Condensed Consolidated Financial Statements

Horizon Group Properties, Inc.

For the three months ended March 31, 2022 and 2021

Horizon Group Properties, Inc.

Condensed Consolidated Financial Statements

(Unaudited)

Contents

HORIZON GROUP PROPERTIES, INC.

Condensed Consolidated Balance Sheets

(unaudited)

	March 31, 2022	December 31, 2021
	(In thousands)	
ASSETS		
Real estate		
Land	$ 565	$ 565
Buildings and improvements	3,154	3,154
Less accumulated depreciation	(998)	(950)
	2,721	2,769
Construction in progress	3	3
Land held for investment	26,643	28,606
Total net real estate	29,367	31,378
Investment in and advances to joint ventures	13,667	13,757
Investment in and advances to joint ventures, at fair value	50,912	50,912
Cash and cash equivalents	1,525	1,464
Restricted cash	285	261
Tenant and other accounts receivable, net	705	1,302
Deferred costs, (net of accumulated amortization of $67 and $60, respectively)	109	116
Other assets	354	450
Total assets	$ 96,924	$ 99,640
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Mortgage and other debt (net of unamortized debt issuance costs of $160 and $179, respectively)	$ 5,836	$ 8,308
Accounts payable and other accrued expenses	10,111	10,218
Prepaid rents and other tenant liabilities	139	148
Investment in and commitments to joint ventures	11,513	10,918
Total liabilities	27,599	29,592
Commitments and contingencies		
Stockholders' equity:		
Common shares ($.01 par value, 50,000 shares authorized, 9,799 shares issued and outstanding)	98	98
Additional paid-in capital	79,295	79,295
Accumulated deficit	(47,131)	(46,377)
Total stockholders' equity attributable to the controlling interest	32,262	33,016
Noncontrolling interests in consolidated subsidiaries	37,063	37,032
Total stockholders' equity	69,325	70,048
Total liabilities and stockholders' equity	$ 96,924	$ 99,640

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.

Condensed Consolidated Statements of Operations

(unaudited)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
	(In thousands)	
REVENUE		
Base rent	$ 69	$ 703
Percentage rent	-	460
Expense recoveries	23	140
Management, development, and leasing fees	607	413
Other	1	449
Total revenue	700	2,165
EXPENSES		
Property operating	218	416
Real estate taxes	21	280
Other operating	22	(31)
Depreciation and amortization	53	872
General and administrative	1,298	1,118
Interest	88	687
Total expenses	1,700	3,342
OTHER INCOME AND EXPENSE		
Loss from investment in joint ventures	(313)	(488)
Gain on sale of real estate	673	-
Total other income and expense	360	(488)
DISCONTINUED OPERATIONS		
Net loss from operations of the discontinued components	-	(7)
Consolidated net loss	(640)	(1,672)
Less net income attributed to the noncontrolling interests	(114)	(142)
Net loss attributable to the Company	$ (754)	$ (1,814)

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.
Condensed Consolidated Statements of
Stockholders' Equity
(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, 2022	$ 98	$ 79,295	$ (46,377)	$ 33,016	$ 37,032	$ 70,048
Net income (loss)	-	-	(754)	(754)	114	(640)
Contributions from noncontrolling interests	-	-	-	-	-	-
Distributions to noncontrolling interests	-	-	-	-	(83)	(83)
Balance, March 31, 2022	$ 98	$ 79,295	$ (47,131)	$ 32,262	$ 37,063	$ 69,325

	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, 2021	$ 98	$ 79,295	$ (48,883)	$ 30,510	$ 35,543	$ 66,053
Net loss	-	-	(1,814)	(1,814)	142	(1,672)
Contributions from noncontrolling interests	-	-	-	-	-	-
Distributions to noncontrolling interests	-	-	-	-	(154)	(154)
Balance, March 31, 2021	$ 98	$ 79,295	$ (50,697)	$ 28,696	$ 35,531	$ 64,227

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.

Condensed Consolidated Statements of Cash Flows

(unaudited)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Cash flows used in operating activities:	*(In thousands)*	
Net loss	$ (640)	$ (1,672)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Operating distributions from joint ventures	266	734
Loss from investment in joint ventures	313	488
Gain from sale of real estate	(673)	-
Depreciation	48	840
Amortization	5	32
Interest expense from deferred finance costs	21	37
Changes in assets and liabilities:		
Tenant and other accounts receivable, net	597	505
Deferred costs, net, and other assets	98	(77)
Accounts payable and other accrued expenses	(107)	(1,313)
Prepaid rents and other tenant liabilities	(9)	126
Net cash used in operating activities	(81)	(300)
Cash flows provided by investing activities:		
Investment in future developments	-	(17)
Net proceeds from sale of real estate	2,757	-
Distributions from joint ventures, return of capital	247	316
Contributions to joint ventures	(141)	-
Expenditures for real estate	(121)	(238)
Net cash provided by investing activities	2,742	61
Cash flows provided by (used in) financing activities:		
Distributions to noncontrolling interests	(83)	(154)
Net proceeds from borrowing	-	1,371
Principal payments on mortgages and other debt	(2,493)	(994)
Principal payments on mortgages from discontinued operations	-	(4)
Net cash provided by (used in) financing activities	(2,576)	219
Net increase (decrease) in cash, cash equivalents, and restricted cash	85	(20)
Cash, cash equivalents, and restricted cash:		
Beginning of year	1,725	2,442
End of year	$ 1,810	$ 2,422

See accompanying notes to condensed consolidated financial statements.

HORIZON GROUP PROPERTIES, INC.

Consolidated Statements of Cash Flows, continued

(unaudited)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
	(In thousands)	
Reconciliation from consolidated statements of cash flows to consolidated balance sheets:		
Cash and cash equivalents	$ 1,525	$ 2,056
Restricted cash	285	366
Cash, cash equivalents, and restricted cash, End of year	$ 1,810	$ 2,422

See accompanying notes to condensed consolidated financial statements.

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 March 31, 2022 and December 31, 2021, HGPI owned approximately 87% 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 March 31, 2022, 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, 2021.

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 or cost 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.

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 as future development costs 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 these costs are determined to be non-recoverable.

At March 31, 2022 and December 31, 2021, predevelopment costs classified as Other Assets included projects totaling $20,000, respectively.

Revenue Recognition

Revenue from Leasing Arrangements
Company's revenues primarily result from revenue from leasing arrangements that fall under Topic 840, *Leases*. Leases with tenants are accounted for as operating leases. Lease revenues included minimum rent, percentage rent, other rents and reimbursements form tenants for real estate taxes, insurance, CAM and other operating expenses as provided in these lease agreements. Minimum annual rentals are recognized on a straight-line basis over the terms of the respective leases. Rents that 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.

Management, Development and Leasing Fees

The company earns revenue from contracts with third parties and unconsolidated affiliates for property management, leasing, development and other services. These contracts are accounted for on a month-to-month basis. Management fees are charged as a percentage of revenues and recognized as revenue over time as services are provided. Leasing fees are charged for newly executed leases and lease renewals and are recognized as revenue upon lease execution, when the performance obligation is completed. Development fees are set as a fixed rate in a separate agreement.

Development and leasing fees received from an unconsolidated affiliate are recognized as revenue only to the extent of the third-party partner's ownership interest. The Company's share of such fees are recorded as a reduction to the Company's investment in the unconsolidated affiliate. Fees received from consolidated joint ventures are eliminated in consolidation.

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 March 31, 2022 and December 31, 2021, 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 March 31, 2022 and 2021, the Company did not incur any interest or penalties.

Investments in Joint Ventures

The Company uses the equity method of accounting for its investments in Joint Ventures, as the Company is able to significantly influence the operations of the underlying investment, but does not control the underlying investment. The investments are recorded at initial cost and adjusted for the Company's proportionate share of income or loss. Contributions and distributions are treated as additions or reductions of the investments' cost basis.

The Company elected the fair value option for its investment in Horizon Atlanta and Horizon Louisville. Due to the nature of these investments, the Company elected the fair value option to more accurately present the Company's portion of the value and changes thereof in the underlying investments. Changes in the fair value of the joint ventures are recorded as a component of income from investment in joint ventures on the consolidated statement of operations.

Distributions are reported in cash flows from operations unless the facts and circumstances of a specific distribution clearly indicate that it is a return of capital, which would then be presented as cash flows from investing activities.

Subsequent Events

The Company has evaluated subsequent events through October 4, 2022, the date the condensed consolidated financial statements were available to be issued.

Note 3 - Investment in Real Estate and Restaurants

The following table contains information on the operating properties, restaurants, 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 March 31, 2022.

Property Name	Location	Property Type	Gross Leasable Area (Sq. Ft.)	Net Carrying Value (in thousands)	Ownership Percentage
Village Green Center	Huntley, IL	Retail	22,204	2,711	100.0%
Corporate Assets	Chicago, IL	Various	N/A	10	100.0%
	Total		22,204	$2,721	
			Acres		
Land held for Investment	Fruitport, MI	Land	6	$ 156	100.0%
Laredo Phase II Land	Laredo, TX	Land	2	900	60.8%
Ridgewalk Land	Woodstock, GA	Land	81	7,001	100.0%
Land Held for Investment	Huntley, IL	Land	345	18,586	100.0%
	Total		434	$ 26,643	

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.

Note 4 - Investment in Joint Ventures

The following table contains information and the effective ownership percentage attributable to the Company for the joint venture outlet centers in operation or development as of March 31, 2022. In addition, the joint ventures own out parcels and other land for development not included in the leasable area.

Property Name	Location	Property Type	Leasable Area (Sq. Ft.)	Ownership Percentage
The Outlet Shoppes at El Paso	El Paso, TX	Outlet Retail	433,045	30.31%
The Outlet Shoppes at Gettysburg	Gettysburg, PA	Outlet Retail	249,937	48.90%
The Outlet Shoppes at Atlanta	Woodstock, GA	Outlet Retail	413,969	22.07%
The Outlet Shoppes of the Bluegrass	Louisville, KY	Outlet Retail	428,060	30.78%
The Outlet Shoppes at Laredo	Laredo, TX	Outlet Retail	357,866	21.30%
Total			1,882,877	

El Paso Entities

During 2012, the Company sold a portion of its interest in El Paso Outlet Holdings, LLC ("El Paso Holding") to an affiliate of CBL & Associates Properties, Inc. ("CBL") for the outlet shopping mall in El Paso, Texas. El Paso Holding owns an entity that owns the outlet shopping center in El Paso, TX ("the El Paso Center"). During 2014, additional retail space owned by El Paso Outlet Center II Expansion, LLC, was developed at the El Paso Center. El Paso Outlet Center II Expansion is 100% owned by El Paso Outlet Center II, LLC ("El Paso II"). At March 31, 2022 and December 31, 2021, El Paso Holding was owned 50% by CBL, 25% by Horizon El Paso, LLC ("Horizon El Paso"), 17.625% by Pleasant Lake Apts., LP ("PLA"), an entity owned by Howard Amster, majority shareholder and director of the Company, 5.9% by the Company, and 1.495% by Pleasant Lake Skoien Investments, LLC ("PL Skoein"), an entity owner by Howard Amster and Gary Skoein, the Chairman of the Board, Chief Executive Officer ("CEO"), President, and a shareholder of the Company.

On September 10, 2018, El Paso Holdings and El Paso II refinanced existing debt from Phase I and Phase II of the shopping center with Deutche Bank in the amount of $75 million. In conjunction with the refinance, El Paso Holdings and El Paso II contributed its interest in Phase I and Phase II to El Paso Outlet Center CMBS, LLC ("El Paso CMBS"). El Paso CMBS is owned by an entity that is owned by El Paso Holdings. Phase I and Phase II of the shopping center secures the loan. The annual interest rate is 5.103%. Payments are $407,350 per month, based on a 30-year amortization. The loan matures on October 6, 2028. The principal balance at March 31, 2022 and December 31, 2021, was $71.0 million and $71.3 million, respectively. On November 2, 2020, an affiliate of CBL, the guarantor entity of the loan, filed chapter eleven bankruptcy, which is a technical event of default under the loan agreement. The lender has all the default remedies specified in the loan documents, including the ability to foreclose on the property. CBL has emerged from bankruptcy. CBL and the Company executed a limited default waiver agreement on December 23, 2021 waiving the default.

El Paso Outlet Outparcels, LLC owns several outparcels (the "Outparcels"). At March 31, 2022 and December 31, 2021, Outparcels was owned 50% by Horizon El Paso, 33.3333% by CBL, 11.75% by PLA, and 4.9167% by PL Skoien.

El Paso Outlet Outparcels II, LLC, formed in 2019, owns ancillary land adjacent to the shopping center (the "Outparcels II"). At March 31, 2022 and December 31, 2021, Outparcels II was owned 50% by CBL and 50% by Horizon El Paso.

At March 31, 2022 and December 31, 2021, the Company owned 97.4% of the preferred interests and 92.8% of the common interest in Horizon El Paso, respectively.

The Company received management, leasing, and similar fees from El Paso Center that totaled $225,000 and $145,000 during the three months ended March 31, 2022 and 2021, respectively.

Summary financial information (stated at 100%) for the El Paso entities as of March 31, 2022 and December 31, 2021, and for the three months ended March 31, 2022 and 2021, are as follows (in thousands):

	As of March 31, 2022	As of December 31, 2021
Assets		
Real estate - net	$ 78,522	$ 79,311
Cash and cash equivalents	618	656
Restricted cash	2,068	3,450
Other assets	1,917	2,242
Total assets	$ 83,125	$ 85,659
Liabilities and members' equity		
Mortgages and other debt	$ 71,049	$ 71,362
Other liabilities	1,748	3,460
Members' equity	10,328	10,837
Total liabilities and members' equity	$ 83,125	$ 85,659

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Statements of Operations		
Revenue	$ 3,708	$ 3,537
Operating expenses	1,271	1,227
General and administrative expenses	258	242
Depreciation and amortization expense	956	982
Interest expense	930	1,850
Total expenses	3,415	4,301
Net income (loss)	$ 293	$ (764)

Gettysburg Entities

During 2012, an entity owned by an affiliate of CBL and an affiliate of Howard Amster and Gary Skoien converted a mezzanine loan into equity ownership in Gettysburg Outlet Center Holding, LLC and Gettysburg Outlet Center LLC (the “Gettysburg entities”) At March 31, 2022 and December 31, 2021, the Gettysburg entities are owned 50% by CBL, 48.9% by the Company, and 1.1% by other entities. Gettysburg Outlet Center Holding, LLC, owns Gettysburg Outlet Center, LP, which owns the shopping center. Gettysburg Outlet Center LLC owns vacant land around the shopping center. The members of the Gettysburg entities accrue a 10% preferred return on capital invested.

The mortgage loan for Gettysburg Outlet Center, LP is secured by the shopping center, had an initial balance of $38.5 million, bears interest at 4.8% and matures in 2025. On August 17, 2020, in response to the COVID-19 outbreak, the lender consented to a deferred principal period commencing with the July 2020 payment date through the December 2020 payment date, with the deferred principal to be repaid during 2021. The mortgage balance was $35.6 and $35.8 million at March 31, 2022 and December 31 2021, respectively. On November 2, 2020, an affiliate of CBL, one of the guarantors of the loan, filed chapter eleven bankruptcy, which is a technical event of default under the loan agreement. The Company is also a guarantor of the loan. The lender has all the default remedies specified in the loan documents, including the ability to foreclose on the property and seek payment of any shortfall from the guarantors. CBL has emerged from bankruptcy. CBL and the Company are currently negotiating a default waiver agreement. Default interest has been accrued but not paid since the date of the bankruptcy filing. At March 31, 2022 and December 31, 2021, the Gettysburg entities have accrued default interest of $2.6 million and $2.1 million, respectively.

Since 2020, the property failed to meet the Debt Service Coverage Ratio which triggers a Sweep Event Period. The Lender has provided notice of the commencement of a Sweep Event Period. During a Sweep Event Period, the borrower is required to establish a Clearing Account under the control of the Lender.

During 2021, the Outlet Shoppes at Gettysburg was deemed to be impaired and was written down to the fair value. Fair value was determined based on a recent appraisal that valued the property at $16.7 million. The carrying value exceed the fair value by $20.5 million which was recorded as an impairment loss during the year ended December 31, 2021.

The Company earned management, leasing, and similar fees from the Gettysburg Entities that totaled $8,000 and $17,000 during the three months ended March 31, 2022 and 2021, respectively.

Summary financial information (stated at 100%) of the Gettysburg entities as of March 31, 2022 and December 31, 2021, and for the three months ended March 31, 2022 and 2021, is as follows (in thousands):

	As of March 31, 2022	As of December 31, 2021
Assets		
Real estate - net	$ 12,335	$ 12,685
Cash and cash equivalents	50	8
Restricted cash	1,232	1,146
Other assets	4,829	5,427
Total assets	$ 18,446	$ 19,266
Liabilities and members' deficit		
Mortgages and other debt	$ 35,628	$ 35,804
Other liabilities	4,948	4,384
Members' deficit	(22,130)	(20,922)
Total liabilities and members' deficit	$ 18,446	$ 19,266

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Statements of Operations		
Revenue	$ 686	$ 1,077
Operating expenses	874	841
General and administrative expenses	63	121
Depreciation and amortization expense	373	374
Interest expense	878	910
Total expenses	2,188	2,246
Net loss	$ (1,502)	$ (1,169)

Atlanta Entities

During 2012, the Company entered into a joint venture (the "Atlanta JV") with an affiliate of CBL to develop The Outlet Shoppes at Atlanta in Woodstock, Georgia. At March 31, 2022 and December 31, 2021, the Atlanta JV was owned 50% by CBL, 35% by Horizon Atlanta Outlet Shoppes, LLC ("Horizon Atlanta") , 7.611% by PLA, and 7.389% by PL Skoien. At March 31, 2022 and December 31, 2021, the Company owns 48.3% of the preferred interests and 44.3% of the common interests in Horizon Atlanta, but maintains voting control over Horizon Atlanta. The Company is responsible for the leasing and management of the center.

On October 11, 2013, the Atlanta JV obtained an $80.0 million loan from an affiliate of Goldman Sachs (the "Atlanta 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 and had a balance of $67.9 million and $68.4 million at March 31, 2022 and December 31, 2021, respectively.

On May 13, 2015, the Atlanta JV closed on a $6,200,000 construction loan for Atlanta Outlet Shoppes Phase II. The loan carries an initial interest rate of LIBOR plus 2.5%, and matured on February 28, 2020, extended from December 19, 2019. On February 6, 2020, this loan was refinanced with the proceeds of a $4,680,000 loan from Cadence Bank, N.A. The loan carries an interest rate of LIBOR plus 2.5%, payments based on a 25-year amortization and matures on November 5, 2023. On April 6, 2020, the loan was amended in response to the COVID-19 outbreak to include a deferred payment period including principal and interest from April 10, 2020 through June 10, 2020, with deferred interest amounts added to the outstanding principal balance of the loan and due at maturity. The loan balance was $4.4 million and $4.5 million at March 31, 2022 and December 31, 2021, respectively.

On November 2, 2020, an affiliate of CBL, the guarantor entity of the loans, filed chapter eleven bankruptcy, which is a technical default under the loan agreements. The lender has all the default remedies specified in the loan documents, including the ability to foreclose on the property. CBL has emerged from bankruptcy. CBL and the Company executed a forbearance and loan modification agreement on February 15, 2022 waiving the default. Because of the event of default, default interest was accrued but not paid since the date of the bankruptcy filing but not required to be paid as a condition of the modification agreement. Default interest has been accrued but not paid since the date of the bankruptcy filing. At December 31, 2021, the Atlanta entities accrued default interest of $2.4 million which was reversed and an offset to interest expense in 2022.

The Company received development, management, leasing, and similar fees from Atlanta JV that totaled $159,000 and $99,000 for the three months ended March 31, 2022 and 2021, respectively.

Summary financial information (stated at 100%) of the Atlanta entities as of March 31, 2022 and December 31, 2021, and for the three months ended March 31, 2022 and 2021, is as follows (in thousands):

	As of March 31, 2022	As of December 31, 2021
Assets		
Real estate - net	$ 42,487	$ 42,886
Cash and cash equivalents	1,399	1,605
Restricted cash	629	365
Other assets	2,502	2,657
Total assets	$ 47,017	$ 47,513
Liabilities and members' deficit		
Mortgages and other debt	$ 72,374	$ 72,846
Other liabilities	1,084	3,459
Members' deficit	(26,441)	(28,792)
Total liabilities and members' deficit	$ 47,017	$ 47,513

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Statements of Operations		
Revenue	$ 3,387	$ 3,179
Operating expenses	807	649
General and administrative expenses	160	204
Depreciation and amortization expense	839	800
Interest expense (income)	(1,519)	1,503
Total expenses	287	3,156
Net income	$ 3,100	$ 23

Bluegrass Entities

During 2013, the Company entered into a joint venture (the "Louisville JV") with an affiliate of CBL to develop The Outlet Shoppes of the Bluegrass in Louisville, Kentucky. At March 31, 2022 and December 31, 2021, the Louisville JV was owned 65% by CBL and 35% by Horizon Louisville Outlets, LLC ("Horizon Louisville"). At March 31, 2022 and December 31, 2021, the Company owns 44.7% of the preferred interests and 34.4% of the common interests in Horizon Louisville, but maintains voting control over Horizon Louisville.

In May of 2013, and again in December of 2014, Horizon Louisville met certain return of investment and internal rate of return criteria stipulated in the joint venture agreement with CBL; therefore, the Company's share of future distributions from the Louisville JV increased from 35% to 50%. The Company is responsible for the leasing and management of the center.

On November 24, 2014, the Louisville JV obtained a $77.5 million loan from JP Morgan (the "Louisville Loan"). The Louisville Loan has a term of 10 years and bears interest at 4.045%. Payments are based on a 30 year amortization. The Louisville Loan is secured by a mortgage on phase I of The Outlet Shoppes of the Bluegrass. The loan balance was $66.3 million and $66.8 million at March 31, 2022 and December 31, 2021, respectively.

During 2015, the Louisville JV established the Bluegrass Outlet Shoppes II, LLC and closed on an $11.3 million construction loan to develop additional retail space at the Outlet Shoppes of the Bluegrass. The loan has a term of 60 months and an interest rate of LIBOR plus 2.35%. On April 20, 2020, the loan was amended in response to the COVID-19 outbreak to include an interest-only period from April 1, 2020 through June 1, 2020, with principal installments deferred until the maturity date. On July 15, 2020, the loan was amended to extend the maturity date to October 15, 2020. On October 8, 2020, the loan was amended again to extend the maturity date to October 15, 2021. On December 16, 2021, the loan was amended a third time extending the maturity to October 15, 2022. The loan balance was $7.9 million and $8.1 million, at March 31, 2022 and December 31, 2021, respectively.

On November 2, 2020, an affiliate of CBL, the guarantor entity of the loans, filed chapter eleven bankruptcy, which is a technical default under the loan agreements. The lenders have all the default remedies specified in the loan documents, including the ability to foreclose on the property. CBL has emerged from bankruptcy. CBL and the Company executed a forbearance and consent agreement on May 13, 2022 waiving the default. Because of the event of default, default interest was accrued but not paid since the date of the bankruptcy filing but not required to be paid as a condition of the forbearance agreement. At December 31, 2021, the Bluegrass entities accrued default interest of $3.2 million which was reversed and an offset to interest expense in 2022.

The Company received management, leasing, and similar fees from the Louisville JV that totaled $135,000 and $104,000 for the three months ended March 31, 2022 and 2021, respectively.

Summary financial information (stated at 100%) of the Louisville JV as of March 31, 2022 and December 31, 2021, and for the three months ended March 31, 2022 and 2021, is as follows (in thousands):

	As of March 31, 2022	As of December 31, 2021
Assets		
Real estate - net	$ 49,177	$ 49,815
Cash and cash equivalents	332	559
Restricted cash	4,397	3,399
Other assets	3,010	3,093
Total assets	$ 56,916	$ 56,866
Liabilities and members' deficit		
Mortgages and other debt	$ 74,270	$ 74,862
Other liabilities	4,884	3,869
Members' deficit	(22,238)	(21,865)
Total liabilities and members' deficit	$ 56,916	$ 56,866

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Statements of Operations		
Revenue	$ 2,916	$ 2,573
Operating expenses	745	691
General and administrative expenses	150	171
Depreciation and amortization expense	914	926
Interest expense	1,478	1,495
Total expenses	3,287	3,283
Net loss	$ (371)	$ (710)

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Laredo Outlet Shoppes

On May 10, 2016, the Company, CBL, and Lawrence Friedman formed a joint venture, Laredo Outlet JV, LLC ("Laredo JV") to develop an outlet shopping center in Laredo, Texas. At March 31, 2022 and December 31, 2021, Laredo JV is owned 65% by CBL and 35% by Horizon El Portal, LLC ("Horizon El Portal"). At March 31, 2022, and December 31, 2021, the Company owns 75.5% of Horizon El Portal. Lawrence Friedman is a Class B member and will participate in distributions after certain internal rate of return hurdles are met.

On May 13, 2016, Laredo JV closed on a construction loan to finance the construction of the center. The loan has a maximum principal balance of $91.3 million, a 36-month term and one 24-month extension option, subject to certain conditions. Interest accrues on the loan at LIBOR and 2.5% until the development reaches 90% occupancy, at which time the interest rate will drop to LIBOR plus 2.25%. Monthly principal payments of $150,000 began on October 1, 2018. The loan contains certain provisions requiring principal pay-downs subject to certain conditions. In May of 2019, the loan was extended through May 2021. As a condition of the extension Horizon El Portal and its partner, CBL, made a $10.8 million principal payment through capital contribution on the construction loan. Horizon El Portal's share of the payment was $3.8 million. On April 20, 2020, the loan was amended in response to the COVID-19 outbreak to include an interest-only period from April 1, 2020 through June 1, 2020, with principal installments deferred until the maturity date. At March 31, 2022, and December 31, 2021, the loan balance was $39.1 million and $39.5 million, respectively.

On November 2, 2020, an affiliate of CBL, the guarantor of the loan filed chapter eleven bankruptcy, which is a technical event of default under the loan agreement. In May 2021, the lender moved to appoint a receiver for the Laredo property and, thereafter, Laredo Outlet Shoppes, LLC filed chapter eleven bankruptcy. At the hearing on June 2, 2021, the court suggested mediation to reach a consensual resolution. On July 26, 2021, a comprehensive settlement was reached including a two-year extension of the loan, with an option for a third year, an agreed-upon maximum unsecured $5 million deficiency claim, certain agreed-upon covenants and defaults and mutual releases. Interest accrues on the loan at LIBOR and 3.25%. Monthly principal payments of $100,000 began on July 1, 2021. The Laredo Chapter 11 case has been dismissed.

The Company received management, leasing, and similar fees from the Laredo JV that totaled $75,000 and $51,000 for the three months ended March 31, 2022 and 2021, respectively.

Summary financial information (stated at 100%) of the Laredo JV as of March 31, 2022 and December 31, 2021, and for the three months ended March 31, 2022 and 2021, is as follows (in thousands):

	As of March 31, 2022	As of December 31, 2021
Assets		
Real estate - net	$ 38,845	$ 39,404
Cash and cash equivalents	974	1,548
Restricted cash	376	344
Other assets	2,422	2,102
Total assets	$ 42,617	$ 43,398
Liabilities and members' equity		
Mortgages and other debt	$ 39,150	$ 39,450
Other liabilities	2,956	3,650
Members' equity	511	298
Total liabilities and members' equity	$ 42,617	$ 43,398

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Statements of Operations		
Revenue	$ 2,367	$ 1,921
Operating expenses	920	1,030
General and administrative expenses	88	128
Depreciation and amortization expense	771	758
Interest expense	376	715
Total expenses	2,155	2,631
Net income (loss)	$ 212	$ (710)

Note 5 – Mortgages and Other Debt

Total secured indebtedness was $5.8 million and $8.3 million at March 31, 2022 and December 31, 2021, respectively. Cash paid for interest for the three months ended March 31, 2022 and 2021 was $89,000 and $106,000, 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 2022.

Note 6 - Related Party Transactions

At March 31, 2022 and December 31, 2021, PLA owns (1) 17.625%, of interest in El Paso Holding, (2) 11.75%, of El Paso Outparcels, and (3) 7.611%, of interest in Atlanta JV.

At March 31, 2022 and December 31, 2021, PL Skoien, owns (1) 46.4% of Horizon Atlanta, (2) 47.54% of Horizon Louisville, (3) 1.495%, of El Paso Holding, (4) 4.9167%, of El Paso Outparcels, and (5) 7.389%, of interest in Atlanta JV.

At March 31, 2022 and December 31, 2021, David Tinkham, an officer of the Company, owned 1.27% of Horizon Atlanta, and 3.24% of Horizon Louisville.

At March 31, 2022 and December 31, 2021, Andrew Pelmoter, an officer of the Company, owned 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, Horizon Atlanta, and Horizon Louisville (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 and a 12% return thereon.

Net Profits Interests are recorded as a component of accounts payable and other accrued expenses on the accompanying balance sheet. The Net Profits Interests associated with Horizon Atlanta and Horizon Louisville continue to be adjusted associated with the Company's fair value election on these investments discussed in Note 1. As of March 31, 2022 and December 31, 2021, the Net Profits Interest liability approximated $7.9 million.

Net profits interests have been granted to officers of the Company as follows: (1) Horizon El Paso - 3.5%, to Andrew Pelmoter, (2) Horizon OKC - 2.5%, 2.5% and 3% to Gary Skoien, Tom Rumptz and Andrew Pelmoter, respectively; (3) Horizon Atlanta, - 1.25%, 1.25%, 1.25% and .0375% to Messers Skoien, Rumptz, Pelmoter and James Harris, respectively, (4) Horizon Louisville, - 1.25%, 1.25%, 1.25% and .0375% to Messers Skoien, Rumptz, Pelmoter and Harris, respectively, and (5) Horizon El Portal, - 1.52%, 1.52%, 1.22% and .61% to Messers Skoien, Pelmoter, Rumptz and Harris, respectively.

During 2020 and 2019, PLA loaned the Company $250,000 and $3.25 million, respectively. In conjunction with the loans the Company issued warrants that permit PLA to acquire 583,334 limited partnership units or shares as of March 31, 2022 and December 31, 2021, respectively. The warrants have an exercise price of $3.00 per share or unit and expire on May 29, 2024.

Note 8 - Discontinued Operations

In May 2020, the Company discontinued its restaurant operation division. All restaurant locations have been closed, liquidated and assets disposed. The loss on the disposal of restaurant assets was $1.2 million. The Company guaranteed a term loan to Horizon JR Oshkosh, LLC from Bank First National for $328,762 bearing interest at 5.58% per annum, with a maturity date of February 22, 2022. The Company repaid the loan in full in 2021.

Summary financial information of the discontinued operation for the three months ended March 31, 2022 and 2021, is as follows (in thousands):

HORIZON GROUP PROPERTIES, INC.
Notes to Condensed Consolidated Financial Statements
Three Months Ended March 31, 2022 and 2021
(unaudited)

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Reconciliation to amount of income (loss) on financials		
REVENUE		
Restaurant revenue	$ -	$ -
Other	-	-
Total revenue	-	-
EXPENSES		
Depreciation and amortization	-	-
General and administrative	-	-
Restaurant operating	-	-
Interest expense	-	7
Total expenses	-	7
Total income (loss) of discontinued operations	-	(7)
Less net loss (income) attributable to the noncontrolling interests	-	-
Total income (loss) of discontinued operations attributable to the Company	$ -	$ (7)