

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re: Stonestown Shopping Center L.L.C.

Case No. 09-12282

Chapter 11

**SUBJECT TO GLOBAL NOTES AND SPECIFIC NOTES TO THESE SCHEDULES:**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

**AMOUNTS SCHEDULED**

| NAME OF SCHEDULE   | ATTACHED YES / NO | NO. OF SHEETS | ASSETS                   | LIABILITIES                   | OTHER      |     |
|--|-------------------|---------------|--------------------------|-------------------------------|------------|-----|
| A - REAL PROPERTY  | YES               | 1             | \$0                      |                               |            |     |
| B - PERSONAL PROPERTY  | YES               | 16            | \$0                      |                               |            |     |
| C - PROPERTY CLAIMED AS EXEMPT   | NO                | 0             |                          |                               |            |     |
| D - CREDITORS HOLDING SECURED CLAIMS   | YES               | 2             |                          |                               | \$0        |     |
| E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS<br>(Total of claims on Schedule E) | YES               | 5             |                          |                               | \$0        |     |
| F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS                                | YES               | 2             |                          |                               | \$0        |     |
| G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES                                       | YES               | 3             |                          |                               |            |     |
| H - CODEBTORS  | YES               | 2             |                          |                               |            |     |
| I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)   | NO                | 0             |                          |                               |            | N/A |
| J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)                                   | NO                | 0             |                          |                               |            | N/A |
| <b>Total number of sheets of all Schedules</b>                                     |                   | 31            |                          |                               |            |     |
|  |                   |               | <b>Total Assets &gt;</b> | <b>\$0</b>                    |            |     |
|  |                   |               |                          | <b>Total Liabilities &gt;</b> | <b>\$0</b> |     |



# UNITED STATES BANKRUPTCY COURT

## SOUTHERN DISTRICT OF NEW YORK

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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### **GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

#### **GENERAL**

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by General Growth Properties Inc. ("General Growth") and its affiliated debtors in these jointly administered chapter 11 cases (collectively, the "Debtors") pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") were prepared, pursuant to section 521 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure, by management of the Debtors, with the assistance of the Debtors' court-appointed advisors, and are unaudited. Nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. As described further below, the Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

The Schedules and Statements have been signed by Edmund Hoyt, Interim Chief Financial Officer of General Growth, who is responsible for financial oversight of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Hoyt necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. Mr. Hoyt has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors, classification of such amounts, and their addresses.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

#### **Description of the Cases**

On April 16, 2009, certain of the Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court. The remaining Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court on April 22, 2009. The chapter 11 cases of the Debtors have been consolidated for the purpose of joint administration under Case No. 09-11977. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As used in these Global Notes, the term "Petition Date" refers to the date each Debtor filed its petition for relief under the Bankruptcy Code.

#### **Basis of Presentation**

For financial reporting purposes, prior to the Petition Date, the Debtors, their non-Debtor subsidiaries, and certain non-Debtor affiliates prepared consolidated financial statements that were audited annually. Not all of the direct and indirect subsidiaries and affiliates of General Growth are Debtors in these chapter 11 cases. As a result, combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that would be substantially different from financial information regarding General Growth and its subsidiaries prepared on a consolidated basis under Generally Accepted Accounting Principles ("GAAP"). These Schedules and Statements are not financial statements prepared in accordance with GAAP and are not intended to fully reconcile to the consolidated publicly reported financial statements prepared by General Growth.

These Schedules and Statements reflect the assets and liabilities of each separate Debtor as reflected on the financial books and records of the Debtors, except where otherwise indicated. Due to the complexity and size of the Debtors' business, these financial books, records, and statements, and therefore these Schedules and Statements, could contain inadvertent inaccuracies, as well as classifications and characterizations which could result in the inclusion of an item on the Schedules and Statements of a Debtor that might be more appropriately reflected on the Schedules and Statements of a different Debtor.

The Debtors have made reasonable efforts to correctly quantify, characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' business, the Debtors may have inadvertently improperly quantified, characterized, classified, categorized, or designated certain items. In addition, certain items reported in the Schedules and Statements could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item. Moreover, the categories are included for ease of reference and are not controlling.

#### **Amendment**

While the Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available to it at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. There can be no assurance that these Schedules and Statements are complete, because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment. The Debtors reserve all rights to amend the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, as may be necessary to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status, description, or classification, to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated," or to otherwise recalculate, recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements.

#### **Claim Description**

Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, description or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated."

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING  
DEBTOR'S SCHEDULES AND STATEMENTS**

**Unliquidated Claim Amounts**

Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

**Undetermined Amounts**

The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.

**Bankruptcy Court Orders**

Pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of employees, taxing authorities, lienholders, and certain other prepetition creditors. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders. The prepetition claims of employees and taxing authorities covered by such orders are either not listed in the Schedules and Statements or listed at \$0 and marked as contingent and unliquidated. Remaining liabilities are reflected on the Statements and Schedules, although some of these liabilities may have been satisfied subsequent to the Petition Date.

**Valuation**

The Debtors do not have current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Schedules and Statements. Exceptions to this include operating cash and certain other assets. Operating cash is presented at bank balances as of the Petition Date. Certain other assets, such as investments in subsidiaries and other intangible assets, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or if a value other than net book value was used, such other ascribed value) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total assets and liabilities exclude items identified as "unknown" or "undetermined" and include items identified as "contingent" or "unliquidated." Therefore, total assets and liabilities of a Debtor may differ materially from those stated in the Schedules and Statements of such Debtor.

**Dates**

The information provided herein, except as otherwise noted, represents the asset data of the Debtors as of March 31, 2009 and the liability data of the Debtors as of the close of business on the applicable Petition Date. March 31, 2009 was selected as the date for asset data because the debtors believed that the additional procedures undertaken in connection with a quarter-end closing would provide additional reporting accuracy, and the Debtors do not believe that net book values changed materially between March 31, 2009 and the Petition Date.

**Worker's Compensation**

Workers' compensation claims generally have been excluded from the Schedules and Statements because the Debtors are performing their obligations as required by law and in accordance with Bankruptcy Court orders granting authority to the Debtors to satisfy those obligations in the ordinary course.

**Specific Notes**

These General Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Specific Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude a Global Note from any or all of the Debtors' remaining Schedules or Statements, as appropriate.

**Liabilities**

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change.

**Excluded Assets and Liabilities**

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including goodwill, pension assets, deferred compensation, accrued salaries, employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded any potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected. In addition, certain immaterial assets and liabilities may have been excluded.

**Leases**

The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases.

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING  
DEBTOR'S SCHEDULES AND STATEMENTS**

**Contingent Assets**

Prior to the relevant Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, item 4(a)(i), for lawsuits commenced prior to the relevant Petition Date in which the Debtor was a plaintiff. The Debtors believe that they may possess other claims and causes of action and contingent claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have set forth all of these causes of action as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions, or causes of action or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, and (vi) warranties.

**Receivables**

For confidentiality reasons the Debtors have not listed individual customer accounts receivable balance information.

**Guaranties and Other Secondary Liability Claims**

The Debtors have used reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule G for the Debtor or Debtors affected by such Guaranties. The Debtors, however, believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted.

**Co-Obligors**

In the event that two or more Debtors are co-obligors with respect to a scheduled debt or guaranty, such debt or guaranty is listed in the Schedules and Statements of each such Debtor at the full amount of such potential claim, and such claim is marked "contingent" and "unliquidated." No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors or non-Debtors.

**Trustee and Agents**

In connection with the following obligations, the Debtors have scheduled the liability under the name of the applicable indenture trustee, administrative agent or, for commercial mortgage backed securities loans, the servicer and noticing agent: (a) the bonds issued by The Rouse Company, LP ("TRCLP") pursuant to that certain indenture dated February 24, 1995; (b) the bonds issued by TRCLP and TRC Co-Issuer, Inc. pursuant to that certain indenture dated May 5, 2006; (c) the 3.98% Exchangeable Senior Notes issued by GGPLP pursuant to that certain indenture dated April 16, 2007; (d) the junior subordinated notes issued by GGPLP pursuant to that certain Junior Subordinated Indenture dated February 24, 2006; (e) the debt outstanding under that certain Amended and Restated Credit Agreement dated February 24, 2006 with General Growth, GGP Limited Partnership ("GGPLP") and GGPLP L.L.C. as borrowers (the "2006 Credit Agreement"), and (f) certain project level debt secured by real property. If more than one indenture trustee, administrative agent or CMBS servicer serves as the notice party for all or a portion of a specific debt obligation, the full amount of such debt may be scheduled more than once and designated as "contingent" and/or "unliquidated."

**Confidential or Sensitive Information**

There may be instances in which certain information in the Schedules and Statements intentionally has been excluded due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. The omissions are limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

**Intellectual Property Rights**

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

**Estimates**

Management was required to make certain estimates and assumptions in order to report liability data as of the Petition Date.

**Fiscal Year**

Each Debtor's fiscal year ends on December 31.

**Currency**

All amounts are reflected in U.S. dollars.

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**Property and Equipment**

Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.

**Interest in Subsidiaries and Affiliates**

General Growth directly or indirectly owns all or part of the subsidiaries and affiliates that are also Debtors. In addition, General Growth indirectly owns all or part of numerous subsidiaries and affiliates that are not Debtors. Interests in subsidiaries arise from ownership of stock, partnership interests, limited liability company interests, or other ownership interests in such subsidiaries. Each Debtor's Schedule B13 contains a listing of the current ownership structure of General Growth and its Debtor and non-Debtor subsidiaries. Interests in subsidiaries and affiliates are listed at undetermined amounts because we do not have market valuations of such interests and the net book value of such interests may differ materially from their fair market value.

**Umbrella or Master Agreements**

A number of contracts listed in the Schedules and Statements are umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement.

**Insiders**

The Debtors have attempted to include all payments made over the 12 months preceding the Petition Date to any individual or entity deemed an "insider." For these purposes, "insider" is defined as (i) officers of General Growth as of the Petition Date who were required to file statements pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, with respect to ownership of General Growth common stock, (ii) Directors of General Growth as of the Petition Date, or (iii) an entity owned or controlled by an individual identified in (i) or (ii), other than General Growth or any subsidiary thereof. The listing of a party as an "insider," however, is not intended to be, nor shall be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved.

**Payments**

The financial affairs and business of the Debtors are complex. Prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), the Debtors participated (and continue to participate) in a centralized cash management system through which cash disbursements are generally made by GGPLP (a Debtor) on behalf of its Debtor and non-Debtor subsidiaries and affiliates. As a result, payments in the Schedules and Statements have been made prepetition by GGPLP on behalf of other Debtors through the operation of the centralized cash management system.

**Intercompany Transactions**

Prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and continue to engage) in intercompany transactions with both Debtors and non-Debtors, which may or may not result in intercompany accounts payable and receivable. The respective intercompany accounts payable and receivable as of the Petition Date, if any, are not set forth in the Schedules and Statements.

**Schedule B-24 – Customer Lists**

The Debtors have compiled certain customer lists and related customer information. Although this information is confidential and has not been included on Schedule B, the omission of such information should not be deemed a conclusion that such information has no value.

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**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Check this box if debtor has no real property to report on this Schedule A.

| DESCRIPTION AND LOCATION OF PROPERTY | NATURE OF DEBTOR'S INTEREST IN PROPERTY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION | AMOUNT OF SECURED CLAIM |
|--------------------------------------|---|--|-------------------------|
|                                      |   |  |                         |

Specific Notes

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**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If the property is being held for a minor child, simply 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).

| TYPE OF PROPERTY   | NONE | DESCRIPTION AND LOCATION OF PROPERTY | NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|--------------------------------------|---|
| 1. Cash on hand.   | X    |                                      |   |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | X    |                                      |   |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.  | X    |                                      |   |
| 4. Household goods and furnishings, including audio, video, and computer equipment.  | X    |                                      |   |
| 5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.   | X    |                                      |   |
| 6. Wearing apparel.  | X    |                                      |   |
| 7. Furs and jewelry.   | X    |                                      |   |
| 8. Firearms and sports, photographic, and other hobby equipment.   | X    |                                      |   |
| 9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.  | X    |                                      |   |
| 10. Annuities. Itemize and name each issuer.   | X    |                                      |   |

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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

| TYPE OF PROPERTY  | NONE | DESCRIPTION AND LOCATION OF PROPERTY | NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|---|------|--------------------------------------|---|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X    |                                      |   |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans.   | X    |                                      |   |
| 13. Stock and interests in incorporated and unincorporated business. Itemize.   |      | See Attached Schedule Exhibit B-13   | Undetermined  |
| 14. Interests in partnerships or joint ventures. Itemize.   |      | See Attached Schedule Exhibit B-13   | Undetermined  |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments.   | X    |                                      |   |
| 16. Accounts receivable.  | X    |                                      |   |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.  | X    |                                      |   |
| 18. Other liquidated debts owing debtor including tax refunds. Give particulars.  | X    |                                      |   |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.  | X    |                                      |   |
| 20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.   | X    |                                      |   |



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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

| TYPE OF PROPERTY  | NONE | DESCRIPTION AND LOCATION OF PROPERTY | NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|---|------|--------------------------------------|---|
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.  | X    |                                      |   |
| 22. Patents, copyrights, and other intellectual property. Give particulars.   | X    |                                      |   |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | X    |                                      |   |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X    | See Global Notes                     | Undetermined  |

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**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

If the property is being held for a minor child, simply 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).

| TYPE OF PROPERTY   | NONE | DESCRIPTION AND LOCATION OF PROPERTY | NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------|--------------------------------------|---|
| 25. Automobiles, trucks, trailers, and other vehicles and accessories.   | X    |                                      |   |
| 26. Boats, motors, and accessories.                                      | X    |                                      |   |
| 27. Aircraft and accessories.  | X    |                                      |   |
| 28. Office equipment, furnishings, and supplies.                         | X    |                                      |   |
| 29. Machinery, fixtures, equipments, and supplies used in business.      | X    |                                      |   |
| 30. Inventory  | X    |                                      |   |
| 31. Animals  | X    |                                      |   |
| 32. Crops - growing or harvested. Give particulars                       | X    |                                      |   |
| 33. Farming equipment and implements.                                    | X    |                                      |   |
| 34. Farm supplies, chemicals, and feed.                                  | X    |                                      |   |
| 35 (a). Other personal property of any kind not already listed. Itemize. | X    |                                      |   |
| 35 (b). Accounts Payable Debit Balances                                  | X    |                                      |   |

General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES                                      | Ownership Percentage  | TIN                |
|-------|-------------|---|---|--------------------|
| 1     | 4/16/2009   | General Growth Properties, Inc.               |   | 42-1283895         |
| 2     | 4/16/2009   | Bay Shore Mall, Inc.                          | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 3     | 4/22/2009   | Capital Mall, Inc.                            | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 4     | 4/16/2009   | Century Plaza, Inc.                           | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 5     | 4/16/2009   | Eagle Ridge Mall, Inc.                        | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 6     | 4/16/2009   | Eden Prairie Mall, Inc.                       | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 7     |             | General Growth - Westlake (GP), Inc.          | General Growth Properties, Inc. 100%  |                    |
| 8     |             | GGP 110, Inc.                                 | General Growth Properties, Inc. 100%  |                    |
| 9     | 4/16/2009   | GGP Limited Partnership                       | General Growth Properties, Inc. 96%; Bucksbaum Family Interests and Others 4%                   | 41-1746121         |
| 10    |             | AllenTowne Mall, LLC                          | GGP Limited Partnership 100%  |                    |
| 11    | 4/16/2009   | Boise Town Square Anchor Acquisition, LLC     | GGP Limited Partnership 100%  | Disregarded Entity |
| 12    |             | Cannery Chicago, LLC                          | GGP Limited Partnership 100%  |                    |
| 13    | 4/16/2009   | Champaign Market Place L.L.C.                 | GGP Limited Partnership 100%  | Disregarded Entity |
| 14    | 4/16/2009   | Colony Square Mall L.L.C.                     | GGP Limited Partnership 100%  | Disregarded Entity |
| 15    | 4/16/2009   | Columbia Mall L.L.C.                          | GGP Limited Partnership 100%  | Disregarded Entity |
| 16    |             | Coral Ridge Mall, LLC                         | GGP Limited Partnership 100%  |                    |
| 17    | 4/16/2009   | Fallbrook Square Partners L.L.C.              | GGP Limited Partnership 100%  | Disregarded Entity |
| 18    | 4/16/2009   | Fallbrook Square Partners Limited Partnership | GGP Limited Partnership 99.999% LP; Fallbrook Square Partners L.L.C. .001% GP                   | Disregarded Entity |
| 19    | 4/16/2009   | Fallen Timbers Shops II, LLC                  | GGP Limited Partnership 100%  | Disregarded Entity |
| 20    | 4/16/2009   | Fallen Timbers Shops, LLC                     | GGP Limited Partnership 100%  | Disregarded Entity |
| 21    | 4/16/2009   | Fox River Shopping Center, LLC                | GGP Limited Partnership 100%  | Disregarded Entity |
| 22    | 4/16/2009   | Gateway Overlook Business Trust               | GGP Limited Partnership 100%  | Disregarded Entity |
| 23    |             | Gateway Overlook Borrower, LLC                | Gateway Overlook Business Trust 100%  |                    |
| 24    |             | General Growth - Westlake, L.P.               | GGP Limited Partnership 99.999% LP; General Growth - Westlake (GP), Inc. 0.001% GP              |                    |
| 25    |             | Westlake Retail Associates, Ltd.              | All Investment L.P. 50% LP; General Growth - Westlake, L.P. 50% GP                              |                    |
| 26    |             | General Growth 170 (GP), LLC                  | GGP Limited Partnership 100%  |                    |
| 27    |             | General Growth 170, LP                        | GGP Limited Partnership 99% LP; General Growth 170 (GP), LLC 1% GP                              |                    |
| 28    |             | 170 Retail Associates, Ltd.                   | All Investment L.P. 50% LP; General Growth 170, LP 50% GP                                       |                    |
| 29    |             | General Growth Management, Inc.               | GGP Limited Partnership 99.8%; Hexalon Real Estate, Inc. .2%                                    |                    |
| 30    |             | Faneuil Hall Beverage, LLC                    | General Growth Management, Inc. 100%  |                    |
| 31    |             | Four State Facility Corporation               | General Growth Management, Inc. 35%; J.P. Morgan 32.5%; NYSTERS 32.5%                           |                    |
| 32    | 4/16/2009   | GGP Natick Residence LLC                      | General Growth Management, Inc. 100%  | Disregarded Entity |
| 33    |             | GGP Turkey Management, LLC                    | General Growth Management, Inc. 100%  |                    |
| 34    |             | Harborplace, Inc.                             | General Growth Management, Inc. 100%  |                    |
| 35    |             | Hoover Mall Services, L.L.C.                  | General Growth Management, Inc. 100%  |                    |
| 36    | 4/16/2009   | Kapiolani Condominium Development, LLC        | General Growth Management, Inc. 100%  | Disregarded Entity |
| 37    |             | Learning Mall L.L.C., The                     | General Growth Management, Inc. 100%  |                    |
| 38    |             | MallFinder Network LLC                        | Unknown parties unrelated to GGP 97.62%; General Growth Management, Inc. 2.38%                  |                    |
| 39    |             | Perimeter Mall Facilities, LLC                | General Growth Management, Inc. 50%; Perimeter Mall Misc LLC 50%                                |                    |
| 40    |             | Rouse-West Dade, Inc.                         | General Growth Management, Inc. 100%  |                    |
| 41    | 4/16/2009   | Valley Plaza Anchor Acquisition, LLC          | General Growth Management, Inc. 100%  | Disregarded Entity |
| 42    |             | GGP 110 Holding L.L.C.                        | GGP Limited Partnership 100%  |                    |
| 43    |             | GGP 110 L.L.C.                                | GGP 110 Holding L.L.C. 99.5%; GGP 110, Inc. .5%   |                    |
| 44    |             | GG DR, L.L.C.                                 | GGP 110 L.L.C. 99%; Development Resources Wacker, L.L.C. 1%                                     |                    |
| 45    |             | GGP 125, LLC                                  | GGP Limited Partnership 100%  |                    |
| 46    |             | GGP 168th Street LLC                          | GGP Limited Partnership 100%  |                    |
| 47    |             | GGP Capital Trust I                           | GGP Limited Partnership 100%  |                    |
| 48    |             | GGP Development, LLC                          | GGP Limited Partnership 100%  |                    |
| 49    |             | GGP Echelon Place, LLC                        | GGP Limited Partnership 100%  |                    |
| 50    |             | GGP International, LLC                        | GGP Limited Partnership 100%  |                    |
| 51    |             | GGP Ivanhoe, Inc.                             | GGP Limited Partnership 51% common stock; Ivanhoe Equities V LP 49%; 117 Preferred Stockholders |                    |
| 52    |             | GGP Ivanhoe Services, Inc.                    | GGP Ivanhoe, Inc. 100%  |                    |
| 53    |             | Oaks Mall, LLC                                | GGP Ivanhoe, Inc. 100%  |                    |
| 54    |             | Westroads Mall L.L.C.                         | GGP Ivanhoe, Inc. 100%  |                    |
| 55    | 4/16/2009   | GGP Jordan Creek L.L.C.                       | GGP Limited Partnership 100%  | Disregarded Entity |
| 56    |             | GGP Turkey Investco, LLC                      | GGP Limited Partnership 100%  |                    |
| 57    |             | GGP Ventures Brazil Holding L.L.C.            | GGP Limited Partnership 100%  |                    |
| 58    |             | GGP Brazil I L.L.C.                           | GGP Ventures Brazil Holding L.L.C. 100%   |                    |
| 59    |             | GGP Brazil II L.L.C.                          | GGP Ventures Brazil Holding L.L.C. 100%   |                    |
| 60    |             | GGP Ventures Costa Rica, L.L.C.               | GGP Limited Partnership 100%  |                    |
| 61    |             | GGP Genesis Costa Rica, LLC                   | Genesis Development Company 50%; GGP Ventures Costa Rica, L.L.C. 50%                            |                    |
| 62    | 4/16/2009   | GGP Village at Jordan Creek L.L.C.            | GGP Limited Partnership 100%  | Disregarded Entity |
| 63    | 4/16/2009   | GGP-Foothills L.L.C.                          | GGP Limited Partnership 100%  | Disregarded Entity |

General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES   | Ownership Percentage   | TIN                |
|-------|-------------|--|--|--------------------|
| 64    | 4/16/2009   | GGP-Four Seasons L.L.C.                          | GGP Limited Partnership 100%   | Disregarded Entity |
| 65    |             | GGP-Macon, LLC                                   | GGP Limited Partnership 100%   |                    |
| 66    |             | Shoppes at River Crossing, LLC                   | GGP-Macon, LLC 50%; Wilson Macon 50%   |                    |
| 67    | 4/16/2009   | GGP-Newgate Mall, LLC                            | GGP Limited Partnership 100%   | Disregarded Entity |
| 68    |             | GGP-Rogers Retail L.L.C.                         | GGP Limited Partnership 100%   |                    |
| 69    |             | Rogers Retail L.L.C.                             | GGP-Rogers Retail L.L.C. 50%; Hunt Schwyhart Graham VI, LLC 50%  |                    |
| 70    |             | Pinnacle Hills, LLC                              | Rogers Retail L.L.C. 100%  |                    |
| 71    |             | Pinnacle South, LLC                              | Rogers Retail L.L.C. 100%  |                    |
| 72    | 4/16/2009   | GGP-Tucson Land L.L.C.                           | GGP Limited Partnership 100%   | Disregarded Entity |
| 73    | 4/16/2009   | GGP-Tucson Mall L.L.C.                           | GGP Limited Partnership 100%   | Disregarded Entity |
| 74    |             | GGP/Homart II L.L.C.                             | GGP Limited Partnership 50%; New York State Common Retirement Fund 50%   |                    |
| 75    |             | Alderwood Mall Holding L.L.C.                    | GGP/Homart II L.L.C. 99.5%; GGP/Homart, Inc. .5%   |                    |
| 76    |             | Alderwood Mall L.L.C.                            | Alderwood Mall Holding L.L.C. 100%   |                    |
| 77    |             | Altamonte Mall, LLC                              | GGP/Homart II L.L.C. 100%  |                    |
| 78    |             | Carolina Place L.L.C.                            | GGP/Homart II L.L.C. 99.5%; GGP-Carolina Place, Inc. .5%   |                    |
| 79    |             | CPM Land L.L.C.                                  | GGP/Homart II L.L.C. 100%  |                    |
| 80    |             | First Colony Mall, LLC                           | GGP/Homart II L.L.C. 100%  |                    |
| 81    |             | GGP Contractor, Inc.                             | GGP/Homart II L.L.C. 100%  |                    |
| 82    |             | GGP-Natick Trust                                 | GGP/Homart II L.L.C. 100% Common Shares; 116 Preferred Holders   |                    |
| 83    |             | GGP-Natick Services, Inc.                        | GGP-Natick Trust 100%  |                    |
| 84    |             | Glendale Holding, Inc.                           | GGP-Natick Trust 100%  |                    |
| 85    |             | GGP-Glendale, Inc.                               | Glendale Holding, Inc. 100%  |                    |
| 86    |             | Natick Mall, LLC                                 | GGP-Natick Trust 100%  |                    |
| 87    |             | GGP-Natick West L.L.C.                           | GGP/Homart II L.L.C. 100%  |                    |
| 88    |             | GGP-Otay Ranch L.L.C.                            | GGP/Homart II L.L.C. 100%  |                    |
| 89    |             | GGP-Otay Ranch, L.P.                             | GGP/Homart II L.L.C. 99.5% LP; GGP-Otay Ranch L.L.C. .5% GP  |                    |
| 90    |             | Glendale Anchor Acquisition, LLC                 | GGP/Homart II L.L.C. 100%  |                    |
| 91    |             | Glendale Holding, L.L.C.                         | GGP/Homart II L.L.C. 100%  |                    |
| 92    |             | Glendale I Mall Associates, LLC                  | Glendale Holding, L.L.C. 99.5%; GGP-Glendale, Inc. .5%   |                    |
| 93    |             | Glendale II Mall Associates, LLC                 | Glendale I Mall Associates, LLC 100%   |                    |
| 94    |             | Glendale Ohrbach's Associates, LLC               | Glendale I Mall Associates, LLC 100%   |                    |
| 95    |             | Montclair Plaza L.L.C.                           | GGP/Homart II L.L.C. 99.5%; GGP/Homart, Inc. .5%   |                    |
| 96    |             | Northbrook Court I L.L.C.                        | GGP/Homart II L.L.C. 99.5%; Northbrook Court L.L.C. .5%  |                    |
| 97    |             | Westcoast Estates                                | Northbrook Court I L.L.C. 80%; Northbrook Court II L.L.C. 20%  |                    |
| 98    |             | Northbrook Court II L.L.C.                       | GGP/Homart II L.L.C. 99.5%; Northbrook Court L.L.C. .5%  |                    |
| 99    |             | Northbrook Court L.L.C.                          | GGP/Homart II L.L.C. 99.5%; GGP-Northbrook, Inc. .5%   |                    |
| 100   |             | Stonebriar Mall, LLC                             | GGP/Homart II L.L.C. 100%  |                    |
| 101   |             | Willowbrook Mall (TX), LLC                       | GGP/Homart II L.L.C. 100%  |                    |
| 102   |             | Willowbrook Mall Anchor Acquisition (TX), LLC    | GGP/Homart II L.L.C. 100%  |                    |
| 103   | 4/16/2009   | GGP/Homart, Inc.                                 | GGP Limited Partnership 100% common stock; 114 Preferred Stockholders  | 36-4032784         |
| 104   | 4/16/2009   | Alameda Mall, L.L.C.                             | GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%  | Disregarded Entity |
| 105   | 4/16/2009   | Chula Vista Center, LLC                          | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 106   | 4/16/2009   | Deerbrook Mall, LLC                              | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 107   | 4/16/2009   | GGP General II, Inc.                             | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 108   |             | GGP-Arrowhead, Inc.                              | GGP/Homart, Inc. 100%  |                    |
| 109   |             | New River Associates                             | GGP-Arrowhead, Inc. 33.33% (1/3 ownership); JCP Realty, Inc. 33.33% (1/3 ownership); Westcor Realty Limited Partnership 33.33% |                    |
| 110   | 4/16/2009   | GGP-Bay City One, Inc.                           | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 111   | 4/16/2009   | Bay City Mall Associates L.L.C.                  | GGP-Bay City One, Inc. 83%; GGP/Homart, Inc. 17%   | Disregarded Entity |
| 112   | 4/16/2009   | GGP-Brass Mill, Inc.                             | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 113   |             | GGP-Buckland Hills One, Inc.                     | GGP/Homart, Inc. 100%  |                    |
| 114   |             | Pavilions at Buckland Hills L.L.C.               | GGP-Buckland Hills One, Inc. 99.999%; GGP/Homart II L.L.C. 0.001%  |                    |
| 115   |             | GGP-Carolina Place, Inc.                         | GGP/Homart, Inc. 100%  |                    |
| 116   | 4/22/2009   | GGP-Columbiana Trust                             | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 117   | 4/16/2009   | GGP-Moreno Valley, Inc.                          | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 118   |             | GGP-Neshaminy Trust                              | GGP/Homart, Inc. 100%  |                    |
| 119   |             | Neshaminy Mall Joint Venture Limited Partnership | GGP-Neshaminy Trust 50% GP; OTR (affiliate of Ohio State Teachers' Retirement System) 50% LP                                   |                    |
| 120   | 4/16/2009   | GGP-Newpark L.L.C.                               | GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%  | Disregarded Entity |
| 121   | 4/16/2009   | GGP-Newpark, Inc.                                | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 122   | 4/16/2009   | GGP-North Point Land L.L.C.                      | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 123   | 4/16/2009   | GGP-North Point, Inc.                            | GGP/Homart, Inc. 100%  | Disregarded Entity |
| 124   |             | GGP-Northbrook, Inc.                             | GGP/Homart, Inc. 100%  |                    |
| 125   |             | GGP-Pembroke Lakes II, Inc.                      | GGP/Homart, Inc. 100%  |                    |
| 126   |             | GGP-Pembroke Lakes, Inc.                         | GGP/Homart, Inc. 100%  |                    |

General Growth Properties Entity Matrix

| Count | Filing Date | ENTITIES                                       | Ownership Percentage  | TIN                |
|-------|-------------|--|---|--------------------|
| 127   |             | Pembroke Lakes Mall Ltd.                       | GGP-Pembroke Lakes, Inc. 80%; GGP-Pembroke Lakes II, Inc. 20%   |                    |
| 128   | 4/16/2009   | GGP-Steeplegate, Inc.                          | GGP/Homart, Inc. 100%   | Disregarded Entity |
| 129   | 4/16/2009   | GGP/Homart Services, Inc.                      | GGP/Homart, Inc. 100%   | 36-4422467         |
| 130   | 4/16/2009   | Ho Retail Properties II Limited Partnership    | GGP/Homart, Inc. 99% LP; GGP General II, Inc. 1% GP   | Disregarded Entity |
| 131   | 4/16/2009   | NewPark Anchor Acquisition, LLC                | GGP/Homart, Inc. 100%   | Disregarded Entity |
| 132   | 4/16/2009   | NewPark Mall L.L.C.                            | GGP/Homart, Inc. 99.5%; GGP-Newpark, Inc. .5%   | Disregarded Entity |
| 133   | 4/16/2009   | Alameda Mall Associates                        | Alameda Mall, L.L.C. 50%; NewPark Mall L.L.C. 50%   | Disregarded Entity |
| 134   |             | Parks at Arlington, LLC                        | GGP/Homart, Inc. 100%   |                    |
| 135   |             | Superstition Springs, Inc.                     | GGP/Homart, Inc. 100%   |                    |
| 136   |             | East Mesa Mall L.L.C.                          | JCP Realty, Inc. 33.33% (1/3 ownership); Superstition Springs, Inc. 33.33% (1/3 ownership); Westcor Realty Limited Partnership 33.33%   |                    |
| 137   |             | Superstition Springs Holding, LLC              | Superstition Springs, Inc. 50%; Westcor Realty Limited Partnership 50%  |                    |
| 138   |             | East Mesa Land L.L.C.                          | Superstition Springs Holding, LLC 100%  |                    |
| 139   | 4/16/2009   | Tyson's Galleria L.L.C.                        | GGP/Homart, Inc. 100%   | Disregarded Entity |
| 140   | 4/16/2009   | Woodlands Mall Associates, LLC, The            | GGP/Homart, Inc. 100%   | Disregarded Entity |
| 141   | 4/16/2009   | GGPLP L.L.C.                                   | GGP Limited Partnership 90.7% Managing Member; GGP American Properties Inc. 6.2% Common; Caledonian Holding Company, Inc. 3.1% Common; Outside Preferred Interests (DA Retail Investments, LLC. | 36-4369491         |
| 142   | 4/16/2009   | Apache Mall, LLC                               | GGPLP L.L.C. 100%   | Disregarded Entity |
| 143   | 4/16/2009   | Augusta Mall Anchor Holding, LLC               | Augusta Mall Anchor Holding, LLC 100%   | Disregarded Entity |
| 144   | 4/16/2009   | Augusta Mall Anchor Acquisition, LLC           | GGPLP L.L.C. 100%   | Disregarded Entity |
| 145   | 4/16/2009   | Augusta Mall Holding, LLC                      | Augusta Mall Holding, LLC 100%  | Disregarded Entity |
| 146   | 4/16/2009   | Augusta Mall, LLC                              | GGPLP L.L.C. 100%   | Disregarded Entity |
| 147   | 4/16/2009   | Bakersfield Mall LLC                           | GGPLP L.L.C. 99.5%; Bakersfield Mall, Inc. 0.5%   | 36-4243084         |
| 148   | 4/16/2009   | Bay Shore Mall II L.L.C.                       | GGPLP L.L.C. 99.4975%; Bay Shore Mall, Inc. .5025%  | 36-4369502         |
| 149   | 4/16/2009   | Bay Shore Mall Partners                        | Bay Shore Mall II L.L.C. 99.5%; Bay Shore Mall, Inc. .5%  | 42-1425255         |
| 150   |             | Baybrook Mall, LLC                             | GGPLP L.L.C. 100%   |                    |
| 151   | 4/16/2009   | Bellis Fair Partners                           | GGPLP L.L.C. 99%; General Growth Properties, Inc. 1%  | 42-1425992         |
| 152   | 4/16/2009   | Birchwood Mall, LLC                            | GGPLP L.L.C. 100%   | Disregarded Entity |
| 153   | 4/16/2009   | Boulevard Mall I LLC                           | GGPLP L.L.C. 99.5%; Boulevard Mall, Inc. .5%  | 36-4243079         |
| 154   | 4/16/2009   | Boulevard Associates                           | Boulevard Mall I LLC 50%; Boulevard Mall II LLC 50%   | 88-0147916         |
| 155   | 4/16/2009   | Boulevard Mall II LLC                          | GGPLP L.L.C. 99.5%; Boulevard Mall, Inc. .5%  | 36-4243080         |
| 156   | 4/22/2009   | Capital Mall L.L.C.                            | GGPLP L.L.C. 99.5%; Capital Mall, Inc. .5%  | 36-4369469         |
| 157   | 4/16/2009   | Century Plaza L.L.C.                           | GGPLP L.L.C. 99.5%; Century Plaza, Inc. .5%   | 36-4139142         |
| 158   | 4/16/2009   | Chapel Hills Mall L.L.C.                       | GGPLP L.L.C. 100%   | Disregarded Entity |
| 159   | 4/16/2009   | Chico Mall L.L.C.                              | GGPLP L.L.C. 100%   | Disregarded Entity |
| 160   | 4/16/2009   | Chico Mall, L.P.                               | GGPLP L.L.C. 99.5% LP; Chico Mall L.L.C. 0.5% GP  | Disregarded Entity |
| 161   |             | Coastland Center, LLC                          | GGPLP L.L.C. 100%   |                    |
| 162   | 4/16/2009   | Coronado Center Holding L.L.C.                 | GGPLP L.L.C. 100%   | Disregarded Entity |
| 163   | 4/16/2009   | Coronado Center L.L.C.                         | Coronado Center Holding L.L.C. 100%   | Disregarded Entity |
| 164   |             | Crossroads Mall Land L.L.C., The               | GGPLP L.L.C. 99.999%; Crossroads Mall Land, Inc., The .001%   |                    |
| 165   | 4/16/2009   | Eagle Ridge Mall, L.P.                         | GGPLP L.L.C. 99.5% LP; Eagle Ridge Mall, Inc. .5% GP  | 42-1421211         |
| 166   | 4/16/2009   | Eden Prairie Anchor Building L.L.C.            | GGPLP L.L.C. 100%   | Disregarded Entity |
| 167   | 4/16/2009   | Eden Prairie Mall L.L.C.                       | GGPLP L.L.C. 99.5%; Eden Prairie Mall, Inc. .5%   | 36-4121182         |
| 168   | 4/16/2009   | Elk Grove Town Center L.L.C.                   | GGPLP L.L.C. 100%   | Disregarded Entity |
| 169   | 4/16/2009   | Elk Grove Town Center, L.P.                    | GGPLP L.L.C. 99.5%; Elk Grove Town Center L.L.C. .5%  | Disregarded Entity |
| 170   | 4/16/2009   | ER Land Acquisition L.L.C.                     | GGPLP L.L.C. 100%   | Disregarded Entity |
| 171   | 4/16/2009   | GGP Acquisition, L.L.C.                        | GGPLP L.L.C. 100%   | Disregarded Entity |
| 172   | 4/16/2009   | Price Development Company, Limited Partnership | GGP Acquisition, L.L.C. 81.94226% GP; GGPLP L.L.C. 18.05774% LP   | Disregarded Entity |
| 173   |             | 500 West Capital, L.C.                         | Price Development Company, Limited Partnership 100%   |                    |
| 174   | 4/16/2009   | BTS Properties L.L.C.                          | Price Development Company, Limited Partnership 99.5%; GGP Acquisition, L.L.C. .5%   | Disregarded Entity |
| 175   | 4/16/2009   | Boise Towne Plaza L.L.C.                       | BTS Properties L.L.C. 100%  | Disregarded Entity |
| 176   | 4/16/2009   | Cache Valley, LLC                              | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 177   | 4/16/2009   | Cottonwood Mall, LLC                           | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 178   | 4/16/2009   | Country Hills Plaza, LLC                       | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 179   |             | Fremont Plaza L.L.C.                           | Price Development Company, Limited Partnership 100%   |                    |
| 180   | 4/16/2009   | Gateway Crossing L.L.C.                        | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 181   | 4/16/2009   | GGP-UC L.L.C.                                  | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 182   | 4/16/2009   | Majestic Partners-Provo, LLC                   | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 183   | 4/16/2009   | North Plains Mall, LLC                         | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 184   | 4/16/2009   | North Town Mall, LLC                           | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 185   | 4/16/2009   | Orem Plaza Center Street, LLC                  | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 186   | 4/16/2009   | PDC Community Centers L.L.C.                   | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 187   | 4/16/2009   | PDC-Eastridge Mall L.L.C.                      | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 188   | 4/16/2009   | PDC-Red Cliffs Mall L.L.C.                     | Price Development Company, Limited Partnership 100%   | Disregarded Entity |

General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES   | Ownership Percentage  | TIN                |
|-------|-------------|--|---|--------------------|
| 189   | 4/16/2009   | Pierre Bossier Mall, LLC                             | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 190   | 4/16/2009   | Pine Ridge Mall L.L.C.                               | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 191   |             | Plaza 800 L.L.C.                                     | Price Development Company, Limited Partnership 100%   |                    |
| 192   | 4/16/2009   | Price Development TRS, Inc.                          | Price Development Company, Limited Partnership 100%   | 26-0518038         |
| 193   | 4/16/2009   | Price Financing Partnership, L.P.                    | Price Development Company, Limited Partnership 99% LP; Price GP L.L.C. 1% GP                      | Disregarded Entity |
| 194   | 4/16/2009   | Price-ASG L.L.C.                                     | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 195   |             | Price-Boise Company, Ltd.                            | Price Development Company, Limited Partnership 73.334% GP; 5 individuals unrelated to GGP 26.666% |                    |
| 196   |             | Price-James JV HoldCo, LLC                           | Price Development Company, Limited Partnership 100%   |                    |
| 197   |             | Price-James Company                                  | Price-James JV HoldCo, LLC 50%; Thomas W. James 25%; Burnham Foundation 25%                       |                    |
| 198   |             | Provo Mall Development Company, Ltd.                 | Price Development Company, Limited Partnership 75% GP; JCP Realty Inc. 25% LP                     |                    |
| 199   |             | 500 West Associates, LLC                             | Provo Mall Development Company, Ltd. 100%   |                    |
| 200   |             | Provo Mall L.L.C.                                    | Provo Mall Development Company, Ltd. 100%   |                    |
| 201   | 4/16/2009   | River Falls Mall, LLC                                | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 202   | 4/16/2009   | Sierra Vista Mall, LLC                               | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 203   | 4/16/2009   | Silver Lake Mall, LLC                                | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 204   |             | Spokane Mall Development Company Limited Partnership | Price Development Company, Limited Partnership 75% GP; JCP Realty Inc. 25% LP                     |                    |
| 205   |             | Spokane Mall L.L.C.                                  | Spokane Mall Development Company Limited Partnership 100%   |                    |
| 206   | 4/16/2009   | Three Rivers Mall L.L.C.                             | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 207   | 4/16/2009   | TV Investment, LLC                                   | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 208   | 4/16/2009   | Boise Mall, LLC                                      | TV Investment, LLC 100%   | Disregarded Entity |
| 209   | 4/16/2009   | Visalia Mall L.L.C.                                  | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 210   | 4/16/2009   | Visalia Mall, L.P.                                   | Price Development Company, Limited Partnership 99.5% LP; Visalia Mall L.L.C. 0.5% GP              | Disregarded Entity |
| 211   | 4/16/2009   | White Mountain Mall, LLC                             | Price Development Company, Limited Partnership 100%   | Disregarded Entity |
| 212   | 4/16/2009   | Price GP L.L.C.                                      | GGP Acquisition, L.L.C. 100%  | Disregarded Entity |
| 213   | 4/16/2009   | GGP Ala Moana Holdings L.L.C.                        | GGPLP L.L.C. 100%   | Disregarded Entity |
| 214   | 4/16/2009   | GGP Ala Moana L.L.C.                                 | GGP Ala Moana Holdings L.L.C. 100%  | Disregarded Entity |
| 215   | 4/16/2009   | GGP Kapiolani Development L.L.C.                     | GGP Ala Moana Holdings L.L.C. 100%  | Disregarded Entity |
| 216   | 4/16/2009   | GGP Knollwood Mall, LP                               | GGPLP L.L.C. 99.5% LP; Knollwood Mall, Inc. .5% GP  | 20-3571685         |
| 217   | 4/22/2009   | GGP-Gateway Mall L.L.C.                              | GGPLP L.L.C. 99.5%; GGP-Gateway Mall, Inc. .5%  | 42-1426052         |
| 218   | 4/16/2009   | GGP-Glenbrook Holding L.L.C.                         | GGPLP L.L.C. 100%   | Disregarded Entity |
| 219   | 4/16/2009   | GGP-Glenbrook L.L.C.                                 | GGP-Glenbrook Holding L.L.C. 100%   | Disregarded Entity |
| 220   | 4/16/2009   | GGP-Grandville II L.L.C.                             | GGPLP L.L.C. 100%   | Disregarded Entity |
| 221   | 4/16/2009   | GGP-Grandville L.L.C.                                | GGP-Grandville II L.L.C. 99.5%; Grandville Mall, Inc. .5%   | 36-4106334         |
| 222   | 4/16/2009   | GGP-Grandville Land L.L.C.                           | GGPLP L.L.C. 99%; General Growth Properties, Inc. 1%  | 36-4451990         |
| 223   | 4/16/2009   | GGP-Maine Mall Holding L.L.C.                        | GGPLP L.L.C. 100%   | Disregarded Entity |
| 224   | 4/16/2009   | GGP-Maine Mall L.L.C.                                | GGP-Maine Mall Holding L.L.C. 100%  | Disregarded Entity |
| 225   | 4/22/2009   | GGP-Mall of Louisiana II, L.P.                       | GGPLP L.L.C. 99.5% LP; GGP-Mall of Louisiana, Inc. .5% GP   | 37-1489443         |
| 226   | 4/16/2009   | GGP-Mall of Louisiana, L.P.                          | GGP-Mall of Louisiana II, L.P. 99.5% LP; Mall of Louisiana Holding, Inc. .5%                      | 30-0247204         |
| 227   | 4/16/2009   | GGP-Mint Hill L.L.C.                                 | GGPLP L.L.C. 100%   | Disregarded Entity |
| 228   | 4/16/2009   | GGP-Pecanland II, L.P.                               | GGPLP L.L.C. 99.5% LP; GGP-Pecanland, Inc. .5% GP   | 33-1020891         |
| 229   | 4/16/2009   | GGP-Pecanland, L.P.                                  | GGP-Pecanland II, L.P. 99.5% LP; GGP-Pecanland, Inc. .5% GP                                       | 33-1020863         |
| 230   | 4/16/2009   | GGP-Redlands Mall L.L.C.                             | GGPLP L.L.C. 100%   | Disregarded Entity |
| 231   | 4/16/2009   | GGP-Redlands Mall, L.P.                              | GGPLP L.L.C. 99.5% LP; GGP-Redlands Mall L.L.C. .5% GP  | Disregarded Entity |
| 232   | 4/22/2009   | Grand Traverse Mall Partners, LP                     | GGPLP L.L.C. 99% LP; Grand Traverse Mall Holding, Inc. 1% GP                                      | 41-1749582         |
| 233   | 4/22/2009   | Kalamazoo Mall L.L.C.                                | GGPLP L.L.C. 99.5%; Kalamazoo Mall, Inc. .5%  | 36-4265371         |
| 234   | 4/16/2009   | Kapiolani Retail, LLC                                | GGPLP L.L.C. 100%   | Disregarded Entity |
| 235   | 4/16/2009   | Lakeview Square Limited Partnership                  | GGPLP L.L.C. 99% LP; GGP-Lakeview Square, Inc. 1% GP  | 36-4118376         |
| 236   | 4/16/2009   | Lansing Mall Limited Partnership                     | GGPLP L.L.C. 99% LP; GGP-Lansing Mall, Inc. 1% GP   | 36-4118373         |
| 237   | 4/16/2009   | Lockport L.L.C.                                      | GGPLP L.L.C. 99.999%; General Growth Properties, Inc. .001%                                       | 42-1425991         |
| 238   | 4/16/2009   | Lynnhaven Holding L.L.C.                             | GGPLP L.L.C. 100%   | Disregarded Entity |
| 239   | 4/16/2009   | Lynnhaven Mall L.L.C.                                | Lynnhaven Holding L.L.C. 100%   | Disregarded Entity |
| 240   | 4/16/2009   | Mall of Louisiana Land Holding, LLC                  | GGPLP L.L.C. 100%   | Disregarded Entity |
| 241   | 4/16/2009   | Mall of Louisiana Land, LP                           | GGPLP L.L.C. 99.5% LP; Mall of Louisiana Land Holding, LLC .5% GP                                 | Disregarded Entity |
| 242   | 4/16/2009   | Mall of the Bluffs, LLC                              | GGPLP L.L.C. 100%   | Disregarded Entity |
| 243   | 4/16/2009   | North Star Anchor Acquisition, LLC                   | GGPLP L.L.C. 100%   | Disregarded Entity |
| 244   | 4/16/2009   | Oakwood Hills Mall, LLC                              | GGPLP L.L.C. 100%   | Disregarded Entity |
| 245   | 4/16/2009   | Park Mall L.L.C.                                     | GGPLP L.L.C. 99.5%; Park Mall, Inc. .5%   | 36-4268169         |
| 246   | 4/16/2009   | Peachtree Mall L.L.C.                                | GGPLP L.L.C. 100%   | Disregarded Entity |
| 247   | 4/16/2009   | Pecanland Anchor Acquisition, LLC                    | GGPLP L.L.C. 100%   | Disregarded Entity |
| 248   | 4/16/2009   | Piedmont Mall, LLC                                   | GGPLP L.L.C. 100%   | Disregarded Entity |
| 249   | 4/16/2009   | Pines Mall Partners                                  | GGPLP L.L.C. 99%; General Growth Properties, Inc. 1%  | 42-1422185         |
| 250   | 4/16/2009   | Redlands Land Acquisition Company L.L.C.             | GGPLP L.L.C. 100%   | Disregarded Entity |
| 251   | 4/16/2009   | Redlands Land Acquisition Company, L.P.              | GGPLP L.L.C. 99.5% LP; Redlands Land Acquisition Company L.L.C. .5% GP                            | Disregarded Entity |

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| Count | Filing Date | ENTITIES                                     | Ownership Percentage   | TIN                |
|-------|-------------|--|--|--------------------|
| 252   | 4/16/2009   | Redlands Land Holding L.L.C.                 | Redlands Land Acquisition Company, L.P. 100%   | Disregarded Entity |
| 253   | 4/16/2009   | Rogue Valley Mall Holding L.L.C.             | GGPLP L.L.C. 100%  | Disregarded Entity |
| 254   | 4/16/2009   | Rogue Valley Mall L.L.C.                     | Rogue Valley Mall Holding L.L.C. 100%  | Disregarded Entity |
| 255   | 4/16/2009   | Saint Louis Galleria Anchor Acquisition, LLC | GGPLP L.L.C. 100%  | Disregarded Entity |
| 256   | 4/16/2009   | Saint Louis Galleria Holding L.L.C.          | GGPLP L.L.C. 100%  | Disregarded Entity |
| 257   | 4/16/2009   | Saint Louis Galleria L.L.C.                  | Saint Louis Galleria Holding L.L.C. 100%   | Disregarded Entity |
| 258   | 4/16/2009   | Sikes Senter, LLC                            | GGPLP L.L.C. 100%  | Disregarded Entity |
| 259   | 4/16/2009   | South Shore Partners, L.P.                   | GGPLP L.L.C. 99.5% LP; GGP-South Shore Partners, Inc. .5% GP   | 42-1426053         |
| 260   | 4/16/2009   | Southland Mall, L.P.                         | GGPLP L.L.C. 99.5% LP; Southland Mall, Inc. .5% GP   | 13-4221889         |
| 261   | 4/16/2009   | Southwest Denver Land L.L.C.                 | GGPLP L.L.C. 100%  | Disregarded Entity |
| 262   | 4/16/2009   | Southwest Plaza L.L.C.                       | GGPLP L.L.C. 100%  | Disregarded Entity |
| 263   | 4/16/2009   | Spring Hill Mall L.L.C.                      | GGPLP L.L.C. 100%  | Disregarded Entity |
| 264   | 4/22/2009   | Stonestown Shopping Center Holding L.L.C.    | GGPLP L.L.C. 100%  | Disregarded Entity |
| 265   | 4/16/2009   | Stonestown Shopping Center L.L.C.            | Stonestown Shopping Center Holding L.L.C. 100%   | Disregarded Entity |
| 266   | 4/16/2009   | Stonestown Shopping Center, L.P.             | Stonestown Shopping Center Holding L.L.C. 99.5% LP; Stonestown Shopping Center L.L.C. .5% GP                     | Disregarded Entity |
| 267   | 4/16/2009   | Tracy Mall Partners II, L.P.                 | GGPLP L.L.C. 99.5% LP; Tracy Mall, Inc. .5% GP   | 36-4369495         |
| 268   | 4/16/2009   | Tracy Mall Partners I L.L.C.                 | Tracy Mall Partners II, L.P. 99.5%; Tracy Mall, Inc. .5%   | 36-4369500         |
| 269   | 4/16/2009   | Tracy Mall Partners, L.P.                    | Tracy Mall Partners II, L.P. 99.5% LP; Tracy Mall Partners I L.L.C. .5 GP  | 42-1407674         |
| 270   | 4/16/2009   | Valley Hills Mall L.L.C.                     | GGPLP L.L.C. 99.5% LP; Valley Hills Mall, Inc. .5%   | 36-4186809         |
| 271   | 4/16/2009   | Victoria Ward, Limited                       | GGPLP L.L.C. 100%; 119 Preferred Stockholders  | 99-0057590         |
| 272   |             | Crossroads Mall Land, Inc., The              | Victoria Ward, Limited 100%  |                    |
| 273   | 4/16/2009   | GGP-Maine Mall Land L.L.C.                   | Victoria Ward, Limited 100%  | Disregarded Entity |
| 274   | 4/16/2009   | Saint Louis Land L.L.C.                      | Victoria Ward, Limited 100%  | Disregarded Entity |
| 275   | 4/16/2009   | Victoria Ward Center L.L.C.                  | Victoria Ward, Limited 100%  | Disregarded Entity |
| 276   | 4/16/2009   | Land Trust No. 89433                         | Victoria Ward Center L.L.C. 100%   | Disregarded Entity |
| 277   | 4/16/2009   | Victoria Ward Entertainment Center L.L.C.    | Victoria Ward, Limited 100%  | Disregarded Entity |
| 278   | 4/16/2009   | Land Trust No. 89434                         | Victoria Ward Entertainment Center L.L.C. 100%   | Disregarded Entity |
| 279   | 4/16/2009   | Victoria Ward Services, Inc.                 | Victoria Ward, Limited 100%  | 48-1298057         |
| 280   | 4/16/2009   | VW Condominium Development, LLC              | Victoria Ward Services, Inc. 100%  | Disregarded Entity |
| 281   | 4/16/2009   | Ward Gateway-Industrial-Village, LLC         | Victoria Ward, Limited 100%  | Disregarded Entity |
| 282   | 4/16/2009   | Land Trust No. FHB-TRES 200602               | Ward Gateway-Industrial-Village, LLC 100%  | Disregarded Entity |
| 283   | 4/16/2009   | Ward Plaza-Warehouse, LLC                    | Victoria Ward, Limited 100%  | Disregarded Entity |
| 284   | 4/16/2009   | Land Trust No. FHB-TRES 200601               | Ward Plaza-Warehouse, LLC 100%   | Disregarded Entity |
| 285   | 4/22/2009   | Greenwood Mall L.L.C.                        | GGP Limited Partnership 99.5%; Greenwood Mall, Inc. .5%  | 36-4425815         |
| 286   | 4/16/2009   | Greenwood Mall Land, LLC                     | GGP Limited Partnership 100%   | Disregarded Entity |
| 287   |             | Hoover JV HoldCo, LLC                        | GGP Limited Partnership 100%   |                    |
| 288   |             | Hoover Mall Holding, L.L.C.                  | Hoover JV HoldCo, LLC 50%; Wilson Galleria, LLC 50%  |                    |
| 289   |             | Hoover Mall Limited, L.L.C.                  | Hoover Mall Holding, L.L.C. 100%   |                    |
| 290   |             | Riverchase Anchor Acquisition, LLC           | Hoover Mall Holding, L.L.C. 100%   |                    |
| 291   |             | Ivanhoe JV HoldCo, LLC                       | GGP Limited Partnership 100%   |                    |
| 292   |             | Lakeland Square Mall, LLC                    | GGP Limited Partnership 100%   |                    |
| 293   | 4/16/2009   | Lincolnshire Commons, LLC                    | GGP Limited Partnership 100%   | Disregarded Entity |
| 294   | 4/16/2009   | Mall St. Vincent, L.P.                       | GGP Limited Partnership 99.999%; Mall St. Vincent, Inc. 0.001%   | 36-4246370         |
| 295   | 4/16/2009   | MSAB Holdings L.L.C.                         | GGP Limited Partnership 99.999%; MSAB Holdings, Inc. 0.001%  | 36-4387198         |
| 296   | 4/16/2009   | Natick Retail, LLC                           | GGP Limited Partnership 100%   | Disregarded Entity |
| 297   | 4/16/2009   | Newgate Mall Land Acquisition, LLC           | GGP Limited Partnership 100%   | Disregarded Entity |
| 298   | 4/16/2009   | Oklahoma Mall L.L.C.                         | GGP Limited Partnership 99%; Oklahoma Mall, Inc. 1%  | 36-4118382         |
| 299   |             | DayJay Associates                            | Oklahoma Mall L.L.C. 50%; JCP Realty, Inc. 49%; Riley Inc. d/b/a Riley Omega, Inc. 1%                            |                    |
| 300   |             | Quail Springs Mall, LLC                      | DayJay Associates 100%   |                    |
| 301   | 4/16/2009   | Parke West, LLC                              | GGP Limited Partnership 100%   | Disregarded Entity |
| 302   | 4/16/2009   | Phase II Mall Subsidiary, LLC                | GGP Limited Partnership 100%   | Disregarded Entity |
| 303   | 4/16/2009   | Rio West L.L.C.                              | GGP Limited Partnership 100%   | Disregarded Entity |
| 304   | 4/16/2009   | River Hills Land, LLC                        | GGP Limited Partnership 100%   | Disregarded Entity |
| 305   | 4/16/2009   | River Hills Mall, LLC                        | GGP Limited Partnership 100%   | Disregarded Entity |
| 306   | 4/16/2009   | Rouse Company LP, The                        | GGP Limited Partnership 99% LP; Rouse LLC 1% GP  | Disregarded Entity |
| 307   | 4/16/2009   | GGP Holding, Inc.                            | Rouse Company LP, The 100%; 120 Preferred Stockholders   | 36-4230211         |
| 308   | 4/16/2009   | Chattanooga Mall, Inc.                       | GGP Holding, Inc. 100%   | Disregarded Entity |
| 309   | 4/16/2009   | GGP Holding II, Inc.                         | GGP Holding, Inc. 99.9953082% common stock + 480 preferred shares ; Rouse Company LP, The .0046918% common stock | 30-0257493         |
| 310   | 4/16/2009   | Caledonian Holding Company, Inc.             | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 311   | 4/16/2009   | Bakersfield Mall, Inc.                       | Caledonian Holding Company, Inc. 100%  | Disregarded Entity |
| 312   | 4/16/2009   | GGP-La Place, Inc.                           | Caledonian Holding Company, Inc. 100%  | Disregarded Entity |
| 313   | 4/16/2009   | La Place Shopping, L.P.                      | Caledonian Holding Company, Inc. 99.5% LP; GGP-La Place, Inc. .5% GP   | Disregarded Entity |
| 314   | 4/16/2009   | RASCAP Realty, Ltd.                          | Caledonian Holding Company, Inc. 100%  | Disregarded Entity |

General Growth Properties Entity Matrix

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| Count | Filing Date | ENTITIES                                     | Ownership Percentage   | TIN                |
|-------|-------------|--|--|--------------------|
| 315   | 4/16/2009   | RS Properties Inc.                           | Caledonian Holding Company, Inc. 100%  | Disregarded Entity |
| 316   |             | Cumberland Mall, LLC                         | GGP Holding II, Inc. 100%  |                    |
| 317   | 4/16/2009   | Eastridge Shopping Center L.L.C.             | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 318   | 4/16/2009   | GGP American Holdings Inc.                   | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 319   | 4/16/2009   | GGP American Properties Inc.                 | GGP American Holdings Inc. 100%  | Disregarded Entity |
| 320   | 4/16/2009   | Boulevard Mall, Inc.                         | GGP American Properties Inc. 100%  | Disregarded Entity |
| 321   | 4/16/2009   | GGP Ivanhoe II, Inc.                         | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 322   |             | GGP Meadows Mall L.L.C.                      | GGP Ivanhoe II, Inc. 100%  |                    |
| 323   | 4/16/2009   | Landmark Mall L.L.C.                         | GGP Ivanhoe II, Inc. 100%  | Disregarded Entity |
| 324   | 4/16/2009   | Mayfair Mall, LLC                            | GGP Ivanhoe II, Inc. 100%  | Disregarded Entity |
| 325   | 4/22/2009   | Parcity L.L.C.                               | GGP Ivanhoe II, Inc. 99.99%; Park City Holding, Inc. 0.01%   | Disregarded Entity |
| 326   | 4/22/2009   | Parcity Trust                                | Parcity L.L.C. 100%  | Disregarded Entity |
| 327   | 4/22/2009   | Parciit-IIP Lancaster Venture                | Parcity Trust 50%; PC Lancaster Trust 50%  | Disregarded Entity |
| 328   | 4/22/2009   | Lancaster Trust                              | Parciit-IIP Lancaster Venture 100%   | Disregarded Entity |
| 329   | 4/22/2009   | Park City Holding, Inc.                      | GGP Ivanhoe II, Inc. 100%  | Disregarded Entity |
| 330   | 4/22/2009   | PC Lancaster L.L.C.                          | GGP Ivanhoe II, Inc. 99.99%; Park City Holding, Inc. .01%  | Disregarded Entity |
| 331   | 4/22/2009   | PC Lancaster Trust                           | PC Lancaster L.L.C. 100%   | Disregarded: GGP H |
| 332   | 4/16/2009   | GGP Ivanhoe IV Services, Inc.                | GGP Holding II, Inc. 100%  | 30-0206959         |
| 333   | 4/16/2009   | GGP Savannah L.L.C.                          | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 334   | 4/16/2009   | GGP-Canal Shoppes L.L.C.                     | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 335   | 4/16/2009   | Grand Canal Shops II LLC                     | GGP-Canal Shoppes L.L.C. 100%  | Disregarded Entity |
| 336   | 4/16/2009   | GGP-Pecanland, Inc.                          | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 337   |             | Oak View Mall L.L.C.                         | GGP Holding II, Inc. 100%  |                    |
| 338   | 4/16/2009   | Oglethorpe Mall L.L.C.                       | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 339   | 4/16/2009   | Prince Kuhio Plaza, Inc.                     | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 340   | 4/16/2009   | Southland Mall, Inc.                         | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 341   | 4/16/2009   | U.K.-American Properties, Inc.               | GGP Holding II, Inc. 100%  | Disregarded Entity |
| 342   |             | U.K.-LaSalle, LLC                            | GGP Holding II, Inc. 100%  |                    |
| 343   | 4/16/2009   | GGP Holding Services, Inc.                   | GGP Holding, Inc. 100%   | 14-1870219         |
| 344   | 4/16/2009   | HRD Remainder, Inc.                          | GGP Holding, Inc. 100%   | Disregarded Entity |
| 345   |             | ACB Parking Business Trust                   | HRD Remainder, Inc. 100%   |                    |
| 346   |             | American City Building Corporation           | HRD Remainder, Inc. 100%   |                    |
| 347   | 4/16/2009   | Baltimore Center Garage Limited Partnership  | HRD Remainder, Inc. 74.5% LP; Baltimore Center, LLC 25% GP; Village of Cross Keys, LLC, The 0.5% LP  | Disregarded Entity |
| 348   | 4/16/2009   | Benson Park Business Trust                   | HRD Remainder, Inc. 100%   | Disregarded Entity |
| 349   |             | Columbia Mall, Inc.                          | HRD Remainder, Inc. 100%   |                    |
| 350   | 4/22/2009   | 10 CCC Business Trust                        | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 351   |             | 10 CCC Borrower, LLC                         | 10 CCC Business Trust 100%   |                    |
| 352   | 4/22/2009   | 20 CCC Business Trust                        | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 353   |             | 20 CCC Borrower, LLC                         | 20 CCC Business Trust 100%   |                    |
| 354   | 4/22/2009   | 30 CCC Business Trust                        | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 355   |             | 30 CCC Borrower, LLC                         | 30 CCC Business Trust 100%   |                    |
| 356   |             | CMI Corporate Parking Business Trust         | Columbia Mall, Inc. 100%   |                    |
| 357   |             | Columbia Mall Business Trust                 | Columbia Mall, Inc. 100%   |                    |
| 358   | 4/16/2009   | Fifty Columbia Corporate Center, LLC         | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 359   | 4/16/2009   | Forty Columbia Corporate Center, LLC         | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 360   | 4/16/2009   | Lakeside Mall Holding, LLC                   | Columbia Mall, Inc. 82.04%; HRD Remainder, Inc. 7.83%; Rouse Company Operating Partnership LP, The 6.89%; Hickory Ridge Village Center, Inc. 3.24% | 38-3147441         |
| 361   | 4/16/2009   | Lakeside Mall Property LLC                   | Lakeside Mall Holding, LLC 100%  | Disregarded Entity |
| 362   |             | Mall in Columbia Holding L.L.C., The         | Columbia Mall, Inc. 100%   |                    |
| 363   |             | Mall in Columbia Holding II L.L.C., The      | Mall in Columbia Holding L.L.C., The 100%  |                    |
| 364   |             | CM Theatre Business Trust                    | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 365   |             | CM-H Business Trust                          | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 366   |             | CM-N Business Trust                          | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 367   |             | Lot 48 Business Trust                        | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 368   |             | Lot 49 Business Trust                        | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 369   |             | Mall Entrances Business Trust                | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 370   |             | Mall in Columbia Business Trust, The         | Mall in Columbia Holding II L.L.C., The 100%   |                    |
| 371   | 4/16/2009   | Park Square Limited Partnership              | Columbia Mall, Inc. 99% LP; Sixty Columbia Corporate Center, LLC 1% GP   | Disregarded Entity |
| 372   |             | 60 CCC Borrower, LLC                         | Park Square Limited Partnership 100%   |                    |
| 373   | 4/16/2009   | Parkside Limited Partnership                 | Columbia Mall, Inc. 99% LP; Fifty Columbia Corporate Center, LLC 1% GP   | Disregarded Entity |
| 374   |             | 50 CCC Borrower, LLC                         | Parkside Limited Partnership 100%  |                    |
| 375   | 4/16/2009   | Parkview Office Building Limited Partnership | Columbia Mall, Inc. 99% LP; Forty Columbia Corporate Center, LLC 1% GP   | Disregarded Entity |
| 376   |             | 40 CCC Borrower, LLC                         | Parkview Office Building Limited Partnership 100%  |                    |
| 377   | 4/22/2009   | Running Brook Business Trust                 | Columbia Mall, Inc. 100%   | Disregarded Entity |



General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES  | Ownership Percentage   | TIN                |
|-------|-------------|---|--|--------------------|
| 378   |             | Running Brook Borrower, LLC                           | Running Brook Business Trust 100%  |                    |
| 379   |             | Seventy Columbia Corporate Center Limited Partnership | Columbia Mall, Inc. 99% LP; Seventy Columbia Corporate Center, LLC 1% GP   |                    |
| 380   |             | Seventy Columbia Corporate Center, LLC                | Columbia Mall, Inc. 100%   |                    |
| 381   | 4/16/2009   | Sixty Columbia Corporate Center, LLC                  | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 382   | 4/22/2009   | Town Center East Business Trust                       | Columbia Mall, Inc. 100%   | Disregarded Entity |
| 383   |             | CCC Association Borrower, LLC                         | Town Center East Business Trust 100%   |                    |
| 384   |             | CCC Exhibit Borrower, LLC                             | Town Center East Business Trust 100%   |                    |
| 385   |             | CCC Ridgely Borrower, LLC                             | Town Center East Business Trust 100%   |                    |
| 386   |             | Columbia Mall SPE, LLC                                | Town Center East Business Trust 100%   |                    |
| 387   |             | Columbia Management, Inc.                             | HRD Remainder, Inc. 100%   |                    |
| 388   | 4/16/2009   | Hickory Ridge Village Center, Inc.                    | HRD Remainder, Inc. 100%   | Disregarded Entity |
| 389   |             | Howard Research And Development Corporation, The      | HRD Remainder, Inc. 100%   |                    |
| 390   |             | Bridgeland GP, LLC                                    | Howard Research And Development Corporation, The 100%  |                    |
| 391   |             | Columbia Land Holdings, Inc.                          | Howard Research And Development Corporation, The 100%  |                    |
| 392   |             | Cypress LA, LLC                                       | Howard Research And Development Corporation, The 100%  |                    |
| 393   |             | Emerson Land, LLC                                     | Howard Research And Development Corporation, The 100%  |                    |
| 394   |             | Emerson Land Business Trust                           | Emerson Land, LLC 100%   |                    |
| 395   | 4/16/2009   | Gateway Overlook II Business Trust                    | Howard Research And Development Corporation, The 100%  | Disregarded Entity |
| 396   |             | Gateway Overlook II Borrower, LLC                     | Gateway Overlook II Business Trust 100%  |                    |
| 397   |             | Gateway Overlook III Business Trust                   | Howard Research And Development Corporation, The 100%  |                    |
| 398   |             | Harper's Choice Business Trust                        | Howard Research And Development Corporation, The 100%  |                    |
| 399   |             | LP Rouse-Houston, LLC                                 | Howard Research And Development Corporation, The 100%  |                    |
| 400   |             | GGP - Bridgeland, LP                                  | LP Rouse-Houston, LLC 99% LP; Bridgeland GP, LLC 1% GP   |                    |
| 401   |             | LRVC Business Trust                                   | Howard Research And Development Corporation, The 100%  |                    |
| 402   |             | Merriweather Post Business Trust                      | Howard Research And Development Corporation, The 100%  |                    |
| 403   |             | Oakland Ridge Industrial Development Corporation      | Howard Research And Development Corporation, The 100%  |                    |
| 404   |             | Parcel C Business Trust                               | Howard Research And Development Corporation, The 100%  |                    |
| 405   |             | Parcel D Business Trust                               | Howard Research And Development Corporation, The 100%  |                    |
| 406   |             | Rouse Transportation, LLC                             | Howard Research And Development Corporation, The 100%  |                    |
| 407   |             | Rouse-MerchantWired, Inc.                             | Howard Research And Development Corporation, The 100%  |                    |
| 408   |             | Rouse-Phoenix Hotel Corporation                       | Howard Research And Development Corporation, The 100%  |                    |
| 409   |             | Rouse-Phoenix Hotel Parking, Inc.                     | Howard Research And Development Corporation, The 100%  |                    |
| 410   |             | Stone Lake, LLC                                       | Howard Research And Development Corporation, The 100%  |                    |
| 411   |             | Town Center East Parking Lot Business Trust           | Howard Research And Development Corporation, The 100%  |                    |
| 412   | 4/16/2009   | West Kendall Holdings, LLC                            | Howard Research And Development Corporation, The 100%  | Disregarded Entity |
| 413   |             | HRD Parking Deck Business Trust                       | HRD Remainder, Inc. 100%   |                    |
| 414   | 4/16/2009   | HRD Parking, Inc.                                     | HRD Remainder, Inc. 100%   | Disregarded Entity |
| 415   |             | Lakefront North Parking, Inc.                         | HRD Remainder, Inc. 100%   |                    |
| 416   | 4/16/2009   | Rouse-Arizona Retail Center Limited Partnership       | HRD Remainder, Inc. 99% LP; Rouse-Arizona Center, LLC 1% GP  | 52-1644885         |
| 417   | 4/16/2009   | Rouse-Phoenix Master Limited Partnership              | HRD Remainder, Inc. 99% LP; Rouse-Phoenix Development Company, LLC 1% GP   | 52-1535092         |
| 418   |             | TRC Parking Business Trust                            | HRD Remainder, Inc. 100%   |                    |
| 419   | 4/16/2009   | White Marsh Mall, LLC                                 | HRD Remainder, Inc. 100%   | Disregarded Entity |
| 420   | 4/16/2009   | White Marsh Mall Associates                           | HRD Remainder, Inc. 50%; White Marsh Mall, LLC 50%   | Disregarded Entity |
| 421   | 4/16/2009   | White Marsh General Partnership                       | White Marsh Mall Associates 50%; White Marsh Phase II Associates 50%   | Disregarded Entity |
| 422   | 4/16/2009   | White Marsh Phase II Associates                       | HRD Remainder, Inc. 50%; White Marsh Mall, LLC 50%   | Disregarded Entity |
| 423   | 4/16/2009   | Willowbrook II, LLC                                   | HRD Remainder, Inc. 100%   | Disregarded Entity |
| 424   |             | Wincopin Restaurant Business Trust                    | HRD Remainder, Inc. 100%   |                    |
| 425   | 4/16/2009   | Northgate Mall L.L.C.                                 | GGP Holding, Inc. 99.5%; Chattanooga Mall, Inc. .5%  | Disregarded Entity |
| 426   | 4/16/2009   | GGP-Burlington L.L.C.                                 | Rouse Company LP, The 99%; GGP Holding II, Inc. 1%   | 68-0572109         |
| 427   | 4/16/2009   | DK Burlington Town Center LLC                         | GGP-Burlington L.L.C. 100%   | Disregarded Entity |
| 428   | 4/22/2009   | Burlington Town Center II LLC                         | DK Burlington Town Center LLC 100%   | Disregarded Entity |
| 429   | 4/16/2009   | Burlington Town Center LLC, The                       | Burlington Town Center II LLC 100%   | Disregarded Entity |
| 430   | 4/16/2009   | Ho Retail Properties I Limited Partnership            | Rouse Company LP, The 99% LP; Prince Kuhio Plaza, Inc. 1% GP   | 36-4066769         |
| 431   | 4/16/2009   | Howard Hughes Properties, Inc.                        | Rouse Company LP, The 100%   | 52-2068603         |
| 432   | 4/16/2009   | 10000 West Charleston Boulevard, LLC                  | Howard Hughes Properties, Inc. 100%  | Disregarded Entity |
| 433   | 4/16/2009   | Howard Hughes Canyon Pointe Q4, LLC                   | Howard Hughes Properties, Inc. 100%  | Disregarded Entity |
| 434   |             | Howard Hughes Centerpoint, LLC                        | Howard Hughes Properties, Inc. 100%  |                    |
| 435   |             | Center Pointe Plaza LLC                               | Centerpoint Management, LLC 50%; Howard Hughes Centerpoint, LLC 50%  |                    |
| 436   | 4/16/2009   | Howard Hughes Properties IV, LLC                      | Howard Hughes Properties, Inc. 100%  | Disregarded Entity |
| 437   | 4/16/2009   | Howard Hughes Properties V, LLC                       | Howard Hughes Properties, Inc. 100%  | Disregarded Entity |
| 438   | 4/16/2009   | MSM Property L.L.C.                                   | Howard Hughes Properties, Inc. 50%; Mall St. Matthews Company, LLC 49%; Rouse Company Operating Partnership LP, The 1% | 20-2502929         |
| 439   | 4/16/2009   | Hughes Corporation, The                               | Rouse Company LP, The 100%   | 52-2044858         |
| 440   | 4/16/2009   | Howard Hughes Corporation, The                        | Hughes Corporation, The 100%   | 74-0698800         |

General Growth Properties Entity Matrix

| Count | Filing Date | ENTITIES  | Ownership Percentage   | TIN                |
|-------|-------------|---|--|--------------------|
| 441   |             | Clower Acquisitions LLC                             | Howard Hughes Corporation, The 100%  |                    |
| 442   |             | H-Tex, Incorporated                                 | Howard Hughes Corporation, The 100%  |                    |
| 443   |             | Hughes Properties, Inc.                             | Howard Hughes Corporation, The 100%  |                    |
| 444   |             | Red Rock Investment, LLC                            | Howard Hughes Corporation, The 100%  |                    |
| 445   |             | Rouse Tri-Party TRS, Inc.                           | Howard Hughes Corporation, The 100%  |                    |
| 446   |             | Tri-Party Non-856 Assets, LLC                       | Westfield 43.294%; Simon 29.4209%; Rouse Tri-Party TRS, Inc. 27.285%   |                    |
| 447   |             | Rolim Associates                                    | Stichting Pension Funds ABP 50%; Tri-Party Non-856 Assets, LLC 50%   |                    |
| 448   |             | R A Hotel, Inc.                                     | Rolim Associates 100%  |                    |
| 449   |             | R A West, Inc.                                      | Rolim Associates 100%  |                    |
| 450   |             | RA-CFH, LLC   | Rolim Associates 100%  |                    |
| 451   | 4/16/2009   | Rouse-Fairwood Development Corporation              | Howard Hughes Corporation, The 100%  | 52-2069217         |
| 452   | 4/16/2009   | 1450 Center Crossing Drive, LLC                     | Rouse-Fairwood Development Corporation 100%  | Disregarded Entity |
| 453   | 4/16/2009   | 1451 Center Crossing Drive, LLC                     | Rouse-Fairwood Development Corporation 100%  | Disregarded Entity |
| 454   | 4/16/2009   | Greengate Mall, Inc.                                | Rouse-Fairwood Development Corporation 100%  | 52-0808940         |
| 455   |             | Rouse Holding Limited Partnership                   | Rouse-Fairwood Development Corporation 70% GP; Howard Research And Development Corporation, The 30% LP   |                    |
| 456   |             | Rouse-Fairwood Development Limited Partnership      | Rouse Holding Limited Partnership 54% LP; Rouse-Fairwood Development Corporation 46% GP & LP   |                    |
| 457   |             | Fairwood Commercial Front Foot Benefit Company, LLC | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 458   |             | Fairwood Front Foot Benefit Company, LLC            | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 459   |             | Fairwood-Four Front-Foot Benefit Company, LLC       | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 460   |             | Fairwood-GPP Front-Foot Benefit Company, LLC        | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 461   |             | Fairwood-Promise Front-Foot Benefit Company, LLC    | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 462   |             | Fairwood-Prospect Front-Foot Benefit Company, LLC   | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 463   |             | Fairwood-Three Front-Foot Benefit Company, LLC      | Rouse-Fairwood Development Limited Partnership 100%  |                    |
| 464   |             | Rouse-Abbey, LLC                                    | Rouse-Fairwood Development Corporation 100%  |                    |
| 465   |             | Abbey Acquisition LLC                               | Westfield 43.2941%; Simon 29.4209%; Rouse-Abbey, LLC 27.285%   |                    |
| 466   |             | Rouse-Wincopin, LLC                                 | Rouse-Fairwood Development Corporation 100%  |                    |
| 467   |             | Summa Corporation                                   | Howard Hughes Corporation, The 100%  |                    |
| 468   | 4/16/2009   | Summerlin Corporation                               | Howard Hughes Corporation, The 100%  | 88-0195927         |
| 469   |             | THC-HRE, LLC  | Howard Hughes Corporation, The 100%  |                    |
| 470   |             | Hex Holding, LLC                                    | THC-HRE, LLC 56.7059%; Howard Hughes Corporation, The 43.2941%   |                    |
| 471   |             | Hexalon Real Estate, Inc.                           | Hex Holding, LLC 100% Common Stock; 119 Preferred Stockholders   |                    |
| 472   |             | TWC Land Development, LLC                           | Howard Hughes Corporation, The 100%  |                    |
| 473   |             | TWC Land Development, LP                            | Howard Hughes Corporation, The 99% LP; TWC Land Development, LLC 1% GP   |                    |
| 474   |             | TWLDC Holdings, LP                                  | MS/TWC Joint Venture (Morgan Stanley) 56.5% LP; TWC Land Development, LP 42.5% GP; MS/TWC, Inc. (Morgan Stanley) 1% GP                               |                    |
| 475   |             | TWLDC Holdings GP, LLC                              | TWLDC Holdings, LP 100%  |                    |
| 476   |             | Woodlands Land Development Co., LP, The             | TWLDC Holdings, LP 99%; TWLDC Holdings GP, LLC 1%  |                    |
| 477   |             | Town Center Development Company GP, LLC             | Woodlands Land Development Co., LP, The 100%   |                    |
| 478   |             | Town Center Development Company, LP                 | Woodlands Land Development Co., LP, The 99% LP; Town Center Development Company GP, LLC 1% GP  |                    |
| 479   |             | Woodlands Acquisition, LLC                          | Woodlands Land Development Co., LP, The 100%   |                    |
| 480   |             | Woodlands Custom Residential Sales, LLC, The        | Woodlands Land Development Co., LP, The 100%   |                    |
| 481   |             | Woodlands Custom Sales, LP, The                     | Woodlands Land Development Co., LP, The 99% LP; Woodlands Custom Residential Sales, LLC, The 1% GP   |                    |
| 482   |             | TWC Operating, LLC                                  | Howard Hughes Corporation, The 100%  |                    |
| 483   |             | TWC Operating, LP                                   | Howard Hughes Corporation, The 99% LP; TWC Operating, LLC 1% GP  |                    |
| 484   |             | Woodlands Operating Company, L.P., The              | MS/TWC Joint Venture (Morgan Stanley) 56.5% LP; TWC Operating, LP 42.5% LP; MS/TWC, Inc. (Morgan Stanley) 1% GP                                      |                    |
| 485   |             | Corporate Housing Partnership                       | Woodlands Operating Company, L.P., The 99%; WECCR, Inc. 1%   |                    |
| 486   |             | WECCR General Partnership                           | Woodlands Operating Company, L.P., The 99%; WECCR, Inc. 1%   |                    |
| 487   |             | Woodlands Beverage, Inc., The                       | WECCR General Partnership 100%   |                    |
| 488   |             | Beverage Operations, Inc.                           | Woodlands Beverage, Inc., The 100%   |                    |
| 489   |             | WECCR, Inc.   | Woodlands Operating Company, L.P., The 100%  |                    |
| 490   |             | Woodlands Brokerage, LLC, The                       | Woodlands Operating Company, L.P., The 100%  |                    |
| 491   |             | Woodlands Commercial Brokerage Co., LP, The         | Woodlands Operating Company, L.P., The 99% LP; Woodlands Brokerage, LLC, The 1% GP   |                    |
| 492   |             | Woodlands Corporation, The                          | Woodlands Operating Company, L.P., The 100%  |                    |
| 493   | 4/16/2009   | Vista Commons, LLC                                  | Howard Hughes Corporation, The 100%  | Disregarded Entity |
| 494   |             | Princeton Land East, LLC                            | Hughes Corporation, The 100%   |                    |
| 495   | 4/16/2009   | Rouse Company BT, LLC, The                          | Rouse Company LP, The 100%   | Disregarded Entity |
| 496   | 4/16/2009   | Rouse Company Operating Partnership LP, The         | Rouse Company BT, LLC, The 99.00001% LP; Rouse Company LP, The .999999% GP   | Disregarded Entity |
| 497   |             | 10450 West Charleston Boulevard, LLC                | Rouse Company Operating Partnership LP, The 100%   |                    |
| 498   | 4/16/2009   | Arizona Center Parking, LLC                         | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 499   | 4/16/2009   | Austin Mall Limited Partnership                     | Rouse Company Operating Partnership LP, The 99% LP; Austin Mall, LLC 1% GP   | Disregarded Entity |
| 500   |             | Highland Mall Joint Venture, The                    | CPI-Highland Associates, LP 50% GP; Austin Mall Limited Partnership 48% GP; Austin Mall, LLC 2% GP   |                    |
| 501   |             | Highland Mall Limited Partnership                   | Highland Mall Joint Venture, The 99% LP; Rouse-Highland, LLC 0.5% GP; CPI-Highland Associates, LP 0.5% GP  |                    |
| 502   | 4/16/2009   | Baltimore Center Associates Limited Partnership     | Baltimore Center, LLC 25% GP; HRD Remainder, Inc. 25% LP; Rouse Company Operating Partnership LP, The 25% LP; Village of Cross Keys, LLC, The 25% LP | Disregarded Entity |

General Growth Properties Entity Matrix

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| Count | Filing Date | ENTITIES  | Ownership Percentage  | TIN                |
|-------|-------------|---|---|--------------------|
| 503   | 4/16/2009   | Baltimore Center, LLC                                       | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 504   |             | Bayside Marketplace, LLC                                    | Rouse Company Operating Partnership LP, The 100%  |                    |
| 505   | 4/16/2009   | Beachwood Place Holding, LLC                                | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 506   | 4/16/2009   | Beachwood Place Mall, LLC                                   | Beachwood Place Holding, LLC 100%   | Disregarded Entity |
| 507   |             | Chesapeake Investors, LLC                                   | Rouse Company Operating Partnership LP, The 100%  |                    |
| 508   |             | Rouse Commercial Properties, LLC                            | Chesapeake Investors, LLC 100%  |                    |
| 509   |             | Hunt Valley Title Holding Company, LLC                      | Rouse Commercial Properties, LLC 100%   |                    |
| 510   |             | Rivers Park ABC, LLC  | Rouse Commercial Properties, LLC 100%   |                    |
| 511   |             | Riverspark Associates Limited Partnership                   | Rouse Commercial Properties, LLC 98% LP; Hunt Valley Title Holding Company, LLC 1% GP; Rouse Commercial Properties, LLC 1% GP       |                    |
| 512   |             | Triangle Business Center I Limited Partnership              | Rouse Commercial Properties, LLC 98% LP; Hunt Valley Title Holding Company, LLC 1% GP; Rouse Commercial Properties, LLC 1% GP       |                    |
| 513   |             | Christiana Holdings I LLC                                   | Rouse Company Operating Partnership LP, The 100%  |                    |
| 514   |             | Christiana Acquisition LLC                                  | Christiana Holdings I LLC 50% ; Christiana Holdings II, LLC 50%   |                    |
| 515   |             | Christiana Mall LLC   | Christiana Acquisition LLC 100%   |                    |
| 516   |             | CMA Access Company, LLC                                     | Christiana Mall LLC 100%  |                    |
| 517   | 4/16/2009   | Collin Creek Anchor Acquisition, LLC                        | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 518   | 4/16/2009   | Collin Creek Mall, LLC                                      | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 519   |             | Columbia Crossing, LLC                                      | Rouse Company Operating Partnership LP, The 100%  |                    |
| 520   | 4/16/2009   | Faneuil Hall Marketplace, LLC                               | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 521   | 4/16/2009   | Fashion Place Anchor Acquisition, LLC                       | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 522   | 4/16/2009   | Fashion Place, LLC  | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 523   |             | Four OM, LLC  | Rouse Company Operating Partnership LP, The 100%  |                    |
| 524   |             | Four Owings Mills Corporate Center Land Limited Partnership | Rouse Company Operating Partnership LP, The 99% LP; Four OM, LLC 1% GP  |                    |
| 525   |             | Four OM SPE, LLC  | Four Owings Mills Corporate Center Land Limited Partnership 100%  |                    |
| 526   |             | Four State JV HoldCo, LLC                                   | Rouse Company Operating Partnership LP, The 100%  |                    |
| 527   |             | Four State Properties, LLC                                  | JPMorgan & NYSTERS 65%; Rouse Company Operating Partnership LP, The 35%   |                    |
| 528   |             | Park Meadows Mall Holding, LLC                              | Four State Properties, LLC 100%   |                    |
| 529   |             | Park Meadows Mall, LLC                                      | Park Meadows Mall Holding, LLC 100%   |                    |
| 530   |             | Rouse-Bridgewater Commons, LLC                              | Four State Properties, LLC 100%   |                    |
| 531   |             | Bridgewater Commons Mall, LLC                               | Rouse-Bridgewater Commons, LLC 100%   |                    |
| 532   |             | Bridgewater Commons Mall Development, LLC                   | Bridgewater Commons Mall, LLC 100%  |                    |
| 533   |             | Bridgewater Commons Mall II, LLC                            | Bridgewater Commons Mall, LLC 100%  |                    |
| 534   |             | Rouse-Towson Town Center, LLC                               | Four State Properties, LLC 100%   |                    |
| 535   |             | Towson TC, LLC  | Rouse-Towson Town Center, LLC 99.5% ; TTC SPE, LLC .5%  |                    |
| 536   |             | Rouse-TTC Funding, LLC                                      | Towson TC, LLC 100%   |                    |
| 537   |             | TTC SPE, LLC  | Four State Properties, LLC 99%; TTC Member, LLC 1%  |                    |
| 538   |             | Governor's Square Mall, LLC                                 | Rouse Company Operating Partnership LP, The 100%  |                    |
| 539   | 4/16/2009   | Harbor Place Associates Limited Partnership                 | Rouse Company Operating Partnership LP, The 99% GP; Rouse-Fairwood Development Corporation 1% LP                                    | 52-1138763         |
| 540   | 4/16/2009   | Harborplace Borrower, LLC                                   | Harbor Place Associates Limited Partnership 100%  | Disregarded Entity |
| 541   |             | Harborplace Management Company, LLC                         | Rouse Company Operating Partnership LP, The 100%  |                    |
| 542   | 4/16/2009   | HMF Properties, LLC   | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 543   | 4/16/2009   | Hocker Oxmoor Partners, LLC                                 | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 544   | 4/16/2009   | Hocker Oxmoor, LLC  | Hocker Oxmoor Partners, LLC 100%  | Disregarded Entity |
| 545   | 4/16/2009   | Howard Hughes Properties, Limited Partnership               | Rouse Company Operating Partnership LP, The 94.423% LP; Howard Hughes Corporation, The 5.577% GP                                    | 88-0193933         |
| 546   | 4/16/2009   | 10000 Covington Cross, LLC                                  | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 547   | 4/16/2009   | 10190 Covington Cross, LLC                                  | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 548   | 4/16/2009   | 1120/1140 Town Center Drive, LLC                            | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 549   | 4/16/2009   | 1160/1180 Town Center Drive, LLC                            | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 550   | 4/16/2009   | 1201-1281 Town Center Drive, LLC                            | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 551   | 4/16/2009   | 1251 Center Crossing, LLC                                   | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 552   | 4/16/2009   | 1551 Hillshire Drive, LLC                                   | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 553   | 4/16/2009   | 1635 Village Centre Circle, LLC                             | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 554   | 4/16/2009   | 1645 Village Center Circle, LLC                             | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 555   | 4/16/2009   | 9901-9921 Covington Cross, LLC                              | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 556   | 4/16/2009   | 9950-9980 Covington Cross, LLC                              | Howard Hughes Properties, Limited Partnership 100%  | Disregarded Entity |
| 557   | 4/16/2009   | HHP Government Services, Limited Partnership                | Howard Hughes Properties, Limited Partnership 99% LP; Summerlin Corporation 1% GP   | 88-0275387         |
| 558   |             | HHPLP JV HoldCo I, LLC                                      | Howard Hughes Properties, Limited Partnership 100%  |                    |
| 559   |             | HHPLP JV HoldCo II, LLC                                     | HHPLP JV HoldCo I, LLC 100%   |                    |
| 560   |             | Lake Meade & Buffalo Partnership                            | HHPLP JV HoldCo II, LLC 50%; Jim Christensen 50%  |                    |
| 561   |             | Maguire Partners- Playa Vista Area C                        | JMB 53% GP; Howard Hughes Properties, Limited Partnership 47% LP  |                    |
| 562   |             | Maguire Partners-Playa Vista                                | JMB 53% GP; Howard Hughes Properties, Limited Partnership 47% LP  |                    |
| 563   | 4/16/2009   | Rouse F.S., LLC   | Howard Hughes Properties, Limited Partnership 69.75%; Rouse Company Operating Partnership LP, The 30.18%; HRD Remainder, Inc. 0.07% | 52-2109886         |
| 564   | 4/16/2009   | Fashion Show Mall LLC                                       | Rouse F.S., LLC 100%  | Disregarded Entity |

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| Count | Filing Date | ENTITIES   | Ownership Percentage   | TIN                |
|-------|-------------|--|--|--------------------|
| 565   | 4/16/2009   | Rouse SI Shopping Center, LLC                                    | Howard Hughes Properties, Limited Partnership 100%   | Disregarded Entity |
| 566   | 4/16/2009   | Sumnerlin Centre, LLC  | Howard Hughes Properties, Limited Partnership 100%   | Disregarded Entity |
| 567   |             | Trails Village Center Co.  | Howard Hughes Properties, Limited Partnership 50%; Jim Christensen 50%   |                    |
| 568   | 4/16/2009   | Hulen Mall, LLC  | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 569   |             | La Cantera Holding, LP   | Rouse Company Operating Partnership LP, The 99% LP; La Cantera Holding GP, LLC 1% GP   |                    |
| 570   |             | La Cantera Retail Limited Partnership                            | La Cantera Holding, LP 75% GP; USAA Real Estate Company 25% LP   |                    |
| 571   | 4/16/2009   | Mall St. Matthews Company, LLC                                   | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 572   |             | Mizner JV HoldCo, LLC  | Rouse Company Operating Partnership LP, The 100%   |                    |
| 573   |             | Mizner Park Holdings V, LLC                                      | Henley Holding Company 50%; Mizner JV HoldCo, LLC 50%  |                    |
| 574   | 4/16/2009   | New Orleans Riverwalk Limited Partnership                        | Rouse Company Operating Partnership LP, The 91% LP; Greengate Mall, Inc. 8% LP; Rouse-New Orleans, LLC 1% GP   | 52-1381645         |
| 575   |             | Northwest JV HoldCo, LLC   | Rouse Company Operating Partnership LP, The 100%   |                    |
| 576   |             | Northwest Associates   | Northwest JV HoldCo, LLC 99%; Caselmar, LP 1%  |                    |
| 577   | 4/16/2009   | NSMJV, LLC   | Rouse Company Operating Partnership LP, The 98.88%; HRD Remainder, Inc. 1.12%  | 52-1039431         |
| 578   | 4/16/2009   | North Star Mall, LLC   | NSMJV, LLC 100%  | Disregarded Entity |
| 579   |             | O.M. Land Development, LLC                                       | Rouse Company Operating Partnership LP, The 100%   |                    |
| 580   |             | One Owings Mills Corporate Center Associates Limited Partnership | O.M. Land Development, LLC 64% LP; AON 35% LP; One Owings Mills Corporate Center, LLC 1% GP  |                    |
| 581   |             | Two Owings Mills Corporate Center Associates Limited Partnership | O.M. Land Development, LLC 54% LP; AON 45% LP; Two Owings Mills Corporate Center, LLC 1% GP  |                    |
| 582   | 4/16/2009   | Oakwood Shopping Center Limited Partnership                      | Rouse Company Operating Partnership LP, The 95% LP; Rouse-Oakwood Shopping Center, LLC 5% GP   | 52-1519385         |
| 583   |             | One Owings Mills Corporate Center, LLC                           | Rouse Company Operating Partnership LP, The 100%   |                    |
| 584   | 4/16/2009   | One Willow Company, LLC  | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 585   |             | Rouse-Westlake Limited Partnership                               | One Willow Company, LLC 65% LP; Two Willow Company, LLC 32% LP; HRD Remainder, Inc. 1% LP; Rouse Company Operating Partnership LP, The 1% LP; Rouse-Seattle, LLC 1% GP |                    |
| 586   |             | Westlake Center Associates Limited Partnership                   | Rouse-Westlake Limited Partnership 75% GP & LP; Rouse-Westlake Limited Partnership II 24% LP; Outside Third Parties 1% LP  |                    |
| 587   | 4/16/2009   | Three Willow Company, LLC  | One Willow Company, LLC 100%   | Disregarded Entity |
| 588   | 4/16/2009   | Owings Mills Limited Partnership                                 | Rouse Company Operating Partnership LP, The 87.5% LP; Rouse Company at Owings Mills, LLC, The 12.5% GP   | Disregarded Entity |
| 589   | 4/16/2009   | OM Borrower, LLC   | Owings Mills Limited Partnership 100%  | Disregarded Entity |
| 590   |             | Paramus Equities, LLC  | Rouse Company Operating Partnership LP, The 100%   |                    |
| 591   |             | GGP-Paramus Park Mall, LLC                                       | Paramus Equities, LLC 100%   |                    |
| 592   |             | Paramus Park, LLC  | Rouse Company Operating Partnership LP, The 100%   |                    |
| 593   |             | Paramus Park Shopping Center Limited Partnership                 | Paramus Park, LLC 99.50% LP; GGP-Paramus Park Mall, LLC .50% GP  |                    |
| 594   | 4/16/2009   | Pioneer Office Limited Partnership                               | Rouse Company Operating Partnership LP, The 98.999505% LP; Rouse-Portland, LLC 1% GP; Rouse-Fairwood Development Corporation 0.000495% LP                              | 52-1534181         |
| 595   | 4/16/2009   | Pioneer Place Limited Partnership                                | Rouse Company Operating Partnership LP, The 98.999505% LP; Rouse-Portland, LLC 1% GP; Rouse-Fairwood Development Corporation 0.000495% LP                              | 52-1534180         |
| 596   |             | Princeton Land, LLC  | Rouse Company Operating Partnership LP, The 100%   |                    |
| 597   | 4/16/2009   | Providence Place Holdings, LLC                                   | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 598   | 4/16/2009   | Rouse Providence LLC   | Providence Place Holdings, LLC 100%  | Disregarded Entity |
| 599   | 4/16/2009   | Rouse Company at Owings Mills, LLC, The                          | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 600   | 4/16/2009   | Rouse Company of Florida, LLC, The                               | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 601   |             | Merrick Park Holding, LLC  | Rouse Company of Florida, LLC, The 100%  |                    |
| 602   |             | Merrick Park LLC   | JPMorgan & Cigna 60%; Merrick Park Holding, LLC 40%  |                    |
| 603   |             | Merrick Park Parking LLC   | JPMorgan & Cigna 60%; Rouse Company of Florida, LLC, The 40%   |                    |
| 604   | 4/16/2009   | Rouse-Orlando, LLC   | Rouse Company of Florida, LLC, The 100%  | Disregarded Entity |
| 605   |             | Rouse Company of Georgia, LLC, The                               | Rouse Company Operating Partnership LP, The 100%   |                    |
| 606   |             | Perimeter Mall Venture, LLC                                      | JPMorgan & NYSTERS 50%; Rouse Company of Georgia, LLC, The 50%   |                    |
| 607   |             | Perimeter Mall, LLC  | Perimeter Mall Venture, LLC 100%   |                    |
| 608   | 4/16/2009   | Rouse Company of Louisiana, LLC, The                             | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 609   | 4/16/2009   | Rouse-New Orleans, LLC   | Rouse Company of Louisiana, LLC, The 100%  | Disregarded Entity |
| 610   | 4/16/2009   | New Orleans Riverwalk Associates                                 | New Orleans Riverwalk Limited Partnership 50%; Rouse-New Orleans, LLC 50%  | 52-1490856         |
| 611   | 4/16/2009   | Rouse Company of Michigan, LLC, The                              | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 612   | 4/16/2009   | Rouse Southland, LLC   | Rouse Company of Michigan, LLC, The 100%   | Disregarded Entity |
| 613   | 4/16/2009   | Southland Center Holding, LLC                                    | Rouse Southland, LLC 100%  | Disregarded Entity |
| 614   | 4/16/2009   | Southland Center, LLC  | Southland Center Holding, LLC 100%   | Disregarded Entity |
| 615   | 4/16/2009   | Rouse Company of Minnesota, LLC, The                             | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 616   | 4/16/2009   | Rouse Ridgedale Holding, LLC                                     | Rouse Company of Minnesota, LLC, The 100%  | Disregarded Entity |
| 617   | 4/16/2009   | Rouse Ridgedale, LLC   | Rouse Ridgedale Holding, LLC 100%  | Disregarded Entity |
| 618   | 4/16/2009   | Ridgedale Center, LLC  | Rouse Ridgedale, LLC 100%  | Disregarded Entity |
| 619   | 4/16/2009   | Rouse Company of Ohio, LLC, The                                  | Rouse Company Operating Partnership LP, The 100%   | Disregarded Entity |
| 620   |             | Beachwood Place, LLC   | Rouse Company of Ohio, LLC, The 100%   |                    |
| 621   | 4/16/2009   | Franklin Park Mall Company, LLC                                  | Rouse Company of Ohio, LLC, The 100%   | Disregarded Entity |
| 622   | 4/16/2009   | Franklin Park Mall, LLC  | Franklin Park Mall Company, LLC 56.94%; Three Willow Company, LLC 27.93%; Two Willow Company, LLC 13.97%; Willowbrook II, LLC 1.16%                                    | 51-0341736         |
| 623   | 4/16/2009   | TRC Willow, LLC  | Franklin Park Mall, LLC 100%   | Disregarded Entity |
| 624   | 4/16/2009   | Weeping Willow RNA, LLC  | Franklin Park Mall, LLC 100%   | Disregarded Entity |
| 625   | 4/16/2009   | Willowbrook Mall, LLC  | Weeping Willow RNA, LLC 62.50%; TRC Willow, LLC 36.50%; Willow SPE, LLC 1%   | Disregarded Entity |

General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES   | Ownership Percentage  | TIN                |
|-------|-------------|--|---|--------------------|
| 626   | 4/16/2009   | Willow SPE, LLC  | Franklin Park Mall, LLC 100%  | Disregarded Entity |
| 627   |             | Rouse Company of Texas, LLC, The                             | Rouse Company Operating Partnership LP, The 100%  |                    |
| 628   | 4/16/2009   | Austin Mall, LLC   | Rouse Company of Texas, LLC, The 100%   | Disregarded Entity |
| 629   |             | La Cantera Holding GP, LLC                                   | Rouse Company of Texas, LLC, The 100%   |                    |
| 630   |             | La Cantera Specialty Retail, LP                              | La Cantera Holding GP, LLC 75% GP; USAA Real Estate Company 25% LP  |                    |
| 631   |             | Rouse-Highland, LLC  | Rouse Company of Texas, LLC, The 100%   |                    |
| 632   |             | Rouse Company of Washington, LLC, The                        | Rouse Company Operating Partnership LP, The 100%  |                    |
| 633   |             | Rouse-Seattle, LLC   | Rouse Company of Washington, LLC, The 100%  |                    |
| 634   |             | Rouse Company Protective Trust, Inc., The                    | Rouse Company Operating Partnership LP, The 100%  |                    |
| 635   |             | Rouse Investing Company, LLC                                 | Rouse Company Operating Partnership LP, The 100%  |                    |
| 636   |             | Rouse Oakbrook, LLC  | Rouse Company Operating Partnership LP, The 100%  |                    |
| 637   |             | UC Oakbrook Genpar, LLC                                      | Industrial Mall Investors, LLC (CALPERS) 50%; Rouse Oakbrook, LLC 50%   |                    |
| 638   | 4/16/2009   | Rouse Office Management of Arizona, LLC                      | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 639   |             | Rouse Tri-Party Miscellaneous, LLC                           | Rouse Company Operating Partnership LP, The 100%  |                    |
| 640   |             | Tri-Party Miscellaneous, LLC                                 | Westfield 43.29%; Simon 29.42%; Rouse Tri-Party Miscellaneous, LLC 27.29%   |                    |
| 641   | 4/16/2009   | Rouse-Arizona Center, LLC                                    | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 642   |             | Rouse-Mizner Park, LLC                                       | Rouse Company Operating Partnership LP, The 100%  |                    |
| 643   |             | Mizner Park Venture, LLC                                     | Henley Holding Company 50%; Rouse-Mizner Park, LLC 50%  |                    |
| 644   |             | Crocker Mizner Park III, Ltd.                                | Mizner Park Venture, LLC 99% GP; Mizner Park Holdings III, LLC 1% LP  |                    |
| 645   |             | Crocker Mizner Park IV, Ltd.                                 | Mizner Park Venture, LLC 99% LP; Mizner Park Holdings IV, LLC 1% GP   |                    |
| 646   |             | Mizner Park Holdings I, LLC                                  | Mizner Park Venture, LLC 100%   |                    |
| 647   |             | Crocker Downtown Development Associates                      | Mizner Park Holdings I, LLC 50%; Mizner Park Holdings II, LLC 50%   |                    |
| 648   |             | Mizner Park Holdings II, LLC                                 | Mizner Park Venture, LLC 100%   |                    |
| 649   |             | Mizner Park Holdings III, LLC                                | Mizner Park Venture, LLC 100%   |                    |
| 650   |             | Mizner Park Holdings IV, LLC                                 | Mizner Park Venture, LLC 100%   |                    |
| 651   | 4/16/2009   | Rouse-Oakwood Shopping Center, LLC                           | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 652   | 4/16/2009   | Rouse-Phoenix Cinema, LLC                                    | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 653   | 4/16/2009   | Rouse-Phoenix Corporate Center Limited Partnership           | Rouse Company Operating Partnership LP, The 95% LP; Rouse Office Management of Arizona, LLC 5% GP   | Disregarded Entity |
| 654   | 4/16/2009   | Rouse-Phoenix Development Company, LLC                       | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 655   | 4/16/2009   | Rouse-Phoenix Theatre Limited Partnership                    | Rouse Company Operating Partnership LP, The 99% LP; Rouse-Phoenix Cinema, LLC 1% GP   | Disregarded Entity |
| 656   | 4/16/2009   | Rouse-Portland, LLC  | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 657   |             | Rouse-Urban Acquisition, LLC                                 | Rouse Company Operating Partnership LP, The 100%  |                    |
| 658   |             | Head Acquisition, LP   | Westfield 54.232% GP & LP; Simon 27.5533% GP & LP; Rouse-Urban Acquisition, LLC 16.6267% LP; Hexalox Real Estate, Inc. - structure shown under THHC 1.4205% LP; Rouse-Urban, LLC 0.1676% GP |                    |
| 659   |             | Ropro TRS, Inc.  | Head Acquisition, LP 100%   |                    |
| 660   |             | Urban Shopping Centers, LP                                   | Head Acquisition, LP 94.4398% GP; Class A & C Limited Partners 5.5602% LP   |                    |
| 661   |             | Oak Brook Urban Venture, L.P.                                | Urban Shopping Centers, LP 50.01% LP; Industrial Mall Investors, LLC (CALPERS) 48.99% LP; UC Oakbrook Genpar, LLC 1% GP   |                    |
| 662   |             | Oakbrook Facilities Corporation                              | Oak Brook Urban Venture, L.P. 100%  |                    |
| 663   |             | Oakbrook Shopping Center, LLC                                | Oak Brook Urban Venture, L.P. 100%  |                    |
| 664   |             | Southpoint Land, LLC   | Urban Shopping Centers, LP 100%   |                    |
| 665   |             | Southpoint Mall, LLC   | Urban Shopping Centers, LP 100%   |                    |
| 666   |             | Water Tower Joint Venture                                    | Urban Shopping Centers, LP 55%; 835 Michigan, LP (Lucent & RREEF) 45%   |                    |
| 667   |             | Water Tower LLC  | Water Tower Joint Venture 100%  |                    |
| 668   |             | Rouse-Urban, LLC   | Rouse Company Operating Partnership LP, The 100%  |                    |
| 669   |             | Salem Mall, LLC  | Rouse Company Operating Partnership LP, The 100%  |                    |
| 670   |             | Rouse-Westlake Limited Partnership II                        | Beachwood Place, LLC 49.5% LP; Salem Mall, LLC 49.5% LP; Rouse-Seattle, LLC 1% GP   |                    |
| 671   | 4/16/2009   | Seaport Marketplace Theatre, LLC                             | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 672   | 4/16/2009   | Seaport Marketplace, LLC                                     | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 673   | 4/16/2009   | South Street Seaport Limited Partnership                     | Rouse Company Operating Partnership LP, The 95% LP; Seaport Marketplace, LLC 5% GP  | Disregarded Entity |
| 674   |             | Terrapin Acquisition, LLC                                    | Rouse Company Operating Partnership LP, The 100%  |                    |
| 675   |             | Three OM, LLC  | Rouse Company Operating Partnership LP, The 100%  |                    |
| 676   |             | Three Owings Mills Corporate Center Land Limited Partnership | Rouse Company Operating Partnership LP, The 99% LP; Three OM, LLC 1% GP   |                    |
| 677   |             | Three OM SPE, LLC  | Three Owings Mills Corporate Center Land Limited Partnership 100%   |                    |
| 678   |             | TTC Member, LLC  | Rouse Company Operating Partnership LP, The 100%  |                    |
| 679   |             | TWC Commercial Properties, LLC                               | Rouse Company Operating Partnership LP, The 100%  |                    |
| 680   |             | TWC Commercial Properties, LP                                | Rouse Company Operating Partnership LP, The 99% LP; TWC Commercial Properties, LLC 1% GP  |                    |
| 681   |             | TWCPC Holdings, L.P.   | MS/TWC Joint Venture (Morgan Stanley) 56.5% LP; TWC Commercial Properties, LP 42.5% GP; MS/TWC, Inc. (Morgan Stanley) 1% GP   |                    |
| 682   |             | TWCPC Holdings GP, LLC                                       | TWCPC Holdings, L.P. 100%   |                    |
| 683   |             | Woodlands Commercial Properties Company, L.P. The            | TWCPC Holdings, L.P. 99% LP; TWCPC Holdings GP, LLC 1% GP   |                    |
| 684   | 4/16/2009   | Two Arizona Center, LLC                                      | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 685   |             | Two Owings Mills Corporate Center, LLC                       | Rouse Company Operating Partnership LP, The 100%  |                    |
| 686   | 4/16/2009   | Two Willow Company, LLC                                      | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 687   | 4/16/2009   | Village of Cross Keys, LLC, The                              | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |

General Growth Properties Entity Matrix

Exhibit B-13

| Count | Filing Date | ENTITIES                                    | Ownership Percentage  | TIN                |
|-------|-------------|---|---|--------------------|
| 688   |             | Cross Keys Village Square Condominium, Inc. | Village of Cross Keys, LLC, The 67%; CapStar 33%  |                    |
| 689   | 4/22/2009   | Mondawmin Business Trust                    | Village of Cross Keys, LLC, The 82.34%; Northwest Associates 17.66%   | 26-1382758         |
| 690   |             | Mondawmin Borrower, LLC                     | Mondawmin Business Trust 100%   |                    |
| 691   | 4/16/2009   | VCK Business Trust                          | Village of Cross Keys, LLC, The 100%  | Disregarded Entity |
| 692   | 4/16/2009   | Woodbridge Center Property, LLC             | Rouse Company Operating Partnership LP, The 100%  | Disregarded Entity |
| 693   |             | Woodlands Office Equities-95, Ltd.          | Rouse Company Operating Partnership LP, The 75% LP, Woodlands Commercial Properties Company, LP, The 25% GP |                    |
| 694   |             | Summerlin Hospital Medical Center, L.P.     | United Health 93.2 GP, Rouse Company LP, The 6.8% LP  |                    |
| 695   | 4/16/2009   | TRC Co-Issuer, Inc.                         | Rouse Company LP, The 100%  | 20-5160460         |
| 696   | 4/16/2009   | Rouse LLC                                   | GGP Limited Partnership 100%  | Disregarded Entity |
| 697   | 4/16/2009   | Sooner Fashion Mall L.L.C.                  | GGP Limited Partnership 100%  | Disregarded Entity |
| 698   | 4/16/2009   | Southlake Mall L.L.C.                       | GGP Limited Partnership 100%  | Disregarded Entity |
| 699   | 4/16/2009   | St. Cloud Land L.L.C.                       | GGP Limited Partnership 100%  | Disregarded Entity |
| 700   | 4/16/2009   | St. Cloud Mall Holding L.L.C.               | GGP Limited Partnership 100%  | Disregarded Entity |
| 701   | 4/16/2009   | St. Cloud Mall L.L.C.                       | St. Cloud Mall Holding L.L.C. 100%  | Disregarded Entity |
| 702   | 4/16/2009   | Town East Mall, LLC                         | GGP Limited Partnership 100%  | Disregarded Entity |
| 703   |             | TRS JV HoldCo, LLC                          | GGP Limited Partnership 100%  |                    |
| 704   |             | GGP-TRS L.L.C.                              | Teachers' Retirement System of the State of Illinois 50%; TRS JV HoldCo, LLC 50%                            |                    |
| 705   |             | Clackamas Mall L.L.C.                       | GGP-TRS L.L.C. 100%   |                    |
| 706   |             | Florence Mall L.L.C.                        | GGP-TRS L.L.C. 100%   |                    |
| 707   |             | GGP-TRS Services, Inc.                      | GGP-TRS L.L.C. 100%   |                    |
| 708   |             | GGP-Tyler Mall L.L.C.                       | GGP-TRS L.L.C. 100%   |                    |
| 709   |             | Kenwood Mall Holding, LLC                   | GGP-TRS L.L.C. 100%   |                    |
| 710   |             | Kenwood Mall L.L.C.                         | Kenwood Mall Holding, LLC 100%  |                    |
| 711   |             | Silver City Galleria L.L.C.                 | GGP-TRS L.L.C. 100%   |                    |
| 712   |             | Tyler Mall Limited Partnership              | GGP-TRS L.L.C. 99.5% LP; GGP-Tyler Mall L.L.C. .5% GP   |                    |
| 713   |             | WV SUB, LLC                                 | GGP-TRS L.L.C. 100%   |                    |
| 714   | 4/16/2009   | Tucson Anchor Acquisition, LLC              | GGP Limited Partnership 100%  | Disregarded Entity |
| 715   | 4/16/2009   | Vista Ridge Mall, LLC                       | GGP Limited Partnership 100%  | Disregarded Entity |
| 716   |             | West Oaks Anchor Acquisition, LLC           | GGP Limited Partnership 100%  |                    |
| 717   |             | West Oaks Mall Trust                        | GGP Limited Partnership 100%  |                    |
| 718   |             | Westwood Land L.L.C.                        | GGP Limited Partnership 100%  |                    |
| 719   | 4/16/2009   | Westwood Mall, LLC                          | GGP Limited Partnership 100%  | Disregarded Entity |
| 720   | 4/22/2009   | GGP-Gateway Mall, Inc.                      | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 721   | 4/16/2009   | GGP-Lakeview Square, Inc.                   | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 722   | 4/16/2009   | GGP-Lansing Mall, Inc.                      | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 723   | 4/22/2009   | GGP-Mall of Louisiana, Inc.                 | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 724   | 4/16/2009   | Mall of Louisiana Holding, Inc.             | GGP-Mall of Louisiana, Inc. 100%  | Disregarded Entity |
| 725   | 4/16/2009   | GGP-South Shore Partners, Inc.              | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 726   | 4/22/2009   | Grand Traverse Mall Holding, Inc.           | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 727   | 4/16/2009   | Grandville Mall II, Inc.                    | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 728   | 4/16/2009   | Grandville Mall, Inc.                       | Grandville Mall II, Inc. 100%   | Disregarded Entity |
| 729   | 4/22/2009   | Greenwood Mall, Inc.                        | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 730   | 4/22/2009   | Kalamazoo Mall, Inc.                        | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 731   | 4/16/2009   | Knollwood Mall, Inc.                        | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 732   | 4/16/2009   | Mall St. Vincent, Inc.                      | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 733   | 4/16/2009   | MSAB Holdings, Inc.                         | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 734   |             | Oklahoma Mall, Inc.                         | General Growth Properties, Inc. 100%  |                    |
| 735   | 4/16/2009   | Park Mall, Inc.                             | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 736   | 4/16/2009   | Tracy Mall, Inc.                            | General Growth Properties, Inc. 100%  | Disregarded Entity |
| 737   | 4/16/2009   | Valley Hills Mall, Inc.                     | General Growth Properties, Inc. 100%  | Disregarded Entity |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE | CODEBTOR | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN | C U D                    |                          |                          | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY | NOTES |
|--|----------|---|--------------------------|--------------------------|--------------------------|---|---------------------------|-------|
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |
|  |          |   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                           |       |

1 continuation sheets attached **Total** **\$0** **\$0**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SPECIFIC NOTES REGARDING SCHEDULE D**

**Creditors Holding Secured Claims**

Amounts listed herein are as of the Petition Date.

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, priority, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor or intercompany agreement) related to such creditor's claim. The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Certain of the Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D. However, the Debtors reserve all of their rights to amend Schedule D in the future to the extent the Debtors determine that any claims associated with such agreements are properly reported on Schedule D.

Some of the Debtors' creditors may have filed mechanic's or materialman's liens following the commencement of the Debtors' chapter 11 cases. Some liens may, by virtue of section 546(b) of the Bankruptcy Code and applicable law, relate back to the period prior to the Petition Date. Any such liens that have been filed after the Petition Date may not be listed on Schedule D.

To the extent that any landlords, real property and personal property lessors, utility companies, or other creditors hold a security deposit from any of the Debtors and to the extent that such deposits constitute secured claims, such deposits are not listed on Schedule D, except as specifically stated herein.



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, or wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)**

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507(a)(2).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(3).

Contribution to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(4).

Certain farmers and fisherman

Claims of certain farmers and fisherman, up to \$4,650\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507(a)(5).

Deposits by individuals

Claims of individuals up to \$1,950\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. Section 507(a)(6).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507(a)(8).

Commitments to Maintain the capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. Section 507(a)(9).

Administrative Expense Claims

Claims for the value of any goods received by the debtor within 20 days before the Petition Date in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SPECIFIC NOTES REGARDING SCHEDULE E**

**Creditors Holding Unsecured Priority Claims**

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and/or the priority status of any claim on any basis at any time.

As noted in the Global Notes, the Bankruptcy Court entered orders granting authority to the Debtors to pay certain prepetition employee wage and other obligations in the ordinary course (the "Employee Wage Order"). Pursuant to the Employee Wage Order, the Debtors believe that, other than claims of certain former and current employees for vacation, personal, and/or severance pay, any priority employee claims for prepetition amounts have been or will be satisfied, and such satisfied amounts are therefore not listed on Schedule E. Any exceptions to that will be listed on Schedule E. Other non priority employee claims against the Debtors for prepetition amounts that have not been paid as of the time that the Schedules and Statements were prepared are included on Schedule F.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

Stonestown Shopping Center L.L.C.

Case Number: 09-12282

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

| CREDITOR'S NAME<br>AND MAILING<br>ADDRESS INCLUDING<br>ZIP CODE | CODEBTOR | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM           | DISPUTED                            |                                     |                          | TOTAL<br>AMOUNT OF<br>CLAIM | AMOUNT<br>ENTITLED TO<br>PRIORITY |
|---|----------|--|-------------------------------------|-------------------------------------|--------------------------|-----------------------------|-----------------------------------|
|   |          |  | CONTINGENT                          | UNDISPUTED                          | UNPAID                   |                             |                                   |
| See Exhibit E-1 immediately following Schedule E                |          | Priority Claims - Sales and Use Tax Liabilities                        | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                         | \$0                               |
| See Exhibit E-2 immediately following Exhibit E-1               |          | Priority Claims - Franchise Tax/Business License Fee/Other Liabilities | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                         | \$0                               |
|   |          |  | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/> |                             |                                   |
|   |          |  | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/> |                             |                                   |
|   |          |  | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/> |                             |                                   |

**Total**

Specific Notes

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

**Exhibit E-1**

**Priority Claims - Sales and Use Tax Liabilities**

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| <u>Schedule ID</u> | <u>Name</u>                 | <u>Address</u>  | <u>City, State &amp; Zip</u> | <u>Property Name</u> | <u>C</u>                            | <u>U</u>                            | <u>D</u>                 | <u>Total<br/>Claim<br/>Amount</u> |
|--------------------|-----------------------------|-----------------|------------------------------|----------------------|-------------------------------------|-------------------------------------|--------------------------|-----------------------------------|
| 82 -E-1-23184      | STATE BOARD OF EQUALIZATION | P.O. BOX 942879 | SACRAMENTO, CA 94279         | SALES AND USE        | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                               |
| <b>TOTAL:</b>      |                             |                 |                              |                      |                                     |                                     |                          | <hr/> \$0                         |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

**Exhibit E-2**

**Priority Claims - Income/Franchise Tax/Business License Fee Liabilities**

| <u>Schedule ID</u> | <u>Name</u>                    | <u>Address</u>  | <u>City, State &amp; Zip</u> | <u>Description</u> | <u>C</u>                            | <u>U</u>                            | <u>D</u>                 | <u>Total Claim Amount</u> |
|--------------------|--------------------------------|---|------------------------------|--------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 82 -E-3-22179      | CITY & COUNTY OF SAN FRANCISCO | OFFICE OF TREASURER<br>AND TAX COLLECTOR,<br>#1 DR CARLTON B<br>GOODLETT PL | SAN FRANCISCO, CA 94102      | BUSINESS LICENSE   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                       |
| 82 -E-3-22178      | DELAWARE - SECRETARY OF STATE  | 401 FEDERAL STATE<br>TOWNSEND BUILDING                                      | DOVER, DE 19901              | FRANCHISE TAX      | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                       |
| 82 -E-3-21524      | FRANCHISE TAX BOARD            | PO BOX 942857   | SACRAMENTO, CA 94257-0631    | LLC TAX            | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0                       |
| <b>TOTAL:</b>      |                                |   |                              |                    |                                     |                                     |                          | <u>\$0</u>                |

**Specific Notes**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no unsecured nonpriority claims to report on this Schedule F.

| CREDITOR'S NAME<br>AND MAILING<br>ADDRESS INCLUDING<br>ZIP CODE | CODEBTOR | DATE CLAIM WAS INCURRED AND<br>CONSIDERATION FOR CLAIM | C U D | TOTAL AMOUNT<br>OF CLAIMS |
|---|----------|--|-------|---------------------------|
|   |          |  | □ □ □ |                           |
|   |          |  | □ □ □ |                           |
|   |          |  | □ □ □ |                           |
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|   |          |  | □ □ □ |                           |
|   |          |  | □ □ □ |                           |

1 total continuation sheets attached

**Total**

**\$0**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SPECIFIC NOTES REGARDING SCHEDULE F**

**Creditors Holding Unsecured Nonpriority Claims**

Amounts listed herein are as of the Petition Date.

The Debtors have used reasonable best efforts to list all general unsecured claims against the Debtors on Schedule F based upon the Debtors' existing financial books and records.

Schedule F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, such amounts are reflected on the Debtors' financial books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although commercially reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F contains information regarding potential and pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is contained in the Schedule for that Debtor.

Schedule F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule F does not include any potential rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected.

Except in certain limited circumstances, the Debtor has not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule F. Such guaranties are, instead, listed on Schedule G.

The claims of individual creditors for, among other things, goods, services, or taxes listed on the Debtors' books and records may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights in respect of such credits or allowances. The dollar amounts listed also may be exclusive of contingent or unliquidated amounts.

In re: Stonestown Shopping Center L.L.C.

Case No. 09-12282

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.d., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

| NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT | DESCRIPTION OF CONTRACT OR LEASE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT |
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SPECIFIC NOTES REGARDING SCHEDULE G**

**Executory Contracts**

The Debtors' business is complex. While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases at each of the Debtors, and although commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or overinclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts, agreements, and leases listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument or other document is listed thereon.

In some cases, the same vendor or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such provider or vendor.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for supplies, products, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods were delivered under purchase orders prior to the Petition Date, vendors' claims with respect to such delivered goods are included on Schedule F.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance, and atonement agreements, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents also are not set forth in Schedule G.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory could not be specifically ascertained in every circumstance. In such cases, the Debtors used their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease.

In the ordinary course of business, the Debtors have entered into numerous contracts or agreements which, to the extent such contracts or agreements constitute executory contracts, are not listed individually on Schedule G. Such contracts or agreements include (i) agreements regarding the provision of certain services on a month to month basis, (ii) brokerage agreements relating to the leasing of tenant space, which are generally non-exclusive and terminable by either party on thirty days notice or less, (iii) confidentiality agreements and (iv) indemnification agreements with directors, managers or trustees (as applicable) and officers of the Debtors.

Certain of the executory contracts may not have been memorialized and could be subject to dispute; executory agreements that are oral in nature have not been included in Schedule G.

Certain of the executory contracts and unexpired leases listed in Schedule G refer to a former name of a Debtor. Schedule I to each of the Debtor's chapter 11 petitions lists the names that particular Debtor has used during the eight years prior to the Petition Date and may be referred to in this regard.

Certain of the executory contracts and unexpired leases listed in Schedule G were assigned to, assumed by, or otherwise transferred to certain of the Debtors in connection with, among other things, acquisitions by the Debtors. In those instances, the entity listed as the party to the executory contract or unexpired lease is the former party to same.

The Debtors generally have not included on Schedule G any insurance policies, the premiums for which have been prepaid. The Debtors submit that prepaid insurance policies are not executory contracts pursuant to section 365 of the Bankruptcy Code because no further payment or other material performance is required by the Debtors. Nonetheless, the Debtors recognize that in order to enjoy the benefits of continued coverage for certain claims under these policies, the Debtors may have to comply with certain non-monetary obligations, such as the provision of notice of claims and cooperation with insurers. In the event that the Bankruptcy Court were to ever determine that any such prepaid insurance policies are executory contracts, the Debtors reserve all of their rights to amend Schedule G to include such policies, as appropriate.

Except in certain limited circumstances, the Debtor has not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule F. Such guaranties are, instead, listed on Schedule G.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

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**SPECIFIC NOTES REGARDING SCHEDULE G**

In addition, Schedule G does not include any potential rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected.

Contracts identified as "Independent Director Contracts," are contracts by which individuals agree to serve as independent directors, managers or trustees of the identified Debtor, as applicable, or contracts with entities who agree to provide individuals to serve in such capacities.

Due to the volume of the Debtors' executory contracts and unexpired leases, the Debtors are still in the process of collecting the addresses of all counterparties to such executory contracts and unexpired leases. These addresses will be compiled prior to sending notice of the bar date for the filing of proofs of claim in these chapter 11 cases.

As used in Schedule G, (i) "Loan Documents" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: loan agreements; promissory notes; mortgages, deeds of trust, deeds to secure debt or similar agreements; assignments of leases and rents; uniform commercial code financing statements; environmental indemnities; equity pledges and stock powers; cash management agreements, lockbox or account control agreements; guaranties; indemnities; master leases; allonges; collateral assignments/subordinations of property management agreements; assignments of rate cap and hedge agreements; and all other agreements, instruments, certificates and documents executed or delivered by or on behalf of borrow or any affiliate of borrower to evidence or secure a loan, (ii) "Leases" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: leases, subleases, licenses and other occupancy agreements and other similar documents or contractual arrangements with tenants or other occupants of the applicable property, and (iii) "REA" can include, without limitation, some or all of the following, and amendments thereto and modifications thereof: construction, operation and reciprocal easement agreements and any supplemental, separate or associated agreements and other similar documents or contractual arrangements with tenants or other occupants of the applicable property. Leases listed on Schedule G do not include all Leases where the tenant had not taken possession as of the Petition Date.

Title to the numerous properties owned by Debtors is encumbered by numerous title exceptions such as, including, but not limited to, deed restrictions including reservations of oil and mineral rights, private and public use and building restrictions, easements and licenses granting easements (including dominant, subservient, cross, prescriptive, appurtenant and in gross), grants of access and parking rights, and other real estate restrictions typically seen on title to commercial properties, each as amended or modified from time to time. Due to their large number and customary nature, the Debtors have not individually listed such exceptions, and to the extent any of such exceptions could constitute executory contracts, they have not been listed on Schedule G.

**UNITED STATES BANKRUPTCY COURT**

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**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. 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 the eight-year period immediately preceding the commencement of the 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is in community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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).

Check this box if debtor has no codebtor

**NAME AND ADDRESS OF CODEBTOR**

**DESCRIPTION**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**Stonestown Shopping Center L.L.C.**

**Case Number: 09-12282**

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**SPECIFIC NOTES REGARDING SCHEDULE H**

**Co-Debtors**

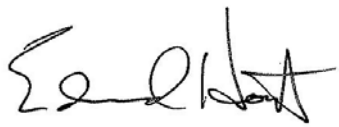
In the ordinary course of their business, the Debtors pay certain expenses on behalf of their subsidiaries. In addition, in the ordinary course of their business, certain of the Debtors have guaranteed certain obligations and liabilities. However, the transactions and guarantees between the Debtors and their subsidiaries are too voluminous to list separately but, in some instances, are reflected elsewhere in the Schedules and Statements. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their rights to amend Schedule H to the extent that additional guarantees are identified or such guarantees are discovered to have expired or become unenforceable.

In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation and claims arising out of certain ordinary course of business transactions. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Due to the volume of such claims and because all such claims are contingent, disputed, and/or unliquidated, such claims have not been set forth individually on Schedule H. However, some such claims may be listed elsewhere in the Schedules and Statements.

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

I, authorized signatory of this debtor entity, declare under penalty of perjury that I have read the foregoing summary and schedules, and that they are true and correct to the best of my knowledge, information and belief.

**Date:** August 26, 2009

**Signature:**   
\_\_\_\_\_

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.*