

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Visalia Mall, L.P.
Debtor.

Case Number: 09-12309

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



3. Payments to Creditors

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

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

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

See attachment 3b of the Statement of Financial Affairs

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

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

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

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

None

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

See attachment 21b of the Statement of Financial Affairs

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

None

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

See attachment 22a of the Statement of Financial Affairs

None

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

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$11,377,950
12/31/2008 Annual Gross Revenue	\$10,825,337
3/31/2009 YTD Gross Revenue	\$2,497,279

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	\$434,847	\$243,873	\$37,203

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: 09-12309

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>
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	4/7/2009	10317037	\$9,748	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/2/2009	10311855	\$9,886	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/17/2009	10313380	\$9,897	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	3/30/2009	10314751	\$9,999	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	1/21/2009	10302797	\$10,455	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/17/2009	10308463	\$10,566	
ALLIED BARTON SECURITY SERVICE	P.O. BOX 534265	ATLANTA, GA 30353-4265	2/2/2009	10305662	\$11,381	
TOTAL						\$71,933
AMERIPRIDE UNIFORM SERVICES (P	10801 WAYZATA BLVD	MINNETONKA, MN 55305	1/23/2009	7178710	\$197	
AMERIPRIDE UNIFORM SERVICES (P	10801 WAYZATA BLVD	MINNETONKA, MN 55305	4/15/2009	7182846	\$200	
AMERIPRIDE UNIFORM SERVICES (P	10801 WAYZATA BLVD	MINNETONKA, MN 55305	3/19/2009	7181349	\$218	
AMERIPRIDE UNIFORM SERVICES (P	10801 WAYZATA BLVD	MINNETONKA, MN 55305	2/19/2009	7179949	\$262	
TOTAL						\$877
AS SEEN ON TV	5100 PORTER RANCH ROAD	GARDEN VALLEY, CA 95633	4/8/2009	10315779	\$1,000	
TOTAL						\$1,000
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$27	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$27	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$37	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$62	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	10318304	\$87	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/10/2009	10307113	\$93	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$108	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/18/2009	10313724	\$458	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	10318304	\$732	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/9/2009	10306985	\$1,030	
TOTAL						\$2,660
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$70	

Case Number: 09-12309

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	2/2/2009	7179062	\$138	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$146	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$382	
TOTAL						\$736
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	3/11/2009	10312862	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	2/12/2009	10307114	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	4/7/2009	10316243	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	4/7/2009	10316243	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	4/7/2009	10316243	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	3/11/2009	10312862	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	3/11/2009	10312862	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	2/12/2009	10307114	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	2/12/2009	10307114	\$57	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	2/25/2009	10309916	\$1,866	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	4/14/2009	10318305	\$1,906	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	1/22/2009	10302494	\$1,910	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	4/14/2009	10318305	\$2,023	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	2/25/2009	10309916	\$2,436	
CALIFORNIA WATER SERVICE COMPA	216 N. VALLEY OAKS DR.	VISALIA, CA 93292-6717	1/22/2009	10302494	\$2,447	
TOTAL						\$13,099
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/10/2009	10306565	\$400	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	3/23/2009	10314279	\$450	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/2/2009	10304803	\$450	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/17/2009	10307895	\$450	
TOTAL						\$1,750
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	1/16/2009	10301850	\$540	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/3/2009	10315434	\$764	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	1/16/2009	10301850	\$1,146	

Case Number: 09-12309

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>
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/20/2009	10309252	\$1,365	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/3/2009	10315434	\$1,412	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/20/2009	10309252	\$2,742	
TOTAL						\$7,969
HOLY LAND SOUVENIRS	13403 NANTUCKET PLACE	BAKERSFIELD, CA 93314	2/24/2009	10309599	\$900	
TOTAL						\$900
IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	3/4/2009	10309253	\$875	
IEM - TRASH COMPACTOR	11625 RAINWATER DRIVE SUITE 200	ALPHARETTA, GA 30004	4/15/2009	10317573	\$919	
TOTAL						\$1,794
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307316	\$3,750	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	10311939	\$3,750	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/7/2009	10316735	\$3,750	
TOTAL						\$11,250
INNOVATIVE GRAPHICS	1244 N CHINOWITH	VISALIA, CA 93291	2/3/2009	10305452	\$164	
INNOVATIVE GRAPHICS	1244 N CHINOWITH	VISALIA, CA 93291	2/18/2009	10308290	\$194	
INNOVATIVE GRAPHICS	1244 N CHINOWITH	VISALIA, CA 93291	2/3/2009	10305452	\$475	
TOTAL						\$833
INSTITUTE OF REAL ESTATE MGMT-	430 N MICHIGAN AVE.	CHICAGO, IL 60611	4/15/2009	7182846	\$85	
INSTITUTE OF REAL ESTATE MGMT-	430 N MICHIGAN AVE.	CHICAGO, IL 60611	1/16/2009	7178395	\$525	
TOTAL						\$610
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/20/2009	10309254	\$875	
TOTAL						\$875
JC PENNEY CO, INC	ATTN: MARTHA RENT DEPT. M/S 810 P.O. BOX 27704	SALT LAKE CITY, UT 84127-0704	4/7/2009	10314895	\$5,283	
TOTAL						\$5,283
JORGENSEN & CO.	2691 S. EAST AVE	FRESNO, CA 93706	4/3/2009	10315435	\$612	
TOTAL						\$612
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	4/6/2009	10315436	\$2,021	
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	2/13/2009	10307896	\$2,027	
TOTAL						\$4,048

Case Number: 09-12309

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>
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/23/2009	7181496	\$4	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/19/2009	7181349	\$4	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	4/1/2009	7181883	\$6	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/6/2009	7180674	\$11	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	2/6/2009	7179310	\$15	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	4/8/2009	7182166	\$21	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	1/23/2009	7178710	\$21	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	4/15/2009	7182846	\$24	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	4/1/2009	7181883	\$25	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	2/27/2009	7180289	\$26	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	1/23/2009	7178710	\$29	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/19/2009	7181349	\$45	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/12/2009	7180892	\$74	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	2/6/2009	7179310	\$75	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	2/27/2009	7180289	\$76	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	3/23/2009	7181496	\$194	
ORCHARD SUPPLY HARDWARE (P-CAR)	6450 VIA DEL ORO	SAN JOSE, CA 95119	2/19/2009	7179949	\$197	
TOTAL						\$847
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/6/2009	10305663	\$340	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/3/2009	10311856	\$340	
TOTAL						\$680
PAUL'S PRODUCTS	5100 PORTER RANCH ROAD	GARDEN VALLEY, CA 95633	4/8/2009	10315780	\$1,000	
TOTAL						\$1,000
PLANT IT GREENERY	4125 W NOBLE #303	VISALIA, CA 93277	3/2/2009	10310863	\$395	
PLANT IT GREENERY	4125 W NOBLE #303	VISALIA, CA 93277	2/17/2009	10307897	\$395	
PLANT IT GREENERY	4125 W NOBLE #303	VISALIA, CA 93277	1/21/2009	10301851	\$395	
TOTAL						\$1,185
PLUMBING COMPANY, THE	11937 AVENUE 274	VISALIA, CA 93277	3/23/2009	10314280	\$540	
PLUMBING COMPANY, THE	11937 AVENUE 274	VISALIA, CA 93277	3/23/2009	10314280	\$1,152	

Case Number: 09-12309

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$1,692
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301852	\$6,750	
TOTAL						\$6,750
RAINBOW PHOTO STUDIO	8106 LESNER AVENUE	VAN NUYS, CA 91406	3/27/2009	10314648	\$2,250	
TOTAL						\$2,250
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179949	\$220	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/6/2009	7179310	\$346	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182846	\$350	
TOTAL						\$916
SPOOKIE HALLOWEEN SUPER STORE	ATTN: KARIM ALI 3837 W CALDWELL	VISALIA, CA 93277	2/18/2009	10305453	\$1,000	
TOTAL						\$1,000
SUNG VILLAGZ, INC.	ATTN: BILLY SUNG 1115 CALDWELL AVE., SUITE A	VISALIA, CA 93277	2/3/2009	10305455	\$1,000	
TOTAL						\$1,000
TOSHIBA FINANCIAL SERVICES	P.O. BOX 790448	ST. LOUIS, MO 63179-0448	2/26/2009	10309256	\$63	
TOSHIBA FINANCIAL SERVICES	P.O. BOX 790448	ST. LOUIS, MO 63179-0448	2/4/2009	10304805	\$63	
TOSHIBA FINANCIAL SERVICES	P O BOX 31001-0271	PASADENA, CA 91110-0271	2/9/2009	10306567	\$385	
TOSHIBA FINANCIAL SERVICES	P O BOX 31001-0271	PASADENA, CA 91110-0271	1/20/2009	10301853	\$385	
TOSHIBA FINANCIAL SERVICES	P O BOX 31001-0271	PASADENA, CA 91110-0271	3/9/2009	10312343	\$385	
TOTAL						\$1,283
USI	PO BOX 189	KENILWORTH, NJ 7033	3/10/2009	10313105	\$95	
USI	PO BOX 189	KENILWORTH, NJ 7033	1/21/2009	10302798	\$231	
USI	PO BOX 189	KENILWORTH, NJ 7033	4/6/2009	10316736	\$231	
USI	PO BOX 189	KENILWORTH, NJ 7033	4/6/2009	10316736	\$28,456	
USI	PO BOX 189	KENILWORTH, NJ 7033	3/10/2009	10313105	\$30,983	
USI	PO BOX 189	KENILWORTH, NJ 7033	2/10/2009	10307317	\$33,648	
TOTAL						\$93,644
V R LAWN SERVICE	P.O. BOX 5457	FRESNO, CA 93755	4/13/2009	10317575	\$325	
V R LAWN SERVICE	P.O. BOX 5457	FRESNO, CA 93755	1/26/2009	10303276	\$4,665	
V R LAWN SERVICE	P.O. BOX 5457	FRESNO, CA 93755	2/3/2009	10304806	\$4,665	

Case Number: 09-12309

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>
V R LAWN SERVICE	P.O. BOX 5457	FRESNO, CA 93755	4/13/2009	10317575	\$4,665	
TOTAL						\$14,320
WILSON WINDOW TINT	105 N VALLEY OAKS DRIVE SUITE E	VISALIA, CA 93292	2/17/2009	10306570	\$678	
TOTAL						\$678
WRIGHT'S PUMPING & PLUMBING	PO BOX 216	DINUBA, CA 93618	4/10/2009	10315438	\$525	
WRIGHT'S PUMPING & PLUMBING	PO BOX 216	DINUBA, CA 93618	2/24/2009	10309257	\$1,230	
TOTAL						\$1,755
TOTAL						\$255,228

Specific Notes

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

21a. Current Partners and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State and Zip</u>
ADAM S. METZ	CHIEF EXECUTIVE OFFICER	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.	MANAGER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
VISALIA MALL L.L.C.	GENERAL PARTNER	110 N. WACKER	CHICAGO, IL 60606

Specific Notes

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

22 Former Partners, Officers, Directors and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	MANAGER OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JOHN W. STEELE, III	ASSISTANT SECRETARY OF GENERAL PARTNER	110 N. WACKER DRIVE	CHICAGO, IL 60606
MARY S. STAWIKEY	MANAGER (INDEPENDENT) OF GENERAL PARTNER	2711 CENTERVILLE ROAD, SUITE 40	WILMINGTON, DE 198
SUZANNE M. HAY	MANAGER (INDEPENDENT) OF GENERAL PARTNER	2711 CENTERVILLE ROAD, SUITE 40	WILMINGTON, DE 198

Specific Notes

Visalia Mall, L.P.

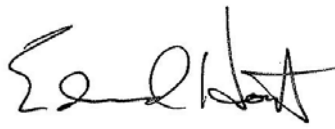
Case Number: 09-12309

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.

VISALIA MALL, L.P.

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.