

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: GGP-Brass Mill, Inc.
Debtor.

Case Number: 09-12134

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



3. Payments to Creditors

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

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

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

See attachment 3b of the Statement of Financial Affairs

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

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

4. Suits, executions, garnishments, and attachments

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

See attachment 4a of the Statement of Financial Affairs

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

See attachment 17a of the Statement of Financial Affairs

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

See attachment 21a of the Statement of Financial Affairs

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.

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.

None

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

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$27,785,902
12/31/2008 Annual Gross Revenue	\$26,938,859
3/31/2009 YTD Gross Revenue	\$6,611,875

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

<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$536,960	\$464,538	\$54,856

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 & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	64002273	\$1,358	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	1/21/2009	64001586	\$2,253	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/2/2009	64001952	\$4,508	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	4/13/2009	64003439	\$6,351	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	1/21/2009	64001586	\$6,644	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/16/2009	64002877	\$6,647	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	64002273	\$6,858	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/30/2009	64003056	\$7,653	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/2/2009	64001952	\$7,855	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/2/2009	64002675	\$7,885	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	4/13/2009	64003438	\$24,246	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/16/2009	64002876	\$24,382	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	1/21/2009	64001586	\$24,397	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	64002273	\$25,003	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/30/2009	64003055	\$27,947	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/2/2009	64002675	\$28,597	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/2/2009	64001952	\$28,629	
TOTAL						\$241,213
AMERICAN ROOTER, L.L.C.	755 THOMASTON RD P.O. BOX 260	WATERTOWN, CT 6795	3/24/2009	64002980	\$147	
AMERICAN ROOTER, L.L.C.	755 THOMASTON RD P.O. BOX 260	WATERTOWN, CT 6795	1/27/2009	64001634	\$200	
AMERICAN ROOTER, L.L.C.	755 THOMASTON RD P.O. BOX 260	WATERTOWN, CT 6795	2/2/2009	64001822	\$467	
AMERICAN ROOTER, L.L.C.	755 THOMASTON RD P.O. BOX 260	WATERTOWN, CT 6795	2/2/2009	64001822	\$569	
TOTAL						\$1,383
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	2/2/2009	64001823	\$75	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	3/24/2009	64002981	\$122	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	1/23/2009	64001295	\$133	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	2/24/2009	64002358	\$135	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	2/17/2009	64002205	\$138	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	1/27/2009	64001635	\$143	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	2/2/2009	64001823	\$179	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	3/10/2009	64002730	\$325	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	4/6/2009	64003121	\$358	
ASSOCIATED LOCK & SECURITY, L.	P.O. BOX 3318	WATERBURY, CT 6703	2/10/2009	64002040	\$529	
TOTAL						\$2,136
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/7/2009	64003216	\$53	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/2/2009	64002515	\$53	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	1/21/2009	64001536	\$54	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/15/2009	64003470	\$137	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/10/2009	64002801	\$137	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/10/2009	64002112	\$137	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/10/2009	64002798	\$203	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/2/2009	64001824	\$204	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/7/2009	64003215	\$205	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/10/2009	64002111	\$261	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/15/2009	64003471	\$262	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/10/2009	64002802	\$262	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/17/2009	64002917	\$397	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/10/2009	64002113	\$397	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/10/2009	64002799	\$479	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/2/2009	64001825	\$652	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/7/2009	64003214	\$669	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	4/6/2009	64003217	\$1,360	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	3/10/2009	64002800	\$1,371	
AT&T	PO BOX 8110	AURORA, IL 60507-8110	2/2/2009	64001826	\$1,371	
TOTAL						\$8,663
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	4/15/2009	64003472	\$313	
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	2/6/2009	64001974	\$358	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	3/12/2009	64002803	\$594	
TOTAL						\$1,265
AVAYA FINANCIAL SERVICES	P O BOX 93000	CHICAGO, IL 60673	4/13/2009	64003473	\$153	
AVAYA FINANCIAL SERVICES	P O BOX 93000	CHICAGO, IL 60673	2/9/2009	64002041	\$153	
AVAYA FINANCIAL SERVICES	P O BOX 93000	CHICAGO, IL 60673	3/9/2009	64002804	\$153	
AVAYA FINANCIAL SERVICES	P O BOX 93000	CHICAGO, IL 60673	2/9/2009	64002114	\$160	
TOTAL						\$620
BRASS MILL CENTER	495 UNION STREET, SUITE 139 GENERAL GROWTH MGMT OFFICE	WATERBURY, CT 6706	1/23/2009	64001296	\$4,130	
BRASS MILL CENTER	495 UNION STREET, SUITE 139 GENERAL GROWTH MGMT OFFICE	WATERBURY, CT 6706	2/4/2009	64001827	\$5,054	
TOTAL						\$9,184
BRASS MILL MALL DENTAL	230 WEST 56TH STREET SUITE 52F	NEW YORK, NY 10019	2/4/2009	64001136	\$20,000	
TOTAL						\$20,000
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	1/21/2009	64001297	\$51	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	2/2/2009	64001829	\$51	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	3/2/2009	64002516	\$51	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	1/21/2009	64001297	\$146	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	2/2/2009	64001829	\$146	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	3/2/2009	64002516	\$146	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	1/21/2009	64001297	\$730	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	2/2/2009	64001829	\$730	
CASCADE WATER SERVICES, INC	113 BLOOMINGDALE RD.	HICKSVILLE, NY 11801	3/2/2009	64002516	\$730	
TOTAL						\$2,783
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/10/2009	64003381	\$1,071	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	1/16/2009	64001298	\$1,196	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/13/2009	64002206	\$1,900	
TOTAL						\$4,167
COLONIAL IRRIGATION	P.O. BOX 7076	PROSPECT, CT 6712	1/22/2009	64001299	\$1,489	
TOTAL						\$1,489

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COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	1/26/2009	64001537	(\$374)	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	4/9/2009	64003219	(\$281)	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	3/20/2009	64002916	\$187	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	3/20/2009	64002916	\$187	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	2/5/2009	64001975	\$374	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	3/9/2009	64002517	\$561	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	3/20/2009	64002916	\$561	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	4/9/2009	64003219	\$748	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	2/5/2009	64001975	\$748	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	1/26/2009	64001537	\$1,309	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	3/5/2009	64002646	\$1,309	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	4/9/2009	64003219	\$1,309	
COMPTROLLER CITY OF WATERBURY	CHASE MUNICIPAL BUILDING	WATERBURY, CT 6702	2/5/2009	64001975	\$1,403	
TOTAL						\$8,041
CORPORATE BUILDING SERVICES IN	263 NEW HACKENSACK ROAD, SUITE 5	WAPPINGER FALLS, NY 12590	1/26/2009	64001300	\$933	
TOTAL						\$933
DAVID R WATTERWORTH AND SON ,	35 UNION CITY ROAD	PROSPECT, CT 6712	4/14/2009	64003382	\$111	
DAVID R WATTERWORTH AND SON ,	35 UNION CITY ROAD	PROSPECT, CT 6712	1/23/2009	64001301	\$292	
DAVID R WATTERWORTH AND SON ,	35 UNION CITY ROAD	PROSPECT, CT 6712	1/23/2009	64001301	\$445	
TOTAL						\$848
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	2/3/2009	64001832	\$308	
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	3/20/2009	64002982	\$308	
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	1/20/2009	64001305	\$310	
TOTAL						\$927
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	2/4/2009	64001833	\$35	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$35	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$35	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$35	

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FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/28/2009	64001636	\$35	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$70	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$70	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$70	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$70	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$70	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$76	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$105	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$111	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$122	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$134	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	2/4/2009	64001833	\$140	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$155	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$175	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$208	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$216	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	3/10/2009	64002732	\$250	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$288	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	3/10/2009	64002732	\$325	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	2/4/2009	64001833	\$350	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	3/10/2009	64002732	\$450	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	4/8/2009	64003122	\$653	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	1/21/2009	64001306	\$1,647	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	2/4/2009	64001833	\$3,652	
FAST LINE ELECTRIC, INC.	14 MAY STREET	ANSONIA, CT 06401-2139	3/25/2009	64002983	\$4,558	
			TOTAL			\$14,141
FIRE PROTECTION TESTING, INC.	1701 HIGHLAND AVE. #4	CHESHIRE, CT 06410	2/4/2009	64001834	\$1,167	
			TOTAL			\$1,167
FIRE SYSTEMS, INC.	P.O. BOX 56 194 BRADY AVENUE	HAWTHORNE, NY 10532-0056	4/14/2009	64003384	\$172	

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FIRE SYSTEMS, INC.	P.O. BOX 56 194 BRADY AVENUE	HAWTHORNE, NY 10532-0056	1/21/2009	64001307	\$365	
FIRE SYSTEMS, INC.	P.O. BOX 56 194 BRADY AVENUE	HAWTHORNE, NY 10532-0056	2/24/2009	64002359	\$462	
TOTAL						\$999
HAVEL BROTHERS	P.O. BOX 1287	FORT WAYNE, IN 46801	1/20/2009	64001308	\$2,500	
TOTAL						\$2,500
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181878	\$12	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181351	\$25	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182851	\$32	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182171	\$35	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179946	\$52	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181878	\$230	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181497	\$410	
TOTAL						\$795
HOMIER DISTRIBUTING COMPANY	84 COMMERCIAL RD	HUNTINGTON, IN 46750	4/13/2009	64003178	\$1,000	
TOTAL						\$1,000
HOPS BAR & GRILL	8725 DUNWOODY PLACE SUITE1 C/O PROPERTY WORKS	ATLANTA, GA 30350	2/3/2009	10266674	\$3,778	
TOTAL						\$3,778
IMPACT NETWORKING LLC	DEPT 5270 PO BOX 1170	MILWAUKEE, WI 53201-1170	1/20/2009	64001309	\$364	
IMPACT NETWORKING LLC	DEPT 5270 PO BOX 1170	MILWAUKEE, WI 53201-1170	2/13/2009	64002207	\$364	
IMPACT NETWORKING LLC	DEPT 5270 PO BOX 1170	MILWAUKEE, WI 53201-1170	4/10/2009	64003385	\$374	
TOTAL						\$1,103
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	64002697	\$8,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	64003296	\$8,250	
TOTAL						\$16,500
JOHNSON CONTROLS INC.	P O BOX 905240 JP MORGAN CHASE BANK-CHARLOTTE	CHARLOTTE, NC 28290	2/17/2009	64002208	\$3,080	
JOHNSON CONTROLS INC.	P O BOX 905240 JP MORGAN CHASE BANK-CHARLOTTE	CHARLOTTE, NC 28290	1/20/2009	64001310	\$3,080	
TOTAL						\$6,159
JUNGLE, INC.	15 FRANCIS STREET	DOVER, MA 2030	2/4/2009	64001835	\$1,037	

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TOTAL						\$1,037
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	3/2/2009	64002520	\$2,085	
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	1/20/2009	64001311	\$2,549	
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	2/2/2009	64001836	\$2,665	
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	3/2/2009	64002520	\$3,127	
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	1/20/2009	64001311	\$3,822	
MERCATOR INDUSTRIES LLC	60 RADEL STREET	BRIDGEPORT, CT 6607	2/2/2009	64001836	\$3,996	
TOTAL						\$18,244
NAIL STUDIO	8251 WESTMINSTER BLVD	WESTMINSTER, CA 92683	2/13/2009	10279542	\$2,500	
TOTAL						\$2,500
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179600	(\$195)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181351	\$42	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179946	\$90	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/1/2009	7181878	\$96	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180912	\$109	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182171	\$120	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179309	\$195	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181497	\$225	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179309	\$233	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178714	\$290	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178967	\$352	
TOTAL						\$1,558
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	1/21/2009	64001312	\$33	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	1/21/2009	64001312	\$84	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	2/23/2009	64002360	\$92	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	2/9/2009	64002042	\$98	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	1/21/2009	64001312	\$109	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	3/24/2009	64002985	\$118	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	2/2/2009	64001837	\$135	

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PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	1/21/2009	64001312	\$181	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	1/26/2009	64001637	\$193	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	4/13/2009	64003387	\$231	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	2/17/2009	64002209	\$266	
PEPSI COLA OF BRISTOL	PO BOX 36251	NEWARK, NJ 01788-6251	3/2/2009	64002521	\$361	
TOTAL						\$1,901
PERFUME PALACE	12 SPRING STREET	CUMBERLAND, RI 2864	3/27/2009	64002986	\$4,600	
TOTAL						\$4,600
PLANTATIONS INC.	102 OLD POQUONOCK ROAD	BLOOMFIELD, CT 6002	1/20/2009	64001313	\$1,458	
PLANTATIONS INC.	102 OLD POQUONOCK ROAD	BLOOMFIELD, CT 6002	2/2/2009	64001838	\$1,458	
PLANTATIONS INC.	102 OLD POQUONOCK ROAD	BLOOMFIELD, CT 6002	3/2/2009	64002522	\$1,458	
TOTAL						\$4,373
R&S CONSTRUCTION SERVICES, INC	2072 STRAITS TURNPIKE P.O. BOX 121	MIDDLEBURY, CT 6762	1/28/2009	64001638	\$350	
R&S CONSTRUCTION SERVICES, INC	2072 STRAITS TURNPIKE P.O. BOX 121	MIDDLEBURY, CT 6762	1/28/2009	64001638	\$425	
TOTAL						\$775
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182852	\$19	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182851	\$287	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/1/2009	7181878	\$988	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180679	\$1,321	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181497	\$2,073	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178714	\$2,490	
TOTAL						\$7,178
SIEMENS BUILDING TECHNOLOGIES,	7850 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	3/9/2009	64002734	\$2,656	
TOTAL						\$2,656
SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	3/3/2009	64002648	\$20,333	
SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	4/3/2009	64003221	\$20,333	
SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	2/3/2009	64001976	\$20,333	
SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	3/3/2009	64002647	\$47,667	
SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	4/15/2009	64003475	\$47,667	

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SNOW GO LLC	PO BOX 500	NAPERVILLE, IL 60566	2/3/2009	64001976	\$47,667	
TOTAL						\$204,000
SPRINT	P O BOX 219100	KANSAS CITY, MO 64121-9100	1/28/2009	64001538	\$338	
SPRINT	P O BOX 219100	KANSAS CITY, MO 64121-9100	3/10/2009	64002806	\$351	
SPRINT	P O BOX 219100	KANSAS CITY, MO 64121-9100	4/7/2009	64003220	\$355	
TOTAL						\$1,044
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/20/2009	64001314	(\$1,411)	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	3/24/2009	64002987	\$148	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	3/24/2009	64002987	\$148	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	3/24/2009	64002987	\$200	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/27/2009	64001639	\$201	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	2/12/2009	64002044	\$375	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	2/12/2009	64002044	\$521	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/27/2009	64001639	\$521	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/20/2009	64001314	\$521	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	2/12/2009	64002044	\$1,036	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	2/12/2009	64002044	\$2,323	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/20/2009	64001314	\$2,323	
SWAN ASSOCIATES, INC.	49 HOLLY DRIVE	NEWINGTON, CT 6111	1/27/2009	64001639	\$2,323	
TOTAL						\$9,231
TAX COLLECTOR, CITY OF WATERBU	WATER POLLUTION CONTROL P.O. BOX 383	WATERBURY, CT 06720-0383	2/3/2009	64001839	\$138	
TAX COLLECTOR, CITY OF WATERBU	P.O. BOX 2556	WATERBURY, CT 06723-2556	2/6/2009	64001939	\$468,294	
TAX COLLECTOR, CITY OF WATERBU	P.O. BOX 2556	WATERBURY, CT 06723-2556	2/4/2009	64001600	\$1,757,442	
TOTAL						\$2,225,874
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	3/2/2009	64002523	(\$3,710)	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	1/21/2009	64001315	\$191	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	1/21/2009	64001315	\$372	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	1/21/2009	64001315	\$939	

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THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	1/21/2009	64001315	\$1,358	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	2/2/2009	64001840	\$1,358	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	3/2/2009	64002523	\$1,426	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	3/2/2009	64002523	\$6,031	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	1/21/2009	64001315	\$6,117	
THYSSENKRUPP ELEVATOR	P.O. BOX 933007	ATLANTA, GA 31193-3010	2/2/2009	64001840	\$6,117	
TOTAL						\$20,198
TIM'S SIGN & LIGHTING SERVICE,	38 ELM STREET	MERIDEN, CT 6450	2/10/2009	64002045	\$1,007	
TIM'S SIGN & LIGHTING SERVICE,	38 ELM STREET	MERIDEN, CT 6450	4/6/2009	64003124	\$3,195	
TIM'S SIGN & LIGHTING SERVICE,	38 ELM STREET	MERIDEN, CT 6450	4/13/2009	64003388	\$5,413	
TIM'S SIGN & LIGHTING SERVICE,	38 ELM STREET	MERIDEN, CT 6450	3/24/2009	64002988	\$6,288	
TOTAL						\$15,903
USI	PO BOX 189	KENILWORTH, NJ 7033	4/6/2009	64003297	\$56,389	
USI	PO BOX 189	KENILWORTH, NJ 7033	3/13/2009	64002839	\$60,654	
USI	PO BOX 189	KENILWORTH, NJ 7033	2/10/2009	64002138	\$62,689	
TOTAL						\$179,732
TOTAL						\$3,052,596

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

Case Name	Case Number	Court Name and Location
COCCHIOLA PAVING, INC. V. SNOW GO, LLC D/B/A MJ NELSON, SNOW GO, LLC, GENERAL GROWTH PROPERTIES, INC., SEARS, ROEBUCK & CO, GGP-BRASS MILL, INC.	UNKNOWN	SUPERIOR COURT OF CONNECTICUT, ; CONNECTICUT
LEEANN CLARKSON V. ALLIEDBARTON SECURITY SERVICES, LLC, ET AL.	2009-CA-004419	SUPERIOR COURT, JUDICIAL DISTRICT OF WATERBURY AT WATERBURY, CONNECTICUT; CONNECTICUT
MARGARET J. COLASUONNO V. BRASS MILL CENTER A/K/A GGP-BRASS MILL, INC. AND GENERAL GROWTH PROPERTIES, INC. A/K/A GENERAL GROWTH MANAGEMENT, INC.	UNKNOWN	SUPERIOR COURT, JUDICIAL DISTRICT OF WATERBURY AT WATERBURY, CONNECTICUT; CONNECTICUT
MG SERVICES, LLC V. GENERAL GROWTH PROPERTIES, INC.	CV 08 5009766	SUPERIOR COURT, J.D. OF WATERBURY, AT WATERBURY, CONNECTICUT; CONNECTICUT
TAMARA RADOV V. GGP BRASS MILL, INC.	N/A	SUPERIOR COURT, JUDICIAL DISTRICT OF WATERBURY AT WATERBURY, CONNECTICUT; CONNECTICUT

Specific Notes

17a. Environmental Information - Debtor has received notice from a Governmental Agency

<u>Category</u>	<u>Environmental Matter Name</u>	<u>Site Location</u>	<u>Regulatory Authority</u>
SOIL AND/OR GROUNDWATER CONTAMINATION REMEDIATION / INVESTIGATION	BRASS MILL , CT	495 UNION STREET, WATERBURY, CT 06706	CONNECTICUT DEPARTMENT OF ENVIRONMENTAL PROTECTION; HALEY & ALDRICH, INC.

Specific Notes

The Debtors have operated in many locations. At some of these locations, the Debtors no longer have any operations, and may no longer have relevant records or the records may no longer be complete or reasonably accessible and reviewable. Some individuals who once possessed responsive information are no longer employed by the Debtors. For all of these reasons, it may not be reasonably possible to identify and supply the requested information for every "site" and "proceeding" literally responsive to Question 17. Nonetheless, the Debtors have devoted substantial internal and external resources to identifying and providing the requested information for as many responsive sites and proceedings as reasonably possible. The Debtors placed first priority on identifying all active or open matters. The Debtors reserve all of their rights to supplement or amend this response in the future if additional information becomes available.

Due to the number of potentially responsive matters for the Debtors, the practical burdens of compiling information on inactive matters, and the presumably lower relevance of information on matters that have been inactive for a longer period of time, the Debtors generally have attempted to compile information on inactive matters only where there has been some activity within the last few years.

Where some requested categories of information were not reasonably available for a listed "site" or "proceeding," the Debtors' response gives as much information as was available.

Where a site is the subject of a proceeding, settlement, or order listed in the response to Question 17(c), the site and notices related to it are not also listed in the responses to Questions 17(a) or 17(b). Similarly, sites that are listed in the response to Question 17(a) (sites for which the Debtors have received notice from a governmental unit) are not repeated in the response to Question 17(b) (sites at which the Debtors have provided notice to a governmental unit).

Where a site identified in Attachment 17(a) or 17(b) is the topic of multiple notices, or notices that preceded and were related to proceedings listed in the response to Question 17(c), all such notices may not be listed.

This response does not include sites or proceedings related to nonenvironmental laws such as occupational safety and health laws or transportation laws.

The response to Question 17(b) (concerning notices by the Debtors of releases) does not list routine reports and submissions, to the extent they exist, concerning discharges resulting from normal operations where such reports and submissions were made in compliance with regulatory requirements, such as discharge monitoring reports, toxic release inventory submissions, and submissions concerning air emissions.

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	DIRECTOR (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	DIRECTOR (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	DIRECTOR	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.	DIRECTOR	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)

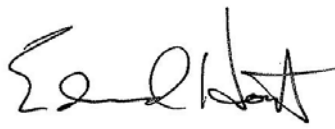
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

GGP-BRASS MILL, INC.

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.