

General Growth Properties, Inc.**Exhibit 3****Cash Forecast**

(\$ in Millions)

<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>	Jan - Dec 2010
Dec-09	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10		
Consolidated Cash Flow Before Debt Service and Plan Related Distributions	-	\$68.2	\$109.8	\$97.5	\$100.2	\$90.9	\$89.2	\$99.6	\$99.6	\$91.4	\$95.3	\$105.1	\$107.0	\$1,154.0
Debt Service	-	(91.8)	(91.8)	(91.4)	(92.3)	(92.3)	(92.7)	(93.8)	(93.3)	(93.6)	(93.6)	(94.1)	(94.1)	(1,114.7)
Restructuring & Settlement Related Distributions	(325.9)	-	-	-	-	-	-	-	-	-	-	-	(182.5)	(182.5)
Pre Petition Amounts	(109.6)	-	-	-	-	-	-	-	-	-	-	-	-	-
Consolidated Cash Flow	(435.5)	(23.6)	18.0	6.1	7.9	(1.4)	(3.5)	5.8	6.4	(2.1)	1.7	11.1	(169.5)	(143.2)
Beginning Consolidated Cash	745.2	309.7	286.1	304.1	310.2	318.1	316.7	313.2	319.0	325.4	323.3	325.0	336.1	
Consolidated Cash Flow	(435.5)	(23.6)	18.0	6.1	7.9	(1.4)	(3.5)	5.8	6.4	(2.1)	1.7	11.1	(169.5)	
Ending Consolidated Cash	\$309.7	\$286.1	\$304.1	\$310.2	\$318.1	\$316.7	\$313.2	\$319.0	\$325.4	\$323.3	\$325.0	\$336.1	\$166.6	

1 It should be noted that these projections were prepared prior to the inclusion of The Village of Cross Keys, LLC and VCK Business Trust. However, the addition of The Village of Cross Keys, LLC and VCK Business Trust has an immaterial impact on the aggregate numbers and, thus, the numbers have not been revised. If incorporated, the Emergence Costs would increase by approximately \$1.2 million and the cash flow difference would be approximately \$1.4 million over the twelve (12) month time period noted above.