

THE MILLS CORPORATION
EXECUTIVE COMPENSATION COMMITTEE
AMENDED AND RESTATED CHARTER

This AMENDED AND RESTATED CHARTER (the “**Charter**”) of the EXECUTIVE COMPENSATION COMMITTEE (the “**Committee**”) has been adopted by the Board of Directors (the “**Board**”) of The Mills Corporation (“**Mills**” or the “**Company**”) on December 1, 2004.

- A. Purpose. The purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“**CEO**”) and other executive officers, and to consider, recommend, administer and implement the Company’s incentive-compensation plans and equity-based plans. The Committee also is responsible for preparing a report on executive compensation for inclusion in the Company’s annual meeting proxy statement or the annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations.
- B. Members. The Committee shall have at least three but not more than five members, as determined by the Board, each of whom shall be an “Independent Director” of the Board and meets any other legal requirements relevant to the proper administration of the Company’s executive compensation programs, including requirements under the federal securities laws (*i.e.* Rule 16b-3 of the Securities Exchange Act of 1934) and the Internal Code of 1986, as amended (*i.e.* Treas. Reg. Section 162(m)). Members of the Committee shall be appointed and may be removed by the Board. For purposes of this Charter, “**Independent Directors**” shall mean directors who are determined by the Board to comply with standards of independence established by the Board consistent with applicable statutes, SEC regulations, and listing standards of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board on the recommendation of the Governance and Nominating Committee. Executive Compensation Committee members may be removed and replaced by the Board, but all replacements shall be made on the recommendation of the Governance and Nominating Committee.

The Chair of the Committee shall be designated by the Board.

- C. Duties, Responsibilities and Authority. The Committee shall have the direct responsibility, duty and authority to:
1. Review from time to time and approve the Company’s stated compensation philosophy strategy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports the Company’s objectives and shareholder interests;
 2. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive components of CEO compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and may consider such other factors as it deems necessary or advisable;

3. With regard to the CEO, annually, and at the time of the appointment of a new CEO, review and approve (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (e) any perquisites or special or supplemental benefits;
4. With regard to any executive officer other than the CEO, annually, and at the time of any new hire, review and recommend to the Board for its approval, taking into account any recommendations of the CEO, (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (e) any perquisites or special or supplemental benefits. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, the Board may delegate exclusive authority to the Committee to approve or ratify elements of compensation of executive officers;
5. Consider, recommend, administer and implement the Company's incentive compensation plans and equity-based plans in which directors, the CEO, other executive officers and other employees of the Company and its subsidiaries may be participants, including, but not limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable;
6. Annually assess the desirability of proposing and make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing equity plans;
7. Prepare, or be responsible for preparation of, a report on executive compensation for inclusion in the Company's annual meeting proxy statement or annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations;
8. Form and delegate authority to subcommittees if determined to be necessary or advisable; provided that, any subcommittee consists solely of Independent Directors and has a published written charter that complies with the listing rules of the NYSE;
9. Make reports to the Board at its next regularly scheduled meeting as appropriate following meetings of the Committee, accompanied by any recommendations to the Board;
10. Meet with the CEO to discuss performance and conduct performance appraisals;
11. Exercise sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other executive officer compensation, including the sole authority to approve the consultant's fees and other retention terms, and to obtain advice and assistance from internal or outside legal, accounting or other advisors;
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Governance and Nominating Committee for approval by the Board;

13. Annually review the qualifications, skills and background needed to effectively serve on the Committee, taking into consideration the listing standards of the New York Stock Exchange and applicable laws, rules and regulations, and recommend any proposed changes to the Governance and Nominating Committee;
14. Annually review its own performance in coordination with the Governance and Nominating Committee; and
15. Have such other authority and responsibilities as may be assigned to it from time to time by the Board.