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**BARE ESCENTUALS & TORY BURCH SELECT
PRIME OUTLETS – SAN MARCOS**

*Top Shopping Destination to Welcome Newest Members of Prime Retail's
Merchant Collection this Summer*

BALTIMORE, MD – May 26, 2009 – Prime Retail, a leading developer of outlet centers across the U.S. and Puerto Rico, announced today two additions to its comprehensive leading designer and name-brand merchant collection: Bare Escentuals and Tory Burch. Each will open outlet stores at top regional shopping destination, Prime Outlets – San Marcos, this summer.

Bare Escentuals, one of the fastest growing premium cosmetic companies in the U.S., and leader in the mineral-based cosmetic industry, will open a 1,700 square foot location at Prime Outlets – San Marcos, the largest shopping destination in the state of Texas recently voted “The Official Best Outlet Mall in Texas 2009,” by Media World USA. Its June grand opening will mark the leading cosmetic company’s only outlet store located anywhere in the United States.

What’s more, Tory Burch, the attainable luxury lifestyle label defined by classic American sportswear with an eclectic sensibility, will occupy a 1,800 square foot location at the regional shopping destination. Expected to open to shoppers in August, the new store will be just the second Tory Burch outlet located in the United States.

“We are delighted Bare Escentuals and Tory Burch have selected Prime Outlets – San Marcos and we look forward to working with both retailers to expand their stores across our portfolio of shopping destinations,” said Prime Retail Chief Operating Officer and Executive Vice President Nicholas King. “Prime Retail is not only known for its ability to bring shoppers the unique outlet stores they want at the prices they desire, but for the hands-on manner in which we work with our merchants to deliver superior performance.”

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Bare Escentuals and Tory Burch join a comprehensive collection of more than 140 leading luxury and name-brands at Prime Outlets – San Marcos including Gucci, La Perla, Michael Kors, Neiman Marcus Last Call, Saks Fifth Avenue OFF 5TH, Juicy Couture, Salvatore Ferragamo and Victoria's Secret, among many more, which offer shoppers up to 65 percent off regular retail prices every day.

About Prime Outlets – San Marcos

Prime Outlets – San Marcos is located off I-35 at Exit 200, between Austin and San Antonio in San Marcos, Texas. The 750,000-sq. ft. outlet center offers everyday savings of 30 to 65 percent off full retail prices and features a growing collection of 140 brand name retailers including Neiman Marcus Last Call, Saks Fifth Avenue Outlet OFF 5TH, Giorgio Armani General Store, Lacoste, Pottery Barn Outlet, Restoration Hardware, Crate & Barrel Outlet, kate spade, Michael Kors, Zegna Outlet, Salvatore Ferragamo Company Store, Juicy Couture, bebe, Polo Ralph Lauren Factory Store, Dooney & Bourke and COACH Factory.

About Prime Retail

Headquartered in Baltimore, Md., Prime Retail owns and operates 21 outlet shopping centers in the U.S. and Puerto Rico. Spanning more than 8.2 million square feet throughout major United States markets and Puerto Rico, Prime Retail is home to more than 450 leading designer and name-brands such as Gucci, Giorgio Armani, Burberry, kate spade, Michael Kors, St. John, Juicy Couture, Stuart Weitzman, Saks Fifth Avenue OFF 5TH and Neiman Marcus Last Call. The company's retail outlets serve major markets including Orlando, Pittsburgh, Washington, D.C., Austin/San Antonio, Texas and Williamsburg, Va., among many more. In addition Prime Retail currently has nearly one million square feet in its development pipeline in markets including the Dallas/Fort Worth metro area and San Francisco Bay region. For more information, please visit www.primeretail.com.

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