

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: GGP-Newgate Mall, LLC
Debtor.

Case Number: 09-12148

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

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

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

See attachment 10 of the Statement of Financial Affairs

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.

See attachment 10 of the Statement of Financial Affairs

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	\$10,567,987
12/31/2008 Annual Gross Revenue	\$11,668,699
3/31/2009 YTD Gross Revenue	\$2,817,995

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	\$383,702	\$325,920	\$53,866

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: 09-12148

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>
AAA FIRE SAFETY & ALARM	PO BOX 741	LAYTON, UT 84041	2/9/2009	64002012	\$1,227	
TOTAL						\$1,227
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	4/7/2009	64003324	\$14,043	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/30/2009	64003052	\$14,304	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/16/2009	64002866	\$14,646	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/5/2009	64002666	\$14,901	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	1/22/2009	64001580	\$15,477	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	2/20/2009	64002265	\$16,465	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	2/5/2009	64001945	\$16,641	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	1/22/2009	64001580	\$16,995	
TOTAL						\$123,472
ALVEY'S CHOCOLATES & NUTS, LLC	5516 SOUTH 2800 WEST	ROY, UT 84067	2/25/2009	64002249	\$1,000	
TOTAL						\$1,000
AS SEEN ON TV	5100 PORTER RANCH ROAD	GARDEN VALLEY, CA 95633	3/3/2009	64002404	\$1,000	
AS SEEN ON TV	5100 PORTER RANCH ROAD	GARDEN VALLEY, CA 95633	3/3/2009	64002404	\$1,000	
TOTAL						\$2,000
AUSTRALIAN SHEEPSKIN	1893 SOUTH INDEPENDENCE WAY	EAGLE MOUNTAIN, UT 84005	3/19/2009	64002405	\$950	
TOTAL						\$950
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182171	\$160	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179066	\$196	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180295	\$211	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181497	\$216	
TOTAL						\$783
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	2/11/2009	64002014	\$263	
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	1/20/2009	64001177	\$286	
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	1/27/2009	64001610	\$379	

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>
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	3/24/2009	64002952	\$749	
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	1/20/2009	64001177	\$903	
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	1/20/2009	64001177	\$1,070	
CAPITAL ELECTRIC, INC.	208 WEST LUCY AVENUE	SALT LAKE CITY, UT 84101	1/20/2009	64001177	\$1,226	
TOTAL						\$4,876
CK CONSTRUCTION & SERVICES COR	1981 SOUTH PAINTER LANE	WEST HAVEN, UT 84401	2/10/2009	64002015	\$5,000	
CK CONSTRUCTION & SERVICES COR	1981 SOUTH PAINTER LANE	WEST HAVEN, UT 84401	2/24/2009	64002322	\$7,289	
TOTAL						\$12,289
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	2/9/2009	64002016	\$374	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	4/6/2009	64003093	\$950	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	4/6/2009	64003092	\$1,239	
TOTAL						\$2,563
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182851	\$936	
TOTAL						\$936
DAVE'S YARD BARBER INC.	P.O. BOX 3082	OGDEN, UT 84409	1/21/2009	64001181	\$580	
DAVE'S YARD BARBER INC.	P.O. BOX 3082	OGDEN, UT 84409	1/21/2009	64001181	\$660	
TOTAL						\$1,240
FEDERAL BUILDING SERVICES	PO BOX 92170	ELK GROVE, IL 60009	1/20/2009	64001183	\$1,295	
TOTAL						\$1,295
FIRE PROTECTION SERVICE	P.O. BOX 150647	OGDEN, UT 84415	1/21/2009	64001184	\$145	
FIRE PROTECTION SERVICE	P.O. BOX 150647	OGDEN, UT 84415	1/21/2009	64001184	\$190	
FIRE PROTECTION SERVICE	P.O. BOX 150647	OGDEN, UT 84415	3/2/2009	64002462	\$440	
TOTAL						\$775
GREAT WESTERN SUPPLY INC	PO BOX 6151	OGDEN, UT 84402	3/2/2009	64002463	\$623	
TOTAL						\$623
GREENWOOD CONSTRUCTION	12637 SOUTH 265 WEST SUITE 100	DRAPER, UT 84020	2/10/2009	64002017	\$4,340	
TOTAL						\$4,340
HABITAT FOR HUMANITY INTERNATI	121 HABITAT STREET ATTN: SYBIL CARTER	AMERICUS, GA 31709	3/2/2009	64002406	\$600	
TOTAL						\$600

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>
HAVEL BROTHERS	P.O. BOX 1287	FORT WAYNE, IN 46801	1/27/2009	64001612	\$2,500	
TOTAL						\$2,500
HOLBROOK SERVICE	P.O. BOX 271646	SALT LAKE CITY, UT 84127-1646	1/20/2009	64001187	\$660	
HOLBROOK SERVICE	P.O. BOX 271646	SALT LAKE CITY, UT 84127-1646	2/17/2009	64002167	\$714	
TOTAL						\$1,374
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/13/2009	64002168	\$419	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	1/20/2009	64001188	\$419	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	1/20/2009	64001188	\$419	
TOTAL						\$1,256
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	1/27/2009	64001714	\$68	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/19/2009	64002288	\$346	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/19/2009	64002288	\$475	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	1/27/2009	64001714	\$826	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/19/2009	64002288	\$1,893	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	4/14/2009	64003452	\$1,993	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$2,990	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$3,304	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$4,185	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$4,743	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	1/27/2009	64001714	\$6,050	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	3/4/2009	64002634	\$6,298	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$7,385	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$7,390	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$7,855	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$8,120	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$11,184	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/3/2009	64001966	\$16,910	
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	2/19/2009	64002288	\$28,656	

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>
INNOVATIVE PROPERTY MAINTENANC	P.O. BOX 818	WEST JORDAN, UT 84084	4/7/2009	64003187	\$32,963	
TOTAL						\$153,632
KIRTON & MCCONKIE	1800 EAGLE GATE TOWER	SALT LAKE CITY, UT 84145-0120	2/3/2009	64001770	\$18	
KIRTON & MCCONKIE	1800 EAGLE GATE TOWER	SALT LAKE CITY, UT 84145-0120	2/3/2009	64001770	\$2,375	
TOTAL						\$2,394
LIVING CREATIONS INC	2163 LAMBOURNE AVE	SALT LAKE CY, UT 84109	3/4/2009	64002334	\$1,285	
LIVING CREATIONS INC	2163 LAMBOURNE AVE	SALT LAKE CY, UT 84109	2/5/2009	64001771	\$1,285	
TOTAL						\$2,570
LIVING SCRIPTURES	3625 WASHINGTON BOULEVARD	OGDEN, UT 84403	3/3/2009	64002407	\$1,000	
TOTAL						\$1,000
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/6/2009	7180679	\$13	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/27/2009	7180295	\$14	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/15/2009	7182852	\$14	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179946	\$14	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/19/2009	7181351	\$23	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/30/2009	7178967	\$26	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/16/2009	7178402	\$32	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/6/2009	7180679	\$60	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/15/2009	7182851	\$65	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/13/2009	7179600	\$76	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/30/2009	7178967	\$79	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/12/2009	7180912	\$79	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/23/2009	7178714	\$110	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/6/2009	7179309	\$171	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179946	\$312	

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	4/8/2009	7182171	\$341	
TOTAL						\$1,428
MAGICAL SPINNERS	1352 CANYON ROAD, # 16	OGDEN, UT 84404	3/16/2009	64002250	\$1,000	
TOTAL						\$1,000
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/12/2009	64002169	\$136	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/2/2009	64001773	\$753	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	1/16/2009	64001190	\$848	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	4/2/2009	64003095	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	4/10/2009	64003355	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/9/2009	64002711	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/27/2009	64002465	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/23/2009	64002336	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/12/2009	64002169	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/9/2009	64002018	\$941	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	3/20/2009	64002955	\$1,117	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/12/2009	64002169	\$1,334	
TOTAL						\$10,773
MPL SWEEPING	P.O. BOX 57386	MURRAY, UT 84157	3/4/2009	64002467	\$1,235	
MPL SWEEPING	P.O. BOX 57386	MURRAY, UT 84157	2/4/2009	64001775	\$1,425	
MPL SWEEPING	P.O. BOX 57386	MURRAY, UT 84157	1/21/2009	64001193	\$1,473	
TOTAL						\$4,133
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/18/2009	7179779	\$2	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181351	\$14	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179946	\$35	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180679	\$58	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179309	\$77	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182171	\$107	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178714	\$159	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180295	\$224	

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						\$676
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	3/4/2009	64002635	\$151	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	3/4/2009	64002635	\$205	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	1/22/2009	64001195	\$217	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	4/7/2009	64003188	\$228	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	2/19/2009	64002170	\$289	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	3/23/2009	64002956	\$323	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	4/7/2009	64003188	\$335	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	1/22/2009	64001195	\$335	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	2/19/2009	64002170	\$340	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	3/4/2009	64002635	\$534	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	1/22/2009	64001195	\$618	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	4/7/2009	64003188	\$631	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	2/19/2009	64002170	\$891	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	3/4/2009	64002635	\$4,129	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	1/22/2009	64001195	\$4,146	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	4/7/2009	64003188	\$4,175	
OGDEN CITY UTILITIES	133 W. 29TH. STREET	OGDEN, UT 84401-3534	2/19/2009	64002170	\$4,204	
TOTAL						\$21,751
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	3/19/2009	7181351	\$162	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	4/1/2009	7181878	\$162	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	3/6/2009	7180679	\$162	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/13/2009	7179600	\$162	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	1/30/2009	7178967	\$162	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/19/2009	7179946	\$162	
TOTAL						\$970
QUESTAR GAS	PO BOX 45841	SALT LAKE CITY, UT 84139	4/6/2009	64003189	\$1,216	
QUESTAR GAS	PO BOX 45841	SALT LAKE CITY, UT 84139	3/3/2009	64002636	\$1,898	
QUESTAR GAS	PO BOX 45841	SALT LAKE CITY, UT 84139	1/27/2009	64001715	\$2,398	

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						\$5,512
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180679	\$211	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181497	\$458	
TOTAL						\$669
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$10	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$23	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$32	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$34	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$52	
ROTO AIRE FILTER SALES AND SER	1019 WEST COLMAR AVENUE	SALT LAKE CITY, UT 84104-2205	2/3/2009	64001778	\$224	
TOTAL						\$662
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	3/4/2009	64002470	\$79	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	3/24/2009	64002957	\$79	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	3/24/2009	64002957	\$79	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	1/22/2009	64001196	\$79	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	1/22/2009	64001196	\$79	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	1/22/2009	64001196	\$89	

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>
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	2/10/2009	64002019	\$109	
ROYAL FLUSH SEWER & DRAIN CLEA	213 WEST 4900 SOUTH, #2	OGDEN, UT 84405	2/24/2009	64002337	\$140	
TOTAL						\$733
SENSORMATIC	P.O. BOX 32731	CHARLOTTE, NC 28232-2731	4/7/2009	64003289	\$14,473	
TOTAL						\$14,473
SHAKE A LEG	ATTN: PAUL MCLANE 1937 N. HORSEMAN CIRCLE	LAYTON, UT 84040	3/5/2009	64002251	\$1,000	
TOTAL						\$1,000
SWEET DREAMS	SUN COMPANIES, INC. ATTN: ALICIA BLADA	FARGO, ND 58103	3/3/2009	64002408	\$1,000	
TOTAL						\$1,000
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	1/23/2009	64001522	\$545	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	2/19/2009	64002291	\$561	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	3/18/2009	64002901	\$562	
TOTAL						\$1,668
U.S. POSTAL SERVICE/HASLER	P.O. BOX 894757	LOS ANGELES, CA 90189-4757	2/24/2009	64002338	\$2,100	
TOTAL						\$2,100
WASATCH NUT	ATTN: BENNY JONES 158 WEST MOND STREET	OGDEN, UT 84404	2/20/2009	64002253	\$1,000	
TOTAL						\$1,000
WESTERN GLASS INC.	1656 WEST 2550 SOUTH	OGDEN, UT 84401	1/27/2009	64001613	\$110	
WESTERN GLASS INC.	1656 WEST 2550 SOUTH	OGDEN, UT 84401	3/2/2009	64002472	\$325	
WESTERN GLASS INC.	1656 WEST 2550 SOUTH	OGDEN, UT 84401	1/21/2009	64001198	\$342	
TOTAL						\$777
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	4/6/2009	64003290	\$28,145	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	3/10/2009	64002831	\$29,496	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	1/26/2009	64001705	\$31,555	
TOTAL						\$89,196
YOUNG ELECTRIC SIGN COMPANY	P.O. BOX 11676	TACOMA, WA 98411-6676	2/20/2009	64002339	\$1,500	
TOTAL						\$1,500

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		\$484,714

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).

10. Other Transfers

<u>Name of Transferee</u>	<u>Address</u>	<u>City, State Zip</u>	<u>Property Description</u>	<u>Date of Transfer</u>	<u>Value</u>
LYNX ASSOCIATES, L.P.	C/O MERRILL LYNCH & CO. INC., TWO WORLD FINANCIAL	NEW YORK, NY 10080	PURCHASE TRANSACTION OF OUTPARCEL CONSISTING OF 0.609 ACRES OF VACANT LAND ADJACENT AND CONTIGUOUS TO THE EXISTING MALL PROPERTY AT 3647 WALL AVE, OGDEN, UT AT A VALUE OF \$425,000	9/28/2007	\$0

Specific Notes

Does not include property transfers made in the ordinary course of the Debtors' business or financial affairs. Such transfers include, without limitation, the exchange or other transfer of parcels of real property between either multiple General Growth affiliates, or such affiliates and third parties, which occur frequently in the course of property development, normal course transactions with anchor stores, inter-company transfers to single purpose entities in connection with refinancings, minor lot line adjustments, any non-deeded change in ownership as a result of mergers, consolidations, liquidations, and other reorganizations among affiliates, and other normal course operations. Other normal course transfers include the transfer of equity interests of General Growth subsidiaries among other subsidiaries in connection with internal restructurings, which occur frequently in the normal course of the Debtors' business or financial affairs, including in connection with property level financings. Also included in this category of ordinary course transfers are the normal course purchase and sale of condominium units and sales of undeveloped land to home builders in the Las Vegas area.

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	DIRECTOR	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER	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.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	DIRECTOR	110 N. WACKER	CHICAGO, IL 60606

Specific Notes

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

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

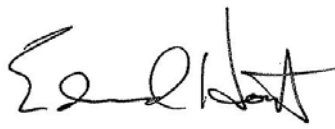
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
GGP/HOMART, INC.	SOLE MEMBER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT	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-NEWGATE MALL, LLC

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

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