

MACERICH CO
Form 10-Q
May 06, 2011

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**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, 2011

Commission File No. 1-12504

THE MACERICH COMPANY

(Exact name of registrant as specified in its charter)

MARYLAND

(State or other jurisdiction of
incorporation or organization)

95-4448705

(I.R.S. Employer Identification Number)

401 Wilshire Boulevard, Suite 700, Santa Monica, California 90401

(Address of principal executive office, including zip code)

(310) 394-6000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 twelve (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 ninety (90) days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding twelve (12) months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller

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reporting company)

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

YES NO

Number of shares outstanding as of May 3, 2011 of the registrant's common stock, par value \$0.01 per share: 130,899,663 shares

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THE MACERICH COMPANY

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THE MACERICH COMPANY
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share data)

(Unaudited)

| | March 31, 2011 | December 31, 2010 |
|--|---------------------|----------------------|
| ASSETS: | | |
| Property, net | \$ 5,686,779 | \$ 5,674,127 |
| Cash and cash equivalents | 188,025 | 445,645 |
| Restricted cash | 76,859 | 71,434 |
| Marketable securities | 26,000 | 25,935 |
| Tenant and other receivables, net | 92,200 | 95,083 |
| Deferred charges and other assets, net | 346,087 | 316,969 |
| Loans to unconsolidated joint ventures | 3,452 | 3,095 |
| Due from affiliates | 8,672 | 6,599 |
| Investments in unconsolidated joint ventures | 1,070,204 | 1,006,123 |
| Total assets | \$ 7,498,278 | \$ 7,645,010 |
| LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY: | | |
| Mortgage notes payable: | | |
| Related parties | \$ 277,817 | \$ 302,344 |
| Others | 2,911,860 | 2,957,131 |
| Total | 3,189,677 | 3,259,475 |
| Bank and other notes payable | 634,990 | 632,595 |
| Accounts payable and accrued expenses | 74,287 | 70,585 |
| Other accrued liabilities | 258,613 | 257,678 |
| Distributions in excess of investments in unconsolidated joint ventures | 71,783 | 65,045 |
| Co-venture obligation | 131,274 | 160,270 |
| Total liabilities | 4,360,624 | 4,445,648 |
| Redeemable noncontrolling interests | 11,366 | 11,366 |
| Commitments and contingencies | | |
| Equity: | | |
| Stockholders' equity: | | |
| Common stock, \$0.01 par value, 250,000,000 shares authorized, 131,049,731 and 130,452,032 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively | 1,310 | 1,304 |
| Additional paid-in capital | 3,452,875 | 3,456,569 |
| Accumulated deficit | (630,017) | (564,357) |
| Accumulated other comprehensive income (loss) | 1,593 | (3,237) |
| Total stockholders' equity | 2,825,761 | 2,890,279 |
| Noncontrolling interests | 300,527 | 297,717 |
| Total equity | 3,126,288 | 3,187,996 |

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Total liabilities, redeemable noncontrolling interests and equity \$ 7,498,278 \$ 7,645,010

The accompanying notes are an integral part of these consolidated financial statements.

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THE MACERICH COMPANY

CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share amounts)

(Unaudited)

| | For the Three Months Ended March 31, | |
|---|---|----------------|
| | 2011 | 2010 |
| Revenues: | | |
| Minimum rents | \$ 109,521 | \$ 101,980 |
| Percentage rents | 2,954 | 2,987 |
| Tenant recoveries | 61,672 | 61,009 |
| Management Companies | 10,584 | 10,221 |
| Other | 6,338 | 5,917 |
| Total revenues | 191,069 | 182,114 |
| Expenses: | | |
| Shopping center and operating expenses | 62,775 | 60,821 |
| Management Companies' operating expenses | 25,855 | 22,187 |
| REIT general and administrative expenses | 7,644 | 7,518 |
| Depreciation and amortization | 64,626 | 59,215 |
| | 160,900 | 149,741 |
| Interest expense: | | |
| Related parties | 4,489 | 3,102 |
| Other | 47,508 | 52,309 |
| | 51,997 | 55,411 |
| Loss on early extinguishment of debt | 9,101 | |
| Total expenses | 221,998 | 205,152 |
| Equity in income of unconsolidated joint ventures | 30,275 | 16,459 |
| Co-venture expense | (1,296) | (1,384) |
| Income tax benefit | 2,478 | 1,215 |
| Loss on sale or write down of assets, net | (437) | |
| Income (loss) from continuing operations | 91 | (6,748) |
| Loss from discontinued operations | | (113) |
| Net income (loss) | 91 | (6,861) |

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| | | |
|---|----|-------|
| Less net income (loss) attributable to noncontrolling interests | 57 | (504) |
|---|----|-------|

| | | |
|---|-------|------------|
| Net income (loss) attributable to the Company | \$ 34 | \$ (6,357) |
|---|-------|------------|

| | | |
|--|----|-----------|
| Earnings per common share attributable to Company basic: | | |
| Income (loss) from continuing operations | \$ | \$ (0.08) |
| Discontinued operations | | |

| | | |
|--|----|-----------|
| Net income (loss) available to common stockholders | \$ | \$ (0.08) |
|--|----|-----------|

| | | |
|--|----|-----------|
| Earnings per common share attributable to Company diluted: | | |
| Income (loss) from continuing operations | \$ | \$ (0.08) |
| Discontinued operations | | |

| | | |
|--|----|-----------|
| Net income (loss) available to common stockholders | \$ | \$ (0.08) |
|--|----|-----------|

| | | |
|---|-------------|------------|
| Weighted average number of common shares outstanding: | | |
| Basic | 130,574,000 | 96,951,000 |
| Diluted | 130,574,000 | 96,951,000 |

The accompanying notes are an integral part of these consolidated financial statements.

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THE MACERICH COMPANY

CONSOLIDATED STATEMENT OF EQUITY AND
REDEEMABLE NONCONTROLLING INTERESTS

(Dollars in thousands, except per share data)

(Unaudited)

Stockholders' Equity

| | Common Stock | | | Accumulated Other Comprehensive Income | | Total Stockholders' Equity | Noncontrolling Interests | Total Equity | Redeemable Noncontrolling Interests |
|---|--------------|--------------|----------------------------------|--|------------|----------------------------------|-----------------------------|-----------------|---|
| | Shares | Par Value | Additional Paid-in Capital | Accumulated Deficit | (Loss) | | | | |
| Balance January 1, 2011 | 130,452,032 | \$ 1,304 | \$ 3,456,569 | \$ (564,357) | \$ (3,237) | \$ 2,890,279 | \$ 297,717 | \$ 3,187,996 | \$ 11,366 |
| Comprehensive income: | | | | | | | | | |
| Net income | | | | 34 | | 34 | (14) | 20 | 71 |
| Interest rate swap/cap agreements | | | | | 4,830 | 4,830 | | 4,830 | |
| Total comprehensive income | | | | 34 | 4,830 | 4,864 | (14) | 4,850 | 71 |
| Amortization of share and unit-based plans | 578,599 | 6 | 5,446 | | | 5,452 | | 5,452 | |
| Distributions paid (\$0.50) per share | | | | (65,694) | | (65,694) | | (65,694) | |
| Distributions to noncontrolling interests | | | | | | | (7,358) | (7,358) | (71) |
| Contributions from noncontrolling interests | | | | | | | 42 | 42 | |
| Other | | | 1,000 | | | 1,000 | | 1,000 | |
| Conversion of noncontrolling interests to common shares | 19,100 | | 818 | | | 818 | (818) | | |
| Adjustment of noncontrolling interest in Operating Partnership | | | (10,958) | | | (10,958) | 10,958 | | |
| Balance March 31, 2011 | 131,049,731 | \$ 1,310 | \$ 3,452,875 | \$ (630,017) | \$ 1,593 | \$ 2,825,761 | \$ 300,527 | \$ 3,126,288 | \$ 11,366 |

The accompanying notes are an integral part of these consolidated financial statements.

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THE MACERICH COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

For the Three Months
 Ended March 31,

2011 2010

| | | |
|--|-----------|------------|
| Cash flows from operating activities: | | |
| Net income (loss) | \$ 91 | \$ (6,861) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Loss on early extinguishment of debt | 101 | |
| Loss on sale or write-down of assets, net | 437 | |
| Depreciation and amortization | 68,003 | 61,906 |
| Amortization of net discount on mortgages, bank and other notes payable | 2,247 | 416 |
| Amortization of share and unit-based plans | 2,371 | 2,804 |
| Provision for doubtful accounts | 400 | 1,683 |
| Income tax benefit | (2,478) | (1,215) |
| Equity in income of unconsolidated joint ventures | (30,275) | (16,459) |
| Co-venture expense | 1,296 | 1,384 |
| Distributions of income from unconsolidated joint ventures | 2,679 | 3,582 |
| Changes in assets and liabilities, net of acquisitions and dispositions: | | |
| Tenant and other receivables | 2,685 | 3,648 |
| Other assets | (9,523) | (16,656) |
| Due from affiliates | (2,073) | 188 |
| Accounts payable and accrued expenses | 2,889 | 11,659 |
| Other accrued liabilities | 2,698 | 18,838 |
| Net cash provided by operating activities | 41,548 | 64,917 |
| Cash flows from investing activities: | | |
| Acquisitions of property, development, redevelopment and property improvements | (35,995) | (67,191) |
| Deferred leasing costs | (10,406) | (9,271) |
| Distributions from unconsolidated joint ventures | 37,894 | 32,230 |
| Contributions to unconsolidated joint ventures | (63,839) | (5,312) |
| Loans to unconsolidated joint ventures, net | (357) | (389) |
| Proceeds from sale of assets | 4,785 | |
| Restricted cash | (5,425) | (1,672) |
| Net cash used in investing activities | (73,343) | (51,605) |
| Cash flows from financing activities: | | |
| Proceeds from mortgages, bank and other notes payable | 127,000 | 198,948 |
| Payments on mortgages, bank and other notes payable | (248,215) | (194,185) |
| Deferred financing costs | (1,195) | (2,492) |
| Dividends and distributions | (73,123) | (9,119) |

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| | | |
|--|------------|-----------|
| Distributions to co-venture partner | (30,292) | (3,493) |
| Net cash used in financing activities | (225,825) | (10,341) |
| Net (decrease) increase in cash and cash equivalents | (257,620) | 2,971 |
| Cash and cash equivalents, beginning of period | 445,645 | 93,255 |
| Cash and cash equivalents, end of period | \$ 188,025 | \$ 96,226 |

Supplemental cash flow information:

| | | |
|--|-----------|-----------|
| Cash payments for interest, net of amounts capitalized | \$ 48,343 | \$ 58,023 |
|--|-----------|-----------|

Non-cash transactions:

| | | |
|---|----------|-----------|
| Accrued development costs included in accounts payable and accrued expenses and other accrued liabilities | \$ 1,848 | \$ 28,926 |
|---|----------|-----------|

Acquisition of property by assumption of mortgage note payable \$ 51,500

| | | |
|----------------|----|-----------|
| Stock dividend | \$ | \$ 43,086 |
|----------------|----|-----------|

Conversion of Operating Partnership units to common stock \$ 818 \$ 1,068

The accompanying notes are an integral part of these consolidated financial statements.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share amounts)

(Unaudited)

1. Organization:

The Macerich Company (the "Company") is involved in the acquisition, ownership, development, redevelopment, management and leasing of regional and community shopping centers (the "Centers") located throughout the United States.

The Company commenced operations effective with the completion of its initial public offering on March 16, 1994. As of March 31, 2011, the Company was the sole general partner of and held a 92% ownership interest in The Macerich Partnership, L.P. (the "Operating Partnership"). The Company was organized to qualify as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended.

The property management, leasing and redevelopment of the Company's portfolio is provided by the Company's management companies, Macerich Property Management Company, LLC, a single member Delaware limited liability company, Macerich Management Company, a California corporation, Westcor Partners, L.L.C., a single member Arizona limited liability company, Macerich Westcor Management LLC, a single member Delaware limited liability company, Westcor Partners of Colorado, LLC, a Colorado limited liability company, MACW Mall Management, Inc., a New York corporation, and MACW Property Management, LLC, a single member New York limited liability company. All seven of the management companies are collectively referred to herein as the "Management Companies."

All references to the Company in this Quarterly Report on Form 10-Q include the Company, those entities owned or controlled by the Company and predecessors of the Company, unless the context indicates otherwise.

2. Summary of Significant Accounting Policies:

Basis of Presentation:

The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They do not include all of the information and footnotes required by GAAP for complete financial statements and have not been audited by independent public accountants.

The accompanying consolidated financial statements include the accounts of the Company and the Operating Partnership. Investments in entities in which the Company retains a controlling financial interest or entities that meet the definition of a variable interest entity in which the Company has, as a result of ownership, contractual or other financial interests, both the power to direct activities that most significantly impact the economic performance of the variable interest entity and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the variable interest entity are consolidated; otherwise they are accounted for under the equity method of accounting and are reflected as "Investments in unconsolidated joint ventures." The Company identified two variable interest entities which meet the criteria for consolidation. These variable interest entities included in the accompanying consolidated statements of operations had aggregate revenue of \$2,402 and \$3,658 for the three months ended March 31, 2011 and 2010, respectively, and aggregate expenses of \$3,519

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

2. Summary of Significant Accounting Policies: (Continued)

and \$3,512 for the three months ended March 31, 2011 and 2010, respectively. The significant assets and liabilities of these variable interest entities consisted of property of \$79,599 and \$81,155 at March 31, 2011 and December 31, 2010, respectively, and mortgage notes payable of \$39,234 and \$39,675 at March 31, 2011 and December 31, 2010, respectively.

All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

The unaudited interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the consolidated financial statements for the interim periods have been made. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The accompanying consolidated balance sheet as of December 31, 2010 has been derived from the audited financial statements, but does not include all disclosures required by GAAP.

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****3. Earnings per Share ("EPS"):**

The following table reconciles the numerator and denominator used in the computation of earnings per share for the three months ended March 31, 2011, and 2010 (shares in thousands):

| | For the Three Months Ended March 31, | |
|--|---|-------------|
| | 2011 | 2010 |
| Numerator | | |
| Income (loss) from continuing operations | \$ 91 | \$ (6,748) |
| Loss from discontinued operations | | (113) |
| (Income) loss attributable to noncontrolling interests | (57) | 504 |
| Net income (loss) attributable to the Company | 34 | (6,357) |
| Allocation of earnings to participating securities | (542) | (989) |
| Numerator for basic and diluted earnings per share net loss available to common stockholders | \$ (508) | \$ (7,346) |
| Denominator | | |
| Denominator for basic and diluted earnings per share weighted average number of common shares outstanding(1) | 130,574 | 96,951 |
| Earnings per common share basic: | | |
| Income (loss) from continuing operations | \$ | \$ (0.08) |
| Discontinued operations | | |
| Net income (loss) available to common stockholders | \$ | \$ (0.08) |
| Earnings per common share diluted: | | |
| Income (loss) from continuing operations | \$ | \$ (0.08) |
| Discontinued operations | | |
| Net income (loss) available to common stockholders | \$ | \$ (0.08) |

(1)

The Senior Notes (See Note 11 Bank and Other Notes Payable) are excluded from diluted EPS for the three months ended March 31, 2011 and 2010 as their effect would be antidilutive to net income (loss) available to common stockholders.

Diluted EPS excludes 208,640 convertible non-participating preferred units for the three months ended March 31, 2011 and 2010, as their impact was antidilutive to net income (loss) available to common stockholders.

Diluted EPS excludes 1,125,172 and 1,150,172 of unexercised stock appreciation rights for the three months ended March 31, 2011 and 2010, respectively, as their effect was antidilutive to net income (loss) available to common stockholders.

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Diluted EPS excludes 122,500 and 127,500 of unexercised stock options for the three months ended March 31, 2011 and 2010, respectively, as their effect was antidilutive to net income (loss) available to common stockholders.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

3. Earnings per Share ("EPS"): (Continued)

Diluted EPS excludes 935,358 and 2,185,358 of unexercised stock warrants for the three months ended March 31, 2011 and 2010, respectively, as their effect was antidilutive to net income (loss) available to common stockholders.

Diluted EPS excludes 12,082,710 and 12,232,655 partnership units for the three months ended March 31, 2011 and 2010, respectively, as their effect was antidilutive to net income (loss) available to common stockholders.

4. Investments in Unconsolidated Joint Ventures:

The Company has recently made the following investments in unconsolidated joint ventures:

On February 24, 2011, the Company's joint venture in Kierland Commons, a 434,690 square foot community center in Scottsdale, Arizona, acquired the ownership interest of another partner in the joint venture for \$105,550. The Company's share of the purchase price consisted of a cash payment of \$34,161 and the assumption of a pro rata share of debt of \$18,613. As a result of the acquisition, the Company's ownership interest in Kierland Commons increased from 24.5% to 50.0%. The joint venture recognized a remeasurement gain of \$25,019 on the acquisition based on the difference of the fair value received and its previously held investment in Kierland Commons. The Company's pro rata share of the gain recognized was \$12,510.

On February 28, 2011, the Company in a 50/50 joint venture, acquired The Shops at Atlas Park, a 400,000 square foot community center in Queens, New York for a total purchase price of \$53,750. The Company's share of the purchase price was \$26,875. The results of The Shops at Atlas Park are included below for the period subsequent to the acquisition.

On February 28, 2011, the Company acquired the additional 50% ownership interest in Desert Sky Mall, an 893,561 square foot regional shopping center in Phoenix, Arizona, that it did not own for \$27,625. The purchase price was funded by a cash payment of \$1,875 and the assumption of the third party's pro rata share of the mortgage note payable on the property of \$25,750. Concurrent with the purchase of the partnership interest, the Company paid off the \$51,500 loan on the property. Prior to the acquisition, the Company had accounted for its investment in Desert Sky Mall under the equity method. Since the date of acquisition, the Company has included Desert Sky Mall in its consolidated financial statements (See Note 15 Acquisition).

Combined and condensed balance sheets and statements of operations are presented below for all unconsolidated joint ventures.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

4. Investments in Unconsolidated Joint Ventures: (Continued)

Combined and Condensed Balance Sheets of Unconsolidated Joint Ventures:

| | March 31, 2011 | December 31, 2010 |
|---|-------------------|----------------------|
| Assets(1): | | |
| Properties, net | \$ 5,174,884 | \$ 5,047,022 |
| Other assets | 470,789 | 470,922 |
| Total assets | \$ 5,645,673 | \$ 5,517,944 |
| Liabilities and partners' capital(1): | | |
| Mortgage notes payable(2) | \$ 4,558,807 | \$ 4,617,127 |
| Other liabilities | 212,697 | 211,942 |
| Company's capital | 416,828 | 349,175 |
| Outside partners' capital | 457,341 | 339,700 |
| Total liabilities and partners' capital | \$ 5,645,673 | \$ 5,517,944 |
| Investments in unconsolidated joint ventures: | | |
| Company's capital | \$ 416,828 | \$ 349,175 |
| Basis adjustment(3) | 581,593 | 591,903 |
| | \$ 998,421 | \$ 941,078 |
| Assets Investments in unconsolidated joint ventures | \$ 1,070,204 | \$ 1,006,123 |
| Liabilities Distributions in excess of investments in unconsolidated joint ventures | (71,783) | (65,045) |
| | \$ 998,421 | \$ 941,078 |

(1)

These amounts include the assets and liabilities of the following significant subsidiaries as of March 31, 2011 and December 31, 2010:

| | SDG Macerich Properties, L.P. | Pacific Premier Retail Trust | Tysons Corner LLC |
|---------------------------------|-------------------------------------|---------------------------------------|-------------------------|
| <i>As of March 31, 2011:</i> | | | |
| Total Assets | \$ 814,980 | \$ 1,083,401 | \$ 333,366 |
| Total Liabilities | \$ 814,538 | \$ 1,017,460 | \$ 326,556 |
| <i>As of December 31, 2010:</i> | | | |
| Total Assets | \$ 817,995 | \$ 1,101,186 | \$ 330,117 |
| Total Liabilities | \$ 815,884 | \$ 1,019,513 | \$ 324,527 |

(2)

Certain mortgage notes payable could become recourse debt to the Company should the joint venture be unable to discharge the obligations of the related debt. As of March 31, 2011 and December 31, 2010, a total of \$346,954 and \$348,658, respectively, could become recourse debt to

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

4. Investments in Unconsolidated Joint Ventures: (Continued)

the Company. As of March 31, 2011 and December 31, 2010, the Company has an indemnity from one of its joint venture partners for \$161,616 and \$162,451, respectively, of the guaranteed amount.

Included in mortgage notes payable are amounts due to affiliates of Northwestern Mutual Life ("NML") of \$570,984 and \$573,239 as of March 31, 2011 and December 31, 2010, respectively. NML is considered a related party because it is a joint venture partner with the Company in Macerich Northwestern Associates Broadway Plaza. Interest expense incurred on these borrowings amounted to \$10,093 and \$10,244 for the three months ended March 31, 2011 and 2010, respectively.

- (3) This represents the difference between the cost of the investments and the book value of the underlying equity of the joint ventures. The Company amortizes this difference into income on a straight-line basis, consistent with the lives of the underlying assets. The amortization of this difference was \$1,435 and \$3,702 for the three months ended March 31, 2011 and 2010, respectively.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

4. Investments in Unconsolidated Joint Ventures: (Continued)

Combined and Condensed Statements of Operations of Unconsolidated Joint Ventures:

| | SDG Macerich Properties, L.P. | Pacific Premier Retail Trust | Tysons Corner LLC | Other Joint Ventures | Total |
|--|-------------------------------------|------------------------------------|-------------------------|----------------------------|------------|
| <i>Three Months Ended</i> | | | | | |
| <i>March 31, 2011</i> | | | | | |
| Revenues: | | | | | |
| Minimum rents | \$ 22,094 | \$ 32,799 | \$ 15,543 | \$ 86,561 | \$ 156,997 |
| Percentage rents | 932 | 1,166 | 423 | 2,134 | 4,655 |
| Tenant recoveries | 11,660 | 13,646 | 10,263 | 41,048 | 76,617 |
| Other | 807 | 1,019 | 727 | 8,254 | 10,807 |
| Total revenues | 35,493 | 48,630 | 26,956 | 137,997 | 249,076 |
| Expenses: | | | | | |
| Shopping center and operating expenses | 13,789 | 14,594 | 8,601 | 52,383 | 89,367 |
| Interest expense | 11,460 | 11,723 | 3,973 | 38,473 | 65,629 |
| Depreciation and amortization | 7,469 | 10,156 | 4,863 | 30,411 | 52,899 |
| Total operating expenses | 32,718 | 36,473 | 17,437 | 121,267 | 207,895 |
| Gain on sale/remeasurement of assets | | | | 24,874 | 24,874 |
| Net income | \$ 2,775 | \$ 12,157 | \$ 9,519 | \$ 41,604 | \$ 66,055 |
| Company's equity in net income | \$ 1,388 | \$ 6,183 | \$ 3,708 | \$ 18,996 | \$ 30,275 |
| <i>Three Months Ended</i> | | | | | |
| <i>March 31, 2010</i> | | | | | |
| Revenues: | | | | | |
| Minimum rents | \$ 22,257 | \$ 31,691 | \$ 14,597 | \$ 89,116 | \$ 157,661 |
| Percentage rents | 724 | 897 | 120 | 2,517 | 4,258 |
| Tenant recoveries | 11,640 | 12,447 | 9,506 | 46,586 | 80,179 |
| Other | 799 | 1,170 | 678 | 6,233 | 8,880 |
| Total revenues | 35,420 | 46,205 | 24,901 | 144,452 | 250,978 |

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| | | | | | | |
|--|----------|----------|----------|-----------|-----------|--|
| Expenses: | | | | | | |
| Shopping center and operating expenses | 14,065 | 13,685 | 8,106 | 54,714 | 90,570 | |
| Interest expense | 11,497 | 13,101 | 4,018 | 38,918 | 67,534 | |
| Depreciation and amortization | 7,625 | 9,189 | 4,592 | 31,381 | 52,787 | |
| Total operating expenses | 33,187 | 35,975 | 16,716 | 125,013 | 210,891 | |
| Loss on sale of assets | | | | (1,236) | (1,236) | |
| Loss on early extinguishment of debt | | (1,352) | | | (1,352) | |
| Net income | \$ 2,233 | \$ 8,878 | \$ 8,185 | \$ 18,203 | \$ 37,499 | |
| Company's equity in net income | \$ 1,116 | \$ 4,567 | \$ 4,092 | \$ 6,684 | \$ 16,459 | |

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in thousands, except per share amounts)

(Unaudited)

4. Investments in Unconsolidated Joint Ventures: (Continued)

Significant accounting policies used by the unconsolidated joint ventures are similar to those used by the Company.

5. Derivative Instruments and Hedging Activities:

Amounts paid (received) as a result of interest rate agreements are recorded as an addition (reduction) to (of) interest expense. The Company recorded other comprehensive income related to the marking-to-market of interest rate agreements of \$4,830 and \$7,979 for the three months ended March 31, 2011 and 2010, respectively.

The following derivatives were outstanding at March 31, 2011:

| Property/Entity(1) | Notional Amount | Product | Rate | Maturity | Fair Value |
|----------------------|-----------------|---------|-------|-----------|------------|
| La Cumbre Plaza | \$ 30,000 | Cap | 3.00% | 12/9/2011 | \$ |
| Paradise Valley Mall | 85,000 | Cap | 5.00% | 9/12/2011 | |
| The Oaks | 150,000 | Cap | 6.25% | 7/1/2011 | |
| Victor Valley Mall | 100,000 | Swap | 5.08% | 4/25/2011 | (307) |
| Vintage Faire Mall | 135,000 | Swap | 5.08% | 4/25/2011 | (414) |
| Westside Pavilion | 175,000 | Cap | 5.50% | 6/5/2011 | |
| Westside Pavilion | 165,000 | Swap | 5.08% | 4/25/2011 | (507) |

(1)

See additional disclosure in Note 10 Mortgage Notes Payable.

| | Asset Derivatives | | | Liability Derivatives | | |
|--|------------------------|------------------------------|---------------------------------|------------------------|------------------------------|---------------------------------|
| | Balance Sheet Location | March 31, 2011 Fair Value | December 31, 2010 Fair Value | Balance Sheet Location | March 31, 2011 Fair Value | December 31, 2010 Fair Value |
| Derivatives designated as hedging instruments | | | | | | |
| Interest rate cap agreements | Other assets | \$ | \$ | Other liabilities | \$ | \$ |
| Interest rate swap agreements | Other assets | | | Other liabilities | 1,228 | 6,061 |
| Total derivatives designated as hedging instruments | | | | | 1,228 | 6,061 |
| Derivatives not designated as hedging instruments | | | | | | |
| Interest rate cap agreements | Other assets | | | Other liabilities | | |

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| Interest rate swap agreements | Other assets | Other liabilities |
|---|--------------|-------------------|
| Total derivatives not designated as hedging instruments | | |
| Total derivatives | \$ | \$ 1,228 \$ 6,061 |

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in thousands, except per share amounts)

(Unaudited)

5. Derivative Instruments and Hedging Activities: (Continued)

The following table presents the Company's derivative instruments measured at fair value as of March 31, 2011:

| | Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|------------------------|---|---|---|-------|
| <i>Assets</i> | | | | |
| Derivative instruments | \$ | \$ | \$ | \$ |
| <i>Liabilities</i> | | | | |
| Derivative instruments | | 1,228 | | 1,228 |

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of March 31, 2011, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

6. Property:

Property consists of the following:

| | March 31, 2011 | December 31, 2010 |
|-------------------------------|-------------------|----------------------|
| Land | \$ 1,169,314 | \$ 1,158,139 |
| Building improvements | 4,984,435 | 4,934,391 |
| Tenant improvements | 399,884 | 398,556 |
| Equipment and furnishings | 117,125 | 124,530 |
| Construction in progress | 293,516 | 292,891 |
| | 6,964,274 | 6,908,507 |
| Less accumulated depreciation | (1,277,495) | (1,234,380) |
| | \$ 5,686,779 | \$ 5,674,127 |

Depreciation expense was \$54,442 and \$49,589 for the three months ended March 31, 2011 and 2010, respectively.

During the three months ended March 31, 2011, the Company recognized a gain of \$542 on the sale of land and a loss of \$2,817 on the sale or write-down of assets. In addition, the Company recognized a gain of \$1,838 on the purchase of a 50% interest in Desert Sky Mall. See Note 15 Acquisition.

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****7. Marketable Securities:**

Marketable Securities consist of the following:

| | March 31, 2011 | December 31, 2010 |
|--|---------------------------|------------------------------|
| Government debt securities, at par value | \$ 26,509 | \$ 26,509 |
| Less discount | (509) | (574) |
| | 26,000 | 25,935 |
| Unrealized gain | 2,276 | 2,612 |
| Fair value | \$ 28,276 | \$ 28,547 |

Future contractual maturities of marketable securities are as follows:

| | |
|----------------|-----------|
| 1 year or less | \$ 1,461 |
| 2 to 5 years | 25,048 |
| | \$ 26,509 |

The proceeds from maturities and interest receipts from the marketable securities are restricted to the service of the Greeley Note (See Note 11 Bank and Other Notes Payable).

8. Tenant and Other Receivables, net:

Included in tenant and other receivables, net, is an allowance for doubtful accounts of \$3,794 and \$5,411 at March 31, 2011 and December 31, 2010, respectively. Also included in tenant and other receivables, net are accrued percentage rents of \$1,604 and \$5,827 at March 31, 2011 and December 31, 2010, respectively.

Included in tenant and other receivables, net, are the following notes receivable:

On March 31, 2006, the Company received a note receivable that is secured by a deed of trust, bears interest at 5.5% and matures on March 31, 2031. At March 31, 2011 and December 31, 2010, the note had a balance of \$8,929 and \$8,992, respectively.

On August 18, 2009, the Company received a note receivable from J&R Holdings XV, LLC ("Pederson") that bears interest at 11.55% and matures on December 31, 2013. Pederson is considered a related party because it has an ownership interest in Promenade at Casa Grande. The note is secured by Pederson's interest in Promenade at Casa Grande. The balance on the note at March 31, 2011 and December 31, 2010 was \$3,445. Interest income on the note was \$102 and \$44 for the three months ended March 31, 2011 and 2010, respectively.

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****9. Deferred Charges and Other Assets, net:**

Deferred charges and other assets, net consist of the following:

| | March 31, 2011 | December 31, 2010 |
|-------------------------------------|-------------------|----------------------|
| Leasing | \$ 209,924 | \$ 189,853 |
| Financing | 57,024 | 57,564 |
| Intangible assets: | | |
| In-place lease values | 97,114 | 99,328 |
| Leasing commissions and legal costs | 29,616 | 29,088 |
| Other assets | 162,982 | 152,167 |
| | 556,660 | 528,000 |
| Less accumulated amortization(1) | (210,573) | (211,031) |
| | \$ 346,087 | \$ 316,969 |

(1)

Accumulated amortization includes \$93,973 and \$60,859 relating to intangible assets at March 31, 2011 and December 31, 2010, respectively. Amortization expense for intangible assets was \$3,965 and \$4,133 for the three months ended March 31, 2011 and 2010, respectively.

The allocated values of above-market leases included in deferred charges and other assets, net, and below-market leases included in other accrued liabilities, consist of the following:

| | March 31, 2011 | December 31, 2010 |
|-------------------------------|-------------------|----------------------|
| <i>Above-Market Leases</i> | | |
| Original allocated value | \$ 62,934 | \$ 50,615 |
| Less accumulated amortization | (36,955) | (36,935) |
| | \$ 25,979 | \$ 13,680 |
| <i>Below-Market Leases</i> | | |
| Original allocated value | \$ 120,948 | \$ 121,813 |
| Less accumulated amortization | (83,811) | (83,780) |
| | \$ 37,137 | \$ 38,033 |

The allocated values of above and below-market leases are amortized into minimum rents on a straight-line basis over the individual remaining lease terms. The remaining lease terms of below-market leases may include certain below-market fixed-rate renewal periods. In considering whether or not a lessee will execute a below-market fixed-rate lease renewal option, the Company evaluates economic factors and certain qualitative factors at the time of acquisition such as tenant mix in the center, the Company's relationship with the tenant and the availability of competing tenant space.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

10. Mortgage Notes Payable:

Mortgage notes payable at March 31, 2011 and December 31, 2010 consist of the following:

| Property Pledged as Collateral | Carrying Amount of Mortgage Notes(1) | | | | Interest Rate(2) | Monthly Payment Term(3) | Maturity Date |
|------------------------------------|--------------------------------------|--------------|-------------------|--------------|------------------|-------------------------|---------------|
| | March 31, 2011 | | December 31, 2010 | | | | |
| | Related Party | Other | Related Party | Other | | | |
| Capitola Mall(4) | \$ | \$ | \$ 33,459 | \$ | | | |
| Chandler Fashion Center(5) | | 158,412 | | 159,360 | 5.50% | 1,043 | 2012 |
| Chesterfield Towne Center(6) | | | | 50,462 | | | |
| Danbury Fair Mall | 119,135 | 119,136 | 109,657 | 109,657 | 5.53% | 1,351 | 2020 |
| Deptford Mall | | 172,500 | | 172,500 | 5.41% | 778 | 2013 |
| Deptford Mall | | 15,191 | | 15,248 | 6.46% | 101 | 2016 |
| Fiesta Mall | | 84,000 | | 84,000 | 4.98% | 348 | 2015 |
| Flagstaff Mall | | 37,000 | | 37,000 | 5.03% | 155 | 2015 |
| Freehold Raceway Mall(5) | | 232,900 | | 232,900 | 4.20% | 805 | 2018 |
| Fresno Fashion Fair | 82,534 | 82,534 | 82,791 | 82,792 | 6.76% | 1,104 | 2015 |
| Great Northern Mall | | 37,868 | | 38,077 | 5.19% | 234 | 2013 |
| Hilton Village | | 8,586 | | 8,581 | 5.27% | 37 | 2012 |
| La Cumbre Plaza(7) | | 21,561 | | 23,113 | 2.43% | 27 | 2011 |
| Northgate, The Mall at(8) | | 38,115 | | 38,115 | 7.00% | 191 | 2013 |
| Oaks, The(9) | | 165,000 | | 165,000 | 2.31% | 318 | 2011 |
| Oaks, The(10) | | 92,264 | | 92,264 | 2.83% | 182 | 2011 |
| Pacific View | | 83,651 | | 84,096 | 7.23% | 649 | 2011 |
| Paradise Valley Mall(11) | | 85,000 | | 85,000 | 6.30% | 446 | 2012 |
| Prescott Gateway | | 60,000 | | 60,000 | 5.86% | 293 | 2011 |
| Promenade at Casa Grande(12) | | 78,959 | | 79,104 | 5.21% | 296 | 2013 |
| Rimrock Mall | | 40,445 | | 40,650 | 7.57% | 320 | 2011 |
| Salisbury, Center at | | 115,000 | | 115,000 | 5.83% | 559 | 2016 |
| SanTan Village Regional Center(13) | | 138,087 | | 138,087 | 2.99% | 344 | 2011 |
| Shoppingtown Mall | | 39,234 | | 39,675 | 5.01% | 319 | 2011 |
| South Plains Mall | | 103,773 | | 104,132 | 6.53% | 383 | 2015 |
| South Towne Center | | 87,433 | | 87,726 | 6.39% | 554 | 2015 |
| Towne Mall | | 13,211 | | 13,348 | 4.99% | 100 | 2012 |
| Tucson La Encantada | 76,148 | | 76,437 | | 5.84% | 358 | 2012 |
| Twenty Ninth Street(14) | | 107,000 | | 106,244 | 3.15% | 467 | 2016 |
| Valley River Center | | 120,000 | | 120,000 | 5.59% | 559 | 2016 |
| Valley View Center(15) | | 125,000 | | 125,000 | 5.81% | 605 | 2011 |
| Victor Valley, Mall of(16) | | 100,000 | | 100,000 | 6.94% | 578 | 2011 |
| Vintage Faire Mall(17) | | 135,000 | | 135,000 | 8.37% | 942 | 2015 |
| Westside Pavilion(18) | | 175,000 | | 175,000 | 7.81% | 1,139 | 2011 |
| Wilton Mall(19) | | 40,000 | | 40,000 | 1.25% | 42 | 2013 |
| | \$ 277,817 | \$ 2,911,860 | \$ 302,344 | \$ 2,957,131 | | | |

(1)

The mortgage notes payable balances include the unamortized debt premiums (discounts). Debt premiums (discounts) represent the excess (deficiency) of the fair value of debt over (under) the principal value of debt assumed in various acquisitions and are amortized into interest expense over the remaining term of the related debt in a manner that approximates the effective interest method.

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****10. Mortgage Notes Payable: (Continued)**

Debt premiums (discounts) consist of the following:

| Property Pledged as Collateral | March 31, 2011 | December 31, 2010 |
|---------------------------------------|---------------------------|------------------------------|
| Deptford Mall | \$ (29) | \$ (30) |
| Great Northern Mall | (76) | (82) |
| Hilton Village | (14) | (19) |
| Shoppingtown Mall | 216 | 482 |
| Towne Mall | 159 | 183 |
| | \$ 256 | \$ 534 |

- (2) The interest rate disclosed represents the effective interest rate, including the debt premiums (discounts), deferred finance costs and notional amounts covered by interest rate swap agreements.
- (3) The payment term represents the monthly payment of principal and interest.
- (4) On March 15, 2011, the loan was paid off in full.
- (5) On September 30, 2009, 49.9% of the loan was assumed by a third party in connection with entering into a co-venture arrangement with that unrelated party. See Note 12 Co-Venture Arrangement.
- (6) On February 1, 2011, the loan was paid off in full. As a result of the pay off of the debt, the Company recognized a loss on early extinguishment of \$9,101, which included a \$9,000 prepayment penalty and \$101 of unamortized financing costs then outstanding.
- (7) The loan bears interest at LIBOR plus 0.88% and matures on December 9, 2011 with an extension option, subject to certain conditions, to extend to June 9, 2012. The loan is covered by an interest rate cap agreement that effectively prevents LIBOR from exceeding 3.0% over the loan term. See Note 5 Derivative Instruments and Hedging Activities. The total interest rate was 2.43% and 2.44% at March 31, 2011 and December 31, 2010, respectively.
- (8) The construction loan allows for total borrowings of up to \$60,000, bears interest at LIBOR plus 4.50% with a total interest rate floor of 6.0% and matures on January 1, 2013, with two one-year extension options. The loan also includes options for additional borrowings of up to \$20,000 depending on certain conditions. The total interest rate was 7.00% at March 31, 2011 and December 31, 2010.
- (9) The loan bears interest at LIBOR plus 1.75% and matures on July 10, 2011 with two one-year extension options. The Company placed an interest rate cap agreement on the loan that effectively prevents LIBOR from exceeding 6.25% on \$150,000 of the loan amount over the loan term. See Note 5 Derivative Instruments and Hedging Activities. At March 31, 2011 and December 31, 2010, the total interest rate was 2.31%.
- (10) The construction loan allows for total borrowings of up to \$135,000, bears interest at LIBOR plus a spread of 1.75% to 2.10%, depending on certain conditions and matures on July 10, 2011, with two one-year extension options. At March 31, 2011 and December 31, 2010, the total interest rate was 2.83%.

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- (11) The loan bears interest at LIBOR plus 4.0% with a total interest rate floor of 5.50% and matures on August 31, 2012 with two one-year extension options. The loan is covered by an interest rate cap agreement that effectively prevents LIBOR from exceeding 5.0% until September 12, 2011. See Note 5 Derivative Instruments and Hedging Activities. At March 31, 2011 and December 31, 2010, the total interest rate was 6.30%.
- (12) The loan bears interest at LIBOR plus 4.0% with a LIBOR rate floor of 0.50% and matures on December 30, 2013. At March 31, 2011 and December 31, 2010, the total interest rate was 5.21%.
- (13) The construction loan allows for total borrowings of up to \$145,000 and bears interest at LIBOR plus a spread of 2.10% to 2.25%, depending on certain conditions. The loan matures on June 13, 2011, with two one-year extension options. At March 31, 2011 and December 31, 2010, the total interest rate was 2.99% and 2.94%, respectively.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

10. Mortgage Notes Payable: (Continued)

- (14) The loan bears interest at LIBOR plus 3.40% with a total interest rate floor of 5.25% and was to mature on March 25, 2011. At December 31, 2010, the total interest rate was 5.45%. On January 18, 2011, the Company replaced the existing loan on the property with a new \$107,000 loan that bears interest at LIBOR plus 2.63% with no interest rate floor and matures on January 18, 2016. At March 31, 2011, the total interest rate was 3.15%.
- (15) On July 15, 2010, a court appointed receiver ("Receiver") assumed operational control of Valley View Center and responsibility for managing all aspects of the property. The Company anticipates the disposition of the asset, which is under the control of the Receiver, will be executed through foreclosure, deed in lieu of foreclosure, or by some other means, and is expected to be completed within the next twelve months. Although the Company is no longer funding any cash shortfall, it will continue to record the operations of Valley View Center until the title for the Center is transferred and its obligation for the loan is discharged. Once title to the Center is transferred, the Company will remove the net assets and liabilities from the Company's consolidated balance sheets. The mortgage note payable on Valley View Center is non-recourse to the Company.
- (16) The loan bears interest at LIBOR plus 1.60% and was due to mature on May 6, 2011, with two one-year extension options. On May 6, 2011, the Company exercised an option to extend the maturity to May 6, 2012. The Company placed an interest rate swap on the loan that effectively converts the loan from floating rate debt to fixed rate debt of 6.94% until April 25, 2011. See Note 5 Derivative Instruments and Hedging Activities. At March 31, 2011 and December 31, 2010, the total interest rate on the loan was 6.94%.
- (17) The loan bears interest at LIBOR plus 3.0% and matures on April 27, 2015. The Company placed an interest rate swap on the loan that effectively converts the loan from floating rate debt to fixed rate debt of 8.37% until April 25, 2011. See Note 5 Derivative Instruments and Hedging Activities. At March 31, 2011 and December 31, 2010, the total interest rate was 8.37%.
- (18) The loan bears interest at LIBOR plus 2.00% and matures on June 5, 2011, with two one-year extension options. The loan is covered by an interest rate cap agreement that effectively prevents LIBOR from exceeding 5.50% over the initial loan term. In addition, the Company placed an interest rate swap on the loan that effectively converts \$165,000 of the loan amount from floating rate debt to fixed rate debt of 8.08% until April 25, 2011. See Note 5 Derivative Instruments and Hedging Activities. At March 31, 2011 and December 31, 2010, the total interest rate on the loan was 7.81%.
- (19) The loan bears interest at LIBOR plus 0.675% and matures August 1, 2013. As additional collateral for the loan, the Company is required to maintain a deposit of \$40,000 with the lender. The interest on the deposit is not restricted. At March 31, 2011 and December 31, 2010, the total interest rate on the loan was 1.25% and 1.26%, respectively.

Most of the mortgage loan agreements contain a prepayment penalty provision for the early extinguishment of the debt.

The Company expects all 2011 loan maturities, except Valley View Center, will be refinanced, extended and/or paid-off from the Company's line of credit or with cash on hand.

Total interest expense capitalized during the three months ended March 31, 2011 and 2010 was \$3,335 and \$8,188, respectively.

Related party mortgage notes payable are amounts due to affiliates of NML. See Note 18 Related-Party Transactions for interest expense associated with loans from NML.

The fair value of mortgage notes payable at March 31, 2011 and December 31, 2010 was \$3,336,688 and \$3,438,674, respectively, based on current interest rates for comparable loans. The method for computing fair value was determined using a present value model and an interest rate that included a credit value adjustment based on the estimated value of the property that serves as collateral for the underlying debt.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

11. Bank and Other Notes Payable:

Bank and other notes payable consist of the following:

Convertible Senior Notes ("Senior Notes"):

On March 16, 2007, the Company issued \$950,000 in Senior Notes that are to mature on March 15, 2012. The Senior Notes bear interest at 3.25%, payable semiannually, are senior to unsecured debt of the Company and are guaranteed by the Operating Partnership. Prior to December 14, 2011, upon the occurrence of certain specified events, the Senior Notes will be convertible at the option of the holder into cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock, at the election of the Company, at an initial conversion rate of 8.9702 shares per \$1 principal amount. On and after December 15, 2011, the Senior Notes will be convertible at any time prior to the second business day preceding the maturity date at the option of the holder at the initial conversion rate. The initial conversion price of approximately \$111.48 per share represented a 20% premium over the closing price of the Company's common stock on March 12, 2007. In addition, the Senior Notes are covered by two capped calls that effectively increased the conversion price of the Senior Notes to approximately \$130.06, which represents a 40% premium to the March 12, 2007 closing price of \$92.90 per common share of the Company. The initial conversion rate is subject to adjustment under certain circumstances. Holders of the Senior Notes do not have the right to require the Company to repurchase the Senior Notes prior to maturity except in connection with the occurrence of certain fundamental change transactions.

The carrying value of the Senior Notes at March 31, 2011 and December 31, 2010 was \$609,560 and \$606,971, respectively, which included unamortized discount of \$10,072 and \$12,661, respectively. The unamortized discount is amortized into interest expense over the term of the Senior Notes in a manner that approximates the effective interest method. As of March 31, 2011 and December 31, 2010, the effective interest rate was 5.41%. The fair value of the Senior Notes at March 31, 2011 and December 31, 2010 was \$619,632 based on the quoted market price on each date.

Line of Credit:

The Company had a \$1,500,000 revolving line of credit that bore interest at LIBOR plus a spread of 0.75% to 1.10% depending on the Company's overall leverage that matured on April 25, 2011. On May 2, 2011, the Company obtained a new \$1,500,000 revolving line of credit that bears interest at LIBOR plus a spread of 1.75% to 3.0% depending on the Company's overall leverage and matures on May 2, 2015 with a one-year extension option. Based on the Company's current leverage levels, the borrowing rate on the new facility is LIBOR plus 2.0%. The line of credit can be expanded, depending on certain conditions, up to a total facility of \$2,000,000. (See Note 21 Subsequent Events).

Greeley Note:

On July 27, 2006, concurrent with the sale of Greeley Mall, the Company provided marketable securities to replace Greeley Mall as collateral for the mortgage note payable on the property (See Note 7 Marketable Securities). As a result of this transaction, the mortgage note payable was reclassified to bank and other notes payable. This note bears interest at an effective rate of 6.34% and

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

11. Bank and Other Notes Payable: (Continued)

matures in September 2013. At March 31, 2011 and December 31, 2010, the Greeley note had a balance outstanding of \$25,430 and \$25,624, respectively. The fair value of the note at March 31, 2011 and December 31, 2010 was \$27,593 and \$23,967, respectively, based on current interest rates for comparable loans. The method for computing fair value was determined using a present value model and an interest rate that included a credit value adjustment based on the estimated value of the property that serves as collateral for the underlying debt.

As of March 31, 2011 and December 31, 2010, the Company was in compliance with all applicable financial loan covenants.

12. Co-Venture Arrangement:

On September 30, 2009, the Company formed a joint venture whereby a third party acquired a 49.9% interest in Freehold Raceway Mall and Chandler Fashion Center. As part of this transaction, the Company issued a warrant in favor of the third party to purchase 935,358 shares of common stock of the Company at an exercise price of \$46.68 per share. See "Warrants" in Note 14 Stockholders' Equity. The Company received approximately \$174,650 in cash proceeds for the overall transaction, of which \$6,496 was attributed to the warrants.

As a result of the Company having certain rights under the agreement to repurchase the assets after the seventh year of the venture formation, the transaction did not qualify for sale treatment. The Company, however, is not obligated to repurchase the assets. The transaction has been accounted for as a profit-sharing arrangement, and accordingly the assets, liabilities and operations of the properties remain on the books of the Company and a co-venture obligation was established for the net cash proceeds received from the third party less costs allocated to the warrant. The co-venture obligation is increased for the allocation of income to the co-venture partner and decreased for distributions to the co-venture partner.

13. Noncontrolling Interests:

The Company allocates net income of the Operating Partnership based on the weighted average ownership interest during the period. The net income of the Operating Partnership that is not attributable to the Company is reflected in the consolidated statements of operations as noncontrolling interests. The Company adjusts the noncontrolling interests in the Operating Partnership at the end of each period to reflect its ownership interest in the Company. The Company had a 92% ownership interest in the Operating Partnership as of March 31, 2011 and December 31, 2010. The remaining 8% limited partnership interest as of March 31, 2011 and December 31, 2010, was owned by certain of the Company's executive officers and directors, certain of their affiliates, and other third party investors in the form of units of the Operating Partnership ("OP Units"). The OP Units may be redeemed for shares of stock or cash, at the Company's option. The redemption value for each OP Unit as of any balance sheet date is the amount equal to the average of the closing price per share of the Company's common stock, par value \$0.01 per share, as reported on the New York Stock Exchange for the ten trading days ending on the respective balance sheet date. Accordingly, as of March 31, 2011 and

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

13. Noncontrolling Interests: (Continued)

December 31, 2010, the aggregate redemption value of the then-outstanding OP Units not owned by the Company was \$581,178 and \$538,794, respectively.

The Company issued common and preferred units of MACWH, LP in April 2005 in connection with the acquisition of the Wilmorite portfolio. The common and preferred units of MACWH, LP are redeemable at the election of the holder, the Company may redeem them for cash or shares of the Company's stock at the Company's option, and they are classified as permanent equity.

Included in permanent equity are outside ownership interests in various consolidated joint ventures. The joint ventures do not have rights that require the Company to redeem the ownership interests in either cash or stock.

The outside ownership interests in the Company's joint venture in Shoppingtown Mall have a purchase option for \$11,366. In addition, under certain conditions as defined by the partnership agreement, these partners have the right to "put" their partnership interests to the Company. Due to the redemption feature of the ownership interest in Shoppingtown Mall, these noncontrolling interests have been included in temporary equity.

14. Stockholders' Equity:

Stock Dividends:

On March 22, 2010, the Company issued 1,449,542 common shares to its common stockholders and OP Unit holders in connection with a declaration of a quarterly dividend of \$0.60 per share of common stock to holders of record on February 16, 2010, consisting of a combination of cash and shares of the Company's common stock. The cash component of the dividend (not including cash paid in lieu of fractional shares) was 10% in the aggregate, or \$0.06 per share, with the balance paid in shares of the Company's common stock.

In accordance with the provisions of Internal Revenue Service Revenue Procedure 2009-15, stockholders were asked to make an election to receive the dividends all in cash or all in shares. To the extent that more than 10% of cash was elected in the aggregate, the cash portion was prorated. Stockholders who elected to receive the dividends in cash received a cash payment of at least \$0.06 per share. Stockholders who did not make an election received 10% in cash and 90% in shares of common stock. The number of shares issued on March 22, 2010 as a result of the dividend was calculated based on the volume weighted average trading prices of the Company's common stock on the New York Stock Exchange on March 10, 2010 through March 12, 2010 of \$38.53 per share.

Warrants:

On September 3, 2009, the Company issued three warrants in connection with the sale of a 75% ownership interest in FlatIron Crossing. The warrants provided for a purchase in the aggregate of 1,250,000 shares of the Company's common stock. The warrants were valued at \$8,068 and recorded as a credit to additional paid-in capital. In May 2010, the warrants were exercised pursuant to the holders' net issue exercise request and the Company elected to deliver a cash payment of \$17,589 in exchange for the warrants.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

14. Stockholders' Equity: (Continued)

On September 30, 2009, the Company issued a warrant in connection with its formation of a co-venture to own and operate Freehold Raceway Mall and Chandler Fashion Center. (See Note 12 Co-Venture Arrangement.) The warrant provides for the purchase of 935,358 shares of the Company's common stock. The warrant was valued at \$6,496 and recorded as a credit to additional paid-in capital. The warrant was immediately exercisable upon its issuance and will expire 30 days after the refinancing or repayment of each loan encumbering the Centers has closed. The warrant has an exercise price of \$46.68 per share, with such price subject to anti-dilutive adjustments. The warrant allows for either gross or net issue settlement at the option of the warrant holder. In the event that the warrant holder elects a net issue settlement, the Company may elect to settle the warrant in cash or shares; provided, however, that in the event the Company elects to deliver cash, the holder may elect to instead have the exercise of the warrant satisfied in shares. In addition, the Company entered into a registration rights agreement with the warrant holder whereby the Company provided certain registration rights regarding the resale of shares of common stock underlying the warrant.

The issuance of the warrants was exempt from registration under the Securities Act of 1933, as amended ("Securities Act"), pursuant to Section 4(2) of the Securities Act. Each investor represented that it was an accredited investor, as defined in Rule 501 of Regulation D, and that it was acquiring the securities for its own account, not as nominee or agent, and not with a view to the resale or distribution of any part thereof in violation of the Securities Act.

Stock Offering:

On April 20, 2010, the Company completed an offering of 30,000,000 newly issued shares of its common stock and on April 23, 2010 issued an additional 1,000,000 newly issued shares of common stock in connection with the underwriters' exercise of its over-allotment option. The net proceeds of the offering, after giving effect to the issuance and sale of all 31,000,000 shares of common stock at an initial price to the public of \$41.00 per share, were approximately \$1,220,829 after deducting underwriting discounts, commissions and other transaction costs. The Company used a portion of the net proceeds of the offering to pay down its line of credit in full and reduce certain property indebtedness. The Company used the remaining cash for debt repayments and/or general corporate purposes.

15. Acquisition:

On February 28, 2011, the Company acquired the additional 50% ownership interest in Desert Sky Mall, an 893,561 square foot regional shopping center in Phoenix, Arizona, that it did not own for \$27,625. The acquisition was completed in order to gain 100% ownership and control over this well located asset. The purchase price was funded by a cash payment of \$1,875 and the assumption of the third party's pro rata share of the mortgage note payable on the property of \$25,750. Concurrent with the purchase of the partnership interest, the Company paid off the \$51,500 loan on the property. Prior to the acquisition, the Company had accounted for its investment under the equity method (See Note 4 Investments in Unconsolidated Joint Ventures). As a result of this transaction, the Company obtained 100% ownership of Desert Sky Mall.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

15. Acquisition: (Continued)

The following is a summary of the allocation of the fair value of Desert Sky Mall:

| | |
|---|--------------|
| Property | \$ 46,603 |
| Deferred charges, net | 5,474 |
| Cash and cash equivalents | 6,057 |
| Tenant receivables | 202 |
| Other assets, net | 4,481 |
| Total assets acquired | 62,817 |
| Mortgage note payable | 51,500 |
| Accounts payable | 33 |
| Other accrued liabilities | 3,017 |
| Total liabilities assumed | 54,550 |
| Fair value of acquired net assets (at 100% ownership) | \$ 8,267 |

The Company determined that the purchase price represented the fair value of the additional ownership interest in Desert Sky Mall that was acquired. Accordingly, the Company also determined that the fair value of the acquired ownership interest in Desert Sky Mall equaled the fair value of the Company's existing ownership interest.

| | |
|--|--------------|
| Fair value of existing ownership interest (at 50% ownership) | \$ 4,134 |
| Carrying value of investment in Desert Sky Mall | (2,296) |
| Gain on remeasurement | \$ 1,838 |

The Company has included the gain on remeasurement in the loss on sale or writedown of assets, net for the three months ended March 31, 2011. See Note 6 Property.

Since the date of acquisition, the Company has included Desert Sky Mall in its consolidated financial statements. Desert Sky Mall has generated incremental revenue of \$888 and incremental shopping center expense of \$518.

16. Discontinued Operations:

Revenues from discontinued operations consisted of \$0 and \$(4) for the three months ended March 31, 2011 and 2010, respectively. Loss from discontinued operations was \$0 and \$(113) for the three months ended March 31, 2011 and 2010, respectively.

17. Commitments and Contingencies:

The Company has certain properties subject to non-cancelable operating ground leases. The leases expire at various times through 2107, subject in some cases to options to extend the terms of the lease. Certain leases provide for contingent rent payments based on a percentage of

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base rental income, as defined in the lease. Ground rent expenses were \$2,212 and \$1,587 for the three months ended

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****17. Commitments and Contingencies: (Continued)**

March 31, 2011 and 2010, respectively. No contingent rent was incurred during the three months ended March 31, 2011 or 2010.

As of March 31, 2011 and December 31, 2010, the Company was contingently liable for \$24,402 and \$26,771, respectively, in letters of credit guaranteeing performance by the Company of certain obligations relating to the Centers. The Company does not believe that these letters of credit will result in a liability to the Company. In addition, the Company has a \$11,366 letter of credit outstanding at March 31, 2011 that serves as collateral to a liability assumed in the acquisition of Shoppingtown Mall.

The Company has entered into a number of construction agreements related to its redevelopment and development activities. Obligations under these agreements are contingent upon the completion of the services within the guidelines specified in the agreement. At March 31, 2011, the Company had \$14,838 in outstanding obligations under these agreements, which it believes will be settled in 2011.

A putative class action complaint was filed on September 1, 2010 involving a single plaintiff based on alleged wage and hour violations. The Company has denied all material allegations asserted in this complaint and is vigorously defending this action.

18. Related-Party Transactions:

Certain unconsolidated joint ventures and third-parties have engaged the Management Companies to manage the operations of the Centers. Under these arrangements, the Management Companies are reimbursed for compensation paid to on-site employees, leasing agents and project managers at the Centers, as well as insurance costs and other administrative expenses. The following are fees charged to unconsolidated joint ventures and third-party managed properties:

| | For the Three Months Ended March 31, | |
|------------------------------|---|-----------------|
| | 2011 | 2010 |
| Management Fees | \$ 6,263 | \$ 6,910 |
| Development and Leasing Fees | 2,384 | 2,167 |
| | \$ 8,647 | \$ 9,077 |

Certain mortgage notes on the properties are held by NML (See Note 10 Mortgage Notes Payable). Interest expense in connection with these notes was \$4,489 and \$3,102 for the three months ended March 31, 2011 and 2010, respectively. Included in accounts payable and accrued expenses is interest payable on these notes of \$1,373 and \$1,439 at March 31, 2011 and December 31, 2010, respectively.

As of March 31, 2011 and December 31, 2010, the Company had loans to unconsolidated joint ventures of \$3,452 and \$3,095, respectively. Interest income associated with these notes was \$94 and \$31 for the three months ended March 31, 2011 and 2010, respectively. These loans represent initial funds advanced to development stage projects prior to construction loan funding. Correspondingly, loan payables in the same amount have been accrued as an obligation by the various joint ventures.

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****18. Related-Party Transactions: (Continued)**

Due from affiliates of \$8,672 and \$6,599 at March 31, 2011 and December 31, 2010, respectively, represents unreimbursed costs and fees due from unconsolidated joint ventures under management agreements.

19. Share and Unit-Based Plans:

On February 28, 2011, the Company granted 190,000 limited partnership units of the Operating Partnership ("LTIP Units") under the Long-Term Incentive Plan ("LTIP") to four executive officers at a weighted average grant date fair value of \$43.30 per LTIP Unit. The new grants vest over a service period ending January 31, 2012 based on the percentile ranking of the Company in terms of total return to stockholders (the "Total Return") per common stock share relative to the Total Return of a group of peer REITs, as measured at the end of the measurement period. Upon the occurrence of specified events and subject to the satisfaction of applicable vesting conditions, LTIP Units (after conversion into OP Units) are ultimately redeemable for common stock on a one-unit for one-share basis.

The fair value of the Company's LTIP Units granted in 2011 was estimated on the date of grant using a Monte Carlo Simulation model. The stock price of the Company, along with the stock prices of the group of peer REITs, was assumed to follow the Multivariate Geometric Brownian Motion Process. Multivariate Geometric Brownian Motion modeling is commonly used in financial markets, as it allows the modeled quantity (in this case, the stock price) to vary randomly from its current value based on the stock price's expected volatility and current market interest rates. The volatilities of the returns on the price of the Company and the peer group REITs were estimated based on a .92-year look-back period. The expected growth rate of the stock prices over the derived service period was determined with consideration of the risk free rate as of the grant date.

On January 27, 2011, as part of a separation agreement with a former executive, the Company modified the terms of 20,949 stock units and 460 stock awards then outstanding. As a result of this modification, the Company recognized an additional \$955 of compensation cost during the three months ended March 31, 2011.

The following summarizes the compensation cost under the share and unit-based plans:

| | For the Three Months Ended March 31, | |
|------------------------------------|---|-----------------|
| | 2011 | 2010 |
| LTIP Units | \$ 1,901 | \$ 1,500 |
| Stock awards | 493 | 1,562 |
| Stock units | 2,813 | 1,458 |
| Stock options | | 147 |
| Stock appreciation rights ("SARs") | 321 | 295 |
| Phantom stock units | 240 | 242 |
| | \$ 5,768 | \$ 5,204 |

Table of Contents**THE MACERICH COMPANY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in thousands, except per share amounts)****(Unaudited)****19. Share and Unit-Based Plans: (Continued)**

The Company capitalized share and unit-based compensation costs of \$3,081 and \$2,400 for the three months ended March 31, 2011 and 2010, respectively.

The following table summarizes the activity of the non-vested share and unit based plans:

| | LTIP Units | | Stock Awards | | Phantom Stock | | SARs | | Stock Units | |
|----------------------------|------------|----------|--------------|----------|---------------|----------|-------------|----------|-------------|----------|
| | Units | Value(1) | Shares | Value(1) | Units | Value(1) | Units | Value(1) | Shares | Value(1) |
| Balance at January 1, 2011 | 272,226 | \$ 50.68 | 63,351 | \$ 53.69 | 29,783 | \$ 34.18 | 1,059,122 | \$ 7.51 | 1,038,549 | \$ 7.17 |
| Granted | 422,631 | 46.38 | 10,850 | 48.36 | 3,863 | 47.31 | | | 64,463 | 48.36 |
| Vested | (504,857) | 49.85 | (53,239) | 57.49 | (6,088) | 39.49 | (1,034,122) | 7.51 | (519,272) | 7.17 |
| Forfeited | | | | | | | (25,000) | 7.51 | (6,470) | 7.17 |
| Balance at March 31, 2011 | 190,000 | \$ 43.30 | 20,962 | \$ 40.35 | 27,558 | \$ 34.84 | | \$ | 577,270 | \$ 11.77 |

(1)

Value represents the weighted-average grant date fair value.

Unrecognized compensation cost of share and unit-based plans at March 31, 2011 consisted of \$7,809 from LTIP Units, \$820 from stock awards, \$960 from phantom stock units and \$5,060 from stock units.

20. Income Taxes:

The Company has made Taxable REIT Subsidiary elections for all of its corporate subsidiaries other than its Qualified REIT Subsidiaries. The elections, effective for the year beginning January 1, 2001 and future years were made pursuant to section 856(l) of the Internal Revenue Code. The Company's Taxable REIT Subsidiaries ("TRSs") are subject to corporate level income taxes which are provided for in the Company's consolidated financial statements. The Company's primary TRSs include Macerich Management Company and Westcor Partners, L.L.C.

The income tax benefit of the TRSs is as follows:

| | For the Three Months Ended March 31, | |
|--------------------------|--------------------------------------|----------|
| | 2011 | 2010 |
| Current | \$ | \$ |
| Deferred | 2,478 | 1,215 |
| Total income tax benefit | \$ 2,478 | \$ 1,215 |

The net operating loss carryforwards are currently scheduled to expire through 2030, beginning in 2021. Net deferred tax assets of \$22,997 and \$19,525 were included in deferred charges and other assets, net at March 31, 2011 and December 31, 2010, respectively.

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The tax years 2007-2010 remain open to examination by the taxing jurisdictions to which the Company is subject. The Company does not expect that the total amount of unrecognized tax benefits will materially change within the next 12 months.

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THE MACERICH COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

21. Subsequent Events:

On April 1, 2011, the Company's joint venture in SDG Macerich Properties, L.P. conveyed Granite Run Mall to the mortgage note lender with a deed-in-lieu foreclosure. The mortgage note is non-recourse. The Company estimates its pro rata share of gain on the transaction to be \$7,667.

On April 29, 2011, the Company announced a dividend/distribution of \$0.50 per share for common stockholders and OP Unit holders of record on May 10, 2011. All dividends/distributions will be paid 100% in cash on June 8, 2011.

On April 29, 2011, the Company purchased a fee interest in a freestanding Kohl's store at Capitola Mall for \$28,500. The purchase price was paid from cash on hand.

On May 2, 2011, the Company obtained a new \$1,500,000 revolving line of credit that bears interest at LIBOR plus a spread of 1.75% to 3.0% depending on the Company's overall leverage and matures on May 2, 2015 with a one-year extension option. Based on the Company's current leverage levels, the borrowing rate on the new facility is LIBOR plus 2.0%. The line of credit can be expanded, depending on certain conditions, up to a total facility of \$2,000,000.

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

IMPORTANT INFORMATION RELATED TO FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of The Macerich Company (the "Company") contains or incorporates statements that constitute forward-looking statements within the meaning of the federal securities laws. Any statements that do not relate to historical or current facts or matters are forward-looking statements. You can identify some of the forward-looking statements by the use of forward-looking words, such as "may," "will," "could," "should," "expects," "anticipates," "intends," "projects," "predicts," "plans," "believes," "seeks," "estimates," "scheduled" and variations of these words and similar expressions. Statements concerning current conditions may also be forward-looking if they imply a continuation of current conditions. Forward-looking statements appear in a number of places in this Form 10-Q and include statements regarding, among other matters:

expectations regarding the Company's growth;

the Company's beliefs regarding its acquisition, redevelopment, development, leasing and operational activities and opportunities, including the performance of its retailers;

the Company's acquisition, disposition and other strategies;

regulatory matters pertaining to compliance with governmental regulations;

the Company's capital expenditure plans and expectations for obtaining capital for expenditures;

the Company's expectations regarding its financial condition or results of operations; and

the Company's expectations for refinancing its indebtedness, entering into debt obligations and entering into joint venture arrangements.

Stockholders are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company or the industry to differ materially from the Company's future results, performance or achievements, or those of the industry, expressed or implied in such forward-looking statements. You are urged to carefully review the disclosures we make concerning risks and other factors that may affect our business and operating results, including those made in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010, as well as our other reports filed with the Securities and Exchange Commission, which disclosures are incorporated herein by reference. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document. The Company does not intend, and undertakes no obligation, to update any forward-looking information to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, unless required by law to do so.

Management's Overview and Summary

The Company is involved in the acquisition, ownership, development, redevelopment, management and leasing of regional and community shopping centers located throughout the United States. The Company is the sole general partner of, and owns a majority of the ownership interests in, the Operating Partnership. As of March 31, 2011, the Operating Partnership owned or had an ownership interest in 71 regional shopping centers and 14 community shopping centers totaling approximately 73 million square feet of gross leasable area. These 85 regional and community shopping centers are referred to hereinafter as the "Centers," unless the context otherwise requires. The Company is a self-administered and self-managed REIT and conducts all of its operations through the Operating Partnership and the Management Companies.

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The following discussion is based primarily on the consolidated financial statements of the Company for the three months ended March 31, 2011 and 2010. It compares the results of operations and cash flows for the three months ended March 31, 2011 to the results of operations and cash flows

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for the three months ended March 31, 2010. This information should be read in conjunction with the accompanying consolidated financial statements and notes thereto.

Acquisitions:

On February 24, 2011, the Company increased its ownership interest in Kierland Commons, a 434,690 square foot community center in Scottsdale, Arizona, from 24.5% to 50%. The Company's share of the purchase price for this transaction was \$34.2 million in cash and the assumption of \$18.6 million of existing debt.

On February 28, 2011, the Company, in a 50/50 joint venture, acquired The Shops at Atlas Park, a 400,000 square foot community center in Queens, New York, for a total purchase price of \$53.8 million. The Company's share of the purchase price was \$26.9 million and was funded from the Company's cash on hand.

On February 28, 2011, the Company acquired the additional 50% ownership interest in Desert Sky Mall, an 893,561 square foot regional shopping center in Phoenix, Arizona, that it did not own. The total purchase price was \$27.6 million which included the assumption of the third party's pro rata share of the mortgage note payable on the property of \$25.7 million. Concurrent with the purchase of the partnership interest, the Company paid off the \$51.5 million loan on the property. Desert Sky Mall is referred to herein as the "Acquisition Property."

Mervyn's:

In December 2007, the Company purchased a portfolio of ground leasehold interest and/or fee interests in 39 freestanding Mervyn's stores located in the Southwest United States. In January 2008, the Company purchased a ground leasehold interest in a freestanding Mervyn's store located in Hayward, California and in February 2008, the Company purchased a fee simple interest in a freestanding Mervyn's store located in Monrovia, California. These former Mervyn's stores are referred to herein as the "Mervyn's Properties." Mervyn's filed for bankruptcy protection in July 2008 and rejected all of its leases during the remainder of the year.

On March 4, 2011, the Company sold a fee interest in a former Mervyn's store for \$3.4 million, resulting in a loss on sale of \$2.2 million. The Company used the proceeds from the sale for general corporate purposes.

As of March 31, 2011, eight former Mervyn's stores in the Company's portfolio remain vacant. The Company is currently seeking replacement tenants for these spaces.

Other Transactions and Events:

On July 15, 2010, a court appointed receiver ("Receiver") assumed operational control of Valley View Center and responsibility for managing all aspects of the property. The Company anticipates the disposition of the asset, which is under the control of the Receiver, will be executed through foreclosure, deed in lieu of foreclosure, or by some other means, and will be completed within the next twelve months. Although the Company is no longer funding any cash shortfall, it continues to record the operations of the Valley View Center until the title for the Center is transferred and its obligation for the loan is discharged. Once title to the Center is transferred, the Company will remove the net assets and liabilities from the Company's consolidated balance sheets. The mortgage note payable on Valley View Center is non-recourse to the Company.

Inflation:

In the last three years, inflation has not had a significant impact on the Company because of a relatively low inflation rate. Most of the leases at the Centers have rent adjustments periodically through the lease term. These rent increases are either in fixed increments or based on an annual

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multiple of increases in the Consumer Price Index ("CPI"). In addition, about 6% to 13% of the leases expire each year, which enables the Company to replace existing leases with new leases at higher base rents if the rents of the existing leases are below the then existing market rate. Historically the majority of the leases also required the tenants to pay their pro rata share of operating expenses. In January 2005, the Company began entering into leases that require tenants to pay a stated amount for operating expenses, generally excluding property taxes, regardless of the expenses actually incurred at any Center. This change shifts the burden of cost control to the Company.

Seasonality:

The shopping center industry is seasonal in nature, particularly in the fourth quarter during the holiday season when retailer occupancy and retail sales are typically at their highest levels. In addition, shopping malls achieve a substantial portion of their specialty (temporary retailer) rents during the holiday season and the majority of percentage rent is recognized in the fourth quarter. As a result of the above, earnings are generally higher in the fourth quarter.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Some of these estimates and assumptions include judgments on revenue recognition, estimates for common area maintenance and real estate tax accruals, provisions for uncollectible accounts, impairment of long-lived assets, the allocation of purchase price between tangible and intangible assets, and estimates for environmental matters. The Company's significant accounting policies are described in more detail in Note 2 Summary of Significant Accounting Policies in the Company's Notes to the Consolidated Financial Statements. However, the following policies are deemed to be critical.

Revenue Recognition:

Minimum rental revenues are recognized on a straight-line basis over the term of the related lease. The difference between the amount of rent due in a year and the amount recorded as rental income is referred to as the "straight line rent adjustment." Currently, 59% of the Mall Store and Freestanding Store leases contain provisions for CPI rent increases periodically throughout the term of the lease. The Company believes that using an annual multiple of CPI increases, rather than fixed contractual rent increases, results in revenue recognition that more closely matches the cash revenue from each lease and will provide more consistent rent growth throughout the term of the leases. Percentage rents are recognized when the tenants' specified sales targets have been met. Estimated recoveries from certain tenants for their pro rata share of real estate taxes, insurance and other shopping center operating expenses are recognized as revenues in the period the applicable expenses are incurred. Other tenants pay a fixed rate and these tenant recoveries' revenues are recognized on a straight-line basis over the term of the related leases.

Property:

The Company capitalizes costs incurred in redevelopment and development of properties. The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. Capitalized costs are allocated to the specific components of a project that are benefited. The Company considers a construction project as completed and held

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available for occupancy and ceases capitalization of costs when the areas under development have been substantially completed.

Maintenance and repair expenses are charged to operations as incurred. Costs for major replacements and betterments, which includes HVAC equipment, roofs, parking lots, etc., are capitalized and depreciated over their estimated useful lives. Gains and losses are recognized upon disposal or retirement of the related assets and are reflected in earnings.

Property is recorded at cost and is depreciated using a straight-line method over the estimated useful lives of the assets as follows:

| | |
|----------------------------|--------------|
| Buildings and improvements | 5 - 40 years |
| Tenant improvements | 5 - 7 years |
| Equipment and furnishings | 5 - 7 years |

Accounting for Acquisitions:

The Company first determines the value of land and buildings utilizing an "as if vacant" methodology. The Company then assigns a fair value to any debt assumed at acquisition. The purchase price is allocated to tenant improvements and identifiable intangible assets or liabilities. Tenant improvements represent the tangible assets associated with the existing leases valued on a fair value basis at the acquisition date prorated over the remaining lease terms. The tenant improvements are classified as an asset under property and are depreciated over the remaining lease terms. Identifiable intangible assets and liabilities relate to the value of in-place operating leases which come in three forms: (i) leasing commissions and legal costs, which represent the value associated with "cost avoidance" of acquiring in-place leases, such as lease commissions paid under terms generally experienced in the Company's markets; (ii) value of in-place leases, which represents the estimated loss of revenue and of costs incurred for the period required to lease the "assumed vacant" property to the occupancy level when purchased; and (iii) above or below market value of in-place leases, which represents the difference between the contractual rents and market rents at the time of the acquisition, discounted for tenant credit risks. Leasing commissions and legal costs are recorded in deferred charges and other assets and are amortized over the remaining lease terms. The value of in-place leases are recorded in deferred charges and other assets and amortized over the remaining lease terms plus an estimate of renewal of the acquired leases. Above or below market leases are classified in deferred charges and other assets or in other accrued liabilities, depending on whether the contractual terms are above or below market. The allocated values of above and below-market leases are amortized into minimum rents on a straight-line basis over the individual remaining lease terms. The remaining lease terms of below-market leases may include certain below-market fixed-rate renewal periods. In considering whether or not a lessee will execute a below-market fixed-rate lease renewal option, the Company evaluates economic factors and certain qualitative factors at the time of acquisition such as tenant mix in the center, the Company's relationship with the tenant and the availability of competing tenant space.

Asset Impairment:

The Company assesses whether an indicator of impairment in the value of its long-lived assets exists by considering factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other economic factors. Such factors include the tenant's ability to perform their duties and pay rent under the terms of the leases. The Company may recognize impairment losses if the cash flows are not sufficient to cover its investment. Such a loss would be determined as the difference between the carrying value and the fair value of a center.

The Company reviews its investments in unconsolidated joint ventures for a series of operating losses and other factors that may indicate that a decrease in the value of its investments has occurred

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which is other-than-temporary. The investment in each unconsolidated joint venture is evaluated periodically, and as deemed necessary, for recoverability and valuation declines that are other than temporary.

Fair Value of Financial Instruments:

The fair value hierarchy distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions.

Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The Company calculates the fair value of financial instruments and includes this additional information in the notes to consolidated financial statements when the fair value is different than the carrying value of those financial instruments. When the fair value reasonably approximates the carrying value, no additional disclosure is made.

Deferred Charges:

Costs relating to obtaining tenant leases are deferred and amortized over the initial term of the agreement using the straight-line method. As these deferred leasing costs represent productive assets incurred in connection with the Company's provision of leasing arrangements at the Centers, the related cash flows are classified as investing activities within the Company's Consolidated Statements of Cash Flows. Costs relating to financing of shopping center properties are deferred and amortized over the life of the related loan using the straight-line method, which approximates the effective interest method. In-place lease values are amortized over the remaining lease term plus an estimate of the renewal term. Leasing commissions and legal costs are amortized on a straight-line basis over the individual remaining lease years. The ranges of the terms of the agreements are as follows:

| | |
|-------------------------------------|---|
| Deferred lease costs | 1 - 15 years |
| Deferred financing costs | 1 - 15 years |
| In-place lease values | Remaining lease term plus an estimate for renewal |
| Leasing commissions and legal costs | 5 - 10 years |

Results of Operations

Many of the variations in the results of operations, discussed below, occurred due to the transactions described above, including the Acquisition Property, the Mervyn's Properties and the Redevelopment Centers. The "Same Centers" include all consolidated Centers, excluding the Mervyn's Properties, the Acquisition Property and the Redevelopment Centers.

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The "Redevelopment Centers" include Santa Monica Place and Shoppingtown Mall. The increase in revenue and expenses of the Redevelopment Centers during the three months ended March 31, 2011 in comparison to the three months ended March 31, 2010 is primarily due to the opening of Santa Monica Place in August 2010.

Unconsolidated joint ventures are reflected using the equity method of accounting. The Company's pro rata share of the results from these Centers is reflected in the Consolidated Statements of Operations as equity in income from unconsolidated joint ventures.

The U.S. economy, the retail industry as well as certain of the Company's operating results continued to improve during the first quarter of 2011. The Company's total regional mall occupancy as of March 31, 2011 increased compared to March 31, 2010. In addition, the recent trend of retail sales growth continued in this quarter with mall tenant sales per square foot increasing compared to the twelve months ended March 31, 2010 and December 31, 2010. While recent economic data has shown signs of a positive trend, the U.S. economy is still experiencing weakness, high levels of unemployment have persisted, and rental rates and valuations for retail space have not fully recovered to pre-recession levels. If this positive trend does not continue, any further continuation of these adverse conditions could harm the Company's business, results of operations and financial condition.

Comparison of Three Months Ended March 31, 2011 and 2010

Revenues:

Minimum and percentage rents (collectively referred to as "rental revenue") increased by \$7.5 million, or 7.2%, from 2010 to 2011. The increase in rental revenue is attributed to an increase of \$3.6 million from the Redevelopment Centers, \$2.2 million from the Same Centers, \$1.0 million from the Mervyn's Properties and \$0.7 million from the Acquisition Property. The increase in rental revenue from the Same Centers is primarily due to an increase in occupancy and an increase in lease termination income as described below.

Rental revenue includes the amortization of above and below-market leases, the amortization of straight-line rents and lease termination income. The amortization of above and below-market leases increased from \$2.0 million in 2010 to \$2.2 million in 2011. The amortization of straight-lined rents decreased from \$0.4 million in 2010 to \$0.2 million in 2011. Lease termination income increased from \$0.7 million in 2010 to \$1.3 million in 2011.

Tenant recoveries increased \$0.7 million, or 1.1%, from 2010 to 2011. The increase in tenant recoveries is attributed to an increase of \$2.5 million from the Redevelopment Centers, \$0.3 million from the Mervyn's Properties and \$0.3 million from the Acquisition Property offset in part by a decrease of \$2.4 million from the Same Centers. The decrease in tenant recoveries from the Same Centers is primarily due to a decrease in recoverable expenses.

Shopping Center and Operating Expenses:

Shopping center and operating expenses increased \$2.0 million, or 3.2%, from 2010 to 2011. The increase in shopping center and operating expenses is attributed to an increase of \$2.9 million from the Redevelopment Centers, \$0.6 million from the Acquisition Property and \$0.3 million from the Mervyn's Properties offset in part by a decrease of \$1.8 million from the Same Centers. The decrease in shopping center and operating expenses at the Same Centers is primarily due to a decrease in property taxes and bad debt expense.

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Management Companies' Operating Expenses:

Management Companies' operating expenses increased \$3.7 million from 2010 to 2011 due to an increase in compensation costs in 2011.

REIT General and Administrative Expenses:

REIT general and administrative expenses increased by \$0.1 million from 2010 to 2011.

Depreciation and Amortization:

Depreciation and amortization increased \$5.4 million from 2010 to 2011. The increase in depreciation and amortization is primarily attributed to an increase of \$3.5 million from the Redevelopment Centers, \$1.3 million from the Same Centers and \$0.3 million from the Acquisition Property.

Interest Expense:

Interest expense decreased \$3.4 million from 2010 to 2011. The decrease in interest expense was primarily attributed to a decrease of \$5.1 million from the Same Centers, \$1.2 million from borrowings under the Company's line of credit and \$0.2 million from the Senior Notes offset in part by an increase of \$3.1 million from the Redevelopment Centers. The decrease in interest expense at the Same Centers is primarily attributed to the maturity of a \$450.0 million interest rate swap agreement in April 2010.

The above interest expense items are net of capitalized interest, which decreased from \$8.2 million in 2010 to \$3.3 million in 2011, primarily due to a decrease in redevelopment activity.

Loss on Early Extinguishment of Debt:

The loss on early extinguishment of debt in 2011 is attributed to the prepayment of the mortgage note payable on Chesterfield Towne Center.

Equity in Income of Unconsolidated Joint Ventures:

Equity in income of unconsolidated joint ventures increased \$13.8 million from 2010 to 2011. The increase in equity in income of unconsolidated joint ventures is primarily attributed to the Company's \$12.5 million pro rata share of the remeasurement gain on the acquisition of an underlying ownership interest in Kierland Commons in 2011, see "Acquisitions."

Net Income (loss):

Net income increased from a net loss of \$6.9 million in 2010 to \$0.1 million of net income in 2011. The increase in net income is primarily attributed to an increase in equity in income from unconsolidated joint ventures of \$13.8 million offset in part by the loss on early extinguishment of debt of \$9.1 million in 2011.

Funds From Operations ("FFO"):

Primarily as a result of the factors mentioned above, FFO diluted increased 2.9% from \$71.6 million in 2010 to \$73.7 million in 2011. For a reconciliation of FFO and FFO diluted to net income (loss) available to common stockholders, the most directly comparable GAAP financial measure, see "Funds from Operations."

Table of Contents*Operating Activities:*

Cash provided by operating activities decreased from \$64.9 million in 2010 to \$41.5 million in 2011. The decrease was primarily due to changes in assets and liabilities and the results at the Centers as discussed above, including a \$9.1 million loss on early extinguishment of debt.

Investing Activities:

Cash used in investing activities increased from \$51.6 million in 2010 to \$73.3 million in 2011. The increase was primarily due to an increase in contributions to unconsolidated joint ventures of \$58.5 million offset in part by a decrease in acquisitions of property, development, redevelopment and property improvements of \$31.2 million. The increase in contributions to unconsolidated joint ventures is primarily attributed to the Kierland Commons and The Shops at Atlas Park transactions (See "Acquisitions").

Financing Activities:

Cash used in financing activities increased from \$10.3 million in 2010 to \$225.8 million in 2011. The increase was primarily attributed to a decrease in proceeds from mortgages, bank and other notes payable of \$71.9 million, an increase in cash dividends and distributions of \$64.0 million, an increase in payments on mortgages, bank and other notes payable of \$54.0 million and an increase in distributions to the co-venture partner of \$26.8 million.

Liquidity and Capital Resources

The Company anticipates meeting its liquidity needs for its operating expenses and debt service and dividend requirements through cash generated from operations, working capital reserves and/or borrowings under its unsecured line of credit. The completion of the Company's stock offering in April 2010, which raised net proceeds of approximately \$1.2 billion, provided the Company with additional liquidity.

The following tables summarize capital expenditures incurred at the Centers:

| (Dollars in thousands) | For the Three Months Ended March 31, | |
|---|--|-----------|
| | 2011 | 2010 |
| Consolidated Centers: | | |
| Acquisitions of property and equipment | \$ 38,017 | \$ 2,183 |
| Development, redevelopment and expansion of Centers | 19,345 | 35,686 |
| Renovations of Centers | 1,855 | 2,193 |
| Tenant allowances | 3,078 | 2,024 |
| Deferred leasing charges | 9,482 | 8,153 |
| | \$ 71,777 | \$ 50,239 |
| Joint Venture Centers (at Company's pro rata share): | | |
| Acquisitions of property and equipment | \$ 61,391 | \$ 144 |
| Development, redevelopment and expansion of Centers | 7,604 | 7,059 |
| Renovations of Centers | 1,089 | 1,400 |
| Tenant allowances | 1,333 | 567 |
| Deferred leasing charges | 1,464 | 1,185 |
| | \$ 72,881 | \$ 10,355 |

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The Company expects amounts to be incurred in future years for tenant allowances and deferred leasing charges to be comparable or less than 2010 and that capital for those expenditures will be available from working capital, cash flow from operations, borrowings on property specific debt or unsecured corporate borrowings. The Company expects to incur between \$100 million and \$200 million during the next twelve months for development, redevelopment, expansion and renovations. Capital for these major expenditures, developments and/or redevelopments has been, and is expected to continue to be, obtained from a combination of equity or debt financings, which include borrowings under the Company's line of credit and construction loans. In addition to the Company's April 2010 equity offering and property refinancings, the Company has also generated additional liquidity in the past through joint venture transactions and the sale of non-core assets, and may continue to do so in the future.

The capital and credit markets can fluctuate, and at times, limit access to debt and equity financing for companies. As demonstrated by the Company's recent activity, including its new \$1.5 billion line of credit and April 2010 equity offering, the Company was able to access capital; however, there is no assurance the Company will be able to do so in future periods or on similar terms and conditions. Many factors impact the Company's ability to access capital, such as its overall debt level, interest rates, interest coverage ratios and prevailing market conditions. In the event that the Company has significant tenant defaults as a result of the overall economy and general market conditions, the Company could have a decrease in cash flow from operations, which could create borrowings under its line of credit. These events could result in an increase in the Company's proportion of floating rate debt, which would cause it to be subject to interest rate fluctuations in the future.

The Company's total outstanding loan indebtedness at March 31, 2011 was \$6.0 billion (including \$609.6 million of unsecured debt and \$2.2 billion of its pro rata share of joint venture debt). The majority of the Company's debt consists of fixed-rate conventional mortgages payable collateralized by individual properties. Approximately \$270.5 million of the outstanding total indebtedness matures in 2011 (at the Company's pro rata share and excluding loans with extensions and refinancing transactions that have recently closed). The Company expects that all of these maturities during the next twelve months, except the mortgage note payable on Valley View Center, will be refinanced, restructured, extended and/or paid off from the Company's line of credit or cash on hand.

The Company's Senior Notes bear interest at 3.25%, payable semiannually, mature on March 15, 2012 and are senior to unsecured debt of the Company and are guaranteed by the Operating Partnership. The carrying value of the Senior Notes at March 31, 2011 was \$609.6 million. See Note 11 Bank and Other Notes Payable in the Company's Notes to the Consolidated Financial Statements.

The Company had, through the Operating Partnership, a \$1.5 billion revolving line of credit that bore interest at LIBOR plus a spread of 0.75% to 1.10% depending on the Company's overall leverage that matured on April 25, 2011. On May 2, 2011, the Company, through the Operating Partnership, obtained a new \$1.5 billion revolving line of credit that bears interest at LIBOR plus a spread of 1.75% to 3.0% depending on the Company's overall leverage and matures on May 2, 2015 with a one-year extension option. Based on the Company's current leverage levels, the borrowing rate on the new facility is LIBOR plus 2.0%. The line of credit can be expanded, depending on certain conditions, up to a total facility of \$2.0 billion. All obligations under the line of credit are unconditionally guaranteed by the Company and certain of its direct and indirect subsidiaries and are secured, subject to certain exceptions, by pledges of direct and indirect ownership interests in certain of the subsidiary guarantors.

Cash dividends and distributions for the three months ended March 31, 2011 were \$73.1 million. A total of \$41.5 million was funded by cash flows provided by operations. The remaining \$31.6 million was funded through distributions received from unconsolidated joint ventures which are included in the cash flows from investing activities section of the Company's Consolidated Statement of Cash Flows.

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At March 31, 2011, the Company was in compliance with all applicable loan covenants under its agreements.

At March 31, 2011, the Company had cash and cash equivalents available of \$188.0 million.

Off-Balance Sheet Arrangements:

The Company accounts for its investments in joint ventures that it does not have a controlling interest or is not the primary beneficiary using the equity method of accounting and those investments are reflected on the Consolidated Balance Sheets of the Company as "Investments in Unconsolidated Joint Ventures."

In addition, certain joint ventures also have secured debt that could become recourse debt to the Company or its subsidiaries, in excess of the Company's pro rata share, should the joint ventures be unable to discharge the obligations of the related debt. At March 31, 2011, the balance of the debt that could be recourse to the Company was \$347.0 million offset in part by an indemnity from one of its joint venture partners for \$161.6 million. The maturities of the recourse debt, net of indemnification, are \$8.5 million in 2011, \$172.5 million in 2013 and \$4.4 million in 2014.

Additionally, as of March 31, 2011, the Company is contingently liable for \$24.4 million in letters of credit guaranteeing performance by the Company of certain obligations relating to the Centers. The Company does not believe that these letters of credit will result in a liability to the Company.

Long-term Contractual Obligations:

The following is a schedule of long-term contractual obligations as of March 31, 2011 for the consolidated Centers over the periods in which they are expected to be paid (in thousands):

| Contractual Obligations | Total | Payment Due by Period | | | |
|--|--------------|-----------------------|----------------|----------------|-------------------------|
| | | Less than 1 year | 1 - 3 years | 3 - 5 years | More than five years |
| Long-term debt obligations (includes expected interest payments) | \$ 4,032,595 | \$ 1,774,090 | \$ 766,055 | \$ 880,620 | \$ 611,830 |
| Operating lease obligations(1) | 822,635 | 13,920 | 28,434 | 25,325 | 754,956 |
| Purchase obligations(1) | 14,838 | 14,838 | | | |
| Other long-term liabilities | 252,893 | 206,898 | 4,177 | 4,136 | 37,682 |
| | \$ 5,122,961 | \$ 2,009,746 | \$ 798,666 | \$ 910,081 | \$ 1,404,468 |

(1) See Note 17 Commitments and Contingencies of the Company's Consolidated Financial Statements.

Funds From Operations

The Company uses FFO in addition to net income to report its operating and financial results and considers FFO and FFO diluted as supplemental measures for the real estate industry and a supplement to GAAP measures. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income (loss) computed in accordance with GAAP, excluding gains (or losses) from extraordinary items and sales of depreciated operating properties, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect FFO on the same basis.

FFO and FFO on a diluted basis are useful to investors in comparing operating and financial results between periods. This is especially true since FFO excludes real estate depreciation and

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amortization as the Company believes real estate values fluctuate based on market conditions rather than depreciating in value ratably on a straight-line basis over time. The Company believes that such a presentation also provides investors with a more meaningful measure of its operating results in comparison to the operating results of other REITs. Further, FFO on a diluted basis is one of the measures investors find most useful in measuring the dilutive impact of outstanding convertible securities.

FFO does not represent cash flow from operations as defined by GAAP, should not be considered as an alternative to net income as defined by GAAP and is not indicative of cash available to fund all cash flow needs. The Company also cautions that FFO, as presented, may not be comparable to similarly titled measures reported by other real estate investment trusts. The reconciliation of FFO and FFO diluted to net income (loss) available to common stockholders is provided below.

Management compensates for the limitations of FFO by providing investors with financial statements prepared according to GAAP, along with this detailed discussion of FFO and a reconciliation of FFO and FFO-diluted to net income (loss) available to common stockholders. Management believes that to further understand the Company's performance, FFO should be compared with the Company's reported net income (loss) and considered in addition to cash flows in accordance with GAAP, as presented in the Company's Consolidated Financial Statements.

The following reconciles net income (loss) available to common stockholders to FFO and FFO-diluted (dollars and shares in thousands):

| | For the Three Months Ended March 31, | |
|--|---|------------------|
| | 2011 | 2010 |
| Net income (loss) available to common stockholders | \$ 34 | \$ (6,357) |
| Adjustments to reconcile net income (loss) to FFO basic and diluted: | | |
| Noncontrolling interest in the Operating Partnership | 3 | (798) |
| Loss on sale or write-down of consolidated assets, net(1) | 437 | |
| Add: gain on undepreciated assets consolidated assets(1) | 542 | |
| (Gain) loss on sale, remeasurement or write-down of assets from unconsolidated joint ventures, net(2) | (12,550) | 62 |
| Add: gain (loss) on sale of undepreciated assets from unconsolidated joint ventures(2) | 40 | (31) |
| Less write down of unconsolidated joint ventures(2) | | (32) |
| Depreciation and amortization on consolidated assets | 64,626 | 59,215 |
| Less: depreciation and amortization attributable to noncontrolling interest on consolidated joint ventures | (4,494) | (5,093) |
| Depreciation and amortization on unconsolidated joint ventures(2) | 28,525 | 27,455 |
| Less: depreciation on personal property | (3,482) | (2,824) |
| FFO basic and diluted | \$ 73,681 | \$ 71,597 |
| Weighted average number of FFO shares outstanding for FFO basic and diluted(3): | 142,477 | 109,118 |

(1) The net total of these line items equal the loss (gain) on sales of depreciated assets. These line items are included in this reconciliation to provide the Company's investors with more detailed information and do not represent a departure from FFO as defined by NAREIT.

(2) Unconsolidated assets are presented at the Company's pro rata share.

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- (3) Calculated based upon basic net income as adjusted to reach basic FFO. As of March 31, 2011 and 2010, 12.1 million and 12.2 million OP Units were outstanding, respectively.

The computation of FFO diluted shares outstanding includes the effect of share and unit-based compensation plans and the Senior Notes using the treasury stock method. It also assumes the conversion of MACWH, LP common and preferred units to the extent that they are dilutive to the FFO computation. The MACWH, LP preferred units were antidilutive to the calculations for the three months ended March 31, 2011 and 2010 and were not included in the above calculations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's primary market risk exposure is interest rate risk. The Company has managed and will continue to manage interest rate risk by (1) maintaining a ratio of fixed rate, long-term debt to total debt such that floating rate exposure is kept at an acceptable level, (2) reducing interest rate exposure on certain long-term floating rate debt through the use of interest rate caps and/or swaps with appropriately matching maturities, (3) using treasury rate locks where appropriate to fix rates on anticipated debt transactions, and (4) taking advantage of favorable market conditions for long-term debt and/or equity.

The following table sets forth information as of March 31, 2011 concerning the Company's long term debt obligations, including principal cash flows by scheduled maturity, weighted average interest rates and estimated fair value ("FV") (dollars in thousands):

| | For the years ended March 31, | | | | | | | |
|--|-------------------------------|------------|------------|-----------|------------|------------|--------------|--------------|
| | 2012 | 2013 | 2014 | 2015 | 2016 | Thereafter | Total | FV |
| CONSOLIDATED CENTERS: | | | | | | | | |
| Long term debt: | | | | | | | | |
| Fixed rate(1) | \$ 1,266,926 | \$ 414,963 | \$ 71,217 | \$ 96,210 | \$ 627,116 | \$ 582,249 | \$ 3,058,681 | \$ 3,214,202 |
| Average interest rate | 6.10% | 5.52% | 5.77% | 5.16% | 6.69% | 5.08% | 5.91% | |
| Floating rate | 418,662 | 121,365 | 118,959 | | 107,000 | | 765,986 | 769,711 |
| Average interest rate | 2.67% | 6.52% | 3.88% | | 3.15% | | 3.54% | |
| Total debt Consolidated Centers | | | | | | | | |
| | \$ 1,685,588 | \$ 536,328 | \$ 190,176 | \$ 96,210 | \$ 734,116 | \$ 582,249 | \$ 3,824,667 | \$ 3,983,913 |
| UNCONSOLIDATED JOINT VENTURE CENTERS: | | | | | | | | |
| Long term debt (at Company's pro rata share): | | | | | | | | |
| Fixed rate | \$ 60,938 | \$ 406,750 | \$ 476,976 | \$ 65,594 | \$ 375,801 | \$ 580,250 | \$ 1,966,309 | \$ 2,118,310 |
| Average interest rate | 6.00% | 7.05% | 5.36% | 7.65% | 5.76% | 6.10% | 6.10% | |
| Floating rate | 146,806 | 58,846 | 10,277 | | | 25,000 | 240,929 | 240,725 |
| Average interest rate | 1.20% | 5.07% | 3.38% | | | 3.56% | 2.48% | |
| Total debt Unconsolidated Joint Venture Centers | | | | | | | | |
| | \$ 207,744 | \$ 465,596 | \$ 487,253 | \$ 65,594 | \$ 375,801 | \$ 605,250 | \$ 2,207,238 | \$ 2,359,035 |

(1)

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Fixed rate debt includes the \$400.0 million of floating rate mortgages payable. These amounts have effective fixed rates over the remaining term due to the swap agreements as discussed below.

The consolidated Centers' total fixed rate debt at March 31, 2011 and December 31, 2010 was \$3.1 billion. The average interest rate on fixed rate debt at March 31, 2011 and December 31, 2010 was 5.91% and 5.98%, respectively. The consolidated Centers' total floating rate debt at March 31, 2011 and December 31, 2010 was \$766.0 million and \$766.9 million, respectively. The average interest rate on floating rate debt at March 31, 2011 and December 31, 2010 was 3.54% and 3.85%, respectively.

The Company's pro rata share of the Joint Venture Centers' fixed rate debt at March 31, 2011 and December 31, 2010 was \$2.0 billion. The average interest rate on fixed rate debt at March 31, 2011 and December 31, 2010 was 6.10% and 6.11%, respectively. The Company's pro rata share of the Joint

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Venture Centers' floating rate debt at March 31, 2011 and December 31, 2010 was \$240.9 million and \$241.7 million, respectively. The average interest rate on the floating rate debt at March 31, 2011 and December 31, 2010 was 2.48% and 2.24%, respectively.

The Company uses derivative financial instruments in the normal course of business to manage or hedge interest rate risk and records all derivatives on the balance sheet at fair value (See Note 5 Derivative Instruments and Hedging Activities in the Company's Notes to the Consolidated Financial Statements).

The following are outstanding derivatives at March 31, 2011 (amounts in thousands):

| Property/Entity | Notional Amount | Product | Rate | Maturity | Company's Ownership | Fair Value(1) |
|-----------------------------|-----------------|---------|-------|-----------|---------------------|---------------|
| La Cumbre Plaza | \$ 30,000 | Cap | 3.00% | 12/9/2011 | 100% | \$ |
| Paradise Valley Mall | 85,000 | Cap | 5.00% | 9/12/2011 | 100% | |
| Superstition Springs Center | 67,500 | Cap | 8.63% | 9/9/2011 | 33% | |
| The Oaks | 150,000 | Cap | 6.25% | 7/1/2011 | 100% | |
| Victor Valley Mall | 100,000 | Swap | 5.08% | 4/25/2011 | 100% | (307) |
| Vintage Faire Mall | 135,000 | Swap | 5.08% | 4/25/2011 | 100% | (414) |
| Westside Pavilion | 175,000 | Cap | 5.50% | 6/5/2011 | 100% | |
| Westside Pavilion | 165,000 | Swap | 5.08% | 4/25/2011 | 100% | (507) |

(1) Fair value at the Company's ownership percentage.

Interest rate cap agreements ("Cap") offer protection against floating rates on the notional amount from exceeding the rates noted in the above schedule, and interest rate swap agreements ("Swap") effectively replace a floating rate on the notional amount with a fixed rate as noted above.

In addition, the Company has assessed the market risk for its floating rate debt and believes that a 1% increase in interest rates would decrease future earnings and cash flows by approximately \$10.1 million per year based on \$1.0 billion outstanding of floating rate debt at March 31, 2011.

The fair value of the Company's long-term debt is estimated based on discounted cash flows at interest rates that management believes reflect the risks associated with long-term debt of similar risk and duration.

Item 4. Controls and Procedures

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, management carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on their evaluation as of March 31, 2011, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is (a) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (b) is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In addition, there has been no change in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15(d)-15(f) under the Securities Exchange Act of 1934) that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

None of the Company, the Operating Partnership, the Management Companies or their respective affiliates are currently involved in any material legal proceedings.

Item 1A. Risk Factors

There have been no material changes to the risk factors relating to the Company set forth under the caption "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

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

The Company, as general partner of the Operating Partnership, issued 1,200,858 shares of common stock of the Company upon the redemption of a total of 1,200,858 common partnership units of the Operating Partnership by four limited partners of the Operating Partnership on various dates through May 6, 2011. These shares of common stock were issued in private placements to the four limited partners pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

Not Applicable

Item 4. Removed and Reserved

Item 5. Other Information

Not Applicable

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Item 6. Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 3.1 | Articles of Amendment and Restatement of the Company (incorporated by reference as an exhibit to the Company's Registration Statement on Form S-11, as amended (No. 33-68964)). |
| 3.1.1 | Articles Supplementary of the Company (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 30, 1995). |
| 3.1.2 | Articles Supplementary of the Company (with respect to the first paragraph) (incorporated by reference as an exhibit to the Company's 1998 Form 10-K). |
| 3.1.3 | Articles Supplementary of the Company (Series D Preferred Stock) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date July 26, 2002). |
| 3.1.4 | Articles Supplementary of the Company (incorporated by reference as an exhibit to the Company's Registration Statement on Form S-3, as amended (No. 333-88718)). |
| 3.1.5 | Articles of Amendment (declassification of Board) (incorporated by reference as an exhibit to the Company's 2008 Form 10-K). |
| 3.1.6 | Articles Supplementary (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date February 5, 2009). |
| 3.1.7 | Articles of Amendment (increased authorized shares) (incorporated by reference as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009). |
| 3.2 | Amended and Restated Bylaws of the Company (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date June 30, 2010). |
| 4.1 | Form of Common Stock Certificate (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, as amended, event date November 10, 1998). |
| 4.2 | Form of Preferred Stock Certificate (Series D Preferred Stock) (incorporated by reference as an exhibit to the Company's Registration Statement on Form S-3 (No. 333-107063)). |
| 4.3 | Indenture, dated as of March 16, 2007, among the Company, the Operating Partnership and Deutsche Bank Trust Company Americas (includes form of the Notes and Guarantee) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date March 16, 2007). |
| 4.4 | Warrant to Purchase Common Stock, dated as of September 30, 2009, between the Company and Heitman M-rich Investors LLC (incorporated by reference as an exhibit to the Company's 2009 Form 10-K). |
| 10.1* | Form of 2011 LTIP Unit Award Agreement under 2003 Equity Incentive Plan (Performance-Based) |
| 10.2 | \$1,500,000,000 Revolving Loan Facility Credit Agreement, dated as of May 2, 2011, by and among the Operating Partnership, the Company and the other guarantors party thereto, Deutsche Bank Trust Company Americas, as administrative agent and as collateral agent, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as joint lead arrangers and joint bookrunning managers; JPMorgan Chase Bank, N.A., as syndication agent, and various lenders party thereto (includes the form of pledge and security agreement) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 2, 2011). |

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| Exhibit Number | Description |
|-----------------------|--|
| 10.3 | Unconditional Guaranty, dated as of May 2, 2011, by and between the Company and Deutsche Bank Trust Company Americas, as administrative agent (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 2, 2011). |
| 10.4 | Unconditional Guaranty, dated as of May 2, 2011, by and among the Guarantors and Deutsche Bank Trust Company Americas, as administrative agent (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 2, 2011). |
| 31.1 | Section 302 Certification of Arthur Coppola, Chief Executive Officer |
| 31.2 | Section 302 Certification of Thomas O'Hern, Chief Financial Officer |
| 32.1 | Section 906 Certifications of Arthur Coppola and Thomas O'Hern |
| 101 | The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, formatted in XBRL (Extensible Business Reporting Language): (1) the Consolidated Balance Sheets, (2) the Consolidated Statements of Operations, (3) the Consolidated Statement of Equity, (4) the Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements, tagged as blocks of text. |

*

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

