SOURCES AND USES OF CASH

Cash Sources and Uses of the Plan

The Sources and Uses of Cash summarize, on an estimated basis, the cash activity of the Plan Debtors and their subsidiaries on the Effective Date. Sources of cash are compared to uses of cash to determine the cash balance the Plan Debtors and their subsidiaries will have following the Plan Debtors' emergence from chapter 11. Solely for presentation purposes, it is assumed that Plan Debtors emerge from chapter 11 on September 30, 2010, thus completing the financial restructuring of General Growth. All costs presented in the cash usage column of the sources and uses of the Plan are assumed to be incurred and paid if applicable at September 30, 2010. However, not all of the costs presented in that column will be paid immediately and may be paid when approved by the Bankruptcy Court, when negotiated, or in the ordinary course of business of General Growth. It should be noted that, notwithstanding the assumption used for this analysis with respect to consummation of the Plan, the Debtors currently estimate that the Plan will be consummated at or around November 8, 2010. The Plan Debtors believe that the difference between the date assumed for purposes of the Financial Projections and the expected emergence date at or around November 8, 2010 will not have a material impact on these projections. A separate Sources and Uses of Cash analysis which assumes an emergence date of November 8, 2010 has been provided for illustrative purposes. In addition, variances in calculation methods are highlighted in the supplemental narrative provided herein.

Per the terms of the Investment Agreements, the Brookfield Investor, Fairholme and Pershing Square, who hold certain debt securities in General Growth, may contribute those claims and accrued interest thereon in lieu of cash to satisfy the purchase price of New GGP Common Stock. For the purpose of the projections, the cash sources show the gross investments from the Brookfield Investor, Fairholme and Pershing Square and cash uses show gross distributions to the various creditor classes. However if the Investors elect to contribute their claims in lieu of cash, the cash investment from each Investor and the distribution on account of such claims would be reduced on a dollar for dollar basis. Pursuant to the Plan, the Hughes Heirs will receive $10 million in cash and, at the Plan Debtors' option, $220 million in New GGP Common Stock and/or cash. Default interest on the 2006 Bank Loan Claim as well as potential makewhole obligations owed on the Rouse Note Claims and Exchangeable Notes Claims are in dispute, and therefore these amounts have been excluded from the Sources and Uses of Cash. While the Debtors' dispute these amounts & assert that no such amounts are owed, to the extent that any of these disputed amounts are allowed, under the Cash Uses column, it would increase the payment of claims and decrease the total cash by as much as $400 million depending on which disputed amounts are allowed.

Cash Sources

Debt & Equity Investments: Subject to GGP's cutback rights under the Investment Agreements, the Brookfield Investor is forecasted to invest $2.5 billion of equity, Fairholme is forecasted to invest $2.713 billion of equity, and Pershing Square is forecasted to invest $737 million of equity as well as issue a Bridge Note to New GGP in the amount of $350 million. The $350 million Bridge Note will have a term of 180 days and will bear interest at a rate of 6%, with a ticking fee accruing from the 90th day at 2% per annum, payable upon termination of the Bridge Note. The Bridge Note will have an early payment option at GGP's discretion and GGP will maintain an equity put option to put to Pershing Square New GGP Common Stock at a value of $10 per share in an amount necessary to repay 100% of the Bridge Note. In addition, as previously announced GGP is forecasting that a $500 million equity investment in New GGP will be funded by Texas Teachers as of the Effective Date at a price of $10.25 per share.[1]

New Debt: For the purpose of the projections, it is assumed that General Growth will enter into a revolving credit facility on the Effective Date. The revolver is assumed to remain unfunded as of the Effective Date; however, an estimated $23.6 million in letters of credit are assumed to be issued to replace letters of credit that were issued under facilities refinanced or restructured as part of the transaction.

Pre-Transaction Wholly Owned Cash Balance: The pre-transaction wholly owned cash balance is calculated by forecasting the cash position generated by the operations of GGP and its wholly-owned entities, forecasted contributions and distributions from joint venture entities, and the inclusion of certain costs and distributions associated with the restructuring and emergence of various Subsidiary Debtors who have or are forecasted to have emerged from chapter 11 prior to September 30, 2010. For an explanation of the Plan Debtors' projections and assumptions, see the Reorganized General Growth Projections. Costs and distributions associated with the Subsidiary Debtors include:

- *Closing Fees*: Closing fees consisted of legal fees, appraisal fees, agency fees, extension fees, and special servicer fees associated with refinancing the property level secured debt.
- *Escrow Deposits*: Escrow deposits consisted of estimated funds placed into escrow following refinancing of property level secured debt. Such deposits included escrows for real estate tax, insurance, ground rent, operating expenses, tenant improvements and leasing, rollover and replacement, and capital expenditures.
- *Catch-up Amortization and Interest on Secured and Mezzanine Debt Facilities*: General Growth is forecasted to have remedied any unpaid amortization on secured property loans as well as unpaid interest on mezzanine debt facilities upon closing of the loans.

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[1] If the New GGP Mandatorily Exchangeable Pre-Emergence Notes are issued in connection with GGP's exercise of its cutback rights under the Investment Agreements, the amounts invested by Fairholme, Pershing Square and Texas Teachers shall be reduced by the amount of the GGP Mandatorily Exchangable Pre-Emergence Notes (up to $2.15 billion in the aggregate).

- *Secured, Administrative, Priority, and Unsecured Claims*: General Growth is forecasted to have made certain payments on various claims throughout the pre-transaction period as determined by the Bankruptcy Court. Any unpaid claims related to the Subsidiary Debtors are estimated to be paid at emergence of the Plan Debtors for the purpose of projections.

Pre-Transaction Joint Venture Cash Balance: The pre-transaction joint venture cash balance is calculated by adjusting the General Growth projections for the joint venture properties by forecasted contributions from and distributions to General Growth.

Cash Uses

Ala Moana and Burlington Mezzanine Paydowns: The GGP Ala Moana LLC secured debt paydown on the Effective Date is assumed to be $137 million, and The Burlington Town Center LLC mezzanine debt paydown is assumed to be $5.5 million per the terms of their restructured loan agreements.

Vacant Anchor Reserves and Other Loan Escrows: Vacant anchor reserves represent potential funds to be deposited into escrow should certain anchor tenant spaces go vacant per the terms of certain property level restructured loan agreements. For the purposes of the projections, General Growth is assumed to deposit $34 million into escrow for vacant anchor reserves upon the Effective Date. For the purpose of the projections, an additional $2 million is forecasted to be deposited into escrow for potential debt service coverage requirements.

Rouse Note Claims: Pursuant to the Plan, the outstanding principal balances of the Unmatured Rouse Notes are assumed to be reinstated (election by holders of these notes to receive the New Rouse Note as contemplated by the Plan will not change the quantum of debt and will not have a material impact on post-Effective Date interest expense). The outstanding balances of the Rouse 3.625% Notes due 2009 and the Rouse 8.000% Notes due 2009 are assumed to be paid in cash on the Effective Date. The allowed amount of accrued interest on all Rouse Note Claims is assumed to be paid in cash on the effective date. Cash distributions to the Rouse Note Claims under the plan will be $595 million of principal and $62.5 million of estimated accrued interest thereon related to the 3.625% Rouse Notes and 8.000% Rouse Notes. In addition, $176.9 million of accrued interest on the Rouse 6.750% Notes due 2013, the Rouse 5.375% Notes due 2013, and the Rouse 7.200% Notes due 2012 will be paid in cash. For the purpose of the projections as discussed previously, the Rouse Note Claims held by the investors are shown as being paid in cash since their investment is being shown in the gross amount. The remaining Rouse Note Claims of $1.345 billion will either be reinstated or converted into new Rouse Notes. For the purpose of the projections, it is assumed that the Investors own $305 million of Rouse Note Claims. To the extent that, on the Effective Date, the Investors hold less than $305 million of Rouse Note Claims, then the amount of Rouse Note Claims reinstated or converted into new Rouse Notes would increase by the difference between $305 million and the amount of Rouse Note Claims held by the Investors at the Effective Date. Should the Investors sell their positions in the Rouse Note Claims prior to the Effective Date, the amount of Rouse Note Claims reinstated or converted into new Rouse Notes would increase by the amount of Rouse Note Claims sold by the Investors.

2006 Bank Loan Claims: Pursuant to the Plan, the 2006 Bank Loan debt balance of $2.58 billion and the estimated accrued interest of $133.7 million are assumed to be paid in cash by the Plan Debtors on the Effective Date.

Exchangeable Notes Claims: Pursuant to the Plan, the Exchangeable Notes debt balance of $1.55 billion and the estimated accrued interest of $124.6 million are assumed to be paid in cash by the Plan Debtors on the Effective Date as it is assumed that the holders of the Exchangeable Notes Claims elect the cash distribution option afforded to them in the Plan.

TRUPS Claims: Pursuant to the Plan, the forecast contemplates that the Plan Debtors will pay an estimated $7 million of accrued interest on the TRUPS Claims in cash on the Effective Date and the loan balance will be reinstated.

GGP/Ivanhoe, Inc. Affiliate Partner Note Claims: Pursuant to the Plan, the forecast contemplates that the Plan Debtors will pay an estimated $8 million of accrued interest on the GGP/Ivanhoe, Inc. Affiliate Partner Note Claim in cash on the Effective Date and the loan balance will be reinstated.

GGP/Homart II, L.L.C. Partner Note Claims: Pursuant to the Plan, the forecast contemplates that the Plan Debtors will pay an estimated $23 million of accrued interest on the GGP/Homart II, L.L.C. Partner Note Claim in cash on the Effective Date and the loan balance will be reinstated.

DIP Facility: Pursuant to the Plan, the forecast contemplates that the Plan Debtors will repay the DIP Facility loan of $400 million and $1.83 million of accrued interest in cash on the Effective Date.

Allowed Administrative Expense Claims: The Allowed Administrative Expense Claims are comprised of Administrative Expense Claims for anchor tenants, employees, executory contracts, surety bonds, tenant claims, and post petition accrued fees on secured debt. For illustrative purposes, it is assumed that all Administrative Expense Claims unrelated to Subsidiary Debtors being transferred to Spinco and remaining as of the Effective Date will be paid in cash on the Effective Date. Administrative Expense Claims related to Subsidiary Debtors being transferred to Spinco will be paid by Spinco on or after the Effective Date.

Allowed Priority Tax Claims: For illustrative purposes, it is assumed that all Priority Tax Claims unrelated to Subsidiary Debtors transferred to Spinco and remaining as of the Effective Date will be paid in cash on the Effective Date. Priority Tax Claims related to Subsidiary Debtors being transferred to Spinco will be paid by Spinco sometime after the Effective Date.

Allowed General Unsecured Claims: The Allowed General Unsecured Claims are comprised of pre-petition claims for accounts payable, accrued expenses, critical vendors and other general unsecured liabilities. For illustrative purposes, it is assumed that all General Unsecured Claims unrelated to Subsidiary Debtors being transferred to Spinco and remaining as of the Effective Date will be paid in cash upon the Effective Date. General Unsecured Claims related to Subsidiary Debtors being transferred to Spinco will be paid by Spinco sometime after the Effective Date.

Spinco Setup Costs: Spinco Setup Costs consist of estimated costs related to the formation and implementation of Spinco as of the Effective Date. For the purpose of the projections, these costs include among other things consent fees, transfer fees, and audit fees.

GGP LP Equity Interests: For the purpose of the projections, the forecast contemplates payment in cash of the 2009 and 2010 year to date deferred dividend to GGP LP Preferred Equity Unit holders and GGP LP Common Unit holders as of the Effective Date and the equity interests will be reinstated.

GGPLP LLC Preferred Equity Interests: For the purpose of the projections, the forecast contemplates payment in cash of the 2009 and 2010 year to date deferred dividend to preferred equity holders as of the Effective Date and the equity interests will be reinstated.

Transaction Fees and Expenses: Transaction fees and expenses include estimates for professional fees incurred but unpaid, professional fee holdbacks for select professional services firms, estimated capital raise fees, a clawback fee related to the Investment Agreements, forecasted success fees and an estimated obligation under a key employee incentive program. For the purpose of the projections, these transaction fees and expenses are assumed to be paid in cash on the Effective Date. These amounts will be paid post emergence upon approval by the Bankruptcy Court or in accordance with the terms of their agreements or plans.

<u>Supplemental Narrative: Sources and Uses of Cash as of November 8, 2010</u>

A Sources and Uses of Cash analysis assuming an emergence date of November 8, 2010 has been prepared for illustrative purposes. Various changes were made to forecasted sources and uses of cash as a result of adjusting the assumed emergence date. These adjustments are highlighted below:

Pre-Transaction Wholly Owned Cash Balance: The pre-transaction wholly owned cash balance as of November 8, 2010 is calculated by adding the forecasted cash position generated by the operations of GGP and its wholly-owned entities, forecasted contributions and distributions from joint venture entities, and the inclusion of certain costs and distributions associated with the restructuring for the period of October 1, 2010 through November 8, 2010 to the assumed pre-transaction wholly owned cash balance as of September 30, 2010. Adding the additional cash activity to the September 30, 2010 forecasted balance results in a $45 million increase to the pre-transaction wholly owned cash balance.

Pre-Transaction Joint Venture Cash Balance: The pre-transaction joint venture cash balance is calculated by adjusting the General Growth projections for the joint venture properties by forecasted contributions from and distributions to General Growth through the assumed emergence date of November 8, 2010. Adjusting the pre-transaction joint venture cash balance results in a reduction of the pre-transaction joint venture cash balance by $ 21 million.

Rouse Note Claims: The allowed amount of accrued interest on all Rouse Note Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $14.9 million of Rouse Note Claims.

2006 Bank Loan Claims: The estimated accrued interest for the 2006 Bank Loan Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $8.7 million of 2006 Bank Loan Claims.

Exchangeable Notes Claims: The estimated accrued interest for the Exchangeable Note Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $6.4 million of Exchangeable Note Claims.

TRUPS Claims: The estimated accrued interest for the TRUPS Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $0.4 million of TRUPS Claims.

GGP/Ivanhoe, Inc. Affiliate Partner Note Claims: The estimated accrued interest for the GGP/Ivanhoe, Inc. Affiliate Partner Note Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $0.5 million of GGP/Ivanhoe, Inc. Affiliate Partner Note Claims.

GGP/Homart II, L.L.C. Partner Note Claims: The estimated accrued interest for the GGP/Homart II, L.L.C. Partner Note Claims is calculated by adding accrued interest for the period of October 1, 2010 through November 8, 2010 to the accrued interest balance as of September 30, 2010, resulting in an additional $1.4 million of GGP/Homart II, L.L.C. Partner Note Claims.

Allowed Administrative Expense Claims: The estimate of Allowed Administrative Expense Claims is calculated by reducing the remaining claims balance as of September 30, 2010 by the claims forecasted to be paid during the period of October 1, 2010 through November 8, 2010. The result is a decrease of $0.1 million.

Allowed Priority Tax Claims: The estimate of Allowed Priority Tax Claims is calculated by reducing the remaining claims balance as of September 30, 2010 by the claims forecasted to be paid during the period of October 1, 2010 through November 8, 2010. The result is a decrease of $3 thousand.

Allowed General Unsecured Claims: The estimate of Allowed General Unsecured Claims is calculated by reducing the remaining claims balance as of September 30, 2010 by the claims forecasted to be paid during the period of October 1, 2010 through November 8, 2010. The result is a decrease of $0.4 million.

Transaction Fees and Expenses: Transaction fees and expenses is calculated by adding estimates for professional fees incurred but unpaid and professional fee holdbacks for select professional services firms for the period of October 1, 2010 through November 8, 2010 to the transaction fees and expenses estimate as of September 30, 2010, resulting in an additional $8 million of transaction fees and expenses.

Sources and Uses of the Plan - September 30, 2010

Cash Sources		
Brookfield Equity Investment		2,500
Fairholme Capital Management Equity Investment		2,713
Pershing Square Capital Management Equity Investment		737
Pershing Square Capital Management Bridge Note		350
Teacher Retirement System of Texas Equity Investment		500
Pre-Transaction Wholly Owned Cash Balance	594	
Pre-Transaction Joint Venture Cash Balance	229	
Total Cash		824
Total Cash Sources		**$7,624**

Cash Uses		
Payments Related to Loan Restructuring		
Ala Moana & Burlington Mezz Paydown		143
Vacant Anchor Reserves & Other Loan Escrows		36
Payments Related to Creditor and Restructuring Related Distributions		
Rouse Note Claims		1,180
2006 Bank Note Claims		2,711
Exchangeable Notes Claims		1,675
TRUPS Claims		7
GGP/Ivanhoe, Inc. Affiliate Partner Note Claims		8
GGP/Homart II, L.L.C.Partner Note Claims		23
DIP Facility Claims		402
Allowed Administrative Expense Claims		44
Allowed Priority Tax Claims		1
Allowed Mechanics' Lien Claims		44
Allowed General Unsecured Claims		74
Spinco Set Up Costs		15
GGPLP & GGPLP LLC Preferred Equity Interests		21
Hughes Settlement Amount Assumed to be Paid in Cash		10
Transaction Fees and Expenses		366
Post-Transaction Wholly Owned Cash Balance	636	
Pre-Transaction Joint Venture Cash Balance	229	
Total Cash		865
Total Cash Uses		**$7,624**

Sources and Uses of the Plan - November 8, 2010

Cash Sources		
Brookfield Equity Investment		2,500
Fairholme Capital Management Equity Investment		2,713
Pershing Square Capital Management Equity Investment		737
Pershing Square Capital Management Bridge Note		350
Teacher Retirement System of Texas Equity Investment		500
Pre-Transaction Wholly Owned Cash Balance	639	
Pre-Transaction Joint Venture Cash Balance	208	
Total Cash		847
Total Cash Sources		**$7,647**

Cash Uses		
Payments Related to Loan Restructuring		
Ala Moana & Burlington Mezz Paydown		143
Vacant Anchor Reserves & Other Loan Escrows		36
Payments Related to Creditor and Restructuring Related Distributions		
Rouse Note Claims		1,195
2006 Bank Note Claims		2,720
Exchangeable Notes Claims		1,681
TRUPS Claims		8
GGP/Ivanhoe, Inc. Affiliate Partner Note Claims		9
GGP/Homart II, L.L.C.Partner Note Claims		25
DIP Facility Claims		402
Allowed Administrative Expense Claims		44
Allowed Priority Tax Claims		1
Allowed Mechanics' Lien Claims		43
Allowed General Unsecured Claims		73
Spinco Set Up Costs		15
GGPLP & GGPLP LLC Preferred Equity Interests		21
Hughes Settlement Amount Assumed to be Paid in Cash		10
Transaction Fees and Expenses		374
Post-Transaction Wholly Owned Cash Balance	642	
Pre-Transaction Joint Venture Cash Balance	208	
Total Cash		850
Total Cash Uses		**$7,647**