

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Southwest Plaza L.L.C.
Debtor.

Case Number: 09-12278

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



---

### 3. Payments to Creditors

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

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

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

**See attachment 3b of the Statement of Financial Affairs**

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

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

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

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

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

---

**5. Repossessions, foreclosures, and returns**

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

---

**6. Assignments and receiverships**

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

---

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

---

**7. Gifts**

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

---

**8. Losses**

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

**See attachment 8 of the Statement of Financial Affairs**

---

**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.)

**See attachment 11 of the Statement of Financial Affairs**

---

**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	\$17,149,186
12/31/2008 Annual Gross Revenue	\$18,006,985
3/31/2009 YTD Gross Revenue	\$4,384,853



**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	\$524,563	\$432,876	\$67,071

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: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AIM HIGH EQUIPMENT RENTAL INC	10151 EAST 107TH PLACE	BRIGHTON, CO 80601-7175	3/3/2009	10311369	\$3,523	
<b>TOTAL</b>						<b>\$3,523</b>
ALL TRIED AND TRUE CONTRACTORS	9145 SUGARSTONE CIRCLE	HIGHLANDS RANCH, CO 80130	4/9/2009	10317831	\$2,250	
<b>TOTAL</b>						<b>\$2,250</b>
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	2/4/2009	10305422	\$55	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	3/4/2009	10311370	\$55	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	2/4/2009	10303591	\$298	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	3/4/2009	10311370	\$577	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	2/4/2009	10305422	\$577	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	3/4/2009	10311370	\$1,504	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	2/4/2009	10305422	\$1,504	
AMBIUS INC. (20)	PO BOX 95409	PALATINE, IL 60095-0409	3/11/2009	10312554	\$5,185	
<b>TOTAL</b>						<b>\$9,756</b>
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	\$5	
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	\$12	
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	\$13	
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	\$16	
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	\$30	
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	\$31	
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	\$31	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/30/2009	7178958	\$43	
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	\$100	
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	7182842	\$126	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182846	\$201	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$250	
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	\$860	
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	\$882	
<b>TOTAL</b>						<b>\$2,598</b>
ARTIST AVENUE	10128 W. LAYTON PLACE	LITTLETON, CO 80127	3/5/2009	10311371	\$1,500	
<b>TOTAL</b>						<b>\$1,500</b>
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179062	\$577	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$644	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$1,303	
AUTOMOTIVE RENTALS, INC. (P-CA)	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180286	\$2,108	
<b>TOTAL</b>						<b>\$4,633</b>
B & G PLUMBING & HEATING SERVI	P.O. BOX 260553	LAKEWOOD, CO 80226-0553	4/13/2009	10317834	\$1,088	
<b>TOTAL</b>						<b>\$1,088</b>
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/5/2009	10305423	\$400	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	3/6/2009	10311373	\$400	
<b>TOTAL</b>						<b>\$800</b>
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/24/2009	10309554	\$116	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/24/2009	10309554	\$428	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/7/2009	10315760	\$456	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/24/2009	10309554	\$467	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/7/2009	10315760	\$1,190	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	4/7/2009	10315760	\$1,222	
<b>TOTAL</b>						<b>\$3,878</b>
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	2/5/2009	10305424	\$487	
CLARK'S QUALITY ROOFING, INC.	334 WEST ANDERSON AVENUE	MURRAY, UT 84107	4/13/2009	10317832	\$828	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
<b>TOTAL</b>						<b>\$1,315</b>
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	4/2/2009	10314623	\$30	
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	1/30/2009	10303592	\$129	
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	1/22/2009	10302252	\$359	
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	1/22/2009	10302252	\$550	
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	4/8/2009	10315761	\$1,034	
COLORADO LIGHTING, INC.	2171 E. 74TH AVENUE	DENVER, CO 80229	1/22/2009	10302252	\$1,150	
<b>TOTAL</b>						<b>\$3,252</b>
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318428	\$52	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$64	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$180	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318430	\$203	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318428	\$360	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$595	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318428	\$1,171	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$1,702	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318428	\$1,965	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$2,441	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	4/15/2009	10318428	\$2,717	
DENVER WATER	P.O. BOX 173343	DENVER, CO 80217-3343	2/23/2009	10308762	\$3,430	
<b>TOTAL</b>						<b>\$14,880</b>
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	2/5/2009	10305425	\$1,395	
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	1/23/2009	10302255	\$1,666	
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	2/5/2009	10305425	\$1,780	
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	2/20/2009	10308243	\$2,133	
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	2/5/2009	10305425	\$2,280	
FIRE ALARM SERVICES, INC.	P. O. BOX 741145	ARVADA, CO 80006	4/10/2009	10315762	\$8,640	
<b>TOTAL</b>						<b>\$17,894</b>
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	3/3/2009	10311376	\$178	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
FOCUS MICRO	4640 CAMPUS PLACE #100	MUKILTEO, WA 98275	3/27/2009	10314624	\$722	
<b>TOTAL</b>						<b>\$900</b>
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/8/2009	7182166	\$54	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/30/2009	7178948	\$105	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/13/2009	7179595	\$154	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/15/2009	7182846	\$543	
<b>TOTAL</b>						<b>\$856</b>
GREEN MOUNTAIN UPHOLSTERY	9728 S. JOHNSON WAY	LITTLETON, CO 80127	2/23/2009	10309557	\$790	
GREEN MOUNTAIN UPHOLSTERY	9728 S. JOHNSON WAY	LITTLETON, CO 80127	2/4/2009	10305426	\$885	
<b>TOTAL</b>						<b>\$1,675</b>
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179310	\$24	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/16/2009	7178395	\$29	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178710	\$30	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180282	\$61	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179310	\$62	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/30/2009	7178951	\$66	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/19/2009	7181349	\$110	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180892	\$121	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/19/2009	7179949	\$125	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/8/2009	7182166	\$170	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/15/2009	7182846	\$185	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181883	\$251	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/13/2009	7179595	\$303	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180674	\$370	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/23/2009	7181496	\$415	
<b>TOTAL</b>						<b>\$2,322</b>
IMS PRINTING & SIGNS	7342 S. ALTON WAY SUITE 7E	CENTENNIAL, CO 80112	2/18/2009	10306926	\$2,524	
IMS PRINTING & SIGNS	7342 S. ALTON WAY SUITE 7E	CENTENNIAL, CO 80112	2/17/2009	10308245	\$3,200	
<b>TOTAL</b>						<b>\$5,724</b>

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/18/2009	10307395	(\$1,070)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	1/16/2009	10301288	(\$517)	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	4/1/2009	10314879	\$103	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/18/2009	10307395	\$1,417	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	3/9/2009	10311948	\$1,500	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	1/16/2009	10301288	\$6,500	
<b>TOTAL</b>						<b>\$7,933</b>
INTEGRITY FACTORING	ASSIGNEE OF SOUTHWEST LOCK & SAFE INC PO BOX 546	GRAND VIEW, ID 83624	2/9/2009	10305427	\$10	
INTEGRITY FACTORING	ASSIGNEE OF SOUTHWEST LOCK & SAFE INC PO BOX 546	GRAND VIEW, ID 83624	1/29/2009	10302256	\$719	
<b>TOTAL</b>						<b>\$730</b>
JEFFERSON COUNTY TREASURER	100 JEFFERSON COUNTY PKWY.	GOLDEN, CO 80419	2/18/2009	10307406	\$36,455	
JEFFERSON COUNTY TREASURER	100 JEFFERSON COUNTY PKWY.	GOLDEN, CO 80419	2/18/2009	10307405	\$80,206	
JEFFERSON COUNTY TREASURER	100 JEFFERSON COUNTY PKWY.	GOLDEN, CO 80419	2/18/2009	10307403	\$1,292,730	
<b>TOTAL</b>						<b>\$1,409,391</b>
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/8/2009	10316880	\$102	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/8/2009	10316880	\$166	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/3/2009	10309740	\$224	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/23/2009	10313460	\$865	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/8/2009	10316881	\$865	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/19/2009	10307396	\$865	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/23/2009	10313457	\$3,750	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	4/8/2009	10316880	\$3,750	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	2/2/2009	10303693	\$3,750	
KONE, INC.	P.O. BOX 429	MOLINE, IL 61266-0429	3/23/2009	10313457	\$3,750	
<b>TOTAL</b>						<b>\$18,087</b>
KORF CHEVROLET BUICK OLDS., IN	500 WEST 8TH AVE.	YUMA, CO 80759	1/26/2009	10302257	\$300	
KORF CHEVROLET BUICK OLDS., IN	500 WEST 8TH AVE.	YUMA, CO 80759	1/26/2009	10302257	\$1,200	
<b>TOTAL</b>						<b>\$1,500</b>

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
LAKEVIEW CONSTRUCTION INC	10505 CORPORATE DR #200	PLEASANT PRAIRIE, WI 53158	3/11/2009	10312555	\$1,000	
<b>TOTAL</b>						<b>\$1,000</b>
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	2/24/2009	10309559	\$3,303	
M&I EQUIPMENT FINANCE	P.O. BOX 88127	MILWAUKEE, WI 53288-0127	2/3/2009	10303596	\$3,314	
<b>TOTAL</b>						<b>\$6,617</b>
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/17/2009	10307397	\$326	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/6/2009	10311907	\$326	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/23/2009	10313536	\$326	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/7/2009	10317106	\$48,152	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	1/16/2009	10301289	\$51,458	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/23/2009	10313458	\$52,441	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/17/2009	10307397	\$56,182	
<b>TOTAL</b>						<b>\$209,212</b>
NATURE CREATION	9959 E PARKVIEW AVE APT F208 ORLI LEVITT	ENGLEWOOD, CO 80111	3/4/2009	10311379	\$2,100	
<b>TOTAL</b>						<b>\$2,100</b>
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$35	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	\$92	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$195	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181349	\$220	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$223	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$253	
<b>TOTAL</b>						<b>\$1,018</b>
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	2/25/2009	10309560	\$625	
<b>TOTAL</b>						<b>\$625</b>
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	2/11/2009	10306927	\$218	
<b>TOTAL</b>						<b>\$218</b>
QWEST	PO BOX 173638	DENVER, CO 80217-3638	2/18/2009	10307167	\$74	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	3/13/2009	10313000	\$74	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/7/2009	10316581	\$74	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/7/2009	10315763	\$96	
QWEST	P.O. BOX 29040	PHOENIX, AZ 85038-9040	3/20/2009	10313828	\$96	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	1/23/2009	10302605	\$96	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/13/2009	10317833	\$97	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/14/2009	10318429	\$97	
QWEST	P.O. BOX 29040	PHOENIX, AZ 85038-9040	2/20/2009	10308763	\$146	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/7/2009	10315188	\$147	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	4/14/2009	10318429	\$147	
QWEST	PO BOX 173638	DENVER, CO 80217-3638	2/18/2009	10307167	\$300	
<b>TOTAL</b>						<b>\$1,444</b>
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/6/2009	7179310	\$693	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180892	\$726	
<b>TOTAL</b>						<b>\$1,418</b>
RICOH AMERICAS CORPORATION	P O BOX 73210	CHICAGO, IL 60673-7210	3/3/2009	10311380	\$36	
RICOH AMERICAS CORPORATION	P O BOX 73210	CHICAGO, IL 60673-7210	2/12/2009	10307662	\$428	
RICOH AMERICAS CORPORATION	P O BOX 73210	CHICAGO, IL 60673-7210	2/12/2009	10307662	\$6,082	
<b>TOTAL</b>						<b>\$6,547</b>
ROCKY MOUNTAIN SEWER-JET, INC.	454 OLD STONE DRIVE	HIGHLANDS RANCH, CO 80126	2/18/2009	10306928	\$150	
ROCKY MOUNTAIN SEWER-JET, INC.	454 OLD STONE DRIVE	HIGHLANDS RANCH, CO 80126	4/2/2009	10314625	\$195	
ROCKY MOUNTAIN SEWER-JET, INC.	454 OLD STONE DRIVE	HIGHLANDS RANCH, CO 80126	2/4/2009	10302258	\$285	
ROCKY MOUNTAIN SEWER-JET, INC.	454 OLD STONE DRIVE	HIGHLANDS RANCH, CO 80126	2/18/2009	10306928	\$415	
ROCKY MOUNTAIN SEWER-JET, INC.	454 OLD STONE DRIVE	HIGHLANDS RANCH, CO 80126	2/4/2009	10302258	\$655	
<b>TOTAL</b>						<b>\$1,700</b>
ROTH PROPERTY MAINTENANCE LLC	7808 CHERRY CREEK DR SO #202	DENVER, CO 80231-3232	4/1/2009	10314626	\$2,948	
ROTH PROPERTY MAINTENANCE LLC	7808 CHERRY CREEK DR SO #202	DENVER, CO 80231-3232	2/9/2009	10305431	\$3,494	
<b>TOTAL</b>						<b>\$6,442</b>
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	2/26/2009	10308246	\$125	



Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	2/26/2009	10308246	\$183	
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	2/26/2009	10308246	\$360	
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	2/26/2009	10308246	\$360	
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	2/26/2009	10308246	\$720	
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	3/13/2009	10310492	\$2,865	
SECURITY CENTRAL, INC	7100 S CLINTON STREET, #200	CENTENNIAL, CO 80112	3/13/2009	10310492	\$7,739	
<b>TOTAL</b>						<b>\$12,351</b>
SONYA STROH	8843 W. QUARTO AVE.	LITTLETON, CO 80128	1/20/2009	10302259	\$300	
SONYA STROH	8843 W. QUARTO AVE.	LITTLETON, CO 80128	2/23/2009	10309561	\$330	
SONYA STROH	8843 W. QUARTO AVE.	LITTLETON, CO 80128	2/9/2009	10306929	\$600	
SONYA STROH	8843 W. QUARTO AVE.	LITTLETON, CO 80128	1/20/2009	10302259	\$945	
<b>TOTAL</b>						<b>\$2,175</b>
SPEAKEASY BROADBAND SERVICES,	PO BOX 34654	SEATTLE, WA 98124-1654	2/27/2009	7180287	\$441	
SPEAKEASY BROADBAND SERVICES,	PO BOX 34654	SEATTLE, WA 98124-1654	3/23/2009	7181496	\$441	
<b>TOTAL</b>						<b>\$882</b>
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/16/2009	10302606	\$91	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	3/23/2009	10313830	\$99	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/8/2009	10316574	\$102	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/16/2009	10302606	\$104	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	3/4/2009	10311384	\$104	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/16/2009	10302606	\$109	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	3/23/2009	10313829	\$109	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/8/2009	10316575	\$109	
<b>TOTAL</b>						<b>\$827</b>
TECHNISCAN, INC.	155 S MADISON ST, SUITE 228	DENVER, CO 80209	2/5/2009	10305433	\$1,118	
TECHNISCAN, INC.	155 S MADISON ST, SUITE 228	DENVER, CO 80209	1/16/2009	10299726	\$1,643	
<b>TOTAL</b>						<b>\$2,761</b>

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/27/2009	7180287	\$70	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/19/2009	7179949	\$193	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	1/23/2009	7178710	\$263	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	2/18/2009	7179777	\$263	
TERMINIX INTERNATIONAL (P-CARD)	860 RIDGE LAKE BLVD	MEMPHIS, TN 38120	4/8/2009	7182166	\$263	
<b>TOTAL</b>						<b>\$1,052</b>
TOWN & COUNTRY FOODS	KIRBY PATTERSON 15558 E. HINSDALE CIRCLE	CENTENNIAL, CO 80112	3/4/2009	10309563	\$850	
<b>TOTAL</b>						<b>\$850</b>
TOYS FOR FUN	5054 S GROVE ST	ENGLEWOOD, CO 80113	4/13/2009	10315764	\$125	
TOYS FOR FUN	5054 S GROVE ST	ENGLEWOOD, CO 80113	4/13/2009	10315764	\$2,750	
<b>TOTAL</b>						<b>\$2,875</b>
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314880	\$21,623	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314880	\$21,930	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	4/8/2009	10317107	\$22,101	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/23/2009	10313459	\$22,700	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/25/2009	10308513	\$22,970	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/28/2009	10302838	\$23,307	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/5/2009	10305706	\$24,057	
<b>TOTAL</b>						<b>\$158,689</b>
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	2/5/2009	10305976	\$503	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	3/17/2009	10312998	\$509	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	2/6/2009	10305434	\$511	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	2/5/2009	10305976	\$633	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	2/6/2009	10305434	\$642	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	4/10/2009	10316577	\$652	
WASTE MANAGEMENT OF DENVER	P.O. BOX 78251 LEWISVILLE HAULING	PHOENIX, AZ 85062-8251	3/16/2009	10311707	\$665	
<b>TOTAL</b>						<b>\$4,115</b>
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$9	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$11	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$11	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$13	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$22	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$22	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$26	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$112	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$115	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$133	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$154	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$154	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$173	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$200	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$366	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$610	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/9/2009	10311708	\$1,254	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$1,348	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/20/2009	10312999	\$2,796	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$2,995	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	3/11/2009	10312557	\$2,998	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/3/2009	10303935	\$4,081	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	4/7/2009	10316578	\$5,496	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305435	\$12,444	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305435	\$12,612	

Case Number: 09-12278

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

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305977	\$21,500	
XCEL ENERGY	P.O. BOX 9477	MINNEAPOLIS, MN 55484-9477	2/5/2009	10305435	\$27,673	
<b>TOTAL</b>						<b>\$97,327</b>
XEROX CORPORATION	P.O. BOX 7405	PASADENA, CA 91109-7405	1/22/2009	10302260	\$959	
<b>TOTAL</b>						<b>\$959</b>
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/5/2009	10305978	\$178	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	3/3/2009	10311383	\$178	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	3/6/2009	10311710	\$180	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/7/2009	10316580	\$181	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	3/3/2009	10311383	\$807	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	2/5/2009	10305978	\$809	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	3/6/2009	10311709	\$821	
XO COMMUNICATIONS	14242 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/6/2009	10316579	\$824	
<b>TOTAL</b>						<b>\$3,977</b>
<b>TOTAL</b>						<b>\$2,043,665</b>

**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**

---

<b>Case Name</b>	<b>Case Number</b>	<b>Court Name and Location</b>
SOUTHWEST PLAZA LL V. DRESS DOCTOR, INC.	2009 CV 1345	TBD

---

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

8. Losses

---

<u>Date</u>	<u>Description</u>	<u>Total Loss Amount</u>	<u>Company Exposure</u>
6/19/2008	MALL ELECTRICAL PANEL DAMAGED BY LIGHTNING	\$297,022	TBD
	<b>TOTAL</b>	<u>\$297,022</u>	

Specific Notes

**11. Closed Financial Accounts**

---

<u>Bank</u>	<u>Bank Address</u>	<u>City, State Zip</u>	<u>Account Number</u>	<u>Description</u>	<u>Close Date</u>
LASALLE BANK	101 SOUTH TRYON STREET, NC1-002-20-08	CHARLOTTE, NC 28255	5590095690	CONTROLLED DISBURSEMENT	1/8/2008
LASALLE BANK	101 SOUTH TRYON STREET, NC1-002-20-08	CHARLOTTE, NC 28255	8603324776	TIAA	8/20/2008

---

**Specific Notes**

Despite their reasonable efforts to identify all bank accounts of the Debtors closed within one year of the Petition Date, due to the large number of bank accounts maintained by the Debtors, it is possible that certain bank accounts in addition to the accounts listed herein were closed during the one year period prior to the Petition Date.

**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	MANAGER (INDEPENDENT)	230 CEDAR STREET	CHATHAM, MA 02633
EDMUND J. HOYT	TREASURER	110 N. WACKER	CHICAGO, IL 60606
HOWARD A. SIGAL	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
JOHN V. HOWARD	MANAGER (INDEPENDENT)	545 THERESA DRIVE	BOULDER, CO 80303
KATHLEEN M. COURTIS	VICE PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
LINDA J. WIGHT	VICE PRESIDENT & ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
MICHAEL CHIMITRIS	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	MANAGER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE PRESIDENT & SECRETARY	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606

**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	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT	110 N. WACKER DRIVE	CHICAGO, IL 60606
MICHELLE A. DREYER	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808

Southwest Plaza L.L.C.

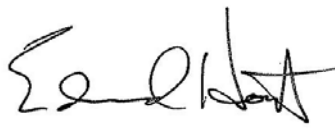
Case Number: 09-12278

**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.

SOUTHWEST PLAZA 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.*