

Westfield America joins Simon tender offer for Taubman

16 January 2003

The logo for Westfield, featuring a large, stylized red 'W' followed by the word 'Westfield' in a red, italicized serif font.

Overview

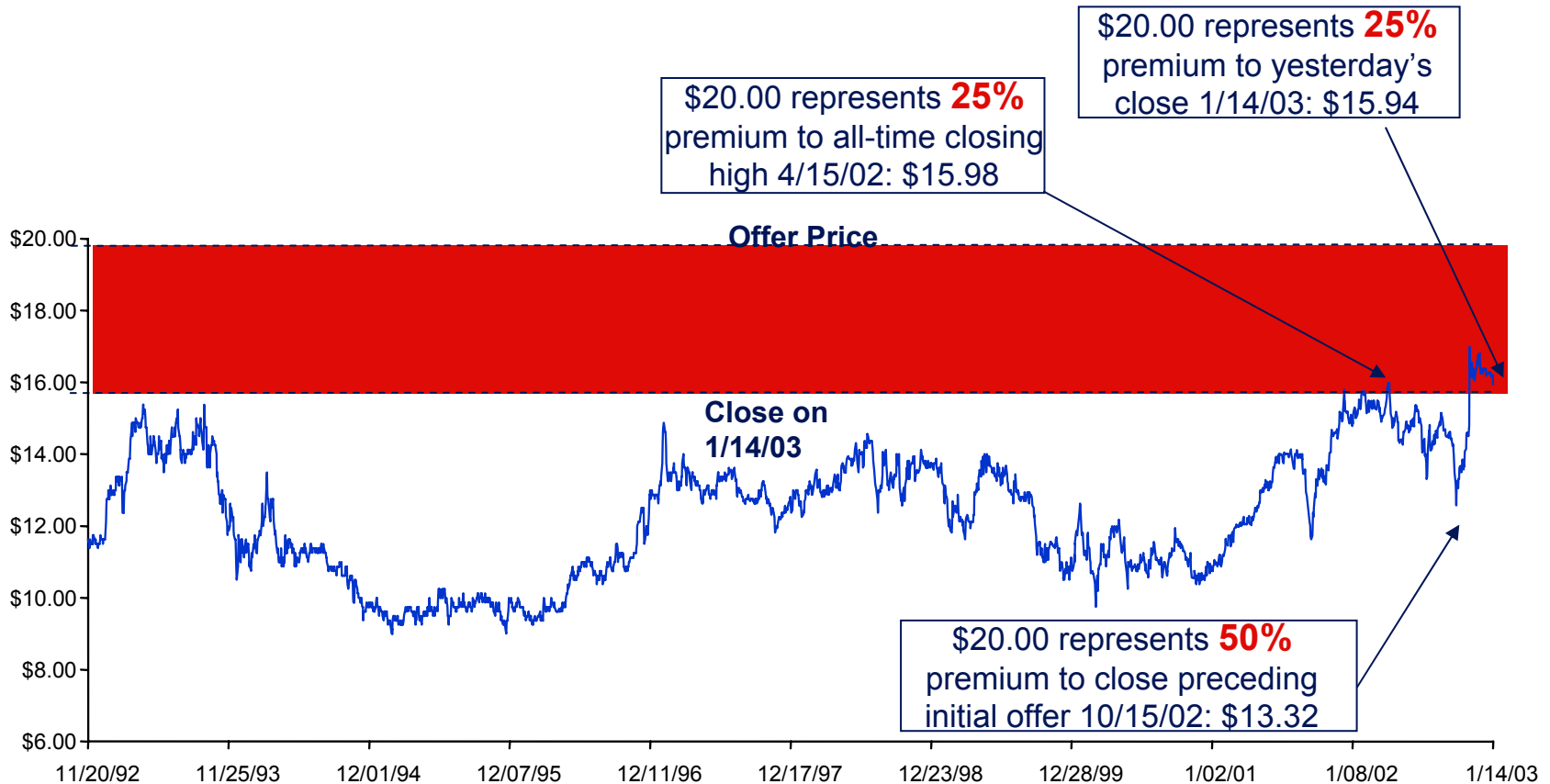
- Westfield America Trust (ASX: WFA), through Westfield America, Inc. has joined Simon Property Group (NYSE: SPG) in Simon's revised tender offer for Taubman Centers, Inc. (NYSE: TCO) common shares.
- Offer price has been increased from US\$18 to US\$20 per share.
- The offer values Taubman at US\$4 billion.
- Westfield America's 50% share of the tender offer for currently outstanding Taubman common shares equates to US\$522* million.
- Tender offer will be extended to 14 February 2003 and will be withdrawn unless two-thirds of Taubman Common Shares have been tendered by that date.

* Assumes no conversion of Operating Partnership units.

Background

- Simon announced formal tender offer for Taubman at an offer price of \$18 per share on 5 December 2002 after several approaches to Taubman.
- Taubman board has rejected Simon's offer.
- Westfield America and Simon have joined together in an increased offer for all of Taubman's common shares. By joining together and increasing the offer the likelihood of success is increased.
- The increased offer represents a 50% premium to the Taubman closing share price on the date preceding Simon's written acquisition proposal and a premium of 25% to the closing share price on 14 January 2003.

TCO price from IPO to present



Opportunity for WFA

- Taubman portfolio comprises 21 super regional and regional malls
 - above industry average catchments
 - high household incomes
 - high turnover per square foot
 - Occupancy of 89%
- Potential for upside from
 - intensive property management, aggressive leasing and branding in near term; and
 - redevelopment in longer term
- Acquisition would be accretive to earnings per unit

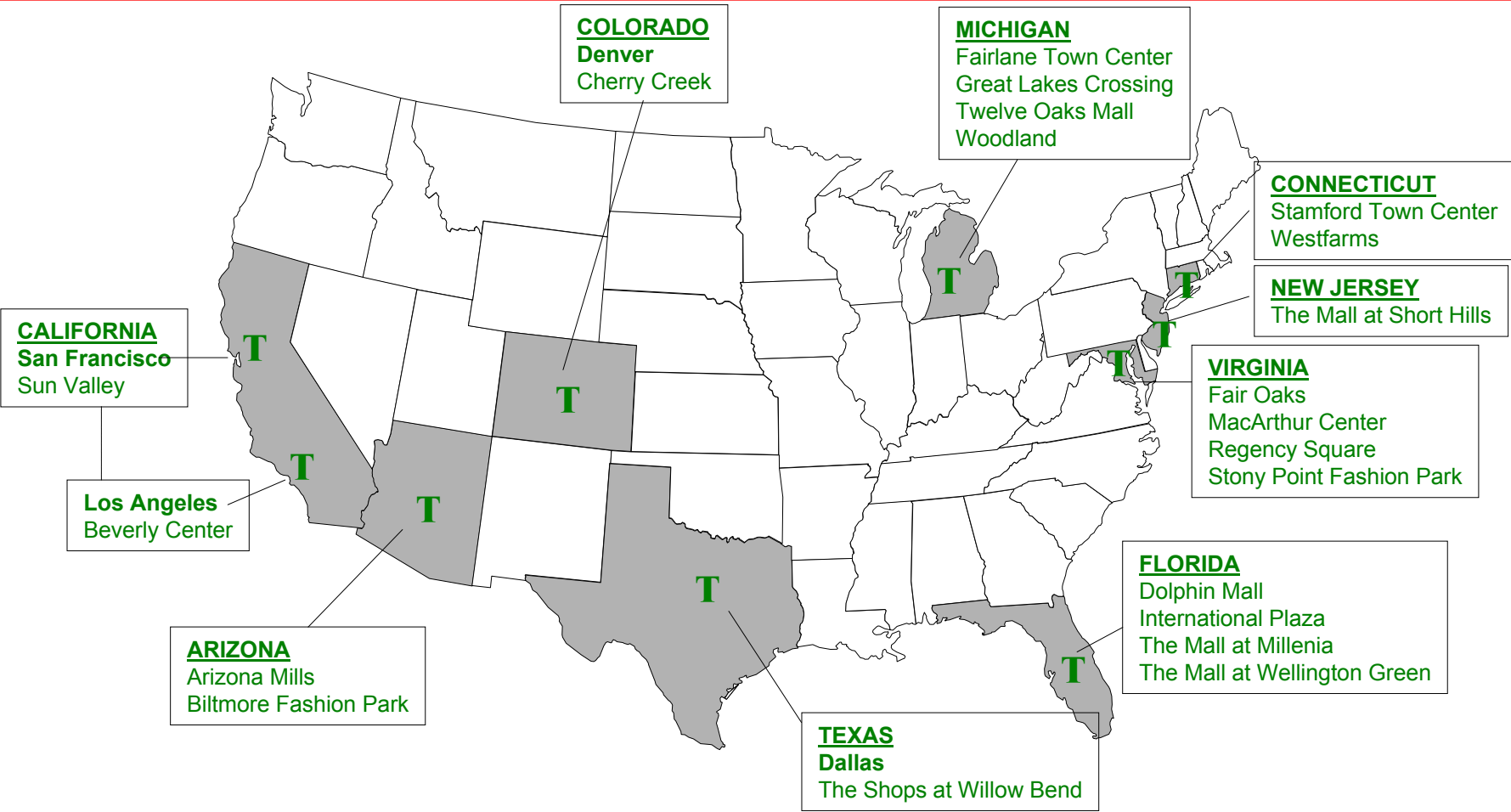
Portfolio summary

	Taubman *	WFA
• As of December 2002:		
– No. of centres owned	21	63
– Total GLA (sq ft millions)	23.9	64.0
– Mall GLA (sq ft millions)	10.2	24.7
– No. mall stores	3,200	8,400
• Operating statistics as at December 2001		
– Speciality sales per sq ft	US \$456	US \$379
– Occupancy	88.6%	95%
– Occupancy costs	14.7%	13.2%
– Average Rent	US \$40.97	US \$35.09
– Average Rent/Sales	8.9%	9.3%

• Note: Westfield America operating statistics are pre. Jacobs and RNA

* Statistics exclude 3rd party properties managed by Taubman

Taubman property portfolio

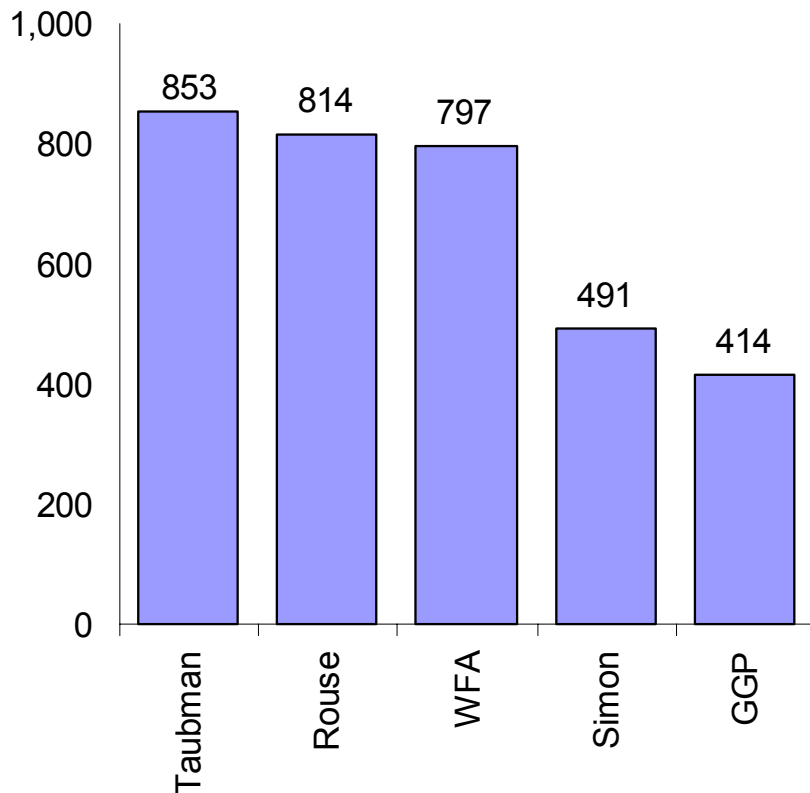


Property Portfolio

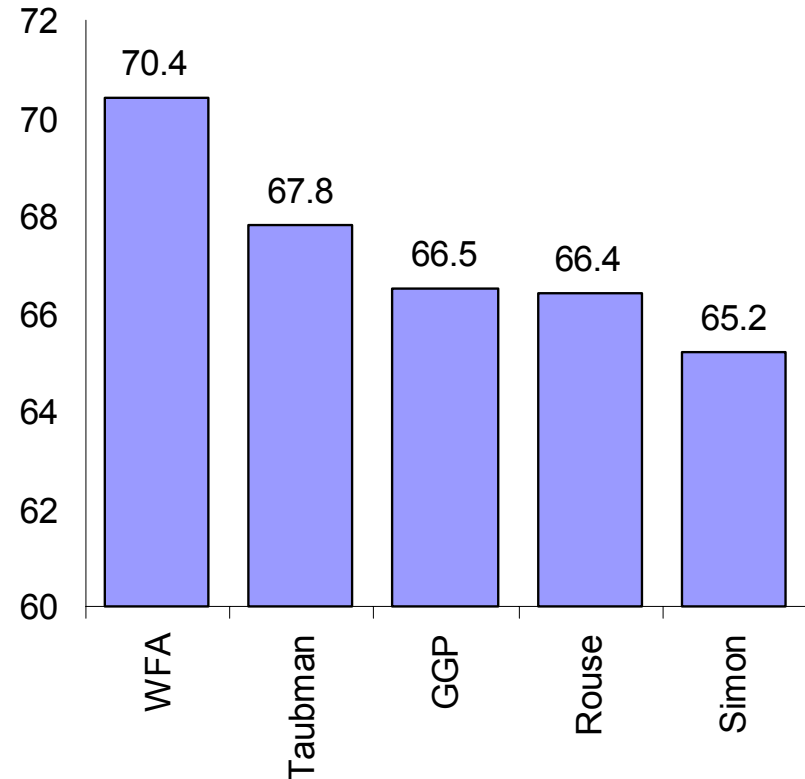
#	<u>CENTER NAME</u>	<u>CITY</u>	<u>STATE</u>	<u>% OWNED</u>	<u>YR OPENED / LAST RENOV.</u>	<u>TOTAL SQ. FT. GLA</u>	<u>SPEC. STORE GLA</u>
1	Arizona Mills	Phoenix	AZ	50%	1997	1,227,000	521,000
2	Biltmore Fashion Park	Phoenix	AZ	100%	1963 / 1999	600,000	293,000
3	Beverly Center	Los Angeles	CA	70%	1982 / 2001	876,000	568,000
4	SunValley	Concord	CA	50%	1967 / 1981	1,315,000	475,000
5	Cherry Creek	Denver	CO	50%	1990 / 1998	1,023,000	550,000
6	Stamford Town Center	Stamford	CT	50%	1982 / 2002	861,000	368,000
7	Westfarms	West Hartford	CT	79%	1974 / 2001	1,295,000	525,000
8	Dolphin Mall	Miami	FL	100%	2001	1,300,000	636,000
9	International Plaza	Tampa	FL	26%	2001	1,253,000	611,000
10	Mall at Millenia	Orlando	FL	50%	2002	1,200,000	520,000
11	Mall at Wellington Green	Wellington	FL	90%	2001	1,111,000	419,000
12	Fairlane Town Center	Dearborn	MI	100%	1976 / 2000	1,494,000	604,000
13	Great Lakes Crossing	Auburn Hills	MI	85%	1998	1,376,000	567,000
14	Twelve Oaks Mall	Novi	MI	100%	1977 / 2001	1,193,000	455,000
15	Woodland	Grand Rapids	MI	50%	1968 / 2001	1,080,000	355,000
16	Mall at Short Hills	Short Hills	NJ	100%	1980 / 2002	1,341,000	519,000
17	Shops at Willow Bend	Plano	TX	100%	2001	1,341,000	558,000
18	Fair Oaks	Fairfax	VA	50%	1980 / 2000	1,584,000	568,000
19	MacArthur Center	Norfolk	VA	70%	1999	937,000	523,000
20	Regency Square	Richmond	VA	100%	1975 / 1987	826,000	239,000
21	Stoney Point	Richmond	VA	100%	2003	690,000	322,000

Demographics

Average population*



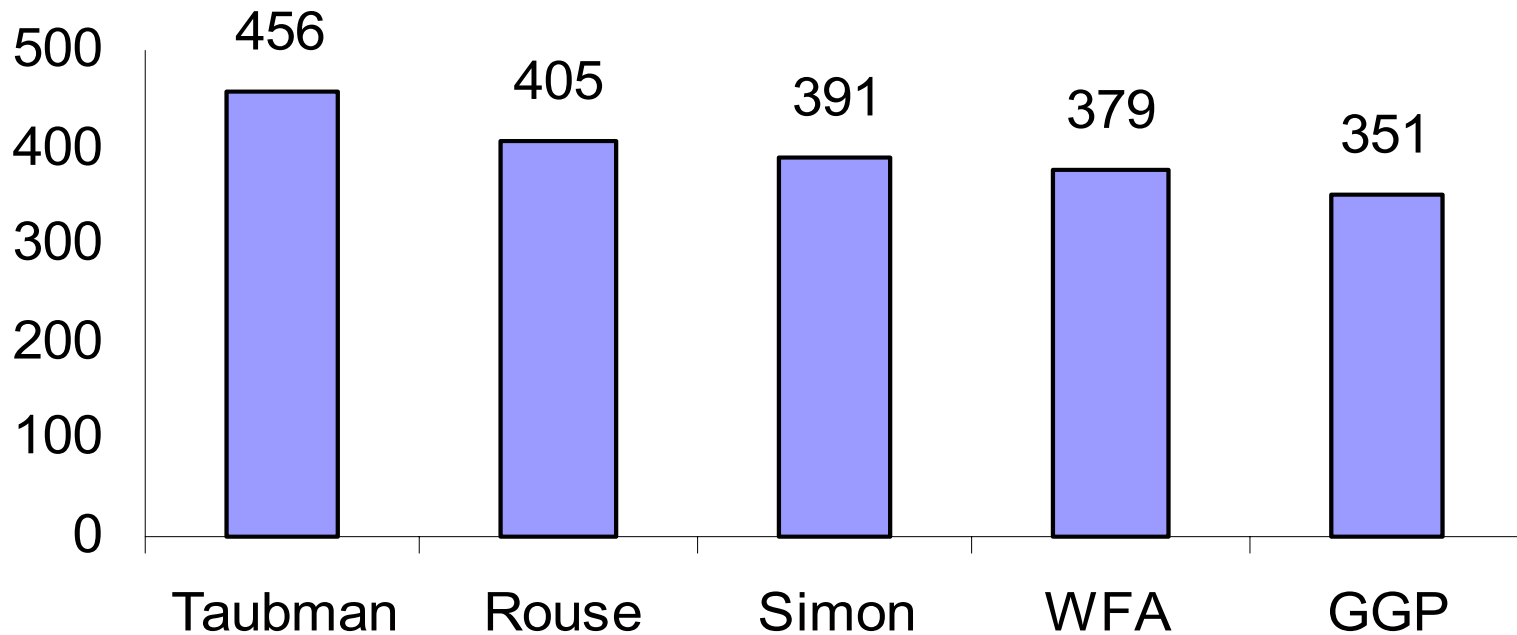
Average household income *



* Within 10 mile radius

Portfolio productivity

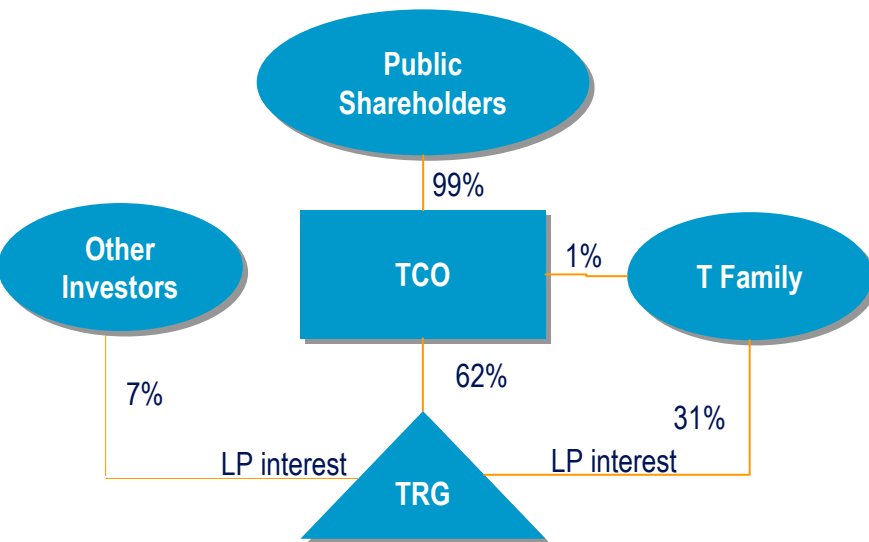
Specialty store turnover per square foot*



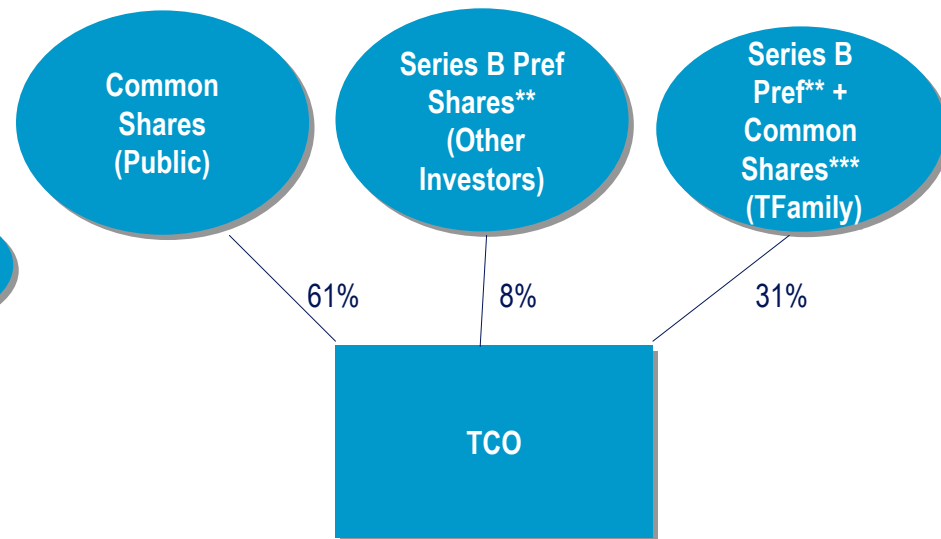
* 31 December 2001 (Westfield America data is pre. Jacobs and RNA)

Taubman's Ownership Structure

Economic ownership*



Voting power*



T Family: R Taubman, W Taubman, A Taubman and related entities

TRG: Taubman Realty Group Limited Partnership

TCO: Taubman Centers, Inc.

* Summary of the Economic and Voting ownership of Taubman which is the subject of Simon's legal challenge

** Issuance of Series B Preferred Shares is the subject of a legal challenge .

*** In addition T Family has voting power over 2.4 million Common Shares and Series B Preferred Shares pursuant to proxies, giving them an additional 2.9% .

Conditions to Offer

- Minimum condition that two-thirds of voting power of Taubman tender into the offer
- Removal of impediments to the offer
 - Taubman charter amended to remove share ownership limitations
- General customary conditions
 - No material adverse change in Taubman business
 - No material change in market conditions
 - No extraordinary actions taken by Taubman Board

Taubman's Capital Structure

■ Taubman (NYSE: TCO) Common Shares	52.2 m	US\$20/share	US\$ 1.04 bn
■ Taubman Operating Partnership *	31.8 m		US\$ 0.64 bn
■ Perpetual Preferred Stock and units *			US\$ 0.30 bn
			<hr/> US\$ 1.98 bn
■ Debt	avg term of 5.09 years	avg rate of 5.79%	US\$ 2.02 bn
■ Total Capitalisation			<hr/> US\$ 4.00 bn

* Not the subject of offer.

Funding

- Westfield America's 50% of the tender offer for currently outstanding Taubman shares equates to US\$522 million*
- Westfield America's ultimate funding requirement is dependent on
 - ultimate allocation between Simon and Westfield America
 - outcome of any future negotiations with the Taubman family and other holders of operating partnership units
 - timing
- Westfield America's initial participation is supported by a loan facility

* Assumes no conversion of Operating Partnership units.

Summary

- Westfield America to join Simon in offer for Taubman
- Offer increased to US\$20 per share
- Opportunity for Westfield America to acquire interest in high quality portfolio
- If successful, expected to be accretive to earnings per unit
- Expectation that Taubman shareholders will support offer