



Via Hand Delivery

June 22, 2004

Ms. Toby Futrell
City Manager
Municipal Building
124 West 8th Street, #103
Austin, Texas 78701

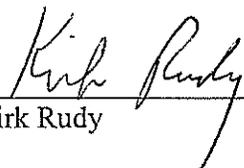
Re: Chapter 380 Economic Development Agreement for The Domain dated June 13, 2003, as amended (the "Agreement") between EGP Management, L.L.C., a Texas limited liability corporation ("EGP") and the City of Austin, a Texas home rule city and municipal corporation ("City")

Dear Ms. Futrell:

On behalf of EGP, we hereby request the City's consent for an assignment of the Agreement. Section 15 of the Agreement provides that EGP "may not assign all or part of its rights and obligations to a third party without the prior written approval of the City, which approval shall not be unreasonably withheld or delayed." This letter is intended to serve as written notification that EGP intends to assign its rights and interests pertaining to the Agreement to The Domain Shopping Center, L.P., a Delaware limited partnership ("The Domain"), its successors and assigns. We hereby request the City's consent to such assignment. Enclosed is a copy of the proposed assignee's most recent annual report, stating its financial condition.

We would appreciate your concurrence to the proposed assignment by signing in the space provided below and returning an executed original to me. Thank you for your customary courtesy and assistance in this matter. Please call me if you have any questions.

Very truly yours,



Kirk Rudy

CITY HEREBY CONSENTS TO THE ASSIGNMENT
OF THE AGREEMENT FROM EGP TO THE DOMAIN
SHOPPING CENTER, L.P.

CITY OF AUSTIN, a
home rule city and municipal corporation

By: Toby H. Fulfell
Toby Fulfell, City Manager

Date: 7/20/04

The undersigned hereby assumes and agrees to perform all of the rights and obligations of EGP
under the Agreement.

THE DOMAIN SHOPPING CENTER, L.P., a Delaware limited partnership

By: SPG DOMAIN, LLC, a Delaware limited liability company,
its general partner

By: SIMON PROPERTY GROUP (TEXAS), L.P., a
Texas limited partnership, its sole member

By: GOLDEN RING MALL COMPANY LIMITED
PARTNERSHIP, an Indiana limited partnership,
its general partner

By: SIMON PROPERTY GROUP
(DELAWARE), INC., a Delaware
corporation, its general partner

By: David Simon
David Simon, Chief Executive Officer

Date: June 23, 2004