

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

Chapter 11

In re: RS Properties Inc.
Debtor.

Case Number: 09-12265

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

4. Suits, executions, garnishments, and attachments

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

See attachment 4a of the Statement of Financial Affairs

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

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.

See attachment 21b of the Statement of Financial Affairs

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

None

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

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	\$22,061,654
12/31/2008 Annual Gross Revenue	\$20,526,745
3/31/2009 YTD Gross Revenue	\$4,346,036

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	\$582,059	\$515,866	\$61,254

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>
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	2/3/2009	62231336	\$756	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	4/14/2009	62232347	\$960	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	1/21/2009	62231080	\$1,718	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	2/3/2009	62231336	\$1,810	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	3/4/2009	62231805	\$1,810	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	4/8/2009	62232175	\$2,144	
ADVANCED DISPOSAL SERVICES	PO BOX 791404	BALTIMORE, MD 21279-1404	2/3/2009	62231336	\$2,534	
TOTAL						\$11,733
AMBIUS INC. (39)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/30/2009	62231337	\$1,645	
TOTAL						\$1,645
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	7182169	\$14	
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	7181880	\$16	
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	7179945	\$60	
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	7182859	\$69	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/13/2009	7179599	\$83	
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	7178398	\$83	
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	7178398	\$125	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/6/2009	7179308	\$150	
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	7178976	\$162	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/6/2009	7179308	\$172	
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	7179945	\$177	
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	7178712	\$195	

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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	7181880	\$320	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/6/2009	7179308	\$417	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180676	\$856	
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	7178398	\$2,035	
TOTAL						\$4,934
ANCO- A DIVISON OF CHEM-AQUA,	P. O. BOX 971269	DALLAS, TX 75397-1269	2/2/2009	62231338	\$268	
ANCO- A DIVISON OF CHEM-AQUA,	P. O. BOX 971269	DALLAS, TX 75397-1269	2/2/2009	62231338	\$268	
ANCO- A DIVISON OF CHEM-AQUA,	P. O. BOX 971269	DALLAS, TX 75397-1269	2/2/2009	62231338	\$1,376	
TOTAL						\$1,911
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	4/8/2009	7182169	\$37	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	4/15/2009	7182859	\$37	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	2/13/2009	7179599	\$48	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	1/16/2009	7178398	\$48	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	2/6/2009	7179308	\$48	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	3/19/2009	7181353	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	3/23/2009	7181500	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	3/12/2009	7180924	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	2/19/2009	7179945	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	2/18/2009	7179781	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	4/1/2009	7181880	\$49	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	2/27/2009	7180293	\$71	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	3/6/2009	7180676	\$81	
ARAMARK UNIFORM SERVICES (P-CA)	1101 MARKET STREET	PHILADELPHIA, PA 19107	1/23/2009	7178712	\$127	
TOTAL						\$795
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	2/18/2009	7179781	\$2,513	
TOTAL						\$2,513

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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	3/23/2009	7181500	\$967	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180293	\$974	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179067	\$1,069	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182169	\$3,738	
TOTAL						\$6,747
BMB ENTERPRISES, INC	12740 KENAN DRIVE BUILDING 200, SUITE 100	JACKSONVILLE, FL 32258	1/16/2009	7178398	\$1,419	
TOTAL						\$1,419
CARPET IMAGE SERVICES, INC.	3615 SOUTHSIDE BLVD.	JACKSONVILLE, FL 32216	4/1/2009	7181880	\$738	
TOTAL						\$738
CORNERSTON CONSTRUCTION OF JAX	11859 HIDDEN HILLS DR.	JACKSONVILLE, FL 32225	1/29/2009	62231188	\$1,300	
TOTAL						\$1,300
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182859	\$685	
TOTAL						\$685
ENCHANTMENT PRODUCTION, INC	1791 S.W. 28TH TERRACE	FORT LAUDERDAL, FL 33312	3/3/2009	62231806	\$16,511	
TOTAL						\$16,511
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/8/2009	7182169	\$51	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/19/2009	7179945	\$206	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/16/2009	7178398	\$800	
TOTAL						\$1,057
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179945	\$3	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182859	\$11	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178398	\$14	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179308	\$20	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181353	\$42	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181353	\$43	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179945	\$45	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178712	\$63	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/30/2009	7178977	\$68	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182860	\$76	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179308	\$80	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180676	\$85	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179308	\$125	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181880	\$186	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180924	\$237	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182169	\$431	
TOTAL						\$1,529
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	62231873	\$9,704	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	62231873	\$10,500	
TOTAL						\$20,204
JAMES TROGOLO COMPANY, THE	640 EAST JACKSON STREET	DUQUOIN, IL 62832	2/18/2009	62231453	\$2,015	
TOTAL						\$2,015
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/1/2009	7181880	\$655	
TOTAL						\$655
MICHAEL GROUP INC., THE	8888 KEYSTONE CROSSING, STE 1300	INDIANAPOLIS, IN 46240-4600	3/5/2009	62231807	\$5,325	
TOTAL						\$5,325
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	3/17/2009	62231984	\$67,686	
TOTAL						\$67,686
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	62231864	\$1,223	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	62231992	\$1,223	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/6/2009	62232292	\$61,445	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/11/2009	62231510	\$74,266	
TOTAL						\$138,156
MUZAK LLC (P-CARD ONLY)	3318 LAKEMONT BLVD	FORT MILL, SC 29708	3/19/2009	7181353	\$608	
TOTAL						\$608
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	2/11/2009	62231454	\$223	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	1/21/2009	62231081	\$277	

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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>
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	1/21/2009	62231081	\$286	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	2/19/2009	62231560	\$330	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	2/4/2009	62231339	\$383	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	2/11/2009	62231454	\$614	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	2/11/2009	62231454	\$659	
NORTH FLORIDA PLUMBING, INC.	5646 SUMMERALL ROAD	JACKSONVILLE, FL 32216	3/9/2009	62231668	\$807	
TOTAL						\$3,579
NORTHEAST FLORIDA HEATING & AI	P.O. BOX 60533	JACKSONVILLE, FL 32236	2/3/2009	62231340	\$1,343	
TOTAL						\$1,343
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180293	\$67	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181500	\$202	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179945	\$203	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178978	\$229	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182859	\$242	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182169	\$323	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180924	\$399	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179945	\$503	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/16/2009	7178398	\$642	
TOTAL						\$2,808
PAVEMENT AMERICA, INC.	P.O. BOX 56994	JACKSONVILLE, FL 32241-6994	1/22/2009	62231082	\$3,775	
PAVEMENT AMERICA, INC.	P.O. BOX 56994	JACKSONVILLE, FL 32241-6994	4/6/2009	62232177	\$3,775	
TOTAL						\$7,550
PITNEY BOWES GLOBAL FINANCIAL	P.O. BOX 856460	LOUISVILLE, KY 40285-6460	4/14/2009	62232350	\$612	
TOTAL						\$612
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	2/9/2009	62231455	\$9,800	
TOTAL						\$9,800
RAPID DISPATCH SERVICES INC	2071-23 EMERSON STREET	JACKSONVILLE, FL 32207	1/20/2009	62231083	\$1,445	
TOTAL						\$1,445

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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>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/30/2009	7178978	\$139	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/13/2009	7179599	\$488	
TOTAL						\$627
REGENCY UTILITIES	C/O THE REGENCY GROUP INC ONE INDEPENDENT DRIVE, SUITE 3120	JACKSONVILLE, FL 32202	3/16/2009	62231936	\$8,355	
REGENCY UTILITIES	C/O THE REGENCY GROUP INC ONE INDEPENDENT DRIVE, SUITE 3120	JACKSONVILLE, FL 32202	4/13/2009	62232242	\$8,383	
REGENCY UTILITIES	C/O THE REGENCY GROUP INC ONE INDEPENDENT DRIVE, SUITE 3120	JACKSONVILLE, FL 32202	2/13/2009	62231483	\$10,725	
TOTAL						\$27,463
ROTO ROOTER	5672 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/13/2009	62232351	\$179	
ROTO ROOTER	5672 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/13/2009	62232351	\$1,275	
TOTAL						\$1,454
SELECT COMMUNICATIONS	14476-111 DUVAL PLACE WEST	JACKSONVILLE, FL 32751	2/24/2009	62231710	\$1,027	
TOTAL						\$1,027
SONAL PATEL - PETTY CASH CUSTO	REGENCY SQUARE MALL 9501 ARLINGTON EXPRESSWAY, SUITE 100	JACKSONVILLE, FL 32225	1/20/2009	62230862	\$230	
SONAL PATEL - PETTY CASH CUSTO	REGENCY SQUARE MALL 9501 ARLINGTON EXPRESSWAY, SUITE 100	JACKSONVILLE, FL 32225	2/2/2009	62231370	\$483	
TOTAL						\$712
SYNERGY ELECTRIC	1100 CARR ST	PALATKA, FL 32177	2/19/2009	62231562	\$140	
SYNERGY ELECTRIC	1100 CARR ST	PALATKA, FL 32177	2/19/2009	62231562	\$344	
SYNERGY ELECTRIC	1100 CARR ST	PALATKA, FL 32177	2/2/2009	62231189	\$353	
SYNERGY ELECTRIC	1100 CARR ST	PALATKA, FL 32177	2/19/2009	62231562	\$390	
SYNERGY ELECTRIC	1100 CARR ST	PALATKA, FL 32177	2/2/2009	62231342	\$440	
TOTAL						\$1,667
TECH RESOURCES OF JAX INC.	2213 FLORIDA BOULEVARD	NEPTUNE BEACH, FL 32266	3/11/2009	62231906	\$391	
TECH RESOURCES OF JAX INC.	2213 FLORIDA BOULEVARD	NEPTUNE BEACH, FL 32266	3/11/2009	62231906	\$391	
TOTAL						\$782
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	3/23/2009	7181500	\$300	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	3/19/2009	7181353	\$417	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/19/2009	7179945	\$519	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/6/2009	7179308	\$915	

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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						\$2,151
THERMASERVE MECHANICAL SYSTEMS	6676 COLUMBIA PARK DRIVE SOUTH	JACKSONVILLE, FL 32258	2/5/2009	62231343	\$3,514	
TOTAL						\$3,514
TW TELECOM	PO BOX 172567	DENVER, CO 80217-2567	2/4/2009	62231403	\$856	
TW TELECOM	PO BOX 172567	DENVER, CO 80217-2567	2/3/2009	62231344	\$2,362	
TOTAL						\$3,218
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	3/17/2009	62232018	\$650	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	3/17/2009	62232018	\$732	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	4/3/2009	62232243	\$785	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	2/23/2009	62231621	\$11,113	
VALLEY CREST LANDSCAPE MAINTEN	P.O. BOX 404083	ATLANTA, GA 30384-4083	4/3/2009	62232243	\$11,113	
TOTAL						\$24,392
VALLEY CREST LANDSCAPE SERVICE	PO BOX 404083	ATLANTA, GA 30384-4083	2/2/2009	62231404	\$300	
VALLEY CREST LANDSCAPE SERVICE	PO BOX 404083	ATLANTA, GA 30384-4083	3/2/2009	62231711	\$800	
VALLEY CREST LANDSCAPE SERVICE	PO BOX 404083	ATLANTA, GA 30384-4083	1/27/2009	62231236	\$11,113	
TOTAL						\$12,213
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/25/2009	62231669	\$89	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/25/2009	62231669	\$214	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/25/2009	62231669	\$556	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	62231386	\$807	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	62232118	\$1,364	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	62231386	\$1,383	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	62231985	\$1,395	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	62231596	\$1,428	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	62231865	\$1,430	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	62232118	\$2,579	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	62231985	\$2,672	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	62231865	\$3,179	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	62231596	\$4,286	

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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>
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	62231386	\$4,480	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	62231985	\$27,515	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	62232118	\$28,489	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	62231596	\$28,709	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	62231865	\$29,798	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	62231386	\$32,942	
TOTAL						\$173,316
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	4/13/2009	62232189	\$408	
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	4/13/2009	62232179	\$608	
VALQUEST, INC.	351 S. SHERMAN ST., SUITE 100	RICHARDSON, TX 75081	4/13/2009	62232189	\$1,908	
TOTAL						\$2,924
W.W. GAY FACILITY AUTOMATION,	524 STOCKTON STREET	JACKSONVILLE, FL 32204-2500	2/11/2009	62231457	\$3,750	
TOTAL						\$3,750
W.W. GAY MECHANICAL CONTRACTOR	524 STOCKTON ST.	JACKSONVILLE, FL 32204-2500	4/7/2009	62232180	\$399	
W.W. GAY MECHANICAL CONTRACTOR	524 STOCKTON ST.	JACKSONVILLE, FL 32204-2500	2/2/2009	62231345	\$6,138	
TOTAL						\$6,537
WAYNE AUTOMATIC FIRE SPRINKLER	11326 DISTRIBUTION AVENUE	JACKSONVILLE, FL 32256-2745	4/7/2009	62232181	\$2,200	
TOTAL						\$2,200
TOTAL						\$583,247

Specific Notes

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

4a. Suits and Administrative Proceedings - Debtor as Plaintiff

Case Name	Case Number	Court Name and Location
RS PROPERTIES, INC. V. A&F ENTERPRISES OF JACKSONVILLE DBA THE ORANGE TREE	2008-CA-014709	DUVAL COUNTY CIRCUIT CT
RS PROPERTIES, INC., A DELAWARE CORPORATION V. SAVANNAH SWEETS, INC. A GEORGIA CORPORATION	16-2009-CA-01902	CIRCUIT CT FOR DUVAL COUNTY
RS PROPERTIES, INC., A DELAWARE CORPORATION V. T&M FURNITURE ENTERPRISES, INC. DBA HOMEWORKS FURNITURE CENTER, ELSA R. MCCARRELL, VEVERLY MCCARRELL, KELLY D. TITTEROW AND CYNTHIA A. TUTEROW	16-2009-CA-01900	TBD

If a Debtor entity does not appear as a named party in a particular line item on this Statement of Financial Affairs it is because that Debtor is named under the full case name rather than the abbreviated case caption set forth on this Schedule. If multiple Debtors are parties in a given proceeding, that proceeding will be listed on Attachment 4(a) of the Statement for each Debtor named. Attachment 4(a)(i) lists those suits where the Debtor is a Plaintiff; Attachment 4(a)(ii) lists those suits where the Debtor is a Defendant.

RS Properties Inc.
Case Number: 09-12265

Attachment 4a(ii)

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

Case Name	Case Number	Court Name and Location
CHARITO DEGREEF V. RS PROPERTIES THREE, INC., GENERAL GROWTH PROPERTIES, MILLARD MALL SERVICES, INC.	2009 CA 004419XXX	DUVAL COUNTY CIRCUIT COURT, FLORIDA; FLORIDA

Specific Notes

21b. Current Officers, Directors and Stockholders holding 5% or more of the voting or equity securities

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

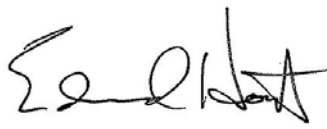
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

RS PROPERTIES INC.

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

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