

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Boulevard Associates
Debtor.

Case Number: 09-12074

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.

See attachment 17a of the Statement of Financial Affairs

- 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.
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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.

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 | \$21,194,222 |
| 12/31/2008 Annual Gross Revenue | \$20,475,852 |
| 3/31/2009 YTD Gross Revenue | \$4,677,721 |

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 | \$459,383 | \$341,104 | \$76,358 |

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> |
|---------------------------------|--|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| ADJ MOBILE UPHOLSTERY | 218 SHOSHONE LN. | HENDERSON, NV 89015 | 3/11/2009 | 10312143 | \$700 | |
| TOTAL | | | | | | \$700 |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 4/15/2009 | 7182846 | \$5 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 4/8/2009 | 7182166 | \$9 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 2/19/2009 | 7179949 | \$22 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/6/2009 | 7180674 | \$32 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 4/15/2009 | 7182846 | \$52 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/6/2009 | 7180674 | \$86 | |
| 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 | 7179310 | \$86 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 2/19/2009 | 7179949 | \$108 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 4/8/2009 | 7182166 | \$112 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 1/23/2009 | 7178710 | \$151 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/23/2009 | 7181496 | \$158 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 4/15/2009 | 7182846 | \$624 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/23/2009 | 7181496 | \$691 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/12/2009 | 7180892 | \$919 | |
| AMERICAN EXPRESS CPC (ACH ONLY) | CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE | BOSTON, MA 2108 | 3/6/2009 | 7180674 | \$990 | |
| 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 | 7179595 | \$1,510 | |
| TOTAL | | | | | | \$5,555 |
| AUTOMOTIVE RENTALS, INC. (P-CA) | P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS | PHILADELPHIA, PA 19178-4375 | 3/23/2009 | 7181496 | \$541 | |

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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 | \$676 | |
| AUTOMOTIVE RENTALS, INC. (P-CA | P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS | PHILADELPHIA, PA 19178-4375 | 2/27/2009 | 7180286 | \$679 | |
| AUTOMOTIVE RENTALS, INC. (P-CA | P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS | PHILADELPHIA, PA 19178-4375 | 2/2/2009 | 7179062 | \$1,060 | |
| TOTAL | | | | | | \$2,956 |
| BELL ELECTRICAL SYSTEMS LLC | 814 BINBROOK DRIVE | HENDERSON, NV 89052 | 2/9/2009 | 10304495 | \$140 | |
| BELL ELECTRICAL SYSTEMS LLC | 814 BINBROOK DRIVE | HENDERSON, NV 89052 | 2/17/2009 | 10306306 | \$140 | |
| BELL ELECTRICAL SYSTEMS LLC | 814 BINBROOK DRIVE | HENDERSON, NV 89052 | 2/17/2009 | 10306306 | \$210 | |
| BELL ELECTRICAL SYSTEMS LLC | 814 BINBROOK DRIVE | HENDERSON, NV 89052 | 2/9/2009 | 10304495 | \$355 | |
| BELL ELECTRICAL SYSTEMS LLC | 814 BINBROOK DRIVE | HENDERSON, NV 89052 | 4/15/2009 | 7182846 | \$1,257 | |
| TOTAL | | | | | | \$2,102 |
| BENNETT & JIMENEZ, INC | 2481 N. DECATUR BLVD, STE B | LAS VEGAS, NV 89108-2957 | 1/26/2009 | 10300087 | \$3,125 | |
| TOTAL | | | | | | \$3,125 |
| BEST IN SWEEPING | 11557 BALATON LAKE AVE | LAS VEGAS, NV 89138-3007 | 1/30/2009 | 10304496 | \$2,943 | |
| BEST IN SWEEPING | 11557 BALATON LAKE AVE | LAS VEGAS, NV 89138-3007 | 3/3/2009 | 10310534 | \$2,943 | |
| TOTAL | | | | | | \$5,887 |
| BRO PLUMBING INC. | 1947 WHITNEY MESA DRIVE | HENDERSON, NV 89014 | 2/5/2009 | 10306021 | \$2,250 | |
| TOTAL | | | | | | \$2,250 |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 4/8/2009 | 10315221 | \$39 | |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 3/4/2009 | 10310535 | \$126 | |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 3/4/2009 | 10310535 | \$129 | |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 3/4/2009 | 10310535 | \$135 | |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 1/29/2009 | 10303110 | \$220 | |
| CAPITOL DOOR SERVICE | 4699 24TH STREET | SACRAMENTO, CA 95822 | 3/4/2009 | 10310535 | \$2,165 | |
| TOTAL | | | | | | \$2,816 |
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 4/10/2009 | 10317370 | \$248 | |
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 2/27/2009 | 10310537 | \$329 | |
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 4/2/2009 | 10315222 | \$704 | |
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 4/10/2009 | 10317370 | \$960 | |

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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> |
|--------------------------------|--|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 3/9/2009 | 10312146 | \$1,309 | |
| CARRIER CORPORATION | P.O. BOX 93844 | CHICAGO, IL 60673-3844 | 2/20/2009 | 10309047 | \$46,245 | |
| TOTAL | | | | | | \$49,795 |
| CLARK COUNTY DEPT OF BUSINESS | 500 S. GRAND CENTRAL PARKWAY, 3RD FLOOR | LAS VEGAS, NV 89155-1810 | 3/30/2009 | 10309858 | \$3,875 | |
| TOTAL | | | | | | \$3,875 |
| CLARK'S QUALITY ROOFING, INC. | 334 WEST ANDERSON AVENUE | MURRAY, UT 84107 | 3/23/2009 | 10314116 | \$345 | |
| CLARK'S QUALITY ROOFING, INC. | 334 WEST ANDERSON AVENUE | MURRAY, UT 84107 | 3/11/2009 | 10312147 | \$586 | |
| CLARK'S QUALITY ROOFING, INC. | 334 WEST ANDERSON AVENUE | MURRAY, UT 84107 | 4/6/2009 | 10315223 | \$587 | |
| TOTAL | | | | | | \$1,518 |
| CUMMINS ROCKY MOUNTAIN, LLC | DEPT 2138 | DENVER, CO 80291-2138 | 2/17/2009 | 10307692 | \$1,707 | |
| CUMMINS ROCKY MOUNTAIN, LLC | DEPT 2138 | DENVER, CO 80291-2138 | 3/2/2009 | 10310538 | \$3,235 | |
| TOTAL | | | | | | \$4,942 |
| EDS ELECTRONICS, INC. | 2675 W. CHEYENNE AVE. | NORTH LAS VEGAS, NV 89032 | 2/17/2009 | 10307693 | \$35 | |
| EDS ELECTRONICS, INC. | 2675 W. CHEYENNE AVE. | NORTH LAS VEGAS, NV 89032 | 4/7/2009 | 10315224 | \$999 | |
| TOTAL | | | | | | \$1,034 |
| ELLIOTT'S SEWER AND DRAIN | P.O. BOX 27085 | LAS VEGAS, NV 89126-1085 | 1/29/2009 | 10301648 | \$73 | |
| ELLIOTT'S SEWER AND DRAIN | P.O. BOX 27085 | LAS VEGAS, NV 89126-1085 | 4/14/2009 | 10317371 | \$73 | |
| ELLIOTT'S SEWER AND DRAIN | P.O. BOX 27085 | LAS VEGAS, NV 89126-1085 | 2/2/2009 | 10304498 | \$175 | |
| ELLIOTT'S SEWER AND DRAIN | P.O. BOX 27085 | LAS VEGAS, NV 89126-1085 | 2/2/2009 | 10304498 | \$335 | |
| TOTAL | | | | | | \$655 |
| FONES GONE WILD | 662 INC STEVEN SANCHEZ | ALBUQUERQUE, NM 87105 | 1/16/2009 | 10299738 | \$918 | |
| FONES GONE WILD | 662 INC STEVEN SANCHEZ | ALBUQUERQUE, NM 87105 | 1/16/2009 | 10299738 | \$1,000 | |
| TOTAL | | | | | | \$1,918 |
| IMPACT LEASING LLC | PO BOX 3090 | MILWAUKEE, WI 53201-3090 | 2/2/2009 | 10304499 | \$398 | |
| IMPACT LEASING LLC | PO BOX 3090 | MILWAUKEE, WI 53201-3090 | 3/10/2009 | 10312148 | \$398 | |
| TOTAL | | | | | | \$796 |
| INTERNATIONAL ENVIRONMENTAL MG | 24516 NETWORK PLACE | CHICAGO, IL 60673-1245 | 4/3/2009 | 10316052 | \$250 | |
| INTERNATIONAL ENVIRONMENTAL MG | 24516 NETWORK PLACE | CHICAGO, IL 60673-1245 | 4/3/2009 | 10316052 | \$1,667 | |

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|--------------------------------|---------------------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| INTERNATIONAL ENVIRONMENTAL MG | 24516 NETWORK PLACE | CHICAGO, IL 60673-1245 | 1/16/2009 | 10301649 | \$1,667 | |
| INTERNATIONAL ENVIRONMENTAL MG | 24516 NETWORK PLACE | CHICAGO, IL 60673-1245 | 2/20/2009 | 10309049 | \$1,667 | |
| INTERNATIONAL ENVIRONMENTAL MG | 24516 NETWORK PLACE | CHICAGO, IL 60673-1245 | 4/3/2009 | 10316052 | \$1,750 | |
| TOTAL | | | | | | \$7,000 |
| LANGAN ENGINEERING & ENVIRONME | BOX 512588 | PHILADELPHIA, PA 19175-2588 | 2/10/2009 | 10306984 | \$2,000 | |
| TOTAL | | | | | | \$2,000 |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | (\$3,640) | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | (\$3,640) | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | (\$3,640) | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | (\$770) | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | (\$770) | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 4/13/2009 | 10317373 | \$0 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$1,560 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$1,560 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 4/13/2009 | 10317373 | \$1,820 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 3/20/2009 | 10314117 | \$2,600 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 1/27/2009 | 10303112 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 2/23/2009 | 10309050 | \$3,640 | |
| LAS VEGAS METROPOLITAN POLICE | PO BOX 98554 | LAS VEGAS, NV 89193-8554 | 3/20/2009 | 10314117 | \$3,705 | |
| TOTAL | | | | | | \$20,625 |
| LAS VEGAS VALLEY WATER DISTRIC | 1001 S. VALLEY VIEW BLVD. | LAS VEGAS, NV 89153-0001 | 3/19/2009 | 10313658 | \$8,676 | |
| LAS VEGAS VALLEY WATER DISTRIC | 1001 S. VALLEY VIEW BLVD. | LAS VEGAS, NV 89153-0001 | 3/2/2009 | 10310540 | \$10,979 | |
| TOTAL | | | | | | \$19,655 |
| M&M DISPLAY, INC. | P.O. BOX 13596 | TORRANCE, CA 90503 | 1/30/2009 | 10303113 | \$13,500 | |
| TOTAL | | | | | | \$13,500 |

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

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|-----------------------------|------------------------------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| MALL MARKETING MEDIA, LLC | 209 E. GORDON AVE. | LAYTON, UT 84041 | 2/19/2009 | 10307694 | \$18 | |
| MALL MARKETING MEDIA, LLC | 209 E. GORDON AVE. | LAYTON, UT 84041 | 2/19/2009 | 10307694 | \$356 | |
| MALL MARKETING MEDIA, LLC | 209 E. GORDON AVE. | LAYTON, UT 84041 | 4/6/2009 | 10315226 | \$639 | |
| MALL MARKETING MEDIA, LLC | 209 E. GORDON AVE. | LAYTON, UT 84041 | 2/9/2009 | 10306308 | \$639 | |
| TOTAL | | | | | | \$1,653 |
| MILLARD GROUP, THE | 94346 EAGLE WAY | CHICAGO, IL 60678-9430 | 3/17/2009 | 10313482 | \$1,129 | |
| MILLARD GROUP, THE | 94346 EAGLE WAY | CHICAGO, IL 60678-9430 | 3/2/2009 | 10311802 | \$1,238 | |
| TOTAL | | | | | | \$2,366 |
| MILLARD MALL SERVICES, INC. | 35075 EAGLE WAY | CHICAGO, IL 60678 | 2/10/2009 | 10307267 | \$1,238 | |
| MILLARD MALL SERVICES, INC. | 35075 EAGLE WAY | CHICAGO, IL 60678 | 4/6/2009 | 10317008 | \$59,781 | |
| MILLARD MALL SERVICES, INC. | 35075 EAGLE WAY | CHICAGO, IL 60678 | 2/18/2009 | 10308435 | \$63,805 | |
| MILLARD MALL SERVICES, INC. | 35075 EAGLE WAY | CHICAGO, IL 60678 | 4/3/2009 | 10316701 | \$64,043 | |
| TOTAL | | | | | | \$188,866 |
| MKI'S BRITE WINDOW SERVICE | P.O. BOX 28063 | LAS VEGAS, NV 89126 | 3/20/2009 | 10314118 | \$125 | |
| MKI'S BRITE WINDOW SERVICE | P.O. BOX 28063 | LAS VEGAS, NV 89126 | 2/10/2009 | 10306309 | \$860 | |
| TOTAL | | | | | | \$985 |
| NETWORK SERVICES COMPANY | 1805 MOMENTUM PL., LOCKBOX #231805 | CHICAGO, IL 60689-5318 | 4/13/2009 | 10317374 | \$17 | |
| NETWORK SERVICES COMPANY | 1805 MOMENTUM PL., LOCKBOX #231805 | CHICAGO, IL 60689-5318 | 3/2/2009 | 10310542 | \$815 | |
| TOTAL | | | | | | \$832 |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/27/2009 | 10310543 | \$23 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$24 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$25 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$25 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$26 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$27 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$30 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/27/2009 | 10310543 | \$32 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$37 | |

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|--------------|----------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$39 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$40 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$41 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$41 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$42 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$43 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/10/2009 | 10312777 | \$49 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/17/2009 | 10313659 | \$49 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/10/2009 | 10312777 | \$50 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$50 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$51 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/9/2009 | 10312149 | \$68 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/9/2009 | 10312149 | \$72 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$79 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/27/2009 | 10310543 | \$90 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/10/2009 | 10312777 | \$91 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$102 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 1/22/2009 | 10302435 | \$104 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$108 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/9/2009 | 10312149 | \$118 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/10/2009 | 10312777 | \$135 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/27/2009 | 10310543 | \$182 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$194 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$238 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/9/2009 | 10312149 | \$245 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 3/4/2009 | 10311558 | \$539 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$660 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$666 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 2/9/2009 | 10306310 | \$675 | |

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|--------------------------------|----------------------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$920 | |
| NV ENERGY | P.O. BOX 30086 | RENO, NV 89520-3086 | 4/3/2009 | 10316053 | \$1,090 | |
| TOTAL | | | | | | \$7,117 |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 3/12/2009 | 7180892 | \$7 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 2/13/2009 | 7179595 | \$42 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 1/23/2009 | 7178710 | \$97 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 2/6/2009 | 7179310 | \$101 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 1/30/2009 | 7178949 | \$115 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 3/19/2009 | 7181349 | \$204 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 3/6/2009 | 7180674 | \$260 | |
| OFFICEMAX (P-CARD ONLY) | P.O. BOX 6718 | THE LAKES, NV 88901-6718 | 4/15/2009 | 7182846 | \$291 | |
| TOTAL | | | | | | \$1,118 |
| PARADIGM ATTORNEY SERVICE, INC | 3157 N. RAINBOW BLVD. #336 | LAS VEGAS, NV 89108 | 3/16/2009 | 10312150 | \$65 | |
| PARADIGM ATTORNEY SERVICE, INC | 3157 N. RAINBOW BLVD. #336 | LAS VEGAS, NV 89108 | 4/14/2009 | 10315227 | \$155 | |
| PARADIGM ATTORNEY SERVICE, INC | 3157 N. RAINBOW BLVD. #336 | LAS VEGAS, NV 89108 | 3/16/2009 | 10312150 | \$155 | |
| PARADIGM ATTORNEY SERVICE, INC | 3157 N. RAINBOW BLVD. #336 | LAS VEGAS, NV 89108 | 3/16/2009 | 10312150 | \$170 | |
| PARADIGM ATTORNEY SERVICE, INC | 3157 N. RAINBOW BLVD. #336 | LAS VEGAS, NV 89108 | 3/16/2009 | 10312150 | \$170 | |
| TOTAL | | | | | | \$715 |
| PENTAGON PLUMBING, INC. | 2882 MEADE AVE. SUITE #101 | LAS VEGAS, NV 89102 | 1/16/2009 | 10300404 | \$95 | |
| PENTAGON PLUMBING, INC. | 2882 MEADE AVE. SUITE #101 | LAS VEGAS, NV 89102 | 2/24/2009 | 10309051 | \$571 | |
| PENTAGON PLUMBING, INC. | 2882 MEADE AVE. SUITE #101 | LAS VEGAS, NV 89102 | 2/2/2009 | 10304502 | \$925 | |
| PENTAGON PLUMBING, INC. | 2882 MEADE AVE. SUITE #101 | LAS VEGAS, NV 89102 | 4/15/2009 | 10317376 | \$4,750 | |
| TOTAL | | | | | | \$6,341 |
| PIPE MAINTENANCE SERVICE, INC. | 4101 E LONE MOUNTAIN | NORTH LAS VEGAS, NV 89081 | 1/30/2009 | 10304503 | \$300 | |
| PIPE MAINTENANCE SERVICE, INC. | 4101 E LONE MOUNTAIN | NORTH LAS VEGAS, NV 89081 | 2/23/2009 | 10309052 | \$300 | |
| PIPE MAINTENANCE SERVICE, INC. | 4101 E LONE MOUNTAIN | NORTH LAS VEGAS, NV 89081 | 2/23/2009 | 10309052 | \$300 | |
| PIPE MAINTENANCE SERVICE, INC. | 4101 E LONE MOUNTAIN | NORTH LAS VEGAS, NV 89081 | 4/13/2009 | 10317377 | \$300 | |
| TOTAL | | | | | | \$1,200 |

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|--------------------------------|--|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| PREMIER PEST CONTROL | 2268 CASSATT DR. | HENDERSON, NV 89074 | 2/2/2009 | 10304504 | \$200 | |
| PREMIER PEST CONTROL | 2268 CASSATT DR. | HENDERSON, NV 89074 | 3/9/2009 | 10312151 | \$200 | |
| PREMIER PEST CONTROL | 2268 CASSATT DR. | HENDERSON, NV 89074 | 3/9/2009 | 10312151 | \$250 | |
| PREMIER PEST CONTROL | 2268 CASSATT DR. | HENDERSON, NV 89074 | 2/2/2009 | 10304504 | \$250 | |
| TOTAL | | | | | | \$900 |
| PREMIER SKIN CARE | 5420 JAEGAR ROAD ATTN: KIMBERLY ALVORD | NAPLES, FL 34109 | 1/16/2009 | 10298447 | \$1,937 | |
| TOTAL | | | | | | \$1,937 |
| PRESTIGE JEWELERS | DONNA ADKINS 117 QUAIL RUN ROAD | HENDERSON, NV 89014 | 2/24/2009 | 10308249 | \$2,000 | |
| TOTAL | | | | | | \$2,000 |
| REGENCY LIGHTING (P-CARD ONLY) | 23661 NETWORK PLACE | CHICAGO, IL 60673 | 3/12/2009 | 7180892 | (\$202) | |
| REGENCY LIGHTING (P-CARD ONLY) | 23661 NETWORK PLACE | CHICAGO, IL 60673 | 2/27/2009 | 7180287 | \$202 | |
| REGENCY LIGHTING (P-CARD ONLY) | 23661 NETWORK PLACE | CHICAGO, IL 60673 | 2/19/2009 | 7179949 | \$419 | |
| REGENCY LIGHTING (P-CARD ONLY) | 23661 NETWORK PLACE | CHICAGO, IL 60673 | 2/6/2009 | 7179310 | \$461 | |
| TOTAL | | | | | | \$880 |
| RHINOS TURF EQUIPMENT | 3531 N. RANCHO DR. | LAS VEGAS, NV 89130 | 2/3/2009 | 10304505 | \$802 | |
| TOTAL | | | | | | \$802 |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 2/13/2009 | 10307695 | \$103 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 3/10/2009 | 10312778 | \$122 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 2/23/2009 | 10309054 | \$566 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 3/10/2009 | 10312778 | \$706 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 3/10/2009 | 10312778 | \$833 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 2/13/2009 | 10307695 | \$1,185 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 3/10/2009 | 10312778 | \$2,135 | |
| SOUTHWEST GAS CORP. | P.O. BOX 98890 | LAS VEGAS, NV 89150-0101 | 2/13/2009 | 10307695 | \$2,460 | |
| TOTAL | | | | | | \$8,110 |
| STATE WIDE FIRE PROTECTION | 3130 WESTWOOD DRIVE | LAS VEGAS, NV 89109 | 3/5/2009 | 10310546 | \$400 | |
| STATE WIDE FIRE PROTECTION | 3130 WESTWOOD DRIVE | LAS VEGAS, NV 89109 | 2/10/2009 | 10306312 | \$940 | |
| TOTAL | | | | | | \$1,340 |

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|--------------------------------|-------------------------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| SURVEILLANCE SYSTEMS INTEGRATI | 4465 GRANITE DRIVE, SUITE 560 | ROCKLIN, CA 95677 | 1/27/2009 | 10303115 | \$335 | |
| SURVEILLANCE SYSTEMS INTEGRATI | 4465 GRANITE DRIVE, SUITE 560 | ROCKLIN, CA 95677 | 2/25/2009 | 10309055 | \$340 | |
| SURVEILLANCE SYSTEMS INTEGRATI | 4465 GRANITE DRIVE, SUITE 560 | ROCKLIN, CA 95677 | 2/25/2009 | 10309055 | \$584 | |
| TOTAL | | | | | | \$1,259 |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 2/23/2009 | 10309056 | \$150 | |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 1/26/2009 | 10303116 | \$548 | |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 2/23/2009 | 10309859 | \$4,874 | |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 3/16/2009 | 10313660 | \$4,874 | |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 4/14/2009 | 10318169 | \$4,874 | |
| VALLEY CREST LANDSCAPE MAINTEN | P.O. BOX 57515 | LOS ANGELES, CA 90074-7515 | 2/23/2009 | 10309056 | \$5,731 | |
| TOTAL | | | | | | \$21,051 |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 3/11/2009 | 10313072 | \$161 | |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 2/25/2009 | 10309682 | \$388 | |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 2/11/2009 | 10306313 | \$37,705 | |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 2/11/2009 | 10307269 | \$38,130 | |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 2/17/2009 | 10308436 | \$38,866 | |
| VALOR SECURITY SERVICES | PO BOX 643776 | CINCINNATI, OH 45264-3776 | 3/2/2009 | 10311803 | \$39,213 | |
| TOTAL | | | | | | \$154,464 |
| WAXIE SANITARY SUPPLY | P.O. BOX 81006 | SAN DIEGO, CA 92138-1006 | 4/6/2009 | 10315229 | \$806 | |
| WAXIE SANITARY SUPPLY | P.O. BOX 81006 | SAN DIEGO, CA 92138-1006 | 3/2/2009 | 10310548 | \$815 | |
| TOTAL | | | | | | \$1,621 |
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 2/9/2009 | 10307066 | \$65 | |
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 3/9/2009 | 10312779 | \$77 | |
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 4/6/2009 | 10316054 | \$77 | |
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 3/9/2009 | 10312152 | \$884 | |
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 3/9/2009 | 10312779 | \$919 | |

Case Number: 09-12074

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> |
|------------------------|----------------|------------------------------|-------------------|-----------------------|-----------------------|--------------------------|
| XO COMMUNICATIONS | FILE 50550 | LOS ANGELES, CA 90074-0550 | 4/6/2009 | 10316054 | \$922 | |
| TOTAL | | | | | | \$2,945 |
| YOUNG ELECTRIC SIGN CO | P.O. BOX 11676 | TACOMA, WA 98411-6676 | 3/20/2009 | 10314119 | \$636 | |
| YOUNG ELECTRIC SIGN CO | P.O. BOX 11676 | TACOMA, WA 98411-6676 | 2/10/2009 | 10306314 | \$636 | |
| TOTAL | | | | | | \$1,273 |
| TOTAL | | | | | | \$562,478 |

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 |
|--|--------------------|---|
| BOULEVARD ASSOCIATES VS DAVID GRIFFIN, AN INDIVIDUAL DOING BUSINESS AS JADA NICOLE | A573584 | EIGHTH DISTRICT OF NEVADA IN CLARK COUNTY, NV |
| BOULEVARD ASSOCIATES VS KHAZANA, INC., A NEVADA CORPORATION DOING BUSINESS AS B'KOZ; DEEPAK KARAMCHANDANI, AN INDIVIDUAL; RASHI KARAMCHANDANI, AN INDIVIDUAL | A579049 | EIGHTH DISTRICT OF NEVADA IN CLARK COUNTY, NV |
| BOULEVARD ASSOCIATES VS TXI, INC. DBA DIPPIN DOTS | A575064 | EIGHTH DISTRICT OF NEVADA IN CLARK COUNTY, NV |

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.

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

| Case Name | Case Number | Court Name and Location |
|---|--------------------|---|
| SOHALIA SADIQ V. BOULEVARD MALL I LLC, BOULEVARD MALL II LLC, GENERAL GROWTH PROPERTIES, INC., GENERAL GROWTH MANAGEMENT INC., GENERAL GROWTH PROPERTIES INC. AKA GATEWAY MALL DBA BOULEVARD MALL; DOE EMPLOYEE/AGENT I; DOES I THROUGH X, INCLUSIVE; AND ROE C | A540857 | CLARK COUNTY DISTRICT COURT, STATE OF NEVADA; NEVADA |

Specific Notes

17a. Environmental Information - Debtor has received notice from a Governmental Agency

| <u>Category</u> | <u>Environmental Matter Name</u> | <u>Site Location</u> | <u>Regulatory Authority</u> |
|---|---|--|--|
| SOIL AND/OR GROUNDWATER CONTAMINATION REMEDIATION / INVESTIGATION | THE BOULAVARD MALL,LAS VEGAS, NEVADA- DRY CLEANER CONTAMINATION FROM OFF-SITE SORCE | 3528 S. MARYLAND PARKWAY, LAS VEGAS, NV 89109 | NEVADA DEPARTMENT OF ENVIRONMENTAL QUALITY; SECOR INTERNATIONAL, INC. |

Specific Notes

The Debtors have operated in many locations. At some of these locations, the Debtors no longer have any operations, and may no longer have relevant records or the records may no longer be complete or reasonably accessible and reviewable. Some individuals who once possessed responsive information are no longer employed by the Debtors. For all of these reasons, it may not be reasonably possible to identify and supply the requested information for every "site" and "proceeding" literally responsive to Question 17. Nonetheless, the Debtors have devoted substantial internal and external resources to identifying and providing the requested information for as many responsive sites and proceedings as reasonably possible. The Debtors placed first priority on identifying all active or open matters. The Debtors reserve all of their rights to supplement or amend this response in the future if additional information becomes available.

Due to the number of potentially responsive matters for the Debtors, the practical burdens of compiling information on inactive matters, and the presumably lower relevance of information on matters that have been inactive for a longer period of time, the Debtors generally have attempted to compile information on inactive matters only where there has been some activity within the last few years.

Where some requested categories of information were not reasonably available for a listed "site" or "proceeding," the Debtors' response gives as much information as was available.

Where a site is the subject of a proceeding, settlement, or order listed in the response to Question 17(c), the site and notices related to it are not also listed in the responses to Questions 17(a) or 17(b). Similarly, sites that are listed in the response to Question 17(a) (sites for which the Debtors have received notice from a governmental unit) are not repeated in the response to Question 17(b) (sites at which the Debtors have provided notice to a governmental unit).

Where a site identified in Attachment 17(a) or 17(b) is the topic of multiple notices, or notices that preceded and were related to proceedings listed in the response to Question 17(c), all such notices may not be listed.

This response does not include sites or proceedings related to nonenvironmental laws such as occupational safety and health laws or transportation laws.

The response to Question 17(b) (concerning notices by the Debtors of releases) does not list routine reports and submissions, to the extent they exist, concerning discharges resulting from normal operations where such reports and submissions were made in compliance with regulatory requirements, such as discharge monitoring reports, toxic release inventory submissions, and submissions concerning air emissions.

21a. Current Partners and Shareholders

| <u>Name</u> | <u>Title</u> | <u>Address</u> | <u>City, State and Zip</u> |
|-----------------------|---|-------------------|----------------------------|
| ADAM S. METZ | CHIEF EXECUTIVE OFFICER OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| BOULEVARD MALL I LLC | PARTNER | 110 N. WACKER | CHICAGO, IL 60606 |
| BOULEVARD MALL II LLC | PARTNER | 110 N. WACKER | CHICAGO, IL 60606 |
| BOULEVARD MALL, INC. | SOLE MEMBER OF PARTNERS | 110 N. WACKER | CHICAGO, IL 60606 |
| CAROL A. WILLIAMS | ASSISTANT SECRETARY OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| CHARLES H. CREMENS | MANAGER (INDEPENDENT) OF SOLE MEMBER | 230 CEDAR STREET | CHATHAM, MA 02633 |
| EDMUND J. HOYT | TREASURER OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| HOWARD SIGAL | ASSISTANT SECRETARY OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| JOHN V. HOWARD | MANAGER (INDEPENDENT) OF SOLE MEMBER | 545 THERESA DRIVE | BOULDER, CO 80303 |
| KATHLEEN COURTIS | VICE PRESIDENT OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| LINDA WIGHT | VICE PRESIDENT & ASSISTANT SECRETARY OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| MICHAEL CHIMITRIS | ASSISTANT SECRETARY OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| ROBERT A. MICHAELS | MANAGER OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| ROBERT A. MICHAELS | CHIEF OPERATING OFFICER OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| RONALD L. GERN | SENIOR VICE PRESIDENT & SECRETARY OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| SHARON POLONIA | EXECUTIVE VICE-PRESIDENT OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| THOMAS H. NOLAN, JR. | PRESIDENT OF SOLE MEMBER | 110 N. WACKER | CHICAGO, IL 60606 |
| THOMAS H. NOLAN, JR. | MANAGER OF SOLE MEMBER | 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 | EXECUTIVE VICE-PRESIDENT & TREASURER OF THE PARTNERS | 110 N. WACKER DRIVE | CHICAGO, IL 60606 |
| BERNARD FREIBAUM | DIRECTOR OF THE PARTNERS | 110 N. WACKER DRIVE | CHICAGO, IL 60606 |
| JAMES D. LANO | ASSISTANT SECRETARY OF THE PARTNERS | 110 N. WACKER DRIVE | CHICAGO, IL 60606 |
| JOHN W. STEELE, III | ASSISTANT SECRETARY OF THE PARTNERS | 110 N. WACKER DRIVE | CHICAGO, IL 60606 |
| MARY S. STAWIKEY | DIRECTOR (INDEPENDENT) OF THE PARTNERS | 2711 CENTERVILLE ROAD, SUITE 40 | WILMINGTON, DE 198 |
| SUZANNE M. HAY | DIRECTOR (INDEPENDENT) OF THE PARTNERS | 2711 CENTERVILLE ROAD, SUITE 40 | WILMINGTON, DE 198 |

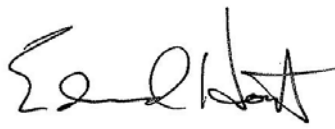
Specific Notes

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

BOULEVARD ASSOCIATES

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.