

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: South Street Seaport Limited Partnership
Debtor.

Case Number: 09-11963

This statement is to be completed by every debtor. Spouses filing a joint petition may file a statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

None
State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two year immediately preceding the commencement of this case. Give particular If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 2 of the Statement of Financial Affairs



3. Payments to Creditors

Complete a. or b., as appropriate, and c.

None
 a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
 b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See attachment 3b of the Statement of Financial Affairs

None
 c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Attachment 3c of the Statement of Financial Affairs for GGP Limited Partnership

4. Suits, executions, garnishments, and attachments

None
 a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See attachment 4a of the Statement of Financial Affairs

None
 b. Describe all property that has been attached, garnished, or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

In the ordinary course of business, the Debtors may be obligated to withhold amounts from the paychecks of various regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estate and, accordingly, are not responsive to this question. Moreover, out of concerns for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishment in response to this question.

5. Repossessions, foreclosures, and returns

None
 List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None
 a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
 b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None
 List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None
 List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None
 List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

10. Other transfers

None
 List all other property, other than property transferred in the ordinary course of the business or financial affairs of the Debtor transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
 b. List all property transferred by the debtor within **two years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None
 List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None
 List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None
 List all setoffs made by any creditor, including a bank, against debts or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

In the ordinary course of its business prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), Debtors routinely agreed to (and continue to agree to) provide rent credits or other setoffs to tenants under real property leases as a result of tenant overpayments of non-rent items, tenant improvement allowances and other matters. Given the high number and normal course nature of these setoffs, the Debtors have not reflected these setoffs under Question 13.

On April 2, 2009, U.S. Bank National Association (“U.S. Bank”) notified GGP Limited Partnership (“GGPLP”) of an event of default under the parties’ standard form master agreement promulgated by the International Swap and Derivatives Association, Inc. (“ISDA”) dated as of July 31, 2008 (the “ISDA Master Agreement”). U.S. Bank then froze a portion of the funds in a general deposit account (“Deposit Account”) that GGPLP maintained at U.S. Bank. The following day U.S. Bank declared \$3,627,764.24 due and owing under the ISDA Master Agreement and withdrew and set off that amount from the Deposit Account. GGPLP and the Debtors reserve all rights in connection with the setoff and the withdrawal of funds from the Deposit Account at U.S. Bank.

14. Property held for another person

None
 List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None
 If the debtor has moved within the **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None
 If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington or Wisconsin) within **eight-years** immediately preceding the commencement of this case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, of local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or order, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location, and names of business

None a. *If the debtor is an individual,* list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six-years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the **six-years** immediately preceding the commencement of this case

If the debtor is a partnership, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sold proprietor or otherwise self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

Edmund Hoyt, Chief Financial Officer from 10/03/08 to present.
Bernard Freibaum, Chief Financial Officer from 10/18/93 to 10/03/08.

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

None

d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

General Growth files reports with the SEC (collectively, the 'SEC Filings') which contain consolidated financial information relating to General Growth and its affiliates. Because the SEC Filings are of public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtors or other sources. In addition, Debtors provide reporting information to lenders as required by their individual loan agreements, which information may include financial statements of the Debtors.

20. Inventories

None

a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent of more of the voting or equity securities of the corporation.

See attachment 21b of the Statement of Financial Affairs

22. Former partners, officers, directors, and shareholders.

None

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

See attachment 22a of the Statement of Financial Affairs

None

b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

24. Tax Consolidation Group

None

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-years** immediately preceding the commencement of this case.

25. Pension Funds

None

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six-years** immediately preceding the commencement of this case.

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$17,198,642
12/31/2008 Annual Gross Revenue	\$17,670,149
3/31/2009 YTD Gross Revenue	\$3,959,129

2. Income other than from employment or operation of business.

<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$1,326,660	\$1,332,314	\$103,423

Specific Notes

Types of "other" income include, without limitation, gain/loss on disposition of assets, finance interests income, royalty revenue, vending income, sponsorship income, and advertising venues and sales

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	4/1/2009	10314800	\$5,749	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	4/1/2009	10314768	\$7,037	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	4/1/2009	10314768	\$7,037	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	3/12/2009	10313167	\$110,157	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	4/1/2009	10314768	\$124,951	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	4/1/2009	10314768	\$124,951	
ABM JANITORIAL SVCS NEAST, INC	P.O. BOX 1534	NEW YORK, NY 10008-1534	3/12/2009	10313167	\$124,951	
TOTAL						\$504,832
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/13/2009	10308127	\$236	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/20/2009	10309453	\$283	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	1/23/2009	10303512	\$1,086	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/9/2009	10306793	\$1,154	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/9/2009	10306792	\$1,249	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	1/16/2009	10302082	\$1,525	
ACCONTEMPS	12400 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	1/16/2009	10302082	\$1,548	
TOTAL						\$7,081
ALL PRO ELECTRIC OF NEW YORK,	165 INDUSTRIAL LOOP	STATEN ISLAND, NY 10309	2/18/2009	10306970	\$184	
ALL PRO ELECTRIC OF NEW YORK,	165 INDUSTRIAL LOOP	STATEN ISLAND, NY 10309	2/18/2009	10306970	\$415	
ALL PRO ELECTRIC OF NEW YORK,	165 INDUSTRIAL LOOP	STATEN ISLAND, NY 10309	2/18/2009	10306970	\$737	
ALL PRO ELECTRIC OF NEW YORK,	165 INDUSTRIAL LOOP	STATEN ISLAND, NY 10309	2/18/2009	10306970	\$3,200	
ALL PRO ELECTRIC OF NEW YORK,	165 INDUSTRIAL LOOP	STATEN ISLAND, NY 10309	2/18/2009	10306970	\$4,584	
TOTAL						\$9,120
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$2	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182166	\$12	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$23	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$51	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$52	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180286	\$63	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182846	\$86	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$157	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$158	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182166	\$160	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$217	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$356	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$465	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/30/2009	7178958	\$500	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$537	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/6/2009	7179310	\$658	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$1,150	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182166	\$2,730	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$5,665	
TOTAL						\$13,040
APPLE INDUSTRIAL DEVELOPMENT C	P.O. BOX 27700	NEW YORK, NY 10087-7700	4/13/2009	10317671	\$12,437	
APPLE INDUSTRIAL DEVELOPMENT C	P.O. BOX 27700	NEW YORK, NY 10087-7700	3/27/2009	10314392	\$19,853	
TOTAL						\$32,290
BARNETT IRON ASSOCIATES INC	175 BOGART STREET	BROOKLYN, NY 11206	2/2/2009	10305061	\$1,837	
TOTAL						\$1,837

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
BEST PLUMBING SPECIALTIES, INC	PO BOX 750	MYERSVILLE, MD 21773	2/17/2009	10308029	\$152	
BEST PLUMBING SPECIALTIES, INC	PO BOX 750	MYERSVILLE, MD 21773	2/17/2009	10308029	\$188	
BEST PLUMBING SPECIALTIES, INC	PO BOX 750	MYERSVILLE, MD 21773	2/10/2009	10306709	\$327	
TOTAL						\$667
BLONDIE'S TREEHOUSE, INC.	431 FAYETTE AVENUE	MAMARONECK, NY 10543	3/2/2009	10311079	\$22,596	
TOTAL						\$22,596
CENTURY PETROLEUM, L T D	147 GAZZA BLVD	FARMINGDALE, NY 11735	3/23/2009	10314393	\$795	
TOTAL						\$795
CITY OF NEW YORK, THE	ENVIRONMENTAL CONTROL BOARD PO BOX 2307	NEW YORK, NY 10272	4/8/2009	7182166	\$11	
CITY OF NEW YORK, THE	ENVIRONMENTAL CONTROL BOARD PO BOX 2307	NEW YORK, NY 10272	4/8/2009	7182166	\$439	
CITY OF NEW YORK, THE	ENVIRONMENTAL CONTROL BOARD PO BOX 2307	NEW YORK, NY 10272	3/17/2009	10313014	\$2,600	
TOTAL						\$3,050
CITY STORE GATES MANUFACTURING	15 - 20 129TH ST	COLLEGE POINT, NY 11356	3/2/2009	10311080	\$1,842	
CITY STORE GATES MANUFACTURING	15 - 20 129TH ST	COLLEGE POINT, NY 11356	2/23/2009	10309380	\$1,842	
TOTAL						\$3,685
CLASSIC PARTY RENTALS	2350 LAFAYETTE AVENUE	BRONX, NY 10473	1/26/2009	10301981	\$1,932	
TOTAL						\$1,932
ENERGY & ENGINEERING SOLUTIONS	9449 PENFIELD COURT	COLUMBIA, MD 21045	1/16/2009	10300674	\$7,351	
TOTAL						\$7,351
ENERGY MANAGEMENT SYSTEMS	P O BOX 538	MALVERN, PA 19355-0538	3/2/2009	10311081	\$1,508	
ENERGY MANAGEMENT SYSTEMS	P O BOX 538	MALVERN, PA 19355-0538	3/17/2009	10313768	\$1,508	
ENERGY MANAGEMENT SYSTEMS	P O BOX 538	MALVERN, PA 19355-0538	4/8/2009	10316635	\$1,508	
TOTAL						\$4,523
FERRANDINO & SON, INC.	71 CAROLYN BLVD.	FARMINGDALE, NY 11735	3/10/2009	10312409	\$3,089	
TOTAL						\$3,089
G P O	P O BOX 27700	NEW YORK, NY 10087-7700	2/2/2009	10305063	\$1,905	
G P O	P O BOX 27700	NEW YORK, NY 10087-7700	3/24/2009	10314395	\$105,293	
G P O	P O BOX 27700	NEW YORK, NY 10087-7700	4/6/2009	10315562	\$105,293	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
G P O	P O BOX 27700	NEW YORK, NY 10087-7700	2/2/2009	10305062	\$105,293	
TOTAL						\$317,785
GLEASON PAINTS	65-01 ROOSEVELT AVENUE	WOODSIDE, NY 11377	2/17/2009	10308031	\$218	
GLEASON PAINTS	65-01 ROOSEVELT AVENUE	WOODSIDE, NY 11377	4/14/2009	10317673	\$256	
GLEASON PAINTS	65-01 ROOSEVELT AVENUE	WOODSIDE, NY 11377	2/24/2009	10309381	\$297	
GLEASON PAINTS	65-01 ROOSEVELT AVENUE	WOODSIDE, NY 11377	2/3/2009	10305064	\$345	
GLEASON PAINTS	65-01 ROOSEVELT AVENUE	WOODSIDE, NY 11377	3/24/2009	10314396	\$651	
TOTAL						\$1,767
GLOBAL STRATEGY GROUP	895 BROADWAY, 5TH FLOOR	NEW YORK, NY 10003	3/11/2009	10311982	\$246	
GLOBAL STRATEGY GROUP	895 BROADWAY, 5TH FLOOR	NEW YORK, NY 10003	3/11/2009	10311982	\$25,000	
TOTAL						\$25,246
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/30/2009	7178948	\$203	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/16/2009	7178395	\$516	
TOTAL						\$719
HIGGINS, QUASEBARTH AND PARTNE	11 HANOVER SQUARE, 16TH FLOOR	NEW YORK, NY 10005	2/3/2009	10303985	\$5,493	
TOTAL						\$5,493
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	10305065	\$715	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312410	\$715	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/13/2009	10308032	\$752	
TOTAL						\$2,181
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/6/2009	10317071	\$19,528	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314770	\$19,544	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/2/2009	10316773	\$19,832	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314769	\$19,836	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314803	\$19,836	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314771	\$20,061	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/2/2009	10305690	\$20,115	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	1/26/2009	10303680	\$20,455	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/17/2009	10308492	\$21,878	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	1/20/2009	10302825	\$22,202	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314802	\$22,459	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	2/11/2009	10307360	\$22,484	
IPC INTERNATIONAL CORPORATION	3360 PAYSHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	10314801	\$25,971	
TOTAL						\$274,201
JACK JAFFA & ASSOCIATES	56 WILLOUGHBY ST	BROOKLYN, NY 11201	2/3/2009	10305067	\$950	
TOTAL						\$950
JAMES SANDERS AND ASSOCIATES	45 LISPENARD STREET 7E	NEW YORK, NY 10013	3/11/2009	10311983	\$26,550	
TOTAL						\$26,550
JOHN H ALSCHULER	50 RIVERSIDE DR, APT 6A	NEW YORK, NY 10024	2/4/2009	10303986	\$10,000	
JOHN H ALSCHULER	50 RIVERSIDE DR, APT 6A	NEW YORK, NY 10024	2/18/2009	10306031	\$10,000	
TOTAL						\$20,000
LANDMARK INTEGRATED BUILDING	20 ANDREWS LANE	GLENMOORE, PA 19343	4/10/2009	10315563	\$931	
TOTAL						\$931
MAINCO ELEVATOR & ELECTRICAL C	PO BOX 933081	ATLANTA, GA 31193-3081	3/3/2009	10311084	\$470	
MAINCO ELEVATOR & ELECTRICAL C	PO BOX 933081	ATLANTA, GA 31193-3081	3/23/2009	10314398	\$470	
MAINCO ELEVATOR & ELECTRICAL C	PO BOX 933081	ATLANTA, GA 31193-3081	4/6/2009	10315564	\$618	
MAINCO ELEVATOR & ELECTRICAL C	PO BOX 933081	ATLANTA, GA 31193-3081	2/2/2009	10305068	\$9,084	
MAINCO ELEVATOR & ELECTRICAL C	PO BOX 933081	ATLANTA, GA 31193-3081	3/9/2009	10312411	\$9,146	
TOTAL						\$19,788
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/20/2009	10314399	\$88	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/20/2009	10314399	\$168	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/20/2009	10314399	\$844	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/20/2009	10314399	\$1,036	
TOTAL						\$2,137
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/19/2009	10308033	\$1,311	
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/19/2009	10308033	\$1,420	
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/19/2009	10308033	\$1,636	
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/24/2009	10309382	\$1,897	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	1/27/2009	10303413	\$2,037	
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/3/2009	10305069	\$2,438	
MAYNE CONSTRUCTION OF LONG ISL	P. O. BOX 1262	LAKE GROVE, NY 11755	2/3/2009	10305069	\$5,879	
TOTAL						\$16,619
MEIOS ACQUISITION LLC	895 BROADWAY 5TH FLOOR	NEW YORK, NY 10003	2/4/2009	10303987	(\$6,000)	
MEIOS ACQUISITION LLC	895 BROADWAY 5TH FLOOR	NEW YORK, NY 10003	2/4/2009	10303987	\$2,500	
MEIOS ACQUISITION LLC	895 BROADWAY 5TH FLOOR	NEW YORK, NY 10003	2/4/2009	10303987	\$8,500	
TOTAL						\$5,000
MULTI-MEDIA COMMUNICATIONS	190 ADAMS AVE DIVISION OF CARRIER COMMUNICATIONS CORP	HAUPPAUGE, NY 11788	3/23/2009	10314400	\$683	
MULTI-MEDIA COMMUNICATIONS	190 ADAMS AVE DIVISION OF CARRIER COMMUNICATIONS CORP	HAUPPAUGE, NY 11788	3/23/2009	10314400	\$683	
MULTI-MEDIA COMMUNICATIONS	190 ADAMS AVE DIVISION OF CARRIER COMMUNICATIONS CORP	HAUPPAUGE, NY 11788	2/23/2009	10309383	\$683	
TOTAL						\$2,048
MUZAK	PO BOX 71070	CHARLOTTE, NC 28272	3/2/2009	10311085	\$379	
MUZAK	PO BOX 71070	CHARLOTTE, NC 28272	2/3/2009	10305070	\$379	
TOTAL						\$758
NALCO COMPANY	P.O. BOX 640863	PITTSBURGH, PA 15264-0863	2/9/2009	10306712	\$8,857	
TOTAL						\$8,857
NEW YORK STATE SALES TAX	PO BOX 1208 JAF BUILDING	NEW YORK, NY 10116-1208	2/24/2009	10309626	\$17,071	
NEW YORK STATE SALES TAX	PO BOX 1208 JAF BUILDING	NEW YORK, NY 10116-1208	1/26/2009	10302666	\$38,137	
NEW YORK STATE SALES TAX	PO BOX 1208 JAF BUILDING	NEW YORK, NY 10116-1208	3/23/2009	10313865	\$38,178	
TOTAL						\$93,387
OCEAN PACIFIC INTERIORS, INC.	74 BROAD STREET 6TH FLOOR	NEW YORK, NY 10004	1/28/2009	10303414	\$2,000	
OCEAN PACIFIC INTERIORS, INC.	74 BROAD STREET 6TH FLOOR	NEW YORK, NY 10004	2/17/2009	10308034	\$2,000	
OCEAN PACIFIC INTERIORS, INC.	74 BROAD STREET 6TH FLOOR	NEW YORK, NY 10004	1/28/2009	10303414	\$2,000	
OCEAN PACIFIC INTERIORS, INC.	74 BROAD STREET 6TH FLOOR	NEW YORK, NY 10004	1/28/2009	10303414	\$2,000	
TOTAL						\$8,000
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181496	(\$12)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179595	\$26	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$61	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/1/2009	7181883	\$66	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181349	\$68	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182166	\$78	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182846	\$79	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	\$92	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$136	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$437	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$438	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$459	
TOTAL						\$1,928
ORIENT OVERSEAS ASSOCIATES	88 PINE ST, 9TH FLOOR	NEW YORK, NY 10005	2/3/2009	10305071	\$14,898	
TOTAL						\$14,898
OTTO HERRMANN, INC	6729 - 6733 MYRTLE AVE	GLENDALE, NY 11385	4/15/2009	10317675	\$179	
OTTO HERRMANN, INC	6729 - 6733 MYRTLE AVE	GLENDALE, NY 11385	4/15/2009	10317675	\$560	
OTTO HERRMANN, INC	6729 - 6733 MYRTLE AVE	GLENDALE, NY 11385	3/11/2009	10312412	\$749	
OTTO HERRMANN, INC	6729 - 6733 MYRTLE AVE	GLENDALE, NY 11385	3/23/2009	10314401	\$790	
OTTO HERRMANN, INC	6729 - 6733 MYRTLE AVE	GLENDALE, NY 11385	3/23/2009	10314401	\$1,300	
TOTAL						\$3,579
PATRICIA LYNCH ASSOCIATES, INC	677 BROADWAY,SUITE 1105	ALBANY, NY 12207	2/3/2009	10303988	\$10,000	
TOTAL						\$10,000
PHILIP HABIB & ASSOCIATES	226 WEST 26TH STREET	NEW YORK, NY 10001	3/4/2009	10308820	\$22	
PHILIP HABIB & ASSOCIATES	226 WEST 26TH STREET	NEW YORK, NY 10001	3/4/2009	10308820	\$3,120	
TOTAL						\$3,142
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	2/27/2009	7180287	\$549	
TOTAL						\$549
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	2/2/2009	10305072	\$200	
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	3/10/2009	10312413	\$415	
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	4/6/2009	10315565	\$790	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$1,405
POLAR BEAR CONTRACTING	1 ALPINE DRIVE	WOODRIDGE, NY 12789	1/30/2009	10305468	\$6,500	
TOTAL						\$6,500
PRIDE EQUIPMENT CORP	150 NASSAU AVE	ISLIP, NY 11751	4/1/2009	7181883	\$856	
PRIDE EQUIPMENT CORP	150 NASSAU AVE	ISLIP, NY 11751	3/12/2009	7180892	\$1,032	
TOTAL						\$1,888
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181496	\$147	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/1/2009	7181883	\$165	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180892	\$382	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$655	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/27/2009	7180287	\$1,387	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178710	\$1,733	
TOTAL						\$4,471
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	2/10/2009	10306713	\$322	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	2/10/2009	10306713	\$355	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	2/24/2009	10309384	\$2,015	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	3/18/2009	10313858	\$30,674	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	2/3/2009	10305073	\$30,674	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	3/18/2009	10313858	\$30,956	
RESNICK SEAPORT LLC	C/O JACK RESNICK AND SONS, INC. 110 EAST 59TH STREET	NEW YORK, NY 10022	2/24/2009	10309384	\$113,373	
TOTAL						\$208,368
SASM & F LLP	P.O. BOX 1764	WHITE PLAINS, NY 10602	2/24/2009	10308821	\$1,615	
SASM & F LLP	P.O. BOX 1764	WHITE PLAINS, NY 10602	2/24/2009	10308821	\$4,680	
TOTAL						\$6,295
SCS PRINTING AND OFFICE PRODUC	20 DUBON COURT	FARMINGDALE, NY 11735	1/28/2009	10303415	\$737	
TOTAL						\$737
SPEEDY LOCK & DOOR CO, INC.	17 1ST AVENUE	NEW YORK, NY 10003	1/22/2009	10301982	\$103	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
SPEEDY LOCK & DOOR CO, INC.	17 1ST AVENUE	NEW YORK, NY 10003	3/24/2009	10314402	\$179	
SPEEDY LOCK & DOOR CO, INC.	17 1ST AVENUE	NEW YORK, NY 10003	3/24/2009	10314402	\$455	
SPEEDY LOCK & DOOR CO, INC.	17 1ST AVENUE	NEW YORK, NY 10003	2/18/2009	10308035	\$3,105	
TOTAL						\$3,842
STEVE BELSITO SONS, INC	395 FIFTH AVE	BROOKLYN, NY 11215	3/24/2009	10314403	\$1,019	
STEVE BELSITO SONS, INC	395 FIFTH AVE	BROOKLYN, NY 11215	4/15/2009	10317677	\$1,041	
TOTAL						\$2,060
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	3/11/2009	10312927	\$570	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	1/23/2009	10302531	\$581	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	4/6/2009	10316364	\$926	
TOTAL						\$2,078
TRADEMARK PROPERTIES & SERVICE	223 SNEDECOR AVENUE	BAYPORT, NY 11705	4/7/2009	10315566	\$368	
TRADEMARK PROPERTIES & SERVICE	223 SNEDECOR AVENUE	BAYPORT, NY 11705	4/7/2009	10315566	\$439	
TRADEMARK PROPERTIES & SERVICE	223 SNEDECOR AVENUE	BAYPORT, NY 11705	4/7/2009	10315566	\$645	
TRADEMARK PROPERTIES & SERVICE	223 SNEDECOR AVENUE	BAYPORT, NY 11705	4/7/2009	10315566	\$1,235	
TOTAL						\$2,687
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	2/27/2009	7180284	\$10	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	2/6/2009	7179310	\$40	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	1/23/2009	7178710	\$94	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	1/16/2009	7178395	\$99	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	3/23/2009	7181496	\$133	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	2/19/2009	7179949	\$168	
U S COFFEE	51 ALPHA PLZ	HICKSVILLE, NY 11801	4/8/2009	7182166	\$255	
TOTAL						\$799
UNITED RENTALS (NORTH AMERICA)	P.O. BOX 100711	ATLANTA, GA 30384	4/3/2009	10315567	\$59	
UNITED RENTALS (NORTH AMERICA)	P.O. BOX 100711	ATLANTA, GA 30384	2/27/2009	10311086	\$2,994	
TOTAL						\$3,053
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181496	\$5	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179595	\$7	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180284	\$10	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181349	\$10	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181883	\$10	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178956	\$10	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178956	\$10	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181349	\$11	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178395	\$17	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178710	\$17	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180674	\$18	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178710	\$18	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/15/2009	7182840	\$18	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181883	\$21	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178710	\$23	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180284	\$27	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180892	\$28	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178956	\$28	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180892	\$29	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180284	\$33	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182166	\$34	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180674	\$34	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179949	\$35	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178956	\$37	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180674	\$38	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182166	\$38	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180892	\$42	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180284	\$42	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/6/2009	7179310	\$42	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181883	\$43	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178395	\$47	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179949	\$48	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178395	\$51	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/15/2009	7182840	\$51	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/15/2009	7182840	\$51	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182166	\$55	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/6/2009	7179310	\$60	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179949	\$61	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181349	\$63	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181496	\$63	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181883	\$64	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181349	\$71	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179595	\$77	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179595	\$84	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178710	\$87	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179595	\$103	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181496	\$134	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180892	\$397	
TOTAL						\$2,304

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	3/10/2009	10312928	\$56	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	1/21/2009	10302533	\$56	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10315568	\$57	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318357	\$57	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	1/20/2009	10301072	\$58	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316370	\$58	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	2/4/2009	10305930	\$59	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318361	\$59	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318359	\$67	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	3/10/2009	10312929	\$87	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	1/21/2009	10302532	\$88	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316365	\$92	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316372	\$103	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316366	\$108	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	2/3/2009	10305075	\$109	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316369	\$116	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	3/3/2009	10311664	\$129	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	1/21/2009	10302534	\$129	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316367	\$131	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318356	\$134	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/7/2009	10316371	\$136	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	2/4/2009	10305929	\$136	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318358	\$138	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	2/4/2009	10305931	\$263	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/14/2009	10318360	\$3,170	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	2/4/2009	10305932	\$3,224	
VERIZON	P.O. BOX 15124	ALBANY, NY 12212-5124	4/6/2009	10316368	\$3,248	
TOTAL						\$12,066
WARD & LAWLESS, LLC	163 MITCHELLS CHANCE ROAD SUITE 320	EDGEWATER, MD 21037	3/17/2009	10313853	\$2,300	

Case Number: 09-11963

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
WARD & LAWLESS, LLC	163 MITCHELLS CHANCE ROAD SUITE 320	EDGEWATER, MD 21037	3/26/2009	20090301	\$3,197	
WARD & LAWLESS, LLC	163 MITCHELLS CHANCE ROAD SUITE 320	EDGEWATER, MD 21037	3/17/2009	10313853	\$3,375	
WARD & LAWLESS, LLC	163 MITCHELLS CHANCE ROAD SUITE 320	EDGEWATER, MD 21037	3/26/2009	20090301	\$5,116	
TOTAL						\$13,988
WEARGUARD CLOTHES (P-CARD ONLY)	P.O. BOX 9106	HINGHAM, MA 02043-9106	2/19/2009	7179949	\$322	
WEARGUARD CLOTHES (P-CARD ONLY)	P.O. BOX 9106	HINGHAM, MA 02043-9106	1/23/2009	7178710	\$936	
TOTAL						\$1,258
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	3/10/2009	10311088	\$54	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	2/11/2009	10306714	\$81	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	3/10/2009	10311088	\$143	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	2/2/2009	10305076	\$414	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	2/2/2009	10305076	\$703	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	3/10/2009	10311088	\$732	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	2/2/2009	10305076	\$867	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	3/10/2009	10311088	\$897	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	2/2/2009	10305076	\$1,578	
WESTERN PEST SERVICES	225 BROADWAY STE 630	NEW YORK, NY 10007	3/10/2009	10311088	\$1,578	
TOTAL						\$7,048
TOTAL					\$1,763,249	

Specific Notes

The dates set forth in the "Date of Payment" column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an "ACH" payment; or (iii) the clearance date for a check or money order. In addition to the payments disclosed in response to this Question, the Debtors engaged in numerous transactions, including payments and other transfers, with their Debtor and non-Debtor affiliates on a daily basis. Given the significant volume and ordinary course nature of such transactions, the Debtors may not have listed all such transactions in response to this Question 3(b).

4a. Suits and Administrative Proceedings - Debtor as Plaintiff

Case Name	Case Number	Court Name and Location
ANDEJO CORPORATION, ET AL. V. SOUTH STREET SEAPORT LIMITED PARTNERSHIP, ET AL.	INDEX NO. 603707/04	SUPREME COURT OF THE STATE OF NEW YORK, COUNTY OF NEW YORK; NEW YORK
SOUTH STREET SEAPORT LIMITED PARTNERSHIP V. SUBWAY REAL ESTATE CORP. T/A SUBWAY	L&T 051036/09	CIVIL COURT OF THE CITY OF NEW YORK, COUNTY OF NEW YORK

If a Debtor entity does not appear as a named party in a particular line item on this Statement of Financial Affairs it is because that Debtor is named under the full case name rather than the abbreviated case caption set forth on this Schedule. If multiple Debtors are parties in a given proceeding, that proceeding will be listed on Attachment 4(a) of the Statement for each Debtor named. Attachment 4(a)(i) lists those suits where the Debtor is a Plaintiff; Attachment 4(a)(ii) lists those suits where the Debtor is a Defendant.

4a(ii). Suits and Administrative Proceedings - Debtor as Defendant

Case Name	Case Number	Court Name and Location
ANDEJO CORPORATION, ET AL. V. SOUTH STREET SEAPORT LIMITED PARTNERSHIP, ET AL.	INDEX NO. 603707/04	SUPREME COURT OF THE STATE OF NEW YORK, COUNTY OF NEW YORK; NEW YORK
DENISE NOEL & LLYEWELYN LEIBERT V. GENERAL GROWTH PROPERTIES, INC., D/B/A SOUTH STREET SEAPORT	INDEX NO. 302296/07	SUPREME COURT OF THE STATE OF NEW YORK, COUNTY OF NEW YORK ; NEW YORK
IMAMU AJI V. THE CITY OF NEW YORK AND GENERAL GROWTH PROPERTIES, INC.	INDEX NO. 105214/08	SUPREME COURT OF THE STATE OF NEW YORK, COUNTY OF NEW YORK ; NEW YORK
JOSEPH KULTGEN V. THE CITY OF NEW YORK, NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION, SOUTH STREET SEAPORT MARKETPLACE, LLC, GENERAL GROWTH PROPERTIES, INC., FRONT REALTY HOLDIN COMPANY, INC. AND DIMA PRODUCTIONS LLC	INDEX NO. 111321/08	SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NEW YORK ; NEW YORK

Specific Notes

21a. Current Partners and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State and Zip</u>
ADAM S. METZ	CHIEF EXECUTIVE OFFICER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
CAROL A. WILLIAMS	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
EDMUND J. HOYT	TREASURER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
HOWARD A. SIGAL	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
KATHLEEN M. COURTIS	VICE PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
LINDA J. WIGHT	VICE PRESIDENT & ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
MICHAEL CHIMITRIS	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	MANAGER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE-PRESIDENT & SECRETARY OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
SEAPORT MARKETPLACE, LLC	GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT OF GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606

Specific Notes

Stockholders that own, control, or hold 5 percent or more of the voting or equity securities of Debtor named above can be found on the organizational chart on Exhibit B-13.

22 Former Partners, Officers, Directors and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	MANAGER OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JOHN W. STEELE, III	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606

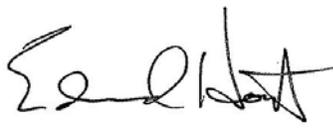
Specific Notes

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

I, authorized signatory of this debtor entity, declare under penalty of perjury that I have read the answers contained in the foregoing Statement of Financial Affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

SOUTH STREET SEAPORT LIMITED PARTNERSHIP

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.