

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: GGP-North Point, Inc.
Debtor.

Case Number: 09-12150

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



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### 3. Payments to Creditors

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

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

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

**See attachment 3b of the Statement of Financial Affairs**

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

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

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### 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.**

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**5. Repossessions, foreclosures, and returns**

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

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**6. Assignments and receiverships**

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

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

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**7. Gifts**

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

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**8. Losses**

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

**See attachment 8 of the Statement of Financial Affairs**

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**9. Payments related to debt counseling or bankruptcy**

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

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**10. Other transfers**

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

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

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**11. Closed financial accounts**

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

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**12. Safe deposit boxes**

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

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**13. Setoffs**

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

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

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

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**14. Property held for another person**

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

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**15. Prior address of debtor**

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

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**16. Spouses and Former Spouses**

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

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**17. Environmental Information**

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

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

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

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

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

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

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

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**18. Nature, location, and names of business**

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

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

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

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

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

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

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**19. Books, records and financial statements**

None

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

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

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None

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

**NAME AND ADDRESS**  
**Deloitte & Touche LLP – Chicago, IL**

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None

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

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None

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

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

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**20. Inventories**

None

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

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None

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

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**21. Current Partners, Officers, Directors and Shareholders**

None

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

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

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None

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

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

None

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

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None

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

**See attachment 22b of the Statement of Financial Affairs**

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**23. Withdrawals from a partnership or distributions by a corporation**

None

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

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**24. Tax Consolidation Group**

None

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

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**25. Pension Funds**

None

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

**1. Income from employment or operation of business.**

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<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$27,201,347
12/31/2008 Annual Gross Revenue	\$30,056,995
3/31/2009 YTD Gross Revenue	\$7,185,310

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

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<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$912,060	\$849,497	\$170,694

Specific Notes

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

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	4/13/2009	64003405	\$240	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/24/2009	64002382	\$331	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	4/13/2009	64003405	\$440	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	1/27/2009	64001667	\$561	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/24/2009	64002382	\$1,043	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/10/2009	64002075	\$1,295	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/10/2009	64002075	\$1,347	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/18/2009	64002223	\$1,917	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/3/2009	64001890	\$2,688	
1ST MECHANICAL SERVICES, INC.	1295 BLUEGRASS LAKES PKWY.	ALPHARETTA, GA 30004	2/10/2009	64002075	\$2,840	
<b>TOTAL</b>						<b>\$12,702</b>
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	2/12/2009	64001891	\$50	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/21/2009	64001399	\$61	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/21/2009	64001399	\$61	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	2/12/2009	64001891	\$62	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	4/2/2009	64003014	\$63	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	4/13/2009	64003406	\$81	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/27/2009	64001668	\$162	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	2/12/2009	64001891	\$175	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/21/2009	64001399	\$181	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/21/2009	64001399	\$2,312	
3-D CREATIVE SERVICES, INC	1531-A MARIETTA BOULEVARD NW	ATLANTA, GA 30318	1/21/2009	64001399	\$4,488	
<b>TOTAL</b>						<b>\$7,695</b>
ALLIANCE FIRE PROTECTION	POST OFFICE BOX 1798	LOGANVILLE, GA 30052	2/23/2009	64002224	\$350	
ALLIANCE FIRE PROTECTION	POST OFFICE BOX 1798	LOGANVILLE, GA 30052	2/2/2009	64001400	\$815	
<b>TOTAL</b>						<b>\$1,165</b>
ATLANTA SWEEPING SVC	PO BOX 870892	MORROW, GA 30287-0892	1/20/2009	64001401	\$2,500	
ATLANTA SWEEPING SVC	PO BOX 870892	MORROW, GA 30287-0892	3/24/2009	64003015	\$2,500	
ATLANTA SWEEPING SVC	PO BOX 870892	MORROW, GA 30287-0892	2/10/2009	64002076	\$2,500	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
<b>TOTAL</b>						<b>\$7,500</b>
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180295	\$479	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179066	\$544	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182171	\$670	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181497	\$2,103	
<b>TOTAL</b>						<b>\$3,796</b>
BENCHMARK DESIGN GROUP, INC	456 OSCEOLA AVENUE	JACKSONVILLE BEACH, FL 32250	1/21/2009	64001574	\$2,537	
<b>TOTAL</b>						<b>\$2,537</b>
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	1/20/2009	64001553	\$2,933	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	4/3/2009	64003249	\$3,447	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	2/17/2009	64002226	\$3,447	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	3/2/2009	64002657	\$3,447	
<b>TOTAL</b>						<b>\$13,275</b>
CBS RADIO - WVEE-FM	P.O. BOX 905262	CHARLOTTE, NC 28290-5262	2/2/2009	64001894	\$2,398	
<b>TOTAL</b>						<b>\$2,398</b>
CINDY MIRABELLI - PETTY CASH C	NORTH POINT MALL 1000 NORTH POINT CIRCLE	ALPHARETTA, GA 30022	1/21/2009	64001498	\$419	
CINDY MIRABELLI - PETTY CASH C	NORTH POINT MALL 1000 NORTH POINT CIRCLE	ALPHARETTA, GA 30022	3/2/2009	64002624	\$501	
<b>TOTAL</b>						<b>\$920</b>
CITY OF ALPHARETTA	FINANCE DEPARTMENT - TAX P.O. BOX 349	ALPHARETTA, GA 30009-0349	2/4/2009	64001995	\$350	
CITY OF ALPHARETTA	FINANCE DEPARTMENT - TAX P.O. BOX 349	ALPHARETTA, GA 30009-0349	3/2/2009	64002629	\$129,802	
<b>TOTAL</b>						<b>\$130,152</b>
CONVERGINT TECHNOLOGIES, LLC	35257 EAGLE WAY	CHICAGO, IL 60678-1352	1/20/2009	64001402	\$1,152	
<b>TOTAL</b>						<b>\$1,152</b>
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	2/5/2009	64001730	\$120	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$120	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$258	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$337	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$422	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$480	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$943	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$1,501	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$2,310	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$2,826	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	1/22/2009	64001094	\$2,921	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$3,221	
FULTON COUNTY FINANCE DEPARTME	WATER & SEWER BILLING AND COLL PO BOX 105300	ATLANTA, GA 30348	3/12/2009	64002658	\$3,690	
<b>TOTAL</b>						<b>\$19,148</b>
GEORGIA DEPARTMENT OF REVENUE	P.O. BOX 105296 [SALES & USE TAX DIV.]	ATLANTA, GA 30348-5296	2/24/2009	64002320	\$1,580	
GEORGIA DEPARTMENT OF REVENUE	P.O. BOX 105296 [SALES & USE TAX DIV.]	ATLANTA, GA 30348-5296	1/21/2009	64001105	\$2,534	
<b>TOTAL</b>						<b>\$4,114</b>
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$17	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$20	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$20	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$30	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$34	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	1/21/2009	64001554	\$35	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	3/10/2009	64002815	\$35	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/15/2009	64003482	\$35	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$45	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/15/2009	64003482	\$45	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$48	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$78	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$80	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$82	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$88	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$99	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$104	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$118	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$143	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$189	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$195	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$218	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$226	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$254	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$273	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$308	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$366	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$400	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$608	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/15/2009	64003482	\$3,917	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	4/9/2009	64003251	\$3,974	
GEORGIA POWER COMPANY	96 ANNEX	ATLANTA, GA 30396	2/11/2009	64002123	\$4,577	
<b>TOTAL</b>						<b>\$16,658</b>
HAVEL BROTHERS	P.O. BOX 1287	FORT WAYNE, IN 46801	1/27/2009	64001670	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
HORIZON RETAIL CONSTRUCTION, I	1458 HORIZON BLVD.	RACINE, WI 53406	4/8/2009	64003158	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/1/2009	64003070	\$585	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	64003159	\$1,290	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	64002146	\$10,750	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	64002700	\$10,750	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
<b>TOTAL</b>						<b>\$23,374</b>
INSIGHT	P.O. BOX 78825	PHOENIX, AZ 85062-8825	3/12/2009	7180912	\$658	
<b>TOTAL</b>						<b>\$658</b>
INSPIRATIONS	KELSEY KOMPANY KRAIG KELSEY	COMMING, GA 30041	2/10/2009	64002099	\$4,990	
<b>TOTAL</b>						<b>\$4,990</b>
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/3/2009	64003252	\$250	
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/16/2009	64001405	\$1,667	
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/23/2009	64002383	\$1,667	
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/3/2009	64003252	\$1,667	
<b>TOTAL</b>						<b>\$5,250</b>
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/18/2009	64002279	\$83	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	64002846	\$975	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	64002147	\$975	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	64003303	\$975	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	64002846	\$3,697	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	64002147	\$3,697	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	64003303	\$3,697	
<b>TOTAL</b>						<b>\$14,100</b>
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/8/2009	7182171	\$64	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/23/2009	7178714	\$134	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/12/2009	7180912	\$168	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/6/2009	7180679	\$337	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/15/2009	7182851	\$499	
<b>TOTAL</b>						<b>\$1,202</b>
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/21/2009	64001406	\$111	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/21/2009	64001406	\$700	
<b>TOTAL</b>						<b>\$811</b>
METROMONT CORPORATION	PO BOX 2486	GREENVILLE, SC 29602-2486	2/10/2009	64002077	\$25,000	

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
<b>TOTAL</b>						<b>\$25,000</b>
MID SOUTH ROOF SYSTEMS INC	P.O. BOX 45717	ATLANTA, GA 30320	2/23/2009	64002384	\$346	
MID SOUTH ROOF SYSTEMS INC	P.O. BOX 45717	ATLANTA, GA 30320	4/13/2009	64003408	\$346	
MID SOUTH ROOF SYSTEMS INC	P.O. BOX 45717	ATLANTA, GA 30320	1/27/2009	64001671	\$346	
<b>TOTAL</b>						<b>\$1,038</b>
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/11/2009	64002148	\$1,718	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	64002681	\$1,718	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/30/2009	64003059	\$1,718	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/30/2009	64003059	\$67,700	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/11/2009	64002148	\$70,182	
<b>TOTAL</b>						<b>\$143,035</b>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180679	\$40	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180912	\$67	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181351	\$93	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182171	\$117	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179946	\$151	
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	4/15/2009	7182851	\$231	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182171	\$234	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/16/2009	7178402	\$296	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180679	\$341	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179600	\$401	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179309	\$449	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180295	\$450	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/1/2009	7181878	\$708	
<b>TOTAL</b>						<b>\$3,774</b>
PADGETT SERVICES LLC	140 MOUNTAIN BROOK DRIVE, SUITE 100	CANTON, GA 30115	2/2/2009	64001897	\$1,215	
<b>TOTAL</b>						<b>\$1,215</b>

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
PHILLIPS PARTNERSHIP	400 PERIMETER CENTER TERRACE, STE 650	ATLANTA, GA 30346	3/10/2009	64002702	\$1,700	
PHILLIPS PARTNERSHIP	400 PERIMETER CENTER TERRACE, STE 650	ATLANTA, GA 30346	3/10/2009	64002702	\$5,515	
<b>TOTAL</b>						<b>\$7,215</b>
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	2/10/2009	64002078	\$3	
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	2/10/2009	64002079	\$33	
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	1/20/2009	64001409	\$49	
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	1/20/2009	64001410	\$58	
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	2/2/2009	64001898	\$549	
<b>TOTAL</b>						<b>\$692</b>
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	64001412	\$16,570	
<b>TOTAL</b>						<b>\$16,570</b>
RAGAN MECHANICAL SERVICES	1333 LUCILLE AVENUE	MARIETTA, GA 30067	2/20/2009	64002229	\$410	
RAGAN MECHANICAL SERVICES	1333 LUCILLE AVENUE	MARIETTA, GA 30067	2/9/2009	64001672	\$450	
<b>TOTAL</b>						<b>\$860</b>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182171	\$167	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181497	\$504	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179946	\$606	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180912	\$1,159	
<b>TOTAL</b>						<b>\$2,436</b>
S & S GREENHOUSES INC	P.O. BOX 347	FAYETTEVILLE, GA 30214	3/6/2009	64002080	\$684	
S & S GREENHOUSES INC	P.O. BOX 347	FAYETTEVILLE, GA 30214	3/6/2009	64002080	\$3,292	
S & S GREENHOUSES INC	P.O. BOX 347	FAYETTEVILLE, GA 30214	3/13/2009	64002230	\$3,292	
<b>TOTAL</b>						<b>\$7,268</b>
SEEMORE OF ATLANTA, INC.	5708 CHANTA LANE	POWDER SPRINGS, GA 30127	1/23/2009	64001413	\$380	
SEEMORE OF ATLANTA, INC.	5708 CHANTA LANE	POWDER SPRINGS, GA 30127	1/23/2009	64001413	\$390	
SEEMORE OF ATLANTA, INC.	5708 CHANTA LANE	POWDER SPRINGS, GA 30127	1/23/2009	64001413	\$904	
SEEMORE OF ATLANTA, INC.	5708 CHANTA LANE	POWDER SPRINGS, GA 30127	2/18/2009	64002231	\$4,357	
<b>TOTAL</b>						<b>\$6,031</b>

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

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SUBWAY	840 MASHBURN DRIVE	ALPHARETTA, GA 30022	2/12/2009	64001414	\$2,500	
<b>TOTAL</b>						<b>\$2,500</b>
SUNBELT RENTALS INC	PO BOX 281961	ATLANTA, GA 30384-1961	2/9/2009	64002081	\$566	
SUNBELT RENTALS INC	PO BOX 281961	ATLANTA, GA 30384-1961	3/2/2009	64002577	\$826	
SUNBELT RENTALS INC	PO BOX 281961	ATLANTA, GA 30384-1961	3/20/2009	64003018	\$1,145	
SUNBELT RENTALS INC	PO BOX 281961	ATLANTA, GA 30384-1961	2/2/2009	64001899	\$1,147	
<b>TOTAL</b>						<b>\$3,684</b>
TW TELECOM	PO BOX 172567	DENVER, CO 80217-2567	4/7/2009	64003160	\$799	
TW TELECOM	PO BOX 172567	DENVER, CO 80217-2567	2/2/2009	64001731	\$803	
TW TELECOM	PO BOX 172567	DENVER, CO 80217-2567	4/6/2009	64003253	\$831	
<b>TOTAL</b>						<b>\$2,434</b>
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	4/15/2009	64003412	\$136	
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	3/24/2009	64003019	\$164	
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	3/3/2009	64002578	\$231	
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	3/3/2009	64002578	\$278	
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	3/3/2009	64002578	\$952	
UNITED ELECTRIC COMPANY, INC.	1270 KENNESTONE CIRCLE	MARIETTA, GA 30066	3/24/2009	64003019	\$1,064	
<b>TOTAL</b>						<b>\$2,826</b>
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180295	\$7	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179600	\$7	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181878	\$11	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179946	\$12	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180295	\$12	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182171	\$14	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181878	\$14	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180679	\$20	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/6/2009	7179309	\$24	

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

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UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178967	\$26	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178402	\$30	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179946	\$33	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180295	\$37	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179600	\$39	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180912	\$41	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181351	\$42	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180679	\$46	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178402	\$48	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178967	\$49	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179946	\$51	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181497	\$53	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178714	\$54	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181351	\$56	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/15/2009	7182852	\$71	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178714	\$77	
<b>TOTAL</b>						<b>\$872</b>
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	64001957	\$1,432	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	64002280	\$19,871	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	64002280	\$21,023	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	64003071	\$21,139	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	64001592	\$21,594	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	64001957	\$21,845	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	64003071	\$22,043	
<b>TOTAL</b>						<b>\$128,948</b>
WAYPOINT SYSTEMS, INC.	1455 OLD ALABAMA ROAD, SUITE 105	ROSWELL, GA 30076	2/10/2009	64002082	\$420	

Case Number: 09-12150

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
WAYPOINT SYSTEMS, INC.	1455 OLD ALABAMA ROAD, SUITE 105	ROSWELL, GA 30076	4/8/2009	64003161	\$489	
<b>TOTAL</b>						<b>\$909</b>
XEROX CORPORATION	P.O. BOX 650361	DALLAS, TX 75265-0361	3/2/2009	64002579	\$122	
XEROX CORPORATION	P.O. BOX 650361	DALLAS, TX 75265-0361	3/2/2009	64002579	\$845	
XEROX CORPORATION	P.O. BOX 650361	DALLAS, TX 75265-0361	1/20/2009	64001415	\$845	
XEROX CORPORATION	P.O. BOX 650361	DALLAS, TX 75265-0361	2/17/2009	64002232	\$2,464	
<b>TOTAL</b>						<b>\$4,277</b>
<b>TOTAL</b>						<b>\$640,182</b>

**Specific Notes**

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

**4a. Suits and Administrative Proceedings - Debtor as Plaintiff**

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<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
GGP-NORTHPOINT , INC. V. TWIN SPORTS, INC. DBA MERELE HARMON'S FANFARE	09-DD003262F	STATE COURT OF FULTON COUNTY
NORTH POINT, INC. V. D&L-VNN, L.L.C. D/B/A GOURMET INTERNATIONAL	08DD003162	STATE COURT OF FULTON COUNTY

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.

**GGP-North Point, Inc.**  
**Case Number: 09-12150**

**Attachment 4a(ii)**

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

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<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
CINDIE CREECY SNOW, AS NEXT FRIEND & NATURAL GUARDIAN OF K.C., A MINOR, V. GGP-NORTH POINT, INC., INDIVIDUALLY AND DBA NORTH POINT MALL, GENERAL GROWTH MANAGEMENT, INC. INDIVIDUALLY AND DBA NORTH POINT MALL	09C-04394-2	STATE COURT OF GWINNETT COUNTY, GA; GEORGIA

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**Specific Notes**

8. Losses

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<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
8/15/2008	MALL PROPERTY DAMAGED BY SWEEPING CONTRACTOR	\$65,970	LOSS UNDER DEDUCTIBLE
		<u>                    </u>	
		TOTAL	
		\$65,970	

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.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	DIRECTOR	110 N. WACKER	CHICAGO, IL 60606

**Specific Notes**

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

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

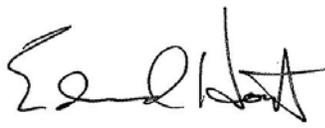
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

**DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS**

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

GGP-NORTH POINT, 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.*