

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): JANUARY 8, 2001

SIMON PROPERTY GROUP, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

33-11491

34-1755769

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

NATIONAL CITY CENTER
115 WEST WASHINGTON STREET, SUITE 15 EAST
INDIANAPOLIS, INDIANA 46204

(Address of principal executive offices) (Zip Code)

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

NOT APPLICABLE

(Former name or former address, if changed since last report.)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

EXHIBIT NO. DESCRIPTION

99 Certain information that may be disclosed to prospective purchasers in a proposed private placement of debt securities.

ITEM 9. REGULATION FD DISCLOSURE

We are conducting an offering of notes primarily for the purpose of repaying variable rate debt. The offering will be a private placement under Rule 144A of the Securities Act and will be made only to qualified institutional buyers and to investors in transactions exempt from registration under Regulation S of the Securities Act. In connection with the offering of notes, we anticipate disclosing to prospective purchasers of the notes certain information. We have elected to provide certain of this information in this current report on Form 8-K as Exhibit 99 for informational purposes.

No assurance can be made that the offering of notes will be completed. The offering of notes is presently expected to be completed by January 18, 2001.

The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This current report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer or sale would be unlawful.

This current report on Form 8-K, together with the information attached as an exhibit hereto, includes "forward-looking statements," as defined in the Private Securities Litigation Reform Act of 1995, reflecting management's current analysis and expectations, based on reasonable assumptions. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results, including the timing of the offering and the proceeds anticipated therefrom, among others, could differ materially depending on factors discussed in reports filed with the Securities and Exchange Commission. This paragraph is included to provide safe harbor for forward-looking statements, which are not required to be publicly revised as circumstances change.

SIGNATURES

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

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

Dated: January 8, 2001

/s/ John Dahl

John Dahl
Senior Vice President and Chief
Accounting Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
99	Certain information that may be disclosed to prospective purchasers in a proposed private placement of debt securities.

SIMON
PROPERTY GROUP

JANUARY 2001

FORWARD LOOKING STATEMENT

Statements in this presentation that are not historical may be deemed forward-looking statements within the meaning of the federal securities laws. Although Simon believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, it 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 and uncertainties. The listener/reader is directed to Simon's various filings with the Securities and Exchange Commission, including quarterly reports on Form 10-Q, reports on Form 8-K and annual reports on Form 10-K for a discussion of such risks and uncertainties.

Unless otherwise indicated herein, all portfolio, operating and financial information is as of, or for the twelve months ended September 30, 2000.

THE OFFERING

Issuer: Simon Property Group, L.P. (the "SPG Operating Partnership")(1)

Offering: Intermediate Term Fixed Rate Senior Unsecured Notes

Credit Rating: Moody's Investors Service: Baa1/Stable
Confirmed: December 2000
Standard & Poor's: BBB (Corporate BBB+)/Stable
Confirmed: December 2000

Use of Proceeds: Retire existing floating rate indebtedness

Managers: Merrill Lynch & Co. (Joint Bookrunner)
JP Morgan (Joint Bookrunner)
Banc of America Securities LLC
Salomon Smith Barney
UBS Warburg LLC

(1) Simon Property Group, Inc. ("SPG") is the managing general partner of the SPG Operating Partnership. The SPG Operating Partnership, SPG and their affiliates are collectively referred to as "Simon."

OVERVIEW
OF SIMON

INTRODUCTION

THE MALL WAS AND WILL
CONTINUE TO BE THE WAY
AMERICA LOVES TO SHOP.

[PICTURE]

IT HAS WITHSTOOD THE
CHALLENGES OF MAIL ORDER
CATALOGS, BIG BOX
RETAILERS AND THE
INTERNET.

SIMON IS THE PROXY FOR
REGIONAL MALL OWNERSHIP
IN THE U.S.

DOMINANT REGIONAL MALL OWNER

# of Properties:	252	ANNUAL RETAIL SALES:	Over \$38 billion
# OF MALLS:	179	ANNUAL SHOPPER VISITS:	Over 2 billion
# OF STATES:	36	# OF TENANTS :	Over 4,400
GLA:	184 million sf	# OF LEASES:	Over 20,000
TOTAL MARKET CAP:	\$17 billion		

[PICTURE]

PHIPPS PLAZA
ATLANTA, GA

[PICTURE]

MENLO PARK MALL
EDISON, NJ

[PICTURE]

FASHION CENTRE AT PENTAGON
ARLINGTON, VA

[MAP WITH KEY]

DOMINANT MARKET POSITIONS

[MAP WITH KEY]

HIGHLY PRODUCTIVE PROPERTIES

- - MORE THAN 72% OF SIMON'S EBITDA IS DERIVED FROM REGIONAL MALLS GENERATING SALES IN EXCESS OF \$300 PSF.

	1993	2000
	----	----
	(# of Centers)	
SALES GREATER THAN \$300 PSF	11	105
SALES GREATER THAN \$400 PSF	6	40
SALES GREATER THAN \$550 PSF	3	14

PORTFOLIO STRENGTH

- - Simon offers a modern, up-to-date portfolio with some of the best malls in the U.S.
- - The portfolio is comprised of a variety of centers including dominant suburban malls, upscale properties and malls with a significant tourism component.

[PICTURE]

BARTON CREEK SQUARE
AUSTIN, TX

[PICTURE]

FORUM SHOPS AT CAESARS
LAS VEGAS, NV

[PICTURE]

MALL OF AMERICA
MINNEAPOLIS, MN

- - DUE TO ITS PORTFOLIO SIZE AND QUALITY, SIMON IS UNIQUELY POSITIONED TO HELP RETAILERS TAKE ADVANTAGE OF FAST-MOVING CONCEPTS AND TO WITHSTAND CHANGES IN THE ECONOMIC CYCLE.

RELATIONSHIPS WITH
RETAILERS

LARGEST LANDLORD TO NATIONAL MALL RETAILERS

[PICTURES]

RETAILER	# OF STORES IN THE U.S.	% OF STORES IN THE SIMON PORTFOLIO
Abercrombie & Fitch	294	17%
American Eagle	518	18%
Banana Republic	389	10%
Brookstone	216	20%
Disney	494	20%
Eddie Bauer	543	14%
The Gap	2,002	10%
Old Navy	648	10%
Pottery Barn	120	14%
Victoria's Secret	902	16%
Waldenbooks	891	13%
Wet Seal	215	20%
Williams Sonoma	187	14%

TOP 15 IN-LINE RETAIL TENANTS

(SQUARE FEET 000'S)

	NUMBER OF STORES	SQUARE FEET	% OF TOTAL(1) SQUARE FEET	% OF TOTAL(1) BASE MIN. RENT
IN-LINE TENANTS (SORTED BY % OF TOTAL BASE MIN. RENT)				
Limited	454	3,608	2.0%	3.6%
Venator	470	1,735	0.9%	2.2%
Gap	297	2,697	1.5%	2.1%
Intimate Brands	282	1,230	0.7%	1.4%
Zale Corporation	228	393	0.2%	1.0%
The Musicland Group	181	722	0.4%	0.9%
Sterling Jewelers	179	259	0.1%	0.8%
Hallmark Cards	202	640	0.3%	0.8%
Trans World Entertainment	117	557	0.3%	0.7%
Claire's Boutique	317	350	0.2%	0.7%
Wet Seal	121	481	0.3%	0.7%
Borders Group	123	578	0.3%	0.7%
Abercrombie & Fitch	66	538	0.3%	0.6%
Consolidated Stores	144	532	0.3%	0.6%
Eddie Bauer	76	496	0.3%	0.6%
TOP 15 IN-LINE TENANT TOTALS	3,257	14,815	8.0%	17.3%

(1) REPRESENTS TOTAL PORTFOLIO.

TOP 15 ANCHOR TENANTS

(SQUARE FEET 000'S)

	NUMBER OF STORES:			SQUARE FEET	% OF TOTAL(1) SQUARE FEET	% OF TOTAL(1) BASE MIN. RENT
	COMBINED TOTAL	TENANT- OWNED	SIMON- OWNED			
ANCHOR TENANTS (SORTED BY SQUARE FEET)						
Sears	127	89	38	19,281	10.5%	0.5%
JC Penney	122	59	63	17,549	9.5%	1.2%
Federated	87	61	26	16,766	9.1%	0.9%
Dillard's	81	69	12	11,610	6.3%	0.2%
May	75	59	16	10,537	5.7%	0.2%
Saks	39	12	27	4,448	2.4%	1.0%
Montgomery Ward	30	18	12	4,213	2.3%	0.2%
Dayton Hudson	31	28	3	3,451	1.9%	0.0%
Nordstrom	11	8	3	2,078	1.1%	0.0%
Belk	14	7	7	1,389	0.8%	0.1%
Wal-Mart	12	12	0	1,281	0.7%	0.0%
Burlington Coat Factory	12	0	12	1,077	0.6%	0.2%
Kohl's	13	4	9	1,075	0.6%	0.2%
K Mart	10	3	7	924	0.5%	0.2%
TJX Companies	28	0	28	908	0.5%	0.4%
---	---	---	---	---	---	---
TOP 15 ANCHOR TENANT TOTALS	692	429	263	96,588	52.5%	5.1%

(1) REPRESENTS TOTAL PORTFOLIO.

Throughout its 40+ year history, the Simon portfolio has demonstrated resilience to fluctuations in the business cycle as evidenced by the:

- Asset quality which translates into superior sales productivity and consistent operational growth;
- Scope and depth of the Simon organization's tenant relationships and the magnitude of high quality, national tenants throughout the portfolio; and
- Simon organization's demonstrated ability to successfully retenant anchor and in-line stores.

- Since 1996, Montgomery Ward has closed 11 stores in the Simon portfolio.
- Nine have been retenanted by Simon with new tenants such as:
 - > Sears --> Burlington Coat Factory
 - > Nordstrom --> Target
 - > Saks --> Von Maur
 - > Dillard's
- The 11 properties have benefited from the Ward's closing and retenanting:
 - > Average sales CAGR of 6%, 1997-2000.
 - > Average occupancy increased 500 basis points, 1997-2000.

[DIAGRAM]

CORE BUSINESS

B2C

Simon
Brand
Ventures

B2B

Simon
Business
Network

STRATEGY: TO OWN A NATIONAL PORTFOLIO OF HIGH-QUALITY, MARKET DOMINANT ASSETS.

- SIMON PORTFOLIO:
- 25% MARKET SHARE OF "TOP TIER" U.S. MALLS.
 - 75 REGIONAL MALLS LOCATED IN THE 20 LARGEST U.S. CITIES.
 - 88% OF MALL EBITDA GENERATED BY MARKET DOMINANT MALLS.
 - OVER \$200 MILLION OF NON-CORE, NON-DOMINANT ASSETS SOLD IN PAST TWO YEARS.

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	1995 ----	2000 ----
Occupancy	85.5%	90.5%
Sales Per Square Foot	\$276	\$385
Average Base Min. Rent	\$ 19.18	\$ 27.97

- - MARKING LEASES TO CURRENT MARKET RENTS WOULD INCREASE ANNUAL EBITDA BY \$300 MILLION.

SIMON BRAND VENTURES ("SBV") IS THE BUSINESS TO CONSUMER SIDE OF SIMON FOCUSED ON LEVERAGING SIMON'S 100 MILLION UNIQUE SHOPPERS AND THEIR 2 BILLION ANNUAL SHOPPING VISITS TO CREATE NEW REVENUE STREAMS.

[PICTURE]

STRATEGY:

TO CREATE AN EXCITING NEW MEDIUM FOR CONNECTING CONSUMERS WITH RETAILERS AND SPONSORS BY DEVELOPING A UNIQUE AND COMPELLING COMBINATION OF SHOPPING, ENTERTAINMENT AND COMMUNITY.

CURRENT STATUS:

- Major Strategic alliances with VISA, Pepsi, Microsoft, Time Inc., AT&T, Ford and JC Decaux.
- Annual sales of Simon gift certificates exceed \$200 million.

SIMON BUSINESS NETWORK ("SBN") IS THE BUSINESS TO BUSINESS SIDE OF SIMON FOCUSED ON LEVERAGING SIMON'S MARKETPLACE MUSCLE TO DRIVE GREATER VALUE TO THE RETAILER.

[SIMON LOGO]

STRATEGY:

TO PROVIDE A COMPETITIVELY VALUED, BROAD BASED OFFERING OF PRODUCTS AND SERVICES VIA A UNIQUE AND DOMINANT BUSINESS TO BUSINESS MARKETPLACE AND SERVICE NETWORK FOCUSED ON THE REAL ESTATE INDUSTRY AND THEIR TENANTS. SBN IS DESIGNED TO GENERATE A PROFIT, IMPROVE SUPPLY CHAIN EFFICIENCY AND DELIVER LOWER COSTS THROUGH THE AGGREGATION OF SUPPLY, DEMAND AND DELIVERY.

CURRENT STATUS:

- Major strategic alliances with ENRON, Allied/BFI, IPC Security Services, Control, Varsity, UNICO and RCT People Counters.
- SBV and SBN initiatives have generated over \$140 million FFO in 4 years with 90%+ profit margins.

FINANCIAL AND OPERATIONAL
PERFORMANCE

DIVERSITY OF CASH FLOW

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

REGIONAL DIVERSIFICATION(1)

East	26%
Midwest	30%
South	33%
West	11%

PORTFOLIO EBITDA BREAKDOWN(1)

Malls	92%
Community Center	6%
Other	2%

- - NO SINGLE IN-LINE RETAILER OCCUPIES MORE THAN 2.0% OF TOTAL GLA.
- - NO SINGLE IN-LINE RETAILER REPRESENTS MORE THAN 3.6% OF ANNUALIZED BASE MINIMUM RENT.
- - NO SINGLE ASSET ACCOUNTS FOR MORE THAN 2.5% OF EBITDA.
- - NO SINGLE ASSET ACCOUNTS FOR MORE THAN 1.4% OF TOTAL GLA.

(1) Percentage of Simon's EBITDA.

STABILITY OF REVENUES

REVENUE COMPOSITION(1)

Overage Rent	4%
Other	6%
Tenant Recoveries	30%
Base Minimum Rent	60%

- - 90% OF SIMON'S CONSOLIDATED ANNUAL REVENUES ARE THE RESULT OF A CONTRACTUAL LEASE DOCUMENT.
- - ONLY 4% OF SIMON'S CONSOLIDATED ANNUAL REVENUES ARE BASED ON TENANT SALES PERFORMANCE.

LEASE ROLLOVER PROFILE(2)

- - NO MORE THAN 9% OF LEASED SQUARE FOOTAGE EXPIRES IN ANY CALENDAR YEAR (7.3% ANNUAL AVERAGE) OVER THE NEXT FIVE YEARS.
- - THE AVERAGE RENT OF LEASES EXPIRING OVER THE NEXT FIVE YEARS IS \$28.30 PSF.
- - DURING THE FIRST NINE MONTHS OF 2000 NEW LEASES WERE EXECUTED AT AN AVERAGE INITIAL RENT OF \$33.78 PSF.

(1) Represents Simon's consolidated property revenues for the year ended 1999.

(2) Figures represent base minimum rent of mall and freestanding stores for the Simon portfolio.

GROWTH IN SIMON'S REVENUES & EBITDA

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	1995	1996	1997 (\$ in millions)	1998	1999
CONSOLIDATED REVENUES CAGR: 35.9%	\$554	\$748	\$1,054	\$1,406	\$1,893
EBITDA CAGR: 42.1%	\$357	\$497	\$ 747	\$1,068	\$1,455

GROWTH IN FUNDS FROM OPERATIONS ("FFO")

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	1995	1996	1997	1998	1999
	----	----	----	----	----
Total FFO (\$ in millions)	\$197.9	\$281.5	\$415.1	\$544.5	\$734.5
FFO Per Share (\$ Per Share)	\$ 2.14	\$ 2.34	\$ 2.58	\$ 2.83	\$ 3.06
FFO/SHARE CAGR: 9.4%					

INCREASING BASE RENTS AND TENANT SALES

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	1995	1996	1997	1998	1999
	----	----	----	----	----
Base Min. Rent (Average Rent PSF)	\$ 19.18	\$ 20.68	\$ 23.65	\$ 25.70	\$ 27.33
Sales PSF	\$278	\$298	\$318	\$346	\$377
SALES PSF CAGR: 7.9%					

PAYOUT RATIO AND RETAINED FFO

-
- - Current common stock dividend yield is 8.0%(1).
 - - Internally generated cash flow is expected to exceed \$300 million in 2000.

[EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	1995	1996	1997	1998	1999	2000(E)
	----	----	----	----	----	-----
			(\$ in millions)			
Total FFO	\$15	\$45	\$91	\$160	\$257	\$300
FFO Payout Ratio	92%	84%	78%	71%	66%	60%

(1) Based on SPG's January 5, 2001 closing price.

SIMON'S CURRENT RESULTS

(\$ IN THOUSANDS)

	For the Nine Months Ended		%
	2000	September 30,	Change
	-----	1999	-----

Total Consolidated Revenue	\$1,459,436	\$1,371,270	6.4%
Simon's share of EBITDA	\$1,160,381	\$1,029,314	12.7%
FFO	\$ 543,146	\$ 496,529	9.4%
FFO Per Share	\$ 2.25	\$ 2.08	8.2%
Average Base Minimum Rent PSF	\$ 27.97	\$ 26.75	4.6%
Comparable Sales PSF	\$ 385	\$ 371	3.8%
Occupancy	90.5%	88.5%	200 bps

KEY RATIOS(1)

	Note Covenant -----	As of Sept. 30, 2000 -----
EBITDA to Interest Expense	GREATER THAN 1.75x	2.3x
Unencumbered Assets to Unsecured Debt	GREATER THAN 1.5x	1.9x
Debt to Adjusted Total Assets	LESS THAN 60%	51%
Secured Debt to Adjusted Total Assets	LESS THAN 55%	24%
EBITDA to Fixed Charges	--	2.1x
Unencumbered EBITDA to Unsecured Interest Expense	--	2.3x

(1) SPG Operating Partnership's ratios.

BALANCED DEBT MATURITY PROFILE(1)

 [EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC]

	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011 & AFTER
	----	----	----	----	----	----	----	----	----	----	-----
	(\$ in millions)										
Secured	324	1003	331	785	465	426	428	334	443	421	131
Unsecured Notes	--	250	575	700	660	400	180	200	450	--	675
Credit Facilities	625	173	645	34	--	--	--	--	--	--	--

(1) Represents the SPG Operating Partnership's share of debt maturities on a pro forma basis as of December 31, 2000, giving effect to the proposed issuance of senior unsecured notes (assumed \$150 million in 5 year notes, \$150 million in 10 year notes).

THE UNENCUMBERED
PORTFOLIO

UNENCUMBERED SIMON PORTFOLIO

# OF PROPERTIES:	104	AVERAGE MALL SALES PSF:	\$396
# OF STATES:	27	AVERAGE MALL OCCUPANCY:	90%
GLA:	70 million sf	TOTAL UNENCUMBERED EBITDA:	\$813 MILLION

[PICTURE]

ROOSEVELT FIELD
GARDEN CITY, NY

[PICTURE]

SOUTH SHORE PLAZA
BRAintree, MA

[PICTURE]

LENOX SQUARE
ATLANTA, GA

- - 93% OF SIMON'S UNENCUMBERED EBITDA IS DERIVED FROM 69 REGIONAL MALLS.

GROWTH IN THE UNENCUMBERED PORTFOLIO

 (\$ IN THOUSANDS)

- - Since Simon's first senior notes offering in November 1996, Simon has dramatically improved the quality and composition of its unencumbered portfolio.

SIMON'S PRO-RATA SHARE OF: -----	For the Twelve Months Ended September 30,		CAGR -----
	2000 -----	1996 -----	
Total Unencumbered EBITDA	\$813,535	\$128,382	59%
Regional Mall Unencumbered EBITDA	\$753,082	\$102,338	65%
Unencumbered EBITDA from Malls in Excess of \$300 PSF	\$638,335	\$ 12,620	167%
% of Unencumbered EBITDA from Malls in Excess of \$300 PSF	78%	10%	N/A

CONCLUSION

INVESTMENT HIGHLIGHTS

- - As the nation's largest owner of retail real estate, Simon has a diversified portfolio of high quality, market dominant retail properties.
- - The Simon organization has a proven 40+ year track record of managing its regional mall franchise through all phases of the economic cycle.
- - Business fundamentals are strong -- Simon's FFO per share has grown 9.4% compounded annually since 1995.
- - Simon has significant financial flexibility combined with the strongest balance sheet in the regional mall sector.
- - As a result of its dominant market position, Simon believes it will continue to realize unique, profitable, value-creating opportunities.

SIMON
PROPERTY GROUP
