



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

January 13, 2011

The Honorable Tom Ariss
The Honorable Pat Arnold South
The Honorable David G. Young
Board of County Commissioners
Warren County, Ohio
406 Justice Drive
Lebanon, OH 45036

Re: *In the Matter of Simon Property Group, Inc.*
File No. 101 0061, Docket No. C-4307

Dear Commissioner Ariss, Commissioner South, and Commissioner Young,

Thank you for the comment of the Board of County Commissioners regarding the proposed consent order in the above-captioned matter. The Commission has placed the Board's comment on the public record.

The comment the Board submitted raises two concerns. One concern raised in the Board comment is that Simon's ownership of Cincinnati Premium Outlets ("CPO") has benefitted Warren County by adding to the county's sales tax revenue. The Board comment states "The Board does not view favorably any action that would jeopardize the success brought forth by CPO and the service they bring to the marketplace." The Commission also wants CPO to be successful in the future. Section II of the Decision and Order states that the purpose of Simon divesting CPO or Prime Outlets Jeffersonville ("POJ") is "to maintain a viable and effective competitor." Section III of the Decision and Order requires that until the divestiture is complete, Simon must "maintain the full economic viability, marketability and competitiveness" of CPO and POJ. We have no reason to believe that this divestiture, whether it be of CPO or POJ, will harm sales at CPO. In fact, we hope that by competing with one another, both CPO and POJ will need to engage in competitive pricing, to the benefit of both mall tenants and customers.

The Board comment also states that CPO and POJ focus on two separate metro centers. A focus of the FTC's investigation was whether these two outlet shopping centers were in the same geographic market or separate markets for antitrust purposes. The evidence collected led to the conclusion that for antitrust purposes the two outlet shopping centers were in the same market. Consequently, to preserve outlet mall competition that benefits mall tenants and consumers, the Decision and Order requires Simon to sell either CPO or POJ.

After considering the Board comment, the Commission has determined that the public interest would be served by issuing the Decision and Order for this matter in its final form. We appreciate the Board's interest in this matter. A copy of the final Decision and Order is enclosed for your information.

By direction of the Commission.

Donald S. Clark
Secretary

Enclosure