches that could compromise our information technology or infrastructure; and the loss of key management personnel. We discussed these and other risks and uncertainties under the heading "Risk Factors" in the combined 2020 Annual Report on Form 10-K of Simon and the Operating Partnership and in this report. We may update that discussion in subsequent other periodic reports, but except as required by law, we undertake no duty or obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise.

Non-GAAP Financial Measures

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

We determine FFO based upon the definition set forth by the National Association of Real Estate Investment Trusts ("NAREIT") Funds From Operations White Paper – 2018 Restatement. Our main business includes acquiring, owning, operating, developing, and redeveloping real estate in conjunction with the rental of real estate. Gain and losses of assets incidental to our main business are included in FFO. We determine FFO to be our share of consolidated net income computed in accordance with GAAP:

- excluding real estate related depreciation and amortization,
- excluding gains and losses from extraordinary items,
- excluding gains and losses from the acquisition of controlling interest, sale, disposal or property insurance recoveries of, or any impairment related to, depreciable retail operating properties,
- plus the allocable portion of FFO of unconsolidated joint ventures based upon economic ownership interest, and

- all determined on a consistent basis in accordance with GAAP.

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

- do not represent cash flow from operations as defined by GAAP,
- should not be considered as an alternative to net income determined in accordance with GAAP as a measure of operating performance, and
- are not an alternative to cash flows as a measure of liquidity.

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

	For the Three Months Ended March 31,	
	2021	**2020**
	(in thousands)	
Funds from Operations	**$ 933,951**	$ 980,630
Change in FFO from prior period	**(4.8)%**	**(9.4)**%
Consolidated Net Income	**$ 510,460**	$ 505,404
Adjustments to Arrive at FFO:		
Depreciation and amortization from consolidated properties	**313,575**	326,039
Our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments	**204,237**	136,706
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**(93,057)**	(962)
Unrealized losses (gains) in fair value of equity instruments	**3,201**	19,048
Net loss (gain) attributable to noncontrolling interest holders in properties	**938**	172
Noncontrolling interests portion of depreciation and amortization and gain on consolidation of properties	**(4,090)**	(4,464)
Preferred distributions and dividends	**(1,313)**	(1,313)
FFO of the Operating Partnership	**$ 933,951**	$ 980,630
FFO allocable to limited partners	**117,595**	129,628
Dilutive FFO allocable to common stockholders	**$ 816,356**	$ 851,002
Diluted net income per share to diluted FFO per share reconciliation:		
Diluted net income per share	**$ 1.36**	$ 1.43
Depreciation and amortization from consolidated properties and our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments, net of noncontrolling interests portion of depreciation and amortization	**1.36**	1.31
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**(0.25)**	(0.01)
Unrealized losses (gains) in fair value of equity instruments	**0.01**	0.05
Diluted FFO per share	**$ 2.48**	$ 2.78
Basic and Diluted weighted average shares outstanding	**328,514**	306,504
Weighted average limited partnership units outstanding	**47,322**	46,688
Basic and Diluted weighted average shares and units outstanding	**375,836**	353,192

The following schedule reconciles consolidated net income to NOI.

	For the Three Months Ended March 31, 2021	2020
	(in thousands)	
Reconciliation of NOI of consolidated entities:		
Consolidated Net Income	**$ 510,460**	$ 505,404
Income and other tax benefit	**(5,898)**	(5,783)
Interest expense	**202,016**	187,627
Income from unconsolidated entities	**(15,069)**	(50,465)
Loss on extinguishment of debt	**2,959**	--
Unrealized losses (gains) in fair value of equity instruments	**3,201**	19,048
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net	**(93,057)**	(962)
Operating Income Before Other Items	**604,612**	654,869
Depreciation and amortization	**315,738**	328,262
Home and regional office costs	**35,999**	54,370
General and administrative	**6,576**	6,894
NOI of consolidated entities	**$ 962,925**	$ 1,044,395
Reconciliation of NOI of unconsolidated entities:		
Net Income	**$ 135,591**	$ 182,228
Interest expense	**146,196**	156,640
Gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities, net	**—**	—
Operating Income Before Other Items	**281,787**	338,868
Depreciation and amortization	**171,154**	171,479
NOI of unconsolidated entities	**$ 452,941**	$ 510,347
Add: Gross NOI from TRG	**183,000**	—
Add: Our share of NOI from Klépierre, and other corporate investments	**51,089**	24,477
Combined NOI	**$ 1,649,955**	$ 1,579,219
Less: Corporate and Other NOI Sources (1)	**67,240**	71,988
Less: Our share of NOI from Retailer Investments	**3,533**	(23,674)
Less: Our share of NOI from Investments (2)	**41,630**	52,310
Portfolio NOI	**$ 1,537,552**	$ 1,478,595
Portfolio NOI Change	**4.0 %**	

(1) Includes income components excluded from portfolio NOI (domestic lease termination income, interest income, land sale gains, straight line lease income, above/below market lease adjustments), unrealized and realized gains/losses on non-real estate related equity instruments, Simon management company revenues, and other assets.

(2) Includes our share of NOI of Klépierre (at constant currency) and other corporate investments.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

Sensitivity Analysis

We disclosed a qualitative and quantitative analysis regarding market risk in Management's Discussion and Analysis of Financial Condition and Results of Operations included in the combined 2020 Annual Report on Form 10-K of Simon and the Operating Partnership. There have been no material changes in the assumptions used or results obtained regarding market risk since December 31, 2020.

Item 4. Controls and Procedures

Simon

Management's Evaluation of Disclosure Controls and Procedures

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

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of Simon's disclosure controls and procedures as of March 31, 2021. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2021, Simon's disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have not been any changes in Simon's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, Simon's internal control over financial reporting.

The Operating Partnership

Management's Evaluation of Disclosure Controls and Procedures

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

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Operating Partnership's disclosure controls and procedures as of March 31, 2021. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2021, the Operating Partnership's disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Operating Partnership's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

Part II — Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

Through the period covered by this report, there were no material changes to the Risk Factors disclosed under Item 1A. Risk Factors in Part I of the combined 2020 Annual Report on Form 10-K of Simon and the Operating Partnership.

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

Simon

Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities made by Simon during the quarter ended March 31, 2021.

Issuer Purchases of Equity Securities

There were no unregistered purchases of equity securities made by Simon during the quarter ended March 31, 2021.

The Operating Partnership

Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities made by the Operating Partnership during the quarter ended March 31, 2021.

Issuer Purchases of Equity Securities

During the quarter ended March 31, 2021, the Operating Partnership redeemed 316 units from a limited partner for $0.04 million.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

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

Item 6. Exhibits

Exhibit Number	Exhibit Descriptions
10.1*	Form of Simon Property Group Series 2021 LTIP Unit Award Agreement.
10.2*	Form of Certificate of Designation of Series 2021 LTIP Units of Simon Property Group, L.P.
31.1	Simon Property Group, Inc. — Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Simon Property Group, Inc. — Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Simon Property Group, L.P. — Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Simon Property Group, L.P. — Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Simon Property Group, Inc. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Simon Property Group, L.P. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

* Represents a management contract, or compensatory plan, contract or arrangement required to be filed pursuant to Regulation S-K.

SIGNATURES

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

SIMON PROPERTY GROUP, INC.

/s/ BRIAN J. MCDADE
Brian J. McDade
Executive Vice President, Chief Financial Officer and Treasurer
Date: May 10, 2021

SIMON PROPERTY GROUP, L.P.

/s/ BRIAN J. MCDADE
Brian J. McDade
Executive Vice President, Chief Financial Officer and Treasurer of Simon Property Group, Inc., General Partner
Date: May 10, 2021