

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
General Growth Properties, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):

See Attached Schedule 1

N/A

Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):

Tax I.D. No. 42-1283895

Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):

N/A

Street Address of Debtor (No. and Street, City, and State):

110 North Wacker Drive, Chicago, IL

Street Address of Joint Debtor (No. and Street, City, and State):

N/A

ZIP CODE **60606**

ZIP CODE

County of Residence or of the Principal Place of Business:

Cook County

County of Residence or of the Principal Place of Business:

N/A

Mailing Address of Debtor (if different from street address):

N/A

ZIP CODE

Mailing Address of Joint Debtor (if different from street address):

N/A

ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

N/A

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.)
 Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
 Corporation (includes LLC and LLP)
 Partnership
 Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business (Check one box.)
 Health Care Business
 Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
 Railroad
 Stockbroker
 Commodity Broker
 Clearing Bank
 Other

Tax-Exempt Entity (Check box, if applicable.)
 Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
 Chapter 7
 Chapter 9
 Chapter 11
 Chapter 12
 Chapter 13

 Chapter 15 Petition for Recognition of a Foreign Main Proceeding
 Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)
 Debts are primarily consumer defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
 Debts are primarily business debts.

Chapter 11 Debtors
Check one box:
 Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
 Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:
 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.

Check all applicable boxes:
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors (Consolidated with affiliates)

1-49 50-99 100-199 200-999 1,000-5,000 5,001-10,000 10,001-25,000 25,001-50,000 50,001-100,000 Over 100,000

Estimated Assets (Consolidated with affiliates)

\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million \$100,000,001 to \$500 million \$500,000,001 to \$1 billion More than \$1 billion

Estimated Liabilities (Consolidated with affiliates)

\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million \$100,000,001 to \$500 million \$500,000,001 to \$1 billion More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY



Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): General Growth Properties, Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 2		Case Number: Pending	Date Filed: April 16, 2009
District: Southern District of New York		Relationship: Affiliates	Judge: Pending
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p style="font-size: small;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p style="text-align: center;">NOT APPLICABLE</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align: center;"><u> X </u></p> <p style="text-align: center;">Signature of Attorney for Debtor(s) Date</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
NOT APPLICABLE			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
NOT APPLICABLE			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

General Growth Properties, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

/s/ Marcia L. Goldstein
Signature of Attorney for Debtor(s)

Marcia L. Goldstein
Printed Name of Attorney for Debtor(s)

Weil Gotshal & Manges LLP
Firm Name

767 Fifth Ave.
New York, New York 10153
Address

(212) 310-8000
Telephone Number

4/16/09
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

General Growth Properties, Inc.

By: /s/ Ronald L. Gern
Ronald L. Gern, Senior Vice President

4/16/09
Date

SCHEDULE 1

ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 8 YEARS

Birchwood Mall, Inc.
Coastland Center, Inc.
General Growth Baybrook Mall, Inc.
General Growth Finance SPE, Inc.
GGP
GGP Ala Moana, Inc.
GGP Finance Sub, Inc.
GGP Kapiolani Development Inc.
GGP Mezzanine Two L.L.C.
GGP-Kentucky, Inc.
GGP-Town East Mall, Inc.
Mall of the Bluffs, Inc.
Oakwood Hills Mall, Inc.
Pierre Bossier Mall, Inc.
Spring Hill Mall, Inc.

SCHEDULE 2

Commencing on April 16, 2009 and continuing thereafter, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "**Court**"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

COMPANY	CASE NUMBER	DATE FILED
10000 Covington Cross, LLC	09-_____()	April 16, 2009
10000 West Charleston Boulevard LLC	09-_____()	April 16, 2009
10190 Covington Cross, LLC	09-_____()	April 16, 2009
1120/1140 Town Center Drive, LLC	09-_____()	April 16, 2009
1160/1180 Town Center Drive, LLC	09-_____()	April 16, 2009
1201-1281 Town Center Drive, LLC	09-_____()	April 16, 2009
1251 Center Crossing, LLC	09-_____()	April 16, 2009
1450 Center Crossing Drive, LLC	09-_____()	April 16, 2009
1451 Center Crossing Drive, LLC	09-_____()	April 16, 2009
1551 Hillshire Drive, LLC	09-_____()	April 16, 2009
1635 Village Centre Circle, LLC	09-_____()	April 16, 2009
1645 Village Center Circle, LLC	09-_____()	April 16, 2009
9901-9921 Covington Cross, LLC	09-_____()	April 16, 2009
9950-9980 Covington Cross, LLC	09-_____()	April 16, 2009
Alameda Mall Associates	09-_____()	April 16, 2009
Alameda Mall L.L.C.	09-_____()	April 16, 2009
Apache Mall, LLC	09-_____()	April 16, 2009
Arizona Center Parking, LLC	09-_____()	April 16, 2009
Augusta Mall, LLC	09-_____()	April 16, 2009
Augusta Mall Anchor Acquisition, LLC	09-_____()	April 16, 2009
Augusta Mall Anchor Holding, LLC	09-_____()	April 16, 2009
Augusta Mall Holding, LLC	09-_____()	April 16, 2009
Austin Mall Limited Partnership	09-_____()	April 16, 2009
Austin Mall, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Bakersfield Mall, Inc.	09-_____()	April 16, 2009
Bakersfield Mall LLC	09-_____()	April 16, 2009
Baltimore Center Associates Limited Partnership	09-_____()	April 16, 2009
Baltimore Center Garage Limited Partnership	09-_____()	April 16, 2009
Baltimore Center, LLC	09-_____()	April 16, 2009
Bay City Mall Associates L.L.C.	09-_____()	April 16, 2009
Bay Shore Mall II L.L.C.	09-_____()	April 16, 2009
Bay Shore Mall, Inc.	09-_____()	April 16, 2009
Bay Shore Mall Partners	09-_____()	April 16, 2009
Beachwood Place Holding, LLC	09-_____()	April 16, 2009
Beachwood Place Mall, LLC	09-_____()	April 16, 2009
Bellis Fair Partners	09-_____()	April 16, 2009
Benson Park Business Trust	09-_____()	April 16, 2009
Birchwood Mall, LLC	09-_____()	April 16, 2009
Boise Mall, LLC	09-_____()	April 16, 2009
Boise Town Square Anchor Acquisition, LLC	09-_____()	April 16, 2009
Boise Towne Plaza L.L.C.	09-_____()	April 16, 2009
Boulevard Associates	09-_____()	April 16, 2009
Boulevard Mall, Inc.	09-_____()	April 16, 2009
Boulevard Mall I LLC	09-_____()	April 16, 2009
Boulevard Mall II LLC	09-_____()	April 16, 2009
BTS Properties L.L.C.	09-_____()	April 16, 2009
The Burlington Town Center LLC	09-_____()	April 16, 2009
Cache Valley, LLC	09-_____()	April 16, 2009
Caledonian Holding Company, Inc.	09-_____()	April 16, 2009
Century Plaza, Inc.	09-_____()	April 16, 2009
Century Plaza L.L.C.	09-_____()	April 16, 2009
Champaign Market Place L.L.C.	09-_____()	April 16, 2009
Chapel Hills Mall L.L.C.	09-_____()	April 16, 2009
Chattanooga Mall, Inc.	09-_____()	April 16, 2009
Chico Mall L.L.C.	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Chico Mall, L.P.	09-_____()	April 16, 2009
Chula Vista Center, LLC	09-_____()	April 16, 2009
Collin Creek Anchor Acquisition, LLC	09-_____()	April 16, 2009
Collin Creek Mall, LLC	09-_____()	April 16, 2009
Colony Square Mall L.L.C.	09-_____()	April 16, 2009
Columbia Mall L.L.C.	09-_____()	April 16, 2009
Coronado Center L.L.C.	09-_____()	April 16, 2009
Coronado Center Holding L.L.C.	09-_____()	April 16, 2009
Cottonwood Mall, LLC	09-_____()	April 16, 2009
Country Hills Plaza, LLC	09-_____()	April 16, 2009
Deerbrook Mall, LLC	09-_____()	April 16, 2009
DK Burlington Town Center LLC	09-_____()	April 16, 2009
Eagle Ridge Mall, Inc.	09-_____()	April 16, 2009
Eagle Ridge Mall, L.P.	09-_____()	April 16, 2009
Eastridge Shopping Center L.L.C.	09-_____()	April 16, 2009
Eden Prairie Anchor Building L.L.C.	09-_____()	April 16, 2009
Eden Prairie Mall, Inc.	09-_____()	April 16, 2009
Eden Prairie Mall L.L.C.	09-_____()	April 16, 2009
Elk Grove Town Center L.L.C.	09-_____()	April 16, 2009
Elk Grove Town Center, L.P.	09-_____()	April 16, 2009
ER Land Acquisition L.L.C.	09-_____()	April 16, 2009
Fallbrook Square Partners Limited Partnership	09-_____()	April 16, 2009
Fallbrook Square Partners L.L.C.	09-_____()	April 16, 2009
Fallen Timbers Shops, LLC	09-_____()	April 16, 2009
Fallen Timbers Shops II, LLC	09-_____()	April 16, 2009
Faneuil Hall Marketplace, LLC	09-_____()	April 16, 2009
Fashion Place, LLC	09-_____()	April 16, 2009
Fashion Place Anchor Acquisition, LLC	09-_____()	April 16, 2009
Fashion Show Mall LLC	09-_____()	April 16, 2009
Fifty Columbia Corporate Center, LLC	09-_____()	April 16, 2009
Forty Columbia Corporate Center, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Fox River Shopping Center, LLC	09-_____()	April 16, 2009
Franklin Park Mall, LLC	09-_____()	April 16, 2009
Franklin Park Mall Company, LLC	09-_____()	April 16, 2009
Gateway Crossing L.L.C.	09-_____()	April 16, 2009
Gateway Overlook Business Trust	09-_____()	April 16, 2009
Gateway Overlook II Business Trust	09-_____()	April 16, 2009
General Growth Properties, Inc.	09-_____()	April 16, 2009
GGP Acquisition, L.L.C.	09-_____()	April 16, 2009
GGP Ala Moana L.L.C.	09-_____()	April 16, 2009
GGP Ala Moana Holdings L.L.C.	09-_____()	April 16, 2009
GGP American Holdings Inc.	09-_____()	April 16, 2009
GGP American Properties Inc.	09-_____()	April 16, 2009
GGP General II, Inc.	09-_____()	April 16, 2009
GGP Holding, Inc.	09-_____()	April 16, 2009
GGP Holding II, Inc.	09-_____()	April 16, 2009
GGP Holding Services, Inc.	09-_____()	April 16, 2009
GGP Ivanhoe II, Inc.	09-_____()	April 16, 2009
GGP Ivanhoe IV Services, Inc.	09-_____()	April 16, 2009
GGP Jordan Creek L.L.C.	09-_____()	April 16, 2009
GGP Kapiolani Development L.L.C.	09-_____()	April 16, 2009
GGP Knollwood Mall, LP	09-_____()	April 16, 2009
GGP Limited Partnership	09-_____()	April 16, 2009
GGP Natick Residence LLC	09-_____()	April 16, 2009
GGP Savannah L.L.C.	09-_____()	April 16, 2009
GGP Village at Jordan Creek L.L.C.	09-_____()	April 16, 2009
GGP/Homart, Inc.	09-_____()	April 16, 2009
GGP/Homart Services, Inc.	09-_____()	April 16, 2009
GGP-Bay City One, Inc.	09-_____()	April 16, 2009
GGP-Brass Mill, Inc.	09-_____()	April 16, 2009
GGP-Burlington L.L.C.	09-_____()	April 16, 2009
GGP-Canal Shoppes L.L.C.	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
GGP-Foothills L.L.C.	09-_____()	April 16, 2009
GGP-Four Seasons L.L.C.	09-_____()	April 16, 2009
GGP-Glenbrook L.L.C.	09-_____()	April 16, 2009
GGP-Glenbrook Holding L.L.C.	09-_____()	April 16, 2009
GGP-Grandville L.L.C.	09-_____()	April 16, 2009
GGP-Grandville II L.L.C.	09-_____()	April 16, 2009
GGP-Grandville Land L.L.C.	09-_____()	April 16, 2009
GGP-La Place, Inc.	09-_____()	April 16, 2009
GGP-Lakeview Square, Inc.	09-_____()	April 16, 2009
GGP-Lansing Mall, Inc.	09-_____()	April 16, 2009
GGPLP L.L.C.	09-_____()	April 16, 2009
GGP-Maine Mall L.L.C.	09-_____()	April 16, 2009
GGP-Maine Mall Holding L.L.C.	09-_____()	April 16, 2009
GGP-Maine Mall Land L.L.C.	09-_____()	April 16, 2009
GGP-Mall of Louisiana, L.P.	09-_____()	April 16, 2009
GGP-Mint Hill L.L.C.	09-_____()	April 16, 2009
GGP-Moreno Valley, Inc.	09-_____()	April 16, 2009
GGP-Newgate Mall, LLC	09-_____()	April 16, 2009
GGP-NewPark, Inc.	09-_____()	April 16, 2009
GGP-NewPark L.L.C.	09-_____()	April 16, 2009
GGP-North Point, Inc.	09-_____()	April 16, 2009
GGP-North Point Land L.L.C.	09-_____()	April 16, 2009
GGP-Pecanland, Inc.	09-_____()	April 16, 2009
GGP-Pecanland, L.P.	09-_____()	April 16, 2009
GGP-Pecanland II, L.P.	09-_____()	April 16, 2009
GGP-Redlands Mall L.L.C.	09-_____()	April 16, 2009
GGP-Redlands Mall, L.P.	09-_____()	April 16, 2009
GGP-South Shore Partners, Inc.	09-_____()	April 16, 2009
GGP-Steeplegate, Inc.	09-_____()	April 16, 2009
GGP-Tucson Land L.L.C.	09-_____()	April 16, 2009
GGP-Tucson Mall L.L.C.	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
GGP-UC L.L.C.	09-_____()	April 16, 2009
Grand Canal Shops II, LLC	09-_____()	April 16, 2009
Grandville Mall, Inc.	09-_____()	April 16, 2009
Grandville Mall II, Inc.	09-_____()	April 16, 2009
Greengate Mall, Inc.	09-_____()	April 16, 2009
Greenwood Mall Land, LLC	09-_____()	April 16, 2009
Harbor Place Associates Limited Partnership	09-_____()	April 16, 2009
Harborplace Borrower, LLC	09-_____()	April 16, 2009
HHP Government Services, Limited Partnership	09-_____()	April 16, 2009
Hickory Ridge Village Center, Inc.	09-_____()	April 16, 2009
HMF Properties, LLC	09-_____()	April 16, 2009
Ho Retail Properties I Limited Partnership	09-_____()	April 16, 2009
Ho Retail Properties II Limited Partnership	09-_____()	April 16, 2009
Hocker Oxmoor, LLC	09-_____()	April 16, 2009
Hocker Oxmoor Partners, LLC	09-_____()	April 16, 2009
Howard Hughes Canyon Pointe Q4, LLC	09-_____()	April 16, 2009
The Howard Hughes Corporation	09-_____()	April 16, 2009
Howard Hughes Properties, Inc.	09-_____()	April 16, 2009
Howard Hughes Properties, Limited Partnership	09-_____()	April 16, 2009
Howard Hughes Properties IV, LLC	09-_____()	April 16, 2009
Howard Hughes Properties V, LLC	09-_____()	April 16, 2009
HRD Parking, Inc.	09-_____()	April 16, 2009
HRD Remainder, Inc.	09-_____()	April 16, 2009
Hulen Mall, LLC	09-_____()	April 16, 2009
The Hughes Corporation	09-_____()	April 16, 2009
Kapiolani Condominium Development, LLC	09-_____()	April 16, 2009
Kapiolani Retail, LLC	09-_____()	April 16, 2009
Knollwood Mall, Inc.	09-_____()	April 16, 2009
La Place Shopping, L.P.	09-_____()	April 16, 2009
Lakeside Mall Holding, LLC	09-_____()	April 16, 2009
Lakeside Mall Property, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Lakeview Square Limited Partnership	09-_____()	April 16, 2009
Land Trust No. 89433	09-_____()	April 16, 2009
Land Trust No. 89434	09-_____()	April 16, 2009
Land Trust No. FHB-TRES 200601	09-_____()	April 16, 2009
Land Trust No. FHB-TRES 200602	09-_____()	April 16, 2009
Landmark Mall L.L.C.	09-_____()	April 16, 2009
Lansing Mall Limited Partnership	09-_____()	April 16, 2009
Lincolnshire Commons, LLC	09-_____()	April 16, 2009
Lockport L.L.C.	09-_____()	April 16, 2009
Lynnhaven Holding L.L.C.	09-_____()	April 16, 2009
Lynnhaven Mall L.L.C.	09-_____()	April 16, 2009
Majestic Partners-Provo, LLC	09-_____()	April 16, 2009
Mall of Louisiana Holding, Inc.	09-_____()	April 16, 2009
Mall of Louisiana Land, LP	09-_____()	April 16, 2009
Mall of Louisiana Land Holding, LLC	09-_____()	April 16, 2009
Mall of the Bluffs, LLC	09-_____()	April 16, 2009
Mall St. Matthews Company, LLC	09-_____()	April 16, 2009
Mall St. Vincent, Inc.	09-_____()	April 16, 2009
Mall St. Vincent, L.P.	09-_____()	April 16, 2009
Mayfair Mall, LLC	09-_____()	April 16, 2009
MSAB Holdings, Inc.	09-_____()	April 16, 2009
MSAB Holdings L.L.C.	09-_____()	April 16, 2009
MSM Property L.L.C.	09-_____()	April 16, 2009
Natick Retail, LLC	09-_____()	April 16, 2009
New Orleans Riverwalk Associates	09-_____()	April 16, 2009
New Orleans Riverwalk Limited Partnership	09-_____()	April 16, 2009
Newgate Mall Land Acquisition, LLC	09-_____()	April 16, 2009
Newpark Anchor Acquisition, LLC	09-_____()	April 16, 2009
NewPark Mall L.L.C.	09-_____()	April 16, 2009
North Plains Mall, LLC	09-_____()	April 16, 2009
North Star Anchor Acquisition, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
North Star Mall, LLC	09-_____()	April 16, 2009
North Town Mall, LLC	09-_____()	April 16, 2009
Northgate Mall L.L.C.	09-_____()	April 16, 2009
NSMJV, LLC	09-_____()	April 16, 2009
Oakwood Hills Mall, LLC	09-_____()	April 16, 2009
Oakwood Shopping Center Limited Partnership	09-_____()	April 16, 2009
Oglethorpe Mall L.L.C.	09-_____()	April 16, 2009
Oklahoma Mall L.L.C.	09-_____()	April 16, 2009
OM Borrower, LLC	09-_____()	April 16, 2009
One Willow Company, LLC	09-_____()	April 16, 2009
Orem Plaza Center Street, LLC	09-_____()	April 16, 2009
Owings Mills Limited Partnership	09-_____()	April 16, 2009
Park Mall, Inc.	09-_____()	April 16, 2009
Park Mall L.L.C.	09-_____()	April 16, 2009
Park Square Limited Partnership	09-_____()	April 16, 2009
Parke West, LLC	09-_____()	April 16, 2009
Parkside Limited Partnership	09-_____()	April 16, 2009
Parkview Office Building Limited Partnership	09-_____()	April 16, 2009
PDC Community Centers L.L.C.	09-_____()	April 16, 2009
PDC-Eastridge Mall L.L.C.	09-_____()	April 16, 2009
PDC-Red Cliffs Mall L.L.C.	09-_____()	April 16, 2009
Peachtree Mall L.L.C.	09-_____()	April 16, 2009
Pecanland Anchor Acquisition, LLC	09-_____()	April 16, 2009
Phase II Mall Subsidiary, LLC	09-_____()	April 16, 2009
Piedmont Mall, L.L.C.	09-_____()	April 16, 2009
Pierre Bossier Mall, LLC	09-_____()	April 16, 2009
Pine Ridge Mall L.L.C.	09-_____()	April 16, 2009
Pines Mall Partners	09-_____()	April 16, 2009
Pioneer Office Limited Partnership	09-_____()	April 16, 2009
Pioneer Place Limited Partnership	09-_____()	April 16, 2009
Price Development Company, Limited Partnership	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Price Development TRS, Inc.	09-_____()	April 16, 2009
Price Financing Partnership, L.P.	09-_____()	April 16, 2009
Price GP L.L.C.	09-_____()	April 16, 2009
Price-ASG L.L.C.	09-_____()	April 16, 2009
Prince Kuhio Plaza, Inc.	09-_____()	April 16, 2009
Providence Place Holdings, LLC	09-_____()	April 16, 2009
RASCAP Realty, Ltd.	09-_____()	April 16, 2009
Redlands Land Acquisition Company L.L.C.	09-_____()	April 16, 2009
Redlands Land Acquisition Company LP	09-_____()	April 16, 2009
Redlands Land Holding L.L.C.	09-_____()	April 16, 2009
Ridgedale Center, LLC	09-_____()	April 16, 2009
Rio West L.L.C.	09-_____()	April 16, 2009
River Falls Mall, LLC	09-_____()	April 16, 2009
River Hills Land, LLC	09-_____()	April 16, 2009
River Hills Mall, LLC	09-_____()	April 16, 2009
Rogue Valley Mall L.L.C.	09-_____()	April 16, 2009
Rogue Valley Mall Holding L.L.C.	09-_____()	April 16, 2009
Rouse LLC	09-_____()	April 16, 2009
The Rouse Company LP	09-_____()	April 16, 2009
The Rouse Company at Owings Mills, LLC	09-_____()	April 16, 2009
The Rouse Company BT, LLC	09-_____()	April 16, 2009
The Rouse Company of Florida, LLC	09-_____()	April 16, 2009
The Rouse Company of Louisiana, LLC	09-_____()	April 16, 2009
The Rouse Company of Michigan, LLC	09-_____()	April 16, 2009
The Rouse Company of Minnesota, LLC	09-_____()	April 16, 2009
The Rouse Company of Ohio, LLC	09-_____()	April 16, 2009
The Rouse Company Operating Partnership LP	09-_____()	April 16, 2009
Rouse F.S., LLC	09-_____()	April 16, 2009
Rouse Office Management of Arizona, LLC	09-_____()	April 16, 2009
Rouse Providence LLC	09-_____()	April 16, 2009
Rouse Ridgedale, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Rouse Ridgedale Holding, LLC	09-_____()	April 16, 2009
Rouse SI Shopping Center, LLC	09-_____()	April 16, 2009
Rouse Southland, LLC	09-_____()	April 16, 2009
Rouse-Arizona Center, LLC	09-_____()	April 16, 2009
Rouse-Arizona Retail Center Limited Partnership	09-_____()	April 16, 2009
Rouse-Fairwood Development Corporation	09-_____()	April 16, 2009
Rouse-New Orleans, LLC	09-_____()	April 16, 2009
Rouse-Oakwood Shopping Center, LLC	09-_____()	April 16, 2009
Rouse-Orlando, LLC	09-_____()	April 16, 2009
Rouse-Phoenix Cinema, LLC	09-_____()	April 16, 2009
Rouse-Phoenix Corporate Center Limited Partnership	09-_____()	April 16, 2009
Rouse-Phoenix Development Company, LLC	09-_____()	April 16, 2009
Rouse-Phoenix Master Limited Partnership	09-_____()	April 16, 2009
Rouse-Phoenix Theatre Limited Partnership	09-_____()	April 16, 2009
Rouse-Portland, LLC	09-_____()	April 16, 2009
RS Properties Inc.	09-_____()	April 16, 2009
Saint Louis Galleria L.L.C.	09-_____()	April 16, 2009
Saint Louis Galleria Anchor Acquisition, LLC	09-_____()	April 16, 2009
Saint Louis Galleria Holding L.L.C.	09-_____()	April 16, 2009
Saint Louis Land L.L.C.	09-_____()	April 16, 2009
Seaport Marketplace, LLC	09-_____()	April 16, 2009
Seaport Marketplace Theatre, LLC	09-_____()	April 16, 2009
Sierra Vista Mall, LLC	09-_____()	April 16, 2009
Sikes Senter, LLC	09-_____()	April 16, 2009
Silver Lake Mall, LLC	09-_____()	April 16, 2009
Sixty Columbia Corporate Center, LLC	09-_____()	April 16, 2009
Sooner Fashion Mall L.L.C.	09-_____()	April 16, 2009
South Shore Partners, L.P.	09-_____()	April 16, 2009
South Street Seaport Limited Partnership	09-_____()	April 16, 2009
Southlake Mall L.L.C.	09-_____()	April 16, 2009
Southland Center, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
Southland Center Holding, LLC	09-_____()	April 16, 2009
Southland Mall, Inc.	09-_____()	April 16, 2009
Southland Mall, L.P.	09-_____()	April 16, 2009
Southwest Denver Land L.L.C.	09-_____()	April 16, 2009
Southwest Plaza L.L.C.	09-_____()	April 16, 2009
Spring Hill Mall L.L.C.	09-_____()	April 16, 2009
St. Cloud Land L.L.C.	09-_____()	April 16, 2009
St. Cloud Mall L.L.C.	09-_____()	April 16, 2009
St. Cloud Mall Holding L.L.C.	09-_____()	April 16, 2009
Stonestown Shopping Center L.L.C.	09-_____()	April 16, 2009
Stonestown Shopping Center, L.P.	09-_____()	April 16, 2009
Summerlin Centre, LLC	09-_____()	April 16, 2009
Summerlin Corporation	09-_____()	April 16, 2009
Three Rivers Mall L.L.C.	09-_____()	April 16, 2009
Three Willow Company, LLC	09-_____()	April 16, 2009
Town East Mall, LLC	09-_____()	April 16, 2009
Tracy Mall, Inc.	09-_____()	April 16, 2009
Tracy Mall Partners, L.P.	09-_____()	April 16, 2009
Tracy Mall Partners I L.L.C.	09-_____()	April 16, 2009
Tracy Mall Partners II, L.P.	09-_____()	April 16, 2009
TRC Co-Issuer, Inc.	09-_____()	April 16, 2009
TRC Willow, LLC	09-_____()	April 16, 2009
Tucson Anchor Acquisition, LLC	09-_____()	April 16, 2009
TV Investment, LLC	09-_____()	April 16, 2009
Two Arizona Center, LLC	09-_____()	April 16, 2009
Two Willow Company, LLC	09-_____()	April 16, 2009
Tyson's Galleria L.L.C.	09-_____()	April 16, 2009
U.K.-American Properties, Inc.	09-_____()	April 16, 2009
Valley Hills Mall, Inc.	09-_____()	April 16, 2009
Valley Hills Mall L.L.C.	09-_____()	April 16, 2009
Valley Plaza Anchor Acquisition, LLC	09-_____()	April 16, 2009

COMPANY	CASE NUMBER	DATE FILED
VCK Business Trust	09-_____()	April 16, 2009
Victoria Ward Center L.L.C.	09-_____()	April 16, 2009
Victoria Ward Entertainment Center, L.L.C.	09-_____()	April 16, 2009
Victoria Ward, Limited	09-_____()	April 16, 2009
Victoria Ward Services, Inc.	09-_____()	April 16, 2009
The Village of Cross Keys, LLC	09-_____()	April 16, 2009
Visalia Mall L.L.C.	09-_____()	April 16, 2009
Visalia Mall, L.P.	09-_____()	April 16, 2009
Vista Commons, LLC	09-_____()	April 16, 2009
Vista Ridge Mall, LLC	09-_____()	April 16, 2009
VW Condominium Development, LLC	09-_____()	April 16, 2009
Ward Gateway-Industrial-Village, LLC	09-_____()	April 16, 2009
Ward Plaza-Warehouse, LLC	09-_____()	April 16, 2009
Weeping Willow RNA, LLC	09-_____()	April 16, 2009
West Kendall Holdings, LLC	09-_____()	April 16, 2009
Westwood Mall, LLC	09-_____()	April 16, 2009
White Marsh General Partnership	09-_____()	April 16, 2009
White Marsh Mall Associates	09-_____()	April 16, 2009
White Marsh Mall LLC	09-_____()	April 16, 2009
White Marsh Phase II Associates	09-_____()	April 16, 2009
White Mountain Mall, LLC	09-_____()	April 16, 2009
Willow SPE, LLC	09-_____()	April 16, 2009
Willowbrook II, LLC	09-_____()	April 16, 2009
Willowbrook Mall, LLC	09-_____()	April 16, 2009
Woodbridge Center Property, LLC	09-_____()	April 16, 2009
The Woodlands Mall Associates, LLC	09-_____()	April 16, 2009

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

-----X		
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH PROPERTIES, INC.,	:	09 - _____ ()
	:	
Debtors.	:	(Joint Administration Requested)
-----X		

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, the SEC file number is 1-11656.

2. The following financial data is the latest available information and refers to the debtor's condition on December 31, 2008.

a.	Total assets	\$ <u>29,557,330,000</u>
b.	Total debts (including debts listed in 2.c., below)	\$ <u>27,293,734,000</u>

c.	Debt securities held by more than 500 holders.	Approximate number of holders
	None.	N/A

d.	Number of shares of preferred stock	<u>0 outstanding</u>
----	-------------------------------------	----------------------

e.	Number of shares of common stock	<u>270,380,624 outstanding</u>
----	----------------------------------	--------------------------------

Comments, if any: _____

3. Brief description of debtor's business: General Growth Properties, Inc. is a real estate investment trust ("REIT"). As of the commencement of this chapter 11 case, General Growth Properties, Inc. has approximately 750 direct and indirect subsidiaries. As of the commencement of this chapter 11 case, General Growth Properties, Inc., together with its subsidiaries, was one of the largest shopping center REITs in the United States, measured by the number of shopping centers it owns and manages.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

(1) General Trust Company, as Trustee	22.9%
(2) FMR LLC	13.4%
(3) Pershing Square Capital Management, L.P. (and affiliates)	7.4%
(4) The Vanguard Group, Inc.	7.01%

General Growth Properties, Inc.

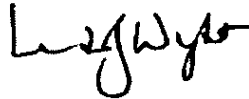
Certificate

The undersigned, being authorized to execute and deliver this certificate in the name and on behalf of General Growth Properties, Inc., a Delaware Corporation (the "Company"), does hereby certify as follows:

Attached hereto is a true, correct and complete copy of those certain resolutions of the Company that were adopted on April 15, 2009, which are in full force and effect as of the date hereof

IN WITNESS WHEREOF, the undersigned, has executed and caused this Certificate to be delivered as of the 16th day of April, 2009.

General Growth Properties, Inc.

A handwritten signature in black ink, appearing to read "Linda J. Wight". The signature is written in a cursive style with a large initial "L" and a long, sweeping tail.

By: Linda J. Wight, Assistant Secretary

**GENERAL GROWTH PROPERTIES, INC.
RESOLUTIONS ADOPTED AT A SPECIAL MEETING OF
THE BOARD OF DIRECTORS**

WHEREAS, the Board of Directors has determined that it is desirable that a petition be filed by the Corporation and each of its direct and indirect subsidiaries listed on Exhibit A hereto (the "Subsidiaries"), seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that the officers and authorized representatives listed on Exhibit B hereto and any other person designated and so authorized to act (each, an "Authorized Officer") of the Corporation be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as the Authorized Officer executing the petition shall determine;

BE IT FURTHER RESOLVED, that the Authorized Officer of the Corporation be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, to execute and verify the petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Officer executing the petitions shall determine;

BE IT FURTHER RESOLVED, that the firm of AlixPartners, LLP be, and hereby is, employed to provide financial advisory services for the Corporation, subject to the approval of the Bankruptcy Court;

BE IT FURTHER RESOLVED, that the firm of Miller Buckfire & Co., LLC, be, and hereby is, employed to provide investment banking services for the Corporation, subject to the approval of the Bankruptcy Court;

BE IT FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, be, and hereby is, employed as attorneys for the Corporation under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court;

BE IT FURTHER RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems

necessary, proper, or desirable in connection with the Corporation's or any Subsidiary's chapter 11 case, with a view to the successful prosecution of such case;

BE IT FURTHER RESOLVED, that any Authorized Officer and such other employees of the Corporation as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, to cause the Corporation and such Subsidiaries, as applicable, to negotiate, enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Corporation's and such Subsidiaries' business;

BE IT FURTHER RESOLVED, that each Authorized Officer, and such other officers of the Corporation as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, to (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Corporation by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection

therewith, and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby;

BE IT FURTHER RESOLVED, that each Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, to execute such consents of the Corporation as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and

BE IT FURTHER RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or Director of the Corporation in the name and on behalf of the Corporation, in its own capacity and in its capacity as the direct or indirect general partner, stockholder, beneficial interest holder or member of each of the Subsidiaries, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

EXHIBIT A

SUBSIDIARIES

1. 10000 West Charleston Boulevard, LLC
2. 1120/1140 Town Center Drive, LLC
3. 1160/1180 Town Center Drive, LLC
4. 1251 Center Crossing, LLC
5. 9901-9921 Covington Cross, LLC
6. Augusta Mall Anchor Holding, LLC
7. Augusta Mall Holding, LLC
8. Austin Mall Limited Partnership
9. Austin Mall, LLC
10. Beachwood Place Holding, LLC
11. Bellis Fair Partners
12. Benson Park Business Trust
13. Boise Town Square Anchor Acquisition, LLC
14. BTS Properties L.L.C.
15. Caledonian Holding Company, Inc.
16. Chattanooga Mall, Inc.
17. Collin Creek Anchor Acquisition, LLC
18. Coronado Center Holding L.L.C.
19. Cottonwood Mall, LLC
20. DK Burlington Town Center LLC
21. Eden Prairie Anchor Building L.L.C.
22. Elk Grove Town Center L.L.C.
23. Elk Grove Town Center, L.P.
24. ER Land Acquisition L.L.C.
25. Fallen Timbers Shops II, LLC
26. Fashion Place Anchor Acquisition, LLC
27. Franklin Park Mall Company, LLC
28. Franklin Park Mall, LLC
29. GGP Acquisition, L.L.C.
30. GGP Ala Moana Holdings L.L.C.
31. GGP American Holdings Inc.
32. GGP American Properties Inc.
33. GGP Holding II, Inc.
34. GGP Holding Services, Inc.
35. GGP Holding, Inc.
36. GGP Ivanhoe II, Inc.
37. GGP Ivanhoe IV Services, Inc.
38. GGP Limited Partnership
39. GGP Natick Residence LLC
40. GGP Savannah L.L.C.
41. GGP/Homart Services, Inc.
42. GGP/Homart, Inc.
43. GGP-Burlington L.L.C.

44. GGP-Canal Shoppes L.L.C.
45. GGP-Glenbrook Holding L.L.C.
46. GGP-Grandville II L.L.C.
47. GGP-Grandville Land L.L.C.
48. GGP-La Place, Inc.
49. GGP-Lansing Mall, Inc.
50. GGPLP L.L.C.
51. GGP-Maine Mall Holding L.L.C.
52. GGP-Mall of Louisiana II, L.P.
53. GGP-Mint Hill L.L.C.
54. GGP-North Point Land L.L.C.
55. GGP-Redlands Mall L.L.C.
56. GGP-Redlands Mall, L.P.
57. GGP-South Shore Partners, Inc.
58. GGP-Tucson Land L.L.C.
59. Grandville Mall II, Inc.
60. Greengate Mall, Inc.
61. Greenwood Mall Land, LLC
62. Harbor Place Associates Limited Partnership
63. Harborplace Borrower, LLC
64. HHP Government Services, Limited Partnership
65. Hickory Ridge Village Center, Inc.
66. HMF Properties, LLC
67. Hocker Oxmoor Partners, LLC
68. Howard Hughes Canyon Pointe Q4, LLC
69. Howard Hughes Properties, Inc.
70. Howard Hughes Properties, Limited Partnership
71. HRD Parking, Inc.
72. HRD Remainder, Inc.
73. Kapiolani Condominium Development, LLC
74. Kapiolani Retail, LLC
75. La Place Shopping, L.P.
76. Lakeside Mall Holding, LLC
77. Landmark Mall L.L.C.
78. Lansing Mall Limited Partnership
79. Lockport L.L.C.
80. Lynnhaven Holding L.L.C.
81. Majestic Partners-Provo, LLC
82. Mall of Louisiana Land, LP
83. Mall St. Matthews Company, LLC
84. MSAB Holdings L.L.C.
85. MSAB Holdings, Inc.
86. Natick Retail, LLC
87. New Orleans Riverwalk Associates
88. New Orleans Riverwalk Limited Partnership
89. Newgate Mall Land Acquisition, LLC

90. Newpark Anchor Acquisition, LLC
91. North Plains Mall, LLC
92. North Star Anchor Acquisition, LLC
93. NSMJV, LLC
94. Oakwood Shopping Center Limited Partnership
95. Oklahoma Mall L.L.C.
96. One Willow Company, LLC
97. Orem Plaza Center Street, LLC
98. Parke West, LLC
99. Pecanland Anchor Acquisition, LLC
100. Pines Mall Partners
101. Price Development Company, Limited Partnership
102. Price Development TRS, Inc.
103. Price Financing Partnership, L.P.
104. Price GP L.L.C.
105. Providence Place Holdings, LLC
106. Redlands Land Acquisition Company L.L.C.
107. Redlands Land Acquisition Company LP
108. Redlands Land Holding L.L.C.
109. Rio West L.L.C.
110. River Hills Land, LLC
111. River Hills Mall, LLC
112. Rogue Valley Mall Holding L.L.C.
113. Rouse F.S., LLC
114. Rouse LLC
115. Rouse Ridgedale Holding, LLC
116. Rouse SI Shopping Center, LLC
117. Rouse Southland, LLC
118. Rouse-Arizona Center, LLC
119. Rouse-Arizona Retail Center Limited Partnership
120. Rouse-Fairwood Development Corporation
121. Rouse-New Orleans, LLC
122. Rouse-Oakwood Shopping Center, LLC
123. Rouse-Phoenix Cinema, LLC
124. Rouse-Phoenix Development Company, LLC
125. Rouse-Phoenix Master Limited Partnership
126. Rouse-Phoenix Theatre Limited Partnership
127. Saint Louis Galleria Anchor Acquisition, LLC
128. Saint Louis Galleria Holding L.L.C.
129. Saint Louis Land L.L.C.
130. Seaport Marketplace Theatre, LLC
131. Seaport Marketplace, LLC
132. South Shore Partners, L.P.
133. South Street Seaport Limited Partnership
134. Southland Center Holding, LLC
135. St. Cloud Land L.L.C.

136. St. Cloud Mall Holding L.L.C.
137. Summerlin Centre, LLC
138. Summerlin Corporation
139. The Howard Hughes Corporation
140. The Hughes Corporation
141. The Rouse Company BT, LLC
142. The Rouse Company LP
143. The Rouse Company of Florida, LLC
144. The Rouse Company of Louisiana, LLC
145. The Rouse Company of Michigan, LLC
146. The Rouse Company of Minnesota, LLC
147. The Rouse Company of Ohio, LLC
148. The Rouse Company Operating Partnership LP
149. The Village of Cross Keys, LLC
150. Three Willow Company, LLC
151. TRC Co-Issuer, Inc.
152. TRC Willow, LLC
153. Tucson Anchor Acquisition, LLC
154. Two Willow Company, LLC
155. Valley Plaza Anchor Acquisition, LLC
156. VCK Business Trust
157. Victoria Ward Services, Inc.
158. Victoria Ward, Limited
159. VW Condominium Development, LLC
160. Weeping Willow RNA, LLC
161. West Kendall Holdings, LLC
162. White Marsh General Partnership
163. White Marsh Mall Associates
164. White Marsh Mall LLC
165. White Marsh Phase II Associates
166. Willowbrook II, LLC

EXHIBIT B

AUTHORIZED OFFICERS

Adam S. Metz	Chief Executive Officer
Thomas H. Nolan, Jr.	President and Chief Operating Officer
Ronald L. Gern	Senior Vice President and Secretary
Linda J. Wight	Assistant Secretary

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

In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH PROPERTIES, INC.,	:	09 - _____ ()
	:	
Debtors.	:	(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING 100 LARGEST UNSECURED CLAIMS¹**

Attached is a consolidated list of creditors holding the 100 largest unsecured claims against the above-captioned debtor and its affiliated debtors (the "**Debtors**"). This list has been prepared from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors' books and records as of April 7, 2009. The list is prepared in accordance with FED. R. BANKR. P. 1007(d) for filing in the Debtors' chapter 11 case. This list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 100 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtor's right to challenge the amount or characterization of any claim at a later date.

¹ The Senior Term and Revolver facilities included on this list are part of the 2006 Credit Facility which is secured by equity pledges in General Growth Properties, Inc., GGP Limited Partnership, Rouse LLC, GGP American Properties, Inc., and Caledonian Holding Company, Inc., but is otherwise unsecured. In addition, certain creditors included on this list may have state law or other rights to assert a lien or security interest.

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
1	EUROHYPO AG, NEW YORK BRANCH	1114 AVENUE OF THE AMERICAS; 29TH FLOOR NEW YORK, NY 10036 ATTN: RYAN HUDDLESTUN PHONE: (312) 660-1950 FAX: (866) 393-2270 EMAIL: RYAN.HUDDLESTUN@EHY-US.COM ATTN: STEPHEN COX PHONE: (212) 479-5861 FAX: (866) 874-5034 EMAIL: SCOX@EHYUS.COM		2006 FACILITY - SENIOR TERM	\$ 1,987,500,000
2	WILMINGTON TRUST, FSB	RODNEY SQ. NORTH, 1100 N. MARKET ST. WILMINGTON, DE 19890 ATTN: TED CECALA PHONE: (302) 651-1000 FAX: (302) 651-8937		GGPLP NOTES 3.98% DUE 4/15/2012	\$ 1,550,000,000
3	WILMINGTON TRUST, FSB	RODNEY SQ. NORTH, 1100 N. MARKET ST. WILMINGTON, DE 19890 ATTN: TED CECALA PHONE: (302) 651-1000 FAX: (302) 651-8937		ROUSE BONDS 6.75% DUE 5/1/2013	\$ 798,454,857
4	EUROHYPO AG, NEW YORK BRANCH;	1114 AVENUE OF THE AMERICAS; 29TH FLOOR NEW YORK, NY 10036 ATTN: RYAN HUDDLESTUN PHONE: (312) 660-1950 FAX: (866) 393-2270 EMAIL: RYAN.HUDDLESTUN@EHY-US.COM ATTN: STEPHEN COX PHONE: (212) 479-5861 FAX: (866) 874-5034 EMAIL: SCOX@EHYUS.COM		2006 FACILITY - REVOLVER	\$ 601,515,545
5	THE BANK OF NEW YORK MELLON CORPORATION (AS SUCCESSOR TRUSTEE TO J.P.MORGAN TRUST COMPANY)	CORPORATE TRUST DIVISION 2 NORTH LASALLE STREET; SUITE 1020 CHICAGO, IL 60602 COMPLIANCE & RELATIONSHIP MANAGER: ATTN: SHARON K. MCGRATH PHONE: 402-496-1960 FAX: (402) 496-2014 EMAIL: SHARON.MCGRATH@BNYMELLON.COM		ROUSE BONDS 5.375% DUE 11/26/2013	\$ 450,000,000
6	THE BANK OF NEW YORK MELLON CORPORATION (AS SUCCESSOR TRUSTEE TO J.P.MORGAN TRUST COMPANY)	CORPORATE TRUST DIVISION 2 NORTH LASALLE STREET; SUITE 1020 CHICAGO, IL 60602 COMPLIANCE & RELATIONSHIP MANAGER: ATTN: SHARON K. MCGRATH PHONE: 402-496-1960 FAX: (402) 496-2014 EMAIL: SHARON.MCGRATH@BNYMELLON.COM		ROUSE BONDS 7.20% DUE 9/15/2012	\$ 400,000,000
7	THE BANK OF NEW YORK MELLON CORPORATION (AS SUCCESSOR TRUSTEE TO J.P.MORGAN TRUST COMPANY)	CORPORATE TRUST DIVISION 2 NORTH LASALLE STREET; SUITE 1020 CHICAGO, IL 60602 COMPLIANCE & RELATIONSHIP MANAGER: ATTN: SHARON K. MCGRATH PHONE: 402-496-1960 FAX: (402) 496-2014 EMAIL: SHARON.MCGRATH@BNYMELLON.COM		ROUSE BONDS 3.625% DUE 3/15/2009	\$ 395,000,000
8	LASALLE BANK NATIONAL ASSOCIATION WILMINGTON TRUST, FSB	135 SOUTH LASALLE STREET, SUITE 1560 CHICAGO, ILLINOIS 60603 ATTENTION: CORPORATE DEBT TRUST SERVICES DIVISION, GGP LIMITED PARTNERSHIP ATTN: MARGARET MUIR PHONE: (312) 904-2226 FAX: (312) 904-4018 RODNEY SQ. NORTH, 1100 N. MARKET ST. WILMINGTON, DE 19890 ATTN: TED CECALA PHONE: (302) 651-1000 FAX: (302) 651-8937		TRUPS DUE 2036	\$ 206,200,000
9	THE BANK OF NEW YORK MELLON CORPORATION (AS SUCCESSOR TRUSTEE TO J.P.MORGAN TRUST COMPANY)	CORPORATE TRUST DIVISION 2 NORTH LASALLE STREET; SUITE 1020 CHICAGO, IL 60602 COMPLIANCE & RELATIONSHIP MANAGER: ATTN: SHARON K. MCGRATH PHONE: 402-496-1960 FAX: (402) 496-2014 EMAIL: SHARON.MCGRATH@BNYMELLON.COM		ROUSE BONDS 8.00% DUE 4/30/2009	\$ 200,000,000

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
10	PEPCO ENERGY SERVICES, INC	1300 N. 17TH ST., STE. 1600 ARLINGTON, VA 22209 ATTN: JOHN HUFFMAN PHONE: 703-253-1800 FAX: 703-253-1698		TRADE	\$ 1,793,834
11	SEPHORA	525 MARKET STREET 11TH FLOOR SAN FRANCISCO, CA 94105 ATTN: CELIA WING PHONE: (415) 284-3369 FAX: (415) 284-3725 EMAIL: CELIA.WING@SEPHORA.COM		Trade	\$ 1,536,080
12	BORDERS BOOKS & MUSIC	100 PHOENIX DRIVE ANN ARBOR, MI 48108 ATTN: VINCE VIZZA PHONE: (734) 477-1754 FAX: (734) 477-1808 EMAIL: VVIZZA@BORDERSGROUPINC.COM		Trade	\$ 1,414,855
13	AURORA HEALTH CARE	3031 W. MONTANA ST. P.O. BOX 343910 MILWAUKEE, WI 53234-3910 ATTN: G EDWIN HOWE PHONE: (414) 647-3000 FAX: (414) 647-3494		Trade	\$ 1,342,730
14	MICROSOFT LICENSING, GP	6100 NEIL RD STE 100 RENO, NV 89511-1137 ATTN: TOM BAUMBACH PHONE: (425)-882-8080 FAX: (425) 708-2300		Trade	\$ 1,189,886
15	MANDALAY BAY RESORT & CASINO	3950 SOUTH LAS VEGAS BLVD. LAS VEGAS, NV 89119 ATTN: GLENN W SCHAEFFER PHONE: 702-632-7777 FAX: 702-632-7234		Trade	\$ 1,122,208
16	LERNER NEW YORK, INC	450 WEST 33RD STREET, 5TH FLOOR NEW YORK, NY 10001 ATTN: JOHN DEWOLF PHONE: (212) 884-2113 FAX: (212) 884-2105 EMAIL: JDEWOLF@NYANDCOMPANY.COM ATTN: RICHARD CRYSTAL PHONE: (212) 884-2010 FAX: (212) 884-2399 EMAIL: RCRYSTAL@NYANDCOMPANY.COM		Trade	\$ 999,816
17	SB ARCHITECTS	1 BEACH STREET, SUITE 301 SAN FRANCISCO, CA 94133 ATTN: JOHN ELLER, PRESIDENT PHONE: (415) 673-8990 FAX: (415) 274-2003 EMAIL: JELLER@SB-ARCHITECTS.COM		Trade	\$ 650,918
18	GUESS? INC.	1444 S. ALAMEDA STREET LOS ANGELES, CA 90021 ATTN: PAUL MARCIANO, CEO PHONE: 213-765-3100 FAX: 213-744-7838		Trade	\$ 581,460
19	KRAMER LEVIN NAFTALIS & FRANKEL, LLP	1177 AVENUE OF THE AMERICAS NEW YORK, NY 10036 ATTN: MARGO USDAN, CFO PHONE: 212-715-9100 FAX: 212-715-8000		Trade	\$ 559,626
20	VENETIAN CASINO & RESORT, LLC	3355 LAS VEGAS BLVD SOUTH LAS VEGAS, NV 89109 ATTN: SHELDON ADELSON, PRESIDENT PHONE: 702-414-1000 FAX: 702-414-1100		Trade	\$ 531,444
21	MACY'S	7 WEST SEVENTH STREET WEST CINCINNATI, OH 45202 ATTN: GARY NAY PHONE: (513) 579-7676 FAX: (513) 608-2217		Trade	\$ 491,871

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
22	IPC INTERNATIONAL CORPORATION	2111 WAUKEGAN ROAD BANNOCKBURN, IL 60015 ATTN: HOWARD KAPLAN, CEO PHONE: 847-444-2045 FAX: 847-444-2001 EMAIL: HKAPLAN@IPCINTERNATIONAL.COM ATTN: CHRIS ENRICH PHONE: 847.444.2000 FAX: 847-444-2001 EMAIL: CENRICH@IPCINTERNATIONAL.COM		Trade	\$ 491,575
23	WOOD RODGERS INC	3301 C STREET, BLDG 100-B SACRAMENTO, CA 95816 ATTN: MATTHEW SPOKLEY - PRINCIPAL PHONE: (916) 341-7760 FAX: (916) 341-7767 EMAIL: MSPOKLEY@WOODRODGERS.COM		Trade	\$ 491,428
24	ALLIED BARTON SECURITY SERVICES	3606 HORIZON DRIVE KING OF PRUSSIA, PA 19406-4701 ATTN: WILLIAM C. WHITMORE, JR., CEO PHONE: 484-351-1330 FAX: 610-941-3522 EMAIL: BILL.WHITMORE@ALLIEDBARTON.COM ATTN: GREG WILLIAMS PHONE: 281-363-3363 EXT. 1090 FAX: 713-939-7299 EMAIL: GREGORY.WILLIAMS@ALLIEDBARTON.COM		Trade	\$ 469,542
25	ABM JANITORIAL SVCS NEAST, INC.	321 W. 44TH ST., STE. 701 NEW YORK, NY 10036 ATTN: JAMES MCCLUR PHONE: 212-408-6200 FAX: 212-408-6298 ATTN: TONY PIUCCI, VICE PRESIDENT, SALES AND MARKETING PHONE: 630-663-4471 FAX: 866-422-0791 EMAIL: TPIUCCI@ABM.COM		Trade	\$ 444,401
26	CARTER & BURGESS, INC.	777 MAIN ST., FT. WORTH, TX 76102-5304 ATTN: FRANK MASTEL PHONE: 571-218-1229 FAX: 571-218-1600 EMAIL: FRANK.MASTEL@JACOBS.COM		Trade	\$ 399,480
27	SHARPLES HOLDEN PASQUARELLI	11 PARK PLACE, PENTHOUSE NEW YORK, NY 10007 ATTN: GREG PASQUARELLI PHONE: (212) 889-9005 FAX: (212) 889-3686 EMAIL: GAP@SHOPARC.COM		Trade	\$ 394,519
28	VALOR SECURITY SERVICES	C/O SMS HOLDINGS CORP. 7135 CHARLOTTE PIKE, STE. 100 NASHVILLE, TN 37209 ATTN: DAN RAKESTRAW PHONE: 770-218-6000 FAX: 770-218-6006 EMAIL: DANRAKESTRAW@VALORSECURITY.COM		Trade	\$ 372,219
29	GRUBB & ELLIS COMPANY	1551 N. TUSTIN AVE., STE. 300 SANTA ANA, CA 92705 ATTN: RICHARD NEEDHAM PHONE: 714-667-8252 FAX: 877-888-7348		Trade	\$ 362,527
30	WOLFF OLINS LLC	200 VARICK STREET, 10TH FLOOR NEW YORK, NY 10014 ATTN: JORDAN CRANE, CEO PHONE: (212) 505-7337 FAX: (212) 505-8791		Trade	\$ 345,000
31	STAK DESIGN, INC.	1540 LUNA ROAD CARROLLTON, TX 75006 ATTN: STANLEY ZALENSKI PHONE: (972) 323-0100 FAX: (972) 323-0126		Trade	\$ 317,719
32	NORTH TEXAS CONTRACTING, INC	4999 KELLER HASLET ROAD KELLER, TX 76248 ATTN: ZACH FUSILIER, VICE PRESIDENT PHONE: 817-430-9500 FAX: 817-430-9207 EMAIL: ZFUSILIER@NTEXCON.COM		Trade	\$ 309,400

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
33	SBARRO	401 BROADHOLLOW ROAD MELVILLE, NY 11747 ATTN: ANTHONY MISSANO PHONE: (631) 715-4124 FAX: (631) 715-4197		Trade	\$ 300,723
34	VENETA BOTTEGA INC.	699 FIFTH AVENUE NEW YORK, NY 10022 ATTN: JONATHAN MOSS PHONE: (212)-371-5511 FAX: (212)-371-4361		Trade	\$ 294,400
35	WALKING COMPANY, THE	2475 TOWNSGATE ROAD, SUITE 200 WESTLAKE VILLAGE, CA 91361 ATTN: ANDREW FESHBACH, CEO PHONE: 805-963-8727 FAX: 805-962-9460		Trade	\$ 282,550
36	J. JILL PETITE	ONE TALBOTS DRIVE C/O THE TALBOTS, INC HINGHAM, MA 2043 ATTN: DICK O'CONNELL PHONE: 914-934-8877 FAX: 781-741-4369		Trade	\$ 263,360
37	MILLARD MALL SERVICES, INC.	35075 EAGLE WAY CHICAGO, IL 60678 ATTN: LARRY KUGLER PHONE: 847-763-0240 FAX: 847-677-0790 EMAIL: LARRYKUGLER@MILLARDGROUP.COM		Trade	\$ 262,643
38	AKRF INC	440 PARK AVE SOUTH 7TH FLR NEW YORK, NY 10016 ATTN: MICHAEL LEE PHONE: 646-388-9763 FAX: 212 779 9721		Trade	\$ 253,681
39	TORTI GALLAS AND PARTNERS, INC.	1300 SPRING STREET, SUITE 400 SILVER SPRING, MD 20910 ATTN: JOHN TORTI PHONE: 301-588-4800 FAX: 301-650-2255		Trade	\$ 245,304
40	WEIS BUILDERS, INC.	7645 LYNDAL AVE SOUTH MINNEAPOLIS, MN 55423 ATTN: GREGG JOHNSON, DIR. OF CONSTRUCTION PHONE: 612-243-4635 FAX: 612-243-5010 EMAIL: GREGGJOHNSON@WEISBUILDERS.COM		Trade	\$ 239,579
41	OTIS & AHEARN, INC	200 NEWBURY STREET BOSTON, MA 2116 ATTN: KEVIN AHEARN PHONE: (617) 267-3500 FAX: (617) 267-6026		Trade	\$ 229,325
42	CALLISON ARCHITECTURE, INC.	1420 5TH AVE., STE. 2400 SEATTLE, WA 98101 ATTN: WILLIAM KARST PHONE: 206-623-4646 FAX: 206-623-4625		Trade	\$ 204,668
43	RACK ROOM SHOES	8310 TECHNOLOGY DRIVE LEASE ADMIN CHARLOTTE, NC 28262 ATTN: RICK BROWN PHONE: 704-547-9200 FAX: 704-547-8159		Trade	\$ 200,000
44	NOI STRATEGIES	1200 HARGER ROAD, SUITE 408 OAK BROOK, IL 60523 ATTN: TAMA HUANG PHONE 630.515.1115 FAX 630.515.1118 EMAIL: INFO@NOISTRATEGIES.COM		Trade	\$ 199,471
45	DUANY PLATER-ZYBERK & COMPANY	1023 SW 25TH AVENUE MIAMI, FL 33135 ATTN: ANDRES DUANY PHONE: (305) 644-1023 FAX: (305) 644-1021		Trade	\$ 199,097
46	BLOOM	465 E 32ND STREEET LOS ANGELES, CA 90011 PHONE: (323) 234-9294 FAX: (323) 234-9705 INFO@BLOOMAMERICA.COM		Trade	\$ 197,700

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
47	JOHNSON CONTROLS INC.	5757 N. GREEN BAY AVE. MILWAUKEE, WI 53209 ATTN: STEPHEN ROELL, CEO PHONE: 414-524-1200 FAX: 414-524-2077		Trade	\$ 182,188
48	CHRISTOPHER & BANKS, INC	2400 XENIUM LANE NO. PLYMOUTH, MN 55441 ATTN: DONNA FAUCHALD PHONE: 763-551-5110 FAX: 763-551-5169		Trade	\$ 181,710
49	SOUTHERN NEVADA PAVING, INC.	3920 W HACIENDA AVE LAS VEGAS, NV 89118 ATTN: PAT WORD PHONE: 702-876-5226 FAX: 702-876-6808		Trade	\$ 178,296
50	TURNER CONSTRUCTION COMPANY	3865 WILSON BOULEVARD, SUITE 300 ARLINGTON, VA 22230 ATTN: JEFF BURNHAM, BUSINESS DEVELOPMENT MANAGER PHONE: 703-841-5252 FAX: 703-841-5228		Trade	\$ 177,752
51	BALTIMORE RAVENS, L P	1101 RUSSELL ST BALTIMORE, MD 21230 ATTN: KEVIN BYRNE PHONE: 410-547-8100 FAX: 410-654-6239		Trade	\$ 173,891
52	CONSTRUCTION SOUTH, INC	721 PAPWORTH AVE, STE 102 METAIRIE, LA 70055 ATTN: CONRAD APPEL III PHONE: (504) 834-2900 FAX: EMAIL: CAPPEL@CONSTRUCTION SOUTH.NET		Trade	\$ 172,290
53	PERKOWITZ + RUTH ARCHITECTS, INC.	600 ANTON BLVD, 16TH FLOOR COSTA MESA, CA 92626 ATTN: TODD STOUTENBOROUGH, PRINCIPAL PHONE: 714-850-3400 FAX: 714-850-3499 TSTOUTENBOROUGH@PRARCHITECTS.COM		Trade	\$ 163,104
54	SCOTTSDALE JEAN COMPANY	14747 N NORTHSIGHT BLVD SUITE 106 SCOTTSDALE, AZ 85260 ATTN: PRESIDENT PHONE: (480) 905-9300 FAX:		Trade	\$ 162,344
55	ABMB ENGINEERS, INC.	500 MAIN STREET BATON ROUGE, LA 70801 ATTN: STEVE BOUDREAUX, PRINCIPAL PHONE: 2285-765-7400 FAX: 225-765-7244 SBODUREAUX@ABMB.COM		Trade	\$ 161,880
56	ROBERTSON WOOD ADVERTISING	6061 S FORT APACHE ROAD #100 LAS VEGAS, NV 89148 ATTN: MICHELLE LEDFORD PHONE: 702-947-7777 FAX: 702-933-1260		Trade	\$ 159,080
57	CLUBCORP USA INC	3030 LBJ FREEWAY, STE 600 DALLAS, TX 75234 ATTN: ERIC L. AFFELDT PHONE: 972-243-6191 FAX: 972-888-7558		Trade	\$ 157,707
58	SCHLACK, ITO & LOCKWOOD PIPER & ELKIND	TOPA FINANCIAL CENTER 745 FORT STREET, SUITE 1500 HONOLULU, HI 96813 ATTN: CARL J. SCHLACK, JR. PHONE: 808.523.6040 FAX: 808.523.6030		Trade	\$ 155,977
59	ENGINEERS SURVEYORS HAWAII, INC.	900 HALEKAUWILA STREET HONOLULU, HI 96814 ATTN: KENDALL HEE (OWNER, PRINCIPAL) PH: 808.591.8116 EXT 216 FX: 808.593.8101 KENDALL@ESH-INC.COM		Trade	\$ 155,643
60	PANACEA SERVICES LLP	2805 SYNERGY NORTH LAS VEGAS, NV 89030 ATTN: NICK KANAGIN, MANAGING PARTNER PHONE: 702-655-2915 FAX: 702-655-5325		Trade	\$ 155,609

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
61	AMBIUS INC. (19)	485 E HALF DAY RD STE 450 BUFFALO GROVE, IL 60089 ATTN: JEFFREY MARIOLA PHONE: (847) 634-4250 FAX: (847) 634-6820		Trade	\$ 152,084
62	AMPCO SYSTEM PARKING	801 SOUTH GRAND AVENUE, SUITE 775 LOS ANGELES, CA 90017 ATTN: RICH KINDORF PHONE: (213) 624-6065 FAX: (213) 689-7992		Trade	\$ 151,543
63	DEB	9401 BLUE GRASS ROAD PHILADELPHIA, PA 19114 ATTN: WARREN WEINER, EXECUTIVE VP PHONE: 215-676-6000 FAX: 215-698-7151		Trade	\$ 150,000
64	RED ROBIN GOURMET BURGERS	6312 S. FIDDLER'S GREEN CIR., STE. 200N GREENWOOD VILLAGE, CO 80111 ATTN: DENNIS MULLEN PHONE: 303-846-6000 FAX: 303-846-6048		Trade	\$ 150,000
65	MCCORMICK & SCHMICK'S RESTAURANT GRP-ACH	720 SW WASHINGTON SUITE 550 PORTLAND, OR 97205-3507 ATTN: EMANUEL HILARIO PHONE: 503-226-3440 FAX: 503-228-5074		Trade	\$ 148,000
66	HAWAII CARE & CLEANING, INC.	4374 KUKUI GROVE ST., SUITE 101 LIHUE, HI 96766 ATTN: WILLIAM ALLEN PHONE: 808-245-6514 FAX: 808-246-2474		Trade	\$ 146,057
67	JUICY COUTURE	12723 WENTWORTH ST. ARLETA, CA 91331 ATTN: EDGAR HUBER PHONE: 818-767-0849 FAX: 818-767-1587		Trade	\$ 143,703
68	ANDREWS INTERNATIONAL SECURITY	27959 SMYTH DRIVE VALENCIA, CA 91355 ATTN: RANDY ANDREWS, CEO PHONE: (661) 775-8400 FAX: (661) 775-8794		Trade	\$ 139,327
69	ANBE ARUGA & ISHIZU ARCHITECTS	1441 KAPIOLANI BOULEVARD SUITE 206 HONOLULU, HI 96814 ATTN: MITSUGI ARUGA PHONE: (808) 949-1025 FAX: (808) 949-1027		Trade	\$ 134,416
70	WATANABE ING LLP	999 BISHOP ST 23RD FL HONOLULU, HI 96813-4428 ATTN: JEFFREY WATANABE PHONE: (808)544-8300 FAX: (808)544-8399		Trade	\$ 129,316
71	SCHNACKEL ENGINEERS, INC.	3035 SOUTH 72ND STREET OMAHA, NE 68124 ATTN: GREG SCHNACKEL, PRESIDENT PHONE: 402-391-7680 FAX: 800-930-9526 EMAIL: GSCHNACKEL@SCHNACKEL.COM		Trade	\$ 127,934
72	PROFESSIONAL SERVICE INDUSTRIES, INC	1901 S. MEYERS RD., STE. 400 OAKBROOK TERRACE, IL 60181 ATTN: MURRAY SAVAGE PHONE: 630-691-1490 FAX: 630-691-1587		Trade	\$ 123,476
73	MCLAUGHLIN ERECTORS, INC.	3502 COLUMBIA MEMORIAL PKWY KEMAH, TX 77565 ATTN: PRESIDENT PHONE: (281) 538-2600 FAX: (281) 338-4509		Trade	\$ 116,941
74	COFFEE POD & SIMPLE FOODS	426 W 1230 N PROVO, UT 84604 ATTN: MARNIE ROBERT PHONE: (801) 341-0022 FAX: N/A EMAIL: THECOFFEEPOD@AOL.COM		Trade	\$ 115,000
75	LAND DESIGN	223 N. GRAHAM ST. CHARLOTTE, NC 28202 ATTN: EDWARD M. SCHWEITZER PHONE: 704-333-0325 FAX: 704-332-3246		Trade	\$ 112,551

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
76	OAHU WASTE SERVICES, INC.	1169 MIKOLE ST HONOLULU, HI 96819-4327 ATTN: CLYDE KANESHIRO PHONE: 808-845-7581 FAX: 808-792-0199		Trade	\$ 112,033
77	STANDARD PARKING	900 NORTH MICHIGAN, SUITE 1600 CHICAGO, IL 60611 ATTN: JAMES A. WILHELM, PRESIDENT PHONE: 1-312-274-2110 FAX: 1-312-640-6164		Trade	\$ 110,162
78	HOLMESTEAD PROPERTIES	52A HAYDEN ROWE STREET HOPKINTON, MA 1748 ATTN: DAVID HOLMES PHONE: 508-435-4411 FAX: (508) 435-4433		Trade	\$ 108,058
79	LEDCOR INDUSTRIES INC	1000-1066 WEST HASTINGS ST. VANCOUVER, BC V6E 3X1 ATTN: JOHN HELLIWELL - COO PHONE: (858) 527-6450 CELL: (630) 417-8889 FAX: (858) 566-1003 EMAIL: JOHN.HELLIWELL@LEDCOR.COM		Trade	\$ 107,706
80	IEM, INC (INTERNAT'L ENVIRONMENTAL MGMT)	11660 ALPHARETTA HWY # 245 ROSWELL, GA 30076-4943 ATTN: ANDREW GOLDSTRUM PHONE: (770) 667-7270 FAX: (770) 667-7275		Trade	\$ 105,241
81	CORPORATE REALTY LEASING CO.	C/O CORPORATE REALTY, INC. 201 ST. CHARLES AVENUE, SUITE 4411 NEW ORLEANS, LA 70170 ATTN: RUSSELL PALMER, PRESIDENT PHONE: 504-581-5005 FAX: 504-585-2605		Trade	\$ 105,000
82	PUMPKIN PATCH	951 MARINERS ISLAND BLVD, SUITE 650 SAN MATEO, CA 94404 ATTN: MAURICE PRENDERGAST, CEO PHONE: 800-898-0344 FAX: 800-898-9198 C/O DISTRIBUTION RESOURCES INC. 23001 54TH AVE SOUTH KENT, WA 98032 ATTN: MAURICE PRENDERGAST, CEO PHONE: 800-898-0344 FAX: 800-898-9198		Trade	\$ 104,025
83	GLOBAL STRATEGY GROUP	895 BROADWAY, 5TH FLOOR NEW YORK, NY 10003 ATTN: JONATHAN SILVAN, CEO PHONE: 212-26-8813 FAX: 212-260-9058		Trade	\$ 103,402
84	BROWN, WINFIELD & CANZONERI, INC.	300 S. GRAND AVENUE, SUITE 1500 LOS ANGELES, CA 90071-3125 ATTN: STEVEN ABRAM PHONE: 213-687-2100 FAX: 213-687-2149		Trade	\$ 102,230
85	TRADE SECRET	7201 METRO BOULEVARD MINNEAPOLIS, MN 55439 ATTN: LEASE PAYABLES DEPARTMENT PHONE: (952) 947-7777 FAX: (952) 947-7800		Trade	\$ 100,550
86	SPENCER'S	6826 BLACK HORSE PIKE -SUITE 205 ATTN: KEN GARAGIOLA EGG HARBOR TOWNSHIP, NJ 08234-4197 PHONE: 609-645-5303 FAX: 609-645-5448		Trade	\$ 100,250
87	THINGS REMEMBERED	5550 AVION PARK DRIVE ATTN: MICHAEL ANTHONY, CEO HIGHLAND HEIGHTS, OH 44143 PHONE: 440-473-2000 FAX: 440-473-2018		Trade	\$ 100,000
88	LVI ENVIRONMENTAL OF NEVADA, INC.	4795 QUALITY COURT LAS VEGAS, NV 89103 ATTN: JOE CATANIA PHONE: (702) 220-4848 FAX: (702) 220-4850		Trade	\$ 99,533

Consolidated List of Creditors Holding 100 Largest Unsecured Claims

Rank	Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Contingent, unliquidated, disputed or subject to set off	Nature of Claim (trade debt, bank loan, government contract, etc.)	Amount of Claim
89	MALL TENANT INTERIORS, INC.	301 WEST CASTLEWOOD FRIENDSWOOD, TX 77546 ATTN: CHARLIE RUSSO PHONE: (281) 992-3331 FAX: NA		Trade	\$ 98,927
90	MODULAR SPACE CORPORATION	1200 SWEDESFORD RD BERWYN, PA 19312-1078 ATTN: CHARLES PAQUIN PHONE: 610-232-1200 FAX: 703-661-6196		Trade	\$ 98,107
91	HTI CONTRACTORS	4539 SYKESVILLE RD FINKSBURG, MD 21048 ATTN: PRESIDENT PHONE: (410) 781-0155 FAX: (410) 781-0331		Trade	\$ 97,593
92	AUTOMOTIVE RENTALS, INC.	9000 MIDLANTIC DR MT. LAUREL, NJ 08054-1539 ATTN: BILL MCKEE PHONE: 856-778-1500 FAX: 856-231-9106		Trade	\$ 96,669
93	BOARD OF WATER SUPPLY	630 S. BERETANIA STREET HONOLULU, HI 96843-0001 ATTN: CLIFFORD LUM PHONE: (808) 748-5078 FAX: (808) 748-5082		Trade	\$ 96,427
94	COMPASS LEXECON	500 E Pratt St Ste 1400 BALTIMORE, MD 21202-3166 ATTN: ERIC MILLER PHONE: 410-951-4800 FAX: 410-951-4895		Trade	\$ 95,933
95	HR & A ADVISORS, INC.	99 HUDSON STREET, 3RD FLOOR NEW YORK, NY 10013 ATTN: JOHN H. ALSCHULER, JR., CHAIRMAN PHONE: 212.977.5597 FAX: 212.977.6202		Trade	\$ 93,909
96	EQUITY MARKETING SERVICES INC.	303 WEST MADISON STREET, SUITE 1000 CHICAGO, IL 60606 ATTN: PRESIDENT PHONE: 312-252-4300 FAX: 312-252-4301		Trade	\$ 93,211
97	K & A CONTRACTING, INC.	85 GINA COURT SYKESVILLE, MD 21784 ATTN: ROBERT BRADLEY, PRESIDENT PHONE: 410-781-0017 FAX: 410-552-1656		Trade	\$ 92,143
98	BETSEY JOHNSON (B.J. VINES INC)	498 SEVENTH AVENUE 21ST FLOOR NEW YORK, NY 10018 ATTN: CHANTAL BACON PHONE: 212-244-0843 FAX: 212-244-0855		Trade	\$ 91,885
99	CARROLL ASSOCIATES ARCHITECTS, LTD.	24 S. BOTHWELL ST. PALATINE, IL 60067 ATTN: JACK GATTO PHONE: 847-359-6810 FAX: 847-359-6870		Trade	\$ 91,373
100	CHILLCO, INC	22225 LITTLE CREEK RD MANDEVILLE, LA 70471 ATTN: JOHN BEVINGTON PHONE: (985) 809-0888 FAX: (985) 809-0331		Trade	\$ 91,297

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

In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH PROPERTIES, INC.,	:	09 - _____ ()
	:	
Debtors.	:	(Joint Administration Requested)

STATEMENT CONCERNING CONSOLIDATED LIST OF CREDITORS¹

Contemporaneously herewith, the Debtor and its affiliated debtors (the “**Debtors**”) have filed a Motion for an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs, (II) Waiving the Requirement to Debtors File a List of Creditors, (III) Waiving the Requirement that Debtors Serve Notice of Commencement on Equity Security Holders, and (IV) Approving the Form and Manner of the Commencement Notice (the “**Motion**”). Pursuant to the Motion, the Debtors propose to furnish their lists of creditors to the proposed claims and noticing agent. In addition, pursuant to General Orders M-133, M-137, M-138 and M-192, as incorporated by Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, the Debtors have consulted with and received the approval of the Clerk of this Court to forego the requirement that the Debtors file a list of creditors and to instead provide the list of creditors to the notice and claims processing agent.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

Dated: April 16, 2009

General Growth Properties, Inc.

By: /s/ Ronald L. Gern
Ronald L. Gern, Senior Vice President

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

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

In re	:	Chapter 11 Case No.
	:	
GENERAL GROWTH PROPERTIES, INC.,	:	09 - _____ ()
	:	
Debtors.	:	(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)
AND RULE 1007-3 OF LOCAL RULE OF BANKRUPTCY PROCEDURE**

Attached is an organizational chart reflecting the Debtor's direct and indirect wholly owned subsidiaries and interests in general and limited partnerships and joint ventures. The attached chart contains all Debtor and non-Debtor subsidiaries and affiliates incorporated or otherwise domiciled in the United States. The Debtor's business address, as well as all of the direct and indirect wholly owned subsidiaries and certain of the joint ventures, is 110 N. Wacker Drive, Chicago, IL 60606. In addition, the Debtors also hold an interest in certain third party managed joint ventures located at 2201 Timberloch Place, The Woodlands, TX 77380; and 1970 Village Center Circle, Suite 7, Las Vegas, NV 89134; and 367 South Gulph Road, King of Prussia, PA 19406; and 355 South Grand Avenue, Suite 4500, Los Angeles, CA 90071; and 11411 N. Tatum Boulevard, Phoenix, AZ 85028.

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

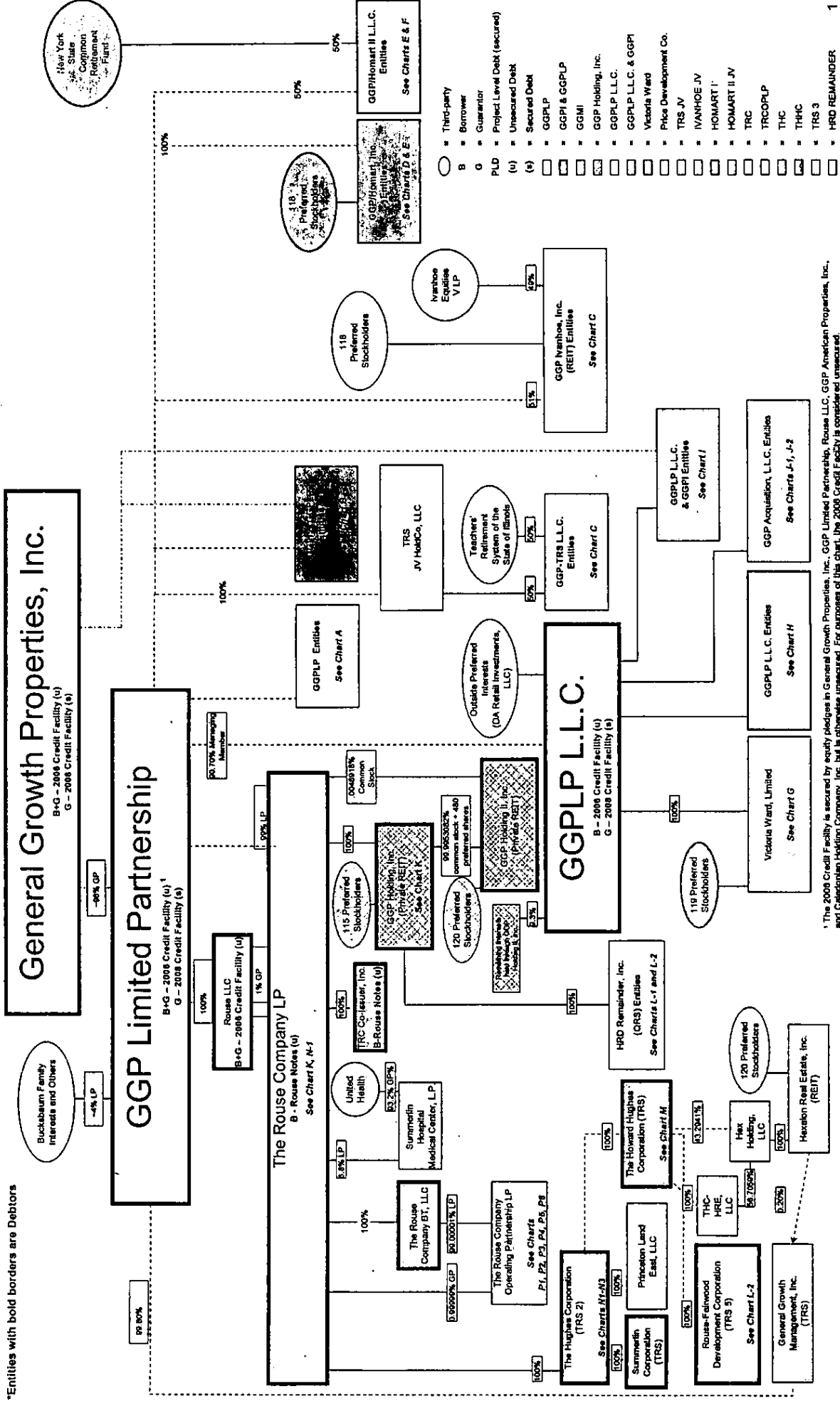
I, the undersigned authorized officer of the Debtor named in this case declare under penalty of perjury that I have reviewed this Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: April 16, 2009

General Growth Properties, Inc.

By: /s/ Ronald L. Gern
Ronald L. Gern, Senior Vice President

*Entities with bold borders are Debtors



¹ The 2008 Credit Facility is secured by equity pledges in General Growth Properties, Inc., GGP Limited Partnership, Rouse LLC, GGP American Properties, Inc., and Caledonian Holding Company, Inc. but is otherwise unsecured. For purposes of this chart, the 2008 Credit Facility is considered unsecured.

- Third-party
- B Borrower
- G Guarantor
- PLD Project Level Debt (secured)
- (u) Unsecured Debt
- (s) Secured Debt
- GGPLP
- GGPI & GGPLP
- GGM
- GGP Holding, Inc.
- GGP L.L.C.
- GGPLP L.L.C. & GGPI
- Victoria Ward
- Pica Development Co.
- TRS JV
- IVANHOE JV
- HOMART I
- HOMART II JV
- TRC
- TRCOPLP
- THC
- THC
- TRS 3
- HRD REMAINDER

Chart A

*Entities with bold borders are Debtors

GGP Limited Partnership

B+G - 2008 Credit Facility (u)
G - 2008 Credit Facility (a)

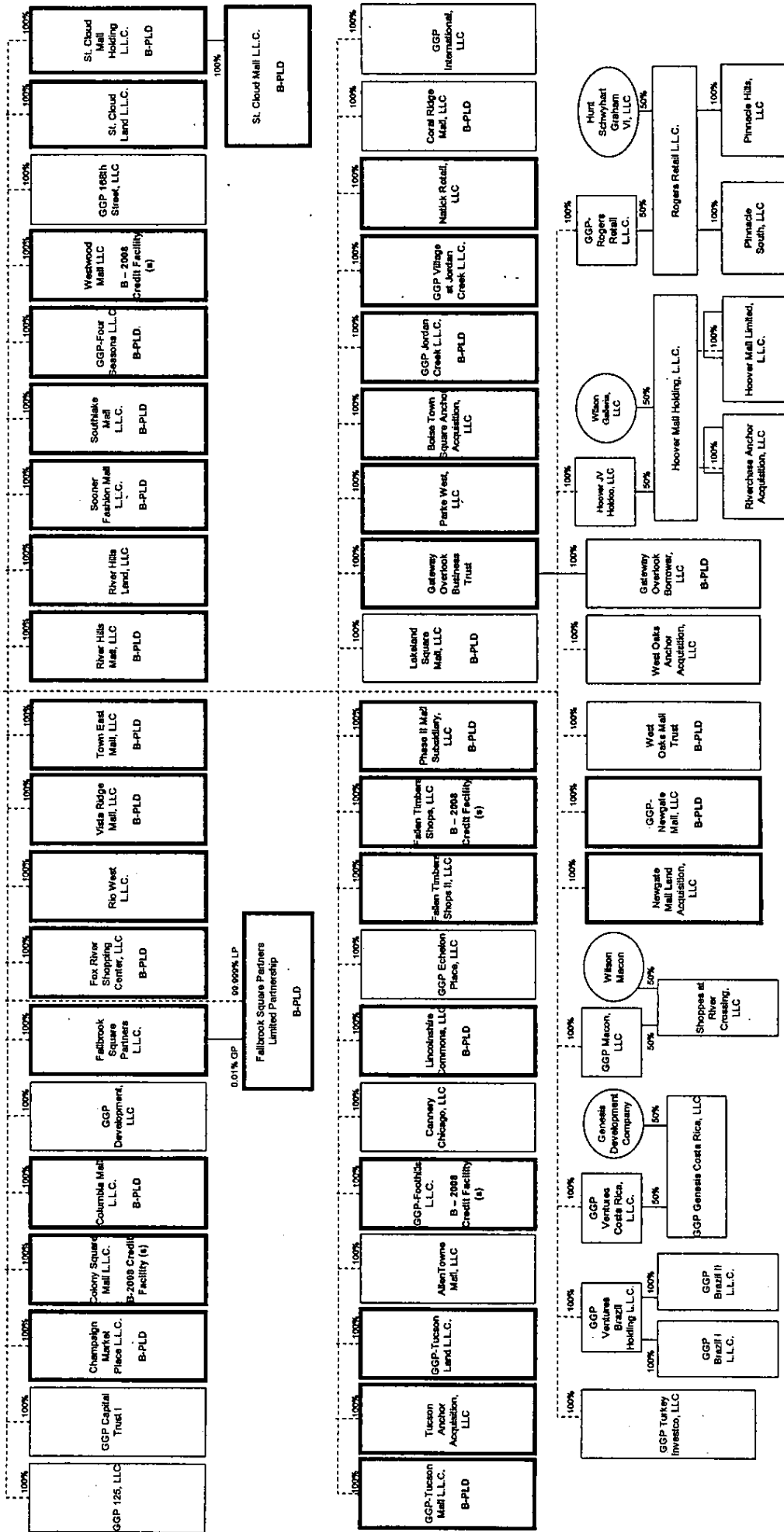


Chart C

*Entities with bold borders are Debtors

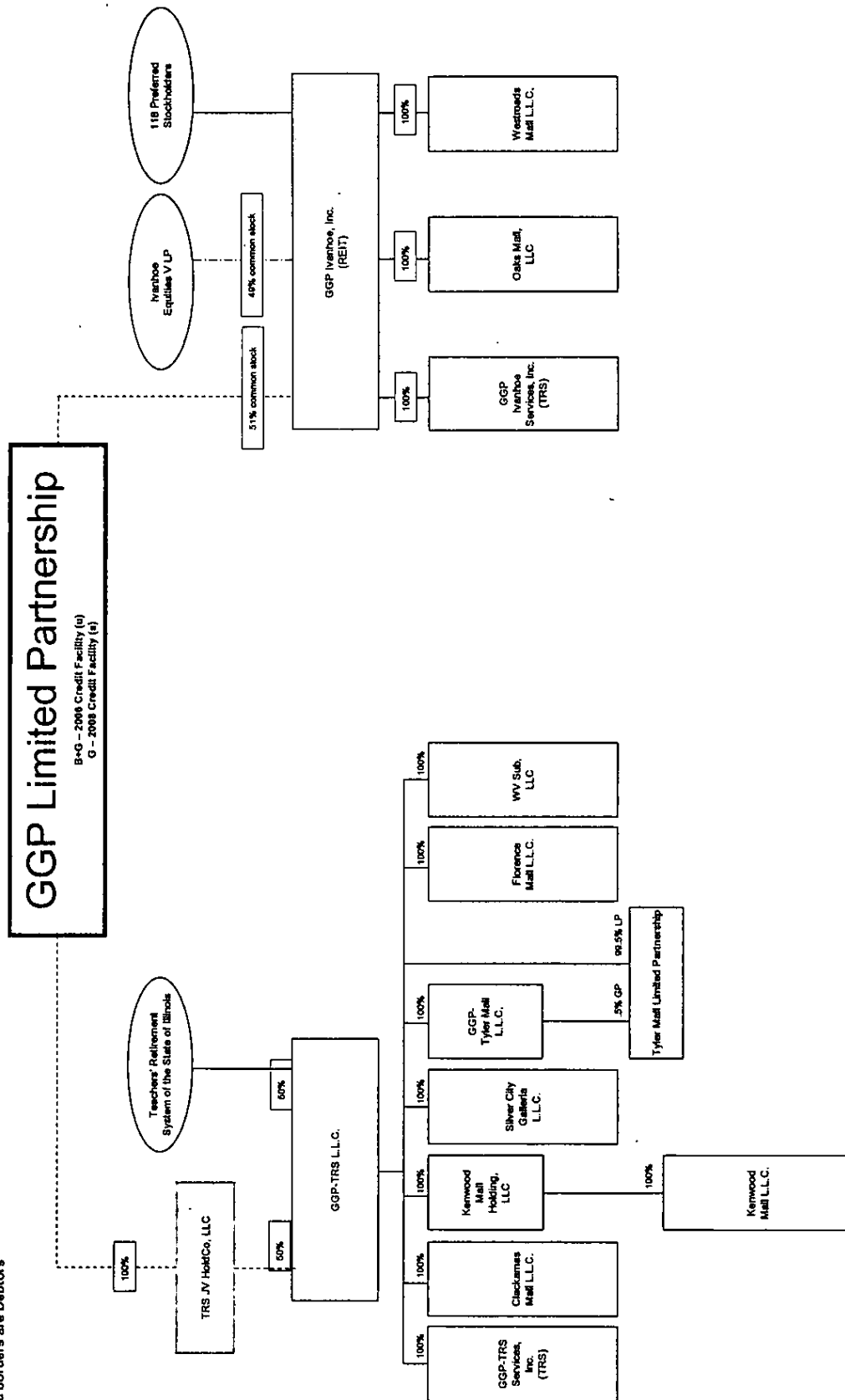


Chart G

*Entities with bold borders are Debtors

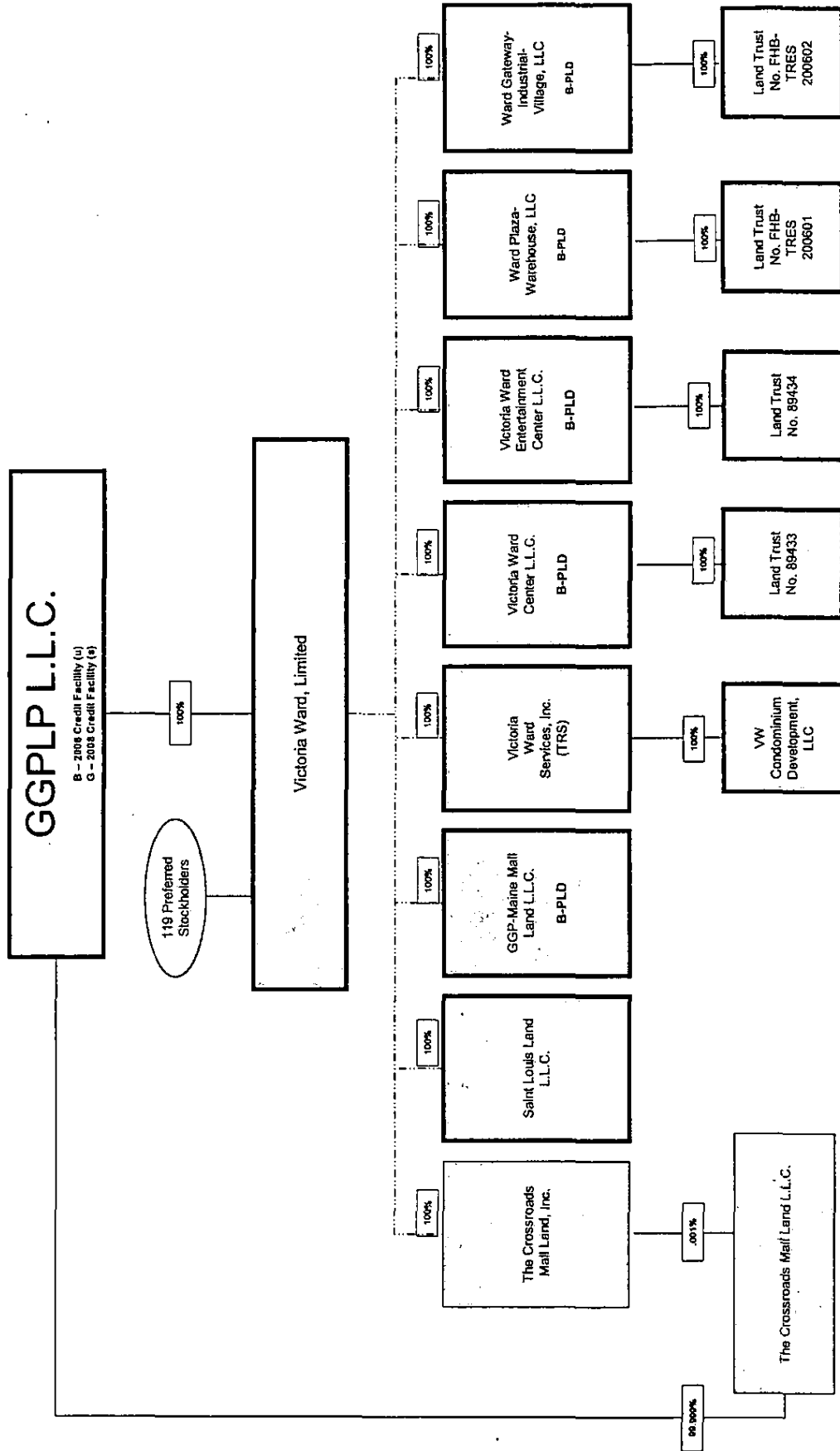


Chart H

*Entities with bold borders are Debtors

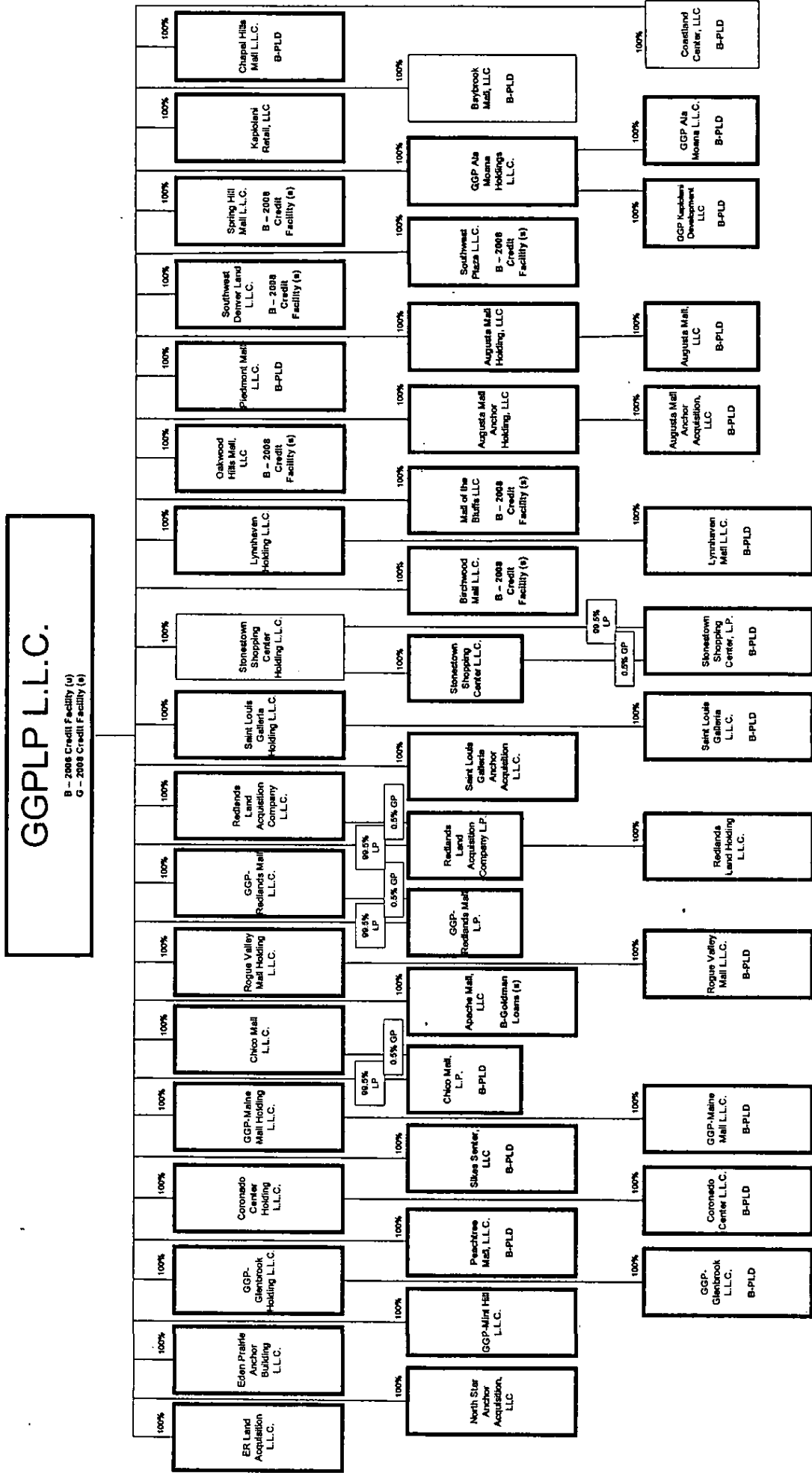


Chart L-2

*Entities with bold borders are Debtors

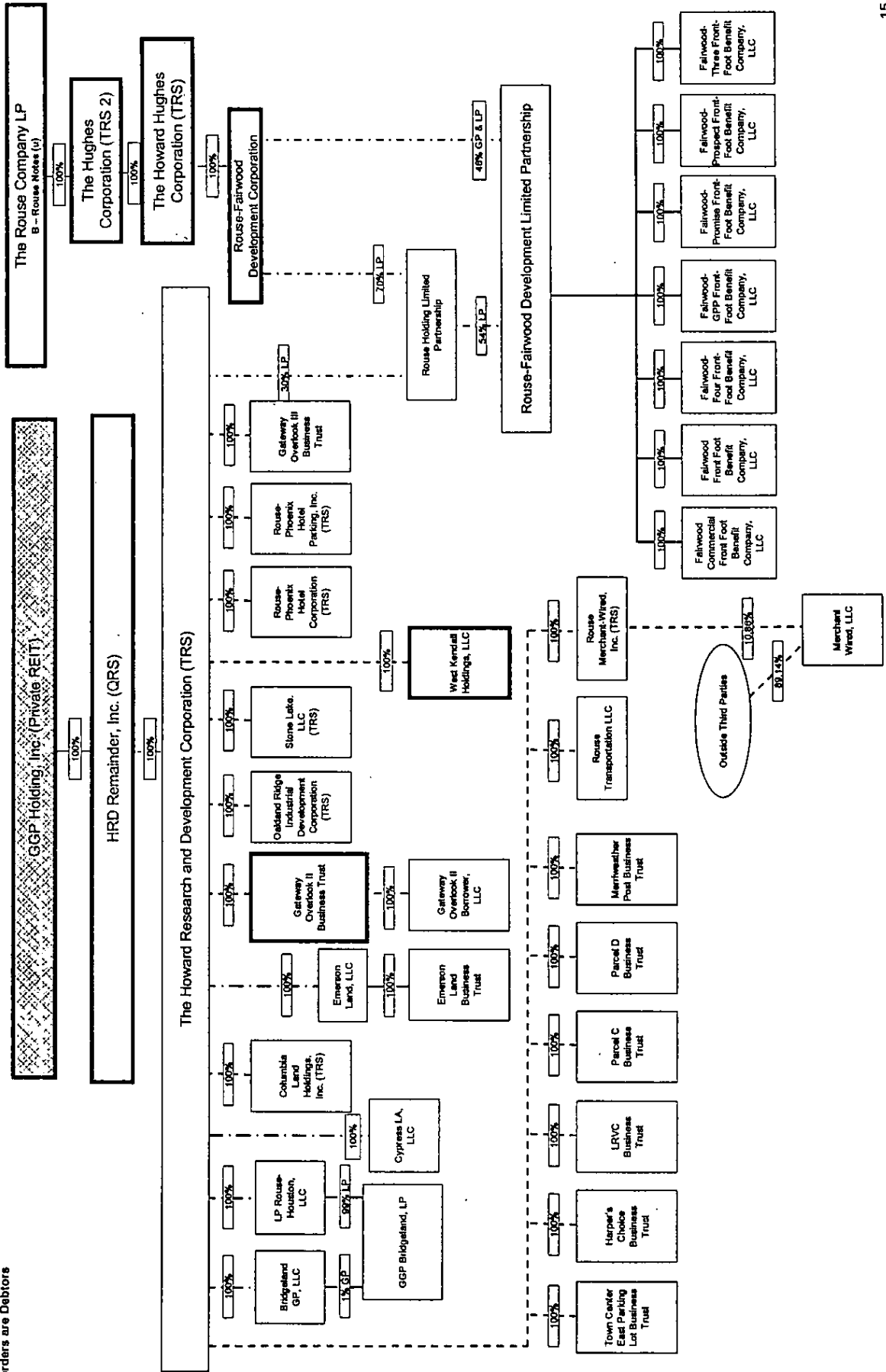


Chart P-2

*Entities with bold borders are Debtors

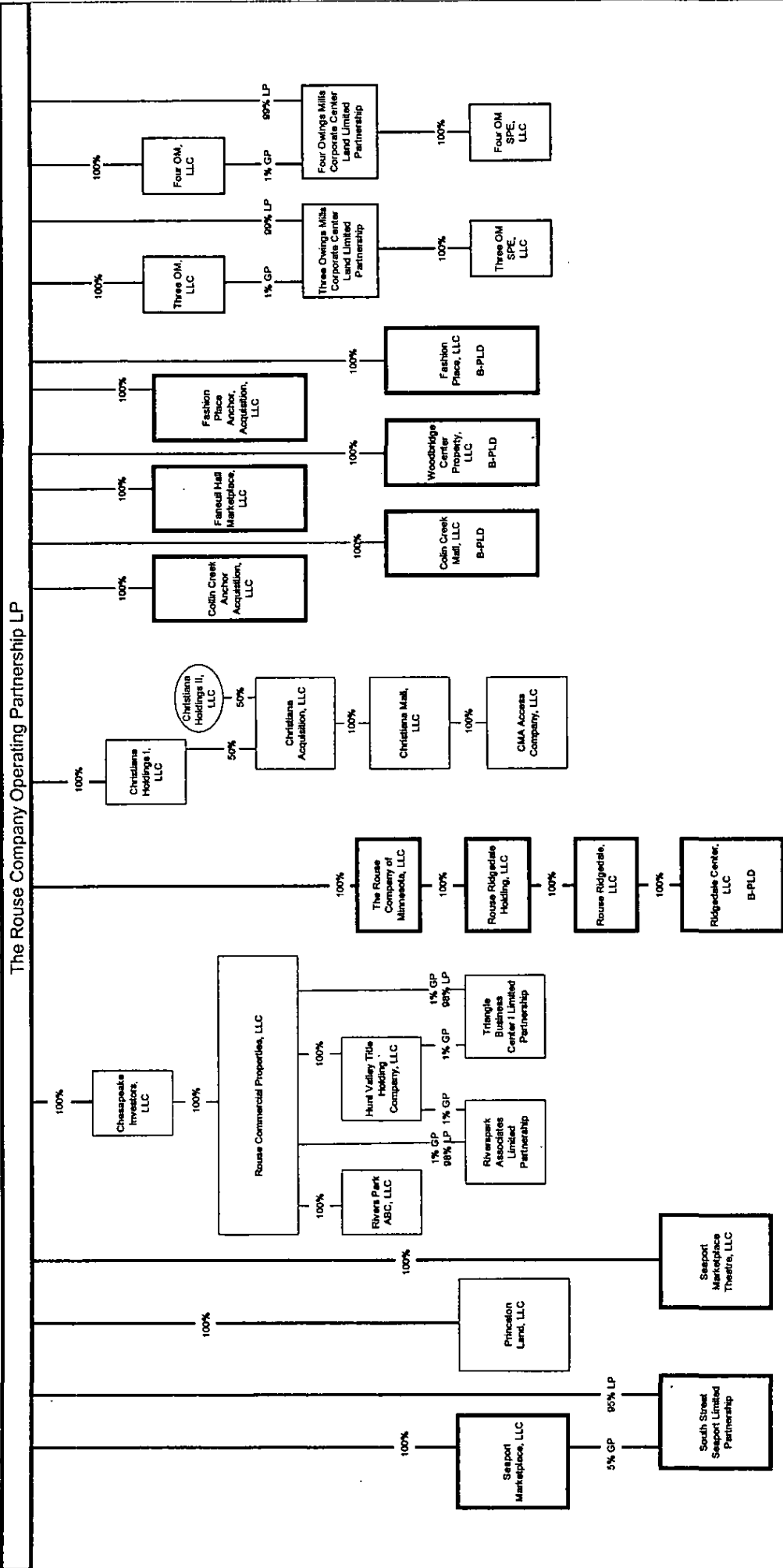
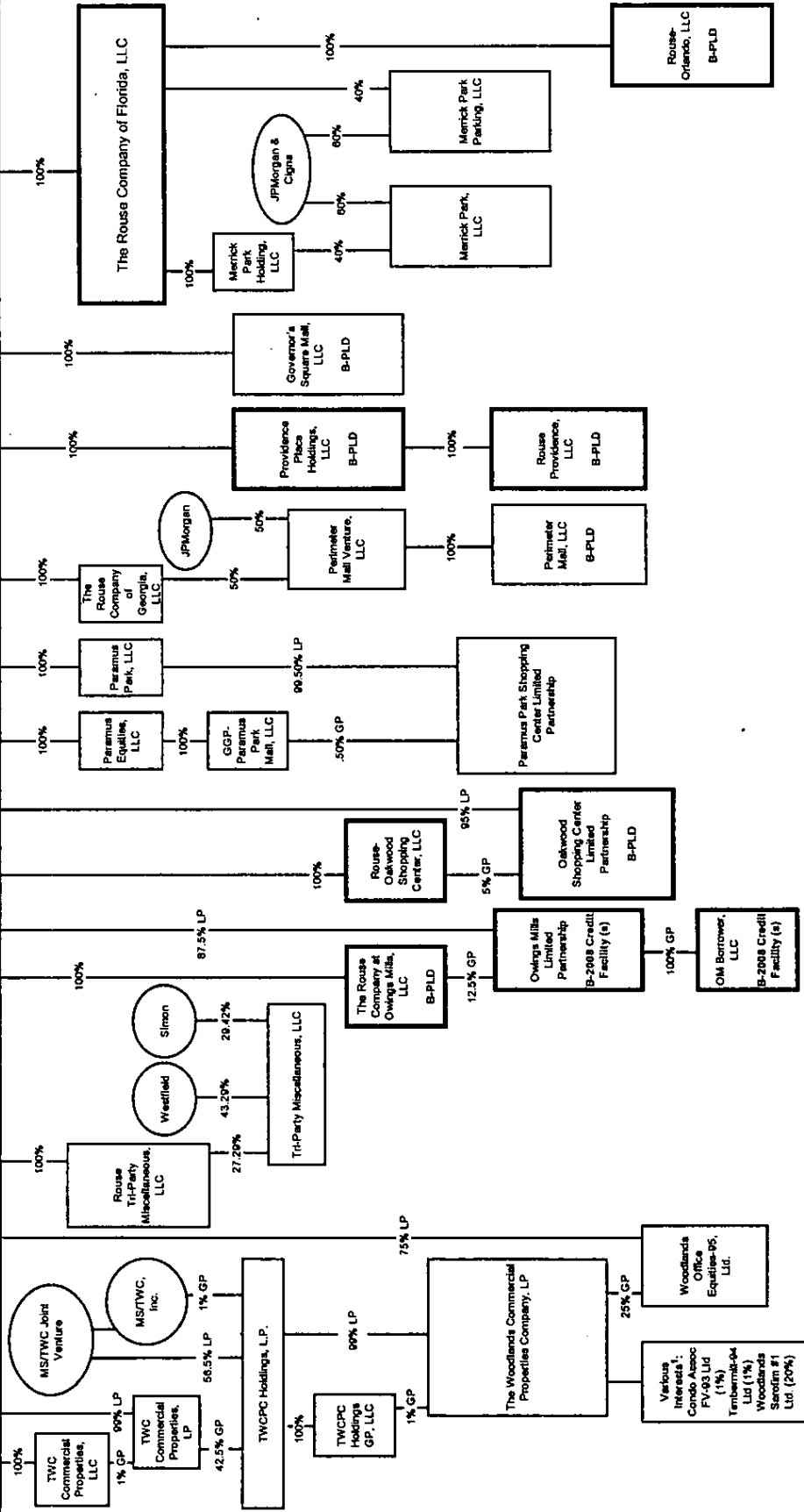


Chart P-4

*Entities with bold borders are Debtors

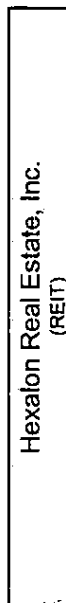
The Rouse Company Operating Partnership LP



¹ GGP does not control this joint venture. For purposes of preparing this chart, GGP has relied on the most recent information provided by its joint venture partner regarding the joint venture's ownership percentages in its subsidiaries.

Chart Q

*Entities with bold borders are Debtors



0.20%

99.80%

