

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Fox River Shopping Center, LLC
Debtor.

Case Number: 09-12113

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



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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**

None  
 **4. Suits, executions, garnishments, and attachments**  
*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.)

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.)

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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.)

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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.

**See attachment 18a of the Statement of Financial Affairs**

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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.

**See attachment 21a of the Statement of Financial Affairs**

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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 or more of the voting or equity securities of the corporation.

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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.

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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	\$26,386,143
12/31/2008 Annual Gross Revenue	\$26,793,255
3/31/2009 YTD Gross Revenue	\$6,430,003



**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	\$500,144	\$506,821	\$78,524

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>
ADVANTAGE, INC.	1815 E. WISCONSIN AVE.	APPLETON, WI 54911	2/10/2009	10304250	\$92	
ADVANTAGE, INC.	1815 E. WISCONSIN AVE.	APPLETON, WI 54911	3/5/2009	10310294	\$281	
ADVANTAGE, INC.	1815 E. WISCONSIN AVE.	APPLETON, WI 54911	4/7/2009	10315097	\$620	
ADVANTAGE, INC.	1815 E. WISCONSIN AVE.	APPLETON, WI 54911	3/16/2009	10312067	\$842	
ADVANTAGE, INC.	1815 E. WISCONSIN AVE.	APPLETON, WI 54911	3/25/2009	10314006	\$987	
<b>TOTAL</b>						<b>\$2,823</b>
AT&T	PO BOX 8100	AURORA, IL 60507-8100	2/3/2009	10305759	\$144	
AT&T	PO BOX 8100	AURORA, IL 60507-8100	4/14/2009	10318061	\$146	
AT&T	PO BOX 8100	AURORA, IL 60507-8100	3/10/2009	10312711	\$149	
AT&T	PO BOX 8100	AURORA, IL 60507-8100	4/14/2009	10318062	\$1,728	
AT&T	PO BOX 8100	AURORA, IL 60507-8100	3/10/2009	10312712	\$1,788	
AT&T	PO BOX 8100	AURORA, IL 60507-8100	2/10/2009	10307043	\$2,100	
<b>TOTAL</b>						<b>\$6,055</b>
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$657	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$690	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$857	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179062	\$909	
<b>TOTAL</b>						<b>\$3,113</b>
BOBCAT PLUS, INC.	12411 W. SILVER SPRING DRIVE	BUTLER, WI 53007	4/14/2009	10317265	\$68	
BOBCAT PLUS, INC.	12411 W. SILVER SPRING DRIVE	BUTLER, WI 53007	3/23/2009	10314007	\$324	
BOBCAT PLUS, INC.	12411 W. SILVER SPRING DRIVE	BUTLER, WI 53007	1/20/2009	10301524	\$1,754	
<b>TOTAL</b>						<b>\$2,146</b>
BURTON & BURTON	325 CLEVELAND ROAD	BOGART, GA 30622	4/6/2009	10315099	\$617	
<b>TOTAL</b>						<b>\$617</b>
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/2/2009	10304252	\$375	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	3/2/2009	10310297	\$375	
<b>TOTAL</b>						<b>\$750</b>
COACH, INC.(ACH ONLY)	516 W 34TH STREET, 5TH FLOOR	NEW YORK, NY 10001	2/2/2009	7179061	\$100,000	

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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>
<b>TOTAL</b>						<b>\$100,000</b>
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182846	\$1,341	
<b>TOTAL</b>						<b>\$1,341</b>
DERSE INC.	3800 WEST CANAL STREET	MILWAUKEE, WI 53208	3/23/2009	10314009	\$330	
DERSE INC.	3800 WEST CANAL STREET	MILWAUKEE, WI 53208	3/2/2009	10310299	\$330	
<b>TOTAL</b>						<b>\$660</b>
ELDER-JONES, INC.	1120 E. 80TH STREET	BLOOMINGTON, MN 55420	1/21/2009	10301526	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	4/1/2009	7181883	\$45	
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	4/8/2009	7182166	\$185	
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	3/19/2009	7181349	\$1,165	
<b>TOTAL</b>						<b>\$1,395</b>
FAITH TECHNOLOGIES INC	PO BOX 627	APPLETON, WI 54912-0627	2/20/2009	10308931	\$226	
FAITH TECHNOLOGIES INC	PO BOX 627	APPLETON, WI 54912-0627	2/11/2009	10306172	\$288	
FAITH TECHNOLOGIES INC	PO BOX 627	APPLETON, WI 54912-0627	2/27/2009	10310300	\$622	
FAITH TECHNOLOGIES INC	PO BOX 627	APPLETON, WI 54912-0627	4/10/2009	10317267	\$776	
FAITH TECHNOLOGIES INC	PO BOX 627	APPLETON, WI 54912-0627	2/11/2009	10306172	\$2,311	
<b>TOTAL</b>						<b>\$4,222</b>
FRATELLO'S RESTAURANT AND BREW	1621 CONGRESS AVE.	OSHKOSH, WI 54901	2/17/2009	10307544	\$969	
<b>TOTAL</b>						<b>\$969</b>
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/6/2009	7180674	\$36	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	4/15/2009	7182839	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	4/1/2009	7181883	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/23/2009	7181496	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/19/2009	7181349	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/27/2009	7180288	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/19/2009	7179949	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/6/2009	7179310	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	1/30/2009	7178948	\$38	

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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>
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	1/23/2009	7178710	\$38	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/13/2009	7179595	\$193	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	1/16/2009	7178395	\$193	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/12/2009	7180892	\$193	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	4/8/2009	7182166	\$195	
<b>TOTAL</b>						<b>\$1,149</b>
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/23/2009	10302367	\$174	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	3/6/2009	10311511	\$189	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	4/3/2009	10315918	\$203	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/27/2009	10309810	\$225	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	3/13/2009	10312713	\$239	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10307044	\$449	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/27/2009	10309810	\$857	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/27/2009	10303778	\$1,564	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10307044	\$1,977	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10307044	\$2,258	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$2,529	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$2,777	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$2,815	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10308564	\$3,029	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	4/3/2009	10315918	\$3,245	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/27/2009	10309810	\$3,561	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/27/2009	10309810	\$3,561	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$3,762	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$3,836	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/23/2009	10302367	\$4,814	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$4,845	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	4/3/2009	10315918	\$4,930	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10308564	\$5,415	

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GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/16/2009	10300937	\$6,341	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/27/2009	10303778	\$6,353	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/16/2009	10300937	\$6,859	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10306173	\$7,473	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$7,528	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/23/2009	10302367	\$7,763	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$7,898	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$10,979	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	1/27/2009	10303778	\$14,252	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/3/2009	10305760	\$15,019	
GENE FREDERICKSON TRUCKING & E	4450 FIELDCREST DRIVE	KAUKAUNA, WI 54130	2/18/2009	10307044	\$66,825	
<b>TOTAL</b>						<b>\$214,544</b>
GRAND CHUTE TOWN HALL	1900 GRAND CHUTE BLVD ATTN: FINANCE DEPARTMENT	GRAND CHUTE, WI 54913	2/2/2009	10302876	\$736,055	
<b>TOTAL</b>						<b>\$736,055</b>
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$44	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$44	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$145	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$187	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$192	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$207	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$218	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$219	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$232	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$374	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$753	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913- 9613	4/3/2009	10314975	\$948	

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GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,054	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,512	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,513	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,711	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,746	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$1,824	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$5,296	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	4/3/2009	10314975	\$12,089	
GRAND CHUTE UTILITIES	1900 GRAND CHUTE BLVD.	GRAND CHUTE, WI 54913-9613	1/20/2009	10301297	\$29,552	
<b>TOTAL</b>						<b>\$59,859</b>
HABITAT FOR HUMANITY INTERNATI	121 HABITAT STREET ATTN: SYBIL CARTER	AMERICUS, GA 31709	2/11/2009	10305404	\$9,880	
<b>TOTAL</b>						<b>\$9,880</b>
HEAVEN'S THERAPY	PO BOX 1364 ATTN GILAD TANNENBAUM	MYRTLE BEACH, SC 29578	4/1/2009	10314604	\$2,250	
<b>TOTAL</b>						<b>\$2,250</b>
HORIZON RETAIL CONSTRUCTION, I	1458 HORIZON BLVD.	RACINE, WI 53406	2/4/2009	10303010	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316863	(\$594)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316863	\$365	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307227	\$2,714	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	10311927	\$8,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	10311927	\$8,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316863	\$8,250	
<b>TOTAL</b>						<b>\$27,235</b>
INTERSTATE ROOF SYSTEMS CONSUL	10 EAST MAIN ST., SUITE 217	EAST DUNDEE, IL 60118	2/9/2009	10306174	\$4,861	
<b>TOTAL</b>						<b>\$4,861</b>
K. KRANSKI & SONS, INC.	8718 STATE ROAD 76	NEENAH, WI 54956	4/3/2009	10315100	\$430	
K. KRANSKI & SONS, INC.	8718 STATE ROAD 76	NEENAH, WI 54956	1/20/2009	10301527	\$478	

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<b>TOTAL</b>						<b>\$908</b>
K.J. MIRMAN CONSTRUCTION CO.,	3501 EMBASSY PARKWAY P.O. BOX 13143	AKRON, OH 44334	2/2/2009	10304255	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	2/12/2009	10307045	\$422	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	4/9/2009	10315919	\$1,163	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	4/9/2009	10315919	\$1,219	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	3/6/2009	10311512	\$1,481	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	4/9/2009	10315919	\$1,800	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	2/12/2009	10307045	\$3,581	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	2/4/2009	10305761	\$3,921	
KAVANAUGH EXCAVATING	N3335 COUNTY J	KAUKAUNA, WI 54130	1/30/2009	10303779	\$12,266	
<b>TOTAL</b>						<b>\$25,851</b>
KAVANAUGH PARKING MAINTENANCE	W1840 LAU ROAD	KAUKAUNA, WI 54130-8609	3/24/2009	10314010	\$1,060	
KAVANAUGH PARKING MAINTENANCE	W1840 LAU ROAD	KAUKAUNA, WI 54130-8609	2/2/2009	10304256	\$4,750	
<b>TOTAL</b>						<b>\$5,810</b>
LAKEVIEW CONSTRUCTION INC	10505 CORPORATE DR #200	PLEASANT PRAIRIE, WI 53158	2/2/2009	10304257	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
MALLTECH INC	1128 S MORTON ST	BLOOMINGTON, IN 47403	2/10/2009	10306175	\$2,140	
<b>TOTAL</b>						<b>\$2,140</b>
MEMORIAL FLORISTS AND GREENHOU	2320 S MEMORIAL DR	APPLETON, WI 54915	2/27/2009	10310302	\$602	
MEMORIAL FLORISTS AND GREENHOU	2320 S MEMORIAL DR	APPLETON, WI 54915	2/27/2009	10310302	\$602	
MEMORIAL FLORISTS AND GREENHOU	2320 S MEMORIAL DR	APPLETON, WI 54915	2/2/2009	10304259	\$602	
<b>TOTAL</b>						<b>\$1,806</b>
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307228	\$870	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	10311767	\$870	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/30/2009	10314709	\$870	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/6/2009	10316972	\$44,799	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313288	\$47,448	

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MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307228	\$49,154	
<b>TOTAL</b>						<b>\$144,011</b>
MIRON CONSTRUCTION CO., INC	BOX 23910	GREEN BAY, WI 54305-3910	2/20/2009	10308796	\$214	
MIRON CONSTRUCTION CO., INC	BOX 23910	GREEN BAY, WI 54305-3910	2/20/2009	10308796	\$1,768	
<b>TOTAL</b>						<b>\$1,982</b>
NATIONAL CONTRACTORS, INC.	4300 BAKER ROAD	MINNETONKA, MN 55343	1/20/2009	10300303	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$45	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$252	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$316	
<b>TOTAL</b>						<b>\$613</b>
OLD TIME PORTRAITS	SCOTT HENRY 3342 WOODDED LANE	BAILEY'S HARBOR, WI 54202	3/10/2009	10312546	\$1,500	
<b>TOTAL</b>						<b>\$1,500</b>
PHD ROOF DOCTORS, INC.	340 S. MILWAUKEE ST	FREDONIA, WI 53021	3/6/2009	10310306	\$24,108	
<b>TOTAL</b>						<b>\$24,108</b>
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301530	\$14,000	
<b>TOTAL</b>						<b>\$14,000</b>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181496	\$106	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/30/2009	7178953	\$471	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/19/2009	7181349	\$747	
<b>TOTAL</b>						<b>\$1,323</b>
RUSSEL MOTSCHENBACHER	P.O. BOX 476	PEERLESS, MT 59253	2/9/2009	10304264	\$322	
RUSSEL MOTSCHENBACHER	P.O. BOX 476	PEERLESS, MT 59253	2/9/2009	10304264	\$413	
<b>TOTAL</b>						<b>\$735</b>
SATORI IMPORTS	BLACK DRAGON LTD ERICA PYFER	OSHKOSH, WI 54901	3/11/2009	10312547	\$1,000	
<b>TOTAL</b>						<b>\$1,000</b>
SEACRET SPA	PO BOX 1364 ATTN GILAD TANNENBAUM	MYRTLE BEACH, SC 29578	4/1/2009	10314605	\$3,000	
<b>TOTAL</b>						<b>\$3,000</b>



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SIGMAN, JANSSEN, STACK, SEWALL	303 S. MEMORIAL DRIVE	APPLETON, WI 54911-5978	2/2/2009	10305406	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/18/2009	10308405	\$43	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	1/16/2009	10301163	\$5,055	
<b>TOTAL</b>						<b>\$5,099</b>
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	1/20/2009	10301531	\$124	
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	2/2/2009	10304265	\$129	
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	3/2/2009	10310308	\$129	
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	4/13/2009	10317270	\$129	
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	2/17/2009	10307549	\$179	
SPEEDY CLEAN INC.	107 S. BUCHANAN STREET	APPLETON, WI 54915	1/28/2009	10303011	\$1,200	
<b>TOTAL</b>						<b>\$1,888</b>
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/7/2009	10315920	\$273	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	2/25/2009	10309811	\$316	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/20/2009	10300939	\$507	
<b>TOTAL</b>						<b>\$1,095</b>
THAT SWEATER PLACE	SCOTT STEENO 6605 MAPLEWOOD LANE	SOBIESKI, WI 54171	3/16/2009	10312548	\$1,000	
<b>TOTAL</b>						<b>\$1,000</b>
TIM'S LIGHTING CO., INC.	N7255 32ND COURT	WEYAUWEGA, WI 54983	2/19/2009	10307550	\$142	
TIM'S LIGHTING CO., INC.	N7255 32ND COURT	WEYAUWEGA, WI 54983	2/19/2009	10307550	\$688	
<b>TOTAL</b>						<b>\$830</b>
TJU CONSTRUCTION, INC.	11864 MORNINGSIDE WAY	GRASS VALLEY, CA 95949	2/4/2009	10304266	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
TRI-NORTH BUILDERS, INC.	P.O. BOX 259568	MADISON, WI 53725-9568	4/3/2009	10315102	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
TRUGREEN CHEMLAWN	P.O. BOX 2013	APPLETON, WI 54912-2013	4/3/2009	10315103	\$1,890	
<b>TOTAL</b>						<b>\$1,890</b>
U.S. POSTAL SERVICE/ASCOM HASL	P.O. BOX 0527 [CMRS-TMS]	CAROL STREAM, IL 60132-0527	4/15/2009	10317827	\$750	

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<b>TOTAL</b>						<b>\$750</b>
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314824	\$12,784	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313289	\$13,109	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/6/2009	10316973	\$13,198	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	10308406	\$13,761	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10311768	\$13,932	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302737	\$13,936	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305603	\$16,412	
<b>TOTAL</b>						<b>\$97,132</b>
VAN HANDEL EXCAVATING INC	5325 N. BALLARD ROAD	APPLETON, WI 54913	3/27/2009	10314012	\$3,495	
VAN HANDEL EXCAVATING INC	5325 N. BALLARD ROAD	APPLETON, WI 54913	3/6/2009	10310309	\$6,718	
<b>TOTAL</b>						<b>\$10,213</b>
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/3/2009	10305503	\$87	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/7/2009	10315921	\$91	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/10/2009	10312714	\$114	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/23/2009	10308750	\$337	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/14/2009	10318064	\$357	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$367	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$421	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/14/2009	10318064	\$450	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/18/2009	10308565	\$457	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/14/2009	10318064	\$482	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/18/2009	10308565	\$542	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/14/2009	10318064	\$585	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$597	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$619	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/14/2009	10318064	\$637	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$647	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/18/2009	10308565	\$681	

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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>
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/18/2009	10313600	\$748	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/18/2009	10308565	\$853	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/18/2009	10308565	\$1,112	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/24/2009	10309812	\$1,261	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	2/3/2009	10305503	\$19,840	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	3/10/2009	10312714	\$21,865	
WE ENERGIES	P.O. BOX 2089	MILWAUKEE, WI 53201-2089	4/3/2009	10314974	\$38,964	
<b>TOTAL</b>						<b>\$92,114</b>
WISCONSIN DEPARTMENT OF REVENUE	P.O. BOX 930208	MILWAUKEE, WI 53293-0208	3/13/2009	10311695	\$173	
WISCONSIN DEPARTMENT OF REVENUE	P.O. BOX 930208	MILWAUKEE, WI 53293-0208	1/29/2009	10303931	\$247	
WISCONSIN DEPARTMENT OF REVENUE	P.O. BOX 930208	MILWAUKEE, WI 53293-0208	3/11/2009	10312965	\$282	
<b>TOTAL</b>						<b>\$702</b>
<b>TOTAL</b>					<b>\$1,641,425</b>	

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).

18a. Nature, location, and names of business

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<u>Name</u>	<u>Taxpayer ID # (ITIN)/Complete EIN</u>	<u>Address</u>	<u>City, State, Zip</u>	<u>Nature of Business</u>
FOX RIVER PLAZA NORTH L.L.C.	36-4453975	110 N. WACKER	CHICAGO, IL 60606	SUBSIDIARY OF DEBTOR USED FOR REIT TAX PLANNING PURPOSES

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**Specific Notes**

Exhibit B-13 of the Schedules of Assets and Liabilities for each Debtor contains a listing of the current ownership structure of General Growth and its Debtor and non-Debtor subsidiaries. The entities listed above, if any, are entities in which the Debtor previously held an ownership interest. Despite their reasonable efforts to identify all names, addresses and other information required by Question 18, in some instances the Debtors do not have, and can not obtain, all records and information necessary to confirm the answers to Question 18 for periods prior to the three year period immediately prior to the Petition Date. To the extent such information is available for a Debtor, it is also reflected on Attachment 18(a) of the Statement of Financial Affairs and/or Exhibit B-13 of the Schedules of Assets and Liabilities for such Debtor.

**21b. Current Officers, Directors and Stockholders holding 5% or more of the voting or equity securities**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
ADAM S. METZ	CHIEF EXECUTIVE OFFICER	110 N. WACKER	CHICAGO, IL 60606
CAROL A. WILLIAMS	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
CHARLES H. CREMENS	MANAGER (INDEPENDENT)	230 CEDAR STREET	CHATHAM, MA 02633
EDMUND J. HOYT	TREASURER	110 N. WACKER	CHICAGO, IL 60606
HOWARD SIGAL	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
JOHN V. HOWARD	MANAGER (INDEPENDENT)	545 THERESA DRIVE	BOULDER, CO 80303
KATHLEEN COURTIS	VICE PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
LINDA WIGHT	VICE PRESIDENT & ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
MICHAEL CHIMITRIS	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	MANAGER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE PRESIDENT & SECRETARY	110 N. WACKER	CHICAGO, IL 60606
SHARON POLONIA	EXECUTIVE VICE-PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER	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.

22b. Former Partners, Officers, Directors and Shareholders (Hold 5% or more)

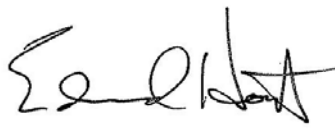
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BETH L. PEOPLES	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT	110 N. WACKER DRIVE	CHICAGO, IL 60606
JOHN W. STEELE, III	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
SUZANNE M. HAY	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808

**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.

FOX RIVER SHOPPING CENTER, LLC

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.*