

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

GGP Limited Partnership

Case Number: 09-11978

Exhibit E-2

Priority Claims - Income/Franchise Tax/Business License Fee Liabilities

| <u>Schedule ID</u> | <u>Name</u> | <u>Address</u> | <u>City, State & Zip</u> | <u>Description</u> | <u>C</u> | <u>U</u> | <u>D</u> | <u>Total Claim Amount</u> |
|--------------------|--|----------------------|----------------------------------|-----------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3034 | ALABAMA DEPARTMENT OF REVENUE, INDIVIDUAL AND CORPORATE TAX DIVISION | PO BOX 327441 | MONTGOMERY, AL 3613-7441 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3036 | ALABAMA DEPARTMENT OF REVENUE- PTE | PO BOX 327444 | MONGOMERY, AL 36132-7444 | COMPOSITE-WITHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3040 | ARIZONA DEPARTMENT OF REVENUE | PO BOX 52153 | PHOENIX, AZ 85072-2153 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3046 | BOARD OF EQUALIZATION, ENVIRONMENTAL FEES DIVISION | PO BOX 942879 | SACRAMENTO, CA 94279-6001 | ENVIRONMENTAL FEE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3052 | CITY OF ABERDEEN, FINANCE DEPARTMENT | 200 E. MARKET STREET | ABERDEEN, WA 98520-52073 | BUSINESS AND OCCUPATION TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3053 | CITY OF BELLINGHAM, FINANCE DIRECTOR | PO BOX V | BELLINGHAM, WA 98227 | BUSINESS AND OCCUPATION TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3057 | CITY OF BIRMINGHAM | PO BOX 830638 | BIRMINGHAM, AL 35283-0638 | LICENSE FEE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3058 | CITY OF BOWLING GREEN, KY | PO BOX 1410 | BOWLING GREEN, KY 42102- 1410 | BIG CITY NET PROFIT LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|-------------------|--------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3060 | CITY OF FLORENCE | PO BOX 1327 | FLORENCE, KY 41022-1327 | OCCUPATIONAL LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3062 | CITY OF ZANESVILLE, DIVISION OF INCOME TAX | 401 MARKET STREET | ZANESVILLE, OH 43701 | ZANESVILLE CITY TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3063 | COLORADO DEPARTMENT OF REVENUE | | DENVER, CO 80261-0006 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3067 | COMPTROLLER OF MARYLAND, REVENUE ADMINISTRATION DIVISION | | ANNAPOLIS, MARYLAND 21411-0001 | PASS-THROUGH RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-12800 | COMPTROLLER OF PUBLIC ACCTS | P.O. BOX 149348 | AUSTIN, TX 78714-9348 | FRANCHISE TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3071 | DELAWARE DIVISION OF REVENUE | PO BOX 8703 | WILMINGTON, DE 19899-8703 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3072 | DEPARTMENT OF REVENUE | PO BOX 3815 | JEFFERSON CITY, MO 65105-3815 | WITHOLDING EXEMPTION CERTIFICATES | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-22180 | DEPARTMENT OF REVENUE SERVICES | PO BOX 2974 | HARTFORD, CT 06104-2974 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3073 | DEPARTMENT OF TAXATION | PO BOX 1500 | RICHMOND, VA 23218-1500 | PASS-THROUGH RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|-----------------------|------------------------------|--------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3080 | DEPARTMENT OF THE TREASURY, INTERNAL REVENUE SERVICE CENTER | | CINCINNATI, OH 45999-0012 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3216 | FLORIDA DEPARTMENT OF REVENUE | 5050 W. TENNESSEE ST. | TALLAHASSEE, FL 32399-0135 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3131 | FRANCHISE TAX BOARD | PO BOX 942857 | SACRAMENTO, CA 94257-0631 | LLC TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3028 | FRANCHISE TAX BOARD | PO BOX 942867 | SACRAMENTO, CA 94257 | WITHHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3138 | GEORGIA DEPARTMENT OF REVENUE, PROCESSING CENTER | PO BOX 105544 | ATLANTA, GA 30348-5544 | WITHHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3141 | GEORGIA DEPARTMENT OF REVENUE, PROCESSING CENTER | PO BOX 740315 | ATLANTA, GA 30374-0315 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3290 | HAWAII DEPARTMENT OF TAXATION | PO BOX 3559 | HONOLULU, HI 96811-3559 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3143 | IDAHO STATE TAX COMMISSION | PO BOX 56 | BOISE, ID 83756-0056 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3152 | ILLINOIS DEPARTMENT OF REVENUE | PO BOX 19031 | SPRINGFIELD, IL 62794-9447 | INCOME & REPLACEMENT TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3153 | ILLINOIS DEPARTMENT OF REVENUE | PO BOX 19447 | SPRINGFIELD, IL 62794-9447 | WITHHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|--|------------------------------|------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3154 | INCOME TAX RETURN PROCESSING, IOWA DEPT. OF REVENUE | HOOVER STATE OFFICE BUILDING; PO BOX 10411 | DES MOINES, IA 50319-0120 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3030 | INDIANA DEPARTMENT OF REVENUE | 100 N. SENATE AVE. | INDIANAPOLIS, IN 46204-2253 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3157 | INDIANA DEPARTMENT OF REVENUE | PO BOX 6108 | INDIANAPOLIS, IN 46206-6108 | WITHHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3159 | INDIVIDUAL INCOME TAX SECTION, PASS-THROUGH ENTITY | PO BOX 3628 | LITTLE ROCK AR 72203-3628 | WITHHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3160 | KENTUCKY DEPARTMENT OF REVENUE | | FRANKFORT, KY 40620 | INCOME AND LICENSE FEE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3165 | LOUISIANA DEPARTMENT OF REVENUE | PO BOX 201 | BATON ROUGE, LA 70821-0201 | COMPOSITE RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3166 | LOUISIANA DEPARTMENT OF REVENUE | PO BOX 3440 | BATON ROUGE, LA 70821-3440 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3176 | LOUISVILLE METRO REVENUE COMMISSION | PO BOX 35410 | LOUISVILLE, KY 40232-5410 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3178 | MAINE REVENUE SERVICES | PO BOX 9117 | AUGUSTA, ME 04332-9117 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|---------------------------------|-------------------------------|--------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-21536 | MAINE REVENUE SERVICES | PO BOX 9118 | AUGUSTA, ME 04332-9117 | WITHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3182 | MASSACHUSETTS DEPARTMENT OF REVENUE | PO BOX 7017 | BOSTON MA 02204 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3293 | MICHIGAN DEPARTMENT OF TREASURY | DEPARTMENT 77375, PO BOX 77000, | DETROIT, MI 48277-0375 | MBT ANNUAL RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-22181 | MICHIGAN DEPARTMENT OF TREASURY | DEPT 77003 | DETROIT, MI 48277-0003 | WITHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3186 | MINNESOTA PARTNERSHIP TAX | MAIL STATION 1760 | ST. PAUL, MN 55145-1760 | INFORMATION RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-23449 | MINNESOTA REVENUE | MAIL STATION 1275 | ST. PAUL, MN 55145-1275 | FRANCHISE TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3193 | MISSOURI DEPARTMENT OF REVENUE | PO BOX 3000 | JEFFERSON CITY, MO 65105-3000 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3196 | NJ DIVISION OF TAXATION, REVENUE PROCESSING CENTER | PO BOX 194 | TRENTON, NJ 08646-0194 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3197 | NORTH CAROLINA DEPARTMENT OF REVENUE | PO BOX 25000 | RALEIGH, NC 27640-0500 | INCOME AND FRANCHISE TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|--------------------------|------------------------------|--------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -e-3-22182 | NYS ESTIMATED CORPORATION TAX, PROCESSING UNIT | PO BOX 4136 | BIRMINGHAM, NY 13902-4136 | BUSINESS LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3202 | OHIO DEPARTMENT OF TAXATION | PO BOX 181140 | COLUMBUS, OH 43218-1140 | WITHHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3203 | OKLAHOMA TAX COMMISSION | 2501 NORTH LINCOLN BLVD. | OKLAHOMA CITY, OK 73194-0009 | WITHHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-22184 | OKLAHOMA TAX COMMISSION | 2501 NORTH LINCOLN BLVD. | OKLAHOMA CITY, OK 73194-0009 | BUSINESS LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3206 | OKLAHOMA TAX COMMISSION, INCOME TAX | PO BOX 26800 | OKLAHOMA CITY, OK 73126-0800 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3219 | OREGAN DEPARTMENT OF REVENUE | PO BOX 14790 | SALEM, OR 97309-0960 | EXCISE TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3209 | OREGON DEPARTMENT OF REVENUE | PO BOX 14777 | SALEM, OR 97309-5060 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3239 | REGIONAL INCOME TAX AGENCY | PO BOX 89475 | CLEVELAND, OH 44101-6475 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3241 | RHODE ISLAND DIVISION OF TAXATION | ONE CAPITOL HILL | PROVIDENCE, RI 02908-5806 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|------------------|-------------------------------|--------------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3242 | STATE INCOME TAX | PO BOX 8026 | LITTLE ROCK, AR 72203-8026 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-12854 | STATE OF LA DEPT. OF REVENUE | P.O. BOX 91011 | BATON ROUGE, LA 70821-9011 | FRANCHISE TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-12778 | STATE OF NEW JERSEY, DIVISION OF TAXATION, REVENUE PROCESSING CENTER | PO BOX 666 | TRENTON, NJ 08646-0666 | BUSINESS TAX RETURN | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-22183 | STATE PROCESSING CENTER | PO BOX 4123 | ALBANY, NY 13902-4123 | BUSINESS LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3247 | STATE PROCESSING CENTER | PO BOX 61000 | ALBANY, NY 12261-0001 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3250 | TAXATION & REVENUE DEPARTMENT | PO BOX 25127 | SANTA FE, NM 87504-5127 | INCOME, INFO & WITHHOLDING TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3265 | UTAH STATE TAX COMMISSION | 210 N 1950 W. | SALT LAKE CITY, UT 84134-0270 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-22185 | VERMONT DEPARTMENT OF TAXES | 109 STATE STREET | MONTEPELIER, VT 05633-1401 | BUSINESS LICENSE | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-12780 | VERMONT DEPARTMENT OF TAXES | 133 STATE STREET | MONTEPELIER, VT 05633-1401 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3269 | VIRGINIA DEPARTMENT OF TAXATION | PO BOX 1500 | RICHMOND, VA 23218-1500 | INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |

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|--------------------|--|----------------|------------------------------|-----------------------------|-------------------------------------|-------------------------------------|--------------------------|---------------------------|
| 78 -E-3-3275 | WASHINGTON STATE DEPARTMENT OF REVENUE | PO BOX 34051 | SEATTLE WA98214-1051 | BUSINESS AND OCCUPATION TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-3284 | WISCONSIN DEPARTMENT OF REVENUE | PO BOX 8908 | MADISON WI 53708-8908 | WITHHOLDING | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| 78 -E-3-21546 | WISCONSIN DEPARTMENT OF REVENUE | PO BOX 8908 | MADISON WI 53708-8908 | TEMP SURCHARGE/INCOME TAX | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 |
| TOTAL: | | | | | | | | \$0 |

Specific Notes