

Stock-Related Matters in Connection with GGP's Emergence from Bankruptcy

As previously announced, Judge Allan Gropper of the U.S. Bankruptcy Court for the Southern District of New York confirmed GGP's plan of reorganization. GGP expects to emerge from Chapter 11 restructuring on or around Nov. 8, 2010.

As part of its plan of reorganization, GGP will split itself into two separate publicly traded corporations upon emergence: (i) "new GGP" and (ii) the spin-off company called The Howard Hughes Corporation ("HHC"). Holders of GGP common stock as of the close of business on Nov. 1, 2010 (the "Record Date") will receive common stock in both companies.

Pursuant to GGP's [plan of reorganization](#), each holder of a share of "old" GGP common stock as of the Record Date will receive a distribution of 0.098344203 of a share of common stock of HHC. Following the distribution of the shares of HHC common stock, existing shares of "old" GGP will be converted into and represent the right to receive one "new" GGP share. No fractional shares of HHC or new GGP will be issued (i.e., the number of shares to be issued to each record holder will be "rounded down").

The distribution date for the HHC common stock and the new GGP common stock will be the day GGP emerges from bankruptcy (the "Emergence Date"), which is expected to be on or around Nov. 8, 2010. After the Emergence Date, the "old" GGP common stock will cease to exist.

There are no elections to be made, or actions required to be taken, by GGP stockholders regarding the distributions of HHC and new GGP common stock, and the number of shares of to be issued to them will not change as a result of fluctuating market prices.

Chapter 11 Bankruptcy Process

Under GGP's plan of reorganization, GGP will satisfy its debt and other claims in full, provide a substantial recovery for equity holders and implement a recapitalization with \$6.8 billion of new capital. The Chapter 11 bankruptcy process leading up to the confirmation of the plan involved the appointment and involvement of a Creditor's Committee, Equity Committee and Fee Committee. All classes of claims in the bankruptcy proceedings, including the common stock, either voted to accept the plan or were deemed to have accepted the plan.

Delivery of HHC and New GGP Common Stock

Record holders

If shares of “old” GGP common stock are held directly in a stockholder’s own name, then shares of HHC and new GGP common stock issuable to the stockholder pursuant to the plan of reorganization will be delivered by electronic book-entry via the Direct Registration System (“DRS”). DRS is a system established by the securities industry that allows investors to hold their shares in electronic form on the books of a company, without the need for a brokerage account and without the issuance of a physical stock certificate.

Stockholders of record will receive book-entry account statements in the mail after the Emergence Date from BNY Mellon, the transfer agent for both HHC and new GGP, reflecting the number of the HHC and new GGP common stock received as well as other information about the stockholder’s DRS account at BNY Mellon. Shares may remain in a DRS account for as long as a stockholder desires. Alternatively, a stockholder may take action to transfer shares to a brokerage account. A stockholder may also sell shares directly from a DRS account by contacting BNY Mellon (applicable transaction fees will apply to any sales). BNY Mellon may be contacted at 1-888-395-8037 with questions regarding DRS, transferring shares into and out of a BNY Mellon DRS account or selling shares directly from a BNY Mellon DRS account.

Beneficial holders

If shares of “old” GGP common stock are held beneficially through a broker or other nominee (*i.e.*, in “street name”), the broker or nominee will receive the HHC and new GGP common stock electronically through DTC (the Depository Trust Company), and will then credit the shares to its clients’ accounts in accordance with its internal policies.

Stock Certificates

Holders of stock certificates representing shares of “old” GGP common stock must surrender the stock certificates to GGP’s transfer agent, BNY Mellon, in order to receive your shares of new GGP common stock. Holders of GGP stock certificates will receive a letter of transmittal in the mail regarding the surrender of their stock certificate(s).

New GGP and HHC common stock will only be issued electronically in book-entry form. Therefore, holders of new GGP or HHC common stock will not be entitled to receive a stock certificate representing their shares.

Trading in “old” GGP common stock

“Old” GGP common stock (CUSIP # 370021 107) will continue to trade “regular way” on the NYSE under the symbol “GGP” leading up to and including the Emergence Date. “Old” GGP common stock will not be quoted “ex-distribution” (however, there will be NYSE “when issued” trading in new GGP common stock - see discussion below). Before the opening of business on the first business day after the Emergence Date, trading in “old” GGP common stock will be permanently suspended.

All contracts in “old” GGP common stock must be settled by delivery of “old” GGP common stock, and physical exchange of any stock certificates will be required. In addition, all deliveries of “old” GGP common stock after the Record Date in settlement of contracts made through (and including) the Emergence Date will be deemed to include “due bills” for the new GGP and HHC common stock. The “due bills” must be redeemed (*i.e.*, the new GGP and HHC common stock delivered to the purchaser/holder of the “old” GGP common stock and “due bill”) three business days after the Emergence Date.

Because of the nature of these emergence transactions, holders of “old” GGP common stock who sell their shares “regular way” leading up to and including the Emergence Date will also be selling their right to receive new GGP and HHC shares. Investors are therefore encouraged to consult their financial advisors regarding the specific implications of buying or selling existing shares of GGP on or before the Emergence Date.

Trading in “new” GGP common stock

New GGP’s common stock (CUSIP # 370023 103) has been approved for listing on the NYSE under the symbol “GGP,” subject to official notice of issuance.

“When issued” trading

It is anticipated that NYSE “when issued” trading in new GGP common stock will commence prior to the Emergence Date, but the exact date is not yet known. “When issued” trading in new GGP common stock will be conducted under the symbol “GGP WI.” An update on commencement of “when issued” trading will be provided when available.

Transactions in the “when issued,” or “ex-distribution,” market for new GGP (“GGP WI”) will not carry due-bills for shares of HHC to be issued in the spin-off distribution of HHC common stock. This “when issued” market for new GGP common stock will also reflect (*i.e.*, be “post”) the one-for-one exchange of “old” GGP common stock into new GGP common stock.

The last day of trading in the “when issued” market for new GGP common stock (“GGP WI”) will be the Emergence Date.

The settlement date for all transactions in the “when issued” market for new GGP common stock (“GGP WI”) will be four business days after the Emergence Date.

“Regular way” trading

“Regular way” trading in new GGP common stock under the symbol “GGP” will begin on the business day after the Emergence Date.

Trading in HHC common stock

HHC’s common stock (CUSIP # 44267D 107) has been approved for listing on the NYSE under the symbol “HHC,” subject to official notice of issuance.

“When issued” trading

It is anticipated that NYSE “when issued” trading in HHC common stock will commence prior to the Emergence Date, but the exact date is not yet known. “When issued” trading in HHC common stock will be conducted under the symbol “HHC WI.” An update on commencement of “when issued” trading will be provided when available.

The last day of trading in the “when issued” market for HHC common stock (“HHC WI”) will be the Emergence Date.

The settlement date for all transactions in the “when issued” market for HHC common stock (“HHC WI”) will be four business days after the Emergence Date.

“Regular way” trading

“Regular way” trading in HHC common stock under the symbol “HHC” will begin on the business day after the Emergence Date.

About “When Issued” Trading

“When issued” trades are on the basis of “when,” “as” and “if” issued. The term indicates a conditional transaction in a security authorized for issuance but not as yet actually issued. All “when issued” transactions are on an “if” basis, to be settled if and when the actual security is issued and the NYSE rules the transactions are to be settled. During the “when issued” trading period, the designated market maker and other market participants work to establish the correct valuation for the newly formed companies. The NYSE believes that “when issued” trading benefits both the investors and the listed companies and avoids hiccups on the day of distribution and after.

The NYSE reserves the right to cancel “when-issued” trades or terminate “ex-distribution”/“when issued” trading where required or indicated by a change in circumstances.

Tax Matters

Please see section IX.B. of the [Disclosure Statement](#) for GGP’s Third Amended Joint Plan of Reorganization for a summary of the anticipated tax treatment of the distributions of HHC and new GGP common stock. Please note, however, that the contents of the Disclosure Statement should not be construed as legal, business or tax advice. Each creditor or equity holder should consult his, her or its own legal counsel and accountant as to legal, tax and other matters concerning his, her or its claim or interest.