

REQUEST FOR DOCUMENTS

Definitions and Instructions

The following definitions and instructions apply to these requests for documents and to the response to the requests:

1. The Uniform Definitions in Discovery Requests specified in Rule 7026-1 of the Local Bankruptcy Rules and Rule 26.3 of the Local Rules of the United States District Court for the Southern District of New York are incorporated by reference herein.
2. The term “communication” means the transmittal of information (in the form of facts, ideas, inquiries and otherwise) by any means, including any oral, written or electronic transmission, letter, correspondence, memorandum, e-mail, note, meeting log, conversation, meeting, conference, discussion, negotiation, agreement, understanding, interview, telephone call, facsimile, telegram, telex, or message.
3. The term “document” is used in its broadest sense and means and includes any written, printed, recorded or graphic matter or other means of preserving thought or expression and all tangible things from which information can be processed or transcribed, including the originals and all non-identical copies (whether different from the original by reason of any notation, underlining, editing marks made on or attached to such copy or otherwise), including letters, correspondence, instructions, statements, notices, telegrams, telexes, memoranda, records, summaries of personal conversations or interviews, minutes or records or notes of meetings or conferences, note pads, notebooks, postcards, “Post-It” notes, stenographic notes, opinions or reports of financial advisors or consultants, opinions or reports of experts, projections, financial or statistical statements

or compilations, contracts, agreements, appraisals, analyses, purchase orders, confirmations, publications, articles, books, pamphlets, circulars, microfilm, microfiche, reports, studies, logs, surveys, diaries, calendars, appointment books, maps, charts, graphs, bulletins, Photostats, speeches, data sheets, pictures, photographs, illustrations, blueprints, films, drawings, plans, tape recordings, videotapes, disks, diskettes, compact disks, data tapes or readable computer-produced interpretations or transcriptions thereof, electronically transmitted messages (“e-mail”), voice mail messages, interoffice communications, advertising, packaging and promotional materials and any other writings, papers and tangible things of whatever description whatsoever, including any information in any computer, even if not yet printed out, within your possession, custody or control.

4. The term “concerning” means relating to, referring to, describing, evidencing or constituting.

5. The term “including” means “including, but not limited to.”

6. The term “Bankruptcy Code” means title 11 of the United States Code.

7. The term “Petition Date” means April 16, 2009, the date that the SPE Debtors (as herein defined) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

8. The term “Bankruptcy Cases” means the Chapter 11 cases of the SPE Debtors (as herein defined) pending before the United States Bankruptcy Court for the Southern District of New York, which are being jointly administered with other cases as Case No. 09-11977.

9. The term “SPE Debtors” means the debtors listed on Schedule A attached hereto, and each of their respective current or former officers, directors, employees, shareholders, members, partners, managers, agents, attorneys, accountants, consultants, representatives and other persons acting or purporting to act on their behalf.

10. The term “SPE Manager Entities” means the entities listed on Schedule B attached hereto, and each of their respective current or former officers, directors, employees, shareholders, members, partners, managers, agents, attorneys, accountants, consultants, representatives and other persons acting or purporting to act on their behalf.

11. The term “Manager Debtors” means the debtors that currently or at any time since October 15, 2008 manage or managed, or participate or participated in the management of, any SPE Debtor or SPE Manager Entity, and each of their respective current or former officers, directors, employees, shareholders, members, managers, agents, attorneys, accountants, consultants, representatives and other persons acting or purporting to act on their behalf. The term “Manager Debtors” includes, but is not limited to, General Growth Partners, Inc., GGP Limited Partnership, GGPLP, L.L.C. and The Rouse Company LP, and each of their respective current or former officers, directors, employees, members, partners, managers, agents, attorneys, accountants, consultants, representatives and other persons acting or purporting to act on their behalf.

12. The term “GGMI” means General Growth Management, Inc., and its current or former officers, directors, employees, shareholders, managers, agents, attorneys, accountants, consultants, representatives and other persons acting or purporting to act on its behalf.

13. The term “independent director or manager” of an SPE Debtor or SPE Manager Entity includes, but is not limited to, John Howard, Charles Cremens, and the persons whom they replaced as directors or managers of an SPE Debtor or SPE Manager Entity.

14. In producing the requested documents, you are required to produce all documents within the possession, custody or control of you or anyone acting on your behalf, including documents in the possession, custody or control of any of your officers, directors, employees, managers, agents, attorneys, accountants, consultants, representatives, or any other party who upon your request, would surrender possession, custody or control to you.

15. You are to produce the requested documents in the manner that they are maintained in the usual course of business, or organized and labeled to correspond with the categories in the requests.

16. With respect to any document withheld from production based on a claim of privilege, immunity or other basis, you should provide the following information: (a) the date of the document; (b) the title of the document; (c) the type of document; (d) the name of its author(s) or preparer(s); (e) the name of each person to whom the document was addressed or sent or who received, viewed or has custody of the document; (f) the general subject matter of the document; and (g) the claim of privilege under which the document is withheld.

17. With respect to any document responsive to these requests that is known to have existed and cannot now be located, or has been destroyed or discarded, you should describe the circumstances surrounding such loss, destruction or discarding,

including the following information: (a) a description of the document, including its date, author(s), addressee(s), recipient(s), and subject matter; (b) its last known custodian; (c) the date and manner of, and reasons for, the loss, destruction or discarding of the document; and (d) the person(s) authorizing and/or carrying out the destruction or discarding of the document.

18. If you object to any request or any part of a request, you should state the objection and specify the ground(s) for the objection.

19. These requests are continuing in nature and require the supplemental production of documents if, after producing the requested documents, you obtain or discover additional responsive documents. Such supplemental production of documents should be served within twenty (20) days after you discover or learn of the existence of such additional responsive documents.

Requests for Documents

Each of the SPE Debtors, the SPE Manager Entities, the independent directors and managers of the SPE Debtors and the SPE Manager Entities, the Manager Debtors, and GGMI is requested to produce the following documents in their possession, custody or control:

1. Any and all documents relating to the organizational structure and governance of the SPE Debtors, including articles of incorporation, bylaws, operating agreements, and partnership agreements.

2. Any and all documents relating to the organizational structure and governance of the SPE Manager Entities, including articles of incorporation, bylaws, operating agreements, and partnership agreements.

3. Documents sufficient to show the identity of the owner(s) of, and the respective ownership interests of such owner(s) in, each of the SPE Debtors and the SPE Manager Entities at the time of the commencement of the Bankruptcy Cases and during the six (6) month period preceding the Petition Date.

4. Any and all documents concerning the authorization for the filing of the Bankruptcy Cases, including minutes of meetings, resolutions and other documents reflecting such authorization.

5. Any and all documents concerning the resignation, replacement or termination of any independent director or manager of an SPE Debtor or SPE Manager Entity within the six (6) month period preceding the Petition Date.

6. Any and all documents concerning the identification, selection, appointment, election or approval of any independent director or manager of an SPE Debtor or SPE Manager Entity within the six (6) month period preceding the Petition Date.

7. Any and all documents concerning any employment, retention or other agreement relating to the appointment, employment or service as a director or manager of an SPE Debtor or SPE Manager Entity of John Howard, Charles Cremens and the persons whom they replaced as directors or managers of an SPE Debtor or SPE Manager Entity.

8. Any and all documents concerning the compensation paid or to be paid to any independent director or manager of an SPE Debtor or SPE Manager Entity for services in such capacity during the six (6) month period preceding the Petition Date or thereafter.

9. Any and all documents concerning any communication between or among any independent director or manager of an SPE Debtor or SPE Manager Entity and any of the Manager Debtors or GGMI referring or relating to the filing or possible filing of the Bankruptcy Cases, including any and all such communications prior to the appointment or election of such independent director or manager as a director or manager of an SPE Debtor or SPE Manager Entity.

10. Any and all documents provided to, reviewed by, and/or relied upon by any independent director or manager of the SPE Debtors or SPE Manager Entities in the course of considering, approving and/or authorizing the filing or possible filing of the Bankruptcy Cases.

11. Any and all documents concerning the consideration, approval and/or authorization by any independent director or manager of the SPE Debtors or SPE Manager Entities of the filing or possible filing of the Bankruptcy Cases.

12. Any and all documents concerning the consideration, approval and/or authorization of the filing or possible filing of the Bankruptcy Cases.

13. Any and all documents concerning any communication between or among any SPE Debtor or SPE Manager Entity and any of the Manager Debtors or GGMI referring or relating to the filing or possible filing of the Bankruptcy Cases.

14. Any and all documents concerning any communication referring or relating to the filing or possible filing of the Bankruptcy Cases.

15. Any and all documents concerning any communication since October 15, 2008 between or among any of the Manager Debtors or GGMI and any person or entity considered for possible appointment or election as an independent director or manager of an SPE Debtor or SPE Manager Entity, relating to such possible appointment, relating to any of the SPE Debtors or SPE Manager Entities, and/or relating to the possible filing by any of the SPE Debtors of a bankruptcy petition.