

**STATEMENT OF FINANCIAL AFFAIRS**  
**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

**Chapter 11**

**In re: Rouse-Arizona Retail Center Limited Partnership**  
Debtor.

**Case Number: 09-12012**

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.

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**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**

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**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**



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### 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**

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### 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.**

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**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.)

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**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.)

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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.)

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**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.)

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**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.)

**See attachment 8 of the Statement of Financial Affairs**

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**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.

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**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.)

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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.

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**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.)

**See attachment 11 of the Statement of Financial Affairs**

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**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.)

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**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.**

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**14. Property held for another person**

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

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**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.

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**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.

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**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.

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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.

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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.

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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.

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**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.

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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.

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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.)*

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**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.**

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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**

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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.

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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.**

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**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.

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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.

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**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.

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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**

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**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**

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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**

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**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.

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**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.

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**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.**

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<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$4,361,157
12/31/2008 Annual Gross Revenue	\$4,863,726
3/31/2009 YTD Gross Revenue	\$1,119,532



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

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<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$120,416	\$66,050	\$22,860

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

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
3D INTERNATIONAL	2111 E HIGHLAND	PHOENIX, AZ 85016	3/11/2009	62001236	\$5,560	
3D INTERNATIONAL	2111 E HIGHLAND	PHOENIX, AZ 85016	3/30/2009	62001475	\$6,100	
<b>TOTAL</b>						<b>\$11,660</b>
A.R. MAYS CONSTRUCTION	6900 E INDIAN SCHOOL RD, #200	SCOTTSDALE, AZ 85251	2/20/2009	62001111	\$117	
A.R. MAYS CONSTRUCTION	6900 E INDIAN SCHOOL RD, #200	SCOTTSDALE, AZ 85251	2/20/2009	62001111	\$2,547	
<b>TOTAL</b>						<b>\$2,664</b>
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	7181881	\$21	
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	7178711	\$22	
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	7178397	\$436	
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	7180294	\$565	
<b>TOTAL</b>						<b>\$1,043</b>
A-QUALITY HVAC	3401 S JACKRABBIT TRAIL	BUCKEYE, AZ 85326	2/11/2009	62000969	\$198	
A-QUALITY HVAC	3401 S JACKRABBIT TRAIL	BUCKEYE, AZ 85326	2/25/2009	62001055	\$578	
<b>TOTAL</b>						<b>\$776</b>
ARIZONA AIR SCENT INC	P.O. BOX 26327	SCOTTSDALE, AZ 85255	1/26/2009	62000774	\$354	
ARIZONA AIR SCENT INC	P.O. BOX 26327	SCOTTSDALE, AZ 85255	2/20/2009	62001135	\$354	
ARIZONA AIR SCENT INC	P.O. BOX 26327	SCOTTSDALE, AZ 85255	4/3/2009	62001516	\$354	
<b>TOTAL</b>						<b>\$1,063</b>
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	1/28/2009	62000722	\$97	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	2/25/2009	62001108	\$172	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	3/23/2009	62001403	\$263	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	1/28/2009	62000718	\$565	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	2/20/2009	62001106	\$872	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	2/20/2009	62001105	\$882	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	1/28/2009	62000719	\$907	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	3/23/2009	62001399	\$972	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	3/23/2009	62001400	\$1,067	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	1/28/2009	62000720	\$3,898	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	2/20/2009	62001109	\$3,915	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	3/23/2009	62001402	\$4,088	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	3/23/2009	62001401	\$4,144	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	2/20/2009	62001107	\$4,355	
ARIZONA DEPARTMENT OF REVENUE	P.O. BOX 29010	PHOENIX, AZ 85038-9010	1/28/2009	62000721	\$4,355	
<b>TOTAL</b>						<b>\$30,552</b>
ARIZONA OFFICE TECHNOLOGIES, I	4320 E COTTON CENTER BLVD, STE 100	PHOENIX, AZ 85040-8852	1/20/2009	62000688	\$76	
ARIZONA OFFICE TECHNOLOGIES, I	4320 E COTTON CENTER BLVD, STE 100	PHOENIX, AZ 85040-8852	1/20/2009	62000688	\$374	
ARIZONA OFFICE TECHNOLOGIES, I	4320 E COTTON CENTER BLVD, STE 100	PHOENIX, AZ 85040-8852	2/17/2009	62001057	\$374	
ARIZONA OFFICE TECHNOLOGIES, I	4320 E COTTON CENTER BLVD, STE 100	PHOENIX, AZ 85040-8852	4/6/2009	62001517	\$374	
ARIZONA OFFICE TECHNOLOGIES, I	4320 E COTTON CENTER BLVD, STE 100	PHOENIX, AZ 85040-8852	4/6/2009	62001517	\$380	
<b>TOTAL</b>						<b>\$1,577</b>
ARIZONA PUBLIC SERVICE CO	P O BOX 53920	PHOENIX, AZ 85072	2/11/2009	62000999	\$3,464	
ARIZONA PUBLIC SERVICE CO	P O BOX 53920	PHOENIX, AZ 85072	4/7/2009	62001554	\$3,554	
ARIZONA PUBLIC SERVICE CO	P O BOX 53920	PHOENIX, AZ 85072	2/11/2009	62000999	\$3,558	
<b>TOTAL</b>						<b>\$10,576</b>
BURNS PEST ELIMINATING, INC.	2620 W GROVERS AVE	PHOENIX, AZ 85053	2/4/2009	62000851	\$725	
BURNS PEST ELIMINATING, INC.	2620 W GROVERS AVE	PHOENIX, AZ 85053	3/2/2009	62001210	\$725	
<b>TOTAL</b>						<b>\$1,450</b>
CENTRAL PARKING SYSTEM INC.	ATTN: DAVID LIVOLSI 400 N 5TH ST, #1765	PHOENIX, AZ 85004	4/8/2009	62001639	\$65,600	
<b>TOTAL</b>						<b>\$65,600</b>
CHEMTREAT, INC.	15045 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/2/2009	62001518	\$2,029	
<b>TOTAL</b>						<b>\$2,029</b>
CITY OF PHOENIX	P O BOX 78815	PHOENIX, AZ 85062	2/10/2009	62001000	\$381	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	1/22/2009	62000723	\$408	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	2/12/2009	62001110	\$724	
CITY OF PHOENIX	P O BOX 78815	PHOENIX, AZ 85062	3/10/2009	62001326	\$750	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	4/15/2009	62001713	\$880	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	3/19/2009	62001404	\$1,105	
CITY OF PHOENIX	P O BOX 78815	PHOENIX, AZ 85062	3/10/2009	62001326	\$1,330	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	1/22/2009	62000723	\$2,372	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	4/15/2009	62001713	\$3,492	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	2/12/2009	62001110	\$3,662	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	2/12/2009	62001110	\$3,704	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	1/22/2009	62000723	\$3,811	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	4/15/2009	62001713	\$3,855	
CITY OF PHOENIX	P O BOX 78815	PHOENIX, AZ 85062	4/6/2009	62001576	\$4,038	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	3/19/2009	62001404	\$4,083	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	3/19/2009	62001404	\$4,481	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	1/22/2009	62000723	\$16,370	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	2/12/2009	62001110	\$16,442	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	3/19/2009	62001404	\$17,168	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	4/15/2009	62001713	\$17,341	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	3/19/2009	62001404	\$17,405	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	2/12/2009	62001110	\$18,291	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	1/22/2009	62000723	\$18,291	
CITY OF PHOENIX	CITY TREASURER P O BOX 29690	PHOENIX, AZ 85038	4/15/2009	62001713	\$18,334	
<b>TOTAL</b>						<b>\$178,718</b>
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	4/13/2009	62001671	\$200	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	3/11/2009	62001296	\$523	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	2/18/2009	62001059	\$1,948	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	2/18/2009	62001058	\$17,532	
<b>TOTAL</b>						<b>\$20,203</b>
CONTEMPORARY SERVICES CORPORAT	ATTN: ACCOUNTS PAYABLE 17101 SUPERIOR STREET	NORTHRIDGE, CA 91325	3/10/2009	62001297	\$3,307	
<b>TOTAL</b>						<b>\$3,307</b>
DAVE DOWNING & ASSOCIATES	130 N. 39TH AVENUE	PHOENIX, AZ 85009	4/8/2009	7182168	\$314	

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

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DAVE DOWNING & ASSOCIATES	130 N. 39TH AVENUE	PHOENIX, AZ 85009	2/10/2009	62000970	\$503	
<b>TOTAL</b>						<b>\$817</b>
ELECTRIC VEHICLE CO, INC	2211 S. 3RD DRIVE	PHOENIX, AZ 85003-2807	4/14/2009	62001672	\$204	
ELECTRIC VEHICLE CO, INC	2211 S. 3RD DRIVE	PHOENIX, AZ 85003-2807	2/3/2009	62000853	\$363	
ELECTRIC VEHICLE CO, INC	2211 S. 3RD DRIVE	PHOENIX, AZ 85003-2807	2/20/2009	62001137	\$483	
<b>TOTAL</b>						<b>\$1,050</b>
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	1/26/2009	62000776	\$474	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	1/20/2009	62000691	\$896	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	1/20/2009	62000691	\$900	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	1/26/2009	62000776	\$3,244	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	1/20/2009	62000691	\$10,013	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	2/9/2009	62000971	\$13,220	
ENVIRONMENTAL EARTHSCAPES, INC	THE GROUNDSKEEPER P.O. BOX 43820	TUCSON, AZ 85733-3820	3/20/2009	62001448	\$13,220	
<b>TOTAL</b>						<b>\$41,967</b>
ESCHELON TELECOM, INC	PO BOX 34802	SEATTLE, WA 98124-1802	4/15/2009	62001705	\$207	
ESCHELON TELECOM, INC	PO BOX 34802	SEATTLE, WA 98124-1802	3/17/2009	62001396	\$515	
ESCHELON TELECOM, INC	PO BOX 34802	SEATTLE, WA 98124-1802	1/28/2009	62000798	\$2,504	
<b>TOTAL</b>						<b>\$3,225</b>
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/19/2009	62001060	\$120	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	4/3/2009	62001587	\$849	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/19/2009	62001363	\$873	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	1/23/2009	62000731	\$1,488	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/12/2009	62001013	\$1,558	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/12/2009	62001341	\$1,686	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/19/2009	62001363	\$1,686	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/19/2009	62001085	\$1,801	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/19/2009	62001085	\$1,801	
FEDERAL BUILDING SERVICES, INC	1641 BARCLAY BLVD	BUFFALO GROVE, IL 60089	3/2/2009	62001212	\$1,801	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	1/23/2009	62000731	\$1,936	

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FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	1/23/2009	62000731	\$6,541	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/12/2009	62001013	\$6,879	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/19/2009	62001363	\$6,879	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	4/3/2009	62001587	\$6,879	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	4/7/2009	62001615	\$21,355	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/12/2009	62001341	\$22,614	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/27/2009	62001211	\$22,682	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	4/3/2009	62001587	\$24,000	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	3/19/2009	62001363	\$24,000	
FEDERAL BUILDING SERVICES, INC	P.O. BOX 92170	ELK GROVE, IL 60009	2/12/2009	62001013	\$24,000	
<b>TOTAL</b>						<b>\$181,428</b>
FLUORESCO LIGHTING & SIGNS	5505 S. NOGALES HIGHWAY P.O. BOX 27042	TUCSON, AZ 85726-7042	2/4/2009	62000854	\$75	
FLUORESCO LIGHTING & SIGNS	5505 S. NOGALES HIGHWAY P.O. BOX 27042	TUCSON, AZ 85726-7042	2/23/2009	62001138	\$148	
FLUORESCO LIGHTING & SIGNS	5505 S. NOGALES HIGHWAY P.O. BOX 27042	TUCSON, AZ 85726-7042	2/23/2009	62001138	\$5,790	
<b>TOTAL</b>						<b>\$6,013</b>
GREATER PHOENIX CHAMBER OF COM	201 N CENTRAL 27TH FLR	PHOENIX, AZ 85073	3/20/2009	62001449	\$1,320	
<b>TOTAL</b>						<b>\$1,320</b>
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180909	\$17	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/18/2009	7179780	\$29	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182849	\$41	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179307	\$48	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179598	\$51	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178711	\$92	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180678	\$119	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181881	\$124	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179307	\$1,013	
<b>TOTAL</b>						<b>\$1,533</b>
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/10/2009	62001673	\$687	

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IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/10/2009	62001673	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/16/2009	62000692	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/23/2009	62001139	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/23/2009	62001139	\$4,144	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/26/2009	62000777	\$4,144	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/10/2009	62001673	\$4,144	
<b>TOTAL</b>						<b>\$15,619</b>
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	62000855	\$703	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/9/2009	62001299	\$703	
<b>TOTAL</b>						<b>\$1,406</b>
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	4/6/2009	62001638	\$78	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	62001366	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	4/6/2009	62001636	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	1/30/2009	62000856	\$125	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/27/2009	62001484	\$206	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	62001149	\$266	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	2/2/2009	62000910	\$11,318	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	62001388	\$11,445	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	1/20/2009	62000732	\$11,499	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	2/11/2009	62001014	\$11,505	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	1/26/2009	62000792	\$11,565	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	62001364	\$11,577	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/16/2009	62001365	\$11,582	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	2/23/2009	62001150	\$11,659	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	4/6/2009	62001637	\$11,766	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/2/2009	62001271	\$11,963	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	4/2/2009	62001588	\$11,990	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	2/17/2009	62001086	\$12,258	
IPC INTERNATIONAL CORPORATION	3360 PAYSPPHERE CIRCLE	CHICAGO, IL 60674	3/30/2009	62001485	\$12,728	

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<b>TOTAL</b>						<b>\$153,781</b>
JOHNSON CONTROLS INC.	P O BOX 730068	DALLAS, TX 75373-0068	1/26/2009	62000778	\$298	
JOHNSON CONTROLS INC.	P O BOX 730068	DALLAS, TX 75373-0068	2/17/2009	62001061	\$461	
JOHNSON CONTROLS INC.	P O BOX 730068	DALLAS, TX 75373-0068	4/13/2009	62001675	\$672	
<b>TOTAL</b>						<b>\$1,431</b>
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	62001342	\$522	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	62001015	\$552	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	62001589	\$552	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	62001342	\$2,695	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	62001015	\$2,849	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	62001589	\$2,849	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	62001342	\$4,029	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	62001589	\$4,259	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	62001015	\$4,259	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	62001342	\$7,587	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	62001015	\$8,020	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	62001589	\$8,020	
<b>TOTAL</b>						<b>\$46,194</b>
LAWSON PRODUCTS, INC.	2689 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/10/2009	62001676	\$239	
LAWSON PRODUCTS, INC.	2689 PAYSHERE CIRCLE	CHICAGO, IL 60674	4/10/2009	62001676	\$390	
<b>TOTAL</b>						<b>\$629</b>
MARBECC CUSTOM DESIGNS, LLC	P.O. BOX 17671	FOUNTAIN HILLS, AZ 85269	3/11/2009	62001300	\$1,906	
<b>TOTAL</b>						<b>\$1,906</b>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178711	\$31	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179947	\$52	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179598	\$82	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180909	\$124	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182168	\$145	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180678	\$180	



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OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178711	\$198	
<b>TOTAL</b>						<b>\$812</b>
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	4/14/2009	62001677	\$64	
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	2/24/2009	62001140	\$105	
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	1/20/2009	62000694	\$231	
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	3/24/2009	62001451	\$234	
<b>TOTAL</b>						<b>\$634</b>
POWER PLUS	1005 N EDWARD CT	ANAHIEM, CA 92806	2/9/2009	62000972	\$1,506	
POWER PLUS	1005 N EDWARD CT	ANAHIEM, CA 92806	2/9/2009	62000972	\$2,430	
<b>TOTAL</b>						<b>\$3,936</b>
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	4/15/2009	62001706	\$22	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	2/2/2009	62000922	\$22	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	3/9/2009	62001327	\$22	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	4/7/2009	62001555	\$45	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	3/9/2009	62001327	\$45	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	2/2/2009	62000922	\$45	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	4/15/2009	62001706	\$85	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	4/15/2009	62001706	\$85	
QWEST	P.O. BOX 29040	PHOENIX, AZ 85038-9040	2/23/2009	62001160	\$85	
QWEST	P.O. BOX 29040	PHOENIX, AZ 85038-9040	2/23/2009	62001159	\$85	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	3/16/2009	62001397	\$86	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	3/16/2009	62001397	\$86	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	4/7/2009	62001555	\$795	
QWEST	P.O. BOX 29039	PHOENIX, AZ 85038-9039	2/2/2009	62000922	\$795	
QWEST	P.O. BOX 29040	PHOENIX, AZ 85038-9040	3/3/2009	62001245	\$795	
<b>TOTAL</b>						<b>\$3,098</b>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/19/2009	7181352	\$65	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182849	\$93	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/30/2009	7178972	\$121	

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REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/1/2009	7181881	\$263	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181498	\$401	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178711	\$867	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/16/2009	7178397	\$920	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182168	\$1,003	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179947	\$1,030	
<b>TOTAL</b>						<b>\$4,763</b>
REGIONAL PAVEMENT MAINTENANCE	P.O. BOX 3778	GILBERT, AZ 85299	4/14/2009	62001679	\$2,266	
<b>TOTAL</b>						<b>\$2,266</b>
REIDY METAL SERVICES, INC	575 NUCLA WAY	AURORA, CO 80011	2/6/2009	62000859	\$156	
REIDY METAL SERVICES, INC	575 NUCLA WAY	AURORA, CO 80011	2/6/2009	62000859	\$580	
REIDY METAL SERVICES, INC	575 NUCLA WAY	AURORA, CO 80011	3/4/2009	62001214	\$580	
REIDY METAL SERVICES, INC	575 NUCLA WAY	AURORA, CO 80011	3/4/2009	62001214	\$2,652	
<b>TOTAL</b>						<b>\$3,968</b>
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	3/20/2009	62001452	\$163	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	3/20/2009	62001452	\$251	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	2/2/2009	62000860	\$258	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	4/3/2009	62001521	\$297	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	2/9/2009	62000973	\$463	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	2/9/2009	62000973	\$944	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	2/9/2009	62000973	\$1,472	
ROTO ROOTER	7250 W FRIER DR, SUITE 105	GLENDALE, AZ 85303	1/26/2009	62000779	\$1,847	
<b>TOTAL</b>						<b>\$5,693</b>
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	3/3/2009	62001272	\$250	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	3/12/2009	62001343	\$512	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	4/10/2009	62001694	\$512	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	1/26/2009	62000733	\$512	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/12/2009	62001016	\$512	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	3/17/2009	62001389	\$830	

Case Number: 09-12012

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/12/2009	62001016	\$1,245	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	3/12/2009	62001343	\$1,245	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	1/26/2009	62000733	\$1,245	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	4/10/2009	62001694	\$1,245	
<b>TOTAL</b>						<b>\$8,107</b>
STANDARD PARKING	707 WILSHIRE BLVD., 35TH FLOOR	LOS ANGELES, CA 90017-3501	1/20/2009	62000646	\$27,247	
STANDARD PARKING	707 WILSHIRE BLVD., 35TH FLOOR	LOS ANGELES, CA 90017-3501	3/19/2009	62001367	\$34,457	
STANDARD PARKING	707 WILSHIRE BLVD., 35TH FLOOR	LOS ANGELES, CA 90017-3501	3/11/2009	62001344	\$46,191	
<b>TOTAL</b>						<b>\$107,895</b>
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/6/2009	7179307	\$160	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	4/8/2009	7182168	\$400	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/27/2009	7180294	\$800	
<b>TOTAL</b>						<b>\$1,360</b>
WEITZ COMPANY, THE	5555 EAST VAN BUREN STREET, SUITE 155	PHOENIX, AZ 85008-3409	2/4/2009	62000861	\$2,819	
WEITZ COMPANY, THE	5555 EAST VAN BUREN STREET, SUITE 155	PHOENIX, AZ 85008-3409	2/23/2009	62001141	\$8,821	
<b>TOTAL</b>						<b>\$11,640</b>
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	1/26/2009	62000782	\$211	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	2/27/2009	62001216	\$211	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	1/26/2009	62000782	\$312	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	3/9/2009	62001301	\$312	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	3/9/2009	62001301	\$409	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	2/27/2009	62001216	\$473	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	2/27/2009	62001216	\$751	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	1/26/2009	62000782	\$903	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	2/27/2009	62001216	\$919	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	1/26/2009	62000782	\$1,985	
WESTERN WINDOW CLEANING, INC	P O BOX 24127	PHOENIX, AZ 85074	1/26/2009	62000782	\$6,675	
<b>TOTAL</b>						<b>\$13,161</b>

Case Number: 09-12012

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

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<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
				TOTAL		\$956,870

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

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<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
MARY AND BILL HUDSON, V. GENERAL GROWTH PROPERTIES, INC. D/B/A ARIZONA CENTER MALL; ROUSE-ARIZONA RETAIL CENTER LIMITED PARTNERSHIP; ROUSE ARIZONA CENTER, LLC. D/B/A ARIZONA CENTER MALL	CV2008-027106	SUPERIOR COURT OF ARIZONA, MARICOPA COUNTY; ARIZONA

**Specific Notes**

8. Losses

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<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
8/28/2008	MALL PROPERTY DAMAGED BY SEVERE STORMS	\$138,381	TBD
		<u>TOTAL</u>	
		\$138,381	

Specific Notes

**11. Closed Financial Accounts**

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<u>Bank</u>	<u>Bank Address</u>	<u>City, State Zip</u>	<u>Account Number</u>	<u>Description</u>	<u>Close Date</u>
WELLS FARGO	1000 LOUISIANA, 4TH FLOOR, MAC T5002-042	HOUSTON, TX 77002	4172572620	GIFT CERTIFICATE	2/9/2009

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**Specific Notes**

Despite their reasonable efforts to identify all bank accounts of the Debtors closed within one year of the Petition Date, due to the large number of bank accounts maintained by the Debtors, it is possible that certain bank accounts in addition to the accounts listed herein were closed during the one year period prior to the Petition Date.

**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
MICHAEL CHIMITRIS	ASSISTANT SECRETARY 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
ROUSE-ARIZONA CENTER, LLC	GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT	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**

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<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

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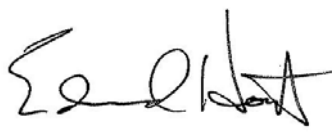
Specific Notes

**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.

ROUSE-ARIZONA RETAIL CENTER 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.*