

STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Grand Canal Shops II, LLC
Debtor.

Case Number: 09-12157

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

See attachment 1 of the Statement of Financial Affairs

2. Income other than from employment or operation of business

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

See attachment 2 of the Statement of Financial Affairs



3. Payments to Creditors

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

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

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

See attachment 3b of the Statement of Financial Affairs

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

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

4. Suits, executions, garnishments, and attachments

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

See attachment 4a of the Statement of Financial Affairs

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

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

5. Repossessions, foreclosures, and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

10. Other transfers

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

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

11. Closed financial accounts

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

12. Safe deposit boxes

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

13. Setoffs

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

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

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

14. Property held for another person

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

15. Prior address of debtor

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

16. Spouses and Former Spouses

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

17. Environmental Information

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

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

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

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

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

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

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

18. Nature, location, and names of business

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

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

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

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

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

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

19. Books, records and financial statements

None

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

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

None

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

NAME AND ADDRESS
Deloitte & Touche LLP – Chicago, IL

None

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

None

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

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

20. Inventories

None

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

None

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

21. Current Partners, Officers, Directors and Shareholders

None

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

See attachment 21a of the Statement of Financial Affairs

None

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

See attachment 21b of the Statement of Financial Affairs

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

None

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

None

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

See attachment 22b of the Statement of Financial Affairs

23. Withdrawals from a partnership or distributions by a corporation

None

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

24. Tax Consolidation Group

None

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

25. Pension Funds

None

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

1. Income from employment or operation of business.

<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$76,645,385
12/31/2008 Annual Gross Revenue	\$79,668,783
3/31/2009 YTD Gross Revenue	\$16,635,419

2. Income other than from employment or operation of business.

<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$867,038	\$877,256	\$106,362

Specific Notes

Types of "other" income include, without limitation, gain/loss on disposition of assets, finance interests income, royalty revenue, vending income, sponsorship income, and advertising venues and sales

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
A.L. GREENBAUM CO. OF NV	2744 SO. HIGHLAND DRIVE	LAS VEGAS, NV 89109	4/8/2009	62232185	\$685	
TOTAL						\$685
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/6/2009	7179308	\$31	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178398	\$88	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/27/2009	7180293	\$218	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178712	\$360	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/13/2009	7179599	\$420	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/12/2009	7180924	\$465	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/8/2009	7182169	\$485	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/23/2009	7181500	\$1,134	
TOTAL						\$3,201
ANDREWS INTERNATIONAL INC.	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	62231511	\$74,812	
TOTAL						\$74,812
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/30/2009	62232112	\$73,605	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	62231867	\$75,222	
TOTAL						\$148,828
AZ TRAVEL MARKETING, INC	526 W HAYWARD AVE	PHOENIX, AZ 85021	3/4/2009	62231568	\$805	
AZ TRAVEL MARKETING, INC	526 W HAYWARD AVE	PHOENIX, AZ 85021	1/16/2009	62231085	\$1,172	
TOTAL						\$1,977
BELLA PANINI	2600 SOUTH RAINBOW SUITE 102	LAS VEGAS, NV 89146	3/24/2009	62232081	\$1,140	
TOTAL						\$1,140
BEST AGENCY	5565 SO. DECATUR BLVD, STE 102	LAS VEGAS, NV 89118	2/3/2009	62231350	\$118,062	
BEST AGENCY	5565 SO. DECATUR BLVD, STE 102	LAS VEGAS, NV 89118	3/10/2009	62231907	\$132,146	
TOTAL						\$250,208

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	2/3/2009	62231351	\$475	
CD COMMUNICATION SERVICES	13 CORPORATE PLAZA, SUITE 120	NEWPORT BEACH, CA 92660	3/2/2009	62231809	\$475	
TOTAL						\$950
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	2/27/2009	7180293	\$59	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	4/15/2009	7182859	\$59	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	4/8/2009	7182169	\$59	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	4/1/2009	7181880	\$59	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	3/23/2009	7181500	\$59	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	1/16/2009	7178398	\$68	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	2/6/2009	7179308	\$68	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	1/30/2009	7178976	\$68	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	1/23/2009	7178712	\$68	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	2/13/2009	7179599	\$113	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	3/19/2009	7181353	\$119	
CINTAS CORPORATION (P-CARD ONL)	P.O. BOX 625737	CINCINNATI, OH 45262	2/19/2009	7179945	\$119	
TOTAL						\$922
CLARK COUNTY BUSINESS LICENSE	500 S. GRAND CENTRAL PKWY, 3RD FL. P.O. BOX 551810	LAS VEGAS, NV 89155-1810	1/23/2009	62231013	\$23,234	
TOTAL						\$23,234
CLARK COUNTY TREASURER	500 S. GRAND CENTRAL PKWY, 1ST P.O. BOX 551220	LAS VEGAS, NV 89155-1220	3/5/2009	62231719	\$376,323	
TOTAL						\$376,323
CLEAR CHANNEL TAXI MEDIA LLC	FILE # 30005 P O BOX 60000	SAN FRANCISCO, CA 94160-0001	2/2/2009	62231352	\$25,000	
CLEAR CHANNEL TAXI MEDIA LLC	FILE # 30005 P O BOX 60000	SAN FRANCISCO, CA 94160-0001	3/2/2009	62231810	\$25,000	
TOTAL						\$50,000
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	1/21/2009	62231086	\$28	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	3/18/2009	62232021	\$30	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	2/11/2009	62231484	\$30	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	4/14/2009	62232405	\$50	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	2/9/2009	62231462	\$142	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	4/7/2009	62232248	\$166	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	2/25/2009	62231712	\$175	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	2/9/2009	62231463	\$698	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	3/11/2009	62231938	\$712	
EMBARQ	PO BOX 660068	DALLAS, TX 75266-0068	4/8/2009	62232249	\$713	
TOTAL						\$2,745
ENVIRO TECH PRODUCTS & SERVICE	3576 E RUSSEL ROAD	LAS VEGAS, NV 89120	2/2/2009	62231353	\$3,276	
ENVIRO TECH PRODUCTS & SERVICE	3576 E RUSSEL ROAD	LAS VEGAS, NV 89120	3/9/2009	62231909	\$5,823	
TOTAL						\$9,098
FAISS FOLEY WARREN	919 EAST BONNEVILLE AVE #200	LAS VEGAS, NV 89101	1/23/2009	62231087	\$1,200	
TOTAL						\$1,200
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/19/2009	7179945	\$117	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180293	\$278	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/6/2009	7179308	\$298	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/8/2009	7182169	\$357	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/30/2009	7178980	\$393	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/6/2009	7180676	\$427	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/16/2009	7178398	\$585	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/23/2009	7181500	\$729	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/23/2009	7178712	\$759	
TOTAL						\$3,941
GRAPHICS WEST	P.O. BOX 203102	HOUSTON, TX 77216-3102	4/7/2009	62232186	\$67	
GRAPHICS WEST	P.O. BOX 203102	HOUSTON, TX 77216-3102	1/21/2009	62231088	\$902	
TOTAL						\$969
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/27/2009	7180293	\$6	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	4/1/2009	7181880	\$15	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/23/2009	7178712	\$19	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180676	\$48	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/6/2009	7180676	\$136	

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

<u>Payee</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	1/30/2009	7178977	\$217	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	3/12/2009	7180924	\$488	
HOME DEPOT (P-CARD ONLY)	2455 PACES FERRY ROAD N.W. C-20	ATLANTA, GA 30339	2/6/2009	7179308	\$524	
TOTAL						\$1,453
IMPACT LEASING LLC	PO BOX 3090	MILWAUKEE, WI 53201-3090	2/13/2009	62231570	\$799	
TOTAL						\$799
JAPANESE TOURIST GUIDE, INC.	291 S. LA CIENEGA BLVD., SUITE 310	BEVERLY HILLS, CA 90211	2/2/2009	62231355	\$10,000	
TOTAL						\$10,000
JIMMY CHOO	750 LEXINGTON AVENUE, 16TH FLOOR	NEW YORK, NY 10022	2/27/2009	62231371	\$4,658	
TOTAL						\$4,658
LAS VEGAS SUN INC. DBA SHOWBIZ	FILE 749055	LOS ANGELES, CA 90074-9055	1/20/2009	62231089	\$1,800	
LAS VEGAS SUN INC. DBA SHOWBIZ	FILE 749055	LOS ANGELES, CA 90074-9055	1/20/2009	62231089	\$3,045	
LAS VEGAS SUN INC. DBA SHOWBIZ	FILE 749055	LOS ANGELES, CA 90074-9055	2/2/2009	62231356	\$3,045	
TOTAL						\$7,890
LOS ANGELES TIMES	FILE 54221	LOS ANGELES, CA 90074-4221	2/23/2009	62231672	\$63,006	
TOTAL						\$63,006
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	1/27/2009	62231194	\$57	
MALL MARKETING MEDIA, LLC	209 E. GORDON AVE.	LAYTON, UT 84041	2/3/2009	62231357	\$4,200	
TOTAL						\$4,257
MARC USA	DEPT CH 17798	PALATINE, IL 60055-7798	1/20/2009	62231090	\$429	
MARC USA	DEPT CH 17798	PALATINE, IL 60055-7798	1/20/2009	62231090	\$1,212	
TOTAL						\$1,641
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/11/2009	62231512	\$919	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	62231868	\$1,028	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	62231993	\$1,028	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	4/6/2009	62232294	\$106,255	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	62231987	\$108,535	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	2/11/2009	62231512	\$112,185	

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

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TOTAL						\$329,948
MOJAVE ELECTRIC	3755 W HACIENDA AVE	LAS VEGAS, NV 89118-1755	3/2/2009	62231811	\$5,595	
MOJAVE ELECTRIC	3755 W HACIENDA AVE	LAS VEGAS, NV 89118-1755	1/21/2009	62231091	\$6,174	
MOJAVE ELECTRIC	3755 W HACIENDA AVE	LAS VEGAS, NV 89118-1755	1/21/2009	62231091	\$9,795	
TOTAL						\$21,564
NEVADA DEPARTMENT OF TAXATION	P.O. BOX 52609	PHOENIX, AZ 85702-2609	1/21/2009	62231014	\$4,829	
TOTAL						\$4,829
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182859	\$43	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178978	\$81	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180293	\$90	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180676	\$164	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181353	\$190	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/16/2009	7178398	\$235	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179945	\$301	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179308	\$322	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178712	\$429	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/8/2009	7182169	\$479	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/23/2009	7181500	\$527	
TOTAL						\$2,860
OSEGUERA & ASSOCIATES LLP	4354 TOWN CENTER BLVD, STE 114-55	EL DORADO HILLS, CA 95762	2/19/2009	62231358	\$650	
TOTAL						\$650
P & S METALS & SUPPLY	5160 ROGERS ST	LAS VEGAS, NV 89118	3/20/2009	62232083	\$917	
TOTAL						\$917
PLAYBILL, INC.	16505 N.W. 13TH AVENUE	MIAMI, FL 33169	2/17/2009	62231572	\$1,977	
TOTAL						\$1,977
PWI CONSTRUCTION	155 WEST MAIN ST	MESA, AZ 85201	3/10/2009	62231910	\$5,000	
TOTAL						\$5,000
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/8/2009	7182169	\$88	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180924	\$684	

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

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REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178712	\$1,072	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/16/2009	7178398	\$1,311	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180676	\$1,478	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182859	\$1,742	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/23/2009	7181500	\$2,492	
TOTAL						\$8,866
SIGN XPRESS	3271 S HIGHLAND DR #711	LAS VEGAS, NV 89109	1/28/2009	62231196	\$1,126	
TOTAL						\$1,126
SOUTHWEST SURVEILLANCE SYSTEMS	6265 S VALLEY VIEW, SUITES L & M	LAS VEGAS, NV 89118	4/13/2009	62232354	\$3,314	
TOTAL						\$3,314
THEATRE PUBLICATIONS, INC.	3485 VICTOR STREET	SANTA CLARA, CA 95054	2/10/2009	62231359	\$1,973	
TOTAL						\$1,973
TRC ENGINEERS, INC.	P.O. BOX 79064	CITY OF INDUSTRY, CA 91716-9064	4/13/2009	62232355	\$648	
TOTAL						\$648
TRIGEN-LAS VEGAS ENERGY COMPAN	% TRIGEN LA ENERGY CORP P.O. BOX 51252	LOS ANGELES, CA 90051-5552	4/3/2009	62232247	\$470,801	
TRIGEN-LAS VEGAS ENERGY COMPAN	% TRIGEN LA ENERGY CORP P.O. BOX 51252	LOS ANGELES, CA 90051-5552	1/21/2009	62231122	\$501,734	
TRIGEN-LAS VEGAS ENERGY COMPAN	% TRIGEN LA ENERGY CORP P.O. BOX 51252	LOS ANGELES, CA 90051-5552	3/2/2009	62231848	\$517,751	
TOTAL						\$1,490,285
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/19/2009	7179945	\$52	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/23/2009	7181500	\$76	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/15/2009	7182860	\$79	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/13/2009	7179599	\$95	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/27/2009	7180293	\$102	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/16/2009	7178398	\$115	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/12/2009	7180924	\$133	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/8/2009	7182169	\$134	

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

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UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/23/2009	7178712	\$186	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	1/30/2009	7178975	\$205	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	2/6/2009	7179308	\$210	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/19/2009	7181353	\$239	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	4/1/2009	7181880	\$289	
UPS (P-CARD ONLY)	LOCK BOX 577	CAROL STREAM, IL 60132-0577	3/6/2009	7180676	\$364	
TOTAL						\$2,279
VEGAS IMAGE	3060 E POST RD STE 140	LAS VEGAS, NV 89120	2/11/2009	62231467	\$414	
VEGAS IMAGE	3060 E POST RD STE 140	LAS VEGAS, NV 89120	2/13/2009	62231573	\$414	
VEGAS IMAGE	3060 E POST RD STE 140	LAS VEGAS, NV 89120	4/8/2009	62232188	\$828	
TOTAL						\$1,656
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$89	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$189	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$369	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$404	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/20/2009	62231099	\$808	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/20/2009	62231099	\$2,780	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$3,255	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$3,458	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$3,865	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$12,665	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/30/2009	62231206	\$22,321	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$22,923	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231676	\$24,537	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231715	\$73,440	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/20/2009	62231099	\$73,869	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/30/2009	62231206	\$105,178	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231676	\$110,329	

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

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VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$125,501	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	1/20/2009	62231099	\$231,460	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	4/7/2009	62232256	\$240,222	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	2/27/2009	62231713	\$240,222	
VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH	LAS VEGAS, NV 89109	3/2/2009	62231676	\$240,222	
TOTAL						\$1,538,104
VICTORIA'S SECRET STORAGE	4 LIMITED PARKWAY EAST	REYNOLDSBURG, OH 43068	1/20/2009	62230293	\$1,250	
TOTAL						\$1,250
VIDIAD	3260 INDUSTRIAL ROAD	LAS VEGAS, NV 89109	1/30/2009	62230838	\$11,723	
VIDIAD	3260 INDUSTRIAL ROAD	LAS VEGAS, NV 89109	3/9/2009	62231360	\$11,728	
VIDIAD	3260 INDUSTRIAL ROAD	LAS VEGAS, NV 89109	1/30/2009	62230838	\$11,728	
TOTAL						\$35,179
TOTAL					\$4,496,365	

Specific Notes

The dates set forth in the "Date of Payment" column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an "ACH" payment; or (iii) the clearance date for a check or money order. In addition to the payments disclosed in response to this Question, the Debtors engaged in numerous transactions, including payments and other transfers, with their Debtor and non-Debtor affiliates on a daily basis. Given the significant volume and ordinary course nature of such transactions, the Debtors may not have listed all such transactions in response to this Question 3(b).

Grand Canal Shops II, LLC
Case Number: 09-12157

Attachment 4a(ii)

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

Case Name	Case Number	Court Name and Location
REBECCA CRIMM V. MADAME TUSSAUD LAS VEGAS, INC., VENETIAN CASINO RESORT, LLC, GRAND CANAL SHOPS II, LLC	A582882	DISTRICT COURT OF CLARK COUNTY, NEVADA; NEVADA

Specific Notes

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

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

Specific Notes

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

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

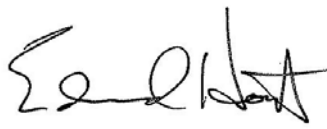
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	EXECUTIVE VICE PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER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

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

GRAND CANAL SHOPS II, LLC

Date: August 26, 2009

By: 
EDMUND HOYT, Authorized Signatory

Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.