

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Lynnhaven Mall L.L.C.
Debtor.

Case Number: 09-12190

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.)

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

See attachment 21a of the Statement of Financial Affairs

None

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

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

None

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

None

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

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$32,068,718
12/31/2008 Annual Gross Revenue	\$29,874,256
3/31/2009 YTD Gross Revenue	\$7,591,261

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	\$589,552	\$817,078	\$44,087

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: 09-12190

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>
ADT SECURITY SERVICES, INC.	10405 CROSSPOINT BLVD	INDIANAPOLIS, IN 46256	3/23/2009	10313467	\$750	
ADT SECURITY SERVICES, INC.	10405 CROSSPOINT BLVD	INDIANAPOLIS, IN 46256	3/23/2009	10313467	\$1,379	
ADT SECURITY SERVICES, INC.	10405 CROSSPOINT BLVD	INDIANAPOLIS, IN 46256	4/15/2009	10317866	\$2,991	
ADT SECURITY SERVICES, INC.	10405 CROSSPOINT BLVD	INDIANAPOLIS, IN 46256	4/8/2009	10316659	\$3,990	
TOTAL						\$9,110
ALL ABOUT ME MUSIC AND BOOKS	ALL ABOUT ME MUSIC AND BOOKS DANA MICHELLE AMUIAL	VIRGINIA BEACH, VA 23456	2/24/2009	10302933	\$420	
ALL ABOUT ME MUSIC AND BOOKS	ALL ABOUT ME MUSIC AND BOOKS DANA MICHELLE AMUIAL	VIRGINIA BEACH, VA 23456	3/6/2009	10311333	\$1,000	
TOTAL						\$1,420
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	\$12	
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	\$29	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180286	\$45	
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	\$79	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$144	
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	\$204	
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	\$250	
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	\$307	
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	\$460	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/19/2009	7181349	\$655	
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	\$1,209	
TOTAL						\$3,395
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178- 4375	2/27/2009	7180286	\$427	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178- 4375	2/2/2009	7179062	\$429	

Case Number: 09-12190

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	\$444	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$518	
TOTAL						\$1,818
BAY MECHANICAL, INC.	2696 RELIANCE DRIVE	VIRGINIA BEACH, VA 23452	2/17/2009	10307451	\$650	
TOTAL						\$650
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	2/3/2009	10305723	\$7,290	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	4/3/2009	10315849	\$7,290	
BRICKMAN GROUP LTD, THE	P O BOX 71358	CHICAGO, IL 60694	4/14/2009	10317978	\$7,290	
TOTAL						\$21,870
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	3/3/2009	10311334	\$1,237	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/3/2009	10305388	\$2,459	
TOTAL						\$3,696
CITY OF VIRGINIA BEACH	2401 COURTHOUSE DRIVE COMMISSIONER OF THE REVENUE	VIRGINIA BEACH, VA 23456-9002	3/23/2009	10312960	\$11,791	
TOTAL						\$11,791
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$8	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$10	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$15	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$20	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$23	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	4/15/2009	10317195	\$72	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$331	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$392	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$407	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$418	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$529	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$604	

Case Number: 09-12190

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>
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$803	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$1,328	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$1,380	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$1,395	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$1,947	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$2,164	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$3,138	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$3,706	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$4,429	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$4,752	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/20/2009	10308533	\$6,329	
CITY TREASURER	DEPT. OF PUBLIC UTILITIES MUNICIPAL CTR. BLDG. #1	VIRGINIA BEACH, VA 23456-9018	2/3/2009	10305724	\$9,290	
TOTAL						\$43,488
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	1/23/2009	10297896	\$215	
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	2/13/2009	10306095	\$387	
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	2/13/2009	10306095	\$613	
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	1/23/2009	10297896	\$702	
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	1/27/2009	10301420	\$1,161	
COX-POWELL CORPORATION	100 STAFFORD COURT, SUITE A	WILLIAMSBURG, VA 23185	1/23/2009	10297896	\$18,087	
TOTAL						\$21,165
DAZZLES	DAZZLES DELLA ALBURY	MANTO, NC 27949	2/23/2009	10308218	\$1,000	
TOTAL						\$1,000
DOMINION VIRGINIA POWER	P.O. BOX 26019	RICHMOND, VA 23260-6019	4/7/2009	10315850	\$199	
DOMINION VIRGINIA POWER	P.O. BOX 26019	RICHMOND, VA 23260-6019	3/4/2009	10311482	\$268	
DOMINION VIRGINIA POWER	P.O. BOX 26019	RICHMOND, VA 23260-6019	3/4/2009	10311482	\$779	
TOTAL						\$1,246

Case Number: 09-12190

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

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EVIE MANSFIELD MODELING & TALE	712 HILLINGDON COURT # H	VIRGINIA BEACH, VA 23462	1/29/2009	10302935	\$3,744	
TOTAL						\$3,744
FIRE TECH SERVICES, INC.	820 GREENBRIER CIRCLE SUITE 8	CHESAPEAKE, VA 23320	3/23/2009	10313921	\$2,161	
TOTAL						\$2,161
FOOT LOCKER	PO BOX 2943 ATTN FACILITIES PAYABLE	HARRISBURG, PA 17105	2/5/2009	10304091	\$973	
TOTAL						\$973
FUSION	2010 ATLANTIC AVENUE	VIRGINA BEACH, VA 23451	3/3/2009	10311335	\$1,000	
TOTAL						\$1,000
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	2/19/2009	7179949	\$200	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	3/19/2009	7181349	\$209	
G&K SERVICES (P-CARD ONLY)	5995 OPUS PARKWAY	MINNETONKA, MN 55343	1/23/2009	7178710	\$250	
TOTAL						\$660
HAIR SOLUTIONS	4105 GRAND MANOR COURT APT 202	RALEIGH, VA 27612	2/19/2009	10308219	\$1,000	
TOTAL						\$1,000
HILLMANN ENVIRONMENTAL GROUP L	P.O. BOX 1597	UNION, NJ 07083-1597	3/2/2009	10310159	\$800	
HILLMANN ENVIRONMENTAL GROUP L	P.O. BOX 1597	UNION, NJ 07083-1597	1/27/2009	10302936	\$800	
TOTAL						\$1,600
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181349	\$27	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179310	\$35	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$88	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$136	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178710	\$136	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$230	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$359	
TOTAL						\$1,013
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$14	
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$262	
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$628	
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$1,103	

Case Number: 09-12190

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

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HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$1,900	
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$2,281	
HRSD-HAMPTON ROADS SANITATION	P.O. BOX 1651	NORFOLK, VA 23501-1651	2/25/2009	10309781	\$4,074	
TOTAL						\$10,261
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	1/27/2009	10302937	\$345	
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	3/10/2009	10312028	\$345	
TOTAL						\$689
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307209	(\$383)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/10/2009	10313023	\$563	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	10307209	\$7,500	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/3/2009	10311922	\$7,500	
TOTAL						\$15,180
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316660	\$1,433	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/12/2009	10307210	\$3,563	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/11/2009	10313024	\$3,563	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316660	\$3,563	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/6/2009	10316660	\$4,430	
TOTAL						\$16,550
LIL' BITS OF HEAVEN	LIL' BITS OF HEAVEN SIMPLY SOLUTIONS, LLC/JAY FORD	VIRGINIA BEACH, VA 23454	2/23/2009	10308220	\$800	
TOTAL						\$800
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/18/2009	10307452	\$16	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/4/2009	10304095	\$26	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/18/2009	10307452	\$74	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/4/2009	10304095	\$323	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/18/2009	10307452	\$606	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/18/2009	10307452	\$732	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/18/2009	10307452	\$1,050	
TOTAL						\$2,827
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/9/2009	10306098	\$491	

Case Number: 09-12190

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

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MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/12/2009	10307453	\$531	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/20/2009	10308864	\$576	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	1/16/2009	10301421	\$602	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	1/26/2009	10302938	\$634	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/2/2009	10304096	\$634	
MANPOWER	21271 NETWORK PLACE	CHICAGO, IL 60673-1212	2/27/2009	10310160	\$634	
TOTAL						\$4,100
METRO GROUP	50-23 TWENTY-THIRD STREET	LONG ISLAND CITY, NY 11101	2/2/2009	10304097	\$233	
METRO GROUP	50-23 TWENTY-THIRD STREET	LONG ISLAND CITY, NY 11101	3/2/2009	10310161	\$233	
METRO GROUP	50-23 TWENTY-THIRD STREET	LONG ISLAND CITY, NY 11101	3/2/2009	10310161	\$456	
TOTAL						\$923
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	10307211	\$2,138	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	3/2/2009	10311744	\$2,246	
MILLARD GROUP, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	3/19/2009	10313468	\$2,246	
TOTAL						\$6,630
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/6/2009	10316954	\$60,642	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/10/2009	10307212	\$66,784	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313264	\$67,398	
TOTAL						\$194,824
MOBILE VAC SERVICES	5866 ADDERLEY STREET	NORFOLK, VA 23502	3/3/2009	10310162	\$2,411	
MOBILE VAC SERVICES	5866 ADDERLEY STREET	NORFOLK, VA 23502	2/4/2009	10304098	\$2,411	
TOTAL						\$4,822
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	(\$80)	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179595	\$15	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181349	\$19	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$65	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182166	\$80	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$88	

Case Number: 09-12190

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

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OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$109	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$137	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181496	\$168	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/12/2009	7180892	\$178	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/1/2009	7181883	\$183	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$193	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$219	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	\$424	
TOTAL						\$1,798
OSEGUERA & ASSOCIATES LLP	4354 TOWN CENTER BLVD, STE 114-55	EL DORADO HILLS, CA 95762	4/7/2009	10315010	\$650	
TOTAL						\$650
PERFECT SCENTS	PERFECT SCENTS ZELMA D. PINERO	VIRGINIA BEACH, VA 23451	2/23/2009	10306100	\$10	
PERFECT SCENTS	PERFECT SCENTS ZELMA D. PINERO	VIRGINIA BEACH, VA 23451	2/23/2009	10309532	\$1,000	
TOTAL						\$1,010
PLANT FACTORY INTERIORS, INC	T/A MR GREEN JEANS P.O. BOX 2686	VIRGINIA BEACH, VA 23450	2/3/2009	10304100	\$1,756	
PLANT FACTORY INTERIORS, INC	T/A MR GREEN JEANS P.O. BOX 2686	VIRGINIA BEACH, VA 23450	3/2/2009	10310164	\$1,756	
TOTAL						\$3,511
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301422	\$1,456	
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	10301422	\$1,456	
TOTAL						\$2,913
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	3/23/2009	10313922	\$54	
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	1/20/2009	10301423	\$70	
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	3/2/2009	10310165	\$73	
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	2/17/2009	10307455	\$146	
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	3/2/2009	10310165	\$246	
R & M SUPPLY COMPANY	P.O. BOX 176	NORFOLK, VA 23501	1/28/2009	10302939	\$678	
TOTAL						\$1,267
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/19/2009	7181349	\$87	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181496	\$246	

Case Number: 09-12190

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

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REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/13/2009	7179595	\$1,341	
TOTAL						\$1,674
ROOF SERVICES CORPORATION	P.O. BOX 9889	VIRGINIA BEACH, VA 23450	1/22/2009	10301424	\$439	
ROOF SERVICES CORPORATION	P.O. BOX 9889	VIRGINIA BEACH, VA 23450	1/22/2009	10301424	\$1,077	
ROOF SERVICES CORPORATION	P.O. BOX 9889	VIRGINIA BEACH, VA 23450	1/28/2009	10302940	\$1,587	
ROOF SERVICES CORPORATION	P.O. BOX 9889	VIRGINIA BEACH, VA 23450	2/24/2009	10308865	\$2,118	
TOTAL						\$5,221
SILVER CHOICE	SILVER CHOICE AMIN SAHIL INC./AKBER AMIN SEWANI	NORFOLK, VA 23513	3/10/2009	10308221	\$700	
TOTAL						\$700
SKIPPER & FRIENDS	4105 GRAND MANOR COURT APT 202	RALEIGH, VA 27612	2/19/2009	10308222	\$1,000	
TOTAL						\$1,000
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	3/5/2009	10311483	\$12	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	4/6/2009	10315851	\$12	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	2/3/2009	10305725	\$114	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	3/5/2009	10311483	\$114	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	4/6/2009	10315851	\$117	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	4/6/2009	10315851	\$131	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	3/2/2009	10310166	\$136	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	3/2/2009	10310166	\$162	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	4/6/2009	10315851	\$162	
SPRINT	P.O. BOX 660075	DALLAS, TX 75266-0075	3/5/2009	10311483	\$165	
TOTAL						\$1,125
SUNBELT RENTALS	P O BOX 409211	ATLANTA, GA 30384-9211	2/17/2009	10307456	\$1,031	
SUNBELT RENTALS	P O BOX 409211	ATLANTA, GA 30384-9211	1/20/2009	10301425	\$2,063	
TOTAL						\$3,094
TIDEWATER AUTO ELECTRICAL (P-C	5192 VIRGINIA BEACH BLVD	VIRGINIA BEACH, VA 23462-1824	3/12/2009	7180892	\$871	
TOTAL						\$871
TOMLIN'S DRYWALL CO.	733 VICTOR ROAD	VIRGINIA BEACH, VA 23454-3831	3/26/2009	10313923	\$1,131	

Case Number: 09-12190

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TOMLIN'S DRYWALL CO.	733 VICTOR ROAD	VIRGINIA BEACH, VA 23454-3831	2/5/2009	10302941	\$1,924	
TOMLIN'S DRYWALL CO.	733 VICTOR ROAD	VIRGINIA BEACH, VA 23454-3831	2/5/2009	10302941	\$4,666	
TOTAL						\$7,721
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	2/18/2009	10307457	\$85	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	1/21/2009	10301426	\$85	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	4/15/2009	10315011	\$85	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	4/15/2009	10317196	\$92	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	3/24/2009	10313924	\$92	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	3/3/2009	10310167	\$92	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	2/10/2009	10306101	\$92	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	1/28/2009	10302942	\$92	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	3/24/2009	10313924	\$167	
TWO GUYS WINDOW CLEANING	5253 LAKE SHORE ROAD	VIRGINIA BEACH, VA 23455	2/6/2009	10304102	\$167	
TOTAL						\$1,049
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313265	\$98	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313265	\$3,097	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/6/2009	10316955	\$3,097	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314813	\$3,097	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302718	\$3,821	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	10308378	\$3,929	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10311745	\$4,024	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305584	\$4,048	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/20/2009	10301427	\$4,061	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/20/2009	10301427	\$24,746	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/6/2009	10316955	\$24,779	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313265	\$24,866	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302718	\$24,921	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314813	\$25,360	

Case Number: 09-12190

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	10308378	\$25,662	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/2/2009	10305584	\$25,823	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/2/2009	10311745	\$25,963	
TOTAL						\$231,390
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	1/29/2009	10303729	\$31	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	2/5/2009	10305726	\$31	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	4/6/2009	10315853	\$31	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	1/29/2009	10303729	\$36	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	1/29/2009	10303729	\$54	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	2/26/2009	10309782	\$55	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	4/6/2009	10315853	\$56	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	1/22/2009	10302351	\$459	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	4/6/2009	10315853	\$1,220	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	2/26/2009	10309782	\$1,264	
VERIZON	P.O. BOX 660720	DALLAS, TX 75266-0720	1/29/2009	10303729	\$1,310	
TOTAL						\$4,546
VIRGINIA IMAGES	VIRGINIA IMAGES TIM J. RUDZIENSKY	VIRGINIA BEACH, VA 23455	2/18/2009	10308223	\$1,000	
TOTAL						\$1,000
VIRGINIA NATURAL GAS	P.O. BOX 70991	CHARLOTTE, NC 28272	2/5/2009	10305727	\$15	
VIRGINIA NATURAL GAS	P.O. BOX 70991	CHARLOTTE, NC 28272	3/25/2009	10312667	\$15	
VIRGINIA NATURAL GAS	P.O. BOX 70991	CHARLOTTE, NC 28272	3/25/2009	10312667	\$3,525	
VIRGINIA NATURAL GAS	P.O. BOX 70991	CHARLOTTE, NC 28272	2/5/2009	10305727	\$3,732	
TOTAL						\$7,287
WESTERN PEST SERVICES	4205 VA. BEACH BLVD.	VIRGINIA BEACH, VA 23452	2/4/2009	10304104	\$15	
WESTERN PEST SERVICES	4205 VA. BEACH BLVD.	VIRGINIA BEACH, VA 23452	1/20/2009	10301428	\$15	
WESTERN PEST SERVICES	4205 VA. BEACH BLVD.	VIRGINIA BEACH, VA 23452	3/24/2009	10313926	\$30	
WESTERN PEST SERVICES	4205 VA. BEACH BLVD.	VIRGINIA BEACH, VA 23452	3/3/2009	10310169	\$608	
TOTAL						\$667
WM LAMPTRACKER INC	PO BOX 9001097	LOUISVILLE, KY 40290-1097	1/30/2009	7178960	\$660	

Case Number: 09-12190

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>
						\$660
			TOTAL			
				TOTAL		\$669,559

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).

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

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

Specific Notes

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

22b. Former Partners, Officers, Directors and Shareholders (Hold 5% or more)

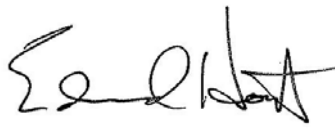
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	DIRECTOR	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

LYNNHAVEN MALL L.L.C.

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.