

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re: GGP-Foothills L.L.C.

Case No. 09-12137

Chapter 11

**SUBJECT TO GLOBAL NOTES AND SPECIFIC NOTES TO THESE SCHEDULES**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

**AMOUNTS SCHEDULED**

NAME OF SCHEDULE	ATTACHED YES / NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - REAL PROPERTY	YES	2	\$100,612,784		
B - PERSONAL PROPERTY	YES	24	\$1,039,846		
C - PROPERTY CLAIMED AS EXEMPT	NO	0			
D - CREDITORS HOLDING SECURED CLAIMS	YES	5		\$1,511,868,749	
E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Total of claims on Schedule E)	YES	5		\$0	
F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS	YES	6		\$227,182	
G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YES	17			
H - CODEBTORS	YES	2			
I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
<b>Total number of sheets of all Schedules</b>		61			
			<b>Total Assets &gt;</b>	<b>\$101,652,631</b>	
				<b>Total Liabilities &gt;</b>	<b>\$1,512,095,931</b>



**UNITED STATES BANKRUPTCY COURT  
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

**GENERAL**

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by General Growth Properties Inc. ("General Growth") and its affiliated debtors in these jointly administered chapter 11 cases (collectively, the "Debtors") pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") were prepared, pursuant to section 521 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure, by management of the Debtors, with the assistance of the Debtors' court-appointed advisors, and are unaudited. Nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. As described further below, the Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

The Schedules and Statements have been signed by Edmund Hoyt, Interim Chief Financial Officer of General Growth, who is responsible for financial oversight of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Hoyt necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. Mr. Hoyt has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors, classification of such amounts, and their addresses.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

**Description of the Cases**

On April 16, 2009, certain of the Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court. The remaining Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court on April 22, 2009. The chapter 11 cases of the Debtors have been consolidated for the purpose of joint administration under Case No. 09-11977. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As used in these Global Notes, the term "Petition Date" refers to the date each Debtor filed its petition for relief under the Bankruptcy Code.

**Basis of Presentation**

For financial reporting purposes, prior to the Petition Date, the Debtors, their non-Debtor subsidiaries, and certain non-Debtor affiliates prepared consolidated financial statements that were audited annually. Not all of the direct and indirect subsidiaries and affiliates of General Growth are Debtors in these chapter 11 cases. As a result, combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that would be substantially different from financial information regarding General Growth and its subsidiaries prepared on a consolidated basis under Generally Accepted Accounting Principles ("GAAP"). These Schedules and Statements are not financial statements prepared in accordance with GAAP and are not intended to fully reconcile to the consolidated publicly reported financial statements prepared by General Growth.

These Schedules and Statements reflect the assets and liabilities of each separate Debtor as reflected on the financial books and records of the Debtors, except where otherwise indicated. Due to the complexity and size of the Debtors' business, these financial books, records, and statements, and therefore these Schedules and Statements, could contain inadvertent inaccuracies, as well as classifications and characterizations which could result in the inclusion of an item on the Schedules and Statements of a Debtor that might be more appropriately reflected on the Schedules and Statements of a different Debtor.

The Debtors have made reasonable efforts to correctly quantify, characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' business, the Debtors may have inadvertently improperly quantified, characterized, classified, categorized, or designated certain items. In addition, certain items reported in the Schedules and Statements could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item. Moreover, the categories are included for ease of reference and are not controlling.

**Amendment**

While the Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available to it at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. There can be no assurance that these Schedules and Statements are complete, because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment. The Debtors reserve all rights to amend the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, as may be necessary to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status, description, or classification, to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated," or to otherwise recalculate, recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements.

**Claim Description**

Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, description or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated."

**UNITED STATES BANKRUPTCY COURT  
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING  
DEBTOR'S SCHEDULES AND STATEMENTS**

**Unliquidated Claim Amounts**

Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

**Undetermined Amounts**

The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.

**Bankruptcy Court Orders**

Pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of employees, taxing authorities, lienholders, and certain other prepetition creditors. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders. The prepetition claims of employees and taxing authorities covered by such orders are either not listed in the Schedules and Statements or listed at \$0 and marked as contingent and unliquidated. Remaining liabilities are reflected on the Statements and Schedules, although some of these liabilities may have been satisfied subsequent to the Petition Date.

**Valuation**

The Debtors do not have current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Schedules and Statements. Exceptions to this include operating cash and certain other assets. Operating cash is presented at bank balances as of the Petition Date. Certain other assets, such as investments in subsidiaries and other intangible assets, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or if a value other than net book value was used, such other ascribed value) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total assets and liabilities exclude items identified as "unknown" or "undetermined" and include items identified as "contingent" or "unliquidated." Therefore, total assets and liabilities of a Debtor may differ materially from those stated in the Schedules and Statements of such Debtor.

**Dates**

The information provided herein, except as otherwise noted, represents the asset data of the Debtors as of March 31, 2009 and the liability data of the Debtors as of the close of business on the applicable Petition Date. March 31, 2009 was selected as the date for asset data because the debtors believed that the additional procedures undertaken in connection with a quarter-end closing would provide additional reporting accuracy, and the Debtors do not believe that net book values changed materially between March 31, 2009 and the Petition Date.

**Worker's Compensation**

Workers' compensation claims generally have been excluded from the Schedules and Statements because the Debtors are performing their obligations as required by law and in accordance with Bankruptcy Court orders granting authority to the Debtors to satisfy those obligations in the ordinary course.

**Specific Notes**

These General Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Specific Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude a Global Note from any or all of the Debtors' remaining Schedules or Statements, as appropriate.

**Liabilities**

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change.

**Excluded Assets and Liabilities**

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including goodwill, pension assets, deferred compensation, accrued salaries, employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded any potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected. In addition, certain immaterial assets and liabilities may have been excluded.

**Leases**

The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases.

**UNITED STATES BANKRUPTCY COURT  
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

**Contingent Assets**

Prior to the relevant Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, item 4(a)(i), for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff. The Debtors believe that they may possess other claims and causes of action and contingent claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have set forth all of these causes of action as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions, or causes of action or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, and (vi) warranties.

**Receivables**

For confidentiality reasons the Debtors have not listed individual customer accounts receivable balance information.

**Guaranties and Other Secondary Liability Claims**

The Debtors have used reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule G for the Debtor or Debtors affected by such Guaranties. The Debtors, however, believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted.

**Co-Obligors**

In the event that two or more Debtors are co-obligors with respect to a scheduled debt or guaranty, such debt or guaranty is listed in the Schedules and Statements of each such Debtor at the full amount of such potential claim, and such claim is marked "contingent" and "unliquidated." No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or non-Debtors.

**Trustee and Agents**

In connection with the following obligations, the Debtors have scheduled the liability under the name of the applicable indenture trustee, administrative agent or, for commercial mortgage backed securities loans, the servicer and noticing agent: (a) the bonds issued by The Rouse Company, LP ("TRCLP") pursuant to that certain indenture dated February 24, 1995; (b) the bonds issued by TRCLP and TRC Co-Issuer, Inc. pursuant to that certain indenture dated May 5, 2006; (c) the 3.98% Exchangeable Senior Notes issued by GGPLP pursuant to that certain indenture dated April 16, 2007; (d) the junior subordinated notes issued by GGPLP pursuant to that certain Junior Subordinated Indenture dated February 24, 2006; (e) the debt outstanding under that certain Amended and Restated Credit Agreement dated February 24, 2006 with General Growth, GGP Limited Partnership ("GGPLP") and GGPLP L.L.C. as borrowers (the "2006 Credit Agreement"), and (f) certain project level debt secured by real property. If more than one indenture trustee, administrative agent or CMBS servicer serves as the notice party for all or a portion of a specific debt obligation, the full amount of such debt may be scheduled more than once and designated as "contingent" and/or "unliquidated."

**Confidential or Sensitive Information**

There may be instances in which certain information in the Schedules and Statements intentionally has been excluded due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. The omissions are limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

**Intellectual Property Rights**

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

**Estimates**

Management was required to make certain estimates and assumptions in order to report liability data as of the Petition Date.

**Fiscal Year**

Each Debtor's fiscal year ends on December 31.

**Currency**

All amounts are reflected in U.S. dollars.

**UNITED STATES BANKRUPTCY COURT  
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

**Property and Equipment**

Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.

**Interest in Subsidiaries and Affiliates**

General Growth directly or indirectly owns all or part of the subsidiaries and affiliates that are also Debtors. In addition, General Growth indirectly owns all or part of numerous subsidiaries and affiliates that are not Debtors. Interests in subsidiaries arise from ownership of stock, partnership interests, limited liability company interests, or other ownership interests in such subsidiaries. Each Debtor's Schedule B13 contains a listing of the current ownership structure of General Growth and its Debtor and non-Debtor subsidiaries. Interests in subsidiaries and affiliates are listed at undetermined amounts because we do not have market valuations of such interests and the net book value of such interests may differ materially from their fair market value.

**Umbrella or Master Agreements**

A number of contracts listed in the Schedules and Statements are umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement.

**Insiders**

The Debtors have attempted to include all payments made over the 12 months preceding the Petition Date to any individual or entity deemed an "insider." For these purposes, "insider" is defined as (i) officers of General Growth as of the Petition Date who were required to file statements pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, with respect to ownership of General Growth common stock, (ii) Directors of General Growth as of the Petition Date, or (iii) an entity owned or controlled by an individual identified in (i) or (ii), other than General Growth or any subsidiary thereof. The listing of a party as an "insider," however, is not intended to be, nor shall be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved.

**Payments**

The financial affairs and business of the Debtors are complex. Prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), the Debtors participated (and continue to participate) in a centralized cash management system through which cash disbursements are generally made by GGPLP (a Debtor) on behalf of its Debtor and non-Debtor subsidiaries and affiliates. As a result, payments in the Schedules and Statements have been made prepetition by GGPLP on behalf of other Debtors through the operation of the centralized cash management system.

**Intercompany Transactions**

Prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and continue to engage) in intercompany transactions with both Debtors and non-Debtors, which may or may not result in intercompany accounts payable and receivable. The respective intercompany accounts payable and receivable as of the Petition Date, if any, are not set forth in the Schedules and Statements.

**Schedule B-24 – Customer Lists**

The Debtors have compiled certain customer lists and related customer information. Although this information is confidential and has not been included on Schedule B, the omission of such information should not be deemed a conclusion that such information has no value.

**UNITED STATES BANKRUPTCY COURT  
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**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Check this box if debtor has no real property to report on this Schedule A.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
SEE EXHIBIT A-1 IMMEDIATELY FOLLOWING SCHEDULE A	OWNED	\$100,612,784	UNDETERMINED

**Specific Notes**

**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.****Case No. 09-12137****Exhibit A-1****Real Property**

LOCATION ADDRESS	NATURE OF DEBTOR'S INTEREST IN PROPERTY	LAND	BUILDING (NBV)	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	NOTE
MALL - CONSTRUCTION IN PROGRESS; 215 EAST FOOTHILLS PARKWAY, FORT COLLINS, CO	OWNED	\$0	\$1,023,344	\$1,023,344	
MALL; 215 EAST FOOTHILLS PARKWAY, FORT COLLINS, CO	OWNED	\$10,574,970	\$89,014,470	\$99,589,440	
	<b>TOTALS:</b>	<b>\$10,574,970</b>	<b>\$90,037,814</b>	<b>\$100,612,784</b>	

**Specific Notes**

As of the Petition Date, construction was in progress at certain real property owned by the Debtors. Real property listed on Schedule A may reflect this construction in progress.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		See Attached Schedule Exhibit B-1	\$700
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Attached Schedule Exhibit B-2	\$3,354
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.		See Attached Schedule Exhibit B-9	\$8,386
10. Annuities. Itemize and name each issuer.	X		



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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans.	X		
13. Stock and interests in incorporated and unincorporated business. Itemize.		See Attached Schedule Exhibit B-13	Undetermined
14. Interests in partnerships or joint ventures. Itemize.		See Attached Schedule Exhibit B-13	Undetermined
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.			\$840,820
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.		See Attached Schedule Exhibit B-22	Undetermined
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X	See Global Notes	Undetermined

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**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See Attached Schedule Exhibit B-25	\$30,924
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		See Attached Schedule Exhibit B-28	\$4,022
29. Machinery, fixtures, equipments, and supplies used in business.		See Attached Schedule Exhibit B-29	\$121,806
30. Inventory	X		
31. Animals	X		
32. Crops - growing or harvested. Give particulars	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35 (a). Other personal property of any kind not already listed. Itemize.		See Attached Schedule Exhibit B-35a	\$29,835
35 (b). Accounts Payable Debit Balances	X		

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-1**

**Cash on Hand - Petty Cash**

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**Type of Cash & Location**

**Net Book Value**

PETTY CASH - CASH DRAWER

\$700

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**\$700**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-2**

**Checking, savings, or other financial accounts, CDs, etc.**

<b><u>Bank Name</u></b>	<b><u>Address</u></b>	<b><u>City, State and Zip Code</u></b>	<b><u>Bank Balance</u></b>
WELLS FARGO BANK	1000 LOUISIANA, 4TH FLOOR, MAC T5002-042	HOUSTON, TX 77002	\$866
WELLS FARGO BANK	1000 LOUISIANA, 4TH FLOOR, MAC T5002-042	HOUSTON, TX 77002	\$2,488
<b>Total:</b>			<b>\$3,354</b>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-9**

**Interests in Insurance Policies**

<b><u>Insurance Carrier</u></b>	<b><u>Policy Number and Description</u></b>	<b><u>Amount</u></b>
LEXINGTON INSURANCE COMPANY LEAD & VARIOUS OTHERS IN PROPERTY INSURANCE LAYERED PROGRAM	LEXINGTON LEAD POLICY # 8757817 & VARIOUS OTHERS	\$1,327
LEXINGTON INSURANCE COMPANY LEAD & VARIOUS OTHERS IN PROPERTY INSURANCE LAYERED PROGRAM	LEXINGTON LEAD POLICY # 8757817 & VARIOUS OTHERS	\$447
LEXINGTON INSURANCE COMPANY LEAD & VARIOUS OTHERS IN PROPERTY INSURANCE LAYERED PROGRAM	LEXINGTON LEAD POLICY # 8757817 & VARIOUS OTHERS	\$680
LEXINGTON INSURANCE COMPANY LEAD & VARIOUS OTHERS IN PROPERTY INSURANCE LAYERED PROGRAM	LEXINGTON LEAD POLICY # 8757817 & VARIOUS OTHERS	\$5,008
LIBERTY INSURANCE CO. - GL, WC, AUTO	GL: EBI-641-435254-078 WC: WA7-64D435254-018 AUTO: AS2-641-435254-038	\$64
LIBERTY INSURANCE CO. - GL, WC, AUTO	GL: EBI-641-435254-078 WC: WA7-64D435254-018 AUTO: AS2-641-435254-038	\$15
LIBERTY INSURANCE CO. - GL, WC, AUTO	GL: EBI-641-435254-078 WC: WA7-64D435254-018 AUTO: AS2-641-435254-038	\$845
<b>TOTAL:</b>		<b>\$8,386</b>

Return premiums listed above are valued as May 15, 2009.

General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
1	4/16/2009	General Growth Properties, Inc.		42-1283895
2	4/16/2009	Bay Shore Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
3	4/22/2009	Capital Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
4	4/16/2009	Century Plaza, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
5	4/16/2009	Eagle Ridge Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
6	4/16/2009	Eden Prairie Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
7		General Growth - Westlake (GP), Inc.		
8		GGP 110, Inc.		
9	4/16/2009	GGP Limited Partnership	General Growth Properties, Inc. 96%; Bucklebaum Family Interests and Others 4%	41-1746121
10		Allentown Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
11		Boise Town Square Anchor Acquisition, LLC	GGP Limited Partnership 100%	Disregarded Entity
12	4/16/2009	Canary Chicago, LLC	GGP Limited Partnership 100%	Disregarded Entity
13	4/16/2009	Champaign Market Place L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
14	4/16/2009	Colony Square Mall L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
15	4/16/2009	Columbia Mall L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
16		Coral Ridge Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
17	4/16/2009	Fallbrook Square Partners L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
18	4/16/2009	Fallbrook Square Partners Limited Partnership	GGP Limited Partnership 99.999% LP; Fallbrook Square Partners L.L.C. .001% GP	Disregarded Entity
19	4/16/2009	Fallen Timbers Shops II, LLC	GGP Limited Partnership 100%	Disregarded Entity
20	4/16/2009	Fallen Timbers Shops, LLC	GGP Limited Partnership 100%	Disregarded Entity
21	4/16/2009	Fox River Shopping Center, LLC	GGP Limited Partnership 100%	Disregarded Entity
22	4/16/2009	Gateway Overlook Business Trust	Gateway Overlook Business Trust 100%	Disregarded Entity
23		Gateway Overlook Borrower, LLC		
24		General Growth - Westlake, L.P.	GGP Limited Partnership 99.999% LP; General Growth - Westlake (GP), Inc. 0.001% GP	
25		Westlake Retail Associates, Ltd.	ALL Investment L.P. 50% LP, General Growth - Westlake, L.P. 50% GP	
26		General Growth 170 (GP), LLC	GGP Limited Partnership 100%	Disregarded Entity
27		General Growth 170, LP	GGP Limited Partnership 99% LP; General Growth 170 (GP), LLC 1% GP	
28		170 Retail Associates, Ltd.	ALL Investment L.P. 50% LP; General Growth 170, LP 50% GP	
29		General Growth Management, Inc.	GGP Limited Partnership 99.8%; Hexalon Real Estate, Inc. .2%	
30		Fairfax Hall Beverage, LLC	General Growth Management, Inc. 100%	Disregarded Entity
31		Four State Facility Corporation	General Growth Management, Inc. 35%; J.P. Morgan 32.5%; NYSTERS 32.5%	
32	4/16/2009	GGP Natick Residence LLC	General Growth Management, Inc. 100%	Disregarded Entity
33		GGP Turkey Management, LLC	General Growth Management, Inc. 100%	
34		Harborplace, Inc.	General Growth Management, Inc. 100%	
35		Hoover Mall Services, LLC	General Growth Management, Inc. 100%	
36	4/16/2009	Kaplan's Condominium Development, LLC	General Growth Management, Inc. 100%	Disregarded Entity
37		Learning Mall L.L.C., The	General Growth Management, Inc. 100%	
38		Mallfinder Network LLC	General Growth Management, Inc. 100%	
39		Perimeter Mall Facilities, LLC	General Growth Management, Inc. 100%	
40		Rouse-West Dade, Inc.	Unknown parties unrelated to GGP 97.62%; General Growth Management, Inc. 2.38%	
41	4/16/2009	Valley Plaza Anchor Acquisition, LLC	General Growth Management, Inc. 50%; Perimeter Mall Misc LLC 50%	
42		GGP 110 Holding L.L.C.	General Growth Management, Inc. 100%	Disregarded Entity
43		GGP 110 L.L.C.	GGP Limited Partnership 100%	
44		GG DR, L.L.C.	GGP 110 Holding L.L.C. 99.5%; GGP 110, Inc. .5%	
45		GGP 123, LLC	GGP 110 L.L.C. 99%; Development Resources Wacker, L.L.C. 1%	
46		GGP 168th Street LLC	GGP Limited Partnership 100%	
47		GGP Capital Trust I	GGP Limited Partnership 100%	
48		GGP Development, LLC	GGP Limited Partnership 100%	
49		GGP Echelon Place, LLC	GGP Limited Partnership 100%	
50		GGP International, LLC	GGP Limited Partnership 100%	
51		GGP Ivanhoe, Inc.	GGP Limited Partnership 51% common stock; Ivanhoe Equities V LP 49%; 117 Preferred Stockholders	
52		GGP Ivanhoe Services, Inc.	GGP Ivanhoe, Inc. 100%	
53		Oaks Mall, LLC	GGP Ivanhoe, Inc. 100%	
54		Westroads Mall L.L.C.	GGP Ivanhoe, Inc. 100%	Disregarded Entity
55	4/16/2009	GGP Jordan Creek L.L.C.	GGP Limited Partnership 100%	
56		GGP Turkey Investors, LLC	GGP Limited Partnership 100%	
57		GGP Ventures Brazil Holding L.L.C.	GGP Limited Partnership 100%	
58		GGP Brazil I L.L.C.	GGP Ventures Brazil Holding L.L.C. 100%	
59		GGP Brazil II L.L.C.	GGP Ventures Brazil Holding L.L.C. 100%	
60		GGP Ventures Costa Rica, L.L.C.	GGP Limited Partnership 100%	
61		GGP Genesis Costa Rica, L.L.C.	Genesis Development Company 50%; GGP Ventures Costa Rica, L.L.C. 50%	
62	4/16/2009	GGP Village at Jordan Creek L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
63	4/16/2009	GGP-Foothills L.L.C.	GGP Limited Partnership 100%	Disregarded Entity

General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
64	4/16/2009	GGP-Four Seasons L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
65		GGP-Macon, LLC	GGP Limited Partnership 100%	
66		Shoppes at River Crossing, LLC	GGP-Macon, LLC 50%; Wilson Maceni 50%	
67	4/16/2009	GGP-Newgate Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
68		GGP-Rogers Retail L.L.C.	GGP Limited Partnership 100%	
69		Rogers Retail L.L.C.	GGP-Rogers Retail L.L.C. 50%; Hunt Schwyhart Graham VI, LLC 50%	
70		Pinnacle Hills, LLC	Rogers Retail L.L.C. 100%	
71		Pinnacle South, LLC	Rogers Retail L.L.C. 100%	
72	4/16/2009	GGP-Tyson Land L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
73	4/16/2009	GGP-Tyson Mall L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
74		GGP/Homart II L.L.C.	GGP Limited Partnership 50%; New York State Common Retirement Fund 50%	
75		Alderwood Mall Holding L.L.C.	GGP/Homart II L.L.C. 99.5%; GGP/Homart, Inc. .5%	
76		Alderwood Mall L.L.C.	Alderwood Mall Holding L.L.C. 100%	
77		Alhambra Mall, LLC	GGP/Homart II L.L.C. 99.5%; GGP-Carolina Place, Inc. .5%	
78		Carolina Place L.L.C.	GGP/Homart II L.L.C. 100%	
79		CPM Land L.L.C.	GGP/Homart II L.L.C. 100%	
80		First Colony Mall, LLC	GGP/Homart II L.L.C. 100%	
81		GGP Connector, Inc.	GGP/Homart II L.L.C. 100%	
82		GGP-Natick Trust	GGP/Homart II L.L.C. 100%; Common Shares; 116 Preferred Holders	
83		GGP-Natick Services, Inc.	GGP-Natick Trust 100%	
84		Glendale Holding, Inc.	GGP-Natick Trust 100%	
85		GGP-Glendale, Inc.	Glendale Holding, Inc. 100%	
86		Natick Mall, LLC	GGP-Natick Trust 100%	
87		GGP-Natick West L.L.C.	GGP/Homart II L.L.C. 100%	
88		GGP-Onay Ranch L.L.C.	GGP/Homart II L.L.C. 100%	
89		GGP-Onay Ranch, L.P.	GGP/Homart II L.L.C. 99.5%; LP; GGP-Onay Ranch L.L.C. .5%; GP	
90		Glendale Anchor Acquisition, LLC	GGP/Homart II L.L.C. 100%	
91		Glendale Holding, L.L.C.	GGP/Homart II L.L.C. 100%	
92		Glendale I Mall Associates, LLC	GGP/Homart II L.L.C. 100%	
93		Glendale II Mall Associates, LLC	Glendale Holding, L.L.C. 99.5%; GGP-Glendale, Inc. .5%	
94		Glendale Ohrbach's Associates, LLC	Glendale I Mall Associates, LLC 100%	
95		Montclair Plaza L.L.C.	Glendale I Mall Associates, LLC 100%	
96		Northbrook Court L.L.C.	GGP/Homart II L.L.C. 99.5%; GGP/Homart, Inc. .5%	
97		Westcoast Estates	GGP/Homart II L.L.C. 99.5%; Northbrook Court L.L.C. .5%	
98		Northbrook Court II L.L.C.	Northbrook Court L.L.C. 80%; Northbrook Court II L.L.C. 20%	
99		Northbrook Court L.L.C.	GGP/Homart II L.L.C. 99.5%; Northbrook Court L.L.C. .5%	
100		Stonebriar Mall, LLC	GGP/Homart II L.L.C. 99.5%; GGP-Northbrook, Inc. .5%	
101		Willowbrook Mall (TX), LLC	GGP/Homart II L.L.C. 100%	
102		Willowbrook Mall Anchor Acquisition (TX), LLC	GGP/Homart II L.L.C. 100%	
103	4/16/2009	GGP/Homart, Inc.	GGP/Homart II L.L.C. 100%	36-4032784
104	4/16/2009	Alameda Mall, L.L.C.	GGP Limited Partnership 100% common stock; 114 Preferred Stockholders	Disregarded Entity
105	4/16/2009	Chula Vista Center, LLC	GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%	Disregarded Entity
106	4/16/2009	Derbrook Mall, LLC	GGP/Homart, Inc. 100%	Disregarded Entity
107	4/16/2009	GGP-General II, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
108		GGP-Arrowhead, Inc.	GGP/Homart, Inc. 100%	
109		New River Associates	GGP-Arrowhead, Inc. 33.33% (1/3 ownership); KCP Realty, Inc. 33.33% (1/3 ownership); Westcoast Realty Limited Partnership 33.33%	
110	4/16/2009	GGP-Bay City One, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
111	4/16/2009	Bay City Mall Associates L.L.C.	GGP-Bay City One, Inc. 83%; GGP/Homart, Inc. 17%	Disregarded Entity
112	4/16/2009	GGP-Brass Mill, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
113		GGP-Buckland Hills One, Inc.	GGP/Homart, Inc. 100%	
114		Pavilions at Buckland Hills L.L.C.	GGP-Buckland Hills One, Inc. 99.999%; GGP/Homart II L.L.C. 0.001%	
115	4/22/2009	GGP-Carolina Place, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
116		GGP-Columbiana Trust	GGP/Homart, Inc. 100%	Disregarded Entity
117	4/16/2009	GGP-Moreno Valley, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
118		GGP-Nashammy Trust	GGP/Homart, Inc. 100%	
119		Nashammy Mall Joint Venture Limited Partnership	GGP-Nashammy Trust 50%; GP; OTR (affiliate of Ohio State Teachers' Retirement System) 50%; LP	
120	4/16/2009	GGP-Newpark L.L.C.	GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%	Disregarded Entity
121	4/16/2009	GGP-Newpark, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
122	4/16/2009	GGP-North Point Land L.L.C.	GGP/Homart, Inc. 100%	Disregarded Entity
123	4/16/2009	GGP-North Point, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
124		GGP-Northbrook, Inc.	GGP/Homart, Inc. 100%	
125		GGP-Pembroke Lakes II, Inc.	GGP/Homart, Inc. 100%	
126		GGP-Pembroke Lakes, Inc.	GGP/Homart, Inc. 100%	



General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
127		Pembroke Lakes Mall Ltd.		
128	4/16/2009	GGP-Steplagate, Inc.	GGP-Pembroke Lakes, Inc. 80%; GGP-Pembroke Lakes II, Inc. 20%	Disregarded Entity
129	4/16/2009	GGP/Homart Services, Inc.	GGP/Homart, Inc. 100%	36-4422467
130	4/16/2009	Ho Retail Properties II Limited Partnership	GGP/Homart, Inc. 100%	Disregarded Entity
131	4/16/2009	NewPark Anchor Acquisition, LLC	GGP/Homart, Inc. 99% LP; GGP General II, Inc. 1% GP	Disregarded Entity
132	4/16/2009	NewPark Mall L.L.C.	GGP/Homart, Inc. 100%	Disregarded Entity
133	4/16/2009	Alameda Mall Associates	GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%	Disregarded Entity
134	4/16/2009	Parkat Arlington, LLC	Alameda Mall, L.L.C. 50%; NewPark Mall L.L.C. 50%	Disregarded Entity
135		Superstition Springs, Inc.	GGP/Homart, Inc. 100%	Disregarded Entity
136		East Mesa Mall L.L.C.	JCP Realty, Inc. 33.33% (1/3 ownership); Superstition Springs, Inc. 33.33% (1/3 ownership); Westcor Realty Limited Partnership 33.33%	
137		Superstition Springs Holding, LLC	Superstition Springs, Inc. 50%; Westcor Realty Limited Partnership 50%	Disregarded Entity
138		East Mesa Land L.L.C.	Superstition Springs Holding, LLC 100%	Disregarded Entity
139	4/16/2009	Tyson Galleria L.L.C.	GGP/Homart, Inc. 100%	Disregarded Entity
140	4/16/2009	Woodlands Mall Associates, LLC, The	GGP/Homart, Inc. 100%	Disregarded Entity
141	4/16/2009	GGPLP L.L.C.	GGP Limited Partnership 90.7% Managing Member; GGP American Properties Inc. 6.2% Common; Caledonian Holding Company, Inc. 3.1% Common; Outside Preferred Interests (DA Retail Investments, LLC)	36-4369191
142	4/16/2009	Apache Mall, LLC	GGPLP L.L.C. 100%	Disregarded Entity
143	4/16/2009	Augusta Mall Anchor Holding, LLC	Augusta Mall Anchor Holding, LLC 100%	Disregarded Entity
144	4/16/2009	Augusta Mall Anchor Acquisition, LLC	GGPLP L.L.C. 100%	Disregarded Entity
145	4/16/2009	Augusta Mall, LLC	Augusta Mall Holding, LLC 100%	Disregarded Entity
146	4/16/2009	Bakersfield Mall LLC	GGPLP L.L.C. 99.5%; Bakersfield Mall, Inc. 0.5%	Disregarded Entity
147	4/16/2009	Bay Shore Mall II L.L.C.	GGPLP L.L.C. 99.4975%; Bay Shore Mall, Inc. .5025%	36-4369192
148	4/16/2009	Bay Shore Mall Partners	Bay Shore Mall II L.L.C. 99.5%; Bay Shore Mall, Inc. .5%	42-1425255
149	4/16/2009	Baybrook Mall, LLC	GGPLP L.L.C. 100%	Disregarded Entity
150	4/16/2009	Bellis Fair Partners	GGPLP L.L.C. 99%; General Growth Properties, Inc. 1%	42-1425992
151	4/16/2009	Birchwood Mall, LLC	GGPLP L.L.C. 100%	Disregarded Entity
152	4/16/2009	Boulevard Mall I LLC	GGPLP L.L.C. 99.5%; Boulevard Mall, Inc. .5%	36-4243079
153	4/16/2009	Boulevard Mall II LLC	Boulevard Mall I LLC 50%; Boulevard Mall II LLC 50%	88-0147916
154	4/16/2009	Capital Mall L.L.C.	GGPLP L.L.C. 99.5%; Boulevard Mall, Inc. .5%	36-4243080
155	4/16/2009	Century Plaza L.L.C.	GGPLP L.L.C. 99.5%; Century Plaza, Inc. .5%	36-4139142
156	4/16/2009	Chapel Hills Mall L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
157	4/16/2009	Chico Mall, L.P.	GGPLP L.L.C. 100%	Disregarded Entity
158	4/16/2009	Chico Mall, L.P.	GGPLP L.L.C. 99.5% LP; Chico Mall L.L.C. 0.5% GP	Disregarded Entity
159	4/16/2009	Costland Center, LLC	GGPLP L.L.C. 100%	Disregarded Entity
160	4/16/2009	Coronado Center L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
161	4/16/2009	Crossroads Mall Land L.L.C., The	GGPLP L.L.C. 100%	Disregarded Entity
162	4/16/2009	Eden Prairie Anchor Building L.L.C.	Coronado Center Holding L.L.C. 100%	Disregarded Entity
163	4/16/2009	Eden Prairie Mall L.L.C.	GGPLP L.L.C. 99.999%; Crossroads Mall Land, Inc., The .001%	Disregarded Entity
164	4/16/2009	Eden Prairie Mall L.L.C.	GGPLP L.L.C. 99.5% LP; Eagle Ridge Mall, Inc. .5% GP	42-1421211
165	4/16/2009	ER Land Acquisition L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
166	4/16/2009	ER Land Acquisition L.L.C.	GGPLP L.L.C. 99.5%; Eden Prairie Mall, Inc. .5%	36-4121182
167	4/16/2009	ER Land Acquisition L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
168	4/16/2009	ER Land Acquisition L.L.C.	GGPLP L.L.C. 99.5%; Elk Grove Town Center L.L.C. .5%	Disregarded Entity
169	4/16/2009	GGP Acquisition, L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
170	4/16/2009	Price Development Company, Limited Partnership	GGP Acquisition, L.L.C. 100%	Disregarded Entity
171	4/16/2009	500 West Capital, L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
172	4/16/2009	BTS Properties L.L.C.	Price Development Company, Limited Partnership 99.5%; GGP Acquisition, L.L.C. .5%	Disregarded Entity
173	4/16/2009	Boise Towne Plaza L.L.C.	BTS Properties L.L.C. 100%	Disregarded Entity
174	4/16/2009	CACHE Valley, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
175	4/16/2009	Country Hills Plaza, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
176	4/16/2009	Gateway Crossing L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
177	4/16/2009	Gateway Crossing L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
178	4/16/2009	GGP-UC L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
179	4/16/2009	Majestic Partners-Provo, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
180	4/16/2009	North Plains Mall, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
181	4/16/2009	North Town Mall, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
182	4/16/2009	Orem Plaza Center Street, LLC	Price Development Company, Limited Partnership 100%	Disregarded Entity
183	4/16/2009	PDC Community Centers L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
184	4/16/2009	PDC-Edinburg Mall L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
185	4/16/2009	PDC-Edinburg Mall L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
186	4/16/2009	PDC-Edinburg Mall L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
187	4/16/2009	PDC-Red Cliffs Mall L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity
188	4/16/2009	PDC-Red Cliffs Mall L.L.C.	Price Development Company, Limited Partnership 100%	Disregarded Entity



General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
252	4/16/2009	Reidlands Land Holding L.L.C.	Reidlands Land Acquisition Company, L.P. 100%	Disregarded Entity
253	4/16/2009	Rogue Valley Mall Holding L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
254	4/16/2009	Rogue Valley Mall L.L.C.	Rogue Valley Mall Holding L.L.C. 100%	Disregarded Entity
255	4/16/2009	Saint Louis Galleria Anchor Acquisition, LLC	GGPLP L.L.C. 100%	Disregarded Entity
256	4/16/2009	Saint Louis Galleria Holding L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
257	4/16/2009	Saint Louis Galleria L.L.C.	Saint Louis Galleria Holding L.L.C. 100%	Disregarded Entity
258	4/16/2009	Sikes Senter, LLC	GGPLP L.L.C. 100%	Disregarded Entity
259	4/16/2009	South Shore Partners, L.P.	GGPLP L.L.C. 99.5% LP; GGP-South Shore Partners, Inc. .5% GP	42-1426053
260	4/16/2009	Southland Mall, L.P.	GGPLP L.L.C. 100%	13-4221889
261	4/16/2009	Southwest Denver Land L.L.C.	GGPLP L.L.C. 99.5% LP; GGP-South Shore Partners, Inc. .5% GP	Disregarded Entity
262	4/16/2009	Southwest Plaza L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
263	4/16/2009	Spring Hill Mall L.L.C.	GGPLP L.L.C. 100%	Disregarded Entity
264	4/22/2009	Stonestown Shopping Center L.L.C.	Stonestown Shopping Center Holding L.L.C. 100%	Disregarded Entity
265	4/16/2009	Stonestown Shopping Center, L.P.	Stonestown Shopping Center L.L.C. .5% GP	Disregarded Entity
266	4/16/2009	Tracy Mall Partners II, L.P.	GGPLP L.L.C. 99.5% LP; Tracy Mall, Inc. .5% GP	36-4369495
267	4/16/2009	Tracy Mall Partners I, L.L.C.	GGPLP L.L.C. 99.5% LP; Tracy Mall, Inc. .5% GP	36-4369500
268	4/16/2009	Tracy Mall Partners, L.P.	Tracy Mall Partners II, L.P. 99.5% LP; Tracy Mall Partners I, L.L.C. .5 GP	42-1407674
269	4/16/2009	Valley Hills Mall L.L.C.	GGPLP L.L.C. 99.5% LP; Valley Hills Mall, Inc. .5%	36-4186809
270	4/16/2009	Victoria Ward, Limited	GGPLP L.L.C. 100%; 119 Preferred Stockholders	99-0057590
271	4/16/2009	Victoria Ward, Limited	Victoria Ward, Limited 100%	Disregarded Entity
272	4/16/2009	Crossroads Mall Land, Inc. The	Victoria Ward, Limited 100%	Disregarded Entity
273	4/16/2009	GGP-Maine Mall Land L.L.C.	Victoria Ward, Limited 100%	Disregarded Entity
274	4/16/2009	Saint Louis Land L.L.C.	Victoria Ward, Limited 100%	Disregarded Entity
275	4/16/2009	Victoria Ward Center L.L.C.	Victoria Ward, Limited 100%	Disregarded Entity
276	4/16/2009	Land Trust No. 89433	Victoria Ward Center L.L.C. 100%	Disregarded Entity
277	4/16/2009	Victoria Ward Entertainment Center L.L.C.	Victoria Ward, Limited 100%	Disregarded Entity
278	4/16/2009	Land Trust No. 89434	Victoria Ward Entertainment Center L.L.C. 100%	Disregarded Entity
279	4/16/2009	Victoria Ward Services, Inc.	Victoria Ward, Limited 100%	48-1298057
280	4/16/2009	VW Condominium Development, LLC	Victoria Ward Services, Inc. 100%	Disregarded Entity
281	4/16/2009	Ward Gateway-Industrial-Village, LLC	Victoria Ward, Limited 100%	Disregarded Entity
282	4/16/2009	Land Trust No. FHB-TRES 200602	Ward Gateway-Industrial-Village, LLC 100%	Disregarded Entity
283	4/16/2009	Ward Plaza-Warehouse, LLC	Victoria Ward, Limited 100%	Disregarded Entity
284	4/16/2009	Greenwood Mall L.L.C.	Ward Plaza-Warehouse, LLC 100%	Disregarded Entity
285	4/22/2009	Greenwood Mall Land, LLC	GGP Limited Partnership 99.5% Greenwood Mall, Inc. .5%	36-4425815
286	4/16/2009	Hoover JV HoldCo, LLC	GGP Limited Partnership 100%	Disregarded Entity
287	4/16/2009	Hoover Mall Holding, L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
288	4/16/2009	Hoover Mall Limited, L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
289	4/16/2009	Riverchase Anchor Acquisition, LLC	Hoover JV HoldCo, LLC 50%; Wilson Galleria, LLC 50%	Disregarded Entity
290	4/16/2009	Ivanhoe JV HoldCo, LLC	Hoover Mall Holding L.L.C. 100%	Disregarded Entity
291	4/16/2009	Lakeland Square Mall, LLC	Hoover Mall Holding L.L.C. 100%	36-4246370
292	4/16/2009	Lincolnshire Commons, LLC	GGP Limited Partnership 100%	36-4387198
293	4/16/2009	Mall St. Vincent, L.P.	GGP Limited Partnership 100%	Disregarded Entity
294	4/16/2009	MSAB Holdings L.L.C.	GGP Limited Partnership 99.999%; Mall St. Vincent, Inc. 0.001%	Disregarded Entity
295	4/16/2009	Natick Rental, LLC	GGP Limited Partnership 99.999%; MSAB Holdings, Inc. 0.001%	Disregarded Entity
296	4/16/2009	Newgate Mall Land Acquisition, LLC	GGP Limited Partnership 100%	Disregarded Entity
297	4/16/2009	Oklahoma Mall L.L.C.	GGP Limited Partnership 99%; Oklahoma Mall, Inc. 1%	Disregarded Entity
298	4/16/2009	Daylby Associates	Oklahoma Mall L.L.C. 50%; JCT Realty, Inc. 49%; Riley Inc. dba Riley Omega, Inc. 1%	36-4118382
299	4/16/2009	Quail Springs Mall, LLC	Daylby Associates 100%	Disregarded Entity
300	4/16/2009	Parke West, LLC	GGP Limited Partnership 100%	Disregarded Entity
301	4/16/2009	Phase II Mall Subsidiary, LLC	GGP Limited Partnership 100%	Disregarded Entity
302	4/16/2009	Rio West L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
303	4/16/2009	River Hills Land, LLC	GGP Limited Partnership 100%	Disregarded Entity
304	4/16/2009	River Hills Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
305	4/16/2009	Rouse Company LP, The	GGP Limited Partnership 99% LP; Rouse LLC 1% GP	Disregarded Entity
306	4/16/2009	GGP Holding, Inc.	Rouse Company LP, The 100%; 120 Preferred Stockholders	Disregarded Entity
307	4/16/2009	Chattanooga Mall, Inc.	GGP Holding, Inc. 100%	36-4230211
308	4/16/2009	GGP Holding II, Inc.	GGP Holding, Inc. 99.955082% common stock + 480 preferred shares ; Rouse Company LP, The .0046918% common stock	Disregarded Entity
309	4/16/2009	Caledonian Holding Company, Inc.	GGP Holding II, Inc. 100%	30-0257493
310	4/16/2009	Bakersfield Mall, Inc.	Caledonian Holding Company, Inc. 100%	Disregarded Entity
311	4/16/2009	GGP-La Place, Inc.	Caledonian Holding Company, Inc. 100%	Disregarded Entity
312	4/16/2009	La Place Shopping, L.P.	Caledonian Holding Company, Inc. 99.5% LP; GGP-La Place, Inc. .5% GP	Disregarded Entity
313	4/16/2009	RASCAP Realty, Ltd.	Caledonian Holding Company, Inc. 100%	Disregarded Entity
314	4/16/2009			Disregarded Entity

General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
315	4/16/2009	RS Properties Inc.	Caledonian Holding Company, Inc. 100%	Disregarded Entity
316		Cumberland Mall, LLC	GGP Holding II, Inc. 100%	Disregarded Entity
317	4/16/2009	Eastridge Shopping Center L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
318	4/16/2009	GGP American Holdings Inc.	GGP American Holdings Inc. 100%	Disregarded Entity
319	4/16/2009	GGP American Properties Inc.	GGP American Properties Inc. 100%	Disregarded Entity
320	4/16/2009	Boulevard Mall, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
321	4/16/2009		GGP Holding II, Inc. 100%	Disregarded Entity
322	4/16/2009		GGP Holding II, Inc. 100%	Disregarded Entity
323	4/16/2009		GGP Holding II, Inc. 100%	Disregarded Entity
324	4/16/2009	Landmark Mall L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
325	4/22/2009	Mayfair Mall, LLC	GGP Holding II, Inc. 100%	Disregarded Entity
326	4/22/2009	Pareity L.L.C.	Pareity L.L.C. 100%	Disregarded Entity
327	4/22/2009		Pareity Trust 50%; PC Lancaster Trust 50%	Disregarded Entity
328	4/22/2009		Pareity-HP Lancaster Venture 100%	Disregarded Entity
329	4/22/2009		GGP Holding II, Inc. 100%	Disregarded Entity
330	4/22/2009	Park City Holding, Inc.	GGP Holding II, Inc. 99.99%; Park City Holding, Inc. .01%	Disregarded Entity
331	4/22/2009	PC Lancaster L.L.C.	PC Lancaster L.L.C. 100%	Disregarded Entity
332	4/16/2009	GGP-IV Services, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
333	4/16/2009	GGP Savannah L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
334	4/16/2009	GGP-Canal Shoppes L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
335	4/16/2009	Grand Canal Shoppes II, LLC	GGP-Canal Shoppes L.L.C. 100%	Disregarded Entity
336	4/16/2009	GGP-Pecanland, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
337	4/16/2009	Oak View Mall L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
338	4/16/2009	Oglethorpe Mall L.L.C.	GGP Holding II, Inc. 100%	Disregarded Entity
339	4/16/2009	Prince Kuhio Plaza, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
340	4/16/2009	Southland Mall, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
341	4/16/2009	U.K.-American Properties, Inc.	GGP Holding II, Inc. 100%	Disregarded Entity
342	4/16/2009	U.K.-LaSalle, LLC	GGP Holding II, Inc. 100%	Disregarded Entity
343	4/16/2009	GGP Holding Services, Inc.	GGP Holding, Inc. 100%	14-1870219
344	4/16/2009	HRD Remainder, Inc.	GGP Holding, Inc. 100%	Disregarded Entity
345		ACB Parking Business Trust	HRD Remainder, Inc. 100%	
346		American City Building Corporation	HRD Remainder, Inc. 100%	
347	4/16/2009	Baltimore Center Garage Limited Partnership	HRD Remainder, Inc. 74.5%; LP, Baltimore Center, LLC 25% GP, Village of Cross Keys, LLC, The 0.5% LP	Disregarded Entity
348	4/16/2009	Benson Park Business Trust	HRD Remainder, Inc. 100%	Disregarded Entity
349		Columbia Mall, Inc.	HRD Remainder, Inc. 100%	Disregarded Entity
350	4/22/2009	10 CCC Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity
351		10 CCC Borrower, LLC	10 CCC Business Trust 100%	Disregarded Entity
352	4/22/2009	20 CCC Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity
353		20 CCC Borrower, LLC	20 CCC Business Trust 100%	Disregarded Entity
354	4/22/2009	30 CCC Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity
355		30 CCC Borrower, LLC	30 CCC Business Trust 100%	Disregarded Entity
356		CMI Corporate Parking Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity
357		Columbia Mall Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity
358	4/16/2009	Fifty Columbia Corporate Center, LLC	Columbia Mall, Inc. 100%	Disregarded Entity
359	4/16/2009	Forty Columbia Corporate Center, LLC	Columbia Mall, Inc. 100%	Disregarded Entity
360	4/16/2009	Lakeside Mall Holding, LLC	Columbia Mall, Inc. 82.04%; HRD Remainder, Inc. 7.83%; Rouse Company Operating Partnership LP, The 6.89%; Hickory Ridge Village, LLC 3.14741	Disregarded Entity
361	4/16/2009	Lakeside Mall Property LLC	Lakeside Mall Holding, LLC 100%	Disregarded Entity
362		Mall in Columbia Holding II L.L.C., The	Columbia Mall, Inc. 100%	Disregarded Entity
363		Mall in Columbia Holding II L.L.C., The	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
364		CM Theatre Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
365		CMH Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
366		CMN Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
367		Lot 48 Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
368		Lot 49 Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
369		Mall Entrances Business Trust	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
370		Mall in Columbia Business Trust, The	Mall in Columbia Holding II L.L.C., The 100%	Disregarded Entity
371	4/16/2009	Park Square Limited Partnership	Columbia Mall, Inc. 99% LP, Sixty Columbia Corporate Center, LLC 1% GP	Disregarded Entity
372		60 CCC Borrower, LLC	Park Square Limited Partnership 100%	Disregarded Entity
373	4/16/2009	Parkside Limited Partnership	Columbia Mall, Inc. 99% LP, Fifty Columbia Corporate Center, LLC 1% GP	Disregarded Entity
374		50 CCC Borrower, LLC	Parkside Limited Partnership 100%	Disregarded Entity
375	4/16/2009	Parkview Office Building Limited Partnership	Columbia Mall, Inc. 99% LP, Forty Columbia Corporate Center, LLC 1% GP	Disregarded Entity
376		40 CCC Borrower, LLC	Parkview Office Building Limited Partnership 100%	Disregarded Entity
377	4/22/2009	Running Brook Business Trust	Columbia Mall, Inc. 100%	Disregarded Entity

General Growth Properties Entity Matrix

Count	Entity Date	ENTITIES	Ownership Percentage	TIN
378		Running Brook Borrower, LLC	Running Brook Business Trust 100%	
379		Seventy Columbia Corporate Center Limited Partnership	Columbia Mall, Inc. 99% LP; Seventy Columbia Corporate Center, LLC 1% GP	
380		Seventy Columbia Corporate Center, LLC	Columbia Mall, Inc. 100%	
381	4/16/2009	Sixty Columbia Corporate Center, LLC	Columbia Mall, Inc. 100%	Disregarded Entity
382	4/22/2009	Town Center East Business Trust	Town Center East Business Trust 100%	Disregarded Entity
383		CCC Association Borrower, LLC	Town Center East Business Trust 100%	
384		CCC Exhibit Borrower, LLC	Town Center East Business Trust 100%	
385		CCC Ridgety Borrower, LLC	Town Center East Business Trust 100%	
386		Columbia Mall SFE, LLC	Town Center East Business Trust 100%	
387		Columbia Management, Inc.	HRD Remainder, Inc. 100%	
388	4/16/2009	Hickory Ridge Village Center, Inc.	HRD Remainder, Inc. 100%	Disregarded Entity
389		Howard Research And Development Corporation, The	HRD Remainder, Inc. 100%	
390		Bridgeland GP, LLC	Howard Research And Development Corporation, The 100%	
391		Columbia Land Holdings, Inc.	Howard Research And Development Corporation, The 100%	
392		Cypress LA, LLC	Howard Research And Development Corporation, The 100%	
393		Emerson Land, LLC	Howard Research And Development Corporation, The 100%	
394		Emerson Land Business Trust	Emerson Land, LLC 100%	
395	4/16/2009	Gateway/Overlook II Business Trust	Howard Research And Development Corporation, The 100%	Disregarded Entity
396		Gateway/Overlook II Borrower, LLC	Gateway/Overlook II Business Trust 100%	
397		Gateway/Overlook III Business Trust	Howard Research And Development Corporation, The 100%	
398		Harpers Choice Business Trust	Howard Research And Development Corporation, The 100%	
399		LP Rouse-Houston, LLC	Howard Research And Development Corporation, The 100%	
400		GGP - Bridgeland, LP	LP Rouse-Houston, LLC 99% LP; Bridgeland GP, LLC 1% GP	
401		LRYC Business Trust	Howard Research And Development Corporation, The 100%	
402		Merrweather Post Business Trust	Howard Research And Development Corporation, The 100%	
403		Oakland Ridge Industrial Development Corporation	Howard Research And Development Corporation, The 100%	
404		Parcel C Business Trust	Howard Research And Development Corporation, The 100%	
405		Rouse ID Business Trust	Howard Research And Development Corporation, The 100%	
406		Rouse Transportation, LLC	Howard Research And Development Corporation, The 100%	
407		Rouse-Merchaut/Wired, Inc.	Howard Research And Development Corporation, The 100%	
408		Rouse-Phoenix Hotel Corporation	Howard Research And Development Corporation, The 100%	
409		Rouse-Phoenix Hotel Parking, Inc.	Howard Research And Development Corporation, The 100%	
410		Stone Lake, LLC	Howard Research And Development Corporation, The 100%	
411		Town Center East Parking Lot Business Trust	Howard Research And Development Corporation, The 100%	Disregarded Entity
412	4/16/2009	West Kendall Holdings, LLC	Howard Research And Development Corporation, The 100%	Disregarded Entity
413		HRD Parking Deck Business Trust	HRD Remainder, Inc. 100%	
414	4/16/2009	HRD Parking, Inc.	HRD Remainder, Inc. 100%	Disregarded Entity
415		Lakefront North Parking, Inc.	HRD Remainder, Inc. 100%	
416	4/16/2009	Rouse-Annom Retail Center Limited Partnership	HRD Remainder, Inc. 99% LP; Rouse-Annom Center, LLC 1% GP	52-1644885
417	4/16/2009	Rouse-Phoenix Master Limited Partnership	HRD Remainder, Inc. 99% LP; Rouse-Phoenix Development Company, LLC 1% GP	52-1535092
418		TRC Parking Business Trust	HRD Remainder, Inc. 100%	
419	4/16/2009	White Marsh Mall, LLC	HRD Remainder, Inc. 100%	Disregarded Entity
420	4/16/2009	White Marsh Mall Associates	HRD Remainder, Inc. 50%; White Marsh Mall, LLC 50%	Disregarded Entity
421	4/16/2009	White Marsh Phase II Associates	White Marsh Mall Associates 50%; White Marsh Phase II Associates 50%	Disregarded Entity
422	4/16/2009	White Marsh Phase II Associates	HRD Remainder, Inc. 50%; White Marsh Mall, LLC 50%	Disregarded Entity
423	4/16/2009	White Marsh Phase II Associates	HRD Remainder, Inc. 100%	Disregarded Entity
424		Willowbrook II, LLC	HRD Remainder, Inc. 100%	
425	4/16/2009	Wineopin Restaurant Business Trust	GGP Holding, Inc. 99.5%; Chattanooga Mall, Inc. .5%	Disregarded Entity
426	4/16/2009	GGP-Burlington L.L.C.	Rouse Company LP, The 99%; GGP Holding II, Inc. 1%	68-4572109
427	4/16/2009	Burlington Town Center LLC	GGP-Burlington L.L.C. 100%	Disregarded Entity
428	4/22/2009	Burlington Town Center II LLC	Burlington Town Center II LLC 100%	Disregarded Entity
429	4/16/2009	Burlington Town Center LLC, The	Rouse Company LP, The 99% LP; Prince Kuhn Plaza, Inc. 1% GP	36-4066769
430	4/16/2009	Ho Retail Properties I Limited Partnership	Rouse Company LP, The 100%	Disregarded Entity
431	4/16/2009	Howard Hughes Properties, Inc.	Howard Hughes Properties, Inc. 100%	52-2068603
432	4/16/2009	10000 West Charleston Boulevard, LLC	Howard Hughes Properties, Inc. 100%	Disregarded Entity
433	4/16/2009	Howard Hughes Canyon Pointe O4, LLC	Howard Hughes Properties, Inc. 100%	Disregarded Entity
434		Howard Hughes Centerpoint, LLC	Howard Hughes Properties, Inc. 100%	
435		Center Pointe Plaza LLC	Centerpoint Management, LLC 50%; Howard Hughes Centerpoint, LLC 50%	
436	4/16/2009	Howard Hughes Properties IV, LLC	Howard Hughes Properties, Inc. 100%	Disregarded Entity
437	4/16/2009	Howard Hughes Properties V, LLC	Howard Hughes Properties, Inc. 100%	Disregarded Entity
438	4/16/2009	MSM Property L.L.C.	Howard Hughes Properties, Inc. 50%; Mall St. Matthews Company, LLC 49%; Rouse Company Operating Partnership LP, The 1%	20-2502929
439	4/16/2009	Hughes Corporation, The	Rouse Company LP, The 100%	52-2044858
440	4/16/2009	Howard Hughes Corporation, The	Hughes Corporation, The 100%	74-4698800

General Growth Properties Entity Matrix

Count	Entity Date	ENTITIES	Ownership Percentage	TIN
441		Glover Acquisitions LLC	Howard Hughes Corporation, The 100%	
442		H-Tex, Incorporated	Howard Hughes Corporation, The 100%	
443		Hughes Properties, Inc.	Howard Hughes Corporation, The 100%	
444		Red Rock Investment, LLC	Howard Hughes Corporation, The 100%	
445		Rouse Tri-Party TRS, Inc.	Howard Hughes Corporation, The 100%	
446		Tri-Party Non-856 Assets, LLC	Westfield 43.294%, Simon 29.4209%, Rouse Tri-Party TRS, Inc. 27.285%	
447		Rollm Associates	Stiching Parson Funds ABP 50%, Tri-Party Non-856 Assets, LLC 50%	
448		R A Hotel, Inc.	Rollm Associates 100%	
449		R A West, Inc.	Rollm Associates 100%	
450		RA-CFH, LLC	Rollm Associates 100%	
451	4/16/2009	Rouse-Fairwood Development Corporation	Howard Hughes Corporation, The 100%	52-2069217
452	4/16/2009	1450 Center Crossing Drive, LLC	Rouse-Fairwood Development Corporation 100%	Disregarded Entity
453	4/16/2009	1451 Center Crossing Drive, LLC	Rouse-Fairwood Development Corporation 100%	Disregarded Entity
454	4/16/2009	Greengate Mall, Inc.	Rouse-Fairwood Development Corporation 100%	52-4888940
455		Rouse Holding Limited Partnership	Rouse-Fairwood Development Corporation 70% GP; Howard Research And Development Corporation, The 30% LP	
456		Rouse-Fairwood Development Limited Partnership	Rouse Holding Limited Partnership 54% LP; Rouse-Fairwood Development Corporation 46% GP & LP	
457		Fairwood Commercial Front Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
458		Fairwood Front Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
459		Fairwood-Four Front-Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
460		Fairwood-GPP Front-Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
461		Fairwood-Promise Front-Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
462		Fairwood-Prospect Front-Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
463		Fairwood-Three Front-Foot Benefit Company, LLC	Rouse-Fairwood Development Limited Partnership 100%	
464		Rouse-Abbey, LLC	Rouse-Fairwood Development Corporation 100%	
465		Abbey Acquisition LLC	Westfield 43.294%, Simon 29.4209%, Rouse-Abbey, LLC 27.285%	
466		Rouse-Wineopin, LLC	Rouse-Fairwood Development Corporation 100%	
467		Summa Corporation	Howard Hughes Corporation, The 100%	
468		Summerlin Corporation	Howard Hughes Corporation, The 100%	
469	4/16/2009	THC-HRE, LLC	THC-HRE, LLC 56.7059%; Howard Hughes Corporation, The 43.2941%	88-0195927
470		Hex Holding, LLC	Hex Holding, LLC 100% Common Stock; 119 Preferred Stockholders	
471		Hexalon Real Estate, Inc.	Howard Hughes Corporation, The 100%	
472		TWC Land Development, LLC	Howard Hughes Corporation, The 99% LP; TWC Land Development, LLC 1% GP	
473		TWC Land Development, LP	Howard Hughes Corporation, The 99% LP; TWC Land Development, LP 42.5% GP; MSTWC, Inc. (Morgan Stanley) 1% GP	
474		TWLDG Holdings, LP	MSTWC Joint Venture (Morgan Stanley) 56.5% LP; TWC Land Development, LP 42.5% GP; MSTWC, Inc. (Morgan Stanley) 1% GP	
475		TWLDG Holdings GP, LLC	TWLDG Holdings, LP 100%	
476		Woodlands Land Development Co., LP, The	TWLDG Holdings, LP 99%; TWLDG Holdings GP, LLC 1%	
477		Town Center Development Company GP, LLC	Woodlands Land Development Co., LP, The 100%	
478		Town Center Development Company, LP	Woodlands Land Development Co., LP, The 99% LP; Town Center Development Company GP, LLC 1% GP	
479		Woodlands Acquisition, LLC	Woodlands Land Development Co., LP, The 100%	
480		Woodlands Custom Residential Sales, LLC, The	Woodlands Land Development Co., LP, The 100%	
481		Woodlands Custom Sales, LP, The	Woodlands Land Development Co., LP, The 99% LP; Woodlands Custom Residential Sales, LLC, The 1% GP	
482		TWC Operating, LLC	Howard Hughes Corporation, The 100%	
483		TWC Operating, LP	Howard Hughes Corporation, The 99% LP; TWC Operating, LLC 1% GP	
484		Woodlands Operating Company, L.P., The	MSTWC Joint Venture (Morgan Stanley) 56.5% LP; TWC Operating, LP 42.5% LP; MSTWC, Inc. (Morgan Stanley) 1% GP	
485		Corporate Housing Partnership	Woodlands Operating Company, L.P., The 99%; WECCR, Inc. 1%	
486		WECCR General Partnership	Woodlands Operating Company, L.P., The 99%; WECCR, Inc. 1%	
487		Woodlands Beverage, Inc., The	WECCR General Partnership 100%	
488		Beverage Operations, Inc.	Woodlands Beverage, Inc., The 100%	
489		WECCR, Inc.	Woodlands Operating Company, L.P., The 100%	
490		Woodlands Brokerage, LLC, The	Woodlands Operating Company, L.P., The 100%	
491		Woodlands Commercial Brokerage Co., LP, The	Woodlands Operating Company, L.P., The 99% LP; Woodlands Brokerage, LLC, The 1% GP	
492		Woodlands Corporation, The	Woodlands Operating Company, L.P., The 100%	
493	4/16/2009	Vista Commons, LLC	Howard Hughes Corporation, The 100%	Disregarded Entity
494		Princeton Land East, LLC	Hughes Corporation, The 100%	
495	4/16/2009	Rouse Company BT, LLC, The	Rouse Company LP, The 100%	Disregarded Entity
496	4/16/2009	Rouse Company Operating Partnership LP, The	Rouse Company BT, LLC, The 99.00001% LP; Rouse Company LP, The 999999% GP	Disregarded Entity
497		0450 West Charleston Boulevard, LLC	Rouse Company Operating Partnership LP, The 100%	
498	4/16/2009	Arizona Center Parking, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
499	4/16/2009	Austin Mall Limited Partnership	Rouse Company Operating Partnership LP, The 99% LP; Austin Mall, LLC 1% GP	Disregarded Entity
500		Highland Mall Joint Ventures, The	CPH-Highland Associates, LP 50% GP; Austin Mall Limited Partnership 48% GP; Austin Mall, LLC 2% GP	
501		Highland Mall Limited Partnership	Highland Mall Joint Ventures, The 99% LP; Rouse-Highland, LLC 0.5% GP; CPH-Highland Associates, LP 0.5% GP	
502	4/16/2009	Baltimore Center Associates Limited Partnership	Baltimore Center, LLC 25% GP; HRD Remainder, Inc. 25% LP; Rouse Company Operating Partnership LP, The 25% LP; Village of Cross Keys, LLC, The 25% LP	Disregarded Entity

General Growth Properties Entity Matrix

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
503	4/16/2009	Baltimore Center, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
504		Byaside Marketplace, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
505	4/16/2009	Beachwood Place Holding, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
506	4/16/2009	Beachwood Place Mall, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
507		Chesapeake Investors, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
508		Rouse Commercial Properties, LLC	Rouse Commercial Properties, LLC 100%	
509		Hunt Valley Title Holding Company, LLC	Rouse Commercial Properties, LLC 98% LP; Hunt Valley Title Holding Company, LLC 1% GP; Rouse Commercial Properties, LLC 1% GP	
510		Rivers Park ABC, LLC	Rouse Commercial Properties, LLC 98% LP; Hunt Valley Title Holding Company, LLC 1% GP; Rouse Commercial Properties, LLC 1% GP	
511		Riverspark Associates Limited Partnership	Rouse Commercial Properties, LLC 98% LP; Hunt Valley Title Holding Company, LLC 1% GP; Rouse Commercial Properties, LLC 1% GP	
512		Triangle Business Center I Limited Partnership	Rouse Commercial Properties, LLC 100%	
513		Christiana Holdings I LLC	Christiana Holdings I LLC 50%; Christiana Holdings II, LLC 50%	
514		Christiana Acquisition LLC	Christiana Acquisition LLC 100%	
515		Christiana Mall LLC	Christiana Mall LLC 100%	
516		CMA Access Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
517	4/16/2009	Collin Creek Anchor Acquisition, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
518	4/16/2009	Collin Creek Mall, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
519		Columbia Crossing, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
520	4/16/2009	Faneuil Hall Marketplace, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
521	4/16/2009	Fashion Place Anchor Acquisition, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
522	4/16/2009	Fashion Place, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
523		Four OM, LLC	Rouse Company Operating Partnership LP, The 100%	
524		Four Owings Mills Corporate Center Land Limited Partnership	Rouse Company Operating Partnership LP, The 99% LP; Four OM, LLC 1% GP	
525		Four OM SPE, LLC	Four Owings Mills Corporate Center Land Limited Partnership 100%	
526		Four State JV HoldCo, LLC	Rouse Company Operating Partnership LP, The 100%	
527		Four State Properties, LLC	JP Morgan & NYSTERS 65%; Rouse Company Operating Partnership LP, The 35%	
528		Park Meadows Mall Holding, LLC	Four State Properties, LLC 100%	
529		Park Meadows Mall, LLC	Park Meadows Mall Holding, LLC 100%	
530		Rouse-Bridgewater Commons, LLC	Four State Properties, LLC 100%	
531		Bridgewater Commons Mall, LLC	Rouse-Bridgewater Commons, LLC 100%	
532		Bridgewater Commons Mall Development, LLC	Bridgewater Commons Mall, LLC 100%	
533		Bridgewater Commons Mall II, LLC	Bridgewater Commons Mall, LLC 100%	
534		Rouse-Towson Town Center, LLC	Four State Properties, LLC 100%	
535		Towson TC, LLC	Rouse-Towson Town Center, LLC 99.5%; TTC SPE, LLC .5%	
536		Towson TC, LLC	Towson TC, LLC 100%	
537		TTC SPE, LLC	Four State Properties, LLC 99%; TTC Member, LLC 1%	52-1138763
538		Governor's Square Mall, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
539	4/16/2009	Harbor Place Associates Limited Partnership	Rouse Company Operating Partnership LP, The 99% GP; Rouse-Fairwood Development Corporation 1% LP	
540	4/16/2009	Harborplace Borrower, LLC	Harbor Place Associates Limited Partnership 100%	
541		Harborplace Management Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
542	4/16/2009	HMF Properties, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
543	4/16/2009	Hecker Osmoor Partners, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
544	4/16/2009	Howard Hughes Properties, Limited Partnership	Hecker Osmoor Partners, LLC 100%	Disregarded Entity
545	4/16/2009	Howard Hughes Properties, Limited Partnership	Rouse Company Operating Partnership LP, The 94.423% LP; Howard Hughes Corporation, The 5.577% GP	88-0193933
546	4/16/2009	10000 Covington Cross, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
547	4/16/2009	10190 Covington Cross, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
548	4/16/2009	11201/1140 Town Center Drive, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
549	4/16/2009	11601/1180 Town Center Drive, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
550	4/16/2009	1201-1281 Town Center Drive, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
551	4/16/2009	1251 Center Crossing, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
552	4/16/2009	1551 Hillshire Drive, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
553	4/16/2009	1655 Village Centre Circle, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
554	4/16/2009	1645 Village Center Circle, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
555	4/16/2009	9901-9921 Covington Cross, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
556	4/16/2009	9950-9980 Covington Cross, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
557	4/16/2009	HHP Government Services, Limited Partnership	Howard Hughes Properties, Limited Partnership 99% LP, Summerlin Corporation 1% GP	88-0275387
558		HHP LP JV HoldCo I, LLC	Howard Hughes Properties, Limited Partnership 100%	
559		HHP LP JV HoldCo II, LLC	HHP LP JV HoldCo I, LLC 100%	
560		Lake Meade & Buffalo Partnership	HHP LP JV HoldCo II, LLC 50%; Jim Christensen 50%	
561		Magnire Partners-Playa Vista Area C	JMB 53% GP; Howard Hughes Properties, Limited Partnership 47% LP	
562		Magnire Partners-Playa Vista	JMB 53% GP; Howard Hughes Properties, Limited Partnership 47% LP	
563	4/16/2009	Rouse F.S., LLC	Howard Hughes Properties, Limited Partnership 60.75%; Rouse Company Operating Partnership LP, The 30.18%; HRD Remainder, Inc. 0.07%	52-2109886
564	4/16/2009	Fashion Show Mall LLC	Rouse F.S., LLC 100%	Disregarded Entity

General Growth Properties Entity Matrix

Exhibit B-13

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
565	4/16/2009	Rouse SI Shopping Center, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
566	4/16/2009	Summerlin Centre, LLC	Howard Hughes Properties, Limited Partnership 100%	Disregarded Entity
567		Trails Village Center Co.	Howard Hughes Properties, Limited Partnership 50%, Jim Christensen 50%	
568	4/16/2009	Hulen Mall, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
569		La Cantera Holding, LP	Rouse Company Operating Partnership LP, The 99% LP, La Cantera Holding GP, LLC 1% GP	
570		La Cantera Retail Limited Partnership	La Cantera Holding, LP 75% GP, USAA Real Estate Company 25% LP	
571	4/16/2009	Mall St. Matthews Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
572		Mizner JV HoldCo, LLC	Rouse Company Operating Partnership LP, The 100%	
573		Mizner Park Holdings V, LLC	Hentley Holding Company 50%, Mizner JV HoldCo, LLC 50%	
574	4/16/2009	New Orleans Riverwalk Limited Partnership	Rouse Company Operating Partnership LP, The 91% LP, Greengate Mall, Inc. 8% LP, Rouse-New Orleans, LLC 1% GP	\$2-1381645
575		Northwest JV HoldCo, LLC	Rouse Company Operating Partnership LP, The 100%	
576		Northwest Associates	Northwest JV HoldCo, LLC 99%, Cascadeur, LP 1%	
577	4/16/2009	NSMJV, LLC	Rouse Company Operating Partnership LP, The 98.88%, HRD Remainder, Inc. 1.12%	\$2-1039431
578	4/16/2009	North Star Mall, LLC	NSMJV, LLC 100%	Disregarded Entity
579		O.M. Land Development, LLC	Rouse Company Operating Partnership LP, The 100%	
580		One Owings Mills Corporate Center Associates Limited Partnership	O.M. Land Development, LLC 4% LP, AON 35% LP, One Owings Mills Corporate Center, LLC 1% GP	
581		Two Owings Mills Corporate Center Associates Limited Partnership	O.M. Land Development, LLC 54% LP, AON 45% LP, Two Owings Mills Corporate Center, LLC 1% GP	
582	4/16/2009	Okwood Shopping Center Limited Partnership	Rouse Company Operating Partnership LP, The 95% LP, Rouse-Okwood Shopping Center, LLC 5% GP	\$2-1519385
583		One Owings Mills Corporate Center, LLC	Rouse Company Operating Partnership LP, The 100%	
584	4/16/2009	One Willow Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
585		Rouse Westlake Limited Partnership	One Willow Company, LLC 65% LP, Two Willow Company, LLC 32% LP, HRD Remainder, Inc. 1% LP, Rouse Company Operating Partnership LP, The 1% LP, Rouse-Seattle, LLC 1% GP	
586		Westlake Center Associates Limited Partnership	Rouse Westlake Limited Partnership 75% GP & LP, Rouse-Westlake Limited Partnership II 24% LP, Outside Third Parties 1% LP	
587	4/16/2009	These Willow Company, LLC	One Willow Company, LLC 100%	Disregarded Entity
588	4/16/2009	Owings Mills Limited Partnership	Rouse Company Operating Partnership LP, The 87.5% LP, Rouse Company at Owings Mills, LLC, The 12.5% GP	Disregarded Entity
589	4/16/2009	OM Borrower, LLC	Owings Mills Limited Partnership 100%	Disregarded Entity
590		Paramus Equities, LLC	Paramus Equities, LLC 100%	
591		GGP-Paramus Park Mall, LLC	Paramus Equities, LLC 100%	
592		Paramus Park, LLC	Rouse Company Operating Partnership LP, The 100%	
593		Paramus Park Shopping Center Limited Partnership	Paramus Park, LLC 99.50% LP, GGP-Paramus Park Mall, LLC .50% GP	
594	4/16/2009	Pioneer Office Limited Partnership	Rouse Company Operating Partnership LP, The 98.99505% LP, Rouse-Portland, LLC 1% GP, Rouse-Fairwood Development Corporation 0.00495% LP	\$2-1534181
595	4/16/2009	Pioneer Place Limited Partnership	Rouse Company Operating Partnership LP, The 98.99505% LP, Rouse-Portland, LLC 1% GP, Rouse-Fairwood Development Corporation 0.00495% LP	\$2-1534180
596		Princeton Land, LLC	Rouse Company Operating Partnership LP, The 100%	
597	4/16/2009	Providence Place Holdings, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
598	4/16/2009	Rouse Providence LLC	Providence Place Holdings, LLC 100%	Disregarded Entity
599	4/16/2009	Rouse Company at Owings Mills, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
600	4/16/2009	Rouse Company of Florida, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
601		Merrick Park Holding, LLC	Rouse Company of Florida, LLC, The 100%	
602		Merrick Park LLC	JPMorgan & Cigna 60%, Rouse Company of Florida, LLC, The 40%	
603		Merrick Park Parking LLC	Rouse Company of Florida, LLC, The 100%	
604	4/16/2009	Rouse Orlando, LLC	Rouse Company of Florida, LLC, The 100%	Disregarded Entity
605		Rouse Company of Georgia, LLC, The	Rouse Company of Florida, LLC, The 100%	
606		Perimeter Mall Venture, LLC	JPMorgan & NYSTERS 50%, Rouse Company of Georgia, LLC, The 50%	
607		Perimeter Mall, LLC	Perimeter Mall Venture, LLC 100%	
608	4/16/2009	Rouse Company of Louisiana, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
609	4/16/2009	Rouse-New Orleans, LLC	Rouse Company of Louisiana, LLC, The 100%	Disregarded Entity
610	4/16/2009	New Orleans Riverwalk Associates	New Orleans Riverwalk Limited Partnership 50%, Rouse-New Orleans, LLC 50%	\$2-1490856
611	4/16/2009	Rouse Company of Michigan, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
612	4/16/2009	Rouse Southland, LLC	Rouse Company of Michigan, LLC, The 100%	Disregarded Entity
613	4/16/2009	Southland Center Holding, LLC	Rouse Southland, LLC 100%	Disregarded Entity
614	4/16/2009	Southland Center, LLC	Southland Center Holding, LLC 100%	Disregarded Entity
615	4/16/2009	Rouse Company of Minnesota, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
616	4/16/2009	Rouse Ridgedale Holding, LLC	Rouse Company of Minnesota, LLC, The 100%	Disregarded Entity
617	4/16/2009	Rouse Ridgedale, LLC	Rouse Ridgedale Holding, LLC 100%	Disregarded Entity
618	4/16/2009	Ridgedale Center, LLC	Rouse Ridgedale, LLC 100%	Disregarded Entity
619	4/16/2009	Rouse Company of Ohio, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
620		Beachwood Place, LLC	Rouse Company of Ohio, LLC, The 100%	
621	4/16/2009	Franklin Park Mall Company, LLC	Rouse Company of Ohio, LLC, The 100%	Disregarded Entity
622	4/16/2009	Franklin Park Mall, LLC	Franklin Park Mall Company, LLC 56.94%, Three Willow Company, LLC 27.93%, Two Willow Company, LLC 13.97%, Willowbrook II, LLC 1.16%	\$1-0341736
623	4/16/2009	TRC Willow, LLC	Franklin Park Mall, LLC 100%	Disregarded Entity
624	4/16/2009	Weeping Willow RNA, LLC	Franklin Park Mall, LLC 100%	Disregarded Entity
625	4/16/2009	Willowbrook Mall, LLC	Weeping Willow RNA, LLC 62.50%, TRC Willow, LLC 36.50%, Willow SPE, LLC 1%	



General Growth Properties Entity Matrix

Exhibit B-13

Count	Entity Date	ENTITIES	Ownership Percentage	TIN
626	4/16/2009	Willow SPE, LLC		Disregarded Entity
627		Rouse Company of Texas, LLC, The	Franklin Park Mall, LLC 100%	
628	4/16/2009	Austin Mall, LLC	Rouse Company Operating Partnership LP, The 100%	
629		La Cantera Holding GP, LLC	Rouse Company of Texas, LLC, The 100%	Disregarded Entity
630		La Cantera Specialty Retail, LP	La Cantera Holding GP, LLC 75% GP; USAA Real Estate Company 25% LP	
631		Rouse-Highland, LLC	Rouse Company of Texas, LLC, The 100%	
632		Rouse Company of Washington, LLC, The	Rouse Company Operating Partnership LP, The 100%	
633		Rouse-Seattle, LLC	Rouse Company of Washington, LLC, The 100%	
634		Rouse Company Protective Trust, Inc., The	Rouse Company Operating Partnership LP, The 100%	
635		Rouse Investing Company, LLC	Rouse Company Operating Partnership LP, The 100%	
636		Rouse Oakbrook, LLC	Rouse Company Operating Partnership LP, The 100%	
637		UC Oakbrook Center, LLC	Industrial Mall Investors, LLC (CALPERS) 50%; Rouse Oakbrook, LLC 50%	
638	4/16/2009	Rouse Office Management of Arizona, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
639		Rouse Tri-Party Miscellaneous, LLC	Rouse Company Operating Partnership LP, The 100%	
640		Tri-Party Miscellaneous, LLC	Rouse Company Operating Partnership LP, The 100%	
641	4/16/2009	Rouse-Arizona Center, LLC	Westfield 43.29%; Simon 29.42%; Rouse Tri-Party Miscellaneous, LLC 27.29%	
642		Rouse-Mizner Park, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
643		Mizner Park Venture, LLC	Hensley Holding Company 50%; Rouse-Mizner Park, LLC 50%	
644		Crocker Mizner Park III, Ltd.	Mizner Park Venture, LLC 100%	
645		Crocker Mizner Park IV, Ltd.	Mizner Park Venture, LLC 100%	
646		Mizner Park Holdings I, LLC	Mizner Park Venture, LLC 100%	
647		Crocker Downtown Development Associates	Mizner Park Holdings I, LLC 50%; Mizner Park Holdings II, LLC 50%	
648		Mizner Park Holdings II, LLC	Mizner Park Holdings I, LLC 50%	
649		Mizner Park Holdings III, LLC	Mizner Park Holdings I, LLC 100%	
650		Mizner Park Holdings IV, LLC	Mizner Park Holdings I, LLC 100%	
651	4/16/2009	Rouse-Oakwood Shopping Center, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
652	4/16/2009	Rouse-Phoenix Cinema, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
653	4/16/2009	Rouse-Phoenix Corporate Center Limited Partnership	Rouse Company Operating Partnership LP, The 95% LP; Rouse Office Management of Arizona, LLC 5% GP	Disregarded Entity
654	4/16/2009	Rouse-Phoenix Development Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
655	4/16/2009	Rouse-Phoenix Theatre Limited Partnership	Rouse Company Operating Partnership LP, The 99% LP; Rouse-Phoenix Cinema, LLC 1% GP	Disregarded Entity
656	4/16/2009	Rouse-Portland, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
657		Rouse-Urban Acquisition, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
658		Head Acquisition, LP	Westfield 54.232% GP & LP; Simon 27.5533% GP & LP; Rouse-Urban Acquisition, LLC 16.6267% LP; Hexalon Real Estate, Inc. - structure shown under THHC 1.4205% LP; Rouse-Urban, LLC 0.1676% GP	
659		Ropro TRS, Inc.	Head Acquisition, LP 100%	
660		Urban Shopping Centers, LP	Head Acquisition, LP 94.4398% GP; Class A & C Limited Partners 5.5602% LP	
661		Oak Brook Urban Venture, LP	Urban Shopping Centers, LP 50.01% LP; Industrial Mall Investors, LLC (CALPERS) 48.99% LP; UC Oakbrook Center, LLC 1% GP	
662		Oakbrook Facilities Corporation	Oak Brook Urban Venture, LP 100%	
663		Oakbrook Shopping Center, LLC	Oak Brook Urban Venture, LP 100%	
664		Southpoint Mall, LLC	Urban Shopping Centers, LP 100%	
665		Southpoint Mall, LLC	Urban Shopping Centers, LP 100%	
666		Water Tower Joint Venture	Urban Shopping Centers, LP 55%; 835 Michigan, LP (Lucent & BREEFA) 45%	
667		Water Tower LLC	Water Tower Joint Venture 100%	
668		Rouse-Urban, LLC	Rouse Company Operating Partnership LP, The 100%	
669		Salem Mall, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
670		Rouse-Westlake Limited Partnership II	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
671	4/16/2009	Seaport Marketplace Theatre, LLC	Beachwood Place, LLC 49.5% LP; Salem Mall, LLC 49.5% LP; Rouse-Seattle, LLC 1% GP	Disregarded Entity
672	4/16/2009	Seaport Marketplace, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
673	4/16/2009	South Street Seaport Limited Partnership	Rouse Company Operating Partnership LP, The 95% LP; Seaport Marketplace, LLC 5% GP	Disregarded Entity
674		Terrapin Acquisition, LLC	Rouse Company Operating Partnership LP, The 100%	
675		Three OM, LLC	Rouse Company Operating Partnership LP, The 100%	
676		Three Owings Mills Corporate Center Land Limited Partnership	Rouse Company Operating Partnership LP, The 99% LP; Three OM, LLC 1% GP	
677		Three OM SPE, LLC	Three Owings Mills Corporate Center Land Limited Partnership 100%	
678		TTC Member, LLC	Rouse Company Operating Partnership LP, The 100%	
679		TWC Commercial Properties, LLC	Rouse Company Operating Partnership LP, The 100%	
680		TWC Commercial Properties, LP	Rouse Company Operating Partnership LP, The 99% LP; TWC Commercial Properties, LLC 1% GP	
681		TWCFC Holdings, L.P.	MSTWTC Joint Venture (Morgan Stanley) 56.5% LP; TWC Commercial Properties, LP 42.5% GP; MSTWTC, Inc. (Morgan Stanley) 1% GP	
682		TWCFC Holdings GP, LLC	TWCFC Holdings, L.P. 100%	
683		Woodlands Commercial Properties Company, LP, The	TWCFC Holdings, L.P. 99% LP; TWCFC Holdings GP, LLC 1% GP	Disregarded Entity
684	4/16/2009	Two Arizona Center, LLC	Rouse Company Operating Partnership LP, The 100%	
685		Two Owings Mills Corporate Center, LLC	Rouse Company Operating Partnership LP, The 100%	
686	4/16/2009	Two Willow Company, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
687	4/16/2009	Village of Cross Keys, LLC, The	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity

General Growth Properties Entity Matrix

Count	Filing Date	ENTITIES	Ownership Percentage	TIN
688		Cross Keys Village Square Condominium, Inc.		
689	4/22/2009	Mondawmin Business Trust	Village of Cross Keys, LLC, The 67%; CapStar 33%	26-1382758
690		Mondawmin Business Trust	Mondawmin Business Trust 100%	
691	4/16/2009	VCK Business Trust	Village of Cross Keys, LLC, The 100%	Disregarded Entity
692	4/16/2009	Woodbridge Center Property, LLC	Rouse Company Operating Partnership LP, The 100%	Disregarded Entity
693		Woodlands Office Equities-95, Ltd.	Rouse Company Operating Partnership LP, The 75%; LP, Woodlands Commercial Properties Company, LP, The 25% GP	
694		Summerlin Hospital Medical Center, L.P.	United Health 93.2 GP, Rouse Company LP, The 6.8% LP	
695	4/16/2009	TRC Co-Issuer, Inc.	Rouse Company LP, The 100%	20-5160460
696	4/16/2009	Rouse LLC	GGP Limited Partnership 100%	Disregarded Entity
697	4/16/2009	Sooner Fashion Mall L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
698	4/16/2009	Southlake Mall L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
699	4/16/2009	St. Cloud Land L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
700	4/16/2009	St. Cloud Mall Holding L.L.C.	GGP Limited Partnership 100%	Disregarded Entity
701	4/16/2009	St. Cloud Mall L.L.C.	St. Cloud Mall Holding L.L.C. 100%	Disregarded Entity
702		Town East Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
703		TRS JV HoldCo, LLC	GGP Limited Partnership 100%	
704		GGP-TRS L.L.C.	Teachers' Retirement System of the State of Illinois 50%; TRS JV HoldCo, LLC 50%	
705		Chickamas Mall L.L.C.	GGP-TRS L.L.C. 100%	
706		Florence Mall L.L.C.	GGP-TRS L.L.C. 100%	
707		GGP-TRS Services, Inc.	GGP-TRS L.L.C. 100%	
708		GGP-Tyler Mall L.L.C.	GGP-TRS L.L.C. 100%	
709		Kenwood Mall Holding, LLC	GGP-TRS L.L.C. 100%	
710		Kenwood Mall L.L.C.	Kenwood Mall Holding, LLC 100%	
711		Silver City Galleria L.L.C.	GGP-TRS L.L.C. 100%	
712		Tyler Mall Limited Partnership	GGP-TRS L.L.C. 99.5% LP; GGP-Tyler Mall L.L.C. .5% GP	
713		WV SUB, LLC	GGP-TRS L.L.C. 100%	
714	4/16/2009	Tucson Anchor Acquisition, LLC	GGP Limited Partnership 100%	Disregarded Entity
715	4/16/2009	Visa Ridge Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
716		West Oaks Anchor Acquisition, LLC	GGP Limited Partnership 100%	
717		West Oaks Mall Trust	GGP Limited Partnership 100%	
718		Westwood Land L.L.C.	GGP Limited Partnership 100%	
719	4/16/2009	Westwood Mall, LLC	GGP Limited Partnership 100%	Disregarded Entity
720	4/22/2009	GGP-Gateway Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
721	4/16/2009	GGP-Lakeview Square, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
722	4/16/2009	GGP-Lansing Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
723	4/22/2009	GGP-Mall of Louisiana, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
724	4/16/2009	Mall of Louisiana Holding, Inc.	GGP-Mall of Louisiana, Inc. 100%	Disregarded Entity
725	4/16/2009	GGP-South Shore Partners, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
726	4/22/2009	Grand Traverse Mall Holding, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
727	4/16/2009	Grandville Mall II, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
728	4/16/2009	Grandville Mall, Inc.	Grandville Mall II, Inc. 100%	Disregarded Entity
729	4/22/2009	Greenwood Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
730	4/22/2009	Kalamazoo Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
731	4/16/2009	Knoxwood Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
732	4/16/2009	Mall St. Vincent, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
733	4/16/2009	MSAB Holdings, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
734		Oklahoma Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
735	4/16/2009	Park Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
736	4/16/2009	Tracy Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity
737	4/16/2009	Valley Hills Mall, Inc.	General Growth Properties, Inc. 100%	Disregarded Entity

UNITED STATES BANKRUPTCY COURT

GGP-Foothills L.L.C.  
Case Number: 09-12137

Exhibit B-22  
Patents, copyrights, and other intellectual property

<u>Type</u>	<u>Patent/Trademark Name or Title</u>	<u>Application/Registration</u>	<u>Status</u>
DOMAIN NAME	FOOTHILLSCENTER.COM	APPLICATION NUMBER: N/A, REGISTRATION NUMBER: N/A	REGISTERED
DOMAIN NAME	ISHOPFOOTHILLSMALL.COM	APPLICATION NUMBER: N/A, REGISTRATION NUMBER: N/A	REGISTERED
DOMAIN NAME	SHOPFOOTHILLS.COM	APPLICATION NUMBER: N/A, REGISTRATION NUMBER: N/A	REGISTERED

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-25**

**Automobiles, trucks, trailers, and other vehicles and accessories.**

<b><u>Category</u></b>	<b><u>Location</u></b>	<b><u>Net Book Value</u></b>
VEHICLES	FORT COLLINS, CO 80525	\$30,924

**Total:** \$30,924

**Specific Notes**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-28**

**Office equipment, furnishings, and supplies.**

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<u>Category</u>	<u>Location</u>	<u>Net Book Value</u>
OFFICE FURNITURE & EQUIPMENT, COMPUTERS	FORT COLLINS, CO 80525	\$4,022

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**Total:** \$4,022

Specific Notes

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-29**

**Machinery, fixtures, equipment, and supplies used in business.**

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<u>Category</u>	<u>Location</u>	<u>Net Book Value</u>
FURNITURE, FIXTURES, EQUIPMENT, OTHER	FORT COLLINS, CO 80525	\$121,806

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**Total:** \$121,806

Specific Notes

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit B-35a**

**Other personal property of any kind not already listed.**

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<b><u>Type of Cash &amp; Location</u></b>	<b><u>Net Book Value</u></b>
PREPAID EXPENSES & OTHER ASSETS	\$29,835
	<hr/> \$29,835

The amounts set forth above represent the balance of prepaid insurance, prepaid real estate tax, prepaid development allowance, and other assets.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C U D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	NOTES
See Exhibit D-1 immediately following Schedule D		Creditors Holding Secured Claims - Secured Debt	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,511,823,300	\$0	
See Exhibit D-2 immediately following Exhibit D-1		Mechanics Liens	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$45,449	\$0	
See Exhibit D-3 immediately following Exhibit D-2		Secured Tax Claims and Related Claims	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0	\$0	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			

4
-
continuation sheets attached
**Total**
**\$1,511,868,749**
**\$0**



**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.**

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**SPECIFIC NOTES REGARDING SCHEDULE D**

**Creditors Holding Secured Claims**

Amounts listed herein are as of the Petition Date.

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, priority, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor or intercompany agreement) related to such creditor's claim. The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Certain of the Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D. However, the Debtors reserve all of their rights to amend Schedule D in the future to the extent the Debtors determine that any claims associated with such agreements are properly reported on Schedule D.

Some of the Debtors' creditors may have filed mechanic's or materialman's liens following the commencement of the Debtors' chapter 11 cases. Some liens may, by virtue of section 546(b) of the Bankruptcy Code and applicable law, relate back to the period prior to the Petition Date. Any such liens that have been filed after the Petition Date may not be listed on Schedule D.

To the extent that any landlords, real property and personal property lessors, utility companies, or other creditors hold a security deposit from any of the Debtors and to the extent that such deposits constitute secured claims, such deposits are not listed on Schedule D, except as specifically stated herein.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

GGP-Foothills L.L.C.

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Exhibit: D-1

**Creditors Holding Secured Claims - Secured Debt**

<u>Schedule ID</u>	<u>Servicer Name</u>	<u>Address</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
37 -D-1-3296	US BANK	800 NICOLLET MALL / 22ND FLOOR, MINNEAPOLIS, MN 55402	SECURED DEBT - GGP-FOOTHILLS L.L.C.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$1,511,823,300

TOTAL:

\$1,511,823,300

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit D-2**

**Mechanics Liens**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
37 -D-2-2935	BATH INC	2000 E PROSPECT ROAD	FORT COLLINS, CO 80525	MECHANICS LIENS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$10,327
37 -D-2-2934	BATH INC	2000 E PROSPECT ROAD	FORT COLLINS, CO 80525	MECHANICS LIENS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$207
37 -D-2-2933	BATH INC	2000 E PROSPECT ROAD	FORT COLLINS, CO 80525	MECHANICS LIENS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$1,245
37 -D-2-2932	BATH INC	2000 E PROSPECT ROAD	FORT COLLINS, CO 80525	MECHANICS LIENS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$345
37 -D-2-2936	JOHNSON CONTROLS	MICHAEL GLADE 1660 LINCOLN STREET SUITE 1700	DENVER, CO 80264	MECHANICS LIENS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$33,325

**\$45,449**

**UNITED STATES BANKRUPTCY COURT  
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GGP-Foothills L.L.C.

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Exhibit D-3

**Secured Tax Claims and Related Claims**

<u>Schedule ID</u>	<u>Mall Name</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
37 -D-3-2756	THE SHOPS AT FOOTHILLS MALL	LARIMER COUNTY TAX COLLECTOR	TREASURER'S OFFICE P.O. BOX 2336	FORT COLLINS, CO 80522	PROPERTY TAX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0
37 -D-3-2755	THE PLAZA AT FOOTHILLS MALL	LARIMER COUNTY TAX COLLECTOR	TREASURER'S OFFICE P.O. BOX 2336	FORT COLLINS, CO 80522	PROPERTY TAX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0
37 -D-3-2754	THE COMMONS AT FOOTHILLS MALL	LARIMER COUNTY TAX COLLECTOR	TREASURER'S OFFICE P.O. BOX 2336	FORT COLLINS, CO 80522	PROPERTY TAX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0
37 -D-3-1963	FOOTHILLS MALL	LARIMER COUNTY TREASURER	TREASURER'S OFFICE P.O. BOX 2336	FORT COLLINS, CO 80522	PROPERTY TAX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0

**Specific Notes**

\$0

This schedule includes secured tax claims and may include Special Improvement District Bonds ("SID Bonds"). The Debtors reserve their rights with respect to classification of any SIDs on this schedule.

**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.**

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**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, or wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)**

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507(a)(2).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(3).

Contribution to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(4).

Certain farmers and fisherman

Claims of certain farmers and fisherman, up to \$4,650\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507(a)(5).

Deposits by individuals

Claims of individuals up to \$1,950\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. Section 507(a)(6).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507(a)(8).

Commitments to Maintain the capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. Section 507(a)(9).

Administrative Expense Claims

Claims for the value of any goods received by the debtor within 20 days before the Petition Date in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

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**SPECIFIC NOTES REGARDING SCHEDULE E**

**Creditors Holding Unsecured Priority Claims**

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and/or the priority status of any claim on any basis at any time.

As noted in the Global Notes, the Bankruptcy Court entered orders granting authority to the Debtors to pay certain prepetition employee wage and other obligations in the ordinary course (the "Employee Wage Order"). Pursuant to the Employee Wage Order, the Debtors believe that, other than claims of certain former and current employees for vacation, personal, and/or severance pay, any priority employee claims for prepetition amounts have been or will be satisfied, and such satisfied amounts are therefore not listed on Schedule E. Any exceptions to that will be listed on Schedule E. Other non priority employee claims against the Debtors for prepetition amounts that have not been paid as of the time that the Schedules and Statements were prepared are included on Schedule F.

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**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED		DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
				<input type="checkbox"/>	<input type="checkbox"/>			
See Exhibit E-1 immediately following Schedule E		Priority Claims - Sales and Use Tax Liabilities	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		\$0	\$0
See Exhibit E-2 immediately following Exhibit E-1		Priority Claims - Franchise Tax/Business License Fee/Other Liabilities	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		\$0	\$0
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

**Total**

Specific Notes

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**Exhibit E-1**

**Priority Claims - Sales and Use Tax Liabilities**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Property Name</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim Amount</u>
37-E-1-3501	CITY OF FORT COLLINS	P.O BOX 440	FORT COLLINS, CO 80522-0439	SALES AND USE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0
37-E-1-3494	COLORADO DEPARTMENT OF REVENUE	1375 SHERMAN STREET	DENVER, CO 80261-0013	SALES AND USE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0

**TOTAL:** \$0



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**Exhibit E-2**

**Priority Claims - Income/Franchise Tax/Business License Fee Liabilities**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim Amount</u>
37 -E-3-22781	DELAWARE SECRETARY OF STATE	401 FEDERAL ST., TOWNSEND BUILDING	DOVER DE 19901	FRANCHISE TAX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0

**TOTAL:**

\_\_\_\_\_ \$0

**Specific Notes**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C U D	TOTAL AMOUNT OF CLAIMS
See Exhibit F-1 immediately following Schedule F		Accounts Payable	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$227,182
See Exhibit F-2 immediately following Exhibit F-1		Tenant Obligations	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Unliquidated
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

5 total continuation sheets attached

**Total**

**\$227,182**

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**SPECIFIC NOTES REGARDING SCHEDULE F**

**Creditors Holding Unsecured Nonpriority Claims**

Amounts listed herein are as of the Petition Date.

The Debtors have used reasonable best efforts to list all general unsecured claims against the Debtors on Schedule F based upon the Debtors' existing financial books and records.

Schedule F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, such amounts are reflected on the Debtors' financial books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although commercially reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F contains information regarding potential and pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is contained in the Schedule for that Debtor.

Schedule F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule F does not include any potential rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected.

Except in certain limited circumstances, the Debtor has not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule F. Such guaranties are, instead, listed on Schedule G.

The claims of individual creditors for, among other things, goods, services, or taxes listed on the Debtors' books and records may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights in respect of such credits or allowances. The dollar amounts listed also may be exclusive of contingent or unliquidated amounts.

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**Exhibit F-1**

**Accounts Payable**

<u>Schedule ID</u>	<u>Creditor Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim</u>
37 -F-2-13077	ADT SECURITY SERVICES, INC.	P.O. BOX 371956	PITTSBURGH, PA 15250-7956	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$87
37 -F-2-20268	AIR FLOW LLC	629 VALLEY VIEW RD	LOVELAND, CO 80538	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$5,081
37 -F-2-20269	AJ'S BACKFLOW TESTING LLC	1540 27TH STREET	GREELEY, CO 80631	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$715
37 -F-2-13358	AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$2,235
37 -F-2-13418	AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$112
37 -F-2-19916	AUTOMOTIVE RENTALS, INC. (P-CARD ONLY)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$511
37 -F-2-19970	BATH POWER EQUIPMENT	1505 TIMBERLINE ROAD	FORT COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$10,879
37 -F-2-19971	BATH, INC.	2000 E. PROSPECT	FORT COLLINS, CO 80525	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$1,245
37 -F-2-20526	BURTS SHIRTS INC	142 REMINGTON ST	FORT COLLINS, CO 80524-2834	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$258
37 -F-2-13774	CAMERON DAVIDSON	1036 WAGONWHEEL DRIVE	FORT COLLINS, CO 80526	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$4,000
37 -F-2-13843	CARCO GROUP INC	PO BOX 36460	NEWARK, NJ 07188-6460	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$9
37 -F-2-18194	CITY OF FORT COLLINS (UTILITIES & OTHER)	P.O. BOX 1580	FORT COLLINS, CO 80522-1580	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$22,803
37 -F-2-19724	D & K PUMPING	305 S. SUNSET STREET	FT COLLINS, CO 80521	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$510
37 -F-2-14317	DEX MEDIA EAST	PO BOX 78041	PHOENIX, AZ 85062-8041	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$805
37 -F-2-14357	DMX MUSIC	P.O. BOX 660557	DALLAS, TX 75266-0557	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$261
37 -F-2-18925	EWING IRRIGATION PRODUCTS, INC.	3441 E. HARBOUR DRIVE	PHOENIX, AZ 85034	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$487
37 -F-2-18330	F&C CHECK & LOCK SERVICE	210 S. LINK LANE	FT. COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$1,783
37 -F-2-14548	FARM PLAN	PO BOX 650215	DALLAS, TX 75265-0215	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$131
37 -F-2-17645	FARM PLAN-ARREND'S BROTHERS, INC	P.O. BOX 4450	CAROL STREAM, IL 60197-4450	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$210
37 -F-2-14600	FIRST CLASS SECURITY SYSTEM LLC	3835 WEST 10TH STREET #100C	GREELEY, CO 80634-1551	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$371
37 -F-2-18402	GALLEGOS SANITATION	P.O. BOX 1986	FT. COLLINS, CO 80522	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$651

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**Exhibit F-1**

**Accounts Payable**

<u>Schedule ID</u>	<u>Creditor Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim</u>
37 -F-2-18411	GLANZ ELECTRICAL CONTRACTING	1713 EAST LINCOLN AVE., SUITE A1	FT. COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$922
37 -F-2-17702	HARBOR FREIGHT TOOLS (P-CARD ONLY)	P.O. BOX 6010 3491 MISSION OAKS BLVD	CAMARILLO, CA 93012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$48
37 -F-2-18943	HEILBRUNS INC OF COLORADO (P-CARD ONLY)	216 W. HORSETOOTH RD.	FORT COLLINS, CO 80525	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$22
37 -F-2-14861	HOME DEPOT	2455 PACES FERRY RD NW	ATLANTA, GA 30339-4024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$90
37 -F-2-15207	JOHNSON CONTROLS INC.	P O BOX 730068	DALLAS, TX 75373-0068	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$33,325
37 -F-2-15281	KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$206
37 -F-2-18969	KWAL PAINT	DEPT 237	DENVER, CO 80291-0237	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$29
37 -F-2-15323	LARIMER TELEPHONE CO. LLC	P.O. BOX 1011	LAPORTE, CO 80535-1011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$161
37 -F-2-18512	MAXY TRUCK & TRAILER EQUIPMENT	2220 EAST LINCOLN AVE.	FORT COLLINS, CO 80525	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$47
37 -F-2-15546	MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$69,908
37 -F-2-19301	MR. ELECTRIC	204 N. LINK LANE, SUITE 8	FORT COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$525
37 -F-2-15697	NAPA	316 S. LINK LANE	FT. COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$94
37 -F-2-15739	NEW EDGE NETWORKS TRANSEGE UNIT 47	P.O. BOX 4800	PORTLAND, OR 97208-4800	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$4
37 -F-2-20722	OUTDOOR IMAGE ADVERTISING	1430 HILBURN DR.	FORT COLLINS, CO 80526	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$55
37 -F-2-15997	PITNEY BOWES POSTAGE BY PHONE	P.O. BOX 856042	LOUISVILLE, KY 40285-6042	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$778
37 -F-2-16043	PORTER INDUSTRIES, INC.	P.O. BOX 27	LOVELAND, CO 80539-0027	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$2,025
37 -F-2-18590	POUDRE FIRE AUTHORITY	102 REMINGTON	FT. COLLINS, CO 80524	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$326
37 -F-2-16100	QWEST	PO BOX 173638	DENVER, CO 80217-3638	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$1,257
37 -F-2-19650	RHINNIES SMALL ENGINES & GOLF CART	209 E SKYWAY	FORT COLLINS, CO 80525	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$160
37 -F-2-20764	RTN ROOFING	5854 LOCKHEED AVE.	LOVELAND, CO 80538	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$3,385
37 -F-2-20235	SEALCOAT ASPHALT INC	PO BOX 856	LAPORTE, CO 80535	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$14,140

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit F-1**

**Accounts Payable**

<u>Schedule ID</u>	<u>Creditor Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim</u>
37 -F-2-16459	SIERRA SPRINGS	PO BOX 660579	DALLAS, TX 75266-0579	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$42
37 -F-2-16553	SPARKLETT'S	P.O. BOX 660579	DALLAS, TX 75266-0579	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$43
37 -F-2-20792	TEAM PETROLEUM	P.O. BOX 1831	FORT COLLINS, CO 80522	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$28
37 -F-2-16711	TERMINIX	P.O. BOX 742592	CINCINNATI, OH 45274-2592	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$149
37 -F-2-17961	TERMINIX INTERNATIONAL (P-CARD ONLY)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$289
37 -F-2-16740	TOLIN MECHANICAL	12005 EAST 45TH. AVE.	DENVER, CO 80239	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$3,750
37 -F-2-17044	UPS	55 GLENLAKE PKWY NE	ATLANTA, GA 30328	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$11
37 -F-2-17193	VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$27,708
37 -F-2-17328	WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$2,388
37 -F-2-17344	WASTE-NOT RECYCLING	1065 POPLAR STREET	LOVELAND, CO 80534	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$2,535
37 -F-2-19620	WIRELESS ADVANCE COMMUNICATION, INC	3901 WEST SERVICE ROAD	EVANS, CO 80620	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$469
37 -F-2-19080	XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$5,288
37 -F-2-17436	XEROX CORPORATION	P.O. BOX 7405	PASADENA, CA 91109-7405	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$3,835
							<u>\$227,182</u>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

**Exhibit F-2**

**Tenant Obligations**

<u>Schedule ID</u>	<u>Creditor Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Total Claim Amount</u>
37-F-6-20956	AT&T	PO BOX 13148	NEWARK, NJ 07101-5648	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Unliquidated

**TOTALS:**

**Unliquidated**

Specific Notes

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.d., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
Tenant Leases	See Exhibit G-1 immediately following Schedule G
Licensing Agreements	See Exhibit G-2 immediately following Exhibit G-1
Guarantees/Indemnification	See Exhibit G-3 immediately following Exhibit G-2
Constructware Agreements	See Exhibit G-4 immediately following Exhibit G-3
Reciprocal Easement Agreements	See Exhibit G-5 immediately following Exhibit G-4
Loan Agreements	See Exhibit G-6 immediately following Exhibit G-5
Single Mall Service Agreements	See Exhibit G-7 immediately following Exhibit G-6
National Service Agreements	See Exhibit G-8 immediately following Exhibit G-7



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

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**SPECIFIC NOTES REGARDING SCHEDULE G**

**Executory Contracts**

The Debtors' business is complex. While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors, and although commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or overinclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts, agreements, and leases listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument or other document is listed thereon.

In some cases, the same vendor or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such provider or vendor.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for supplies, products, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods were delivered under purchase orders prior to the Petition Date, vendors' claims with respect to such delivered goods are included on Schedule F.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance, and atonement agreements, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents also are not set forth in Schedule G.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory could not be specifically ascertained in every circumstance. In such cases, the Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

In the ordinary course of business, the Debtors have entered into numerous contracts or agreements which, to the extent such contracts or agreements constitute executory contracts, are not listed individually on Schedule G. Such contracts or agreements include (i) agreements regarding the provision of certain services on a month to month basis, (ii) brokerage agreements relating to the leasing of tenant space, which are generally non-exclusive and terminable by either party on thirty days notice or less, (iii) confidentiality agreements and (iv) indemnification agreements with directors, managers or trustees (as applicable) and officers of the Debtors.

Certain of the executory contracts may not have been memorialized and could be subject to dispute; executory agreements that are oral in nature have not been included in Schedule G.

Certain of the executory contracts and unexpired leases listed in Schedule G refer to a former name of a Debtor. Schedule I to each of the Debtor's chapter 11 petitions lists the names that particular Debtor has used during the eight years prior to the Petition Date and may be referred to in this regard.

Certain of the executory contracts and unexpired leases listed in Schedule G were assigned to, assumed by, or otherwise transferred to certain of the Debtors in connection with, among other things, acquisitions by the Debtors. In those instances, the entity listed as the party to the executory contract or unexpired lease is the former party to same.

The Debtors generally have not included on Schedule G any insurance policies, the premiums for which have been prepaid. The Debtors submit that prepaid insurance policies are not executory contracts pursuant to section 365 of the Bankruptcy Code because no further payment or other material performance is required by the Debtors. Nonetheless, the Debtors recognize that in order to enjoy the benefits of continued coverage for certain claims under these policies, the Debtors may have to comply with certain non-monetary obligations, such as the provision of notice of claims and cooperation with insurers. In the event that the Bankruptcy Court were to ever determine that any such prepaid insurance policies are executory contracts, the Debtors reserve all of their rights to amend Schedule G to include such policies, as appropriate.

Except in certain limited circumstances, the Debtor has not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule F. Such guaranties are, instead, listed on Schedule G.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**

**Case Number: 09-12137**

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**SPECIFIC NOTES REGARDING SCHEDULE G**

In addition, Schedule G does not include any potential rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected.

Contracts identified as "Independent Director Contracts," are contracts by which individuals agree to serve as independent directors, managers or trustees of the identified Debtor, as applicable, or contracts with entities who agree to provide individuals to serve in such capacities.

Due to the volume of the Debtors' executory contracts and unexpired leases, the Debtors are still in the process of collecting the addresses of all counterparties to such executory contracts and unexpired leases. These addresses will be compiled prior to sending notice of the bar date for the filing of proofs of claim in these chapter 11 cases.

As used in Schedule G, (i) "Loan Documents" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: loan agreements; promissory notes; mortgages, deeds of trust, deeds to secure debt or similar agreements; assignments of leases and rents; uniform commercial code financing statements; environmental indemnities; equity pledges and stock powers; cash management agreements, lockbox or account control agreements; guaranties; indemnities; master leases; allonges; collateral assignments/subordinations of property management agreements; assignments of rate cap and hedge agreements; and all other agreements, instruments, certificates and documents executed or delivered by or on behalf of borrow or any affiliate of borrower to evidence or secure a loan, (ii) "Leases" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: leases, subleases, licenses and other occupancy agreements and other similar documents or contractual arrangements with tenants or other occupants of the applicable property, and (iii) "REA" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: construction, operation and reciprocal easement agreements and any supplemental, separate or associated agreements and other similar documents or contractual arrangements with tenants or other occupants of the applicable property. Leases listed on Schedule G do not include all Leases where the tenant had not taken possession as of the Petition Date.

Title to the numerous properties owned by Debtors is encumbered by numerous title exceptions such as, including, but not limited to, deed restrictions including reservations of oil and mineral rights, private and public use and building restrictions, easements and licenses granting easements (including dominant, subservient, cross, prescriptive, appurtenant and in gross), grants of access and parking rights, and other real estate restrictions typically seen on title to commercial properties, each as amended or modified from time to time. Due to their large number and customary nature, the Debtors have not individually listed such exceptions, and to the extent any of such exceptions could constitute executory contracts, they have not been listed on Schedule G.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**  
**Case Number: 09-12137**  
**Exhibit G-1**  
**Tenant Leases**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-5-619228	ABERCROMBIE & FITCH STORES, INC; LEASE #: 241145	6301 FITCH PATH ROAD; ATTN: REAL ESTATE DEPARTMENT	NEW ALBANY, OH 43054
37 -G-5-619197	AE OUTFITTERS RETAIL CO; LEASE #: 177517	150 THORNHILL DRIVE; ATTN: LEASE ADMINISTRATION	WARRENDALE, PA 15086
37 -G-5-619195	AEROPOSTALE, INC.; LEASE #: 177516	201 WILLOWBROOK BLVD 7TH FLOOR; ATTN: LEASING DEPARTMENT	WAYNE, NJ 07470
37 -G-5-619239	ANH TRAN; LEASE #: 177571	215 E. FOOTHILLS PARKWAY, #H-1	FORT COLLINS, CO 80525
37 -G-5-619199	ANN TAYLOR RETAIL, INC; LEASE #: 177520	7 TIMES SQUARE; ATTN REAL ESTATE COUNSEL	NEW YORK, NY 10036
37 -G-5-619252	B W SPORTS INC; LEASE #: 243444	1962 BLAKE STREET	DENVER, CO 80202
37 -G-5-619201	BANK OF AMERICA NA; LEASE #: 177524	13510 BALLANTNE CORPORATE PLACE; MAIL CODE NC2-109-06-05	CHARLOTTE, NC 28277
37 -G-5-619202	BATH & BODY WORKS LLC; LEASE #: 243402	THREE LIMITED PARKWAY; ATTN REAL ESTATE	COLUMBUS, OH 43230
37 -G-5-619211	BEANS TALK, LTD.; LEASE #: 177536	3700 GULL WAY	FORT COLLINS, CO 80525
37 -G-5-625538	BEARABLE INSURANCE AGENCY, INC.; LEASE #: 177492	344 E. FOOTHILLS PARKWAY, #10E	FORT COLLINS, CO 80525
37 -G-5-619203	BUTH-NA-BODHAIGE, INC; LEASE #: 177601	5036 ONE WORLD WAY; ATTN: LEGAL DEPARTMENT	WAKE FOREST, NC 27587
37 -G-5-619205	CANDY BIN, LLC; LEASE #: 249418	215 E. FOOTHILLS PKWY #L17	FORT COLLINS, CO 80525
37 -G-5-619206	CHICK-FIL-A INC; LEASE #: 177531	5200 BUFFINGTON ROAD; ATTN: LEGAL DEPARTMENT - MALL DIVISION	ATLANTA, GA 30349
37 -G-5-625934	CHICO'S FAS, INC.; LEASE #: 178313	11215 METRO PARKWAY; ATTN: REAL ESTATE LAW DEPT	FORT MYERS, FL 33966
37 -G-5-619207	CHRISTOPHER & BANKS, INC; LEASE #: 177533	2400 XENIUM LANE NORTH; ATTN: VP REAL ESTATE & CONSTRUCTION	PLYMOUTH, MN 55441
37 -G-5-619208	CITY OF FORT COLLINS; LEASE #: 179412	214 N. HOWES STREET	FORT COLLINS, CO 80521
37 -G-5-619209	CLAIRE'S BOUTIQUES, INC; LEASE #: 177534	2400 WEST CENTRAL ROAD; ATTN REAL ESTATE DEPARTMENT	HOFFMAN ESTATES, IL 60192

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**  
**Case Number: 09-12137**  
**Exhibit G-1**  
**Tenant Leases**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-5-619230	CLAIRE'S BOUTIQUES, INC; LEASE #: 177606	2400 WEST CENTRAL ROAD; ATTN REAL ESTATE DEPARTMENT	HOFFMAN ESTATES, IL 60192
37 -G-5-619248	DESCHENE BROTHERS, INC.; LEASE #: 177583	1600 EIGER ROAD	LIVERMORE, CO 80536
37 -G-5-619238	DESTINATION MATERNITY CORPORATION; LEASE #: 177569	456 NORTH FIFTH STREET; ATTN VICE PRESIDENT OF REAL ESTATE	PHILADELPHIA, PA 19123
37 -G-5-625542	DONALD L. WUNSCH AND PATRICIA M. WUNSCH; LEASE #: 177504	344 E. FOOTHILLS PARKWAY, #6EA	FORT COLLINS, CO 80525
37 -G-5-619217	EDDIE BAUER, INC.; LEASE #: 177542	10401 NE 8TH STREET, SUITE 500; ATTN REAL ESTATE VP & GENERAL COUNSEL	BELLEVUE, WA 98004
37 -G-5-619218	EXPRESS LLC; LEASE #: 177543	ONE LIMITED PARKWAY; ATTN REAL ESTATE DEPARTMENT	COLUMBUS, OH 43230
37 -G-5-619219	EYES HAVE IT, INC.; LEASE #: 247733	215 E. FOOTHILLS PARKWAY, #L-6	FORT COLLINS, CO 80525
37 -G-5-619221	FOOT LOCKER RETAIL, INC; LEASE #: 177521	112 WEST 34TH STREET 2ND FLOOR; ATTN DIRECTOR OF LEASE ADMINISTRATION	NEW YORK, NY 10120
37 -G-5-619234	FOOT LOCKER RETAIL, INC; LEASE #: 177561	112 WEST 34TH STREET 2ND FLOOR; ATTN DIRECTOR OF LEASE ADMINISTRATION	NEW YORK, NY 10120
37 -G-5-619196	FORMAL SPECIALISTS, LTD; LEASE #: 177570	7807 SOUTH MAIN	HOUSTON, TX 77030
37 -G-5-625540	FORT COLLINS ANIMAL HOSPITAL, INC.; LEASE #: 177500	3540 JFK PARKWAY	FORT COLLINS, CO 80525
37 -G-5-619222	FRED MEYER JEWELERS, INC; LEASE #: 177547	3800 SE 22ND AVENUE; ATTN LEGAL DEPT	PORTLAND, OR 97202
37 -G-5-619244	FRENCH CREEK PETS, L.L.C.; LEASE #: 200209	918 BATTSFORD CIRCLE	FORT COLLINS, CO 80525
37 -G-5-619224	GAMESTOP, INC.; LEASE #: 177549	625 WESTPORT PARKWAY; ATTN: LEGAL DEPARTMENT	GRAPEVINE, TX 76051-6740
37 -G-5-619226	GENERAL NUTRITION CORPORATION; LEASE #: 177554	300 SIXTH AVENUE; ATTN REAL ESTATE COUNSEL	PITTSBURGH, PA 15222
37 -G-5-619232	GENESCO INC; LEASE #: 177559	1415 MURFREESBORO ROAD SUITE 308; ATTN: REAL ESTATE DEPARTMENT	NASHVILLE, TN 37217
37 -G-5-619216	GLEN WERTH; LEASE #: 177541	3336 S. LEMAY	FORT COLLINS, CO 80525
37 -G-5-619227	GYMBOREE RETAIL STORES, INC; LEASE #: 177555	500 HOWARD STREET; ATTN REAL ESTATE/LLEGAL	SAN FRANCISCO, CA 94105

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**  
**Case Number: 09-12137**  
**Exhibit G-1**  
**Tenant Leases**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-5-619200	HBH PRETZELS, INC.; LEASE #: 177522	2400 ELIDA ROAD	LIMA, OH 45805
37 -G-5-619229	HOT TOPIC, INC; LEASE #: 177556	18324 E. SAN JOSE AVENUE; ATTN: VP REAL ESTATE / CONSTRUCTION	CITY OF INDUSTRY, CA 91748
37 -G-5-619198	HUB DISTRIBUTING, INC; LEASE #: 177518	2501 EAST GUASTI ROAD; ATTN REAL ESTATE DEPARTMENT	ONTARIO, CA 91761
37 -G-5-619210	JONES & KELLER; LEASE #: 177535	4600 SOUTH ULSTER STREET, SUITE 880; ATTN.: STACIA BANK DELANEY ESQ.	DENVER, CO 80237
37 -G-5-619240	K. BILL TILEY AND MICHELLE L.TILEY; LEASE #: 177573	P.O. BOX 471	FORT COLLINS, CO 80522
37 -G-5-619214	K.B.M.T.; LEASE #: 177539	P.O. BOX 471	FORT COLLINS, CO 80522
37 -G-5-619235	LENSCRAFTERS, INC; LEASE #: 177564	4000 LUXOTTICA PLACE; ATTN: REAL ESTATE	MASON, OH 45040
37 -G-5-619236	LIMITED STORES LLC; LEASE #: 177566	PO BOX 182674; ATTN LEGAL	COLUMBUS, OH 43218-2674
37 -G-5-625935	LOUGHEED, INC.; LEASE #: 177623	124 E. MONROE AVENUE	FORT COLLINS, CO 80525
37 -G-5-619215	MARCO, INC.; LEASE #: 177540	215 E. FOOTHILLS PARKWAY, #G-8	FORT COLLINS, CO 80525
37 -G-5-619237	MAURICES INCORPORATED; LEASE #: 177568	105 WEST SUPERIOR STREET; ATTN REAL ESTATE DEPARTMENT	DULUTH, MN 55802
37 -G-5-619246	MAX RAVE, LLC; LEASE #: 177581	1450 BROADWAY 17TH FLOOR; ATTN LEASE ADMINISTRATION	NEW YORK, NY 10018
37 -G-5-626049	MIKE'S AUTO SERVICE INC.; LEASE #: 177641	562 HOURGLASS COURT	LOVELAND, CO 80537
37 -G-5-625936	NICHOLAS MORALES; LEASE #: 177624	215 E. FOOTHILLS PKWY, SUITE 220	FORT COLLINS, CO 80525
37 -G-5-619256	NICKELS & DIMES INCORPORATED; LEASE #: 231471	4534 OLD DENTON ROAD	CARROLLTON, TX 75010-2399
37 -G-5-625543	NORMA MILLER; LEASE #: 177506	1132 W. PROSPECT ROAD	FORT COLLINS, CO 80526
37 -G-5-619231	OM P. KAHANNA; LEASE #: 177557	PO BOX 621624	LITTLETON, CO 80162
37 -G-5-628155	OPRY GLOWGOLF, LLC; LEASE #:	ATTN: GENERAL COUNSEL OR LEGAL OFFICER; 433 OPRY MILLS DRIVE	NASHVILLE, TN 37214

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**GGP-Foothills L.L.C.**  
**Case Number: 09-12137**  
**Exhibit G-1**  
**Tenant Leases**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-5-619242	PACIFIC SUNWEAR STORES CORP; LEASE #: 177575	3450 EAST MIRALOMA AVENUE; ATTN LEASE ADMINISTRATION	ANAHEIM, CA 92806- 2101
37 -G-5-625544	PAUL WITT; LEASE #: 177508	215 E. FOOTHILLS PARKWAY, #8E	FORT COLLINS, CO 80525
37 -G-5-619243	PAYLESS SHOESOURCE, INC; LEASE #: 177576	PO BOX 1189; 3231 SOUTHEAST 6TH STREET	TOPEKA, KS 66607-1189
37 -G-5-619245	RADIOSHACK CORPORATION; LEASE #: 217523	300 RADIOSHACK CIRCLE MAIL STOP CF6- 202; ATTN DIRECTOR OF LEASE OPERATIONS	FORT WORTH, TX 76102- 1964
37 -G-5-619194	RAINBOW USA INC; LEASE #: 177580	1000 PENNSYLVANIA AVE.; ATTN: DIRECTOR OF REAL ESTATE	BROOKLYN, NY 11207
37 -G-5-619223	RECORD TOWN INC.; LEASE #: 177529	38 CORPORATE CIRCLE; ATTN LEGAL DEPARTMENT	ALBANY, NY 12203
37 -G-5-619212	REGIS CORPORATION; LEASE #: 177537	7201 METRO BLVD	MINNEAPOLIS, MN 55439
37 -G-5-619247	REGIS CORPORATION; LEASE #: 230899	7201 METRO BOULEVARD	MINNEAPOLIS, MN 55439
37 -G-5-619249	RITZ CAMERA CENTERS, INC.; LEASE #: 177584	6711 RITZ WAY	BELTSVILLE, MD 20705- 1384
37 -G-5-625541	ROGER'S SHOE REPAIR; LEASE #: 178308	344 E. FOOTHILLS PARKWAY, #5	FORT COLLINS, CO 80525
37 -G-5-625539	RONALD B. MOUCKA; LEASE #: 177494	344 E. FOOTHILLS PKWY, 8W.	FORT COLLINS, CO 80525
37 -G-5-626051	ROSS STORES, INC.; LEASE #: 177643	4440 ROSEWOOD DRIVE; ATTN REAL ESTATE MAIL STOP PL4 4E3	PLEASANTON, CA 94588- 3050
37 -G-5-628377	ROSS STORES, INC.; LEASE #: 177643	4440 ROSEWOOD DRIVE; ATTN PROPERTY MANAGEMENT	PLEASANTON, CA 94588- 3050
37 -G-5-619251	SPENCER GIFTS LLC; LEASE #: 177593	6826 BLACK HORSE PIKE, SUITE 205; ATTN: LEGAL DEPARTMENT	EGG HARBOR TOWNSHIP, NJ 08234- 4197
37 -G-5-625546	STATE OF COLORADO ELECTRICAL BOARD; LEASE #: 187407	1580 LOGAN ST., STE 550	DENVER, CO 80203-1941
37 -G-5-619253	SUBWAY WEST, INC; LEASE #: 177598	325 BIC DRIVE	MILFORD, CT 06460
37 -G-5-619254	SUNGLASS HUT TRADING LLC; LEASE #: 191163	4000 LUXOTTICA PLACE; ATTN: LEASE ADMINISTRATION	MASON, OH 45040-7113
37 -G-5-628378	SUNWEST NOP, INC; LEASE #: 177635	17776 PRESTON ROAD SUITE 100	DALLAS, TX 75252

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<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-5-626052	SUNWEST NOP, INC; LEASE #: 177635	17776 PRESTON ROAD SUITE 100	DALLAS, TX 75252
37 -G-5-619250	SWEET SENSATION I, INC.; LEASE #: 177586	6905 BUCKHORN COURT	LOVELAND, CO 80538
37 -G-5-625547	TERRY BRISTOL; LEASE #: 177633	344 E. FOOTHILLS PARKWAY, #9W	FORT COLLINS, CO 80525
37 -G-5-619204	THE BUCKLE, INC; LEASE #: 177602	2407 W 24TH STREET	KEARNEY, NE 68848-1040
37 -G-5-619220	THE FINISH LINE, INC; LEASE #: 177545	3308 NORTH MITTHOEFFER ROAD; ATTN: LEGAL / LEASE ADMINISTRATION	INDIANAPOLIS, IN 46235
37 -G-5-626050	THE REGIMENT SHOPS OF C. LTD.; LEASE #: 177515	2425 CANYON BOULEVARD, SUITE F.	BOULDER, CO 80302
37 -G-5-626053	THE TALBOTS INC; LEASE #: 177514	ONE TALBOTS DRIVE; ATTN REAL ESTATE/LEGAL DEPARTMENT	HINGHAM, MA 02043
37 -G-5-619213	THE TILEYS; LEASE #: 177538	P.O. BOX 471	FORT COLLINS, CO 80522
37 -G-5-619241	THE WALKING COMPANY; LEASE #: 177574	121 GRAY AVENUE; ATTN.: ACCOUNTING	SANTA BARBARA, CA 19101
37 -G-5-619255	THINGS REMEMBERED, INC; LEASE #: 177608	5500 AVION PARK DRIVE; ATTN LEASE ADMINISTRATION	HIGHLAND HEIGHTS, OH 44143
37 -G-5-619257	TRADE SECRET, INC; LEASE #: 241443	7201 METRO BLVD	MINNEAPOLIS, MN 55439
37 -G-5-619258	TRADEHOME SHOE STORES, INC.; LEASE #: 177610	8300 97TH STREET SOUTH	COTTAGE GROVE, MN 55016
37 -G-5-619233	TWEEN BRAND INC.; LEASE #: 177567	8323 WALTON PARKWAY; ATTN: REAL ESTATE DEPARTMENT	NEW ALBANY, OH 43054
37 -G-5-619259	VICTORIA'S SECRET STORES LLC; LEASE #: 243410	THREE LIMITED PARKWAY; ATTN REAL ESTATE	COLUMBUS, OH 43230
37 -G-5-625545	WILLIAM J. COFER; LEASE #: 177630	344 E. FOOTHILLS PARKWAY, #7	FORT COLLINS, CO 80525
37 -G-5-619225	WIRELESS VSION LLC; LEASE #: 213074	21 EAST LONG LAKE ROAD SUITE 102; ATTN KEVIN DENHA	BLOOMFIELD HILLS, MI 48304
37 -G-5-619260	ZALE DELAWARE INC; LEASE #: 177616	901 WEST WALNUT HILL LANE; ATTN LEASE ADMINISTRATION MS 5A 13	IRVING, TX 75038-1003
37 -G-5-619261	ZUMIEZ, INC; LEASE #: 177617	6300 MERRILL CREEK PARKWAY SUITE B	EVERETT, WA 98203

**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.**  
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**Exhibit G-2**  
**Licensing Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-6-605742	ANGELS, INC.	KAREN LEE; 5151 W. 29TH ST.	GREELEY, CO 80631
37 -G-6-605743	ASIAN GIFTS	DANIEL DONG; 400 E 56TH AVE.	DENVER, CO 80216
37 -G-6-605744	ASIAN GIFTS	DANIEL DONG; 400 E 56TH AVE.	DENVER, CO 80216
37 -G-6-605786	B & F FOODS, INC	750 CITADEL DRIVE #1096	COLORADO SPRINGS, CO 80906
37 -G-6-610393	BARNETT'S MARTIAL ARTS	CHET T. BARNETT; 3218 WEDGEWOOD CT.	FORT COLLINS, CO 80525
37 -G-6-605745	BATH FITTER	AARON MILLER; 1500 W. HAMPDEN #3E	ENGLEWOOD, CO 80110
37 -G-6-610172	BILL CRAIG	WILLIAM M. CRAIG; 344 E. FOOTHILLS PKWY #7E	FT. COLLINS, CO 80525
37 -G-6-610410	B'SIGNS	BOGDA WASILIK; 2319 AMHERST ST	FORT COLLINS, CO 80525
37 -G-6-605748	CELL SOLUTION	SATISH KUMAR HEGDE; 1619 CALLE DE ROJA	RIO RANCHO, NM 87124
37 -G-6-605767	COLOSIO, INC.	3400 S. COLLEGE AVENUE	FORT COLLINS, CO 80525
37 -G-6-605766	COLOSIO, INC.	3400 S. COLLEGE AVENUE	FORT COLLINS, CO 80525
37 -G-6-605776	CPS SPORTS, INC.	2200 N. MAPLE, #556	RAPID CITY, SD 57701
37 -G-6-605750	CROCS RETAIL INC	6328 MONARCH PARK PLACE; ATTN: ACCOUNTS PAYABLE	NIWOT, CO 80503
37 -G-6-605753	CRUSH	JOEY MEDRANO; ANNA ZHERDEVA	FORT COLLINS, CO 80528
37 -G-6-605751	CRUSH	JOEY MEDRANO; ANNA ZHERDEVA	FORT COLLINS, CO 80528
37 -G-6-605752	CRUSH	JOEY MEDRANO; ANNA ZHERDEVA	FORT COLLINS, CO 80528
37 -G-6-605785	CTM GROUP INC	13 RED ROOF LANE UNIT I A	SALEM, NH 03079
37 -G-6-605754	DELLENBACH MOTORS	WENDY LAMPE; 3111 S. COLLEGE	FT. COLLINS, CO 80525
37 -G-6-605784	DIRECTIONAL AD-VANTAGE HOLDINGS, LLC	4800 NORTH FEDERAL HIGHWAY; SUITE 200A	BOCA RATON, FL 33431
37 -G-6-610411	DOROTHY M. BURGER	116 E. FOOTHILLS PKWY., #8	FORT COLLINS, CO 80525
37 -G-6-605756	FOOTHILLS BISTRO	SCOTT BEAN; 2709 MONTEREY BAY	EVANS, CO 80620
37 -G-6-605757	FORT COLLINS HEALTHY N FIT	MEREDITH JUDSON; 1212 LAPORTE	FORT COLLINS, CO 80521



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**GGP-Foothills L.L.C.**  
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**Licensing Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-6-610173	FORT COLLINS POTTERS HOUSE	VICTOR ALONSO; 820 MERGANSER 407	FORT COL, CO 80524
37 -G-6-605758	FOTO FANTASY INC	8A INDUSTRIAL WAY	SALEM, NH 03079-2837
37 -G-6-605747	FRANK AND SHIRLEY FORD	1509 DOVER AVENUE	LOVELAND, CO 80538
37 -G-6-605759	FT CASUALS	TIEN SIMON; 5445 DESERT FOX RD.	MORRISON, CO 80498
37 -G-6-605760	GUMBALL GOURMET	162 NORTH 4100 EAST; LAMONTE ANDERSON	RIGBY, ID 83442
37 -G-6-605761	HAZOMA COIN RACE	KEVIN AND ADRIENNE SMITH; 10250 PEACH BLOSSOM TRAIL	COLORADO SPRINGS, CO 80920
37 -G-6-605762	INNOVATIVE ADVERTISING	JIM SABEY; 1640 W. COUNTY ROAD 60E	FORT COLLINS, CO 80524
37 -G-6-605763	INTAJUICE	SHAWNA ECKSTINE; 3927 CARRICK ST.	FORT COLLINS, CO 80525
37 -G-6-605764	J & C HANDBAGS	MICHAEL J. CHEN; 4919 LANGDALE COURT	FORT COLLINS, CO 80526
37 -G-6-605765	K-MOMO	KIM & JEOUNGMEE CHOI; 215 E FOOTHILLS PKWY #F-1	FT. COLLINS, CO 80525
37 -G-6-610394	MAGIC CARPETS	ROBERT AHOLB; 190 W. AQUA CALIENTE RD.	SONOMA, CA 95476
37 -G-6-605768	MAGIC STREET	ISAAC BITTON; 215 E. FOOTHILLS PKWY #G-11	FORT COLLINS, CO 80525
37 -G-6-605769	MATTRESSES AND MORE	WILLIAMS W. WILLIAMS; 2321 44TH AVE.	GREELEY, CO 80634
37 -G-6-605770	MINI MELTS VENDING	RENE P SERRANO; 10111 INVERNESS MAIN ST.	ENGLEWOOD, CO 80112
37 -G-6-605771	MOBILE SOLUTIONS	JOHN MCEVOY; 1660 HOTEL CIRCLE N. #205	SAN DIEGO, CA 92108
37 -G-6-610174	MORNING STAR FELLOWSHIP	PO BOX 271580; 3718 CORONADO AVE.	FORT COLLINS, CO 80527
37 -G-6-605787	NICKELS & DIMES INCORPORATED	4534 OLD DENTON ROAD	CARROLLTON, TX 75010-2399
37 -G-6-605777	NORTH AMERICAN KIOSK LLC	ATTN: LINDA JOHANSEN; 101 CONVENTION CENTER DRIVE #1225	LAS VEGAS, NV 89109
37 -G-6-605773	NYS COLLECTION	SAL BABBINO; 550 39TH ST.	BROOKLYN, NY 11232
37 -G-6-605788	OMNIPOINT COMMUNICATIONS, INC	C/O T-MOBILE USA, INC; 12920 SE 38TH STREET	BELLEVUE, WA 98006
37 -G-6-605774	ORIENTAL GARDEN	JIN LIAN WEIRICK; 3400 STANFORD RD. #A110	FORT COLLINS, CO 80525
37 -G-6-605772	ORLI LEVITT	204 MILLVIEW LANE	LYNCHBURG, VA 24502

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**GGP-Foothills L.L.C.**  
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**Licensing Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-6-605775	PREMIER SKIN CARE	SMS MARKETING; SABIN MICHAELI	CASTLE ROCK, CO 80108
37 -G-6-605778	QWEST BUSINESS RESOURCES INC	C/O EQUIS CORPORATION; 8350 E CRESCENT PKWY STE #300	GREENWOOD VILLAGE, CO 80111
37 -G-6-605779	RAINBOW PLAY SYSTEMS	ROCKY MOUNTAIN PLAYGROUNDS; LEO GANNON	BROOKINGS, SD 57006
37 -G-6-605749	SATISH KUMAR HEGDE	CRICKET; 4947 S WADSWORTH BLVD	LITTLETON, CO 80123
37 -G-6-605780	SCARF OF ROCKY	RISHI KESH DHAKAL; 220 LINDEN STREET	FORT COLLINS, CO 80524
37 -G-6-605746	SELCUK DIRGAR	1685 S COLORADO BLVD; UNIT S #250	DENVER, CO 80222
37 -G-6-605781	SIT BACK & RELAX LLC	168 SOUTH RIVER ROAD STE 5B	BEDFORD, NH 03110
37 -G-6-605782	SIT MEANS SIT	RYAN MATTHEWS; 2836 SOMERVILLE DR. #D	FORT COLLINS, CO 80526
37 -G-6-605783	SKY BOARD'N	STEVE & TINA TOLLEY; 2018 OVERLOOK DR.	FORT COLLINS,, CO 80525
37 -G-6-610395	SUSAN ST. CLAIR	220 E. MONROE	FORT COLLINS, CO 80525
37 -G-6-610175	THE FINER IMAGE	PAUL LARSON; 2205 HARVES STREET	FORT COLLINS,, CO 80528
37 -G-6-605789	T-MOBILE	LEASING DEPT.; 12920 SE 38TH	BELLEVUE, WA 98006
37 -G-6-605755	TROY CROSLAND	6440 SOUTH WASATCH BLVD. #305	SALT LAKE CITY, UT 84121
37 -G-6-605790	TULIP	MARY MONTGOMERY; 2905 ROSS DR. #N28	FORT COLLINS, CO 80526
37 -G-6-605791	VANITY SHOPS OF GRAND FORKS, INC	1001 NORTH 25TH STREET	GRAND FORKS, ND 58102
37 -G-6-610396	VOICESTREAM WIRELESS CORPORATION	12920 SE 38TH STREET; LEASING DEPARTMETN	BELLEVUE, WA 98006
37 -G-6-605792	WIND SPINNER	SAGI COHEN; PO BOX 4672	PARKER, CO 80134

**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.**

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**Exhibit G-3**

**Guarantees/Indemnification**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>
37 -G-8-590690	US BANK	800 NICOLLET MALL / 22ND FLOOR	MINNEAPOLIS, MN 55402	SECURED INDEBTEDNESS
37 -G-8-590798	US BANK	800 NICOLLET MALL / 22ND FLOOR	MINNEAPOLIS, MN 55402	CARRY COSTS
37 -G-8-590799	US BANK	800 NICOLLET MALL / 22ND FLOOR	MINNEAPOLIS, MN 55402	CARRY COSTS

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**GGP-Foothills L.L.C.**

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**Exhibit G-4**

**Constructware Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>	<u>Commitment #</u>
37 -G-9-189	AMERICAN ENERGY MANAGEMENT	221 BOSTON POST ROAD EAST, SUITE 350	MARLBOROUGH, MA 1752	CONTRACTOR AGREEMENT - ENERGY MANAGEMENT SYSTEM	501901
37 -G-9-947	FARNSWORTH GROUP, INC.	8055 EAST TUFTS AVE, SUITE 850	DENVER, CO 80237	ENGINEERING AGREEMENT	50107002
37 -G-9-1600	HC KLOVER ARCHITECT	10955 LOWELL ST. STE 700	OVERLAND PARK, KS 66210	ARCHITECTURAL AGREEMENT	50107001
37 -G-9-1598	HC KLOVER ARCHITECT	10955 LOWELL ST. STE 700	OVERLAND PARK, KS 66210	ARCHITECTURAL AGREEMENT	501001

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**GGP-Foothills L.L.C.**

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**Exhibit G-5**

**Reciprocal Easement Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>
37 -G-10-611608	MACY'S DEPARTMENT STORES, INC.	611 OLIVE STREET	ST. LOUIS, MO 63101
37 -G-10-611609	SEARS ROEBUCK & COMPANY	3333 BEVERLY ROAD	HOFFMANN ESTATES, IL 60179

UNITED STATES BANKRUPTCY COURT  
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Exhibit G-6  
Loan Agreements

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>Description</u>
37 -G-11-631214	US BANK	800 NICOLLET MALL / 22ND FLOOR; MINNEAPOLIS, MN 55402	SECURED DEBT

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**Exhibit G-7**

**Single Mall Service Agreements**

<u>Schedule ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>
37 -G-13-614013	AIR FLOW LLC	629 VALLEY VIEW RD	LOVELAND, CO 80538	HVAC MAINTENANCE FOR PLAZA
37 -G-13-614012	AIR FLOW LLC	629 VALLEY VIEW RD	LOVELAND, CO 80538	HVAC MAINTENANCE FOR OFFICES
37 -G-13-614014	TOLIN MECHANICAL	12005 EAST 45TH. AVE.	DENVER, CO 80239	HVAC MAINTENANCE FOR MALL

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**Exhibit G-8**

**National Service Agreements**

<u>ID</u>	<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>
37 -G-14-612507	KONE, INC.	410 MT. ARLINGTON BLVD.	LANDING, NJ 07850	MASTER VERTICAL TRANSPORTATION AGREEMENT
37 -G-14-612170	MILLARD MALL SERVICES INC.	7301 N. CICERO AVENUE	LINCOLNWOOD, IL 60712	JANITORIAL SERVICES
37 -G-14-612265	SPECTRASITE COMMUNICATIONS, INC.	C/O AMERICAN TOWER CORPORATION, NEW SITE DEVELOPMENT	CARY, NC 27511	MULTI-CARRIER IN-BUILDING NEUTRAL HOST MASTER AGREEMENT
37 -G-14-612443	VALOR SECURITY SERVICES	200 NORTH COBB PARKWAY; SUITE 128	MARIETTA, GA 30062	SECURITY



**UNITED STATES BANKRUPTCY COURT**

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**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. 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 the eight-year period immediately preceding the commencement of the 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is in community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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).

Check this box if debtor has no codebtor

**NAME AND ADDRESS OF CODEBTOR**

**DESCRIPTION**

**UNITED STATES BANKRUPTCY COURT  
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**GGP-Foothills L.L.C.**

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**SPECIFIC NOTES REGARDING SCHEDULE H**

**Co-Debtors**

In the ordinary course of their business, the Debtors pay certain expenses on behalf of their subsidiaries. In addition, in the ordinary course of their business, certain of the Debtors have guaranteed certain obligations and liabilities. However, the transactions and guarantees between the Debtors and their subsidiaries are too voluminous to list separately but, in some instances, are reflected elsewhere in the Schedules and Statements. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their rights to amend Schedule H to the extent that additional guarantees are identified or such guarantees are discovered to have expired or become unenforceable.

In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation and claims arising out of certain ordinary course of business transactions. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Due to the volume of such claims and because all such claims are contingent, disputed, and/or unliquidated, such claims have not been set forth individually on Schedule H. However, some such claims may be listed elsewhere in the Schedules and Statements.

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

I, authorized signatory of this debtor entity, declare under penalty of perjury that I have read the foregoing summary and schedules, and that they are true and correct to the best of my knowledge, information and belief.

Date: August 26, 2009

Signature:  \_\_\_\_\_

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.*