STATEMENT OF FINANCIAL AFFAIRS

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **U.K.-American Properties, Inc.**
Debtor.

Chapter 11

Case Number: **09-12298**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a statement on which the informaiton 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, mangaging 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 businessbusiness, 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

0911977090826000000000093

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 preceeding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

None ☐ **4. Suits, executions, garnishments, and attachments**

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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 o 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.

None ☑

16. Spouses and Former Spouses

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.

U.K.-American Properties, Inc.
Case Number: 09-12298

Attachment 1

1. Income from employment or operation of business.

Year	Amount
12/31/2007 Annual Gross Revenue	$36,592,231
12/31/2008 Annual Gross Revenue	$37,567,118
3/31/2009 YTD Gross Revenue	$8,674,603

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

Type of Income	2007	2008	3/31/2009 YTD
OTHER INCOME	$1,274,939	$953,222	$128,909

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

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
ALL TEMPERATURES CONTROLLED, I	9720 TOPANGA CANYON PLACE	CHATSWORTH, CA 91311-4134	3/2/2009	62231796	$4,200	
ALL TEMPERATURES CONTROLLED, I	9720 TOPANGA CANYON PLACE	CHATSWORTH, CA 91311-4134	2/17/2009	62231556	$4,200	
		TOTAL				**$8,400**
ALLREADY FIRE SPRINKLER CO	818 N GRAND AVE	COVINA, CA 91724	2/26/2009	62231665	$520	
ALLREADY FIRE SPRINKLER CO	818 N GRAND AVE	COVINA, CA 91724	2/26/2009	62231665	$540	
ALLREADY FIRE SPRINKLER CO	818 N GRAND AVE	COVINA, CA 91724	3/27/2009	62232074	$750	
ALLREADY FIRE SPRINKLER CO	818 N GRAND AVE	COVINA, CA 91724	4/10/2009	62232171	$1,680	
		TOTAL				**$3,490**
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180676	$144	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/15/2009	7182859	$232	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179945	$380	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/30/2009	7178976	$608	
		TOTAL				**$1,364**
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/2/2009	62231862	$250	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	62231507	$250	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/30/2009	62232108	$250	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/30/2009	62232108	$72,090	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	2/10/2009	62231507	$74,959	
ANDREWS INTERNATIONAL SECURITY	FILE 51018	LOS ANGELES, CA 90074-1018	3/10/2009	62231950	$75,145	
		TOTAL				**$222,944**
ARROWHEAD MOUNTAIN SPRING WATE	P.O. BOX 856158	LOUISVILLE, KY 40285	2/6/2009	7179308	$287	
ARROWHEAD MOUNTAIN SPRING WATE	P.O. BOX 856158	LOUISVILLE, KY 40285	2/27/2009	7180293	$351	
ARROWHEAD MOUNTAIN SPRING WATE	P.O. BOX 856158	LOUISVILLE, KY 40285	3/23/2009	7181500	$374	
		TOTAL				**$1,012**
ASPEN MANAGEMENT GROUP, INC.	8335 WINNETKA AVE. #5	CANOGA PARK, CA 91306	4/14/2009	62232346	$325	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
ASPEN MANAGEMENT GROUP, INC.	8335 WINNETKA AVE. #5	CANOGA PARK, CA 91306	4/14/2009	62232346	$364	
ASPEN MANAGEMENT GROUP, INC.	8335 WINNETKA AVE. #5	CANOGA PARK, CA 91306	4/14/2009	62232346	$395	
ASPEN MANAGEMENT GROUP, INC.	8335 WINNETKA AVE. #5	CANOGA PARK, CA 91306	2/3/2009	62231327	$18,240	
ASPEN MANAGEMENT GROUP, INC.	8335 WINNETKA AVE. #5	CANOGA PARK, CA 91306	3/2/2009	62231798	$18,240	
		TOTAL				**$37,564**
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	62232399	$29	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/4/2009	62231841	$29	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/7/2009	62232236	$34	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	3/4/2009	62231842	$35	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/26/2009	62231234	$42	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	1/16/2009	62230988	$52	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	62232400	$56	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/18/2009	62231619	$58	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/18/2009	62231620	$100	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	62232401	$100	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	62232397	$100	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	2/25/2009	62231706	$3,652	
AT&T	PAYMENT CENTER	SACRAMENTO, CA 95887-0001	4/15/2009	62232398	$3,854	
		TOTAL				**$8,140**
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182169	$663	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/27/2009	7180293	$740	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181500	$1,447	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	2/2/2009	7179067	$1,801	
		TOTAL				**$4,651**
BLACKFORD & ASSOCIATES	472 S. COUNTRY HILL RD.	ANAHEIM, CA 92808	2/10/2009	62231328	$1,200	

U.K.-American Properties, Inc. **Attachment 3b**
Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
		TOTAL				**$1,200**
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	3/9/2009	62231820	$594	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/9/2009	62231447	$1,569	
CENTRAL SPECIALTIES LTD.	220-D EXCHANGE DRIVE	CRYSTAL LAKE, IL 60014	2/9/2009	62231447	$2,523	
		TOTAL				**$4,686**
CRIME BUSTERS SURVEILLANCE, IN	239 E. ALAMEDA AVE., SUITE 104	BURBANK, CA 91502	2/23/2009	62231666	$1,255	
		TOTAL				**$1,255**
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182859	$1,118	
		TOTAL				**$1,118**
DRAIN ROOTER PLUMBING	P. O. BOX 9786	CANOGA PARK, CA 913090786	3/9/2009	62231903	$138	
DRAIN ROOTER PLUMBING	P. O. BOX 9786	CANOGA PARK, CA 913090786	2/17/2009	62231557	$461	
DRAIN ROOTER PLUMBING	P. O. BOX 9786	CANOGA PARK, CA 913090786	4/6/2009	62232173	$2,689	
		TOTAL				**$3,288**
EMSL ANALYTICAL (P-CARD ONLY)	107 HADDON AVE	WESTMONT, NJ 8108	4/15/2009	7182859	$1,080	
		TOTAL				**$1,080**
G.I. SWEEPING	875 WEST LOS ANGELES AVE	MOORPARK, CA 93021	3/5/2009	62231800	$4,500	
G.I. SWEEPING	875 WEST LOS ANGELES AVE	MOORPARK, CA 93021	2/2/2009	62231330	$4,500	
		TOTAL				**$9,000**
GRAFFITI REMOVAL, INC.	P.O. BOX 2991	LA HABRA, CA 90632	4/1/2009	7181880	$1,183	
GRAFFITI REMOVAL, INC.	P.O. BOX 2991	LA HABRA, CA 90632	2/27/2009	7180293	$1,776	
		TOTAL				**$2,959**
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/8/2009	7182169	$123	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/1/2009	7181880	$244	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/12/2009	7180924	$352	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/16/2009	7178398	$426	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/15/2009	7182859	$439	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/19/2009	7179945	$450	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/15/2009	7182859	$515	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/23/2009	7178712	$545	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/19/2009	7179945	$818	
		TOTAL				**$3,914**
GREASE COMPANY, THE	4020 BANDINI BLVD.	LOS ANGELES, CA 90023	1/20/2009	62231077	$700	
		TOTAL				**$700**
ICI DULUX PAINT CENTERS (ICI P	P.O. BOX 100145	PASADENA, CA 91189-0145	3/6/2009	7180676	$207	
ICI DULUX PAINT CENTERS (ICI P	P.O. BOX 100145	PASADENA, CA 91189-0145	4/15/2009	7182860	$253	
ICI DULUX PAINT CENTERS (ICI P	P.O. BOX 100145	PASADENA, CA 91189-0145	1/30/2009	7178977	$270	
ICI DULUX PAINT CENTERS (ICI P	P.O. BOX 100145	PASADENA, CA 91189-0145	1/16/2009	7178398	$328	
ICI DULUX PAINT CENTERS (ICI P	P.O. BOX 100145	PASADENA, CA 91189-0145	2/13/2009	7179599	$411	
		TOTAL				**$1,468**
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	1/27/2009	62231218	$1,111	
INFOPLACE USA	1674 ORD WAY	OCEANSIDE, CA 92056	2/10/2009	62231508	$10,250	
		TOTAL				**$11,361**
KC POOL INC	15445 VENTURA BLVD,STE 383	SHERMAN OAKS, CA 91403	2/4/2009	62231184	$520	
KC POOL INC	15445 VENTURA BLVD,STE 383	SHERMAN OAKS, CA 91403	2/23/2009	62231667	$825	
		TOTAL				**$1,345**
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$49	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$60	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$61	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$112	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$118	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$130	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$187	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$193	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$250	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$327	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$401	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$433	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$535	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$555	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$588	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$680	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$709	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$709	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	4/6/2009	62232238	$9,731	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	2/24/2009	62231707	$10,781	
L.A. DEPARTMENT OF WATER & POW	P.O. BOX 30808	LOS ANGELES, CA 90030-0808	1/27/2009	62231235	$14,510	
		TOTAL				**$41,118**
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	4/1/2009	7181880	$20	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	4/15/2009	7182859	$66	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	3/19/2009	7181353	$114	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	1/16/2009	7178398	$121	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	2/27/2009	7180293	$304	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	2/6/2009	7179308	$312	
LARRY & JOE'S PLUMBING SUPPLIE	19651 NORDHOFF WAY	NORTHRIDGE, CA 91324-3418	2/13/2009	7179599	$1,408	
		TOTAL				**$2,345**
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/23/2009	7181500	$16	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/27/2009	7180293	$60	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/27/2009	7180293	$89	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/16/2009	7178398	$94	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/30/2009	7178977	$97	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/1/2009	7181880	$122	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/16/2009	7178398	$141	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179945	$146	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/1/2009	7181880	$169	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/1/2009	7181880	$182	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/13/2009	7179599	$182	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/6/2009	7179308	$194	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/19/2009	7179945	$195	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	2/27/2009	7180293	$205	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/8/2009	7182169	$216	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	3/6/2009	7180676	$243	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/23/2009	7178712	$252	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	4/15/2009	7182859	$311	
LOWE'S HOME IMPROVEMENT (P-CAR	SHAUN HOUSTON 1605 CURTIS BRIDGE ROAD	WILKESBORO, NC 28697	1/30/2009	7178977	$338	
		TOTAL				**$3,252**
M&M DISPLAY, INC.	P.O. BOX 13596	TORRANCE, CA 90503	1/30/2009	62231185	$14,500	
		TOTAL				**$14,500**
MACY'S	7 WEST SEVENTH STREET C/O MACY'S CENTRAL	CINCINNATI, OH 45202	1/20/2009	10286129	$540	
MACY'S	7 WEST SEVENTH STREET C/O MACY'S CENTRAL	CINCINNATI, OH 45202	1/20/2009	10286129	$7,606	
		TOTAL				**$8,146**
MCDERMOTT PLUMBING CO.	P.O. BOX 9597	CANOGA PARK, CA 91309	2/4/2009	62231331	$5,495	
		TOTAL				**$5,495**
MILLARD GROUP INC, THE	7301 N CICERO	LINCOLNWOOD, IL 60712	4/13/2009	62232269	$105	
MILLARD GROUP INC, THE	7301 N CICERO	LINCOLNWOOD, IL 60712	2/11/2009	62231509	$694	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
MILLARD GROUP INC, THE	7301 N CICERO	LINCOLNWOOD, IL 60712	3/30/2009	62232109	$694	
MILLARD GROUP INC, THE	7301 N CICERO	LINCOLNWOOD, IL 60712	4/7/2009	62232290	$74,068	
MILLARD GROUP INC, THE	7301 N CICERO	LINCOLNWOOD, IL 60712	2/11/2009	62231509	$81,004	
		TOTAL				**$156,565**
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	62231863	$694	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	62231982	$81,648	
		TOTAL				**$82,342**
MOLLI COOLZ	5025 N. TREANOR AVENUE ATTN: RAFFI KHELGHATIAN	COVINA, CA 91724	3/10/2009	62231904	$761	
		TOTAL				**$761**
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	2/17/2009	62231333	$77	
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	1/21/2009	62230280	$228	
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	2/17/2009	62231186	$920	
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	1/21/2009	62230802	$1,458	
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	2/17/2009	62231333	$1,458	
NATIONAL FAIL SAFE	6442 INDUSTRY WAY	WESTMINSTER, CA 92683	3/12/2009	62231802	$1,458	
		TOTAL				**$5,599**
NATIONWIDE OUTDOOR ADVERTISING	2615 BRANSON AVE SUITE A	NORTH LAS VEGAS, NV 89030	3/12/2009	62231905	$244	
NATIONWIDE OUTDOOR ADVERTISING	2615 BRANSON AVE SUITE A	NORTH LAS VEGAS, NV 89030	3/12/2009	62231905	$244	
NATIONWIDE OUTDOOR ADVERTISING	2615 BRANSON AVE SUITE A	NORTH LAS VEGAS, NV 89030	3/12/2009	62231905	$646	
NATIONWIDE OUTDOOR ADVERTISING	2615 BRANSON AVE SUITE A	NORTH LAS VEGAS, NV 89030	3/4/2009	62231803	$2,950	
		TOTAL				**$4,084**
NORTHRIDGE FASHION CENTER	9301 TAMPA AVENUE GENERAL GROWTH MGMT OFFICE	NORTHRIDGE, CA 91324	2/27/2009	7180293	$102	
NORTHRIDGE FASHION CENTER	9301 TAMPA AVENUE GENERAL GROWTH MGMT OFFICE	NORTHRIDGE, CA 91324	3/25/2009	62232091	$204	
NORTHRIDGE FASHION CENTER	9301 TAMPA AVENUE GENERAL GROWTH MGMT OFFICE	NORTHRIDGE, CA 91324	3/2/2009	62231821	$276	
NORTHRIDGE FASHION CENTER	9301 TAMPA AVENUE GENERAL GROWTH MGMT OFFICE	NORTHRIDGE, CA 91324	1/28/2009	62231204	$559	
		TOTAL				**$1,142**
OFFICE OF FINANCE, CITY OF L.A	FILE 57065	LOS ANGELES, CA 90074-7065	2/20/2009	62231626	$48,503	

U.K.-American Properties, Inc. **Attachment 3b**
Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
		TOTAL				**$48,503**
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179945	$149	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179308	$226	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/19/2009	7181353	$253	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178978	$573	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	4/15/2009	7182859	$683	
		TOTAL				**$1,883**
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	3/12/2009	7180924	$170	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	1/16/2009	7178398	$170	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	4/1/2009	7181880	$170	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/13/2009	7179599	$207	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	4/8/2009	7182169	$207	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/6/2009	7179308	$377	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	3/23/2009	7181500	$377	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/27/2009	7180293	$584	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	2/19/2009	7179945	$791	
ORKIN PEST CONTROL COMPANY (P-	2170 PIEDMONT ROAD NE	ATLANTA, GA 30324	1/30/2009	7178978	$1,862	
		TOTAL				**$4,913**
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$170	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/18/2009	62231991	$242	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/17/2009	62231951	$272	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$306	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$319	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/18/2009	62231983	$340	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	1/26/2009	62231136	$408	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/25/2009	62231690	$443	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/17/2009	62231951	$476	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/18/2009	62231991	$544	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$615	

U.K.-American Properties, Inc. **Attachment 3b**
Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/25/2009	62231690	$722	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/19/2009	62231595	$920	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/17/2009	62231951	$988	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/25/2009	62231690	$1,001	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$1,002	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/8/2009	62232291	$1,051	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	3/18/2009	62231983	$1,124	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/15/2009	62232370	$1,196	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/19/2009	62231595	$1,941	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	2/25/2009	62231690	$2,179	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/1/2009	62232110	$2,631	
OTIS ELEVATOR COMPANY	DEPT LA 21684	PASADENA, CA 91185-1684	4/1/2009	62232110	$5,337	
		TOTAL				**$24,230**
PIT STOP	19225 CLYMER STREET ATTN: ADALA KARAKI	NORTHRIDGE, CA 91326	4/9/2009	62232362	$2,950	
		TOTAL				**$2,950**
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	2/13/2009	7179599	$29	
PITNEY BOWES INC.	P.O. BOX 856390	LOUISVILLE, KY 40285-6390	1/23/2009	7178712	$230	
		TOTAL				**$259**
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	3/23/2009	62232075	$277	
PITNEY BOWES PURCHASE POWER	PO BOX 856042	LOUISVILLE, KY 40285-6042	2/4/2009	62231334	$541	
		TOTAL				**$818**
PLAYTIME CREATIONS	8480 UPLAND DRIVE, STE 100	ENGLEWOOD, CO 80112	1/28/2009	62231208	$25,331	
		TOTAL				**$25,331**
PRINT-A-SIGN	3214 BEVERLY BLVD.	LOS ANGELES, CA 90057	2/17/2009	62231558	$316	
PRINT-A-SIGN	3214 BEVERLY BLVD.	LOS ANGELES, CA 90057	1/21/2009	62231078	$349	
		TOTAL				**$665**
QUALEX, INC.	P.O. BOX 641326	PITTSBURGH, PA 15264-1326	1/20/2009	62231079	$7,500	
		TOTAL				**$7,500**
REGENCY LIGHTING	23661 NETWORK PLACE	CHICAGO, IL 60673-1213	2/12/2009	62231559	$82,948	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
		TOTAL				**$82,948**
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	4/15/2009	7182859	($204)	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/6/2009	7180676	$206	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/27/2009	7180293	$264	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	1/23/2009	7178712	$293	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/19/2009	7179945	$693	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180924	$823	
		TOTAL				**$2,075**
SEARS, ROEBUCK AND CO.	4849 GREENVILLE AVE STE 1000	DALLAS, TX 75206	2/20/2009	62231486	$16,519	
SEARS, ROEBUCK AND CO.	4849 GREENVILLE AVE STE 1000	DALLAS, TX 75206	2/24/2009	62231631	$51,071	
		TOTAL				**$67,590**
SHERRY CALO - PETTY CASH CUSTO	NORTHRIDGE FASHION CENTER 9301 TAMPA AVE.	NORTHRIDGE, CA 91324	2/11/2009	62231475	$219	
SHERRY CALO - PETTY CASH CUSTO	NORTHRIDGE FASHION CENTER 9301 TAMPA AVE.	NORTHRIDGE, CA 91324	2/11/2009	62231475	$500	
SHERRY CALO - PETTY CASH CUSTO	NORTHRIDGE FASHION CENTER 9301 TAMPA AVE.	NORTHRIDGE, CA 91324	3/10/2009	62231205	$500	
SHERRY CALO - PETTY CASH CUSTO	NORTHRIDGE FASHION CENTER 9301 TAMPA AVE.	NORTHRIDGE, CA 91324	2/11/2009	62231475	$1,897	
		TOTAL				**$3,116**
SHERWIN-WILLIAMS CO (P-CARD ON	101 PROSPECT AVENUE N.W.	CLEVELAND, OH 44115	3/19/2009	7181353	$82	
SHERWIN-WILLIAMS CO (P-CARD ON	101 PROSPECT AVENUE N.W.	CLEVELAND, OH 44115	4/8/2009	7182169	$164	
SHERWIN-WILLIAMS CO (P-CARD ON	101 PROSPECT AVENUE N.W.	CLEVELAND, OH 44115	2/13/2009	7179599	$293	
SHERWIN-WILLIAMS CO (P-CARD ON	101 PROSPECT AVENUE N.W.	CLEVELAND, OH 44115	1/30/2009	7178975	$296	
SHERWIN-WILLIAMS CO (P-CARD ON	101 PROSPECT AVENUE N.W.	CLEVELAND, OH 44115	3/12/2009	7180924	$300	
		TOTAL				**$1,135**
SHOWCASE	12320 BURBANK BLVD #102 ATTN: MICHAEL AMAR	VALLEY VILLAGE, CA 91607	3/31/2009	62232092	$1,000	
		TOTAL				**$1,000**
SKIN SPA/BABY SPA	JONATHAN BAKER/SKIN SPA ATTN: JONATHAN BAKER	ENCINO, CA 91316	2/12/2009	62231450	$800	
		TOTAL				**$800**
SO RELAX	WORLDLINK INDUSTRIES LLC VINNY XU OR BILLY XU	SAN DIEGO, CA 92122	1/27/2009	62230805	$1,000	

U.K.-American Properties, Inc. **Attachment 3b**

Case Number: 09-12298

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

Payee	Address	City, State & Zip	Clear Date	Payment Number	Payment Amount	Total Amount Paid
		TOTAL				**$1,000**
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/29/2009	62231106	$109	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	2/25/2009	62231708	$109	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/7/2009	62232239	$109	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	2/25/2009	62231709	$195	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	4/7/2009	62232240	$249	
SPRINT	PO BOX 219100	KANSAS CITY, MO 64121-9100	1/29/2009	62231106	$272	
		TOTAL				**$1,043**
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	1/30/2009	7178975	$102	
US POSTAL SERVICE	CMRS-TMS PO BOX 0527	CAROL STREAM, IL 60132-0527	3/19/2009	7181353	$841	
		TOTAL				**$943**
WAYNE DANIELS PRODUCTION MANAG	3856 SENECA AVENUE	LOS ANGELES, CA 90039	3/20/2009	62232076	$400	
WAYNE DANIELS PRODUCTION MANAG	3856 SENECA AVENUE	LOS ANGELES, CA 90039	3/20/2009	62232076	$400	
		TOTAL				**$800**
ZUMIEZ (ACH ONLY)	6300 MERRILL CREEK PARKWAY, SUITE B	EVERETT, WA 98203	1/20/2009	7178482	$19,830	
		TOTAL				**$19,830**
				TOTAL		**$955,618**

Specific Notes

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

4a. Suits and Administrative Proceedings - Debtor as Plaintiff

Case Name	Case Number	Court Name and Location
UK AMERICAN PROPERTIES V. RAYA KAZOROVA DBA ANDELINA'S MEDITTERANEAN GRILL	PC045921	COUNTY OF LOS ANGELES - NORTH VALLEY
UK AMERICAN PROPERTIES, V. SUNG DONG USA LLC DBA CALIFORNIA CHICKEN ROASTERS	PC045535	COUNTY OF LOS ANGELES - NORTH VALLEY

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

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

Case Name	Case Number	Court Name and Location
HARDESNTY & ASSOCIATES, INC. V. GENERAL GROWTH PROPERTIES, INC., U.K.-NORTHRIDGE, INC.	BCD394087	SUPERIOR COURT FOR THE STATE OF CALIFORNIA. LOS ANGELES COUNTY; CALIFORNIA
SGPA PLANNING AND ARCHITECTURE SAN DIEGO, DBA DGPA ARCHITECTURE AND PLANNING V. U.K.- AMERICAN PROPERTIES, INC. AND GENERAL GROWTH PROPERTIES, INC.	PC044764	SUPERIOR COURT OF CALIFORNIA, LOS ANGELES COUNTY, NORTH VALLEY DISTRICT, CHATSWORTH COURTHOUSE; CALIFORNIA

Specific Notes

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

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

Specific Notes

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

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

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

U.K.-American Properties, Inc. **Case Number: 09-12298**

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.

U.K.-AMERICAN PROPERTIES, INC.

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.