

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: GGP-Moreno Valley, Inc.
Debtor.

Case Number: 09-12147

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



3. Payments to Creditors

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

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

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

See attachment 3b of the Statement of Financial Affairs

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

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

4. Suits, executions, garnishments, and attachments

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

See attachment 4a of the Statement of Financial Affairs

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

See attachment 8 of the Statement of Financial Affairs

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS

Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

See attachment 21a of the Statement of Financial Affairs

None

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

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

None

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

None

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

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$13,545,498
12/31/2008 Annual Gross Revenue	\$14,262,551
3/31/2009 YTD Gross Revenue	\$3,541,167

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

<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$644,280	\$492,181	\$54,335

Specific Notes

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

Case Number: 09-12147

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
4 D COLLEGE	LINDA SMITH 1020 E. WASHINGTON STREET	COLTON, CA 92324	2/27/2009	64002258	\$1,000	
TOTAL						\$1,000
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180679	\$10	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181878	\$16	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178714	\$34	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178714	\$40	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179946	\$40	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182851	\$40	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181351	\$40	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178402	\$42	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182171	\$44	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/23/2009	7181497	\$47	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182851	\$54	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181351	\$65	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182851	\$75	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182171	\$80	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/12/2009	7180912	\$80	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181878	\$83	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181351	\$100	

Case Number: 09-12147

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179946	\$100	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180679	\$116	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181351	\$166	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181878	\$360	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182851	\$415	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179946	\$1,439	
TOTAL						\$3,486
AMTECH ELEVATOR SERVICES	DEPT. LA 21592	PASADENA, CA 91185-1592	1/21/2009	64001378	\$5,417	
AMTECH ELEVATOR SERVICES	DEPT. LA 21592	PASADENA, CA 91185-1592	2/23/2009	64002376	\$5,417	
AMTECH ELEVATOR SERVICES	DEPT. LA 21592	PASADENA, CA 91185-1592	4/6/2009	64003145	\$5,417	
AMTECH ELEVATOR SERVICES	DEPT. LA 21592	PASADENA, CA 91185-1592	4/6/2009	64003145	\$10,880	
TOTAL						\$27,130
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	64002145	\$115	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	64002680	\$115	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	4/3/2009	64003301	\$63,746	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	64002680	\$65,608	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	64002145	\$67,333	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	64002145	\$79,851	
TOTAL						\$276,768
AS SEEN ON TV	PAUL PATTERSON 5100 PORTER RANCH ROAD	GARDEN VALLEY, CA 95633	3/3/2009	64002259	\$1,000	
TOTAL						\$1,000
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179066	\$338	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180295	\$541	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181497	\$576	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182171	\$650	
TOTAL						\$2,104
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	3/3/2009	64002377	\$170	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$480	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001657	\$518	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$724	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$774	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001657	\$1,174	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	3/3/2009	64002377	\$1,230	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$1,343	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$1,893	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001657	\$2,750	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001657	\$3,600	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	3/3/2009	64002377	\$3,931	
BP AIR INC	15628 CYPRESS ST	IRWINDALE, CA 91706	2/2/2009	64001379	\$9,884	
TOTAL						\$28,469
BRIXEY CORP, THE	13030 INGLEWOOD AVE SUITE 200	HAWTHORNE, CA 90250	2/18/2009	7179779	\$78	
BRIXEY CORP, THE	13030 INGLEWOOD AVE SUITE 200	HAWTHORNE, CA 90250	3/10/2009	64002771	\$5,438	
TOTAL						\$5,516
CAM SERVICES INLAND EMPIRE, LL	5664 SELMARAIN DRIVE	CULVER CITY, CA 90230	3/2/2009	64002564	\$943	
CAM SERVICES INLAND EMPIRE, LL	5664 SELMARAIN DRIVE	CULVER CITY, CA 90230	1/20/2009	64001380	\$1,591	
CAM SERVICES INLAND EMPIRE, LL	5664 SELMARAIN DRIVE	CULVER CITY, CA 90230	1/20/2009	64001380	\$1,945	
CAM SERVICES INLAND EMPIRE, LL	5664 SELMARAIN DRIVE	CULVER CITY, CA 90230	2/2/2009	64001879	\$1,945	
TOTAL						\$6,424
CARTER BROTHERS, LLC	P.O BOX 933815	ATLANTA, GA 31193-3815	1/26/2009	64001702	\$94,456	
TOTAL						\$94,456
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	1/16/2009	64001382	\$309	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	1/16/2009	64001382	\$879	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/3/2009	64001931	\$1,355	

Case Number: 09-12147

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	3/3/2009	64002622	\$2,751	
TOTAL						\$5,294
CITY OF MORENO VALLEY	DEPARTMENT OF FINANCE 14177 FREDERICK STREET	MORENO VALLEY, CA 92552	2/6/2009	64001980	\$57	
CITY OF MORENO VALLEY	DEPARTMENT OF FINANCE 14177 FREDERICK STREET	MORENO VALLEY, CA 92552	2/10/2009	64001994	\$200	
CITY OF MORENO VALLEY	DEPARTMENT OF FINANCE 14177 FREDERICK STREET	MORENO VALLEY, CA 92552	4/2/2009	64003079	\$6,501	
CITY OF MORENO VALLEY	DEPARTMENT OF FINANCE 14177 FREDERICK STREET	MORENO VALLEY, CA 92552	4/6/2009	64003239	\$30,767	
CITY OF MORENO VALLEY	DEPARTMENT OF FINANCE 14177 FREDERICK STREET	MORENO VALLEY, CA 92552	4/6/2009	64003239	\$31,326	
TOTAL						\$68,852
CITY OF MORENO VALLEY- PLANNIN	P.O. BOX 88005 C/O MICHELE PATTERSON	MORENO VALLEY, CA 92552-0805	3/5/2009	64002312	\$31,416	
TOTAL						\$31,416
COMSERCO, INC.	1445 SPRUCE STREET, SUITE B	RIVERSIDE, CA 92507	4/15/2009	64003401	\$100	
COMSERCO, INC.	1445 SPRUCE STREET, SUITE B	RIVERSIDE, CA 92507	3/2/2009	64002565	\$100	
COMSERCO, INC.	1445 SPRUCE STREET, SUITE B	RIVERSIDE, CA 92507	3/2/2009	64002565	\$281	
COMSERCO, INC.	1445 SPRUCE STREET, SUITE B	RIVERSIDE, CA 92507	2/17/2009	64002219	\$620	
TOTAL						\$1,101
CONTECH SERVICES, INC	2540-A ORANGE AVE	SANTA ANA, CA 92707	3/9/2009	64002444	\$459	
CONTECH SERVICES, INC	2540-A ORANGE AVE	SANTA ANA, CA 92707	3/9/2009	64002444	\$4,134	
CONTECH SERVICES, INC	2540-A ORANGE AVE	SANTA ANA, CA 92707	3/5/2009	64002775	\$15,000	
TOTAL						\$19,593
CORNERSTONE ELECTRIC	18588 GRANITE AVE	RIVERSIDE, CA 92508	1/21/2009	64001383	\$235	
CORNERSTONE ELECTRIC	18588 GRANITE AVE	RIVERSIDE, CA 92508	2/13/2009	64001658	\$255	
CORNERSTONE ELECTRIC	18588 GRANITE AVE	RIVERSIDE, CA 92508	1/21/2009	64001383	\$1,675	
CORNERSTONE ELECTRIC	18588 GRANITE AVE	RIVERSIDE, CA 92508	1/21/2009	64001383	\$1,675	
TOTAL						\$3,840
CULP CONSTRUCTION COMPANY	ONE TECHNOLOGY DRIVE SUITE D- 411	IRVINE, CA 92618	1/29/2009	64001691	\$5,000	
TOTAL						\$5,000
DAVACO INC	6688 N. CENTRAL EXPWY., SUITE 1400	DALLAS, TX 75206	2/19/2009	64002096	\$2,500	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$2,500
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	3/2/2009	64002566	\$114	
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	1/20/2009	64001384	\$114	
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	2/2/2009	64001880	\$114	
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	3/23/2009	64003009	\$565	
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	2/17/2009	64002066	\$845	
DAY LITE MAINTENANCE CO., INC.	275 S. LEWIS	ORANGE, CA 92868	1/20/2009	64001384	\$1,727	
TOTAL						\$3,478
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$28	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$30	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$33	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$37	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$39	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$45	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$101	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$121	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$209	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$311	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$353	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$604	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$723	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$909	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$980	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$996	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$1,215	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/16/2009	64002861	\$3,436	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	4/6/2009	64003240	\$4,219	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	2/4/2009	64001981	\$4,501	
EASTERN MUNICIPAL WATER DISTRI	P O BOX 8300	PERRIS, CA 92570	3/12/2009	64002858	\$5,149	
TOTAL						\$24,761
EWING IRRIGATION PRODUCTS	2462 POLVOROSA AVE	SAN LEANDRO, CA 94577	3/23/2009	7181497	\$122	
EWING IRRIGATION PRODUCTS	2462 POLVOROSA AVE	SAN LEANDRO, CA 94577	1/23/2009	7178714	\$187	
EWING IRRIGATION PRODUCTS	2462 POLVOROSA AVE	SAN LEANDRO, CA 94577	4/8/2009	7182171	\$293	
TOTAL						\$603
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	(\$293)	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	(\$234)	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	(\$56)	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$213	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	\$234	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$285	

Case Number: 09-12147

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$286	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$380	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/27/2009	64001659	\$380	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$632	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	\$659	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$791	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	\$884	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	2/20/2009	64002379	\$887	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$1,108	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$2,157	
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	1/22/2009	64001386	\$2,240	
TOTAL						\$10,552
GOLF CARS OF RIVERSIDE	963 N. MAIN ST.	RIVERSIDE, CA 92501	2/10/2009	64001881	\$210	
GOLF CARS OF RIVERSIDE	963 N. MAIN ST.	RIVERSIDE, CA 92501	2/10/2009	64002068	\$378	
GOLF CARS OF RIVERSIDE	963 N. MAIN ST.	RIVERSIDE, CA 92501	4/7/2009	64003147	\$669	
GOLF CARS OF RIVERSIDE	963 N. MAIN ST.	RIVERSIDE, CA 92501	1/26/2009	64001660	\$710	
TOTAL						\$1,967
GREENWOOD CONSTRUCTION	12637 SOUTH 265 WEST SUITE 100	DRAPER, UT 84020	1/27/2009	64001692	\$5,000	
TOTAL						\$5,000
HARDESTY & ASSOCIATES	500 E. BALBOA BLVD	NEWPORT BEACH, CA 92661	1/27/2009	64001693	\$3,950	
TOTAL						\$3,950
HAVEL BROTHERS	P.O. BOX 1287	FORT WAYNE, IN 46801	1/27/2009	64001703	\$7,457	
TOTAL						\$7,457
HICKORY FARMS	ATTN: SHEPARD BOOTH 1740 HOWARD PLACE	REDLANDS, CA 92373	3/26/2009	64002260	\$1,000	
TOTAL						\$1,000
HOMES AND LAND MAGAZINE	WADE MCCURRY 466 ORANGE STREET	REDKABDS, CA 92374	3/9/2009	64002772	\$1,000	
TOTAL						\$1,000
IEM	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30009	3/26/2009	64003010	\$709	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$709
INLAND QUALITY FLOORING	520 N WOODLAND AVE	BANNING, CA 92220	4/13/2009	64003402	\$750	
TOTAL						\$750
J.P. ELECTRIC, INC	6048 KING AVE, SUITE C	MAYWOOD, CA 90270	1/23/2009	64001041	\$5,900	
TOTAL						\$5,900
JC PENNEY CO, INC	ATTN: MARTHA RENT DEPT. M/S 810 P.O. BOX 27704	SALT LAKE CITY, UT 84127-0704	2/3/2009	64001747	\$6,775	
TOTAL						\$6,775
JC'S PLUMBING & BACKFLOW SERVI	417 W FOOTHILL BLVD #153	GLENDORA, CA 91741	1/20/2009	64001388	\$262	
JC'S PLUMBING & BACKFLOW SERVI	417 W FOOTHILL BLVD #153	GLENDORA, CA 91741	1/27/2009	64001661	\$292	
JC'S PLUMBING & BACKFLOW SERVI	417 W FOOTHILL BLVD #153	GLENDORA, CA 91741	1/20/2009	64001388	\$328	
TOTAL						\$882
K AND C CONSTRUCTION	1735 ERIN AVENUE	UPLAND, CA 91784	1/20/2009	64001071	\$10,595	
TOTAL						\$10,595
KEITH A. JONES, ESQ.	9001 GROSSMONT BLVD, SUITE 604	LA MESA, CA 91941	4/13/2009	64003445	\$925	
TOTAL						\$925
LAURA D'AQUILA	820 W. 25TH	UPLAND, CA 91784	1/22/2009	64001389	\$929	
TOTAL						\$929
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/23/2009	7181497	(\$145)	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/16/2009	7178402	\$22	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/15/2009	7182851	\$35	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/18/2009	7179779	\$60	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/19/2009	7181351	\$71	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/8/2009	7182171	\$87	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/12/2009	7180912	\$136	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/1/2009	7181878	\$170	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/23/2009	7178714	\$179	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179946	\$322	

Case Number: 09-12147

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/27/2009	7180295	\$333	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/13/2009	7179600	\$335	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/6/2009	7179309	\$560	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/6/2009	7180679	\$677	
TOTAL						\$2,840
M&M DISPLAY, INC.	P.O. BOX 13596	TORRANCE, CA 90503	3/3/2009	64002567	\$6,700	
TOTAL						\$6,700
MACY'S RETAIL HOLDINGS INC.	7 W. 7TH STREET ATTN: REAL ESTATE DEPARTMENT	CINCINNATI, OH 45202	2/17/2009	64001753	\$102,030	
TOTAL						\$102,030
MANPOWER STAFFING SERVICES	P.O. BOX 791	SAN BERNARDINO, CA 92402	2/9/2009	64002069	\$160	
MANPOWER STAFFING SERVICES	P.O. BOX 791	SAN BERNARDINO, CA 92402	2/17/2009	64002222	\$184	
MANPOWER STAFFING SERVICES	P.O. BOX 791	SAN BERNARDINO, CA 92402	2/3/2009	64001883	\$284	
MANPOWER STAFFING SERVICES	P.O. BOX 791	SAN BERNARDINO, CA 92402	3/2/2009	64002568	\$497	
MANPOWER STAFFING SERVICES	P.O. BOX 791	SAN BERNARDINO, CA 92402	2/23/2009	64002380	\$559	
TOTAL						\$1,685
NEW MILLENNIUM PAINTING	22777 RADNOR LANE	MORENO VALLEY, CA 92557	1/20/2009	64001391	\$500	
NEW MILLENNIUM PAINTING	22777 RADNOR LANE	MORENO VALLEY, CA 92557	4/15/2009	64003403	\$3,200	
TOTAL						\$3,700
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179600	\$46	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182851	\$71	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/1/2009	7181878	\$101	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178714	\$103	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/16/2009	7178402	\$127	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178967	\$199	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179309	\$201	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182171	\$220	
TOTAL						\$1,067

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
PLOWMAN CONSTRUCTION CO., INC.	905 EAST PARK STREET	OLATHE, KS 66061	3/4/2009	64002623	\$1,900	
TOTAL						\$1,900
PRO-PLANET INDUSTRIAL SUPPLY	1615 MONROVIA AVE.	COSTA MESA, CA 92627	1/21/2009	64001392	\$320	
PRO-PLANET INDUSTRIAL SUPPLY	1615 MONROVIA AVE.	COSTA MESA, CA 92627	3/10/2009	64002752	\$596	
TOTAL						\$917
RICK RIVERA'S TINTING	18119 VIA AMOROSA #4	ROWLAND HEIGHTS, CA 91748	2/23/2009	64002381	\$938	
TOTAL						\$938
RICOH AMERICAS CORPORATION	P.O. BOX 100345	PASADENA, CA 91189-0345	2/27/2009	64002570	\$72	
RICOH AMERICAS CORPORATION	P.O. BOX 100345	PASADENA, CA 91189-0345	2/3/2009	64001885	\$279	
RICOH AMERICAS CORPORATION	P.O. BOX 100345	PASADENA, CA 91189-0345	1/20/2009	64001393	\$328	
TOTAL						\$680
ROTO-ROOTER	796 N. STATE STREET	HEMET, CA 92543	1/22/2009	64001394	\$163	
ROTO-ROOTER	796 N. STATE STREET	HEMET, CA 92543	1/22/2009	64001394	\$185	
ROTO-ROOTER	796 N. STATE STREET	HEMET, CA 92543	2/9/2009	64001886	\$185	
ROTO-ROOTER	8930 CENTER AVENUE	RANCHO CUCAMONGA, CA 91730	1/20/2009	64001395	\$235	
ROTO-ROOTER	8930 CENTER AVENUE	RANCHO CUCAMONGA, CA 91730	4/7/2009	64003151	\$375	
ROTO-ROOTER	8930 CENTER AVENUE	RANCHO CUCAMONGA, CA 91730	1/29/2009	64001665	\$440	
ROTO-ROOTER	8930 CENTER AVENUE	RANCHO CUCAMONGA, CA 91730	1/29/2009	64001665	\$650	
TOTAL						\$2,233
SCHINDLER ELEVATOR CORPORATION	P.O. BOX 93050	CHICAGO, IL 60673-3050	3/12/2009	64002844	\$232	
SCHINDLER ELEVATOR CORPORATION	20 WHIPPANY RD	MORRISTOWN, NJ 7960	2/25/2009	64001130	\$2,345	
TOTAL						\$2,577
SIGN SHOP USA, INC, THE	PO BOX 80178	CITY OF INDUSTRY, CA 91716-8178	4/3/2009	64003152	\$43	
SIGN SHOP USA, INC, THE	PO BOX 80178	CITY OF INDUSTRY, CA 91716-8178	1/27/2009	64001666	\$54	
SIGN SHOP USA, INC, THE	PO BOX 80178	CITY OF INDUSTRY, CA 91716-8178	1/30/2009	64001887	\$64	
SIGN SHOP USA, INC, THE	PO BOX 80178	CITY OF INDUSTRY, CA 91716-8178	2/9/2009	64002073	\$299	
SIGN SHOP USA, INC, THE	PO BOX 80178	CITY OF INDUSTRY, CA 91716-8178	1/20/2009	64001396	\$350	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$811
SOURCE REFRIGERATION & HVAC, I	PO BOX 515229	LOS ANGELES, CA 90051-6529	1/20/2009	64001397	\$526	
SOURCE REFRIGERATION & HVAC, I	PO BOX 515229	LOS ANGELES, CA 90051-6529	1/20/2009	64001397	\$826	
TOTAL						\$1,352
SOUTHERN CALIFORNIA EDISON CO.	P.O. BOX 300	ROSEMEAD, CA 91772-0001	2/4/2009	64001982	\$99	
SOUTHERN CALIFORNIA EDISON CO.	P.O. BOX 300	ROSEMEAD, CA 91772-0001	3/18/2009	64002920	\$311	
SOUTHERN CALIFORNIA EDISON CO.	P.O. BOX 300	ROSEMEAD, CA 91772-0001	2/4/2009	64001982	\$1,121	
SOUTHERN CALIFORNIA EDISON CO.	P.O. BOX 300	ROSEMEAD, CA 91772-0001	3/3/2009	64002656	\$1,253	
SOUTHERN CALIFORNIA EDISON CO.	P.O. BOX 300	ROSEMEAD, CA 91772-0001	4/3/2009	64003241	\$1,482	
TOTAL						\$4,266
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	2/10/2009	64001888	\$50	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	1/21/2009	64001398	\$100	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	1/21/2009	64001398	\$100	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	1/21/2009	64001398	\$183	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	1/21/2009	64001398	\$183	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	3/11/2009	64002753	\$378	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	3/26/2009	64003013	\$1,655	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	2/10/2009	64002074	\$5,700	
STATEWIDE LANDSCAPE SERVICES,	P.O. BOX 1224	MURRIETA, CA 92564-1224	2/10/2009	64001888	\$5,700	
TOTAL						\$14,050
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	4/15/2009	7182851	\$200	
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	1/23/2009	7178714	\$200	
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	3/19/2009	7181351	\$200	
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	2/6/2009	7179309	\$600	
TOTAL						\$1,200
USI	PO BOX 189	KENILWORTH, NJ 7033	1/21/2009	64001591	\$231	
USI	PO BOX 189	KENILWORTH, NJ 7033	3/13/2009	64002845	\$231	
USI	PO BOX 189	KENILWORTH, NJ 7033	3/13/2009	64002845	\$38,948	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
USI	PO BOX 189	KENILWORTH, NJ 7033	4/6/2009	64003302	\$52,159	
TOTAL						\$91,569
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/17/2009	64002921	\$30	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	2/17/2009	64002313	\$30	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	4/7/2009	64003243	\$32	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	4/7/2009	64003245	\$36	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/2/2009	64002572	\$38	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	1/20/2009	64001550	\$38	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/2/2009	64002573	\$42	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	1/20/2009	64001551	\$42	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	4/7/2009	64003246	\$65	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/10/2009	64002814	\$66	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	4/7/2009	64003244	\$66	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	2/4/2009	64001983	\$66	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/2/2009	64002574	\$71	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	1/20/2009	64001552	\$71	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	3/17/2009	64002922	\$533	
VERIZON CALIFORNIA	P.O. BOX 9688	MISSION HILLS, CA 91346-9688	2/17/2009	64002314	\$542	
TOTAL						\$1,767
TOTAL						\$913,464

Specific Notes

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

4a. Suits and Administrative Proceedings - Debtor as Plaintiff

Case Name	Case Number	Court Name and Location
GGP - MORENO VALLEY, INC. DBA PRO SPORTS NATION, INC.	RIC492155	COUNTY OF RIVERSIDE - RIVERSIDE DIVISION
GGP - MORENO VALLEY, INC. V. JAHIRUL I KHAN AND SABINA K KHAN	CIVSS814566	COUNTY OF SAN BERNARDO

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

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

Case Name	Case Number	Court Name and Location
B&B CONTRACTORS, INC. D/B/A THE BERGMAN COMPANIES V. HOMART NEWCO TWO, INC., GENERAL GROWTH PROPERTIES	RIC509198	SUPERIOR COURT FOR THE STATE OF CALIFORNIA - RIVERSIDE COUNTY; CALIFORNIA
EMPIRE DEMOLITION, INC. V. GGP-MORENO VALLEY, INC., GENERAL GROWTH PROPERTIES, INC. D/B/A MORENO VALLEY MALL	RIC510614	SUPERIOR COURT FOR THE STATE OF CALIFORNIA - RIVERSIDE COUNTY; CALIFORNIA
FERGUSON ENTERPRISES, INC.GGP-MORENO VALLEY, INC., A COPORATION; DOES 1 THROUGH 10, INCLUSIVE,	RIC 508391	SUPERIOR COURT OF THE STATE OF CALIFORNIA COUNTY OF RIVERSIDEWESTERN DIVISION; CALIFORNIA
GGP MORENO VALLEY INCORPROATED, A CORPORATION, V. JAHIRUL I KHAN, AN INDIVIDUAL, AND SABINA K. KHAN, AN INDIVIDUAL----- JAHIRUL I KHAN AND SABINA K KHAN, CROSS-COMPLAINANTS V. GGP MORENO VAL	CIVSS814566	SUPERIOR COURT OF CA, COUNTY OF SAN BERNARDINO; CALIFORNIA
WALNUT INTERNATIONAL CO. LLC DBA ACOUSTICAL MATERIAL SERVICES, A LIMITED LIABILITY COMPANY V.R. YOUNG ENTERPRISES, INC. A CALIFORNIA CORPORATION; RICHARD YOUNG AN INDIVIDUAL; MORENO VALLEY , INC., A DELAWARE CORPORATION AND DOES 1 THROUGH 100, INCLUSIVE	RIC 511512	SUPERIOR COURT OF THE STATE OF CALIFORNIA COUNTY OF RIVERSIDE; CALIFORNIA

Specific Notes

8. Losses

<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
8/26/2008	MALL PARKING CAMERA DAMAGED BY A TRUCK	\$105	LOSS UNDER DEDUCTIBLE
		<u> </u>	
		TOTAL	\$105

Specific Notes

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

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

Specific Notes

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

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

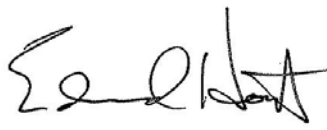
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

GGP-MORENO VALLEY, INC.

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

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