

Condensed Consolidated Financial Statements

Horizon Group Properties, Inc.

For the nine months ended September 30, 2014 and 2013

Horizon Group Properties, Inc.
Condensed Consolidated Financial Statements
(Unaudited)

Contents

Condensed Consolidated Balance Sheets at September 30, 2014 and December 31, 2013.....	3
Condensed Consolidated Statements of Operations for the Three Months Ended September 30, 2014 and September 30, 2013	4
Condensed Consolidated Statements of Operations for the Nine Months Ended September 30, 2014 and September 30, 2013	5
Condensed Consolidated Statements of Stockholders' Equity for the Nine Months Ended September 30, 2014 and September 30, 2013	6
Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2014 and September 30, 2013	7
Notes to Condensed Consolidated Financial Statements	9

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Balance Sheets
(unaudited)

	September 30, 2014	December 31, 2013
	<i>(In thousands)</i>	
ASSETS		
Real estate – at cost:		
Land	\$ 18,334	\$ 18,547
Buildings and improvements	56,826	55,759
Less accumulated depreciation	<u>(15,412)</u>	<u>(13,777)</u>
	59,748	60,529
Construction in progress	1,209	397
Land held for investment	<u>18,231</u>	<u>18,324</u>
Total net real estate	79,188	79,250
Investment in and advances to joint ventures	11,895	13,066
Cash and cash equivalents	1,351	3,164
Restricted cash	2,382	1,927
Tenant and other accounts receivable, net	1,203	1,607
Deferred costs (net of accumulated amortization of \$559 and \$372, respectively)	313	196
Other assets	<u>1,848</u>	<u>830</u>
Total assets	<u>\$ 98,180</u>	<u>\$100,040</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Mortgages and other debt	\$ 62,332	\$ 64,161
Accounts payable and other accrued liabilities	3,856	4,083
Prepaid rents and other tenant liabilities	<u>482</u>	<u>382</u>
Total liabilities	<u>66,670</u>	<u>\$ 68,626</u>
Commitments and contingencies		
Stockholders' equity:		
Common shares (\$.01 par value, 50,000 shares authorized, 4,668 and 4,663 issued and outstanding, respectively)	47	47
Additional paid-in capital	37,046	36,865
Accumulated deficit	<u>(20,937)</u>	<u>(21,926)</u>
Total stockholders' equity attributable to the controlling interest	16,156	14,986
Noncontrolling interests in consolidated subsidiaries	<u>15,354</u>	<u>16,428</u>
Total stockholders' equity	<u>31,510</u>	<u>31,414</u>
Total liabilities and stockholders' equity	<u>\$ 98,180</u>	<u>\$100,040</u>

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Statements of Operations
(unaudited)

	Three months ended September 30, 2014	Three months ended September 30, 2013
<i>(In thousands)</i>		
REVENUE		
Base rent	\$2,212	\$2,235
Percentage rent	135	121
Expense recoveries	250	236
Other	2,654	1,219
Interest	<u>265</u>	<u>-</u>
Total revenue	<u>5,516</u>	<u>3,811</u>
EXPENSES		
Property operating	772	576
Real estate taxes	325	346
Other operating	77	43
Depreciation and amortization	704	630
General and administrative	3,156	1,655
Interest	<u>961</u>	<u>1,030</u>
Total expenses	<u>5,995</u>	<u>4,280</u>
Income from investment in joint ventures	<u>1,431</u>	<u>442</u>
Consolidated net income/(loss) before gain on sale of real estate	952	(27)
Gain on sale of real estate and investment in joint venture	<u>2,784</u>	<u>-</u>
Consolidated net income/(loss)	3,736	(27)
Less net income attributable to the noncontrolling interests	<u>(2,489)</u>	<u>(225)</u>
Net income/(loss) attributable to the Company	<u>\$1,247</u>	<u>\$ (252)</u>

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Statements of Operations
(unaudited)

	Nine months ended September 30, 2014	Nine months ended September 30, 2013
<i>(In thousands)</i>		
REVENUE		
Base rent	\$ 6,337	\$ 6,485
Percentage rent	397	342
Expense recoveries	753	716
Other	5,880	5,655
Interest	<u>265</u>	<u>3</u>
Total revenue	<u>13,632</u>	<u>13,201</u>
EXPENSES		
Property operating	2,229	1,866
Real estate taxes	993	1,069
Other operating	280	141
Depreciation and amortization	1,978	1,864
General and administrative	7,268	6,607
Interest	<u>2,862</u>	<u>3,095</u>
Total expenses	<u>15,610</u>	<u>14,642</u>
Income from investment in joint ventures	<u>2,458</u>	<u>1,190</u>
Consolidated net income/(loss) before gain on sale of real estate	480	(251)
Gain on sale of real estate and investment in joint venture	<u>3,725</u>	<u>681</u>
Consolidated net income/(loss)	4,205	(430)
Less net income attributable to the noncontrolling interests	<u>(3,227)</u>	<u>(803)</u>
Net income/(loss) attributable to the Company	<u>\$ 978</u>	<u>\$ (373)</u>

See accompanying notes to condensed consolidated financial statements.

Horizon Group Properties, Inc.
Condensed Consolidated Statements of Stockholders' Equity
 Nine Months Ended September 30, 2014 and 2013
(unaudited, in thousands)

	Common Shares	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity Attributable to the Controlling Interest	Noncontrolling Interests in Consolidated Subsidiaries	Total Stockholders' Equity
Balance, January 1, 2014	\$47	\$36,865	\$(21,926)	\$14,986	\$16,428	\$31,414
Net income	-	-	978	978	3,227	4,205
Purchase of minority interest in El Portal Center	-	11	-	11	(1,736)	(1,725)
Other	-	170	11	181		181
Distributions to noncontrolling interests - net	-	-	-	-	(2,565)	(2,565)
Balance, September 30, 2014	<u>\$47</u>	<u>\$37,046</u>	<u>\$(20,937)</u>	<u>\$16,156</u>	<u>\$15,354</u>	<u>\$31,510</u>

	Common Shares	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity Attributable to the Controlling Interest	Noncontrolling Interests in Consolidated Subsidiaries	Total Stockholders' Equity
Balance, January 1, 2013	\$29	\$34,853	\$(23,275)	\$11,607	\$14,225	\$25,832
Net income / (loss)	-	-	(1,629)	(1,629)	461	(1,168)
Common units granted to officer	-	-	-	-	112	112
Stock issued	18	2,012	-	2,030	-	2,030
Net contributions from noncontrolling interest - net	-	-	-	-	42	42
Balance, September 30, 2013	<u>\$47</u>	<u>\$36,865</u>	<u>\$(24,904)</u>	<u>\$12,008</u>	<u>\$14,840</u>	<u>\$26,848</u>

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Statements of Cash Flows
(unaudited)

	<u>Nine months ended September 30, 2014</u>	<u>Nine months ended September 30, 2013</u>
Cash flows from operating activities:		
Net income (loss) attributable to the Company	\$ 978	\$ (373)
Adjustments to reconcile net income/(loss) attributable to the Company to net cash provided by/(used in) operating activities:		
Gain on sale of real estate and investment in joint venture	(3,725)	(681)
Net income attributable to the noncontrolling interests	3,227	803
Income from investment in joint ventures	(2,458)	(1,190)
Depreciation	1,768	1,883
Amortization, including deferred financing costs	226	107
Changes in assets and liabilities:		
Restricted cash	(455)	473
Tenant and other accounts receivable	404	799
Deferred costs and other assets	(1,361)	(2,322)
Accounts payable and other liabilities	(224)	1,189
Prepaid rents and other tenant liabilities	<u>100</u>	<u>(279)</u>
Net cash provided by (used in) operating activities	<u>(1,520)</u>	<u>409</u>
Cash flows from investing activities:		
Distribution from joint venture	3,629	1,215
Decrease in participation interests and partner loans	-	1,787
Cash deconsolidated with Gettysburg and Louisville entities	-	(223)
Expenditures for buildings and improvements	(1,919)	(4,332)
Net proceeds from sale of real estate	<u>3,938</u>	<u>-</u>
Net cash provided by (used in) investing activities	<u>5,648</u>	<u>(1,553)</u>
Cash flows from financing activities:		
Distributions to noncontrolling interests	(3,517)	(1,272)
Contributions from noncontrolling interests	952	1,314
Common units granted to officer	-	112
Stock sold to officers	178	2,030
Principal payments on mortgages and other debt	(4,024)	(4,081)
Proceeds from borrowings	<u>470</u>	<u>2,700</u>
Net cash provided by (used in) financing activities	<u>(5,941)</u>	<u>803</u>
Net decrease in cash and cash equivalents	(1,813)	(341)
Cash and cash equivalents:		
Beginning of period	<u>3,164</u>	<u>3,262</u>
End of period	<u>\$ 1,351</u>	<u>\$ 2,921</u>

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Statements of Cash Flows, continued
(unaudited)

The following represents supplemental disclosure of noncash activity for the disposal of the assets and liabilities of 5000 Hakes Drive, LLC on February 2, 2013:

	<u>September 30, 2013</u>
Land	\$ 35
Buildings and improvements	2,860
Accumulated depreciation	(1,375)
Other assets	29
Mortgage and other liabilities	<u>(2,230)</u>
Gain on sale of real estate	<u>\$ (681)</u>

The following represents supplemental disclosure of noncash activity for the de-consolidation of the assets and liabilities of the Louisville Joint Venture on May 6, 2013 (See Note 4):

Construction in progress	\$4,001
Cash	223
Other Assets	151
Accounts payable and other accrued expenses	(575)
Participation Interest and other liabilities	<u>(2,850)</u>
Investment in joint venture	<u>\$ 950</u>

The following represents supplemental disclosure of noncash activity for the purchase of the minority interest in El Portal Center during the nine months ended September 30, 2014:

	<u>September 30, 2014</u>
Mortgages and other debt	\$ 1,725
Additional paid in capital	<u>11</u>
Noncontrolling interests in consolidated subsidiaries	<u><u>\$(1,736)</u></u>

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Note 1 – Organization and Basis of Presentation

Horizon Group Properties, Inc. (“HGPI” or, together with its subsidiaries “HGP” or the “Company”) is a Maryland corporation that was established on June 15, 1998. The operations of the Company are conducted primarily through a subsidiary limited partnership, Horizon Group Properties, L.P. (“HGP LP”) of which HGPI is the sole general partner. As of September 30, 2014 and December 31, 2013, HGPI owned approximately 78.7% and 78.6% respectively, of the partnership interests (the “Common Units”) of HGP LP. In general, Common Units are exchangeable for shares of Common Stock on a one-for-one basis (or for an equivalent cash amount at HGPI’s election).

The accompanying unaudited condensed consolidated financial statements include the accounts of all majority-owned subsidiaries, and all significant inter-company amounts have been eliminated. Due to the seasonal nature of certain operational activities, among other factors, the results for the interim period ended September 30, 2014 are not necessarily indicative of the results that may be obtained for the full fiscal year.

These condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and include selected information and disclosures for the interim periods. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2013.

The Company’s primary assets are its investments in subsidiary entities that own real estate. HGPI consolidates the results of operations and the balance sheets of those entities of which the Company owns the majority interest and of those variable interest entities of which the Company is the primary beneficiary. The Company accounts for its investments in entities which do not meet these criteria using the equity method. The entities referred to herein are consolidated subsidiaries of the Company, unless they are discussed in Note 4; those entities are accounted for using the equity method of accounting.

Note 2 - Summary of Significant Accounting Policies

The condensed consolidated financial statements have been prepared in conformity with GAAP, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including disclosure of contingent assets and liabilities) at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

In the opinion of management, all adjustments necessary for a fair statement of the financial position and results of operations for the interim periods presented have been included in these condensed consolidated financial statements and are of a normal and recurring nature.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of HGPI and all subsidiaries that HGPI controls, including HGP LP. The Company considers itself to control an entity if it is the majority owner of or has voting control over such entity. All significant intercompany balances and transactions have been eliminated in consolidation.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(*unaudited*)

Pre-Development Costs

The pre-development stage of a project involves certain costs to ascertain the viability of a potential project and to secure the necessary land. Direct costs to acquire the assets are capitalized once the acquisition becomes probable. These costs are carried in Other Assets until conditions are met that indicate that development is forthcoming, at which point the costs are reclassified to Construction in Progress. In the event a development is no longer deemed probable and costs are deemed to be non-recoverable, the applicable costs previously capitalized are expensed when the project is abandoned or those costs are determined to be non-recoverable. At September 30, 2014, pre-development costs classified as Other Assets and Construction in Progress, were \$1,050,000 and \$1,209,000 respectively. At December 31, 2013, predevelopment costs classified as Other Assets and Construction in Progress totaled were \$343,000 and \$397,000, respectively.

Fair Value Measurements

The various inputs that may be used to determine the fair value of the Company's assets are summarized in three broad levels:

- Level 1- Quoted prices in active markets for identical securities
- Level 2- Other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)
- Level 3- Significant unobservable inputs (including Company's own assumptions used to determine value)

Revenue Recognition

Leases with tenants are accounted for as operating leases. Minimum annual rentals are recognized on a straight-line basis over the terms of the respective leases. Rents which represent basic occupancy costs, including fixed amounts and amounts computed as a function of sales, are classified as base rent. Amounts which may become payable in addition to base rent and which are computed as a function of sales in excess of certain thresholds are classified as percentage rents and are accrued after the reported tenant sales exceed the applicable thresholds. Expense recoveries based on common area maintenance expenses and certain other expenses are accrued in the period in which the related expense is incurred.

Income Taxes

Deferred income taxes are recorded based on enacted statutory rates to reflect the tax consequences in future years of the differences between the tax bases of assets and liabilities and their financial reporting amounts. Deferred tax assets, such as net operating loss carryforwards which will generate future tax benefits, are recognized to the extent that realization of such benefits through future taxable earnings or alternative tax strategies in the foreseeable future is more likely than not.

As of September 30, 2014 and December 31, 2013 and for the periods then ended, the Company did not have a net liability for any unrecognized tax benefits. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as interest or general and administrative expense in the statement of operations. For the periods ended September 30, 2014 and 2013, the Company did not incur any interest or penalties. The Company is not subject to examination by U.S. federal tax authorities for tax years before 2010.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Subsequent Events

The Company has evaluated subsequent events through January 23, 2015 the date the condensed consolidated financial statements were available to be issued, and determined that there have been no significant events that have occurred through that date that have not been reflected in the condensed consolidated financial statements and/or disclosed in the notes to the condensed consolidated financial statements.

Note 3 – Investment in Real Estate

The following table contains information on the operating properties and land held for investment owned by the Company and for which the Company consolidates the results of operations and the assets and liabilities as of September 30, 2014:

<u>Property Name</u>	<u>Location</u>	<u>Property Type</u>	<u>Gross Leasable Area (Sq. Ft.)</u>	<u>Net Carrying Value (in thousands)</u>	<u>Ownership Percentage</u>
The Outlet Shoppes at Burlington	Burlington, WA	Outlet Retail	174,260	\$10,200	51.0%
The Outlet Shoppes at Fremont	Fremont, IN	Outlet Retail	228,922	10,350	51.0%
The Outlet Shoppes at Oshkosh	Oshkosh, WI	Outlet Retail	270,512	25,061	51.0%
El Portal Center	Laredo, TX	Retail	345,106	11,014	60.8%
Village Green Shopping Center	Huntley, IL	Retail	22,204	2,403	100.0%
Johnny Rockets	Oshkosh, WI	Restaurant	N/A	772	100.0%
Corporate Assets	Norton Shores, MI	Miscellaneous	-	86	100.0%
Total			<u>1,041,004</u>	<u>\$59,886</u>	
			<u>Acres</u>		
Land Held for Investment	Fruitport Township, MI	Land	14	\$ 391	100%
Land Held for Investment	Huntley, IL	Land	<u>383</u>	<u>17,840</u>	100%
Total			<u>397</u>	<u>\$18,231</u>	

The portion of the net income or loss of HGPI's subsidiaries owned by parties other than HGPI is reported as Net Income or Loss Attributable to the Noncontrolling Interests on the Company's condensed consolidated statements of operations and such parties' portion of the net equity in such subsidiaries is reported on the Company's condensed consolidated balance sheets as Noncontrolling Interests in Consolidated Subsidiaries.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(*unaudited*)

Note 4 - Investment in Joint Ventures

The following table contains information on the joint venture shopping centers in operation or development as of September 30, 2014. In addition, the joint ventures' own out parcels and other land for development.

<u>Property Name</u>	<u>Location</u>	<u>Property Type</u>	<u>Gross Leasable Area (Sq. Ft.)</u>	<u>Ownership Percentage</u>
The Outlet Shoppes at El Paso	El Paso, TX	Outlet Retail	422,867	10.29%
The Outlet Shoppes at Oklahoma City	Oklahoma City, OK	Outlet Retail	394,661	8.71%
The Outlet Shoppes at Gettysburg	Gettysburg, PA	Outlet Retail	249,937	19.06%
The Outlet Shoppes at Atlanta	Woodstock, GA	Outlet Retail	371,238	11.08%
The Outlet Shoppes at Louisville	Louisville, KY	Development	<u>374,046</u>	15.64%
Total			<u>1,812,749</u>	

El Paso Entities

The Company owned 45.0% of the preferred interests and 41.2% of the common interests in Horizon El Paso, LLC ("Horizon El Paso"), which owned a 25% joint venture interest in El Paso Outlet Center Holding, LLC ("El Paso Holding"), at September 30, 2014 and December 31, 2013, respectively. El Paso Holding owns an entity that owns an approximate 380,000 square foot outlet shopping center in El Paso, TX (the "El Paso Center"). Horizon El Paso owns a 25% joint venture interest in El Paso Outlet Center II, LLC, which owns expansion land for the shopping center (the "Expansion Land"). Horizon El Paso owns a 50% joint venture interest in El Paso Outlet Outparcels, LLC which owns several outparcels and ancillary land adjacent to the shopping center (the "Outparcels")

During 2014, an additional 54,090 square feet of retail space, which is owned by El Paso Outlet Center II Expansion, LLC, was developed in El Paso. El Paso Outlet Center II Expansion is 100% owned by El Paso Outlet Center II, LLC, which is owned 25% by Horizon El Paso and 75% by CBL. The addition was completed and opened in August of 2014.

The shopping center owned by El Paso Center secures a loan originated by NATIXIS Commercial Mortgage Funding, LLC which bears interest at 7.06%, requires principal payments over a 30-year amortization schedule and is due December 5, 2017.

The Company received management, leasing and similar fees from El Paso Center that totaled \$108,000 and \$214,000 during the three months ended September 30, 2014 and 2013, respectively, and \$660,000 and \$579,000 during the nine months ended September 30, 2014 and 2013, respectively.

Distributions in excess of the Company's net investments in entities accounted for using the equity method are recognized as income if the Company is not obligated to make future contributions to those entities or budgeted capital contributions that would require the return of such excess distributions. Such distributions are included in Income from Investment in Joint Ventures on the consolidated statements of operations. For the nine months ended September 30, 2013 income recognized from distributions in excess of equity investments totaled \$557,000. There were no similar amounts recognized for the nine months ended September 30, 2014.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Summary financial information (stated at 100% and without regard to the acquisition of interests by CBL) of the entities that own the El Paso Center, the Outparcels and the Expansion Land as of September, 30, 2014 and December 31, 2013 and for the three and nine months ended September 30, 2014 and 2013 are as follows (in thousands):

	<u>As of</u> <u>September 30, 2014</u>	<u>As of</u> <u>December 31, 2013</u>		
Assets				
Real estate-Net	\$104,190	\$102,189		
Cash and cash equivalents	1,714	628		
Restricted cash	3,584	4,862		
Other assets	<u>2,889</u>	<u>3,181</u>		
Total assets	<u>\$112,377</u>	<u>\$110,860</u>		
Liabilities and members' equity				
Mortgages and other debt	\$ 69,346	\$ 65,466		
Other liabilities	2,965	4,596		
Members' equity	<u>40,066</u>	<u>40,798</u>		
Total liabilities and members' equity	<u>\$112,377</u>	<u>\$110,860</u>		
	<u>Three Months</u> <u>Ended</u> <u>September 30, 2014</u>	<u>Three Months</u> <u>Ended</u> <u>September 30, 2013</u>	<u>Nine Months</u> <u>Ended</u> <u>September 30, 2014</u>	<u>Nine Months</u> <u>Ended</u> <u>September 30, 2013</u>
Statements of Operations				
Revenue	<u>\$3,855</u>	<u>\$3,730</u>	<u>\$10,224</u>	<u>\$10,588</u>
Operating expenses	1,457	1,567	3,950	4,489
Depreciation and amortization expense	977	965	2,931	2,963
Interest expense	1,262	1,261	3,724	3,754
Property tax refund	<u>-</u>	<u>-</u>	<u>(1,637)</u>	<u>-</u>
Total expenses	<u>3,696</u>	<u>3,793</u>	<u>8,968</u>	<u>11,206</u>
Net income (loss)	<u>\$ 159</u>	<u>\$ (63)</u>	<u>\$ 1,256</u>	<u>\$ (618)</u>

Oklahoma City Entities

In October 2010, the Company formed OKC JV, LLC (the "OKC Joint Venture") with an affiliate of CBL to develop The Outlet Shoppes at Oklahoma City. The Company contributed all of its rights and interests in leases, contracts and construction in progress related to the project. The Company formed a subsidiary entity Horizon OK City Outlets, LLC ("Horizon OKC") to be CBL's partner in the OKC Joint Venture. The Company leases and manages The Outlet Shoppes at Oklahoma City, which opened in August 2011.

In December 2011, the OKC Joint Venture obtained a \$60.0 million loan from an affiliate of Goldman Sachs (the "OKC Loan"). The OKC Loan has a term of 10 years maturing March 2021, bears interest at 5.73% and requires amortization based on a 25-year schedule. The OKC Loan is secured by a mortgage on The Outlet Shoppes at Oklahoma City. The loan is generally non-recourse. The Company and an affiliate of CBL have entered into guaranties to the lender with respect to certain environmental issues and customary "bad-boy" acts. The majority of the proceeds of the OKC Loan were used to repay the construction loan from US Bank related to the project.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

During 2012, an additional 27,986 square feet of retail space, which is owned by OK City Outlets II, LLC (OKC II), was developed at The Outlet Shoppes at Oklahoma City. OKC II is owned by OKC Joint Venture which is owned 25% by Horizon OKC and 75% by CBL. The addition was completed and opened in November of 2012. The addition was funded with a construction loan from an affiliate of CBL. On completion of the project, the construction loan was paid off and replaced with a mortgage from US Bank, with an initial principal balance of \$6,000,000. The mortgage has a maturity date of 04/25/2019 plus 2 one-year extension, and bears interest at a rate of LIBOR plus 275 basis points. The note is secured by the ownership interest and all other property of OKC Joint Venture.

The Company has voting control over Horizon OKC and owns, directly and indirectly, approximately 34% of the preferred interests in Horizon OKC. The other preferred members include Somerset, L.P., Pleasant Lake Apts. Limited Partnership ("PLA LP") (an affiliate of Howard Amster), Gary Skoien and Andrew Pelmoter. The Company also granted common interests in Horizon OKC (the "OKC Net Profits Interests") to Gary Skoien, Thomas Rumpitz and Andrew Pelmoter, all officers of the Company. Holders of the OKC Net Profits Interests are not entitled to any distributions until the holders of the preferred interests have received a return of their capital plus interest thereon calculated at an annual rate of 12.0%, compounded quarterly. The Company consolidates the results of operations and the assets and liabilities of Horizon OKC which uses the equity method to account for its investment in the OKC Joint Venture.

The Company received management, leasing and similar fees from the OKC Joint Venture that totaled \$169,000 and \$94,000 during the three months ended September 30, 2014 and 2013, respectively \$472,000 and \$231,000 during the nine months ended September 30, 2014 and 2013, respectively.

Distributions in excess of the Company's net investments in entities accounted for using the equity method are recognized as income if the Company is not obligated to make future contributions to those entities or budgeted capital contributions that would require the return of such excess distributions. Such distributions are included in Income from Investment in Joint Ventures on the consolidated statements of operations. For the nine months ended September 30, 2014, income recognized from distributions in excess of equity investments totaled \$391,000. There were no similar distributions included in income prior to September 30, 2014.

Summary financial information (stated at 100%) of the OKC Joint Venture as of September 30, 2014 and December 31, 2013 and for the three and nine months ended September 30, 2014 and 2013 are as follows (in thousands):

	As of <u>September 30, 2014</u>	As of <u>December 31, 2013</u>
Assets		
Real estate-Net	\$58,715	\$60,237
Cash and cash equivalents	1,300	990
Restricted cash	1,152	446
Other assets	<u>4,027</u>	<u>3,773</u>
Total assets	<u>\$65,194</u>	<u>\$65,446</u>
Liabilities and members' equity		
Mortgages and other debt	\$64,982	\$62,820
Other liabilities	1,786	1,273
Members' equity (deficit)	<u>(1,574)</u>	<u>1,353</u>
Total liabilities and members' equity (deficit)	<u>\$65,194</u>	<u>\$65,446</u>

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

	Three Months Ended <u>September 30, 2014</u>	Three Months Ended <u>September 30, 2013</u>	Nine Months Ended <u>September 30, 2014</u>	Nine Months Ended <u>September 30, 2013</u>
Statements of Operations				
Revenue	<u>\$3,411</u>	<u>\$3,206</u>	<u>\$9,395</u>	<u>\$9,188</u>
Operating expenses	826	846	2,487	2,307
Depreciation and amortization expense	1,266	1,255	3,761	3,717
Interest expense	<u>903</u>	<u>904</u>	<u>2,700</u>	<u>2,699</u>
Total expenses	<u>2,995</u>	<u>3,005</u>	<u>8,948</u>	<u>8,723</u>
Net income	<u>\$ 416</u>	<u>\$ 201</u>	<u>\$ 447</u>	<u>\$ 465</u>

Gettysburg Entities

In July 2007, Gettysburg Outlet Center Holding, LLC received the proceeds from a \$6.0 million mezzanine loan. In September 2011, the Company entered into an agreement with an entity owned by an affiliate of CBL and an affiliate of Howard Amster and Gary Skoien (“CBL Gettysburg Mezz Lender”) with respect to the acquisition of the mezzanine loan by CBL Gettysburg Mezz Lender. The agreement permitted CBL Gettysburg Mezz Lender to convert the mezzanine loan into equity representing 62.63% of the Gettysburg property subject to the approval of the senior lender, which was subsequently obtained.

The shopping center owned by Gettysburg Outlet Center, LP secures a mortgage loan originated by Column Financial, Inc., in the original principal amount of \$43.75 million, bearing interest at 5.87%, due February 11, 2016.

On April 17, 2012, CBL Gettysburg Mezz Lender converted the mezzanine loan into equity representing 62.63% ownership in Gettysburg Outlet Center Holding, LLC and Gettysburg Outlet Center LLC. The Company had previously recorded an impairment loss on the Gettysburg property; a loss of approximately \$350,000 was recognized on the conversion of the mezzanine loan into equity in the Gettysburg entities. Prior to the conversion of the mezzanine debt into equity, the Company consolidated the results of operations and the assets and liabilities of the Gettysburg entities; for periods after the conversion, the Company uses the equity method of accounting with respect to the Gettysburg entities.

The Company received management, leasing and similar fees from the Gettysburg entities that totaled \$109,000 and \$80,000 during the three months ended September 30, 2014 and 2013, respectively, and \$225,000 and \$260,000 during the nine months ended September 30, 2014 and 2013 respectively.

Summary financial information (stated at 100%) of the Gettysburg entities as of September 30, 2014 and December 31, 2013, for the three months and nine months ended September 30, 2014, and 2013 is as follows (in thousands):

	<u>As of September 30, 2014</u>	<u>As of December 31, 2013</u>
Assets		
Real estate-Net	\$44,358	\$45,244
Cash and cash equivalents	456	166
Restricted cash	778	1,072
Other assets	<u>1,718</u>	<u>2,016</u>
Total assets	<u>\$47,310</u>	<u>\$48,498</u>

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Liabilities and members' equity

Mortgages and other debt	\$38,859	\$39,437
Other liabilities	851	994
Members' equity	<u>7,600</u>	<u>8,067</u>
Total liabilities and members' equity	<u>\$47,310</u>	<u>\$48,498</u>

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Statements of Operations				
Revenue	<u>\$1,678</u>	<u>\$1,654</u>	<u>\$ 5,072</u>	<u>\$ 5,022</u>
Operating expenses	715	598	2,511	1,832
Depreciation and amortization expense	434	401	1,240	1,206
Interest expense	<u>600</u>	<u>610</u>	<u>1,788</u>	<u>1,820</u>
Total expenses	<u>1,749</u>	<u>1,609</u>	<u>5,539</u>	<u>4,858</u>
Net income (loss)	<u>\$ (71)</u>	<u>\$ 45</u>	<u>\$ (467)</u>	<u>\$ 164</u>

Atlanta Entities

On May 11, 2012, the Company entered into a joint venture (the "Atlanta JV") with an affiliate of CBL and began the development of an outlet center in Woodstock, Georgia to be named The Outlet Shoppes at Atlanta. The Company formed a subsidiary entity Horizon Atlanta Outlet Shoppes, LLC (Horizon Atlanta) to be CBL's partner in Atlanta JV. The Company owned 48.3% of the preferred interests and 44.3% of the common interests in Horizon Atlanta. The Atlanta JV purchased approximately 50 acres of land for the project from Ridgewalk Holding, LLC ("Holding"). Ridgewalk Property Investments, LLC ("RPI") is the managing member of Holding. The Horizon Atlanta owns 25% of the Atlanta JV and CBL owns 75% of the Atlanta JV. The Company and CBL are co-developers of the project; the Company is responsible for the leasing and management of the center. On August 9, 2012, the Atlanta JV closed on a \$69.8 million construction loan from a group of banks, of which US Bank, NA is the Administrative Bank for the construction of The Outlet Shoppes at Atlanta.

On October 11, 2013, the Atlanta JV obtained an \$80.0 million loan from an affiliate of Goldman Sachs (the "Atlanta Loan"). The proceeds from the Atlanta Loan were used to repay the construction loan. The Atlanta Loan has a term of 10 years and bears interest at 4.9%. Payments are based on a 30 year amortization. The Atlanta Loan is secured by a mortgage on The Outlet Shoppes at Atlanta.

The Company and an affiliate of CBL are also joint venture partners in an entity ("Woodstock GA Investments") that lent RPI \$6.0 million, which was contributed to Holding and, together with the proceeds from the sale of the parcel to the Atlanta JV, were used to retire a loan secured by the land owned by Holding. In connection with its loan to RPI, Woodstock GA Investment acquired an equity interest in RPI that is entitled to 15% of the economic interest in Holding. After the sale of the parcel to the Atlanta JV, Holding owns approximately 123 acres of vacant land near The Outlet Shoppes at Atlanta.

Prior to the formation of these entities, the Company consolidated the results of operations and the assets and liabilities contributed to the Atlanta JV and Woodstock GA Investments; for periods after the conversion, the Company uses the equity method of accounting with respect to the Atlanta JV and Woodstock GA Investments.

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

The Company received development, management, leasing and similar fees from the Atlanta Entities that totaled \$132,000 and \$1,612,000 during the three months ended September 30, 2014 and 2013, respectively, and \$314,000 and \$2,011,000 during the nine months ended September 30, 2014 and 2013 respectively.

The joint venture agreement for the Atlanta Entities includes a provision to increase the Company's share of future distributions after return of investment and internal rate of return criteria are met. In December of 2013, these criteria were met, and the Company's share of future distributions increased from 25% to 35%.

Distributions in excess of the Company's net investments in entities accounted for using the equity method are recognized as income if the Company is not obligated to make future contributions to those entities or budgeted capital contributions that would require the return of such excess distributions. Such distributions are included in Income from Investment in Joint Ventures on the consolidated statements of operations. Distributions in excess of the Company's net investments in entities totaled \$468,000 for the nine months ended September 30, 2014. There was no similar entry for the nine months ended September 30, 2013.

Summary financial information (stated at 100%) of the Atlanta JV and Woodstock Investments as September 30, 2014 and December 31, 2013, for the three months and nine months ended September 30 2014, and 2013 is as follows (in thousands):

	<u>As of</u> <u>September 30, 2014</u>	<u>As of</u> <u>December 31, 2013</u>
Assets		
Real estate-Net	\$63,143	\$62,833
Cash and cash equivalents	310	1,620
Restricted cash	3,106	6,358
Other assets	<u>9,199</u>	<u>8,649</u>
Total assets	<u>\$75,758</u>	<u>\$79,460</u>
Liabilities and members' deficit		
Mortgages and other debt	\$79,003	\$79,902
Other liabilities	997	1,371
Members' deficit	<u>(4,242)</u>	<u>(1,813)</u>
Total liabilities and members' equity	<u>\$75,758</u>	<u>\$79,460</u>

	<u>Three months Ended</u> <u>September 30, 2014</u>	<u>Three months Ended</u> <u>September 30, 2013</u>	<u>Nine Months Ended</u> <u>September 30, 2014</u>	<u>Nine Months Ended</u> <u>September 30, 2013</u>
Statements of Operations				
Revenue	<u>\$3,288</u>	<u>\$2,586</u>	<u>\$10,788</u>	<u>\$2,786</u>
Operating expenses	694	534	2,577	536
Depreciation and amortization expense	1,015	596	3,117	596
Interest expense	<u>989</u>	<u>383</u>	<u>2,984</u>	<u>383</u>
Total expenses	<u>2,698</u>	<u>1,513</u>	<u>8,678</u>	<u>1,515</u>
Gain on sale of assets	<u>274</u>	<u>-</u>	<u>274</u>	<u>978</u>
Net income	<u>\$ 864</u>	<u>\$1,073</u>	<u>\$ 2,384</u>	<u>\$2,249</u>

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Louisville Entities

On May 6, 2013, the Company entered into a joint venture (the “Louisville JV”) with an affiliate of CBL and began the development of an outlet center in Louisville, Kentucky to be named The Outlet Shoppes at Louisville. The Company formed a subsidiary entity (Horizon Louisville) to be CBL’s partner in the Louisville JV. On May 7, 2013, the Company exercised its option to increase its ownership of the Louisville JV from 25% to 35%.

On August 27, 2013, the Louisville JV closed on a \$60.2 million construction loan from a group of banks, of which US Bank, NA is the Administrative Bank, for the construction of The Outlet Shoppes of the Bluegrass.

The Company received development, management, leasing, and similar fees from the Louisville Entities that totaled \$1,597,000 and \$2,777,000 for the three and nine months ended September 30, 2014. There were no similar fees for 2013.

Prior to the formation of the Louisville JV, the Company consolidated the results of operations and the assets and liabilities of the Louisville JV; for periods after the conversion, the Company uses the equity method of accounting with respect to the Louisville JV. There is no significant operating activity for the Louisville JV for the period ended September 30, 2013.

Summary financial information (stated at 100%) of the Louisville entities as of September 30, 2014 and December 31, 2013, and for the nine months ended September 30 2014, is as follows (in thousands):

	<u>As of</u> <u>September 30, 2014</u>	<u>As of</u> <u>December 31, 2013</u>
Assets		
Real estate-Net	\$57,164	\$23,974
Cash and cash equivalents	1,392	-
Restricted cash	2,813	-
Other assets	<u>4,342</u>	<u>16</u>
Total assets	<u>\$65,711</u>	<u>\$23,990</u>
Liabilities and members’ equity		
Construction Loan	\$42,480	\$ 3,274
Other liabilities	4,840	1,609
Members’ equity	<u>18,391</u>	<u>19,107</u>
Total liabilities and members’ equity	<u>\$65,711</u>	<u>\$23,990</u>
	<u>Nine Months Ended</u> <u>September 30, 2014</u>	
Statements of Operations		
Revenue	<u>\$2,007</u>	
Operating expenses	392	
Depreciation and amortization expense	510	
Interest expense	<u>174</u>	
Total expenses	<u>1,076</u>	
Loss on sale of assets	<u>(50)</u>	
Net income	<u>\$ 881</u>	

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(*unaudited*)

Note 5 – Commitments

The Company has outstanding commitments for construction costs and tenant allowances on leases signed (which amounts become payable when the spaces are delivered to the tenants) at September 30, 2014 in the amount of \$952,500 and \$1,122,000, respectively, which are not reflected on the condensed consolidated balance sheet as of September 30, 2014. These amounts include the commitments for the pre-development projects (see Note 3). These capital expenditures are expected to be paid during 2014 and 2015 and are anticipated to be funded from capital improvement escrows, construction financing, equity contributions and additional borrowings.

Note 6 – Mortgages and Other Debt

Total secured indebtedness was \$62.3 million and \$64.2 million at September 30, 2014 and December 31, 2013, respectively. Cash paid for interest for the nine months ended September 30, 2014 and 2013 was \$2.9 million and \$3.0 million, respectively.

The Company's ability to secure new loans is limited by the fact that most of the Company's real estate assets are currently pledged as collateral for its current loans. The Company will pay the scheduled principal amortization in the normal course of business during 2014.

On April 4, 2012, the servicer filed a Claim to Foreclose on the property in connection with the loan. On February 2, 2013, 5000 Hakes Drive, LLC and UBS entered into a Deed in Lieu of Foreclosure Agreement related to a mortgage secured by a building located at 5000 Drive, Norton Shores, Michigan. The nonrecourse loan balance was \$1,834,000. This transaction resulted in an approximate \$340,000 gain attributable to the controlling interest, which is included as a component of other income.

In June 2011, US Bank amended the terms of its loan to the Company by extending the maturity date to May 1, 2013 and requiring the Company to make principal payments in amounts equal to 50% of the positive net cash flow distributed to the Company from the shopping center located in Oklahoma City, Oklahoma. As additional collateral, the Company was also required to pledge its interest in Horizon OKC.

Effective July 1, 2013, US Bank amended the terms of its loan to the Company by extending the maturity date to July 1, 2014 with an additional one year extension available if the Company complies with the terms of the loan during the first year. The Company agreed to make principal payments of \$20,000 per month and cumulative minimum principal payments of \$650,000 by December 31, 2013 and \$1,750,000 by June 30, 2014. Effective September 1, 2013, the amendment requires the Company to make principal payment in amounts equal to 100% of the positive net cash flow distributed to the Company from the Oklahoma City Entities, the El Paso Entities, and the Atlanta Entities (see Note 4). As additional collateral, the Company was also required to pledge its interest in Horizon OK City Outlets, LLC and Horizon El Paso, LLC. Effective July 1, 2014, US Bank extended the maturity date to July 1, 2015

On May 31, 2013, Horizon El Portal, a subsidiary of the Company, entered into a loan agreement with a subsidiary of CBL in the amount of \$2,700,000, bearing interest at 7%, with a maturity date of May 31, 2015, secured by the Company's ownership interest in the Atlanta JV and is guaranteed by the Company. Interest payments are due on the first of each month and principal is due at maturity. The proceeds of the loan were used to pay the balance of the \$2,800,000 mortgage of El Portal Center LLC to Cathay Bank. This loan was paid off in July of 2014.

Huntley Net Profits Interests and TIF Bonds

Gary J. Skoien was formerly the Executive Vice President and Chief Operating Officer of The Prime Group, Inc. ("Prime Group"). In connection with his employment with Prime Group, Mr. Skoien was previously granted an interest (the "Skoien Net Profits Interest") in the net profits generated by HDLP, an entity which owns

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(*unaudited*)

approximately 400 acres of land in a master planned community in Huntley, Illinois (the “Huntley Project”), which obligation the Company assumed in connection with the purchase of the Huntley Project from Prime Group. The Skoien Net Profits Interest consists of a 9.675% participation in the Net Cash Flow (as defined in Mr. Skoien’s Net Profits Agreement) distributed to the Company (excluding distributions of all amounts contributed or advanced by the Company to the Huntley Project plus interest per the terms of the agreement) from the Huntley Project.

In 1993, the Village of Huntley (the “Village”) created a Tax Increment Financing District (the “TIF District”). In 1995, the Village sold \$7.0 million of Series A TIF bonds and \$14.0 million of Series B TIF bonds and issued to HDLP Series C TIF bonds with a principal amount of \$24.4 million. In May 2009, the Village sold \$14.3 million of Series 2009 TIF Bonds (the “Series 2009 TIF Bonds”), the proceeds of which were used to retire the Series A and B TIF bonds.

In connection with the issuance of the Series 2009 TIF Bonds, HDLP assigned a portion of the tax increment allocable to the Series C TIF bonds to the Village. The assignment agreement provides that payments made with respect to the Series C TIF bonds will be distributed in the following order of priority: (i) HDLP will receive the first \$204,285 annually until it has received a total of \$1.43 million; (ii) the next \$3.04 million will be allocated 75% to HDLP and 25% to the Village; and (iii) amounts in excess of those in (i) and (ii) will be allocated 25% to HDLP and 75% to the Village. The Series C bonds are subordinate to the Series 2009 TIF Bonds. Currently, no portion of the tax increment is available to the Series C TIF bonds and no value has been ascribed to them by the Company. On June 18, 2014, Huntley Development received a payment of \$637,439 from the Series C TIF bonds, which is recorded as other income. The funds were sent to U. S. Bank as a principal payment on the Huntley debt.

The TIF District contains approximately 900 acres of land currently or previously owned by HDLP or Huntley Meadows Residential Venture. The source of repayment for the Series 2009 TIF Bonds and Series C TIF bonds is (a) 100% of the increase in real estate taxes on the land in the TIF District above the taxes in place when the TIF District was created, (b) one-half of the Village’s one percent (1%) sales tax collected on retail sales occurring within the TIF District and (c) reserves associated with the Series 2009 TIF Bonds. The repayment of the Series 2009 TIF Bonds is not an obligation of the Company and thus is not reflected on the Company’s condensed consolidated balance sheets as a liability.

Note 7 - Related Party Transactions

In December 2009, the Company sold noncontrolling interests in the entities that owned five of its outlet centers to Bright Horizons of South Florida, LLC (“Bright Horizons”). The centers subject to the transaction are located in Burlington, Washington; El Paso, Texas; Fremont, Indiana; Gettysburg, Pennsylvania and Oshkosh, Wisconsin. Bright Horizons acquired a 22.5% interest in the entities that own the outlet centers (excluding the entity that owns the center in El Paso, in which it acquired a 19.6% preferred interest and a 17.8% common interest). In May 2010, Bright Horizons acquired an additional 26.5% interest in the entities that own the outlet centers (excluding the entity that owns the center in El Paso, in which it acquired an additional 23.6%, preferred interest and an additional 21.8% common interest. Bright Horizons is controlled by Somerset Outlet Center, L.P., (“Somerset, L.P.”) of which Howard Amster, owns a controlling interest and Gary Skoien, owns a non-controlling interest. Howard Amster is a significant shareholder and director of the Company. Gary Skoien is Chairman of the Board, Chief Executive Officer, President, and a stockholder of the Company.

At September 30, 2014 and 2013, an affiliate of Howard Amster, PLA LP, owned the following interests: (1) 19.6% of Horizon El Portal LLC; (2) 5.9% of the preferred and common interests in Horizon El Paso, LLC; and (3) 7.88% of the preferred and common interests in Horizon OKC. Another affiliate of Howard Amster, Bright Horizons, owns 49% of the interests owned by the Company in the entities that own the outlet centers and related assets in Burlington, WA; Fremont, IN; Gettysburg, PA and Oshkosh, WI and 43.2% of Horizon El Paso, LLC. Somerset Outlet Center, L.P. (“Somerset L.P.”), another affiliate of Mr. Amster, owns 12.6% of the interests in the entities that own the outlet center and related assets in Gettysburg, PA, and 46.4% of Horizon Atlanta, LLC which owns 25% of

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

the Atlanta JV. At September 30, 2014 and 2013, Somerset L.P. also owned 47.54% of Horizon Louisville which owns 35% of the Louisville JV.

At September 30, 2014 and 2013, Gary Skoien owned the following interests (excluding the Net Profits Interests discussed below): (1) 4.9% of Horizon El Portal, LLC (2) 5.9% of Horizon El Paso, LLC; (3) 0.95% of Horizon OKC. Mr. Skoien also owns 9.28% of Bright Horizons and 9.66% of Somerset LP.

At September 30, 2014 Amster Skoien L.P owned jointly by Howard Amster and Gary Skoien owned 14.7% of Horizon El Portal, LLC

At September 30, 2014 and 2013, David Tinkham, an officer of the Company, owned 1.27% of Horizon Atlanta and 3.24% of Horizon Louisville.

At September 30, 2014 and 2013, Andrew Pelmoter, an officer of the Company, owned 4.955% of Horizon OKC 2.12% of Horizon Atlanta and 4.31% of Horizon Louisville, in addition to the Net Profits Interests discussed below.

The Company has granted Common interests in Horizon El Paso, Horizon OKC and Horizon Atlanta, LLC (the "Net Profits Interests") to certain officers of the Company. Holders of the Net Profits Interests are not entitled to any distributions until the holders of the preferred interests have received their capital plus a 12% return thereon. Amounts distributed to holders of the Net Profits Interests are accounted for as profit sharing arrangements with compensation expense being recognized for distributions related to such interests. Net profits interests have been granted as follows: (1) Horizon El Paso - 1.3%, 2.6% and 3.5%, to Gary Skoien, Thomas Rumptz and Andrew Pelmoter, respectively (2) Horizon OKC - 2.5%, 2.5% and 3% to Messers. Skoien, Rumptz and Pelmoter, respectively; (3) Horizon Atlanta, - 1.25%, 1.25%, 1.25% and .0375% to Messers Skoien, Rumptz, Pelmoter and James Harris, respectively and (4) Horizon Louisville, - 1.25%, 1.25%, 1.25% and .0375% to Messers Skoien, Rumptz, Pelmoter and Harris, respectively.

The Company incurred interest expense on the margin account between Magnolia Bluff and Ramat Securities Ltd in the amount of \$11,000 for the nine months ended September 30, 2013. There was no similar expense in the nine months ended September 30, 2014 as Magnolia Bluff is no longer consolidated. Ramat Securities Ltd is an affiliate of Howard Amster.

The Company incurred interest expense on the loan from Somerset, L.P., which is secured by approximately 14 acres of vacant land in Fruitport Township, Michigan in the amount of \$3,000 for the nine months ended September 30, 2013. There was no similar expense in the nine months ended September 30, 2014.

The Company incurred interest expense in the amount of \$3,000 and \$3,000 for the nine months ended September 30, 2014 and 2013 respectively on loans from newAX, Inc. newAX, Inc. is an affiliate of Howard Amster.

On March 11, 2013 the company granted 140,000 common units, valued at \$112,000 to Gary Skoien as part of his bonus.

On June 10, 2013, the Company sold 1,350,000 and 450,000 additional shares of stock to PLA, LP and Gary Skoien respectively. The shares were sold at a price of \$1.25 per share netting the Company \$2,250,000 in proceeds. In conjunction with the sale, the Company entered into a loan agreement with Gary Skoien in the amount of \$220,500 bearing interest at 2%, maturing in 2018, and secured by a pledge of his securities. As of September 30, 2014, \$150,000 has been repaid

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2014 and 2013
(unaudited)

Note 8 – Recent Developments

In December 2012, Horizon El Portal LLC, the majority member of El Portal Center, LLC, sent a notice to Morgan Stern Realty Holdings, LLC (Morgan Stern), the minority member, of its intent to terminate El Portal Center, LLC and require Morgan Stern to sell its interest to Horizon El Portal, LLC. Morgan Stern disputed the validity of the termination notice and Horizon El Portal filed suit on March 4, 2013, seeking, among other things, the enforcement of its rights under the operating agreement to terminate El Portal Center, LLC. On June 27, 2014 the suit was settled and the court ruled on the settlement. Horizon El Portal agreed to make payments totaling \$1,725,000 to Morgan Stern for its interest in El Portal Center, LLC. The first payment of \$600,000 was made on July 8, 2014 and the second payment of \$100,000 was made on October 8, 2014. The remaining payments are due as follows: 1) \$500,000 due 180 days from the date of settlement; and 2) \$525,000 due within two years of the date of settlement. There is no prepayment penalty.

On July 2, 2014, the Company and CBL agreed to a \$2,783,285 increase of CBL's purchase price for their interest in the El Paso Entities. On April 12, 2012, the Company sold CBL 75% of the El Paso Center and the Expansion Land and 50% of the Outparcels. The adjustment related to an increase in value of the El Paso Entities due to a favorable property tax settlement. CBL transferred the funds to Horizon El Paso on July 2, 2014.