

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

Chapter 11

In re: Town East Mall, LLC
Debtor.

Case Number: 09-12288

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.)

See attachment 8 of the Statement of Financial Affairs

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS

Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

See attachment 21a of the Statement of Financial Affairs

None

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

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

None

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

None

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

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$28,046,682
12/31/2008 Annual Gross Revenue	\$28,860,906
3/31/2009 YTD Gross Revenue	\$9,346,338

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	\$756,786	\$789,756	\$185,577

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>
A R ELECTRIC INC	1210 SCYENE, SUITE C	MESQUITE, TX 75149	3/5/2009	10311910	\$3,995	
TOTAL						\$3,995
AFFORDABLE FIRE PROTECTION	P O BOX 495727	GARLAND, TX 75049-5727	2/18/2009	10307617	\$1,280	
TOTAL						\$1,280
AIRE-MASTER OF NORTHEAST TEXAS	P.O. BOX 180543	ARLINGTON, TX 76096-0543	1/20/2009	10298307	\$248	
AIRE-MASTER OF NORTHEAST TEXAS	P.O. BOX 180543	ARLINGTON, TX 76096-0543	1/20/2009	10298307	\$248	
AIRE-MASTER OF NORTHEAST TEXAS	P.O. BOX 180543	ARLINGTON, TX 76096-0543	2/24/2009	10306261	\$248	
AIRE-MASTER OF NORTHEAST TEXAS	P.O. BOX 180543	ARLINGTON, TX 76096-0543	3/12/2009	10312119	\$248	
AIRE-MASTER OF NORTHEAST TEXAS	P.O. BOX 180543	ARLINGTON, TX 76096-0543	2/5/2009	10303075	\$259	
TOTAL						\$1,251
AMBIUS INC. (21)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/30/2009	10304402	\$2,199	
AMBIUS INC. (21)	P.O. BOX 95409	PALATINE, IL 60095-0409	3/2/2009	10310448	\$2,199	
TOTAL						\$4,398
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$11	
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	\$27	
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	\$30	
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	\$32	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$47	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/30/2009	7178958	\$65	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$81	
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	7182842	\$85	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$87	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/12/2009	7180892	\$130	

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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>
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	\$140	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$217	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$234	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$300	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$302	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180286	\$312	
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	\$334	
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	\$463	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/23/2009	7181496	\$1,374	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$1,545	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180286	\$1,660	
TOTAL						\$7,475
ANCO- A DIVISON OF CHEM-AQUA,	P. O. BOX 971269	DALLAS, TX 75397-1269	2/2/2009	10304403	\$1,786	
ANCO- A DIVISON OF CHEM-AQUA,	P. O. BOX 971269	DALLAS, TX 75397-1269	3/10/2009	10312120	\$1,786	
TOTAL						\$3,572
ANDYS GYFTSHOP	ATTN: BABA FEROUGA 15554 NORDHOFF ST. APT. 106	NORTH HILLS, CA 91343	2/25/2009	10304404	\$900	
TOTAL						\$900
ATMOS ENERGY	P.O. BOX 78108	PHOENIX, AZ 85062-8108	4/6/2009	10316013	\$5,826	
ATMOS ENERGY	P.O. BOX 78108	PHOENIX, AZ 85062-8108	3/6/2009	10310449	\$14,722	
ATMOS ENERGY	P.O. BOX 78108	PHOENIX, AZ 85062-8108	1/22/2009	10302418	\$21,129	
TOTAL						\$41,677
BASIC LIGHTING AND SIGN SUPPLY	PO BOX 871176	MESQUITE, TX 75187	2/2/2009	10304405	\$733	
TOTAL						\$733

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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>
BIRCH TELECOM	P.O. BOX 5142	SIOUX FALLS, SD 57117-5142	1/21/2009	10302419	(\$200)	
BIRCH TELECOM	P.O. BOX 5142	SIOUX FALLS, SD 57117-5142	1/21/2009	10302419	\$1,368	
BIRCH TELECOM	P.O. BOX 5142	SIOUX FALLS, SD 57117-5142	1/21/2009	10302419	\$1,368	
TOTAL						\$2,536
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	2/3/2009	10305797	\$500	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	2/3/2009	10305797	\$9,923	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	3/9/2009	10312761	\$9,923	
TOTAL						\$20,346
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312990	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312977	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312980	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312978	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312976	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312974	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312984	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312968	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312969	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312973	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317133	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312991	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312994	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312988	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317124	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317143	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317132	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307643	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317134	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317135	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317136	\$5	

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CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317140	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317150	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317126	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317141	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317151	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312995	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317130	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307629	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307627	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307628	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307626	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307641	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307630	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307632	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307642	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/10/2009	10306264	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307638	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307634	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307637	\$5	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317138	\$7	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317129	\$7	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317146	\$11	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307625	\$11	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317128	\$11	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312985	\$11	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307636	\$11	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307639	\$14	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307635	\$24	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307644	\$27	

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<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>
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307631	\$42	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312971	\$45	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307618	\$46	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312982	\$49	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317147	\$49	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307621	\$51	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317123	\$56	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312989	\$109	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312996	\$112	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312993	\$117	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307633	\$123	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317144	\$157	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317125	\$171	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312970	\$175	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/20/2009	10307640	\$185	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317139	\$191	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312979	\$277	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312975	\$312	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317142	\$315	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317145	\$326	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317131	\$342	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312987	\$359	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307619	\$619	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307624	\$655	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307620	\$758	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312992	\$776	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312986	\$819	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317127	\$1,062	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317137	\$1,174	

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CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312983	\$1,184	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/10/2009	10306265	\$1,489	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307622	\$1,546	
CITY OF MESQUITE	PO BOX 850137	MESQUITE, TX 75185-0137	4/9/2009	10315168	\$2,516	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317149	\$3,301	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312981	\$3,589	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/18/2009	10307623	\$5,067	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	2/10/2009	10306263	\$5,087	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	4/13/2009	10317148	\$7,796	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	3/13/2009	10312972	\$8,055	
CITY OF MESQUITE	PO BOX 850137	MESQUITE, TX 75185-0137	4/9/2009	10315168	\$17,843	
CITY OF MESQUITE	PO BOX 850137	MESQUITE, TX 75185-0137	4/9/2009	10315168	\$19,946	
CITY OF MESQUITE	PO BOX 850137	MESQUITE, TX 75185-0137	4/9/2009	10315168	\$50,017	
CITY OF MESQUITE	P O BOX 850287	MESQUITE, TX 75185-0287	1/28/2009	10302878	\$3,062,253	
TOTAL						\$3,199,482
COACH, INC.(ACH ONLY)	516 W 34TH STREET, 5TH FLOOR	NEW YORK, NY 10001	2/2/2009	7179061	\$131,600	
TOTAL						\$131,600
CST ENVIROMENTAL, INC.	404 N. BERRY STREET	BREA, CA 92821-3104	2/20/2009	10309003	\$5,000	
TOTAL						\$5,000
DALLAS COUNTY TAX COLLECTOR	PO BOX 139066	DALLAS, TX 75313-9066	2/2/2009	10302879	\$865,279	
TOTAL						\$865,279
DYNA TEN CORPORATION	7415 WHITEHALL, SUITE 101	FORT WORTH, TX 76118	4/7/2009	10315170	\$444	
DYNA TEN CORPORATION	7415 WHITEHALL, SUITE 101	FORT WORTH, TX 76118	4/7/2009	10315170	\$1,349	
DYNA TEN CORPORATION	7415 WHITEHALL, SUITE 101	FORT WORTH, TX 76118	2/17/2009	10307645	\$1,349	
TOTAL						\$3,143
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	3/6/2009	7180674	\$705	
TOTAL						\$705
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/23/2009	7181496	\$21	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/12/2009	7180892	\$31	

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GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180288	\$42	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/1/2009	7181883	\$82	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180288	\$322	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/6/2009	7180674	\$367	
TOTAL						\$864
H1 CONSTRUCTION, INC.	12820 HILLCREST RD. C-203	DALLAS, TX 75230	3/30/2009	10314686	\$2,500	
TOTAL						\$2,500
HOLMAN BOILER WORKS INC.	PO BOX 226865	DALLAS, TX 75222	3/25/2009	10314075	\$2,585	
TOTAL						\$2,585
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$13	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$19	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$20	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$39	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181349	\$62	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/30/2009	7178951	\$64	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/30/2009	7178951	\$84	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$90	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180892	\$121	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182839	\$126	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180674	\$133	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$162	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$166	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178710	\$215	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179310	\$243	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/18/2009	7179777	\$324	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182166	\$493	
TOTAL						\$2,375
IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	4/14/2009	10317338	\$271	
IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	2/3/2009	10304407	\$1,804	

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IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	3/12/2009	10310450	\$1,804	
IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	4/14/2009	10317338	\$1,894	
TOTAL						\$5,773
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	10304408	\$124	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312122	\$166	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	10304408	\$708	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312122	\$925	
TOTAL						\$1,924
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316688	(\$744)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/3/2009	10305623	(\$646)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	10311932	\$2,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316688	\$2,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/3/2009	10305623	\$2,250	
TOTAL						\$5,360
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313055	\$194	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/6/2009	10305624	\$214	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313055	\$570	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313055	\$641	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313055	\$641	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313055	\$4,860	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316689	\$4,860	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	10307254	\$4,860	
TOTAL						\$16,839
KROLL/TOMAS, INC.	6161 SAVOY, SUITE 832	HOUSTON, TX 77036-3323	1/29/2009	10303077	\$392	
KROLL/TOMAS, INC.	6161 SAVOY, SUITE 832	HOUSTON, TX 77036-3323	1/20/2009	10300379	\$497	
TOTAL						\$889
LAKEVIEW CONSTRUCTION INC	10505 CORPORATE DR #200	PLEASANT PRAIRIE, WI 53158	3/3/2009	10309654	\$2,500	
TOTAL						\$2,500
LONE STAR CONSTRUCTION	10585 CR2316	TERRELL, TX 75160	2/2/2009	10296950	\$641	

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TOTAL						\$641
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/21/2009	10301595	\$117	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/21/2009	10301595	\$139	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/21/2009	10301595	\$341	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	4/10/2009	10317339	\$350	
TOTAL						\$948
MISTER SWEEPER, INC.	P.O. BOX 560048	DALLAS, TX 75356-0048	2/9/2009	10306267	\$2,196	
MISTER SWEEPER, INC.	P.O. BOX 560048	DALLAS, TX 75356-0048	2/27/2009	10310451	\$2,196	
TOTAL						\$4,392
MUZAK	PO BOX 71070	CHARLOTTE, NC 28272	2/3/2009	10304409	\$2,160	
MUZAK	PO BOX 71070	CHARLOTTE, NC 28272	3/2/2009	10310452	\$2,160	
TOTAL						\$4,319
MYERS PEST AND TERMITE SERVICE	P.O. BOX 210009	BEDFORD, TX 76095	3/23/2009	10314076	\$433	
MYERS PEST AND TERMITE SERVICE	P.O. BOX 210009	BEDFORD, TX 76095	2/9/2009	10306269	\$742	
MYERS PEST AND TERMITE SERVICE	P.O. BOX 210009	BEDFORD, TX 76095	2/27/2009	10310453	\$742	
TOTAL						\$1,916
NATIONAL CONTRACTORS, INC.	4300 BAKER ROAD	MINNETONKA, MN 55343	3/11/2009	10309655	\$2,500	
TOTAL						\$2,500
NATIONS ROOF CENTRAL, LLC	2612 NATIONAL CIRCLE	GARLAND, TX 75041	3/23/2009	10314077	\$1,379	
TOTAL						\$1,379
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$16	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181496	\$72	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$73	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$77	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182166	\$100	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	\$142	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181349	\$204	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$229	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$243	

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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						\$1,156
PITNEY BOWES GLOBAL FINANCIAL	P.O. BOX 856460	LOUISVILLE, KY 40285-6460	1/20/2009	10301596	\$524	
TOTAL						\$524
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	3/23/2009	7181496	\$106	
TOTAL						\$106
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	4/14/2009	10315758	\$1,067	
TOTAL						\$1,067
PRECISION DOOR SERVICE	1004 ACADIA	PLANO, TX 75023	3/2/2009	10311366	\$595	
PRECISION DOOR SERVICE	1004 ACADIA	PLANO, TX 75023	3/2/2009	10311366	\$14,950	
TOTAL						\$15,546
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301597	\$5,000	
TOTAL						\$5,000
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180892	\$46	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$92	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/16/2009	7178395	\$177	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182166	\$193	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181496	\$246	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180892	\$252	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178710	\$1,267	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/27/2009	7180287	\$1,380	
TOTAL						\$3,654
SAFFELL PLUMBING & HEATING, IN	P.O. BOX 150347	DALLAS, TX 75315-0347	4/13/2009	10315172	\$693	
SAFFELL PLUMBING & HEATING, IN	P.O. BOX 150347	DALLAS, TX 75315-0347	3/25/2009	10314078	\$700	
SAFFELL PLUMBING & HEATING, IN	P.O. BOX 150347	DALLAS, TX 75315-0347	3/4/2009	10309004	\$774	
TOTAL						\$2,166
SIMPLEXGRINNELL	DEPT CH 10320	PALATINE, IL 60055-0320	1/30/2009	10303660	\$435	
SIMPLEXGRINNELL	DEPT CH 10320	PALATINE, IL 60055-0320	4/6/2009	10316802	\$909	
TOTAL						\$1,344
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	2/10/2009	10306271	\$800	

Case Number: 09-12288

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>
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	3/10/2009	10312124	\$800	
TOTAL						\$1,600
SPECPRO INC	4815 BRADFORD DR STE 201	HUNTSVILLE, AL 35805	2/18/2009	10306272	\$1,062	
SPECPRO INC	4815 BRADFORD DR STE 201	HUNTSVILLE, AL 35805	2/18/2009	10306272	\$1,282	
SPECPRO INC	4815 BRADFORD DR STE 201	HUNTSVILLE, AL 35805	3/2/2009	10309005	\$2,375	
TOTAL						\$4,719
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	4/6/2009	10316015	\$621	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	3/2/2009	10310455	\$621	
TNCI	PO BOX 981038	BOSTON, MA 02298-1038	1/28/2009	10303953	\$627	
TOTAL						\$1,869
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305625	\$114	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302757	\$217	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10310456	\$1,069	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313319	\$30,011	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/6/2009	10316993	\$30,221	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302757	\$30,225	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/11/2009	10313056	\$30,980	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314836	\$33,821	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305625	\$34,438	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10311789	\$35,248	
TOTAL						\$226,345
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	3/11/2009	10310457	\$720	
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	3/11/2009	10310457	\$800	
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	3/11/2009	10310457	\$800	
TOTAL						\$2,320
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	2/10/2009	10307255	\$281	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	3/10/2009	10313057	\$342	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	4/6/2009	10316690	\$372	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	2/10/2009	10307255	\$2,103	

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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>
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	4/6/2009	10316690	\$62,772	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	3/10/2009	10313057	\$64,627	
XENCOM FACILITY MANAGEMENT, LL	P.O. BOX 972675	DALLAS, TX 75397-2675	2/10/2009	10307255	\$81,621	
TOTAL						\$212,118
					TOTAL	\$4,830,610

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).

8. Losses

<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
11/29/2008	MALL PROPERTY DAMAGED BY A WATER LEAK	\$387,267	LOSS UNDER DEDUCTIBLE
		<u>\$387,267</u>	
		TOTAL	

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	MANAGER (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	MANAGER (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	MANAGER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE PRESIDENT & SECRETARY	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606

Specific Notes

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

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

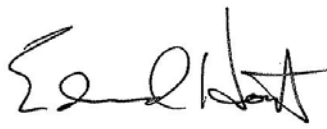
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, 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	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808
SUZANNE M. HAY	MANAGER (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.

TOWN EAST MALL, LLC

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

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