



MEMO #: 0527-07

MEMORANDUM

TO: All Members, Member Organizations, and ROTs

FROM: Market Watch

DATE: March 6, 2007

RE: **The Mills Corporation (MLS)**
Offer to Purchase

SPG-FCM Ventures, LLC, is offering to acquire all of the outstanding Common shares of The Mills Corporation (MLS). The Mills Corporation (MLS) will receive \$25.25 in cash for every Common Share of The Mills Corporation (MLS) being held, in accordance with the terms and subject to the conditions set forth in the Offer to Purchase, dated March 1, 2007, and in the related Letter of Transmittal, which together constitute the "Offer".

There is a guarantee period of three (3) NYSE Trading Days, in which shares not immediately available may be tendered under a "Notice of Guaranteed Delivery".

The Offer and withdrawal rights will expire at 12:00 Midnight, New York City time, on Wednesday, March 28, 2007, unless extended.

The foregoing discussion is an unofficial summary of the terms of the offer, prepared by PHLX for the convenience of its members. PHLX accepts no responsibility for the accuracy or completeness of this summary. Members should refer to the offer to purchase for the authoritative description of the offer and all of its terms and conditions.

SPECIAL RISKS

Special risks exist for uncovered writers of MLS call options. If an uncovered call option writer is assigned on or before the tender offer expiration date, the writer may not be able to deliver MLS Common Stock by the option settlement date. The Options Clearing Corporation ("OCC") Article VI, Section 19 of the By-Laws describes steps, which may be taken in the event that there is a shortage of shares.

Please note that MLS options will not be adjusted to reflect the expiration of the tender offer. Until a merger, consolidation or similar event occurs, MLS common stock will still exist, trade and be deliverable in settlement of option exercise.

Questions regarding this release may be directed to Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-1508.