

STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Pioneer Place Limited Partnership
Debtor.

Case Number: 09-12229

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.)

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS

Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

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.

See attachment 21b of the Statement of Financial Affairs

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.

See attachment 22a of the Statement of Financial Affairs

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.

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	\$17,833,107
12/31/2008 Annual Gross Revenue	\$17,654,925
3/31/2009 YTD Gross Revenue	\$4,267,662

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	\$275,679	\$174,119	\$9,122

Specific Notes

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

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	2/27/2009	10311036	\$147	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	1/20/2009	10302010	\$164	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	2/18/2009	10308008	\$245	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	2/13/2009	10306732	\$1,095	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	3/23/2009	10314426	\$1,095	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	2/13/2009	10306687	\$2,069	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	3/23/2009	10314367	\$2,069	
ALLIANT SYSTEMS	1600 NW 167TH PL, STE 330	BEAVERTON, OR 97006	4/6/2009	10315531	\$6,988	
TOTAL						\$13,872
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$39	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$118	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$140	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182846	\$150	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$172	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182166	\$250	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$292	
TOTAL						\$1,160
BENSON INDUSTRIES, INC	1650 NW NAITO PKY, STE 250	PORTLAND, OR 97209-2536	4/3/2009	10315589	\$300	
BENSON INDUSTRIES, INC	1650 NW NAITO PKY, STE 250	PORTLAND, OR 97209-2536	4/3/2009	10315532	\$750	
BENSON INDUSTRIES, INC	1650 NW NAITO PKY, STE 250	PORTLAND, OR 97209-2536	4/3/2009	10315532	\$975	
BENSON INDUSTRIES, INC	1650 NW NAITO PKY, STE 250	PORTLAND, OR 97209-2536	4/3/2009	10315532	\$2,038	
TOTAL						\$4,063
CIT TECHNOLOGY FIN SERV, INC.	21146 NETWORK PLACE	CHICAGO, IL 60673-1211	2/20/2009	10309631	\$96	
CIT TECHNOLOGY FIN SERV, INC.	21146 NETWORK PLACE	CHICAGO, IL 60673-1211	1/30/2009	10305013	\$268	
CIT TECHNOLOGY FIN SERV, INC.	21146 NETWORK PLACE	CHICAGO, IL 60673-1211	2/17/2009	10308338	\$313	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$677
CITY OF PORTLAND	C/O STAR PARK, L L C 610 SW ALDER, STE 1221	PORTLAND, OR 97205	2/27/2009	10311038	\$63	
CITY OF PORTLAND	C/O STAR PARK, L L C 610 SW ALDER, STE 1221	PORTLAND, OR 97205	3/10/2009	10312920	\$120	
CITY OF PORTLAND	ASSESSMENTS / LIENS DIVISION 1221 SW 4TH AVE, RM 130	PORTLAND, OR 97204	2/12/2009	10306042	\$823	
TOTAL						\$1,005
CITY OF PORTLAND - BUREAU OF L	111 SW COLUMBIA #600	PORTLAND, OR 97201-5840	2/26/2009	10309978	\$22,244	
CITY OF PORTLAND - BUREAU OF L	111 SW COLUMBIA #600	PORTLAND, OR 97201-5840	2/27/2009	10309966	\$23,864	
TOTAL						\$46,108
DIAMOND SPECIALTIES, INC.	22825 N.W. DOGWOOD (MAL WAL DIVISION)	HILLSBORO, OR 97124	3/24/2009	10314369	\$1,539	
TOTAL						\$1,539
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	2/27/2009	10311104	\$85	
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	2/27/2009	10311039	\$85	
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	4/8/2009	10315533	\$123	
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	3/23/2009	10314427	\$165	
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	1/26/2009	10303391	\$450	
ERTELL ELECTRIC, LLC	P.O. BOX 279	FOREST GROVE, OR 97116	2/27/2009	10311039	\$2,396	
TOTAL						\$3,303
EVERCLEAR WATER TREATMENT LLC	2832 NW 44TH AVENUE	CAMAS, WA 98607	2/2/2009	10305015	\$625	
EVERCLEAR WATER TREATMENT LLC	2832 NW 44TH AVENUE	CAMAS, WA 98607	2/27/2009	10311040	\$625	
TOTAL						\$1,250
HABITAT FOR HUMANITY INTERNATI	121 HABITAT STREET ATTN: SYBIL CARTER	AMERICUS, GA 31709	3/24/2009	10314371	\$665	
TOTAL						\$665
HANNA DESIGN GROUP INC.	21925 FIELD PARKWAY	DEER PARK, IL 60010	4/6/2009	10315534	\$4,205	
TOTAL						\$4,205
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$67	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/18/2009	7179777	\$99	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182166	\$101	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$223	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$346	
TOTAL						\$836
HORIZON RETAIL CONSTRUCTION, I	1458 HORIZON BLVD.	RACINE, WI 53406	3/26/2009	10314372	\$2,150	
TOTAL						\$2,150
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/13/2009	10317696	\$578	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/16/2009	10302011	\$578	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/27/2009	10311105	\$578	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/10/2009	10317647	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/16/2009	10301955	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/20/2009	10309358	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/3/2009	10315535	\$1,163	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/30/2009	10305017	\$7,816	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	3/20/2009	10314373	\$7,818	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	3/20/2009	10314373	\$7,818	
TOTAL						\$28,848
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	10305018	\$114	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312398	\$114	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	10305018	\$493	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312398	\$493	
TOTAL						\$1,213
INDOOR BILLBOARD INC (P-CARD O	P.O. BOX 17555	PORTLAND, OR 97217	3/23/2009	7181496	\$873	
INDOOR BILLBOARD INC (P-CARD O	P.O. BOX 17555	PORTLAND, OR 97217	2/19/2009	7179949	\$1,223	
TOTAL						\$2,096
KARA MOYNAHAN	2528 S.W. RAVENSVIEW DR.	PORTLAND, OR 97201	2/4/2009	10305112	\$695	
TOTAL						\$695
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/11/2009	10307371	\$130	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/18/2009	10313432	\$142	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317077	\$146	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317077	\$191	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/26/2009	10309730	\$205	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317077	\$207	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317077	\$213	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	1/26/2009	10302829	\$224	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/4/2009	10311895	\$227	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/18/2009	10313527	\$263	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	1/26/2009	10302829	\$303	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/4/2009	10311882	\$306	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	10317064	\$354	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/4/2009	10311895	\$356	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	1/26/2009	10302829	\$606	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/2/2009	10303686	\$990	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313145	\$4,833	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316785	\$4,833	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/11/2009	10307371	\$4,833	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	10307352	\$5,433	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313130	\$5,433	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316767	\$5,433	
TOTAL						\$35,662
MARK E. DICKSTON CO	P.O. BOX 670	OREGON CITY, OR 97045	2/4/2009	10305019	\$1,015	
MARK E. DICKSTON CO	P.O. BOX 670	OREGON CITY, OR 97045	2/4/2009	10305113	\$1,135	
TOTAL						\$2,150
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313518	\$593	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	10311883	\$701	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307353	\$701	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/9/2009	10317910	\$52,459	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313415	\$56,390	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307353	\$57,052	
TOTAL						\$167,897

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

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OSEGUERA & ASSOCIATES LLP	4354 TOWN CENTER BLVD, STE 114-55	EL DORADO HILLS, CA 95762	3/18/2009	10312399	\$650	
TOTAL						\$650
PITNEY BOWES GLOBAL FINANCIAL	P.O. BOX 856460	LOUISVILLE, KY 40285-6460	3/24/2009	10314374	\$36	
PITNEY BOWES GLOBAL FINANCIAL	P.O. BOX 856460	LOUISVILLE, KY 40285-6460	2/10/2009	10306689	\$240	
TOTAL						\$276
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	2/24/2009	10309359	\$319	
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	4/14/2009	10317649	\$365	
TOTAL						\$684
PORTLAND STORAGE CO	215 SE MORRISON ST	PORTLAND, OR 97214	2/10/2009	10306690	\$42	
PORTLAND STORAGE CO	215 SE MORRISON ST	PORTLAND, OR 97214	2/3/2009	10305020	\$320	
PORTLAND STORAGE CO	215 SE MORRISON ST	PORTLAND, OR 97214	3/9/2009	10312000	\$352	
PORTLAND STORAGE CO	215 SE MORRISON ST	PORTLAND, OR 97214	3/9/2009	10312000	\$352	
TOTAL						\$1,066
PROGRASS, INC	29895 SW KINSMAN RD	WILSONVILLE, OR 97070	1/26/2009	10303392	\$463	
PROGRASS, INC	29895 SW KINSMAN RD	WILSONVILLE, OR 97070	2/27/2009	10311106	\$1,576	
PROGRASS, INC	29895 SW KINSMAN RD	WILSONVILLE, OR 97070	2/2/2009	10305114	\$1,576	
PROGRASS, INC	29895 SW KINSMAN RD	WILSONVILLE, OR 97070	2/27/2009	10311042	\$1,725	
PROGRASS, INC	29895 SW KINSMAN RD	WILSONVILLE, OR 97070	2/2/2009	10305021	\$1,725	
TOTAL						\$7,065
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/20/2009	10309360	\$41	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/20/2009	10309363	\$42	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/20/2009	10309362	\$42	
QWEST	PO BOX 91155	SEATTLE, WA 98111	3/17/2009	10313766	\$42	
QWEST	PO BOX 91155	SEATTLE, WA 98111	3/10/2009	10312922	\$42	
QWEST	PO BOX 91155	SEATTLE, WA 98111	4/14/2009	10318353	\$42	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/24/2009	10309979	\$43	
QWEST	PO BOX 91155	SEATTLE, WA 98111	1/27/2009	10303888	\$43	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/20/2009	10309364	\$99	
QWEST	PO BOX 91155	SEATTLE, WA 98111	4/14/2009	10318352	\$99	

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

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QWEST	PO BOX 91155	SEATTLE, WA 98111	3/17/2009	10313764	\$99	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/25/2009	10309967	\$158	
QWEST	PO BOX 91155	SEATTLE, WA 98111	4/7/2009	10316350	\$158	
QWEST	PO BOX 91155	SEATTLE, WA 98111	1/21/2009	10302523	\$188	
QWEST	PO BOX 91155	SEATTLE, WA 98111	2/23/2009	10309361	\$883	
QWEST	PO BOX 91155	SEATTLE, WA 98111	3/17/2009	10313765	\$883	
QWEST	PO BOX 91155	SEATTLE, WA 98111	4/14/2009	10318351	\$1,380	
QWEST	PO BOX 91155	SEATTLE, WA 98111	3/10/2009	10312921	\$1,387	
TOTAL						\$5,672
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/30/2009	7178953	\$136	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180674	\$148	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$399	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/1/2009	7181883	\$514	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/27/2009	7180287	\$601	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/6/2009	7179310	\$648	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178710	\$870	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181496	\$939	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182166	\$952	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/19/2009	7181349	\$1,082	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182846	\$1,884	
TOTAL						\$8,173
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	4/7/2009	10316351	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	1/29/2009	10303393	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	2/5/2009	10305022	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	2/17/2009	10308010	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	3/10/2009	10312400	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	4/7/2009	10316351	\$225	
SPRAGUE	P.O. BOX 2222	TACOMA, WA 98401-2222	4/7/2009	10315536	\$225	
TOTAL						\$1,575

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

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STOREFRONTS AND ENTRANCES, INC	PO BOX 80665	PORTLAND, OR 97280	1/23/2009	10301956	\$264	
STOREFRONTS AND ENTRANCES, INC	PO BOX 80665	PORTLAND, OR 97280	2/13/2009	10306691	\$849	
TOTAL						\$1,113
TALCO FIRE SYSTEMS	5695 SE INTERNATIONAL WAY SUITE D	MILWAUKIE, OR 97222	1/16/2009	10302012	\$2,750	
TOTAL						\$2,750
TIMBERWOLFF CONSTRUCTION, INC.	1659 W ARROW RTE	UPLAND, CA 91786	3/23/2009	10314375	\$4,100	
TOTAL						\$4,100
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305684	\$24,287	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10311884	\$25,779	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/6/2009	10317065	\$26,572	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313416	\$26,712	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314868	\$26,864	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	10308488	\$26,955	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302820	\$27,174	
TOTAL						\$184,343
TOTAL					\$536,860	

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).

21a. Current Partners and Shareholders

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

22 Former Partners, Officers, Directors and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
THE ROUSE COMPANY OF MASSACHUSETTS, LLC	24.75% PARTNERSHIP INTEREST	110 N. WACKER DRIVE	CHICAGO, IL 60606
WOODBIDGE CENTER, LLC	49.005% PARTNERSHIP INTEREST	110 N. WACKER DRIVE	CHICAGO, IL 60606

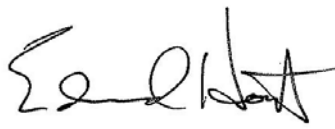
Specific Notes

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.

PIONEER PLACE LIMITED PARTNERSHIP

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.