

**General Growth Properties, Inc.**  
**Cash Forecast**  
(\$ in Millions)

**Exhibit 3**

<i>Transaction</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<b>Jan - Dec</b>
<b>Dec-09</b>	<b>Jan-10</b>	<b>Feb-10</b>	<b>Mar-10</b>	<b>Apr-10</b>	<b>May-10</b>	<b>Jun-10</b>	<b>Jul-10</b>	<b>Aug-10</b>	<b>Sep-10</b>	<b>Oct-10</b>	<b>Nov-10</b>	<b>Dec-10</b>		<b>2010</b>
<b>Consolidated Cash Flow Before Debt Service and Plan Related Distributions</b>	-	<b>\$73.7</b>	<b>\$109.8</b>	<b>\$97.5</b>	<b>\$100.2</b>	<b>\$90.9</b>	<b>\$89.2</b>	<b>\$99.6</b>	<b>\$99.6</b>	<b>\$91.4</b>	<b>\$95.3</b>	<b>\$105.1</b>	<b>\$107.0</b>	<b>\$1,159.5</b>
Debt Service	-	(91.2)	(91.3)	(90.6)	(91.8)	(91.6)	(92.2)	(93.2)	(92.7)	(93.0)	(93.0)	(93.5)	(93.4)	(1,107.4)
Restructuring & Settlement Related Distributions	(315.8)	-	-	-	-	-	-	-	-	-	-	-	(181.9)	(181.9)
Pre Petition Amounts	(107.4)	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Consolidated Cash Flow</b>	<b>(423.2)</b>	<b>(17.5)</b>	<b>18.5</b>	<b>6.9</b>	<b>8.4</b>	<b>(0.7)</b>	<b>(2.9)</b>	<b>6.5</b>	<b>6.9</b>	<b>(1.6)</b>	<b>2.4</b>	<b>11.7</b>	<b>(168.3)</b>	<b>(129.8)</b>
Beginning Consolidated Cash	745.2	322.0	304.5	323.1	330.0	338.4	337.7	334.7	341.2	348.1	346.5	348.9	360.5	
Consolidated Cash Flow	(423.2)	(17.5)	18.5	6.9	8.4	(0.7)	(2.9)	6.5	6.9	(1.6)	2.4	11.7	(168.3)	
<b>Ending Consolidated Cash</b>	<b>\$322.0</b>	<b>\$304.5</b>	<b>\$323.1</b>	<b>\$330.0</b>	<b>\$338.4</b>	<b>\$337.7</b>	<b>\$334.7</b>	<b>\$341.2</b>	<b>\$348.1</b>	<b>\$346.5</b>	<b>\$348.9</b>	<b>\$360.5</b>	<b>\$192.3</b>	