

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: The Woodlands Mall Associates, LLC
Debtor.

Case Number: 09-12323

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.

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1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$29,778,459
12/31/2008 Annual Gross Revenue	\$32,015,842
3/31/2009 YTD Gross Revenue	\$8,231,198

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	\$1,342,053	\$1,212,664	\$198,720

Specific Notes

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

Case Number: 09-12323

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>
ALL PRO ENVIRONMENTAL MANAGEME	P.O. BOX 1130	TOMBALL, TX 77377-1130	1/28/2009	64001678	\$3,250	
ALL PRO ENVIRONMENTAL MANAGEME	P.O. BOX 1130	TOMBALL, TX 77377-1130	3/4/2009	64002593	\$3,250	
ALL PRO ENVIRONMENTAL MANAGEME	P.O. BOX 1130	TOMBALL, TX 77377-1130	1/20/2009	64001449	\$3,250	
TOTAL						\$9,749
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/30/2009	64003062	\$1,412	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	4/7/2009	64003335	\$1,907	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/16/2009	64002886	\$2,942	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	64002283	\$4,209	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/2/2009	64002688	\$4,384	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/16/2009	64002886	\$22,630	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	4/7/2009	64003335	\$22,678	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 828854	PHILADELPHIA, PA 19182-8854	3/30/2009	64003062	\$22,887	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	64002283	\$23,265	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/2/2009	64002688	\$23,510	
TOTAL						\$129,824
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	4/8/2009	64003168	\$83	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	2/12/2009	64002087	\$307	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	2/12/2009	64002087	\$602	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	4/8/2009	64003168	\$915	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	3/10/2009	64002764	\$1,140	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	4/8/2009	64003168	\$3,287	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	1/28/2009	64001679	\$9,554	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	3/3/2009	64002594	\$9,554	
ALPC LP	6738 SATSUMA DRIVE	HOUSTON, TX 77041	2/12/2009	64002087	\$11,127	
TOTAL						\$36,569
ALWAYS IN SEASON DECORATING SE	P.O. BOX 271502	HOUSTON, TX 77277-1502	1/22/2009	64001450	\$19,403	
TOTAL						\$19,403
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/20/2009	64001451	\$1,998	

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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>
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	3/2/2009	64002595	\$1,998	
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/30/2009	64001911	\$1,998	
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	3/2/2009	64002595	\$2,289	
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/20/2009	64001451	\$2,289	
AMBIUS INC. (15)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/30/2009	64001911	\$2,289	
TOTAL						\$12,860
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	3/2/2009	64002596	\$140	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	3/24/2009	64003030	\$165	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	3/2/2009	64002596	\$677	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	1/29/2009	64001688	\$721	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	2/18/2009	64002239	\$827	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	2/17/2009	64002088	\$910	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	1/21/2009	64001452	\$948	
ARMM CONSTRUCTION SERVICES, IN	6007 WILCOX POINT COURT	SPRING, TX 77388	3/2/2009	64002596	\$8,596	
TOTAL						\$12,985
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	1/16/2009	64001098	\$41	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	3/11/2009	64002821	\$50	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	4/7/2009	64003273	\$50	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	1/20/2009	64001453	\$132	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	4/7/2009	64003273	\$141	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	2/23/2009	64002391	\$148	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	4/14/2009	64003485	\$148	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	2/2/2009	64001936	\$1,465	
AT&T	P.O. BOX 5001	CAROL STREAM, IL 60197-5001	3/11/2009	64002821	\$3,186	
TOTAL						\$5,362
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179062	\$388	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$518	

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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>
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$522	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$997	
TOTAL						\$2,425
BUILDERS MANAGEMENT GROUP, INC	26021 ALDINE WESTFIELD	SPRING, TX 77373	4/6/2009	64003315	\$50,838	
TOTAL						\$50,838
DERSE INC.	3800 WEST CANAL STREET	MILWAUKEE, WI 53208	1/26/2009	64001509	\$10,808	
TOTAL						\$10,808
DUDAK PRODUCTION, INC.	1772 STIEGER LAKE LANE, #220 P O BOX 144	VICTORIA, MN 55386	3/9/2009	64001510	\$610	
TOTAL						\$610
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	2/20/2009	64002392	\$1,988	
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	1/20/2009	64001455	\$1,989	
ECOLAB PEST ELIMINATION DIVISI	P.O. BOX 6007	GRAND FORKS, ND 58206-6007	3/23/2009	64003031	\$2,006	
TOTAL						\$5,984
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/7/2009	64003276	\$32	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/11/2009	64002823	\$35	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001558	\$38	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/7/2009	64003276	\$281	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/11/2009	64002823	\$344	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001558	\$417	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/7/2009	64003276	\$1,205	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/11/2009	64002823	\$1,605	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001558	\$1,741	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/15/2009	64003486	\$2,149	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/11/2009	64002823	\$2,636	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001558	\$2,788	

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ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/7/2009	64003276	\$2,982	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001558	\$3,483	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/11/2009	64002823	\$3,597	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	4/7/2009	64003278	\$8,015	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	3/4/2009	64002660	\$9,301	
ENTERGY (SOUTHWEST REGION)	P.O. BOX 61009	NEW ORLEANS, LA 70161-1009	1/22/2009	64001559	\$10,446	
TOTAL						\$51,095
FEDEX KINKOS (P-CARD ONLY)	P.O. BOX 849801	DALLAS, TX 75284-9801	4/8/2009	7182166	\$1,004	
TOTAL						\$1,004
FILTER MAN LTD., THE	P.O. BOX 2333	NEW CANEY, TX 77357	1/20/2009	64001456	\$188	
FILTER MAN LTD., THE	P.O. BOX 2333	NEW CANEY, TX 77357	1/27/2009	64001681	\$267	
FILTER MAN LTD., THE	P.O. BOX 2333	NEW CANEY, TX 77357	2/3/2009	64001913	\$420	
TOTAL						\$875
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$16	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$25	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179310	\$33	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181349	\$35	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180892	\$84	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$125	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$208	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$229	
TOTAL						\$754
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/10/2009	64003420	\$1,667	
TOTAL						\$1,667
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/2/2009	64001914	\$915	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/9/2009	64002765	\$938	
TOTAL						\$1,852
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/10/2009	64003442	(\$2,065)	

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INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/10/2009	64003442	(\$497)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/20/2009	64002393	\$226	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	64002701	\$988	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/20/2009	64002393	\$1,903	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	64002701	\$12,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/10/2009	64002853	\$12,250	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/10/2009	64003442	\$12,250	
TOTAL						\$37,305
J. R. MOORE, JR. (TAX ASSESSOR)	MONTGOMERY COUNTY TAX ASSESSOR 400 NORTH SAN JACINTO	CONROE, TX 77301-2823	2/3/2009	64001143	\$1,578,313	
TOTAL						\$1,578,313
JOHNSTONE SUPPLY	P.O. BOX 7489	HOUSTON, TX 77248-7489	4/15/2009	7182846	\$27	
JOHNSTONE SUPPLY	P.O. BOX 7489	HOUSTON, TX 77248-7489	1/16/2009	7178395	\$1,467	
TOTAL						\$1,495
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/9/2009	64003336	\$99	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	64003311	\$394	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	64002154	\$4,480	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	64002854	\$4,480	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	64003311	\$4,480	
TOTAL						\$13,933
LA SIGNA GRAPHICS	20712 ABINGTON COVE DR.	PORTER, TX 77365	3/31/2009	64003033	\$43	
LA SIGNA GRAPHICS	20712 ABINGTON COVE DR.	PORTER, TX 77365	3/31/2009	64003033	\$43	
LA SIGNA GRAPHICS	20712 ABINGTON COVE DR.	PORTER, TX 77365	2/3/2009	64001458	\$455	
LA SIGNA GRAPHICS	20712 ABINGTON COVE DR.	PORTER, TX 77365	3/31/2009	64003033	\$650	
LA SIGNA GRAPHICS	20712 ABINGTON COVE DR.	PORTER, TX 77365	3/31/2009	64003033	\$2,057	
TOTAL						\$3,248
LAKESIDE PLUMBING CO., INC.	P. O. BOX 1897	HUMBLE, TX 77347-1897	1/26/2009	64001459	\$148	
LAKESIDE PLUMBING CO., INC.	P. O. BOX 1897	HUMBLE, TX 77347-1897	4/15/2009	64003169	\$404	
LAKESIDE PLUMBING CO., INC.	P. O. BOX 1897	HUMBLE, TX 77347-1897	3/6/2009	64002601	\$673	
LAKESIDE PLUMBING CO., INC.	P. O. BOX 1897	HUMBLE, TX 77347-1897	1/26/2009	64001459	\$2,767	

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LAKESIDE PLUMBING CO., INC.	P. O. BOX 1897	HUMBLE, TX 77347-1897	3/6/2009	64002601	\$3,308	
TOTAL						\$7,301
L'ARCO BUILDERS INC.	P. O. BOX 572611	HOUSTON, TX 77257	1/26/2009	64001573	\$3,000	
TOTAL						\$3,000
LIQUID ENVIRONMENTAL SOLUTIONS	P. O. BOX 671064 DEPT 32 2534542448	DALLAS, TX 75267-1064	2/10/2009	64002089	\$677	
LIQUID ENVIRONMENTAL SOLUTIONS	P. O. BOX 671064 DEPT 32 2534542448	DALLAS, TX 75267-1064	1/27/2009	64001683	\$682	
TOTAL						\$1,359
LONESTAR LOGOS AND SIGNS	611 SOUTH CONGRESS AVENUE, SUITE 300	AUSTIN, TX 78704	1/26/2009	64001684	\$8,750	
TOTAL						\$8,750
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001938	\$43	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$105	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$115	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$217	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$229	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$245	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$253	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$255	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$261	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$277	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$326	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$334	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$354	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$362	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$607	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$1,029	

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METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$1,085	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$1,258	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$1,302	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	2/4/2009	64001937	\$1,797	
METRO CENTER MUD-THE WOODLANDS	P.O. BOX 7580	THE WOODLANDS, TX 77387-7580	4/1/2009	64003077	\$7,170	
TOTAL						\$17,624
MILESTONE METALS, INC.	113 W. LORINO	HOUSTON, TX 77037	1/21/2009	64001460	\$7,442	
TOTAL						\$7,442
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	64002155	\$645	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	3/17/2009	64002894	\$645	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	3/2/2009	64002689	\$1,561	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	4/6/2009	64003337	\$5,713	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/2/2009	64001915	\$5,853	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	64002155	\$6,306	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	4/6/2009	64003337	\$74,901	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	64002155	\$93,226	
TOTAL						\$188,850
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/3/2009	64002690	\$645	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/30/2009	64003063	\$6,063	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	64002887	\$83,043	
TOTAL						\$89,751
MONK, LLC	ATTN: LAURIN B. ASKEW, JR. 12 EDGEVALE ROAD	BALTIMORE, MD 21210	2/3/2009	64001750	\$737	
MONK, LLC	ATTN: LAURIN B. ASKEW, JR. 12 EDGEVALE ROAD	BALTIMORE, MD 21210	2/3/2009	64001750	\$39,120	
TOTAL						\$39,857
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/18/2009	7179777	(\$7)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/16/2009	7178395	\$9	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182841	\$31	

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OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$76	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$136	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$143	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178949	\$167	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181349	\$198	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182166	\$263	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179595	\$356	
TOTAL						\$1,372
OSBORNE COINAGE CO.	DEPT 908	CINCINNATI, OH 45269	2/17/2009	64002241	\$860	
TOTAL						\$860
OSEGUERA & ASSOCIATES LLP	4354 TOWN CENTER BLVD, STE 114-55	EL DORADO HILLS, CA 95762	1/21/2009	64001461	\$650	
TOTAL						\$650
PEEK A BOO! GIFT CARD SOLUTION	6430 FM 1960 W, SUITE 225	HOUSTON, TX 77069	1/22/2009	10299808	\$89	
PEEK A BOO! GIFT CARD SOLUTION	6430 FM 1960 W, SUITE 225	HOUSTON, TX 77069	1/22/2009	10299808	\$131	
PEEK A BOO! GIFT CARD SOLUTION	6430 FM 1960 W, SUITE 225	HOUSTON, TX 77069	1/22/2009	10302285	\$387	
TOTAL						\$608
PERKINS EASTMAN	351 WEST HUBBARD, STE 708	CHICAGO, IL 60610	2/24/2009	64001999	\$1,988	
TOTAL						\$1,988
PYRAMID WATERPROOFING, INC.	P.O. BOX 16069	HOUSTON, TX 77222-6069	1/21/2009	64001462	\$322	
PYRAMID WATERPROOFING, INC.	P.O. BOX 16069	HOUSTON, TX 77222-6069	1/21/2009	64001462	\$423	
PYRAMID WATERPROOFING, INC.	P.O. BOX 16069	HOUSTON, TX 77222-6069	1/21/2009	64001462	\$644	
PYRAMID WATERPROOFING, INC.	P.O. BOX 16069	HOUSTON, TX 77222-6069	1/21/2009	64001462	\$752	
PYRAMID WATERPROOFING, INC.	P.O. BOX 16069	HOUSTON, TX 77222-6069	1/21/2009	64001462	\$1,049	
TOTAL						\$3,190
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	64001463	\$6,000	
TOTAL						\$6,000
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$380	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/13/2009	7179595	\$637	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182166	\$913	

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REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178710	\$968	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/27/2009	7180287	\$1,509	
TOTAL						\$4,408
ROCKPORT	1197 BAYBROOK MALL ATTN: DENZIL DAVIS	FRIENDSWOOD, TX 77546	1/27/2009	64001516	\$50,000	
TOTAL						\$50,000
RTKL ASSOCIATES INC.	P.O. BOX 402336	ATLANTA, GA 30384-2336	1/16/2009	64001138	\$16	
RTKL ASSOCIATES INC.	P.O. BOX 402336	ATLANTA, GA 30384-2336	1/16/2009	64001138	\$290	
RTKL ASSOCIATES INC.	P.O. BOX 402336	ATLANTA, GA 30384-2336	1/16/2009	64001138	\$4,340	
TOTAL						\$4,646
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	4/3/2009	64003312	\$441	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	2/4/2009	64001962	\$1,235	
SIMPLEX GRINNELL LP	DEPT. CH 10320	PALATINE, IL 60055-0320	1/16/2009	64001128	\$2,520	
TOTAL						\$4,196
SIMPLEXGRINNELL	DEPT CH 10320	PALATINE, IL 60055-0320	2/23/2009	64002395	\$2,520	
TOTAL						\$2,520
SOAPRANOS	5422 DARLING STREET	HOUSTON, TX 77007	1/20/2009	10281047	\$2,265	
SOAPRANOS	5422 DARLING STREET	HOUSTON, TX 77007	1/20/2009	10281047	\$3,200	
TOTAL						\$5,465
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	1/20/2009	64001466	\$800	
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	1/20/2009	64001466	\$800	
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	1/29/2009	64001686	\$800	
SONJA BOHMAN MCKINNON	3323 ALBANS RD.	HOUSTON, TX 77005	3/3/2009	64002603	\$800	
TOTAL						\$3,200
STATE COMPTROLLER-TX (SALES & OF PUBLIC ACCOUNTS	111 E. 17TH STREET COMPTROLLER OF PUBLIC ACCOUNTS	AUSTIN, TX 78774-0100	2/12/2009	64001933	\$4,165	
TOTAL						\$4,165
SWEET LIKE YOU	BRIAN CULWELL 16422 STUEBNER AIRLINE DRIVE	SPRING, TX 77379	2/2/2009	64001919	\$5,000	
TOTAL						\$5,000
TEXAS STATE BOARD OF PUBLIC AC	333 GUADALUPE, TOWER 3, STE 3	AUSTIN, TX 78701-3900	2/19/2009	7179949	\$1,258	

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TEXAS STATE BOARD OF PUBLIC AC	333 GUADALUPE, TOWER 3, STE 3	AUSTIN, TX 78701-3900	3/12/2009	7180892	\$1,358	
TEXAS STATE BOARD OF PUBLIC AC	333 GUADALUPE, TOWER 3, STE 3	AUSTIN, TX 78701-3900	4/15/2009	7182846	\$1,745	
TEXAS STATE BOARD OF PUBLIC AC	333 GUADALUPE, TOWER 3, STE 3	AUSTIN, TX 78701-3900	2/6/2009	7179310	\$3,845	
TOTAL						\$8,207
TOWN CENTER OWNER'S ASSOCIATIO	2201 TIMBERLOCH PLACE	WOODLANDS, TX 77380-1181	3/6/2009	64002445	\$12,297	
TOTAL						\$12,297
UNITED BUILDERS	14726 DELBARTON DRIVE	HOUSTON, TX 77083	2/23/2009	64002397	\$5,000	
TOTAL						\$5,000
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179595	\$28	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178395	\$40	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180674	\$44	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181883	\$55	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180892	\$72	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/6/2009	7179310	\$78	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181496	\$81	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182166	\$81	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178956	\$99	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179949	\$126	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180284	\$152	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181349	\$157	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178710	\$228	
TOTAL						\$1,242
UTOPIA DEVELOPMENT	2650 LEONIS BLVD.	VERNON, CA 90058	1/20/2009	64001467	\$2,500	
TOTAL						\$2,500
WATERWAY GROUP, INC., THE	1519 N. PLUM CREEK DRIVE	SPRING, TX 77386	3/19/2009	64002602	\$2,250	
WATERWAY GROUP, INC., THE	1519 N. PLUM CREEK DRIVE	SPRING, TX 77386	3/19/2009	64001918	\$3,103	

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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>
WATERWAY GROUP, INC., THE	1519 N. PLUM CREEK DRIVE	SPRING, TX 77386	2/10/2009	64001465	\$3,240	
WATERWAY GROUP, INC., THE	1519 N. PLUM CREEK DRIVE	SPRING, TX 77386	2/10/2009	64001465	\$23,172	
TOTAL						\$31,765
WOODLANDS COMMUNITY ASSOCIATIO	P.O. BOX 4343 / DEPARTMENT 308	HOUSTON, TX 77210-4343	4/3/2009	64003076	\$1,031	
WOODLANDS COMMUNITY ASSOCIATIO	P.O. BOX 4343 / DEPARTMENT 308	HOUSTON, TX 77210-4343	3/9/2009	64002446	\$112,753	
TOTAL						\$113,785
WOODLANDS METRO CENTER MUNICIPAL	P.O. BOX 7580 [C/O SAN JACINTO RIVER AUTHORITY]	THE WOODLANDS, TX 77387-7580	1/27/2009	64001144	\$124,241	
TOTAL						\$124,241
TOTAL						\$2,750,197

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>
9/12/2008	MALL PROPERTY EXPERIENCED HURRICANE IKE	\$500,651	TBD
		<u>\$500,651</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	CHIEF OPERATING OFFICER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	MANAGER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE PRESIDENT & SECRETARY	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER	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)

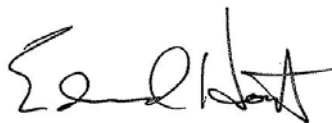
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BETH L. PEOPLES	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE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

THE WOODLANDS MALL ASSOCIATES, 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.