GENERAL GROWTH PROPERTIES INC

FORM S-11/A

(Securities Registration: Real Estate Company)

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As filed with the Securities and Exchange Commission on September 8, 2010

Registration No. 333-168111

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM S-11

**FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

New GGP, Inc.

(Exact name of registrant as specified in governing instruments)

**New GGP, Inc.
110 N. Wacker Drive
Chicago, IL 60606
(312) 960-5000**
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

**Adam Metz
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**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)

Mandatorily Exchangeable Notes due 2011	$2,250,000,000	—	$2,250,000,000	$160,425(4)
Common Stock, no par value per share	—	—	—	—
Guarantee of Mandatorily Exchangeable Notes due 2011	—	—	—	—

(1) Represents the aggregate principal amount of the Registrant's Mandatorily Exchangeable Notes due 2011 issued hereunder and the maximum number of shares of the Registrant's common stock issuable upon exchange of such notes. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the securities being registered hereunder also include such indeterminate number of shares of common stock as may be issuable as a result of stock splits, stock dividends, recapitalizations or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

(3) Determined pursuant to Rules 457(i), 457(n) and 457(o) under the Securities Act.

(4) $153,295 was previously paid. The difference of $7,130 is being submitted herewith.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SCHEDULE A

Guarantor Registrant

Name of Additional Registrant	Jurisdiction of Incorporation/Organization	I.R.S. Employer Identification Number
General Growth Properties, Inc.	Delaware	42-1283895

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED SEPTEMBER 8, 2010

PRELIMINARY PROSPECTUS

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New GGP, Inc.

Mandatorily Exchangeable Notes due 2011

ISSUER

- New GGP, Inc., or New GGP, is a newly-formed, indirect finance subsidiary of General Growth Properties, Inc., or Existing GGP, and has no prior operations or material assets.
- Upon Existing GGP's emergence from bankruptcy, which is not expected to occur until after completion of this offering, New GGP will become the indirect parent corporation of Existing GGP.
- New GGP has agreed to elect to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes in connection with the filing of its tax return for the year in which Existing GGP emerges from bankruptcy, subject to satisfying the REIT qualification requirements at such time.

NOTES

- New GGP is offering $ aggregate principal amount of its Mandatorily Exchangeable Notes due 2011, which we refer to as "the notes". The maximum amount of notes that we may issue will be limited to the product of million (representing the maximum amount of shares that we may issue upon exchange of the notes) times the exchange price per share. Therefore, assuming an exchange price of $ per share (the midpoint of the range set forth herein), the maximum aggregate principal amount of notes that we may issue will be $.
- The notes will mature on January 31, 2011, unless earlier redeemed or exchanged.
- The notes will accrue interest at a rate equal to (i) 0.5% per annum from the date of issuance to and including the 90th day after the issuance and (ii) 1.0% per annum after such 90th day, in each case until the earliest of the mandatory exchange date, the redemption date and the maturity date.
- This offering is being made to replace a portion of the funds to be used to consummate the plan of reorganization of Existing GGP and certain of its subsidiaries. The gross proceeds from the sale of the notes will be placed in an escrow and securities account and held as collateral security for New GGP's obligations in respect of the notes until the earliest of mandatory redemption, mandatory exchange and the maturity date.
- Holders of the notes will have a first priority security interest in the escrow and securities account and the securities in which the proceeds are invested.
- The notes will rank equally in right of payment with all of New GGP's other existing and future obligations that are unsecured and unsubordinated to the extent amounts are due on the notes in excess of the escrow amount, if any.
- The notes will be guaranteed on a senior unsecured basis by Existing GGP and such guarantee will rank equally in right of payment with all of Existing GGP's existing and future obligations that are unsubordinated and will be effectively subordinated to debt secured by Existing GGP's assets, to the extent of the value of those assets.

MANDATORY EXCHANGE

- Upon the satisfaction of the mandatory exchange conditions (or waiver, to the extent permitted by applicable law, by the holders of a majority in aggregate principal amount of notes), which include, but are not limited to, the consummation of Existing GGP's plan of reorganization and the consummation of the transactions contemplated by the investment agreement with Brookfield Investor (as described in this prospectus), the notes will be mandatorily exchanged, in whole, but not in part, into shares of New GGP's common stock, and New GGP will pay in cash accrued interest to, but not including, the mandatory exchange date. We expect the exchange price to be between $ and $, and the exchange rate to be between approximately and shares of common stock per each $1,000 principal amount of notes.

REDEMPTION AND REPURCHASE

- If Existing GGP determines, at any time prior to the earlier of mandatory exchange and the maturity date, not to pursue the transactions contemplated by the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction (whether with Brookfield Investor, as described in this prospectus, or otherwise) that does not require the common equity capital provided by the exchange of the notes, New GGP will redeem the notes, in whole, but not in part, at a redemption price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date. See "Description of Notes—Mandatory Exchange—Mandatory Redemption."
- If the notes have not been redeemed or exchanged by the maturity date, then on the maturity date New GGP will repay the notes in cash at a price equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the maturity date.

LISTING

- New GGP does not intend to apply to list the notes on any national securities exchange. New GGP expects the notes to trade on the over-the-counter market referred to as the Pink Sheet Electronic Quotation Service, or the Pink Sheets.
- New GGP's common stock is not listed on any national securities exchange. An application will be made to list New GGP's common stock on the New York Stock Exchange, or NYSE, under the symbol "GGP." It is a condition to the mandatory exchange of the notes that New GGP's common stock issuable upon exchange of the notes has been authorized for listing on the NYSE.

Investing in the notes and the common stock issuable upon exchange of the notes involves a high degree of risk. Before buying any notes you should carefully read the discussion of material risks of investing in the notes and the common stock under the heading "Risk Factors" beginning on page 22 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price	%	$
Underwriting discounts and commissions(1)	%	$
Proceeds, before expenses, to New GGP	%	$

(1) Underwriting discounts and commissions will be payable only in the event of the mandatory exchange of the notes.

The underwriters also may purchase up to an additional $ aggregate principal amount of notes from New GGP at the public offering price to cover over-allotments, if any, on or before the earlier of 30 days from the date of this prospectus and the earliest of the mandatory exchange date, redemption date and maturity date. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by New GGP in the event of mandatory exchange of the notes will be $, and the total proceeds, before expenses, to New GGP will be $.

New GGP expects that the notes will be ready for delivery in book-entry form through The Depository Trust Company on or about , 2010.

The date of this prospectus is , 2010

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You should rely only on the information contained in this prospectus. We have not and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is only accurate as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date. Neither the delivery of this prospectus nor any sale made hereunder will under any circumstances imply that the information herein is correct as of any date subsequent to the date on the front cover of this prospectus.

EXPLANATORY NOTE

New GGP, the issuer of the notes offered hereby, is a newly-formed, indirect finance subsidiary of Existing GGP and has no prior operations or material assets or liabilities. Upon Existing GGP's emergence from bankruptcy, which is not expected to occur until after completion of this offering, and pursuant to a series of restructuring transactions contemplated by the plan of reorganization (the "Plan") in connection with the emergence from bankruptcy of Existing GGP and the other TopCo Debtors (as defined below):

- New GGP will become the indirect parent corporation of Existing GGP;
- New GGP will become the successor registrant to Existing GGP and will file Exchange Act reports in lieu of Existing GGP; and
- New GGP's common stock is expected to be listed on the NYSE.

The Plan contemplates funding Existing GGP's reorganization and emergence from bankruptcy with the proceeds from the following transactions:

- $4.4 billion of investments in New GGP's common stock, comprised of investments by REP Investments, LLC, an affiliate of Brookfield Asset Management, Inc. ("Brookfield Investor") in the amount of $2.5 billion, affiliates of Fairholme Funds, Inc. ("Fairholme") in the amount of approximately $1,357.1 million and affiliates of Pershing Square Capital Management ("Pershing Square," and together with Brookfield Investor and Fairholme, the "Plan Sponsors") in the amount of approximately $542.9 million, which amounts, with respect to Pershing Square and Fairholme, have been reflected at 50% of the original committed amounts in accordance with Existing GGP's rights to reduce such commitments under the investment agreements as described below;
- a $250.0 million investment in New GGP's common stock by Teacher Retirement System of Texas ("Texas Teachers"), which amount has been reflected at 50% of the original committed amount in accordance with Existing GGP's rights to reduce such commitment under the investment agreement as described below;
- $1.345 billion of reinstated indebtedness (or, in the event that the Bankruptcy Court determines that reinstatement is not permitted, a new $1.5 billion five-year secured term loan); and
- $2.25 billion from the notes offered hereby.

Approximately $8.495 billion will be required to consummate the Plan, which includes $250.0 million for the capitalization of Spinco (as described below). We expect the net proceeds of this offering to replace $2.15 billion of the financing commitments for New GGP from Fairholme, Pershing Square and Texas Teachers. The investment agreements that Existing GGP has entered into with each of Fairholme, Pershing Square and Texas Teachers commit such investors to invest approximately $2,714.3 million, approximately $1,085.7 million and $500.0 million, respectively, in New GGP common stock. The agreements permit Existing GGP to use the proceeds of a sale of common stock of New GGP, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration), to reduce the amount of New GGP common stock to be sold to Fairholme, Pershing Square and Texas Teachers, pro rata as between Fairholme and Pershing Square only, by up to 50% (or approximately $2.15 billion in the aggregate) prior to the effective date of the Plan and as described elsewhere in this prospectus, within 45 days after the effective date of the Plan. We have, therefore, presented funding sources in the Plan set forth above at 50% of the actual commitments for each of Fairholme, Pershing Square and Texas Teachers.

In addition to the pre-emergence cutback rights described above, New GGP also has the ability within 45 days after the Effective Date to clawback up to 50% of the shares issued to Fairholme, Pershing Square and Texas Teachers on the Effective Date. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors" and "—Investment Agreement with Texas Teachers." If we elect to exercise this post-emergence clawback right, we expect that we would amend the registration statement of which this prospectus is a part to eliminate the mandatory exchangeable note structure contemplated by this prospectus and instead offer shares of New GGP common stock.

The Plan also contemplates that Existing GGP will distribute to its existing stockholders (which would not include the holders of the notes offered hereby) equity ownership in Spinco, a newly-formed company that will own a diverse portfolio of real estate assets currently owned by Existing GGP. Spinco's assets are expected to consist of all of Existing GGP's master planned communities, nine mixed-use development opportunities, four potential mall development projects, seven redevelopment properties and other miscellaneous real estate interests. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Distribution of Spinco." Upon consummation of the Plan, we expect Spinco to be initially capitalized with the Plan Sponsors' investment of $250.0 million.

The Plan Sponsors have also provided backstop commitments for up to $1.5 billion of additional debt financing for New GGP, which could be utilized if the Bankruptcy Court determines that reinstatement of the indebtedness described above is not permitted and the new $1.5 billion secured term loan noted above is not in place prior to Existing GGP's emergence from bankruptcy. We do not currently anticipate utilizing such debt commitment; however, our financing needs may change.

See "Plan of Reorganization" for a description of the Plan, the Plan Sponsors' and Texas Teachers' investments and the proposed restructuring transactions and "Prospectus Summary—Corporate Structure" for our corporate structure following the consummation of the Plan and restructuring transactions.

This prospectus, and the registration statement of which it is a part, include the financial statements and other financial data of Existing GGP, which will provide a parent guarantee of the notes offered hereby.

PROSPECTUS SUMMARY

This section summarizes information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus. You should carefully review this entire prospectus, including the risk factors, the consolidated financial statements and the notes thereto, and the other documents to which this prospectus refers before making an investment decision.

The description of our business in this prospectus is presented on a pro forma basis after giving effect to the consummation of the Plan (defined below) as more fully described under "Unaudited Pro Forma Condensed Consolidated Financial Information," including the distribution of Spinco. However, except as otherwise explicitly stated, the historical consolidated financial information and data and accompanying consolidated financial statements and the related notes thereto contained in this prospectus reflect the actual historical consolidated results of operations and financial condition of Existing GGP (defined below) for the periods presented and do not give effect to, among other things, the consummation of the Plan, including the distribution of Spinco or the other transactions described in this prospectus.

As used herein, "Existing GGP" refers to General Growth Properties, Inc., prior to the consummation of the Plan and related restructuring transactions; "New GGP" refers to New GGP, Inc.; "GGPLP" or the "Operating Partnership" refer to GGP Limited Partnership, the partnership through which substantially all of our business is conducted; "Spinco" refers to Spinco, Inc., a newly formed company that will hold certain assets and liabilities currently owned by Existing GGP and its subsidiaries, and the stock of which will be distributed to the stockholders of Existing GGP and unitholders of GGPLP pursuant to the Plan; "Rouse" or "TRCLP" refer to The Rouse Company L.P.; and except as otherwise provided or unless the context otherwise requires, references in this prospectus to "we," "us," and "our" refer to New GGP and its subsidiaries and joint ventures after giving effect to the consummation of the Plan and related restructuring transactions.

As used herein, "pro forma basis" or "pro forma" refers to the application of the pro forma adjustments set forth under "Unaudited Pro Forma Condensed Consolidated Financial Information." There can be no assurances that the Plan or the other transactions described in this prospectus will be consummated on the terms described or at all. As a result, the actual dollar amounts of equity and debt and the capitalization of New GGP, and the actual financial condition and results of operations following consummation of the Plan and the other transactions, may differ materially from the estimated amounts described in this prospectus. The pro forma financial data presented in this prospectus is presented for illustrative purposes only and is not necessarily indicative of the results of operations or financial position that would actually have been reported or that may be reported following consummation of the Plan and the other transactions described in this prospectus.

Overview

We are a leading real estate owner and operator of regional malls with an ownership interest in 185 regional malls in 43 states as of the date of this prospectus, as well as ownership interests in other rental properties. Based on the number of malls in our portfolio, we are the second largest owner of regional malls in the United States, located strategically in major and middle markets nationwide. For the year ended December 31, 2009, on a pro forma basis, our operating income and NOI were $720.5 million and $2,306.7 million, respectively, and for the six months ended June 30, 2010, on a pro forma basis, our operating income and NOI were $366.2 million and $1,129.7 million, respectively.

In April 2009, Existing GGP and certain of its domestic subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code ("the Bankruptcy Code"), in the United States Bankruptcy Court of the Southern District of New York (the "Bankruptcy Court"). We refer to these filings as the "bankruptcy" or the "Chapter 11 Cases." A total of 388 Debtors with approximately $21.8 billion of debt filed for protection under Chapter 11 of the

Bankruptcy Code. As of September 2, 2010, 262 Debtors representing approximately $14.9 billion of debt had emerged from bankruptcy and 126 Debtors, including Existing GGP, GGPLP and other holding company subsidiaries, representing approximately $6.9 billion of debt, remain subject to Chapter 11 proceedings (the "TopCo Debtors"). On August 27, 2010, Existing GGP, along with the other TopCo Debtors, filed with the Bankruptcy Court the third amended and restated plan of reorganization (as the same may be further amended, modified or supplemented from time to time, the "Plan") and related third amended and restated disclosure statement (as the same may be further amended, modified or supplemented from time to time, the "Disclosure Statement"). On August 27, 2010, the Bankruptcy Court approved the Disclosure Statement and the solicitation of votes to approve the Plan. Existing GGP will not emerge from bankruptcy unless and until the Plan is confirmed by the Bankruptcy Court and becomes effective, which is expected to occur after the consummation of this offering. See "Plan of Reorganization."

Our Business

Our portfolio of regional malls and other rental properties represents a diverse collection of retail offerings that are targeted to a range of market sizes and consumer tastes. To better understand our portfolio of regional malls, we are presenting our U.S. regional malls in this prospectus in four categories. We believe these categories reflect the tenant sales performance, current retail tenant positioning, consumer preference characteristics, market size and competitive position of our regional malls. The table below summarizes these four categories as well as our other rental properties and excludes properties that we currently expect to transfer to Spinco as well as de minimis properties, including international operations, and other corporate non-property interests.

			Year Ended December 31, 2009		
Category	**Number of Properties**	**Mall and Freestanding GLA(1) (millions of square feet)**	**Average Annual Tenant Sales per Square Foot(2) ($)**	**Mall and Other Rental NOI(3) ($ millions)**	**Occupancy(4) (%)**
Tier I Malls	47	20.5	581	999.7	95.3
Tier II Malls	57	20.9	367	712.7	93.4
Other Malls	68	20.9	294	448.8	87.4
Special Consideration Properties	13	3.3	267	63.4	85.8
Total Regional Malls	**185**	**65.6**	**410**	**2,224.6**	**91.7**
Other Rental Properties	64	8.2	N/A	110.3	86.7
Total	**249**	**73.8**	**410**	**2,334.9**	**91.3**

(1) Includes the gross leasable area of freestanding retail locations that are not attached to the primary complex of buildings that comprise a shopping center, and excludes anchor stores.

(2) Average annual tenant sales per square foot is calculated as the sum of the trailing twelve months comparable sales divided by the sum of the trailing twelve months comparable square footage open at least one full year.

(3) Existing GGP's total NOI for the year ended December 31, 2009 is $2,296.7 million. Mall and Other Rental NOI presented in the table above excludes $(109.2) million of NOI attributable to master planned communities, which will be distributed to Spinco, and $71.0 million of NOI attributable to other assets to be distributed to Spinco, international operations and other corporate non-property interests.

(4) Occupancy represents GLOA divided by GLA (mall shop and freestanding space) for spaces less than 30,000 square feet. "GLOA" represents Gross Leaseable Occupied Area and is the sum of: (a) tenant occupied space under lease, (b) all leases signed, whether or not the space is occupied by a tenant and (c) tenants no longer occupying the space, but still paying rent.

Our Regional Malls

For the year ended December 31, 2009, the geographic concentration of our regional malls as a percentage of our total regional mall NOI presented above was as follows: the east coast (33%), the west coast and Hawaii (33%), the north central United States (21%), and Texas and surrounding states (13%).

- ***Tier I Malls.*** We believe that these regional malls are the premier malls in their market areas and are well known by consumers in their local markets. These high quality malls typically have average annual tenant sales per square foot of $450 or higher and several are iconic in nature. We believe the strong shopping and entertainment component in these malls caters to their respective market areas, which are often destination draws for tourists, and that they also appeal to the local populations.

- ***Tier II Malls.*** We believe that these regional malls are either the only malls in their market areas, or as part of a cluster of malls, may receive relatively high consumer traffic in their market areas. These malls typically have average annual tenant sales per square foot of $300 to $450.

On the whole, our Tier I Malls and Tier II Malls have generated consistent Mall and Other Rental NOI over the three-year period ended December 31, 2009 despite a challenging economic environment.

- ***Other Malls.*** These malls represent the remainder of our regional mall properties and include three general subcategories.

  - A number of the malls in our Other Malls category typically have average annual tenant sales per square foot from $200 to $300. These regional malls have a strong consumer following and are in market areas where consumer spending is generally less impacted by recent economic factors.

  - A number of the malls in our Other Malls category are malls other than Tier I Malls and Tier II Malls located in regions such as Southern California, Nevada, Arizona and Florida, that were disproportionately impacted by mortgage defaults, including subprime mortgages, the recession and high unemployment rates. We believe that these malls will recover relatively quickly if the local economies rebound.

  - A number of the malls in our Other Malls category are underperforming and need to be repositioned to be more relevant to the consumer.

- ***Special Consideration Properties.*** Absent additional concessions from the applicable lenders, we expect that this group of 13 regional malls will be given back to the applicable lenders or alternatively, we may work with lenders to market such properties for sale. We believe that the value of these regional malls as compared to the outstanding amount of related indebtedness does not justify retaining them.

Our Other Rental Properties

In addition to regional malls, we own 34 strip shopping centers totaling 5.5 million square feet in 12 states, as well as 30 stand-alone office buildings totaling 2.7 million square feet concentrated in Columbia, Maryland and Las Vegas, Nevada. We desire to opportunistically sell our strip shopping centers and stand-alone office buildings. However, no such sales are currently probable.

We also currently hold minority ownership interests in a public Brazilian real estate operating company and a large regional mall in Rio de Janeiro.

Competitive Strengths

We believe that we distinguish ourselves through the following competitive strengths:

- ***High Quality Properties.*** More than half of our properties are Tier I Malls and Tier II Malls, which collectively generated approximately 77% of our Mall and Other Rental NOI for the year ended December 31, 2009, and had average annual tenant sales per square foot of approximately $468 for the same period.

- ***Second Largest Regional Mall Owner in the United States.*** Based on the number of malls in our portfolio, we are the second largest owner of regional malls in the United States. Our malls receive an average of approximately 1.9 billion consumer visits each year, and we are the #1 or #2 largest landlord to 40 of what we believe are many of America's premier retailers by number of locations.

- ***Strategic Relationships and Scale with Tenants and Vendors.*** We believe that the size, quality and geographical breadth of our regional mall portfolio provide competitive advantages to our tenants and vendors.

- ***Restructured, Flexible Balance Sheet.*** We believe that upon our emergence from bankruptcy, we will have a flexible balance sheet with substantially reduced consolidated near-term debt maturities. As of the effective date of the Plan (the "Effective Date"), we expect 6.0% (excluding the Special Consideration Properties) of our consolidated debt to be due prior to 2013. As of June 30, 2010 we had approximately $23.7 billion aggregate principal amount of consolidated debt (excluding the Special Consideration Properties) and as of the Effective Date we expect to have $17.6 billion aggregate principal amount of consolidated debt (excluding the Special Consideration Properties) and approximately $2.5 billion aggregate principal amount of our share of unconsolidated debt. In addition, we have the right to prepay certain mortgage debt without incurring any prepayment penalties on recently restructured mortgage debt.

- ***Experienced Long-Tenured Operational Leadership Team.*** Although we have recently made some changes in our executive management team, we have maintained a strong retention rate among our operational leadership teams. More than 70% of the members of our operational leadership have been with us for at least five years.

Business Strategy

Our business strategy is to further improve our financial position and to maximize the relevance of our mall properties to tenants and consumers using a proactive and financially disciplined approach. We intend to improve our performance by capitalizing on our reorganized financial position and combining the appropriate merchandising mix with excellent physical property conditions in attractive locations. We believe that this will, in turn, increase consumer traffic, retailer sales and rents. We intend to pursue the following objectives in order to implement our business strategy:

- ***Further Delever our Balance Sheet, Build Liquidity and Optimize our Portfolio.*** Having already achieved significant progress on several key financial objectives during the bankruptcy process, we are committed to further improving our balance sheet and under current conditions, intend to reduce our debt to a target ratio of net debt (i.e., debt less cash and cash equivalents) to Adjusted EBITDA of 7.0 to 1.0, assuming our business and liquidity needs remain consistent. As of December 31, 2009, our ratio of net debt to Adjusted EBITDA was 10.8 to 1.0.

- ***Optimize Tenant Mix and Enhance Consumer Experience.*** We believe in a "virtuous cycle" of mall management. This cycle is based on our belief that better malls lead to the best tenant mix for each market, which leads to a better shopping experience for the consumer, thereby increasing consumer traffic and consumer loyalty.

- *Reinvestment and Attracting Additional Quality Tenants.* In order to help ensure the relevance of our malls and maintain the attractiveness of the retail shopping venues to both tenants and consumers, we must continue to invest in our properties to attract and retain quality tenants.

- *Increase Consumer Traffic and Enhance the Consumer Experience.* To enhance the experience of our shoppers we will seek to create shopping experiences that exceed consumer expectations, attracting the optimal tenant mix for the market area and actively marketing to our consumers.

- *Optimize Tenant Mix.* We intend to continue to proactively optimize the merchandising mix within our regional mall portfolio by matching it to the consumer shopping patterns and needs and desires of the demographics in a particular market area, which we believe will strengthen our competitive position and can further increase tenant sales and consumer traffic.

- *Increase Consumer Sales to Support Increased Rents.* To increase rents for tenants, particularly in malls where mall sales are expected to grow in future years, we plan to renegotiate our rents upon lease expiration based on the level of tenant sales. In addition, we believe our occupancy costs (defined as the cost of leased space, including rent and prorations such as insurance, real estate taxes, utilities and common area maintenance), which were 14.5% of our tenant sales as of December 31, 2009, are generally at or below those of our competitors. We believe that increased rents lead to increased NOI, which not only strengthens our competitive position but also enables us to reinvest capital into our properties, which completes our "virtuous cycle" of mall management.

- ***Maximize Operational Efficiency.*** As part of our reorganization, we began re-engineering our operations, streamlining management and decision-making, and prioritizing capital investments by creating strategic plans for each property. We intend to continue these efforts by investing in items that maximize the consumer experience, while streamlining our costs in areas that we do not believe will negatively impact the consumer or mall experience.

Growth Opportunities

We believe that implementing our business strategies described above, as well as an overall recovery in the U.S. economy, will provide opportunities to improve our operating results, including NOI:

- *Improving Economic Fundamentals.* Following the worst recession since the Great Depression of the 1930s, we believe the U.S. economy has begun to recover. We believe the return to positive gross domestic product ("GDP") growth combined with the relatively limited amount of new malls that have been constructed in recent years, will favorably impact our business and may result in increased rents and NOI growth at our properties.

- *Embedded Same-Store Growth by Signing New Leases at Higher Rates.* In the first half of 2009, the general negative economic conditions and our desire to maintain certain levels of occupancy led us to sign more short-term leases than usual at re-leasing discounts. We believe that as the retail sales environment continues to improve, we may be able to re-lease spaces that had been under short-term leases for longer terms at better rates, providing future same-store growth opportunities.

- *Growth from Significant Recent Capital Expenditures.* Since 2004, we have invested $5.0 billion in the maintenance, renovation and expansion of our mall properties as well as the re-merchandising of some of our malls to achieve a higher-end tenant base. As the retail market rebounds, we believe that these refreshed properties will attract both tenants looking to expand as well as local, regional and national retailers looking to consolidate to high quality, well maintained malls.

- *Growth from Redevelopment of Certain Properties.* We are currently pursuing additional near-term opportunities in seven of our malls. We have added flagship stores, higher-end retailers and additional restaurants to some of our top performing malls, and we have also expanded malls or redeveloped vacant space to add big-box retailers into some of our properties. We believe that the redevelopment of properties across our portfolio can increase consumer traffic and rents.

Risks Associated with Our Business

You should carefully consider the matters discussed in the "Risk Factors" section beginning on page 22 of this prospectus prior to deciding whether to invest in the notes. Some of these risks include:

- general and retail economic conditions continue to be weak, and will have an adverse affect on our revenues and available cash, as well as a negative effect on our ability to lease and collect rent, bankruptcy or store closures of our tenants, our department store productivity, the triggering of co-tenancy provisions and our ability to attract new tenants;

- we invest primarily in regional malls and other properties, which are subject to a number of significant risks which are beyond our control, including regional and local economic conditions, supply of and demand for retail space or retail goods, perceptions by retailers or shoppers of the safety, convenience and attractiveness of real property, competition and changes in laws and regulations applicable to real property;

- we redevelop and expand properties, and this activity is subject to various factors, including availability of capital for planned redevelopment or expansion activities, additional cost recognition due to abandonment of redevelopment or expansion activities, construction costs that exceed original estimates, availability of suitable financing, obtaining governmental permits and authorizations, anchor store occupancy rates and rents on a completed project, and mortgage lender or property partner approvals;

- we may not be able to effectively improve our financial position and maximize the relevance of our properties to our tenants and consumers in accordance with our business strategy, and we may change our strategies over time; and

- should inflation increase in the future, we could experience decreasing tenant sales as a result of decreased consumer spending, difficulty in replacing or renewing expiring leases and an inability to receive reimbursement from our tenants for their share of certain operating expenses.

Plan of Reorganization

On August 27, 2010, the TopCo Debtors filed the Plan and the accompanying Disclosure Statement with the Bankruptcy Court, and the Bankruptcy Court entered an order approving the Disclosure Statement and the solicitation of votes to approve the Plan. The Plan sets forth the contemplated structure of New GGP at the Effective Date and outlines the manner in which the prepetition creditors' and equity holders' various claims against and interests in the TopCo Debtors will be treated, subject to confirmation of the Plan and the occurrence of the Effective Date. The release of the net proceeds of this offering to New GGP from escrow and the exchange of the notes into common stock of New GGP is conditioned upon the consummation of a plan of reorganization and certain other conditions described in "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange." The plan of reorganization ultimately confirmed by the Bankruptcy Court may differ materially from the Plan described in this prospectus.

If the Plan is not consummated or the conditions to the exchange of the notes are not satisfied prior to the maturity date of the notes, or if Existing GGP determines, at any time prior to the earlier of mandatory exchange and the maturity date, not to pursue the transactions contemplated by the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction (whether with Brookfield Investor, as described in this prospectus, or otherwise) that does not require the common equity capital provided by the exchange of the notes, we will redeem the notes, in whole, but not in part, at a redemption price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors" and "Description of Notes—Mandatory Exchange—Mandatory Redemption." However, except in these limited circumstances, even if the Plan, the Investment Agreements and the other transactions described in this prospectus are modified or consummation of the Plan or the other transactions is delayed, you will not have any right to have the notes redeemed or repaid and will nonetheless receive the shares of our common stock upon mandatory exchange of the notes if the Plan becomes effective and the other mandatory exchange conditions are satisfied.

The Disclosure Statement is not incorporated by reference into this prospectus, should not be relied upon in any way or manner in connection with this offering and should not be regarded as representations or warranties by Existing GGP for the purpose of this prospectus. You should be aware that the Plan and Disclosure Statement were drafted for purposes different than this prospectus and not for the purpose of forming an investment decision with respect to the notes.

Funding of the Plan

The TopCo Debtors expect that approximately $8.495 billion will be required to fund their emergence from bankruptcy using the proceeds of the transactions described below. These proceeds will be used to fund distributions to be made pursuant to the Plan, fees and expenses, general working capital needs after emergence and other general corporate purposes.

Investment Agreements—Plan Sponsors

In order to fund a portion of the Plan, Existing GGP entered into investment agreements (collectively, the "Investment Agreements") with Brookfield Investor, Fairholme and Pershing Square.

The Investment Agreements provide that the Plan Sponsors are committed to fund an aggregate of $6.55 billion, consisting of $6.3 billion of new equity capital at a value of $10.00 per share of New GGP and a $250 million equity capital commitment in the common stock of Spinco at a value of $47.619048 per share. As described under "Explanatory Note," Existing GGP has the right to reduce a portion of the Fairholme and Pershing Square commitments by replacing them with other financing, including the notes offered hereby.

New GGP may also reserve up to $1.55 billion of Fairholme's and Pershing Square's shares of New GGP common stock and repurchase such shares up to 45 days after the Effective Date with the proceeds of an offering of its common stock commencing on or within 45 days after the Effective Date if the common stock in that offering is valued at $10.50 per share or more (net of all underwriting and other discounts, fees and related consideration). If we elect to reserve any shares for repurchase after the Effective Date, we must pay to Fairholme and/or Pershing Square, as applicable, in cash on the Effective Date, an amount equal to $0.25 per share that is reserved. If we elect to reserve any shares for repurchase as described above, $350 million of Pershing Square's equity capital commitment will be fulfilled by the payment of cash to New GGP at closing in exchange for unsecured note(s) issued by New GGP to Pershing Square which would be payable or exchangeable into New GGP common stock six months from closing (the "Pershing Square Bridge Notes"). See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors." If we elect to exercise this post-Effective Date repurchase right, we expect that we would do so through an offering of New GGP common stock, rather than through the issuance and sale of notes offered hereby.

In addition, under the Investment Agreements, in lieu of the receipt of any fees that would be customary in similar transactions, the Investment Agreements provided for the issuance of interim warrants to Brookfield Investor and Fairholme to purchase approximately 103 million shares of Existing GGP's common stock at $15.00 per share. Upon consummation of the Plan contemplated by the Investment Agreements, these warrants will be cancelled and warrants to purchase 120 million shares of common stock of New GGP and 8 million shares of common stock of Spinco will be issued to the Plan Sponsors as described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors." These warrants will be issued regardless of whether the funding commitments are reduced prior to or following the Effective Date.

The Plan Sponsors' obligations to purchase New GGP common stock pursuant to the Investment Agreements are subject to the satisfaction (or waiver by the Plan Sponsors) of a number of conditions precedent, including, among others:

- confirmation of the Plan, in form and substance satisfactory to the Plan Sponsors, by the Bankruptcy Court;
- New GGP having at least $350 million of unrestricted cash upon consummation of the Plan;
- New GGP having a maximum amount of outstanding indebtedness of approximately $22.25 billion, which may be increased or decreased pursuant to the terms of the Investment Agreements, upon consummation of the Plan; and
- the number of issued and outstanding shares of New GGP common stock on a fully diluted basis not exceeding approximately 1.1 billion, which amount may be increased or decreased pursuant to the Investment Agreements, upon consummation of the Plan.

The Plan Sponsors also have board appointment, termination, registration and other rights pursuant to the Investment Agreements. For a more detailed description of the Investment Agreements, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

It is a condition to the mandatory exchange of the notes and the release of the proceeds of this offering from the escrow account that, among other things, the effective date of the Plan has occurred and the closing under the investment agreement with Brookfield Investor as in effect on the date of this prospectus (as the same may be amended from time to time, provided that all such amendments, taken as a whole, are not materially adverse to New GGP) has occurred or occurs simultaneously with the mandatory exchange of the notes. The consummation of the investment agreements with Fairholme and Pershing Square is not a condition to the mandatory exchange, but Existing GGP will not be able to consummate the Plan if those or alternate funds are not available. If the mandatory exchange conditions are not satisfied, New GGP will redeem the notes in whole. See Description of Notes—Mandatory Exchange—Mandatory Exchange—Mandatory Redemption.

Blackstone Designation

The Plan Sponsors have entered into agreements with Blackstone Real Estate Partners VI L.P. ("Blackstone") whereby Blackstone has subscribed for approximately 7.6% of the New GGP common stock and 7.6% of the Spinco common stock to be issued to each of the Plan Sponsors on the Effective Date (for the same price to be paid by such Plan Sponsors) and will receive an allocation of each Plan Sponsor's Permanent Warrants (the "Blackstone Designation"). If Blackstone does not purchase such New GGP common stock or Spinco common stock for any reason, the Plan Sponsors remain obligated to fund the full amount of their respective commitments under the Investment Agreements.

Investment Agreement—Texas Teachers

Existing GGP has also entered into an investment agreement with Texas Teachers, pursuant to which Texas Teachers is committed to fund $500.0 million for new equity capital of New GGP at a value of $10.25 per share. Existing GGP may use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration) to reduce the amount of New GGP common stock sold to Texas Teachers by up to 50% (or approximately $250 million) prior to the Effective Date or to repurchase up to 50% of the shares be sold to Texas Teachers (or approximately $250 million) for up to 45 days after the Effective Date at a price of $10.25 per share. If the Texas Teachers investment agreement is terminated in connection with the termination of the investment agreement with Brookfield Investor or by Existing GGP in connection with a sale of $500.0 million of shares of New GGP common stock at a price not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration), Existing GGP will pay Texas Teachers a termination fee of $15 million and reimburse its expenses up to $1 million. Texas Teachers' investment is subject to the satisfaction of closing conditions that are similar to, but less restrictive than, those in the Plan Sponsors' Investment Agreements. Texas Teachers will receive customary piggyback registration rights pursuant to a registration rights agreement. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan— Investment Agreement—Texas Teachers."

We cannot assure you that the transactions contemplated by the Investment Agreements or the Texas Teachers investment agreement will be consummated on the terms described in this prospectus or at all.

Mandatorily Exchangeable Notes Offering

We expect to use the net proceeds of this offering to replace $2.15 billion of the financing commitments for New GGP as contemplated by the Investment Agreements and the Texas Teachers investment agreement described above.

Credit Facilities

We expect to obtain a commitment for a new $1.5 billion five-year secured term loan to fund a portion of the Plan in the event that the Bankruptcy Court determines that reinstatement of the Rouse notes is not permitted as currently contemplated by the Plan. We also expect to enter into a revolving credit facility providing for revolving loans in the amount of $300.0 million, none of which is expected to be used to consummate the Plan. However, obtaining commitments or entering into a definitive agreement for these facilities is not a condition precedent to the Plan or to the Investment Agreements with the Plan Sponsors or Texas Teachers.

Spinco Note

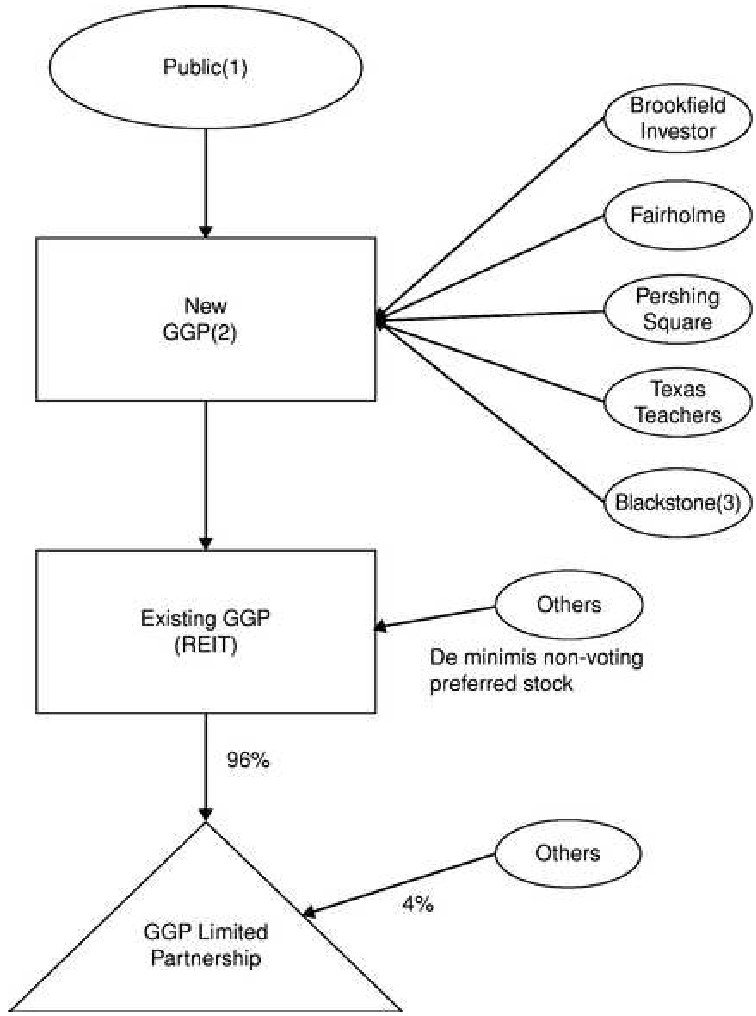
Pursuant to the Investment Agreements, under certain circumstances, Spinco or one of its subsidiaries will issue a note (the "Spinco Note") in favor of GGPLP and GGPLP will indemnify Spinco or one of its subsidiaries with respect to certain tax liabilities. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Spinco Note and Indemnity." Based on currently available information, we do not expect a Spinco Note to be issued on the Effective Date.

Executive Offices

Our principal executive offices are located at 110 N. Wacker Drive, Chicago, Illinois 60606. Our main telephone number is (312) 960-5000. Our website address is www.ggp.com. None of the information on our website or any other website identified herein is part of this prospectus.

Corporate Structure

Pursuant to a series of restructuring transactions contemplated by the Plan, the Plan Sponsors and Texas Teachers will invest, directly or indirectly into New GGP, which will indirectly own Existing GGP upon consummation of the Plan. See "Plan of Reorganization—Restructuring Transactions." Our simplified ownership and corporate structure immediately following the consummation of the Plan are set forth below:



(1) The Public includes stockholders of Existing GGP, who will receive common stock of New GGP pursuant to the Plan, and purchasers of the notes offered hereby.

(2) New GGP has agreed to elect to be treated as a REIT for U.S. federal income tax purposes. Assuming that the required conditions can be satisfied at the time of the election, New GGP intends to elect REIT status upon the filing of its tax return for the year in which Existing GGP emerges from bankruptcy. Such election would be retroactive to the beginning of such taxable year.

(3) Blackstone has agreed to purchase 7.6% of each of Brookfield Investor's, Fairholme's and Pershing Square's share of New GGP common stock purchased under the Investment Agreements, and is reflected as an additional investor in the structure chart above.

The Offering

Issuer	New GGP.
Notes we are offering	$ aggregate principal amount of Mandatorily Exchangeable Notes due 2011. The maximum amount of notes that we may issue will be limited to the product of million (representing the maximum amount of shares that we may issue upon exchange of the notes) times the exchange price per share. Therefore, assuming an exchange price of $ per share (the midpoint of the range set forth on the cover page of this prospectus), the maximum aggregate principal amount of notes that we may issue will be $. In addition, the underwriters may purchase up to an additional $ aggregate principal amount of notes from us at the public offering price to cover over-allotments, if any, on or before the earlier of 30 days from the date of this prospectus and the earliest of the mandatory exchange date, redemption date and maturity date.
Interest	The notes will accrue interest at a rate equal to (i) 0.5% per annum from the date of issuance to and including the 90th day after the issuance and (ii) 1.0% per annum after such 90th day, in each case until the earliest of the mandatory exchange date, the redemption date and the maturity date.
Maturity	January 31, 2011, unless earlier redeemed or mandatorily exchanged.
Escrow of proceeds	We will deposit all of the gross proceeds from this offering into a segregated escrow and securities account with , as escrow agent, until the earliest of mandatory redemption, mandatory exchange and the maturity date. See "Description of Notes—Escrow." The escrow agent may, but is not required to, invest the escrowed gross proceeds at the direction of New GGP in certain permitted investments.
Parent guarantee	Subject to Bankruptcy Court approval, New GGP's current indirect parent, Existing GGP, will guarantee the notes on a senior unsecured basis.
Security	Holders of the notes will have a first priority security interest in the escrow amount and any securities in which the proceeds are invested.
Ranking	The notes will rank equally in right of payment with all of New GGP's other existing and future obligations that are unsecured and unsubordinated to the extent amounts are due on the notes in excess of the escrow amounts. New GGP currently has no debt outstanding. The guarantee will rank equally in right of payment with all of Existing GGP's other existing and future unsubordinated obligations, and will be effectively subordinated to secured debt, to the extent of the value of those assets. See "Description of Notes—Ranking."

Mandatory exchange	Upon the satisfaction of the mandatory exchange conditions described below (or waiver, to the extent permitted by applicable law, by the holders of a majority in aggregate principal amount of the notes), which include the consummation of the Plan and the consummation of the transactions contemplated by the investment agreement with Brookfield Investor, the notes will be mandatorily exchanged, in whole, but not in part, into shares of New GGP's common stock. See "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange."
Exchange price	We expect the exchange price to be between $ and $, and the exchange rate to be between approximately and shares of common stock per $1,000 principal amount of notes as described in "Description of Notes—Mandatory Exchange—Exchange Price."
Conditions for mandatory exchange	Delivery of an officers' certificate of each of New GGP and Existing GGP, with supporting documentation, certifying that the following conditions have been satisfied, any of which conditions may be waived (to the extent permitted by applicable law) with the consent of the holders of a majority in aggregate principal amount of the notes:

- the closing under the investment agreement with Brookfield Investor as in effect on the date of this prospectus (as the same may be amended from time to time, provided that all such amendments, taken as a whole, are not materially adverse to us) has occurred or shall occur simultaneously with such exchange;
- the Effective Date has occurred or shall occur simultaneously with such exchange;
- all federal, state and other approvals required for the issuance of the notes and the shares of New GGP's common stock issuable upon exchange of the Notes have been received or waived;
- the shares of New GGP's common stock issuable upon exchange of the notes have been authorized for listing on the NYSE subject to official notice of issuance;

- our business shall consist of (i) the lines of business conducted by Existing GGP as described in this prospectus and activities reasonably related, ancillary, incidental or complementary thereto, (ii) substantially the same assets and liabilities as described in this prospectus, and (iii) substantially the pro forma capitalization as described in this prospectus, in each case except for (w) additions, dispositions and changes that occur in the ordinary course of business, (x) the distribution of Spinco common stock and the related contribution of assets to Spinco substantially as contemplated by the investment agreement with Brookfield Investor (as the same may be amended from time to time, provided that all such amendments, taken as a whole, are not materially adverse to us), (y) other sales or dispositions of non-core assets, including office buildings, strip shopping centers and regional malls in the category of "Other Malls" described in "Business" and (z) changes that in the aggregate are not materially adverse to us or to the holders of the notes (including in their capacities as stockholders of New GGP upon the exchange of the notes);

- except as contemplated by the Plan, Existing GGP will not have made any dividends or distributions to holders of its common stock since the date of issuance of the notes other than in order to maintain its REIT status and to avoid entity level income taxes; and

- there is no pending, threatened or instituted action, proceeding or investigation by or before any court (other than the Bankruptcy Court) that directly or indirectly challenges the mandatory exchange of the notes, the issuance of the notes or the shares of our common stock issuable upon exchange of the notes.

See "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange."

Repayment of notes on the maturity date	If the notes have not been redeemed or exchanged by the maturity date, then on the maturity date we will repay the notes at a price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the maturity date. See "Description of Notes—General."
Mandatory redemption	If Existing GGP determines, at any time prior to the earlier of mandatory exchange and the maturity date not to pursue the transactions contemplated by the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction (whether with Brookfield Investor or otherwise) that does not require the common equity capital provided by the exchange of the notes, New GGP will redeem the notes, in whole, but not in part, at a redemption price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date. See "Description of Notes—Mandatory Exchange—Mandatory Redemption."

Use of proceeds	We expect to use the net proceeds of this offering to replace a portion of the financing commitments for New GGP as contemplated by the Investment Agreements and the investment agreement with Texas Teachers and to then use such net proceeds to fund a portion of the Plan. The gross proceeds from the sale of the notes will be placed in escrow and held as collateral security for New GGP's obligations in respect of the notes until the earliest of mandatory redemption, mandatory exchange and maturity date. See "Use of Proceeds."
Listing	We do not intend to apply to list the notes on any national securities exchange. We expect the notes to trade on the Pink Sheets. New GGP's common stock is not listed on any national securities exchange. An application will be made to list New GGP's common stock on the NYSE under the symbol "GGP."
Risk Factors	You should carefully consider the information set forth in the section entitled "Risk Factors" beginning on page 22 and the other information included in this prospectus in deciding whether to purchase the notes.
United States Federal Income Tax Considerations	For U.S. federal income tax consequences of the holding, disposition and conversion of the notes, and the holding and disposition of shares of our common stock received on conversion of the notes, see "United States Federal Income Tax Considerations."

Summary Historical and Pro Forma Consolidated Financial Information

The following table sets forth summary historical consolidated operating, balance sheet and other financial data of Existing GGP prior to the effectiveness of the Plan and its emergence from bankruptcy, as well as summary unaudited pro forma consolidated operating, balance sheet and other financial data of Existing GGP, which gives effect to the pro forma adjustments described below and in "Unaudited Pro Forma Condensed Consolidated Financial Information." At the time of this offering, Existing GGP is our indirect parent company, but upon its emergence from bankruptcy, it will become our indirect subsidiary. Existing GGP will provide a guarantee of the notes offered hereby. The historical operating data for the fiscal years ended December 31, 2009, 2008 and 2007 and the historical balance sheet data as of December 2009 and 2008 have been derived from Existing GGP's audited consolidated financial statements included elsewhere in this prospectus. The historical operating and balance sheet data as of and for the six months ended June 30, 2010 and 2009 have been derived from Existing GGP's unaudited consolidated financial statements included elsewhere in this prospectus, each of which has been prepared on a basis consistent with Existing GGP's audited financial statements. In the opinion of management, the historical unaudited operating and balance sheet data set forth below reflect all adjustments, consisting of normal and recurring adjustments, necessary for a fair statement of Existing GGP's financial position and results of operations for those periods. The historical results of operations for any period are not necessarily indicative of the results to be expected for any future period.

The pro forma operating and balance sheet data have been derived from our unaudited pro forma financial condensed consolidated statements included in this prospectus under "Unaudited Pro Forma Condensed Consolidated Financial Information." The unaudited pro forma condensed consolidated balance sheet data gives effect to the pro forma adjustments described below as if they had occurred on June 30, 2010. The unaudited pro forma condensed consolidated statement of operations data gives effect to the pro forma adjustments described below as if they had occurred on January 1, 2009 and January 1, 2010, respectively, the first day of the respective annual and interim periods presented.

The summary pro forma consolidated financial data give effect to the following:

- the transfer of certain assets and liabilities of Existing GGP to Spinco and the distribution of Spinco common stock to the Existing GGP stockholders and GGPLP common unitholders, in each case pursuant to the Plan;
- the issuance of the $2.25 billion of notes offered by this prospectus with an assumed exchange price of $ (the midpoint of the range set forth on the cover of this prospectus), the exchange of such notes for the common stock of New GGP at such assumed exchange price and the resulting application of proceeds;
- the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Existing GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors and Texas Teachers of $4.65 billion in the common stock of New GGP and the exchange of the common stock of Existing GGP for the common stock of New GGP on a one-for-one basis; and
- the estimated adjustments required by the acquisition method of accounting as a result of the structure of the Plan Sponsors' investments.

The pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations or financial position that would have actually been reported had the transactions reflected in the pro forma adjustments occurred on January 1, 2009, on January 1, 2010 or as of June 30, 2010, respectively, nor is it indicative of our future results of operations or financial position. In addition, Existing GGP's historical financial statements will not be comparable to New GGP's financial statements following emergence from bankruptcy due to the effects of the consummation of the Plan as well as adjustments for the effects of the application of the acquisition method of accounting.

The data presented below should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this prospectus, "Plan of Reorganization," "Unaudited Pro Forma Condensed Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	Historical					Pro Forma		
	Six Months Ended June 30,		Years Ended December 31,			Six Months Ended June 30,		Year Ended December 31,
	2010	2009	2009	2008	2007	2010	2009	2009
	(In thousands)							
Operating Data:								
Revenues:								
Minimum rents(1)	$ 977,217	$ 997,816	$ 1,992,046	$ 2,085,758	$ 1,933,674	$ 909,433	$ 930,514	$ 1,867,061
Tenant recoveries (2)	429,838	457,710	883,595	927,332	859,801	420,586	447,928	863,953
Overage rents	17,793	15,806	52,306	72,882	89,016	16,881	14,956	49,605
Land and condominium sales	65,035	31,435	45,997	66,557	145,649	52,928	—	—
Management fees and other corporate revenues	33,988	40,719	75,851	96,495	119,941	33,988	40,696	75,828
Other	42,683	37,249	86,019	112,501	113,720	39,535	37,735	83,686
Total Revenues	1,566,554	1,580,735	3,135,814	3,361,525	3,261,801	1,473,351	1,471,829	2,940,133
Expenses:								
Real estate taxes	143,157	140,518	280,895	274,317	246,484	136,573	134,689	267,975
Property maintenance costs	62,032	49,459	119,270	114,532	111,490	58,749	47,231	113,698
Marketing	13,331	14,482	34,363	43,426	54,664	12,824	14,022	33,292
Other property operating costs	255,272	258,178	529,686	557,259	523,341	238,539	240,875	495,697
Land and condominium sales operations	69,232	32,464	50,807	63,441	116,708	46,989	—	—
Provision for doubtful accounts	9,946	19,179	30,331	17,873	5,426	9,589	17,967	27,792
Property management and other costs	83,949	85,609	176,876	184,738	198,610	74,953	77,177	159,231
General and administrative	13,306	14,112	28,608	39,245	37,005	13,306	14,112	28,608
Strategic initiatives	—	64,013	67,341	18,727	—	—	58,899	61,961
Provisions for impairment	31,273	413,480	1,223,810	116,611	130,533	—	—	—
Litigation (benefit) provision	—	—	—	(57,145)	89,225	—	—	—
Depreciation and amortization	352,621	391,087	755,161	759,930	670,454	544,672	544,672	1,089,341
Total expenses	1,034,119	1,482,581	3,297,148	2,132,954	2,183,940	1,136,194	1,149,644	2,277,595
Operating income (loss)	$ 532,435	$ 98,154	$ (161,334)	$ 1,228,571	$ 1,077,861	$ 337,157	$ 322,185	$ 662,538
Income (loss) from continuing operations	$ (61,687)	$ (562,725)	$ (1,303,861)	$ (36,372)	$ 347,597	$ (163,363)	$ (269,243)	$ (481,825)
Basic and diluted earnings (loss) per share	$ (0.21)	$ (1.78)	$ (4.11)	$ 0.02	$ 1.12	$	$	$

	Historical					Pro Forma		
	Six Months Ended June 30,		Years Ended December 31,			Six Months Ended June 30,		Year Ended December 31,
	2010	2009	2009	2008	2007	2010	2009	2009
	(In thousands, except for statistical data)							
Other Financial Data:								
FFO(3):								
Operating Partnershi	$ 341,771	$ (107,731)	$ (421,384)	$ 833,086	$ 1,083,439	$ 434,975	$ 336,843	$ 727,481
Less:								
Allocation to Operating Partnershi limited common unitholder	(7,667)	2,693	10,052	(136,896)	(190,740)	(8,519)	(558)	(6,035)
Existing GGP stockhold	334,104	(105,038)	(411,332)	696,190	892,699	434,975	336,843	727,481
NOI(4)	1,182,806	1,114,092	2,296,747	2,565,784	2,391,611	1,129,712	1,164,986	2,306,728
Net debt(5)	23,371,741	24,251,988	23,801,621	24,587,584	24,182,605	17,936,860		
EBITDA(6)	1,105,377	646,156	1,015,193	2,369,895	2,170,517	1,336,405	1,120,790	2,195,545
Adjusted EBITDA (6)	1,118,544	1,152,407	2,207,530	2,455,954	2,299,607	1,327,179	1,180,322	2,256,215
Capital expenditure	26,583	5,838	51,991	57,133	127,699	26,166	5,577	50,562
Number of properties	202	204	203	204	197	183	184	184
GLA (million square feet) (7)	190	190	190	190	189	178	178	178
Occupancy	91.1%	91.0%	91.6%	92.5%	93.8%	91.0%	91.5%	91.3%
Occupancy cost(8)	14.3%	14.4%	14.7%	13.3%	12.5%	14.3%	14.4%	14.5%
Tenant sales per square foot(9)	$ 418	$ 417	$ 406	$ 438	$ 462	$ 418	$ 428	$ 410
Ratio of Net Debt(5) to Adjusted EBITDA (6)	—	—	10.8x	10.0x	10.5x	—	—	—
Ratio of earnings to fixed charges(10)	0.97x	0.28x	0.15x	1.03x	1.04x	1.08x	0.47x	0.61x

	Historical			Pro Forma
	As of June 30,	As of December 31,		As of June 30,
	2010	2009	2008	2010
	(In thousands)			
Balance Sheet data:				
Cash and cash equivalents	$ 548,265	$ 654,396	$ 168,993	$ 638,344
Total assets	27,837,383	28,149,774	29,557,330	31,805,052
Mortgages, notes and loans payable	23,920,006	24,456,017	24,756,577	18,575,204
Total liabilities	26,796,261	27,095,602	27,196,998	21,400,488
Total stockholders' equity of Existing GGP	798,601	822,963	1,836,141	10,210,015

(1) Minimum rents refers to the rent recognized for GAAP purposes during a lease term, regardless of tenant sales volume, including straight line rents, percent rent in lieu of base rent and termination income, and exclusive of any recovery charges.

(2) Overage rents refers to the additional rents paid to us based upon tenant sales during a lease term.

(3) Consistent with real estate industry and investment community practices, we use FFO as a supplemental measure of our operating performance. The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as net income (loss) attributable to common stockholders (computed in accordance with current accounting principles generally accepted in the United States of America ("GAAP")), excluding gains or losses from cumulative effects of accounting changes, extraordinary items and sales of depreciable properties, plus real estate related depreciation and amortization and after adjustments for the preceding items in our unconsolidated partnerships and joint ventures.

We consider FFO a useful supplemental measure and a complement to GAAP measures because it facilitates an understanding of the operating performance of our properties. FFO does not include real estate depreciation and amortization required by GAAP because these amounts are computed to allocate the cost of a property over its useful life. Since values for well-maintained real estate assets have historically increased or decreased based upon prevailing market conditions, we believe that FFO provides investors with a clearer view of our operating performance, particularly with respect to our rental properties. FFO is not a measurement of our financial performance under GAAP and should not be considered as an alternative to revenues, operating income (loss), net income (loss) attributable to common stockholders or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity.

FFO does not represent cash flow from operating activities as defined by GAAP, should not be considered as an alternative to GAAP net income (loss) attributable to common stockholders and is not necessarily indicative of cash available to fund cash requirements.

The following is a reconciliation of FFO to net income (loss) attributable to common stockholders:

	Historical					Pro Forma		
	Six Months Ended June 30,		Years Ended December 31,			Six Months Ended June 30,		Year Ended December 31,
	2010	2009	2009	2008	2007	2010	2009	2009
				(In thousands)				
FFO:								
General Growth stockholders	$ 334,104	$ (105,038)	$ (411,332)	$ 696,190	$ 892,699	$ 426,456	$ 336,285	$ 721,446
Operating Partnership unitholders	7,667	(2,693)	(10,052)	136,896	190,740	8,519	558	6,035
Operating Partnership	341,771	(107,731)	(421,384)	833,086	1,083,439	434,975	336,843	727,481
Depreciation and amortization of capitalized real estate costs	(423,042)	(462,679)	(899,316)	(885,814)	(797,189)	(613,524)	(614,632)	(1,226,147)
Gains (losses) on sales of investment properties(a)	11,926	(55)	921	55,044	42,745	11,926	(55)	(18)
Noncontrolling interests in depreciation of Consolidated Properties and other	1,962	1,768	3,717	3,330	3,199	1,927	1,768	3,717
Allocation to noncontrolling interests Operating Partnership unitholders	1,512	14,216	31,373	(927)	(58,552)	215	12,121	30,606
Net income (loss) attributable to common stockholders	$ (65,871)	$ (554,481)	$ (1,284,689)	$ 4,719	$ 273,642	$ (164,481)	$ (263,955)	$ (464,361)

(a) Included in such amounts for the three months ended March 31, 2010 is $15.3 million of gain, which, according to GAAP guidance, is recognized due to our Brazilian joint venture issuing common stock with an issue price in excess of our carrying value per share of our investment in such venture.

(4) We believe that NOI is a useful supplemental measure of our operating performance. We define NOI as operating revenues (rental income, land and condominium sales, tenant recoveries and other income) less property and related expenses (real estate taxes, land and condominium sales operating costs, marketing and other property expenses, exclusive of depreciation and amortization and rental investment property impairment). Other real estate companies may use different methodologies for calculating NOI, and accordingly, our presentation of NOI may not be comparable to other real estate companies.

Because NOI excludes general and administrative expenses, interest expense, retail investment property impairment or other non-recoverable development costs, depreciation and amortization, gains and losses from property dispositions, allocations to non-controlling interests, reorganization items, and extraordinary items, we believe that it provides a performance measure that, when compared year over year, reflects the revenues and expenses directly associated with owning and operating commercial real estate properties and the impact on operations from trends in occupancy rates, rental rates, land values and operating costs. This measure thereby provides an operating perspective not immediately apparent from GAAP operating income (loss) or net income (loss) attributable to common stockholders. We use NOI to evaluate our operating performance on a property-by-property basis because NOI allows us to evaluate the impact that factors such as lease structure, lease rates and tenant base, which vary by property, have on our operating results, gross margins and investment returns.

In addition, management believes that NOI provides useful information to the investment community about our operating performance. However, due to the exclusions noted above, NOI should only be used as a supplemental measure of our financial performance and not as an alternative to GAAP operating income (loss) or net income (loss) attributable to common stockholders.

We present information on our Consolidated Properties (described below) and Unconsolidated Properties (described below) separately. Consolidated Properties are those properties in which we own either a majority or controlling interest and, as a result, are consolidated under GAAP. Unconsolidated Properties are those properties owned by joint venture entities in which we own a non-controlling interest (or "Unconsolidated Real Estate Affiliates") and which are unconsolidated under GAAP. As a significant portion of our total operations are structured as joint venture arrangements which are unconsolidated, we believe that operating data with respect to all properties owned provides important insights into the income produced by such investments for our company as a whole. In addition, the individual items of revenue and expense for the Unconsolidated Properties have been presented at our ownership share of such unconsolidated ventures. As substantially all of the management operating philosophies and strategies are the same regardless of ownership structure, we believe that an aggregate presentation of NOI and other operating statistics yields a more accurate representation of the relative size and significance of such elements of our overall operations.

The following is a reconciliation of NOI to operating income (loss):

	Historical					Pro Forma		
	Six Months Ended June 30,		Years Ended December 31,			Six Months Ended June 30,	Six Months Ended June 30,	Year Ended December 31,
	2010	2009	2009	2008	2007	2010	2009	2009
	(In thousands)							
NOI	$ 1,182,806	$ 1,114,092	$ 2,296,747	$ 2,565,784	$ 2,391,611	$ 1,129,712	$ 1,164,986	$ 2,306,728
Unconsolidated properties	(209,344)	(202,690)	(401,614)	(423,011)	(446,631)	(199,635)	(194,278)	(392,986)
Management fees and other corporate revenues	33,988	40,719	75,851	96,495	119,941	33,988	40,696	75,828
Property management and other costs	(83,949)	(85,609)	(176,876)	(184,738)	(198,610)	(74,953)	(77,177)	(159,231)
General and administrative	(13,306)	(14,112)	(28,608)	(39,245)	(37,005)	(13,306)	(14,112)	(28,608)
Strategic initiatives	—	(64,013)	(67,341)	(18,727)	—	—	(58,899)	(61,961)
Litigation benefit (provision)	—	—	—	57,145	(89,225)	—	—	—
Provisions for impairment	(31,273)	(304,789)	(1,115,119)	(76,265)	(2,933)	—	—	—
Depreciation and amortization	(352,621)	(391,087)	(755,161)	(759,930)	(670,454)	(544,672)	(544,672)	(1,089,341)
Noncontrolling interests in NOI of consolidated properties and other	6,134	5,643	10,787	11,063	11,167	6,023	5,641	12,109
Operating income (loss)	$ 532,435	$ 98,154	$ (161,334)	$ 1,228,571	$ 1,077,861	$ 337,157	$ 322,185	$ 662,538

(5) Net debt is not a defined term under GAAP. It is defined as total debt less cash and cash equivalents.

(6) EBITDA is defined as net income (loss) attributable to common stockholders, plus interest expense net of interest income, income tax provision (benefit), depreciation and amortization. We calculate Adjusted EBITDA by adjusting EBITDA for the following items: (a) costs incurred with respect to reorganization items following Existing GGP's filing for bankruptcy protection, including gains on liabilities subject to compromise (liabilities incurred prior to the commencement of the Chapter 11 Cases, which amount represents the estimate of known or potential pre-petition claims to be resolved in connection with the Chapter 11 Cases), interest income, U.S. Trustee fees and other restructuring items; (b) our 2009 strategic initiatives, which consist of our pre-bankruptcy filing restructuring costs; (c) provisions for impairment; and (d) a gain related to the initial public offering of our joint venture in Brazil. We present EBITDA and Adjusted EBITDA because we believe certain investors use them as measures of a company's historical operating performance and its ability to service and incur debt. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors because Adjusted EBITDA excludes certain non-recurring and non-cash items, including reorganization items related to the bankruptcy, which we believe are not indicative of our core operating performance and which are not excluded in the calculation of EBITDA.

EBITDA and Adjusted EBITDA should not be considered as alternatives to GAAP net income (loss) attributable to common stockholders, have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. Some of these limitations are:

- they do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;

- they do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- they do not reflect any cash income taxes that we may be required to pay;
- assets are depreciated or amortized over differing estimated useful lives and often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements;
- they are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- they do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations;
- they may not be calculated in the same manner as research analysts calculate EBITDA or Adjusted EBITDA or in the same manner as required by our new revolving credit facility;
- they do not reflect limitations on, or costs related to, transferring earnings from our subsidiaries to us; and
- other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.

The following is a reconciliation of EBITDA and Segment Basis Adjusted EBITDA to GAAP net (loss) income attributable to common stockholders:

	Historical					Pro Forma		
	Six Months Ended June 30,		Year Ended December 31,			Six Months Ended June 30,	Six Months Ended June 30,	Year Ended December 31,
	2010	2009	2009	2008	2007	2010	2009	2009
	(In thousands)							
Adjusted EBITDA	$ 1,118,544	$ 1,152,407	$ 2,207,530	$ 2,455,954	$ 2,299,607	$ 1,327,179	$ 1,180,322	$ 2,256,215
Strategic Initiatives (a)	—	(64,013)	(67,341)	(18,727)	—	—	(58,899)	(61,961)
Provisions for impairment (b)	(31,694)	(416,687)	(1,271,529)	(117,000)	(130,765)	—	—	—
Gain on Brazilian Joint Venture IPO(c)	9,383	—	—	—	—	9,383	—	—
Debt extinguishment costs	(157)	(578)	(578)	(5,376)	1,675	(157)	(578)	(569)
Reorganization items(d)	9,301	(24,918)	146,190	—	—	—	—	—
Discontinued operations (losses) gains on dispositions	—	(55)	921	55,044	—	—	(55)	1,860
EBITDA	1,105,377	646,156	1,015,193	2,369,895	2,170,517	1,336,405	1,120,790	2,195,545
Depreciation and amortization	(427,832)	(467,555)	(865,611)	(850,896)	(769,268)	(774,742)	(628,886)	(1,214,489)
Amortization of deferred finance costs	(17,189)	(26,799)	(47,396)	(47,964)	(20,574)	(16,884)	(26,799)	(47,396)
Interest income	3,991	3,163	7,656	9,170	25,058	3,229	2,647	5,303
Interest expense	(707,874)	(713,048)	(1,428,831)	(1,439,958)	(1,349,504)	(706,266)	(733,437)	(1,408,567)
(Povision for) benefit from income taxes	(18,300)	(4,695)	14,164	(21,586)	291,330	(2,252)	(6,632)	(14,689)
Allocation to noncontrolling interests	(4,044)	8,297	20,136	(13,942)	(73,917)	(3,971)	8,362	19,932
Net income (loss) attributable to common stockholders	$ (65,871)	$ (554,481)	$ (1,284,689)	$ 4,719	$ 273,642	$ (164,481)	$ (263,955)	$ (464,361)

(a) Our strategic initiatives include expenses related to the design and restructuring of our balance sheet to create a sustainable long-term capital structure and the development of a long-term operational strategy.

(b) For a discussion on provisions for impairment, see "Note 2—Summary of Significant Accounting Policies" to the December 31, 2009 consolidated financial statements contained elsewhere in this prospectus.

(c) Our gain on Brazilian joint venture initial public offering refers to a gain recorded related to our investment in Aliance Shopping Centers, S.A. as a result of its initial public offering. See "Note 3—Unconsolidated Real Estate Affiliates" to the condensed June 30, 2010 consolidated financial statements elsewhere in this prospectus.

(d) Reorganization items reflect bankruptcy-related activity, including gains on liabilities subject to compromise, interest income, U.S. Trustee fees, and other restructuring costs, incurred after Existing GGP filed for Chapter 11 protection on April 16, 2009.

(7) Includes the gross leasable area of freestanding retail locations that are not attached to the primary complex of buildings that comprise a shopping center, and excludes anchor stores.

(8) Occupancy cost represents the sum of rent (minimum, overage and percent of sales in lieu of minimum rent) and recoverable common area costs (including taxes) divided by total comparable tenant reported sales, for in-line retail tenants occupying less than 10,000 square feet.

(9) Tenant sales per square foot is calculated as the sum of the trailing twelve months comparable sales divided by the trailing twelve months comparable square footage open at least one full year.

(10) Fixed charges for the purposes of the ratio of earnings to fixed charges are computed as the sum of interest expense and capitalized, deferred finance and debt mark-to-market discount and premium amortization, ground lease expense, and Operating Partnership preferred unit distributions. Earnings for the purposes of the ratio of earnings to fixed charges is computed as (loss) income from continuing operations before equity in the income (loss) from Unconsolidated Real Estate Affiliates, (provision for) benefit from income taxes, and reorganization items, adding fixed charges as calculated above, amortization of capitalized interest, distributions from Unconsolidated Real Estate Affiliates reflected as cash flow from operating activities and subtracting interest capitalized and Operating Partnership preferred unit distributions.

RISK FACTORS

An investment in our notes and our common stock issuable upon exchange of the notes involves a high degree of risk and uncertainty. You should carefully consider the following risks, as well as the other information contained in this prospectus, before making an investment in our company. If any of the following risks actually occur, our business, results of operations, financial condition and cash flows may be adversely affected. In such an event, the trading price of our notes and our common stock issuable upon exchange of the notes could decline and you could lose part or all of your investment. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operation, which also could result in the loss of all or part of your investment.

Business Risks

Regional and local economic conditions may adversely affect our business

Our real property investments are influenced by the regional and local economy, which may be negatively impacted by plant closings, industry slowdowns, increased unemployment, lack of availability of consumer credit, increased levels of consumer debt, poor housing market conditions, adverse weather conditions, natural disasters and other factors. Similarly, local real estate conditions, such as an oversupply of, or a reduction in demand for, retail space or retail goods, and the supply and creditworthiness of current and prospective tenants may affect the ability of our properties to generate significant revenue.

Economic conditions, especially in the retail sector, may have an adverse affect on our revenues and available cash

General and retail economic conditions continue to be weak, and we do not expect a near term return to the economic conditions that prevailed in 2007. High unemployment, weak income growth, tight credit and the need to pay down existing debt may continue to negatively impact consumer spending. Given these economic conditions, we believe there is a significant risk that the sales at stores operating in our malls will either not improve, or will improve more slowly than we expect, which will have an adverse impact on our ability to implement our strategy and may have a negative effect on our operations and our ability to attract new tenants.

We may be unable to lease or re-lease space in our properties on favorable terms or at all

Our results of operations depend on our ability to continue to strategically lease space in our properties, including re-leasing space in properties where leases are expiring, optimizing our tenant mix or leasing properties on more economically favorable terms. Because approximately eight to nine percent of our total leases expire annually, we are continually focused on our ability to lease properties and collect rents from tenants. Similarly, we are pursuing a strategy of replacing expiring short-term leases with long-term leases. If the sales at certain stores operating in our regional malls do not improve sufficiently, tenants might be unable to pay their existing minimum rents or expense recovery charges, since these rents and charges would represent a higher percentage of their sales. If our existing tenants' sales do not improve, new tenants would be less likely to be willing to pay minimum rents as high as they would otherwise pay. In addition, some of our leases are fixed-rate leases, and we may not be able to collect rent sufficient to meet our costs. Because substantially all of our income is derived from rentals of real property, our income and available cash would be adversely affected if a significant number of tenants are unable to meet their obligations.

The bankruptcy or store closures of national tenants, which are tenants with chain of stores in many of our properties, may adversely affect our revenues

Our leases generally do not contain provisions designed to ensure the creditworthiness of the tenant, and in recent years a number of companies in the retail industry, including some of our tenants, have declared bankruptcy or voluntarily closed certain of their stores. We may be unable to re-lease such space or to re-lease it on comparable or more favorable terms. As a result, the bankruptcy or closure of a national tenant may adversely affect our revenues.

Certain co-tenancy provisions in our lease agreements may result in reduced rent payments, which may adversely affect our operations and occupancy

Many of our lease agreements include a co-tenancy provision which allows the tenant to pay a reduced rent amount and, in certain instances, terminate the lease, if we fail to maintain certain occupancy levels. Therefore, if occupancy or tenancy fall below certain thresholds, rents we are entitled to receive from our retail tenants could be reduced and may limit our ability to attract new tenants.

It may be difficult to sell real estate quickly, and transfer restrictions apply to some of our properties

Equity real estate investments are relatively illiquid, and this characteristic may limit our ability to vary our portfolio promptly in response to changes in economic or other conditions. In addition, significant expenditures associated with each equity investment, such as mortgage payments, real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investment. If income from a property declines while the related expenses do not decline, our income and cash available to us would be adversely affected. If it becomes necessary or desirable for us to dispose of one or more of our mortgaged properties, we might not be able to obtain a release of the lien on the mortgaged property without payment of the associated debt. The foreclosure of a mortgage on a property or inability to sell a property could adversely affect the level of cash available to us.

Our business is dependent on perceptions by retailers and shoppers of the convenience and attractiveness of our retail properties, and our inability to maintain a positive perception may adversely affect our revenues

We are dependent on perceptions by retailers or shoppers of the safety, convenience and attractiveness of our retail properties. If retailers and shoppers perceive competing retail properties and other retailing options such as the internet to be more convenient or of a higher quality, our revenues may be adversely affected.

We redevelop and expand properties, and this activity is subject to various risks, including insufficient capital for such projects

Although Existing GGP significantly reduced its development and expansion activities prior to filing for bankruptcy protection, certain redevelopment, expansion and reinvestment projects are part of our long-term strategy. In connection with such projects, we will be subject to various risks, including the following:

- we may not have sufficient capital to proceed with planned redevelopment or expansion activities;
- we may abandon redevelopment or expansion activities already under way, which may result in additional cost recognition;
- construction costs of a project may exceed original estimates or available financing, possibly making the project unfeasible or unprofitable;

- we may not be able to obtain zoning, occupancy or other required governmental permits and authorizations;
- occupancy rates and rents at a completed project may not meet projections and, therefore, the project may not be profitable; and
- we may not be able to obtain anchor store, mortgage lender and property partner approvals, if applicable, for expansion or redevelopment activities.

If redevelopment, expansion or reinvestment projects are unsuccessful, our investments in those projects may not be fully recoverable from future operations or sales.

We are in a competitive business

There are numerous shopping facilities that compete with our properties in attracting retailers to lease space. Existing GGP's bankruptcy has impaired, and following its emergence from bankruptcy, may continue to impair the desirability and competitiveness of our regional malls. In addition, retailers at our properties face continued competition from retailers at other regional malls, outlet malls and other discount shopping centers, discount shopping clubs, catalog companies, and through internet sales and telemarketing. Competition of these types could adversely affect our revenues and cash flows.

We compete with other major real estate investors with significant capital for attractive investment opportunities. These competitors include REITs, investment banking firms and private institutional investors.

Our ability to realize our strategies and capitalize on our competitive strengths are dependent on our ability to effectively operate a large portfolio of high quality malls, maintain good relationships with our tenants and consumers, and remain well-capitalized, and our failure to do any of the foregoing could affect our ability to compete effectively in the markets in which we operate.

Our business strategies may not be effective or may change over time

We may not be able to effectively improve our financial position and maximize the attractiveness of our properties to our tenants and consumers in accordance with our business strategy. For example, we may not be able to effectively reduce our debt and build liquidity at the pace or in such amounts as we believe would be most beneficial to our ability to optimize our portfolio. Further, we may misjudge tenant and consumer needs and desires, and our strategies may not address them adequately or at all. Even if we can appropriately gauge the needs and desires of our tenants and consumers, we may not be able to execute our business strategies on a timely basis, if at all. In addition, we may not be able to attract the best tenants for a particular property or enhance the consumer experience in our malls for several reasons outside of our control, including a lack of adequate funding, unforeseen changes to consumer shopping patterns or internal or branding changes among our tenants. In addition, we may not have sufficient capital or funding sources to fully pursue our business strategies, including the redevelopment and expansion of our properties and the provision of tenant allowances and tenant improvements to attract tenants. As a result, our strategies may not effectively grow our business or revenues as intended. We also may change our strategies over time and there can be no assurance that any new strategies will be effective.

Some of our properties are subject to potential natural or other disasters

A number of our properties are located in areas which are subject to natural or other disasters, including hurricanes, earthquakes and oil spills. For example, we expect our properties in the Gulf of Mexico region to suffer economically from job losses and reduced tourism as result of the oil spill in 2010. In addition, certain of our properties are located in California or in other areas with higher risk of earthquakes. Furthermore, many of our properties are located in coastal regions, and would therefore be affected by any future increases in sea levels, the frequency or severity of hurricanes and tropical storms or environmental disasters such as the oil spill in the Gulf of Mexico, whether such events are caused by global climate changes or other factors.

Possible terrorist activity or other acts of violence could adversely affect our financial condition and results of operations

Future terrorist attacks in the United States or other acts of violence may result in declining economic activity, which could harm the demand for goods and services offered by our tenants and the value of our properties and might adversely affect the value of an investment in our securities. Such a resulting decrease in retail demand could make it difficult for us to renew or re-lease our properties at lease rates equal to or above historical rates. Terrorist activities or violence also could directly affect the value of our properties through damage, destruction or loss, and the availability of insurance for such acts, or of insurance generally, might be lower or cost more, which could increase our operating expenses and adversely affect our financial condition and results of operations. To the extent that our tenants are affected by future attacks, their businesses similarly could be adversely affected, including their ability to continue to meet obligations under their existing leases. These acts might erode business and consumer confidence and spending and might result in increased volatility in national and international financial markets and economies. Any one of these events might decrease demand for real estate, decrease or delay the occupancy of our new or redeveloped properties, and limit our access to capital or increase our cost of raising capital.

We may incur costs to comply with environmental laws

Under various federal, state or local laws, ordinances and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property, and may be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by the parties in connection with the contamination. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of the hazardous or toxic substances. The presence of contamination or the failure to remediate contamination may adversely affect the owner's ability to sell or lease real estate or to borrow using the real estate as collateral. Other federal, state and local laws, ordinances and regulations require abatement or removal of asbestos-containing materials in the event of demolition or certain renovations or remodeling, the cost of which may be substantial for certain redevelopments, and also govern emissions of and exposure to asbestos fibers in the air. Federal and state laws also regulate the operation and removal of underground storage tanks. In connection with the ownership, operation and management of certain properties, we could be held liable for the costs of remedial action with respect to these regulated substances or tanks or related claims.

Our properties have been subjected to varying degrees of environmental assessment at various times. However, the identification of new areas of contamination, a change in the extent or known scope of contamination or changes in cleanup requirements could result in significant costs to us.

Some potential losses are not insured

We carry comprehensive liability, fire, flood, earthquake, terrorism, extended coverage and rental loss insurance on all of our properties. We believe the policy specifications and insured limits of these policies are adequate and appropriate. There are, however, some types of losses, including lease and other contract claims, which generally are not insured. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property. If this happens, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property.

Inflation may adversely affect our financial condition and results of operations

Should inflation increase in the future, we may experience any or all of the following:

- decreasing tenant sales as a result of decreased consumer spending which could result in lower rent paid by a tenant when its sales exceed an agreed upon minimum amount, or Overage Rent;
- difficulty in replacing or renewing expiring leases with new leases at higher base and/or Overage Rent; and
- an inability to receive reimbursement from our tenants for their share of certain operating expenses, including common area maintenance, real estate taxes and insurance.

Inflation also poses a potential risk to us due to the probability of future increases in interest rates. Such increases would adversely impact us due to our outstanding variable-rate debt as well as result in higher interest rates on new fixed-rate debt.

Organizational Risks

Following the consummation of the Plan, New GGP will be a holding company with no operations of its own and will depend on its subsidiaries for cash

The operations of Existing GGP are, and, following Existing GGP's emergence from bankruptcy, New GGP's operations will be conducted almost entirely through its subsidiaries. New GGP's ability to make dividends or distributions in connection with being a REIT is highly dependent on the earnings of and the receipt of funds from its subsidiaries through dividends or distributions, and its ability to generate cash to meet its debt service obligations is further limited by its subsidiaries' ability to make such dividends, distributions or intercompany loans. New GGP's subsidiaries' ability to pay any dividends or distributions to New GGP are limited by their obligations to satisfy their own obligations to their creditors and preferred stockholders before making any dividends or distributions to New GGP. In addition, Delaware law imposes requirements that may restrict our ability to pay dividends to holders of New GGP's common stock.

We share control of some of our properties with other investors and may have conflicts of interest with those investors

While we generally make all operating decisions for the Unconsolidated Properties, we are required to make other decisions with the other investors who have interests in the relevant property or properties. For example, the approval of certain of the other investors is required with respect to operating budgets and refinancing, encumbering, expanding or selling any of these properties, as well as to bankruptcy decisions related to the Unconsolidated Properties and related joint ventures. Also, the assets of Unconsolidated Properties may be used as collateral to secure loans of our joint venture partners, and the indemnity we may be entitled to from our joint venture partners could be worth less than the value of those assets. We might not have the same interests as the other investors in relation to these transactions. Accordingly, we might not be able to favorably resolve any of these issues, or we might have to provide financial or other inducements to the other investors to obtain a favorable resolution.

In addition, various restrictive provisions and rights apply to sales or transfers of interests in our jointly owned properties. As such, we might be required to make decisions about buying or selling interests in a property or properties at a time that is not desirable.

Bankruptcy of our joint venture partners could impose delays and costs on us with respect to the jointly owned retail properties

The bankruptcy of one of the other investors in any of our jointly owned shopping malls could materially and adversely affect the relevant property or properties. Pursuant to the Bankruptcy Code, we would be precluded from taking some actions affecting the estate of the other investor without prior court approval which would, in most cases, entail prior notice to other parties and a hearing. At a minimum, the requirement to obtain court approval may delay the actions we would or might want to take. If the relevant joint venture through which we have invested in a property has incurred recourse obligations, the discharge in bankruptcy of one of the other investors might result in our ultimate liability for a greater portion of those obligations than would otherwise be required.

We are impacted by tax-related obligations to some of our partners

We own properties through partnerships which have arrangements in place that protect the deferred tax situation of our existing third party limited partners. Violation of these arrangements could impose costs on us. As a result, we may be restricted with respect to decisions such as financing, encumbering, expanding or selling these properties.

Several of our joint venture partners are tax-exempt. As such, they are taxable to the extent of their share of unrelated business taxable income generated from these jointly owned properties. As the manager of these joint ventures, we have obligations to avoid the creation of unrelated business taxable income at these properties. As a result, we may be restricted with respect to decisions related to the financing of and revenue generation from these properties.

New GGP may not meet the conditions for qualification as a REIT or thereafter maintain its status as a REIT

New GGP has agreed to elect to be treated as a REIT in connection with the filing of its tax return for the year in which Existing GGP emerges from bankruptcy, subject to New GGP's ability to meet the requirements of a REIT at the time of election. Such election would be retroactive to the beginning of such taxable year. New GGP may not meet the conditions for qualification as a REIT. In addition, once an entity is qualified as a REIT, the Internal Revenue Code (the "Code") generally requires that such entity pay tax on or distribute 100% of its capital gains and distribute its ordinary taxable income to shareholders. To avoid current entity level U.S. federal income taxes, New GGP expects to distribute 100% of its capital gains and ordinary income to shareholders annually. For 2010 and 2011, New GGP intends to make 90% of this distribution in New GGP common stock and 10% in cash. Beginning in 2012, New GGP expects to make a maximum of 80% of this distribution in New GGP common stock and a minimum of 20% of this distribution in cash. New GGP may not have sufficient liquidity to meet these distribution standards.

If, with respect to any taxable year, New GGP fails to maintain its qualification as a REIT, it would not be allowed to deduct distributions to shareholders in computing its taxable income and federal income tax. If any of New GGP's REIT subsidiaries (including Existing GGP) fail to qualify as a REIT, such failure could result in New GGP's loss of its REIT status. The corporate level income tax, including any applicable alternative minimum tax, would apply to its taxable income at regular corporate rates. As a result, the amount available for distribution to holders of equity securities that would otherwise receive dividends would be reduced for the year or years involved, and New GGP would no longer be required to make distributions. In addition, unless it were entitled to relief under the relevant statutory provisions, New GGP would be disqualified from treatment as a REIT for four subsequent taxable years.

An ownership limit, certain anti-takeover defenses and applicable law may hinder any attempt to acquire us

We expect to amend and restate our certificate of incorporation prior to the consummation of the Plan. We expect that our amended and restated certificate of incorporation will contain the following limitations.

The ownership limit. Generally, for us to qualify as a REIT under the Code for a taxable year, not more than 50% in value of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of such taxable year, and no one individual may own more than 9.9% of the outstanding shares of capital stock unless our board of directors provides a waiver from the ownership restrictions, which the Investment Agreements contemplate subject to the applicable Plan Sponsor making certain respresentations and covenants. The Code defines "individuals" for purposes of the requirement described in the preceding sentence to include some types of entities. However, our certificate of incorporation also permits us to exempt a person from the ownership limit described therein upon the satisfaction of certain conditions which are described in our certificate of incorporation.

Selected provisions of our charter documents. Upon consummation of the Plan, our board of directors will be divided into three classes of directors. Directors of each class are chosen for three-year staggered terms. Staggered terms of directors may reduce the possibility of a tender offer or an attempt to change control of our company, even though a tender offer or change in control might be in the best interest of our stockholders. Our charter authorizes the board of directors:

- to cause us to issue additional authorized but unissued shares of common stock or preferred stock;
- to classify or reclassify, in one or more series, any unissued preferred stock; and
- to set the preferences, rights and other terms of any classified or reclassified stock that we issue.

Selected provisions of Delaware law. We are a Delaware corporation, and Section 203 of the Delaware General Corporation Law applies to us. In general, Section 203 prevents an "interested stockholder" (as defined below), from engaging in a "business combination" (as defined in the statute) with us for three years following the date that person becomes an interested stockholder unless one or more of the following occurs:

- before that person became an interested stockholder, our board of directors approved the transaction in which the interested stockholder became an interested stockholder or approved the business combination;
- upon completion of the transaction that resulted in the interested stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) stock held by directors who are also officers of our company and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held under the plan will be tendered in a tender or exchange offer; and
- following the transaction in which that person became an interested stockholder, the business combination is approved by our board of directors and authorized at a meeting of stockholders by the affirmative vote of the holders of at least two-thirds of our outstanding voting stock not owned by the interested stockholder.

The statute defines "interested stockholder" as any person that is the owner of 15% or more of our outstanding voting stock or is an affiliate or associate of us and was the owner of 15% or more of our outstanding voting stock at any time within the three-year period immediately before the date of determination.

Each item discussed above may delay, deter or prevent a change in control of our company, even if a proposed transaction is at a premium over the then current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

Existing GGP is currently involved in an SEC inquiry

In July 2010, Existing GGP received notice that, pursuant to an April 21, 2010 order, the SEC is conducting a formal, non-public investigation into possible violations of proscriptions on insider trading under the federal securities laws by certain current and former officers and directors. The formal investigation is the continuation of an informal inquiry which the SEC initiated in October 2008. Existing GGP intends to continue to cooperate fully with the SEC with respect to the investigation. While Existing GGP cannot predict the outcome of this investigation with certainty, based on the information currently available to it, Existing GGP believes that the outcome of the investigation will not have a material adverse effect on its financial condition or results of operations.

Bankruptcy Risks

The Bankruptcy Court may not confirm the Plan

The Bankruptcy Court may not confirm the Plan prior to the maturity date of the notes or at all. If the Plan is not confirmed prior to the maturity date, Existing GGP will redeem the notes at a price equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date. Holders of the notes will not receive any additional payments and will not have any exchange rights for the common stock of Existing GGP or New GGP. See "Description of the Notes—General."

If the Plan is confirmed, we may be subject to litigation

If the Plan is confirmed prior to the maturity date as anticipated, we cannot assure you that Existing GGP's stakeholders will not contest the Plan through litigation following Existing GGP's emergence from bankruptcy. Also, as is typical in bankruptcy cases like ours, the final resolution of all claims against the TopCo Debtors may extend beyond the effective date of the Plan and the ultimate resolution of such claims may be different from the treatment we have assumed for purposes of the preparation of the unaudited pro forma condensed consolidated financial information included in this prospectus. The loss of any such claim could have a material adverse effect on us.

Existing GGP's historical financial statements state that uncertainties related to its emergence from protection under the Bankruptcy Code raise substantial doubt about its ability to continue as a going concern and we cannot assure you that we may not include similar disclosure in our financial statements in the future

This prospectus includes the audited consolidated financial statements of Existing GGP as of December 31, 2009 and 2008 and for each of the years in the three-year period ended December 31, 2009. The audit opinion accompanying these financial statements states that uncertainties related to Existing GGP's emergence from bankruptcy raises substantial doubt about its ability to continue as a going concern. Although we believe that as of the Effective Date the bases for uncertainties relating to our ability to continue as a going concern will no longer exist, we cannot assure you that similar disclosure will not be included in our future financial statements.

Because our financial statements will reflect adjustments related to the acquisition method of accounting upon Existing GGP's emergence from bankruptcy, information reflecting our results of operations and financial condition will not be comparable to prior periods and may vary significantly from the acquisition accounting adjustments used to calculate the pro forma financial data that is included in this prospectus

Acquisition accounting will be triggered as a result of the structure of the Plan Sponsors' investments, as set forth in the Plan. Following Existing GGP's emergence from bankruptcy, it will be difficult to compare certain information reflecting our results of operations and financial condition to those for historical periods prior to emergence from bankruptcy. We have made estimates of our tangible and intangible assets as of June 30, 2010, and the fair value of Existing GGP's assets has been allocated to specific assets in accordance with such estimates, as reflected in "Unaudited Pro Forma Condensed Consolidated Financial Information." The actual amounts of net assets on the Effective Date may vary from the estimated pro forma amounts, and the final valuation of net assets may be materially different than as reflected in the unaudited pro forma condensed financial data contained in this prospectus. See "Unaudited Pro Forma Condensed Consolidated Financial Information" and the notes thereto.

Our actual financial results may vary significantly from the projections filed with the Bankruptcy Court

The Disclosure Statement, which the TopCo Debtors were required to prepare in connection with the Plan, contains projected financial information and estimates of value that demonstrate the feasibility of the Plan and the TopCo Debtors' and Spinco's ability to continue operations upon their emergence from proceedings under the Bankruptcy Code. The information in the Disclosure Statement was prepared for the limited purpose of furnishing recipients of such Disclosure Statement with adequate information to make an informed judgment regarding acceptance of the Plan and was not prepared for the purpose of providing the basis for an investment decision relating to any securities of New GGP or Spinco. The projections and estimates of value, as well as the Disclosure Statement, are expressly excluded from this prospectus and should not be relied upon in any way or manner in connection with this offering and should not be regarded for the purpose of this prospectus as representations or warranties by Existing GGP, New GGP, Spinco or any other person, as to the accuracy of such information or that any such projections or valuations will be realized. Those projections and estimates of value have not been, and will not be, updated on an ongoing basis, and they were not audited or reviewed by independent accountants. They reflect numerous assumptions concerning our anticipated future performance and with respect to prevailing and anticipated market and economic conditions that were, and remain, beyond our control. Projections and estimates of value are inherently subject to substantial and numerous uncertainties and to a wide variety of significant business, economic and competitive risks, and the assumptions underlying the projections and/or valuation estimates may be wrong in any material respect. Actual results may vary and may continue to vary significantly from those contemplated by the projections and/or valuation estimates. As a result, you should not rely on those projections and/or valuation estimates in deciding whether to invest in the notes.

We will not know the terms or outstanding amount of all of Existing GGP's post-emergence debt until the solicitation of approvals contemplated by the Plan is completed

The Plan provides for the treatment of administrative expense claims, prepetition claims and equity interests against and in the TopCo Debtors, as described in "Plan of Reorganization." In order for the TopCo Debtors to successfully emerge from bankruptcy protection, the Bankruptcy Court must first confirm a plan of reorganization with respect to the TopCo Debtors that satisfies the requirements of the Bankruptcy Code. Under the Plan, certain indebtedness may be reinstated unless holders elect to receive cash in an amount equal to the outstanding principal amount of any allowed claims plus accrued and unpaid interest. See "Plan of Reorganization." Because we cannot predict the actual participation level, we will not know whether the holders of Existing GGP's indebtedness will elect to receive cash in lieu of reinstatement. As a result, the actual amount of indebtedness outstanding upon Existing GGP's emergence from bankruptcy may differ from the amounts assumed in this prospectus. See "Capitalization" and "Unaudited Pro Forma Condensed Consolidated Financial Information."

Existing GGP may not be able to satisfy the conditions of the investment agreement with Brookfield Investor, the satisfaction of which is a condition to the mandatory exchange of the notes

The funding obligations of Brookfield Investor pursuant to its investment agreement are subject to the satisfaction of numerous conditions, many of which are beyond the control of Existing GGP, New GGP and Spinco. For example, the agreement with Brookfield Investor requires that the shares of New GGP Common Stock be authorized for listing on the NYSE and that the shares of Spinco common stock be authorized for listing on a U.S. national securities exchange. In addition, the agreement requires the transfer of specific assets to Spinco. Under certain circumstances, in lieu of transferring the specified assets, the agreement permits either (i) the creation of a synthetic instrument that would place Spinco in the same economic position as if such Spinco asset had been transferred, or (ii) the contribution to Spinco of an asset having reasonably equivalent economic value and financial impact in the event that the creation of a synthetic instrument is not practicable. The agreement also requires us to resolve outstanding claims in respect of Existing GGP's obligations under the Contingent Stock Agreement effective January 1, 1996 (such obligations, "the Hughes heirs obligations"). We cannot assure you that Existing GGP, New GGP or Spinco will be able to satisfy any or all of the conditions to Brookfield Investor's funding obligations set forth in the Brookfield Investor investment agreement, including, but not limited to, those conditions set forth above.

We cannot be certain that the Chapter 11 Cases will not adversely affect our operations going forward. Existing GGP's bankruptcy may have affected our relationship with key employees, tenants, consumers, suppliers and communities, and our future success depends on our ability to maintain these relationships

Although Existing GGP will emerge from bankruptcy upon consummation of the Plan, we cannot assure you that Existing GGP having been subject to bankruptcy protection will not adversely affect our operations going forward, including our ability to negotiate favorable terms from and maintain relationships with tenants, consumers, suppliers and communities. The failure to obtain such favorable terms and maintain such relationships could adversely affect our financial performance and our ability to realize our strategy.

We are dependent on our long-tenured operational leadership to effectively manage properties across our portfolio, and an inability to retain these key employees following Existing GGP's emergence from bankruptcy could adversely affect our operations.

Following Existing GGP's emergence from bankruptcy, the Plan Sponsors may have substantial control of us, and their interests may not be aligned with yours

Assuming that the proceeds of this offering are used to reduce the commitments of Pershing Square and Fairholme as described in this prospectus and after giving effect to the Blackstone Designation, we expect that Brookfield Investor, Pershing Square and Fairholme will beneficially own approximately %, % and %, respectively, of the shares of New GGP common stock after the consummation of the Plan (excluding shares issuable upon the exercise of warrants) and approximately %, % and %, respectively, (including shares issuable upon the exercise of warrants). See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

Although the Plan Sponsors are required to enter into non-control agreements to limit their influence, the concentration of ownership of our outstanding equity in the Plan Sponsors may make some transactions more difficult or impossible without the support of the Plan Sponsors, or more likely with the support of the Plan Sponsors. The interests of any of the Plan Sponsors, any other substantial stockholder or any of their respective affiliates could conflict with or differ from our interests or the interests of the holders of the notes. For example, the concentration of ownership held by the Plan Sponsors could delay, defer or prevent a change of control of our company or impede a merger, takeover or other business combination that may otherwise be favorable for us and the other stockholders. A Plan Sponsor, substantial stockholder or affiliate thereof may also pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us. In addition, one or more of the Plan Sponsors may purchase notes in this offering. We cannot assure you that the non-control agreements can fully protect against these risks. See "Plan of Reorganization—Plan of Reorganization and Disclosure Statement—Funding of the Plan—Non-Control Agreements."

As long as the Plan Sponsors and any other substantial stockholder own, directly or indirectly, a substantial portion of our outstanding shares, subject to the terms of the non-control agreements and were they to act in a coordinated manner, they would be able to exert significant control over us, including:

- the composition of New GGP's board of directors, including the right of Brookfield Investor and Pershing Square to designate directors under the Investment Agreements, and, through it, any determination with respect to our business;
- direction and policies, including the appointment and removal of officers;
- the determination of incentive compensation, which may affect our ability to retain key employees;
- any determinations with respect to mergers or other business combinations;
- our acquisition or disposition of assets;
- our financing decisions and our capital raising activities;
- the payment of dividends;
- conduct in regulatory and legal proceedings; and
- amendments to our certificate of incorporation.

For a detailed description of the rights afforded to the Plan Sponsors pursuant to the Investment Agreements, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

Our new directors and officers from and after the Effective Date may change our current long-range plan

As of the Effective Date, we will have a nine-member board of directors, of which three members will be designated by Brookfield Investor and one member will be designated by Pershing Square. Our executive officers may change following the Effective Date, subject to their appointment by the new board of directors. Following the Effective Date, the new board of directors and management team may make material changes to our business, operations and long-range plans described in this prospectus. It is impossible to predict what these changes will be and the impact they will have on our future results of operations and the price of our common stock. See "Management—Executive Officer Information."

Liquidity Risks

Our substantial indebtedness adversely affects our financial health and operating flexibility

After giving effect to the Plan and excluding the Special Consideration Properties, we expect to have approximately $20.2 billion aggregate principal amount of indebtedness outstanding, including $1.345 billion of reinstated Rouse notes (and/or replacement notes being offered to the holders of the Rouse notes pursuant to the Plan), approximately $206.2 million of reinstated trust preferred securities, approximately $16.2 billion of consolidated project-level mortgage debt and approximately $2.5 billion of our share of unconsolidated debt. In addition, the Plan provides that holders of GGPLP's 3.98% exchangeable notes may elect to receive cash payment in full or reinstatement of their notes. To the extent holders of these notes elect reinstatement, the amount of our pro forma indebtedness and pro forma cash and cash equivalents included in this prospectus would increase. Our indebtedness could have important consequences to us and the value of our common stock, including:

- limiting our ability to borrow additional amounts for working capital, capital expenditures, debt service requirements, execution of our business strategy or other purposes;
- limiting our ability to use operating cash flow in other areas of our business or to pay dividends because we must dedicate a substantial portion of these funds to service debt;
- increasing our vulnerability to general adverse economic and industry conditions, including increases in interest rates, particularly given our substantial indebtedness which bears interest at variable rates;
- limiting our ability to capitalize on business opportunities and to react to competitive pressures and adverse changes in government regulation;
- limiting our ability or increasing the costs to refinance indebtedness;
- limiting our ability to enter into marketing and hedging transactions by reducing the number of counterparties with whom we can enter into such transactions as well as the volume of those transactions; and
- giving secured lenders the ability to foreclose on our assets.

Our debt contains restrictions and covenants which may limit our ability to enter into or obtain funding for certain transactions or operate our business

As of June 30, 2010, Existing GGP has restructured approximately $14.9 billion of secured mortgage debt since its initial bankruptcy filing. The terms of certain of this debt will require us to satisfy certain customary affirmative and negative covenants and to meet financial ratios and tests, including ratios and tests based on leverage, interest coverage and net worth, or to satisfy similar tests as a precondition to incurring additional debt. We also expect to enter into a new secured term loan and revolving credit facility containing similar covenants and restrictions. In addition, certain of our indebtedness that may be reinstated in connection with the Plan contains restrictions. See "Description of Other Indebtedness." The covenants and other restrictions under our debt agreements affect, among other things, our ability to:

- incur indebtedness;
- create liens on assets;
- sell assets;
- manage our cash flows;
- transfer assets to other subsidiaries;
- make capital expenditures;
- engage in mergers and acquisitions; and

- make distributions to equity holders, including holders of our common stock.

Further, our ability to incur debt under the indentures governing the Rouse notes which are expected to remain outstanding through November 2013 (the latest maturity of the three series of reinstated Rouse notes or the replacement notes being offered to the holders of the Rouse notes pursuant to the Plan), is determined by the calculation of several covenant tests, including ratios of secured debt to gross assets and total debt to gross assets. We do not intend to include a net intercompany receivable currently owed by Existing GGP to Rouse as an asset for the purposes of calculating these covenants, but we do intend to include full allocations of certain indebtedness guaranteed by Rouse or its subsidiaries. As a result, our methodology for calculating these ratios would differ from the methodology used prior to the Existing GGP bankruptcy filing. We expect that Rouse and its subsidiaries may need to refinance project-level debt prior to 2013, and our ability to refinance such debt may be limited by these ratios which are calculated on an incurrence basis, and any potential non-compliance with the covenants may result in Rouse seeking other sources of capital, including investments from us, or may result in a default on the reinstated Rouse notes.

Due to the current lending environment, Existing GGP's bankruptcy proceedings, our financial condition and general economic factors, our refinanced debt contains certain terms which are less attractive than the terms contained in the debt being refinanced. Such terms include more restrictive operational and financial covenants, restrictions on the distribution of cash flows from properties serving as collateral for the debt and, in certain instances, higher interest rates. These fees and cash flow restrictions may affect our ability to fund our on-going operations from our operating cash flows and we may be significantly limited in our operating and financial flexibility and, thus, may be limited in our ability to respond to changes in our business or competitive activities.

We may not be able to refinance, extend or repay our portion of substantial indebtedness of our Unconsolidated Properties

Our Unconsolidated Properties have a substantial amount of debt. As of June 30, 2010, our share of indebtedness secured by our Unconsolidated Properties was approximately $2.9 billion. We cannot assure you that our Unconsolidated Real Estate Affiliates will be able to support, extend, refinance or repay their debt on acceptable terms or otherwise. If we or our joint venture partners cannot service this debt, the joint venture may have to deed property back to the applicable lenders. There can be no assurance that we will be able to refinance or restructure such debt on acceptable terms or otherwise, or that joint venture operations or contributions by us and/or our partners will be sufficient to repay such loans. The ability to refinance this debt is negatively affected by the current condition of the credit markets, which have significantly reduced the capacity levels of commercial lending. The ability to successfully refinance or extend this debt may also be negatively affected by Existing GGP's bankruptcy proceedings and the restructuring of the TopCo Debtors' debt, as well as the real or perceived decline in the value of our Unconsolidated Properties based on general and retail economic conditions.

We may not achieve our target Adjusted EBITDA and other liquidity goals

In connection with the Plan, management has set target goals for our Adjusted EBITDA and other financial measures over the next several years. These targets are based on current information, are subject to change and may be impacted by factors outside of our control, including general economic factors, interest rates and consumer trends. As a result, we cannot assure you that we will achieve any stated target Adjusted EBITDA and other financial measures in the future.

We may not be able to raise capital through the sale of properties, including the strategic sale of non-core assets at prices we believe are appropriate

We desire to opportunistically sell non-core assets, such as stand-alone office buildings, strip shopping centers and certain regional malls. Our ability to sell our properties to raise capital may be limited. The retail economic climate negatively affects the value of our properties and therefore reduces our ability to sell these properties on acceptable terms. Our ability to sell our properties is also negatively affected by the weakness of the credit markets, which increases the cost and difficulty for potential purchasers to acquire financing, as well as by the illiquid nature of real estate. For example, as part of our strategy to further delever our balance sheet in order to build liquidity and optimize our portfolio, we plan to reposition certain of our underperforming properties, as well as give back our Special Consideration Properties to the applicable lenders. If we cannot reposition these properties on terms that are acceptable to us, we may not be able to delever and realize our strategy of building liquidity and optimizing our portfolio. See "—Business Risks" for a further discussion of the effects of the retail economic climate on our properties, as well as the illiquid nature of our investments in our properties.

Risks Related to this Offering

Holders of the notes have only limited debt holders' rights and do not have the benefit of any anti-dilution adjustments

Holders of the notes will have only the limited rights described in this prospectus, which in many cases are substantially less than the rights of holders of typical debt securities. Until the earliest of mandatory redemption, mandatory exchange and maturity date, the escrow agent will hold the gross proceeds from the offering of the notes as collateral security for the benefit of the holders of the notes. The notes will have only a minimal stated interest rate. The notes also will not have the benefit of covenants restricting our actions or our business or any of our subsidiaries. The notes will be repaid in cash on January 31, 2011, unless earlier mandatorily exchanged into shares of our common stock or mandatorily redeemed, in an amount equal to 100% of the principal amount of the notes, plus accrued interest to, but not including, the maturity date. In addition, if an event of default has occurred, acceleration may not be an adequate remedy since New GGP is a newly formed finance subsidiary and Existing GGP is currently in bankruptcy.

The notes will be mandatorily exchanged into common stock if the mandatory exchange conditions are satisfied (or waived, if permitted by applicable law, with the consent of a majority in aggregate principal amount of the notes). Upon Existing GGP's emergence from bankruptcy, the consummation of the transactions contemplated by the investment agreement with Brookfield Investor and the satisfaction of the other conditions described under "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange," the notes will be mandatorily exchanged into shares of our common stock.

As a holder of the notes offered hereby, you will not be entitled to any rights with respect to New GGP's common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock), but you will be subject to all changes affecting New GGP's common stock, including any amendments to its certificate of incorporation or bylaws, additional issuances of common stock, warrants or other equity interests, and other transactions that we may undertake in connection with the Plan or otherwise. You will have the rights with respect to (and will be the record holder of) New GGP's common stock only upon any mandatory exchange of the notes. You will not participate in the Spinco distribution and will not receive any anti-dilution adjustments as a result of future issuances of our common stock.

Holders of notes also have no anti-dilution adjustment protection with respect to additional shares of our common stock that will be issued pursuant to the Plan or may otherwise be issued and only limited protections for changes in our business, capitalization, assets and liabilities after the date of this prospectus. The only such protections that holders of notes will have are those afforded by the exchange conditions that provide that Existing GGP will not have made any dividends or distributions to holders of common stock since the issuance of the notes other than in order to maintain its REIT status, avoid entity level income taxes or as contemplated by the Plan and that our business will consist of substantially the lines of business conducted by Existing GGP as described in this prospectus and activities reasonably related, ancillary, incidental or complementary thereto, and substantially the same assets, liabilities and pro forma capitalization as described in this prospectus, subject to some exceptions.

If the mandatory exchange conditions are not timely satisfied or waived or if we decide not to pursue the transactions contemplated by the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction that does not require the common equity provided by the exchange of the notes, we will be required to repay the notes, consequently, you may realize a lower return on your investment than if the notes had been exchanged for our common stock

Until the earlier of mandatory redemption, mandatory exchange and the maturity date, the escrow agent will hold the gross proceeds from the offering of the notes as collateral security for the benefit of the holders of the notes. The release of the escrowed funds to finance Existing GGP's emergence from bankruptcy will be conditioned upon, among other things, Existing GGP's emergence from bankruptcy, the consummation of the transactions contemplated by the investment agreement with Brookfield Investor and the satisfaction of certain conditions described under "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange." Both the Plan and the investment agreement with Brookfield Investor are subject to numerous conditions as described under "Plan of Reorganization—Funding of the Plan—Conditions to Investment Agreements." We cannot assure you that these conditions will be satisfied. Existing GGP also has the right to terminate any of the Investment Agreements at its discretion prior to confirmation of the Plan. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Termination."

If the mandatory exchange conditions are not timely satisfied or waived, holders will only have the right to be repaid in cash on January 31, 2011, unless earlier mandatorily redeemed, at a price equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the payment date.

If Existing GGP determines, at any time prior to the earlier of mandatory exchange and the maturity date not to pursue the transactions contemplated by the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction (whether with Brookfield Investor or otherwise) that does not require the common equity capital provided by the exchange of the notes, New GGP will redeem the notes, in whole, but not in part, at a redemption price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date. See "Description of Notes—Mandatory Exchange—Mandatory Redemption."

The treatment of certain claims under the Plan is uncertain, and Existing GGP may make significant changes to the Plan following this offering

This offering will close prior to Existing GGP's emergence from bankruptcy and may close prior to the hearing date for confirmation of the Plan. Many of the claims against the TopCo Debtors are classified as contingent, disputed and/or unliquidated and, as a result, the allowed amount of such claims is uncertain. We cannot assure you that the terms of the Plan will not change due to the Bankruptcy Court's requirements or otherwise after this offering. The Bankruptcy Court will consider the best interests of all claim and equity security holders in Existing GGP's bankruptcy, and could require changes to the Plan which could have an adverse impact on your interests as a noteholder or future stockholder. In addition, to overcome objections to the Plan by parties-in-interest, Existing GGP may negotiate other changes to the Plan. The value of the notes and the shares of common stock that you may receive upon exchange of the notes may be adversely affected.

Except in the limited circumstances in which we are required to redeem the notes if Existing GGP has determined either not to pursue the transactions under the investment agreement with Brookfield Investor or to pursue a plan of reorganization or other transaction (whether with Brookfield Investor or otherwise) that does not require the common equity capital provided by the exchange of the notes, or because the maturity date of the notes occurs prior to exchange, even if the Plan is modified or confirmation of the Plan is delayed after this offering date, and if you change your mind about investing in the notes or our common stock, you will not have any right to have the notes redeemed or repaid as a result of such modification or delay and nonetheless will receive the shares of our common stock upon mandatory exchange of the notes if the Plan becomes effective and the other mandatory exchange conditions are satisfied.

The Plan and other transactions may not be consummated on the terms described in this prospectus, or at all

We cannot make any assurances that the Plan and the other transactions described in this prospectus will be consummated on the terms described herein or at all. For example, the plan of reorganization ultimately confirmed by the Bankruptcy Court may differ materially from the Plan described in this prospectus. In connection with any changes to the Plan or otherwise, we and the Plan Sponsors may amend, waive provisions in or terminate the Plan Sponsors' investment agreements, and we may make other changes to the transactions described herein. As a result, the actual dollar amounts of equity and debt and the capitalization of New GGP, and the actual financial condition and results of operations following consummation of the Plan and the other transactions, may differ materially from the estimated amounts described in this prospectus, including our pro forma financial information in "Unaudited Pro Forma Condensed Consolidated Financial Information." Except in limited circumstances, even if the Plan, the investment agreements and the other transactions described in this prospectus are modified or consummation of the Plan or the other transactions is delayed, you will not have any right to have the notes redeemed or repaid, and you will receive the shares of New GGP common stock issued upon mandatory exchange of the notes in the event that the Plan becomes effective and the other mandatory exchange conditions are satisfied. See "Description of Notes—Mandatory Exchange."

We may make significant changes to the investment agreement with Brookfield Investor following this offering

This offering will close prior to Existing GGP's emergence from bankruptcy and prior to the closing of the transactions under the investment agreement with Brookfield Investor. We cannot assure you that the terms of the investment agreement with Brookfield Investor will not change after this offering. These changes could have an adverse impact on your interests as a noteholder or future stockholder. The value of the notes and the shares of common stock that you may receive upon exchange of the notes also may be adversely affected.

Except in the limited circumstance in which the modifications to the investment agreement with Brookfield Investor after the date of this prospectus, taken as a whole, are materially adverse to New GGP and therefore would result in our being unable to satisfy the conditions to the mandatory exchange, if the investment agreement with Brookfield Investor is amended, and if you change your mind about investing in the notes or our common stock, you will not have any right to have the notes redeemed or repaid as a result of such amendment and nonetheless will receive shares of our common stock upon mandatory exchange of the notes if the investment agreement with Brookfield Investor is consummated and the other mandatory exchange conditions are satisfied.

The exchange price per share may not reflect a determination of our value or the value of our common stock

The notes will be mandatorily exchanged, in whole, into a number of shares of our common stock based on the exchange price. The exchange price per share will not necessarily bear any relationship to the book value of our assets, past operations, cash flows, losses, financial condition or other common criteria used to value equity securities. The exchange price per share should not be considered an indication of the actual value of us or the shares of our common stock or what our shares will trade at upon emergence.

There may not be an active trading market for the notes or our common stock

The notes will be new securities and an active trading market for the notes may not develop. We expect the notes to trade on the Pink Sheets, however, we cannot assure you that the notes will be eligible for trading on the Pink Sheets. Accordingly, we cannot assure you that a liquid trading market will develop for the notes (or, if developed, that a liquid trading market for the notes will be maintained), that you will be able to sell your notes at a particular time or that the prices you receive when you sell will be favorable.

The common stock will be new securities and an active trading market for the common stock may not develop. An application will be made to list our common stock on the NYSE under the symbol "GGP," and it is a condition to the mandatory exchange of the notes that our common stock issuable upon exchange of the notes has been authorized for listing on the NYSE. However, we cannot assure you that our common stock will ever be listed on the NYSE or any other securities exchange or quotation system. Accordingly, we cannot assure you that a liquid trading market will develop for our common stock (or, if developed, that a liquid trading market for our common stock will be maintained), that you will be able to sell your shares of common stock at a particular time or that the prices you receive when you sell will be favorable. In addition, the liquidity of our common stock may be negatively impacted by the concentration of our common stock among the Plan Sponsors. Lack of liquidity of our common stock also may make it more difficult for us to raise additional capital, if necessary, through equity financings.

Existing GGP's stock price historically has been, and the trading prices of shares of our common stock are likely to be, volatile

The price of Existing GGP's common stock on the NYSE constantly changes and has been subject to significant price fluctuations. For example, between February 24, 2010 (the day Existing GGP re-listed on the NYSE) and September 1, 2010, the intra-day price of Existing GGP's common stock on the NYSE fluctuated between $12.23 and $18.15 per share. We expect that the market price of our common stock also will fluctuate significantly. The trading price of our common stock can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors may include:

- our obligations that remain after Existing GGP's emergence from bankruptcy;
- actual or anticipated variations in our operating results;
- changes in our funds from operations or earnings estimates;
- the success of our real estate redevelopment and expansion strategy;
- our ability to comply with the financial covenants in our debt agreements and the impact of restrictive covenants in our debt agreements;
- our access to financing;
- changes in market valuations of similar companies;
- speculation in the press or investment community; and
- the realization of any of the other risk factors included in this prospectus.

In addition, the market in general has recently experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of the notes and our common stock.

The market price of our common stock may decline below the exchange price per share of the notes offered hereby, and as a result, you may not be able to resell your notes or shares of common stock at or above your purchase price and you may lose all or part of your investment

We cannot assure you that the market price of our common stock will not be below the exchange price per share at issuance, or will not decline further below the exchange price per share. If that occurs, you will suffer an immediate unrealized loss on those shares. As a result, you may not be able to resell your notes or shares of the common stock at or above your purchase price or the exchange price per share, as applicable, and you may lose all or part of your investment in the notes or our common stock. The exchange price per share should not be considered an indication of the future trading price of our common stock.

Future issuances and sales of our capital stock or securities convertible into or exchangeable for our capital stock by us or by existing stockholders may adversely affect the market price for our common stock and may cause dilution to our stockholders

Additional issuances and sales (including resales by certain of our stockholders who have registration rights, including the Plan Sponsors and Texas Teachers) of capital stock or securities convertible into or exchangeable for capital stock, or the perception that such issuances and sales could occur, may cause prevailing market prices for our common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at a time and price favorable to us. Our directors, executive officers, and certain significant stockholders will be subject to lockup agreements described in "Underwriting" and "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors." After these lockups have expired, additional shares will be eligible for sale in the public markets. The price of our common stock may drop significantly when the lockup agreements expire. Any additional future issuance of our capital stock will reduce the percentage of our common stock owned by investors purchasing shares in this offering that do not participate in future issuances. However, for so long as such Plan Sponsor beneficially owns at least 5% of our outstanding common stock on a fully diluted basis, each Plan Sponsor will have the right to purchase New GGP common stock as necessary to allow them to maintain their respective proportionate ownership interests in New GGP on a fully diluted basis. In most circumstances, stockholders will not be entitled to vote on whether or not we issue additional capital stock. In addition, depending on the terms and pricing of an additional offering of our common stock and the value of our properties, our stockholders may experience dilution in both the book value and the market value of their shares.

The federal bankruptcy code allow courts, under specific circumstances, to avoid the notes, guarantees, and liens, and to require noteholders to return payments received from us

Even though the delivery of the guarantee is subject to Bankruptcy Court approval, a bankruptcy trustee, or in certain circumstances Existing GGP's creditors, could challenge the delivery of the guarantee as a fraudulent conveyance or on other grounds. Under section 549 of the Bankruptcy Code and similar provisions of state fraudulent transfer laws, the delivery of the guarantee by Existing GGP could be avoided (that is, cancelled) if a court determined that Existing GGP improperly obtained court approval for the delivery of the guarantee by mistake, fraud, misrepresentation or misconduct.

If the guarantee were so avoided, any claim you may make against Existing GGP for amounts payable on the guarantee would be unenforceable to the extent of such avoidance. Moreover, the court could order you to return any payments previously made by Existing GGP. Although New GGP is a newly formed entity with no prior operations and no creditors other than purchasers of the notes, if New GGP were to be subject to a bankruptcy proceeding after the closing of this offering, the ability of the indenture trustee to repossess and dispose of the note collateral in the event of a default would be impaired. The "automatic stay" under applicable bankruptcy law prohibits secured creditors, such as the holders of the notes, from foreclosing upon their collateral from a debtor in a bankruptcy case, or from disposing of collateral in their possession, without bankruptcy court approval. Additionally, the fraudulent conveyance provisions of the Bankruptcy Code and similar state laws also apply to the issuance of the notes.

Risks Related to the Distribution of Spinco

If the distribution of Spinco does not qualify as a tax-free distribution under Section 355 of the Code, then Existing GGP and its subsidiaries may be required to pay substantial U.S. federal income taxes

Existing GGP's obligation to close the transactions contemplated by the Investment Agreements is conditioned upon Existing GGP's receipt of a private letter ruling from the Internal Revenue Service (the "IRS") to the effect that the distribution of Spinco and certain related transactions will qualify as tax-free to Existing GGP and its subsidiaries for U.S. federal income tax purposes (the "IRS ruling"). A private letter ruling from the IRS generally is binding on the IRS. A favorable IRS ruling has not yet been received by Existing GGP. Such IRS ruling will not establish that the spin-off satisfies every requirement for a tax-free spin-off, and the parties will rely solely on the advice of counsel for comfort that such additional requirements are satisfied.

Even if obtained, the IRS ruling will be based on, among other things, certain representations and assumptions as to factual matters made by Existing GGP. The failure of any factual representation or assumption to be true, correct and complete in all material respects could adversely affect the validity of the IRS ruling at the time of and subsequent to the distribution of Spinco. In addition, the IRS ruling will be based on current law, and cannot be relied upon if current law changes with retroactive effect. Existing GGP has also entered into a tax matters agreement with Spinco, pursuant to which, among other things, Existing GGP may be held liable for the cost of the failure to receive a positive IRS ruling if Existing GGP caused such failure. If Spinco caused such failure, Spinco could be liable for such costs. If the cause for the failure cannot be determined or was not caused by a single party, then Existing GGP and Spinco will share such liability.

In addition, pursuant to the investment agreement with Brookfield Investor, New GGP may be liable to indemnify Spinco from and against 93.75% of any and all losses, claims, damages, liabilities and reasonable expenses to which Spinco and its subsidiaries become subject, in each case solely to the extent directly attributable to MPC Taxes (as defined in the investment agreement with Brookfield Investor) in an amount up to the Indemnity Cap. The Indemnity Cap is calculated as the lesser of (a) $303,750,000 and (b) the Excess Surplus Amount. The Excess Surplus Amount is determined using a complex formula described in the investment agreement with Brookfield Investor. In addition, if Spinco is obligated to pay MPC Taxes for 2010 and New GGP is not then obligated to indemnify Spinco as a consequence of the Indemnity Cap, then solely with respect to such payments, New GGP may make such payments and increase the amount of the Spinco Note or enter into a similar promissory note with Spinco.

We may not obtain benefits from or be adversely affected by the distribution of Spinco, and the distribution of Spinco may occupy a substantial amount of management's time

New GGP and Spinco may not achieve some or all of the expected benefits of the distribution of Spinco, or may not achieve them in a timely fashion. When the distribution is completed, our operational and financial profile will change as a result of the separation of Spinco's assets from our other businesses. As a result, our diversification of revenue sources will diminish. Some of the assets being distributed to Spinco may also compete directly with our properties in the future. For example, New GGP intends to enter into a transition services agreement with Spinco, pursuant to which members of New GGP's management team will assist with transition services for Spinco. In addition to possible disputes, these obligations may occupy a substantial amount of our management's time. It is also possible that the separation of New GGP and Spinco may result in disputes regarding the terms of such separation and/or future performance pursuant to agreements entered into in order to effectuate such separation.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus, including statements such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "target," "can," "could," "may," "should," "will," "would" or similar expressions, constitute "forward-looking statements." Forward-looking statements are based on our current plans, expectations and projections about future events. Forward-looking statements should not be unduly relied upon. They give our expectations about the future and are not guarantees. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements to materially differ from any future results, performance and achievements expressed or implied by such forward-looking statements. We caution you therefore against relying on any of these forward-looking statements.

Forward-looking statements include, but are not limited to:

- descriptions of plans or objectives of our management for plans of reorganization and related transactions, debt repayment or restructuring, modification or extension, strategic alternatives, including capital raises and asset sales, and future operations;
- projections of our revenues, income, earnings per share, FFO, NOI, capital expenditures, income tax and other contingent liabilities, dividends, leverage, capital structure or other financial items;
- expectations related to future occupancy or performance;
- forecasts of our future economic performance; and
- descriptions of assumptions underlying or relating to any of the foregoing.

In this prospectus, for example, we make forward-looking statements discussing our expectations about:

- confirmation of the Plan and Existing GGP's emergence from bankruptcy;
- consummation of the investment agreements with the Plan Sponsors and Texas Teachers, the distribution of Spinco and the other transactions described in this prospectus;
- our ability to achieve cost savings, and renew and enter into leases on favorable terms;
- our ability to reduce our debt and to reach our target ratio of net debt to Adjusted EBITDA of 7.0 to 1.0 or other liquidity goals within our expected time frame or at all;
- recovery of the global economy, and our expectation that improvements in economic factors will drive improvements in our business;
- our properties being located in favorable market areas with potential for future growth;
- our ability to attract quality tenants;
- the redevelopment of our properties and expectations about current projects underway at our properties; and
- the notes trading on Pink Sheets and our ability to list our common stock on the NYSE.

Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include but are not limited to:

- economic conditions, especially in the retail sector, which may have an adverse affect on our revenues and available cash, including our ability to lease and collect rent, bankruptcy or store closures of tenants, department store productivity, co-tenancy provisions and ability to attract new tenants;
- our inability to buy and sell real estate quickly;

- the fact that we invest primarily in regional malls and other properties, which are subject to a number of significant risks which are beyond our control;
- risks associated with the redevelopment and expansion of properties;
- the possibility that our business strategies may not be effective or may change over time;
- New GGP's lack of an operating history of its own and dependence on its subsidiaries for cash;
- New GGP's inability to qualify as a REIT;
- an attempt to acquire us may be hindered by an ownership limit, certain anti-takeover defenses and applicable law;
- the possibility that the Bankruptcy Court may not confirm the Plan, the Plan could change or that Existing GGP may not be able to satisfy the conditions under the investment agreements or the agreements contemplated by the Plan;
- our inability to obtain the new $1.5 billion secured term loan in the event that the Bankruptcy Court determines that reinstatement of certain debt is not permitted or revolving credit facility on favorable terms or at all;
- the possibility of significant variations from the projections filed in Bankruptcy Court and our actual financial results;
- lack of knowledge of the terms or outstanding amount of Existing GGP's post-emergence debt prior to solicitation of approvals;
- failure to satisfy the conditions of the investment agreement with Brookfield Investor;
- the effect of the bankruptcy on our operations;
- the possibility of the Plan Sponsors having substantial control of our company, whose interests may be adverse to ours or yours;
- our new directors and officers may change our current long-range plans;
- our substantial indebtedness; and
- the other risks described in "Risk Factors."

These forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Also, these forward-looking statements present estimates and assumptions only as of the date of this prospectus. Except as may be required by law, we undertake no obligation to modify or revise any forward-looking statements to reflect events or circumstances occurring after the date of this prospectus.

PLAN OF REORGANIZATION

This section provides a description of the TopCo Debtors' reorganization and expected emergence from the bankruptcy protection of the Chapter 11 Cases and reflects the expected confirmation of the Plan by the Bankruptcy Court. The description in this section is qualified in its entirety by reference to the Plan, as on file with the Bankruptcy Court as of the date of this prospectus, which may be amended after the date of this prospectus. The terms of the Plan are more detailed than the description provided below. In the event of an inconsistency between this prospectus and the Plan, the terms of the Plan control. The Plan was prepared for the purpose of obtaining approval from the Bankruptcy Court with respect to the treatment of the claims of the TopCo Debtors, and not for the purpose of providing the basis for an investment decision with respect to the notes or our common stock. The Plan should not be relied upon in any way or manner in connection with this offering and should not be regarded as representations or warranties by Existing GGP for the purpose of this prospectus.

The Chapter 11 Cases

Existing GGP and certain of its domestic subsidiaries filed voluntary petitions for relief under the Bankruptcy Code on April 16, 2009 (the "Petition Date"). On April 22, 2009, certain additional domestic subsidiaries of Existing GGP also filed voluntary petitions for relief in the Bankruptcy Court, which the Bankruptcy Court has ruled may be jointly administered. For a discussion of the events leading up to the Chapter 11 Cases, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview." The release of the net proceeds of this offering to New GGP from escrow and the exchange of the notes into common stock of New GGP is conditioned upon the consummation of a plan of reorganization and certain other conditions described in "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange." The plan of reorganization ultimately confirmed by the Bankruptcy Court may differ materially from the Plan described in this prospectus.

At the time of Existing GGP's filing, the Debtors, all of which are consolidated in Existing GGP's consolidated financial statements, owned and operated 166 regional shopping centers in the aggregate. The non-Debtors are continuing their operations and are not subject to the requirements of the Bankruptcy Code. Pursuant to the Bankruptcy Code, a debtor is afforded certain protection against its creditors, and creditors are prohibited from taking certain actions (such as pursuing collection efforts or proceeding to foreclose on secured obligations) related to debts that were owed prior to the commencement of its bankruptcy case. Accordingly, although the commencement of the Chapter 11 Cases triggered defaults on substantially all debt obligations of the Debtors, creditors are stayed from taking any action as a result of such defaults. Absent an order of the Bankruptcy Court, these prepetition liabilities are subject to settlement under a plan of reorganization.

As of September 2, 2010, 262 Debtors representing approximately $14.9 billion of debt had emerged from bankruptcy and 126 TopCo Debtors, representing approximately $6.9 billion of debt, remain subject to Chapter 11 proceedings.

The Plan of Reorganization and Disclosure Statement

Filing of the Plan of Reorganization and Disclosure Statement

On August 27, 2010, Existing GGP filed the Plan and the Disclosure Statement with the Bankruptcy Court with respect to the Chapter 11 Cases for the TopCo Debtors. The Plan sets forth the contemplated structure of New GGP at the Effective Date and outlines the manner in which the prepetition creditors' and equity holders' various claims against and interests in the TopCo Debtors will be treated, subject to confirmation of the Plan and the occurrence of the Effective Date, which we expect to occur in the fourth quarter of 2010.

The Disclosure Statement and the solicitation of votes to approve the Plan was approved by the Bankruptcy Court on August 27, 2010. Although no assurances can be given, we believe and have assumed that the Bankruptcy Court will confirm a plan of reorganization at the confirmation hearing scheduled for October 21, 2010 for the TopCo Debtors that will be substantially similar to the Plan described in this prospectus. The Plan is subject to certain conditions described in "—Conditions Precedent to Consummation of the Plan."

Distribution of Spinco

In conjunction with Plan, certain assets and liabilities of Existing GGP will be contributed to Spinco. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Distribution of Spinco." On or prior to the Effective Date, approximately 32.5 million shares of common stock of Spinco will be distributed to the common and preferred unit holders of GGPLP, which includes Existing GGP, and then Existing GGP will distribute its portion of such shares to holders of Existing GGP common stock under the Plan. The distribution of shares will be exempt from registration under the Securities Act pursuant to Section 1145 of the Bankruptcy Code. Neither Existing GGP nor New GGP will retain any ownership interest in Spinco.

Funding of the Plan

The TopCo Debtors expect to fund their emergence from bankruptcy from the proceeds of the transactions described below. These proceeds will be used to fund distributions to be made pursuant to the Plan, fees and expenses, general working capital needs after emergence and other general corporate purposes.

Investment Agreements with the Plan Sponsors

In order to fund a portion of the Plan, Existing GGP entered into a Cornerstone Investment Agreement (as amended, the "Brookfield Investor Agreement"), with Brookfield Investor, a Stock Purchase Agreement with Fairholme (as amended, the "Fairholme Agreement") and a Stock Purchase Agreement with Pershing Square (as amended, the "Pershing Square Agreement" and, together with the Brookfield Investor Agreement and the Fairholme Agreement, the "Investment Agreements").

Investment. The Investment Agreements provide that, subject to the conditions set forth in the agreements, the Plan Sponsors are committed to fund an aggregate of $6.55 billion, consisting of commitments to purchase $6.3 billion of common stock of New GGP and $250 million of common stock of Spinco. The Plan Sponsors have also provided a $1.5 billion backstop commitment for additional debt of New GGP (which could consist of future loans, bonds or preferred stock). We do not currently anticipate needing to utilize such debt commitment to fund Existing GGP's emergence; however our financing needs may change. Pursuant to the Investment Agreements, Brookfield Investor will invest $2.5 billion, Fairholme will invest up to approximately $2,714.3 million and Pershing Square will invest up to approximately $1,085.7 million in New GGP through the purchase of New GGP common stock at a price of $10.00 per share; provided that, subject to certain limitations, these purchase commitments may be satisfied by the application of allowed claims against the TopCo Debtors held by the applicable Plan Sponsor against the aggregate purchase price owed by the applicable Plan Sponsor for shares of New GGP common stock at a valuation of $10.00 per share. Pursuant to the terms of the Investment Agreements, if Existing GGP has sold or has binding commitments to sell on or prior to the Effective Date, common stock, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration), Existing GGP may reduce the amount of New GGP common stock to be sold to Fairholme and Pershing Square, pro rata, by up to 50%. In addition, prior to confirmation of the Plan, Existing GGP may terminate the Fairholme and Pershing Square agreements upon notice for any reason or no reason, including to replace the investments with other capital, such as with the net proceeds of the notes offered hereby. Each of the Plan Sponsors would have the right to terminate their commitments if the replacement common stock (or securities convertible into the common stock of New GGP) is issued at less than $10.00 per share (net of all underwriting and other discounts, fees and any other compensation and related expenses).

New GGP may also reserve for repurchase up to $1.55 billion of Fairholme's and Pershing Square's shares of New GGP common stock and repurchase such shares up to 45 days after the Effective Date with the proceeds of an offering of its common stock (not including the common stock underlying the notes offered hereby) commencing on or within 45 days after the Effective Date if the common stock in that offering is valued at $10.50 per share or more (net of all underwriting and other discounts, fees and related consideration). If we elect to reserve any shares for repurchase after the Effective Date, we must pay to Fairholme and/or Pershing Square, as applicable, in cash on the Effective Date, an amount equal to $0.25 per share that is reserved.

In addition, if we elect to reserve any shares for repurchase as described above, $350 million of Pershing Square's equity capital commitment will be fulfilled by the payment of cash to New GGP at closing in exchange for unsecured note(s) issued by New GGP to Pershing Square which would be payable six months from closing (the "Pershing Square Bridge Notes"). The Pershing Square Bridge Notes will bear interest at a rate of 6% per annum and would be prepayable by New GGP (from the proceeds of equity offerings or other sources of cash) at any time without premium or penalty. If the Pershing Square Bridge Notes are issued, the Pershing Square investment agreement grants New GGP a put right (the "put right") to sell up to 35 million shares, subject to reduction as provided in the Pershing Square investment agreement, to Pershing Square at $10.00 per share (adjusted for dividends) six months following the Effective Date to fund the repayment of the Pershing Square Bridge Notes to the extent that they have not already been repaid. New GGP also would incur a 2% per annum fee of the amount of the outstanding put right, beginning 90 days following the Effective Date. If we elect to exercise this post-Effective Date repurchase right, we expect that we would do so through an offering of New GGP common stock, rather than through the issuance and sale of exchangeable notes offered hereby.

Blackstone Designation. The Plan Sponsors have entered into agreements with Blackstone whereby Blackstone has subscribed for approximately 7.6% of the New GGP common stock and 7.6% of the Spinco common stock to be issued to each of the Plan Sponsors on the Effective Date (for the same price as to be paid by such Plan Sponsors) and will receive an allocation of each Plan Sponsor's Permanent Warrants. If Blackstone does not purchase such New GGP common stock or Spinco common stock for any reason, the Plan Sponsors remain obligated to fund the full amount of their respective commitments under the Investment Agreements.

Warrants. In addition, in lieu of the receipt of any fees that would be customary in similar transactions, the Investment Agreements provided for the issuance of approximately 103 million warrants to Brookfield Investor and Fairholme to purchase approximately 103 million shares of Existing GGP's common stock at $15.00 per share (the "Interim Warrants"). The Interim Warrants were issued on May 10, 2010 following the Bankruptcy Court's approval of the Investment Agreements. The Interim Warrants vest as follows: 40% upon issuance, 20% on July 12, 2010, and the remaining Interim Warrants will vest in equal daily installments from July 13, 2010 to December 31, 2010, except that any Interim Warrants that have not vested on or prior to the termination of Brookfield Investor's or Fairholme's Investment Agreement, as the case may be, will not vest and will be cancelled. Upon consummation of the Plan contemplated by the Investment Agreements, the Interim Warrants will be cancelled and new warrants (the "Permanent Warrants") to purchase common stock of New GGP and Spinco will be issued to each of the Plan Sponsors. After giving effect to the Blackstone Designation, in accordance with the Investment Agreements, New GGP will issue to (a) Brookfield Investor warrants to purchase up to 57.5 million shares of New GGP common stock with an initial exercise price of $10.75 per share, (b) Fairholme warrants to purchase up to 41.07 million shares of New GGP common stock with an initial exercise price of $10.50 per share, (c) Pershing Square warrants to purchase up to 16.43 million shares of New GGP common stock with an initial exercise price of $10.50 per share and (d) Blackstone warrants to purchase up to 5.0 million shares of New GGP common stock with an initial exercise price of $10.50 per share with respect to one-half of the warrants and $10.75 per share with respect to the remaining one-half of the warrants. In addition, pursuant to the Plan and after giving effect to the Blackstone Designation, Spinco will issue to (1) Brookfield Investor warrants to purchase up to 3.83 million shares of Spinco common stock, (2) Fairholme warrants to purchase up to 1.92 million shares of Spinco common stock, (3) Pershing Investor warrants to purchase up to 1.92 million shares of Spinco common stock and (4) Blackstone warrants to purchase up to 0.33 million shares of Spinco common stock, in each case, with an initial exercise price of $50.00 per share. These initial exercise prices and number of shares for which such warrants are exercisable would be subject to adjustment as provided in the related warrant and registration rights agreements. Each Permanent Warrant has a term of seven years from the closing date of the investments. The number of warrants is not subject to reduction even if the amount of New GGP common stock to be sold to Fairholme and Pershing Investor is reduced in accordance with Existing GGP's cutback or clawback rights under the Investment Agreements. If the Investment Agreements are terminated, the Plan Sponsors may keep the Interim Warrants.

Preemptive Rights. Following consummation of the Plan, for so long as such Plan Sponsor beneficially owns at least 5% of our outstanding common stock on a fully diluted basis, each Plan Sponsor will have the right to purchase New GGP common stock and Spinco common stock as necessary to allow them to maintain their respective proportionate ownership interests in New GGP and Spinco on a fully diluted basis.

Spinco Investment. Pursuant to the Investment Agreements, the Plan Sponsors are committed to purchase 5,250,000 shares of common stock of Spinco at $47.619048 per share.

Board Rights. The Investment Agreements provide that the board of directors of New GGP will have nine members, three of whom will be nominated by Brookfield Investor and one of whom will be nominated by Pershing Square. Pershing Square's right to nominate directors will only apply to the initial board of directors. Brookfield Investor's right to nominate three directors will continue so long as Brookfield Investor beneficially owns at least 20% of New GGP's common stock on a fully diluted basis, with such right reducing to two directors if Brookfield Investor beneficially owns between 15% and 20% of the New GGP common stock on a fully diluted basis and one director if Brookfield Investor beneficially owns between 10% and 15% of the New GGP common stock on a fully diluted basis. Brookfield Investor will have no right to designate a director if it beneficially owns less than 10% of the New GGP common stock on a fully diluted basis.

Conditions to Investment Agreements. The Plan Sponsors' obligations to purchase New GGP common stock pursuant to the Investment Agreements are subject to the satisfaction (or waiver by the Plan Sponsors) of certain conditions, including:

- no judgment, injunction, decree or other legal restraint shall prohibit the consummation of the Plan or the transactions contemplated by the Investment Agreements;
- all permits, consents, orders, approvals, waivers, authorizations or other permissions or actions of third parties and governmental entities required for the consummation of the transactions contemplated by the Investment Agreements and the Plan shall have been made or received, and shall be in full force and effect, except for those the failure of which to make or receive would not reasonably be expected to result in a material adverse effect (as defined in the Investment Agreements);

- certain representations and warranties made by Existing GGP contained in the Investment Agreements shall be true and correct as of the closing date of the investments pursuant to the Investment Agreements;
- Existing GGP shall have complied with its obligations under the applicable Investment Agreement;
- since the date of the Investment Agreements, there shall not have occurred any event, fact or circumstance that has had or would reasonably be expected to have, individually or in the aggregate, a material adverse effect;
- the Plan, in form and substance satisfactory to each Plan Sponsor, shall have been confirmed by the Bankruptcy Court by order in form and substance satisfactory to each Plan Sponsor, which confirmation order shall be in full force and effect as of the closing date of the investments pursuant to the Investment Agreements and shall not be subject to a stay of effectiveness;
- the Disclosure Statement, in form and substance satisfactory to each Plan Sponsor, shall have been approved by order of the Bankruptcy Court in form and substance satisfactory to each Plan Sponsor;
- the conditions to confirmation of the Plan and the conditions to the Effective Date, including the consummation of the corporate reorganization transactions, shall have been satisfied or waived in accordance with the Plan and the organizational documents of New GGP as set forth in the Plan shall be in effect;
- the Spinco share distribution and the issuance by Spinco of the Spinco warrants shall have occurred in accordance with the Investment Agreements;
- certain actions taken by Existing GGP relating to the contribution of assets to Spinco shall be reasonably satisfactory to the Plan Sponsors and shall be in full force and effect;
- Spinco shall not have issued and outstanding on a fully diluted basis immediately following the closing of the Plan Sponsors' investments, a maximum number of shares of Spinco common stock as set forth in the Investment Agreement that is more than:
  - 32,468,326, plus
  - the number of shares of GGP common stock issued on or after March 26, 2010 and prior to the record date of the Spinco distribution as a result of the exercise, conversion or exchange of any stock options or convertible securities of Existing GGP outstanding on March 26, 2010 and employee stock options issued pursuant to Existing GGP option plans, plus
  - the number of shares of Spinco common stock underlying the Spinco warrants issued to the Plan Sponsors described above, plus
  - an aggregate of 5,250,000 shares issuable to the Plan Sponsors pursuant to the Investment Agreements;
- the Permanent Warrants and shares issuable at closing of the Plan to each of the Plan Sponsors shall have been validly issued to each of the Plan Sponsors, and the related warrant and registration rights agreements shall have been executed and delivered and shall be in full force and effect;
- New GGP shall have filed with the SEC and the SEC shall have declared effective, as of closing, to the extent permitted by applicable SEC rules, a shelf registration statement covering resales of the reorganized GGP securities issued to the Plan Sponsors, containing a plan of distribution reasonably satisfactory to the Plan Sponsors. In addition, each of New GGP and Spinco shall have entered into registration rights agreements with each Plan Sponsor with respect to all

registrable securities issued to or held by the Plan Sponsors from time to time in a manner that permits the registered offering of securities pursuant to such methods of sale as the Plan Sponsor may reasonably request from time to time;

- the shares of New GGP common stock issuable to the Plan Sponsors shall be authorized for listing on the NYSE, subject to official notice of issuance, and the shares of Spinco common stock issuable to the Plan Sponsors shall be authorized for listing on a U.S. national securities exchange, subject to official notice of issuance;
- each of the persons designated by the Plan Sponsors to the board of directors of New GGP and the board of directors of Spinco, as described under "—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Board Rights," shall have been duly appointed to such board of directors;
- New GGP shall have, on the Effective Date and after giving effect to the use of proceeds from capital raising activities permitted under the Investment Agreements (if any) and the issuance of the shares of New GGP common stock to the Plan Sponsors, and the payment and/or reserve for all allowed and disputed claims under the Plan, transaction fees and other amounts required to be paid in cash or shares under the Plan:
  - an aggregate amount of not less than $350,000,000 of proportionally consolidated unrestricted cash (as defined below) plus
  - the net proceeds of certain additional financings and the aggregate principal amount of certain debt paydowns or such higher number as may be agreed plus
  - the excess, if any, of
    - (a) the aggregate principal amount of New Debt (as defined below) and Reinstated Amounts (as defined below) over
    - (b) $1,500,000,000;
- immediately following the closing of the transactions contemplated by the Investment Agreements after giving effect to the Plan, the aggregate outstanding proportionally consolidated debt (as defined in the Investment Agreements) of New GGP shall not exceed:
  - $22,250,000,000 in the aggregate minus
    - (a) the amount of proportionally consolidated debt attributable to assets sold, returned, abandoned, conveyed, transferred or otherwise divested during the period between March 31, 2010 (the date of the Investment Agreements) through the closing minus
    - (b) the excess, if any, of $1,500,000,000 over the aggregate principal amount of new unsecured indebtedness incurred after March 31, 2010 and on or prior to the closing date of the transactions contemplated by the Investment Agreements for cash ("New Debt") and the aggregate principal amount of any debt under certain notes issued by Rouse (the "Rouse Bonds") or GGPLP's 3.98% Exchangeable Senior Notes due 2027 (the "Exchangeable Notes") that is reinstated under the Plan (such amounts reinstated, the "Reinstated Amounts") minus
    - (c) the amount of proportionally consolidated debt attributable to the assets contributed to Spinco pursuant to the Investment Agreements minus
    - (d) the principal and/or liquidation preference of certain preferred securities issued by GGP Capital Trust I ("TRUPS") and the preferred or common units of limited partnership interests of GGPLP (and, such interests, "UPREIT Units") not reinstated plus

- (e) in the event the closing of the transactions contemplated by the Investment Agreements occurs prior to September 30, 2010, the amount of scheduled amortization on proportionally consolidated debt (other than Corporate Level Debt (as defined in the Investment Agreements) from the closing date of such transactions to September 30, 2010 that otherwise would have been paid by September 30, 2010 minus

- (f) in the event the closing of the transactions contemplated by the Investment Agreements occurs on or after September 30, 2010, the amount of actual amortization paid on proportionally consolidated debt (other than certain specified corporate level debt) from September 30, 2010 to the closing date plus

- (g) (1) the excess of the aggregate principal amount of New Debt incurred to refinance existing debt without violation of the condition referred to in clause (d) of the following bullet point over the principal amount of the debt so refinanced and

  (2) new debt incurred to finance certain unencumbered properties after March 31, 2010 and on or prior to the closing plus

- (h) the amount of other principal paydowns, writedowns and resulting impact on amortization or payments in the anticipated amortization schedule with respect to Fashion Show Mall (Fashion Show Mall LLC), The Shoppes at the Palazzo and Oakwood Shopping Center (Gretna, LA) currently anticipated to be made by Existing GGP in connection with refinancings, or completion of negotiations in respect of its property level debt which Existing GGP determines in good faith are not actually required to be made prior to closing plus

  (x) the excess, if any, of (A) the aggregate principal amount of New Debt and the Reinstated Amounts over (B) $1,500,000,000 plus

  (xi) the aggregate amount of the Pershing Square Bridge Notes issued pursuant to the Pershing Square Agreement;

- between March 31, 2010 and the closing of the transactions contemplated by the Investment Agreements, Existing GGP shall not have taken certain actions specified in the Investment Agreements, including, among others and subject to certain exceptions set forth in the Investment Agreements, relating to:

  - declaration of dividends,
  - amending Existing GGP's certificate of incorporation other than to increase the authorized shares of Existing GGP's common stock,
  - acquisitions,
  - sales or transfers of real property assets,
  - mortgages or encumbrances of real property assets except for certain permitted restructuring or refinancing transactions as set forth in the Investment Agreements,
  - sales or issuances of equity securities,
  - capital expenditures and
  - changes in accounting methods or principles;

- the number of issued and outstanding shares of New GGP common stock on a fully diluted basis including the shares issuable to the Plan Sponsors shall not exceed:

  - (a) 1,104,683,256, plus

- the number of shares (if any) issued to settle or otherwise satisfy the Hughes heirs obligations (described below), plus
- up to 65,000,000 shares of New GGP common stock issued in Liquidity Equity Issuances (as defined below), plus
- the number of shares of New GGP common stock underlying the warrants issued to the Plan Sponsors described under "—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Warrants", plus
- the number of shares of Existing GGP common stock issued as a result of the exercise of employee stock options outstanding on March 31, 2010, plus,
- in the event shares of New GGP common stock are issued pursuant to a rights offering as described under "—The Plan of Reorganization and Disclosure Statement—Investments", the difference between
  - (1) the number of shares of New GGP common stock issued to existing holders of Existing GGP common stock and the Plan Sponsors, in each case, in connection with such rights offering minus
  - (2) 50,000,000 shares of New GGP common stock minus the number of put shares; provided, that if indebtedness under the Rouse Bonds or the Exchangeable Notes is reinstated under the Plan, or Existing GGP shall have incurred New Debt, or between March 31, 2010 and the closing date of the investments Existing GGP shall have sold for cash real property assets outside of the ordinary course of business, the share cap shall be reduced by the quotient obtained by dividing
    - (x) the sum of
      - (A) the lesser of (i) $1,500,000,000 and (ii) the sum of Reinstated Amounts and the net cash proceeds to Existing GGP from the issuance of New Debt and
      - (B) the net cash proceeds to Existing GGP from such asset sales in excess of $150,000,000 by
    - (y) $10.00.

"Liquidity Equity Issuances" is defined as issuances of shares of New GGP common stock in the Plan for cash in an aggregate amount of up to 65,000,000 shares of New GGP common stock;

- neither Existing GGP nor any of its subsidiaries shall have issued or sold any shares of Existing GGP's common stock or securities, warrants or options that are convertible into or exchangeable or exercisable for, or linked to the performance of, Existing GGP's common stock other than, among other exceptions:
  - (a) pursuant to the exchange of Existing GGP's common stock for New GGP common stock,
  - (b) the issuance of shares pursuant to the exercise of employee stock options or
  - (c) the issuance of shares to existing holders of Existing GGP common stock and the Plan Sponsors, in each case, pursuant to a rights offering as described under "—The Plan of Reorganization and Disclosure Statement—Investments", unless:
    - (i) the purchase price (or, in the case of securities that are convertible into or exchangeable or exercisable for, or linked to the performance of, common stock, the

conversion, exchange or exercise price) shall not be less than $10.00 per share (net of all underwriting and other discounts, fees and any other compensation),

- (ii) following such issuance or sale,
  - (A) no person or entity, or "group" within the meaning of Section 13(d) under the Securities Exchange Act of 1934, as amended, other than the Plan Sponsors pursuant to the Investment Agreements and any institutional underwriter or initial purchaser acting in an underwriter capacity in an underwritten offering) shall, after giving effect to such issuance or sale, beneficially own more than 10% of the common stock on a fully diluted basis and
  - (B) no four persons, entities or groups (other than Plan Sponsors) shall, after giving effect to such issuance or sale, beneficially own more than 30% of Existing GGP's common stock on a fully diluted basis (provided that this clause (ii) shall not be applicable to any conversion or exchange of claims against the TopCo Debtors into New GGP common stock pursuant to the Plan; provided, further, that sub-clause (B) of this clause (ii) shall not be applicable with respect to any entity listed on a certain exhibit to the Investment Agreements), and
- (iii) the Plan Sponsors shall have been offered the opportunity to purchase a specified percentage of such shares;

- the Plan Sponsors shall have received a legal opinion to the effect that Existing GGP for all taxable years commencing with the taxable year ended December 31, 2005 through December 31, 2009 has been subject to taxation as a REIT and has operated since January 1, 2010 to the closing date of the investments in a manner consistent with the requirements for qualification and taxation as a REIT;
- entry into the non-control agreements described under "—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Non-Control Agreements";
- the claims or interest related to the Hughes heirs obligations shall have been determined by order of the Bankruptcy Court entered on or prior to the Effective Date and satisfied in accordance with the terms of the Plan;
- the Spinco promissory note, if any, shall have been issued by Spinco (or one of its subsidiaries, provided that such note is guaranteed by Spinco) in favor of GGPLP; and
- the issuance of the Pershing Square Bridge Notes, if applicable.

Termination. An Investment Agreement may be terminated prior to the closing date of the investments, among other things:

- by either Existing GGP or the applicable Plan Sponsor:
  - if the Effective Date and the purchase and sale of New GGP common stock pursuant to the applicable Investment Agreement have not occurred by the applicable outside date under such Investment Agreement (provided, however, that the right to terminate an Investment Agreement under this clause shall not be available to a party if it has breached in any material respect its obligations under the Investment Agreement in any manner that shall have proximately caused the closing date of the investments not to occur on or before the termination date (as defined in the investment agreements);

- by the applicable Plan Sponsor:
  - if any governmental entity of competent jurisdiction shall have issued a final and nonappealable order permanently enjoining or otherwise prohibiting the consummation of the transactions contemplated by the applicable Investment Agreement;
  - if there has been a breach by Existing GGP of any representation, warranty, covenant or agreement of Existing GGP contained in the Investment Agreements or Existing GGP shall have taken any action which, in each case, would result in a failure of a closing condition to the obligation of such Plan Sponsor set forth in the Investment Agreement and cannot be cured prior to the termination date, after written notice to Existing GGP of such breach and the intention to terminate such Investment Agreement; provided, however, that such right to terminate shall not be available to a Plan Sponsor if the Plan Sponsor has breached in any material respect its obligations under its respective Investment Agreement;
  - if any shares of Existing GGP common stock underlying the warrants that Existing GGP issued to such Plan Sponsor pursuant to the Investment Agreement cease at any time to be authorized for issuance on a U.S. national securities exchange;
  - if Existing GGP consummates a competing transaction (within the meaning of the Investment Agreements) or on or after November 1, 2010 enters into an agreement or files any pleading or document with the Bankruptcy Court, in each case, evidencing its decision to support a competing transaction;
  - if Existing GGP or any of its subsidiaries issues any shares of its common stock or New GGP common stock (or securities convertible into or exchangeable or exercisable for Existing GGP common stock or New GGP common stock) at a purchase price (or conversion, exchange or, exercise price, as applicable) of less than $10.00 per share (net of all underwriting and other discounts, fees and any other compensation and related expenses) or converts any claim against any of the TopCo Debtors into New GGP common stock at a conversion price less than $10.00 per share (in each case, other than, among other exceptions, (a) pursuant to the exchange of Existing GGP common stock for New GGP common stock, (b) the issuance of shares pursuant to the exercise of employee stock options or (c) the issuance of shares to existing holders of Existing GGP common stock and the Plan Sponsors, in each case, pursuant to a rights offering as described above);
  - if the Bankruptcy Court shall have entered a final and non-appealable order denying confirmation of the Plan; or
  - if the applicable Investment Agreement or the Plan is revised or modified (except as otherwise permitted pursuant to the Investment Agreement) by Existing GGP or an order of the Bankruptcy Court or other court of competent jurisdiction in a manner that is unacceptable to the Plan Sponsors or a plan of reorganization with respect to the TopCo Debtors involving the transactions contemplated by the respective Investment Agreement that is unacceptable to such Plan Sponsor is filed by the TopCo Debtors with the Bankruptcy Court or another court of competent jurisdiction.

Prior to the entry of the confirmation order, Existing GGP may terminate an Investment Agreement, upon notice to the applicable Plan Sponsor, for any reason or no reason, effective as of such time as shall be specified in such notice. However, it is a condition to both Fairholme's and Pershing Square's obligations that the transactions contemplated under the investment agreement with Brookfield Investor are consummated. Similarly, if the investment agreement either with Fairholme or with Pershing Square is terminated, the other would not be obligated to fund under its investment agreement unless an acceptable substitute investor is found.

It is a condition to the mandatory exchange of the notes and the release of the proceeds of this offering from the escrow account that, among other things, the Effective Date of the Plan has occurred and the closing under the investment agreement with Brookfield Investor as in effect on the date of this prospectus (as the same may be amended from time to time, provided that all such amendments, taken as a whole, are not materially adverse to New GGP) has occurred or occurs simultaneously with the mandatory exchange of the notes. The consummation of the investment agreements with Fairholme and Pershing Square is not a condition to the mandatory exchange, but Existing GGP will not be able to consummate the Plan if those or alternate funds are not available. If the mandatory exchange conditions, including the closing under the investment agreement with Brookfield Investor and the consummation of the Plan, are not satisfied, New GGP will redeem the notes in whole at a redemption price in cash equal to 100% of the aggregate principal amount of the notes, plus accrued interest to, but not including, the redemption date.

Non-Control Agreements. The Investment Agreements contemplate that the Plan Sponsors will enter into "Non-Control Agreements" with respect to New GGP that would set forth, among other things (a) the size of, the minimum number of independent directors on, and the composition of the nominating committee of, New GGP's board of directors, (b) voting for directors and certain other matters, (c) required approvals for (1) certain change in control transactions and related-party transactions involving the applicable Plan Sponsor and (2) the applicable Plan Sponsor to increase its percentage ownership in the applicable company above an agreed cap, and (d) transfers of shares of the applicable company by the Plan Sponsor. Specifically, the non-control agreements contemplate the following:

- so long as a Plan Sponsor beneficially owns more than 10% of the outstanding New GGP common stock, such Plan Sponsor will support the following principles: the New GGP board of directors having a majority of independent directors, the nominating committee will consist of a majority of members not affiliated with or nominated by the Plan Sponsors and, the New GGP board of directors will have nine members not to be increased or reduced, unless approved by 75% of the board;
- with respect to voting,
  - in connection with a proposed merger or similar transaction, if the New GGP board of directors recommends a stockholder vote against such transaction, Brookfield Investor may vote only 30% of its shares in favor, and shares in excess of 30% generally must be voted in proportion to the other stockholders;
  - affiliate transactions require approval of a majority of disinterested directors;
  - for Brookfield Investor and Pershing Square in connection with a vote for the election of directors and for Fairholme, in connection with any vote, (a) Brookfield Investor may vote its shares for its designees and must otherwise vote its shares in proportion to the other stockholders, and (b) Fairholme and Pershing Square may each vote 10% of its shares as it wishes, but each must vote the rest of its shares in proportion to the other stockholders;
- in connection with any stockholder vote relating to any change of control, if the New GGP board recommends that stockholders are to approve the transaction, Brookfield Investor may vote against or in favor of such transaction in its sole discretion, and, if the New GGP board recommends that the stockholders are not to approve the transaction, Brookfield Investor may vote (a) against the transaction, or (b) in favor of the transaction, provided that if Brookfield Investor owns more than 30% of New GGP common stock on a fully diluted basis, Brookfield Investor must vote its shares in excess of 30% in proportion to votes cast;

- subject to certain exceptions, the Plan Sponsors may not acquire beneficial ownership of or an economic interest in New GGP common stock that is greater than:
  - in the case of Brookfield Investor, 45% of the outstanding New GGP common stock;
  - in the case of Pershing Square, the lesser of (a) 25% of the outstanding New GGP common stock and (b) the sum of 5% and the percentage of the outstanding New GGP common stock owned by Pershing Square as of the Effective Date; and
  - in the case of Fairholme, the lesser of (a) 30% of the outstanding New GGP common stock and (b) the sum of 5% and the percentage of the outstanding New GGP common stock owned by Fairholme as of the Effective Date;
- unless approved by a majority of independent directors, none of the Plan Sponsors may sell or otherwise transfer New GGP common stock if transferee would beneficially own more than 10% of New GGP common stock then outstanding, except for (a) transfers to affiliates or third-parties that agree to ownership and voting restrictions, (b) registered offerings that are widely distributed, (c) Rule 144 sales, (d) mergers or other transactions approved by the New GGP board and a majority of all stockholders and (e) tender offers in which all other stockholders are allowed to sell on the same terms.

A non-control agreement will terminate (a) upon mutual agreement, if approved by a majority of the disinterested directors, (b) if stockholders other than the Plan Sponsors own more than 70% of shares of New GGP common stock then outstanding and the applicable Plan Sponsor owns less than 15% of shares of New GGP common stock then outstanding, (c) if the applicable Plan Sponsor owns less than 10% of shares of New GGP common stock then outstanding, (d) upon a change of control not involving the applicable Plan Sponsor, or (e) upon the sale of all or substantially all of the assets or voting securities of New GGP.

Transfer Restrictions. Brookfield Investor is subject to lock-up restrictions on its ability to sell, transfer or dispose of its shares of New GGP common stock and its Permanent Warrants for 18 months following the Effective Date (the "lock-up period"). In the first six months of the lock-up period, Brookfield Investor may not sell, transfer or dispose of any shares of New GGP common stock or its Permanent Warrants. In the second six months of the lock-up period, Brookfield Investor may sell, transfer or dispose of up to an aggregate of 8.25% of its shares of New GGP common stock and up to an aggregate of 8.25% of its Permanent Warrants. In the final six months of the lock-up period, Brookfield Investor may sell, transfer or dispose of up to an aggregate of 16.5% of its shares of New GGP common stock and up to an aggregate of 16.5% of its Permanent Warrants (in each case including any shares transferred or sold during the second six months of the lock-up period). After 18 months following the Effective Date, Brookfield Investor will not be restricted from any transfer of its shares of New GGP common stock and the Permanent Warrants.

Registration Rights Agreements. In addition, the Investment Agreements provide that each of the Plan Sponsors will enter into registration rights agreements with respect to their securities in New GGP and Spinco. See "Certain Relationships and Related Party Transactions—Plan of Reorganization Agreements—Registration Rights Agreements."

Investment Agreement—Texas Teachers

Existing GGP has also entered into an investment agreement with Texas Teachers, pursuant to which Texas Teachers is committed to fund $500 million for new equity capital of New GGP at a value of $10.25 per share. Existing GGP may use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related considerations) to reduce the amount of New GGP common stock sold to Texas Teachers by up to 50% (or approximately $250 million) prior to the Effective Date or to repurchase up to 50% of the shares to be sold to Texas Teachers (or approximately $250 million) for up to 45 days after the Effective Date at a price of $10.25 per share. Texas Teachers is committed to make the investment until December 31, 2010, provided that this date may be extended in certain circumstances to January 31, 2011. If the Texas Teachers investment agreement is terminated in connection with the termination of the investment agreement with Brookfield Investor or by Existing GGP in connection with a sale of $500 million of shares of New GGP common stock at a price not less than $10.50 per share, Existing GGP will pay Texas Teachers a termination fee of $15 million and reimburse its expenses up to $1 million. Texas Teachers' investment is subject to the satisfaction of closing conditions that are similar to, but less restrictive than, those in the Plan Sponsors' Investment Agreements. Texas Teachers will receive customary piggyback registration rights pursuant to a registration rights agreement.

We cannot assure you that the transactions contemplated by the Investment Agreements or the Texas Teachers investment agreement will be consummated on the terms described herein or at all.

Mandatorily Exchangeable Notes Offering

We expect to use the net proceeds of this offering to replace $2.15 billion of the financing commitments for New GGP as contemplated by the Investment Agreements and the Texas Teachers investment agreement described above.

Credit Facilities

In the event that the Bankruptcy Court determines that reinstatement of the Rouse notes as contemplated by the Plan is not permitted, we expect to enter into a new $1.5 billion five-year secured term loan to provide the additional funding necessary to consummate the Plan. Although entry into the term loan is not a condition to the Investment Agreements, the consummation of the Plan is a condition, and the funds provided by the term loan would be necessary for emergence under the Plan if certain debt is not reinstated or the backstop committed by the Plan Sponsors is not provided.

We also expect to enter into a revolving credit facility providing for revolving loans in the amount of $300.0 million, none of which is expected to be used to consummate the Plan.

Spinco Note and Indemnity

If issued on the Effective Date, the Spinco Note will be a five year, interest bearing, unsecured promissory note payable by Spinco or one of its subsidiaries to New GGP or one of its subsidiaries. Whether a Spinco Note will be issued on the Effective Date and the amount of the Spinco Note if issued are determined based on

- the amount of Closing Date Net Debt (described below) as compared to Target Net Debt (described below),
- the amounts paid in respect of the Hughes heirs obligations, and
- the amount of any Offering Premium.

Closing Date Net Debt is calculated as

- Proportionally Consolidated Debt (described below) plus any accrued and unpaid interest thereon plus any new corporate debt to be raised upon the Effective Date, less
- the Reinstatement Adjustment Amount (described below) plus
- the Permitted Claims Amount (described below) less
- the amount of Proportionally Consolidated Debt attributable to assets of the Existing GGP, its subsidiaries and other persons in which Existing GGP, directly or indirectly, holds a minority interest sold, returned, abandoned, conveyed, transferred or otherwise divested during the period

between the date of the Investment Agreements and through the closing, but excluding any deficiency, guaranty or other similar claims associated with the Special Consideration Properties, less

- the amount of Proportionally Consolidated Unrestricted Cash (described below); provided, however, that the net proceeds attributable to sales of assets of the Existing GGP, its subsidiaries and other persons in which Existing GGP, directly or indirectly, holds a minority interest sold, returned, abandoned, conveyed, or otherwise transferred during the period between the date of the Investment Agreements and through the closing shall be deducted prior to subtracting Proportionally Consolidated Unrestricted Cash.

Target Net Debt is defined in the Investment Agreements as equal to $22,970,800,000.

Proportionally Consolidated Debt means consolidated debt of Existing GGP less

- all debt of subsidiaries of Existing GGP that are not wholly-owned and other persons in which Existing GGP, directly or indirectly, holds a minority interest, to the extent such debt is included in consolidated debt, plus

- Existing GGP's share of debt for each non-wholly owned subsidiary of Existing GGP and each other person in which Existing GGP, directly or indirectly, holds a minority interest based on Existing GGP's pro-rata economic interest in each such subsidiary or person or, to the extent to which Existing GGP is directly or indirectly (through one or more subsidiaries or persons) liable for a percent of such debt that is greater than such pro-rata economic interest in such subsidiary or person, such larger amount; provided, however, for purposes of calculating Proportionally Consolidated Debt, the debt of the Brazilian entities shall be deemed to be $110,437,781.

The Reinstatement Adjustment Amount is calculated as the total amount of Corporate Level Debt less the total amount of Corporate Level Debt to be reinstated on the Effective Date. Corporate Level Debt consists of the sum of the TopCo Debtors' unsecured debt, the DIP Facility and other debt (in each case, including any existing accrued and unpaid interest thereon). The DIP Facility is that certain Senior Secured Debtor in Possession Credit, Security and Guaranty Agreement among Existing GGP, as co-borrower, GGPLP, as co-borrower, certain of their subsidiaries, as guarantors, the agent and the lenders party thereto.

The Permitted Claims Amount is as of the Effective Date, an amount equal to the sum of, without duplication,

- the aggregate amount of accrued and unpaid permitted claims that have been allowed (by order of the Bankruptcy Court or pursuant to the terms of the Plan) as of the Effective Date, plus

- the aggregate amount of the reserve to be estimated pursuant to the Plan with respect to accrued and unpaid permitted claims that have not been allowed or disallowed (in each case by order of the Bankruptcy Court or pursuant to the terms of the Plan) as of the Effective Date (the "Reserve"), plus

- the aggregate amount of the Spinco setup costs (other than professional fees and disbursements of financial, legal and other advisers and consultants retained in connection with the administration and conduct of Chapter 11 Cases) as of the Effective Date; provided, however, that there shall be no duplication with any amounts otherwise included in Closing Date Net Debt.

Proportionally Consolidated Unrestricted Cash means the consolidated unrestricted cash of Existing GGP less

- all unrestricted cash of subsidiaries of the Existing GGP that are not wholly-owned and persons in which Existing GGP, directly or indirectly, owns a minority interest, to the extent such unrestricted cash is included in consolidated unrestricted cash of the Existing GGP, plus

- Existing GGP's share of unrestricted cash for each non-wholly owned subsidiary of Existing GGP and persons in which Existing GGP, directly or indirectly, owns a minority interest based on Existing GGP's pro-rata economic interest in each such subsidiary or person; provided, however, for purposes of calculating Proportionally Consolidated Unrestricted Cash (described below), the unrestricted cash of the Brazilian entities shall be deemed to be $82,000,000, provided, further, that any distributions of unrestricted cash made from the date of the Investment Agreements to the closing by Brazilian entities to Existing GGP or any of its subsidiaries shall be disregarded for purposes of calculating Proportionally Consolidated Unrestricted Cash.

If Closing Date Net Debt is less than Target Net Debt, then a net debt surplus amount will exist, the amount of which will be calculated as Target Net Debt less Closing Date Net Debt. If Closing Date Net Debt is greater than the Target Net Debt, then a net debt excess amount will exist, the amount of which will be calculated as Closing Date Net Debt less Target Net Debt.

The Spinco Note Amount is equal to: (i) if there is a net debt excess amount, then the net debt excess amount plus the amount paid in respect of the Hughes heirs obligations to the extent satisfied with assets of Existing GGP (including cash not paid prior to the Effective Date or shares of common stock of New GGP, but excluding assets to be contributed to Spinco) or (ii) if there is a net debt surplus amount, then the amount paid in respect of the Hughes heirs obligations (to the extent satisfied in assets described in clause (i)) less 80% of the net debt surplus amount; provided, however, that in no event will the Spinco Note Amount be less than zero.

To the extent that a Spinco Note is issued on the Effective Date, then the principal amount of the note is subject to adjustment under certain circumstances described in the Investment Agreements. These adjustments include a reduction (but not below zero) in the principal amount of the Spinco Note by 80% of the aggregate Offering Premium (as defined below) on the 30th day following the Effective Date and from time to time upon receipt of any offering premium until the last to occur of 45 days after the Effective Date, the settlement date for any shares of our common stock sold to Pershing Square pursuant to the put right described above and the maturity date of the Pershing Square Bridge Note (the "Offering Premium Period"). "Offering Premium" means, with respect to any shares of common stock of New GGP issued for cash on or prior to the Effective Date (and which would include the shares of New GGP common stock issuable upon exchange of the notes offered hereby), together with shares of New GGP common stock issued in certain liquidity issuances completed within the Offering Premium Period, the per share offering price of New GGP common stock in the offering (net of all underwriting and other discounts, fees or other compensation and related expenses) less $10.00; multiplied by the number of shares sold.

As disputed permitted claims are resolved and paid, the New GGP Board may determine that the remaining amount of the reserve (an estimated aggregate amount of certain categories of disputed claims) exceeds amounts necessary to pay remaining disputed claims, and if so, as a result of application of the Reserve Surplus Amount (described further below), the Spinco Note will be reduced by the amount of such excess. Finally, to the extent that Spinco is obligated to pay master planned community taxes for tax year 2010 and is not eligible for indemnification from New GGP due to the Indemnity Cap (described below), then New GGP may pay the taxes and the Spinco Note Amount will be increased by the amount New GGP pays. If a Spinco Note was not issued on the Effective Date, but New GGP pays such taxes, then Spinco will issue a note at that time on the same terms as the Spinco Note.

The Reserve Surplus Amount, which is calculated on a quarterly basis, is equal to the reserve less (i) the amount of permitted claims originally included in the reserve, but, as of the time of calculation, resolved and paid less (ii) the amount of reserve the New GGP board elects to retain with respect to any remaining disputed permitted claims. Any amounts applied to adjust the Spinco Note Amount in a prior quarter cannot be applied in subsequent quarters to further reduce the note.

Based on currently available information, we do not expect a Spinco Note to be issued.

Tax Indemnity. Pursuant to the Investment Agreements, New GGP will indemnify Spinco from and against 93.75% of any and all losses, claims, damages, liabilities and reasonable expenses to which Spinco and its subsidiaries become subject, in each case solely to the extent directly attributable to MPC Taxes (as defined in the Investment Agreements) in an amount up to the Indemnity Cap. The Indemnity Cap is calculated as the lesser of (a) $303,750,000 and (b) the Excess Surplus Amount. The Excess Surplus Amount is determined using a complex formula described in the Investment Agreements.

Treatment of Certain Claims under the Plan

The Plan provides for the treatment of administrative expense claims, prepetition claims and equity interests against and in the TopCo Debtors. The following is a summary of the proposed treatment under the Plan of certain allowed prepetition and postpetition claims against and interests in the TopCo Debtors, in full and complete satisfaction of the TopCo Debtors' obligations in respect thereto, although no assurance can be given as to what the final terms of the confirmed plan of reorganization will be:

- each holder of an administrative expense claim will receive in exchange for such claim an amount in cash equal to the allowed amount of such claim or such other treatment as agreed to by the holder of such claim and the TopCo Debtors;

- each holder of a priority tax claim will receive at the TopCo Debtors' election, in exchange for (a) on the Effective Date, cash equal to the allowed amount of such claim or (b) regular installments of cash over a five year period or (c) such other treatment as agreed to by the holder of such claim and the TopCo Debtors;

- each holder of a secured tax claim will receive in exchange for such claim (a) on the Effective Date, cash equal to the allowed amount of such claim or (b) regular installments of cash over a five year period or (c) such other treatment as agreed to by the holder of such claim and the TopCo Debtors;

- each holder of a claim or other obligations arising under the Senior Secured Debtor in Possession Credit, Security and Guaranty Agreement dated as of July 23, 2010 among Barclays Bank, PLC, as the administrative and collateral agent, Existing GGP and GGP LP, as the Borrowers and the other entities from time to time parties thereto, or the DIP Facility, will receive in exchange for such claim an amount in cash equal to the allowed amount of such claim or at the TopCo Debtors' option shares of New GGP common stock in accordance with the terms of the order approving the DIP Facility or on such other terms as the DIP Facility lenders and the TopCo Debtors may agree and the DIP Facility shall be terminated;

- each holder of a priority non-tax claim will receive in exchange for such claim an amount in cash equal to the allowed amount of such claim or such other treatment as agreed to by the holder of such claim and the TopCo Debtors;

- each holder of a mechanics' lien claim will receive in exchange for such claim an amount in cash equal to the allowed amount of such claim plus any amounts allowed and required to be paid pursuant to section 506(b) of the Bankruptcy Code, including post-petition interest;

- each holder of other secured claims will either be reinstated and rendered unimpaired, receive cash in an amount equal to the allowed amount of such claim plus any interest allowed and required to be paid pursuant to the Bankruptcy Code, receive the collateral securing its allowed secured claim or such other treatment as agreed to by the holder of such secured claim and the TopCo Debtors;

- each holder of the $200 million aggregate principal amount of 8.00% notes due 2009 issued by Rouse and the $400 million aggregate principal amount of 3.625% notes due 2009 issued by Rouse will receive in exchange for such claim an amount in cash equal to the allowed amount of such claim;
- the $400 million aggregate principal amount of 7.20% notes due 2012 issued by Rouse, the $800 million aggregate principal amount of 6 3/4% notes due 2012 issued by Rouse and TRC Co-Issuer, Inc., and the $450 million aggregate principal amount of 5.375% notes due 2013 issued by Rouse will (a) be cured and (i) reinstated in accordance with section 1124 of the Bankruptcy Code or (ii) holders of such notes may elect to receive $1,000 in principal amount of new five-year notes bearing an interest rate of 6 3/4% for each $1,000 principal amount of notes currently held or (b) at our option receive such other treatment so as to be unimpaired under section 1124 of the Bankruptcy Code;
- each holder of a claim arising out of or in connection with that certain loan made to Existing GGP, GGPLP, and GGPLP L.L.C, as borrowers under the second amended and restated credit agreement dated as of February 24, 2006, under which U.S. Bank, National Association is the Administrative Agent will receive an amount in cash equal to the allowed amount of such claim;
- the GGP Exchangeable Notes will (i) be (A) cured and reinstated in accordance with section 1124 of the Bankruptcy Code or (B) at the option of such holders, satisfied in cash for the principal amount plus accrued interest at the stated non-default contract rate or (ii) at our option receive such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;
- the Trust Preferred Securities and associated junior subordinated notes will be cured and reinstated in accordance with section 1124 of the Bankruptcy Code or receive such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;
- each holder of a general unsecured claim will receive an amount of cash equal to the allowed amount of such claim with postpetition interest;
- the claims arising out of that certain promissory note, dated February 8, 2008, by GGPLP in favor of the comptroller of the State of New York will be cured and reinstated in accordance with section 1124 of the Bankruptcy Code or shall receive such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;
- the claims arising out of that certain promissory note, dated November 15, 2007, by GGPLP in favor of Ivanhoe Inc. will be cured and reinstated in accordance with section 1124 of the Bankruptcy Code or receive such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;
- at the election of the TopCo Debtors the joint venture agreement between GGP LP and TRS JV Holdco, LLC will be assumed, and the TopCo Debtors shall make any cure payments required thereunder or receive such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;
- at the election of the TopCo Debtors, the holders of allowed project level debt guaranty claims will receive a replacement guaranty or such other treatment under the Plan as contemplated by the confirmed plans;
- each holder of a Hughes heirs obligation will receive (i) (A) its pro rata share of such obligations paid at our option in (a) a note, (b) New GGP common stock and/or Spinco common stock, and/or (c) cash; or (B) such other property as may be agreed by the us and such holders or (ii) such other treatment as to be unimpaired under section 1124 of the Bankruptcy Code;

- each holder of an intercompany claim will be adjusted, continued, settled, discharged or eliminated to the extent determined appropriate by the TopCo Debtors, in their sole discretion;
- the holder of GGPLP LLC preferred equity interests will receive (a) (i) a distribution of cash based on its share of dividends accrued and unpaid prior to the Effective Date less any amounts as a result of tax withholding and (ii) reinstatement of its preferred units in reorganized GGPLP LLC, which shall be in the same number of preferred units in reorganized GGPLP LLC as it held as of the record date in GGPLP LLC or (b) if the Bankruptcy Court determines that holders of such interests are impaired, such other treatment as is required under section 1129(b) of the Bankruptcy Code;
- holders of GGPLP preferred equity interests will receive (a) (i) a distribution of cash based on their pro rata share of dividends accrued and unpaid prior to the Effective Date less any amounts as a result of tax withholding, (ii) reinstatement of their preferred equity interests in reorganized GGPLP, which will result in their holding the same number of preferred equity interests in reorganized GGPLP as they held as of the record date in GGPLP; provided, however, that any prepetition direct or indirect redemption rights which may have, at Existing GGP's option, been satisfied in shares of common stock of Existing GGP or 8.5% Cumulative Convertible Preferred Stock, Series C of Existing GGP, as applicable, will, in accordance with the applicable provisions of their prepetition agreements, subsequently be satisfied, at New GGP's option, in shares of common stock of New GGP common stock or New GGP Series C preferred stock, as applicable, on terms consistent with such prepetition agreements; and (iii) a pro rata amount of Spinco common stock as if such holder of GGPLP preferred equity units had converted to GGPLP common units immediately prior to the distribution record date or (b) if the Bankruptcy Court determines that holders of such interests are impaired, such other treatment as is required under section 1129(b) of the Bankruptcy Code less any applicable tax withholding as required by the applicable agreements;
- holders of GGPLP common units will receive (a) a distribution of cash equal to $.019 per unit and may elect between (i) reinstatement of such common units in reorganized GGPLP, which shall be the same number of common units as they held in GGPLP as of the record date, provided, however, that any prepetition redemption or conversion rights, as applicable, held by such GGPLP common unit holders which Existing GGP had the obligation or option, as applicable, to satisfy in shares of Existing GGP common stock, shall, in accordance with the applicable provisions of their prepetition agreement, subsequently be satisfied, at New GGP's option or obligation, in shares of New GGP common stock on conversion or redemption terms consistent with such prepetition agreements, plus a pro rata amount of Spinco common stock on account of such holder's GGPLP common units or (ii) being deemed to have converted or redeemed, as applicable, their GGPLP common units effective the day prior to the record date in exchange for Existing GGP common stock on terms consistent with such holder's prepetition agreements, thereby receiving such treatment as if such holder owned GGP common stock on the record date or (b) if the Bankruptcy Court determines that the holders of such interests are impaired such other treatment as is required under section 1129(b) of the Bankruptcy Code, in each case less any applicable tax withholding as required by the applicable agreements;
- holders of preferred stock in Existing GGP's subsidiary-Debtor REITs will receive (i) a distribution of cash based on their pro rata share of dividends accrued and unpaid prior to the Effective Date (if any) and (ii) reinstatement of such preferred stock in the same number as they held as of the record date;
- each holder of common stock of Existing GGP will receive one share of common stock of New GGP and 0.0983 shares of common stock of Spinco subject to certain adjustments; and
- on or after the Effective Date, the agreements governing Existing GGP's outstanding options will be assumed.

Confirmation of the Plan

In order for the TopCo Debtors to successfully emerge from bankruptcy protection, the Bankruptcy Court must first confirm a plan of reorganization with respect to the TopCo Debtors that satisfies the requirements of the Bankruptcy Code.

In order for the Plan to be confirmed by the Bankruptcy Court pursuant to section 1129(b) of the Bankruptcy Code, at least one class of impaired claims must accept the Plan, determined without including votes to accept the Plan cast by "insiders," as that term is defined in section 101(31) of the Bankruptcy Code. A class of claims has accepted a plan of reorganization if such plan of reorganization has been accepted by creditors that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors that have accepted or rejected such plan of reorganization. The Plan Sponsors support the Plan.

Under the Bankruptcy Code, the exclusive period in which the TopCo Debtors may file a plan of reorganization is 120 days from the date of the filing of the petition. The exclusive period in which the TopCo Debtors may solicit acceptances for any plan of reorganization is initially 180 days from the date of the filing of the petition. The Bankruptcy Code provides that the Bankruptcy Court may extend the 120-day exclusivity period up to 18 months after the petition date and the 180-day solicitation exclusivity period up to 20 months after the petition date. The TopCo Debtors' exclusive period to file a plan of reorganization has been extended to July 15, 2010 and their exclusive period to solicit acceptances of a plan has been extended to September 15, 2010, subject, in each case, to further extension. Existing GGP filed a motion to extend the exclusive period in which to file the Plan through October 19, 2010 and its exclusive period to solicit acceptances of the Plan through December 16, 2010. If the TopCo Debtors' exclusivity periods expire, other parties in interest would be able to file their own plans of reorganization and solicit acceptances in connection therewith.

To the extent that there are material changes to the Plan or the Effective Date, information based upon these assumptions could be materially different. The mandatory exchange of the notes into common stock of New GGP and the release of the escrow funds to New GGP is conditioned upon the consummation of the Plan and certain other conditions.

Conditions Precedent to Consummation of the Plan

Certain important conditions precedent to the Plan, which have not yet been satisfied, include:

- the confirmation order having been entered and the Plan having been approved by the Bankruptcy Court, in each case, in form and substance reasonably satisfactory to certain constituents in the Chapter 11 Cases, and the confirmation order is not subject to any stay;

- the receipt of all governmental and regulatory approvals or rulings that may be necessary for the consummation of the Plan or that are required by law, regulation or order;

- all actions and all agreements, instruments or other documents necessary to implement the terms and provisions of the Plan shall have been effected or executed and delivered, as applicable, in form and substance satisfactory to each such TopCo Debtor;

- all authorizations, consents and approvals determined by each applicable TopCo Debtor to be necessary (including to the extent applicable, any consents required pursuant to the Investment Agreements) to implement the Plan shall have been obtained;

- the Certificates of Incorporation for New GGP shall be filed with the Secretary of State of the State of Delaware or such other applicable jurisdiction contemporaneously with the Effective Date; and

- any other actions Existing GGP determines are necessary to implement the terms of the Plan shall have been taken.

Impact of Confirmation of the Plan

On the Effective Date, the terms of the Plan confirmed by the Bankruptcy Court will be binding upon the TopCo Debtors and all other parties affected by the Plan. Parties will have a period of time following the confirmation of the Plan to file a notice of appeal with respect to such confirmation order. Even if a notice of appeal is timely filed, the TopCo Debtors expect to proceed with the consummation of the Plan in accordance with its terms, unless the party seeking the appeal also obtains a stay of implementation of the Plan pending the appeal of the confirmation order, in which event the TopCo Debtors will not be able to implement the terms of the Plan unless and until the stay is lifted. An appeal of the confirmation order may be initiated even if there is no stay pending appeal of the confirmation order and, in such circumstances, the appeal may be dismissed as moot if the TopCo Debtors have implemented the Plan to the point of "substantial consummation." In determining whether a plan has been "substantially consummated," courts considering bankruptcy appeals under such circumstances have sough to determine whether implementation of the plan has progressed to a point at which fundamental changes in the plan as a result of any appeals being upheld would jeopardize its success.

Restructuring Transactions

A series of restructuring transactions will occur pursuant to the Plan. On the Effective Date, a newly-formed indirect subsidiary of New GGP will merge with and into Existing GGP, with Existing GGP continuing as the surviving corporation. As consideration for the merger, the common stock of Existing GGP will be exchanged for the common stock of New GGP. Existing GGP will become an indirect subsidiary of New GGP. New GGP will become the successor registrant to Existing GGP and will have its common stock listed on the NYSE in lieu of Existing GGP. New GGP will change its name to General Growth Properties, Inc. and Existing GGP will change its name to GGP, Inc. See "Prospectus Summary—Corporate Structure" for our corporate structure following the consummation of the Plan.

Bankruptcy Reporting Requirements

As a result of the Chapter 11 Cases, the TopCo Debtors are required to file various documents with, and provide certain information to, the Bankruptcy Court and various third parties, including statements of financial affairs, schedules of assets and liabilities, and monthly operating reports in forms prescribed by federal bankruptcy law, as well as certain financial information on an unconsolidated basis. Such materials are prepared according to requirements of the Bankruptcy Code. Although such materials accurately provide then-current information required under the Bankruptcy Code, they are nonetheless unconsolidated, unaudited and are prepared in a format different from that used in Existing GGP's consolidated financial statements filed under the securities laws. Accordingly, we believe that the substance and format do not allow meaningful comparison with Existing GGP's regular publicly disclosed consolidated financial statements. Moreover, the materials filed with the Bankruptcy Court are not prepared for the purpose of providing a basis for an investment decision relating to our securities or for comparison with other financial information that Existing GGP files with the SEC.

USE OF PROCEEDS

We estimate that the net proceeds to us from our sale of the notes in this offering will be $ million ($ million if the underwriters exercise the over-allotment option in full), after deducting underwriting discounts and commissions and estimated expenses payable by us in connection with this offering. The gross proceeds from this offering will be deposited into an escrow and securities account as described in "Description of Notes—Escrow." If the conditions to the mandatory exchange described in "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange" are not met, the gross proceeds, together with cash on hand, if necessary, of this offering will be used to repay the notes in accordance with their terms, and we will not receive any proceeds of this offering.

We expect to use the net proceeds of this offering to replace $2.15 billion of the financing commitments for New GGP by Fairholme, Pershing Square and Texas Teachers and then to use such net proceeds to fund a portion of the Plan. The investment agreements with Fairholme, Pershing Square and Texas Teachers permit Existing GGP to use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration), to reduce the amount of New GGP common stock to be sold to Fairholme, Pershing and Texas Teachers, pro rata as between Fairholme and Pershing Square only, by up to 50% (or approximately $2.15 billion) prior to the effective date of the Plan.

PUBLIC MARKET FOR OUR COMMON STOCK

There is currently no public market for New GGP's common stock. Under the terms of the Investment Agreements, the Plan Sponsors have agreed to purchase shares of New GGP's common stock at a price of $10.00 per share upon Existing GGP's emergence from bankruptcy.

The common stock of Existing GGP, which will be a subsidiary of New GGP upon the consummation of the Plan and Existing GGP's emergence from bankruptcy, is listed on the NYSE under the symbol "GGP." From April 17, 2009 until February 24, 2010, Existing GGP's common stock was suspended from trading on and de-listed from the NYSE, and it traded on the Pink sheets under the symbol GGWPQ.

An application will be made to list New GGP's common stock on the NYSE under the symbol "GGP," and we expect that New GGP's common stock will trade on the NYSE as a successor to Existing GGP.

The following table summarizes the high and low bid quotations prices per share of Existing GGP's common stock as reported on the NYSE for the periods prior to April 16, 2009 and following February 24, 2010 and as reported on the Pink Sheets from April 17, 2009 until February 24, 2010. The Pink Sheet quotations reflect interdealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

	Stock Price	
Quarter Ended	**High**	**Low**
2010		
June 30	$ 16.84	$ 13.16
March 31	17.28	8.58
2009		
December 31	$ 13.24	$ 3.57
September 30	4.95	1.33
June 30	3.05	0.48
March 31	2.26	0.32
2008		
December 31	$ 15.00	$ 0.24
September 30	35.17	13.37
June 30	44.23	34.75
March 31	42.31	30.20

As of August 31, 2010, the closing price of Existing GGP's common stock was $14.07, and Existing GGP had 4,606 holders of common stock.

DIVIDEND POLICY

New GGP has not paid any dividends on its common stock. New GGP has agreed to elect to be treated as a REIT in connection with the filing of its tax return for the year in which Existing GGP emerges from bankruptcy, subject to New GGP's ability to meet the requirements of a REIT at the time of election. A REIT must distribute 100% of its capital gains and ordinary income to its shareholders in order to maintain its REIT status and avoid entity level U.S. federal income taxes. For 2010 and 2011, New GGP expects to make 90% of this distribution in New GGP common stock and 10% in cash. Thereafter, New GGP expects to make a maximum of 80% of this distribution in New GGP common stock and a minimum of 20% of this distribution in cash; however New GGP may change this election.

Existing GGP, which will be a subsidiary of New GGP following the consummation of the Plan and Existing GGP's emergence from bankruptcy, declared a dividend of $0.19 per share of common stock (to satisfy REIT distribution requirements for 2009) in the fourth quarter of 2009 payable in a combination of cash and Existing GGP common stock, provided that the cash component of the dividend could not exceed 10% in the aggregate. As a result of stockholder elections, on January 28, 2010, Existing GGP paid approximately $6.0 million in cash. Existing GGP's Board of Directors had suspended its dividend in October 2008 and, accordingly, there were no Existing GGP dividends declared or paid from the fourth quarter of 2008 through the third quarter of 2009. There were no repurchases of Existing GGP's common stock during 2009 or to date during 2010.

No Existing GGP quarterly or other dividends were paid for the six months ended June 30, 2009 and 2010.

Existing GGP intends to pay dividends on its common stock in the future to maintain its REIT status in a combination of cash and common stock.

The following table summarizes quarterly distributions per share of Existing GGP's common stock.

Declaration Date	Record Date	Payment Date	Amount
2009			
December 18	December 18	January 28, 2010(1)	$ 0.19
2008			
July 7	July 17	July 31	0.50
April 14	April 16	April 30	0.50
January 7	January 17	January 31	0.50

(1) As described above, the dividend was payable in a combination of cash and common stock with the cash component of the dividend paid not to exceed 10% in aggregate. Based upon the volume weighted average trading prices of the Existing GGP's common stock on January 20, 21 and 22, 2010 ($10.8455 per share), approximately 4.9 million shares of common stock were issued and approximately $5.9 million in cash (excluding cash for fractional shares) was paid to Existing GGP common stockholders on January 28, 2010.

CAPITALIZATION

The following table sets forth Existing GGP's cash and cash equivalents and capitalization as of June 30, 2010:

- on an actual basis; and
- on a pro forma basis to give effect to:
  - the transfer of certain assets and liabilities of Existing GGP to Spinco and the distribution of Spinco common stock to the Existing GGP stockholders and GGPLP common and preferred unitholders, in each case pursuant to the Plan;
  - the issuance of the $2.25 billion of notes offered by this prospectus assuming an exchange price of $ (the midpoint of the range set forth on the cover of this prospectus), the exchange of such notes for the common stock of New GGP and the resulting application of proceeds;
  - the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Existing GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors and Texas Teachers of $4.65 billion in the common stock of New GGP and the exchange of the common stock of Existing GGP for the common stock of New GGP on a one-for-one basis; and
  - the estimated adjustments required by the acquisition method of accounting as a result of the structure of the Plan Sponsors' investments.

This table should be read together with "Use of Proceeds," "Selected Historical Consolidated Financial and Other Data," "Unaudited Pro Forma Condensed Consolidated Financial Information," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Existing GGP's consolidated financial statements and the related notes, each included elsewhere in this prospectus.

	As of June 30, 2010	
(Dollars in thousands)	**Actual**	**Pro Forma**
Cash and cash equivalents(1)	$ 548,265	$ 638,344
Debt:		
Collateralized mortgages, notes and loans payable	17,389,300	17,016,143
Corporate and other unsecured terms loans(1)	6,530,706	1,559,061
Total mortgages, notes and loans payable	23,920,006	18,575,204
New Secured Term Loan(2)	—	—
New Revolving Credit Facility(3)	—	—
Notes offered hereby(4)	—	—
Total debt(1) (3) (4) (5) (6)	23,920,006	18,575,204
Common stock, (Actual: 875,000,000 shares authorized, par value $0.01 per share, 318,842,829 shares issued as of June 30, 2010; Pro forma: shares authorized, no par value, shares issued as of June 30, 2010)	3,188	—
Total stockholders' equity, less common stock(4)	795,413	10,210,015
Total capitalization(4)	$ 24,718,607	$ 28,785,219

(1) Represents the trust preferred securities and the series of the unmatured Rouse notes, which may be reinstated pursuant to the Plan (and/or replacement notes will be offered to holders of the Rouse notes pursuant to the Plan). In addition, pursuant to the Plan, holders of the GGPLP exchangeable

notes will have the option to either elect to receive the payment of par plus accrued and unpaid interest in cash in satisfaction of such GGPLP exchangeable notes or to have such GGPLP exchangeable notes reinstated. The table above assumes that all of the GGPLP exchangeable notes will be paid in cash, other than those held by the Plan Sponsors, which will be converted into New GGP common stock in accordance with the Investment Agreements. In the event that holders of the GGPLP exchangeable notes elect reinstatement rather than cash payment, up to $526.0 million of GGPLP exchangeable notes may remain outstanding, which reflects the amount of GGPLP exchangeable notes not held by the Plan Sponsors. To the extent that any of the GGPLP exchangeable notes are reinstated, our pro forma total debt and pro forma cash and cash equivalents would increase to the extent of any such excess.

(2) In the event that the Bankruptcy Court determines that reinstatement of certain indebtedness, including the unmatured Rouse notes, is not permitted, we expect to enter a new $1.5 billion five-year secured term loan to fund a portion of the Plan. See "Description of Other Indebtedness—Term Loan." The table above assumes that all such indebtedness has been reinstated and, therefore, no term loan is outstanding.

(3) We expect to enter into a revolving credit facility providing for revolving loans in the amount of $300.0 million, none of which is expected to be used to consummate the Plan. See "Description of Other Indebtedness—Revolving Credit Facility."

(4) Assumes that the notes are exchanged into shares of common stock of New GGP based on an exchange price of $ per share (the midpoint of the range set forth on the cover of this prospectus). Upon the satisfaction of the conditions set forth in "Description of Notes—Mandatory Exchange—Conditions to Mandatory Exchange," the notes will be mandatorily exchanged into shares of common stock of New GGP. If these conditions are not satisfied by the maturity date and in certain other circumstances, New GGP is required to redeem or repay the notes. See "Description of Notes—Mandatory Exchange—Mandatory Redemption." As a result, no amount of debt is reflected in the table above for the notes.

(5) New GGP's total debt and total equity is subject to change as a result of how certain claims and interest are treated under the Plan. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Treatment of Certain Claims under the Plan." In addition, there can be no assurances that the Plan and the other transactions described in this prospectus will be consummated on the terms described herein or at all and, as a result, the actual dollar amounts of equity and debt and the capitalization of New GGP may differ materially from the amounts set forth above. The exchange of the notes offered hereby into New GGP common stock is conditioned upon, among other things, our business having substantially the pro forma capitalization as described in this prospectus, subject to some exceptions.

(6) Includes fair value adjustments described in "Unaudited Pro Forma Condensed Consolidated Financial Information." The outstanding principal amount of such debt is approximately $599.4 million higher on an actual basis and $78.7 million higher on a pro forma basis than the amounts reflected in the table above. In addition, on the Effective Date and excluding the Special Consideration Properties, the outstanding principal amount of New GGP's indebtedness is expected to be approximately $20.2 billion, consisting of approximately $17.6 billion of consolidated debt and $2.5 billion of New GGP's share of debt of its Unconsolidated Real Estate Affiliates.

DILUTION

If you purchase notes in this offering, your ownership interest in our common stock issuable upon exchange of your notes will be diluted to the extent of the difference between the public offering (*i.e.* , exchange) price of the notes and the pro forma as adjusted net tangible book value per share of common stock, in each case on an as-exchanged basis.

As of June 30, 2010, our net tangible book value was approximately $822.5 million, or $2.59 per share. Our net tangible book value per share represents our total tangible assets less total liabilities, divided by the total number of shares of common stock outstanding. Pro forma net tangible book value per share gives effect to (i) the issuance of shares of our common stock to the Plan Sponsors and Teachers pursuant to the Investment Agreements and the Texas Teachers investment agreement, (ii) the distribution of the Spinco common stock pursuant to the Plan, and (iii) the issuance of shares of our common stock to stockholders of Existing GGP pursuant to the Plan.

Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of notes in this offering (*i.e.* , the exchange price) and the pro forma net tangible book value per share of our common stock immediately after the consummation of this offering on an as-exchanged basis.

After giving effect to the sale of notes and mandatory exchange of such notes at an assumed exchange price of $ (the midpoint of the range set forth on the cover of this prospectus), and after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value as of June 30, 2010 would have been approximately $, or $ per share.

This represents an immediate increase in pro forma net tangible book value of $ per share to the Plan Sponsors and Texas Teachers and an immediate dilution of $ per share to new investors purchasing notes in this offering at the public offering price.

The following table illustrates the dilution to new investors on an as exchanged basis:

Assumed public offering price per share		$
Pro forma net tangible book value per share as of June 30, 2010	$	
Increase in pro forma net tangible book value per share attributable to the sale of notes in this offering		
Pro forma as adjusted net tangible book value per share after this offering		
Dilution per share to new investors		$

A $1.00 increase (decrease) in the assumed exchange price of $ (the midpoint of the range set forth on the cover of this prospectus) would increase (decrease) our pro forma net tangible book value after this offering by $ million and increase (decrease) the dilution to new investors by $ per share, and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

The following table summarizes, as of June 30, 2010 on an as-exchanged basis, the total number of shares of our common stock we issued and sold, the total consideration we received and the average price per share paid to us by the Plan Sponsors and Texas Teachers and to be paid by new investors purchasing notes in this offering. The table assumes an exchange price of $ (the midpoint of the range set forth on the cover of this prospectus) and deducts underwriting discounts and commissions and estimated offering expenses payable by us:

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing GGP stockholders	317,392,890				N/A(1)
Plan Sponsors and Teachers		%	$	%	$
New investors					
Total		100%		100%	

(1) Existing GGP stockholders will receive one share of New GGP common stock for each share of Existing GGP common stock held by them pursuant to the Plan.

A $1.00 increase (decrease) in the assumed exchange price of $ (the midpoint of the range set forth on the cover of this prospectus) would increase (decrease) the total consideration per share paid by new investors by $.

The foregoing discussion and tables assume no exercise of outstanding warrants and stock options. On the Effective Date, New GGP will issue an aggregate of 120.0 million warrants to acquire New GGP common stock to the Plan Sponsors and Blackstone. See "Description of Common Stock—Warrants." As of June 30, 2010, there were options outstanding to purchase 5,160,801 shares of Existing GGP's common stock at a weighted average exercise price of $36.17 per share. On the Effective Date, New GGP will assume Existing GGP's option agreements. To the extent that any of these warrants or options are exercised, there may be further dilution to new investors.

In addition, we may choose to raise additional capital due to market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of such securities could result in further dilution to our stockholders.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table sets forth selected historical consolidated financial information and other data for Existing GGP for the periods presented. At the time of this offering, Existing GGP is our indirect parent company, but upon its emergence from bankruptcy, it will become our indirect subsidiary. Existing GGP will provide a guarantee of the notes offered hereby. The selected financial information as of December 31, 2009 and 2008 and for each of the three years in the period ended December 31, 2009 has been derived from Existing GGP's audited consolidated financial statements included elsewhere in this prospectus, and the selected financial information as of December 31, 2007, 2006 and 2005 and for each of the years ended December 31, 2006 and 2005 have been derived from Existing GGP's audited consolidated financial statements not included in this prospectus. The selected historical consolidated financial data as of June 30, 2010 and 2009 and for the six months ended June 30, 2010 have been derived from Existing GGP's unaudited consolidated financial statements included elsewhere in this prospectus, and the selected financial information for the six months ended June 30, 2009 has been derived from Existing GGP's unaudited consolidated financial statements not included in this prospectus, each of which has been prepared on a basis consistent with Existing GGP's audited financial statements. In the opinion of management, the historical unaudited operating and balance sheet data set forth below reflect all adjustments, consisting of normal and recurring adjustments, necessary for a fair statement of Existing GGP's financial position and results of operations for those periods. The results of operations for any interim period are not necessarily indicative of results for the full year or any other interim period. This financial information and other data should be read in conjunction with Existing GGP's audited and unaudited consolidated financial statements and notes thereto included in this prospectus.

The data below is presented on a historical basis and does not take into account the impact of the Plan or the other transactions described in this prospectus, including the distribution of Spinco as discussed in "Plan of Reorganization," and as a result, may not be comparable to our results following the consummation of the Plan. See "Unaudited Pro Forma Condensed Consolidated Financial Information."

The results indicated below and elsewhere in this prospectus are not necessarily indicative of our future performance. You should read this information together with "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Existing GGP's consolidated financial statements and related notes included elsewhere in this prospectus.

	Six Months Ended June 30,		Years Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
				(In thousands)			
Operating Data:							
Revenues:							
Minimum rents	$ 977,217	$ 997,816	$ 1,992,046	$ 2,085,758	$ 1,933,674	$ 1,753,508	$ 1,670,387
Tenant recoveries	429,838	457,710	883,595	927,332	859,801	773,034	754,836
Overage rents	17,793	15,806	52,306	72,882	89,016	75,945	69,628
Land and condominium sales	65,035	31,435	45,997	66,557	145,649	423,183	385,205
Management fees and other corporate revenues	33,988	40,719	75,851	96,495	119,941	131,423	106,002
Other	42,683	37,249	86,019	112,501	113,720	99,190	86,646
Total Revenues	1,566,554	1,580,735	3,135,814	3,361,525	3,261,801	3,256,283	3,072,704
Expenses:							
Real estate taxes	143,157	140,518	280,895	274,317	246,484	218,549	206,193
Property maintenance costs	62,032	49,459	119,270	114,532	111,490	104,147	96,581
Marketing	13,331	14,482	34,363	43,426	54,664	48,626	63,522
Other property operating costs	255,272	258,178	529,686	557,259	523,341	463,637	483,617
Land and condominium sales operations	69,232	32,464	50,807	63,441	116,708	316,453	311,815
Provision for doubtful accounts	9,946	19,179	30,331	17,873	5,426	22,078	13,868
Property management and other costs	83,949	85,609	176,876	184,738	198,610	181,033	144,526
General and administrative	13,306	14,112	28,608	39,245	37,005	18,800	15,539

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009	Years Ended December 31, 2009	2008	2007	2006	2005
				(In thousands)			
Strategic initiatives	—	64,013	67,341	18,727	—	—	—
Provisions for impairment	31,273	413,480	1,223,810	116,611	130,533	4,314	5,145
Litigation (benefit) provision	—	—	—	(57,145)	89,225	—	—
Depreciation and amortization	352,621	391,087	755,161	759,930	670,454	690,194	672,914
Total expenses	1,034,119	1,482,581	3,297,148	2,132,954	2,183,940	2,067,831	2,013,720
Operating income (loss)	532,435	98,154	$ (161,334)	$ 1,228,571	$ 1,077,861	$ 1,188,452	$ 1,058,984
Income (loss) from continuing operations	(61,687)	(562,725)	$ (1,303,861)	$ (36,372)	$ 347,597	$ 97,857	$ 107,856
Net income (loss) attributable to common shareholders of GGP	$ (65,871)	$ (554,481)	$ (1,284,689)	$ 4,719	$ 273,642	$ 59,273	$ 75,553
Basic earnings (loss) per share:							
Continuing operations	$ (0.21)	$ (1.78)	$ (4.11)	$ (0.16)	$ 1.12	$ 0.25	$ 0.27
Discontinued operations	—	—	—	0.18	—	—	0.05
Total basic earnings (loss) per share	$ (0.21)	$ (1.78)	$ (4.11)	$ 0.02	$ 1.12	$ 0.25	$ 0.32
Diluted earnings (loss) per share:							
Continuing operations	$ (0.21)	$ (1.78)	$ (4.11)	$ (0.16)	$ 1.12	$ 0.24	$ 0.27
Discontinued operations	—	—	—	0.18	—	—	0.05
Total diluted earnings (loss) per share	$ (0.21)	$ (1.78)	$ (4.11)	$ 0.02	$ 1.12	$ 0.24	$ 0.32
Dividends declared per share(1)	—	—	$ 0.19	$ 1.50	$ 1.85	$ 1.68	$ 1.49

	As of June 30, 2010	As of June 30, 2009	As of December 31, 2009	2008	2007	2006	2005
			(In thousands, except per share data)				
Balance Sheet Data							
Investment in real estate assets	$30,446,815	$31,367,316	$30,329,415	$31,733,578	$30,449,086	$26,160,637	$25,404,891
Total assets	27,837,383	29,120,257	28,149,774	29,557,330	28,814,319	25,241,445	25,307,019
Total debt	23,920,006	24,874,832	24,456,017	24,756,577	24,282,139	20,521,967	20,418,875
Redeemable preferred noncontrolling interests	120,756	120,756	120,756	120,756	223,677	345,574	372,955
Redeemable common noncontrolling interests	97,851	38,170	86,077	379,169	2,135,224	2,762,476	2,493,378
Stockholders' equity	798,601	1,643,315	822,963	1,836,141	(314,305)	(921,473)	(248,483)
Cash Flow Data(2)							
Operating activities	$ 365,428	$ 497,879	$ 871,266	$ 556,441	$ 707,416	$ 816,351	$ 841,978
Investing activities	(107,449)	(148,105)	(334,554)	(1,208,990)	(1,780,932)	(210,400)	(154,197)
Financing activities	(364,110)	(104,077)	(51,309)	722,008	1,075,911	(611,603)	(624,571)
Other Financial Data							
NOI(3)	$ 1,182,806	$ 1,114,092	$ 2,296,747	$ 2,565,784	$ 2,391,611	$ 2,405,327	$ 2,229,601
FFO(4):							
Operating Partnership	$ 341,771	$ (107,731)	$ (421,384)	$ 833,086	$ 1,083,439	$ 902,361	$ 891,696
Less: Allocation to Operating Partnership limited common unitholders	(7,667)	2,693	10,052	(136,896)	(190,740)	(161,795)	(165,205)
Existing GGP stockholders	$ 334,104	(105,038)	$ (411,332)	$ 696,190	$ 892,699	$ 740,566	$ 726,491
Ratio of earnings to fixed charges (5)	0.97x	0.28x	0.15x	1.03x	1.04x	1.06x	1.12x

The following is a reconciliation of NOI to operating income (loss):

	Six Months Ended June 30,		Years Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
				(In thousands)			
NOI	1,182,806	1,114,092	$ 2,296,747	$2,565,784	$2,391,611	$2,405,327	$2,229,601
Unconsolidated properties	(209,344)	(202,690)	(401,614)	(423,011)	$ (446,631)	(473,307)	(437,592)
Management and other fees	33,988	40,719	75,851	96,495	119,941	131,423	106,002
Property management and other costs	(83,949)	(85,609)	(176,876)	(184,738)	(198,610)	(181,033)	(144,526)
General and administrative	(13,306)	(14,112)	(28,608)	(39,245)	(37,005)	(18,800)	(15,539)
Strategic initiatives	—	(64,013)	(67,341)	(18,727)	—	—	—
Litigation benefit (provision)	—	—	—	57,145	(89,225)	—	—
Provisions for impairment	(31,273)	(304,789)	(1,115,119)	(76,265)	(2,933)	—	—
Depreciation and amortization	(352,621)	(391,087)	(755,161)	(759,930)	(670,454)	(690,194)	(672,914)
Noncontrolling interest in NOI of consolidated properties and other	6,134	5,643	10,787	11,063	11,167	15,036	(6,048)
Operating income (loss)	532,435	98,154	$ (161,334)	$1,228,571	$1,077,861	$1,188,452	$1,058,984

The following is a reconciliation of FFO to net income (loss) attributable to common stockholders:

	Six Months Ended June 30,		Years Ended December 31,				
	2010	2009	2009	2008	2007	2006	2005
				(In thousands)			
FFO:							
General Growth stockholders	334,104	(105,038)	$ (411,332)	$ 696,190	$ 892,699	$ 740,566	$ 726,491
Operating Partnership unitholders	7,667	(2,693)	(10,052)	136,896	190,740	161,795	165,205
Operating Partnership	341,771	(107,731)	(421,384)	833,086	1,083,439	902,361	891,696
Depreciation and amortization of capitalized real estate costs	(423,042)	(462,679)	(899,316)	(885,814)	(797,189)	(835,656)	(799,337)
Gains (losses) on sales of investment properties	11,926	(55)	921	55,044	42,745	4,205	769
Noncontrolling interests in depreciation of Consolidated Properties and other	1,962	1,768	3,717	3,330	3,199	3,232	4,307
Allocation to noncontrolling interests operating partnership unitholders	1,512	14,216	31,373	(927)	(58,552)	(14,869)	(21,882)
Net income (loss) available to common stockholders	(65,871)	(554,481)	$(1,284,689)	$ 4,719	$ 273,642	$ 59,273	$ 75,553

(1) The 2009 dividend was paid 90% in common stock and 10% in cash in January 2010.

(2) Cash flow data only represents GGP's consolidated cash flows as defined by GAAP and as such, does not include the cash received from our Unconsolidated Real Estate Affiliates, except to the extent of Existing GGP's cumulative share of GAAP earnings from such affiliates.

(3) We believe that NOI is a useful supplemental measure of the our operating performance.

(4) Consistent with real estate industry and investment community practices, we use FFO as a supplemental measure of our operating performance.

(5) Fixed charges for the purposes of the ratio of earnings to fixed charges are computed as the sum of interest expense and capitalized, deferred finance and debt mark-to-market discount and premium amortization, ground lease expense, and Operating Partnership preferred unit distributions. Earnings for the purposes of the ratio of earnings to fixed charges is computed as (loss) income from continuing operations before equity in the income (loss) from Unconsolidated Real Estate Affiliates, (provision for) benefit from income taxes, and reorganization items, adding fixed charges as calculated above, amortization of capitalized interest, distributions from Unconsolidated Real Estate Affiliates reflected as cash flow from operating activities and subtracting interest capitalized and Operating Partnership preferred unit distributions.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information has been developed by applying pro forma adjustments to the historical consolidated financial information of Existing GGP appearing elsewhere in this prospectus. The unaudited pro forma condensed consolidated balance sheet gives effect to the transactions described below as if they had occurred on June 30, 2010. The unaudited pro forma condensed consolidated statements of operations give effect to the transactions described below as if they had occurred on January 1, 2009. All significant pro forma adjustments and their underlying assumptions are described more fully in the notes to the unaudited pro forma condensed consolidated financial information which should be read in conjunction with such pro forma condensed consolidated financial information.

The unaudited pro forma condensed consolidated financial information gives effect to the following:

- the transfer of certain assets and liabilities of Existing GGP to Spinco and the distribution of Spinco common stock to the Existing GGP stockholders and GGPLP unitholders, in each case pursuant to the Plan;

- the issuance of the $2.25 billion of notes offered by this prospectus and the exchange of such notes for the common stock of New GGP assuming an exchange price of $ (the midpoint of the range set forth on the cover of this prospectus) and the resulting application of proceeds;

- the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Existing GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors and Texas Teachers of $4.65 billion in the common stock of New GGP and the exchange of the common stock of Existing GGP for the common stock of New GGP on a one-for-one basis; and

- the estimated adjustments required by the acquisition method of accounting as a result of the structure of the Plan Sponsors' investments.

The unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations or financial position that would have actually been reported had the transactions reflected in the pro forma adjustments occurred on January 1, 2009 or as of June 30, 2010, respectively, nor is it indicative of our future results of operations or financial position. In addition, Existing GGP's historical financial statements will not be comparable to New GGP's financial statements following emergence from bankruptcy due to the effects of the consummation of the Plan as well as adjustments for the effects of the application of the acquisition method of accounting.

The structure of the Plan Sponsors' investments will trigger the application of the acquisition method of accounting, as after the Effective Date, the Plan Sponsors and Texas Teachers (or, if the commitments of the Plan Sponsors and Texas Teachers are reduced by 50% pursuant to Existing GGP's rights to make such reductions, with the holders of New GGP common stock as a result of the exchange of the mandatory exchangable notes offered by this prospectus) will own a majority of the outstanding common stock of New GGP. The Existing GGP common stockholders are expected to hold approximately 317 million shares of New GGP common stock at the Effective Date; whereas, the Plan Sponsors, Texas Teachers and the holders of New GGP common stock as a result of this offering, if any, are expected to hold approximately 679 million shares of New GGP common stock on such date. Therefore, the Plan constitutes a "transaction or event in which an acquirer obtains control of one or more "businesses" or a "business combination" (ASC 805-10-05-1) requiring the application of the acquisition method of accounting. "Fresh Start" accounting does not apply to New GGP because although Existing GGP common stockholders will acquire less than 50% of the voting shares of New

GGP, the reorganization value of New GGP's assets exceeds the total of all post-petition liabilities and allowed claims (ASC 852-10-45-19). The pro forma condensed consolidated financial information presented, including allocations of the purchase price, is based on available information and assumptions that are factually supportable and that we believe are reasonable under the circumstances, including the estimated timing of the consummation of the Plan (including liabilities disposed or settled), and preliminary estimates of the fair values of assets acquired and liabilities assumed. These estimates and assumptions will be revised as additional information becomes available.

The estimated purchase price for purposes of the application of the acquisition method of accounting was calculated using an assumed exchange price for the mandatorily exchangeable notes offered by this prospectus, the per share price of the equity contributions of the Plan Sponsors and Texas Teachers and a $10.00 per share assumed value of the common stock of New GGP issued to the equity holders of Existing GGP plus the assumed liabilities of New GGP (at fair value). Such calculation yields an estimated purchase price of approximately $31.7 billion. A $1.00 per share increase in the assumed exchange price for the mandatorily exchangeable notes offered by this prospectus would result in an approximately $190 million increase in such purchase price. The aggregate fair value of the assets and liabilities of New GGP, after the distribution of Spinco pursuant to the Plan, were computed using estimates of future cash flows and other valuation techniques, including estimated discount and capitalization rates, and such estimates and techniques were also used to allocate the purchase price of acquired property between land, buildings and improvements, equipment and identifiable intangible assets and liabilities such as amounts related to in-place at-market tenant leases, acquired above and below-market tenant and ground leases and tenant relationships.

The fair values of tangible assets are determined on an "if vacant" basis. The "if vacant" fair value is allocated to land, where applicable, buildings and tenant improvements based on comparable sales and other relevant information with respect to the property. Specifically, the "if vacant" value of the building improvements was calculated using a cost approach utilizing published guidelines for current replacement cost or actual construction costs for similar, recently developed properties; and an income approach. Assumptions used in the income approach to building value include: capitalization and discount rates, lease-up time, market rents, make ready costs, land value, and site improvement value. We believe that the most influential assumption in the estimation of value based on the income approach is the assumed discount rate and an average one half of one percent change in the aggregate discount rates applied to our estimates of future cash flows would result in an approximate 3.5 percent change in the aggregate estimated of value of our real estate investments.

The estimated fair value of in-place tenant leases includes lease origination costs (the costs we would have incurred to lease the property to the current occupancy level of the property) and the lost revenues during the period necessary to lease-up from vacant to the current occupancy level. Such estimate includes the fair value of leasing commissions, legal costs and tenant coordination costs that would be incurred to lease the property to this occupancy level. Additionally, we evaluate the time period over which such occupancy level would be achieved and include an estimate of the net operating costs (primarily real estate taxes, insurance and utilities) incurred during the lease-up period, which generally ranges up to one year. The fair value of acquired in-place tenant leases is included in the balance of buildings, tenant improvements and equipments and amortized over the remaining lease term for each tenant.

Intangible assets and liabilities were calculated for above-market and below-market tenant and ground leases where we are either the lessor or the lessee. Above-market and below-market tenant and ground lease values were valued (using an interest rate which reflects the risks associated with the leases acquired) based on the difference between the contractual amounts to be received or paid pursuant to the leases and our estimate of fair market lease rates for the corresponding leases, measured over a period equal to the remaining non-cancelable term of the leases. The variance between contract rent versus prevailing market rent is projected to expiration for each particular tenant and discounted back to the date of acquisition. Significant assumptions used in determining the fair value of leasehold assets and liabilities include: (1) the market rental rate, (2) market reimbursements, and (3) the market rent growth rate. Above and below-market lease values are amortized over the remaining non-cancelable terms of the respective leases (approximately five years for tenant leases and approximately 50 years for ground leases). Due to existing contacts and relationships with tenants at our currently owned properties and that there was no significant perceived difference in the renewal probability of a tenant based on such relationship, no significant value has been ascribed to the tenant relationships at the properties.

With respect to our investments in the Unconsolidated Real Estate Affiliates, our fair value reflects the fair value of the property held by such affiliate, as computed in a similar fashion to our majority owned properties. Such fair values have been adjusted for the consideration of our ownership and distribution preferences and limitations and rights to sell and repurchase our ownership interests.

The fair values of our financial instruments approximate their carrying amount in our financial statements except for debt. Notwithstanding that we do not believe that a fully-functioning market for real property financing exists currently, the acquisition method of accounting requires that management estimate the fair value of our debt. We estimated the fair value of this debt based on quoted market prices for publicly-traded debt, recent financing transactions (which may not be comparable), estimates of the fair value of the property that serves as collateral for such debt, historical risk premiums for loans of comparable quality, the current London Interbank Offered Rate ("LIBOR"), a widely quoted market interest rate which is frequently the index used to determine the rate at which we borrow funds and U.S. treasury obligation interest rates, and on the discounted estimated future cash payments to be made on such debt. The discount rates estimated reflect our judgment as to what the approximate current lending rates for loans or groups of loans with similar maturities and credit quality would be if credit markets were operating efficiently and assume that the debt is outstanding through maturity. We have utilized market information as available or present value techniques to estimate such amounts. Since such amounts are estimates that are based on limited available market information for similar transactions and do not acknowledge transfer or other repayment restrictions that may exist in specific loans, it is unlikely that the estimated fair value of any of such debt could be realized by immediate settlement of the obligation.

Any excess of the purchase price of New GGP as computed above over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed would be, under the acquisition method of accounting, considered to be goodwill. Goodwill is not amortized but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Similarly, a deficit in the purchase price to the net of the amounts assigned to assets acquired and liabilities assumed would be considered a bargain purchase and be reflected in the equity of New GGP as of the Effective Date. The accompanying unaudited pro forma condensed consolidated financial information does not reflect an allocation of any such excess purchase price to goodwill, or bargain purchase to equity, as the purchase price, and the fair values of the assets and liabilities, that would determine that such an allocation should be made, are subject to significant estimation uncertainty.

Once the Plan is consummated, we will be able to determine the final purchase price inherent in the investments made by the Plan Sponsors and we will finalize the accounting for these transactions. The final application of the acquisition method of accounting could differ from the amounts reflected in the unaudited pro forma condensed consolidated financial information and could result in goodwill or gain being reflected in our balance sheet on the Effective Date. In addition, such differences will likely result in operating results and financial condition different than that reflected in the unaudited pro forma condensed consolidated financial information.

The unaudited pro forma statements of operations also assume that New GGP will qualify and elect to be taxed as a REIT for U.S. federal income tax purposes and assume that it distributes all of its taxable income as provided by the Code; and therefore, no New GGP income taxes have been provided for the periods presented. In addition, the pro forma condensed consolidated financial information presented is based on estimates and assumptions of claims that will be satisfied pursuant to the Plan; however, the amount of such claims and their treatment may change significantly from the amounts assumed below. See "Risk Factors—The treatment of certain claims under the Plan is uncertain, and Existing GGP may make significant changes to the Plan following this offering." The actual adjustments to Existing GGP's consolidated financial statements upon the consummation of the Plan will depend on a number of factors, including additional information available and the actual balance of Existing GGP's net assets on the date of the consummation of the Plan and the actual amount of claims reflected in the Plan on the Effective Date. Therefore, the actual adjustments will differ from the pro forma adjustments, and the differences may be material.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with the information contained in "Plan of Reorganization," "Selected Historical Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes thereto appearing elsewhere in this prospectus.

Existing GGP

Unaudited Pro Forma Condensed Consolidated Balance Sheet

as of June 30, 2010

	Historical	Less Distribution of Spinco	Offering	Plan	Acquisition Accounting	Total
			(In thousands)			
Assets:						
Investment in real estate:						
Land	$ 3,326,837	$ 194,380	$ —	$ —	$ 2,185,338	$ 5,317,795
Buildings and equipment	22,788,677	451,307	—	—	(1,382,105)	20,955,265
Less accumulated depreciation	(4,733,556)	(91,553)	—	—	4,642,003	—
Developments in progress	425,864	290,901	—	—	—	134,963
Net property and equipment	21,807,822	845,035	—	—	5,445,236	26,408,023
Investment in and loans to/from Unconsolidated Real Estate Affiliates	1,991,782	139,838	—	—	657,120	2,509,064
Investment property and property held for development and sale	1,913,655	1,907,175	—	—	(6,480)	—
Net investment in real estate	25,713,259	2,892,048	—	—	6,095,876	28,917,087
Cash and cash equivalents	548,265	2,982	2,160,000	(2,066,939)	—	638,344
Accounts and notes receivable, net	372,621	11,152	—	—	(270,851)	90,618
Goodwill	199,664	—	—	—	(199,664)	—
Deferred expenses, net	264,985	6,996	—	—	(257,989)	—
Prepaid expenses and other assets	738,589	176,203	—	48,471	1,548,146	2,159,003
Total assets	$27,837,383	$ 3,089,381	$2,160,000	$ (2,018,468)	$ 6,915,518	$31,805,052
Liabilities and Equity:						
Liabilities not subject to compromise:						
Mortgages, notes and loans payable	$16,809,002	$ 207,647	$ —	$ 1,408,155	$ 565,694	$18,575,204
Investment in and loans to/from Unconsolidated Real Estate Affiliates	40,536	—	—	—	(40,536)	—
Deferred tax liabilities	787,798	743,822	—	(1,779)	(1,457)	40,740
Accounts payable and accrued expenses	1,302,668	184,168	—	43,419	1,622,625	2,784,544
Liabilities not subject to compromise	18,940,004	1,135,637	—	1,449,795	2,146,326	21,400,488
Liabilities subject to compromise:						
Mortgages, notes and loans payable	7,111,004	132,849	—	(6,978,155)	—	—
Accounts payable and accrued expenses	745,253	100,774	—	(644,479)	—	—
Liabilities subject to compromise	7,856,257	233,623	—	(7,622,634)	—	—
Total liabilities	26,796,261	1,369,260	—	(6,172,839)	2,146,326	21,400,488
Redeemable noncontrolling interests:						
Preferred	120,756	—	—	—	—	120,756
Common	97,851	—	—	—	(24,058)	73,793
Total redeemable noncontrolling interests	218,607	—	—	—	(24,058)	194,549
Commitments and Contingencies	—	—	—	—	—	—
Equity:						
Stockholders' equity	798,601	1,719,286	2,160,000	4,154,371	4,743,243	10,136,929
Noncontrolling interests in consolidated real estate affiliates	23,914	835	—	—	50,007	73,086
Total equity	822,515	1,720,121	2,160,000	4,154,371	4,793,250	10,210,015
Total liabilities and equity	$27,837,383	$ 3,089,381	$2,160,000	$ (2,018,468)	$ 6,915,518	$31,805,052

Existing GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Year Ended December 31, 2009

	Historical	Less Distribution of Spinco	Offering	Plan	Acquisition Accounting	Total
			(In thousands)			
Operating Data:						
Revenues:						
Minimum rents	$ 1,992,046	$ 65,653	$ —	$ —	$ (59,332)	$ 1,867,061
Tenant recoveries	883,595	19,642	—	—	—	863,953
Overage rents	52,306	2,701	—	—	—	49,605
Land sales	45,997	45,997	—	—	—	—
Management fees and other corporate revenues	75,851	23	—	—	—	75,828
Other	86,019	2,333	—	—	—	83,686
Total revenues	3,135,814	136,349	—	—	(59,332)	2,940,133
Expenses:						
Real estate taxes	280,895	13,827	—	—	907	267,975
Property maintenance costs	119,270	5,572	—	—	—	113,698
Marketing	34,363	1,071	—	—	—	33,292
Other property operating costs	529,686	32,573	—	—	(1,416)	495,697
Land sales operations	50,807	50,807	—	—	—	—
Provision for doubtful accounts	30,331	2,539	—	—	—	27,792
Property management and other costs	176,876	17,645	—	—	—	159,231
General and administrative	28,608	—	—	—	—	28,608
Strategic initiatives	67,341	5,380	—	—	—	61,961
Provisions for impairment	1,223,810	680,683	—	—	(543,127)	—
Depreciation and amortization	755,161	19,841	—	—	354,021	1,089,341
Total expenses	3,297,148	829,938	—	—	(189,615)	2,277,595
Operating income (loss)	(161,334)	(693,589)	—	—	130,283	662,538
Interest income	3,321	1,689	—	—	—	1,632
Interest expense	(1,311,283)	(1,337)	—	183,911	(25,646)	(1,151,681)
Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items	(1,469,296)	(693,237)	—	183,911	104,637	(487,511)
(Provision for) benefit from income taxes	14,610	28,497	—	7,985	—	(5,902)
Equity in income of Unconsolidated Real Estate Affiliates	4,635	(28,209)	—	—	(21,256)	11,588
Reorganization items	146,190	(6,963)	—	(153,153)	—	—
Income (loss) from continuing operations	$(1,303,861)	$ (699,912)	$ —	$ 38,743	$ 83,381	$ (481,825)
Basic and diluted (loss) earnings from continuing operations:						
Basic and diluted (loss) per share	$ (4.11)					$
Weighted average numbers of common shares outstanding:						
Basic	311,993					
Diluted	311,993					

Existing GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Six Months Ended June 30, 2010

	Historical	Less Distribution of Spinco	Offering	Plan	Acquisition Accounting	Total
	(In thousands)					
Operating Data:						
Revenues:						
Minimum rents	$ 977,217	$ 34,000	$ —	$ —	$ (33,784)	$ 909,433
Tenant recoveries	429,838	9,252	—	—	—	420,586
Overage rents	17,793	912	—	—	—	16,881
Land and condominium sales	65,035	12,107	—	—	—	52,928
Management fees and other corporate revenues	33,988	—	—	—	—	33,988
Other	42,683	3,148	—	—	—	39,535
Total revenues	1,566,554	59,419	—	—	(33,784)	1,473,351
Expenses:						
Real estate taxes	143,157	7,037	—	—	453	136,573
Property maintenance costs	62,032	3,283	—	—	—	58,749
Marketing	13,331	507	—	—	—	12,824
Other property operating costs	255,272	16,050	—	—	(683)	238,539
Land and condominium sales operations	69,232	22,243	—	—	—	46,989
Provision for doubtful accounts	9,946	357	—	—	—	9,589
Property management and other costs	83,949	8,996	—	—	—	74,953
General and administrative	13,306	—	—	—	—	13,306
Strategic initiatives	—	—	—	—	—	—
Provisions for impairment	31,273	486	—	—	(30,787)	—
Depreciation and amortization	352,621	8,425	—	—	200,476	544,672
Total expenses	1,034,119	67,384	—	—	169,459	1,136,194
Operating income (loss)	532,435	(7,965)	—	—	(203,243)	337,157
Interest income	813	59	—	—	—	754
Interest expense	(637,004)	(3,830)	—	101,719	(627)	(532,082)
Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items	(103,756)	(11,736)	—	101,719	(203,870)	(194,171)
(Provision for) benefit from income taxes	(17,884)	(15,451)	—	(1,611)	—	(4,044)
Equity in income of Unconsolidated Real Estate Affiliates	50,652	5,172	—	—	(10,628)	34,852
Reorganization items	9,301	(25,961)	—	(35,262)	—	—
Income (loss) from continuing operations	$ (61,687)	$ (47,976)	$ —	$ 64,846	$ (214,498)	$ (163,363)
Basic and diluted (loss) earnings from continuing operations:						
Basic and diluted (loss) per share	$ (0.21)					$
Weighted average number of common shares outstanding:						
Basic	316,572					
Diluted	316,572					

Existing GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Six Months Ended June 30, 2009

	Historical	Less Distribution of Spinco	Offering	Plan	Acquisition Accounting	Total
			(In thousands)			
Operating Data:						
Revenues:						
Minimum rents	$ 997,816	$ 33,517	$ —	$ —	$ (33,785)	$ 930,514
Tenant recoveries	457,710	9,782	—	—	—	447,928
Overage rents	15,806	850	—	—	—	14,956
Land sales	31,435	31,435	—	—	—	—
Management fees and other corporate revenues	40,719	23	—	—	—	40,696
Other	37,249	(486)	—	—	—	37,735
Total revenues	1,580,735	75,121	—	—	(33,785)	1,471,829
Expenses:						
Real estate taxes	140,518	6,282	—	—	453	134,689
Property maintenance costs	49,459	2,228	—	—	—	47,231
Marketing	14,482	460	—	—	—	14,022
Other property operating costs	258,178	16,590	—	—	(713)	240,875
Land sales operations	32,464	32,464	—	—	—	—
Provision for doubtful accounts	19,179	1,212	—	—	—	17,967
Property management and other costs	85,609	8,432	—	—	—	77,177
General and administrative	14,112	—	—	—	—	14,112
Strategic initiatives	64,013	5,114	—	—	—	58,899
Provisions for impairment	413,480	140,262	—	—	(273,218)	—
Depreciation and amortization	391,087	10,787	—	—	164,372	544,672
Total expenses	1,482,581	223,831	—	—	(109,106)	1,149,644
Operating income (loss)	98,154	(148,710)	—	—	75,321	322,185
Interest income	1,231	332	—	—	—	899
Interest expense	(656,841)	872	—	81,865	(18,401)	(594,249)
Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items	(557,456)	(147,506)	—	81,865	56,920	(271,165)
(Provision for) benefit from income taxes	(4,228)	2,005	—	—	—	(6,233)
Equity in income of Unconsolidated Real Estate Affiliates	23,877	5,094	—	—	(10,628)	8,155
Reorganization items	(24,918)	(2,017)	—	22,901	—	—
Income (loss) from continuing operations	$ (562,725)	$ (142,424)	$ —	$ 104,766	$ 46,292	$ (269,243)
Basic and diluted (loss) earnings from continuing operations:						
Basic and diluted (loss) per share	$ (1.78)					$
Weighted average number of common shares outstanding:						
Basic	311,606					
Diluted	311,606					

Existing GGP

Notes to Pro Forma Condensed Consolidated Balance Sheet

Distribution of Spinco:

Reflects the carrying value of assets and liabilities to be transferred to Spinco pursuant to the Plan. In particular, as described in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Distribution of Spinco," the assets and liabilities to be transferred to Spinco, are expected to consist of all of Existing GGP's master-planned communities, nine mixed-use development opportunities, four potential mall development projects, seven redevelopment properties and other miscellaneous real estate interests. Spinco will be capitalized with $250 million of initial equity from the Plan Sponsors pursuant to their investment agreements and Existing GGP equity owners are expected to own a majority equity interest in Spinco as of the Effective Date. Intercompany balances and transactions between entities to be owned by New GGP and Spinco after the Effective Date that were previously eliminated within the historical financial statements of Existing GGP, to the extent not specifically addressed by the provisions of the Plan, have been restored. The pro forma adjustments for the distribution of Spinco do not reflect the new ownership structure or taxable status contemplated for Spinco, the incremental costs that Spinco will incur as a stand-alone public company or the costs associated with the transition services agreement that Existing GGP expects to enter into with Spinco on our behalf on or prior to the Effective Date. Accordingly, such pro forma adjustments for the Spinco distribution will not agree to other financial information filed by Spinco with respect to its assets and liabilities.

Offering Adjustments:

Reflects an increase in cash and cash equivalents and common stockholders' equity as a result of the issuance of $2.25 billion of notes offered by this prospectus, net of offering expenses. For purposes of our pro forma presentation, we have assumed that the notes have been exchanged into our common stock as of June 30, 2010 at a rate of per New GGP common share assuming an exchange price of $ (the midpoint of the range set forth on the cover of this prospectus) and that no allocation of funds has been made to Spinco as discussed in "Plan of Reorganization—Spinco Note and Indemnity".

Plan Adjustments:

(1) The pro forma adjustments for the Plan reflect the transactions called for by the Plan, which provide for the following Sources and Uses:

(dollars in thousands)	
Sources of Funds:	
Brookfield Equity Investment	$ 2,500,000
Fairholme Equity Investment	1,356,500(a)
Pershing Equity Investment	543,500(a)
Texas Teachers Equity Investment	250,000(a)
Mandatorily Exchangeable Notes offered by this prospectus	2,250,000(b)
Cash on hand	548,000(c)
Total sources of funds	$ 7,448,000

(dollars in thousands)	
Uses of Funds:	
Payments related to creditor and loan restructuring	
2006 credit facility claims	$ 2,682,000
Rouse noteholder claims	1,142,000(d)
GGPLP Exchangeable note claims	1,658,000(d)
DIP loan claims	420,000
Other secured and unsecured claims	257,000
Loan payments and other escrows related to restructuring	189,000
Spinco set up costs	15,000
Transaction fees and expenses	445,000
Total uses of funds	6,808,000
Net funds available as a result of the Plan	$ 640,000

(a) The investment agreements with Fairholme, Pershing and Texas Teachers permit Existing GGP to use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock underlying the notes offered by this prospectus, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration) to reduce the amount of New GGP common stock to be sold to Fairholme, Pershing and Texas Teachers by up to 50% prior to the effective date of the Plan. The table above assumes the reduction of the commitments of each of Fairholme, Pershing and Texas Teachers under their respective investment agreements by 50% of their committed amounts, all of which is included in the adjustment to stockholders' equity.

The Plan also provides for the issuance of 103 million interim warrants (issued May 10, 2010) to Brookfield Investor and Fairholme, to purchase shares of Existing GGP common stock, at an exercise price of $15.00 per share. The interim warrants may only be exercised if the Investment Agreements are not consummated, and, accordingly, no historical or pro forma expense has been recognized. Upon consummation of the Plan, all interim warrants will be cancelled and warrants to purchase New GGP common stock and Spinco common stock will be issued to each of the Plan Sponsors. See "Description of Common Stock—Warrants." The value of the 120 million permanent warrants for New GGP common stock issued to the Plan Sponsors, has been reflected as a component of equity.

(b) The assumed proceeds from the sale of such mandatorily exchangeable notes, net of offering costs, have been presented in the accompanying pro forma balance sheet in the column labeled "Offering", as described immediately above.

(c) Reflects consolidated cash and cash equivalents at June 30, 2010 (rounded) for Existing GGP as reported in the historical consolidated financial statements included elsewhere in this prospectus. We believe that we will have approximately $ million of additional cash on hand available for Plan uses as of the Effective Date. Any increase in the amount of cash and cash equivalents as of the Effective Date from the amount at June 30, 2010 would result in a corresponding increase in Net funds available as a result of the Plan.

(d) The Plan provides that the Rouse notes have matured, and any accrued interest on all Rouse notes shall be paid in full. These pro forma financial statements assume that any unmatured Rouse notes will be reinstated pursuant to the Plan. Also pursuant to the Plan, holders of the GGPLP exchangeable notes will have the option to either elect to receive the payment of par plus accrued and unpaid interest in cash in satisfaction of such GGPLP exchangeable notes or to have such GGPLP exchangeable notes reinstated. The table above assumes that all of the GGPLP exchangeable notes will be paid in cash other than those held by the Plan Sponsors, which exchangeable notes will be converted into New GGP common stock in accordance with the Investment Agreements. In the event that holders of the GGPLP exchangeable notes elect reinstatement rather than cash payment, up to $526.0 million of GGPLP exchangeable notes may remain outstanding, which reflects the amount of GGPLP exchangeable notes not held by the Plan Sponsors. To the extent that any GGPLP exchangeable notes are reinstated, our pro forma total debt and pro forma cash and cash equivalents would increase to the extent of any such amount.

(2) *Cash and cash equivalents:* The pro forma net reduction to cash and cash equivalents as of June 30, 2010, is estimated at $2.1 billion as follows: pursuant to the Plan, this includes a pro forma adjustment to decrease cash in the amount of $5.1 billion to reflect payment of pre-petition debt and repayment of the $400 million DIP facility. This also includes a pro forma adjustment to decrease cash in the amount of $143 million related to property-level and mezzanine debt, which consist primarily of estimates for the GGP Ala Moana LLC secured debt paydown of $137 million and The Burlington Town Center LLC mezzanine debt paydown of $5.5 million per the terms of their restructured loan agreements. A pro forma adjustment to decrease cash in the amount of $36 million related to projected vacant tenant reserves and other property loan escrows was made based on certain property level loan agreements. Vacant anchor reserves represent potential funds to be deposited into escrow should certain anchor tenant spaces go vacant per the terms of certain property level restructured loan agreements. A pro forma adjustment is also provided to decrease accounts payable and accrued expenses as of June 30, 2010 for claims distributions in accordance with the Plan. The total amount of claims distributions are estimated at $742 million, of which $492 million is related to accrued interest, $15 million of DIP facility associated fees and expenses, $216 million of claim distributions, $19 million of preferred dividend payments for GGPLP LLC and GGPLP equity interests for year to date deferred dividend as of June 30, 2010. A pro forma adjustment was made to decrease cash in the amount of $355 million for transaction fees and expenses. These costs include estimates for professional fees incurred but unpaid, professional fee holdbacks for select professional services firms, estimated capital raise fees, a fee related to potential reductions in committed amounts related to the Investment Agreements, forecasted success fees and an estimated obligation under the KEIP. The foregoing cash outflows are partially offset by the equity contributions pursuant to the Plan, reflecting a 50% reduction in the Plan Sponsors' and Texas Teachers' commitments and resulting in a $4.65 billion investment in the aggregate.

(3) *Prepaid expenses and other assets and deferred tax liabilities:* The pro forma net change to prepaid assets and other assets as of June 30, 2010 is estimated at $48.5 million. The pro forma adjustments relate to projected vacant tenant reserves and other property loan escrows based on certain property level loan agreements and to a change in the valuation allowance with respect to deferred tax assets. The net change in deferred tax liabilities is primarily due to the impact of structural changes in ownership of Existing GGP entities as a result of the Plan.

(4) *Mortgages, notes and loans payable:* The pro forma net change to mortgages, notes and loans payable as of June 30, 2010, is estimated at $1.4 billion. This includes a pro forma increase to reclassify mortgages, notes and notes payable formerly classified as liabilities subject to compromise, in accordance with the Plan, in the amount of $7.0 billion. The reclassification adjustment related to liabilities subject to compromise is partially offset by a pro forma adjustment to reflect payment of $5.0 billion of pre-petition debt, repayment of $400 million of Existing GGP's DIP facility, and $143 million related to property level and mezzanine loans, including the Ala Moana secured loan and Burlington Town Center Mezzanine facility described above.

(5) *Accounts payable and accrued expenses:* The pro forma net reduction to accounts payable and accrued expenses as of June 30, 2010, including the $644 million of accounts payable and accrued expenses reflected as liabilities subject to compromise, aggregated $601 million. This reduction in accounts payable and accrued expenses includes a pro forma adjustment to decrease the June 30, 2010 balance of accounts payable and accrued expenses for $181 million of transaction fees and expenses

that are estimated to be paid in accordance with the Plan. A pro forma adjustment is also provided to decrease accounts payable and accrued expenses as of June 30, 2010 for claims distributions in accordance with the Plan. The total amount of claims distributions are estimated at $724 million, of which $492.4 million is related to accrued interest, $15 million of DIP facility associated fees and expenses, $216.6 million of claim distributions, including accrued Operation Partnership preferred distribution payments. These adjustments are partially offset by a pro forma adjustment to reflect the Spinco tax indemnification note. The Spinco tax indemnification note is estimated to be the contractual maximum amount of $303.75 million.

(6) *Liabilities subject to compromise:* The pro forma adjustment is to reclassify certain amounts to accounts payable and accrued expenses or mortgages, notes and loans payable from the liabilities subject to compromise reported as of June 30, 2010 by $7.6 billion to reflect Existing GGP's emergence from bankruptcy.

(7) *Stockholders' equity:* For the purpose of net pro forma adjustments, the equity contributions from the Plan are calculated based on the net investments from the Plan Sponsors pursuant to Existing GGP's rights to reduce the Plan Sponsors' and Texas Teachers' commitments associated with the Investment Agreements and the Texas Teachers' investment agreement, which is estimated to be $4.65 billion in the aggregate. The pro forma adjustment to common stockholders' equity is partially offset by an estimated reduction to retained earnings as of June 30, 2010 of $600 million primarily related to additional costs consisting of an estimated tax indemnification to Spinco (based on the contractual maximum amount of $303.75 million) and $296.3 of additional reorganization and transaction fees that are estimated to be paid assuming an emergence as of June 30, 2010. The pro forma adjustment also assumes the elimination of all treasury stock as a result of Existing GGP's emergence from bankruptcy.

Acquisition Method of Accounting Adjustments:

As described above, the acquisition method of accounting has been applied to the assets and liabilities of New GGP reflective of the Plan, the Spinco distribution and the offering of the notes in this prospectus. The acquisition method of accounting adjustments described below reflect allocation of the estimated purchase price. As described earlier, upon the Effective Date, the ultimate purchase price and fair value of assets and liabilities can be computed and the amounts estimated below will change.

Estimated Purchase Price
(in thousands)

Sources of Funds	$ 7,448,000
Less: cash on hand	(485,000)
Plus: Existing GGP common equity *	3,173,929
Plus: Assumed liabilities	
Fair value of debt	18,575,204
Below-market tenant leases	1,078,864
Above-market ground leases	9,261
Deferred tax liabilities	40,740
Other	1,696,419
Total assumed liabilities	21,400,488
Plus: Total redeemable noncontrolling interests	194,549
Plus: Noncontrolling interests in consolidated real estate affiliates	73,086
Total purchase price	$ 31,805,052
Land	$ 5,317,795
Buildings and equipment	19,385,728
In-place leases	1,417,904
Lease commissions	151,633
Developments in progress	134,963
Investment in and loans to/from Unconsolidated Real Estate Affiliates	2,509,064
Cash and cash equivalents	638,344
Accounts and notes receivable, net	90,618
Prepaid expenses and other assets:	
Above-market tenant leases	1,593,659
Below-market ground leases	210,294
Deferred tax assets	16,548
Tax stabilization agreement	78,255
Other	260,247
Total prepaid expenses and other assets	2,159,003
Total fair value of assets	$ 31,805,052

* calculated as outstanding Existing GGP common stock at June 30, 2010 at an assumed value of $10 per share.

The following pro forma adjustments were made to reflect the revaluation of the New GGP assets and liabilities pursuant to the acquisition method of accounting.

(1) *Net property and equipment:* Reflects an acquisition method of accounting adjustment of $5.4 billion to reset the carrying value of the respective property assets to fair value. Land has an indefinite useful life and is not depreciated. Buildings and equipment generally have a useful life of 15

to 45 years. Buildings and equipment includes the in-place value of tenant leases. In-place tenant leases are amortized over periods that approximate the related non-cancelable remaining lease terms. Depreciable assets were marked to fair value. These fair values reflect that Existing GGP's previously existing accumulated depreciation balance is marked to $0.

(2) *Investment property and property held for development and sale:* The remaining amounts at Existing GGP properties that are not distributed to Spinco, previously reflected at a historical cost of $6.5 million, have been combined with the fair value of the underlying properties as the increase in property value inherent in such projects, reflecting estimated costs to complete and estimated incremental cash flow from such projects, was used to calculate such fair values.

(3) *Investment in and loans to/from Unconsolidated Real Estate Affiliates:* Existing GGP accounts for its Unconsolidated Real Estate Affiliates under the equity method. Equity method investments in the joint ventures underlying the Investment in and loans to/from Unconsolidated Real Estate Affiliates are also subject to acquisition method of accounting adjustments whereby the accounting basis in the assets and liabilities of the unconsolidated joint ventures are recorded at fair value, and accumulated depreciation of such assets are recorded at $0. Adjustments to Investment in and loans to/from Unconsolidated Real Estate Affiliates were also made to reflect the specific asset disposition and venture liquidation provisions of the joint venture agreements if our ultimate liquidation proceeds pursuant to the joint venture agreements would not be equal to our ratable share of a deemed liquidation of the joint venture at fair value. Investments in Unconsolidated Real Estate Affiliates reflected as a liability have been set to fair value, in all cases an asset amount as such liabilities were previously a function of the equity method of accounting where distributions have exceeded our capital investments, adjusted by our share of earnings, from such joint ventures.

(4) *Accounts and notes receivable, net:* Reflects the elimination of previously recorded straight-line rents receivable as of the Effective Date.

(5) *Goodwill:* Includes adjustment of $200 million to reflect goodwill at $0 due to the fact that New GGP's fair value has been allocated to all of its tangible and identifiable intangible assets and liabilities.

(6) *Deferred Expenses:* Existing GGP's deferred expenses consisted principally of financing fees and leasing costs and commissions. Includes an adjustment of $258 million to reflect a fair value of $0 for such deferred expenses because Existing GGP reflects the future benefit of these finance fees and leasing costs in the estimated fair values of Mortgage, notes and loans payable and Investments in real estate, respectively.

(7) *Prepaid expenses and other assets and accounts payable and accrued expenses:* Reflects acquisition method of accounting adjustments that reflect tangible and identified intangible assets and liabilities at fair value. The intangible assets we have recognized pursuant to the acquisition method of accounting consist of above and below market leases where we are either the lessor (generally, leases to our retail and other tenants) or lessee (generally, where we own real estate subject to a ground lease), a real estate tax stabilization agreement (an agreement with a local municipality with respect to future real estate tax obligations) and certain other contractual arrangements. The adjustments are depreciated or amortized over the estimated useful life or contractual term of the underlying asset or liability (generally ranging from 3 to 11 years for tenant leases and up to 85 years for ground leases). Intangible assets recorded as a result of the acquisition method of accounting have been reflected as a component of prepaid and other assets while intangible liabilities are reported within accounts payable and accrued expenses. The value of tenant relationships has been considered in the re-leasing assumptions made in reflecting the value of in-place leases.

Elements of Existing GGP's working capital have been reflected at current carrying amounts as such short-term items are assumed to be settled in cash within 12 months at such values.

(8) *Mortgages, notes and loans payable:* The acquisition method of accounting provides debt be fair valued using contractual cash flows and current estimated market interest rates, including the rates for the mortgages, notes and loans payable as modified, extended and approved by the previously confirmed plans of reorganization of Existing GGP's subsidiaries or as specified in the Plan. The resulting discount or premium is a non-cash item which will be amortized or accreted over the remaining loan term on the effective yield method and reflected as a component of pro forma interest expense as described below. The weighted average interest rate utilized to estimate the fair value of debt was 5.17% and a 0.25% increase in such estimated rate would yield an approximate $200 million decrease in the estimated fair value of such debt.

(9) *Deferred tax assets and liabilities:* Existing GGP's deferred tax assets (reflected in prepaid and other assets) and liabilities have been re-measured utilizing the adjusted pro forma carrying amounts of New GGP's assets and liabilities and the current taxable and non-taxable entities to be held by New GGP after the distribution of the Spinco assets and liabilities.

(10) *Redeemable noncontrolling interests:* The common and preferred units in GGPLP have been classified in the accompanying historical and pro forma balance sheet at June 30, 2010 outside of permanent equity as provided by ASC 480-10-S99-3 as redemption of such units are not solely within the control of the Company. ASC 805-10 and 810-10 further provide that such units be reported at the greater of the carrying amount (adjusted for income and dividends) or fair value. Accordingly, redeemable noncontrolling interests are carried at fair value as of June 30, 2010 in the historical consolidated financial statements as provided by GAAP and the pro forma statements are reflective of the revised conversion rates and book values per unit as a result of the Plan. Treasury stock has been reduced to $0 as Existing GGP stock is cancelled per the Plan and only current stockholders of Existing GGP are issued New GGP stock.

(11) *Stockholders' equity:* The acquisition method of accounting yields numerous adjustments to assets and liabilities as described above. The net effect of such adjustments is presented as an increase in common stockholders' equity, including the reflection of the acquisition of Existing GGP stockholder common stock with New GGP, Inc. common stock valued at $10.00 per share.

(12) *Noncontrolling interests in consolidated real estate affiliates:* Noncontrolling interests in our consolidated real estate affiliates reflect the increase in the value of the consolidated venture's net assets attributable to such noncontrolling joint venture partners.

Existing GGP

Notes to Pro Forma Condensed Consolidated Statements of Operations

Distribution of Spinco:

Reflects the revenues and expenses transferred to Spinco pursuant to the Plan. In particular, as described in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Distribution of Spinco," the assets and liabilities to be transferred to Spinco pursuant to a tax-free exchange, are expected to consist of all of Existing GGP's master-planned communities, nine mixed-use development opportunities, four potential mall development projects, seven redevelopment properties and other miscellaneous real estate interests. Spinco will be capitalized with $250 million of initial equity from the Plan Sponsors pursuant to their investment agreements and Existing GGP equity owners are expected to own a majority equity interest in Spinco as of the Effective Date. Intercompany balances and transactions between entities to be owned by New GGP and Spinco after the Effective Date that were previously eliminated within the historical financial statements of Existing GGP, to the extent not specifically addressed by the provisions of the Plan, have been restored. The pro forma adjustments for the distribution of Spinco do not reflect the new ownership structure or taxable status contemplated for Spinco, the incremental costs that Spinco will incur as a stand-alone public company or the costs associated with the transition services agreement that Existing GGP expects to enter into with Spinco on our behalf on or prior to the Effective Date. Accordingly, such pro forma adjustments for the Spinco distribution will not agree to other financial information filed by Spinco with respect to its results of operations.

Plan Adjustments:

(1) *Reorganization items:* Expenses for all reorganization items have been reversed as the Plan is assumed to be effective and all Existing GGP Debtors are deemed to have emerged from bankruptcy as of the first day of the periods presented and, accordingly, such expenses or items would not be incurred.

(2) *Interest expense:* Reflects the reduction in interest expense due to the repayment or replacement of certain of Existing GGP's debt as provided by the Plan. Pursuant to the Plan, holders of the GGPLP exchangeable notes will have the option to either elect to receive the payment of par plus accrued and unpaid interest in cash in satisfaction of such GGPLP exchangeable notes or to have such GGPLP exchangeable notes reinstated. For purposes of our pro forma financial information, we have assumed that all of the GGPLP exchangeable notes will be paid in cash. In the event that holders of the GGPLP exchangeable notes elect reinstatement rather than cash payment, up to $526.0 million of GGPLP exchangeable notes may remain outstanding, which reflects the amount of GGPLP exchangeable notes not held by the Plan Sponsors. For every $10 million of GGPLP exchangeable notes that are reinstated, our pro forma interest expense would increase by $0.4 million and $0.2 million for the year ended December 31, 2009 and the six months ended June 30, 2010, respectively. For the purposes of our pro forma financial information, we have also assumed that $1.345 billion of unmatured Rouse notes are reinstated pursuant to the Plan. In the event that the Bankruptcy Court determines that reinstatement is not permitted, we expect to enter into a new $1.5 billion term loan. For every 0.125% increase in the interest rate of such new term loan from the current weighted average interest rate of the unmatured Rouse notes (6.48%), our pro forma interest expense would increase by $1.9 million and $0.9 million for the year ended December 31, 2009 and the six months ended June 30, 2010, respectively.

Acquisition Method of Accounting Adjustments:

(1) *Minimum rents, real estate taxes and other property operating costs:* Minimum rent receipts are recognized on a straight-line basis over periods that reflect the related lease terms. Minimum rent

revenues also include accretion and amortization related to above and below-market portions of tenant leases. Real estate taxes and other property operating costs have been adjusted to reflect acquisition method of accounting intangible assets and liabilities for ground leases where Existing GGP is the lessee and for certain other contractual arrangements. Acquisition accounting adjustments made to these elements of revenue and expense reflect adjusted amortization due to the revaluation of the above described intangibles and, as compared to Existing GGP, the shortened periods over which such items are recognized.

(2) *Depreciation and amortization:* Adjusts depreciation and amortization expense related to the adjustments of estimated useful lives and contractual terms as well as the fair valuation of the underlying assets and liabilities, resulting in changes to the rate and amount of depreciation and amortization.

(3) *Interest expense:* Reflects a non-cash adjustment to interest expense due to the fair valuing of debt and deferred expenses and other amounts in historical interest expense as a result of the acquisition method of accounting. Mortgages, notes and loans payable have been fair valued using contractual cash flows as current estimate interest rates, including such debt as modified, extended and approved by the respective plans of reorganization of Existing GGP's subsidiaries or as specified in the Plan. The resulting discounts or premiums (which are non-cash items) have been amortized or accreted over the remaining loan term on the effective yield method and reported as a component of interest expense. A 0.25% increase or decrease in the effective interest rate used above for our variable rate loans would increase or decrease the pro forma interest expense by $6.8 million for the year ended December 31, 2009 and $3.4 million for the six months ended June 30, 2010.

(4) *Provisions for impairment:* Historical provisions for impairment, net of the amounts applicable to the assets transferred to Spinco pursuant to the Plan, have been reversed for the pro forma statements of operations for the six months ended June 30, 2010 and 2009 and for the year ended December 31, 2009. The acquisition method of accounting provides that all assets and liabilities be remeasured and presented at fair value as of the Effective Date. Historical provisions for impairment reflect adjustments to the carrying amounts of the long-lived assets to fair value (ASC 360-10-35-17). As the application of the acquisition method of accounting is "directly attributable to the transaction" (Regulation S-X, Article 11-02(b)), retention of the provisions for impairment are duplicative as the impaired assets are already reflected at their fair values pursuant to the acquisition method of accounting.

Pro Forma Earnings Per Share:

Reflects the earnings per share effect of approximately shares of common stock issued upon exchange of the notes offered by this prospectus, which assumes an exchange rate of $ per share (the midpoint of the range set forth on the cover of this prospectus) and reflects the earnings per share effect of approximately shares of common stock issued to the Plan Sponsors and Texas Teachers pursuant to the Plan.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read this discussion in conjunction with Existing GGP's consolidated financial statements, the notes thereto and other financial information included elsewhere in this prospectus. Existing GGP's financial statements are prepared in accordance with GAAP. The description of our business in this prospectus is presented on a pro forma basis after giving effect to the consummation of the Plan as more fully described under "Unaudited Pro Forma Condensed Consolidated Financial and Other Data—Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements," including the distribution of Spinco. However, except as otherwise explicitly stated, the historical consolidated financial information and data and accompanying consolidated financial statements and the related notes thereto contained in this prospectus reflect the actual historical consolidated results of operations and financial condition of Existing GGP for the periods presented and do not give effect to, among other things, the consummation of the Plan, including the distribution of Spinco.

In addition, we have identified thirteen properties with $747.2 million of secured mortgage debt at June 30, 2010 as underperforming retail assets (the "Special Consideration Properties"). The Special Consideration Properties are held by entities that have emerged from bankruptcy. Pursuant to the terms of the agreements with the lenders for these properties, the entities holding such properties have until two days following the emergence of the remaining Debtors in bankruptcy to determine whether the collateral property for these loans should be deeded to the respected lender in full satisfaction of the related debt or whether the property should be retained with further modified loan terms. Prior to the emergence of the remaining Debtors, all cash produced by these properties is under the control of the respective lenders, and we are required to pay any operating expense shortfall. No determination has been made as to whether to retain or deed back the Special Consideration upon Existing GGP's and the other remaining Debtors' emergence from bankruptcy, and they are included in the discussion below.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results may vary materially from those discussed in the forward-looking statements as a result of various factors, including, without limitation, those set forth in "Risk Factors" and the matters set forth in this prospectus. See "Cautionary Statement Regarding Forward-Looking Statements."

All references to numbered Notes are to specific footnotes to our consolidated historical financial statements included elsewhere in this prospectus and which descriptions are incorporated into the applicable response by reference. Capitalized terms used, but not defined, in this Management's Discussion and Analysis of Financial Condition and Results of Operations have the same meanings as in such Notes.

In this section, references to "we," "us" and "our" refer to Existing GGP and its consolidated subsidiaries and joint ventures prior to giving effect to the Plan.

Overview

We are a leading real estate owner and operator of regional malls with an ownership interest in 185 regional malls in 43 states as of the date of this prospectus, as well as ownership interests in other rental properties. Based on the number of malls in our portfolio, we are the second largest owner of regional malls in the United States, located strategically in major and middle markets nationwide. For the year ended December 31, 2009, on a pro forma basis, our operating income and NOI were $662.5 million and $2,306.7 million, respectively, and for the six months ended June 30, 2010, on a pro forma basis our operating income and NOI were $337.2 million and $1,129.7 million, respectively.

From the third quarter of 2008 through the filing of the Chapter 11 Cases and first half of 2009, liquidity was our primary issue. Unable to refinance, extend or otherwise restructure our past due debt due to the collapse of the credit markets, we voluntarily chose to restructure our debt under court supervision. In April 2009, we and certain of our subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, which we refer to as the bankruptcy. The Chapter 11 Cases were filed in the Bankruptcy Court of the Southern District of New York and are currently being jointly administered. A total of 388 Debtors with approximately $21.8 billion of debt filed for Chapter 11 protection under the Bankruptcy Code. The Chapter 11 cases created the protections necessary for us to develop and execute plans of reorganization to restructure our company and extend mortgage maturities, reduce corporate debt and overall leverage and establish a sustainable long-term capital structure. We have a long-term business plan necessary to effect the objectives it sought to achieve through the Chapter 11 process. The business plan contemplates the continued operation of retail shopping centers, divestiture of non-core assets and businesses and certain non-performing retail assets, and select development projects. We have pursued a deliberate two-stage strategy for our reorganization. The first stage of the Chapter 11 process, which is substantially completed, entailed the restructuring of our property-level secured mortgage debt. The second stage is the restructuring of the debt of the remaining Debtors and our public equity.

As of September 2, 2010, 262 Debtors representing approximately $14.9 billion of debt had emerged from bankruptcy and 126 TopCo Debtors, representing approximately $6.9 billion of debt, remain subject to Chapter 11 proceedings. The consensual plans of reorganization for such emerged Debtors provided for, in exchange for payment of certain extension fees and cure of previously unpaid amounts due on the applicable mortgage loans (primarily, principal amortization otherwise scheduled to have been paid since the date the Chapter 11 Cases were filed) received an extension of the secured mortgage loans at previously existing non-default interest rates. As a result of the extensions, none of these loans will have a maturity prior to January 1, 2014. In addition, the consensual plans of reorganization provide for the payment in full of all undisputed claims of creditors of such Debtors.

The 126 Debtors, including Existing GGP, GGPLP and other holding company subsidiaries, that remain subject to Chapter 11 proceedings (collectively, the "TopCo Debtors") represent approximately $6.9 billion of debt. We have developed the second stage of our strategy for the remaining Debtors' emergence from bankruptcy. This strategy includes our entry into the Investment Agreements with the Plan Sponsors, the distribution of Spinco (described below), the investment by Texas Teachers, the issuance of the notes offered hereby and entry into a revolving credit facility. On August 27, 2010, Existing GGP, along with the other TopCo Debtors, filed with the Bankruptcy Court the Disclosure Statement and the Plan. On August 27, 2010, the Bankruptcy Court approved the Disclosure Statement and the solicitation of votes to approve the Plan. We will not emerge from bankruptcy unless and until the Plan is confirmed by the Bankruptcy Court and becomes effective, which is expected to occur in the fourth quarter of 2010, after the consummation of this offering. For more detailed information, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan."

Distribution of Spinco

As part of the Plan, Existing GGP will distribute to its existing stockholders equity ownership in a newly formed company, Spinco, which will own a diverse portfolio of real estate assets, including the master planned communities and properties such as Ward Centers in Honolulu, Hawaii and South Street Seaport in New York City. The distribution will be exempt from registration under the Securities Act pursuant to Section 1145 of the Bankruptcy Code. The Spinco properties are a group of assets that we believe have considerable long term value potential. These assets are expected to consist of all of our master planned communities, nine mixed-use development opportunities, four mall development projects, seven redevelopment opportunities and eight other miscellaneous interests. See "Unaudited Pro Forma Condensed Consolidated Financial Information."

In order to provide for an orderly transition of Spinco as an independent company, we expect to enter into certain agreements with Spinco as described below:

- *Separation Agreement* : will provide for, among other things, the principal corporate transactions required to effect the distribution, the allocation of certain assets and liabilities between Existing and Spinco and indemnification obligations with respect to matters occurring prior to and after the Effective Date;

- *Transition Services Agreement* : we will provide services to Spinco, which may include services relating to human resources, employee benefits, payroll, financial systems management, treasury and cash management, accounts payable services, telecommunications services, information technology services, property management services and legal and accounting services;

- *Tax Matters Agreement* : will set out each party's rights and obligations with respect to deficiencies and refunds, if any, of federal, state, local or foreign taxes for periods before and after the distribution and related matters such as the filing of tax returns and the conduct of IRS and other audits;

- *Employee Matters Agreement* : will provide for the transition of employees, employee benefit plans and programs sponsored by us for employees of Spinco; and

- *Real Estate Agreements* : will give Spinco rights to develop and/or purchase from us certain real estate assets.

Following the distribution to Spinco, New GGP will not operate the Master Planned Communities segment. On a pro forma basis, for the year ended December 31, 2009, total revenues would have declined by approximately $136.3 million and total expenses would have declined by approximately $830.0 million. In addition, the total assets owned by Spinco at June 30, 2010 would have been approximately $3.1 billion. As a result, we expect the distribution to Spinco to have a positive impact on operating income and net income attributable to common stockholders of New GGP.

The accompanying discussion and analysis of operations relates to historical Existing GGP, without giving effect to the distribution to Spinco. For a presentation of the impact of the Spinco distribution, see "Unaudited Pro Forma Condensed Consolidated Financial Information."

Impact of Implementation of the Plan

In addition to the Spinco distribution, the Plan contemplates the payment and/or possible reinstatement of TopCo Debtor indebtedness and other liabilities, which will result in a reduction of cash interest expense from historical levels. Also, due to the structure of the Plan Sponsors' investment, as of the Effective Date, New GGP will be required to apply the acquisition method of accounting. Acquisition method of accounting yields numerous adjustments to assets and liabilities, including requiring that Existing GGP's debt be fair valued using contractual cash flows and current estimated market interested rates, including the rates for the mortgages, notes, and loans payable as modified, extended and approved by the previously confirmed first stage plans. The resulting discount or premium is a non-cash item which will be amortized or accreted over the remaining loan term on the effective yield method and reflected as a component interest expense. As a result, we expect that much of the reduction of interest expense that we will realize as a result of the reduction of our liabilities under the Plan will be offset by an increase in non-cash interest expense resulting from this aspect of the adoption of the acquisition method of accounting. For a more detailed description of the pro forma impact of the implementation of the Plan and the adoption of the acquisition method of accounting, see the "Unaudited Pro Forma Condensed Consolidated Financial Information" included elsewhere in this prospectus.

Operations

As a result of the automatic stay of most actions against a Debtor's estate, the resulting suspension of our obligation to pay certain pre-petition liabilities and proceeds from the DIP Facility, as of June 30, 2010, we had approximately $548.3 million of cash. Our liquidity is dependent upon cash flow from operations, which were affected by the severe weakening of the economy in 2009. Retail sales hit their low point in the first quarter of 2009 but have gradually improved. However, retail market conditions have not returned to the levels of 2007 and, while we believe that they have stabilized and begun to show improvement, they continue to impact our ability to generate and increase Retail and Other revenues. In addition, the continued weak housing market has negatively affected our ability to generate income through the sale of residential land in our master planned communities.

As part of our business planning process we reviewed our development and redevelopment projects. At this time we currently plan to complete projects that are already substantially complete and joint venture projects. As a result, we currently expect to complete our expansion and redevelopment projects at Christiana Mall, Fashion Place and Saint Louis Galleria.

For the six months ended June 30, 2010, we generated NOI of $1,180.0 million in our retail and other segment. Included in this amount is income from our Unconsolidated Properties at our ownership share. Comparatively, in the six months ended June 30, 2009, we reported NOI of $1,218.8 million. Based on the results of our evaluations for impairment ("Note 1—Organizations" to the consolidated financial statements contained elsewhere in this prospectus), we recognized total impairment charges for our retail and other segment and our master planned community segment of $31.3 million for the six months ended June 30, 2010 and $413.5 million for the six months ended June 30, 2009. The decrease in NOI for the quarter was consistent with our expectations and reflects the temporary impact of our restructuring and the difficult market conditions of 2009, when many of our newer leases were executed.

For the six months ended June 30, 2010, total revenues declined $44.7 million, or 2.5%, to $1,760.1 million, primarily due to declines in minimum rents, tenant recoveries and Overage Rents, as a result of declines in overall occupancy and specialty leasing occupancy and sales volumes. Included in this amount is revenues from Unconsolidated Properties at our ownership share of $298.7 million for the six months ended June 30, 2010, which are roughly comparable to the $301.8 million for the six months ended June 30, 2009, reflecting continued steady performance.

The bankruptcy of one of our national tenants, a tenant with locations at many of our properties, could have a material impact on our minimum rents, tenant and recoveries on Overage Rents. To date, tenant bankruptcies have not materially affected these revenue amounts.

Our ability to continue as a going concern is dependent upon our ability to successfully implement a plan of reorganization for the remaining Debtors, and there can be no assurance that we will be able to do so. We have described such concerns in ("Note 1—Organizations" to the consolidated financial statements contained elsewhere in this prospectus) and our independent registered public accounting firm has included an explanatory paragraph in its report on the audit of our consolidated financial statements as of December 31, 2009 and for the year then ended expressing substantial doubt as to our ability to continue as a going concern.

Historical Reportable Segments

We have historically operated our business in two reportable segments: Retail and Other and Master Planned Communities. All of the master planned communities and portions of the Rental and Other segment will be transferred to Spinco. The historical information provided below has not been restated to give effect to the distribution of Spinco or other components of the Plan.

Retail and Other Segment

Our primary business is owning, managing, leasing and developing retail rental property, primarily shopping centers. The substantial majority of our properties are located in the United States, but we also have certain retail rental property operations and property management activities (through unconsolidated joint ventures) in Brazil.

We provide on-site management and other services to substantially all of our properties, including properties which we own through joint venture arrangements and which are unconsolidated for GAAP purposes. Our management operating philosophies and strategies are generally the same whether the properties are consolidated or unconsolidated. As a result, we believe that financial information and operating statistics with respect to all properties, both consolidated and unconsolidated, provide important insights into our operating results.

We believe that the most significant operating factor affecting incremental cash flow and NOI is increased rents earned from tenants at our properties. These rental revenue increases are primarily achieved by:

- Renewing expiring leases and re-leasing existing space at rates higher than expiring or existing rates;
- Increasing occupancy at the properties so that more space is generating rent; and
- Increased tenant sales in which we participate through Overage Rent.

The following tables summarize selected operating statistics. Unless noted, all information is as of December 31, 2009.

	Consolidated Properties(b)	Unconsolidated Properties(b)	Company Portfolio(b)(d)
Operating Statistics (a)			
Space leased at centers not under redevelopment (as a %)	91.0%	93.8%	91.6%
Trailing 12 month total tenant sales per square feet	$ 393	$ 447	$ 406
% change in total sales	(7.0)%	(7.9)%	(7.2)%
% change in comparable sales	(7.4)%	(7.8)%	(7.4)%
Mall and Freestanding GLA excluding space under redevelopment (in square feet)	50,727,954	4,634,148	65,362,102
Certain Financial Information (c)			
Average annualized in place sum of rent and recoverable common area costs per square foot(e)	$ 47.09	$ 54.98	
Average sum of rent and recoverable common area costs per square foot for new/renewal leases (excludes current year acquisitions)(e)	$ 32.02	$ 43.31	
Average sum of rent and recoverable common area costs per square foot for leases expiring in current year (excludes current year acquisitions)(e)	$ 35.43	$ 47.05	

(a) Excludes all international operations which combined represent approximately 1% of segment basis real estate property net operating income. Also excludes strip shopping centers, non-retail centers and centers that are managed by a third party.

(b) Data is for 100% of the mall and Freestanding GLA in each portfolio. Data excludes properties at which significant physical or merchandising changes have been made.

(c) Data may not be comparable to those of other companies.

(d) Data presented in the column "Company Portfolio" are weighted average amounts.

(e) Data includes a significant proportion of short-term leases on in-line spaces that are leased for one year. Rents and recoverable common area costs related to these short-term leases are typically much lower than those related to long-term leases.

Master Planned Communities Segment

Our Master Planned Communities business will be transferred to Spinco. It consists of the development and sale of residential and commercial land, primarily in large-scale projects in and around Columbia, Maryland; Houston, Texas; and Summerlin, Nevada. Residential sales include standard, custom and high density (*i.e.* , condominium, town homes and apartments) parcels. Standard residential lots are designated for detached and attached single- and multi-family homes, ranging from entry-level to luxury homes. At our Summerlin project, we have further designated certain residential parcels as custom lots as their premium price reflects their larger size and other distinguishing features including gated communities, golf course access and higher elevations. Commercial sales include parcels designated for retail, office, services and other for-profit activities, as well as those parcels designated for use by government, schools and other not-for-profit entities.

Revenues are derived primarily from the sale of finished lots, including infrastructure and amenities, and undeveloped property to both residential and commercial developers. Additional revenues are earned through participations with builders in their sales of finished homes to homebuyers. Revenues and net operating income are affected by such factors as the availability to purchasers of construction and permanent mortgage financing at acceptable interest rates, consumer and business confidences, regional economic conditions in the areas surrounding the projects, levels of homebuilder inventory, other factors affecting the homebuilder business and sales of residential properties generally, availability of saleable land for particular uses and our decisions to sell, develop or retain land. For our more mature commitments such as in Columbia, Maryland, we are also creating new design plans to increase density and additional communities.

The pace of land sales for standard residential lots has declined in recent periods in correlation to the decline in the housing market.

As of December 31, 2009, there have been 84 unit sales at our 215 unit Nouvelle at Natick residential condominium project. As the threshold for profit recognition on such sales has not yet been achieved, the $36.4 million of sales proceeds received to date has been deferred and has been reflected within accounts payable, accrued expenses and other liabilities (See "Note 11—Other Assets and Liabilities" to the consolidated financial statements contained elsewhere in this prospectus). When such thresholds are achieved, the deferred revenue, and the related costs of units sold, will be reflected on the percentage of completion method within our master planned community segment.

Based on the results of our evaluations for impairment (See "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained elsewhere in this prospectus), we recognized aggregate impairment charges related to our Master Planned Communities of $108.7 million in 2009, $40.3 million in 2008 and $127.6 million in 2007.

Results of Operations

Our revenues are primarily received from tenants in the form of fixed minimum rents, Overage Rent and recoveries of operating expenses. We have presented the following discussion of our results of operations on a segment basis under the proportionate share method. Under the proportionate share method, our share of the revenues and expenses of the Unconsolidated Properties are combined with the revenues and expenses of the Consolidated Properties. Other revenues are reduced by the NOI attributable to our noncontrolling interests in consolidated joint ventures. See "Note 16—Segments" to the consolidated financial statements contained elsewhere in this prospectus for additional information including reconciliations of our segment basis results to GAAP basis results.

Three Months Ended June 30, 2010 and 2009

Retail and Other Segment

(in thousands)	Three Months Ended June 30, 2010	2009	$ Increase (Decrease)	% Increase (Decrease)
Property revenues:				
Minimum rents	$ 581,925	$ 595,751	$ (13,826)	(2.3)%
Tenant recoveries	253,087	263,413	(10,326)	(3.9)
Overage rents	8,398	6,757	1,641	24.3
Other, including non controlling interest	31,413	31,822	(409)	(1.3)
Total property revenues	874,823	897,743	(22,920)	(2.6)
Property operating expenses:				
Real estate taxes	83,140	81,222	1,918	2.4
Property maintenance costs	30,787	26,265	4,522	17.2
Marketing	7,357	8,181	(824)	(10.1)
Other property operating costs	155,710	158,547	(2,837)	(1.8)
Provision for doubtful accounts	4,334	10,653	(6,319)	(59.3)
Total property operating expenses	281,328	284,868	(3,540)	(1.2)
Retail and other net operating income	$ 593,495	$ 612,875	$ (19,380)	(3.2)%

Minimum rents decreased $13.8 million in the three months ended June 30, 2010 primarily due to a $15.4 million decrease in base rents related to our permanent tenants resulting from the decrease in occupancy, conversion of leases from base rent to percent in lieu leases and rent relief granted. In addition, there was a $3.0 million decrease in temporary rental revenues resulting from a decrease in temporary tenant occupancy and sales volume in the three months ended June 30, 2010 and termination income decreased $3.1 million to $8.2 million in the three months ended June 30, 2010 compared to $11.3 million in the three months ended June 30, 2009. These decreases in minimum rents were most significant at Fashion Show, The Shoppes at Palazzo, Saint Louis Galleria and Tysons Galleria. Partially offsetting these decreases in base rents were, among other things, an increase of $5.2 million in percent in lieu rents resulting from the conversion of certain tenants leases from base rent leases.

Certain of our leases include both a base rent component and a component which requires tenants to pay amounts related to all, or substantially all, of their share of real estate taxes and certain property operating expenses, including common area maintenance and insurance. The portion of the tenant rent from these leases attributable to real estate tax and operating expense recoveries are recorded as tenant recoveries. The $10.3 million decrease in tenant recoveries in the three months ended June 30, 2010 is primarily attributable to the decrease in current year occupancy and the conversion of tenants to gross leases.

Overage rents increased for the three months ended June 30, 2010 primarily due to increased sales volume from our temporary specialty leasing tenants across the Company Portfolio.

Property maintenance costs increased $4.5 million in the three months ended June 30, 2010 primarily due to increased spending across the Company Portfolio in 2010 on contract services, lighting, building and parking repairs, plumbing, roofing and HVAC.

Marketing expenses decreased $0.8 million in the three months ended June 30, 2010 across the Company Portfolio as the result of continued company-wide efforts to consolidate marketing functions and reduce advertising spending. The largest savings were the result of reductions in advertising costs, contracted services and payroll.

The provision for doubtful accounts decreased $6.3 million in the three months ended June 30, 2010 primarily due to higher allowances in 2009 related to tenant bankruptcies and weak economic conditions.

Master Planned Communities Segment

(In thousands)	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	$ Increase (Decrease)	% Increase (Decrease)
Land and condominium sales	$ 73,302	$ 35,867	$ 37,435	104.4%
Land and condominium sales operations	(67,835)	(30,582)	37,253	121.8
Master Planned Communities net operating income before provision for impairment	5,467	5,285	182	3.4
Provision for impairment	—	(55,923)	55,923	100.0
Master Planned Communities net operating loss	$ 5,467	$ (50,638)	$ 56,105	110.8%

The increase in land sales and land sales operations in 2010 was primarily the result the recognition of $52.9 million of deferred revenue and $48.3 million of associated costs of sales related to condominium unit sales at the Nouvelle at Natick, where sales through June 30, 2010 have now surpassed the threshold of sold units required for recognition of revenue under the percentage of completion method. These increases were partially offset by the bulk sale of remaining single family lots at the Fairwood community in Maryland in 2009.

For the three months ended June 30, 2010, we sold 67.4 residential acres compared to 298.7 acres for the three months ended June 30, 2009. We sold 10.0 acres of commercial lots for the three months ended June 30, 2010 compared to 15.3 acres for the three months ended June 30, 2009.

As of June 30, 2010, the master planned communities have approximately 14,800 remaining salable acres and Nouvelle at Natick has 87 available condominium units for sale.

Certain Significant Consolidated Revenues and Expenses

(In thousands)	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	$ Increase (Decrease)	% Increase (Decrease)
Tenant rents	$ 707,493	$ 729,181	$ (21,688)	(3.0)%
Land and condominium sales	59,965	22,448	37,517	167.1
Property operating expense	235,320	233,291	2,029	0.9
Land and condominium sales operations	59,065	21,850	37,215	170.3
Management fees and other corporate revenues	15,902	18,860	(2,958)	(15.7)
Property management and other costs	48,517	42,200	6,317	15.0
General and administrative	5,668	6,591	(923)	(14.0)
Strategic initiatives	—	25,713	(25,713)	(100.0)
Provisions for impairment	19,923	82,388	(62,465)	(75.8)
Depreciation and amortization	175,318	186,472	(11,154)	(6.0)
Interest expense	301,726	328,351	(26,625)	(8.1)
Provision for income taxes	14,234	15,742	(1,508)	(9.6)
Equity in income of Unconsolidated Real Estate Affiliates	16,901	16,339	562	3.4
Reorganization items	(80,111)	(24,918)	(55,193)	221.5
Discontinued operations—loss on dispositions	—	—	—	—

Changes in consolidated tenant rents (which includes minimum rents, tenant recoveries and overage rents), land sales, property operating expenses (which includes real estate taxes, property maintenance costs, marketing, other property operating costs and provision for doubtful accounts) and land sales operations were attributable to the same items discussed above in our segment basis results, excluding those items related to our Unconsolidated Properties. Management fees and other corporate revenues, property management and other costs and general and administrative in the aggregate represent our costs of doing business and are generally not direct property-related costs.

Management fees and other corporate revenues decreased $3.0 million in the three months ended June 30, 2010 primarily due to a decrease in development fees, lease fees and other management fees. As a result of the sale of our third-party management business in July 2010 ("Note 1—Organization" to the consolidated financial statements contained elsewhere in this prospectus), the approximate $1.5 million of related fees recognized in the three months ended June 30, 2010 will not be earned in future periods, with a related reduction in property management and other costs also is expected.

Property management and other costs increased $6.3 million in the three months ended June 30, 2010 primarily due to a $5.1 million increase legal, information technologies and professional consulting fees and a $2.1 million increase in compensation expense, partially offset by reductions in other costs.

General and administrative costs decreased $0.9 million in the three months ended June 30, 2010 is primarily due to a decrease in professional fees.

Strategic initiatives for the three months ended June 30, 2009 is primarily due to professional fees for restructuring that were incurred prior to filing for Chapter 11. Similar fees incurred after filing for Chapter 11 are recorded as reorganization items.

Based on the results of our evaluations for impairment ("Note 1—Organization" to the consolidated financial statements contained elsewhere in this prospectus), we recognized impairment charges of $19.9 million for the three months ended June 30, 2010 and $82.4 million for the three months ended June 30, 2009. The impairment charges recognized were as follows:

2010

- $2.3 million related to Bay City Mall in Bay City, Michigan
- $0.9 million related to Chico Mall in Chico, California
- $0.3 million related to Eagle Ridge Mall in Lake Wales, Florida
- $7.1 million related to Lakeview Square in Battle Creek, Michigan
- $6.6 million related to Moreno Valley Mall in Moreno Valley, California
- $1.4 million related to Northgate Mall in Chattanooga, Tennessee
- $1.2 million related to Oviedo Marketplace in Oviedo, Florida
- $0.2 million related to the write down of various pre-development costs that were determined to be non-recoverable due to the termination of associated projects

2009

- $7.1 million related to the write down of various pre-development costs that were determined to be non-recoverable due to the termination of associated projects
- $19.4 million related to Goodwill
- $55.9 million related to our Nouvelle at Natick project located in Boston, Massachusetts

The decrease in depreciation and amortization for the three months ended June 30, 2010 primarily results from the decrease in the carrying amount of buildings and equipment due to the impairment charges recorded in 2009.

Interest expense for the three months ended June 30, 2010 decreased $26.6 million primarily due to a $36.1 million gain related to the Fair Value option of debt for the Special Consideration Properties ("Note 1—Organization" to the consolidated financial statements contained elsewhere in this prospectus) partially offset by the amortization of the market rate adjustments related to the Fair Value of debt upon the emergence of certain subsidiary Debtors from Chapter 11. In addition, the amount of interest that was capitalized during the three months ended June 30, 2010 decreased compared to the same period of 2009 due to decreased development activity.

The decrease in the provision for income taxes for the three months ended June 30, 2010 was primarily attributable to a significant decrease in valuation allowances compared to the three months ended June 30, 2009, partially offset by an increase in taxable income related to our taxable entities during the same periods.

Reorganization items under the bankruptcy filings are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases. These items include professional fees and similar types of expenses incurred directly related to the bankruptcy filings, gains or losses resulting from activities of the reorganization process, including gains related to recording the mortgage debt at Fair Value upon emergence from bankruptcy and interest earned on cash accumulated by the Debtors. See "Note 1—Organization—Reorganization" to the consolidated financial statements contained elsewhere in this prospectus items for additional detail.

Six Months ended June 30, 2010 and 2009

Retail and Other Segment

(In thousands)	Six Months Ended June 30, 2010	2009	$ Increase (Decrease)	% Increase (Decrease)
Property revenues:				
Minimum rents	$ 1,174,562	$ 1,192,250	$ (17,688)	(1.5)%
Tenant recoveries	506,609	537,251	(30,642)	(5.7)
Overage rents	19,983	17,997	1,986	11.0
Other, including non controlling interest	58,904	57,247	1,657	2.9
Total property revenues	1,760,058	1,804,745	(44,687)	(2.5)
Property operating expenses:				
Real estate taxes	167,820	165,362	2,458	1.5
Property maintenance costs	71,913	58,458	13,455	23.0
Marketing	15,959	17,232	(1,273)	(7.4)
Other property operating costs	312,503	322,668	(10,165)	(3.2)
Provision for doubtful accounts	12,091	22,233	(10,142)	(45.6)
Total property operating expenses	580,286	585,953	(5,667)	(1.0)
Retail and other net operating income	$ 1,179,772	$ 1,218,792	$ (39,020)	(3.2)%

Minimum rents decreased $17.7 million in the six months ended June 30, 2010 primarily due to a $18.0 million decrease in base rents related to our permanent tenants resulting from the decrease in occupancy, conversion of leases from base rent to percent in lieu leases, rent relief and rental revenue associated with co-tenancy clauses that have been triggered. In addition, there was a $7.1 million decrease in temporary rental revenues resulting from a decrease in temporary tenant occupancy and sales volume in the six months ended June 30, 2010 and termination income increased $0.5 million from $21.0 million in the six months ended June 30, 2010 compared to $20.5 million in the six months ended June 30, 2009. These decreases in minimum rents were most significant at Fashion Show, The Woodlands properties, The Boulevard Mall, Saint Louis Galleria and Tysons Galleria. Partially offsetting these decreases in base rents were, among other things, an increase of $7.7 million in percent in lieu rents resulting from the conversion of certain tenants leases from base rent leases.

Certain of our leases include both a base rent component and a component which requires tenants to pay amounts related to all, or substantially all, of their share of real estate taxes and certain property operating expenses, including common area maintenance and insurance. The portion of the tenant rent from these leases attributable to real estate tax and operating expense recoveries are recorded as tenant recoveries. The $30.6 million decrease in tenant recoveries in the six months ended June 30, 2010 is primarily attributable to the decrease in current year occupancy and the conversion of tenants to gross leases. The decrease for the six months ended June 30, 2010 also includes decreases in recoveries related to common area maintenance, real estate taxes and electric utility expenses as a result of tenant settlements for 2008 and 2009 that were delayed due to the Debtors bankruptcy.

Overage rents increased slightly for the six months ended June 30, 2010 primarily due to increased sales volume from our temporary specialty leasing tenants, most notably at our Fashion Show and Park Place Malls.

Property maintenance costs increased $13.5 million in the six months ended June 30, 2010 primarily due to increased spending across the Company Portfolio in 2010 on repairs related to parking, contract services, lighting, building repairs, plumbing, roof and HVAC.

Other property operating costs decreased $10.2 million in the six months ended June 30, 2010 primarily due to decreased miscellaneous property operating expense at the Woodlands properties and a decrease related to a prior period adjustment resulting from our Aliansce joint venture.

The provision for doubtful accounts decreased $10.1 million in the six months ended June 30, 2010 primarily due to higher allowances in 2009 related to tenant bankruptcies and weak economic conditions. Also contributing to the decrease recorded was improved collections of outstanding accounts receivable during the six months ended June 30, 2010.

Master Planned Communities Segment

(In thousands)	Six Months Ended June 30, 2010	2009	$ Increase (Decrease)	% Increase (Decrease)
Land and condominium sales	$ 91,007	$ 49,955	$ 41,052	82.2%
Land and condominium sales operations	(87,973)	(45,964)	42,009	91.4
Master Planned Communities net operating income before provision for impairment	3,034	3,991	(957)	(24.0)
Provision for impairment	—	(108,691)	108,691	100.0
Master Planned Communities net operating loss	$ 3,034	$ (104,700)	$ 107,734	102.9%

The increase in land sales and land sales operations in 2010 was primarily the result the recognition of $52.9 million of deferred revenue and $48.3 million of associated costs of sales related to condominium unit sales at the Nouvelle at Natick, where sales through June 30, 2010 have surpassed the threshold of sold units required to recognize revenue under the percentage of completion method. In addition, there was increased residential and commercial sales activity at the Woodlands community in Houston Texas. These increases were partially offset by the bulk sale of remaining single family lots at the Fairwood community in Maryland in 2009. There were no land sales for the six months ended June 30, 2010 in our Fairwood communities in Maryland and in our Summerlin community in Las Vegas, Nevada. There were minimal land sales in our Columbia community in Maryland and our Bridgeland Community in Houston, Texas. In addition, during the six months ended June 30, 2009, we recorded a $52.8 million provision for impairment at our Fairwood community in Maryland and a $55.9 million provision for impairment at Nouvelle at Natick.

For the six months ended June 30, 2010, we sold 138.8 residential acres compared to 322.1 acres for the six months ended June 30, 2009. We sold 24.7 acres of commercial lots for the six months ended June 30, 2010 compared to 34.5 acres for the six months ended June 30, 2009.

As of June 30, 2010, the master planned communities have approximately 14,800 remaining salable acres and Nouvelle at Natick has 87 available condominium units for sale.

Certain Significant Consolidated Revenues and Expenses

(In thousands)	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009	$ Increase (Decrease)	% Increase (Decrease)
Tenant rents	$ 1,424,848	$ 1,471,332	$ (46,484)	(3.2)%
Land and condominium sales	65,035	31,435	33,600	106.9
Property operating expense	483,738	481,816	1,922	0.4
Land and condominium sales operations	69,232	32,464	36,768	113.3
Management fees and other corporate revenues	33,988	40,719	(6,731)	(16.5)
Property management and other costs	83,949	85,609	(1,660)	(1.9)
General and administrative	13,306	14,112	(806)	(5.7)
Strategic initiatives	—	64,013	(64,013)	(100.0)
Provisions for impairment	31,273	413,480	(382,207)	(92.4)
Depreciation and amortization	352,621	391,087	(38,466)	(9.8)
Interest expense	637,004	656,841	(19,837)	(3.0)
Provision for income taxes	17,884	4,228	13,656	323.0
Equity in income of Unconsolidated Real Estate Affiliates	50,652	23,877	26,775	112.1
Reorganization items	9,301	(24,918)	34,219	(137.3)

Changes in consolidated tenant rents (which includes minimum rents, tenant recoveries and overage rents), land sales, property operating expenses (which includes real estate taxes, property maintenance costs, marketing, other property operating costs and provision for doubtful accounts) and land sales operations were attributable to the same items discussed above in our segment basis results, excluding those items related to our Unconsolidated Properties. Management fees and other corporate revenues, property management and othercosts and general and administrative in the aggregate represent our costs of doing business and are generally not direct property-related costs.

The decrease in management fees and other corporate revenues for the six months ended June 30, 2010 is primarily due to a $2.7 million decrease in development fee income resulting from a significant decline in development activity for our managed properties. In addition, third party management fee income decreased approximately $2.3 million due to certain contract terminations in 2009.

Strategic initiatives for the six months ended June 30, 2009 is primarily due to professional fees for restructuring that were incurred prior to filing for Chapter 11 protection. Similar fees incurred after filing for Chapter 11 protection are recorded as reorganization items.

Based on the results of our evaluations for impairment ("Note 1—Organization" to the consolidated financial statements contained elsewhere in this prospectus), we recognized impairment charges of $31.2 million for the six months ended June 30, 2010 and $413.5 million for the six months ended June 30, 2009. The impairment charges recognized were as follows:

2010

- $11.1 million related to The Pines Mall in Pine Bluff, Arkansas
- $2.3 million related to Bay City Mall in Bay City, Michigan
- $0.9 million related to Chico Mall in Chico, California

- $0.3 million related to Eagle Ridge Mall in Lake Wales, Florida
- $7.1 million related to Lakeview Square in Battle Creek, Michigan
- $6.6 million related to Moreno Valley Mall in Moreno Valley, California
- $1.4 million related to Northgate Mall in Chattanooga, Tennessee
- $1.2 million related to Oviedo Marketplace in Oviedo, Florida
- $0.5 million related to the write down of various pre-development costs that were determined to be non-recoverable due to the termination of associated projects

2009

- $40.3 million to Owning Mills Mall in Owning Mills, Maryland
- $81.1 million to River Falls Mall in Clarksville, Indiana
- $24.2 million to the Allen Towne Mall development in Allen, Texas
- $6.7 million to the Redlands Promenade development in Redlands, California
- $23.7 million related to the write down of various pre-development costs that were determined to be non-recoverable due to the termination of associated projects
- $52.8 million to our Fairwood Master Planned Community in Columbia, Maryland
- $55.9 million related to our Nouvelle at Natick project located in Boston, Massachusetts
- $128.8 million related to Goodwill

The decrease in depreciation and amortization for the six months ended June 30, 2010 primarily results from the decrease in the carrying amount of buildings and equipment due to the impairment charges recorded in 2009 as well as write-offs of tenant allowances and assets becoming fully amortized in 2009.

Interest expense for the six months ended June 30, 2010 decreased $19.8 million primarily due to primarily due to a $36.1 million gain related to the Fair Value option of debt for the Special Consideration Properties ("Note 1—Organization" to the consolidated financial statements contained elsewhere in this prospectus) partially offset by the amortization of the market rate adjustments related to the Fair Value of debt upon the emergence of certain subsidiary Debtors from Chapter 11. In addition, the amount of interest that was capitalized during the six months ended June 30, 2010 decreased compared to the same period of 2009 due to decreased development activity.

The increase in the provision for income taxes for the six months ended June 30, 2010 was primarily attributable to an increase in taxable income related to our taxable entities for the six months ended June 30, 2010 and a tax benefit related to provisions for impairments as our master planned communities in 2009, partially offset by a significant decrease in valuation allowances compared to the six months ended June 30, 2009.

The increase in equity in income of Unconsolidated Real Estate Affiliates for the six months ended June 30, 2010 was primarily due to our investments in our international joint ventures. We recorded a $9.4 million gain elated to our investment in Aliansce as a result of the Aliansce IPO ("Note 3—Unconsolidated Real Estate Affiliates" to the consolidated financial statements contained elsewhere in this prospectus). In addition, our investment in our international joint ventures increased $2.6 million resulting from foreign currency translation adjustments.

Reorganization items under the bankruptcy filings are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases. These items include professional fees and similar types of expenses incurred directly related to the bankruptcy filings, gains or losses resulting from activities of the reorganization process, including gains related to recording the mortgage debt at Fair Value upon emergence from bankruptcy and interest earned on cash accumulated by the Debtors. See Note 1—Reorganization items for additional detail.

Year Ended December 31, 2009 and 2008

Retail and Other Segment

The following table compares major revenue and expense items:

(in thousands)	2009	2008	$ Increase (Decrease)	% Increase (Decrease)
Property revenues:				
Minimum rents	$ 2,381,043	$ 2,468,761	$ (87,718)	(3.6)%
Tenant recoveries	1,041,755	1,086,831	(45,076)	(4.1)
Overage rents	60,085	82,343	(22,258)	(27.0)
Other, including non controlling interest	142,135	174,241	(32,106)	(18.4)
Total property revenues	3,625,018	3,812,176	(187,158)	(4.9)
Property operating expenses:				
Real estate taxes	328,556	319,251	9,305	2.9
Property maintenance costs	269,899	271,787	(1,888)	(0.7)
Marketing	41,588	51,927	(10,339)	(19.9)
Other property operating costs	531,991	560,038	(28,047)	(5.0)
Provision for doubtful accounts	36,462	21,315	15,147	71.1
Total property operating expenses	1,208,496	1,224,318	(15,822)	(1.3)%

The $87.7 million decrease in minimum rents in 2009 compared to 2008 was due to a decline in occupancy during the year that resulted in a decrease of approximately $16 million. Also contributing to the decrease is a reduction of temporary tenant base rent revenue of $35.7 million in 2009 compared to 2008 and a reduction of straight-line rent of $11.5 million in 2009 compared to 2008. In addition, minimum rents decreased due to a $12.7 million decrease in termination income, which was $29.1 million in 2009 compared to $41.8 million in 2008. The remaining decreases are primarily the result of a decrease of $4.9 million due to the sale of three office buildings and two office parks in 2008.

Certain of our leases include both a base rent component and a component which requires tenants to pay amounts related to all, or substantially all, of their share of real estate taxes and certain property operating expenses, including common area maintenance and insurance. The portion of the tenant rent from these leases attributable to real estate tax and operating expense recoveries is recorded as tenant recoveries. The decrease in tenant recoveries is primarily attributable to the decrease in certain property operating expenses. In addition, the decrease was due to an allowance of $15.0 million for tenant audit claims recorded in the fourth quarter of 2009. Also contributing to the decrease is the decline in occupancy and tenants converting to gross leases in 2009.

The decrease in Overage Rent is primarily due to a decrease in comparable tenant sales as a result of the challenging economic environment during 2009 impacting many of our tenants throughout the Company Portfolio, particularly at The Grand Canal Shoppes, Fashion Show and Ala Moana Center.

Other revenues include all other property revenues including vending, parking, gains or losses on dispositions of certain property transactions, sponsorship and advertising revenues, less NOI of non-controlling interests. The decrease in other revenues is primarily attributable to dispositions of land parcels at Kendall Town Center that resulted in a $3.9 million loss on sale of land in 2009 and as compared to a $4.3 million gain on sale of land in 2008 as well as a $6.4 million gain on sale of a Woodlands office property in 2008. In addition, the decrease in other revenues is also attributable to reduced occupancy and activity in food and beverage revenue at the Woodlands Hotel and Conference Center in 2009. Finally, the decrease was attributable to lower sponsorship, show and display revenue in 2009.

Real estate taxes increased in 2009 across the Company Portfolio, a portion of which is recoverable from tenants. A portion of the increase is attributable to a decrease in the amount of capitalized real estate taxes due to decreased development activity.

Property maintenance costs decreased due to decreases in controllable common area and contracted costs, substantially offset by increases related to property preservation and upkeep in 2009.

Marketing expenses decreased in 2009 across the Company Portfolio as the result of continued company-wide efforts to consolidate marketing functions and reduce advertising spending. The largest savings were the result of reductions in advertising costs, contracted services and payroll.

Other property operating costs decreased primarily due to reductions in property specific payroll costs, professional fees, decreased security expense, lower insurance costs, and lower office expenses due to our 2009 implementation of certain cost savings programs.

The provision for doubtful accounts increased across the Company Portfolio in 2009 primarily due to an increase in tenant bankruptcies and increased aging of tenant receivables resulting from the current economic conditions.

Master Planned Communities Segment

(in thousands)	2009	2008	$ Increase (Decrease)	% Increase (Decrease)
Land sales	$ 83,990	$ 138,746	$ (54,756)	(39.5)%
Land sales operations	(84,491)	(109,752)	(25,261)	(23.0)
Master Planned Communities net operating income before provision for impairment	(501)	28,994	(29,495)	(101.7)
Provision for impairment	(108,691)	(40,346)	68,345	169.4
Master Planned Communities net operating loss	$ (109,192)	$ (11,352)	$ (97,840)	(861.9)%

The decrease in land sales, land sales operations and NOI in 2009 was the result of a significant reduction in sales volume and lower margins at our Summerlin, Bridgeland and The Woodlands residential communities. These volume decreases were partially offset by the bulk sale in 2009 of the majority of the remaining single family lots in our Fairwood community in Maryland for considerably lower margins than previous Fairwood sales, for which we recorded a $52.8 million provision for impairment in 2009 and the sale of a residential parcel for use in the development of luxury apartments and town homes in our Columbia, Maryland community.

In 2009, we sold 426.4 residential acres compared to 272.5 acres in 2008. We sold 94.8 acres of commercial lots in 2009, compared to 84.6 acres in 2008. Average prices for lots have declined as compared to 2008. As of December 31, 2009, the master planned communities have approximately 17,300 remaining saleable acres.

Finally, we recorded a provision for impairment of $55.9 million in 2009 and $40.3 million in 2008 related to our Nouvelle at Natick condominium project which reflects the change in management's intent and business strategy with respect to marketing and pricing, reduced potential of future price increases and the likelihood that the period to complete unit sales will extend beyond the original project term.

Certain Significant Consolidated Revenues and Expenses

(in thousands)	2009	2008	$ Increase (Decrease)	% Increase (Decrease)
Tenant rents	$ 2,927,947	$ 3,085,972	$ (158,025)	(5.1)%
Land sales	45,997	66,557	(20,560)	(30.9)
Property operating expense	994,545	1,007,407	(12,862)	(1.3)
Land sales operations	50,807	63,441	(12,634)	(19.9)
Management fees and other corporate revenues	86,019	112,501	(26,482)	(23.5)
Property management and other costs	176,876	184,738	(7,862)	(4.3)
General and administrative	28,608	39,245	(10,637)	(27.1)
Strategic Initiatives	67,341	18,727	48,614	259.6
Provisions for impairment	1,223,810	116,611	1,107,199	949.5
Litigation (benefit)	—	(57,145)	57,145	(100.0)
Depreciation and amortization	755,161	759,930	(4,769)	(0.6)
Interest expense	1,311,283	1,325,273	(13,990)	(1.1)
(Benefit from) provision for income taxes	(14,610)	23,461	(38,071)	(162.3)
Equity in income of Unconsolidated Real Estate Affiliates	4,635	80,594	(75,959)	(94.2)
Reorganization items	146,190	—	146,190	(100.0)
Discontinued operations—(loss) gain on dispositions	(966)	55,044	(56,010)	(101.8)

Changes in consolidated tenant rents (which includes minimum rents, tenant recoveries and Overage Rent), land sales, property operating expenses (which includes real estate taxes, repairs and maintenance, marketing, other property operating costs and provision for doubtful accounts) and land sales operations were attributable to the same items discussed above in our segment basis results, excluding those items related to our Unconsolidated Properties. Management and other fees revenues, property management and other costs and general and administrative in the aggregate represent our costs of doing business and are generally not direct property-related costs.

The decrease in management and other fees in 2009 is primarily due to a $15.3 million decrease in development fee income resulting from a significant decline in development activity. In addition, lease fee and specialty lease fee income decreased $4.8 million in 2009.

The decrease in property management and other costs in 2009 is primarily due to a decrease in wages and benefits of $38.5 million. In addition, professional fees, personnel, travel, marketing, office and occupancy costs decreased $18.2 million as the result of cost reduction efforts. These decreases were offset by a $42.4 million reduction in capitalized overhead, which resulted in higher net expenses in 2009, and increased bonuses of $3.7 million.

The decrease in general and administrative expense in 2009 is primarily due to the $15.4 million of additional deemed, non-cash executive compensation expense related to certain senior officer loans (see "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained in this prospectus) that was incurred in 2008 as well as reductions in employment levels in 2009. This decrease was partially offset by increased executive compensation of $4.8 million.

The increase in strategic initiatives in 2009 is primarily due to a $43.1 million of professional fees for restructuring and strategic initiatives incurred through the date of our bankruptcy filing, or the

Petition Date. Such costs are classified as reorganization items subsequent to the Petition Date. In addition, we incurred $24.2 million of additional expense related to the write off of various financing costs on proposed transactions which were not completed in 2009.

See "Note 1—Organizations" to the consolidated financial statements contained elsewhere in this prospectus for a detail description of the provisions for impairment that we recognized in 2009 and 2008.

The decrease in interest expense is primarily due to a decrease in the credit facility interest expense compared to 2008 due to a decrease in interest rates. The decrease in interest expense was partially offset by a decrease in the amount of capitalized interest as a result of decreased development spending in 2009.

The benefit from income taxes in 2009 was primarily attributable to tax benefit related to the provisions for impairment of $35.5 million related to our West Kendall development, $52.8 million related to our Fairwood master planned community and $55.9 million related to our Nouvelle at Natick condominium project. The benefit from income taxes was partially offset by an increase in the valuation allowances on our deferred tax assets as a result of the bankruptcy.

The decrease in equity in income of Unconsolidated Real Estate Affiliates is primarily due to a significant decrease in land sales at our Woodlands Partnership joint venture in 2009 compared to 2008. The decrease is also attributable to our share of the impairment provisions recognized in 2009 on certain operating properties and development projects (see "Note 5—Unconsolidated Real Estate Affiliates" to the consolidated financial statements contained elsewhere in this prospectus) and to the currency conversion related to our international joint ventures in Turkey and Brazil as well as to the overall decline in real estate net operating income from the remaining joint venture interests.

Reorganization items are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases. These items include professional fees and similar types of expenses incurred directly related to the bankruptcy filings, loss accruals or gains or losses resulting from activities of the reorganization process and interest earned on cash accumulated by the Debtors. See "Note 2—Summary of Significant Accounting Policies—Reorganization Items" to the consolidated financial statements contained elsewhere in this prospectus for additional detail.

Year Ended December 31, 2008 and 2007

The Homart I acquisition (see "Note 3—Acquisitions and Intangibles" to the consolidated financial statements contained elsewhere in this prospectus for additional detail) in July 2007 impacted the consolidated revenue and expense items in our consolidated financial statements, as the acquisition resulted in the consolidation of the operations of the properties acquired. Historically, Existing GGP's share of such operations was reflected as equity in income of Unconsolidated Real Estate Affiliates. Under the proportionate share method, segment operations also were significantly impacted by the Homart I acquisition, as an additional 50% share of the operations of the properties is included in the Retail and Other segment results after the purchase date of July 2007. Accordingly, discussion of the operational results below for the year ended December 31, 2008 as compared to the year ended December 31, 2007 has been limited to only those elements of operating trends that were not a function of the 2007 Homart I acquisition.

Retail and Other Segment

The following table compares major revenue and expense items:

(in thousands)	2008	2007	$ Increase (Decrease)	% Increase (Decrease)
Property revenues:				
Minimum rents	$ 2,468,761	$ 2,339,915	$ 128,846	5.5%
Tenant recoveries	1,086,831	1,033,287	53,544	5.2
Overage rents	82,343	101,229	(18,886)	(18.7)
Other, including non controlling interest	174,241	198,794	(24,553)	(12.4)
Total property revenues	3,812,176	3,673,225	138,951	3.8
Property operating expenses:				
Real estate taxes	319,251	296,962	22,289	7.5
Property maintenance costs	271,787	257,095	14,692	5.7
Marketing	51,927	66,897	(14,970)	(22.4)
Other property operating costs	560,038	568,444	(8,406)	(1.5)
Provision for doubtful accounts	21,315	7,404	13,911	187.9
Total property operating expenses	1,224,318	1,196,802	27,516	2.3
Retail and other net operating income	2,587,858	2,476,423	111,435	4.5%

Higher effective rents contributed to the increase in minimum rents in 2008, as a result of significant increases at Ala Moana Center, Otay Ranch Town Center, West Oaks Mall, Tysons Galleria and The Grand Canal Shoppes. Minimum rents also increased as a result of the acquisition of The Shoppes at The Palazzo and the completion of the development at The Shops at Fallen Timbers and the redevelopment at Natick Collection. In addition, termination income increased, which was $41.8 million for 2008 compared to $35.4 million for 2007. Additionally, the increase was partially offset by the reduction in rent due to the sale of three office buildings and two office parks in 2008.

The increase in tenant recoveries in 2008 is primarily attributable to the increased Gross Leasable Area ("GLA") in 2008 as a result of the acquisition of The Shoppes at The Palazzo, the completion of the development at The Shops at Fallen Timbers and the redevelopment at Natick Collection.

The decrease in Overage Rent is primarily due to a decrease in comparable tenant sales as a result of the challenging economic environment that began impacting many of our tenants throughout our portfolio of properties in late 2008, including The Grand Canal Shoppes, South Street Seaport, Oakbrook Mall and Tysons Galleria. These decreases were partially offset by increases resulting from the acquisition of The Shoppes at The Palazzo and the completion of the redevelopment at Natick Collection.

Other revenues include all other property revenues including vending, parking, sponsorship and advertising revenues, less NOI of non controlling interests. The decrease in other revenues is primarily attributable to The Woodlands Partnership which sold various office buildings and other properties during 2007 resulting in lower recorded amounts of other revenues in 2008 compared to 2007.

Real estate taxes increased in 2008 partially due to increases resulting from the acquisition of The Shoppes at The Palazzo and the completion of the redevelopment at Natick Collection.

Property maintenance costs increased in 2008 primarily due to increased hurricane related repair expenses (a portion of which were recoverable under the terms of our insurance policies) at various properties as well as higher costs for contracted cleaning services, resulting from higher costs of benefits. The acquisition of The Shoppes at The Palazzo, and the completion of the development of

The Shops at Fallen Timbers and the completion of the redevelopment at Natick Collection also contributed to the increase.

Marketing expenses decreased in 2008 across the Company Portfolio as a result of continued company-wide efforts to consolidate marketing functions and reduce advertising spending. This decrease was partially offset by increased marketing expenditures at The Shoppes at The Palazzo.

The increase in provision for doubtful accounts is primarily due to a reduction of the provision in 2007 related to the collection of a portion of the hurricane insurance settlement for Oakwood Center in 2007.

Master Planned Communities Segment

(in thousands)	2008	2007	$ Increase (Decrease)	% Increase (Decrease)
Land sales	$ 138,746	$ 230,666	$ (91,920)	(39.8)%
Land sales operations	(109,752)	(174,521)	(64,769)	(37.1)
Master Planned Communities net operating income before provision for impairment	28,994	56,145	(27,151)	(48.4)
Provision for impairment	(40,346)	(127,600)	(87,254)	(68.4)
Master Planned Communities net operating (loss) income	$ (11,352)	$ (71,455)	$ 60,103	$ 84.1%

The decrease in land sales and land sales operations and NOI in 2008 was the result of a significant reduction in sales volume and lower achieved margins at our Summerlin, Maryland, Bridgeland and The Woodlands residential communities. In 2008, we sold 272.5 residential acres compared to 409.1 acres in 2007. We sold 84.6 acres of commercial lots in 2008 compared to 163.2 acres in 2007. As of December 31, 2008, the master planned communities had 18,040 remaining saleable acres.

The provisions for impairment recorded at Nouvelle at Natick in 2008 and 2007 reflects the continued weak demand and the likely extension of the period required to complete all unit sales at this residential condominium project. Sales of condominium units commenced in the fourth quarter 2008.

Certain Significant Consolidated Revenues and Expenses

(in thousands)	2008	2007	$ Increase (Decrease)	% Increase (Decrease)
Tenant rents	$ 3,085,972	$ 2,882,491	$ 203,481	7.1%
Land sales	66,557	145,649	(79,092)	(54.3)
Property operating expenses	1,007,407	941,405	66,002	7.0
Land sales operations	63,441	116,708	(53,267	(45.6)
Management fees and other corporate revenues	112,501	113,720	(1,219)	(1.1)
Property management and other costs	184,738	198,610	(13,872)	(7.0)
General and administrative	39,245	37,005	2,240	6.1
Strategic initiatives	18,727	—	18,727	100.0
Provisions for impairment	116,611	130,533	(13,922)	(10.7)
Litigation (benefit) provision	(57,145)	89,225	(146,370)	(164.0)
Depreciation and amortization	759,930	670,454	89,476	13.3
Interest expense	1,325,273	1,191,466	133,807	11.2
Provision for (benefit from) income taxes	23,461	(294,160)	317,621	(108.0)
Equity in income of Unconsolidated Real Estate Affiliates	80,594	158,401	(77,807)	(49.1)
Discontinued operations—gain on dispositions	55,044	—	55,044	100.0

Changes in consolidated tenant rents (which includes minimum rents, tenant recoveries and Overage Rent), land sales, property operating expenses (which includes real estate taxes, property maintenance costs, marketing, other property operating costs and provision for doubtful accounts) and land sales operations were attributable to the same items discussed above in our segment basis results, excluding those items related to our Unconsolidated Properties.

Management and other fees, property management and other costs and general and administrative in the aggregate represent our costs of doing business and are generally not direct property-related costs. The decrease in management and other fees in 2008 was primarily due to lower development fees as projects were completed, leasing commissions resulting from market conditions and the 2007 cessation of management fees on the 19 GGP/Homart I Properties due to the acquisition of our partner's interest in these properties in July 2007.

The decrease in property management and other costs in 2008 was primarily due to lower overall management costs, including bonus expense, stock compensation expense and travel expense primarily related to a reduction in personnel and other cost reduction efforts.

The increase in general and administrative in 2008 was primarily due to the $15.4 million of additional deemed, non-cash executive compensation expense related to certain senior officer loans (see "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained in this prospectus). These increases in general and administrative were partially offset by the decrease in our allocated share of legal fees related to the Homart II—Glendale Matter settlement (see below and "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained in this prospectus).

Strategic initiatives of $18.7 million include professional fees for restructuring and advisory services.

In addition to the provisions for impairment recognized in our Master Planned Communities segment described above, based on the results of our evaluations for impairment (see "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained in this prospectus), we recognized impairment charges of $7.8 million in the third quarter of 2008 related to our Century Plaza (Birmingham, Alabama) operating property and $4.0 million in the fourth quarter of 2008 related to our Southshore Mall (Aberdeen, Washington) operating property. We also recognized impairment charges of $31.7 million throughout 2008 related to the write down of various pre-development costs that were determined to be non-recoverable due to the related projects being terminated which is the result of the current depressed retail real estate market and our liquidity situation. We recognized similar impairment charges for pre-development projects in the amount of $2.9 million in 2007. In addition, in the fourth quarter 2008, we recognized an impairment charge related to allocated goodwill of $32.8 million.

The decrease in litigation provision is due to the settlement and mutual release agreement with Caruso Affiliated Holdings LLC in December 2008 ("Note 1—Organizations" to the consolidated financial statements contained elsewhere in this prospectus) that released the defendants from all past, present and future claims related to the Homart II—Glendale Matter in exchange for a settlement payment of $48.0 million, which was paid from the appellate bond cash collateral amounts in January 2009. GGP has not been reimbursed for any portion of this payment by its 50% joint venture partner in GGP/Homart II, and we reimbursed $5.5 million of costs to such joint venture partner in connection with the settlement. Accordingly, in December 2008, we adjusted our liability for the full judgment amount of $89.4 million to $48 million and reversed legal fees incurred by GGP/Homart II of $14.2 million that were previously recorded at 100% by GGP and post-judgment related interest expense of $7.0 million. The net impact of these items related to the settlement is a credit of $57.1 million reflected in litigation provision in our consolidated financial statements.

The increase in depreciation and amortization is primarily due to a cumulative adjustment to the useful lives of certain assets in 2007.

The increase in interest expense is primarily due to higher debt balances at of December 31, 2008 compared to December 31, 2007, that were primarily the result of the new multi property financing and/or re-financings in 2008 as well as increased rates at Fashion Show, The Shoppes at the Palazzo and Tucson in the fourth quarter of 2008. The financing activity in the fourth quarter of 2008 resulted in significant increases in interest rates and loan fees. In addition, the financing of the secured portfolio facility also increased interest expense in 2008. Lastly, the increase in interest expense was also due to a decrease in the amount of capitalized interest as a result of decreased development spending in 2008 compared to 2007. See Liquidity and Capital Resources for information regarding 2008 financing activity for additional information regarding the potential impact of future interest rate increases.

The increase in provision for (benefit from) income taxes in 2008 was primarily attributable to tax benefits received in 2007 related to an internal restructuring of certain of our operating properties that were previously owned by a taxable REIT subsidiary ("TRS") and the tax benefit related to the provision for impairment at our master planned communities in 2007.

The decrease in equity in income of Unconsolidated Real Estate Affiliates is primarily due to a significant decrease in our share of income related to GGP/Homart II in 2008. In addition, as a result of the settlement of the Glendale matter in 2008, we reflect our 50% share of legal costs ($7.1 million) as a reduction of 2008 income in unconsolidated real estate affiliates that had previously been recorded at 100% as general and administrative in our consolidated financial statements. In addition, our share of income related to The Woodlands joint ventures decreased due to the gain on sale of the Marriott Hotel in 2007. Lastly, a change in estimate of the useful life for certain intangible assets resulted in lower depreciation expense across the Rouse joint ventures in 2007.

The discontinued operations, net of minority interest—gains on dispositions represents the gains from the sale of three office buildings and two office parks, as discussed above, in 2008.

Liquidity and Capital Resources

New GGP's primary uses of cash will include payment of operating expenses, working capital, debt repayment, including principal and interest, reinvestment in its properties, redevelopment of its properties, tenant allowances and dividends. New GGP's primary sources of cash will include operating cash flow, including distributions of our share of cash flow produced by our Unconsolidated Real Estate Affiliates, and borrowings under our revolving credit facility.

On Existing GGP's emergence from bankruptcy and excluding the Special Consideration Properties, New GGP's aggregate principal amount of debt is expected to be $20.2 billion, consisting of approximately $17.6 billion of consolidated debt and approximately $2.5 billion of its share of debt of our Unconsolidated Real Estate Affiliates. New GGP's consolidated debt is expected to consist of:

- $16.2 billion of secured mortgage debt;
- $206.2 million of trust preferred securities issued by GGP Capital Trust I, a subsidiary of GGPLP;
- $1.345 billion of Rouse notes and/or replacement notes being offered to holders of the Rouse notes pursuant to the Plan (or, in the event that the Bankruptcy Court determines that reinstatement is not permitted, a new $1.5 billion five-year secured term loan); and
- $300.0 million revolving credit facility, none of which is expected to be drawn

Pursuant to the Plan, holders of the GGPLP exchangeable notes will have the option to either elect to receive the payment of par plus accrued and unpaid interest in satisfaction of such GGPLP exchangeable notes or to have such GGPLP exchangeable notes reinstated. In the event that holders of the GGPLP exchangeable notes elect reinstatement rather than cash payment, up to $526.0 million of GGPLP exchangeable notes may remain outstanding, which reflects the amount of GGPLP exchangeable notes not held by the Plan Sponsors.

Approximately $19.1 million, $65.2 million and $968.3 million of New GGP's consolidated debt will mature in 2010 (excluding the Special Consideration Properties), 2011 and 2012, respectively. Almost all of New GGP's other consolidated debt matures between 2014 and 2019 with a balanced distribution of maturity dates.

With respect to our share of the debt of our Unconsolidated Real Estate Affiliates (excluding Aliansce, our joint venture in Brazil where we own a common stock investment and have no shared obligation for joint venture indebtedness), $225.2 million matures in 2010, $893.5 billion matures in 2011 and $753.1 million matures in 2012. We currently believe we will be able to refinance or restructure the debt that matures in 2010; however, there can be no assurance that we will be able to refinance or restructure such debt on acceptable terms or otherwise, or that joint venture operations or contributions by us and/or our partners will be sufficient to repay such loans.

Principal amortization on New GGP's consolidated secured loans is estimated to be $211.9 million in the fourth quarter 2010 and approximately $312.7 million during 2011. Our share of the principal amortization on the secured mortgage debt of the Unconsolidated Real Estate Affiliates is estimated to be approximately $8.9 million in the fourth quarter of 2010 and approximately $31.8 million during 2011. New GGP currently believes we will have sufficient cash provided by operations to make these amortization payments.

New GGP's multi-year plan for operating capital expenditures projects estimated expenditures of $96.3 million and $113.8 million in 2010 and 2011, respectively. In addition, Existing GGP is currently redeveloping certain properties, including Saint Louis Galleria and Christiana Mall, and expect to spend $59.5 million and $15.0 million in 2010 and 2011, respectively, on these and other redevelopment projects.

New GGP expects to have at least $350 million of unrestricted cash and $300.0 million available under its revolving credit facility upon Existing GGP's emergence from bankruptcy. As a result, New GGP believes it will have adequate sources of funds to operate our business and strategically reinvest and redevelop our properties.

New GGP intends to reduce its outstanding debt through a combination of selling non-core assets and certain joint venture interests, entering into joint ventures with respect to certain of its existing properties, refinancings, equity issuances (including convertible indebtedness) and debt paydowns pursuant to our restructured amortization schedule. With respect to asset sales, New GGP intends to seek opportunities to dispose of assets that are not core to our business in order to optimize our portfolio and reduce leverage, including the opportunistic sale of our strip shopping centers, stand-alone office buildings and certain regional malls. In addition, New GGP expects to restructure some of our less profitable, more highly levered properties, consisting of our special consideration properties, which accounted for approximately $756 million of our consolidated debt as of December 31, 2009.

New GGP anticipates that all of its debt will be repaid, extended or refinanced on a timely basis, except for the debts of the Special Consideration Properties and the debts of two of the properties owned by its Unconsolidated Real Estate Affiliates, Silver City and Montclair. However, there can be no assurance that New GGP will able to reduce its debt or that New GGP can obtain financing on satisfactory terms or at all.

Summary of Cash Flows

Six Months Ended June 30, 2010 and 2009

Cash Flows from Operating Activities

Net cash provided by operating activities was $365.4 million for the six months ended June 30, 2010 and $497.9 million for the six months ended June 30, 2009.

Cash used for Land/residential development and acquisitions expenditures was $32.4 million for the six months ended June 30, 2010, an increase from $29.8 million for the six months ended June 30, 2009.

Net cash provided by (used in) certain assets and liabilities, including accounts and notes receivable, prepaid expense and other assets, deferred expenses, and accounts payable and accrued expenses and deferred tax liabilities totaled $184.2 million in 2010 and $149.7 million in 2009. Accounts payable and accrued expenses and deferred tax liabilities increased $117.9 million primarily as a result of an increase in accrued interest for unsecured debt. Although liabilities not subject to compromise and certain liabilities subject to compromise have been approved for payment by the Bankruptcy Court, a significant portion of our liabilities subject to compromise are subject to settlement under the Plan and have not been paid to date. (For a description of liabilities subject to compromise, see "Note 2—Summary of Significant Accounting Policies—Pre-petition Date Claims and Classification of Liabilities Subject to Compromise" to the consolidated financial statements contained elsewhere in this prospectus) In addition, accounts and notes receivable decreased $41.1 million from December 31, 2009 to June 30, 2010, whereas, such accounts increased $11.5 million from December 31, 2008 to June 30, 2009. Also included during the six months ended June 30, 2010 are the impact of reorganization items of $64.5 million, net.

Cash Flows from Investing Activities

Net cash used in investing activities was $107.4 million for the six months ended June 30, 2010 and $148.1 million for the six months ended June 30, 2009.

Cash used for acquisition/development of real estate and property additions/improvements was $113.2 million for the six months ended June 30, 2010, a decline from $127.6 million for the six months ended June 30, 2009 primarily due to the completion, suspension or termination of a number of development projects.

Net investing cash provided by (used in) our Unconsolidated Real Estate Affiliates was $12.8 million in 2010 and $(35.5) million in 2009. This increase is primarily due to the $7.5 million of proceeds from the sale of our investment in Costa Rica ("Note 3—Unconsolidated Real Estate Affiliates" to the consolidated financial statements contained elsewhere in this prospectus) in the first quarter of 2010, as well as, loans to Unconsolidated Real Estate Affiliates during the first six months of 2009.

Cash Flows from Financing Activities

Net cash (used in) provided by financing activities was $(364.1) million for the six months ended June 30, 2010 and $104.1 million for the six months ended June 30, 2009.

Principal payments on mortgages, notes and loan payables were $222.5 million for the six months ended June 30, 2010 and $295.4 million for the six months ended June 30, 2009. In addition, we paid $134.0 million of finance costs related to the Debtors that emerged from bankruptcy during the six months ended June 30, 2010.

In the fourth quarter of 2009, we declared a dividend of $0.19 per share of common stock (to satisfy REIT distribution requirements for 2009) payable in a combination of cash and common stock, and issued approximately 4.9 million shares of common stock. On January 28, 2010, we paid approximately $6.0 million in cash. No dividends were paid during the six months ended June 30, 2009. There were no distributions to holders of common units during the six months ended June 30, 2010 while $0.6 million was paid during the six months ended June 30, 2009.

Year Ended December 31, 2009 and 2008

Cash Flows from Operating Activities

Net cash provided by operating activities was $871.3 million for the year ended December 31, 2009 and $556.4 million for the year ended December 31, 2008.

Cash used for land/residential development and acquisitions expenditures was $78.2 million for the year ended December 31, 2009 a decrease from $166.1 million for the year ended December 31, 2008 as we have slowed the pace of residential land development in 2009 in light of sales pace declines.

As a result of the settlement of the Glendale Matter (see "Note 1—Organizations" to the consolidated financial statements contained elsewhere in this prospectus), $67.1 million that was previously paid as cash collateral for the appellate bond was refunded to Existing GGP resulting in an increase in net cash provided by operating activities of $134.1 million.

Net cash provided by (used in) certain assets and liabilities, including accounts and notes receivable, prepaid expense and other assets, deferred expenses, and accounts payable and accrued expenses totaled $357.0 million in 2009 and $(117.6) million in 2008. Accounts payable and accrued expenses increased $424.8 million primarily as a result of an increase in accrued interest and liabilities stayed by our bankruptcy filings. Although liabilities not subject to compromise and certain liabilities subject to compromise have been approved for payment by the Bankruptcy Court, a significant portion of our liabilities subject to compromise are subject to settlement under a plan of reorganization and have not been paid. In addition, accounts and notes receivable increased $22.6 million from December 31, 2008 to December 31, 2009, whereas, such accounts decreased $12.7 million from December 31, 2007 to December 31, 2008.

Cash Flows from Investing Activities

Net cash used in investing activities was $334.6 million for the year ended December 31, 2009 and $1.21 billion for the year ended December 31, 2008.

Cash used for acquisition/development of real estate and property additions/improvements was $252.8 million for the year ended December 31, 2009 a decline from $1.19 billion for the year ended December 31, 2008 primarily due to the completion, suspension or termination of a number of development projects in late 2008 and early 2009.

Net investing cash used in our Unconsolidated Real Estate Affiliates was $89.7 million in 2009 and $102.3 million in 2008.

Cash Flows from Financing Activities

Net cash (used in) provided by financing activities was $(51.3) million for the year ended December 31, 2009 and $722.0 million for the year ended December 31, 2008

New financings exceeded principal payments by $20.4 million for the year ended December 31, 2009 and $418.7 million for the year ended December 31, 2008.

Distributions to common stockholders, holders of Common Units and holders of perpetual and convertible preferred units totaled $1.3 million for the year ended December 31, 2009 and $476.6 million for the year ended December 31, 2008

Contractual Cash Obligations and Commitments

Historical

The following table aggregates our subsequent contractual cash obligations and commitments as of December 31, 2009 on a historical basis:

	2010	2011	2012	2013	2014	Subsequent / Other(6)	Total
				(In thousands)			
Long-term debt-principal(1)	$ 1,114,925	$ 191,366	$ 1,006,706	$ 481,140	$ 1,626,788	$ 3,194,262	$ 7,615,187
Interest payments(2)	377,137	362,951	335,668	290,183	211,221	246,762	1,823,922
Retained debt-principal	119,694	775	37,742	—	—	—	158,211
Ground lease payments(3)	9,181	8,999	8,970	9,015	9,078	344,405	389,648
Purchase obligations(4)	150,746	—	—	—	—	—	150,746
Uncertainty in income taxes, including interest	—	—	—	—	—	129,413	129,413
Other long-term liabilities(5)	—	—	—	—	—	—	—
Total	$ 1,771,683	$ 564,091	$ 1,389,086	$ 780,338	$ 1,847,087	$ 3,914,842	$ 10,267,127

(1) Excludes $17.15 billion of long-term debt principal, net of $9.2 million of non-cash debt market rate adjustments, that is subject to compromise and non-cash market rate adjustments of $314.4 million that are not subject to compromise all at December 31, 2009.

(2) Based on rates as of December 31, 2009. Variable rates are based on a LIBOR rate of 0.23%. Excludes interest payments related to debt that is subject to compromise, market rate adjustments and SIDS.

(3) Excludes non-cash acquisition accounting adjustments of $225.8 million related to ground lease payments.

(4) Reflects accrued and incurred construction costs payable. Routine trade payables have been excluded. As of March 31, 2010 we expected, or were obligated to incur, development and redevelopment expenditures of $247.8 million from 2010 through 2012.

(5) Other long-term liabilities related to ongoing real estate taxes have not been included in the table as such amounts depend upon future applicable real estate tax rates. Real estate tax expense was $280.9 million in 2009, $274.3 million in 2008, and $246.5 million in 2007.

(6) The remaining uncertainty in income taxes liability for which reasonable estimates about the timing of payments cannot be made is disclosed within the Subsequent/Other column.

Estimated Contractual Cash Obligations and Commitments as of the Effective Date

The following table aggregates our estimated subsequent contractual cash obligations and commitments as of the Effective Date:

	2010	2011	2012	2013	2014	Subsequent / Other	Total
				(In thousands)			
Long-term debt-principal	$ 231,012	$ 376,081	$ 1,546,612	$ 2,022,957	$ 2,984,403	$ 11,948,187	$ 19,109,252
Interest payments	233,363	944,994	923,048	823,676	674,778	1,477,331	5,077,190
Retained debt-principal	117,651	775	37,742	—	—	—	156,168
Ground lease payments	1,595	6,199	6,162	6,191	6,254	238,484	264,884
Purchase obligations	19,568	—	—	—	—	—	19,568
Uncertainty in income taxes, including interest	—	—	—	—	—	65,617	65,617
Total	$ 603,189	$ 1,328,049	$ 2,513,564	$ 2,852,824	$ 3,665,435	$ 13,729,619	$ 24,692,679

In the normal course of business, from time to time, we are involved in legal proceedings relating to the ownership and operations of our properties (reference is made to Item 3 above, which description is incorporated into this response).

We lease land or buildings at certain properties from third parties. The leases generally provide us with a right of first refusal in the event of a proposed sale of the property by the landlord. Rental payments are expensed as incurred and have, to the extent applicable, been straight-lined over the term of the lease. Contractual rental expense, including participation rent, was $19.0 million in 2009, $19.3 million in 2008 and $19.5 million in 2007, while the same rent expense excluding amortization of above and below-market ground leases and straight-line rents, as presented in our consolidated financial statements, was $12.7 million in 2009, $12.4 million in 2008 and $12.0 million in 2007.

Off-Balance Sheet Financing Arrangements

We do not have any off-balance sheet financing arrangements.

REIT Requirements

In order to remain qualified as a real estate investment trust for federal income tax purposes, we must distribute or pay tax on 100% of our capital gains and distribute at least 90% of our ordinary taxable income to stockholders. To avoid current entity level U.S. federal income taxes, we plan to distribute 100% of our capital gains and ordinary income to our stockholders annually. We may not have sufficient liquidity to meet these distribution requirements. In determining distributions, the Board of Directors considers operating cash flow. For the next several years, we currently intend to pay a portion of any required dividend in stock.

Seasonality

Although we have a year-long temporary leasing program, occupancies for short-term tenants and, therefore, rental income recognized, are higher during the second half of the year. In addition, the majority of our tenants have December or January lease years for purposes of calculating annual Overage Rent amounts. Accordingly, Overage Rent thresholds are most commonly achieved in the fourth quarter. As a result, revenue production is generally highest in the fourth quarter of each year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. For example, significant estimates and assumptions have been made with respect to: Fair Value (as defined below) of assets for measuring impairment of operating properties, development properties, joint ventures and goodwill; valuation of debt of emerged entities, useful lives of assets; capitalization of development and leasing costs; provision for income taxes; recoverable amounts of receivables and deferred taxes; initial valuations and related amortization periods of deferred costs and intangibles, particularly with respect to property acquisitions; and cost ratios and completion percentages used for land sales. Actual results could differ from those estimates.

Critical Accounting Policies

Critical accounting policies are those that are both significant to the overall presentation of our financial condition and results of operations and require management to make difficult, complex or subjective judgments. Our critical accounting policies are those applicable to the following:

Accounting for Reorganization

The accompanying consolidated financial statements and the combined condensed financial statements of the Debtors presented below have been prepared in accordance with the generally accepted accounting principles related to financial reporting by entities whose cases are pending under the Bankruptcy Code. Such consolidated financial statements are also prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. Such accounting guidance also provides that if a debtor, or group of debtors, has significant combined assets and liabilities of entities which are not operating under bankruptcy protection, the debtors and non-debtors should continue to be combined. However, separate disclosure of financial statement information solely relating to the debtor entities should be presented. Additionally, due to the various effective dates in December 2009 of the plans of reorganization for the 113 Debtors that had emerged from bankruptcy as of December 31, 2009 (the "Track 1A Debtors"), a convenience date of December 31, 2009 was elected for the accounting for the emergence from bankruptcy of the Track 1A Debtors.

Classification of Liabilities Not Subject to Compromise

Liabilities not subject to compromise include: (1) liabilities held by non-Debtor and Track 1A Debtor entities; (2) liabilities incurred after the Petition Date; (3) pre-petition liabilities of the Debtors holding $1.7 billion of secured mortgage debt that have emerged from backruptcy in 2010 or that expect to emerge from backruptcy in 2010 (the "Track 1B Debtors") and the Debtors that filed the Plan and Disclosure Statement with the bankruptcy court on July 13, 2010 (the "2010 Track Debtors") expect to pay in full; and (4) liabilities related to pre-petition contracts that have not been rejected pursuant to section 365 of the Bankruptcy Code. Unsecured liabilities not subject to compromise at December 31, 2009 with respect to the first stage Debtors are reflected at the current estimate of the probable amounts to be paid even though the amounts of such unsecured liabilities ultimately to be allowed by the Bankruptcy Court (and therefore paid at 100% pursuant to the plans of reorganization for the Track 1A Debtors and Track 1B Debtors) have not yet been determined. With respect to secured liabilities, GAAP bankruptcy guidance provides that Track 1A Debtor mortgage loans should be recorded at their estimated Fair Value.

Reorganization Items

Reorganization items under the Chapter 11 Cases are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases and are presented separately in the Consolidated Statements of Income and Comprehensive Income and in the condensed combined statements of operations of the Debtors presented above. These items include professional fees and similar types of expenses and gains directly related to the Chapter 11 Cases, resulting from activities of the reorganization process, and interest earned on cash accumulated by the Debtors as a result of the Chapter 11 Cases.

Impairment—Operating properties, land held for development and sale and developments in progress

We review our consolidated and unconsolidated real estate assets, including operating properties, land held for development and sale and developments in progress, for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment indicators for our retail and other segment are assessed separately for each property and include, but are not limited to, significant decreases in real estate property net operating income, significant occupancy percentage changes and strategic determinations as reflected in certain bankruptcy plans of reorganization, either prospective, or filed and confirmed.

Impairment indicators for our Master Planned Communities segment are assessed separately for each community and include, but are not limited to, significant decreases in sales pace or average selling prices, significant increases in expected land development and construction costs or cancellation rates, and projected losses on expected future sales.

Impairment indicators for pre-development costs, which are typically costs incurred during the beginning stages of a potential development, and developments in progress are assessed by project and include, but are not limited to, significant changes in projected completion dates, revenues or cash flows, development costs, market factors and sustainability of development projects.

If an indicator of potential impairment exists, the asset is tested for recoverability by comparing its carrying amount to the estimated future undiscounted operating cash flow. A real estate asset is considered to be impaired when its carrying amount cannot be recovered through estimated future undiscounted cash flows. To the extent an impairment provision is necessary, the excess of the carrying amount of the asset over its estimated Fair Value is expensed to operations. In addition, the impairment is allocated proportionately to adjust the carrying amount of the asset. The adjusted carrying amount, which represents the new cost basis of the asset, is depreciated over the remaining useful life of the asset.

Impairment—Investment in Unconsolidated Real Estate Affiliates

We review our investment in the Unconsolidated Real Estate Affiliates for a series of operating losses of an investee or other factors (including those discussed above) that may indicate that a decrease in value of our investment in the Unconsolidated Real Estate Affiliates has occurred which is other-than-temporary. The investment in each of the Unconsolidated Real Estate Affiliates is evaluated periodically and as deemed necessary for recoverability and valuation declines that are other than temporary. Accordingly, in addition to the property-specific impairment analysis that we perform on the investment properties owned by such joint ventures (as part of our investment properties and developments in progress impairment process described above), we also consider the ownership and distribution preferences and limitations and rights to sell and repurchase of our ownership interests. If we determine that the decline in value of our investment is other than temporary, it is written down to its estimated Fair Value.

Impairment—Goodwill

We review our goodwill for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Since each individual rental property or each operating property is an operating segment and considered a reporting unit, we perform this test by first comparing the estimated Fair Value of each property with our book value of the property, including, if applicable, its allocated portion of aggregate goodwill. We assess Fair Value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions. If the book value of a property, including its goodwill, exceeds its estimated Fair Value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. In this second step, if the implied Fair Value of goodwill is less than the book value of goodwill, then an impairment charge would be recorded.

Recoverable amounts of receivables and deferred tax assets

We make periodic assessments of the collectibility of receivables (including those resulting from the difference between rental revenue recognized and rents currently due from tenants) and the recoverability of deferred taxes based on a specific review of the risk of loss on specific accounts or amounts. The receivable analysis places particular emphasis on past-due accounts and considers the nature and age of the receivables, the payment history and financial condition of the payee, the basis for any disputes or negotiations with the payee and other information which may impact collectibility. For straight-line rents receivable, the analysis considers the probability of collection of the unbilled deferred rent receivable given our experience regarding such amounts. For deferred tax assets, an assessment of the recoverability of the tax asset considers the current expiration periods of the prior net operating loss carryforwards or other asset and the estimated future taxable income of our taxable REIT subsidiaries. The resulting estimates of any allowance or reserve related to the recovery of these items is subject to revision as these factors change and is sensitive to the effects of economic and market conditions on such payees and our taxable REIT subsidiaries.

Capitalization of development and leasing costs

We capitalize the costs of development and leasing activities of our properties. These costs are incurred both at the property location and at the regional and corporate office levels. The amount of capitalization depends, in part, on the identification and justifiable allocation of certain activities to specific projects and leases. Differences in methodologies of cost identification and documentation, as well as differing assumptions as to the time incurred on projects, can yield significant differences in the amounts capitalized and, as a result, the amount of depreciation recognized.

Revenue recognition and related matters

Minimum rent revenues are recognized on a straight-lined basis over the terms of the related leases. Minimum rent revenues also include amounts collected from tenants to allow the termination of their leases prior to their scheduled termination dates and accretion related to above and below-market tenant leases on acquired properties. Straight-line rents receivable represents the current net cumulative rents recognized prior to when billed and collectible as provided by the terms of the leases. Overage Rent is recognized on an accrual basis once tenant sales exceed contractual tenant lease thresholds. Recoveries from tenants are established in the leases or computed based upon a formula related to real estate taxes, insurance and other shopping center operating expenses and are generally recognized as revenues in the period the related costs are incurred.

Revenues from land sales are recognized using the full accrual method provided that various criteria relating to the terms of the transactions and our subsequent involvement with the land sold are met. Revenues relating to transactions that do not meet the established criteria are deferred and recognized when the criteria are met or using the installment or cost recovery methods, as appropriate in the circumstances. For land sale transactions in which we are required to perform additional services and incur significant costs after title has passed, revenues and cost of sales are recognized on a percentage of completion basis.

Cost ratios for land sales are determined as a specified percentage of land sales revenues recognized for each master planned community project. The cost ratios used are based on actual costs incurred and estimates of development costs and sales revenues for completion of each project. The ratios are reviewed regularly and revised for changes in sales and cost estimates or development plans. Significant changes in these estimates or development plans, whether due to changes in market conditions or other factors, could result in changes to the cost ratio used for a specific project. The specific identification method is used to determine cost of sales for certain parcels of land, including acquired parcels we do not intend to develop or for which development is complete at the date of acquisition.

Recently Issued Accounting Pronouncements and Developments

As described in "Note 9—Recently Issued Accounting Pronouncements" to the consolidated financial statements contained elsewhere in this prospectus, new accounting pronouncements have been issued which impact or could impact the prior, current, or subsequent years.

Inflation

Substantially all of our tenant leases contain provisions designed to partially mitigate the negative impact of inflation. Such provisions include clauses enabling us to receive Overage Rent based on tenants' gross sales, which generally increase as prices rise, and/or escalation clauses, which generally increase rental rates during the terms of the leases. In addition, many of the leases expire each year which may enable us to replace or renew such expiring leases with new leases at higher rents. Finally, many of the existing leases require the tenants to pay amounts related to all, or substantially all, of their share of certain operating expenses, including common area maintenance, real estate taxes and insurance, thereby partially reducing our exposure to increases in costs and operating expenses resulting from inflation. In general, these amounts either vary annually based on actual expenditures or are set on an initial share of costs with provisions for annual increases. Only if inflation exceeds the rate set in the leases for annual increases (typically 4% to 5%) would increases in expenses due to inflation be a risk.

Inflation also poses a risk to us due to the probability of future increases in interest rates. Such increases would adversely impact us due to our outstanding variable-rate debt. In certain cases, we have previously limited our exposure to interest rate fluctuations related to a portion of our variable-rate debt by the use of interest rate cap and swap agreements. Such agreements, subject to current market conditions, allow us to replace variable-rate debt with fixed-rate debt in order to achieve our desired ratio of variable-rate to fixed rate date. However, in an increasing interest rate environment the fixed rates we can obtain with such replacement fixed-rate cap and swap agreements or the fixed-rate on new debt will also continue to increase.

Quantitative and Qualitative Disclosures about Market Risk

We are subject to market risk associated with changes in interest rates both in terms of variable-rate debt and the price of new fixed-rate debt upon maturity of existing debt and for acquisitions. As of December 31, 2009, Existing GGP had consolidated debt of $24.46 billion, including $5.28 billion of variable-rate debt. Although the majority of the remaining variable-rate debt is subject to interest rate cap agreements, such interest rate caps generally limit interest rate exposure only if LIBOR exceeds a rate per annum significantly higher (generally above 8% per annum) than current LIBOR rates (0.23% at December 31, 2009). A 25 basis point movement in the interest rate on the

$5.28 billion of variable-rate debt would result in a $13.2 million annualized increase or decrease in consolidated interest expense and operating cash flows.

In addition, we are subject to interest rate exposure as a result of variable-rate debt collateralized by the Unconsolidated Properties for which similar interest rate swap agreements have not been obtained. Existing GGP's share (based on its respective equity ownership interests in the Unconsolidated Real Estate Affiliates) of such remaining variable-rate debt was $390.1 million at December 31, 2009. A similar 25 basis point annualized movement in the interest rate on the variable-rate debt of the Unconsolidated Real Estate Affiliates would result in an approximately $1.0 million annualized increase or decrease in Existing GGP equity in the income and operating cash flows from Unconsolidated Real Estate Affiliates.

We are further subject to interest rate risk with respect to Existing GGP's fixed-rate financing in that changes in interest rates will impact the Fair Value (as defined below) of Existing GGP's fixed-rate financing. "Fair Value" refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Existing GGP has not entered into any transactions using derivative commodity instruments.

INDUSTRY AND MARKET DATA

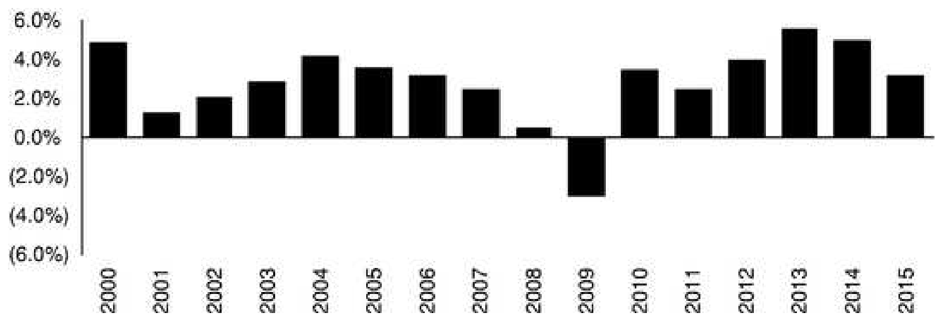
Economic conditions in 2009 were challenging, with negative GDP growth, rising unemployment, continued problems in the housing market and declining consumer confidence. Our core regional mall business is impacted by these factors, with the main drivers being GDP growth, employment levels, consumer confidence and retail sales. Despite the challenging conditions of 2009, improvements in growth and employment in the first half of 2010 point towards an emerging economic recovery. GDP is calculated as the total market value of all final goods and services produced in the United States in a given year, equal to total consumer, investment and government spending, plus the value of exports, minus the value of imports. Based on economic projections from the Congressional Budget Office, or CBO, and the U.S. Census Bureau, the U.S. economy is expected to reach its cyclical low point in 2010 with growth expected thereafter.

Demand Drivers

Retail sales performance has historically been highly correlated to a number of factors including real GDP growth, employment, household wealth, personal savings and consumption, consumer access to credit and consumer confidence. During the current recession, consumer spending fell significantly, resulting in downward pressure on retail sales. Consumers slowed their spending due to lower household wealth, reduced access to consumer credit, rising unemployment and lower consumer confidence. These factors drove the decline in financial and operational performance of regional mall REITs. However, these trends have begun to moderate and retail sales have posted quarter-over-quarter increases starting in the fourth quarter of 2009.

Real GDP Growth. Since December 2007, real GDP growth has declined, culminating in a 2.4% decrease in 2009, well above the historical average decline of 0.7% for recessions in the U.S. since 1950. However, GDP growth returned positive in the third quarter of 2009. In August 2010 the CBO indicated that it expects a recovery, with real GDP growth of 3.0%, 2.1% and 3.4% in calendar years 2010, 2011 and 2012, respectively.

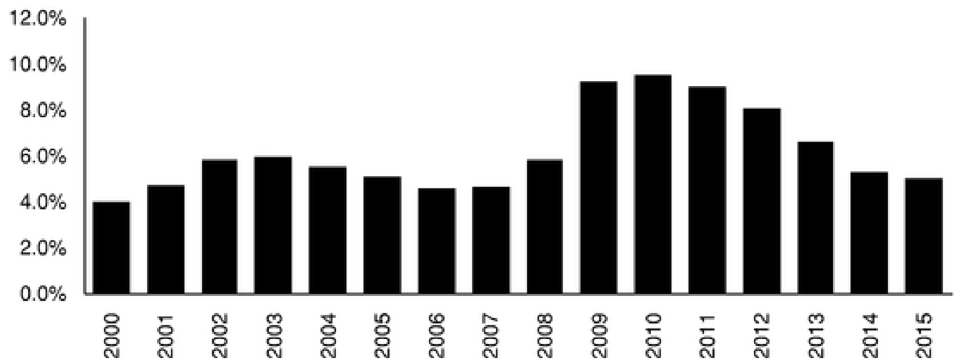
Real GDP Growth



Source: Congressional Budget Office—The Budget and Economic Outlook: An Update, August 2010

Employment. According to the Bureau of Labor Statistics, the U.S. unemployment rate rose to 10.1% in October 2009, the highest level since June 1983. Since then, unemployment has declined to the current rate of 9.5%, as of July 2010. Although July data showed a decline of 131,000 nonfarm payroll jobs, 143,000 temporary government workers hired for the 2010 Census completed their work. Private sector payrolls edged up in July by 71,000, with job growth across most industry sectors. Furthermore, recent data in the manufacturing sector suggests improving industrial conditions. The Institute for Supply Management, or ISM, reported that its manufacturing index, a leading indicator of trends in the overall economy, registered 56.3% in August 2010, marking the thirteenth consecutive monthly reading above 50%. According to ISM, a reading above 50% indicates that the manufacturing economy is generally expanding. Improvements in the manufacturing sector should lead to further increases in employment. The chart below shows the actual and forecasted U.S. unemployment rates for calendar years 2000 through 2015, as reported by the CBO.

Unemployment Rate

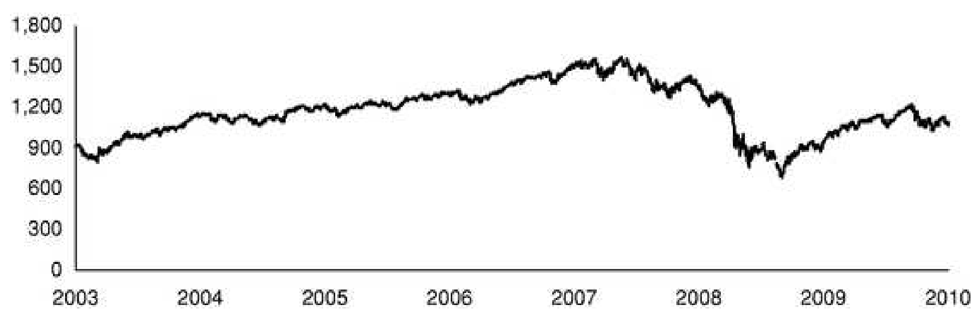


Source: Congressional Budget Office—The Budget and Economic Outlook: An Update, August 2010

Household Wealth. From 2007 to the first quarter 2009, consumers experienced a substantial negative wealth effect as household net worth declined by approximately $16.1 trillion, or 25.0%, according to the Federal Reserve Board. Household wealth growth has returned, however, with net worth increasing approximately $6.3 trillion, or 13.0%, from the first quarter 2009 to the first quarter 2010.

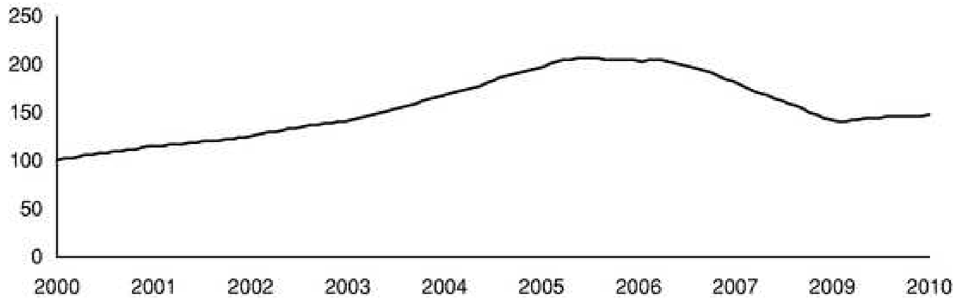
As indicated by the S&P/Case-Shiller Home Index, single-family home values fell 31.8% from the peak in May 2006 to the low in May 2009, while the S&P 500 Index fell 56.8% from an all-time high of 1,565 at closing in October 2007 to 677 in March 2009. Since reaching cyclical low points, the S&P/Case-Shiller Home Index posted gains in eight consecutive months from June 2009 to January 2010 before slightly decreasing in February and March and returning to positive growth since April 2010. The S&P 500 has increased 58.4% from the low of March 2009 to mid-August 2010.

S&P 500 Index



Source: Standard & Poor's

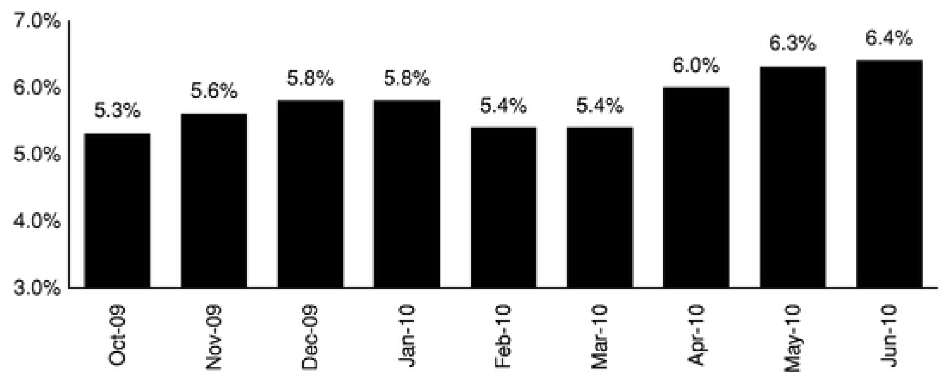
S&P / Case—Shiller Home Index



Source: Standard & Poor's

Personal Savings and Consumption. In response to weak economic fundamentals and the credit crisis, U.S. consumer spending declined. The U.S. personal savings rate reached a 17-year high in May 2009 of 8.2%, up from 1.7% in August 2007, and it has since fluctuated between approximately 5.1% and 6.7%. Personal savings as a percentage of disposable personal income was 6.4% in June 2010, compared with 6.3% in May 2010. U.S. consumer spending recently began to increase. In June personal consumption was virtually flat, declining less than 0.1% from May's $24.4 billion (or 0.2%) increase. The rate of savings directly affects the amount of disposable income set aside for consumption and spending in the broader retail market.

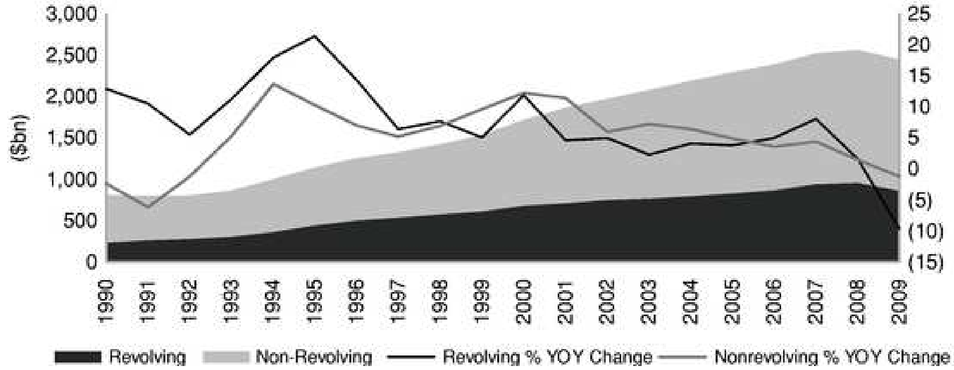
Personal Savings Rate (Short-Term)



Source: Bureau of Economic Analysis

Consumer Credit. Consumer balance sheets are strengthening, but continue to be overleveraged. According to the Federal Reserve Board, the total consumer credit outstanding peaked at $2.56 trillion in 2008 and has since fallen by more than 5.5% to $2.42 trillion. The Financial Obligation Ratio which (1) combines mortgage and consumer debt payments, automobile payments, rental payments, homeowners insurance and property taxes, and (2) divides that sum by disposable personal income, reached a high of 18.91 in the first quarter of 2008 and has gradually improved to 17.36 in the first quarter of 2010.

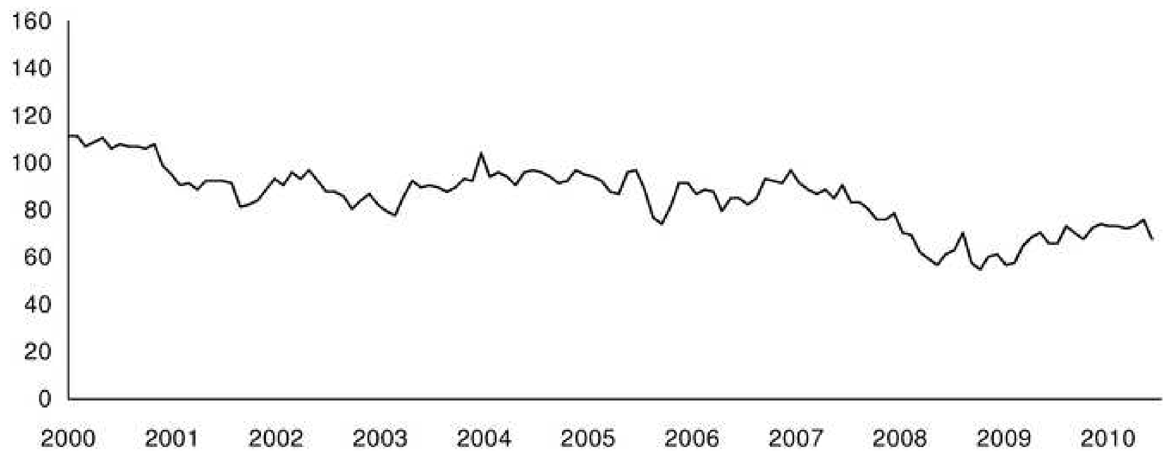
Consumer Credit Outstanding



Source: Federal Reserve Board

Consumer Confidence. The University of Michigan Consumer Sentiment Index, or ICS, which was at 90.4 in July 2007, reached a low of 55.3 in November 2008. It has since rebounded to 68.9 as of August 2010. Although the August reading is below the post-crisis high of 76 in June, the index remains substantially above the level of the recession lows of early 2009. The ICS is broken into two components: the Consumer Expectations Index and the Current Economic Conditions Index. We believe positive changes in the ICS may follow increased job growth. As the private sector continues to add jobs in 2010, we believe consumer expectations will follow suit and resume the positive trend they have been on since reaching the cyclical lows of early 2009. The chart below shows the Index of Consumer Sentiment from 2000 through August 2010, which has featured a long-term average of 85.2 since 2000.

Consumer Sentiment Index



Source: Surveys of Consumers, Thomsen Reuters and University of Michigan

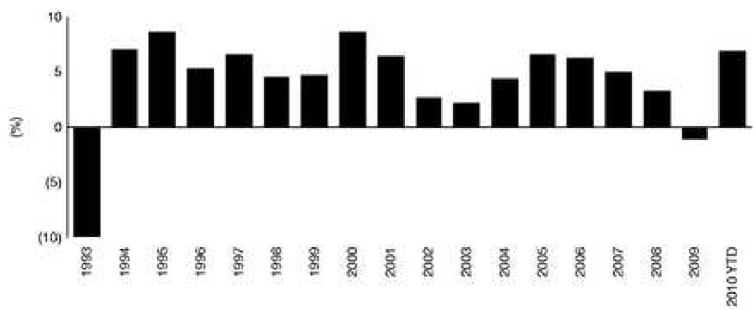
New Mall Supply

Historically, the mall industry has had limited new supply, given the difficulty in constructing a site and attracting the right anchor stores. The current challenging economic conditions have resulted in suspensions and cancellations of many new mall projects, reducing an already small pipeline. Traditional anchor stores have not demonstrated much willingness to expand during the past few years, and the sizable projected gap between replacement costs and market rents serve as a further deterrent to increased mall supply. We believe there has been limited supply of mall space in the last five years. We believe the lack of new development should help better-positioned malls improve their occupancy levels in coming years.

Market Outlook

Despite recent slowing of certain macroeconomic indicators, the overall direction of the economy since the second half of 2009 suggests that the outlook for consumer spending and the retail sector continues to improve. Although GDP growth was negative for 2009 overall (due to the steep declines during the first and second quarters), growth has been positive since the third quarter of 2009, with a 1.6% annualized rate for the second quarter of 2010 according to the Bureau of Economic Analysis. With real GDP forecasted to grow at a pace of 3.0% in 2010, 2.1% in 2011 and 3.4% in 2012, we believe retail sales performance will improve. In fact, U.S. retail sales are already on the rebound, having grown 6.9% in the first seven months of 2010 compared to the first seven months of 2009. We believe the economic recovery should promote improvement in the future of the regional mall business.

Retail Sales



Source: Bureau of the Census

Summary

While the retail sector was particularly hard-hit during the most recent economic downturn, we believe the potential economic recovery should help increase retail sales and improve retailer performance, which in turn should drive improved results for regional malls. Although the rebound from this recession is expected to be slower than in periods following previous recessions (especially if unemployment remains at an elevated rate), we believe positive sales growth in 2010 and 2011 should nonetheless help drive retailer expansions and new lease signings, which should help reduce retail vacancies and contribute to growth. The potential limited supply of regional mall space and the lack of new development over the past few years should also help owners and malls that are in well-positioned locations to improve their occupancy levels in coming years and support the potential increased rental growth.

BUSINESS

Overview

We are a leading real estate owner and operator of regional malls with an ownership interest in 185 regional malls in 43 states as of the date of this prospectus, as well as ownership interests in other rental properties. Based on the number of malls in our portfolio, we are the second largest owner of regional malls in the United States, located strategically in major and middle markets nationwide.

Our company began as a single property in Cedar Rapids, Iowa and has expanded significantly, both through organic growth and strategic acquisitions, to include some of the highest quality retail assets in the United States. Many of our properties are located in the fastest growing regions of the country as measured by household income and population growth, respectively. As a result of our history in building a national real estate platform and portfolio, our management team has extensive experience in managing, operating, leasing and redeveloping our portfolio of properties.

Our portfolio includes more than 68.9 million square feet of regional mall retail space and approximately 21,000 leases nationwide. We also own stand-alone office properties, strip shopping centers and hybrid mixed-use properties. A summary of our asset portfolio is presented in "—Properties."

New GGP was incorporated as a Delaware corporation on July 1, 2010.

Our Business

Our portfolio of regional malls and other rental properties represents a diverse collection of retail offerings that are targeted to a range of market sizes and consumer tastes. To better understand our portfolio of regional malls, we are presenting our U.S. regional malls in this prospectus in four categories. We believe these categories reflect the tenant sales performance, current retail tenant positioning, consumer preference characteristics, market size and competitive position of our regional malls. The table below summarizes these four categories as well as our other rental properties and excludes properties that we currently expect to transfer to Spinco as well as de minimis properties, including international operations, and other corporate non-property interests:

			Year Ended December 31, 2009		
Category	Number of Properties	Mall and Freestanding GLA(1) (millions of square feet)	Average Annual Tenant Sales per Square Foot(2) ($)	Mall and Other Rental NOI(3) ($ millions)	Occupancy(4) (%)
Tier I Malls	47	20.5	581	999.7	95.3
Tier II Malls	57	20.9	367	712.7	93.4
Other Malls	68	20.9	294	448.8	87.4
Special Consideration Properties	13	3.3	267	63.4	85.8
Total Regional Malls	**185**	**65.6**	**410**	**2,224.6**	**91.7**
Other Rental Properties	64	8.2	N/A	110.3	86.7
Total	**249**	**73.8**	**410**	**2,334.9**	**91.3**

(1) Includes the gross leasable area of freestanding retail locations that are not attached to the primary complex of buildings that comprise a shopping center, and excludes anchor stores.

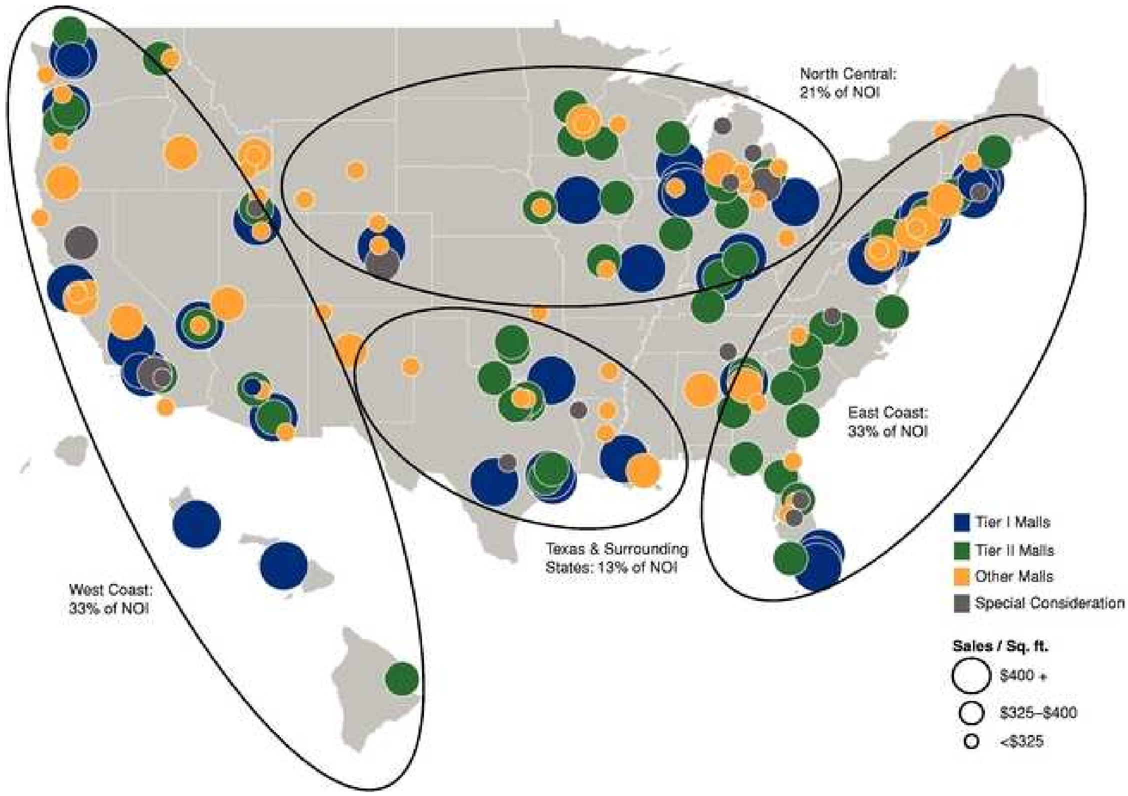
(2) Average annual tenant sales per square foot is calculated as the sum of the trailing twelve months comparable sales divided by the sum of the trailing twelve months comparable square footage open at least one full year.

(3) Existing GGP's total NOI for the year ended December 31, 2009 was $2,296.7 million. Mall and Other Rental NOI presented in the table above excludes $(109.2) million of NOI attributable to master planned communities, which will be distributed to Spinco, $71.0 million of NOI attributable to other assets to be distributed to Spinco, international operations and other corporate non-property interests.

(4) Occupancy represents GLOA divided by GLA (mall shop and freestanding space) for spaces less than 30,000 square feet. "GLOA" represents Gross Leasable Occupied Area and is the sum of: (1) tenant occupied space under lease, (2) all leases signed, whether or not the space is occupied by a tenant and (3) tenants no longer occupying space, but still paying rent.

Our Regional Malls

Our regional malls are located in major and middle markets throughout the United States. For the year ended December 31, 2009, the geographic concentration of our regional malls as a percentage of our total regional mall NOI presented above was as follows: the east coast (33%), the west coast and Hawaii (33%), the north central United States (21%), and Texas and surrounding states (13%). We believe that the concentration of our regional malls in the coastal regions of the United States results in our operations being focused on regions that generally feature favorable demographic and economic trends. At the same time, we believe that the geographic diversity of our regional mall portfolio mitigates the impact on our operating results of regional economic conditions and local factors. Many of our properties are located in major metropolitan centers that are generally distinguished by household incomes and income growth above the national average and population and household formation growth rates above the U.S. mean. Approximately 54% of our Mall and Other Rental NOI for the year ended December 31, 2009 was generated by malls located in the 50 largest metropolitan statistical areas, or MSAs, in the United States. We believe that the location of our properties in these favorable demographic regions positions us well for potential future growth.



Tier I Malls. We believe that these regional malls are the premier malls in their market areas. These high quality malls typically have average annual tenant sales per square foot of $450 or higher and several are iconic in nature. Examples include Ala Moana in Honolulu, Tysons Galleria in Washington D.C. and Oakbrook Center in Chicago, as well as well-known festival marketplace assets such as Faneuil Hall in Boston. We believe the strong shopping and entertainment component in these malls caters to their respective market areas, which are often destination draws for tourists, and also appeal to the local populations. Our Tier I Malls are well-known by consumers in the local market and we believe are in highly desirable locations for tenants. On the whole, our Tier I Malls have generated consistent NOI over the three-year period ended December 31, 2009 despite the challenging economic environment. For example, Tysons Galleria is anchored by Neiman Marcus, Saks Fifth Avenue and Macy's. In 2009, the center was producing nearly $700 per square foot. Tysons Galleria is comprised of a significant number of luxury tenants including Chanel, Bottega Veneta, Salvatore Ferragamo and Versace. The center is located in the greater Washington, D.C. market, which has a population of 5.3 million residents and, while it faces heavy competition for the broader mall shopper, we believe that Tyson's Galleria is the premier destination for luxury retail consumers. On average, five retailers occupy 10% or more of the rentable square footage in Tier I Malls.

Tier II Malls. We believe that these regional malls are either the only malls in their market areas, or as part of a cluster of malls, may receive relatively high consumer traffic in their market areas. These malls typically have average annual tenant sales per square foot of $300 to $450. Deerbrook Mall, one of five high quality malls that we own in the Houston area, is an example of a mall in this category. Deerbrook Mall is located in a favorable trade area featuring high population density and convenient access to Interstate 59 and includes retailers such as Coldwater Creek, Ann Taylor Loft and Chicos. Another example is Maine Mall in Portland, Maine. The Maine Mall is anchored by Macy's, JCPenney and Sears with its in-line tenant offering comprised of moderately priced mainstream retailers. The Maine Mall is the only regional mall in Portland, ME. On average, six retailers occupy 10% or more of the rentable square footage in Tier II Malls.

On the whole, our Tier I Malls and Tier II Malls have generated consistent Mall and Other Rental NOI over the three-year period ended December 31, 2009 despite a challenging economic environment.

Other Malls. These malls represent the remainder of our regional mall properties and include three general subcategories. On average, seven retailers occupy 10% or more of the rentable square footage in these malls.

- A number of the malls in our Other Malls category typically have average annual tenant sales per square foot from $200 to $300. These regional malls have a strong consumer following and are in market areas where consumer spending is generally less impacted by recent economic factors. Examples include Southwest Plaza in the Denver, Colorado area, Animas Valley Mall in Farmington, New Mexico and Pecanland Mall in Monroe, Louisiana, all of which have had modest NOI growth since the economic downturn in 2007 and which we expect to continue to have steady occupancy and performance.

- A number of the malls in our Other Malls category are malls other than Tier I Malls and Tier II Malls located in regions such as Southern California, Nevada, Arizona and Florida, that were disproportionately impacted by mortgage defaults, including subprime mortgages, the recession and high unemployment rates. We believe that these malls will recover relatively quickly if the local economies rebound. Mall and Other Rental NOI for these malls was down approximately 16.3% in 2009 from peak NOI in 2007. Examples of these malls include Visalia Mall in Southern California and Colony Square Mall in Zanesville, Ohio.

- A number of the malls in our Other Malls category are underperforming and need to be repositioned to be more relevant to the consumer. We have the opportunity to redevelop certain of these properties and in other cases, we may change the tenant and merchandising mix to provide new shopping and entertainment opportunities for the local consumer. We may also pursue other strategic alternatives with these properties.

Special Consideration Properties. Absent additional concessions from the applicable lenders, we expect that this group of 13 regional malls will be given back to the applicable lenders or alternatively, we may work with lenders to market such properties for sale because we believe that the value of these regional malls as compared to the outstanding amount of indebtedness for these properties does not justify retaining them.

Our Other Rental Properties

In addition to regional malls, we own 34 strip shopping centers totaling 5.5 million square feet in 12 states, as well as 30 stand-alone office buildings totaling 2.7 million square feet, concentrated in Columbia, Maryland and Las Vegas, Nevada. Many of our strip shopping centers are anchored by national grocery chains and drug stores such as Albertsons, Safeway, Rite Aid and Long's Drugs. Other tenants include leading retailers such as Target, Best Buy and Lowe's. The majority of the strip shopping centers are located in the growth markets of the Western regions of the country (generating approximately 70% of total 2009 strip shopping center NOI). In 2009, the strip shopping centers had an overall occupancy of 87% and generated $45.4 million of NOI. On average, two retailers occupy 10% or more of the rentable square footage in our other rental properties.

We currently desire to opportunistically sell our strip shopping centers and stand-alone office buildings, however, no such sales are currently probable. Our stand-alone office buildings are primarily a legacy of The Rouse Company acquisition in 2004. The properties are located in two main areas: Summerlin, Nevada, near Las Vegas, and Columbia Maryland, near Baltimore and Washington D.C. Both locations are office hubs in their respective MSAs. In 2009, the office buildings had an overall occupancy of 80% and generated $27.6 million of NOI. The Summerlin, Nevada assets had an overall occupancy of 84% and contributed 60% of overall office buildings NOI. The Columbia, Maryland assets had an overall occupancy of 67% and contributed 31% of overall office buildings NOI. Until then, we will continue to implement a proactive leasing strategy focused on creditworthy national branded retailers in order to maximize value at the time of divestiture.

We also currently hold non-controlling ownership interests in a public Brazilian real estate operating company, Aliansce Shopping Centers, and a large regional mall in Rio de Janeiro called Shopping Leblon.

Substantially all of our business is conducted through GGPLP. We generally make all key strategic decisions for our Consolidated Properties. However, in connection with the Unconsolidated Properties, such strategic decisions are made with the respective stockholders, members or joint venture partners. We are also the asset manager for most of the Company Portfolio, executing the strategic decisions and overseeing the day-to-day property management functions, including operations, leasing, construction management, maintenance, accounting, marketing and promotional services. With respect to jointly owned properties, we generally conduct the management activities through General Growth Management, Inc. ("GGMI"), one of our taxable REIT subsidiaries ("TRS") which manages, leases, and performs various services for the majority of the properties owned by our Unconsolidated Real Estate Affiliates, and also performs marketing and strategic partnership services at 20 of the operating retail properties owned by our Unconsolidated Real Estate Affiliates. All of the 13 operating retail properties owned either through our Brazilian joint venture are unconsolidated and are managed by our joint venture partners.

Competitive Strengths

We believe that we distinguish ourselves through the following competitive strengths:

High Quality Properties. More than half of our properties are Tier I Malls and Tier II Malls. Our Tier I Malls and Tier II Malls provide shopping venues that generated approximately 77% of our Mall and Other Rental NOI for the year ended December 31, 2009, and had average annual tenant sales per square foot of approximately $468 for the same period. These malls are located in core markets defined by large population density, strong population growth and household formation, and high-income consumers. Approximately one of every three U.S. households with an income of greater than $100,000 a year is located within 10 miles of one of our malls. We frequently are able to offer "first-to-market" stores (the first location of a store in a particular region or city) in these core markets that enhance the reputation of our regional malls as premier shopping destinations. For example, in 2010, the first Diane von Furstenberg and Tory Burch stores are expected to open in our Ala Moana Center in Honolulu, Hawaii.

Second Largest Regional Mall Owner in the United States. Based on the number of malls in our portfolio, we are the second largest owner of regional malls in the United States, located in major and middle markets nationwide. Our malls receive an average of approximately 1.9 billion consumer visits each year, and we are the #1 or #2 largest landlord to 40 of what we believe are many of America's premier retailers by number of locations. For the year ended December 31, 2009, our malls generated $2.2 billion, or 95.3% of our Mall and Other Rental NOI. We believe there has been a limited supply of new mall space in the last five years. We believe that the lack of new development should help us improve occupancy levels in coming years. We believe the size and strength of our portfolio is attractive to tenants.

Strategic Relationships and Scale with Tenants and Vendors. We believe that the size, quality and geographical breadth of our regional mall portfolio provide competitive advantages to our tenants and vendors, which strengthens our relationship with them. We believe that our national tenants benefit from the high traffic at our malls as well as the efficiency of being able to negotiate leases at multiple locations with just one landlord. Also, we will continue to utilize processes such as our high volume leasing department's annual portfolio review process with retailers, which provides some visibility into our tenants' growth plans, including future leasing opportunities. We also maintain national contracts with certain vendors and suppliers for goods and services, such as security and maintenance, at generally more favorable terms than individual contracts.

Restructured, Flexible Balance Sheet. We believe that upon our emergence from bankruptcy, we will have a flexible balance sheet with substantially reduced consolidated near-term debt maturities. As of the Effective Date, we expect 6.0% (excluding the Special Consideration Properties) of consolidated debt to be due prior to 2013. In addition, as of the Effective Date, we expect our share of the debt of our unconsolidated joint ventures due prior to 2013 to be approximately $1.8 billion. As of June 30, 2010, we had approximately $23.7 billion aggregate principal amount of our consolidated debt (excluding the Special Consideration Properties) and as of the Effective Date, we expect to have $17.6 billion aggregate principal amount of consolidated debt (excluding the Special Consideration Properties) and approximately $2.5 billion aggregate principal amount of our share of unconsolidated debt. We believe that most of our joint venture partners are generally well-capitalized and can support their portion of the indebtedness. In addition, we have renegotiated more flexible terms on our property-level debt, allowing us, for example, to prepay certain mortgage debt without incurring any prepayment penalties. Following our emergence from bankruptcy a portion of our property-level debt will be non-recourse to us as well. Significantly, as a condition to the consummation of the transactions contemplated by the Investment Agreements described in "Plan of Reorganization," we must have unrestricted cash of at least $350.0 million upon consummation of the Plan, unless this condition is amended or waived by the Plan Sponsors.

Experienced Long-Tenured Operational Leadership Team. Although we have recently made some changes in our executive management team, we have maintained a strong retention rate among our operational leadership teams, which have developed knowledge of local, regional and national real estate markets, enabling them to more effectively manage properties across our portfolio. More than 70% of the members of our operational leadership have been with us for at least five years, and more than 40% of the members of our operational leadership have been with us for more than 10 years. We have maintained low levels of voluntary attrition across all key operational disciplines despite the uncertainty created by the predecessor entity's bankruptcy filing and an overall reduction in work force.

Business Strategy

Our business strategy is to further improve our financial position and to maximize the relevance of our mall properties to tenants and consumers using a proactive and financially disciplined approach. We intend to improve our performance by capitalizing on our reorganized financial position and combining the appropriate merchandising mix with excellent physical property conditions in attractive locations. We believe that this will, in turn, increase consumer traffic, retailer sales and rents. We intend to pursue the following objectives in order to implement our business strategy:

- Further Delever our Balance Sheet, Build Liquidity and Optimize our Portfolio.
- Optimize Tenant Mix and Enhance Consumer Experience.
- Maximize Operational Efficiency.

Further Delever our Balance Sheet, Build Liquidity and Optimize our Portfolio. We have already achieved significant progress on several key financial objectives during the bankruptcy process. Upon consummation of the Plan, we expect that we will have reduced our overall leverage and extended our secured debt maturity schedule so that only 6.0% (excluding the Special Consideration Properties) of our consolidated debt will mature prior to 2013, and developed a liquidity and operating plan intended to protect our leading position in the regional mall sector. We are committed to further improving our balance sheet and under current conditions, intend to reduce our debt to a target ratio of net debt (i.e., debt less cash and cash equivalents) to Adjusted EBITDA of 7.0 to 1.0, subject to our business and liquidity needs remaining consistent. As of December 31, 2009, our ratio of net debt to Adjusted EBITDA was 10.8 to 1.0. We desire to reduce our outstanding debt through a combination of opportunistically selling non-core assets and certain joint venture interests, entering into joint ventures in certain of our existing properties, refinancings, equity issuances (including convertible indebtedness) and debt paydowns pursuant to our restructured amortization schedule.

- *Schedule debt principal amortization:* our total consolidated and applicable joint venture debt has an amortization schedule that totals $1.7 billion from 2011 through 2015.
- *Asset sales:* we intend to seek opportunities to dispose of assets that are not core to our business, including the opportunistic sale of our strip shopping centers, stand-alone office buildings and certain regional malls, in order to optimize our portfolio and reduce leverage.
- *Acquisitions:* we intend to strategically seek and selectively acquire properties that provide opportunities for enhanced profitability and appreciation in value in order to further optimize our portfolio.

In addition, we believe that we can eliminate a substantial amount of indebtedness and further improve our credit profile by either restructuring or deeding back to lenders in lieu of renegotiating the respective debt our Special Consideration Properties, which represent some of our less profitable, more highly levered properties and accounted for $756.1 million of our indebtedness as of December 31, 2009, and two other regional mall properties, which accounted for $198.0 million of our indebtedness as of December 31, 2009, after consummation of the Plan.

Optimize Tenant Mix and Enhance Consumer Experience. We believe in a "virtuous cycle" of mall management, as illustrated below. This cycle is based on our belief that better malls lead to the best tenant mix for each market, which leads to a better shopping experience for the consumer, thereby increasing consumer traffic and consumer loyalty.

- *Reinvestment and Attracting Additional Quality Tenants.* We are committed to maintaining high quality properties and attracting and retaining quality tenants. In order to help ensure the relevance of our malls and maintain the attractiveness of the retail shopping venues to both tenants and consumers, we must continue to invest in our properties. In addition to normal repair and maintenance budgets, capital expenditures are a necessity to achieve this goal. To that end, we have a multi-year plan for operating capital expenditures for each property based on a scoring system that considers the state of repair and time since previous capital investment projects were undertaken. We also intend to refocus our efforts on providing allowances for tenant improvements, such as remodeling and expansion, as we had historically done prior to the bankruptcy filing. We believe that the results of these improvement projects and investments will attract and retain quality tenants, which can increase consumer traffic, as well as sales, at our malls.

- *Increase Consumer Traffic and Enhance the Consumer Experience.* We believe that quality tenants situated in attractive, well-maintained malls not only attract consumers but enhance their shopping experience. A key ingredient of our success is our understanding of the evolving marketplace and consumer. We compete not only with other malls but also with other retail channels, including discount department stores, lifestyle centers and the internet. Our ability to adapt our business to meet fluctuating consumer needs and desires is key to attracting consumers in this competitive environment. We plan to enhance the experience of our shoppers by creating shopping experiences that exceed consumer expectations, attracting the optimal tenant mix for the market area and actively marketing to our consumers.

- *Optimize Tenant Mix.* We believe that malls that receive high levels of consumer traffic attract the optimal retailers as tenants in those markets. We intend to continue to proactively optimize the merchandising mix within our regional mall portfolio by matching it to the consumer shopping patterns and needs and desires of the demographics in a particular market area, which we believe will strengthen our competitive position. For example, to accommodate the needs and desires of consumers in certain areas, we may attempt to bring non-traditional retailers, such as big-box operators, value department stores and grocers, into the mall. By having the optimal mix of retailers, dining and entertainment options, we believe we can further increase tenant sales and consumer traffic, which contribute to our "virtuous cycle." We are the #1 or #2 landlord to 40 of America's premier retailers, including Macy's, Nordstrom, Barnes & Noble, Gap, Apple, Estée Lauder, Foot Locker, The Cheesecake Factory and Crate & Barrel. We will also continue to strive to provide as many exclusive retailers as possible to maintain a distinct appeal and regional draw. In addition, we believe that our scale with premier national retailers enhances our ability to bring the optimal mix of retailers into our malls.

- *Increase Consumer Sales to Support Increased Rents.* We believe that we have potential to increase rents for tenants, particularly in malls where mall sales are expected to grow in future years, because we have the ability to renegotiate our rents upon lease expiration based on the level of tenant sales. In addition, we believe our occupancy costs, which were 14.5% of our tenant sales as of December 31, 2009, are generally at or below those of our competitors. By utilizing a variety of lease structures, including the gross lease structure, which is characterized by one common charge to tenants that includes taxes and common area costs and grows at an accelerated escalation rate as compared to a more traditional fixed common area maintenance, or CAM, lease, competitive lease terms such as radius restrictions and traditional fixed-CAM leases for tenants on a case-by-case basis, we can optimize our lease structure to increase rents and bring our occupancy costs in-line with our peers. Based on our experience running mall properties, we believe that increased rents lead to increased NOI, which not only strengthens our competitive position but also enables us to reinvest capital into our properties, which completes our "virtuous cycle" of mall management.

Maximize Operational Efficiency. As part of our reorganization, we began re-engineering our operations, streamlining management and decision-making, and prioritizing capital investments by creating strategic plans for each property, and we intend to continue these efforts following our emergence from bankruptcy. We believe that corporate overhead and operational issues are closely intertwined, and this belief has guided our operating philosophy to invest in items that maximize the consumer experience, while streamlining our costs in areas that we do not believe will negatively impact the consumer or mall experience. To date, we have achieved several other key restructurings of our operations, including the following:

- Streamlined our forecasting process, saving more than $5 million per year, and freeing up time for our mall asset management teams to pursue more valuable activities
- Completed the first phase of a major restructuring of our financial systems to allow for greater efficiency in our finance and accounting operations and to enhance business support activities
- Concluded the first phase of the implementation of a Customer Relationship Management system (CRM), which when completed will accelerate our leasing process and improve the quality and timeliness of our leasing pipeline information.

We have also been proactive in maintaining optimal staffing levels, as our current headcount is more than a quarter below its pre-bankruptcy peak. Over the coming months, we intend to introduce many other innovations to improve our efficiency and effectiveness, such as restructuring and simplifying our financial accounting systems. By redirecting and restructuring the allocation of our resources and capital investment towards those properties that offer the best risk-adjusted returns and reducing our total overhead expenses and operating infrastructure in a manner that does not negatively impact the consumer experience, we believe that we can improve our profitability.

Growth Opportunities

We believe that implementing our business strategies described above, as well as an overall recovery in the U.S. economy, will provide opportunities to improve our operating results, including NOI:

- *Improving Economic Fundamentals.* Following the worst recession since the Great Depression of the 1930s, we believe the U.S. economy has begun to recover. The return to positive GDP growth, which the CBO projects to be 2.1% in 2011 and 3.4% in 2012, is expected to help drive improvements in other macroeconomic and retail-related fundamentals. Longer term, the CBO projects average GDP growth of 3.4% through 2015, which should help drive other positive macro trends. For example, the unemployment rate, at 9.5% as of July 2010, has already declined from its recession high of 10.1%, and the CBO projects that figure to continue declining until reaching more historical rates of approximately 5.0% by 2015. As a result of positive economic and employment growth, household wealth as measured by the S&P 500 stock index and the Case-Shiller home index have rebounded from their recession lows, driving increases in consumer confidence and personal consumption. These trends will all help to increase retail spending. Although there has been a recent slowing of job growth and consumer confidence, we believe the overall direction of the economic recovery remains positive. We believe that these factors, combined with the relatively limited amount of new malls that have been constructed in recent years, will favorably impact our business. In addition, we anticipate that such an increase in retail spending will result in increased rents and NOI growth at our properties.
- *Embedded Same-Store Growth by Signing New Leases at Higher Rates.* The general negative economic conditions and our desire to maintain occupancy led us to sign more short-term leases in 2009 than we had typically signed in prior years. We also limited the availability of tenant

improvements or allowances in order to preserve cash. Approximately 35% of our leases were short-term leases and expire between 2010 and 2012. Market rent renewals during 2009 for short-term leases were executed at re-leasing discounts. We believe that as the retail sales environment continues to improve, we may be able to re-lease spaces that had been under short-term leases to maintain occupancy at our malls for longer terms at better rates. As a result, we believe the new longer-term leases would provide future same-store growth opportunities.

- *Growth from Significant Recent Capital Expenditures.* Since 2004, we have invested $5.0 billion in the maintenance, renovation and expansion of our mall properties as well as the re-merchandising of some of our malls to achieve a higher-end tenant base. During the same period, we spent $3.7 billion for expansion and renovation for projects greater than $10 million at 51 of our mall properties. We believe these investments have significantly improved the quality of these malls and their attractiveness to tenants. As the retail market rebounds, we believe that these refreshed properties will attract both tenants looking to expand as well as local, regional and national retailers looking to consolidate to high quality, well maintained malls.
- *Growth from Redevelopment of Certain Properties.* We are currently pursuing additional near-term opportunities in seven of our malls. We have added flagship stores, higher-end retailers and additional restaurants to some of our top performing malls, and we have also expanded malls or redeveloped vacant space to add big-box retailers into some of our properties. We believe that the redevelopment of properties across our portfolio can increase consumer traffic and rents. For example, the Saint Louis Galleria in St. Louis, Missouri anticipates adding the second Nordstrom store to the St. Louis market, with an opening date set for the fall of 2011. Similarly, the recently renovated Christiana Mall in Newark, Delaware expects to finish leasing a new 700-seat food court and add a new Target store and Nordstrom store over the next two years.

Other Policies

The following is a discussion of our investment policies, financing policies, conflict of interest policies and policies with respect to certain other activities. One or more of these policies may be amended or rescinded from time to time without a stockholder vote.

Investment Policies

Our business is to own and invest in real estate assets. Existing GGP is a REIT, and New GGP has agreed to elect to be treated as a REIT in connection with the filing of its tax return for the year in which Existing GGP emerges from bankruptcy, subject to New GGP's ability to meet the requirements of a REIT at the time of election. REIT limitations restrict us from making an investment that would cause our real estate assets to be less than 75% of our total assets. In addition, at least 75% of our gross income must be derived directly or indirectly from investments relating to real property or mortgages on real property, including "rents from real property," dividends from other REITs and, in certain circumstances, interest from certain types of temporary investments. At least 95% of our income must be derived from such real property investments, and from dividends, interest and gains from the sale or dispositions of stock or securities or from other combinations of the foregoing.

Subject to REIT limitations, we may invest in the securities of other issuers in connection with acquisitions of indirect interests in real estate. Such an investment would normally be in the form of general or limited partnership or membership interests in special purpose partnerships and limited liability companies that own one or more properties. We may, in the future, acquire all or substantially all of the securities or assets of other REITs, management companies or similar entities where such investments would be consistent with our investment policies.

Financing Policies

We must comply with the covenants contained in our financing agreements. We expect to enter into a new revolving credit facility providing for revolving loans in the amount of $300.0 million, which will require us to satisfy certain affirmative and negative covenants and to meet financial ratios and tests, which may include ratios and tests based on leverage, interest coverage and net worth.

If our Board of Directors determines to seek additional capital, we may raise such capital through additional equity offerings, debt financing, creating joint ventures with existing ownership interests in properties, retention of cash flows or a combination of these methods. Our ability to retain cash flows is limited by the requirement for REITs to pay tax on or distribute 100% of their capital gains income and distribute at least 90% of their taxable income and our desire to avoid entity level U.S. federal income tax by distributing 100% of our capital gains and ordinary taxable income. For 2010 and 2011, New GGP expects to make 90% of this distribution in New GGP common stock and 10% in cash. Thereafter, New GGP expects to make a maximum of 80% of this distribution in New GGP common stock and a minimum of 20% of this distribution in cash. Although there can be no assurance we will not change such election. We must also take into account taxes that would be imposed on undistributed taxable income. If our Board of Directors determines to raise additional equity capital, it may, without stockholder approval, issue additional shares of common stock or other capital stock. Our Board of Directors may issue a number of shares up to the amount of our authorized capital in any manner and on such terms and for such consideration as it deems appropriate. Such securities may be senior to the outstanding classes of common stock. Such securities also may include additional classes of preferred stock, which may be convertible into common stock. Existing stockholders have no preemptive right to purchase shares in any subsequent offering of our securities. Under the Investment Agreements, the Plan Sponsors will be provided with preemptive rights to purchase New GGP common stock as necessary to allow it to maintain its proportional ownership interest in New GGP on a fully diluted basis. Any such offering could dilute a stockholder's investment in us and may make it more difficult to raise equity capital.

We do not have a policy limiting the number or amount of mortgages that may be placed on any particular property. Mortgage financing instruments, however, usually limit additional indebtedness on such properties. Typically, we invest in or form special purpose entities to assist us in obtaining permanent financing at attractive terms. Permanent financing may be structured as a mortgage loan on a single property, or on a group of properties, and generally requires us to provide a mortgage interest on the property in favor of an institutional third party, as a joint venture with a third party, or as a securitized financing. For securitized financings, we create special purpose entities to own the properties. These special purpose entities are structured so that they would not be consolidated with us in the event we would ever become subject to a bankruptcy proceeding or liquidation. We decide upon the structure of the financing based upon the best terms then available to us and whether the proposed financing is consistent with our other business objectives. For accounting purposes, we include the outstanding securitized debt of special purpose entities owning consolidated properties as part of our consolidated indebtedness.

Conflict of Interest Policies

We maintain policies and have entered into agreements designed to reduce or eliminate potential conflicts of interest. We have adopted governance principles governing our affairs and the Board of Directors, as well as written charters for each of the standing committees of the Board of Directors. In addition, we have a Code of Business Conduct and Ethics, which applies to all of our officers, directors, and employees. At least a majority of the members of our Board of Directors must qualify as independent under the listing standards for NYSE companies. Any transaction between us and any director, officer or 5% stockholder must be approved pursuant to our Related Party Transaction Policy.

Policies With Respect To Certain Other Activities

We intend to make investments which are consistent with our qualification as a REIT, unless the Board of Directors determines that it is no longer in our best interests to so qualify as a REIT. The Board of Directors may make such a determination because of changing circumstances or changes in the REIT requirements. We have authority to offer shares of our capital stock or other securities in exchange for property. We also have authority to repurchase or otherwise reacquire our shares or any other securities. We may issue shares of our common stock, or cash at our option, to holders of units of limited partnership interest in the Operating Partnership in future periods upon exercise of such holders' rights under the Operating Partnership agreement. Our policy prohibits us from making any loans to our directors or executive officers for any purpose. We may make loans to the joint ventures in which we participate.

We intend to borrow money as part of our business, and we also may issue senior securities, purchase and sell investments, offer securities in exchange for property and repurchase or reacquire shares or other securities in the future. To the extent we engage in these activities, we will comply with applicable law. In addition, Existing GGP has a $200 million per fiscal year common stock repurchase program which was approved by its board of directors. The program gives Existing GGP the ability to acquire some or all of the shares of common stock to be issued upon the exercise of its threshold vesting stock options or the Contingent Stock Agreement. During 2008 and in 2009 prior to the bankruptcy filing, no shares were repurchased and, during the pendency of the Chapter 11 Cases, no stock repurchases are expected. New GGP currently does not intend to have a common stock repurchase program.

Existing GGP has, and New GGP will, make reports to its security holders in accordance with the NYSE rules and containing such information, including financial statements certified by independent public accountants, as required by the NYSE.

We do not have policies in place with respect to making loans to other persons or investing in the securities of other issuers for the purpose of exercising control, and we do not intend to engage in these activities.

Competition

The nature and extent of the competition we face varies from property to property and among each type of property. For our retail properties, our direct competitors include other publicly-traded retail mall development and operating companies, retail real estate companies, commercial property developers and other owners of retail real estate that engage in similar businesses.

Within our portfolio of retail properties, we compete for retail tenants. We believe the principal factors that retailers consider in making their leasing decision include:

- consumer demographics;
- quality, design and location of properties;
- total number and geographic distribution of properties;
- diversity of retailers and anchor tenants at shopping center locations;
- management and operational expertise; and
- rental rates.

Based on these criteria, we believe that the size and scope of our property portfolio, as well as the overall quality and attractiveness of our individual properties, enable us to compete effectively for retail tenants in our local markets. Because our revenue potential is linked to the success of our retailers, we indirectly share exposure to the same competitive factors that our retail tenants experience in their respective markets when trying to attract individual shoppers. These dynamics include general competition from other regional shopping centers, outlet malls and other discount shopping centers, as well as competition with discount shopping clubs, catalog companies, internet sales and telemarketing. We believe that we have a competitive advantage with respect to our operational retail property management, which have developed knowledge of local, regional and national real estate markets, enabling us to evaluate existing retail properties for their increased profit potential through expansion, remodeling, re-merchandising and more efficient management of the property.

With respect to specific alternative retail property types, we compete with other retail channels, including discount department stores, lifestyle centers and the internet, in addition to other regional malls. We believe, however, that the lifestyle concept is facing substantial challenges and presents opportunities for us to grow our business for several reasons. For example, lifestyle centers do not have anchor stores and depend on a core group of in-line stores and restaurants to drive business. Once these centers lose key tenants, it becomes easier to attract other in-line retailers, especially when co-tenancy becomes an issue. We have had success luring lifestyle center tenants back to the malls, given the lack of traffic at some of these centers.

Retailers are looking to expand in the highest traffic centers, and we believe malls with the optimal mix of retailers, dining and entertainment options typically have high traffic. Power centers have also presented competition and we have embraced traditional power center tenants in our malls where it is feasible. For example, in recent years we have added Target stores to two malls and Kohl's stores to two malls.

With respect to our office and other properties, we experience competition in the development and management of our properties similar to that of our retail properties. Prospective tenants generally consider quality and appearance, amenities, location relative to other commercial activity and price in determining the attractiveness of our properties. Based on the quality and location of our properties, which are generally in urban markets or are concentrated in the commercial centers of master planned communities, we believe that our properties are viewed favorably among prospective tenants.

Environmental

Under various Federal, state and local laws and regulations, an owner of real estate is liable for the costs of removal or remediation of certain hazardous or toxic substances on such real estate. These laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The costs of remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to promptly remediate such substances, may adversely affect the owner's ability to sell such real estate or to borrow using such real estate as collateral. In connection with our ownership and operation of our properties, we, or the relevant joint venture through which the property is owned, may be potentially liable for such costs.

Substantially all of our properties have been subject to Phase I environmental assessments, which are intended to evaluate the environmental condition of the surveyed and surrounding properties. Phase I environmental assessments typically include a historical review, a public records review, a site visit and interviews, but do not include soil sampling or subsurface investigations. To date, the assessments have not revealed any known environmental liability that we believe would have a material adverse effect on our overall business, financial condition or results of operations. Nevertheless, it is possible that these assessments do not reveal all environmental liabilities or that conditions have changed since the assessments were prepared (typically at the time the property was purchased or developed). Moreover, no assurances can be given that future laws, ordinances or regulations will not impose any material environmental liability on us, or that the current environmental condition of our properties will not be adversely affected by tenants and occupants of the properties, by the condition of properties in the vicinity of our properties (such as the presence on such properties of underground storage tanks) or by third parties unrelated to us.

Future development opportunities may require additional capital and other expenditures in order to comply with federal, state and local statutes and regulations relating to the protection of the environment. However, we may not have sufficient liquidity to comply with such statutes and regulations and may be required to halt or defer such development projects. We cannot predict with any certainty the magnitude of any such expenditures or the long-range effect, if any, on our operations. Compliance with such laws has not had a material adverse effect on our operating results or competitive position in the past but could have such an effect in the future.

Employees

As of June 30, 2010, Existing GGP had approximately 3,100 employees.

Insurance

We have comprehensive liability, fire, flood, extended coverage and rental loss insurance with respect to our portfolio of retail properties. Our management believes that such insurance provides adequate coverage.

Qualification as a Real Estate Investment Trust and Taxability of Distributions

Existing GGP currently qualifies, and New GGP has agreed to elect to be qualified as a REIT pursuant to the requirements contained in Sections 856-858 of the Code. If, as we contemplate, such qualification continues and we distribute at least 100% of our capital gains and ordinary taxable income annually in a combination of cash and stock, Existing GGP and, following New GGP's qualification as a REIT, New GGP, will not be subject to Federal income tax on its real estate investment trust taxable income. During 2009, Existing GGP met its distribution requirements to its common stockholders as provided for in Section 857 of the Code.

Properties

The following is a list of our material properties in the United States by property category as of June 30, 2010, and excludes the properties that we currently expect to transfer to Spinco:

TIER I MALLS

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
1.	Ala Moana Center(2)	Honolulu, HI	100%	2,072,288	925,680	Barnes & Noble, Macy's, Neiman Marcus, Old Navy, Sears, Shirokiya, Nordstrom	—
2.	Alderwood	Lynnwood (Seattle), WA	50.5	1,267,580	497,029	JCPenney, Loews Cineplex, Macy's, Nordstrom, Sears	—
3.	Arrowhead Towne Center	Glendale, AZ	33.33	1,197,342	342,805	AMC Theatres, Dicks Sporting Goods, Dillards, Forever 21, JCPenney, Macy's	—
4.	Baybrook Mall	Friendswood (Houston), TX	100	1,242,887	342,278	Dillard's, Forever 21, JCPenney, Macy's, Sears	—
5.	Bayside Marketplace (2)	Miami, FL	100	219,115	219,115	Hard Rock Café	—
6.	Beachwood Place	Beachwood, OH	100	913,443	333,863	Dillard's, Nordstrom, Saks Fifth Avenue	—
7.	Bridgewater Commons	Bridgewater, NJ	35	983,959	448,070	—	—
8.	Christiana Mall	Newark, DE	50	1,127,810	389,603	Barnes & Noble, JCPenney, Macy's, Target, Nordstroms	—
9.	Faneuil Hall Marketplace(2)	Boston, MA	100	195,863	195,863	McCormick & Schmicks, Ned Devines & Parris, Urban Outfitters, Plaza III	—
10.	Fashion Place(2)	Murray, UT	100	1,037,250	333,677	Dillard's, Nordstrom, Sears, Macy's	1
11.	Fashion Show	Las Vegas, NV	100	1,877,665	524,957	Bloomingdale's Home, Dillard's, Forever 21, Macy's, Neiman Marcus, Nordstrom, Saks Fifth Avenue	1
12.	Glendale Galleria(2)	Glendale, CA	50	1,319,775	514,775	JCPenney, Macy's, Nordstrom, Target	1

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
13.	Harborplace(2)	Baltimore, MD	100	145,406	145,406	Phillips Harborplace, Urban Outfitters	—
14.	Jordan Creek Town Center	West Des Moines, IA	100	1,289,885	748,186	Century Theatres, Dillard's, Scheels, Younkers, Barnes & Noble	—
15.	Kenwood Towne Centre(2)	Cincinnati, OH	50	1,148,168	506,847	Dillard's, Macy's, Nordstrom	—
16.	Mall of Louisiana	Baton Rouge, LA	100	1,551,057	743,575	Borders Books & Music, Dillard's, JCPenney, Macy's, Pottery Barn, Sears, Rave Motion Pictures, Dicks Sporting Goods, DSW Shoe Warehouse	—
17.	Mayfair	Wauwatosa (Milwaukee), WI	100	1,116,130	496,746	AMC Theatres, Barnes & Noble, Boston Store, Macy's, Crate & Barrel	—
18.	Mizner Park(2)	Boca Raton, FL	50	247,071	136,249	Mizner Park Cinema, Zed 451, Robb & Stucky	1
19.	Natick Collection	Natick (Boston), MA	50	1,667,723	686,925	Crate & Barrel, JCPenney, Lord & Taylor, Macy's, Sears, Neiman Marcus, Nordstrom, American Girl Place	—
20.	North Star Mall	San Antonio, TX	100	1,242,570	428,402	Dillard's, Macy's, Saks Fifth Avenue, Forever 21, JCPenney	—
21.	Northbrook Court	Northbrook (Chicago), IL	50.5	1,004,120	388,201	AMC Theatres, Lord & Taylor, Macy's, Neiman Marcus	—
22.	Northridge Fashion Center	Northridge (Los Angeles), CA	100	1,479,211	558,399	JCPenney, Macy's, Pacific Theatres, Sears	1
23.	Oakbrook Center	Oak Brook (Chicago), IL	47.46	2,104,735	821,723	Barnes & Noble, Bloomingdale's Home, Crate & Barrel, Lord & Taylor, Macy's, Neiman Marcus, Nordstrom, Sears	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
24.	Oxmoor Center(2)	Louisville, KY	100	917,381	270,171	Dick's Sporting Goods, Macy's, Sears, Von Maur	—
25.	Park Meadows	Lone Tree, CO	35	1,571,354	637,384	Arhaus Furniture, Crate & Barrel, Dick's Sporting Goods, Dillard's, JCPenney, Macy's, Nordstrom	—
26.	Park Place	Tucson, AZ	100	1,055,763	401,026	Century Theatres, Dillard's, Macy's, Sears	—
27.	Pembroke Lakes Mall	Pembroke Pines (Fort Lauderdale), FL	100	1,133,998	352,723	Dillard's, Dillard's Men's & Home, JCPenney, Macy's, Macy's Home Store, Sears	—
28.	Perimeter Mall	Atlanta, GA	50	1,568,563	515,289	Bloomingdale's, Dillard's, Macy's, Nordstrom	—
29.	Pioneer Place(2)	Portland, OR	100	362,883	249,883	Regal Cinemas, Saks Fifth Avenue	—
30.	Providence Place(2)	Providence, RI	100	1,265,191	506,086	Bed Bath & Beyond, Dave & Buster's, JCPenney, Macy's, Nordstrom, Old Navy, Providence Place Cinemas 16	—
31.	Saint Louis Galleria	St. Louis, MO	100	1,033,343	457,291	Dillard's, Macy's	1
32.	Staten Island Mall	Staten Island, NY	100	1,275,222	604,133	Macy's, Sears, JCPenney, Babies R Us	—
33.	Stonestown Galleria	San Francisco, CA	100	851,815	423,522	Macy's, Nordstrom	—
34.	The Grand Canal Shoppes	Las Vegas, NV	100	497,151	462,737	Sephora, Grand Lux Café, Aquaknox, Delmonico, Madame' Tussaud Las Vegas Tao, Banana Republic, Postrio-Las Vegas	—
35.	The Mall in Columbia	Columbia, MD	100	1,420,780	620,612	JCPenney, Lord & Taylor, Macy's, Nordstrom, Sears	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
36.	The Shoppes at The Palazzo	Las Vegas, NV	100	335,157	250,414	Barneys New York, CUT, Victoria's Secret, Sushi Samba, Table 10	—
37.	The Shops at La Cantera(3)	San Antonio, TX	100	1,177,070	510,254	Dillard's, Macy's, Neiman Marcus, Nordstrom	—
38.	The Woodlands Mall	Woodlands (Houston), TX	100	1,355,530	470,830	Dillard's, JCPenney, Macy's, Macy's Children Store, Sears, Forever 21	—
39.	Towson Town Center	Towson, MD	35	996,424	542,354	Crate & Barrel, Macy's, Nordstrom	—
40.	Tysons Galleria	Mclean (Washington, D.C.), VA	100	815,424	303,491	Macy's, Neiman Marcus, Saks Fifth Avenue	—
41.	Valley Plaza Mall	Bakersfield, CA	100	1,032,247	425,760	Forever 21, JCPenney, Macy's, Sears	—
42.	Village of Merrick Park (2)	Coral Gables, FL	40	722,692	392,692	Neiman Marcus, Nordstrom, Borders	—
43.	Water Tower Place	Chicago, IL	51.65	674,478	290,294	American Girl Place, Forever 21, Macy's	—
44.	Westlake Center	Seattle, WA	100	96,553	96,553	—	—
45.	Whaler's Village	Lahaina, HI	50	110,836	110,836	Hulla Grill	—
46.	Willowbrook	Wayne, NJ	100	1,510,435	482,435	Bloomingdale's, Lord & Taylor, Macy's, Sears	—
47.	Willowbrook Mall	Houston, TX	50	1,384,857	400,485	Dillard's, JCPenney, Macy's, Sears	—

TIER II MALLS

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
1.	Altamonte Mall	Altamonte Springs (Orlando), FL	50	1,153,188	474,640	AMC Theatres, Dillard's, JCPenney, Macy's, Sears	—
2.	Apache Mall(2)	Rochester, MN	100	752,795	269,803	Herberger's, JCPenney, Macy's, Sears	—
3.	Arizona Center(2)	Phoenix, AZ	100	165,452	72,698	AMC Theatres	—
4.	Augusta Mall(2)	Augusta, GA	100	1,063,162	402,939	Dillard's, JCPenney, Macy's, Sears, Dick's Sporting Goods	—
5.	Bellis Fair	Bellingham (Seattle), WA	100	773,895	335,571	JCPenney, Kohl's, Macy's, Macy's Home Store, Sears, Target	—
6.	Carolina Place	Pineville (Charlotte), NC	50.5	1,158,555	353,639	Barnes & Noble, Belk, Dillard's, JCPenney, Macy's, Sears, REI	—
7.	Clackamas Town Center	Happy Valley, OR	50	1,352,932	475,387	Barnes & Noble, Century Theatres, JCPenney, Macy's, Macy's Home Store, Nordstrom, Sears	1
8.	Coastland Center	Naples, FL	100	922,206	331,816	Dillard's, JCPenney, Macy's, Sears, Old Navy	—
9.	Columbia Mall	Columbia, MO	100	735,814	314,754	Dillard's, JCPenney, Sears, Target	—
10.	Columbiana Centre	Columbia, SC	100	824,990	266,013	Belk, Dillard's, JCPenney, Sears	—
11.	Coral Ridge Mall	Coralville (Iowa City), IA	100	1,076,206	421,041	Dillard's, JCPenney, Scheels, Sears, Target, Younkers, Best Buy, Coral Ridge 10	—
12.	Crossroads Center	St. Cloud, MN	100	891,208	285,528	JCPenney, Macy's, Scheels, Sears, Target	—
13.	Cumberland Mall	Atlanta, GA	100	1,046,050	398,066	Costco, Macy's, Sears, DSW Shoe Warehouse, Forever 21	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
14.	Deerbrook Mall	Humble (Houston), TX	100	1,191,974	393,996	AMC Theatres, Dillard's, JCPenney, Macy's, Sears	—
15.	First Colony Mall	Sugar Land, TX	50	1,114,554	495,506	Barnes & Noble, Dillard's, Dillard's Men's & Home, JCPenney, Macy's	—
16.	Florence Mall	Florence (Cincinnati, OH), KY	50	958,219	405,812	JCPenney, Macy's, Macy's Home Store, Sears, Cinema DeLux	—
17.	Four Seasons Town Centre	Greensboro, NC	100	1,116,343	474,327	Belk, Dillard's, JCPenney	—
18.	Fox River Mall	Appleton, WI	100	1,206,847	518,210	Cost Plus World Market, David's Bridal, DSW Shoe Warehouse, JCPenney, Macy's, Scheels, Sears, Target	—
19.	Galleria at Tyler(2)	Riverside, CA	50	1,178,922	557,214	AMC Theatres, JCPenney, Macy's, Nordstrom, Yard House	1
20.	Glenbrook Square	Fort Wayne, IN	100	1,225,231	448,361	JCPenney, Macy's, Sears	1
21.	Governor's Square(2)	Tallahassee, FL	100	1,021,788	330,183	Dillard's, JCPenney, Macy's, Sears	—
22.	Greenwood Mall	Bowling Green, KY	100	842,462	413,409	Dillard's, JCPenney, Macy's, Sears	—
23.	Hulen Mall	Ft. Worth, TX	100	949,042	352,472	Dillard's, Macy's, Sears	—
24.	Lakeside Mall	Sterling Heights, MI	100	1,518,117	497,399	JCPenney, Lord & Taylor, Macy's, Macy's Mens & Home, Sears	—
25.	Lynnhaven Mall	Virginia Beach, VA	100	1,284,972	449,525	AMC Theatres, Dick's Sporting Goods, Dillard's, Furniture Mart, JCPenney, Macy's	1
26.	Mall St. Matthews(2)	Louisville, KY	100	1,085,894	350,189	Dillard's, Dillard's Men's & Home, Forever 21, JCPenney	1

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
27.	Market Place Shopping Center	Champaign, IL	100	1,044,899	509,153	Bergner's, JCPenney, Macy's, Sears	—
28.	Meadows Mall	Las Vegas, NV	100	945,026	308,173	Dillard's, JCPenney, Macy's, Sears	—
29.	Mondawmin Mall	Baltimore, MD	100	364,437	297,737	Shoppers Food Warehouse, Target, Rite Aid Pharmacy	—
30.	Newgate Mall	Ogden (Salt Lake City), UT	100	724,873	252,739	Cinemark Tinseltown 14, Dillard's, Macerich(4), Sears, Sports Authority	—
31.	North Point Mall	Alpharetta (Atlanta), GA	100	1,375,101	408,814	Dillard's, JCPenney, Macy's, Sears, American Girl Place	2
32.	NorthTown Mall	Spokane, WA	100	1,042,954	411,460	Bumpers, Inc., JCPenney, Kohl's, Macy's, Regal Cinemas, Sears, Nordstrom Rack	1
33.	Oak View Mall	Omaha, NE	100	861,089	256,829	Dillard's, JCPenney, Sears, Younkers	—
34.	Oglethorpe Mall	Savannah, GA	100	943,659	363,511	Belk, JCPenney, Macy's, Macy's Junior, Sears, Stein Mart	—
35.	Paramus Park	Paramus, NJ	100	768,592	309,535	Macy's, Sears, Old Navy	—
36.	Park City Center	Lancaster (Philadelphia), PA	100	1,442,680	542,783	The Bon-Ton, Boscov's, JCPenney, Kohl's, Sears	—
37.	Peachtree Mall	Columbus, GA	100	816,546	307,931	Dillard's, JCPenney, Macy's, Peachtree Cinema	1
38.	Prince Kuhio Plaza(2)	Hilo, HI	100	503,490	267,370	Macy's, Sears	1
39.	Quail Springs Mall	Oklahoma City, OK	50	1,139,040	354,240	AMC Theatres, Dillard's, JCPenney, Macy's, Sears	—
40.	River Hills Mall	Mankato, MN	100	716,877	274,790	Herberger's, JCPenney, Scheels, Sears, Target, Barnes & Noble	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
41.	Salem Center(2)	Salem, OR	100	631,837	193,837	JCPenney, Kohl's, Macy's, Nordstrom	—
42.	Sikes Senter	Wichita Falls, TX	100	667,440	261,916	Dillard's, JCPenney, Sears, Sikes Ten Theatres	—
43.	Sooner Mall	Norman, OK	100	508,751	168,679	Dillard's, JCPenney, Old Navy, Sears	1
44.	Spokane Valley Mall (3)	Spokane, WA	100	724,740	305,656	JCPenney, Macy's, Regal Act III, Sears	—
45.	Stonebriar Centre	Frisco (Dallas), TX	50	1,650,465	529,246	AMC Theatres, Barnes & Noble, Dave & Buster's, Dick's Sporting Goods, Dillard's, JCPenney, Macy's, Nordstrom, Sears	—
46.	Superstition Springs Center(2)	East Mesa (Phoenix), AZ	33.3	1,083,086	320,754	Developers Diversified, Dillards, JCPenney, JCPenney Home Store, Macy's, Picture Store	—
47.	The Crossroads	Portage (Kalamazoo), MI	100	770,539	267,579	Burlington Coat Factory(4), JCPenney, Macy's, Sears	—
48.	The Gallery at Harborplace	Baltimore, MD	100	132,379	132,379	GAP	—
49.	The Maine Mall	South Portland, ME	100	1,017,436	385,375	Best Buy, Chuck E Cheese, JCPenney, Macy's, Sears, Sports Authority	2
50.	The Oaks Mall	Gainesville, FL	51	897,630	339,763	Belk, Dillard's, JCPenney, Macy's, Sears	—
51.	The Parks at Arlington	Arlington (Dallas), TX	100	1,517,093	432,097	AMC Theatres, Barnes & Noble, Dick's Sporting Goods, Dillard's, Forever 21, JCPenney, Macy's, Sears	1
52.	The Shoppes at Buckland Hills	Manchester, CT	100	1,045,621	453,010	Dick's Sporting Goods, JCPenney, Macy's, Macy's Mens & Home, Sears, Barnes & Noble	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
53.	The Streets at Southpoint	Durham, NC	100	1,304,453	578,106	Barnes & Noble, Hudson Belk, JCPenney, Macy's, Maggiano's Little Italy, Nordstrom, Pottery Barn, Sears, Urban Outfitters	—
54.	Town East Mall	Mesquite (Dallas), TX	100	1,240,530	431,144	Dillard's, JCPenney, Macy's, Sears	—
55.	Tucson Mall(2)	Tucson, AZ	100	1,228,202	504,938	Dillard's, Forever 21 (4), JCPenney, Macy's, Sears	—
56.	Westroads Mall	Omaha, NE	51	1,069,379	382,725	Dick's Sporting Goods, JCPenney, Rave Digital Media, Von Maur, Younkers	—
57.	White Marsh Mall	Baltimore, MD	100	1,165,791	386,147	JCPenney, Macy's, Macy's Home Store, Sears, Sports Authority	1

OTHER MALLS

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
1.	Animas Valley Mall	Farmington, NM	100	462,834	213,369	Allen Theatres, Dillard's, JCPenney, Ross Dress For Less, Sears	—
2.	Bayshore Mall(2)	Eureka, CA	100	612,950	392,692	Bed Bath & Beyond, Kohl's(4), Sears	1
3.	Birchwood Mall	Port Huron (Detroit), MI	100	725,047	268,818	GKC Theaters, JCPenney, Macy's, Sears, Target, Younkers	—
4.	Boise Towne Square(2)	Boise, ID	100	1,093,108	423,079	Dillard's, JCPenney, Macy's, Sears	1
5.	Brass Mill Center	Waterbury, CT	100	984,099	326,760	Burlington Coat Factory, JCPenney, Macy's, Regal Cinemas, Sears	1
6.	Brass Mill Commons	Waterbury, CT	100	197,033	197,033	Barnes & Noble, Hometown Buffet, Michael's, OfficeMax, Toys R Us	1
7.	Burlington Town Center(2)	Burlington, VT	100	299,793	153,040	Macy's	—
8.	Cache Valley Mall	Logan, UT	100	319,225	173,393	Dillard's, Dillard's Men's & Home, JCPenney	—
9.	Cache Valley Marketplace	Logan, UT	100	180,956	180,956	Home Depot, Olive Garden, T.J. Maxx	—
10.	Capital Mall	Jefferson City, MO	100	565,106	332,029	Dillard's, JCPenney, Sears, Hy-Vee, Capital 8 Theatre	—
11.	Chula Vista Center	Chula Vista (San Diego), CA	100	874,299	286,162	JCPenney, Macerich (4), Macy's, Sears, Burlington Coat Factory, Ultrastar Cinemas	1
12.	Collin Creek	Plano, TX	100	1,118,077	327,994	Amazing Jakes, Dillard's, JCPenney, Macy's, Sears	—
13.	Colony Square Mall	Zanesville, OH	100	491,905	245,123	Cinemark, Elder-Beerman, JCPenney, Sears	—

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
14.	Coronado Center(2)	Albuquerque, NM	100	1,151,734	375,709	Barnes & Noble, JCPenney, Macy's, Sears, Target, Kohl's	—
15.	Eastridge Mall	San Jose, CA	100	1,303,717	469,323	AMC 15, Bed Bath & Beyond, JCPenney, Macy's, Sears, Sport Chalet	—
16.	Eastridge Mall	Casper, WY	100	571,587	281,791	JCPenney, Macy's, Sears, Target	—
17.	Eden Prairie Center	Eden Prairie (Minneapolis), MN	100	1,134,414	325,411	AMC Theatres, Kohl's, Sears, Target, Von Maur, JCPenney, Scheels, Barnes & Noble	—
18.	Foothills Mall	Fort Collins, CO	100	805,715	465,618	Macy's, Sears	2
19.	Gateway Mall	Springfield, OR	100	818,545	256,726	Ashley Furniture Homestore, Cinemark 17, Kohl's, Movies 12, Oz Fitness, Ross Dress For Less, Sears, Target	—
20.	Grand Teton Mall	Idaho Falls, ID	100	535,631	211,706	Dillard's, JCPenney, Macy's, Sears	—
21.	Grand Teton Plaza	Idaho Falls, ID	100	93,274	93,274	Best Buy, Petsmart, Ross Dress For Less	1
22.	Knollwood Mall	St. Louis Park (Minneapolis), MN	100	462,582	166,460	Cub Foods, Keith's Furniture Outlet, Kohl's, T.J. Maxx	—
23.	Lakeland Square	Lakeland (Orlando), FL	100	884,484	274,446	Burlington Coat Factory(4), Dillard's, Dillard's Men's & Home, JCPenney, Macy's, Sears	—
24.	Lansing Mall(2)	Lansing, MI	100	835,264	412,094	JCPenney, Macy's, T.J. Maxx, Younkers, Best Buy, Barnes & Noble	1
25.	Mall at Sierra Vista	Sierra Vista, AZ	100	365,853	134,583	Cinemark, Dillard's, Sears	—
26.	Mall of the Bluffs	Council Bluffs (Omaha, NE), IA	100	701,355	375,133	Dillard's, Hy-Vee, Sears	2

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
27.	Montclair Plaza	Montclair (San Bernadino), CA	50.5	1,345,268	547,691	JCPenney, Macy's, Nordstrom, Sears, Ninety Nine Cent Only Store	4
28.	Neshaminy Mall	Bensalem, PA	50	1,019,431	291,371	AMC Theatres, Barnes & Noble, Boscov's, Macy's, Sears	—
29.	NewPark Mall	Newark (San Francisco), CA	100	1,116,965	373,359	JCPenney, Macy's, Sears, Target	1
30.	North Plains Mall	Clovis, NM	100	303,197	109,116	Beall's, Dillard's, JCPenney, Sears	—
31.	Oakwood Center	Gretna, LA	100	757,987	240,593	Dillard's, JCPenney, Sears	—
32.	Oakwood Mall	Eau Claire, WI	100	812,503	327,427	JCPenney, Macy's, Scheels, Sears, Younkers, Carmike Theaters	—
33.	Otay Ranch Town Center	Chula Vista (San Diego), CA	50	636,471	496,471	Macy's, REI, AMC Theatres, Best Buy	—
34.	Owings Mills Mall	Owings Mills, MD	100	1,083,613	436,576	JCPenney, Macy's	2
35.	Pecanland Mall	Monroe, LA	100	944,367	328,931	Belk, Dillard's, JCPenney, Sears, Burlington Coat Factory	—
36.	Pierre Bossier Mall	Bossier City (Shreveport), LA	100	606,274	212,976	Dillard's, JCPenney, Sears, Stage	1
37.	Pine Ridge Mall(2)	Pocatello, ID	100	638,078	200,091	JCPenney, Party Palace, Sears, Shopko	1
38.	Pinnacle Hills Promenade	Rogers, AR	50	942,764	635,863	Bed Bath & Beyond, Gordmans, Petsmart, TJ Maxx, Dillard's, JCPenney, Malco Theatre, Target	3
39.	Provo Towne Centre(3)	Provo, UT	100	792,560	222,491	Cinemark, Dillard's, JCPenney, Sears	—
40.	Red Cliffs Mall	St. George, UT	100	385,487	119,650	Barnes & Noble, Dillard's, JCPenney, Sears	—
41.	Regency Square Mall	Jacksonville, FL	100	1,439,812	523,306	Belk, Champs Sports/World Foot Locker, Dillard's, JCPenney, Sears	1

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
42.	Ridgedale Center	Minnetonka, MN	100	1,029,559	327,179	JCPenney, Macy's, Sears	—
43.	Riverchase Galleria	Hoover (Birmingham), AL	50	1,561,924	513,017	Forever 21, Belk, Belk Home Store, JCPenney, Macy's, Sears	2
44.	Rivertown Crossings	Grandville (Grand Rapids), MI	100	1,270,959	421,901	Celebration Cinemas, Dick's Sporting Goods, JCPenney, Kohl's, Macy's, Old Navy, Sears, Younkers	—
45.	Rogue Valley Mall	Medford (Portland), OR	100	639,097	251,659	JCPenney, Kohl's, Macy's, Macy's Home Store	1
46.	Silver City Galleria	Taunton (Boston), MA	50	1,005,799	351,762	Best Buy, Dick's Sporting Goods, JCPenney, Macy's, Sears, Silver City Cinemas	1
47.	Silver Lake Mall	Coeur D'Alene, ID	100	325,046	108,682	JCPenney, Macy's(4), Sears, Timberline Trading Company	—
48.	Southlake Mall	Morrow (Atlanta), GA	100	1,014,245	273,993	JCPenney, Macy's, Sears	1
49.	Southland Mall	Hayward, CA	100	1,265,396	525,132	JCPenney, Kohl's(4), Macy's, Sears	1
50.	Southshore Mall(2)	Aberdeen, WA	100	273,289	139,514	JCPenney, Sears	—
51.	Southwest Plaza(2)	Littleton (Denver), CO	100	1,336,229	636,868	Dick's Sporting Goods, Dillard's, JCPenney, Macy's, Sears	1
52.	Spring Hill Mall	West Dundee (Chicago), IL	100	1,166,234	433,439	Carson Pirie Scott, Home Furniture Mart, JCPenney, Kohl's, Macy's, Sears	—
53.	Steeplegate Mall	Concord, NH	100	479,675	223,328	The Bon-Ton, JCPenney, Sears	—
54.	The Boulevard Mall	Las Vegas, NV	100	1,175,774	387,738	JCPenney, Macy's, Sears	1
55.	The Pines	Pine Bluff, AR	100	625,421	243,001	Dillard's, Holiday Inn Express, JCPenney, Sears	1

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
56.	The Shops at Fallen Timbers	Maumee, OH	100	573,516	312,014	Dillard's, JCPenney, Staybridge Suites, Showcase, Barnes & Noble	—
57.	The Shoppes at River Crossing	Macon, GA	50	659,048	325,829	Belk, Dick's Sporting Goods, Dillard's, DSW Shoe Warehouse, Jo-Ann Fabrics & Crafts, Ulta	—
58.	The Village of Cross Keys	Baltimore, MD	100	74,172	74,172	Talbots	—
59.	Three Rivers Mall	Kelso, WA	100	419,461	226,228	JCPenney, Macy's, Sears	1
60.	Valley Hills Mall	Hickory, NC	100	933,545	322,029	Belk, Dillard's, JCPenney, Sears	—
61.	Visalia Mall	Visalia, CA	100	436,852	179,852	JCPenney, Macy's	—
62.	Vista Ridge Mall	Lewisville (Dallas), TX	100	1,063,860	334,395	Cinemark, Dillard's, JCPenney, Macy's, Sears	—
63.	Washington Park Mall	Bartlesville, OK	100	357,221	162,925	Dillard's, JCPenney, Sears	—
64.	West Oaks Mall	Ocoee (Orlando), FL	100	1,056,086	355,330	AMC Theatres, Dillard's, JCPenney, Sears	1
65.	West Valley Mall	Tracy (San Francisco), CA	100	883,629	486,720	JCPenney, Movies 14, Sears, Target	1
66.	Westwood Mall	Jackson, MI	100	507,859	136,171	Elder-Beerman, JCPenney, Wal-Mart	—
67.	White Mountain Mall	Rock Springs, WY	100	302,119	124,991	Flaming Gorge Harley Davidson, Herberger's, JCPenney, State Of Wyoming	—
68.	Woodbridge Center	Woodbridge, NJ	100	1,646,468	561,433	Dick's Sporting Goods, JCPenney, Lord & Taylor, Macy's, Sears	1

SPECIAL CONSIDERATION PROPERTIES

Property Count	Name of Center	Location(1)	Ownership Interest	GLA Total	GLA Mall and Freestanding	Anchor Stores/ Significant Tenants	Anchor Stores/ Significant Tenant Vacancies
1.	Bay City Mall	Bay City, MI	100	522,652	207,001	JCPenney, Sears, Target, Younkers, Dunham Sports	—
2.	Chapel Hills Mall	Colorado Springs, CO	100	1,202,361	406,922	Burlington Coat Factory(4), Borders, Dick's Sporting Goods, Dillard's, JCPenney, Macy's, Sears	1
3.	Chico Mall	Chico, CA	100	495,237	173,103	Forever 21, JCPenney, Sears	1
4.	Country Hills Plaza	Ogden, UT	100	137,897	137,897	Smith's Food King	1
5.	Eagle Ridge Mall	Lake Wales (Orlando), FL	100	622,917	227,462	Dillard's, JCPenney, Recreation Station, Regal Cinemas, Sears	—
6.	Grand Traverse Mall	Traverse City, MI	100	589,488	276,097	GKC Theaters, JCPenney, Macy's, Target, T.J. Maxx	—
7.	Lakeview Square	Battle Creek, MI	100	554,334	262,741	JCPenney, Macy's, Sears, Barnes & Noble	—
8.	Mall St. Vincent(2)	Shreveport, LA	100	532,600	184,600	Dillard's, Sears	1
9.	Moreno Valley Mall	Moreno Valley (Riverside), CA	100	1,064,318	338,084	Harkins Theatre, JCPenney, Macy's, Sears	2
10.	Northgate Mall	Chattanooga, TN	100	798,029	332,709	Belk, Belk Home Store, JCPenney, Sears, T.J. Maxx	—
11.	Oviedo Marketplace	Oviedo, FL	100	940,504	275,575	Dillard's, Macy's, Regal Cinemas, Sears	—
12.	Piedmont Mall	Danville, VA	100	708,519	156,781	Belk, Belk Men's, JCPenney, Sears	1
13.	Southland Center	Taylor, MI	100	903,941	275,904	Best Buy, JCPenney, Macy's	1

(1) In certain cases, where a center is located in part of a larger metropolitan area, the metropolitan area is identified in parenthesis.

(2) A portion of the property is subject to a ground lease.

(3) Owned in a joint venture with independent, non-controlling minority investors.

(4) The anchor building is owned by a third party.

Mortgage and Other Debt

Our ownership interests in real property are materially important as a whole, however, we do not own any individual materially important property and therefore do not present a description of our title to, or other interest in, our properties and the nature and amount of our mortgages in such properties.

Operating Data

The following table sets forth for each of our property categories the occupancy rate expressed as a percentage for each of the last five years and the average effective annual rental per square foot for each of the last five years.

	Tier I Malls	Tier II Malls	Other Malls	Special Consideration Properties	Other Rental Properties
Occupancy Rate(a)					
2005	94.65%	92.75%	90.00%	86.86%	87.40%
2006	95.81%	94.13%	91.33%	90.05%	89.24%
2007	95.72%	94.79%	91.40%	90.09%	91.37%
2008	95.43%	93.88%	90.01%	87.88%	88.92%
2009	95.34%	93.44%	87.36%	85.80%	86.73%
Average Effective Annual Rental Rate per Square Foot(b)					
2005	$ 47.09	$ 31.06	$ 26.32	$ 23.16	N/A
2006	$ 48.96	$ 32.12	$ 26.68	$ 23.84	N/A
2007	$ 65.32	$ 42.96	$ 35.64	$ 30.87	N/A
2008	$ 68.49	$ 44.04	$ 35.79	$ 30.56	N/A
2009	$ 69.61	$ 44.20	$ 34.58	$ 29.99	N/A

(a) Occupancy represents GLOA divided by Mall GLA (as defined below) for spaces less than 30,000 square feet. "GLOA" represents Gross Leasable Occupied Area and is the sum of: (1) tenant occupied space under lease, (2) all leases signed, whether or not the space is occupied by a tenant and (3) tenants no longer occupying space, but still paying rent.

(b) Average Effective Annual Rental Rate represents the sum of minimum rent and recoverable common area costs (excluding taxes) for all tenant occupied space divided by total tenant occupied square feet, for tenants occupying spaces less than 30,000 square feet.

Lease Expirations

The GLA of freestanding retail stores in locations that are not attached to the primary complex of buildings that comprise a shopping center is defined as ("Freestanding GLA") and "Mall GLA" is the gross leaseable retail space, excluding space not currently marketed for lease, anchor stores and Freestanding GLA, measured in square feet. At December 31, 2009, our Mall GLA and our Freestanding GLA aggregated 57.6 million square feet for our consolidated retail properties and 19.9 million square feet for our unconsolidated retail properties. The following table indicates various lease expiration information related to the consolidated minimum rent for our currently existing retail leases at December 31, 2009. See "Note 2—Summary of Significant Accounting Policies" to the consolidated financial statements contained in this prospectus for our accounting policies for revenue recognition from our tenant leases and "Note 8—Rentals under Operating Leases" to the consolidated financial statements contained elsewhere in this prospectus for the future minimum rentals of our operating leases.

Year	Total Minimum Rent (in thousands)	Total Minimum Rent Expiring (in thousands)	% of Total Minimum Rent Expiring	Number of Leases Expiring	Total Square Feet Expiring (in thousands)
2010	$ 1,936,644	$ 66,774	3.4%	3,255	10,986
2011	1,820,197	62,342	3.4%	2,556	10,090
2012	1,643,214	69,226	4.2%	2,119	8,671
2013	1,464,086	55,660	3.8%	1,603	6,850
2014	1,291,239	65,689	5.1%	1,591	7,769
2015	1,062,404	59,496	5.6%	1,404	6,680
2016	885,297	77,031	8.7%	1,356	6,842
2017	684,614	79,479	11.6%	1,341	7,048
2018	455,481	68,932	15.1%	1,173	5,879
2019	272,486	47,905	17.6%	878	5,859

Legal Proceedings

Other than our current Chapter 11 Cases described in this prospectus, neither we nor any of the Unconsolidated Real Estate Affiliates is currently involved in any material pending legal proceedings nor, to our knowledge, is any material legal proceeding currently threatened against us or any of the Unconsolidated Real Estate Affiliates.

MANAGEMENT

Our Board of Directors is responsible for the management of our business.

Board of Directors

Our Board of Directors currently consists of two members. Upon consummation of the Plan, under the terms of the Investment Agreements, our Board of Directors will consist of nine members, three of whom will be nominated by Brookfield Investor and one of whom will be designated by Pershing Square. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Board Rights."

Our current members of the Board of Directors and their positions are as follows:

Name	Age	Director Since	Position
Adam Metz	49	2010	Director, Chief Executive Officer
Thomas Nolan, Jr.	53	2010	Director, Chief Operating Officer and President
Ric Clark	52	—	Director Nominee
Bruce Flatt	45	—	Director Nominee
Cyrus Madon	45	—	Director Nominee
			Director Nominee
			Director Nominee
			Director Nominee
			Director Nominee

Upon the consummation of the Plan, New GGP's amended and restated bylaws will divide the Board into three classes, as nearly equal in number as possible, with each class of directors serving a three-year term. The terms of office of the classes of directors expire in rotation so that one class is elected at each annual meeting for a full three-year term.

Adam Metz , 49, has served as Chief Executive Officer of Existing GGP since October 2008, director of Existing GGP since November 2005, Lead Director of Existing GGP from June 2007 through October 2008 and director and Chief Executive Officer of New GGP since its formation in 2010. From late 2002 through October 2008, Mr. Metz was an active partner of Polaris Capital LLC, which is in the business of owning retail real estate assets throughout the United States. Prior to the formation of Polaris Capital, Mr. Metz was Executive Vice President of Rodamco, N.A. from November 2000 through May 2002 when the assets of Rodamco, N.A. were sold. From 1993 to 2000, before it was acquired by Rodamco, Mr. Metz held various positions with Urban Shopping Centers, including Vice President, Chief Financial Officer and President. Mr. Metz has financial expertise and industry experience.

Thomas Nolan, Jr. , 53, has served as Chief Operating Officer of Existing GGP since March 2009, President of Existing GGP since October 2008, director of Existing GGP since April 2005 and director, Chief Operating Officer and President of New GGP since its formation in 2010. Prior to becoming President, Mr. Nolan was a private real estate investor since February 2008. From July 2004 through February 2008, Mr. Nolan served as a Principal and as Chief Financial Officer of Loreto Bay Company, the developer of the Loreto Bay master planned community in Baja, California. From October 1984 through July 2004, Mr. Nolan held various financial positions with AEW Capital Management, L.P., a national real estate investment advisor, and from 1998 through 2004 he served as Head of Equity Investing and as President and Senior Portfolio Manager of The AEW Partners Funds. Mr. Nolan has financial expertise in various segments of the real estate industry.

Rick Clark , 52, is the Senior Managing Partner, Property Operations of Brookfield Asset Management Inc. Mr. Clark joined Brookfield Asset Management Inc. in 1996, and is responsible for the company's real estate operations. Mr. Clark is the CEO of Brookfield Properties, and formerly was the President of the company's U.S. Commercial Operations. Mr. Clark has been employed with the company's predecessors since 1984 in various executive roles. Mr. Clark holds a Business degree from the Indiana University of Pennsylvania. Mr. Clark has financial expertise and industry experience.

Bruce Flatt , 45, is the Senior Managing Partner and Chief Executive Officer of Brookfield Asset Management Inc. Mr. Flatt has been with Brookfield Asset Management Inc. for over 20 years joining in 1990 and has been instrumental in the global expansion of the asset management business over this period. Mr. Flatt has been CEO of the company since February 2002, following eight years in various senior executive positions in Brookfield Asset Management Inc.'s property operations, as well as other positions in the company. Mr. Flatt has sat on over 15 public company boards, acted as Chairman of a number, and been instrumental in the launch of a number of public companies across the global capital markets. Mr. Flatt holds a Business degree from the University of Manitoba. Mr. Flatt has financial expertise and industry experience.

Cyrus Madon , 45, is the Senior Managing Partner of Brookfield Asset Management Inc. responsible for restructuring and lending activities and has been a member of the Brookfield Asset Management Inc. team since 1998. Mr. Madon has extensive experience in restructuring, corporate finance, and merchant banking across a broad range of industries, including real estate, real estate services and manufacturing. Mr. Madon holds a business degree from Queen's University.

Committees of the Board of Directors

Our board of directors has the authority to appoint committees to perform certain management and administration functions. Upon the consummation of the Plan, our board of directors will have three committees: the audit committee, the compensation committee and the nominating and governance committee.

Audit Committee

The primary purpose of the audit committee is to assist the board's oversight of:

- the integrity of our financial statements;
- our systems of control over financial reporting and disclosure controls and procedures;
- our compliance with legal and regulatory requirements;
- our independent auditors' qualifications and independence;
- the performance of our independent auditors and our internal audit function;
- all related person transactions for potential conflict of interest situations on an ongoing basis; and
- the preparation of the report required to be prepared by the committee pursuant to SEC rules.

Upon the consummation of the Plan, Messrs. , and will serve on the audit committee. Mr. will serve as chairman of the audit committee and also qualifies as an "audit committee financial expert" as such term has been defined by the SEC in Item 401(h)(2) of Regulation S-K. Our board of directors has affirmatively determined that Messrs. , and meet the requirements of independence and expertise, including financial literacy for the purposes of serving on the audit committee under applicable SEC and the NYSE rules, and we intend to comply with these independence requirements within the time periods specified.

Compensation Committee

The primary purpose of our compensation committee is to:

- recommend to our board of directors for consideration, the compensation and benefits of our executive officers and key employees;
- monitor and review our compensation and benefit plans;
- administer our stock and other incentive compensation plans and programs and prepare recommendations and periodic reports to the board of directors concerning such matters;
- prepare the compensation committee report required by SEC rules to be included in our annual report;
- prepare recommendations and periodic reports to the board of directors as appropriate; and
- handle such other matters that are specifically delegated to the compensation committee by our board of directors from time to time.

Upon the consummation of the Plan, Messrs. , and will serve on the compensation committee, and Mr. will serve as the chairman.

Nominating and Governance Committee

The primary purpose of the nominating and governance committee is to:

- identify and recommend to the board individuals qualified to serve as directors of our company and on committees of the board;
- advise the board with respect to the board composition, procedures and committees;
- develop and recommend to the board a set of corporate governance guidelines and principles applicable to us; and
- review the overall corporate governance of our company and recommend improvements when necessary.

Upon the consummation of the Plan, Messrs. , and will serve on the nominating and governance committee, and Mr. will serve as the chairman. The non-control agreements provide that as long as Brookfield Investor, Fairholme or Pershing Square beneficially owns more than 10% of the outstanding New GGP common stock, each of such Plan Sponsors will support the composition of the nominating and governance committee to consist of a majority of members who are not affiliated with or nominated by the Plan Sponsors. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Non-Control Agreements."

Compensation Committee Interlocks and Insider Participation

Upon the completion of the Plan, none of our executive officers will serve on the compensation committee or board of directors of any other company of which any of the members of our compensation committee or any of our directors is an executive officer.

Code of Business Conduct and Ethics

Upon consummation of the Plan, we will have a Code of Business Conduct and Ethics which will apply to all of our employees, officers and directors, including our Chairman, Chief Executive Officer and Chief Financial Officer. Our Code of Business Conduct and Ethics will prohibit conflicts of interest, which are broadly defined to include any situation where a person's private interest interferes in any way with the interests of the company. In addition, this code prohibits direct or indirect personal loans to executive officers and directors to the extent required by law and stock exchange regulation. The code does not attempt to cover every issue that may arise, but instead sets out basic principles to guide all of our employees, officers, and directors. Any waivers of the code for any executive officer, principal accounting officer, or director may be made only by the Board or a Board committee and will be promptly disclosed to stockholders. The code will include a process and a toll-free telephone number for anonymous reports of potentially inappropriate conduct or potential violations of the code.

Executive Officer Information

Our executive officers are generally elected by the Board annually and are currently as listed below, including their principal positions. On September 7, 2010, we announced that Chief Executive Officer Adam Metz and Chief Operating Officer Thomas Nolan have agreed to remain in their roles at New GGP for up to one year following completion of our restructuring, expected during the fourth quarter of 2010. During that period, Messrs. Metz and Nolan will continue to manage the final phases of our restructuring—including the capital raise contemplated by this prospectus—and will continue to lead our financial and operational strategy. Our new post-emergence board of directors is expected to select a long-term management team during the transition period. Except for the foregoing, we currently expect the following executive officers to continue in their positions as of the Effective Date.

Name	Age	Position
Adam Metz	49	Chief Executive Officer
Steven Douglas	43	Executive Vice President and Chief Financial Officer
Thomas Nolan, Jr.	53	President & Chief Operating Officer
Joel Bayer	46	Senior Vice President, Chief Investment Officer
Ronald Gern	51	Senior Vice President, General Counsel and Secretary
Catherine Hollowell	49	Senior Vice President, Human Resources
Edmund Hoyt	58	Senior Vice President & Chief Accounting Officer
Michael McNaughton	43	Executive Vice President, Asset Management
Robert Michaels	66	Vice Chairman
Hugh Zwieg	50	Executive Vice President, Finance

Please see above for biographical information concerning Messrs. Metz and Nolan. Biographical information concerning our other executive officers is set forth below.

Steven Douglas , 43, was named as New GGP's Executive Vice President and Chief Financial Officer in July 2010. Mr. Douglas served most recently as president of Brookfield Properties Corporation. Mr. Douglas was a key member of the Brookfield Properties Corporation team for more than 16 years, serving in a variety of senior positions. Prior to his role as president of Brookfield Properties Corporation, which he assumed in 2009, Mr. Douglas was a senior managing partner at Brookfield Asset Management, where he focused on the company's operations and international portfolio. From 2003 to 2006, he was chief financial officer of Falconbridge Limited. From 1996 until 2003, Mr. Douglas served as chief financial officer of Brookfield Properties, a period that saw the company's re-launch as a public company and the completion of three major acquisitions. Mr. Douglas joined Brookfield from Ernst & Young. Mr. Douglas received his Bachelor of Commerce degree from Laurentian University and holds a Chartered Accountant designation.

Joel Bayer , 46, joined Existing GGP in September 1993 and has served as New GGP's Senior Vice President and Chief Investment Officer since its formation in 2010 and Existing GGP's Senior Vice President and Chief Investment Officer since 2001, and Senior Vice President, Acquisitions from 1998 to 2001.

Ronald Gern , 51, joined Existing GGP in December 1997 and has served as New GGP's Senior Vice President, General Counsel and Secretary since its formation in 2010 and Existing GGP's Senior Vice President and General Counsel and has served as Secretary since October 2008. Mr. Gern served as Assistant Secretary of Existing GGP from December 1997 to October 2008. In addition, Mr. Gern has served and continues to serve as an officer of various of Existing GGP's subsidiaries and joint ventures.

Catherine Hollowell , 49, joined Existing GGP in 1998 and has served as New GGP's Senior Vice President, Human Resources since its formation in 2010 and Existing GGP's Senior Vice President since 2009, Vice President of Human Resources from 2004 to 2009, Director of Human Resources, Information Systems and Compensation from 2002 to 2004, Senior Human Resources and Information Systems Manager from 2000 to 2002 and Human Resources and Information Systems Manager from 1998 to 2000.

Edmund Hoyt , 58, joined Existing GGP in November 1986 and has served as New GGP's Interim Chief Financial Officer, Senior Vice President and Chief Accounting Officer since its formation in 2010 and Existing GGP's Interim Chief Financial Officer from October 2008 until July 2010, and Senior Vice President and Chief Accounting Officer since 2000. During his time with at Existing GGP, Mr. Hoyt has held several positions in the financial planning, accounting and controllership areas. In addition, Mr. Hoyt has served and continues to serve as a director and/or officer of various of Existing GGP's subsidiaries.

Michael McNaughton , 43, joined Existing GGP in 2001, has served New GGP's Executive Vice President of Asset Management since its formation in 2010 and Existing GGP's Executive Vice President of Asset Management since May 2010. He previously served as senior vice president with oversight of department stores, Big Box retailing, land, hotel and restaurant functions for Existing GGP's portfolio. Previously, he served as senior vice president of asset management, with responsibility for 17 properties totaling 20 million square feet. Prior to joining Existing GGP, Mr. McNaughton was a founding partner and senior vice president of CORO Realty Advisors, an Atlanta-based investment advisory brokerage and redevelopment firm. He served as a founding member of the NAIOP Mixed-Use Development national forum and is an active member of the Urban Land Institute. Mr. McNaughton received a BA in management from Framingham State College.

Robert Michaels , 66, joined Existing GGP in September 1972 and has served as New GGP's Vice Chairman since its formation in 2010 and Existing GGP's Vice Chairman since May 2010 and was formerly Existing GGP Vice Chairman from March 2009 to May 2010. Prior to being named Vice Chairman, Mr. Michaels served as Chief Operating Officer of Existing GGP since 1995. Mr. Michaels also served as a director and President of Existing GGP from 1995 to October 2008. In addition, Mr. Michaels has served and continues to serve as a director and/or officer of various of Existing GGP's subsidiaries and joint ventures. Mr. Michaels is an ex-officio trustee of the ICSC and a director of the Center for Urban Land Economics Research at the School of Business of the University of Wisconsin-Madison.

Hugh Zwieg , 50, joined Existing GGP in March 2010 and has served as New GGP's Executive Vice President of Finance since its formation in 2010 and Existing GGP's Executive Vice President of Finance. Prior to joining Existing GGP, Mr. Zwieg had been Chief Executive Officer of Wind Realty Partners since January 2007. Wind Realty Partners provides advisory, operating and disposition services in connection with the marketing and sale of office property portfolios. From 1989 to December 2006, Mr. Zwieg held various positions with CMD Realty Investors, L.P., including President and Chief Financial Officer since 2004. CMD Realty Investors was a privately held real estate operating company focused on the acquisition and development of office and industrial properties throughout the United States, with average assets under management of approximately $1 billion.

EXECUTIVE COMPENSATION

Compensation of Directors

Prior to the consummation of the Plan, New GGP has not and does not intend to pay to its directors any compensation for their board service. Upon consummation of the Plan, our non-employee directors will be compensated as follows:

Annual fee paid to:	
All non-employee Directors, except Chairman	$50,000
Non-employee Chairman of the Board of Directors	$225,000
Audit Committee Chair	$25,000
Compensation Committee Chair	$15,000
Nominating & Corporate Governance Committee Chair	$10,000
Other Committee Chairs	$20,000 maximum(1)
Lead Director	$20,000
Fee for each meeting attended:	
Board meetings attended in person	$1,500
Board meetings attended telephonically	$1,000
Audit Committee meetings	$1,500
Other Committee meetings attended in person	$1,500
Other Committee meetings, other than Audit Committee, attended telephonically	$1,000

(1) An annual fee not to exceed $20,000 may be paid to the Chair of each Committee that may be established from time to time, other than the Audit Committee, the Compensation Committee and the Nominating & Governance Committee.

In addition to receiving fees for their services as directors, we expect that our non-employee directors receive annual equity awards under our Incentive Stock Plan (the "Incentive Stock Plan").

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis ("CD&A") describes Existing GGP's compensation philosophy and policies for executive officers, and how this philosophy is applied to the compensation of the named executive officers, those officers required to be discussed in this CD&A ("NEOs "). For 2009, NEOs received base salary and (except for NEOs with employment agreements) short term incentive compensation pursuant to Existing GGP's incentive plan for all full-time employees, the Cash Value Added Incentive Compensation Plan (the "CVA Plan"). In addition, 46 employees, including the NEOs, became eligible to receive long term incentive compensation in accordance with the terms of Existing GGP's new key employee incentive plan (the "KEIP"). The overall goal of the Compensation Committee is to assure that compensation paid to the NEOs is fair, reasonable and competitive, and is linked to increasing long-term enterprise value. Existing GGP's 2009 NEOs were:

- Adam Metz, Chief Executive Officer
- Thomas Nolan, Jr., President and Chief Operating Officer
- Edmund Hoyt, Senior Vice President, Interim Chief Financial Officer
- Joel Bayer, Senior Vice President, Chief Investment Officer
- Robert Michaels, Vice Chairman

Compensation Philosophy and Policies

The primary objective of Existing GGP's executive compensation philosophy is to attract, motivate and retain executives who possess the high quality skills and talent necessary to lead and, where appropriate, transform Existing GGP's business. Existing GGP's policy also seeks to foster a performance-oriented environment by directly linking a significant part of each executive officer's total compensation to short-term operating performance, long-term enterprise value, and, during 2009 and 2010, Existing GGP's successful reorganization under the Bankruptcy Code. The following compensation policies have been developed and implemented in order to ensure that the objectives of the compensation philosophy are attained.

Total Compensation Should Be Competitive. Competitiveness of Existing GGP's compensation is a significant factor considered in establishing compensation. The compensation of the executive officers was benchmarked against the Benchmark Companies and the Survey Benchmarks (each as described below). The Compensation Committee specified the market median of the Benchmark Companies as Existing GGP's competitive pay objective when establishing total compensation for the executive officers.

Alignment of Interests with Existing GGP Stakeholders. Executive officers should act in the interests of all Existing GGP stakeholders, including Existing GGP's creditors and stockholders. Existing GGP believes that incentives aligning the interests of executive officers and GGP stakeholders provide proper motivation for enhancing value to all stakeholders.

Compensation Must Be Commensurate With the Employee's Value to the Company. Total compensation is higher for individuals with greater responsibility and greater ability to influence Existing GGP's achievement of targeted results and stakeholder recoveries.

Compensation Must Be Transparent. Existing GGP's compensation program is intended to be transparent and easily identifiable.

Compensation Committee Process

Overview. In early 2009, the Compensation Committee and management began to consider changing Existing GGP's compensation structure to incentivize employees and align employee goals with those of Existing GGP's reorganization efforts. As a result of Existing GGP's entry into bankruptcy, the decision was made to modify the existing CVA Plan and, given the uncertainty related to equity incentives in a bankruptcy environment, modify the form of Existing GGP's long-term incentive compensation from equity to cash.

Engagement of Hewitt. Existing GGP engaged Hewitt Associates, LLC ("Hewitt"), a compensation committee advisory firm, in May 2009 to assist with four principal tasks:

- determining whether continuation of the CVA Plan and/or implementation of a key employee incentive program was necessary to provide market competitive compensation;
- preparing a comparative analysis to assist in analyzing the need for incentive plans and the appropriate levels of compensation of any such plans;
- developing the terms and conditions of any such plans; and
- assisting with other executive compensation needs as they arise.

Benchmark Analysis. Compensation paid by the Benchmark Companies was a significant factor considered by the Compensation Committee in establishing compensation of the executive officers for 2009 and designing incentive compensation plans for 2009 and 2010. The compensation practices of the

Benchmark Companies were reviewed to assess whether Existing GGP's compensation practices were competitive in, and reasonable as compared to, the marketplace.

In 2009, the Benchmark Companies were 18 publicly-traded companies in the real estate industry, including ten which were used as Benchmark Companies in prior years and eight additional companies included in the group recommended by Hewitt. The Compensation Committee agreed that the 2009 Benchmark Companies represent an appropriate peer group for benchmarking Existing GGP's pay levels and pay practices because the component companies are in the same industries as us. The "Benchmark Companies" are:

- Boston Properties Inc.
- CBL & Associates Properties, Inc.
- Developers Diversified Realty Corporation
- Equity Residential
- Federated Realty Investment Trust
- Glimcher Realty Trust
- HCP, Inc.
- Host Hotels & Resorts, Inc.
- Kimco Realty Corporation
- Pennsylvania Real Estate Investment Trust
- Prologis
- Regency Centers Corp
- Simon Property Group, Inc.
- SL Green Realty Corp
- Taubman Centers, Inc.
- The Macerich Company
- Vornado Realty Trust
- Weingarten Realty Investors

The Compensation Committee also reviewed executive compensation data from real estate and general industry surveys from the following sources (the "Survey Benchmarks"): Hewitt Total Compensation Measurement (TCM) Survey; NAREIT Compensation Survey; Mercer Real Estate Compensation Survey; US Mercer Benchmark Database—Executive Survey; and Watson Wyatt Data Services: Survey Report on Top Management Compensation.

The actual and target salary, total cash compensation (base salary and short-term incentive compensation) and total direct compensation (total cash compensation and long-term incentive compensation) for Existing GGP's executive officers were compared to the compensation paid by the Benchmark Companies, as well as companies included in the Survey Benchmarks.

In addition, the Compensation Committee reviewed benchmarking data prepared by Hewitt regarding incentive compensation plans from companies involved in recent bankruptcy proceedings. These companies were used to confirm the appropriate metrics and structures of incentive plans in restructuring organizations.

Modifications to Incentive Compensation Programs for 2009 and 2010. Hewitt reviewed the incentive compensation practices of Existing GGP and the Benchmark Companies. Hewitt concluded that, from a market perspective, the Benchmark Companies had both short and long term incentive programs for their key employees. Hewitt also concluded, based on its review of the Benchmark Companies and in light of Existing GGP's bankruptcy, that total compensation to the executive officers should be targeted at the market median. Therefore, Hewitt recommended continuation of some form of the CVA Plan, the short term incentive plan, as it was an essential part of employee compensation. Specifically, without the CVA Plan, Existing GGP would fall well below the market median for compensation paid to its executive officers. In addition, to remain competitive and ensure the alignment of key employees and stakeholders in the restructuring, Hewitt recommended that Existing GGP implement the KEIP to provide eligible employees long-term performance cash incentive opportunities in lieu of Existing GGP's prior equity award practices.

After receiving Hewitt's recommendations and proposals on modifying the CVA Plan and implementing the KEIP, management presented these recommendations to the Compensation Committee, which authorized management to continue to develop the plans in consultation with various stakeholders in the Chapter 11 Cases, including the official unsecured creditors' committee, the official equity committee and the United States Trustee.

The Compensation Committee determined that implementing these employee incentive programs was important to create incentives based on meaningful defined financial goals to motivate employees and executives to work hard and to undertake and deliver on important tasks to enhance Existing GGP's value. These incentive programs are designed to tie an employee's incentive award with operating and financial performance, as well as, where applicable, value creation based on stakeholder recoveries. If none of the minimum performance goals are satisfied under the modified CVA Plan (the "Modified CVA Plan") or the KEIP, then there is no payout under the applicable employee incentive program.

After significant dialogue and negotiation with the various constituencies, the Compensation Committee and the full Board approved the Modified CVA Plan and the KEIP. The plans were approved by the Bankruptcy Court in October 2009 based on the support and recommendation of the official unsecured creditors' committee, the official equity committee and the United States Trustee.

Role of Messrs. Metz and Nolan in Establishing Compensation. Messrs. Metz and Nolan play a significant role in the compensation setting process. The most significant aspects of their role include: recommending performance targets for the CVA Plan, advising the Compensation Committee with respect to attainment of such performance targets, evaluating the performance of the other executive officers and recommending the base salary and individual CVA and KEIP target incentive awards of the other executive officers. Messrs. Metz and Nolan regularly participate in Compensation Committee meetings to provide this information.

Conclusion. The Compensation Committee concluded that the payments of cash and grants of incentive awards to the NEOs discussed below under "Elements of Compensation" and the payments of cash and grants of incentive awards made to the other executive officers were reasonable and consistent with Existing GGP's philosophy and policies for 2009.

Elements of Compensation

The Compensation Committee designed each of the elements of compensation for executive officers to further the philosophy and policies set forth above and to support and enhance Existing GGP's business strategy. Base salary is designed to provide a minimum level of guaranteed pay. Short-term incentives reward short-term operating and financial performance, and long-term incentives align management interests with the interests of Existing GGP's stakeholders.

The Compensation Committee does not have a formula for establishing a specified percentage of total compensation that each of Existing GGP's elements of compensation should represent. In addition, there is no formula for allocating between currently paid-out compensation and long-term compensation. However, when considering any individual element of an executive officer's total compensation, the Compensation Committee took into consideration the aggregate amounts and mix of the executive officer's compensation as compared to the Benchmark Companies.

Base Salary. The base salaries for Messrs. Metz and Nolan were established pursuant to their October 2008 employment agreements. These base salaries are applicable until December 31, 2010, the expiration of the current term of the employment agreements.

In light of Existing GGP's financial situation in early 2009, Existing GGP did not conduct its annual base wage adjustment process for all employees, nor did the Compensation Committee perform its typical annual review of executive officer salaries. However, in July 2009, based on a review of the Benchmark Companies, Survey Benchmarks, and the recommendations of Messrs. Metz and Nolan, it was determined that certain executive officer salaries should be adjusted in light of the desired total compensation result. Mr. Bayer was the only NEO affected by the adjustment and his salary was revised from $500,000 to $600,000.

In March 2010, Mr. Hoyt's salary was adjusted to $535,000 (from $710,000) when a new Executive Vice President—Finance was hired to undertake responsibilities which include some that Mr. Hoyt, as interim Chief Financial Officer, previously undertook.

Cash Bonus Awards. Pursuant to their employment agreements, for service through October 25, 2009, Messrs. Metz and Nolan were entitled to fixed cash bonuses of $2,000,000 and $1,600,000, respectively, payable quarterly in equal installments on each of February 2, 2009, May 2, 2009, August 2, 2009 and October 25, 2009. Messrs. Metz and Nolan both elected to reduce their February 2, 2009 fixed cash bonus to one-half of the amount payable pursuant to their respective employment agreements in light of Existing GGP's financial circumstances at the time. Pursuant to their employment agreements, Messrs. Metz and Nolan were also entitled to discretionary cash bonuses of up to $1,000,000 and $800,000, respectively, payable in October 2009, which the Compensation Committee determined to pay Messrs. Metz and Nolan in full based on the success of Messrs. Metz and Nolan in leading Existing GGP through the restructuring process while maintaining sound operations and performance. The Compensation Committee considered specific accomplishments of Messrs. Metz and Nolan, including assembling a first-class restructuring team, commencing a successful bankruptcy restructuring process for Existing GGP while concurrently maintaining stakeholder, tenant and retail customer relations, commencing the restructuring of over 100 secured mortgage loans, obtaining debtor-in-possession financing and reducing headcount while concurrently increasing employee productivity.

From and after October 26, 2009, pursuant to their employment agreements, Messrs Metz and Nolan were to participate in Existing GGP's then applicable bonus plans in a manner commensurate with their respective positions. However, under Existing GGP's annual bonus plan, Messrs. Metz and Nolan could not participate in such plan until January 1, 2010. As a result, following negotiations with the various stakeholders and approval of the Bankruptcy Court, in lieu of such participation, Messrs. Metz and Nolan received an additional prorated quarterly bonus payment of $364,130 and $291,304, respectively, for the period from October 26, 2009 through December 31, 2009.

Modified CVA Plan. The annual cash incentive has been and continues to be paid pursuant to the CVA Plan, which is designed to reward participants for their contribution to the achievement of annual corporate performance goals. Annual equity awards in connection with the CVA Plan were made for performance through 2007; however, such awards were eliminated with respect to 2008 and later performance periods for all employees, including the NEOs.

The Compensation Committee is authorized to designate participants in the CVA Plan and, in addition to Existing GGP's executive officers (other than Messrs. Metz and Nolan), approximately 2,700 employees participated in the Modified CVA Plan in 2009. The establishment of the target incentive awards for the participating executive officers was broadly designed to achieve aggregate market median compensation assuming 100% CVA Plan payout, based on a review of total compensation at the Benchmark Companies and Survey Benchmarks. The Compensation Committee and the other stakeholders believe this is appropriate in light of Existing GGP's bankruptcy circumstances. The targets for Messrs. Metz and Nolan for 2010 and Messrs. Hoyt, Bayer and Michaels for 2009 and 2010 are as follows:

Executive	Modified CVA Plan Target Incentive Awards (as a percent of base salary)
Metz*	133%
Nolan*	128%
Hoyt	50%
Bayer	75%
Michaels	25%

* Target applicable to 2010 only.

The Modified CVA Plan award for executive officers is equal to base salary times their target incentive award times the applicable payout percentage (see schedule below), subject to discretionary adjustment by Messrs. Metz and Nolan based on individual executive officer performance. The payout percentage under the Modified CVA Plan is determined based on achievement of the EBITDA target and using the payout curve illustrated below:

	Modified CVA Plan Payouts	
	Performance Level (EBITDA)	Payout Percentage of CVA Target Opportunity
Maximum	109% and above	200% of Target
Target	100%	100% of Target
Low Performance	92%	11.1% of Target
Threshold	91% or below	No Payout

For NEOs (inclusive of, beginning in 2010, Messrs. Metz and Nolan), the performance target under the Modified CVA Plan is based on EBITDA, which for purposes of the Modified CVA Plan is defined as NOI plus property management revenue less corporate overhead (excluding restructuring costs) and capitalized costs. For purposes of the Modified CVA Plan, "NOI" means the aggregate operating revenues of Existing GGP's and its subsidiaries' real estate properties and master planned communities less the aggregate property and related expenses of such properties and communities (excluding interest, depreciation, amortization, reorganization and extraordinary expenses, and impairment charges).

The performance targets for 2009 were recommended by management, approved by the Compensation Committee, agreed to by the various stakeholders in the Chapter 11 Cases and approved by the Bankruptcy Court. For 2009, target EBITDA was $2.116 billion, which was designed to reflect Existing GGP's estimated performance so that the goal of providing market median compensation would be achieved if performance met expectations. Establishment of a target that would achieve market median compensation created a total compensation package that was competitive in accordance with Existing GGP's compensation philosophy and policies. In 2009, Existing GGP achieved EBITDA performance of 100.726% of target, resulting in an applicable payout percentage of 108.06%.

The calculated awards under the Modified CVA Plan for 2009 were reviewed and modified based on each executive officer's relative individual performance at the recommendation of Messrs. Metz and Nolan as follows:

Executive	CVA Award Based upon 2009 EBITDA Performance Level	Modified Award Based upon CEO/COO Adjustment
Hoyt	$ 383,613	$ 300,000
Bayer	$ 486,270	$ 475,000
Michaels	$ 324,180	$ 300,000

KEIP. The KEIP was designed to provide long-term incentive compensation for the duration of the Chapter 11 Cases. The NEOs, including Messrs. Metz and Nolan, are included in the 46 employees eligible to participate in the KEIP. These 46 participants were chosen either because they are essential to Existing GGP's operations or integral to the bankruptcy reorganization process and/or creating long-term enterprise value.

KEIP target opportunities were broadly designed to provide median aggregate market compensation on a two-year annualized basis, assuming Plan recoveries are at the "Objective 1" level in the "KEIP Payouts" chart below. The KEIP target opportunities for the NEOs are:

Executive	KEIP Target Incentive Awards (as a percent of base salary)
Metz	225%
Nolan	200%
Hoyt*	99.35%
Bayer	125%
Michaels	40%

* Mr. Hoyt's KEIP target opportunity was revised from 75% to 99.35% in March 2010 to maintain his original participation level in the KEIP notwithstanding the change in his base salary.

The KEIP target opportunities for all participants in the KEIP established the target pool of dollars to be paid pursuant to the KEIP. This pool can increase or decrease and is not capped under the terms of the KEIP.

The KEIP payout formula is based on plan recoveries in the Chapter 11 Cases to all unsecured creditors and third party equity holders of Existing GGP, GGPLP, GGPLP L.L.C., and Rouse (collectively, the "Parent Level Debt and Equity"). The payout opportunity increases as recoveries increase and, therefore, maximizes enterprise value creation. The KEIP performance metrics are the recovery value to the Parent Level Debt and Equity based on the value in the plan of reorganization calculated on emergence from bankruptcy (the "Plan Recovery Value"), and based on the market value of the consideration distributed to the Parent Level Debt and Equity 90 days after emergence from bankruptcy (the "Market Recovery Value"). Each of these recovery values is then applied to the executive officers' KEIP target opportunities using a payout curve to calculate their payouts under the KEIP. The executive officers' payouts will be based 40% on the Plan Recovery Value and 60% on the Market Recovery Value. Payout levels under the KEIP are determined based on the Plan Recovery

Value and the Market Recovery Value using a payout curve with a threshhold level, and no maximum, as illustrated in the chart below.

	KEIP Payouts	
	Percentage of Plan Recovery Value & Market Recovery Value	Payout Percentage of KEIP Target Opportunity
Threshold	45% or below	No Payout
Low Performance	46%	5% of Target
Objective 1	65%	Target
Objective 2	85%	2 times Target
Objective 3	95%	3 times Target
Objective 4	105%	4 times Target
Uncapped		

Payout levels will be interpolated between the illustrated threshold and objective levels and above based upon the payout curve. If, pursuant to the plan of reorganization, the Parent Level Debt is satisfied in full and the Parent Level Equity receives no distribution, the recovery would be 100%. A percentage above 100% would be the result of a distribution pursuant to the plan of reorganization to the Parent Level Equity. Each one dollar per share distribution to the Parent Level Equity results in a 4.82% increase in the percentage of Plan Recovery Value and Market Recovery Value weighted 40% based on the Plan Recovery Value and 60% based on the Market Recovery Value. The plan recovery of the KEIP was left without a maximum to incentivize management to maximize the recovery to the Parent Level Debt and Equity.

As of June 30, 2010, we estimate that the percentage of Plan Recovery Value will be 179%, based on a number of assumptions, including that Parent Level Debt is satisfied in full and the New GGP stock and Spinco stock issued to holders of Existing GGP common stock is valued at $14.76. Based on this estimate, payments to the NEOs, based on Plan Recovery Value, will be equal to 40% of 11.45 times each officer's KEIP Target opportunity, since the payout percentages continue to increase beyond the highest objective level if the achieved percentage of Plan Recovery Value is greater than 105%. If Market Recovery Value, which is based on the value of New GGP and Spinco's stock subsequent to Existing GGP's emergence from bankruptcy and which is not determinable at this time, is also assumed to be $14.76, payments to the NEOs, based on Market Recovery Value, also would be 60% of 11.45 times each officer's KEIP Target opportunity.

Using the assumptions stated above, we estimate that the aggregate payout under the KEIP to all participants would be approximately $154.5 million and that Messrs. Metz, Nolan, Hoyt, Bayer and Michaels would each receive $37.6 million, $27.8 million, $6.1 million, $8.6 million and $5.5 million, respectively. For every $1.00 change in the $14.76 per share assumed value, the aggregate payout to all participants under the KEIP would increase (or decrease) by approximately $3.9 million and the payments to Messrs. Metz, Nolan, Hoyt, Bayer and Michaels would increase (or decrease) by approximately $994,000, $736,000, $157,000, $221,000 and $141,000, respectively. Differences in the Plan Recovery Value from those estimated as discussed above also would change the amount of the payments under the KEIP. The actual amounts payable under the KEIP may be materially different from the estimates set forth above and maximum payout levels under the KEIP are not determinable at this time.

In addition to the payments based on Plan Recovery Value and Market Recovery Value, there is an emergence incentive pool specifically designed to incentivize executive officers and other KEIP participants to expeditiously emerge from bankruptcy as set forth in the table below. This pool will be allocated by the Compensation Committee, if applicable. All KEIP participants are eligible for a distribution from the pool, including the NEOs.

Effective Date	Pool
June 30, 2010 or earlier	$10 million
July 1, 2010 to September 30, 2010	$5 million
October 1, 2010 or later	$0

All payments under the KEIP are to be made in cash promptly upon satisfaction of the relevant payment conditions.

Equity Awards. Periodic discretionary grants of stock, stock options and restricted stock under the 2003 Incentive Plan were previously an important element of Existing GGP's executive compensation program; however, no discretionary equity awards were made in 2009. The Compensation Committee does not expect to make equity awards to the NEOs prior to Existing GGP's emergence from bankruptcy. As discussed above, the KEIP is intended to replace Existing GGP's historic equity grants for 2009 and 2010.

Stock Ownership Guidelines

We do not have an executive officer stock ownership policy or guideline specifying any targeted ownership levels for executive officers. Existing GGP's insider trading policy prohibits aggressive or speculative transactions with respect to Existing GGP's securities, including short sales and the purchase or writing of put or call options. In addition, under the policy employees may not pledge or otherwise use Existing GGP's securities as collateral for a margin loan or any other loan where the obligation to repay such loan is affected by the value of Existing GGP's securities.

Retirement Benefits

Existing GGP does not provide any defined benefit pension benefits or supplemental pension benefits to executive officers.

Perquisites

Except in very limited circumstances, Existing GGP's executive officers do not receive perquisites or other benefits that are not available to all of Existing GGP's employees.

Termination Compensation

If Existing GGP terminates either Mr. Metz's or Mr. Nolan's employment without "cause" during the term of the employment agreements, then the terminated executive is eligible (subject to execution of a release in favor of Existing GGP) to receive a lump sum severance payment equal to the executive's base salary through the end of the term and continuation of medical and dental benefits for the remainder of the term. The employment agreements also provide for a gross-up payment for certain excise taxes under Section 4999 of the Internal Revenue Code, subject to stated limits in the agreements.

Existing GGP does not have any employment contracts, severance agreements, or change-in-control agreements with any other NEOs.

Impact of Regulatory Requirements on Compensation

Section 162(m). The Compensation Committee has considered the anticipated tax treatment to Existing GGP and its executive officers of various payments and benefits.

The Committee has determined not to limit executive compensation to that deductible under Section 162(m) of the Internal Revenue Code. The Compensation Committee will monitor the impact to Existing GGP and consider whether any changes in the programs are warranted. However, the Compensation Committee may continue to approve compensation that does not meet the requirements of Section 162(m) if necessary to ensure competitive levels of total compensation for the executive officers.

Summary of Cash and Certain Other Compensation

The following tables set forth information regarding the compensation of the NEOs, who are Existing GGP's Chief Executive Officer, Chief Financial Officer and Existing GGP's three other most highly compensated officers, during the year ended December 31, 2009.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	All Other Compensation ($)	Total ($)
Adam Metz	2009	$ 1,557,692	$ 3,114,130(4)	—	—	—	$ 43,622(5)	$ 4,715,444
Chief Executive Officer	2008	$ 230,769	—	$ 63,870(5)	$ 1,938,000	—	$ 213,147(5)	$ 2,445,786
	2007	—	—	$ 90,345(5)	—	—	$ 77,000(5)	$ 167,345
Edmund Hoyt	2009	$ 741,346	—	—	—	$ 300,000	$ 12,250(7)	$ 1,053,596
Interim Chief Financial Officer	2008	$ 485,000	—	$ 149,622	—	$ 105,010	$ 15,478(7)	$ 755,110
	2007	$ 390,000	$ 50,000(6)	—	$ 466,089	$ 198,508	$ 11,250(7)	$ 1,115,847
Joel Bayer	2009	$ 578,846	—	—	—	$ 475,000	$ 12,250(8)	$ 1,066,096
Senior Vice President and Chief Investment Officer	2008	$ 500,000	—	$ 161,850	—	$ 94,830	$ 16,071(8)	$ 772,751
	2007	$ 486,000	—	—	$ 164,983	$ 247,372	$ 11,250(8)	$ 909,605
Robert Michaels	2009	$ 1,269,231	—	—	—	$ 300,000	$ 12,250(9)	$ 1,581,481
Vice Chairman	2008	$ 1,200,000	—	$ 127,235	—	$ 125,000	$ 32,578(9)	$ 1,484,813
	2007	$ 1,000,000	$ 1,000,000(6)	—	$ 1,391,802	$ 508,996	$ 51,893(9)	$ 3,952,691
Thomas Nolan, Jr.	2009	$ 1,298,077	$ 2,491,304(4)	—	—	—	$ 113,080(10)	$ 3,902,461
President and Chief Operating Officer	2008	$ 192,308	—	$ 63,870(10)	$ 1,550,400	—	$ 135,547(10)	$ 1,942,125
	2007	—	—	$ 90,345(10)	—	—	$ 77,500(10)	$ 167,845

(1) These amounts reflect the 27 pay periods in 2009 plus an amount equal to one week of compensation for each of Messrs. Hoyt, Bayer and Michaels, as a result of the termination, by Existing GGP, of a vacation accrual plan.

(2) These amounts represent the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of awards and options pursuant to Existing GGP 1993 Plan, 1998 Incentive Stock Plan ("1998 Plan") and 2003 Plan.

(3) Non-Equity Incentive Plan Compensation represents amounts earned under the CVA Plan for the year shown that are paid in the following year. See the above "Compensation Discussion and Analysis" for a description of the CVA Plan.

(4) These amounts represent cash bonus payments pursuant to employment agreements.

(5) The "Stock Awards" amounts relate to restricted stock grants that Mr. Metz received as a non-employee director. The "All Other Compensation" amount for 2009 represents the sum of Existing GGP's 401(k) matching contribution ($12,250) and amounts paid by Existing GGP for medical insurance for Mr. Metz and his family that Mr. Metz had in place prior to joining Existing GGP ($31,372). The "All Other Compensation" amount for 2008 represents the sum of Existing GGP's 401(k) matching contribution ($5,769) and the sum of fees that Mr. Metz received as a non-employee director ($207,378). The "All Other Compensation" amount for 2007 represents the sum of fees that Mr. Metz received as a non-employee director.

(6) These amounts represent cash bonuses earned for the year shown that were paid in the following year.

(7) This amount represents the sum of Existing GGP 401(k) matching contribution ($12,250 in 2009, $11,250 in 2008, and $11,250 in 2007). The amount for 2008 also includes the sum of dividends on restricted stock ($4,228).

(8) This amount represents Existing GGP's 401(k) matching contribution ($12,250 in 2009, $11,500 in 2008, and $11,250 in 2007). The amount for 2008 also includes the sum of dividends on restricted stock ($4,571).

(9) This amount represents Existing GGP's 401(k) matching contribution ($12,250 in 2009, $11,500 in 2008, and $11,250 in 2007), the sum of dividends on restricted stock ($3,569 in 2008 and $15,332 in 2007) and reimbursements of certain travel expenses deemed to be personal expenses ($17,509 in 2008 and $25,311 in 2007).

(10) The "Stock Awards" amounts relate to restricted stock that Mr. Nolan received as a non-employee director. The "All Other Compensation" amount for 2009 represents the sum of Existing GGP's 401(k) matching contribution ($12,250) and relocation expenses ($100,830). The "All Other Compensation" amount or 2008 represents the sum of Existing GGP's 401(k) matching contribution ($4,808) and the sum of fees that Mr. Nolan received as a non-employee director ($130,739). The "All Other Compensation" amount for 2007 represents the sum of fees that Mr. Nolan received as a non-employee director.

Plan Based Awards

The following table provides information on incentive awards made to the NEOs in 2009. These incentive awards were made pursuant to the Modified CVA Plan and the KEIP, which are both described above under "—Compensation Discussion and Analysis." No equity awards were made to the NEOs in 2009.

In the following table, threshold, target and maximum estimated possible payouts are provided. Under the terms of the Modified CVA Plan, no payments will be made if the performance target achievement level is 91% or below. As a result, the threshold payout under the Modified CVA Plan in the following table is estimated assuming a 92% performance level, the lowest whole percentage at which payment would be made under the plan. The target payout is estimated assuming a 100% performance level, while the maximum payout is estimated assuming a performance level of 109% or above (resulting in a payment of 200% of the executive's target award, which is the cap on potential awards under the Modified CVA Plan). All three payout scenarios assume that no discretion is exercised to increase or decrease the executive's payout.

For potential payouts under the KEIP in the following table, threshold awards are estimated assuming a 46% plan recovery percentage, the lowest whole percentage at which payments will be made under the KEIP. Target award estimates assume a 65% plan recovery percentage, which is the performance level at which 100% of the target payouts are due. Because payments under the KEIP are not capped, no estimates of maximum payout amounts are included.

2009 Grants of Plan-Based Awards

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**
Adam Metz	7/28/2009(1)	$ 168,750	$ 3,375,000	uncapped
Edmund Hoyt	7/28/2009(2)	$ 39,405	$ 355,000	$710,000
	7/28/2009(1)	$ 26,576	$ 531,523	uncapped
Joel Bayer	7/28/2009(2)	$ 49,950	$ 450,000	$900,000
	7/28/2009(1)	$ 37,500	$ 750,000	uncapped
Robert Michaels	7/28/2009(2)	$ 33,300	$ 300,000	$600,000
	7/28/2009(1)	$ 24,000	$ 480,000	uncapped
Thomas Nolan, Jr.	7/28/2009(1)	$ 125,000	$ 2,500,000	uncapped

(1) Incentive award under the KEIP.

(2) Incentive award under the Modified CVA Plan for 2009. Note that actual amounts paid under the Modified CVA Plan for 2009 are set forth above in the Summary Compensation Table.

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Outstanding Equity Awards at Fiscal Year-End

The following table provides information on outstanding stock options and restricted stock held by the NEOs at December 31, 2009. For treatment of options under the Plan, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Treatment of Certain Claims under the Plan."

Outstanding Equity Awards at 2009 Fiscal Year-End Table

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares of Stock That Have Not Vested (#)**	**Market Value of Shares of Stock That Have Not Vested ($)(1)**
Adam Metz	—	—	—	—	500(2)	$ 5,780
	1,000,000	—	$ 3.73	11/3/2013(3)	—	—
Edmund Hoyt	—	—	—	—	3,171	$ 36,657
	75,000	—	$ 35.41	02/9/2010(4)	—	—
	20,000	5,000	$ 50.47	02/6/2011(4)	—	—
	—	15,014	$ 50.47	02/6/2011(5)	—	—
	18,000	12,000	$ 65.81	2/22/2012(4)	—	—
	—	13,819	$ 65.81	2/22/2012(6)	—	—
Joel Bayer	—	—	—	—	3,429	$ 39,639
	10,000	—	$ 35.41	02/9/2010		
	—	18,917	$ 50.47	02/6/2011(5)		
	—	17,292	$ 65.81	2/22/2012(6)		
Robert Michaels	—	—	—	—	2,677	$ 30,946
	120,000	—	$ 35.41	2/09/2010(4)	—	—
	300,000	—	$ 50.47	2/06/2011(4)	—	—
	—	34,317	$ 50.47	2/06/2011(5)	—	—
	100,000	—	$ 65.81	2/22/2012		
	—	33,613	$ 65.81	2/22/2012(6)	—	—
Thomas Nolan, Jr.	—	—	—	—	500	$ 5,780
	7,500	—	$ 34.75	4/1/2010(2)		
	2,500	—	$ 47.26	1/3/2011(2)		
	800,000	—	$ 3.73	11/3/2013(3)		

(1) This amount represents the value of the shares of common stock that have not vested based on the closing price per share of Existing GGP's common stock on December 31, 2009 ($11.56).

(2) The award relates to compensation Messrs. Metz or Nolan previously received as a director of Existing GGP and does not relate to any compensation as an officer or employee of Existing GGP.

(3) The option grants listed were issued in connection with Messrs. Metz and Nolan's employment agreements and vested in full on October 25, 2009.

(4) The option grant listed was granted pursuant to either the 1993 Plan or the 2003 Plan and vests in increments of one-fifth on each of the grant date and the first through the fourth anniversaries of the grant date.

(5) The option grant listed represents TSOs granted pursuant to the 1998 Plan which vest if shares of Existing GGP's common stock attain and sustain a threshold market price of $70.79 per share for at least 20 consecutive trading days at any time over the five years following the date of grant.

(6) The option grant listed represents TSOs granted pursuant to the 1998 Plan which vest if shares of Existing GGP's common stock attain and sustain a threshold market price of $92.30 per share for at least 20 consecutive trading days at any time over the five years following the date of grant.

Option Exercises and Stock Vested

The following table provides information on restricted stock that vested under all plans during 2009 by each of the NEOs during 2009. There were no option exercises by any of the NEOs during 2009.

2009 Option Exercises and Stock Vested Table

	Stock Awards		
Name	**Number of Shares Acquired on Vesting (#)**		**Value Realized on Vesting ($)(1)**
Adam Metz	1,000(2)	$	1,045
Edmund Hoyt	1,057	$	447
Joel Bayer	1,142	$	490
Robert Michaels	892	$	455
Thomas Nolan, Jr.	1,000(2)	$	1,045

(1) This amount represents the closing price per share of Existing GGP's common stock on the vesting date, multiplied by the number of shares vested.

(2) The restricted shares which vested in 2009 all relate to compensation Messrs. Metz and Nolan previously received as directors of Existing GGP and do not relate to any compensation as officers or employees of Existing GGP.

Change in Control Payments

None of Existing GGP's NEOs are entitled to payment of any benefits upon a change in control of Existing GGP, except that Existing GGP's 1993 Incentive Plan, 1998 Incentive Plan and 2003 Incentive Plan each provide that upon a change in control all unvested restricted stock and unvested options shall immediately become vested (unless the Compensation Committee determines otherwise).

As of December 31, 2009, the NEOs hold the following shares of unvested restricted stock and unvested options that would become vested upon a change in control. The unrealized value of the shares of unvested restricted stock and the unvested options was calculated by multiplying the closing price per share of Existing GGP's common stock on December 31, 2009 ($11.56) times the number of shares of unvested restricted stock. No value was ascribed to unvested options because the applicable exercise prices exceeded the closing price per share of Existing GGP's common stock on December 31, 2009.

The consummation of the Investment Agreements will constitute a change of control and will result in all unvested restricted stock and unvested options becoming fully vested.

Unvested Restricted Stock and Options Table

Name	**Number of Shares Underlying Unvested Restricted Stock (#)**	**Number of Shares Underlying Unvested Options (#)**		**Unrealized Value of Unvested Stock and Options ($)**
Adam Metz	500(1)	—	$	5,780
Edmund Hoyt	3,171	45,833	$	36,657
Joel Bayer	3,429	36,209	$	39,639
Robert Michaels	2,677	67,930	$	30,946
Thomas Nolan, Jr.	500(1)	—	$	5,780

(1) These restricted shares relate to compensation Messrs. Metz and Nolan previously received as directors of Existing GGP and do not relate to any compensation as officers or employees of Existing GGP.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Equity Compensation Plans

The following table sets forth certain information with respect to shares of Existing GGP's common stock that may be issued under Existing GGP's equity compensation plans as of December 31, 2009.

Plan Category	(a) Number of securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity compensation plans approved by security holders(1)	4,407,025	$ 53.82	4,309,195(2)
Equity compensation plans not approved by security holders(3)	1,800,000	$ 3.73	n/a
	6,207,025	$ 39.29	4,309,195

(1) Includes shares of common stock under the 1993 Stock Incentive Plan (which terminated on April 4, 2003), the 1998 Incentive Stock Plan (which terminated December 31, 2008) and the 2003 Incentive Stock Plan.

(2) Reflects shares of common stock available for issuance under the 2003 Incentive Stock Plan.

(3) Represents shares of common stock under employment agreements dated November 2, 2008 with Adam S. Metz, Existing GGP Chief Executive Officer, and Thomas H. Nolan, Jr. Existing GGP's President and Chief Operating Officer (the "Agreements"). Pursuant to the Agreements, Existing GGP granted each of Messrs. Metz and Nolan an employment inducement award of options to acquire 1,000,000 and 800,000 shares, respectively, of Existing GGP's common stock (the "Option Grants"). The Option Grants were awarded in accordance with the NYSE's employment inducement grant exemption and were therefore not awarded under any of Existing GGP's stockholder approved equity plans. These stock options have an exercise price equal to the closing price of Existing GGP's common stock on November 3, 2008 and vested in their entirety on October 25, 2009.

Subsequent Employment Arrangements

Steven Douglas was named as Existing GGP's and New GGP's Executive Vice President and Chief Financial Officer in July 2010. Had he been employed in these positions in 2009, he would be an NEO. Mr. Douglas's annual base salary is $650,000. Mr. Douglas is eligible for the Modified CVA Plan in 2010, with a target payment of 75% of his base salary, and a potential payment of 150% of his base salary. Following Existing GGP's emergence from bankruptcy, Mr. Douglas will be entitled to participate in New GGP's then applicable equity plans in a manner commensurate with his position, as determined by the Compensation Committee. Mr. Douglas will be eligible to participate in the benefit plans available to Existing GGP employees on the first of the month following one full month of employment.

SECURITY OWNERSHIP

As of the Effective Date, after giving effect to the issuance and distribution of our common stock pursuant to the Plan, we expect to have shares of common stock issued and outstanding. In addition, after giving effect to the issuance of warrants to purchase our common stock to the Plan Sponsors pursuant to the Investment Agreements and the Plan, we expect to have warrants to purchase shares of our common stock outstanding. The warrants will vest immediately upon issuance and are included in the table below.

The following table sets forth estimated information regarding the beneficial ownership of our common stock immediately following the effectiveness of the Plan. For the purpose of estimating the shares of New GGP common stock held by Fairholme and Pershing Square, we have assumed that Existing GGP exercised its right to reduce each of their commitments by 50%. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors." The table below sets forth such estimated beneficial ownership for:

- each stockholder that is a beneficial owner of more than 5% of the common stock immediately following the consummation of the Plan;
- each named director and nominee for director;
- each named executive officer;
- all directors, nominees for director and executive officers as a group.

Beneficial ownership of shares is determined under rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. Except as noted by footnote, and subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them.

	Beneficial Ownership	
Name of Beneficial Owner	**Number of Shares**	**Percent of Total**
Brookfield Investor(1)		
Fairholme(2)		
Pershing Square(3)		
General Trust Company(4)		
Adam Metz, Chief Executive Officer and Director		
Steven Douglas, Executive Vice President and Chief Financial Officer		
Thomas Nolan, Jr., President and Chief Operating Officer		
Joel Bayer, Senior Vice President, Chief Investment Officer		
Edmund Hoyt, Senior Vice President & Chief Accounting Officer		
Robert Michaels, Vice Chairman		
Ric Clark, Director Nominee		
Bruce Flatt, Director Nominee		
Cyrus Madon, Director Nominee		
, Director Nominee		
, Director Nominee		
, Director Nominee		
, Director Nominee		
, Director Nominee		
All directors, director nominees and executive officers as a group (persons)		

(1) REP Investments LLC ("REP") directly holds 310,000,000 common shares, which common shares are also beneficially owned by the following entities in the following amounts: (i) Brookfield Asset

Management Inc. ("BAM"), indirectly through majority owned and controlled subsidiaries, beneficially owns 149,259,259 common shares, (ii) Future Fund Board of Guardians ("FF"), indirectly through a controlled custodian, beneficially owns 68,888,882 common shares and (iii) Stable Investment Corporation ("SIC") beneficially owns 74,629,629 common shares. Included in the number of shares directly held by REP and indirectly beneficially owned by BAM, FF and SIC are 60,000,000 shares of common stock issuable upon the exercise of warrants held by REP to acquire shares of common stock. The address of REP is Level 22, 135 King Street, Sydney NSW 2000, Australia.

(2) The shares of common stock are beneficially owned, in the aggregate, by various investment vehicles and accounts managed by Fairholme Capital Management, L.L.C. ("FCM") of which shares are owned by The Fairholme Fund, a series of Fairholme Funds, Inc. The address of FCM is 4400 Biscayne Boulevard, 9th Floor, Miami, FL 33137.

(3) The shares of common stock are beneficially held by Pershing Square Capital Management, L.P., PS Management GP, LLC and Pershing Square GP, LLC, who collectively share dispositive and voting power over all shares held for the accounts of Pershing Square, L.P., Pershing Square II, L.P., Pershing Square V, L.P. and each of Pershing Square IV, Ltd. and Pershing Square International, Ltd., both of which are Cayman Islands exempted companies. Certain of the Pershing Square entities also have additional economic exposure to approximately notional shares of GGP common stock under cash-settled total return swaps (approximately % of our outstanding shares). The address of Pershing Square is 888 Seventh Avenue, 42nd Floor, New York, New York 10019.

(4) The shares of M.B. Capital are held directly by General Trust Company ("GTC") solely in its capacity as trustee of trusts, the beneficiaries of which are members of the Bucksbaum family which, for purposes hereof, include the spouses and descendents of Martin, Matthew and Maurice Bucksbaum, including John Bucksbaum, Chairman of the Board of the Company. GTC is a general partner of M.B. Capital Partners III ("M.B. Capital") and M.B. Capital is the sole member of M.B. Capital Units L.L.C. ("Units L.L.C."). GTC has sole beneficial ownership of shares of common stock. GTC, M.B. Capital and Units L.L.C. share beneficial ownership of shares of common stock. GTC and M.B. Capital share beneficial ownership of shares of common stock. Included in the number of shares beneficially owned by GTC, M.B. Capital, and Units L.L.C. are shares of common stock issuable upon conversion of limited partnership units in GGPLP. The address of M.B. Capital is c/o M.B. Capital Units L.L.C., 300 North Dakota Avenue, Suite 202, Sioux Falls, South Dakota 57104.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Plan of Reorganization Agreements

Investment Agreements

In connection with the Plan, Existing GGP entered into the Investment Agreements with the Plan Sponsors and an investment agreement with Texas Teachers. For a description of the Investment Agreements, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan."

Warrants

In connection with the Investment Agreements, the Plan Sponsors will receive warrants to acquire common stock of New GGP. For a description of the warrants, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Warrants."

Non-Control Agreements

In connection with the Investment Agreements, the Plan Sponsors will enter into Non-Control Agreements. For a description of the Non-Control Agreements, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Non-Control Agreements."

Registration Rights Agreements

In connection with the Investment Agreements, New GGP will grant various registration rights to the Plan Sponsors. As a condition to the Investment Agreements, New GGP intends to enter into registration rights agreements with each of the Plan Sponsors with respect to all registrable securities issued to or held by such Plan Sponsor. The registration rights agreements will provide for:

- an unlimited number of shelf registration demands on Form S-3 to the extent that New GGP is then permitted to file a registration statement on Form S-3;
- if New GGP is not eligible to use Form S-3, the filing by New GGP of a registration statement on Form S-11, and New GGP using its reasonable best efforts to keep such registration statement continuously effective;
- piggyback registration rights; and
- at least three underwritten offerings during the term of the registration rights agreement, but not more than one underwritten offering in any 12-month period.

In addition, New GGP will grant customary piggyback registration rights to Texas Teachers and Blackstone.

Director Independence

Our board of directors has affirmatively determined that   are independent directors under the applicable rules of the NYSE and as such term is defined in Rule 10A-3(b)(1) under the Exchange Act.

Related Party Transactions Policy

Our Related Party Transactions Policy is designed to assist with the proper identification, review and disclosure of related party transactions. Under this policy, our management is required to disclose to the Audit Committee any transaction between us and related parties, and the Audit Committee is responsible for reviewing and approving them. The Audit Committee may only approve a transaction between us and a related party if the transaction is on terms that are comparable to terms we could obtain in an arm's length transaction with an unrelated third party, and either the term of the transaction does not exceed one year or we can terminate the agreement evidencing the transaction upon reasonable notice to the related party. A related party for purposes of this policy means:

- an officer or director;
- a stockholder directly or indirectly beneficially owning in excess of five percent of us;
- a person who is an immediate family member of, or shares a household with, an officer or director; or
- an entity that is either wholly or substantially owned or controlled by someone listed above.

This policy does not apply to transactions of a type in which all of our employees may participate, a transaction that involves compensation for services rendered to us as an employee or director, or a transaction that involves the conversion or redemption of outstanding interests in GGPLP.

DESCRIPTION OF OTHER INDEBTEDNESS

Term Loan

In the event that the Bankruptcy Court determines that reinstatement of the Rouse notes and/or replacement notes being offered to holders of the Rouse notes pursuant to the Plan, not permitted, we expect to enter into a new $1.5 billion five-year secured term loan to fund a portion of the Plan.

Revolving Credit Facility

We expect to enter into a revolving credit facility providing for revolving loans in the amount of $300.0 million, none of which is expected to be used to consummate the Plan.

Existing Rouse Notes and New Rouse Notes

Rouse a subsidiary of ours, issued, pursuant to an indenture dated as of February 24, 1995, as amended from time to time, between Rouse and Bank of New York Mellon (as successor to The First National Bank of Chicago), as trustee, the following series of notes:

- $400.0 million aggregate principal amount of 7.20% notes dues 2012, or the 7.20% notes; and
- $450.0 million aggregate principal amount of 5.375% notes due 2013, or the 5.375% notes.

Rouse and TRC Co-Issuer, Inc., a wholly owned subsidiary of Rouse (the "Co-Issuer"), also issued, pursuant to an indenture dated as of May 5, 2006, as amended from time to time, among Rouse, the Co-Issuer and Wilmington Trust FSB (as successor to LaSalle Bank National Association), as trustee, $800.0 million aggregate principal amount of 6 $^{3}/_{4}$% notes due 2013, or the 6 $^{3}/_{4}$% notes.

The Co-Issuer served as co-issuer of the 6 $^{3}/_{4}$% notes in order to facilitate the initial offering and subsequent resales of the 6 $^{3}/_{4}$% notes, as we believed some prospective purchases of notes may have been restricted from purchasing debt securities of limited partnerships, such as Rouse, unless the debt securities are jointly issued by a corporation.

The 7.20% notes, the 5.375% notes and the 6 $^{3}/_{4}$% notes are referred to collectively as the Rouse notes. Any Rouse notes held by Plan Sponsors will be exchanged for equity in satisfaction of their commitments. As a result, we expect approximately $291 million of the 7.20% notes, $353 million of the 5.375% notes and $701 million of the 6.750% notes to remain outstanding. Pursuant to the Plan, $1.345 billion of the Rouse notes will be reinstated or the holders of such Rouse notes may elect to receive $1,000 in principal amount of new five-year notes bearing an interest rate of 6 $^{3}/_{4}$% for each $1,000 principal amount of Rouse notes held by such holder. We refer to such new notes, if issued, as new Rouse notes. See "Plan of Reorganization—Treatment of Certain Claims Under the Plan."

Security. The Rouse notes are and any new Rouse notes will be unsecured.

Maturity. The 7.20% notes, the 5.375% notes and the 6 $^{3}/_{4}$% notes mature on September 15, 2012, November 26, 2013 and May 1, 2013, respectively. The new Rouse notes will mature five years from the Effective Date.

Guarantee. The Rouse notes are not and any new Rouse notes will not be guaranteed.

Ranking. The 7.20% notes and the 5.375% notes are and any new Rouse notes will be senior unsecured obligations of Rouse. The 6 $^{3}/_{4}$% notes are the senior unsecured obligations of Rouse and the Co-Issuer. Accordingly, they:

- are equal and ratable in right of payment to all of Rouse's (and in the case of the 6 $^{3}/_{4}$% notes, and the Co-Issuer's) existing and future unsecured debt that is not, by its terms, expressly subordinated in right of payment to the Rouse notes;

- rank senior in right of payment to any future debt of Rouse (and in the case of the 6 $^{3}/_{4}$% notes, the Co-Issuer) that is, by its terms, expressly subordinated in right of payment to the Rouse notes;

- be effectively subordinated to all existing and future secured debt of Rouse (and in the case of the 6 $^{3}/_{4}$% note, and the Co-Issuer) to the extent of the assets securing such debt; and

- be effectively subordinated to all existing and future debt and other liabilities of any subsidiaries (other than the Co-Issuer) of Rouse.

Optional Redemption. Rouse may redeem all or part of the Rouse notes or new Rouse notes at its option at any time at a redemption price equal to the greater of:

- 100% of the principal amount of the Rouse notes or new Rouse notes; and

- as determined by an independent investment banker, the sum of the present value of the remaining scheduled payments of the principal and interest thereon (not including any portion of such payments of interest accrued as of the redemption date) discounted to the redemption date on a semi-annual basis at the rate per annum to the semi-annual yield to maturity of the comparable treasury issue on the redemption date, plus 30 basis points for the 7.20% notes, 25 basis points for the 5.375% notes and 50 basis points for the 6 $^{3}/_{4}$% notes and new Rouse notes.

In addition, the new Rouse notes will be redeemable at Rouse's option as follows: on or after , 2013 at 103.375% and on or after , 2014 at 100.00%.

Covenants. The indentures governing the Rouse notes and the new Rouse notes contain certain covenants limiting:

- the ability of Rouse and its subsidiaries to incur debt;

- the ability of Rouse and certain of its subsidiaries to enter into sale/leaseback transactions; and

- Rouse's ability to consolidate or merge with, or to sell, convey or lease all or substantially all of its assets to any other entity.

Events of Default. Each of the following would be an event of default with respect to any series of the Rouse notes and new Rouse notes:

- failure to pay principal of or premium, if any, on the notes when due;

- failure to pay any interest on the notes when due, continued for 30 days;

- failure to perform any other covenant in the respective indentures, continued for 60 days after written notice as provided in such indenture;

- certain events of bankruptcy, insolvency or reorganization; and

- defaults by Rouse (or a subsidiary of Rouse if Rouse is a guarantor under such debt) that on any debt for borrowed money aggregating $10.0 million or more that, in the case of the 7.20% notes and the 5.375% notes is a failure to pay at maturity or results in acceleration, or in the case of the 6 $^{3}/_{4}$% notes and the new Rouse notes results in acceleration.

Existing GGPLP Exchangeable Notes

GGPLP, a subsidiary of Existing GGP, issued, pursuant to an indenture dated as of April 16, 2007 between GGPLP and Wilmington Trust FSB (as successor to LaSalle Bank National Association), as trustee, $1.55 billion aggregate principal amount of 3.98% exchangeable senior notes, or the GGPLP exchangeable notes.

Up to $526.0 million of the GGPLP exchangeable notes may be reinstated pursuant to the Plan, if the holders of the GGPLP exchangeable notes elect such treatment.

Security. The GGPLP exchangeable notes are unsecured.

Maturity. The GGPLP exchangeable notes will mature on April 15, 2027.

Guarantee. The GGPLP exchangeable notes are not guaranteed.

Ranking. The GGPLP exchangeable notes are unsecured obligations of GGPLP. Accordingly, they:

- are equal in right of payment to all of GGPLP's existing and future unsecured debt that is not, by its terms, expressly subordinated in right of payment to the GGP exchangeable notes;
- rank senior in right of payment to any future debt of GGPLP that is, by its terms, expressly subordinated in right of payment to the GGPLP exchangeable notes;
- be effectively subordinated to all existing and future secured debt of GGPLP to the extent of the assets securing such debt; and
- be effectively subordinated to all existing and future debt and other liabilities of any subsidiaries of GGPLP.

Exchange Rate. The initial exchange rate for the GGPLP exchangeable notes is 11.2717 shares of Existing GGP common stock for each $1,000 principal amount of notes surrendered for exchange, which is equivalent to an initial exchange price of $88.72 per share of Existing GGP common stock. The exchange rate will be adjusted under certain circumstances, including upon the payment of cash dividends by Existing GGP in an amount in excess of the dividend of $0.45 per share per quarter following the date of issuance of the notes, but will not be adjusted for accrued interest. In addition, if certain corporate transactions that constitute a change of control occur on or prior to April 15, 2012, and a holder elects to exchange the GGPLP exchangeable notes in connection with such transaction, the exchange rate will be increased in connection with such transaction. The exchange rate will also be adjusted as a result of the distribution of Spinco.

Exchange Rights. Holders may exchange the GGPLP exchangeable notes at the applicable exchange rate for cash, shares of Existing GGP common stock, or a combination of cash and shares of Existing GGP common stock, at GGPLP's option, if the following conditions are satisfied:

- during any measurement period, if at any time the closing sale price of Existing GGP common stock is more than 130% of the exchange price per share of Existing GGP common stock on the first day of such measurement period for at least 20 trading days in the period of 30 consecutive trading days beginning on the first day of such measurement period; a measurement period is the period from and including the eleventh trading day in a fiscal quarter up to but excluding the 11th trading day of the following quarter;
- during the five consecutive trading-day period following any 20 consecutive trading-day period in which the average of the trading prices for a note was less than 98% of the average closing sale price of Existing GGP common stock multiplied by the average exchange rate during such 20 trading-day period;
- if the GGPLP exchangeable notes have been called for redemption, at any time prior to the close of business two business days prior to the redemption date;
- during the prescribed periods upon the occurrence of specified transactions, including certain offerings of rights to purchase Existing GGP common stock to holders of Existing GGP Common stock at a price per share that is less than the closing sale price per share immediately

prior to the declaration of the distribution or a distribution to all holders of Existing GGP common stock any GGPLP assets, debt securities or certain rights to purchase GGPLP securities, which distribution has a per share value exceeding 15% of the closing sale price of the Existing GGP common stock immediately prior to the declaration date for such distribution.

- if shares of Existing GGP common stock are not listed on a U.S. national securities exchange for 30 consecutive trading days.

Following the consummation of the Plan, any reinstated GGPLP exchangeable notes would be exchangeable for the common stock of New GGP and New GGP would succeed to the obligations of Existing GGP under the indenture.

Redemption at the Option of GGPLP. On or after April 15, 2012, GGPLP may redeem for cash all or part of the GGPLP exchangeable notes at any time, upon not less than 30 nor more than 60 days prior notice by mail to holders of the GGPLP exchangeable notes, at 100% of the aggregate principal amount of the GGPLP exchangeable notes plus accrued and unpaid interest, if any, to the redemption date. GGPLP may not redeem the notes prior to April 15, 2012 except to maintain the status of Existing GGP as a REIT.

Repurchase at the Option of the Holders. Holders of the GGPLP exchangeable notes have the right to require GGPLP to repurchase such holders' notes on April 15, 2012, April 15, 2017 and April 15, 2022. In each case, the repurchase price will be payable in cash and will be equal to 100% of the principal amount of the notes plus accrued and unpaid interest, if any.

Events of Default. Each of the following would constitute an event of default:

- failure to pay interest on any GGPLP exchangeable note within 30 days after the maturity date;
- failure to pay the principal amount or any premium of any GGPLP exchangeable note on the maturity date;
- if GGPLP or Existing GGP breach any covenant in the indenture for the benefit of the GGPLP exchangeable notes for 90 days after receiving written notice of default of such breach.
- failure to deliver amounts due upon an exchange of the GGPLP exchangeable notes, and the failure continues for 10 days;
- failure to provide notice of the occurrence of a change of control when required under the indenture;
- failure to pay any debt of $50.0 million or more in principal amount outstanding when due after the expiration of any applicable grace period, or any default on such indebtedness resulting in acceleration; or
- if GGPLP or Existing GGP files for bankruptcy, or if other events of bankruptcy, insolvency or reorganization occurs.

Trust Preferred Securities

GGP Capital Trust I, a statutory trust established by GGPLP, issued $206.2 million aggregate principal amount of trust preferred securities due 2036, pursuant to a note purchase agreement dated as of February 24, 2006 among GGPLP and the trustees party thereto. GGPLP, a subsidiary of Existing GGP, issued, pursuant to an indenture dated as of February 24, 2006 between GGPLP and Wilmington Trust FSB (as successor to LaSalle Bank National Association), as trustee, to GGP Capital Trust I, $206.2 million aggregate principal amount of junior subordinated debentures supporting the trust preferred securities.

The trust preferred securities will be reinstated upon Existing GGP's emergence from bankruptcy pursuant to the Plan.

Security. The trust preferred securities are unsecured.

Maturity. The trust preferred securities will mature on April 30, 2036.

Guarantee. The trust preferred securities are not guaranteed.

Ranking. The trust preferred securities are the unsecured obligations of GGP Capital Trust I. The junior subordinated debentures are the unsecured subordinated obligations of GGPLP. Accordingly they:

- are equal in right of payment to all of GGPLP's existing and future unsecured junior subordinated debt that is not, by its terms, expressly subordinated in right of payment to the junior subordinated debentures;
- rank senior in right of payment to any future debt of GGPLP that is, by its terms, expressly subordinated in right of payment to the junior subordinated notes;
- be effectively subordinated to all existing and future secured debt of GGPLP to the extent of the assets securing such debt; and
- be effectively subordinated to all existing and future debt and other liabilities of any subsidiaries of GGPLP.

Redemption at the Option of Issuer. The issuer of the trust preferred securities may, at its option, on any interest payment date on or after April 30, 2011, redeem the trust preferred securities, in whole or in part, at a redemption price equal to 100% of the principal amount thereof, plus any accrued and unpaid interest up to, but not including, the redemption date. Prior to April 30, 2011, under certain circumstances, such as if the issuer is to be considered an investment company pursuant to the Investment Company Act of 1940 or certain changes to tax laws, the issuer may redeem the trust preferred securities, in whole but not in part, at a redemption price equal to 103% of the principal amount thereof, plus any accrued interest up to but not including the redemption date.

Events of Default. Each of the following would constitute an event of default:

- failure to pay interest on the trust preferred securities within 30 days after the due date;
- failure to pay principal amount of the trust preferred securities on the due date;
- upon the breach of any covenant in the indenture and failing to cure such breach within 30 days of receiving notice of default of such breach;
- if GGPLP files for bankruptcy, or if other events of bankruptcy, insolvency or reorganization occurs; or
- if GGP Capital Trust I liquidates or dissolve, except in connection with certain mergers or as otherwise permitted.

Property-Level Debt

On Existing GGP's emergence from bankruptcy and excluding the Special Consideration Properties, New GGP is expected to have $16.2 aggregate principal amount billion of consolidated secured property level debt. Typically, our property-level debt may restrict our ability to:

- incur indebtedness;
- create liens on assets;
- sell assets;

- manage our cash flows;
- transfer assets to other subsidiaries;
- make capital expenditures;
- engage in mergers and acquisitions; and
- make distributions to equity holders, including holders of our common stock.

Substantially all of the $16.2 billion of our consolidated secured property level debt is non-recourse; however payment of $2.3 billion of such debt is guaranteed by us and certain of our subsidiaries.

We do not believe any individual mortgage on property-level debt instrument to be material.

Unconsolidated Real Estate Affiliates

On Existing GGP's emergence from bankruptcy, New GGP's share of debt of its unconsolidated Real Estate Affiliates is expected to be approximately $2.5 billion.

DESCRIPTION OF NOTES

We will issue the notes under an indenture, to be entered into upon the closing of this offering, which we refer to as the "indenture," between us and , as trustee, which we refer to as the "trustee." The terms of the notes include those expressly set forth in the indenture and those made part of the indenture by reference to certain provisions of the Trust Indenture Act of 1939, as amended, which we refer to as the "Trust Indenture Act." You can obtain a copy of the indenture and the form of the notes by contacting us as described under "Where You Can Find Additional Information."

The following description is a summary of the material provisions of the notes and the indenture and does not purport to be complete. This summary is subject to, and is qualified by reference to, all the provisions of the notes and the indenture, including the definitions of certain terms used in those documents. We urge you to read the indenture because it, and not this description, defines your rights as a holder of the notes.

In this description, "we," "us," "our," the "Company," or "New GGP" refer to New GGP, Inc. and its subsidiaries and the joint ventures on a consolidated basis after giving effect to the consummation of the Plan (as defined under "Glossary of Certain Defined Terms") and the related transactions, unless we state otherwise or the context indicates otherwise. "Existing GGP" or "guarantor" refers to General Growth Properties, Inc. As described under "Explanatory Note," prior to the Effective Date (as defined under "Glossary of Certain Defined Terms"), New GGP will be an indirect finance subsidiary of Existing GGP. Following the Effective Date, Existing GGP will be an indirect subsidiary of New GGP.

General

The notes will initially be limited to $ (if the underwriters exercise their overallotment option in full) in aggregate principal amount and will mature on January 31, 2011 (the "stated maturity date"), unless earlier redeemed or exchanged. The notes will be mandatorily exchangeable into shares of New GGP common stock on the Effective Date if the conditions specified under "—Mandatory Exchange" below are satisfied. If the notes have not been redeemed or exchanged by the stated maturity date, then on such date, New GGP will repay the notes in cash at a price equal to 100% of the aggregate principal amount of the notes plus accrued interest to, but not including, the stated maturity date. The notes will be issued in registered form, without coupons, and only in denominations of $2,000 and integral multiples of $1,000 in excess thereof as described under "—Form and Denomination" below.

Interest on the notes will accrue at the rate of (i) 0.5% per annum from the date of issuance to and including the 90th day after issuance and (ii) 1.0% per annum after such 90th day, in each case to, but not including, the earliest of the mandatory exchange date (as defined under "—Mandatory Exchange—Conditions to Mandatory Exchange" below), the redemption date (as defined under "—Mandatory Exchange—Mandatory Redemption" below) and the stated maturity date (such earliest day, the "interest payment date"). We will pay accrued interest on the notes to holders of the notes on the interest payment date. If any day on which any payment or delivery with respect the notes must to be made is not a business day, we will make such payment or delivery, as the case may be, on the next business day (without any interest or other payment resulting from the delay). Interest on the notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months and, in the case of an incomplete month, the actual number of days elapsed. The term "business day," as used herein, means a day other than a Saturday or a Sunday, a legal holiday or a day on which banking institutions or trust companies in that place of payment are authorized or obligated by law to close.

The registered holder of a note will be treated as the owner thereof for all purposes.

The gross proceeds from the offering of the notes, together with any earnings thereon, will be held in escrow (the "escrow amount") with as escrow agent, as described under "—Escrow" below, and will be released from the escrow account to New GGP on the mandatory exchange date upon satisfaction by New GGP of its obligations to pay interest on the notes and deliver shares of New GGP common stock (together with cash in lieu of any fractional shares) as described below under "—Mandatory Exchange." If the notes are not exchanged, the escrow amount will be available to satisfy New GGP's obligations to pay principal of and interest on the notes on the stated maturity date or redemption date, as applicable.

Ranking

The notes will be secured by the escrow amount, will be our senior unsecured obligations to the extent our payment obligations under the notes exceed the escrow amount and will be guaranteed by Existing GGP (the "guarantee") on a senior unsecured basis. The notes will be equal in right of payment to all of our existing and future unsubordinated indebtedness and senior to any of our subordinated indebtedness. The notes will effectively rank junior to any existing and future indebtedness secured by assets other than the escrow account that we may incur to the extent of the value of the assets securing such indebtedness. The notes will be structurally subordinated to all liabilities of our subsidiaries and joint ventures. The guarantee by Existing GGP will be equal in right of payment to all of its existing and future unsubordinated indebtedness, senior to any of its subordinated indebtedness and effectively junior to its secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantee will not be secured. The indenture will not limit the amount of indebtedness that we may incur.

Mandatory Exchange

Conditions to Mandatory Exchange

The notes will mandatorily exchange (the "mandatory exchange") into shares of New GGP common stock based on the exchange price (as defined below) and the escrow amount will be released from escrow to New GGP upon satisfaction of the following conditions, any of which conditions may be waived (to the extent permitted by applicable law) with the consent of the holders of a majority in aggregate principal amount of the notes (other than notes held by us or our affiliates) (the date the mandatory exchange conditions become satisfied or waived, the "mandatory exchange date"):

- The closing under the Brookfield Investor Agreement (as defined in "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding the Plan") as in effect as of the date of this prospectus (as the same may be amended from time to time, provided that all such amendments, taken as a whole, are not materially adverse to New GGP) has occurred or will occur simultaneously with such exchange;
- The Effective Date has occurred or will occur simultaneously with such exchange;
- All federal, state and other governmental approvals required for the issuance of the notes and the shares of New GGP common stock issuable upon exchange of the notes have been received or waived;
- The shares of New GGP common stock issuable upon exchange of the notes have been authorized for listing on the NYSE, subject to official notice of issuance;
- New GGP's business consists of (i) the lines of business conducted by Existing GGP as described under "Business" and activities reasonably related, ancillary, incidental or complementary thereto, (ii) substantially the same assets and liabilities as described under "Business", and (iii) substantially the pro forma capitalization as described under "Capitalization", in each case except for (a) additions, dispositions and changes that occur in the ordinary course of business,

(b) the Spinco distribution of common stock and the related contribution of assets to Spinco substantially as contemplated by the Brookfield Investor Agreement, (c) other sales or dispositions of non-core assets, including office buildings, community shopping centers and regional malls in the category of "Other Malls" (i.e., malls that are not Tier 1 Malls or Tier II Malls (as such categories are described under "Business—Description of Business and Markets—Our Regional Malls") and (d) changes that in the aggregate are not materially adverse to New GGP or to the holders of the notes (including in their capacity as stockholders of New GGP upon exchange of the notes);

- Except as contemplated by the Plan, including the Spinco distribution, Existing GGP will not have paid any dividends or made any distributions to holders of its common stock since the date of issuance of the notes other than in order to maintain its qualification as a real estate investment trust, or "REIT," for U.S. federal income tax purposes and to avoid entity level income taxes; and

- There is no pending, threatened or instituted action, proceeding or investigation by or before any court (other than the Bankruptcy Court (as defined in "Glossary of Certain Defined Terms")) that directly or indirectly challenges the mandatory exchange or the issuance of the notes or the shares of New GGP common stock issuable upon exchange of the notes.

On the mandatory exchange date, New GGP and Existing GGP will deliver an officers' certificate, with supporting documentation, to the trustee certifying that the conditions listed above are satisfied.

We will not issue fractional shares upon exchange, as discussed under "—Fractional Shares" below.

Exchange Price

On the mandatory exchange date, the notes will mandatorily exchange, in whole, but not in part, into a number of shares of New GGP common stock (the "exchange rate") determined by dividing (i) the principal amount of notes being exchanged by (ii) $ (the "exchange price"). No adjustments to the exchange price, including any anti-dilution adjustments, will be made (see "Risk Factors—Risks Related to this Offering—The exchange price per share may not reflect a determination of our value or the value of our common stock and —Holders of the notes have only limited debt holders' rights and do not have the benefit of any anti-dilution adjustments").

Exchange Procedure

On the mandatory exchange date or as soon as reasonably practicable thereafter, certificates representing common shares will be issued and delivered to you or your designee upon presentation and surrender of the certificate evidencing your notes, to the exchange agent if the notes are held in certificated form, and upon compliance with some additional procedures. If a holder's interest is a beneficial interest in a global note, a book-entry transfer through DTC will be made by the exchange agent upon compliance with the depositary's procedures for converting a beneficial interest in a global note.

Payments of interest and cash in lieu of fractional shares and a stock certificate or certificates, will be delivered to the holder, or in the case of a global note, a book-entry transfer through DTC will be made by the exchange agent.

The persons entitled to receive the shares of our common stock issuable upon the mandatory exchange of the notes will be treated as the record holder(s) of such shares as of 9:00 a.m., New York City time, on the mandatory exchange date. Prior to 9:00 a.m. New York City time on the mandatory exchange date, the shares of our common stock issuable upon exchange of the notes will not be deemed to be outstanding for any purpose, and holders of the notes will have no rights with respect to such shares of our common stock by virtue of holding the notes, including voting rights, rights to respond to tender offers and rights to receive any dividends or other distributions on the common stock.

Fractional shares

No fractional shares of our common stock will be issued to holders of the notes upon exchange. In lieu of any fractional shares of common stock otherwise issuable in respect of the aggregate principal amount of notes of any holder that are exchanged, that holder will be entitled to receive an amount in cash (computed to the nearest cent) equal to the same fraction of the closing price of Existing GGP's common stock (as reported on the New York Stock Exchange or, if not so reported, as otherwise determined in accordance with the terms of the indenture) on the business day immediately preceding the mandatory exchange date.

The number of shares of our common stock issuable to any holder of the notes upon exchange will be computed on the basis of the aggregate principal amount of notes surrendered by such holder.

Mandatory Redemption

If one or more of the conditions described under "—Mandatory Exchange—Conditions to Mandatory Exchange" has not been satisfied or properly waived, the notes will be redeemed on the Effective Date (the "emergence redemption date") at a redemption price in cash equal to 100% of the aggregate principal amount of notes plus accrued interest to, but not including, the emergence redemption date, and the escrow amount will be available therefor.

Additionally, if, at any time prior to the earlier of the mandatory exchange date and the fifth business day before the stated maturity date, Existing GGP determines (i) not to pursue the transactions under the Brookfield Investor Agreement or (ii) to pursue a plan of reorganization or other transaction (whether with Brookfield Asset Management Inc. or its affiliates or otherwise) that does not require the common equity capital provided by the exchange of the notes, New GGP will redeem the notes, in whole, but not in part, on the date it specifies as described below (the "transaction redemption date" and each of the transaction redemption date and the emergence redemption date, a "redemption date"), at a redemption price in cash equal to 100% of the aggregate principal amount of the notes plus accrued interest to, but not including the transaction redemption date (the "redemption price"), and the escrow amount will be available therefor.

Within two business days after making the determination described in the previous paragraph, New GGP will provide the trustee and the holders of the notes with a notice, issue a press release announcing such determination and post such press release on its website. The notice will also set forth, among other things, (i) the redemption date, which will be five business days after such determination is made, (ii) the redemption price and (iii) an explanation of the determination giving rise to the redemption.

Default, Remedies and Waiver of Default

Events of Default

The following are "events of default" under the indenture:

(a) our failure to pay interest or principal of any note when due and payable;

(b) our failure to issue shares of our common stock with respect to the exchange of any note;

(c) the indenture, the guarantee or the escrow agreement is (i) terminated other than in accordance with its terms, (ii) revoked by New GGP or Existing GGP, as applicable, (iii) declared void, invalid, or unenforceable, or (iv) challenged in writing by New GGP or Existing GGP;

(d) our failure to comply with the terms of the escrow agreement in all material respects; and

(e) certain events of bankruptcy, insolvency or reorganization of New GGP or any of its material subsidiaries.

We are required to deliver to the trustee a quarterly statement regarding compliance with the indenture, and include in such statement, if any officer of the Company is aware of any default or event of default, a statement specifying such default or event of default and what action the Company is taking or proposes to take with respect thereto. In addition, the Company is required to deliver to the trustee prompt written notice of the occurrence of any default or event of default.

Remedies if an Event of Default Occurs

If an event of default shall have occurred and is continuing under the indenture, the trustee by notice to the Company, or the holders of at least 25% in principal amount of the notes then outstanding by notice to the Company and the trustee, may declare all notes to be due and payable immediately (other than an event of default specified in clause (c) and clause (e) above, in which case no declaration of acceleration or notice shall be required). Upon such acceleration, the principal amount of notes, together with all accrued and unpaid interest up to, but excluding, the date of acceleration, shall become immediately due and payable. The holders of a majority in principal amount of the notes then outstanding by written notice to the trustee and the Company may waive such default or event of default (other than any default or event of default in payment of principal or interest) on the notes under the indenture. Holders of a majority in principal amount of the then outstanding notes may rescind an acceleration and its consequence (except an acceleration due to nonpayment of principal or interest) if the rescission would not conflict with any judgment or decree and if all existing events of default have been cured or waived.

The holders of the notes may not enforce the provisions of the indenture or the notes except as provided in the indenture. Subject to certain limitations, holders of a majority in principal amount of the notes then outstanding may direct the trustee in its exercise of any trust or power; provided, however, that such direction does not conflict with the terms of the indenture. The trustee may withhold from the holders notice of any continuing default or event of default if the trustee determines that withholding such notice is in the holders' interest.

Book-entry and other indirect owners should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel acceleration of the stated maturity.

The Trustee

will act as the initial trustee, exchange agent, paying agent, transfer agent and registrar with respect to the notes.

Escrow

General

The gross proceeds from the offering of the notes will be deposited into an escrow and security account with an insured depositary institution which will be selected by New GGP and will act as the escrow agent with respect to the notes. The escrow agent may be the same as the trustee under the indenture governing the notes. The gross proceeds from the offering of the notes, together with any earnings thereon, will be released to New GGP from the escrow on the mandatory exchange date upon satisfaction by New GGP of its obligations to pay interest on the notes (as described under "—General") and deliver shares of New GGP common stock (together with cash in lieu of any fractional shares) as described below under "—Mandatory Exchange." If the notes are not exchanged, the escrow amount will be available to satisfy New GGP's obligations to pay principal of and interest on the notes on the stated maturity date or redemption date, as applicable.

Security

The holders of notes will have a first priority security interest in the escrow amount.

The Escrow Agent

will act as the initial escrow agent with respect to the notes.

Investment of Gross Proceeds

The escrow agent may, but is not required to, invest the escrow amount at the direction of New GGP in permitted investments in such a way that the escrow amount will be immediately available on the mandatory exchange date, redemption date or stated maturity date, as applicable. Any income received from such investments will also be placed in escrow.

As used herein, "permitted investments" means the following investments so long as they have maturities that do not exceed 365 days: (a) marketable securities issued by the U.S. Government and supported by the full faith and credit of the U.S. Treasury, either by statute or an opinion of the Attorney General of the United States; (b) marketable debt securities, rated Aaa by Moody's Investor's Service ("Moody's") and AAA by Standard & Poor's Corporation ("Standard & Poor's"), issued by U.S. Government-sponsored enterprises, U.S. Federal agencies, U.S. Federal financing banks, and international institutions whose capital stock has been subscribed for by the United States; and (c) commercial paper of any corporation incorporated under the laws of the United States or any state thereof which on the date of the investment is rated P-1 by Moody's and at least A-1 by Standard & Poor's.

Modifications and Waivers

Subject to certain exceptions, the indenture may be amended or supplemented with the consent of the holders of at least a majority in principal amount of the notes then outstanding, and any existing default or event of default (other than any continuing default or event of default in the payment of interest on or the principal of the notes) under, or compliance with any provision of, the indenture may be waived with the consent of the holders of a majority in principal amount of the notes then outstanding. In determining whether the holders of the requisite principal amount of outstanding notes have given any request, demand, authorization, direction, notice, consent or waiver thereunder or whether a quorum is present at a meeting of holders of notes, the indenture will provide that notes owned by us or Existing GGP, New GGP or any affiliate of ours or of Existing GGP or New GGP shall be disregarded.

Changes Requiring Approval of Each Holder of the Notes

Without the consent of each holder affected, we may not

- reduce the amount of the notes whose holders must consent to an amendment, supplement or waiver;
- Reduce the rate of or change the time for payment of interest on the notes;
- Reduce the principal of or change the stated maturity date of the notes or alter the provisions with respect to redemption or with respect to mandatory exchange of the notes;

- change the place or currency of payment of principal of or interest on any note;
- make any change in the waiver of past defaults or the right of holders to receive principal and interest set forth in the indenture;
- modify the ranking or priority of the notes or the guarantee by Existing GGP, release Existing GGP from any of its obligations under the guarantee or the indenture otherwise than in accordance with the terms of the indenture;
- waive a continuing default or event of default in the payment of principal of or interest on the notes; or
- modify or affect the terms and conditions of the obligations set forth in the indenture in respect of the escrow of the gross proceeds from the offering of the notes and any earnings thereon (including the provisions relating to the investment of such proceeds and earnings).

The right of any holder of the notes to participate in any consent required or sought pursuant to any provision of the indenture (and the obligation of New GGP to obtain any such consent otherwise required from such holder) may be subject to the requirement that such holder shall have been the holder of record of the notes with respect to which such consent is required or sought as of a date identified by the trustee in a notice furnished to holders in accordance with the terms of the indenture.

Changes Not Requiring Approval

We may amend the indenture without the approval of each holder of the notes affected in certain limited circumstances. These changes generally are limited to changes to cure any ambiguity, defect or inconsistency; to add additional covenants or events of default; to add additional security for the notes; to evidence the successor of another corporation or entity to our obligations under the indenture; to make any change that does not adversely affect the legal rights under the indenture of any holder of the notes; to comply with or qualify the indenture under the Trust Indenture Act.

Changes Requiring Majority Approval

Any other change to the indenture and the notes would require approval of the holders of a majority in aggregate principal amount of holders affected.

Book-entry and other indirect owners should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the indenture or the notes.

Governing Law

The indenture, the notes and the guarantee will be governed by, and construed in accordance with, the laws of the State of New York.

Form and Denomination

The notes will initially be issued in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. The notes will initially be represented by one or more permanent global notes, deposited with a custodian for and registered in the name of a nominee of DTC. Beneficial interests in the global note will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its participants. Except under limited circumstances, notes in certificated form will not be issued in exchange for the global note or interests therein.

If the notes are issued in certificated form, they will be issued:

- only in fully registered form;

- without interest coupons; and
- in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

Holders of certificated notes may exchange their notes for notes of smaller denominations or combined into fewer notes of larger denominations, as long as the total principal amount is not changed.

Holders of certificated notes may exchange or transfer their notes at the office of the trustee. They may also replace lost, stolen, destroyed or mutilated notes at that office. We have appointed the trustee to act as our agent for registering notes in the names of holders and transferring and replacing notes. We may appoint another entity to perform these functions or perform them ourselves.

Holders will not be required to pay a service charge to transfer or exchange their notes, but they may be required to pay for any tax or other governmental charge associated with the exchange or transfer. The transfer or exchange, and any replacement, will be made only if our transfer agent is satisfied with the holder's proof of legal ownership. The transfer agent may require an indemnity before replacing any notes.

We may appoint additional transfer agents or cancel the appointment of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts.

Book-Entry System

The notes will be issued in the form of one or more fully-registered global notes in book-entry form, which will be deposited with, or on behalf of, DTC and registered in the name of DTC's nominee, Cede & Co. Except as set forth below, the global notes may not be transferred except as a whole by DTC to a nominee of DTC or by a nominee of DTC to DTC or another nominee of DTC or by DTC or any such nominee to a successor of DTC or a nominee of such successor.

So long as DTC or its nominee is the registered owner of a global note, DTC or its nominee, as the case may be, will be considered the sole holder of the notes represented by such global note for all purposes under the indenture and the beneficial owners of the notes will be entitled only to those rights and benefits afforded to them in accordance with DTC's regular operating procedures. Upon specified written instructions of a participant in DTC, DTC will have its nominee assist participants in the exercise of certain holders' rights, such as demand for acceleration of maturity or an instruction to the trustee. Except as provided below, owners of beneficial interests in a global note will not be entitled to have notes registered in their names, will not receive or be entitled to receive physical delivery of notes in certificated form and will not be considered the registered owners or holders thereof under the indenture.

If (i) DTC is at any time unwilling or unable to continue as depositary with respect to the notes or if at any time DTC ceases to be a clearing agency registered under the Exchange Act and a successor depositary is not appointed by us within 90 days, (ii) an event of default under the indenture relating to the notes has occurred and is continuing, or (iii) we, in our sole discretion, determine at any time that the notes shall no longer be represented by a global note, we will issue individual notes in certificated form and in the applicable principal amount in exchange for the notes represented by the global note. In any such instance, an owner of a beneficial interest in a global note will be entitled to physical delivery of individual notes in certificated form in the form and denomination described under "—Form and Denomination" above, equal in principal amount to such beneficial interest and to have the notes in certificated form registered in its name.

The following is based on information furnished by DTC:

DTC will act as securities depositary for the notes. The notes will be issued as fully-registered notes registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. Generally, one fully registered global note will be issued for all of the principal amount of the notes.

DTC, the world's largest depositary, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds and provides asset servicing for over 2,000,000 issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues and money market instruments from over 85 countries that DTC's direct participants deposit with DTC.

DTC also facilitates the post-trade settlement among direct participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between direct participants' accounts. This eliminates the need for physical movement of securities certificates. Direct participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of direct participants of DTC and members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, as well as by The New York Stock Exchange, Inc., the American Stock Exchange LLC and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non- U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly. DTC has Standard & Poor's highest rating: AAA. The DTC rules applicable to its participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of the notes under the DTC system must be made by or through direct participants, which will receive a credit for the notes on DTC's records. The beneficial interest of each actual purchaser of each note is in turn to be recorded on the direct and indirect participants' records. Beneficial owners will not receive written confirmation from DTC of their purchase. Beneficial owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct or indirect participant through which the beneficial owner entered into the transaction. Transfers of beneficial interests in the notes are to be accomplished by entries made on the books of direct and indirect participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their beneficial interests in notes, except in the event that use of the bookentry system for the notes is discontinued. The laws of some states require that certain persons take physical delivery in definitive form of securities which they own. Such limits and such laws may impair the ability of such persons to own, transfer or pledge beneficial interests in a global note.

To facilitate subsequent transfers, all notes deposited by direct participants with DTC will be registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of the notes with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the notes; DTC's records reflect only the identity of the direct participants to whose accounts the notes will be credited, which may or may not be the beneficial owners. The direct and indirect participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of the notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the notes, such as redemption, tenders, defaults, and proposed amendments to the security documents. For example, beneficial owners of the notes may wish to ascertain that the nominee holding the notes for their benefit has agreed to obtain and transmit notices to beneficial owners. In the alternative, beneficial owners may wish to provide their names and addresses to the registrar of the notes and request that copies of the notices be provided to them directly. Any such request may or may not be successful.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the notes unless authorized by a direct participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to us as soon as possible after the regular record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those direct participants to whose accounts the notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

We will pay principal of and interest on the notes in same-day funds to the trustee and from the trustee to DTC, or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit direct participants' accounts on the applicable payment date in accordance with their respective holdings shown on DTC's records upon DTC's receipt of funds and corresponding detail information. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of these participants and not of us, the trustee, DTC, or any other party, subject to any statutory or regulatory requirements that may be in effect from time to time. Payment of principal and interest to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC, is the responsibility of us or the trustee, disbursement of such payments to direct participants is the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of the direct or indirect participants.

We will send any redemption notices to DTC. The requirement for physical delivery of notes in connection with a mandatory redemption or mandatory exchange will be deemed satisfied when the ownership rights in the notes are transferred by direct participants on DTC's records and followed by a book-entry credit of tendered notes to the exchange agent's DTC account.

DTC may discontinue providing its services as securities depositary for the notes at any time by giving us reasonable notice. Under such circumstances, if a successor securities depositary is not obtained, we will print and deliver certificated notes. We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depositary). In that event, we will print and deliver certificated notes.

None of us, Existing GGP, the underwriters or the trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of the beneficial interests in a global note, or for maintaining, supervising or reviewing any records relating to such beneficial interests.

The information in this section concerning DTC and DTC's system has been obtained from sources that we believe to be reliable, but we take no responsibility for its accuracy.

Notices

Notices to be given to holders of a global note will be given only to the depositary, in accordance with its applicable policies as in effect from time to time. Notices to be given to holders of notes not in global form will be sent by mail to the respective addresses of the holders as they appear in the trustee's records, and will be deemed given when mailed. Neither the failure to give any notice to a particular holder, nor any defect in a notice given to a particular holder, will affect the sufficiency of any notice given to another holder.

Book-entry and other indirect owners should consult their banks or brokers for information on how they will receive notices.

DESCRIPTION OF COMMON STOCK

General

New GGP was incorporated as a Delaware corporation on July 1, 2010. Our authorized capital stock currently consists of 1,000 shares of common stock, no par value per share.

As of July 9, 2010, 100 shares of our common stock were issued and outstanding and no shares of preferred stock were issued and outstanding. Our common stock is not listed on any national securities exchange. An application will be made to list our common stock on the NYSE under the symbol "GGP." It is a condition to the mandatory exchange of the notes that our common stock issuable upon exchange of the notes has been authorized for listing on the NYSE.

Holders of outstanding shares of our common stock shall have the right to vote on all questions to the exclusion of all other stockholders, each holder of record of our common stock being entitled to one vote for each share of common stock standing in the name of the stockholder on the books of New GGP, except as otherwise required by law, provided in our certificate of incorporation, as it may be amended from time to time, or provided in our certificates of designations and any resolution adopted by the our board of directors with respect to any series of capital stock subsequently established. Under the Brookfield Investor Agreement, Brookfield Investor will be provided with preemptive rights to purchase our common stock and Spinco common stock as necessary to allow it to maintain its proportional ownership interest in us and Spinco on a fully diluted basis, even though other holders of outstanding shares of our common stock will not have such preemptive rights. Any such offering could dilute the holders of outstanding shares of our common stock's investment in us.

The following summary description of our common stock does not purport to be complete and is qualified in its entirety by reference to the actual terms and provisions of our certificate of incorporation and bylaws, copies of which will be filed as exhibits to the registration statement of which this prospectus is part.

Prior to the consummation of the Plan, we intend to amend and restate our certificate of incorporation and bylaws, summarized below.

Upon the satisfaction of the mandatory exchange conditions (or waiver, to the extent permitted by applicable law, by the holders of a majority in aggregate principal amount of notes), which include the consummation of the Plan and the consummation of the transactions contemplated by the Brookfield Investor Agreement, the notes are mandatorily exchanged, in whole, into shares of our common stock, shares of New GGP's common stock will be outstanding and warrants to purchase 120 million shares will be outstanding. In addition, we intend to authorize shares of preferred stock, described below.

Restrictions on Ownership and Transfer

Generally, for us to qualify as a REIT under the Code for a taxable year, the following conditions (among others) must be satisfied:

- not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals, as defined in the Code to include certain entities, at any time during the last half of a taxable year;
- our capital stock must be beneficially owned, without regard to any rules of attribution of ownership, by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year; and
- certain percentages of our gross income and assets must be from particular activities and types of assets.

Accordingly, our certificate of incorporation contains provisions which limit the value of our outstanding capital stock that may be owned by any stockholder. We refer to this limit as the "Ownership Limit."

Subject to certain exceptions, the Ownership Limit provides that no stockholder may own, or be deemed to own by virtue of the applicable attribution provisions of the Code, more than the Ownership Limit. The Ownership Limit is set at 9.9% of the value of the outstanding capital stock. The board of directors may waive the 9.9% Ownership Limit in certain circumstances, including pursuant to the Investment Agreements, which provides that the board of directors may waive such restriction subject to the applicable Plan Sponsor making certain representations and covenants.

Our board of directors may waive the Ownership Limit if presented with satisfactory evidence that such ownership will not jeopardize our status as a REIT. As a condition of such waiver, our board of directors may require opinions of counsel satisfactory to it and/or an undertaking from the applicant with respect to preserving our REIT status. The Ownership Limit will not apply if the board of directors and the holders of capital stock determine that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT. If shares of capital stock in excess of the Ownership Limit, or shares which would cause us to be beneficially owned by fewer than 100 persons, are issued or transferred to any person, such issuance or transfer shall be null and void and the intended transferee will acquire no rights to such shares.

Our certificate of incorporation further provides that upon a transfer or other event that results in a person owning (either directly or by virtue of the applicable attribution rules) capital stock in excess of the applicable Ownership Limit (referred to as "Excess Shares"), such person (known as a "Prohibited Owner") will not acquire or retain any rights or beneficial economic interest in such Excess Shares. Rather, the Excess Shares will be automatically transferred to a person or entity unaffiliated with and designated by us to serve as trustee of a trust for the exclusive benefit of a charitable beneficiary to be designated by us within five days after the discovery of the transaction which created the Excess Shares. The trustee shall have the exclusive right to designate a person who may acquire the Excess Shares without violating the applicable ownership restrictions (a "Permitted Transferee") to acquire any and all of the shares held by the trust. The Permitted Transferee must pay the trustee valuable consideration (whether in a public or private sale) for the Excess Shares. The trustee shall pay to the Prohibited Owner the lesser of (a) the value of the shares at the time they became Excess Shares and (b) the price received by the trustee from the sale of the Excess Shares to the Permitted Transferee. The beneficiary will receive the excess of (a) the sale proceeds from the transfer to the Permitted Transferee over (b) the amount paid to the Prohibited Owner, if any, in addition to any dividends paid with respect to the Excess Shares.

The Ownership Limit will not be automatically removed even if the REIT provisions of the Code are changed so as to no longer contain any ownership concentration limitation or if the ownership concentration limitation is increased. Except as otherwise described above, any change in the Ownership Limit would require an amendment to our certificate of incorporation. In addition to preserving our status as a REIT, the Ownership Limit may preclude an acquisition of control of New GGP without the approval of our board of directors.

All certificates representing capital stock will bear a legend referring to the restrictions described above.

Staggered Board of Directors

Our board of directors will be divided into three classes of directors. Directors of each class are chosen for three-year staggered terms.

Limitation of Liability of Directors

Our certificate of incorporation will provide that no director will be personally liable for monetary damages to New GGP or to our stockholders for breach of fiduciary duty as a director, except for liability to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or hereafter be amended. Any amendment, modification or repeal of any provision of our amended and restated certificate of incorporation that is inconsistent with the foregoing will not adversely affect any right or protection of a director in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Indemnification

Our amended and restated certificate of incorporation will provide that we will indemnify and hold harmless each of our officers and directors. The indemnification provisions provide that we indemnify our officers and directors to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, and advance to our officers and directors all related expenses, subject to reimbursement if it is subsequently determined that indemnification is not permitted. In addition, we may, by action of our Board of Directors, provide indemnification to our employees and agents with the same (or lesser) scope and effect as the foregoing indemnification of directors and officers.

Delaware Anti-Takeover Statute

We are a Delaware corporation and will continue to be subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an "interested stockholder" (defined generally as a person owning 15% or more of our outstanding voting stock) from engaging in a "business combination" (as defined in Section 203) with us for three years following the date that person becomes an interested stockholder unless:

- before that person became an interested stockholder, our board of directors approved the transaction in which the interested stockholder became an interested stockholder or approved the business combination;

- upon completion of the transaction that resulted in the interested stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced (excluding stock held by directors who are also our officers and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer); or

- following the transaction in which that person became an interested stockholder, the business combination is approved by our board of directors and authorized at a meeting of stockholders by the affirmative vote of the holders of at least two-thirds of our outstanding voting stock not owned by the interested stockholder.

Under Section 203, these restrictions do not apply to certain business combinations proposed by an interested stockholder following the announcement or notification of one of certain extraordinary transactions involving New GGP and a person who was not an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of our directors, if that extraordinary transaction is approved or not opposed by a majority of the directors who were directors before any person became an interested stockholder in the previous three years or who were recommended for election or elected to succeed such directors by a majority of such directors then in office.

Rights Plan

Upon Existing GGP's emergence from bankruptcy, New GGP will not have a shareholder rights plan (or "poison pill"). Existing GGP's shareholder rights plan will be eliminated as part of the Plan.

Preferred Stock

Our amended and restated certificate of incorporation will provide that our Board of Directors is authorized to provide for the issuance of shares of preferred stock in one or more series and, by filing a certificate of designations pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time for each such series the number of shares to be included in each such series and to fix the designations, powers, rights and preferences of the shares of each such series, and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series of Preferred Stock include, but not be limited to, determination of the following:

- the designation of the series, which may be by distinguishing number, letter or title;
- the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);
- whether dividends, if any, shall be paid, and, if paid, the date or dates upon which, or other times at which, such dividends shall be payable, whether such dividends shall be cumulative or noncumulative, the rate of such dividends (which may be variable) and the relative preference in payment of dividends of such series;
- the redemption provisions and price or prices, if any, for shares of the series;
- the terms and amounts of any sinking fund provided for the purchase or redemption of shares of the series;
- the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of our corporation;
- whether the shares of the series shall be convertible into shares of any other class or series, or any other security, of our corporation or any other corporation, and, if so, the specification of such other class or series of such other security, the conversion price or prices, or rate or rates, any adjustments thereto, the date or dates on which such shares shall be convertible and all other terms and conditions upon which such conversion may be made;
- restrictions on the issuance of shares of the same series or of any other class or series; and
- the voting rights, if any, of the holders of shares of the series.

Series C Preferred Stock. Upon the consummation of the Plan, we intend to designate 71,320 of the authorized shares of New GGP Preferred Stock as Series C Preferred Stock. The Series C Preferred Stock will have a liquidation value of $1,000 per share, and it is expected that no shares will be outstanding on the Effective Date of the Plan.

Each share of Series C Preferred Stock will be entitled to quarterly cumulative cash dividends equal to the greater of (i) of $21.25 and (ii) the amount of the regular quarterly cash dividends for such dividend period upon the number of shares of Common Stock (or portion thereof) into which such Series C Preferred Stock is then convertible; provided, that no payment will be made on account of clause (ii) after June 10, 2017.

The Series C Preferred Stock will be convertible at a holder's option into shares of New GGP Common Stock until June 10, 2017. The initial conversion ratio will be 20 shares of New GGP

Common Stock per share of Series C Preferred Stock and will be subject to customary adjustments for certain share splits and dividends. The liquidation value of the Series C Preferred Stock will be $1,000 plus accrued and unpaid dividends. The Series C Preferred Stock, if issued and outstanding, will rank senior to the New GGP Common Stock. Except as required by law and with certain exceptions, the Series C Preferred Stock will not have voting rights.

Warrants

Pursuant to the Investment Agreements, upon the closing of the investments by each of the Plan Sponsors and after giving effect to the Blackstone Designation, New GGP will issue:

- to Brookfield Investor warrants to purchase up to 57.50 million shares of New GGP common stock with an initial exercise price of $10.75 per share;
- to Fairholme warrants to purchase up to 41.07 million shares of New GGP common stock with an initial exercise price of $10.50 per share;
- to Pershing Square warrants to purchase up to 16.43 million shares of New GGP common stock with an initial exercise price of $10.50 per share; and
- to Blackstone warrants to purchase up to 5.00 million shares of New GGP common stock with an initial exercise price of $10.50 per share with respect to one-half of the warrants and $10.75 per share with respect to the remaining one-half of the warrants.

These exercise prices of these warrants will be subject to adjustment as provided in the related warrant and registration rights agreements. Each such warrant will be immediately exercisable and will have a term of seven years from the closing date of the investments.

Rights of Holders of GGPLP Common Units

Certain holders of GGPLP common units may continue to have certain redemption, conversion or registration rights in respect of the common units following Existing GGP's emergence from bankruptcy. Any such exchange or conversion rights will be satisfied with the common stock of New GGP rather than the common stock of Existing GGP following Existing GGP's emergence from bankrupcty, and any such registration rights will apply to the common stock of New GGP rather than to the common stock of Existing GGP.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is BNY Mellon, New York, New York.

UNDERWRITING

We are offering the notes described in this prospectus through the underwriters named below. are the book-running managers of this offering and the representatives of the underwriters. We have entered into an underwriting agreement with the representatives. Subject to the terms and conditions of the underwriting agreement, each of the underwriters has severally agreed to purchase the principal amount of notes listed next to its name in the following table.

Underwriters	Principal Amount of Notes
	$
Total	

The underwriting agreement provides that the underwriters must buy all of the notes if they buy any of them. However, the underwriters are not required to take or pay for the notes covered by the underwriters' over-allotment option described below.

The notes are offered subject to a number of conditions, including:

- receipt and acceptance of the notes by the underwriters, and
- the underwriters' right to reject orders in whole or in part.

On the mandatory exchange date, each $1,000 principal amount of notes will be exchanged at a rate equal to a number, rounded upward or downward to the nearest 1/10,000th of a share (or if there is not a nearest 1/10,000th of a share, to the next lower 1/10,000th of a share), equal to the quotient of (i) $1,000 *divided by* (ii) the conversion price. The conversion price will be established through the book building process and the value that investors place on New GGP's common stock. We expect investors to consider, among other factors, the pro forma capital structure, net debt, pro forma FFO, NOI and Adjusted EBITDA, and the growth prospects of New GGP in establishing the exchange price.

In connection with this offering, certain of the underwriters or securities dealers may distribute prospectuses electronically.

OVER-ALLOTMENT OPTION

We have granted the underwriters an option to buy up to an aggregate of $ additional principal amount of notes. The underwriters may exercise this option solely for the purpose of covering over-allotments, if any, made in connection with this offering. The underwriters may exercise this option on or before the earlier of 30 days from the date of this prospectus and the earliest of the mandatory exchange date, redemption date and maturity date. If the underwriters exercise this option, they will each purchase an additional principal amount of notes approximately in proportion to the amounts specified in the table above.

COMMISSIONS AND DISCOUNTS

Notes sold by the underwriters to the public will initially be offered at the public offering price set forth on the cover of this prospectus. Any notes sold by the underwriters to securities dealers may be sold at a discount from the public offering price of up to % of the principal amount of the notes. Sales of notes made outside the United States may be made by affiliates of the underwriters. If all the notes are not sold at the public offering price, the representative may change the offering price and the other selling terms. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the notes at the prices and upon the terms stated therein.

The following table shows the per note and total underwriting discounts and commissions we will pay to the underwriters assuming both no exercise and full exercise of the underwriters' option to purchase an additional principal amount of notes.

	No exercise	Full exercise
Per note	%	%

We estimate that the total expenses of this offering payable by us, not including the underwriting discounts and commissions, will be approximately $.

NO SALES OF SIMILAR SECURITIES

Existing GGP, New GGP and each of their executive officers, directors and certain significant stockholders have entered into lock-up agreements with the underwriters. Under these agreements, subject to certain exceptions, we and each of these persons may not, without the prior written approval of the representatives, offer, sell, contract to sell or otherwise dispose of, directly or indirectly, or hedge our common stock or securities convertible into or exchangeable or exercisable for our common stock. These restrictions will be in effect for a period of days after the date of this prospectus. At any time and without public notice, , may, in its sole discretion, release some or all of the securities from these lock-up agreements.

INDEMNIFICATION

We have agreed to indemnify the underwriters against certain liabilities, including certain liabilities under the Securities Act. If we are unable to provide this indemnification, we have agreed to contribute to payments the underwriters may be required to make in respect of those liabilities.

NYSE STOCK MARKET LISTING

New GGP's common stock is not listed on any national securities exchange. An application will be made to list New GGP's common stock on the NYSE under the symbol "GGP."

We do not intend to apply to list the notes on any national securities exchange. We expect the notes to trade on the Pink Sheets.

PRICE STABILIZATION, SHORT POSITIONS

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of the notes, including:

- stabilizing transactions;
- short sales;
- purchases to cover positions created by short sales;
- imposition of penalty bids; and
- syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common stock while this offering is in progress. These transactions may also include making short sales of notes, which involve the sale by the underwriters of a greater number of notes than they are required to purchase in this offering, and purchasing notes on the open market to cover positions created by short sales. Short sales may be "covered short sales," which are short positions in an amount not greater than the underwriters' over-allotment option referred to above, or may be "naked short sales," which are short positions in excess of that amount.

The underwriters may close out any covered short position by either exercising their over-allotment option, in whole or in part, or by purchasing notes in the open market. In making this determination, the underwriters will consider, among other things, the price of notes available for purchase in the open market as compared to the price at which they may purchase notes through the over-allotment option.

Naked short sales are short sales made in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing notes in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the notes in the open market that could adversely affect investors who purchased in this offering.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representative has repurchased notes sold by or for the account of that underwriter in stabilizing or short covering transactions.

As a result of these activities, the price of the notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. The underwriters may carry out these transactions on The NASDAQ Stock Market, in the over-the-counter market or otherwise.

AFFILIATIONS

Certain of the underwriters and their affiliates have in the past provided, are currently providing and may in the future from time to time provide, investment banking and other financing, trading, banking, research, transfer agent and trustee services to the Company or its subsidiaries for which they have in the past received, and may currently or in the future receive, customary fees and expenses. Certain of the underwriters have previously been and may become our lenders in connection with our new revolving credit facility.

NOTICE TO INVESTORS

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area, or EEA, which has implemented the Prospectus Directive (each, a "Relevant Member State"), with effect from, and including, the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), an offer to the public of the notes which are the subject of the offering contemplated by this prospectus may not be made in that Relevant Member State, except that, with effect from, and including, the Relevant Implementation Date, an offer to the public in that Relevant Member State of the notes may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

a) to legal entities which are authorized or regulated to operate in the financial markets, or, if not so authorized or regulated, whose corporate purpose is solely to invest in the notes;

b) to any legal entity which has two or more of: (1) an average of at least 250 employees during the last (or, in Sweden, the last two) financial year(s); (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last (or, in Sweden, the last two) annual or consolidated accounts; or

c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representative for any such offer; or

d) in any other circumstances falling within Article 3(2) of the Prospectus Directive provided that no such offer of the notes shall result in a requirement for the publication by us or any underwriter or agent of a prospectus pursuant to Article 3 of the Prospectus Directive.

As used above, the expression "offered to the public" in relation to any of the notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

The EEA selling restriction is in addition to any other selling restrictions set out in this prospectus.

Notice to Prospective Investors in the United Kingdom

This prospectus is only being distributed to and is only directed at: (1) persons who are outside the United Kingdom; (2) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons falling within (1)-(3) together being referred to as "relevant persons"). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus or any of its contents.

Notice to Prospective Investors in Switzerland

The Prospectus does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations ("CO") and the notes will not be listed on the SIX Swiss Exchange. Therefore, the Prospectus may not comply with the disclosure standards of the CO and/or the listing rules (including any prospectus schemes) of the SIX Swiss Exchange. Accordingly, the notes may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors, which do not subscribe to the notes with a view to distribution.

Notice to Prospective Investors in Australia

This prospectus is not a formal disclosure document and has not been, nor will be, lodged with the Australian Securities and Investments Commission. It does not purport to contain all information that an investor or their professional advisers would expect to find in a prospectus or other disclosure document (as defined in the Corporations Act 2001 (Australia)) for the purposes of Part 6D.2 of the Corporations Act 2001 (Australia) or in a product disclosure statement for the purposes of Part 7.9 of the Corporations Act 2001 (Australia), in either case, in relation to the notes.

The notes are not being offered in Australia to "retail clients" as defined in sections 761G and 761GA of the Corporations Act 2001 (Australia). This offering is being made in Australia solely to "wholesale clients" for the purposes of section 761G of the Corporations Act 2001 (Australia) and, as such, no prospectus, product disclosure statement or other disclosure document in relation to the notes has been, or will be, prepared.

This prospectus does not constitute an offer in Australia other than to wholesale clients. By submitting an application for the notes, you represent and warrant to us that you are a wholesale client for the purposes of section 761G of the Corporations Act 2001 (Australia). If any recipient of this prospectus is not a wholesale client, no offer of, or invitation to apply for, the notes shall be deemed to be made to such recipient and no applications for the notes will be accepted from such recipient. Any offer to a recipient in Australia, and any agreement arising from acceptance of such offer, is personal and may only be accepted by the recipient. In addition, by applying for the notes you undertake to us that, for a period of 12 months from the date of issue of the notes, you will not transfer any interest in the notes to any person in Australia other than to a wholesale client.

Notice to Prospective Investors in Hong Kong

The notes may not be offered or sold in Hong Kong, by means of this prospectus or any document other than (i) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (ii) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong). No advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere) which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Japan

The notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and the notes will not be offered or sold, directly or indirectly, in Japan, or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan, or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Prospective Investors in Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore and in Singapore, the offer and sale of the notes is made pursuant to exemptions provided in sections 274 and 275 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA"). Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor as defined in Section 4A of the SFA pursuant to Section 274 of the SFA, (ii) to a relevant person as defined in section 275(2) of the SFA pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with the conditions (if any) set forth in the SFA. Moreover, this document is not a prospectus as defined in the SFA. Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. Prospective investors in Singapore should consider carefully whether an investment in the notes is suitable for them.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) by a corporation (which is not an accredited investor as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) for a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferable for six months after that corporation or that trust has acquired the shares under Section 275 of the SFA, except:

    (1) to an institutional investor (for corporations under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or any person pursuant to an offer that is made on terms that such shares of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of notes or other assets, and further for corporations, in accordance with the conditions, specified in Section 275 of the SFA;

    (2) where no consideration is given for the transfer; or

    (3) where the transfer is by operation of law.

In addition, investors in Singapore should note that the notes acquired by them are subject to resale and transfer restrictions specified under Section 276 of the SFA, and they, therefore, should seek their own legal advice before effecting any resale or transfer of their notes.

UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the material U.S. federal income tax consequences of the purchase, ownership and disposition of notes and common stock into which the notes are convertible. Except where noted, this summary deals only with notes and common stock held as capital assets by beneficial owners of the notes who purchase notes in this offering at their issue price. This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, (the "Code"), regulations promulgated thereunder and judicial and administrative rulings and decisions now in effect, all of which are subject to change or differing interpretations, possibly with retroactive effect. This summary does not purport to address all aspects of U.S. federal income taxation that may affect particular investors in light of their individual circumstances, or certain types of investors subject to special treatment under the U.S. federal income tax laws, such as persons that mark to market their securities, financial institutions (including banks), individual retirement and other tax-deferred accounts, tax-exempt organizations, regulated investment companies, REITs, "controlled foreign corporations", "passive foreign investment companies", broker-dealers, former U.S. citizens or long-term residents, life insurance companies, persons that hold notes as part of a hedge against currency or interest rate risks or that hold notes as part of a straddle, conversion transaction or other integrated investment, or U.S. holders that have a functional currency other than the U.S. dollar. This discussion does not address any tax consequences arising under the laws of any state, local or non-U.S. jurisdiction or any estate, gift or alternative minimum tax consequences.

For purposes of this summary, a "U.S. holder" is a beneficial owner of a note or common stock that is, for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if (a) a court within the United States is able to exercise primary jurisdiction over administration of the trust and one or more United States persons have authority to control all substantial decisions of the trust or (b) it was in existence on August 20, 1996 and has a valid election in effect under applicable Treasury regulations to be treated as a domestic trust for U.S. federal income tax purposes.

For purposes of this summary, a "non-U.S. holder" is a beneficial owner of a note or common stock that is not a U.S. holder or a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes).

If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of notes or common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A beneficial owner that is a partnership and partners in such a partnership should consult their tax advisors about the U.S. federal income tax considerations of the purchase, ownership and disposition of the notes.

Tax Classification of the Notes

The tax classification of the notes is uncertain. An investment in the notes could be treated as an investment in a prepaid forward contract, an investment in debt, or an investment in equity. We have not requested, and do not intend to request, a ruling from the IRS with respect to this classification or with respect to any of the U.S. federal income tax consequences described below. We intend to take the position that, and the following disclosure assumes that, the notes are properly treated as debt convertible into equity for U.S. federal income tax purposes. However, there can be no assurance that the IRS will not disagree with or successfully challenge this position or any of the conclusions set forth herein. **If you are considering investing in the notes, you should consult your own tax advisor with respect to your particular tax consequences of owning and disposing of the notes, including the consequences under the laws of any state, local or non-U.S. jurisdiction.**

Taxation of U.S. holders

Tax treatment of interest

Because the term of the notes is not more than one year, the notes will be treated as short-term obligations for U.S. federal income tax purposes. Accrual-method holders, and cash-method holders who so elect, are generally required to accrue interest on short-term notes on a straight-line basis. Cash-method holders who do not elect to accrue the interest in income currently should include interest paid on the notes upon its receipt.

Interest on indebtedness incurred to purchase a note

To the extent you have not previously included interest income with respect to a note, you may be required to defer deductions for interest paid on indebtedness incurred to purchase or carry the note until maturity or until you dispose of the note in a taxable transaction. You should consult your tax adviser regarding the possibility of this deferral.

Sale or other taxable disposition of a note

Unless a nonrecognition provision applies and subject to the discussion following, upon a sale, redemption or other taxable disposition of a note, you generally will recognize capital gain or loss in an amount equal to the difference, if any, between the amount realized on the sale or other taxable disposition (excluding amounts attributable to accrued but unpaid interest, which will be taxable to you as ordinary interest income to the extent not previously included in income) and your adjusted tax basis in the note. Your adjusted tax basis generally will be the cost of the note. Your ability to offset ordinary income with capital losses is subject to limitations.

Exchange of notes for common stock

You will not recognize any income, gain or loss on the conversion of your notes if you receive solely shares of common stock except to the extent of cash received in lieu of a fractional share of common stock. The amount of gain or loss on the deemed sale of such fractional share will be equal to the difference between the amount of cash you receive in respect of such fractional share and the portion of your tax basis in your note that is allocable to the fractional share. The tax basis of the shares of common stock received upon a conversion will equal the adjusted tax basis of the note that was converted, reduced by the portion of the tax basis that is allocable to any fractional share. Your holding period for shares of common stock will include the period during which you held the notes.

Distributions on common stock

If, after you convert a note into common stock, we make a distribution of cash or other property (other than certain pro rata distributions of our common stock) in respect of that stock, the distribution will be treated as a dividend to the extent it is paid from our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Dividends, other than capital gain dividends, and certain amounts that have been previously subject to corporate level tax, discussed below, will be taxable to U.S. holders as ordinary income. As long as we qualify as a REIT, these distributions will not be eligible for the dividends-received deduction in the case of U.S. holders that are corporations.

To the extent that we make distributions on shares of our common stock in excess of our current and accumulated earnings and profits, the amount of these distributions will be treated first as a tax-free return of capital to a U.S. holder. This treatment will reduce the U.S. holder's adjusted tax basis in the U.S. holder's shares of our common stock by the amount of the distribution, but not below zero. The amount of any distributions in excess of our current and accumulated earnings and profits and in excess of a U.S. holder's adjusted tax basis in the holder's shares will be taxable as capital gain. The gain will be taxable as long-term capital gain if the shares have been held for more than one year at the time of the distribution. Distributions that we declare in October, November, or December of any year and that are payable to a holder of record on a specified date in any of these months will be treated as both paid by us and received by the holder on December 31 of that year, provided we actually pay the distribution on or before January 31 of the following calendar year. U.S. holders may not include in their own income tax returns any of our net operating losses or capital losses.

As stated above, we intend to pay dividends on our common stock in the future in order to maintain our REIT status, and not be subject to corporate level federal income tax, using a combination of cash and common stock. To the extent that we pay a portion of a dividend in shares of our common stock, U.S. holders may be required to pay tax on the entire amount distributed, including the portion paid in shares of our common stock, in which case the holders might be required to pay the tax using cash from sources other than the Company. If a U.S. holder sells the shares of our common stock that the holder receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the distribution, depending on the market price of our shares of common stock at the time of the sale.

Capital gain dividends.

Dividends that we properly designate as capital gain dividends will be taxable to our U.S. holders as a gain from the sale or disposition of a capital asset held for more than one year, to the extent that the gain does not exceed our actual net capital gain for the taxable year, without regard to the period for which the U.S. holder has held our common stock. We are required to designate which maximum rate bracket is applicable to each category of capital gain dividends, which currently (for tax years through 2010) are taxable to non-corporate U.S. holders at a 15% or 25% rate. If we fail to designate the applicable bracket, all capital gain dividends will be taxable to non-corporate U.S. holders at the 25% rate. Corporate stockholders, however, may be required to treat up to 20% of capital gain dividends as ordinary income.

Retention of net capital gains.

We may elect to retain, rather than distribute as a capital gain dividend, all or a portion of our net capital gain. If we make this election, we will pay tax on our retained net capital gains. In addition, to the extent we so elect, a U.S. holder generally will:

- include the holder's pro rata share of our undistributed net capital gain in computing the holder's long-term capital gains in the holder's return for the holder's taxable year in which the last day of our taxable year falls, subject to certain limitations as to the amount that is includible;
- be deemed to have paid the holder's proportionate share of capital gain tax imposed on us on the designated amounts included in the holder's long-term capital gains;
- receive a credit or refund for the amount of tax deemed paid by the holder;

- increase the adjusted tax basis of the holder's common stock by the difference between the amount of includible capital gains and the tax deemed to have been paid by the holder; and
- in the case of a U.S. holder that is a corporation, appropriately adjust its earnings and profits for the retained capital gains in accordance with Treasury Regulations to be promulgated by the IRS.

Qualified dividend income

A portion of distributions out of our current or accumulated earnings and profits may constitute "qualified dividend income" to the extent that the amount is attributable to amounts described below, and we properly designate the amount as "qualified dividend income." The maximum amount of our distributions eligible to be designated as qualified dividend income for a taxable year is equal to the sum of:

- the qualified dividend income received by us during the taxable year from regular corporations (including any taxable REIT subsidiaries) or from other REITs (if designated by these REITs as qualified dividend income);
- the excess of any undistributed REIT taxable income recognized during the immediately preceding year over the federal income tax paid by us with respect to this undistributed REIT taxable income; and
- the excess of any income recognized during the immediately preceding year that is attributable to the sale of an asset acquired from a C corporation, in a transaction in which the tax basis of the asset in our hands is determined by reference to the tax basis of the asset in the hands of the C corporation, over the federal income tax paid by us with respect to the built-in gain.

Sale or other disposition of common stock

You will generally recognize capital gain or loss on a sale or other disposition of common stock. Your gain or loss will equal the difference between the proceeds you received and your adjusted tax basis in the common stock. The proceeds received will include the amount of any cash and the fair market value of any other property received for the common stock. If you are a non-corporate U.S. holder and your holding period for the common stock at the time of the sale or other disposition exceeds one year, such capital gain generally will, under current law, be subject to a reduced federal income tax rate. Your ability to offset ordinary income with capital losses is subject to limitations.

Taxation of non-U.S. holders

Tax treatment of interest

Payments of interest on the notes generally will not be subject to U.S. federal income tax or withholding tax, so long as you:

- do not conduct a trade or business in the United States with respect to which the interest is effectively connected; and
- satisfy the certification requirements described below.

The certification requirements generally will be satisfied if the non-U.S. holder provides the applicable withholding agent with a statement on IRS Form W-8BEN (or suitable substitute or successor form), together with all appropriate attachments, signed under penalties of perjury, stating, among other things, that such non-U.S. holder is not a United States person (within the meaning of the Code). Applicable Treasury regulations provide alternative methods for satisfying this requirement.

Generally, you will be subject to U.S. federal income tax on a net basis at the rates applicable to U.S. persons generally (and, if you are a corporation, may also be subject to a 30% branch profits tax) if the interest is effectively connected with your conduct of a U.S. trade or business (and, if a tax treaty applies, is attributable to a U.S. permanent establishment under such tax treaty). An applicable tax treaty may provide for a lower rate of, or exemption from, income or branch profits tax.

Payments of interest that is effectively connected with the conduct of a U.S. trade or business will not be subject to U.S. federal withholding so long as you provide us or the paying agent with an IRS Form W-8ECI (or suitable substitute or successor form). To claim the benefit of an applicable tax treaty, you must timely provide the appropriate and properly executed IRS forms, and you may be required to update these IRS forms periodically.

Sale or other disposition of the notes

You generally will not be subject to U.S. federal income tax on gain realized upon a sale or other disposition of a note unless:

- the gain is effectively connected with the holder's conduct of a trade or business in the United States (and, if a tax treaty applies, is attributable to a U.S. permanent establishment maintained by the non-U.S. holder);
- the holder is an individual who is present in the United States for 183 days or more in the taxable year of sale, exchange or other disposition, and certain conditions are met; or
- the notes constitute a "United States real property interest," or "USRPI" (which determination includes a five year look-back period), within the meaning of the Foreign Investment in Real Property Tax Act, or FIRPTA.

If your gain is described in the first bullet point above, you generally will be subject to U.S. federal income tax on the net gain derived from the sale. You will be required to report the gain on a timely filed U.S. federal income tax return on a net basis and pay any tax due. In addition, if you are a corporation, then you may also be required to pay a branch profits tax at a 30% rate (or a lower rate as may be prescribed under an applicable U.S. tax treaty). If you are an individual described in the second bullet point above, you will be subject to a flat 30% U.S. federal income tax on the gain derived from the sale, which may be offset by United States source capital losses, even though you are not considered a resident of the United States. You are urged to consult your tax advisor regarding the tax consequences of the acquisition, ownership and disposition of the notes or the common stock.

Although the applicable rules are not entirely clear, we believe that the notes currently do not constitute USRPIs and, accordingly, that United States federal withholding tax does not apply under FIRPTA to any redemption, repurchase or other taxable disposition of the notes. However, we believe that the notes are likely to constitute USRPIs immediately prior to the mandatory exchange. If we redeem or repurchase the notes at a time when the notes constitute USRPIs, we may be required to withhold 10% of any amounts payable by us. Further, any other sale or disposition of a note at a time when the notes constitute USRPIs may be subject to U.S. federal income tax and withholding.

Generally, the sale, redemption, repurchase or other taxable exchange of a note is exempt from U.S. federal tax under FIRPTA if (1) our common stock is part of a class of stock that is regularly traded on an established securities market and either (a) if the notes are not considered regularly traded on an established securities market, you do not own, actually or constructively, notes with a fair market value greater than the fair market value of 5% of the shares of our common stock, determined as of the date that you acquired such notes, or (b) if the notes are considered regularly traded on an established securities market, you do not own, actually or constructively, more than 5% of the total fair market value of the notes, determined as of the date that you acquired such notes, or (2) we are a "domestically controlled qualified investment entity." We are a "domestically controlled qualified investment entity" if less than 50% in value of our common stock is held directly or indirectly by non-U.S. persons at all times during a specified testing period and we are a REIT on the relevant testing date. We expect that we will be a "domestically controlled qualified investment entity," but there can be no assurance that we, in fact, will be a "domestically controlled qualified investment entity," due in part to the fact that our stock will be publicly traded. In addition, if Existing GGP does not emerge from Chapter 11 protection in 2010, we may not elect REIT status until 2011, in which case a disposition of a note in 2010 at a time that it constitutes a USRPI may not be entitled to the exemption from FIRPTA tax under the "domestically controlled qualified investment entity" exemption discussed above.

If gain on a sale, redemption, repurchase or exchange of your note is subject to taxation under FIRPTA, you will be subject to regular U.S. federal income tax with respect to the gain in the same manner as a U.S. holder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals), and will be required to file a U.S. tax return to report this gain. The purchaser of the note is required to withhold and remit an amount equal to 10% of the purchase price to the IRS, and the amount so withheld is credited against the amount of tax owed by the Non-U.S. holder on the gain. See "—Taxation of Non-U.S. Holders—Sale or other disposition of our common stock" below. If a sale, redemption, repurchase or exchange of a note is exempt from U.S. federal income tax under FIRPTA, any amounts withheld from payments to you may be refunded or credited against your United States federal income tax liability, provided that the required information is provided to the IRS.

Exchange of notes for common stock

You will generally not recognize any income, gain or loss on the conversion of a note into shares of our common stock, provided that dispositions of the notes are exempt from tax under FIRPTA. However, if a disposition of the notes would be subject to tax under FIRPTA as discussed above, the exchange of such notes for common stock may be taxable (e.g., if the notes are considered regularly traded on an established securities market and you own more than 5% of the total fair market value of notes outstanding, but convert your notes into 5% or less of the total amount of New GGP common stock outstanding). You are encouraged to discuss the U.S. federal income tax consequences of an exchange of your notes for our common stock with your tax advisor.

Sale or other disposition of our common stock

You generally will not be subject to U.S. federal income tax on gain realized upon a sale or other disposition of common stock into which a note has been converted unless the shares constitute a USRPI. An interest in shares of any U.S. corporation is presumed to be a USRPI unless an exception from such status under the FIRPTA rules applies. As described above, one such exception is for shares of a "domestically controlled qualified investment entity." Shares of our common stock constitute a USRPI if we are not a "domestically controlled qualified investment entity." A "domestically controlled qualified investment entity" includes a REIT in which, at all times during a specified testing period, less than 50% in value of the shares of its stock is held directly or indirectly by Non-United States stockholders. We expect that we will be a "domestically controlled qualified investment entity," but we cannot guarantee such status in part due to the fact that our stock will be publicly traded.

Even if we are not a "domestically controlled qualified investment entity" at the time a non-U.S. holder sells or exchanges the holder's shares of our common stock, gain arising from a sale or exchange of a non-U.S. holder's shares of our common stock will generally not be subject to taxation under FIRPTA as a sale of a USRPI if:

(1) shares of our common stock are "regularly traded," as defined by applicable Treasury Regulations, on an established securities market, such as the New York Stock Exchange; and

(2) the non-U.S. holder owns or owned, actually and constructively, 5% or less of the shares of our common stock throughout the five-year period ending on the date of the sale or exchange.

We expect the shares of our common stock to be regularly traded on an established securities market. Thus, even if we are not a "domestically controlled qualified investment entity" at the time a non-U.S. holder sells or exchanges the holder's shares of our common stock, as long as our shares are regularly traded on an established securities market at that time and the non-U.S. holder does not own, or has not owned during the five-year period ending on the date of the sale or exchange, more than 5% of the shares of our common stock, gain arising from the sale of the holder's shares of our common stock generally will not be subject to taxation under FIRPTA as a sale of a USRPI. If gain on the sale or exchange of a non-U.S. holder's shares of our common stock is subject to taxation under FIRPTA, the non-U.S. holder will be subject to regular U.S. federal income tax with respect to the gain in the same manner as a U.S. holder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals). In addition, if at the time of the sale or exchange of shares of our common stock, the shares are not regularly traded on an established securities market, then the purchaser of the shares of our common stock will be required to withhold and remit an amount equal to 10% of the purchase price to the IRS.

Notwithstanding the foregoing, gain from the sale or exchange of shares of our common stock not otherwise subject to taxation under FIRPTA will be taxable to a non-U.S. holder if either (1) the investment in shares of our common stock is treated as effectively connected with the non-U.S. holder's United States trade or business (and, if a tax treaty applies, is attributable to a U.S. permanent establishment maintained by the non-U.S. holder) or (2) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met. In addition, even if we are a "domestically controlled qualified investment entity," upon disposition of shares of our common stock (subject to the 5% exception applicable to "regularly traded" stock described above), a non-U.S. holder may be treated as having gain from the sale or exchange of USRPIs if the non-U.S. holder (1) disposes of the holder's shares of our common stock within a 30-day period preceding the ex-dividend date of a distribution, any portion of which, but for the disposition, would have been treated as gain from the sale or exchange of a USRPI and (2) acquires, or enters into a contract or option to acquire, other shares of our common stock within a 61-day period beginning with the first day of the 30-day period described in the immediately preceding clause (1).

Distributions

If, after you convert a note into common stock, you receive a distribution with respect to common stock that is neither attributable to gain from the sale or exchange of USRPIs nor designated by us as capital gain dividends, the distributions will be generally taxed as ordinary income to the extent that the distributions are made out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). You generally will be subject to U.S. federal withholding tax at a 30% rate on the gross amount of such taxable dividend unless:

- the dividend is effectively connected with your conduct of a U.S. trade or business (and you provide to the person who otherwise would be required to withhold U.S. tax an IRS Form W-8ECI (or suitable substitute or successor form) to avoid withholding); or
- an applicable tax treaty provides for a lower rate of withholding tax (and you certify your entitlement to benefits under the treaty by delivering a properly completed IRS Form W-8BEN) to the person required to withhold U.S. tax.

Under certain tax treaties, however, lower withholding rates generally applicable to dividends do not apply to dividends from a REIT.

Except to the extent provided by an applicable tax treaty, a dividend that is effectively connected with the conduct of a U.S. trade or business will be subject to U.S. federal income tax on a net basis at the rates applicable to United States persons generally (and, if you are a corporation, may also be subject to a 30% branch profits tax unless reduced by an applicable tax treaty).

Capital gain dividends and distributions attributable to a sale or exchange of united states real property interests.

Pursuant to FIRPTA, income from distributions paid by us to a non-U.S. holder of our common stock that is attributable to gain from the sale or exchange of USRPIs (whether or not designated as capital gain dividends) will be treated as income effectively connected with a United States trade or business. Non-U.S. holders generally will be taxed on the amount of this income at the same rates applicable to U.S. holders, subject to a special alternative minimum tax in the case of nonresident alien individuals. We will also be required to withhold and to remit to the IRS 35% of the amount of any distributions paid by us to a non-U.S. holder that is designated as a capital gain dividend, or, if greater, 35% of the amount of any distributions paid by us to the non-U.S. holder that is permitted to be designated as a capital gain dividend. If we designate a prior distribution as a capital gain dividend, we may be required to do "catch-up" on subsequent distributions to achieve the correct withholding. The amount withheld will be creditable against the non-U.S. holder's U.S. federal income tax liability. Income from a distribution paid by a REIT to a non-U.S. holder with respect to any class of stock which is regularly traded on an established securities market located in the United States, however, generally should not be subject to taxation under FIRPTA, and therefore, will not be subject to the 35% U.S. withholding tax described above, but only if the non-United States stockholder does not own more than 5% of the class of stock at any time during the one-year period ending on the date of the distribution. Instead, this income will be treated as ordinary dividend distributions, generally subject to withholding at the 30% rate or lower treaty rate discussed above. We expect the shares of our common stock to be regularly traded on a market that we believe qualifies as an established securities market located in the United States. Thus, income from distributions paid by us to non-U.S. holders who do not own more that 5% of the shares of our common stock generally should not be subject to taxation under FIRPTA, or the corresponding 35% withholding tax, but rather, income from distributions paid by us to such a non-U.S. holder that is attributable to gain from the sale or exchange of USRPIs will be treated as ordinary dividend distributions.

The treatment of income from distributions paid by us to a non-U.S. holder that we designate as capital gain dividends, other than distributions attributable to income arising from the disposition of a USRPI, is not clear. One example of such a scenario would be a distribution attributable to income from a disposition of non-U.S. real property. Such income may be (i) generally exempt from U.S. federal taxation or tax withholding, (ii) treated as a distribution that is neither attributable to gain from the sale or exchange of USRPIs nor designated by us as capital gain dividends (described above), or (iii) under one interpretation of the FIRPTA Treasury Regulations, subject to withholding at a 35% rate.

If capital gain dividends, other than those arising from the disposition of a USRPI, were to be exempt from U.S. federal taxation or tax withholding, a non-U.S. holder should generally not be subject to U.S. federal taxation on such distributions unless:

(1) the investment in the non-U.S. holder's shares of our common stock is treated as effectively connected with the holder's United States trade or business (and, if a tax treaty applies, is attributable to a U.S. permanent establishment maintained by the non-U.S. holder), in which case the holder will be subject to the same treatment as U.S. holders with respect to the gain, except that a non-U.S. holder that is a foreign corporation also may be subject to the 30% branch profits tax, as discussed under "—Taxation of non-U.S. Holders—Distributions" above; or

(2) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met, in which case the nonresident alien individual will be subject to a 30% tax on the individual's capital gains.

It is possible that a distribution paid by us to a non-U.S. holder that is attributable to gain from the sale or exchange of property (i.e., a capital gain dividend) that is not a USRPI may be subject to withholding under Treasury Regulations §1.1445-8, subjecting such distribution to a 35% withholding tax. In addition, it is possible that a distribution attributable to such a disposition could be treated as a dividend subject to 30% withholding on ordinary dividend distributions. Currently we do not believe that either of these characterizations is the correct interpretation of the Treasury Regulations and we may take the position that such distributions are generally exempt from U.S. federal taxation and tax withholding. However, even if we ultimately decide to take such a position, there can be no assurance that the IRS will agree with us. Even if we withhold amounts from such a distribution, the recipient of the distribution may be entitled to a refund from the Internal Revenue Service or other taxing authority with respect to some or all of the amount withheld. Non-U.S. holders of the notes should discuss the consequences of any withholding on capital gains distributions not attributable to a disposition of a USRPI with their tax advisors.

Retention of net capital gains.

Although the law is not clear on the matter, we believe that amounts designated by us as retained capital gains in respect of the shares of our common stock held by U.S. holders generally should be treated with respect to non-U.S. holders in the same manner as the treatment of actual distributions by us of capital gain dividends. Under this approach, a non-U.S. holder will be permitted to offset as a credit against the holder's U.S. federal income tax liability resulting from the holder's proportionate share of the tax we pay on retained capital gains, and to receive from the IRS a refund to the extent that the holder's proportionate share of the tax paid by us exceeds the holder's actual U.S. federal income tax liability.

Information reporting and backup withholding

Information returns may be filed with the IRS in connection with payments of interest on the notes, dividends on common stock into which notes have been converted and the proceeds of a sale or other disposition (including conversion or retirement) of the notes or common stock. A non-exempt U.S. holder may be subject to U.S. backup withholding on these payments if it fails to provide its taxpayer identification number to the withholding agent and comply with certification procedures or otherwise establish an exemption from backup withholding.

A non-U.S. holder may be subject to the U.S. information reporting and backup withholding on these payments unless the non-U.S. holder complies with certification procedures to establish that it is not a United States person. The certification procedures required of non-U.S. holders to claim the exemption from withholding tax on interest payments on the notes, described above, will satisfy the certification requirements necessary to avoid backup withholding as well. In addition, the amount of interest on a note and dividends on common stock paid to a non-U.S. holder, and the amount of any U.S. federal tax withheld there from, must be annually reported to the IRS and the holder. This information may be made available by the IRS under the provisions of an applicable tax treaty or agreement to the tax authorities of the country in which the non-U.S. holder resides.

Payment of the proceeds of the sale or other disposition of a note or common stock to or through a non-U.S. office of a U.S. broker or of a non-U.S. broker with certain specified U.S. connections generally will be subject to information reporting requirements, but not backup withholding, unless the non-U.S. holder certifies under penalties of perjury that it is not a United States person or an exemption otherwise applies. Payments of the proceeds of a sale or other disposition of a note or common stock to or through a U.S. office of a broker generally will be subject to information reporting and backup withholding, unless the non-U.S. holder certifies under penalties of perjury that it is not a United States person or otherwise establishes an exemption.

Backup withholding is not an additional tax. The amount of any backup withholding from a payment generally will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle the holder to a refund, provided that the required information is timely furnished to the IRS.

Recently enacted legislation will require, after December 31, 2012, withholding at a rate of 30% on dividends in respect of, and gross proceeds from the sale of, our common stock held by or through certain foreign financial institutions (including investment funds), unless such institution enters into an agreement with the Secretary of the Treasury to report, on an annual basis, information with respect to interests in the institution held by certain United States persons and by certain non-U.S. entities that are wholly or partially owned by United States persons. Accordingly, the entity through which our common stock is held will affect the determination of whether such withholding is required. Similarly, dividends in respect of, and gross proceeds from the sale of, our common stock held by an investor that is a non-financial non-U.S. entity will be subject to withholding at a rate of 30%, unless such entity either (i) certifies to us that such entity does not have any "substantial United States owners" or (ii) provides certain information regarding the entity's "substantial United States owners," which we will in turn provide to the Secretary of the Treasury. Non-U.S. holders are encouraged to consult with their tax advisors regarding the possible implications of the legislation on their investment in our common stock.

Taxation of New GGP

General

This section is a summary of certain federal income tax matters of general application pertaining to New GGP under the Code. The provisions of the Code pertaining to REITs are highly technical and complex and sometimes involve mixed questions of fact and law. This summary is qualified in its entirety by the applicable Code provisions, regulations, and administrative and judicial interpretations thereof, all of which are subject to change, possibly retroactively.

Assuming we elect REIT status in 2010, in the opinion of Arnold & Porter LLP, our REIT tax counsel, as of the date hereof we will be organized and operated in conformity with the requirements for qualification as a REIT under the Code. We intend to operate in a manner that will enable us to qualify as a REIT under the Code. No assurance can be given, however, that we have so qualified or will continue to so qualify. Our ability to qualify as a REIT under the requirements of the Code and the regulations promulgated thereunder is dependent upon our ability to meet on a continuing basis, through actual annual operating results, the various requirements under the Code with regard to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and our diversity of stock ownership.

If we qualify as a REIT, we generally will not be subject to federal corporate income tax on our net income that is currently distributed to our stockholders. This treatment substantially eliminates the "double taxation" (at the corporate and stockholder levels) that generally results from investment in a corporation. However, notwithstanding our qualification as a REIT, we will be subject to federal income tax as follows:

- We will be taxed at regular corporate rates on any undistributed REIT taxable income, including undistributed net capital gains. For this purpose, REIT taxable income is the taxable income of the REIT subject to specified adjustments, including a deduction for dividends paid.
- We may, under certain circumstances, be subject to the "alternative minimum tax" on our items of tax preference.
- If we have (a) net income from the sale or other disposition of "foreclosure property" which is held primarily for sale to customers in the ordinary course of business or (b) other nonqualifying

income from foreclosure property, we will be subject to tax at the highest corporate rate on this income. Foreclosure property generally consists of property acquired through foreclosure or after a default on a loan secured by the property or a lease of the property.

- We will be required to pay a 100% tax on any net income from prohibited transactions. Prohibited transactions are, in general, sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business.

- If we should fail to satisfy the 75% gross income test or the 95% gross income test (as discussed below), but have nonetheless maintained our qualification as a REIT because certain other requirements are met, we will be subject to a 100% tax on an amount equal to (a) the greater of (1) the excess of 75% of our gross income over the amount of such income attributable to sources which qualify under the 75% gross income test (as discussed below) and (2) the excess of 95% of our gross income over the amount of such income attributable to sources which qualify under the 95% gross income test (discussed below), multiplied by (b) a fraction intended to reflect our profitability.

- If we should fail to satisfy any of the REIT asset tests discussed below (other than a de minimis failure of the 5% or 10% asset tests, as discussed below), due to reasonable cause and not due to willful neglect, and we nonetheless maintain our REIT qualification because of specified cure provisions, we will be required to pay a tax equal to the greater of $50,000 or the highest corporate tax rate multiplied by the net income generated by the nonqualifying assets that caused us to fail the applicable test.

- If we should fail to satisfy any provision of the Code that would result in our failure to qualify as a REIT (other than a violation of the REIT gross income tests or asset tests) and the violation is due to reasonable cause and not due to willful neglect, we may retain our REIT qualification but will be required to pay a penalty of $50,000 for each failure.

- If we should fail to distribute during each calendar year at least the sum of (a) 85% of our REIT ordinary income for such year, (b) 95% of our REIT capital gain net income for such year, and (c) any undistributed taxable income from prior periods, we would be subjected to a 4% excise tax on the excess of such required distribution over the amounts actually distributed. Any REIT ordinary income and capital gain net income on which an income tax is imposed for any year is treated as an amount distributed during that year for purposes of calculating the amount of this tax.

- If we acquire any asset from a C corporation, in a transaction in which the tax basis of the asset in our hands is determined by reference to the tax basis of the asset in the hands of the C corporation, and we subsequently recognize gain on the disposition of the asset during the applicable recognition period, then we will generally be required to pay tax at the highest regular corporate tax rate on this gain to the extent of the excess of (1) the fair market value of the asset over (2) the adjusted tax basis in the asset, in each case, determined as of the beginning of the applicable recognition period. The results described in this paragraph with respect to the recognition of gain assume that certain elections specified in applicable Treasury Regulations either are made or forgone, by us or by the entity from which the assets are acquired, in each case, depending on the date the acquisition occurred.

- We may be subject to a 100% tax on some items of income or expense that are directly or constructively paid between a taxable REIT subsidiary (as described below) and a REIT if and to the extent that the IRS successfully adjusts the reported amounts of these items.

- If we elect to retain the proceeds from the sale of assets that result in net capital gain, we will be required to pay tax at regular corporate tax rates on the capital gain; each stockholder will be required to include the stockholder's proportionate share of our undistributed long-term capital gain (to the extent we make a timely designation of such gain to the stockholder) in the stockholder's income, and each of our stockholders will receive a credit or refund for the stockholder's proportionate share of the tax we pay.

- We may be required to pay penalties under certain circumstances, including if we fail to meet certain record keeping requirements.

Furthermore, notwithstanding our status as a REIT, we may have to pay certain state and local income taxes because not all states and localities treat REITs the same as they are treated for federal income tax purposes. We could also be subject to foreign taxes on investments and activities in foreign jurisdictions. In addition, certain of our subsidiaries are subchapter C corporations, the earnings of which are subject to federal corporate income tax. Finally, we could also be subject to tax in certain situations and on certain transactions not presently contemplated.

Requirements for qualification as a REIT.

The Code defines a REIT as a corporation, trust or association:

(1) that is managed by one or more trustees or directors;

(2) the beneficial ownership of which is evidenced by transferable shares or transferable certificates of beneficial interest;

(3) which would be taxable as a domestic corporation but for Sections 856 through 860 of the Code;

(4) which is neither a financial institution nor an insurance company subject to certain provisions of the Code;

(5) the beneficially ownership of which is held by 100 or more persons;

(6) in which, during the last half of each taxable year, not more than 50% in value of the outstanding stock is owned, directly or indirectly, by or for five or fewer individuals (as defined in the Code to include certain entities);

(7) that meets other tests, described below, regarding the nature of its income and assets and the amount of its distributions; and

(8) that makes an election to be a REIT for the current taxable year or has made such an election for a previous taxable year that has not been terminated or revoked.

The Code provides that the first four conditions must be met during the entire taxable year, and that the fifth condition must be met during at least 335 days of a taxable year of twelve months, or during a proportionate part of a taxable year of less than twelve months. The fifth and sixth conditions do not apply until after the first taxable year for which an election is made to be taxed as a REIT. For purposes of the sixth condition, specified tax-exempt entities (but generally excluding trusts described in Section 401(a) and exempt under Section 501(a) of the Code) generally are treated as individuals and other entities, including pension funds, are subject to "look-through" attribution rules to determine the individuals who constructively own the stock held by the entity.

We intend to operate in a manner so as to satisfy each of the above conditions. In addition, with regard to the fifth and sixth conditions described above, our certificate of incorporation provides certain restrictions regarding transfers of our shares, which provisions are intended to assist us in satisfying these share ownership requirements. These restrictions, however, may not ensure that we will, in all cases, be able to satisfy these share ownership requirements. If we fail to satisfy these share ownership requirements or otherwise fails to meet the conditions described above, we will fail to qualify as a REIT. See our discussion under "—Distribution Requirements—Failure to Qualify as a REIT" for a discussion of the implications of such failure to qualify as a REIT. However, if we comply with certain rules contained in applicable Treasury Regulations that require us to ascertain the actual ownership of our shares, and we do not know, or would not have known through the exercise of reasonable diligence, that we failed to meet the requirement described in the sixth condition described above, we will be treated as having met this requirement.

To monitor compliance with the share ownership requirements, we are required to maintain records regarding the actual ownership of our shares. To do so, we must demand written statements each year from the record holders of certain percentages of our stock in which the record holders are to disclose the persons required to include in gross income the REIT dividend. A stockholder who fails or refuses to comply with the demand must submit a statement with our tax return disclosing the actual ownership of the shares and certain other information.

In addition, we must use a calendar year for federal income tax purposes, satisfy all relevant filing and other administrative requirements established by the IRS that must be met to elect and maintain REIT status, and comply with the recordkeeping requirements of the Code and regulations promulgated thereunder. We have had and will continue to have a calendar year, and intend to satisfy the relevant filing, administrative, recordkeeping, and other requirements established by the IRS, the Code, and regulations promulgated thereunder that must be met to elect and maintain REIT status.

Gross income tests

In order to maintain qualification as a REIT, we must satisfy two gross income requirements on an annual basis. First, at least 75% of our gross income, excluding gross income from prohibited transactions and certain hedging transactions, for each taxable year must be derived directly or indirectly from certain investments relating to real property or mortgages on real property, including "rents from real property," dividends from other REITs and, in certain circumstances, interest or income from certain types of temporary investments. Second, at least 95% of our gross income, excluding gross income from prohibited transactions and certain hedging transactions, for each taxable year must be derived from such real property investments, and from dividends, interest and gain from the sale or disposition of stock or securities or from any combination of the foregoing.

For these purposes, the term "interest" generally does not include any amount received or accrued, directly or indirectly, if the determination of all or some of the amount depends in any way on the income or profits of any person. However, an amount received or accrued generally will not be excluded from the term "interest" solely by reason of being based on a fixed percentage or percentages of receipts or sales. Furthermore, an amount that depends in whole or in part on the income or profits of a debtor is not excluded from the term "interest" to the extent the amount is attributable to qualified rents received by the debtor if the debtor derives substantially all of its income from the real property securing the debt from leasing substantially all of its interest in the property.

Rents that we receive will qualify as "rents from real property" in satisfying the gross income requirements described above only if certain conditions, including the following, are met. First, the amount of rent generally must not depend in whole or in part on the income or profits of any person. However, an amount received or accrued generally will not be excluded from qualifying as "rents from real property" solely by reason of being based on a fixed percentage or percentages of receipts or sales. Second, except for certain rents received from a taxable REIT subsidiary, rents received from a tenant will not qualify as "rents from real property" if the REIT (or an actual or constructive owner of 10% or more of the REIT) actually or constructively owns 10% or more of the tenant. Amounts received from the rental of up to 10% of a property to a taxable REIT subsidiary will qualify as "rents from real property" so long as at least 90% of the leased space of the property is rented to third parties and the rents received are substantially comparable to rents received from other tenants of the property for comparable space. Third parties for this purpose means persons other than taxable REIT subsidiaries or related parties. Third, if rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to such personal property will not qualify as "rents from real property."

In addition, for rents received to qualify as "rents from real property," a REIT generally must not operate or manage the property or furnish or render services to the tenants of such property, other than through an independent contractor from which the REIT derives no revenue or through a taxable REIT subsidiary. A REIT is permitted to directly perform services that are "usually or customarily rendered" in connection with the rental of space for occupancy only and are not otherwise considered rendered to the occupant of the property. Moreover, a REIT may provide non-customary services to tenants of, or operate or manage, a property without disqualifying all of the rent from the property if the payment for such services or operation or management of the property does not exceed 1% of the total gross income from the property. For purposes of this test, the income received from such non-customary services or operation or management is deemed to be at least 150% of the direct cost of providing the services or providing the operation or management.

Although our affiliates may perform development, construction and leasing services for, and may operate and manage, certain properties directly without using an "independent contractor," we believe that, in almost all instances, the only services to be provided to lessees of these properties will be those usually or customarily rendered in connection with the rental of space for occupancy only. To the extent any noncustomary services or operation or management are provided, such services, operation or management will generally (although not necessarily in all cases) be performed by a taxable REIT subsidiary. In any event, we intend that the amounts we receive for noncustomary services or operation or management that may constitute "impermissible tenant service income" from any one property will not exceed 1% of the total amount collected from such property during the taxable year.

Our share of any dividends received from our non-REIT corporate subsidiaries and from other corporations in which we own an interest, will generally qualify under the 95% gross income test but not under the 75% gross income test. We do not anticipate that we will receive sufficient dividends from such persons to cause us to exceed the limit on nonqualifying income under the 75% gross income test.

If the IRS successfully asserts that any amount of interest, rent, or other deduction of a taxable REIT subsidiary for amounts paid to us exceeds amounts determined at arm's length, the IRS's adjustment of such an item could trigger a 100% excise tax which would be imposed on the portion that is excessive. See "—Distibution Requirements—Penalty Tax" below.

Taking into account our anticipated sources of nonqualifying income, we believe that our aggregate gross income from all sources will satisfy the income tests applicable to us. However, we may not always be able to maintain compliance with the gross income tests for REIT qualification despite periodic monitoring of our income. If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may nevertheless qualify as a REIT for such year if we are entitled to relief under certain provisions of the Code. These relief provisions generally will be available if our failure to meet such tests was due to reasonable cause and not due to willful neglect, we attached a schedule of the sources of our income to our tax return, and any incorrect information on the schedule was not due to fraud with intent to evade tax. It is not possible, however, to state whether in all circumstances we would be entitled to the benefit of these relief provisions. If these relief provisions are inapplicable to a particular set of circumstances involving us, we will not qualify as a REIT. See "—Distribution Requirements—Failure to Qualify as a REIT" in this section for a discussion of the implications of such failure to qualify as a REIT. As discussed above in "—Taxation of New GGP—General" in this section, even where these relief provisions apply, we would be subject to a penalty tax based upon the amount of our non-qualifying income.

Asset tests

At the close of each quarter of our taxable year, we also must satisfy four tests relating to the nature and diversification of our assets. First, at least 75% of the value of our total assets at the end of each quarter must consist of real estate assets, cash, cash items and U.S. government securities. For purposes of this test, the term "real estate assets" generally means real property (including interests in real property and interests in mortgages on real property) and shares (or transferable certificates of beneficial interest) in other REITs, as well as any stock or debt instrument attributable to the investment of the proceeds of a stock offering by us or a public debt offering by us with a term of at least five years, but the stock or debt instrument qualifies as a "real estate asset" only for the one-year period beginning on the date that we receive the proceeds of the offering.

Second, not more than 25% of the value of our total assets may be represented by securities (other than those securities that qualify for purposes of the 75% asset test).

Third, not more than 25% of the value of our total assets may be represented by the securities of one or more taxable REIT subsidiaries.

Fourth, except for securities that qualify for purposes of the 75% asset test and investments in our qualified REIT subsidiaries and our taxable REIT subsidiaries (each as described below), the value of any one issuer's securities may not exceed 5% of the value of our total assets, and we may not own more than 10% of the total vote or value of the outstanding securities of any one issuer, except, in the case of the 10% value test, certain "straight debt" securities. Certain types of securities are disregarded as securities solely for purposes of the 10% value test, including, but not limited to, any loan to an individual or an estate, any obligation to pay rents from real property and any security issued by a REIT. In addition, solely for purposes of the 10% value test, the determination of our interest in the assets of a partnership or other entity classified as a partnership for U.S. federal income tax purposes in which we own an interest will be based on our proportionate interest in any securities issued by the partnership or other entity (rather than solely our interest in the capital of the partnership or other entity), excluding for this purposes certain securities described in the Code.

The asset tests described above must be satisfied at the close of each quarter of our taxable year in which we (directly or through our partnerships, other entities classified as partnerships or qualified REIT subsidiaries) acquire securities in the applicable issuer, increase our ownership of securities of the issuer (including as a result of increasing our interest in a partnership or other entity which owns the securities), or acquire other assets. For example, our indirect ownership of securities of an issuer through a partnership or other entity classified as a partnership for U.S. federal income tax purposes may increase as a result of our capital contributions to the partnership or other entity. After initially meeting the asset tests at the close of any quarter as a REIT, we will not lose our status as a REIT for failure to satisfy the asset tests at the end of a later quarter solely by reason of changes in asset values. If we fail to satisfy an asset test because we acquire securities or other property during a quarter (including as a result of an increase in our interests in a partnership or other entity), we may cure this failure by disposing of sufficient nonqualifying assets within 30 days after the close of that quarter. We intend to maintain adequate records of the values of our assets to ensure compliance with the asset tests. In addition, we intend to take any actions within 30 days after the close of any quarter as may be required to cure any noncompliance.

Certain relief provisions may be available to us if we discover a failure to satisfy the asset tests described above after the 30-day cure period. Under these provisions, we are deemed to have met the 5% and 10% asset tests if (1) the value of our nonqualifying assets does not exceed the lesser of (a) 1% of the total value of our assets at the end of the applicable quarter or (b) $10 million and (2) we dispose of the nonqualifying assets or otherwise satisfy these tests within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) a different period of time prescribed by Treasury Regulations to be issued. For violations of any of the asset tests due to reasonable cause and not due to willful neglect and that are, in the case of the 5% and 10% asset tests, in excess of the de minimis exception described above, we may avoid disqualification as a REIT after the 30-day cure period by taking certain required steps, including (1) the disposition of sufficient nonqualifying assets, or the taking of other actions, which allow us to meet the asset test within (a) six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered or (b) a different period of time prescribed by Treasury Regulations to be issued, (2) paying a tax equal to the greater of (a) $50,000 or (b) the highest corporate tax rate multiplied by the net income generated by the nonqualifying assets, and (3) disclosing certain information to the IRS.

Although we expect to satisfy the asset tests described above and plan to take steps to ensure that we satisfy these tests for each quarter with respect to which we are required to apply the tests, there can be no assurance that we will always be successful or will not require a reduction in our overall interest in an issuer (including in a taxable REIT subsidiary). If we fail to cure any noncompliance with an asset test in a timely manner and the relief provisions described above do not apply, we will cease to qualify as a REIT.

Ownership of interests in partnerships and other entities classified as partnerships

We may own and operate one or more properties through partnerships and other entities classified as partnerships. Treasury Regulations provide that if we are a partner in a partnership, we are deemed to own our proportionate share of the assets of the partnership based on our interest in partnership capital, subject to special rules relating to the 10% REIT asset test described above. Also, we are deemed to be entitled to our proportionate share of the income of the partnership. The assets and gross income of the partnership retain the same character in our hands for purposes of Section 856 of the Code, including satisfying the gross income tests and the asset tests. In addition, for these purposes, the assets and items of income of any partnership in which we own a direct or indirect interest include the partnership's share of assets and items of income of any partnership in which it owns an interest. The treatment described above also applies with respect to the ownership of interests in limited liability companies or other entities that are classified as partnerships for U.S. federal income tax purposes.

We may have direct or indirect control of certain partnerships and other entities classified as partnerships and intend to continue to operate them in a manner consistent with the requirements for qualification as a REIT. From time to time we may be a limited partner or non-managing member in certain partnerships and other entities classified as partnerships. If a partnership or other entity in which we own an interest takes or expects to take actions that could jeopardize our status as a REIT or require us to pay tax, we may be forced to dispose of our interest in the entity. In addition, a partnership or other entity could take an action which could cause us to fail a REIT income or asset test, and we might not become aware of the action in time to dispose of our interest in the applicable entity or take other corrective action on a timely basis. In this case, unless we are entitled to relief, as described above, we will fail to qualify as a REIT.

Ownership of interests in qualified REIT subsidiaries

We may from time to time own and operate certain properties through wholly owned corporate subsidiaries (including entities which, absent the application of the provisions in this paragraph, would be treated as associations classified as corporations for U.S. federal income tax purposes) that we intend to be treated as "qualified REIT subsidiaries" under the Code. A corporation will qualify as our qualified REIT subsidiary if we own 100% of the corporation's outstanding stock, and if we do not elect with the subsidiary to treat it as a "taxable REIT subsidiary," as described below. A qualified REIT subsidiary is not treated as a separate corporation for U.S. federal income tax purposes. All assets, liabilities and items of income, deduction and credit of a qualified REIT subsidiary are treated as assets, liabilities and items of income, deduction and credit (as the case may be) of the parent REIT for all purposes under the Code, including the REIT qualification tests. Thus, in applying the federal tax requirements described herein, any corporations in which we own a 100% interest (other than any taxable REIT subsidiaries) are disregarded, and all assets, liabilities and items of income, deduction and credit of these corporations are treated as our assets, liabilities and items of income, deduction and credit. A qualified REIT subsidiary is not required to pay federal income tax, and our ownership of the stock of a qualified REIT subsidiary does not violate the restrictions against ownership of securities of any one issuer which constitute more than 10% of the voting power or value of the issuer's securities or more than 5% of the value of our total assets.

Ownership of interests in taxable REIT subsidiaries

A taxable REIT subsidiary is a corporation other than another REIT or a qualified REIT subsidiary in which a REIT directly or indirectly holds stock, and that has made a joint election with the REIT to be treated as a taxable REIT subsidiary. A taxable REIT subsidiary also includes any corporation other than a REIT with respect to which a taxable REIT subsidiary owns, directly or indirectly, securities possessing more than 35% of the total voting power or value of the securities of the corporation. A taxable REIT subsidiary generally may engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT, except that a taxable REIT subsidiary may not directly or indirectly operate or manage a lodging or healthcare facility or directly or indirectly provide to any other person (under a franchise, license or otherwise) rights to any brand name under which any lodging or healthcare facility is operated, except in certain limited circumstances permitted by the Code. A taxable REIT subsidiary is subject to federal income tax as a regular C corporation. In addition, a taxable REIT subsidiary may be prevented from deducting interest on debt funded directly or indirectly by its parent REIT if certain tests regarding the taxable REIT subsidiary's debt-to-equity ratio and interest expense are not satisfied. Our ownership of securities of taxable REIT subsidiaries will not be subject to the 5% or 10% asset tests described above. See "—Asset Tests" above.

Unlike a qualified REIT subsidiary, the income and assets of a taxable REIT subsidiary are not attributed to us for purposes of the conditions that we must satisfy to maintain our REIT status. Accordingly, the separate existence of a taxable REIT subsidiary is not ignored for U.S. federal income tax purposes. Rather, for REIT asset and income testing purposes, we take into account our interest in a taxable REIT subsidiary's securities and the income and gain we derive therefrom. A taxable REIT subsidiary or other taxable corporation generally is subject to corporate income tax on its earnings, which may reduce the cash flow that we and our subsidiaries generate in the aggregate, and may reduce our ability to make distributions to our stockholders. A taxable REIT subsidiary may engage in activities or hold assets that are not permitted to be performed or held directly by us or a partnership in which we are a partner without affecting REIT compliance, such as providing certain services to tenants or others (other than in connection with the operation or management of a lodging or healthcare facility). However, certain restrictions are imposed on our ability to own, and our dealings with, taxable REIT subsidiaries. These restrictions are intended to ensure that taxable REIT subsidiaries comprise a limited amount of our business (the securities of our taxable REIT subsidiaries cannot comprise more than 25% of the value of our total assets) and that taxable REIT subsidiaries remain subject to an appropriate level of federal income taxation.

Ownership of interests in subsidiary REITs

Substantially all of our directly held assets will be interests in one or more subsidiary REITs. Our interests in subsidiary REITs are treated as qualifying real estate assets for purposes of the REIT asset requirements, and any dividend income or gains derived from such interests will generally be treated as income that qualifies for purposes of the REIT 75% and 95% income requirements, provided, in each case, that our subsidiary REITs continue to qualify as REITs. We and our subsidiary REITs are separate entities, each of which intends to qualify as a REIT, and each of which must independently satisfy the various REIT qualification requirements as described herein. The failure of one or more of our subsidiary REITs to qualify as a REIT, however, could result in our inability to qualify as a REIT as well.

Distribution requirements

In order to qualify as a REIT, we must distribute dividends, other than capital gain dividends, to our stockholders in an amount at least equal to the sum of:

- 90% of our "REIT taxable income"; and
- 90% of our after-tax net income, if any, from foreclosure property;
- minus the excess of the sum of certain items of non-cash income over 5% of our "REIT taxable income," as described below.

For these purposes, our "REIT taxable income" is computed without regard to the dividends paid deduction and excluding our net capital gain. In addition, for purposes of this test, non-cash income means income attributable to leveled stepped rents, original issue discount, cancellation of indebtedness, and any like-kind exchanges that are later determined to be taxable.

Such dividend distributions generally must be made in the taxable year to which they relate or in the following taxable year if declared before we timely file our tax return for the year and if paid with or before the first regular dividend payment after such declaration. To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100%, of our "REIT taxable income," as adjusted, we will be required to pay tax on the undistributed amount at regular ordinary or capital gain (as applicable) corporate tax rates.

We intend to make timely distributions sufficient to satisfy these annual distribution requirements. It is possible, however, that from time to time we may not have sufficient cash to meet the 90% distribution requirement due to timing differences between (a) the actual receipt of cash, and (b) the inclusion of certain items in income by us for federal income tax purposes. In the event that such timing differences occur, in order to meet the 90% distribution requirement, we may find it necessary to arrange for short-term, or possibly long-term, borrowings, or to pay dividends in the form of taxable distributions of property. A recent IRS revenue procedure allows us to satisfy the distribution requirements for the 2010 and 2011 tax years by distributing up to 90% of our distributions on our common stock in the form of shares of our common stock in lieu of paying dividends entirely in cash. As stated above, we intend to pay dividends on our common stock in the future to maintain our REIT status in a combination of cash and common stock.

Under certain circumstances, we may be permitted to rectify a failure to meet the distribution requirement for a year by paying "deficiency dividends" to our stockholders in a later year, which may be included in our deduction for dividends paid for the earlier year. Thus, we may be able to avoid losing our REIT qualification or being taxed on amounts distributed as deficiency dividends. We will be required, however, to pay interest to the IRS based upon the amount of any deduction taken for deficiency dividends.

Furthermore, we will be required to pay a 4% excise tax to the extent that the amounts we actually distribute during each calendar year (or in the case of distributions with declaration and record dates falling in the last three months of the calendar year, by the end of January immediately following such year) are less than the sum of 85% of our REIT ordinary income for the year, 95% of our REIT capital gain net income for the year and any undistributed taxable income from prior periods. Any REIT ordinary income and capital gain net income on which an income tax is imposed for any year is treated as an amount distributed during that year for purposes of calculating the amount of this tax. We intend to make timely distributions sufficient to satisfy this annual distribution requirement.

Prohibited transaction income

Any gain that we realize on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business (but excluding foreclosure property), either directly or through our partnership or disregarded subsidiary entities, generally is treated as income from a prohibited transaction that is subject to a 100% penalty tax. This prohibited transaction income may also adversely affect our ability to satisfy the income tests for qualification as a REIT. Under existing law, whether property is held as inventory or primarily for sale to customers in the ordinary course of a trade or business is a question of fact that depends on all of the facts and circumstances surrounding the particular transaction. The Code includes a safe-harbor provision that treats a sale as not constituting a prohibited transaction, the income from which is subject to the 100% penalty tax, if the following requirements are met:

- the property sold is a real estate asset for purposes of the asset tests discussed below;
- the REIT has held the property for at least two years;
- aggregate expenditures made by the REIT during the two-year period preceding the date of the sale that are includible in the tax basis of the property do not exceed 30% of the net selling price of the property;
- either (i) the REIT does not make more than seven sales of property during the taxable year (excluding foreclosure property and any involuntary conversion to which Section 1033 of the Code applies), (ii) the aggregate adjusted tax bases of the properties sold by the REIT during the taxable year (excluding foreclosure property and any involuntary conversion to which Section 1033 of the Code applies) do not exceed 10% of the aggregate tax bases of all of the assets of the REIT as of the beginning of the taxable year, or (iii) the fair market value of the properties sold by the REIT during the taxable year (excluding foreclosure property and any involuntary conversion to which Section 1033 of the Code applies) do not exceed 10% of the fair market value of all of the assets of the REIT as of the beginning of the taxable year;
- with respect to property that constitutes land or improvements (excluding property acquired through foreclosure (or deed in lieu of foreclosure) and lease terminations), the property has been held for not less than two years for the production of rental income; and
- if the REIT has made more than seven sales of property during the taxable year (excluding foreclosure property and any involuntary conversion to which Section 1033 of the Code applies), substantially all of the marketing and development expenditures with respect to the property are made through an independent contractor from whom the REIT does not derive or receive any income.

We intend to hold our properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing and owning our properties and to make occasional sales of the properties consistent with our investment objectives. We do not intend to enter into any sales that are prohibited transactions. However, the IRS may contend that one or more of these sales is subject to the 100% penalty tax or income from prohibited transactions.

Penalty tax

Any redetermined rents, redetermined deductions or excess interest we generate are subject to a 100% penalty tax. In general, redetermined rents are rents from real property that are overstated as a result of any services furnished to any of our tenants by one of our taxable REIT subsidiaries, and redetermined deductions and excess interest represent any amounts that are deducted by a taxable REIT subsidiary for amounts paid to us that are in excess of the amounts that would have been deducted based on arm's length negotiations. Rents we receive do not constitute redetermined rents if they qualify for certain safe harbor provisions contained in the Code.

We intend that, in all instances in which our taxable REIT subsidiaries will provide services to our tenants, the fees paid to our taxable REIT subsidiaries for these services will be at arm's length rates, although the fees paid may not satisfy the safe harbor provisions referenced above. These determinations are inherently factual, and the IRS has broad discretion to assert that amounts paid between related parties should be reallocated to reflect their respective incomes clearly. If the IRS successfully makes such an assertion, we will be required to pay a 100% penalty tax on the excess of an arm's length fee for tenant services over the amount actually paid.

Failure to qualify as a REIT

Specified cure provisions may be available to us in the event that we discover a violation of a provision of the Code that would otherwise result in our failure to qualify as a REIT. Except with respect to violations of the REIT income tests and assets tests (for which the cure provisions are described above), and provided the violation is due to reasonable cause and not due to willful neglect, these cure provisions generally impose a $50,000 penalty for each violation in lieu of a loss of REIT status. If we fail to qualify for taxation as a REIT in any taxable year, and the relief provisions do not apply, we will be required to pay tax, including any applicable alternative minimum tax, on our taxable income at the applicable regular corporate rates. Distributions to stockholders in any year in which we fail to qualify as a REIT are not deductible by us, and we will not be required to distribute any amounts to our stockholders. As a result, we anticipate that our failure to qualify as a REIT would reduce the cash available for distribution by us to our stockholders. In addition, if we fail to qualify as a REIT, all distributions to stockholders will be taxable as regular corporate dividends to the extent of our current and accumulated earnings and profits. In this event, stockholders taxed as individuals currently will be taxed on these dividends at a maximum rate of 15% (the same as the maximum rate applicable to long-term capital gains) for tax years through 2010 (for tax years beginning after 2010, the maximum rate applicable to dividends (other than capital gain dividends) are scheduled to increase to the maximum rate then applicable to ordinary income), and corporate distributees may be eligible for the dividends-received deduction. Unless entitled to relief under specific statutory provisions, we also will be disqualified from taxation as a REIT for the four taxable years following the year during which we lost our qualification. We cannot determine whether, under all circumstances in which we discover a violation of any of these provisions of the Code, we will be entitled to this statutory relief.

LEGAL MATTERS

Weil, Gotshal & Manges LLP has passed upon the validity of the notes and the common stock offered hereby on behalf of us. Arnold & Porter passed upon certain legal matters relating to New GGP's classification as a REIT for federal income tax purposes on behalf of us. Certain legal matters will be passed upon on behalf of the underwriters represented by Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York.

EXPERTS

The consolidated financial statements of General Growth Properties, Inc. (the "Company"), except for the financial statements of GGP/Homart II L.L.C. and GGP-TRS L.L.C. (which are accounted for by use of the equity method), as of December 31, 2009 and 2008, and for each of the three years in the period ended December 31, 2009, included in the Prospectus and the related consolidated financial statement schedule included elsewhere in this Registration Statement have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports appearing herein (which reports express an unqualified opinion on the consolidated financial statements and consolidated financial statement schedule and for the consolidated financial statements includes explanatory paragraphs regarding the Company's bankruptcy proceedings, the Company's ability to continue as a going concern, and the Company's change in methods of accounting for noncontrolling interests and convertible debt instruments). The consolidated financial statements of GGP/Homart II L.L.C. and GGP-TRS L.L.C., (which are accounted for by use of the equity method), as of December 31, 2009 and 2008, and for each of the three years in the period ended December 31, 2009, not presented separately herein, have been audited by KPMG LLP, an independent registered public accounting firm, as stated in their reports included herein. Such consolidated financial statements and consolidated financial statement schedule of the Company are included herein in reliance upon the respective reports of such firms given upon their authority as experts in accounting and auditing.

The balance sheet of New GGP, Inc. as of July 2, 2010 (capitalization) included in this Registration Statement has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing herein. Such balance sheet is included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

New GGP has filed with the Securities and Exchange Commission a registration statement on Form S-11 under the Securities Act with respect to the notes and the common stock offered hereby. This prospectus does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto. For further information with respect to New GGP and the notes and common stock offered hereby, you should refer to the registration statement and to the exhibits and schedules filed therewith. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits and schedules thereto may be inspected without charge at the public reference room maintained by the SEC located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of all or any portion of the registration statements and the filings may be obtained from such offices upon payment of prescribed fees. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330 or (202) 551-8090. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

You may obtain a copy of any of our filings, at no cost, by writing or telephoning us at:

New GGP
110 N. Wacker Drive
Chicago, IL 60606
(312) 960-5000.

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New GGP, Inc.

Audited Financial Statement

General Growth Properties, Inc.

Audited Financial Statements

Consolidated Financial Statements

Unaudited Interim Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholder of
New GGP, Inc.
Chicago, Illinois

We have audited the accompanying balance sheet of New GGP, Inc. (the "Company") as of July 2, 2010 (capitalization). This balance sheet is the responsibility of the Company's management. Our responsibility is to express an opinion on this balance sheet based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the balance sheet, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such balance sheet presents fairly, in all material respects, the financial position of New GGP, Inc. as of July 2, 2010 (capitalization), in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Chicago, Illinois
July 15, 2010

NEW GGP, INC.

BALANCE SHEET AS OF JULY 2, 2010 (capitalization)

ASSETS	
Cash	$ 1,000
STOCKHOLDER'S EQUITY	
Common stock (no par value, 1,000 shares authorized, 100 issued and outstanding)	$ 1,000

See notes to balance sheet.

NEW GGP, INC.

NOTES TO BALANCE SHEET

AS OF JULY 2, 2010 (capitalization)

1. ORGANIZATION

New GGP, Inc. (the "Company") was incorporated as a Delaware corporation on July 1, 2010, and has no material assets or any operations. The Company's sole stockholder is GGP Limited Partnership, a subsidiary of General Growth Properties, Inc., a self-administered and self managed, publicly registered, real estate trust, formed in Delaware and headquartered in Chicago, Illinois.

2. BASIS OF PRESENTATION

The Company's Balance Sheet has been prepared in accordance with accounting principles generally accepted in the United States of America. Separate Statements of Income, Changes in Stockholder's Equity and of Cash Flows have not been presented because this entity has had no activity. The Company has evaluated subsequent events through July 15, 2010, which is the date the balance sheet was issued. The Company has had no activity through such date.

3. STOCKHOLDER'S EQUITY

The Company has been capitalized with the issuance of 100 shares of Common Stock (with no par value) for a total of $1,000.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
General Growth Properties, Inc.
Chicago, Illinois

We have audited the accompanying consolidated balance sheets of General Growth Properties, Inc. (Debtor-in-Possession) and subsidiaries (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of income and comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the consolidated financial statements of GGP/Homart II L.L.C. and GGP-TRS L.L.C., the Company's investments in which are accounted for by use of the equity method. The Company's equity of $219,618,000 and $235,845,000 in GGP/Homart II L.L.C.'s net assets as of December 31, 2009 and 2008, respectively, and of $(307,000), $9,703,000, and $17,163,000 in GGP/Homart II L.L.C's net (loss) income for each of the three years in the respective period ended December 31, 2009 are included in the accompanying financial statements. The Company's (deficit) equity of $(5,284,000) and $1,388,000 in GGP-TRS L.L.C.'s net assets as of December 31, 2009 and 2008, respectively, and of $(8,624,000), $8,564,000, and $13,800,000 in GGP-TRS L.L.C.'s net (loss) income for each of the three years in the respective period ended December 31, 2009 are included in the accompanying financial statements. The financial statements of GGP/Homart II L.L.C. and GGP-TRS L.L.C. were audited by other auditors related to the periods listed above whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for such companies, is based solely on the reports of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, such consolidated financial statements present fairly, in all material respects, the financial position of General Growth Properties, Inc. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the consolidated financial statements, on January 1, 2009, the Company changed its methods of accounting for noncontrolling interests and convertible debt instruments and retrospectively adjusted all periods presented in the consolidated financial statements.

As discussed in Note 1 to the consolidated financial statements, the Company has filed for reorganization under Chapter 11 of the United States Bankruptcy Code. The accompanying financial statements do not purport to reflect or provide for the consequences of the bankruptcy proceedings. In particular, such financial statements do not purport to show (a) as to assets, their realizable value on a liquidation basis or their availability to satisfy liabilities; (b) as to prepetition liabilities, the amounts that may be allowed for claims or contingencies, or the status and priority thereof; (c) as to equity accounts, the effect of any changes that may be made in the capitalization of the Company; or (d) as to operations, the effect of any changes that may be made in its business.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's potential inability to negotiate and obtain confirmation of a mutually agreeable plan of reorganization and to address their remaining future debt maturities raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also discussed in Note 1 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2010 expressed an unqualified opinion on the Company's internal control over financial reporting based on our audit.

/s/ Deloitte & Touche LLP

Chicago, Illinois
March 1, 2010 (July 15, 2010 as to the effects of the income statement reclassifications as described in Note 2)

Report of Independent Registered Public Accounting Firm

The Members
GGP/Homart II, L.L.C.:

We have audited the consolidated balance sheets of GGP/Homart II, L.L.C. (a Delaware Limited Liability Company) and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income and comprehensive income, changes in capital, and cash flows for each of the years in the three-year period ended December 31, 2009 (not presented separately herein). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GGP/Homart II, L.L.C. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Chicago, Illinois
February 24, 2010

Report of Independent Registered Public Accounting Firm

The Members
GGP-TRS, L.L.C.:

We have audited the consolidated balance sheets of GGP-TRS, L.L.C. (a Delaware Limited Liability Company) and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income and comprehensive income, changes in members' capital, and cash flows for each of the years in the three-year period ended December 31, 2009 (not presented separately herein). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GGP-TRS, L.L.C. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Chicago, Illinois
February 24, 2010

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED BALANCE SHEETS

	December 31, 2009	December 31, 2008
	(Dollars in thousands)	
Assets:		
Investment in real estate:		
Land	$ 3,327,447	$ 3,354,480
Buildings and equipment	22,851,511	23,609,132
Less accumulated depreciation	(4,494,297)	(4,240,222)
Developments in progress	417,969	1,076,675
Net property and equipment	22,102,630	23,800,065
Investment in and loans to/from Unconsolidated Real Estate Affiliates	1,979,313	1,869,929
Investment property and property held for development and sale	1,753,175	1,823,362
Net investment in real estate	25,835,118	27,493,356
Cash and cash equivalents	654,396	168,993
Accounts and notes receivable, net	404,041	385,334
Goodwill	199,664	340,291
Deferred expenses, net	301,808	333,901
Prepaid expenses and other assets	754,747	835,455
Total assets	$28,149,774	$29,557,330
Liabilities and Equity:		
Liabilities not subject to compromise:		
Mortgages, notes and loans payable	$ 7,300,772	$24,756,577
Investment in and loans to/from Unconsolidated Real Estate Affiliates	38,289	32,294
Deferred tax liabilities	866,400	868,978
Accounts payable and accrued expenses	1,122,888	1,539,149
Liabilities not subject to compromise	9,328,349	27,196,998
Liabilities subject to compromise	17,767,253	—
Total liabilities	27,095,602	27,196,998
Redeemable noncontrolling interests:		
Preferred	120,756	120,756
Common	86,077	379,169
Total redeemable noncontrolling interests	206,833	499,925
Commitments and Contingencies	—	—
Redeemable Preferred Stock: $100 par value; 5,000,000 shares authorized; none issued and outstanding	—	—
Equity:		
Common stock: $.01 par value; 875,000,000 shares authorized, 313,831,411 shares issued as of December 31, 2009 and 270,353,677 shares issued as of December 31, 2008	3,138	2,704
Additional paid-in capital	3,729,453	3,454,903
Retained earnings (accumulated deficit)	(2,832,627)	(1,488,586)
Accumulated other comprehensive loss	(249)	(56,128)
Less common stock in treasury, at cost, 1,449,939 shares as of December 31, 2009 and 2008	(76,752)	(76,752)
Total stockholders' equity	822,963	1,836,141
Noncontrolling interests in consolidated real estate affiliates	24,376	24,266
Total equity	847,339	1,860,407
Total liabilities and equity	$28,149,774	$29,557,330

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Years Ended December 31,		
	2009	2008	2007
	(Dollars in thousands, except for per share amounts)		
Revenues:			
Minimum rents	$ 1,992,046	$ 2,085,758	$ 1,933,674
Tenant recoveries	883,595	927,332	859,801
Overage rents	52,306	72,882	89,016
Land sales	45,997	66,557	145,649
Management fees and other corporate revenues	75,851	96,495	119,941
Other	86,019	112,501	113,720
Total revenues	3,135,814	3,361,525	3,261,801
Expenses:			
Real estate taxes	280,895	274,317	246,484
Property maintenance costs	119,270	114,532	111,490
Marketing	34,363	43,426	54,664
Other property operating costs	529,686	557,259	523,341
Land sales operations	50,807	63,441	116,708
Provision for doubtful accounts	30,331	17,873	5,426
Property management and other costs	176,876	184,738	198,610
General and administrative	28,608	39,245	37,005
Strategic Initiatives	67,341	18,727	—
Provisions for impairment	1,223,810	116,611	130,533
Litigation (benefit) provision	—	(57,145)	89,225
Depreciation and amortization	755,161	759,930	670,454
Total expenses	3,297,148	2,132,954	2,183,940
Operating (loss) income	(161,334)	1,228,571	1,077,861
Interest income	3,321	3,197	8,641
Interest expense	(1,311,283)	(1,325,273)	(1,191,466)
Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items	(1,469,296)	(93,505)	(104,964)
Benefit from (provision for) income taxes	14,610	(23,461)	294,160
Equity in income of Unconsolidated Real Estate Affiliates	4,635	80,594	158,401
Reorganization items	146,190	—	—
(Loss) income from continuing operations	(1,303,861)	(36,372)	347,597
Discontinued operations—(loss) gain on dispositions	(966)	55,044	—
Net (loss) income	(1,304,827)	18,672	347,597
Allocation to noncontrolling interests	20,138	(13,953)	(73,955)
Net (loss) income attributable to common stockholders	$ (1,284,689)	$ 4,719	$ 273,642
Basic and Diluted (Loss) Earnings Per Share:			
Continuing operations	$ (4.11)	$ (0.16)	$ 1.12
Discontinued operations	—	0.18	—
Total basic and diluted (loss) earnings per share	$ (4.11)	$ 0.02	$ 1.12
Dividends declared per share	$ 0.19	$ 1.50	$ 1.85
Comprehensive Income (loss), Net:			
Net (loss) income	$ (1,304,827)	$ 18,672	$ 347,597
Other comprehensive income (loss):			
Net unrealized gains (losses) on financial instruments	18,148	(32,060)	(2,792)
Accrued pension adjustment	763	(1,947)	298
Foreign currency translation	47,008	(75,779)	34,057
Unrealized gains (losses) on available-for-sale securities	533	(159)	(1)
Other comprehensive income (loss)	66,452	(109,945)	31,562
Comprehensive (loss) income allocated to noncontrolling interests	(10,573)	18,160	(5,486)
Comprehensive (loss) income, net, attributable to common stockholders	$ (1,248,948)	$ (73,113)	$ 373,673

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF EQUITY

	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests in Consolidated Real Estate Affiliates	Total Equity
				(Dollars in thousands)			
Balance, December 31, 2006 (as previously reported)	$ 2,424	$ 2,533,898	$ (922,519)	$ 9,582	$ (13,434)	$ —	$ 1,609,951
Cumulative effect of change in accounting principles		(2,585,552)				8,084	(2,577,468)
Adjusted balance, January 1, 2007	$ 2,424	$ (51,654)	$ (922,519)	$ 9,582	$ (13,434)	$ 8,084	$ (967,517)
Net income			273,642			1,564	275,206
Cash distributions declared ($1.85 per share)			(450,854)				(450,854)
Distributions to noncontrolling interests in consolidated Real Estate Affiliates						(2,191)	(2,191)
Conversion of operating partnership units to common stock (1,086,961 common shares)	11	7,684					7,695
Conversion of convertible preferred units to common stock (29,269 common shares)		488					488
Issuance of common stock (1,582,968 common shares and 144,068 treasury shares)	15	64,022	(1,661)		6,657		69,033
Shares issued pursuant to CSA (551,632 common shares and 146,969 treasury shares)	6	29,875			6,790		36,671
Restricted stock grant, net of forfeitures and compensation expense (96,500 common shares)	1	2,695					2,696
Purchase of treasury stock (1,806,900 treasury shares)					(95,648)		(95,648)
Tax benefit from stock option exercises		3,531					3,531
Other comprehensive income				26,076			26,076
Adjustment for equity component of exchangeable senior notes		139,882					139,882
Adjustment for noncontrolling interest in operating partnership		(65,431)					(65,431)
Adjust noncontrolling interest in OP Units		713,515					713,515
Balance, December 31, 2007	$ 2,457	$ 844,607	$ (1,101,392)	$ 35,658	$ (95,635)	$ 7,457	$ (306,848)

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF EQUITY (Continued)

	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests in Consolidated Real Estate Affiliates	Total Equity
				(Dollars in thousands)			
Net income			4,719			2,453	7,172
Cash distributions declared ($1.50 per share)			(389,481)				(389,481)
Contributions from noncontrolling interests in consolidated Real Estate Affiliates						14,356	14,356
Conversion of operating partnership units to common stock (1,178,142 common shares)	12	9,135					9,147
Conversion of convertible preferred units to common stock (15,000 common shares)		250					250
Issuance of common stock (23,128,356 common shares and 50 treasury shares)	232	830,053			3		830,288
Shares issued pursuant to CSA (356,661 treasury shares)		(914)	(2,432)		18,880		15,534
Restricted stock grant, net of forfeitures and compensation expense (327,433 common shares)	3	4,485					4,488
Tax provision from stock option exercises		(2,675)					(2,675)
Officer loan compensation expense		15,372					15,372
Other comprehensive loss				(91,786)			(91,786)
Adjustment for noncontrolling interest in operating partnership		(117,447)					(117,447)
Adjust noncontrolling interest in OP Units		1,872,037					1,872,037
Balance, December 31, 2008	$ 2,704	$ 3,454,903	$ (1,488,586)	$ (56,128)	$ (76,752)	$ 24,266	$ 1,860,407
Net (loss) income			(1,284,689)			1,822	(1,282,867)
Distributions declared ($0.19 per share)			(59,352)				(59,352)
Distributions to noncontrolling interests in consolidated Real Estate Affiliates						(1,712)	(1,712)
Conversion of operating partnership units to common stock (43,408,053 common shares)	434	324,055					324,489
Issuance of common stock (69,309 common shares)	1	42					43
Restricted stock grant, net of forfeitures and compensation expense (372 common shares)	(1)	2,669					2,668
Other comprehensive income				55,879			55,879
Adjustment for noncontrolling interest in operating partnership		13,200					13,200
Adjust noncontrolling interest in OP Units		(65,416)					(65,416)
Balance, December 31, 2009	$ 3,138	$ 3,729,453	$ (2,832,627)	$ (249)	$ (76,752)	$ 24,376	$ 847,339

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2009	2008	2007
		(In thousands)	
Cash Flows from Operating Activities:			
Net (loss) income	$(1,304,827)	$ 18,672	$ 347,597
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Equity in income of Unconsolidated Real Estate Affiliates	(49,146)	(80,594)	(158,401)
Provisions for impairment from Unconsolidated Real Estate Affiliates	44,511	—	—
Provision for doubtful accounts	30,331	17,873	5,426
Distributions received from Unconsolidated Real Estate Affiliates	37,403	68,240	124,481
Depreciation	707,183	712,522	635,873
Amortization	47,978	47,408	34,581
Amortization of deferred finance costs and debt market rate adjustments	34,621	28,410	(11,073)
Amortization of intangibles other than in-place leases	833	(5,691)	(20,945)
Straight-line rent amortization	(26,582)	(27,827)	(24,334)
Deferred income taxes including tax restructuring benefit	833	(4,144)	(368,136)
Non-cash interest expense on Exchangeable Senior Notes	27,388	25,777	17,369
Non-cash interest expense resulting from termination of interest rate swaps	(9,635)	—	—
Loss (gain) on dispositions	966	(55,044)	—
Provisions for impairment	1,223,810	116,611	130,533
Participation expense pursuant to Contingent Stock Agreement	(4,947)	2,849	31,884
Land/residential development and acquisitions expenditures	(78,240)	(166,141)	(243,323)
Cost of land sales	22,019	24,516	48,794
Reorganization items—finance costs related to emerged entities	69,802	—	—
Non-cash reorganization items	(266,916)	—	—
Glendale Matter deposit	67,054	(67,054)	—
Net changes:			
Accounts and notes receivable	(22,601)	12,702	(21,868)
Prepaid expenses and other assets	(11,123)	26,845	53,819
Deferred expenses	(34,064)	(62,945)	(37,878)
Accounts payable and accrued expenses	355,025	(94,188)	135,980
Other, net	9,590	17,644	27,037
Net cash provided by operating activities	871,266	556,441	707,416
Cash Flows from Investing Activities:			
Acquisition/development of real estate and property additions/improvements	(252,844)	(1,187,551)	(1,495,334)
Proceeds from sales of investment properties	6,416	72,958	3,252
Increase in investments in Unconsolidated Real Estate Affiliates	(154,327)	(227,821)	(441,438)
Distributions received from Unconsolidated Real Estate Affiliates in excess of income	74,330	110,533	303,265
Loans (to) from Unconsolidated Real Estate Affiliates, net	(9,666)	15,028	(161,892)
Decrease (increase) in restricted cash	6,260	(12,419)	(11,590)
Other, net	(4,723)	20,282	22,805
Net cash used in investing activities	(334,554)	(1,208,990)	(1,780,932)

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

	Years Ended December 31, 2009	2008	2007
		(In thousands)	
Cash Flows from Financing Activities:			
Proceeds from issuance of mortgages, notes and loans payable	—	3,732,716	4,456,863
Proceeds from issuance of the DIP Facility	400,000	—	—
Principal payments on mortgages, notes and loans payable	(379,559)	(3,314,039)	(2,692,907)
Deferred financing costs	(2,614)	(63,236)	(28,422)
Finance costs related to emerged entities	(69,802)	—	—
Cash distributions paid to common stockholders	—	(389,528)	(450,854)
Cash distributions paid to holders of Common Units	(1,327)	(78,255)	(96,978)
Cash distributions paid to holders of perpetual and convertible preferred units	—	(8,812)	(13,873)
Proceeds from issuance of common stock, including from common stock plans	43	829,291	60,625
Redemption of preferred minority interests	—	—	(60,000)
Purchase of treasury stock	—	—	(95,648)
Other, net	1,950	13,871	(2,895)
Net cash (used in) provided by financing activities	(51,309)	722,008	1,075,911
Net change in cash and cash equivalents	485,403	69,459	2,395
Cash and cash equivalents at beginning of period	168,993	99,534	97,139
Cash and cash equivalents at end of period	$ 654,396	$ 168,993	$ 99,534
Supplemental Disclosure of Cash Flow Information:			
Interest paid	$ 1,061,512	$ 1,342,659	$ 1,272,823
Interest capitalized	53,641	66,244	86,606
Income taxes paid	19,826	43,835	96,133
Reorganization items paid	120,726	—	—
Non-Cash Transactions:			
Common stock issued in exchange for Operating Partnership Units	$ 324,489	$ 9,147	$ 7,695
Common stock issued pursuant to Contingent Stock Agreement	—	15,533	36,671
Common stock issued in exchange for convertible preferred units	—	250	488
Change in accrued capital expenditures included in accounts payable and accrued expenses	(86,367)	67,339	24,914
Change in deferred contingent property acquisition liabilities	(174,229)	178,815	—
Deferred financing costs payable in conjunction with the DIP Facility	19,000	—	—
Debt market rate adjustment related to emerged entities	342,165	—	—
Recognition of note payable in conjunction with land held for development and sale	6,520	—	—
Assumption of debt by purchaser in conjunction with sale of office buildings	—	84,000	—
Acquisition of joint venture partner share of GGP/Homart, Inc.:			
Total assets	—	—	3,331,032
Total liabilities	—	—	2,381,942

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 ORGANIZATION

General

General Growth Properties, Inc. ("GGP"), a Delaware corporation, is a self-administered and self-managed real estate investment trust, referred to as a "REIT" which, as described in "Debtors in Possession" below, filed for bankruptcy protection under Chapter 11 of Title 11 of the United States Code ("Chapter 11") in the Southern District of New York (the "Bankruptcy Court") on April 16, 2009 (the "Petition Date"). GGP was organized in 1986 and through its subsidiaries and affiliates operates, manages, develops and acquires retail and other rental properties, primarily shopping centers, which are located primarily throughout the United States. GGP also holds assets through its international Unconsolidated Real Estate Affiliates (defined below) in Brazil, Turkey and Costa Rica (Note 5). Additionally, GGP develops and sells land for residential, commercial and other uses primarily in large-scale, long-term master planned community projects in and around Columbia, Maryland; Summerlin, Nevada; and Houston, Texas, as well as one residential condominium project located in Natick (Boston), Massachusetts. In these notes, the terms "we," "us" and "our" refer to GGP and its subsidiaries (the "Company").

Substantially all of our business is conducted through GGP Limited Partnership (the "Operating Partnership" or "GGPLP"). As of December 31, 2009, common equity ownership (without giving effect to the potential conversion of the Preferred Units as defined below) of the Operating Partnership was as follows:

98%	GGP, as sole general partner
1	Limited partners that indirectly include family members of the original stockholders of the Company. Represented by common units of limited partnership interest (the "Common Units")
1	Limited partners that include subsequent contributors of properties to the Operating Partnership which are also represented by Common Units.
100%	

The Operating Partnership also has preferred units of limited partnership interest (the "Preferred Units") outstanding. The terms of the Preferred Units provide that the Preferred Units are convertible into Common Units which then are redeemable for cash or, at our option, shares of GGP common stock on a one-for-one basis (Note 11).

In addition to holding ownership interests in various joint ventures, the Operating Partnership generally conducts its operations through the following subsidiaries:

- GGPLP L.L.C., a Delaware limited liability company (the "LLC"), has ownership interests in the majority of our Consolidated Properties (as defined below) (other than those acquired in The Rouse Company merger in November 2004 (the "TRC Merger").
- The Rouse Company LP ("TRCLP"), successor to The Rouse Company ("TRC"), which includes both REIT and taxable REIT subsidiaries ("TRSs"), has ownership interests in Consolidated Properties and Unconsolidated Properties (each as defined below).

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 1 ORGANIZATION (Continued)

- General Growth Management, Inc., a TRS which manages, leases, and performs various services for some of our Unconsolidated Real Estate Affiliates (defined below) and 19 properties owned by unaffiliated third parties, all located in the United States and also performs marketing and strategic partnership services at all of our Consolidated Properties ("GGMI").

In this report, we refer to our ownership interests in properties in which we own a majority or controlling interest and, as a result, are consolidated under generally accepted accounting principles ("GAAP") as the "Consolidated Properties." Some properties are held through joint venture entities in which we own a non-controlling interest ("Unconsolidated Real Estate Affiliates") and we refer to those properties as the "Unconsolidated Properties." Collectively, we refer to the Consolidated Properties and Unconsolidated Properties as our "Company Portfolio."

Debtors in Possession

In the fourth quarter of 2008 we suspended our cash dividend and halted or slowed nearly all development and redevelopment projects other than those that were substantially complete, could not be deferred as a result of contractual commitments, and joint venture projects. As we had significant past due, or imminently due, and cross-collateralized or cross-defaulted debt on the Petition Date, the Company, the Operating Partnership and certain of the Company's domestic subsidiaries filed voluntary petitions for relief under Chapter 11. On April 22, 2009, certain additional domestic subsidiaries (collectively with the subsidiaries filing on the Petition Date, the Company and the Operating Partnership, the "Debtors") of the Company also filed voluntary petitions for relief in the Bankruptcy Court (collectively, the "Chapter 11 Cases") which the Bankruptcy Court has ruled may be jointly administered. However, neither GGMI, certain of our wholly-owned subsidiaries, nor any of our joint ventures, (collectively, the "Non-Debtors") either consolidated or unconsolidated, have sought such protection.

In the aggregate, the Debtors, all of which are consolidated in the accompanying consolidated financial statements, own and operate 166 of the more than 200 regional shopping centers that we own and manage. The Non-Debtors are continuing their operations and are not subject to the requirements of Chapter 11. Pursuant to Chapter 11, a debtor is afforded certain protection against its creditors and creditors are prohibited from taking certain actions (such as pursuing collection efforts or proceeding to foreclose on secured obligations) related to debts that were owed prior to the commencement of the Chapter 11 Cases. Accordingly, although the commencement of the Chapter 11 Cases triggered defaults on substantially all debt obligations of the Debtors, creditors are stayed from taking any action as a result of such defaults. Absent an order of the Bankruptcy Court, these pre-petition liabilities are subject to settlement under a plan of reorganization.

Since the Petition Date, the Bankruptcy Court has granted a variety of Debtors motions that allow the Company to continue to operate its business in the ordinary course without interruption; and covering, among other things, employee obligations, critical service providers, tax matters, insurance matters, tenant and contractor obligations, claim settlements, ordinary course property sales, cash management, cash collateral, alternative dispute resolution, settlement of pre-petition mechanics liens and department store transactions. The Bankruptcy Court has also approved the Debtors' request to enter into a post-petition financing arrangement (the "DIP Facility"), as further discussed in Note 6.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 1 ORGANIZATION (Continued)

During December 2009, January and February 2010, 231 Debtors (the "Track 1 Debtors") owning 119 properties with $12.33 billion of secured mortgage loans filed consensual plans of reorganization (the "Track 1 Plans"). As of December 31, 2009, 113 Debtors owning 50 properties with $4.65 billion secured debt emerged from bankruptcy (the "Track 1A Debtors"). Effectiveness of the plans of reorganization and emergence from bankruptcy of the remaining Track 1 Debtors (the "Track 1B Debtors") continued through February 2010 and is expected to be completed in the first quarter of 2010. In such regard, through March 1, 2010, an additional 92 Debtors owning 57 properties with $5.98 billion of secured mortgage debt emerged from bankruptcy. The Chapter 11 Cases for the remaining Debtors (generally, GGP, GGPLP and other holding company or investment subsidiaries (the "TopCo Debtors") which own certain individual or groups of properties but also certain operating property Debtors, (collectively, the "2010 Track Debtors")) will continue until their respective plans of reorganization are filed with the Bankruptcy Court, approved by the applicable classes of creditors and confirmed by the Bankruptcy Court.

GGP is continuing to pursue consensual restructurings for 31 Debtors (the "Remaining Secured Debtors") with secured loans aggregating $2.50 billion.

On December 18, 2009, the Bankruptcy Court approved the payment of a $0.19 per share dividend to holders of record of GGP common stock on December 28, 2009 as declared by the GGP Board of Directors to allow GGP to satisfy the REIT dividend distribution requirements (Note 7) for 2009. The dividend was paid on January 28, 2010 in a combination of approximately $5.9 million in cash and approximately 4.9 million shares of common stock (with a valuation of $10.8455 calculated based on the volume weighted average trading prices of GGP's common stock on January 20, 21 and 22, 2010).

As described above, we have received legal protection from our creditors pursuant to the Chapter 11 Cases. This protection is limited in duration and the 2010 Track Debtors are currently negotiating the terms of a reorganization plan with our lenders and other stakeholders which is expected to require significant additional equity capital. The Track 1 Plans are a key component of the plan of reorganization currently being developed. We have filed a motion to extend the exclusivity period for us to file a plan until August 26, 2010 and to solicit acceptances of such plan to October 26, 2010. Our motion is currently scheduled to be heard by the Bankruptcy Court on March 3, 2010. Pending entry on order on our motion, the Bankruptcy Court has entered a bridge order extending the exclusivity period until the date that is 7 days following the date on which an order on our extension motion is entered. If an order is entered by the Bankruptcy Court granting our extension motion, it will supersede the bridge order. If the Bankruptcy Court denies our extension motion, the Company will have 7 days following the entry of an order related to the March 3 hearing before exclusivity expires. If we do not file a plan of reorganization for the 2010 Track Debtors prior to the lapse of the exclusivity period, any party in interest would be able to file a plan of reorganization for any of the 2010 Track Debtors.

Our potential inability to negotiate and obtain confirmation of a mutually agreeable plan of reorganization for the 2010 Track Debtors and to address our remaining future debt maturities raise substantial doubts as to our ability to continue as a going concern. The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. However, as a result of the

NOTE 1 ORGANIZATION (Continued)

Chapter 11 Cases, such realization of assets and satisfaction of liabilities are subject to a significant number of uncertainties. Our consolidated financial statements do not reflect any adjustments related to the recoverability of assets and satisfaction of liabilities that might be necessary should we be unable to continue as a going concern.

Shareholder Rights Plan

We have a shareholder rights plan (with an expiration date, as amended, of the plan on November 18, 2010) which will impact a potential acquirer unless the acquirer negotiates with our Board of Directors and the Board of Directors approves the transaction. Pursuant to this plan, as amended, one preferred share purchase right (a "Right") is attached to each currently outstanding or subsequently issued share of our common stock. Prior to becoming exercisable, the Rights trade together with our common stock. In general, the Rights will become exercisable if a person or group acquires or announces a tender or exchange offer for 15% or more of our common stock. Each Right entitles the holder to purchase from GGP one-third of one-thousandth of a share of Series A Junior Participating Preferred Stock, par value $100 per share (the "Preferred Stock"), at an exercise price of $105 per one one-thousandth of a share, subject to adjustment. If a person or group acquires 15% or more of our common stock, each Right will entitle the holder (other than the acquirer) to purchase shares of our common stock (or, in certain circumstances, cash or other securities) having a market value of twice the exercise price of a Right at such time. Under certain circumstances, each Right will entitle the holder (other than the acquirer) to purchase the common stock held by the acquirer having a market value of twice the exercise price of a Right at such time. In addition, under certain circumstances, our Board of Directors may exchange each Right (other than those held by the acquirer) for one share of our common stock, subject to adjustment. If the Rights become exercisable, holders of common units of partnership interest in the Operating Partnership, other than GGP, will receive the number of Rights they would have received if their units had been redeemed and the purchase price paid in our common stock.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of GGP, our subsidiaries and joint ventures in which we have a controlling interest. For consolidated joint ventures, the noncontrolling partner's share of the assets, liabilities and operations of the joint ventures (generally computed as the joint venture partner's ownership percentage) is included in noncontrolling interests in Consolidated Real Estate Affiliates as permanent equity of the Company. All significant intercompany balances and transactions have been eliminated.

Reclassifications and Adoption of New Accounting Pronouncements

In 2009, certain amounts in the 2008 and 2007 consolidated financial statements were reclassified to conform to the current period presentation. In 2010, additional reclassifications, within the categories of revenues and expenses, were made to the 2009, 2008 and 2007 consolidated statements of income and comprehensive income to conform to the 2010 presentation. Specifically, in order to improve our internal and external reporting, we reclassified $10.6, $10.7 and $13.4 million, respectively, of 2009,

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2008 and 2007 asset management and other corporate revenues (such as sponsorship income, photo income and vending income) from other revenue to management fees and other corporate revenues. In addition, we reclassified $113.4, $120.5 and $105.0 million, respectively, of 2009, 2008 and 2007 cleaning, landscaping and trash expenses from property maintenance costs to other property operating costs. Total revenues, total expenses and operating income (loss) for such periods were unchanged by such reclassifications. Finally, as of January 1, 2009 we adopted the following two accounting pronouncements that required retrospective application, in which all periods presented reflect the necessary changes.

As of January 1, 2009, we retrospectively adopted a new generally accepted accounting principle related to convertible debt instruments that may be settled in cash upon conversion, which required us to separately account for the liability and equity components of our Exchangeable Senior Notes (the "Exchangeable Notes") in a manner that reflects the nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. The impact of the required retrospective application of this pronouncement on our consolidated financial statements is that the Exchangeable Notes have been reflected as originally being issued at a discount, with such discount being reflected through April, 2012 as a non-cash increase in interest expense. Below is a summary of the effects of the retrospective application of this pronouncement on the consolidated financial statements and the Exchangeable Notes.

	December 31, 2009	December 31, 2008
	(In thousands)	
Balance Sheet:		
Principal amount of liability	$ 1,550,000	$ 1,550,000
Unamortized discount	(69,348)	(96,736)
Carrying amount of liability component	$ 1,480,652	$ 1,453,264
Carrying amount of equity component	$ 139,882	$ 139,882

	December 31, 2009	2008	2007
	(Dollars in thousands)		
Income Statement:			
Coupon interest	$ 61,690	$ 61,690	$ 41,127
Discount amortization	27,388	25,777	17,369
Total interest	$ 89,078	$ 87,467	$ 58,496
Effective interest rate	5.62%	5.62%	5.62%

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	As Previously Reported December 31, 2008	Impact of Retrospective Application	Current Presentation December 31, 2008
		(In thousands)	
Balance Sheet			
Mortgages, notes and loans payable	$ 24,853,313	$ (96,736)	$ 24,756,577

	As Previously Reported December 31, 2008	Impact of Retrospective Application	Current Presentation December 31, 2008
		(Dollars in thousands)	
Income Statement			
Interest expense	$ (1,299,496)	$ (25,777)	$ (1,325,273)
Allocation to noncontrolling interests	(18,189)*	4,236	(13,953)
Net income attributable to common stockholders	26,260	(21,541)	4,719
Basic and Diluted Earnings Per Share	$ 0.10	$ (0.08)	$ 0.02

* Includes the effect of adoption of new generally accepted accounting principles related to noncontrolling interests in consolidated financial statements on the presentation of noncontrolling interests. See below for further detail.

	As Previously Reported December 31, 2007	Impact of Retrospective Application	Current Presentation December 31, 2007
		(Dollars in thousands)	
Income Statement			
Interest expense	$ (1,174,097)	$ (17,369)	$ (1,191,466)
Allocation to noncontrolling interests	(77,012)	3,057	(73,955)
Net income attributable to common stockholders	287,954	(14,312)	273,642
Basic and Diluted Earnings Per Share	$ 1.18	$ (0.06)	$ 1.12

As of January 1, 2009, we retrospectively adopted a new generally accepted accounting principle related to noncontrolling interests in consolidated financial statements, which changed the reporting for minority interests in our consolidated joint ventures by re-characterizing them as noncontrolling interests and re-classifying certain of such minority interests as a component of permanent equity in our Consolidated Balance Sheets. The minority interests related to our common and preferred Operating Partnership units have been re-characterized as redeemable noncontrolling interests and will remain as temporary equity at a mezzanine level in our Consolidated Balance Sheets presented at the greater of the carrying amount adjusted for the noncontrolling interest's share of the allocation of income or loss (and its share of other comprehensive income or loss) and dividends or the Fair Value (as defined

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

below) as of each measurement date subsequent to the measurement date. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ("Fair Value"). The excess of the Fair Value over the carrying amount from period to period is charged to Additional paid-in capital in our Consolidated Balance Sheets. This also changed the presentation of the income allocated to minority interests by re-characterizing it as allocations to noncontrolling interests and re-classifying such income as an adjustment to net income to arrive at net income attributable to common stockholders.

As of June 30, 2009, we adopted a new generally accepted accounting principle related to subsequent events which provides guidance on our assessment of subsequent events. The new standard clarifies that we must evaluate, as of each reporting period, events or transactions that occur after the balance sheet date through the date that the financial statements are issued. We performed our assessment of subsequent events and all material events or transactions since December 31, 2009 have been integrated into our disclosures in the accompanying consolidated financial statements.

Accounting for Reorganization

The accompanying consolidated financial statements and the combined condensed financial statements of the Debtors presented below have been prepared in accordance with the generally accepted accounting principles related to financial reporting by entities in reorganization under the Bankruptcy Code, and on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Such accounting guidance also provides that if a debtor, or group of debtors, has significant combined assets and liabilities of entities which have not sought Chapter 11 bankruptcy protection, the debtors and non-debtors should continue to be combined. However, separate disclosure of financial statement information solely relating to the debtor entities should be presented. Therefore, the combined condensed financial statements presented below solely reflect the results for the Track 1B Debtors and the 2010 Track Debtors.

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Combined Condensed Balance Sheet

	December 31, 2009
	(In thousands)
Net investment in real estate	$ 17,601,372
Cash and cash equivalents	592,448
Accounts and notes receivable, net	230,138
Other	860,206
Total Assets	$ 19,284,164
Liabilities not subject to compromise:	
Mortgages, notes and loans payable	$ 400,000
Deferred tax liabilities	910,847
Investment in and loans to/from Unconsolidated Real Estate Affiliates	33,005
Accounts payable and accrued expenses	766,121
Liabilities subject to compromise	17,767,253
Total redeemable non-controlling interest	206,833
Equity	(799,895)
Total Liabilities and Equity	$ 19,284,164

As described above, since the Track 1B Debtors and the 2010 Track Debtors commenced their respective Chapter 11 Cases on two different dates in April 2009, combined condensed statements of operations and the combined condensed statement of cash flows is presented from May 1, 2009 to December 31, 2009.

Combined Condensed Statement of Operations

	May 1, 2009 to December 31, 2009
	(In thousands)
Operating Revenues	$ 1,140,063
Operating Expenses	(1,591,501)
Operating Income	(451,438)
Interest expense, net	(611,061)
Provision for income taxes	(4,302)
Equity in income of Real Estate Affiliates	52,832
Reorganization items	(189,390)
Net loss	(1,203,359)
Allocation to noncontrolling interests	11,028
Net loss attributable to common stockholders	$ (1,192,331)

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Combined Condensed Statement of Cash Flows

	May 1, 2009 to December 31, 2009 (In thousands)
Net cash provided by:	
Operating activities	$ 623,808
Investing activities	(278,362)
Financing activities	188,225
Net increase in cash and cash equivalents	533,671
Cash and cash equivalents, beginning of period	58,777
Cash and cash equivalents, end of period	$ 592,448
Cash paid for reorganization items	$ (41,020)

Pre-Petition Date claims and Classification of Liabilities Subject to Compromise

During September 2009, the Debtors filed with the Bankruptcy Court their schedules of the assets and liabilities existing on the Petition Date. In addition, November 12, 2009 was established by the Bankruptcy Court as the general bar date (the date by which most entities that wished to assert a pre-petition claim against a Debtor had to file a proof of claim in writing). The Debtors have made subsequent amendments to those schedules and, as the bar date has passed, are now in the process of evaluating, reconciling and resolving all claims that were timely submitted. The substantial majority of the claims submitted were erroneous, duplicative or protective and the Debtors have filed, and will continue to file, claim objections with the Bankruptcy Court. Claim objections, that is, differences between liability amounts estimated by the Debtors and claims submitted by creditors that cannot be resolved, will be submitted to the Bankruptcy Court which will make a final determination of the allowable claim. The Track 1 Plans provide that all allowed claims, that is, undisputed or Bankruptcy Court affirmed claims of creditors against the Track 1 Debtors, are to be paid in full. Our aggregate liabilities (consisting of Liabilities Subject to Compromise ("LSTC") and not subject to compromise as further described below) include provisions for claims against both the Track 1 Debtors and the 2010 Track Debtors that were timely submitted to the Bankruptcy Court and have been recorded, as appropriate, based upon the GAAP guidance for the recognition of contingent liabilities and on our evaluations of such claims. Accordingly, although submitted proofs of claims against all Debtors exceed the amounts recorded for such claims, we currently believe that the aggregate amount of claims recorded by the Debtors will not vary materially from the amount of claims that will ultimately be allowed or resolved by the Bankruptcy Court.

Liabilities not subject to compromise include: (1) liabilities held by Non-Debtor and Track 1A Debtor entities; (2) liabilities incurred after the Petition Date; (3) pre-petition liabilities that the Track 1B Debtors and the 2010 Track Debtors expect to pay in full, even though certain of these amounts may not be paid until after the applicable Debtor's plan of reorganization is effective; and (4) liabilities related to pre-petition contracts that affirmatively have not been rejected. Unsecured liabilities not subject to compromise as of December 31, 2009 with respect to the Track 1A Debtors are reflected at the current estimate of the probable amounts to be paid. However, the amounts of such unsecured

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

liabilities related to the associated liabilities not subject to compromise resolved or allowed by the Bankruptcy Court (and therefore paid at 100% pursuant to the Track 1 Plans) has not yet been determined. In such regard, during February 2010, payments commenced on the Track 1 Debtor claims, a process expected to continue for several months as the amounts to be allowed are confirmed by the Bankruptcy Court. With respect to secured liabilities, GAAP bankruptcy guidance provides that Track 1A Debtor mortgage loans should be recorded at their estimated Fair Value upon emergence. A discount of approximately $342.2 million was recorded on such $4.65 billion of secured debt, with the resulting gain classified as a reorganization item. This discount will be accreted on an effective yield basis into interest expense in future periods as a non-cash item until maturity of the related debt obligation. In certain cases, either due to loan modifications which provide, with respect to the Special Consideration Properties (as defined in Note 6), the right to satisfy our obligations to the applicable mortgage lender by assigning title to the property to such lender or due to the non-recourse nature of the loans, the estimated Fair Value of the debt was set to the estimated Fair Value of the property. Similar gains will be recorded in the first quarter of 2010 with respect to the $7.69 billion of mortgage loans related to the Track 1B Debtors that have emerged or will emerge from bankruptcy in 2010.

All liabilities incurred prior to the Petition Date other than those specified immediately above are considered LSTC. The amounts of the various categories of liabilities that are subject to compromise are set forth below. As described above, these amounts represent the Company's estimates of known or potential pre-petition claims that are likely to be resolved in connection with the Chapter 11 Cases. Such claims remain subject to future adjustments which may result from 2010 Track Debtor/creditor negotiations, actions of the Bankruptcy Court, rejection of executory contracts and unexpired leases, the determination as to the value of any collateral securing claims, amended proofs of claim, or other events. There can be no assurance that the liabilities represented by claims against a particular 2010 Track Debtor will not be found to exceed the Fair Value of its respective assets. This could result in claims being paid at less than 100% of their face value and the equity of the applicable 2010 Track Debtor being diluted or eliminated entirely. The amounts subject to compromise consisted of the following items:

	December 31, 2009 (In thousands)
Mortgages and secured notes	$ 11,148,467
Unsecured notes	6,006,778
Accounts payable and accrued liabilities	612,008
Total liabilities subject to compromise	$ 17,767,253

The classification of liabilities as LSTC or as liabilities not subject to compromise is based on currently available information and analysis. As the Chapter 11 Cases proceed and additional information is received and analysis is completed, or as the Bankruptcy Court rules on relevant matters, the classification of amounts between LSTC and liabilities not subject to compromise may change. The amount of any such changes could be material.

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reorganization Items

Reorganization items under the Chapter 11 Cases are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases and are presented separately in the Consolidated Statements of Income and Comprehensive Income and in the condensed combined statements of operations of the Debtors presented above. These items include professional fees and similar types of expenses and gains directly related to the Chapter 11 Cases, resulting from activities of the reorganization process, and interest earned on cash accumulated by the Debtors as a result of the Chapter 11 Cases. Unless property-specific or expressly allocated, reorganization items have been considered to be exclusively TopCo Debtor items.

With respect to certain retained professionals, the terms of engagement and the timing of payment for services rendered are subject to approval by the Bankruptcy Court. In addition, certain of these retained professionals have agreements that provide for success or completion fees that are payable upon the consummation of specified restructuring or sale transactions. A portion of these success or completion fees, currently estimated at approximately $28.4 million in the aggregate, have been deemed probable of being paid and therefore we accrued $7.2 million related to the period from the date the retention of those professionals was approved by the Bankruptcy Court to our estimated date of successful emergence from bankruptcy.

In addition, the key employee incentive program (the "KEIP") was subject to approval by the Bankruptcy Court. The KEIP is intended to retain certain key employees and provides for payment to these employees upon successful emergence from bankruptcy. A portion of the KEIP, currently estimated at approximately $131 million in the aggregate, has been deemed probable of being paid and therefore, as of December 31, 2009, we have accrued $27.5 million related to the period from the date approved by the Bankruptcy Court to our estimated date of successful emergence from bankruptcy. Although the amount of the KEIP payment is technically uncapped, we estimate the cost to be in the range from zero to approximately $160 million.

Reorganization items are as follows:

Reorganization Items	Post-Petition Period Ended December 31, 2009 (In thousands)
Gains on liabilities subject to compromise(1)	$ (350,692)
Interest income(2)	(34)
U.S. Trustee fees(3)	3,993
Restructuring costs(4)	200,543
Total reorganization items	$ (146,190)

(1) This amount primarily relates to a $342.2 million gain that resulted from the required Fair Value of debt adjustment for the entities that emerged from bankruptcy in December 2009. This amount also includes repudiation, rejection or termination of contracts or guarantee of obligations. In addition, such gains reflect agreements reached with certain

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

critical vendors (as defined), which were authorized by the Bankruptcy Court and for which payments on an installment basis began in July 2009.

(2) Interest income primarily reflects amounts earned on cash accumulated as a result of our Chapter 11 cases.

(3) Estimate of fees due remain subject to confirmation and review by the Office of the United States Trustee ("U.S. Trustee").

(4) Restructuring costs primarily includes professional fees incured related to the bankruptcy filings; finance costs incurred by and the write off of unamortized deferred finance costs related to the the properties that emerged from bankruptcy in December.

Properties

Real estate assets are stated at cost less any provisions for impairments. Construction and improvement costs incurred in connection with the development of new properties or the redevelopment of existing properties are capitalized to the extent the total carrying amount of the property does not exceed the estimated Fair Value of the completed property. Real estate taxes and interest costs incurred during construction periods are capitalized. Capitalized interest costs are based on qualified expenditures and interest rates in place during the construction period. Capitalized real estate taxes and interest costs are amortized over lives which are consistent with the constructed assets.

Pre-development costs, which generally include legal and professional fees and other directly-related third-party costs, are capitalized as part of the property being developed. In the event a development is no longer deemed to be probable, the costs previously capitalized are expensed (see also our impairment policies in this Note 2 below).

Tenant improvements, either paid directly or in the form of construction allowances paid to tenants, are capitalized and depreciated over the applicable lease term. Maintenance and repairs are charged to expense when incurred. Expenditures for significant betterments and improvements are capitalized.

Depreciation or amortization expense is computed using the straight-line method based upon the following estimated useful lives:

	Years
Buildings and improvements	40 - 45
Equipment, tenant improvements and fixtures	5 - 10

Impairment

Operating properties, land held for development and sale and developments in progress

The generally accepted accounting principles related to accounting for the impairment or disposal of long-lived assets require that if impairment indicators exist and the undiscounted cash flows expected to be generated by an asset are less than its carrying amount, an impairment provision should be recorded to write down the carrying amount of such asset to its Fair Value. We review our consolidated

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

and unconsolidated real estate assets, including operating properties, land held for development and sale and developments in progress, for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment indicators for our retail and other segment are assessed separately for each property and include, but are not limited to, significant decreases in real estate property net operating income and occupancy percentages.

Impairment indicators for our Master Planned Communities segment are assessed separately for each community and include, but are not limited to, significant decreases in sales pace or average selling prices, significant increases in expected land development and construction costs or cancellation rates, and projected losses on expected future sales.

Impairment indicators for pre-development costs, which are typically costs incurred during the beginning stages of a potential development, and developments in progress are assessed by project and include, but are not limited to, significant changes in projected completion dates, revenues or cash flows, development costs, market factors and sustainability of development projects.

If an indicator of potential impairment exists, the asset is tested for recoverability by comparing its carrying amount to the estimated future undiscounted cash flow. The cash flow estimates used both for determining recoverability and estimating Fair Value are inherently judgmental and reflect current and projected trends in rental, occupancy and capitalization rates, and estimated holding periods for the applicable assets. Although the estimated value of certain assets may be exceeded by the carrying amount, a real estate asset is only considered to be impaired when its carrying amount cannot be recovered through estimated future undiscounted cash flows. To the extent an impairment provision is necessary; the excess of the carrying amount of the asset over its estimated Fair Value is expensed to operations. In addition, the impairment provision is allocated proportionately to adjust the carrying amount of the asset. The adjusted carrying amount, which represents the new cost basis of the asset, is depreciated over the remaining useful life of the asset.

In 2009, the holding periods for the Special Consideration Properties were reduced to either reflect our probable transfer of such properties to the lender in satisfaction of the secured debt obligation or a change in the estimated holding period with respect to such property in conjunction with the development of our overall plan of reorganization. We recorded impairment charges related to our operating properties, land held for development and sale, and properties under development of $1.08 billion, $83.8 million and $130.5 million for the years ended December 31, 2009, 2008 and 2007, as presented in the table below. All of these impairment charges are included in provisions for impairment in our consolidated financial statements for the years ended December 31, 2009, 2008 and 2007.

Investment in Unconsolidated Real Estate Affiliates

In accordance with the generally accepted accounting principles related to the equity method of accounting for investments, a series of operating losses of an investee or other factors may indicate that a decrease in value of our investment in the Unconsolidated Real Estate Affiliates has occurred which is other-than-temporary. The investment in each of the Unconsolidated Real Estate Affiliates is evaluated periodically and as deemed necessary for recoverability and valuation declines that are other

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

than temporary. Accordingly, in addition to the property-specific impairment analysis that we perform on the investment properties, land held for development and sale and developments in progress owned by such joint ventures (as part of our investment property impairment process described above), we also considered the ownership and distribution preferences and limitations and rights to sell and repurchase our ownership interests. We recorded impairment charges related to our investments in Circle T Power Center and The Shops at Circle T Ranch joint venture of $10.6 million for the year ended December 31, 2009 to write these investments down to their estimated Fair Value. Based on such evaluations, no provisions for impairment were recorded for the years ended December 31, 2008 and 2007 related to our investments in Unconsolidated Real Estate Affiliates. See Note 5 for further disclosure of the provisions for impairment related to certain properties within our Unconsolidated Real Estate Affiliates.

Goodwill

The excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed was recorded as goodwill. Goodwill has been recognized and allocated to specific properties in our Retail and Other Segment since each individual rental property or each operating property is an operating segment and considered a reporting unit. The generally accepted accounting principles related to goodwill and other intangible assets states that goodwill should be tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. As of the end of each quarter in 2009, we performed impairment tests on goodwill as changes in current market and economic conditions during each of the quarters in 2009 indicated an impairment of the asset might have occurred. We perform this test by first comparing the estimated Fair Value of each property with our book value of the property, including, if applicable, its allocated portion of aggregate goodwill. We assess Fair Value based on estimated future cash flow projections that utilize discount and capitalization rates which are generally unobservable in the market place (Level 3 inputs) under these principles, but approximate the inputs we believe would be utilized by market participants in assessing fair value. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions. If the carrying amount of a property, including its goodwill, exceeds its estimated Fair Value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. In this second step, if the implied Fair Value of goodwill is less than the carrying amount of goodwill, an impairment charge is recorded. Based on our testing methodology, we recorded provisions for impairment of goodwill for the years

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

ended December 31, 2009 and 2008, as presented in the table below. No provisions for impairment of goodwill were recorded for the year ended December 31, 2007.

	2009	2008
	(In thousands)	
Balance as of January 1		
Goodwill*	$ 373,097	$ 385,683
Accumulated impairment losses	(32,806)	—
	340,291	385,683
Adjustments resulting from the subsequent recognition of deferred tax assets during the year*	—	(12,586)
Impairment losses during the year	(140,627)	(32,806)
Balance as of December 31		
Goodwill	373,097	373,097
Accumulated impairment losses	(173,433)	(32,806)
	$ 199,664	$ 340,291

* Resulting from GGP's merger with TRC in 2004.

Summary of all Impairment Provisions:

Impaired Asset	Location	Method of Determining Fair Value	Years Ended December 31, 2009	2008	2007
			(In thousands)		
Retail and other:					
Operating properties:					
Bay City Mall	Bay City, MI	Discounted cash flow analysis(4)	$ 830	$ —	$ —
Cache Valley Mall	Logan, UT	Discounted cash flow analysis(5)	3,169	—	—
Cache Valley Marketplace	Logan, UT	Discounted cash flow analysis(5)	938	—	—
Century Plaza	Birmingham, AL	Projected sales price analysis(1)	—	7,819	—
Chico Mall	Chico, CA	Discounted cash flow analysis(4)	4,127	—	—
Country Hills Plaza	Ogden, UT	Discounted cash flow analysis(4)	287	—	—
Eagle Ridge Mall	Lake Wales, FL	Discounted cash flow analysis(4)	22,301	—	—
Foothills Mall	Fort Collins, CO	Discounted cash flow analysis(5)	57,602	—	—
Lakeview Square	Battle Creek, MI	Discounted cash flow analysis(4)	2,764	—	—
Landmark Mall	Alexandria, VA	Discounted cash flow analysis	27,323	—	—
Moreno Valley Mall	Moreno Valley, CA	Discounted cash flow analysis(4)	2,873	—	—
Northgate Mall	Chattanooga, TN	Discounted cash flow analysis(4)	14,904	—	—
North Plains Mall	Clovis, NM	Discounted cash flow analysis(5)	2,496	—	—
Oviedo Marketplace	Oviedo, FL	Discounted cash flow analysis(4)	3,438	—	—
Owings Mills Mall	Owings Mills, MD	Discounted cash flow analysis	51,604	—	—
Owings Mills-Two Corporate Center	Owings Mills, MD	Projected sales price analysis(1)	7,880	—	—
Plaza 9400	Sandy, UT	Projected sales price analysis(1)	5,409	—	—
Piedmont Mall	Danville, VA	Discounted cash flow analysis(4)	7,232	—	—
River Falls Mall	Clarksville, IN	Discounted cash flow analysis	82,893	—	—
The Shoppes At The Palazzo	Las Vegas, NV	Discounted cash flow analysis(5)	37,914	—	—
Silver Lake Mall	Coeur d' Alene, ID	Discounted cash flow analysis(5)	10,134	—	—
Spring Hill Mall	West Dundee, IL	Discounted cash flow analysis(5)	59,050	—	—

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impaired Asset	Location	Method of Determining Fair Value	Years Ended December 31, 2009	2008	2007
			(In thousands)		
Southshore Mall	Aberdeen, WA	Projected sales price analysis(1)	—	3,951	—
The Village At Redlands	Redlands, CA	Projected sales price analysis(1)	5,537	—	—
Total operating properties			410,705	11,770	—
Development:					
Allen Towne Mall	Allen, TX	Projected sales price analysis(1)	$ 29,063	$ —	$ —
The Bridges At Mint Hill	Charlotte, NC	Comparable property market analysis	16,636	—	—
Cottonwood Mall	Holladay, UT	Comparable property market analysis	50,768	—	—
Elk Grove Promenade	Elk Grove, CA	Comparable property market analysis	175,280	—	—
Kendall Town Center	Miami, FL	Projected sales price analysis(1)	35,518	—	—
Princeton Land East, LLC	Princeton, NJ	Comparable property market analysis	8,904	—	—
Princeton Land LLC	Princeton, NJ	Comparable property market analysis	13,356	—	—
Redlands Promenade	Redlands, CA	Projected sales price analysis(1)	6,747	—	—
The Shops At Summerlin Centre	Las Vegas, NV	Comparable property market analysis	176,141	—	—
Total development			512,413	—	—
Various pre-development costs		(2)	51,373	31,689	2,933
Goodwill		(3)	140,627	32,806	—
Total Retail and other			1,115,118	76,265	2,933
Master Planned Communities:					
Columbia Master Planned Community	Columba, MD	Projected sales price analysis(1)	—	—	77,200
Fairwood Master Planned Community	Columbia, MD	Projected sales price analysis(1)	52,769	—	50,400
Nouvelle at Natick	Natick, MA	Discounted cash flow analysis	55,923	40,346	—
Total Master Planned Communities			108,692	40,346	127,600
Total Provisions for impairment			$ 1,223,810	$ 116,611	$ 130,533

(1) Projected sales price analysis incorporates available market information and other management assumptions.

(2) Related to the write down of various pre-development costs that were determined to be non-recoverable due to the related projects being terminated.

(3) These impairments were primarily driven by continued increases in capitalization rate assumptions during 2009 and reduced estimates of NOI, primarily due to the impact of decline in the retail market on our operations.

(4) These impairments were primarily driven by the management's intent to deed these properties to lenders in satisfaction of secured debt upon emergence from bankruptcy.

(5) These impairments were primarily driven by the management's business plan that exclude these properties from a long term hold period.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

General

Certain of our properties had Fair Values less than their carrying amounts. However, based on the Company's plans with respect to those properties, we believe that the carrying amounts are recoverable and therefore, under applicable GAAP guidance, no additional impairments were taken. Nonetheless, due to the tight credit markets, the recent and continuing decline in our market capitalization, the uncertain economic environment, as well as other uncertainties, or if our plans regarding our assets change, additional impairment charges in the future could result. Therefore, we can provide no assurance that material impairment charges with respect to operating properties, Unconsolidated Real Estate Affiliates, construction in progress, property held for development and sale or goodwill will not occur in future periods. Accordingly, we will continue to monitor circumstances and events in future periods to determine whether additional impairments are warranted.

Acquisitions of Operating Properties

Acquisitions of properties are accounted for utilizing the purchase method and, accordingly, the results of operations of acquired properties are included in our results of operations from the respective dates of acquisition. Estimates of future cash flows and other valuation techniques are used to allocate the purchase price of acquired property between land, buildings and improvements, equipment, debt liabilities assumed and identifiable intangible assets and liabilities such as amounts related to in-place at-market tenant leases, acquired above and below-market tenant and ground leases and tenant relationships. Due to existing contacts and relationships with tenants at our currently owned properties and at properties currently managed for others, no significant value has been ascribed to the tenant relationships at the acquired properties.

As of January 1, 2009, we adopted a new generally accepted accounting principle related to business combinations, which will change how business acquisitions are accounted for and will impact the financial statements both on the acquisition date and in subsequent periods.

Investments in Unconsolidated Real Estate Affiliates

We account for investments in joint ventures where we own a non-controlling joint interest using the equity method. Under the equity method, the cost of our investment is adjusted for our share of the equity in earnings of such Unconsolidated Real Estate Affiliates from the date of acquisition and reduced by distributions received. Generally, the operating agreements with respect to our Unconsolidated Real Estate Affiliates provide that assets, liabilities and funding obligations are shared in accordance with our ownership percentages. Therefore, we generally also share in the profit and losses, cash flows and other matters relating to our Unconsolidated Real Estate Affiliates in accordance with our respective ownership percentages. Except for Retained Debt (as described in Note 5), differences between the carrying amount of our investment in the Unconsolidated Real Estate Affiliates and our share of the underlying equity of such Unconsolidated Real Estate Affiliates is amortized over lives ranging from five to forty five years. When cumulative distributions exceed our investment in the joint venture, the investment is reported as a liability in our consolidated financial statements. For those joint ventures where we own less than approximately a 5% interest and have virtually no influence on the joint venture's operating and financial policies, we account for our investments using the cost method.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

Highly-liquid investments with maturities at dates of purchase of three months or less are classified as cash equivalents.

Leases

Leases which transfer substantially all the risks and benefits of ownership to tenants are considered finance leases and the present values of the minimum lease payments and the estimated residual values of the leased properties, if any, are accounted for as receivables. Leases which transfer substantially all the risks and benefits of ownership to us are considered capital leases and the present values of the minimum lease payments are accounted for as assets and liabilities.

Deferred Expenses

Deferred expenses consist principally of financing fees and leasing costs and commissions. Deferred financing fees are amortized to interest expense using the effective interest method (or other methods which approximate the effective interest method) over the terms of the respective financing agreements. Deferred leasing costs and commissions are amortized using the straight-line method over periods that approximate the related lease terms. Deferred expenses in our Consolidated Balance Sheets are shown at cost, net of accumulated amortization, and were $266.2 million as of December 31, 2009 and $256.8 million as of December 31, 2008.

Noncontrolling interests—Common (Note 12)

Generally, the holders of the Common Units share equally with our common stockholders on a per share basis in any distributions by the Operating Partnership on the basis that one Common Unit is equivalent to one share of GGP common stock. However, the Operating Partnership agreement permits distributions solely to GGP if such distributions are required to allow GGP to comply with the REIT distribution requirements or to avoid the imposition of excise tax (Note 7). Under certain circumstances, the Common Units (other than Common Units held by the parties to the Rights Agreement dated July 27, 1993, as described below) can be redeemed at the option of the holders for cash or, at our election, shares of GGP common stock on a one-for-one basis. Upon receipt of a request for redemption by a holder of such Common Units, the Company, as general partner of the Operating Partnership, has the option to pay the redemption price for such Common Units with shares of common stock of the Company (subject to certain conditions), or in cash, on a one-for-one basis with a cash redemption price equivalent to the market price of one share of common stock of the Company at the time of redemption. Parties to the Rights Agreement dated July 27, 1993 (the "Rights Agreement") have the right to redeem the Common Units covered by such agreement for shares of GGP Common Stock on a one-for-one basis until they and certain affiliates own 25% of the outstanding shares of GGP Common Stock, at which point such parties have the right, subject to certain limitations, to require the Company to purchase any additional Common Units subject to the agreement. The Company may elect to pay for such Common Units in cash, or in shares of GGP Common Stock at the Company's election subject to certain limitations. All prior requests for redemption of Common Units have been fulfilled with shares of the Company's common stock. Notwithstanding this historical practice, the aggregate amount of cash that would have been paid to the holders of the outstanding Common Units as of December 31, 2009 if such holders had requested redemption of the Common Units as of December 31, 2009, and all such Common Units were redeemed (or purchased in the case of the Rights Agreement) for cash, would have been $86.1 million. As a result of the Chapter 11 Cases, we currently cannot redeem Common Units for cash or shares of GGP common stock. In addition, the conditions necessary to issue GGP common stock upon redemption of Common Units are not currently satisfied. GAAP provides that the redeemable noncontrolling interests are to be presented in our Consolidated Balance Sheets at the greater of Fair Value (the conversion value of the units based on the stock price) or the carrying amount of the units. The applicable stock price was $11.56 and $1.29 per share at December 31, 2009 and December 31, 2008, respectively. Accordingly, the redeemable noncontrolling interests have been presented at Fair Value at December 31, 2009 and carrying amount at December 31, 2008.

Treasury Stock

We account for repurchases of common stock using the cost method with common stock in treasury classified in the Consolidated Balance Sheets as a reduction of stockholders' equity. Treasury stock is reissued at average cost.

Revenue Recognition and Related Matters

Minimum rent revenues are recognized on a straight-line basis over the terms of the related leases. Minimum rent revenues also include amounts collected from tenants to allow the termination of their leases prior to their scheduled termination dates and accretion related to above and below-market tenant leases on acquired properties. Termination income recognized for the years ended December 31, 2009, 2008 and 2007 was $23.3 million, $34.9 million and $26.0 million, respectively. Net accretion related to above and below-market tenant leases for the years ended December 31, 2009, 2008 and 2007 was $8.5 million, $15.6 million and $31.0 million, respectively.

Straight-line rent receivables, which represent the current net cumulative rents recognized prior to when billed and collectible as provided by the terms of the leases, of $254.7 million as of December 31, 2009 and $228.1 million as of December 31, 2008 are included in Accounts and notes receivable, net in our consolidated financial statements.

Percentage rent in lieu of fixed minimum rent received from tenants for the years ended December 31, 2009, 2008 and 2007 was $61.7 million, $50.3 million and $44.3 million, respectively, and is included in Minimum rents in our consolidated financial statements.

We provide an allowance for doubtful accounts against the portion of accounts receivable, including straight-line rents, which is estimated to be uncollectible. Such allowances are reviewed periodically based upon our recovery experience. We also evaluate the probability of collecting future rent which is recognized currently under a straight-line methodology. This analysis considers the long-term nature of our leases, as a certain portion of the straight-line rent currently recognizable will not be billed to the tenant until future periods. Our experience relative to unbilled deferred rent receivable is that a certain portion of the amounts recorded as straight-line rental revenue are never collected from (or billed to) tenants due to early lease terminations. For that portion of the otherwise recognizable deferred rent that is not deemed to be probable of collection, no revenue is recognized. Accounts receivable in our Consolidated Balance Sheets are shown net of an allowance for doubtful

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

accounts of $69.2 million as of December 31, 2009, $59.8 million as of December 31, 2008 and $68.6 milion as of December 31, 2007. The following table summarizes the changes in allowance for doubtful accounts:

	2009	2008
	(In thousands)	
Balance as of January 1	$ 59,784	$ 68,596
Provisions for doubtful accounts	30,331	17,873
Write-offs	(20,880)	(26,685)
Balance as of December 31	$ 69,235	$ 59,784

Overage Rent ("Overage Rent") is paid by a tenant when its sales exceed an agreed upon minimum amount. Overage Rent is calculated by multiplying the sales in excess of the minimum amount by a percentage defined in the lease. Overage Rent is recognized on an accrual basis once tenant sales exceed contractual tenant lease thresholds. Recoveries from tenants are established in the leases or computed based upon a formula related to real estate taxes, insurance and other shopping center operating expenses and are generally recognized as revenues in the period the related costs are incurred.

Management and other fees primarily represent management and leasing fees, construction fees, financing fees and fees for other ancillary services performed for the benefit of the Unconsolidated Real Estate Affiliates and for properties owned by third parties (Note 9).

Revenues from land sales are recognized using the full accrual method provided that various criteria relating to the terms of the transactions and our subsequent involvement with the land sold are met. Revenues relating to transactions that do not meet the established criteria are deferred and recognized when the criteria are met or using the installment or cost recovery methods, as appropriate in the circumstances. Revenues and cost of sales are recognized on a percentage of completion basis for land sale transactions in which we are required to perform additional services and incur significant costs after title has passed.

Cost ratios for land sales are determined as a specified percentage of land sales revenues recognized for each community development project. The cost ratios used are based on actual costs incurred and estimates of future development costs and sales revenues to completion of each project. The ratios are reviewed regularly and revised for changes in sales and cost estimates or development plans. Significant changes in these estimates or development plans, whether due to changes in market conditions or other factors, could result in changes to the cost ratio used for a specific project. The specific identification method is used to determine cost of sales for certain parcels of land, including acquired parcels we do not intend to develop or for which development was complete at the date of acquisition.

As of December 31, 2009, there have been 84 unit closings of sales at our 215 unit Nouvelle at Natick residential condominium project. As the threshold for profit recognition on such sales has not yet been achieved, the $36.4 million of sales proceeds received at December 31, 2009 has been deferred and has been reflected within accounts payable, accrued expenses and other liabilities (Note 11). When

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

such thresholds are achieved, the deferred revenue, and the related costs of units sold, will be reflected on the percentage of completion method within our master planned community segment.

Income Taxes (Note 7)

Deferred income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns and are recorded primarily by certain of our taxable REIT subsidiaries. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. An increase or decrease in the deferred tax liability that results from a change in circumstances, and which causes a change in our judgment about expected future tax consequences of events, is included in the current tax provision. Deferred income taxes also reflect the impact of operating loss and tax credit carryforwards. A valuation allowance is provided if we believe it is more likely than not that all or some portion of the deferred tax asset will not be realized. An increase or decrease in the valuation allowance that results from a change in circumstances, and which causes a change in our judgment about the realizability of the related deferred tax asset, is included in the current tax provision. It is possible that the Company could experience a change in control pursuant to Section 382 that could limit the benefit of deferred tax assets. In addition, we recognize and report interest and penalties, if necessary, related to uncertain tax positions within our provision for income tax expense.

In many of our Master Planned Communities, gains with respect to sales of land for commercial use, condominiums or apartments are reported for tax purposes on the percentage of completion method. Under the percentage of completion method, gain is recognized for tax purposes as costs are incurred in satisfaction of contractual obligations. The method used for determining the percentage complete for income tax purposes is different than that used for financial statement purposes. In addition, gains with respect to sales of land for single family residences are reported for tax purposes under the completed contract method. Under the completed contract method, gain is recognized for tax purposes when 95% of the costs of our contractual obligations are incurred or the contractual obligation is transferred.

Earnings Per Share ("EPS")

Basic earnings per share ("EPS") is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding. Diluted EPS is computed after adjusting the numerator and denominator of the basic EPS computation for the effects of all potentially dilutive common shares. The dilutive effect of convertible securities is computed using the "if-converted" method and the dilutive effect of options, warrants and their equivalents (including fixed awards and nonvested stock issued under stock-based compensation plans) is computed using the "treasury stock" method.

Diluted EPS excludes options where the exercise price was higher than the average market price of our common stock and options for which vesting requirements were not satisfied. Such options totaled 6,207,025 shares as of December 31, 2009, 4,966,829 shares as of December 31, 2008 and 3,754,458 shares as of December 31, 2007. Outstanding Common Units have also been excluded from the diluted

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

earnings per share calculation because including such Common Units would also require that the share of GGPLP income attributable to such Common Units be added back to net income therefore resulting in no effect on EPS. Finally, the Exchangeable Notes that were issued in April 2007 (Note 6) are also excluded from EPS because the conditions for exchange were not satisfied as of December 31, 2008 and were stayed by our Chapter 11 Cases in 2009.

Information related to our EPS calculations is summarized as follows:

	Years Ended December 31,					
	2009		2008		2007	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
	(In thousands)					
Numerators:						
(Loss) income from continuing operations	$ (1,303,861)	$ (1,303,861)	$ (36,372)	$ (36,372)	$ 347,597	$ 347,597
Allocation to noncontrolling interests	20,115	20,115	(4,909)	(4,909)	(73,955)	(73,955)
(Loss) income from continuing operations—net of noncontrolling interests	(1,283,746)	(1,283,746)	(41,281)	(41,281)	273,642	273,642
Discontinued operations—(loss) gain on dispositions	(966)	(966)	55,044	55,044	—	—
Allocation to noncontrolling interests	23	23	(9,044)	(9,044)	—	—
Discontinued operations—net of noncontrolling interests	(943)	(943)	46,000	46,000	—	—
Net (loss) income	(1,304,827)	(1,304,827)	18,672	18,672	347,597	347,597
Allocation to noncontrolling interests	20,138	20,138	(13,953)	(13,953)	(73,955)	(73,955)
Net (loss) income attributable to common stockholders	$ (1,284,689)	$ (1,284,689)	$ 4,719	$ 4,719	$ 273,642	$ 273,642
Denominators:						
Weighted average number of common shares outstanding—basic and diluted	311,993	311,993	262,195	262,195	243,992	243,992
Effect of dilutive securities—stock options	—	—	—	—	—	546
Weighted average number of common shares outstanding	311,993	311,993	262,195	262,195	243,992	244,538

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative Financial Instruments

As of January 1, 2009, we adopted the generally accepted accounting principles related to disclosures about derivative instruments and hedging activities which requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about the Fair Value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

We use derivative financial instruments to reduce risk associated with movement in interest rates. We may choose or be required by lenders to reduce cash flow and earnings volatility associated with interest rate risk exposure on variable-rate borrowings and/or forecasted fixed-rate borrowings by entering into interest rate swaps or interest rate caps. We do not use derivative financial instruments for speculative purposes.

During the first quarter of 2009, our interest rate swaps no longer qualified as highly effective and therefore no longer qualified for hedge accounting treatment as the Company made the decision not to pay future settlement payments under such swaps. As a result of the terminations of the swaps we incurred termination fees of $34.8 million. Accordingly, we reduced the liability associated with these derivative financial instruments during the first and second quarter of 2009 (included in interest expense in our consolidated financial statements) which resulted in a reduction in interest expense of $27.7 million in 2009. As the interest payments on the hedged debt remain probable, the net balance in the gain or loss in accumulated other comprehensive (loss) income of $(27.7) million that existed as of December 31, 2008 remains in accumulated other comprehensive (loss) income and is amortized to interest expense as the hedged forecasted transactions impact earnings or are deemed probable not to occur. The amortization of the accumulated other comprehensive (loss) income resulted in additional interest expense of $18.1 million for the year ended December 31, 2009.

Under interest rate cap agreements, we make initial premium payments to the counterparties in exchange for the right to receive payments from them if interest rates exceed specified levels during the agreement period. Notional principal amounts are used to express the volume of these transactions, but the cash requirements and amounts subject to credit risk are substantially less. We had no interest rate cap derivatives for our Consolidated Properties as of December 31, 2009 while we had three outstanding interest rate cap derivatives that were designated as a cash flow hedge of interest rate risk with a notional value of $1.13 billion as of December 31, 2008.

Parties to interest rate exchange agreements are subject to market risk for changes in interest rates and risk of credit loss in the event of nonperformance by the counterparty. We do not require any collateral under these agreements, but deal only with well known financial institution counterparties (which, in certain cases, are also the lenders on the related debt) and expect that all counterparties will meet their obligations.

We have not recognized any losses as a result of hedge accounting and the expense that we recognized related to changes in the time value of interest rate cap agreements were insignificant for 2009, 2008 and 2007.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in Marketable Securities

Most investments in marketable securities are held in an irrevocable trust for participants (employees of a subsidiary acquired in 2004) in a qualified defined contribution pension plan, are classified as trading securities and are carried at Fair Value with changes in values recognized in earnings. Investments in certain marketable debt securities with maturities at dates of purchase in excess of three months are carried at amortized cost as we intend to hold these investments until maturity. Other investments in marketable equity securities subject to significant restrictions on sale or transfer are classified as available-for-sale and are carried at Fair Value with unrealized changes in values recognized in other comprehensive income.

	2009	2008	2007
		(In thousands)	
Proceeds from sales of available-for-sale securities	$ 7,097	$ 3,362	$ 3,720
Gross realized (losses) gains on available-for-sale securities	(2,681)	(426)	643

Fair Value Measurements

We adopted the generally accepted accounting principles related to Fair Value measurements as of January 1, 2008 for our financial assets and liabilities and, although our disclosures were increased, such adoption did not change our valuation methods for such assets and liabilities. This initial adoption applied primarily to our derivative financial instruments, which are assets and liabilities carried at Fair Value (primarily based on unobservable market data) on a recurring basis in our consolidated financial statements. As of December 31, 2009, our derivative financial instruments and our investments in marketable securities are immaterial to our consolidated financial statements. In addition, as required, we adopted these principles as of January 1, 2009 for our non-financial assets and liabilities, which, in accordance with the guidance impacts our assets measured at Fair Value due to impairments incurred since adoption.

The accounting principles for Fair Value measurements establish a three-tier Fair Value hierarchy, which prioritizes the inputs used in measuring Fair Value. These tiers include:

- Level 1—defined as observable inputs such as quoted prices for identical assets or liabilities in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The asset or liability Fair Value measurement level within the Fair Value hierarchy is based on the lowest level of any input that is significant to the Fair Value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Any Fair Values utilized or disclosed in our consolidated financial statements were developed for the purpose of complying with the accounting principles established for Fair Value measurements. The Fair Values of our assets or liabilities for enterprise value in our Chapter 11 Cases or as a component of our reorganization plan (see Note 1) will reflect differing assumptions and methodologies. These estimates will be subject to a number of approvals and reviews and therefore may be materially different.

The following table summarizes our assets and liabilities that are measured at Fair Value on a nonrecurring basis:

	Total Fair Value Measurement	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total (Loss) Gain Year Ended December 31, 2009
			(In thousands)		
Investments in real estate:					
Allen Towne Mall	$ 25,900	$ —	$ 25,900	$ —	$ (29,063)
Bay City Mall(1)	26,711	—	—	26,711	(830)
The Bridges At Mint Hill	14,100	—	14,100	—	(16,636)
Cache Valley Mall(1)	26,695	—	—	26,695	(3,169)
Cache Valley Marketplace(1)	8,100	—	—	8,100	(938)
Chico Mall(1)	55,524	—	—	55,524	(4,127)
Cottonwood Mall(1)	21,500	—	—	21,500	(50,768)
Country Hills Plaza(1)	11,626	—	—	11,626	(287)
Eagle Ridge Mall(1)	27,289	—	—	27,289	(22,301)
Elk Grove Promenade	21,900	—	21,900	—	(175,280)
Fairwood Master Planned Community	12,629	—	12,629	—	(52,769)
Foothills Mall(1)	42,296	—	—	42,296	(57,602)
Kendall Town Center	13,931	—	—	13,931	(35,518)
Lakeview Square(1)	33,618	—	—	33,618	(2,764)
Landmark Mall(1)	49,501	—	—	49,501	(27,323)
Moreno Valley Mall(1)	78,477	—	—	78,477	(2,873)
Northgate Mall(1)	27,179	—	—	27,179	(14,904)
North Plains Mall(1)	15,252	—	—	15,252	(2,496)
Nouvelle At Natick	64,661	—	—	64,661	(55,923)
Oviedo Marketplace(1)	34,578	—	—	34,578	(3,438)
Owings Mills Mall(1)	26,695	—	—	26,695	(51,604)
Owings Mills-Two Corporate Center	15,762	—	—	15,762	(7,880)
Plaza 9400	2,618	—	—	2,618	(5,409)
Piedmont Mall(1)	30,222	—	—	30,222	(7,232)
Princeton Land East, LLC	8,802	—	8,802	—	(8,904)
Princeton Land LLC	11,948	—	11,948	—	(13,356)
Redlands Promenade	6,727	—	—	6,727	(6,747)
River Falls Mall(1)	23,782	—	—	23,782	(82,893)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	Total Fair Value Measurement	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total (Loss) Gain Year Ended December 31, 2009
			(In thousands)		
The Shoppes At The Palazzo(1)	244,680	—	—	244,680	(37,914)
The Shops At Summerlin Centre	46,300	—	46,300	—	(176,141)
Silver Lake Mall(1)	16,038	—	—	16,038	(10,134)
Spring Hill Mall(1)	49,294	—	—	49,294	(59,050)
The Village At Redlands	7,545	—	—	7,545	(5,537)
Total investments in real estate	$ 1,101,880	$ —	$ 141,579	$ 960,301	$ (1,031,810)
Debt: (2)					
Fair value of emerged entity mortgage debt	$ 4,246,387	$ —	$ —	$ 4,246,387	$ 342,165
Total liabilities	$ 4,246,387	$ —	$ —	$ 4,246,387	$ 342,165

(1) The Fair Value was calculated based on a discounted cash flow analysis using property specific discount rates ranging from 9.25% to 12.00% and residual capitalization rates ranging from 8.50% to 11.50%.

(2) The fair value of debt relates to the 50 properties that emerged from bankruptcy in December 2009.

Fair Value of Financial Instruments

The Fair Values of our financial instruments approximate their carrying amount in our financial statements except for debt. Notwithstanding that we do not believe that a fully-functioning market for real property financing exists currently, GAAP guidance requires that management estimate the Fair Value of our debt. However, as a result of the Company's Chapter 11 filing, the Fair Value for the outstanding debt that is included in liabilities subject to compromise in our Consolidated Balance Sheets cannot be reasonably determined at December 31, 2009 as the timing and amounts to be paid are subject to confirmation by the Bankruptcy Court. For the $7.30 billion of mortgages, notes and loans payable outstanding that are not subject to compromise at December 31, 2009, management's required estimates of Fair Value are presented below. This Fair Value was estimated solely for financial statement reporting purposes and should not be used for any other purposes, including to estimate the value of any of the Company's securities or to estimate the appropriate interest rate for consensual and non-consensual restructuring of secured debt in our Chapter 11 Cases. We estimated the Fair Value of this debt based on quoted market prices for publicly-traded debt, recent financing transactions (which may not be comparable), estimates of the Fair Value of the property that serves as collateral for such debt, historical risk premiums for loans of comparable quality, current London Interbank Offered Rate ("LIBOR"), a widely quoted market interest rate which is frequently the index used to determine the rate at which we borrow funds and U.S. treasury obligation interest rates, and on the discounted estimated future cash payments to be made on such debt. The discount rates estimated reflect our judgment as to what the approximate current lending rates for loans or groups of loans with similar maturities and credit quality would be if credit markets were operating efficiently and assume that the

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

debt is outstanding through maturity. We have utilized market information as available or present value techniques to estimate the amounts required to be disclosed, or, in the case of the debt of the Track 1A Debtors, recorded due to GAAP bankruptcy emergence guidance (as described above and in Note 6). Since such amounts are estimates that are based on limited available market information for similar transactions and do not acknowledge transfer or other repayment restrictions that may exist in specific loans, it is unlikely that the estimated Fair Value of any of such debt could be realized by immediate settlement of the obligation.

	2009		2008	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	(In millions)			
Fixed-rate debt	$ 7,301	$ 7,207	$ 19,241	$ 16,601
Variable-rate debt	—	—	5,516	4,867
	$ 7,301	$ 7,207	$ 24,757	$ 21,468

Included in such amounts for 2009 is $4.2 billion of debt that relates to the 50 properties that emerged from bankruptcy in December 2009 where the carrying value of the debt was adjusted by $342.2 million to an estimated Fair Value of such debt (based on significant unobservable Level 3 Inputs).

Stock—Based Compensation Expense

We evaluate our stock-based compensation expense in accordance with the generally accepted accounting principles related to share—based payments, which requires companies to estimate the Fair Value of share—based payment awards on the date of grant using an option—pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Consolidated Statements of Income and Comprehensive Income.

These accounting principles require forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The cumulative effect of estimating forfeitures for these plans decreased compensation expense by approximately $1.8 million for the year ended December 31, 2009, $1.9 million for the year ended December 31, 2008 and $1.0 million for the year ended December 31, 2007 and have been reflected in our consolidated financial statements.

Officer Loans

In October 2008, the independent members of the Company's Board of Directors learned that between November 2007 and September 2008, an affiliate of certain Bucksbaum family trusts advanced a series of unsecured loans, without the Board's approval, to Mr. Robert Michaels, the Company's former director and president and Mr. Bernard Freibaum, the Company's former director and chief financial officer, for the purpose of repaying personal margin debt relating to Company common stock owned by each of them. The loan to Mr. Michaels, which totaled $10 million, has been repaid in full. The loans to Mr. Freibaum totaled $90 million, of which $80 million was outstanding as of the date of Mr. Freibaum's separation from the Company in 2008. No Company assets or resources were involved

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

in the loans and no laws or United States Securities and Exchange Commission ("SEC") rules were violated as a result of the loans. Under applicable GAAP guidance, as a result of these loans, the Company is deemed to have received a contribution to capital by the lender and to have incurred compensation expense in an equal amount for no incremental equity interest in the Company. We calculated the Fair Value of the loans based on a derivation of the income approach known as the discounted cash flow method. Specifically, the Fair Values of the loans were calculated as the present value of the estimated future cash flows (consisting of quarterly interest payments, an annual loan commitment fee, and principal repayment upon demand of the loan) attributable to the loan using a market-based discount rate that accounts for the time value of money and the appropriate degree of risk inherent in the loans as of the various valuation dates. Included in our valuation of the Fair Value of the loans is a consideration for the credit risk of the loans on each date of issuance, based upon, among other considerations, Mr. Freibaum's and Mr. Michaels' stockholdings in the Company, outstanding loans and current and past compensation from the Company. For Mr. Freibaum's loans we valued the loans at each respective disbursement date and amendment date and used loan terms varying from six months to two years reflecting our estimation that repayment would require an orderly liquidation of Mr. Freibaum's other assets. For Mr. Michaels' loans, we valued the loan at its disbursement date based on its actual term. Accordingly, the compensation expense is measured as the difference between the Fair Values of the loans as compared to the face amount of the loans. Such calculated expenses are measured and recognizable at the date of such advances and as of the dates of amendments as there were no future service or employment requirements stated in the loan agreements. The total compensation expense is the aggregation of the Fair Value to face amount differences. Accordingly, we recorded the cumulative correction of the compensation expense of $15.4 million in the fourth quarter of 2008 and there was no impact to 2009.

The Glendale Matter

In the fall of 2007, a lawsuit (the "Glendale Matter") involving Caruso Affiliated Holdings, LLC as Plaintiff and GGP and GGP/Homart II, L.L.C. (one of our Unconsolidated Real Estate Affiliates) (collectively, the "Defendants") in the Los Angeles Superior Court (the "Court") alleging violations of the California antitrust and unfair competition laws and tortious interference with prospective economic advantage was concluded. The Court entered judgment with respect to the interference with prospective economic advantage claim against Defendants in the amount of $74.2 million in compensatory damages, $15.0 million in punitive damages, and $0.2 million in court costs (the "Judgment Amount"). Defendants appealed the judgment and posted an appellate bond in April 2008 for $134.1 million, which was equal to 150% of the Judgment Amount. Additionally, in April 2008, GGPLP supplied cash as collateral to secure the appellate bond in the amount equal to 50% of the total bond amount or $67.1 million.

On December 19, 2008, the Defendants agreed to terms of a settlement and mutual release agreement with Caruso Affiliated Holdings LLC which released the Defendants from all past, present and future claims related to the Glendale Matter in exchange for a settlement payment of $48.0 million, which was paid from the appellate bond cash collateral account in January 2009. Concurrently, GGP agreed with its joint venture partner in GGP/Homart II, New York State Common Retirement Fund ("NYSCRF"), that GGP would not be reimbursed for any portion of this payment, and we would reimburse $5.5 million of costs to NYSCRF in connection with the settlement.

Accordingly, as of December 2008, the Company adjusted its liability for the Judgment Amount from $89.4 million to $48.0 million and reversed legal fees incurred by GGP/Homart II of $14.2 million that were previously recorded at 100% by GGP and post-judgment related interest expense of $7.0 million. The net impact of these items related to the settlement is a credit of $57.1 million reflected in litigation recovery in our Consolidated Statements of Income and Comprehensive Income for 2008. Also as a result of the settlement, the Company reflected its 50% share of legal costs that had previously been recorded at 100% as $7.1 million of additional expense reflected in Equity in income of Unconsolidated Real Estate Affiliates in our Consolidated Statements of Income and Comprehensive Income for 2008.

Foreign Currency Translation

The functional currencies for our international joint ventures are their local currencies. Assets and liabilities of these investments are translated at the rate of exchange in effect on the balance sheet date and operations are translated at the weighted average exchange rate for the period. Translation adjustments resulting from the translation of assets and liabilities are accumulated in stockholders' equity as a component of accumulated other comprehensive income (loss). Translation of operations is reflected in equity in income of Unconsolidated Real Estate Affiliates.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. For example, significant estimates and assumptions have been made with respect to useful lives of assets, capitalization of development and leasing costs, provision for income taxes, recoverable amounts of receivables and deferred taxes, initial valuations and related amortization periods of deferred costs and intangibles, particularly with respect to acquisitions, impairment of long-lived assets and goodwill, valuation of debt of emerged entities and cost ratios and completion percentages used for land sales. Actual results could differ from these and other estimates.

NOTE 3 ACQUISITIONS AND INTANGIBLES

Acquisitions

On February 29, 2008, we acquired The Shoppes at The Palazzo in Las Vegas, Nevada for an initial purchase price of $290.8 million (Note 14).

On July 6, 2007, we acquired the fifty percent interest owned by NYSCRF in the GGP/Homart I portfolio (the "Homart I acquisition") for a purchase price of approximately $2.3 billion, including approximately $1 billion of assumed debt.

NOTE 3 ACQUISITIONS AND INTANGIBLES (Continued)

Intangible Assets and Liabilities

The following table summarizes our intangible assets and liabilities:

	Gross Asset (Liability)	Accumulated (Amortization)/ Accretion	Net Carrying Amount
		(In thousands)	
As of December 31, 2009			
Tenant leases:			
In-place value	$ 539,257	$ (335,310)	$ 203,947
Above-market	94,194	(59,855)	34,339
Below-market	(149,978)	86,688	(63,290)
Ground leases:			
Above-market	(16,968)	2,423	(14,545)
Below-market	271,602	(29,926)	241,676
Real estate tax stabilization agreement	91,879	(20,272)	71,607
As of December 31, 2008			
Tenant leases:			
In-place value	$ 637,791	$ (381,027)	$ 256,764
Above-market	117,239	(65,931)	51,308
Below-market	(199,406)	110,650	(88,756)
Ground leases:			
Above-market	(16,968)	1,951	(15,017)
Below-market	271,602	(24,049)	247,553
Real estate tax stabilization agreement	91,879	(16,348)	75,531

Changes in gross asset (liability) balances in 2009 are the result of the allocation of provisions for impairment (Note 2) and our policy of writing off fully amortized intangible assets.

The gross asset balances of the in-place value of tenant leases are included in Buildings and equipment in our Consolidated Balance Sheets. Acquired in-place at-market tenant leases are amortized over periods that approximate the related lease terms. The above-market and below-market tenant and ground leases as well as the real estate tax stabilization agreement intangible asset are included in Prepaid expenses and other assets and Accounts payable and accrued expenses as detailed in Note 11. Above and below-market lease values are amortized over the remaining non-cancelable terms of the respective leases (averaging approximately five years for tenant leases and approximately 45 years for ground leases).

Amortization/accretion of these intangible assets and liabilities, and similar assets and liabilities from our Unconsolidated Real Estate Affiliates at our share, decreased our income (excluding the impact of noncontrolling interest and the provision for income taxes) by $62.6 million in 2009, $70.4 million in 2008 and $62.5 million in 2007.

Future amortization, including our share of such items from Unconsolidated Real Estate Affiliates, is estimated to decrease income (excluding the impact of noncontrolling interest and the provision for income taxes) by $54.8 million in 2010, $44.4 million in 2011, $37.0 million in 2012, $30.6 million in 2013 and $31.3 million in 2014.

NOTE 4 DISCONTINUED OPERATIONS AND GAINS (LOSSES) ON DISPOSITIONS OF INTERESTS IN OPERATING PROPERTIES

On December 21, 2009, we sold one office building totaling approximately 38,400 square feet and 4.1995 acres of land located in Woodlands, Texas for a total sales price of $2.0 million, resulting in a total loss of $0.9 million.

On April 4, 2008, we sold one office building totaling approximately 16,500 square feet located in Las Vegas for a total sales price of $3.3 million, resulting in a total gain of $2.0 million (net of $0.5 million of noncontrolling interest).

On April 23, 2008, we sold two office buildings totaling approximately 390,000 square feet located in Maryland for a sales price of $94.7 million (including debt assumed of approximately $84 million), resulting in total gains of $28.8 million (net of $5.7 million of noncontrolling interest).

On August 21, 2008, we sold an office park consisting of three office buildings totaling approximately 73,500 square feet located in Maryland for a total sales price of $4.7 million, resulting in total gains of $0.8 million (net of $0.2 million of noncontrolling interest).

On September 29, 2008, we sold an office park consisting of five office buildings totaling approximately 306,500 square feet located in Maryland for a total sales price of $42.3 million, resulting in total gains of $14.4 million (net of $2.6 million of noncontrolling interest).

All of the 2008 dispositions are included in discontinued operations, (loss) gain on dispositions in our consolidated financial statements. For Federal income tax purposes, the two office buildings and one of the office parks located in Maryland were used as relinquished property in a like-kind exchange involving the acquisition of The Shoppes at The Palazzo.

We evaluated the operations of these properties pursuant to the requirements of the generally accepted accounting principles related to business combinations and concluded that the operations of these office buildings that were sold did not materially impact the prior period results and therefore have not reported any prior operations of these properties as discontinued operations in the accompanying consolidated financial statements.

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES

The Unconsolidated Real Estate Affiliates include our noncontrolling investments in real estate joint ventures. Generally, we share in the profits and losses, cash flows and other matters relating to our investments in Unconsolidated Real Estate Affiliates in accordance with our respective ownership percentages. We manage most of the properties owned by these joint ventures. As we have joint interest and control of these ventures with our venture partners and they have substantive participating rights in such ventures, we account for these joint ventures using the equity method. Some of the joint ventures have elected to be taxed as REITs. As described in Note 1, at December 31, 2009, we have three joint venture investments located outside the U.S. These investments, with an aggregate carrying amount of $221.0 million and $166.7 million at December 31, 2009 and 2008, respectively, are managed

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

by the respective joint venture partners in each country. Substantially all changes in 2009 and 2008 in the carrying amount of our investments in such international joint ventures have been due to currency fluctuations. As we also have substantial participation rights with respect to these international joint ventures, we account for them on the equity method. Finally, we entered into an agreement to sell our Costa Rica investment for $7.5 million, yielding a nominal gain that we expect will be recognized in the first quarter of 2010.

In June and July, 2009 we made capital contributions of $28.7 million and $57.5 million, respectively, to fund our portion of $172.2 million of joint venture mortgage debt which had reached maturity and which, due to the non-functioning credit markets, we were unable to satisfactorily extend or refinance. As of December 31, 2009, approximately $6.38 billion of indebtedness was secured by our Unconsolidated Properties, our share of which was approximately $3.12 billion. There can be no assurance that we will be able to refinance or restructure such debt (including the $635.9 million of debt maturing in 2010) on acceptable terms or otherwise, or that joint venture operations or contributions by us and/or our partners will be sufficient to repay such loans.

In certain circumstances, we have debt obligations in excess of our pro rata share of the debt of our Unconsolidated Real Estate Affiliates ("Retained Debt"). This Retained Debt represents distributed debt proceeds of the Unconsolidated Real Estate Affiliates in excess of our pro rata share of the non-recourse mortgage indebtedness of such Unconsolidated Real Estate Affiliates. The proceeds of the Retained Debt which are distributed to us are included as a reduction in our investment in Unconsolidated Real Estate Affiliates. Such Retained Debt totaled $158.2 million as of December 31, 2009 and $160.8 million as of December 31, 2008, and has been reflected as a reduction in our investment in Unconsolidated Real Estate Affiliates. We are obligated, and through March 1, 2010 have fulfilled our obligation, to contribute funds to our Unconsolidated Real Estate Affiliates in amounts sufficient to pay debt service on such Retained Debt. If we do not contribute such funds, our distributions from such Unconsolidated Real Estate Affiliates, or our interest in, will be reduced to the extent of such deficiencies. As of March 1, 2010, we do not anticipate an inability to perform on our obligations with respect to such Retained Debt.

In certain other circumstances, the Company, in connection with the debt obligations of certain Unconsolidated Real Estate Affiliates, has agreed to provide supplemental guarantees or master-lease commitments to provide to the debt holders additional credit-enhancement or security. As of December 31, 2009, we do not expect to be required to perform pursuant to any of such supplemental credit-enhancement provisions for our Unconsolidated Real Estate Affiliates, either due to estimates of the current obligations represented by such provisions or as a result of the protections afforded us through our Chapter 11 Cases.

We recorded provisions for impairment related to our Unconsolidated Real Estate Affiliates for the years ended December 31, 2009, 2008 and 2007, as presented in the table below. In addition, we recorded provisions for impairment related to our investments in The Shops at Circle T Ranch and Circle T Power Center joint ventures of $10.6 million for the year ended December 31, 2009. All of

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

these impairment charges are included in equity in earnings (loss) from Unconsolidated Real Estate Affiliates in our consolidated financial statements.

Impaired Asset	Location	2009	Year Ended December 31, 2008 (In thousands)	2007
GGP/Homart II				
Montclair Properties(1)	Montclair, CA	$ 12,894	$ —	$ —
Various pre-development costs(2)		3,697	446	(17)
		16,591	446	(17)
GGP/Teachers				
Silver City Galleria(1)	Taunton, MA	16,846	—	—
Various pre-development costs(2)		17	115	45
		16,863	115	45
The Shops at Circle T Ranch(3)	Dallas, TX	17,062	—	—
Circle T Power Center(3)	Dallas, TX	21,020	—	—
Other:				
Various pre-development costs(2)		2,749	267	451
		$ 74,285	$ 828	$ 479
Total Provisions for impairment, at our ownership share		$ 37,120	$ 389	$ 232

(1) These impairments were primarily driven by the management's decision to discontinue financial support.

(2) Related to the write down of various pre-development costs that were determined to be non-recoverable due to the related projects being terminated.

(3) Impairment is measured based on projected sales price analysis, which incorporates available market information and other management assumptions using Level 2 Inputs (Note 2).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

On January 29, 2010, our Brazilian joint venture, Aliansce Shopping Centers S.A. ("Aliansce"), commenced trading on the Brazilian Stock Exchange, or BM&FBovespa, as a result of an initial public offering of Aliansce's common shares in Brazil. GGP did not sell any of its Aliansce shares in the offering and now has approximately a 31.4% ownership interest in Aliansce, which develops, owns and manages shopping centers in Brazil. In light of Aliansce becoming a public company in Brazil, we will change the manner in which we account for our share of Aliansce's results of operations in our consolidated financial statements. We will continue to apply the equity method to our interest in Aliansce; however, commencing in 2010 we will report our share of Aliansce's results in our financial statements one quarter in arrears due to the timing of the release of Aliansce's publicly available financial statements. As a result of the transition to this accounting treatment, GGP's financial statements for the quarter ended March 31, 2010 will not include any results from Aliansce's business and GGP's financial statements for the fiscal year ended December 31, 2010 will include only nine months of Aliansce's operations. We do not believe that this timing difference will have a material impact on our consolidated financial statements.

The significant accounting policies used by the Unconsolidated Real Estate Affiliates are the same as ours.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

Condensed Combined Financial Information of Unconsolidated Real Estate Affiliates

Following is summarized financial information for our Unconsolidated Real Estate Affiliates as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007. Certain 2008 and 2007 amounts have been reclassified to conform to the 2009 presentation.

	December 31, 2009	December 31, 2008
	(In thousands)	
Condensed Combined Balance Sheets—Unconsolidated Real Estate Affiliates		
Assets:		
Land	$ 901,387	$ 863,965
Buildings and equipment	7,924,577	7,558,344
Less accumulated depreciation	(1,691,362)	(1,524,121)
Developments in progress	333,537	549,719
Net property and equipment	7,468,139	7,447,907
Investment in unconsolidated joint ventures	385,767	241,786
Investment property and property held for development and sale	266,253	282,636
Net investment in real estate	8,120,159	7,972,329
Cash and cash equivalents	275,018	231,500
Accounts and notes receivable, net	226,385	163,749
Deferred expenses, net	197,663	173,213
Prepaid expenses and other assets	293,069	225,809
Total assets	$ 9,112,294	$ 8,766,600
Liabilities and Owners' Equity:		
Mortgages, notes and loans payable	$ 6,375,798	$ 6,411,631
Accounts payable, accrued expenses and other liabilities	490,814	513,538
Owners' equity	2,245,682	1,841,431
Total liabilities and owners' equity	$ 9,112,294	$ 8,766,600
Investment In and Loans To/From Unconsolidated Real Estate Affiliates, Net:		
Owners' equity	$ 2,245,682	$ 1,841,431
Less joint venture partners' equity	(1,940,707)	(915,690)
Capital or basis differences and loans	1,636,049	911,894
Investment in and loans to/from Unconsolidated Real Estate Affiliates, net	$ 1,941,024	$ 1,837,635
Reconciliation—Investment In and Loans To/From Unconsolidated Real Estate Affiliates:		
Asset—Investment in and loans to/from Unconsolidated Real Estate Affiliates	$ 1,979,313	$ 1,869,929
Liability—Investment in and loans to/from Unconsolidated Real Estate Affiliates	(38,289)	(32,294)
Investment in and loans to/from Unconsolidated Real Estate Affiliates, net	$ 1,941,024	$ 1,837,635

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	Years Ended December 31, 2009	2008	2007
		(In thousands)	
Condensed Combined Statements of Income—Unconsolidated Real Estate Affiliates			
Revenues:			
Minimum rents	$ 763,283	$ 761,128	$ 805,713
Tenant recoveries	335,324	337,377	356,148
Overage rents	13,213	17,622	25,314
Land sales	72,367	137,504	161,938
Management and other fees	32,526	24,459	33,145
Other	93,886	113,988	142,549
Total revenues	1,310,599	1,392,078	1,524,807
Expenses:			
Real estate taxes	99,600	93,707	100,279
Repairs and maintenance	78,965	78,222	84,840
Marketing	15,265	18,251	25,275
Other property operating costs	226,615	234,388	272,560
Land sales operations	60,717	81,833	91,539
Provision for doubtful accounts	12,931	7,115	4,185
Property management and other costs	78,433	85,013	90,945
General and administrative	28,508	24,647	22,281
Provisions for impairment	74,285	828	479
Litigation (recovery) provision	—	(89,225)	89,225
Depreciation and amortization	271,246	245,794	255,827
Total expenses	946,565	780,573	1,037,435
Operating income	364,034	611,505	487,372
Interest income	7,220	12,467	24,725
Interest expense	(337,871)	(338,770)	(358,088)
(Provision for) benefit from income taxes	(995)	3,773	(9,263)
Equity in income of unconsolidated joint ventures	61,730	30,359	27,989
Income from continuing operations	94,118	319,334	172,735
Discontinued operations, including net gain on dispostions	—	—	106,016
Net income	94,118	319,334	278,751
Allocation to noncontrolling interests	(3,453)	624	103
Net income attributable to joint venture partners	$ 90,665	$ 319,958	$ 278,854
Equity In Income of Unconsolidated Real Estate Affiliates:			
Net income attributable to joint venture partners	$ 90,665	$ 319,958	$ 278,854
Joint venture partners' share of income	(26,320)	(119,709)	(187,672)
Amortization of capital or basis differences	(59,710)	(29,117)	(19,019)
Special Allocation of litigation provision to GGPLP	—	(89,225)	89,225
Elimination of Unconsolidated Real Estate Affiliates loan interest	—	(1,313)	(2,987)
Equity in income of Unconsolidated Real Estate Affiliates	$ 4,635	$ 80,594	$ 158,401

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

Condensed Financial Information of Individually Significant Unconsolidated Real Estate Affiliates

Following is summarized financial information for GGP/Homart II, L.L.C. ("GGP/Homart II"), GGP- TRS, L.L.C. ("GGP/Teachers") and The Woodlands Land Development Holdings, L.P. ("The Woodlands Partnership"). We account for these joint ventures using the equity method because we have joint interest and joint control of these ventures with our venture partners and since they have substantive participating rights in such ventures. For financial reporting purposes, we consider these joint ventures to be individually significant Unconsolidated Real Estate Affiliates. Our investment in such affiliates varies from a strict ownership percentage due to capital or basis differences or loans and related amortization.

GGP/Homart II

We own 50% of the membership interest of GGP/Homart II, L.L.C. ("GGP/Homart II"), a limited liability company. The remaining 50% interest in GGP/Homart II is owned by NYSCRF. GGP Homart II owns 11 retail properties and one office building. Certain 2008 and 2007 amounts have been reclassified to conform to the 2009 presentation.

	GGP/Homart II	
	December 31, 2009	December 31, 2008
	(In thousands)	
Assets:		
Land	$ 238,164	$ 239,481
Buildings and equipment	2,783,869	2,761,838
Less accumulated depreciation	(526,985)	(482,683)
Developments in progress	5,129	85,676
Net investment in real estate	2,500,177	2,604,312
Cash and cash equivalents	70,417	42,836
Accounts and notes receivable, net	47,843	45,025
Deferred expenses, net	92,439	84,902
Prepaid expenses and other assets	20,425	27,411
Total assets	$ 2,731,301	$ 2,804,486
Liabilities and Capital:		
Mortgages, notes and loans payable	$ 2,245,582	$ 2,269,989
Accounts payable, accrued expenses and other liabilities	63,923	80,803
Capital	421,796	453,694
Total liabilities and capital	$ 2,731,301	$ 2,804,486

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Homart II Years Ended December 31,		
	2009	2008 (In thousands)	2007
Revenues:			
Minimum rents	$ 244,576	$ 246,516	$ 230,420
Tenant recoveries	109,779	112,142	103,265
Overage rents	3,546	4,429	7,008
Other	7,841	10,502	10,028
Total revenues	365,742	373,589	350,721
Expenses:			
Real estate taxes	31,418	32,875	29,615
Repairs and maintenance	24,113	25,620	23,100
Marketing	5,767	6,640	8,332
Other property operating costs	39,434	43,219	41,116
Provision for doubtful accounts	2,404	1,833	1,315
Property management and other costs	22,837	23,185	22,279
General and administrative	380	2,872	11,777
Provisions for impairment	16,591	446	(17)
Litigation (recovery) provision	—	(89,225)	89,225
Depreciation and amortization	95,975	90,243	81,241
Total expenses	238,919	137,708	307,983
Operating income	126,823	235,881	42,738
Interest income	5,212	7,276	7,871
Interest expense	(125,678)	(121,543)	(109,209)
(Provision for) benefit from income taxes	(1,176)	5,839	(2,202)
Net income (loss)	5,181	127,453	(60,802)
Allocation to noncontrolling interests	(5)	(21)	(26)
Net income (loss) attributable to joint venture partners	$ 5,176	$ 127,432	$ (60,828)

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Homart II		
	Years Ended December 31,		
	2009	2008	2007
	(In thousands)		
Cash Flows from Operating Activities:			
Net income (loss)	$ 5,181	$ 127,453	$ (60,802)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Provisions for impairment	16,591	446	(17)
Depreciation and amortization	95,975	90,243	81,241
Amortization of deferred financing costs	1,035	970	460
Straight-line rent amortization	(4,256)	(4,637)	(4,929)
Amortization of intangibles other than in-place leases	—	—	(2,306)
Net changes:			
Accounts and notes receivable and other assets, net	4,031	3,050	3,354
Deferred expenses	(15,205)	(5,699)	(22,132)
Accounts payable and accrued expenses	3,852	(115,846)	111,954
Other, net	4,249	8,101	(4,893)
Net cash provided by operating activities	111,453	104,081	101,930
Cash Flows from Investing Activities:			
Acquisition/development of real estate and property additions/improvements	(22,283)	(128,271)	(267,882)
Proceeds from sales of investment properties	—	2,179	1,349
(Increase) decrease in restricted cash	(49)	—	—
Net cash used in investing activities	(22,332)	(126,092)	(266,533)
Cash Flows from Financing Activities:			
Proceeds from issuance of mortgages, notes and loans payable	—	290,000	—
Principal payments on mortgage notes, notes and loans payable	(24,407)	(130,958)	(24,316)
Notes payable from affiliate	—	—	(149,500)
Deferred financing costs	(7)	(2,570)	(17)
(Distributions) contributions and receivables from members, net	(37,126)	(122,476)	362,998
Net cash (used in) provided by financing activities	(61,540)	33,996	189,165
Net change in cash and cash equivalents	27,581	11,985	24,562
Cash and cash equivalents at the beginning of period	42,836	30,851	6,289
Cash and cash equivalents at the end of period	$ 70,417	$ 42,836	$ 30,851
Supplemental Disclosure of Cash Flow Information:			
Interest paid, net of amounts capitalized	$ 120,411	$ 126,621	$ 122,818
Non-Cash Investing and Financing Activities:			
Capital expenditures incurred but not yet paid	$ 6,269	$ 26,841	$ 67,497
Write-off of fully amortized below-market leases, net	—	—	2,306
Distribution of member loans including accrued interest of $3,532	102,578	—	—

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

GGP/Teachers

We own 50% of the membership interest in GGP-TRS, L.L.C. ("GGP/Teachers"), a limited liability company. The remaining 50% interest in GGP/Teachers is owned by the Teachers' Retirement System of the State of Illinois. GGP/Teachers owns six retail properties. Certain 2008 and 2007 amounts have been reclassified to conform to the 2009 presentation.

	GGP/Teachers	
	December 31, 2009	December 31, 2008
	(In thousands)	
Assets:		
Land	$ 195,832	$ 177,740
Buildings and equipment	1,071,748	1,076,748
Less accumulated depreciation	(153,778)	(145,101)
Developments in progress	3,586	54,453
Net investment in real estate	1,117,388	1,163,840
Cash and cash equivalents	6,663	7,148
Accounts and notes receivable, net	17,622	16,675
Deferred expenses, net	42,941	20,011
Prepaid expenses and other assets	7,216	17,097
Total assets	$ 1,191,830	$ 1,224,771
Liabilities and Members' Capital:		
Mortgages, notes and loans payable	$ 1,011,700	$ 1,020,825
Accounts payable, accrued expenses and other liabilities	32,914	40,787
Members' Capital	147,216	163,159
Total liabilities and members' capital	$ 1,191,830	$ 1,224,771

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Teachers Years Ended December 31,		
	2009	2008	2007
	(In thousands)		
Revenues:			
Minimum rents	$ 102,735	$ 116,132	$ 111,810
Tenant recoveries	51,804	51,093	46,370
Overage rents	2,108	3,692	4,732
Other	2,361	2,850	3,737
Total revenues	159,008	173,767	166,649
Expenses:			
Real estate taxes	14,597	12,536	10,817
Repairs and maintenance	10,029	10,033	9,073
Marketing	2,349	2,545	3,992
Other property operating costs	19,404	20,587	19,609
Provision for doubtful accounts	1,695	1,487	455
Property management and other costs	9,258	9,829	9,718
General and administrative	258	254	239
Provisions for impairment	16,863	115	45
Depreciation and amortization	37,549	34,901	28,806
Total expenses	112,002	92,287	82,754
Operating income	47,006	81,480	83,895
Interest income	7	229	702
Interest expense	(55,537)	(55,640)	(47,740)
Provision for from income taxes	(99)	(158)	(181)
Net (loss) income	$ (8,623)	$ 25,911	$ 36,676

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Teachers		
	Years Ended December 31,		
	2009	2008	2007
	(In thousands)		
Cash Flows from Operating Activities:			
Net income	$ (8,623)	$ 25,911	$ 36,676
Adjustments to reconcile net income to net cash provided by operating activities:			
Provisions for impairment	16,863	115	45
Depreciation and amortization	37,549	34,901	28,806
Amortization of deferred financing costs	1,337	1,338	1,294
Straight-line rent amortization	(1,781)	(1,578)	(2,797)
Amortization of intangibles other than in-place leases	(5,900)	(15,565)	(17,595)
Net changes:			
Accounts and notes receivable and other assets, net	(2,783)	(8,163)	3,132
Deferred expenses	(11,013)	(2,253)	(6,668)
Accounts payable and accrued expenses	4,251	(4,466)	12,278
Other, including gain on land exchange, net	(3,830)	(243)	330
Net cash provided by operating activities	26,070	29,997	55,501
Cash Flows from Investing Activities:			
Acquisition/development of real estate and property additions/improvements	(9,899)	(59,543)	(112,333)
(Increase) decrease in restricted cash	(213)	—	—
Net cash used in investing activities	(10,112)	(59,543)	(112,333)
Cash Flows from Financing Activities:			
Proceeds from issuance of mortgages, notes and loans payable	—	—	200,000
Principal payments on mortgage notes, notes and loans payable	(9,125)	(8,963)	(103,587)
Deferred financing costs	2	—	(2,234)
Contributions (distributions) and receivables from members, net	(7,320)	25,234	(35,953)
Net cash (used in) provided by financing activities	(16,443)	16,271	58,226
Net change in cash and cash equivalents	(485)	(13,275)	1,394
Cash and cash equivalents at the beginning of period	7,148	20,423	19,029
Cash and cash equivalents at the end of period	$ 6,663	$ 7,148	$ 20,423
Supplemental Disclosure of Cash Flow Information:			
Interest paid, net of amounts capitalized	$ 54,651	$ 56,237	$ 51,818
Non-Cash Investing and Financing Activities:			
Write-off of fully amortized below-market leases, net	$ 46,956	$ 23,483	$ 2,422
Write-off of investment in real estate	1,306	222	3,227
Capital expenditures incurred but not yet paid	2,032	7,481	39,251

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

Woodlands Land Development

We own 52.5% of the membership interest of The Woodlands Land Development Company L.P. ("The Woodlands Partnership"), a limited liability partnership which is a venture developing the master planned community known as The Woodlands near Houston, Texas. The remaining 47.5% interest in The Woodlands Partnership is owned by Morgan Stanley Real Estate Fund II, L.P.

	The Woodlands Partnership	
	December 31, 2009	December 31, 2008
	(In thousands)	
Assets:		
Land	$ 19,841	$ 16,573
Buildings and equipment	101,119	60,130
Less accumulated depreciation	(14,105)	(11,665)
Developments in progress	31,897	71,124
Investment property and property held for development and sale	266,253	282,636
Net investment in real estate	405,005	418,798
Cash and cash equivalents	30,373	45,710
Accounts and notes receivable, net	4,660	20,420
Deferred expenses, net	593	1,268
Prepaid expenses and other assets	30,275	93,538
Total assets	$ 470,906	$ 579,734
Liabilities and Owners' Equity:		
Mortgages, notes and loans payable	$ 281,964	$ 318,930
Accounts payable, accrued expenses and other liabilities	629	74,067
Owners' equity	188,313	186,737
Total liabilities and owners' equity	$ 470,906	$ 579,734

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	The Woodlands Partnership Years Ended December 31,		
	2009	2008 (In thousands)	2007
Revenues:			
Minimum rents	$ 6,514	$ 4,227	$ 734
Land sales	72,367	137,504	161,938
Other	11,658	12,957	34,750
Total revenues	90,539	154,688	197,422
Expenses:			
Real estate taxes	596	634	131
Repairs and maintenance	2,906	1,274	257
Other property operating costs	16,668	19,180	39,162
Land sales operations	60,717	81,833	91,539
Depreciation and amortization	3,402	3,007	3,504
Total expenses	84,289	105,928	134,593
Operating income	6,250	48,760	62,829
Interest income	592	769	676
Interest expense	(4,045)	(6,268)	(9,025)
Provision for income taxes	(602)	(978)	(1,918)
Income from continuing operations	2,195	42,283	52,562
Discontinued operations, including net gain on dispositions	—	—	94,556
Net income attributable to joint venture partners	$ 2,195	$ 42,283	$ 147,118

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	The Woodlands Partnership Years Ended December 31,		
	2009	2008	2007
		(In thousands)	
Cash Flows from Operating Activities:			
Net income	$ 2,195	$ 42,283	$ 147,118
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,402	3,007	3,504
Land development and acquisitions expenditures	(18,177)	(50,975)	(65,851)
Cost of land sales	34,560	56,301	68,162
Gain on dispositions	—	(10,260)	(94,556)
Net changes:			
Accounts and notes receivable, net	15,760	(18,672)	(1,775)
Prepaid expenses and other assets	63,262	(9,955)	14,422
Deferred expenses	675	776	738
Accounts payable and accrued expenses	(73,437)	(3,452)	16,745
Net cash provided by operating activities	28,240	9,053	88,507
Cash Flows from Investing Activities:			
Acquisition/development of real estate and property additions/improvements	(5,992)	(52,283)	(67,624)
Proceeds from dispositions	—	30,178	146,822
Net cash (used in) provided by investing activities	(5,992)	(22,105)	79,198
Cash Flows from Financing Activities:			
Proceeds from issuance of mortgages, notes and loans payable	8,095	92,470	—
Principal payments on mortgages, notes and loans payable	(45,061)	(60,305)	(34,959)
Distributions and receivables from owners, net	—	—	(120,606)
Other	(619)	(762)	—
Net cash (used in) provided by financing activities	(37,585)	31,403	(155,565)
Net change in cash and cash equivalents	(15,337)	18,351	12,140
Cash and cash equivalents at the beginning of period	45,710	27,359	15,219
Cash and cash equivalents at the end of period	$ 30,373	$ 45,710	$ 27,359

NOTE 6 MORTGAGES, NOTES AND LOANS PAYABLE

Mortgages, notes and loans payable are summarized as follows (see Note 14 for the maturities of our long term commitments):

	December 31, 2009	December 31, 2008
	(In thousands)	
Fixed-rate debt:		
Collateralized mortgages, notes and loans payable	$ 15,446,962	$ 15,538,825
Corporate and other unsecured term loans	3,724,463	3,701,615
Total fixed-rate debt	19,171,425	19,240,440
Variable-rate debt:		
Collateralized mortgages, notes and loans payable	2,500,892	2,732,437
Corporate and other unsecured term loans	2,783,700	2,783,700
Total variable-rate debt	5,284,592	5,516,137
Total Mortgages, notes and loans payable	24,456,017	24,756,577
Less: Mortgages, notes and loans payable subject to compromise	(17,155,245)	—
Total mortgages, notes and loans payable not subject to compromise	$ 7,300,772	$ 24,756,577

As previously discussed, on April 16 and 22, 2009, the Debtors filed voluntary petitions for relief under Chapter 11, which triggered defaults on substantially all debt obligations of the Debtors. However, under section 362 of Chapter 11, the filing of a bankruptcy petition automatically stays most actions against the debtor's estate. Absent an order of the Bankruptcy Court, these pre-petition liabilities are subject to settlement under a plan of reorganization, and therefore are presented as Liabilities subject to compromise on the Consolidated Balance Sheet. Of the total amount of debt presented above, $7.30 billion is not subject to compromise, consisting primarily of the collateralized mortgages of the Non-Debtors and the Track 1A Debtors and the DIP Facility. Also, as discussed in Note 1, the $1.70 billion of mortgages of the Track 1B Debtors were reflected as subject to compromise at December 31, 2009 as the effective dates of their plans of reorganization did not occur as of December 31, 2009. We expect that such mortgage loan amounts will be reflected as not subject to compromise in 2010.

As of December 31, 2009, as described in Note 1, plans of reorganization for the Track 1A Debtors, owning 50 operating properties secured by approximately $4.65 billion of mortgage debt, had been declared effective. The Track 1 Plans for such Track 1A Debtors provided for, in exchange for payment of certain extension fees and cure of previously unpaid amounts due on the applicable mortgage loans (primarily, principal amortization otherwise scheduled to have been paid since the Petition Date), the extension of the secured mortgage loans at previously existing non-default interest rates. As a result of the extensions, none of these loans will have a maturity prior to January 1, 2014 and the weighted average remaining duration of the secured loans associated with these properties is 4.49 years. In conjunction with these extensions, certain financial and operating covenants and guarantees were created or reinstated, all to be effective with the bankruptcy emergence of the 2010

NOTE 6 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

Track Debtors. Also in conjunction with such extensions, the Debtors for 13 properties (the "Special Consideration Properties") have until two days following emergence of the TopCo Debtors to determine whether the collateral property should be deeded to the respective lender or the property should be retained with further modified loan terms. Prior to emergence of the TopCo Debtors, the lenders related to the Special Consideration Properties control all cash produced by the property and we are required to pay any operating expense shortfall. In addition, prior to emergence of the TopCo Debtors, the respective lender can change the manager of the property or put the property in receivership and GGP has an unrestricted right to deed the property to the lender. Five of the Special Consideration Properties, representing $371.1 million in secured debt, are owned by the Track 1A Debtors.

The weighted-average interest rate including the effects of interest rate swaps, excluding the effects of deferred finance costs and using the contract rate prior to any defaults on such loans, on our mortgages, notes and loans payable was 5.31% at December 31, 2009 and 5.36% at December 31, 2008. The weighted average interest rate, using the contract rate prior to any defaults on such loans, on the remaining corporate unsecured fixed and variable rate debt and the revolving credit facility was 4.24% at December 31, 2009 and 4.29% at December 31, 2008. With respect to those loans and Debtors that remain in bankruptcy at December 31, 2009, we are currently recognizing interest expense on our loans based on contract rates in effect prior to bankruptcy as the Bankruptcy Court has ruled that interest payments based on such contract rates constitutes adequate protection to the secured lenders.

The Track 2010 Debtors, pursuant to their debt obligations, are required to comply with certain customary financial covenants and affirmative representations and warranties including, but not limited to, stipulations relating to leverage, net equity, maintenance of our REIT status, maintenance of our New York Stock Exchange (the 'Exchange") listing, cross-defaults to certain other indebtedness and interest or fixed charge coverage ratios. Such financial covenants are calculated from applicable Company information computed in accordance with GAAP, subject to certain exclusions or adjustments, as defined. As discussed in the Debtors-in-possession section of Note 1, we were unable to repay or refinance certain debt as it became due, and our Chapter 11 cases have stayed the enforcement of the default provisions of such covenants.

Collateralized Mortgages, Notes and Loans Payable

As of December 31, 2009, $23.86 billion of land, buildings and equipment and developments in progress (before accumulated depreciation) have been pledged as collateral for our mortgages, notes and loans payable. Certain of these secured loans are cross-collateralized with other properties. Although substantially all of the $17.95 billion of fixed and variable rate secured mortgage notes and loans payable are non-recourse, $2.66 billion of such mortgages, notes and loans payable are recourse due to guarantees or other security provisions for the benefit of the note holder. Enforcement of substantially all of these security provisions are stayed by our Chapter 11 cases. In addition, certain mortgage loans as of December 31, 2009 contain other credit enhancement provisions (primarily master leases for all or a portion of the property) which have been provided by 2010 Track Debtors upon which we do not expect to perform during the pendency of our Chapter 11 Cases. Certain mortgage notes payable may be prepaid but are generally subject to a prepayment penalty equal to a yield-maintenance premium, defeasance or a percentage of the loan balance.

NOTE 6 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

Corporate and Other Unsecured Loans

The TopCo Debtors have certain unsecured debt obligations which are described below. Although the contractual terms of such loans are summarized below, as a result of the Chapter 11 Cases, the TopCo Debtors are not paying dividends or interest on such obligations. Satisfaction of these obligations will be addressed in the TopCo Debtors' plan of reorganization.

In April 2007, GGPLP sold $1.55 billion aggregate principal amount of 3.98% Exchangeable Notes. Interest on the Exchangeable Notes is payable semi-annually in arrears on April 15 and October 15 of each year, beginning October 15, 2007. The Exchangeable Notes will mature on April 15, 2027 unless previously redeemed by GGPLP, repurchased by GGPLP or exchanged in accordance with their terms prior to such date. Prior to April 15, 2012, we will not have the right to redeem the Exchangeable Notes, except to preserve our status as a REIT. On or after April 15, 2012, we may redeem for cash all or part of the Exchangeable Notes at any time, at 100% of the principal amount of the Exchangeable Notes, plus accrued and unpaid interest, if any, to the redemption date. On each of April 15, 2012, April 15, 2017 and April 15, 2022, holders of the Exchangeable Notes may require us to repurchase the Exchangeable Notes, in whole or in part, for cash equal to 100% of the principal amount of Exchangeable Notes to be repurchased, plus accrued and unpaid interest.

The Exchangeable Notes are exchangeable for GGP common stock or a combination of cash and common stock, at our option, upon the satisfaction of certain conditions, and any exchange currently is stayed by our Chapter 11 cases. The exchange rate for each $1,000 principal amount of the Exchangeable Notes is 11.27 shares of GGP common stock, which is subject to adjustment under certain circumstances. See Note 2 for information regarding the impact on our 2008 and 2007 comparative consolidated financial statements as the result of the new accounting guidance adopted as of January 1, 2009 relating to certain convertible debt instruments.

The Second Amended and Restated Credit Agreement (the "2006 Credit Facility").

The 2006 Credit Facility provides for a $2.85 billion term loan (the "Term Loan") and a $650 million revolving credit facility. However, as of December 31, 2009, $1.99 billion of the Term Loan and $590.0 million of the revolving credit facility was outstanding under the 2006 credit facility and no further amounts were available to be drawn due to our Chapter 11 cases. The 2006 Credit Facility had a scheduled maturity of February 24, 2010. The interest rate, as of December 31, 2009, was LIBOR plus 1.25%.

In May 2006 TRCLP sold $800.0 million of senior unsecured notes which provide for semi-annual, interest only payments at a rate of 6.75% and payment of the principal in full on May 1, 2013.

Concurrently with the 2006 Credit Facility transaction, GGP Capital Trust I, a Delaware statutory trust (the "Trust") and a wholly-owned subsidiary of GGPLP, completed a private placement of $200 million of trust preferred securities ("TRUPS"). The Trust also issued $6.2 million of Common Securities to GGPLP. The Trust used the proceeds from the sale of the TRUPS and Common Securities to purchase $206.2 million of floating rate Junior Subordinated Notes of GGPLP due 2036. Distributions on the TRUPS are equal to LIBOR plus 1.45%. Distributions are cumulative and accrue from the date of original issuance. The TRUPS mature on April 30, 2036, but may be redeemed beginning on April 30, 2011 if the Trust exercises its right to redeem a like amount of the Junior

NOTE 6 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

Subordinated Notes. The Junior Subordinated Notes bear interest at LIBOR plus 1.45%. Though the Trust is a wholly-owned subsidiary of GGPLP, we are not the primary beneficiary of the Trust and, accordingly, it is not consolidated for accounting purposes. As a result, we have recorded the Junior Subordinated Notes as Mortgages, Notes and Loans Payable and our common equity interest in the Trust as Prepaid Expenses and Other Assets in our Consolidated Balance Sheets at December 31, 2009 and 2008.

In conjunction with the TRC Merger, we acquired certain publicly-traded unsecured debt which totaled $1.45 billion at December 31, 2009 and 2008.

Debtor-in-Possession Facility

On May 14, 2009, the Bankruptcy Court issued an order authorizing certain of the Debtors to enter into a Senior Secured Debtor in Possession Credit, Security and Guaranty Agreement among the Company, as co-borrower, GGP Limited Partnership, as co-borrower, certain of their subsidiaries, as guarantors, UBS AG, Stamford Branch, as agent, and the lenders party thereto (the "DIP Facility").

The DIP Facility, which closed on May 15, 2009, provides for an aggregate commitment of $400.0 million (the "DIP Term Loan"), which was used to refinance the $215.0 million remaining balance on the short-term secured loan and the remainder of which has been used to provide additional liquidity to the Debtors during the pendency of their Chapter 11 Cases. The DIP Facility provides that principal outstanding on the DIP Term Loan bears interest at an annual rate equal to LIBOR (subject to a minimum LIBOR floor of 1.5%) plus 12% and matures at the earlier of May 16, 2011 or the effective date of a plan of reorganization of the 2010 Track Debtors and has an outstanding balance of $400.0 million at December 31, 2009.

Subject to certain conditions being present, the Company will have the right to elect to repay all or a portion of the outstanding principal amount of the DIP Term Loan, plus accrued and unpaid interest thereon and all exit fees at maturity, by issuing (i) common stock of the Company to the lenders (the "Equity Conversion") or (ii) debt to the lenders, which would be issued for a three-year term, prepayable at any time without penalty or premium, and otherwise on terms substantially similar to those of the DIP Term Loan. Any Equity Conversion will be limited to the lenders' receipt of Company common stock equaling no more than (i) 8.0% of the Company common stock distributed in connection with the Debtors' plan of reorganization, as confirmed by the Bankruptcy Court (the "Plan of Reorganization") on a fully-diluted basis, or (ii) 9.9% of the Company common stock actually distributed in connection with the Plan of Reorganization on its effective date, without giving effect to common stock held back for the payment of contingencies. The DIP Credit Agreement contains customary non-financial covenants, representations and warranties, and events of default. Although the DIP Agreement contains no financial covenants, it does include obligations to periodically provide certain operating information concerning the Debtors directly to the DIP Agent.

Letters of Credit and Surety Bonds

We had outstanding letters of credit and surety bonds of $112.8 million as of December 31, 2009 and $286.2 million as of December 31, 2008. These letters of credit and bonds were issued primarily in connection with insurance requirements, special real estate assessments and construction obligations.

NOTE 7 INCOME TAXES

We elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), commencing with our taxable year beginning January 1, 1993. To qualify as a REIT, we must meet a number of organizational and operational requirements, including requirements to distribute at least 90% of our ordinary taxable income and to distribute to stockholders or pay tax on 100% of capital gains and to meet certain asset and income tests. As discussed in Note 1, we obtained Bankruptcy Court approval to distribute $0.19 per share (no more than 10% in cash) to our stockholders (paid on January 28, 2010) to satisfy such GGPI REIT distribution requirements for 2009.

As a REIT, we will generally not be subject to corporate level Federal income tax on taxable income we distribute currently to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to Federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if we qualify for taxation as a REIT, we may be subject to certain state and local taxes on our income or property, and to Federal income and excise taxes on our undistributed taxable income. In addition, we are subject to rules which may impose corporate income tax on certain built-in gains recognized upon the disposition of assets owned by our subsidiaries where such subsidiaries (or other predecessors) had formerly been C corporations. These rules apply only where the disposition occurs within certain specified recognition periods. The properties subject to these rules are TRCLP properties that were associated with the private REIT/TRS restructuring described below and our Victoria Ward properties. However, to the extent that any such properties subject to the built-in gain tax are to be sold, we intend to utilize tax strategies when prudent, such as dispositions through like-kind exchanges to limit or offset the amount of such gains and therefore the amount of tax paid, although the market climate and our business needs may not allow for such strategies to be implemented.

We also have subsidiaries which we have elected to be treated as a TRS (also "TRS entities") and which are, therefore, subject to federal and state income taxes. Our primary TRS entities include GGMI and entities which own our master planned community properties as well as some operating properties. Current Federal income taxes of certain of these TRS entities are likely to increase in future years as we exhaust the net loss carryforwards of these entities and as certain master planned community developments are completed. Such increases could be significant.

Effective March 31, 2007, through a series of transactions, a private REIT owned by GGPLP was contributed to TRCLP and one of our TRS entities became a qualified REIT subsidiary of that private REIT ("the Private REIT/TRS Restructuring"). This transaction resulted in a $328.4 million decrease in our net deferred tax liabilities, an approximate $7.4 million increase in our current taxes payable and an approximate $321.0 million income tax benefit related to the properties now owned by that private REIT.

NOTE 7 INCOME TAXES (Continued)

The provision for (benefit from) income taxes for the years ended December 31, 2009, 2008 and 2007 was as follows:

	2009	2008	2007
		(In thousands)	
Current	$ (15,443)	$ 27,605	$ 73,976
Deferred	833	(4,144)	(368,136)
Total	$ (14,610)	$ 23,461	$ (294,160)

Income tax expense computed by applying the Federal corporate tax rate for the years ended December 31, 2009, 2008 and 2007 is reconciled to the provision for income taxes as follows:

	2009	2008	2007
		(In thousands)	
Tax at statutory rate on earnings from continuing operations before income taxes	$ (454,416)	$ 1,302	$ (2,172)
Increase in valuation allowances, net	30,487	9,027	160
State income taxes, net of Federal income tax benefit	5,905	4,484	2,290
Tax at statutory rate on REIT earnings not subject to Federal income taxes	397,533	8,227	22,973
Tax benefit from change in tax rates, prior period adjustments and other permanent differences	4,775	(1,904)	(665)
Tax benefit from Private REIT/TRS restructuring	—	359	(320,956)
Uncertain tax position expense, excluding interest	866	(1,574)	(2,763)
Uncertain tax position interest, net of Federal income tax benefit	240	3,540	6,973
(Benefit from) Provision for income taxes	$ (14,610)	$ 23,461	$ (294,160)

Realization of a deferred tax benefit is dependent upon generating sufficient taxable income in future periods. Our net operating loss carryforwards are currently scheduled to expire in subsequent years through 2030. Some of the net operating loss carryforward amounts are subject to annual limitations under Section 382 of the Code. This annual limitation under Section 382 is subject to modification if a taxpayer recognizes what are called "built-in gain items." It is possible that the Company could, in the future, experience a change in control pursuant to Section 382 that could put additional limits on the benefit of deferred tax assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 7 INCOME TAXES (Continued)

The amounts and expiration dates of operating loss and tax credit carryforwards for tax purposes for the TRS's are as follows:

	Amount	Expiration Dates
	(In thousands)	
Net operating loss carryforwards—Federal	$ 114,459	2010 - 2030
Net operating loss carryforwards—State	89,696	2010 - 2030
Capital loss carryforwards	223	2013
Tax credit carryforwards—Federal AMT	847	N/A

Each TRS and certain REIT entities subject to state income taxes is a tax paying component for purposes of classifying deferred tax assets and liabilities. As of December 31, 2009, the Company had gross deferred tax assets totaling $273.5 million, of which a valuation allowance of $40.6 million has been established against certain deferred tax assets, and gross deferred tax liabilities of $1.07 billion. Net deferred tax assets (liabilities) are summarized as follows:

	2009	2008
	(In thousands)	
Total deferred tax assets	$ 69,225	$ 48,096
Valuation allowance	(40,610)	(10,123)
Net deferred tax assets	28,615	37,973
Total deferred tax liabilities	(866,400)	(868,978)
Net deferred tax liabilities	$ (837,785)	$ (831,005)

Due to the uncertainty of the realization of certain tax carryforwards, we have established valuation allowances on those deferred tax assets that we do not reasonably expect to realize.

The tax effects of temporary differences and carryforwards included in the net deferred tax liabilities at December 31, 2009 and 2008 are summarized as follows:

	2009	2008
	(In thousands)	
Property, primarily differences in depreciation and amortization, the tax basis of land assets and treatment of interest and certain other costs	$ (747,086)	$ (772,761)
Other TRS property, primarily differences in basis of assets and liabilities	(372)	(15,481)
REIT deferred state tax liability	(9,653)	(7,579)
Deferred income	(269,933)	(219,666)
Interest deduction carryforwards	142,073	142,073
Operating loss and tax credit carryforwards	65,459	37,269
Residential property, primarily differences in tax basis	22,337	15,263
Valuation allowance	(40,610)	(10,123)
Net deferred tax liabilities	$ (837,785)	$ (831,005)

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 7 INCOME TAXES (Continued)

The deferred tax liability associated with the master planned communities is largely attributable to the difference between the basis and value determined as the date of the acquisition of TRC in 2004 adjusted for sales that have occurred since that time. The cash cost related to this deferred tax liability is dependent upon the sales price of future land sales and the method of accounting used for income tax purposes. The deferred tax liability related to deferred income is the difference between the income tax method of accounting and the financial statement method of accounting for prior sales of land in our Master Planned Communities.

Although we believe our tax returns are correct, the final determination of tax examinations and any related litigation could be different than what was reported on the returns. In the opinion of management, we have made adequate tax provisions for years subject to examination. Generally, we are currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending December 31, 2005 through 2009 and are open to audit by state taxing authorities for years ending December 31, 2004 through 2009. In the fourth quarter of 2008, we effectively settled with the IRS with respect to the audits for the years 2001 through 2005 for two of our taxable REIT subsidiaries. In February 2009, we were notified that the IRS had commenced examination of the year ended December 31, 2007 with respect to two taxable REIT subsidiaries. We received a letter of Income Tax Examination Changes ("30 Day Letter") for the two taxable REIT subsidiaries with the proposed changes amounting to additional tax of $128.1 million. We timely filed a protest disputing the proposed changes. In December 2009, we were notified that the same two taxable REIT subsidiaries are also under audit for the year ended December 31, 2008. It is the Company's position that the pertinent tax law in question has been properly applied and reflected in the income tax returns for both 2008 and 2007. We are unable to determine when the examinations will be resolved.

On January 1, 2007, we adopted a generally accepted accounting principle related to accounting for uncertainty in income taxes, which prescribes a recognition threshold that a tax position is required to meet before recognition in the financial statements and provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues.

At January 1, 2007, we had total unrecognized tax benefits of $135.1 million, excluding accrued interest, of which approximately $69 million would impact our effective tax rate. These unrecognized tax benefits increased our income tax liabilities by $82.1 million, increased goodwill by $28.0 million and cumulatively reduced retained earnings by $54.1 million. As of January 1, 2007, we had accrued interest of $11.9 million related to these unrecognized tax benefits and no penalties. Prior to adoption of the generally accepted accounting principle related to accounting for uncertainty in income taxes, we did not treat either interest or penalties related to tax uncertainties as part of income tax expense. With the adoption of the generally accepted accounting principle related to accounting for uncertainty in income taxes, we have chosen to change this accounting policy. As a result, we will recognize and report interest and penalties, if necessary, within our provision for income tax expense from January 1, 2007 forward. We recognized potential interest expense related to the unrecognized tax benefits of $3.7 million, $2.7 million and $7.0 million for the years ended December 31, 2009, 2008 and 2007, respectively. During the years ended December 31, 2009, 2008 and 2007 we recognized previously unrecognized tax benefits, excluding accrued interest, of ($6.2) million, $7.0 million and $20 million, respectively. The recognition of the previously unrecognized tax benefits resulted in the reduction of interest expense accrued related to these amounts. At December 31, 2009, we had total unrecognized

NOTE 7 INCOME TAXES (Continued)

tax benefits of $104.0 million, excluding interest, of which $32.0 million would impact our effective tax rate.

	2009	2008	2007
		(In thousands)	
Unrecognized tax benefits, opening balance	$ 112,915	$ 127,109	$ 135,062
Gross increases—tax positions in prior period	41	3,336	1,970
Gross increases—tax positions in current period	6,969	3,637	10,029
Gross decreases—tax positions in prior period	(15,950)	(3,549)	—
Lapse of statute of limitations	—	(17,618)	(19,952)
Unrecognized tax benefits, ending balance	$ 103,975	$ 112,915	$ 127,109

Based on our assessment of the expected outcome of existing examinations or examinations that may commence, or as a result of the expiration of the statute of limitations for specific jurisdictions, it is reasonably possible that the related unrecognized tax benefits, excluding accrued interest, for tax positions taken regarding previously filed tax returns will materially change from those recorded at December 31, 2009. A material change in unrecognized tax benefits could have a material effect on our statements of income and comprehensive income. As of December 31, 2009, there is $94.3 million of unrecognized tax benefits, excluding accrued interest, which due to the reasons above, could significantly increase or decrease during the next twelve months.

Earnings and profits, which determine the taxability of dividends to stockholders, differ from net income reported for financial reporting purposes due to differences for Federal income tax reporting purposes in, among other things, estimated useful lives, depreciable basis of properties and permanent and temporary differences on the inclusion or deductibility of elements of income and deductibility of expense for such purposes.

Distributions paid on our common stock and their tax status, as sent to our shareholders, is presented in the following table. The tax status of GGP distributions in 2009, 2008 and 2007 may not be indicative of future periods.

	2009	2008	2007
Ordinary income	$ 0.103	$ 1.425	$ 0.926
Return of capital	—	—	—
Qualified dividends	—	—	0.501
Capital gain distributions	0.087	0.075	0.423
Distributions per share	$ 0.190	$ 1.500	$ 1.850

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 8 RENTALS UNDER OPERATING LEASES

We receive rental income from the leasing of retail and other space under operating leases. The minimum future rentals based on operating leases of our Consolidated Properties held as of December 31, 2009 are as follows:

Year	Amount (In thousands)
2010	$ 1,574,692
2011	1,455,964
2012	1,291,194
2013	1,137,631
2014	988,367
Subsequent	3,183,947

Minimum future rentals exclude amounts which are payable by certain tenants based upon a percentage of their gross sales or as reimbursement of operating expenses and amortization of above and below-market tenant leases. Such operating leases are with a variety of tenants, the majority of which are national and regional retail chains and local retailers, and consequently, our credit risk is concentrated in the retail industry.

NOTE 9 TRANSACTIONS WITH AFFILIATES

Management and other fee revenues primarily represent management and leasing fees, development fees, financing fees and fees for other ancillary services performed for the benefit of certain of the Unconsolidated Real Estate Affiliates and for properties owned by third parties. Fees earned from the Unconsolidated Properties totaled $76.6 million in 2009, $74.3 million in 2008 and $83.4 million in 2007. Such fees are recognized as revenue when earned.

NOTE 10 STOCK-BASED COMPENSATION PLANS

Incentive Stock Plans

Prior to the Chapter 11 Cases, we granted qualified and non-qualified stock options and restricted stock to officers and key employees through the 2003 Incentive Stock Plan (the "2003 Incentive Plan"). The 2003 Incentive Plan provides for the issuance of 9,000,000 shares, of which 5,625,232 shares (4,878,500 stock options and 746,732 restricted shares) have been granted as of December 31, 2009, subject to certain customary adjustments to prevent dilution. Additionally, the Compensation Committee of the Board of Directors grants employment inducement awards to senior executives on a discretionary basis, and in the fourth quarter of 2008, granted 1,800,000 stock options to two senior executives. Stock options are granted by the Compensation Committee of the Board of Directors at an exercise price of not less than 100% of the Fair Value of our common stock on the date of the grant. The terms of the options are determined by the Compensation Committee.

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

The following tables summarize stock option activity for the 2003 Incentive Stock Plan as of and for the years ended December 31, 2009, 2008 and 2007.

	2009		2008		2007	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Stock options outstanding at January 1	4,730,000	$ 33.01	3,053,000	$ 51.21	3,167,348	$ 38.41
Granted	—	—	1,800,000	3.73	1,205,000	65.81
Exercised	—	—	(23,000)	15.24	(1,318,748)	33.81
Forfeited	(290,000)	54.66	(100,000)	65.81	—	—
Expired	(198,500)	30.78	—	—	(600)	9.99
Stock options outstanding at December 31	4,241,500	$ 31.63	4,730,000	$ 33.01	3,053,000	$ 51.21

	Stock Options Outstanding			Stock Options Exercisable		
Range of Exercise Prices	Shares	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price	Shares	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price
$0 - $6.5810	1,800,000	3.8	$ 3.73	1,800,000	3.8	$ 3.73
$6.5811 - $13.1620	3,000	0.3	9.99	3,000	0.3	9.99
$13.1621 - $19.7430	50,000	2.7	15.49	50,000	2.7	15.49
$32.9051 - $39.4860	531,000	0.1	35.59	531,000	0.1	35.59
$39.4861 - $46.0670	30,000	0.2	44.59	30,000	0.2	44.59
$46.0671 - $52.6480	862,500	0.9	49.75	787,500	0.9	49.68
$59.2291 - $65.8100	965,000	1.7	65.81	703,000	1.7	65.81
Total	4,241,500	2.3	$ 31.63	3,904,500	2.3	$ 28.98
Intrinsic value (in thousands)	$ 14,099			$ 14,099		

The intrinsic value of outstanding and exercisable stock options as of December 31, 2009 represents the excess of our closing stock price on that date, $11.56, over the exercise price multiplied by the applicable number of shares that may be acquired upon exercise of stock options, and is not presented in the table above if the result is a negative value. The intrinsic value of exercised stock options represents the excess of our stock price at the time the option was exercised over the exercise price and was $0.6 million for options exercised during 2008 and $39.3 million for options exercised during 2007. No stock options were exercised during 2009.

The weighted-average Fair Value of stock options as of the grant date was $1.94 for stock options granted during 2008 and $11.07 for stock options granted during 2007. No stock options were granted during 2009.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

Prior to 2007, stock options generally vested 20% at the time of the grant and in 20% annual increments thereafter. In February 2007, however, in lieu of awarding options similar in size to prior years to two of our senior executives, the Compensation Committee of our Board of Directors accelerated the vesting of options held by these executives so that all such options became immediately vested and exercisable. As a result, the vesting of 705,000 options was accelerated and compensation expense of $4.1 million which would have been recognized in 2007 through 2010 was recognized in the first quarter of 2007.

Restricted Stock

Pursuant to the 2003 Stock Incentive Plan, we make restricted stock grants to certain employees and non-employee directors. The vesting terms of these grants are specific to the individual grant. The vesting terms vary in that a portion of the shares vest either immediately or on the first anniversary and the remainder vest in equal annual amounts over the next two to five years. Participating employees must remain employed for vesting to occur (subject to certain exceptions in the case of retirement). Shares that do not vest are forfeited. Dividends are paid on restricted stock and are not returnable, even if the underlying stock does not ultimately vest.

The following table summarizes restricted stock activity for the respective grant years as of and for the years ended December 31, 2009, 2008, and 2007.

	2009		2008		2007	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Nonvested restricted stock grants outstanding as of January 1	410,767	$ 41.29	136,498	$ 59.75	72,666	$ 47.62
Granted	70,000	2.10	360,232	35.69	96,500	65.29
Vested	(135,706)	35.38	(53,164)	54.24	(32,668)	49.11
Canceled	(69,628)	46.04	(32,799)	35.65	—	—
Nonvested restricted stock grants outstanding as of December 31	275,433	$ 33.04	410,767	$ 41.29	136,498	$ 59.75

The total Fair Value of restricted stock grants which vested during 2009 was $0.1 million, during 2008 was $2.0 million and during 2007 was $2.0 million.

Threshold-Vesting Stock Options

Under the 1998 Incentive Stock Plan (the "1998 Incentive Plan"), stock incentive awards to employees in the form of threshold-vesting stock options ("TSOs") have been granted. The exercise price of the TSO is the Current Market Price ("CMP") as defined in the 1998 Incentive Plan of our common stock on the date the TSO is granted. In order for the TSOs to vest, our common stock must achieve and sustain the applicable threshold price for at least 20 consecutive trading days at any time during the five years following the date of grant. Participating employees must remain employed until

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

vesting occurs in order to exercise the options. The threshold price is determined by multiplying the CMP on the date of grant by an Estimated Annual Growth Rate (7%) and compounding the product over a five-year period. TSOs granted in 2004 and thereafter must be exercised within 30 days of the vesting date. TSOs granted prior to 2004, all of which have vested, have a term of up to 10 years. Under the 1998 Incentive Plan, 8,163,995 options have been granted as of December 31, 2009, subject to certain customary adjustments to prevent dilution. No TSOs were granted in 2008 or 2009 and the 1998 Incentive Plan terminated December 31, 2008.

The following table summarizes TSO activity as of December 31, 2009 by grant year.

	TSO Grant Year
	2007
TSOs outstanding at January 1, 2009	1,079,194
Forfeited(1)	(125,311)
Vested and exercised	—
TSOs outstanding at December 31, 2009(2)	953,883
Intrinsic value(3)	$ —
Intrinsic value—options exercised	—
Fair value—options exercised	—
Cash received—options exercised	—
Exercise price(4)	$ 65.81
Threshold price	92.30
Fair value of options on grant date	9.54
Remaining contractual term (in years)	2.1

(1) No TSO expirations for years presented.

(2) TSOs outstanding at December 31, 2009 for the years 2006 and prior were 1,014,642.

(3) Intrinsic value is not presented if result is a negative number.

(4) A weighted average exercise price is not applicable as there is only one grant date and issuance per year.

The Company has a $200 million per fiscal year common stock repurchase program which gives us the ability to acquire some or all of the shares of common stock to be issued upon the exercise of the TSOs or the Contingent Stock Agreement under which we assumed the obligations of TRC to issue shares of common stock to the beneficiaries thereunder (the "CSA") (Note 14). During 2008 and in 2009, no shares were repurchased and, during the pendency of our Chapter 11 Cases, no stock repurchases are expected.

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

Other Required Disclosures

Historical data, such as the past performance of our common stock and the length of service by employees, is used to estimate expected life of the stock options, TSOs and our restricted stock and represents the period of time the options or grants are expected to be outstanding. No TSOs were granted during the years ended December 31, 2009 and 2008 and no stock options were granted during 2009. The Fair Values of TSOs granted in 2007 were estimated using the binomial method. The value of restricted stock grants is calculated as the average of the high and low stock prices on the date of the initial grant. The Fair Values of all other stock options were estimated on the date of grant using the Black-Scholes-Merton option pricing model. These Fair Values are affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. Expected volatilities are based on historical volatility of our stock price as well as that of our peer group, implied volatilities and various other factors. The weighted average estimated value of TSOs granted during 2007 and stock options granted during 2007 and 2008 were based on the following assumptions:

	2008	2007
Risk-free interest rate	1.68%	4.70%
Dividend yield	4.00%	4.00%
Expected volatility	97.24%	24.72%
Expected life (in years)	3.0	5.0

Compensation expense related to the Incentive Stock Plans, TSOs and restricted stock was $8.6 million in 2009, $6.8 million in 2008 and $16.9 million in 2007.

As of December 31, 2009, total compensation expense which had not yet been recognized related to nonvested options, TSOs and restricted stock grants was $14.7 million. Of this total, $8.4 million is expected to be recognized in 2010, $5.6 million in 2011 and $0.7 million in 2012. These amounts may be impacted by future grants, changes in forfeiture estimates or vesting terms, actual forfeiture rates which differ from estimated forfeitures and/or timing of TSO vesting.

Employee Stock Purchase Plan

The General Growth Properties, Inc. Employee Stock Purchase Plan (the "ESPP"), which was terminated effective June 30, 2009 and had been suspended from June 2008 through June 2009, was established to assist eligible employees in acquiring stock ownership interest in GGP. Under the ESPP, eligible employees made payroll deductions over a six-month purchase period. At the end of each six-month purchase period, the amounts withheld were used to purchase shares of our common stock at a purchase price equal to 85% of the lesser of the closing price of a share of a common stock on the first or last trading day of the purchase period. The ESPP was considered a compensatory plan in accordance with the generally accepted accounting principles related to share—based payments. From inception through June 30, 2009, an aggregate of 1.7 million shares of our common stock had been purchased by eligible employees under the ESPP. Compensation expense related to the ESPP was $1.0 million in 2008 and $2.0 million in 2007. No compensation expense was recognized in 2009.

GENERAL GROWTH PROPERTIES, INC.
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

Defined Contribution Plan

We sponsor the General Growth 401(k) Savings Plan (the "401(k) Plan") which permits all eligible employees to defer a portion of their compensation in accordance with the provisions of Section 401(k) of the Code. Subject to certain limitations (including an annual limit imposed by the Code), each participant is allowed to make before-tax contributions up to 50% of gross earnings, as defined. We add to a participant's account through a matching contribution up to 5% of the participant's annual earnings contributed to the 401(k) Plan. We match 100% of the first 4% of earnings contributed by each participant and 50% of the next 2% of earnings contributed by each participant. We recognized expense resulting from the matching contributions of $9.1 million in 2009, $10.7 million in 2008, and $10.2 million in 2007.

Dividend Reinvestment and Stock Purchase Plan

The Dividend Reinvestment and Stock Purchase Plan ("DRSP") was terminated on the Petition Date. In general, the DRSP had allowed participants to purchase our common stock from dividends received or additional cash investments. The stock was purchased at current market price, but no fees or commissions were charged to the participant. As of the Petition Date, an aggregate of 837,604 shares of our common stock had been issued under the DRSP.

NOTE 11 OTHER ASSETS AND LIABILITIES

The following table summarizes the significant components of prepaid expenses and other assets.

	December 31, 2009	December 31, 2008
	(In thousands)	
Below-market ground leases (Note 2)	$ 241,676	$ 247,553
Receivables—finance leases and bonds	119,506	118,543
Security and escrow deposits	99,685	156,574
Prepaid expenses	88,651	63,879
Real estate tax stabilization agreement (Note 2)	71,607	75,531
Special Improvement District receivable	48,713	51,314
Above-market tenant leases (Note 2)	34,339	51,308
Deferred tax, net of valuation allowances	28,615	37,973
Other	21,955	32,780
	$ 754,747	$ 835,455

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 11 OTHER ASSETS AND LIABILITIES (Continued)

The following table summarizes the significant components of accounts payable, accrued expenses and other liabilities.

	December 31, 2009	December 31, 2008
	(In thousands)	
Accounts payable and accrued expenses	$ 434,911	$ 263,167
Accrued interest	366,398	115,968
Construction payable	150,746	257,178
Uncertain tax position liability	129,413	134,646
Accrued payroll and other employee liabilities	104,926	62,591
Accrued real estate taxes	88,511	90,663
Hughes participation payable (Note 8)	68,378	73,325
Deferred gains/income	67,611	62,716
Below-market tenant leases (Note 2)	63,290	88,756
Conditional asset retirement obligation liability	24,601	23,499
Tenant and other deposits	23,250	24,452
Derivative financial instruments	—	27,715
Funded defined contribution plan liabilities	—	7,517
Other	212,861	306,956
Total accounts payable and accrued expenses	1,734,896	1,539,149
Less: amounts subject to compromise (Note 1)	(612,008)	—
Accounts payable and accrued expenses not subject to compromise	$ 1,122,888	$ 1,539,149

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 12 NONCONTROLLING INTERESTS

The following table reflects the activity of the redeemable noncontrolling interests for the years ended December 31, 2009, 2008 and 2007.

	(In thousands)
Balance at December 31, 2006 (as adjusted)	$ 3,109,732
Net income	69,472
Distributions	(169,522)
Conversion of operating partnership units into common shares	(7,695)
Conversion of convertible preferred units to common shares	(488)
Other comprehensive income	5,486
Adjustment for noncontrolling interests in operating partnership	65,431
Adjust redeemable noncontrolling interests	(713,515)
Balance at December 31, 2007	$ 2,358,901
Net income	11,499
Distributions	(88,328)
Conversion of operating partnership units into common shares	(9,147)
Conversion of convertible preferred units to common shares	(250)
Other comprehensive loss	(18,160)
Adjustment for noncontrolling interests in operating partnership	117,447
Adjust redeemable noncontrolling interests	(1,872,037)
Balance at December 31, 2008	$ 499,925
Net loss	(21,959)
Distributions	(9,433)
Conversion of operating partnership units into common shares	(324,489)
Other comprehensive income	10,573
Adjustment for noncontrolling interests in operating partnership	(13,200)
Adjust redeemable noncontrolling interests	65,416
Balance at December 31, 2009	$ 206,833

On January 2, 2009, MB Capital Units LLC, pursuant to the Rights Agreement, converted 42,350,000 Common Units (approximately 13% of all outstanding Common Units, including those owned by GGP) in the Company's Operating Partnership into 42,350,000 shares of GGP common stock.

NOTE 12 NONCONTROLLING INTERESTS (Continued)

The Operating Partnership has also issued Convertible Preferred Units, which are convertible, with certain restrictions, at any time by the holder into Common Units of the Operating Partnership at the following rates (subject to adjustment):

	Number of Common Units for each Preferred Unit
Series B—JP Realty	3.000
Series D—Foothills Mall	1.508
Series E—Four Seasons Town Centre	1.298

NOTE 13 ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

Components of accumulated other comprehensive (loss) income as of December 31, 2009 and 2008 are as follows:

	2009	2008
	(In thousands)	
Net unrealized losses on financial instruments	$ (14,673)	$ (27,903)
Accrued pension adjustment	(1,704)	(2,110)
Foreign currency translation	16,166	(25,634)
Unrealized losses on available-for-sale securities	(38)	(481)
	$ (249)	$ (56,128)

NOTE 14 COMMITMENTS AND CONTINGENCIES

In the normal course of business, from time to time, we are involved in legal proceedings relating to the ownership and operations of our properties. In management's opinion, the liabilities, if any, that may ultimately result from such legal actions are not expected to have a material adverse effect on our consolidated financial position, results of operations or liquidity.

We lease land or buildings at certain properties from third parties. The leases generally provide us with a right of first refusal in the event of a proposed sale of the property by the landlord. Rental payments are expensed as incurred and have, to the extent applicable, been straight-lined over the term of the lease. Contractual rental expense, including participation rent, was $19.0 million in 2009, $19.3 million in 2008 and $19.5 million in 2007, while the same rent expense excluding amortization of above and below-market ground leases and straight-line rents, as presented in our consolidated financial statements, was $12.7 million in 2009, $12.4 million in 2008 and $12.0 million in 2007.

We have, in the past, periodically entered into contingent agreements for the acquisition of properties. Each acquisition subject to such agreements was subject to satisfactory completion of due diligence and, in the case of property acquired under development, completion of the project. In conjunction with the acquisition of The Grand Canal Shoppes in 2004, we entered into an agreement (the "Phase II Agreement") to acquire the multi-level retail space that is part of The Shoppes at The Palazzo in Las Vegas, Nevada (The "Phase II Acquisition") which is connected to the existing Venetian

NOTE 14 COMMITMENTS AND CONTINGENCIES (Continued)

and the Sands Expo and Convention Center facilities and The Grand Canal Shoppes. The project opened on January 18, 2008. The acquisition closed on February 29, 2008 for an initial purchase price payment of $290.8 million, which was primarily funded with $250.0 million of new variable-rate short-term debt collateralized by the property and for Federal income tax purposes was used as replacement property in a like-kind exchange. The Phase II Agreement provides for additional purchase price payments based on net operating income, as defined, of the Phase II retail space. Such additional payments, if any, are to be made during the 30 months after closing with the final payment being subject to re-adjustment 48 months after closing. Although we have currently estimated that no additional amounts will be paid pursuant to the Phase II Agreement, the total final purchase price of the Phase II Acquisition could be different than the current estimate.

See Note 7 for our obligations related to uncertain tax positions for disclosure of additional contingencies.

The following table summarizes the contractual maturities of our long-term commitments. Both long-term debt and ground leases include the related purchase accounting Fair Value adjustments:

	2010	2011	2012	2013	2014	Subsequent / Other	Total
				(In thousands)			
Long-term debt-principal(1)	$ 1,114,925	$ 191,366	$ 1,006,706	$ 481,140	$ 1,626,788	$ 2,879,847	$ 7,300,772
Retained debt-principal	119,694	775	37,742	—	—	—	158,211
Ground lease payments	14,547	14,365	14,336	14,381	14,444	543,378	615,451
Uncertainty in income taxes, including interest	—	—	—	—	—	129,413	129,413
Total	$ 1,249,166	$ 206,506	$ 1,058,784	$ 495,521	$ 1,641,232	$ 3,552,638	$ 8,203,847

(1) Excludes $17.16 billion of long-term debt-principal that is subject to compromise and the effect of any principal accelerations due to cross defaults or other revisions to our debt agreements due to conditions described in Note 1.

Contingent Stock Agreement

In conjunction with GGP's acquisition of The Rouse Company ("TRC") in November 2004, GGP assumed TRC's obligations under a CSA. TRC entered into the CSA in 1996 when it acquired The Hughes Corporation ("Hughes"). This acquisition included various assets, including Summerlin (the "CSA Assets"), a development in GGP's Master Planned Communities segment. The CSA is an unsecured obligation of GGP and therefore, GGP's obligations to the former Hughes owners or their successors (the "Beneficiaries") under the CSA are, and will be, subject to treatment in accordance with applicable requirements of the bankruptcy law and any plan of reorganization that may be confirmed by the Bankruptcy Court.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 14 COMMITMENTS AND CONTINGENCIES (Continued)

Under the terms of the CSA, GGP was required through August 2009 to issue shares of its common stock semi-annually (February and August) to the Beneficiaries with the number of shares to be issued in any period based on cash flows from the development and/or sale of the CSA Assets and GGP's stock price. The Beneficiaries' share of earnings from the CSA Assets is accounted for as a land sales operations expense. During 2009, GGP was not obligated to deliver any shares of its common stock under the CSA as the net development and sales cash flows were negative for the applicable periods. During 2008, 356,661 shares of GGP common stock (from treasury shares) were delivered to the Beneficiaries pursuant to the CSA.

Under the terms of the CSA, GGP is also required to make a final distribution to the Beneficiaries in 2010, following a final valuation of the remaining CSA Assets as of December 31, 2009. The CSA sets forth a methodology for establishing this final valuation and requires the payment, if any, be made in shares of GGP common stock. GGP would account for any final distribution to the Beneficiaries as an additional GGP investment in the CSA Assets (that is, contingent consideration). However, since GGP's plan of reorganization is still being developed, treatment of the CSA and the final distribution amount, if any, to the Beneficiaries cannot currently be determined and, therefore, no liability for any final distribution amount is probable or estimable at December 31, 2009. The carrying amount of the CSA Assets as reflected in the Company's Consolidated Financial Statements is not the final valuation, and should not be relied upon for purposes of determining, or estimating, the final distribution amount, if any, to the Beneficiaries.

NOTE 15 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On June 12, 2009, the FASB issued new generally accepted accounting guidance that amends the consolidation guidance applicable to variable interest entities. The amendments to the consolidation guidance affect all entities and enterprises currently within the scope of the previous guidance and are effective to the Company on January 1, 2010. Although the amendments significantly affected the overall consolidation analysis under previously issued guidance, we do not expect changes to our consolidated financial statements for this new guidance.

In June 2009, the FASB issued new generally accepted accounting guidance related to the accounting standards codification and the hierarchy of generally accepted accounting principles. The codification's content will carry the same level of authority, effectively superseding previous related guidance. The GAAP hierarchy has been modified to include only two levels of GAAP: authoritative and nonauthoritative. This new guidance was effective for us in the third quarter of 2009. The effect of the implementation of this new guidance on our consolidated financial statements resulted in the conversion of previously referenced specific accounting guidance to a "plain English" reference.

NOTE 16 SEGMENTS

We have two business segments which offer different products and services. Our segments are managed separately because each requires different operating strategies or management expertise. We do not distinguish or group our consolidated operations on a geographic basis. Further, all material operations are within the United States and no customer or tenant comprises more than 10% of consolidated revenues. Our reportable segments are as follows:

- Retail and Other—includes the operation, development and management of retail and other rental property, primarily shopping centers
- Master Planned Communities—includes the development and sale of land, primarily in large-scale, long-term community development projects in and around Columbia, Maryland; Summerlin, Nevada; and Houston, Texas, and our one residential condominium project located in Natick (Boston), Massachusetts

The operating measure used to assess operating results for the business segments is Real Estate Property Net Operating Income ("NOI") which represents the operating revenues of the properties less property operating expenses, exclusive of depreciation and amortization and, with respect to our retail and other segment, provisions for impairment. Management believes that NOI provides useful information about a property's operating performance.

The accounting policies of the segments are the same as those described in Note 2, except that we report Unconsolidated Real Estate Affiliates using the proportionate share method rather than the equity method. Under the proportionate share method, our share of the revenues and expenses of the Unconsolidated Properties are combined with the revenues and expenses of the Consolidated Properties. Under the equity method, our share of the net revenues and expenses of the Unconsolidated Properties are reported as a single line item, Equity in income of Unconsolidated Real Estate Affiliates, in our Consolidated Statements of Income and Comprehensive Income. This difference affects only the reported revenues and operating expenses of the segments and has no effect on our reported net earnings. In addition, other revenue includes the NOI of discontinued operations and is reduced by the NOI attributable to our noncontrolling interest partners in consolidated joint ventures.

The total cash expenditures for additions to long-lived assets for the Master Planned Communities segment was $78.2 million for the year ended December 31, 2009, $166.1 million for the year ended December 31, 2008 and $243.3 million for the year ended December 31, 2007. Similarly, cash expenditures for long-lived assets for the Retail and Other segment was $252.8 million for the year ended December 31, 2009, $1.19 billion for the year ended December 31, 2008 and $1.50 billion for the year ended December 31, 2007. Such amounts for the Master Planned Communities segment and the Retail and Other segment are included in the amounts listed as Land/residential development and acquisitions expenditures and Acquisition/development of real estate and property additions/improvements, respectively, in our Consolidated Statements of Cash Flows.

The total amount of goodwill, as presented on our Consolidated Balance Sheets, is included in our Retail and Other segment.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

Segment operating results are as follows:

	Year Ended December 31, 2009		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 1,992,046	$ 388,997	$ 2,381,043
Tenant recoveries	883,595	158,160	1,041,755
Overage rents	52,306	7,779	60,085
Other, including noncontrolling interests	75,232	56,320	131,552
Total property revenues	3,003,179	611,256	3,614,435
Property operating expenses:			
Real estate taxes	280,895	47,661	328,556
Property maintenance costs	119,270	21,714	140,984
Marketing	34,363	7,225	41,588
Other property operating costs	529,686	131,220	660,906
Provision for doubtful accounts	30,331	6,131	36,462
Total property operating expenses	994,545	213,951	1,208,496
Retail and other net operating income	2,008,634	397,305	2,405,939
Master Planned Communities			
Land sales	45,997	37,993	83,990
Land sales operations	(50,807)	(33,684)	(84,491)
Master Planned Communities net operating (loss) income before provision for impairment	(4,810)	4,309	(501)
Provision for impairment	(108,691)	—	(108,691)
Master Planned Communities net operating (loss) income	(113,501)	4,309	(109,192)
Real estate property net operating income	$ 1,895,133	$ 401,614	$ 2,296,747

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

	Year Ended December 31, 2008		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 2,085,758	$ 383,003	$ 2,468,761
Tenant recoveries	927,332	159,499	1,086,831
Overage rents	72,882	9,461	82,343
Other, including noncontrolling interests	101,438	62,081	163,519
Total property revenues	3,187,410	614,044	3,801,454
Property operating expenses:			
Real estate taxes	274,317	44,934	319,251
Property maintenance costs	114,532	19,972	134,504
Marketing	43,426	8,501	51,927
Other property operating costs	557,259	140,062	697,321
Provision for doubtful accounts	17,873	3,442	21,315
Total property operating expenses	1,007,407	216,911	1,224,318
Retail and other net operating income	2,180,003	397,133	2,577,136
Master Planned Communities			
Land sales	66,557	72,189	138,746
Land sales operations	(63,441)	(46,311)	(109,752)
Master Planned Communities net operating income before provision for impairment	3,116	25,878	28,994
Provision for impairment	(40,346)	—	(40,346)
Master Planned Communities net operating (loss) income	(37,230)	25,878	(11,352)
Real estate property net operating income	$ 2,142,773	$ 423,011	$ 2,565,784

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

	Year Ended December 31, 2007		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
	(In thousands)		
Retail and Other			
Property revenues:			
Minimum rents	$ 1,933,674	$ 406,241	$ 2,339,915
Tenant recoveries	859,801	173,486	1,033,287
Overage rents	89,016	12,213	101,229
Other, including noncontrolling interests	102,553	82,884	185,437
Total property revenues	2,985,044	674,824	3,659,868
Property operating expenses:			
Real estate taxes	246,484	50,478	296,962
Property and maintenance costs	111,490	22,670	134,160
Marketing	54,664	12,233	66,897
Other property operating costs	523,341	168,038	691,379
Provision for doubtful accounts	5,426	1,978	7,404
Total property operating expenses	941,405	255,397	1,196,802
Retail and other net operating income	2,043,639	419,427	2,463,066
Master Planned Communities			
Land sales	145,649	85,017	230,666
Land sales operations	(116,708)	(57,813)	(174,521)
Master Planned Communities net operating income before provision for impairment	28,941	27,204	56,145
Provision for impairment	(127,600)	—	(127,600)
Master Planned Communities net operating (loss) income	(98,659)	27,204	(71,455)
Real estate property net operating income	$ 1,944,980	$ 446,631	$ 2,391,611

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

The following reconciles NOI to GAAP-basis operating income and income from continuing operations:

	Years Ended December 31, 2009	2008 (In thousands)	2007
Real estate property net operating income:			
Segment basis	$ 2,296,747	$ 2,565,784	$ 2,391,611
Unconsolidated Properties	(401,614)	(423,011)	(446,631)
Consolidated Properties	1,895,133	2,142,773	1,944,980
Management fees and other corporate revenues	75,851	96,495	119,941
Property management and other costs	(176,876)	(184,738)	(198,610)
General and administrative	(28,608)	(39,245)	(37,005)
Strategic initiatives	(67,341)	(18,727)	—
Litgation recovery (provision)	—	57,145	(89,225)
Provisions for impairment	(1,115,119)	(76,265)	(2,933)
Depreciation and amortization	(755,161)	(759,930)	(670,454)
Noncontrolling interest in NOI of Consolidated Properties and other	10,787	11,063	11,167
Operating income	(161,334)	1,228,571	1,077,861
Interest income	3,321	3,197	8,641
Interest expense	(1,311,283)	(1,325,273)	(1,191,466)
Benefit from (provision for) income taxes	14,610	(23,461)	294,160
Equity in income of Unconsolidated Real Estate Affiliates	4,635	80,594	158,401
Reorganization items	146,190	—	—
(Loss) income from continuing operations	$ (1,303,861)	$ (36,372)	$ 347,597

The following reconciles segment revenues to GAAP-basis consolidated revenues:

	Years Ended December 31, 2009	2008 (In thousands)	2007
Segment basis total property revenues	$ 3,614,435	$ 3,801,454	$ 3,659,868
Unconsolidated segment revenues	(611,256)	(614,044)	(674,824)
Consolidated land sales	45,997	66,557	145,649
Management fees and other corporate revenues	75,851	96,495	119,941
Noncontrolling interest in NOI of Consolidated Properties and other	10,787	11,063	11,167
GAAP-basis consolidated total revenues	$ 3,135,814	$ 3,361,525	$ 3,261,801

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

The assets by segment and the reconciliation of total segment assets to the total assets in the consolidated financial statements at December 31, 2009 and 2008 are summarized as follows:

	2009	2008
	(In thousands)	
Retail and Other	$ 28,166,899	$ 29,931,570
Master Planned Communities	2,095,415	2,174,015
Total segment assets	30,262,314	32,105,585
Unconsolidated Properties	(4,609,763)	(4,481,818)
Corporate and other	2,497,223	1,933,563
Total assets	$ 28,149,774	$ 29,557,330

NOTE 17 QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

	2009			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(In thousands except for per share amounts)			
Total revenues	$ 788,640	$ 792,095	$ 760,961	$ 794,118
Operating (loss) income(1)	(95,438)	193,590	201,206	(460,692)
Loss from continuing operations(1)	(404,145)	(158,581)	(117,454)	(623,681)
(Loss) income from discontinued operations	(55)	—	29	(940)
Net loss attibutable to common shareholders	(396,082)	(158,402)	(117,847)	(612,358)
Loss per share from continuing operations(2):				
Basic	(1.27)	(0.51)	(0.38)	(1.96)
Diluted	(1.27)	(0.51)	(0.38)	(1.96)
Loss per share(2):				
Basic	(1.27)	(0.51)	(0.38)	(1.96)
Diluted	(1.27)	(0.51)	(0.38)	(1.96)
Dividends declared per share	—	—	—	0.19
Weighted-average shares outstanding:				
Basic	310,868	312,337	312,363	312,382
Diluted	310,868	312,337	312,363	312,382

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 17 QUARTERLY FINANCIAL INFORMATION (UNAUDITED) (Continued)

	2008			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(In thousands except for per share amounts)			
Total revenues	$ 830,322	$ 815,618	$ 814,701	$ 900,884
Operating income(1)	318,280	304,447	257,671	348,173
Income (loss) from continuing operations(1)	7,581	872	(40,286)	(4,539)
Income (loss) from discontinued operations	—	37,060	18,023	(39)
Net income (loss) attibutable to common shareholders	3,360	28,751	(20,859)	(6,533)
Earnings (loss) per share from continuing operations:				
Basic	0.01	—	(0.13)	(0.02)
Diluted	0.01	—	(0.13)	(0.02)
Earnings (loss) per share:				
Basic	0.01	0.12	(0.08)	(0.02)
Diluted(2)	0.01	0.12	(0.08)	(0.02)
Dividends declared per share	0.50	0.50	0.50	—
Weighted-average shares outstanding:				
Basic	244,765	267,369	267,945	268,569
Diluted	244,918	267,369	267,945	268,569

(1) Operating loss and loss from continuing operations in the fourth quarter of 2009 were primarily due to provisions for impairment (Note 2) and property level bankruptcy claims. Such losses were partially offset by gains on liabilities subject to compromise (Note 2).

(2) Earnings (loss) per share for the quarters do not add up to the annual earnings per share due to the issuance of additional common stock during the year.

As more fully described in Note 2, the Company, under applicable GAAP guidance, was deemed to incur compensation expense as a result of a series of loans made to two officers of the Company by an affiliate of certain Bucksbaum family trusts. The independent members of the Company's Board of Directors learned of these loans in October 2008 and the aggregate deemed compensation expense amount of approximately $15.4 million, before noncontrolling interest, was recorded as a general and administrative expense (a component of operating income) in the fourth quarter of 2008. This amount is a cumulative correction of an error as no expense amounts for these loans were recorded or reflected in the above schedules of unaudited quarterly financial information for the first, second or third quarters of 2008. Had the deemed compensation expense been recorded in the applicable periods, operating income would have declined by approximately $2.9 million, $59 thousand and $12.1 million, respectively, for the first, second and third quarters of 2008, respectively. For net income, which is presented net of noncontrolling interest, net income would have been lower by approximately $2.4 million, $50 thousand and $10.1 million for the first, second and third quarters of 2008, respectively. If this deemed expense had been recorded in the applicable quarters as just discussed rather than as a correction of an error in the fourth quarter of 2008, fourth quarter 2008 operating income would have increased by the full amount of the correction recorded ($15.4 million) and net income (presented net of noncontrolling interest) would have increased by $12.8 million. We have assessed the impacts to the previously reported quarters of 2008 (and the related year-to-date 2008 amounts), and the impact of the cumulative correction recorded in the fourth quarter of 2008, and concluded that all such impacts are immaterial. Accordingly, we have determined that no restatement of previously issued financial statements or information is necessary and, therefore, no such restatement is reflected in the above presentation of unaudited quarterly financial information for the deemed compensation expense correction recorded.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
General Growth Properties, Inc.
Chicago, Illinois

We have audited the consolidated financial statements of General Growth Properties, Inc. (Debtor-in-Possession) and subsidiaries (the "Company") as of December 31, 2009 and 2008, and for each of the three years in the period ended December 31, 2009, and the Company's internal control over financial reporting as of December 31, 2009, and have issued our reports thereon dated March 1, 2010 (for which the report on the consolidated financial statements expresses an unqualified opinion and includes explanatory paragraphs regarding the Company's bankruptcy proceedings, the Company's ability to continue as a going concern and the Company's change in methods of accounting for noncontrolling interests and convertible debt instruments); such consolidated financial statements and reports are included elsewhere in this Form 10-K. Our audits also included the consolidated financial statement schedule of the Company listed in the Index to Consolidated Financial Statements and Consolidated Financial Statement Schedule on page F-1 of this Form 10-K. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP

Chicago, Illinois
March 1, 2010

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2009

			Initial Cost(b)		Costs Capitalized Subsequent to Acquisition(c)		Gross Amounts at Which Carried at Close of Period(d)						
Name of Center	Location	Encumbrances (a)	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total	Accumulated Depreciation (e)	Date of Construction	Date Acquired	Life Upon Which Latest Income Statement is Computed
						(In thousands)							
Retail and Other:													
Ala Moana Center	Honolulu, HI	$ 1,500,000	$336,229	$ 473,771	$ —	$ 287,812	$336,229	$ 761,583	$1,097,812	$ 195,434		1999	(e)
Alameda Plaza	Pocatello, ID	—	740	2,060	—	13	740	2,073	2,813	387		2002	(e)
Anaheim Crossing	Anaheim, CA	—	—	1,986	—	29	—	2,015	2,015	375		2002	(e)
Animas Valley Mall	Farmington, NM	35,054	6,464	35,902	—	8,645	6,464	44,547	51,011	9,011		2002	(e)
Apache Mall	Rochester, MN	—	8,110	72,993	—	26,639	8,110	99,632	107,742	29,428		1998	(e)
Arizona Center	Phoenix, AZ	—	2,314	132,158	—	2,326	2,314	134,484	136,798	28,994		2004	(e)
Augusta Mall	Augusta, GA	159,000	787	162,272	1,217	82,949	2,004	245,221	247,225	30,377		2004	(e)
Austin Bluffs Plaza	Colorado Springs, CO	2,288	1,080	3,007	—	234	1,080	3,241	4,321	610		2002	(e)
Bailey Hills Village	Eugene, OR	—	290	806	—	36	290	842	1,132	156		2002	(e)
Baybrook Mall	Friendswood, TX	168,570	13,300	117,163	6,853	28,291	20,153	145,454	165,607	38,830		1999	(e)
Bayshore Mall	Eureka, CA	31,005	3,005	27,399	—	37,512	3,005	64,911	67,916	33,854	1986-1987		(e)
Bayside Marketplace	Miami, FL	84,103	—	177,801	—	3,616	—	181,417	181,417	39,816		2004	(e)
Beachwood Place	Beachwood, OH	240,164	18,500	319,684	—	27,113	18,500	346,797	365,297	39,988		2004	(e)
Bellis Fair	Bellingham, WA	61,586	7,616	47,040	(131)	15,946	7,485	62,986	70,471	32,856	1987-1988		(e)
Birchwood Mall	Port Huron, MI	44,308	1,769	34,575	1,274	19,871	3,043	54,446	57,489	30,763	1989-1990		(e)
Boise Plaza	Boise, ID	—	374	1,042	—	112	374	1,154	1,528	210		2002	(e)
Boise Towne Plaza	Boise, ID	10,921	3,988	11,101	—	146	3,988	11,247	15,235	2,116		2002	(e)
Boise Towne Square	Boise, ID	69,689	23,449	131,001	1,088	36,423	24,537	167,424	191,961	31,202		2002	(e)
Burlington Town Center	Burlington, VT	26,304	1,637	32,798	2,597	20,396	4,234	53,194	57,428	7,976		2004	(e)
Cache Valley Mall	Logan, UT	28,043	3,875	22,047	(415)	472	3,460	22,519	25,979	—		2002	(e)
Cache Valley Marketplace	Logan, UT	—	1,500	1,583	1,310	3,526	2,810	5,109	7,919	—		2002	(e)
Capital Mall	Jefferson City, MO	11,000	4,200	14,201	(287)	10,871	3,913	25,072	28,985	12,648		1993	(e)
Century Plaza	Birmingham, AL	—	3,164	28,514	—	(14,290)	3,164	14,224	17,388	6		1997	(e)
Chapel Hills Mall	Colorado Springs, CO	98,500	4,300	34,017	—	72,043	4,300	106,060	110,360	40,624		1993	(e)
Chico Mall	Chico, CA	55,524	16,958	45,628	(1,187)	(6,966)	15,771	38,662	54,433	—		2003	(e)
Coastland Center	Naples, FL	117,006	11,450	103,050	—	50,040	11,450	153,090	164,540	38,703		1998	(e)
Collin Creek	Plano, TX	68,940	26,250	122,991	—	2,529	26,250	125,520	151,770	16,772		2004	(e)
Colony Square Mall	Zanesville, OH	25,239	1,000	24,500	597	25,302	1,597	49,802	51,399	27,678		1986	(e)
Columbia Mall	Columbia, MO	90,000	5,383	19,663	—	32,259	5,383	51,922	57,305	27,795	1984-1985		(e)
Coral Ridge Mall	Coralville, IA	88,250	3,364	64,218	49	22,952	3,413	87,170	90,583	31,860	1998-1999		(e)
Coronado Center	Albuquerque, NM	168,798	33,072	148,799	—	3,482	33,072	152,281	185,353	28,996		2003	(e)
Cottonwood Mall	Salt Lake City, UT	—	7,613	42,987	(4,713)	(42,987)	2,900	—	2,900	—		2002	(e)
Cottonwood Square	Salt Lake City, UT	—	1,558	4,339	—	218	1,558	4,557	6,115	847		2002	(e)
Country Hills Plaza	Ogden, UT	13,526	3,620	9,080	(88)	(1,111)	3,532	7,969	11,501	—		2002	(e)
Crossroads Center	St. Cloud, MN	78,436	10,813	72,203	2,393	40,769	13,206	112,972	126,178	25,981		2000	(e)
Cumberland Mall	Atlanta, GA	103,862	15,199	136,787	10,042	74,528	25,241	211,315	236,556	50,567		1998	(e)
Division Crossing	Portland, OR	5,273	1,773	4,935	—	422	1,773	5,357	7,130	1,007		2002	(e)
Eagle Ridge Mall	Lake Wales, FL	47,578	7,620	49,561	(3,280)	(27,366)	4,340	22,195	26,535	—	1995-1996		(e)
Eastridge Mall	Casper, WY	31,992	6,171	34,384	(79)	11,590	6,092	45,974	52,066	8,090		2002	(e)
Eastridge Mall	San Jose, CA	170,000	36,724	178,018	—	23,540	36,724	201,558	238,282	29,010		2006	(e)
Eden Prairie Center	Eden Prairie, MN	79,828	465	19,024	28	123,355	493	142,379	142,872	49,162		1997	(e)

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Name of Center	Location	Encumbrances (a)	Initial Cost(b) Land	Initial Cost(b) Buildings and Improvements	Costs Capitalized Subsequent to Acquisition(c) Land	Costs Capitalized Subsequent to Acquisition(c) Buildings and Improvements	Gross Amounts at Which Carried at Close of Period(d) Land	Gross Amounts at Which Carried at Close of Period(d) Buildings and Improvements	Total	Accumulated Depreciation (e)	Date of Construction	Date Acquired	Life Upon Which Latest Income Statement is Computed
						(In thousands)							
Fallbrook Center	West Hills, CA	85,000	6,117	10,077	10	101,497	6,127	111,574	117,701	50,995		1984	(e)
Faneuil Hall Marketplace	Boston, MD	87,235	—	122,098	—	2,033	—	124,131	124,131	20,769		2004	(e)
Fashion Place	Murray, UT	136,850	21,604	206,484	706	46,542	22,310	253,026	275,336	32,922		2004	(e)
Fashion Show	Las Vegas, NV	645,918	523,650	602,288	—	(7,683)	523,650	594,605	1,118,255	94,137		2004	(e)
Foothills Mall	Fort Collins, CO	50,758	8,031	96,642	(3,576)	(59,906)	4,455	36,736	41,191	—		2003	(e)
Fort Union	Midvale, UT	2,753	—	3,842	—	27	—	3,869	3,869	736		2002	(e)
Four Seasons Town Centre	Greensboro, NC	100,429	27,231	141,978	—	6,810	27,231	148,788	176,019	25,280		2004	(e)
Fox River Mall	Appleton, WI	195,000	2,701	18,291	2,086	66,854	4,787	85,145	89,932	41,709	1983-1984		(e)
Fremont Plaza	Las Vegas, NV	—	—	3,956	—	330	—	4,286	4,286	774		2002	(e)
Gateway Crossing Shopping Center	Bountiful, UT	15,234	4,104	11,422	—	991	4,104	12,413	16,517	2,407		2002	(e)
Gateway Mall	Springfield, OR	40,597	8,728	34,707	(96)	38,375	8,632	73,082	81,714	35,420	1989-1990		(e)
Gateway Overlook	Columbia, MD	55,000	—	31,679	—	2,850	—	34,529	34,529	2,321	2007		(e)
Glenbrook Square	Fort Wayne, IN	153,429	30,414	195,896	50	13,375	30,464	209,271	239,735	34,569		2003	(e)
Governor's Square	Tallahassee, FL	74,368	—	121,482	—	5,941	—	127,423	127,423	21,978		2004	(e)
Grand Teton Mall	Idaho Falls, ID	48,795	6,973	44,030	—	11,397	6,973	55,427	62,400	10,189		2002	(e)
Grand Teton Plaza	Idaho Falls, ID	—	2,349	7,336	—	132	2,349	7,468	9,817	989		2004	(e)
Grand Traverse Mall	Traverse City, MI	85,302	3,534	20,776	—	30,413	3,534	51,189	54,723	28,311	1990-1991		(e)
Greenwood Mall	Bowling Green, KY	45,579	3,200	40,202	187	37,664	3,387	77,866	81,253	34,517		1993	(e)
Halsey Crossing	Gresham, OR	2,581	—	4,363	—	126	—	4,489	4,489	864		2002	(e)
Harborplace	Baltimore, MD	49,016	—	54,308	—	11,728	—	66,036	66,036	12,133		2004	(e)
Hulen Mall	Fort Worth, TX	113,021	8,910	153,894	—	(4,392)	8,910	149,502	158,412	17,736		2004	(e)
Jordan Creek Town Center	West Des Moines, IA	185,950	18,142	166,143	—	11,816	18,142	177,959	196,101	39,536	2004		(e)
Knollwood Mall	St. Louis Park, MN	39,942	—	9,748	7,026	42,058	7,026	51,806	58,832	26,280		1978	(e)
Lakeside Mall	Sterling Heights, MI	161,380	35,860	369,639	—	5,620	35,860	375,259	411,119	55,813		2004	(e)
Lakeview Square	Battle Creek, MI	41,334	3,579	32,210	(274)	(2,733)	3,305	29,477	32,782	—		1996	(e)
Landmark Mall	Alexandria, VA	—	28,396	67,235	(10,038)	(38,434)	18,358	28,801	47,159	—		2003	(e)
Lansing Mall	Lansing, MI	24,144	6,978	62,800	4,518	44,239	11,496	107,039	118,535	38,275		1996	(e)
Lincolnshire Commons	Lincolnshire, IL	28,000	10,784	9,441	—	20,994	10,784	30,435	41,219	4,892	2006		(e)
Lockport Mall	Lockport, NY	—	800	10,000	—	(3,523)	800	6,477	7,277	1,054		1986	(e)
Lynnhaven Mall	Virginia Beach, VA	210,408	33,698	229,433	—	6,126	33,698	235,559	269,257	41,760		2003	(e)
Mall At Sierra Vista	Sierra Vista, AZ	23,556	3,652	20,450	—	4,128	3,652	24,578	28,230	5,006		2002	(e)
Mall of Louisiana	Baton Rouge, LA	235,174	28,649	275,102	(4,058)	78,430	24,591	353,532	378,123	47,583		2004	(e)
Mall of The Bluffs	Council Bluffs, IA	35,951	1,860	24,016	35	24,636	1,895	48,652	50,547	27,669	1985-1986		(e)
Mall St. Matthews	Louisville, KY	144,565	—	176,583	33,108	1,877	33,108	178,460	211,568	21,484		2004	(e)
Mall St. Vincent	Shreveport, LA	32,578	2,640	23,760	—	10,264	2,640	34,024	36,664	12,412		1998	(e)
Market Place Shopping Center	Champaign, IL	106,000	7,000	63,972	—	56,631	7,000	120,603	127,603	42,423		1997	(e)
Mayfair Mall	Wauwatosa, WI	274,932	14,707	224,847	—	41,831	14,707	266,678	281,385	75,210		2003	(e)
Meadows Mall	Las Vegas, NV	101,463	24,634	104,088	(3,259)	21,489	21,375	125,577	146,952	33,617		2003	(e)
Mondawmin Mall	Baltimore, MD	84,689	11,850	57,871	(2,182)	41,824	9,668	99,695	109,363	7,592		2004	(e)
North Plains Mall	Clovis, NM	10,656	2,722	15,048	(385)	(2,670)	2,337	12,378	14,715	—		2002	(e)
North Star Mall	San Antonio, TX	232,570	29,230	467,961	3,791	44,593	33,021	512,554	545,575	67,828		2004	(e)
North Temple Shops(g)	Salt Lake City, UT	—	168	468	(168)	(468)	—	—	—	—		2002	(e)
NorthTown Mall	Spokane, WA	114,976	22,407	125,033	—	5,593	22,407	130,626	153,033	25,631		2002	(e)

Northgate Mall	Chattanooga, TN	27,179	2,525	43,944	(908)	(19,565)	1,617	24,379	25,996	—	2003	(e)
Northridge Fashion Center	Northridge, CA	127,168	16,618	149,563	248	40,840	16,866	190,403	207,269	58,604	1998	(e)

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			Initial Cost(b)		Costs Capitalized Subsequent to Acquisition(c)		Gross Amounts at Which Carried at Close of Period(d)						
Name of Center	Location	Encumbrances (a)	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total	Accumulated Depreciation (e)	Date of Construction	Date Acquired	Life Upon Which Latest Income Statement is Computed
						(In thousands)							
Oak View Mall	Omaha, NE	83,292	12,056	113,042	—	6,174	12,056	119,216	131,272	29,852		2003	(e)
Oakwood Center	Gretna, LA	95,000	2,830	137,574	1,532	(7,342)	4,362	130,232	134,594	14,427		2004	(e)
Oakwood Mall	Eau Claire, WI	75,772	3,267	18,281	—	29,964	3,267	48,245	51,512	28,743	1985-1986		(e)
Oglethorpe Mall	Savannah, GA	141,375	16,036	92,978	—	9,614	16,036	102,592	118,628	30,208		2003	(e)
Orem Plaza Center Street	Orem, UT	2,460	1,069	2,974	—	2,389	1,069	5,363	6,432	751		2002	(e)
Orem Plaza State Street	Orem, UT	1,523	592	1,649	—	191	592	1,840	2,432	336		2002	(e)
Oviedo Marketplace	Orlando, FL	51,819	24,017	23,958	(4,052)	(10,072)	19,965	13,886	33,851	—		2004	(e)
Owings Mills Mall	Owing Mills, MD	56,043	27,534	173,005	(13,386)	(127,323)	14,148	45,682	59,830	2,294		2004	(e)
Oxmoor Center	Louisville, KY	60,789	—	131,434	—	10,464	—	141,898	141,898	18,897		2004	(e)
Paramus Park	Paramus, NJ	102,855	47,660	182,124	—	7,065	47,660	189,189	236,849	30,369		2004	(e)
Park City Center	Lancaster, PA	149,234	8,465	177,191	(276)	39,572	8,189	216,763	224,952	56,339		2003	(e)
Park Place	Tucson, AZ	176,443	4,996	44,993	(280)	116,377	4,716	161,370	166,086	49,674		1996	(e)
Park West	Peoria, AZ	—	16,526	77,548	1	124	16,527	77,672	94,199	5,301	2008		(e)
Peachtree Mall	Columbus, GA	79,573	22,052	67,679	—	6,053	22,052	73,732	95,784	14,998		2003	(e)
Pecanland Mall	Monroe, LA	51,860	10,101	68,329	297	17,716	10,398	86,045	96,443	17,892		2002	(e)
Piedmont Mall	Danville, VA	33,911	2,000	38,000	(390)	(13,952)	1,610	24,048	25,658	—		1995	(e)
Pierre Bossier Mall	Bossier City, LA	40,382	4,367	35,353	—	10,525	4,367	45,878	50,245	14,608		1998	(e)
Pine Ridge Mall	Pocatello, ID	15,400	4,905	27,349	—	6,816	4,905	34,165	39,070	7,345		2002	(e)
Pioneer Place	Portland, OR	157,116	10,805	209,965	—	3,696	10,805	213,661	224,466	33,867		2004	(e)
Plaza 800	Sparks, NV	—	—	5,430	—	724	—	6,154	6,154	974		2002	(e)
Plaza 9400	Sandy, UT	—	—	9,114	—	(6,932)	—	2,182	2,182	6		2002	(e)
Prince Kuhio Plaza	Hilo, HI	37,826	9	42,710	—	1,940	9	44,650	44,659	12,601		2002	(e)
Providence Place	Providence, RI	411,494	—	502,809	—	11,224	—	514,033	514,033	80,398		2004	(e)
Provo Towne Centre	Provo, UT	56,879	13,486	74,587	—	1,761	13,486	76,348	89,834	15,711		2002	(e)
Red Cliffs Mall	St. George, UT	21,882	1,880	26,561	—	14,028	1,880	40,589	42,469	6,934		2002	(e)
Red Cliffs Plaza	St. George, UT	—	—	2,366	—	467	—	2,833	2,833	560		2002	(e)
Regency Square Mall	Jacksonville, FL	77,152	16,498	148,478	1,386	22,149	17,884	170,627	188,511	49,484		1998	(e)
Ridgedale Center	Minnetonka, MN	153,754	10,710	272,607	—	18,222	10,710	290,829	301,539	42,481		2004	(e)
Rio West Mall	Gallup, NM	—	—	19,500	—	7,479	—	26,979	26,979	15,239		1986	(e)
River Falls Mall	Clarksville, IN	—	3,178	54,610	3,703	(41,302)	6,881	13,308	20,189	2,817	1989-1990		(e)
River Hills Mall	Mankato, MN	80,000	3,714	29,014	561	44,371	4,275	73,385	77,660	31,435	1990-1991		(e)
River Pointe Plaza	West Jordan, UT	3,811	1,302	3,623	—	549	1,302	4,172	5,474	751		2002	(e)
Riverlands Shopping Center	LaPlace, LA	—	500	4,500	601	6,195	1,101	10,695	11,796	2,547		1998	(e)
Riverside Plaza	Provo, UT	5,454	2,475	6,890	—	2,330	2,475	9,220	11,695	1,873		2002	(e)
Rivertown Crossings	Grandville, MI	119,588	10,973	97,142	(3,747)	50,543	7,226	147,685	154,911	49,820	1998-1999		(e)
Riverwalk Marketplace	New Orleans, LA	—	—	94,513	—	(2,397)	—	92,116	92,116	11,324		2004	(e)
Rogue Valley Mall	Medford, OR	27,440	21,913	36,392	(95)	5,694	21,818	42,086	63,904	9,424		2003	(e)
Saint Louis Galleria	St. Louis, MO	219,770	36,774	184,645	(545)	38,249	36,229	222,894	259,123	35,796		2003	(e)
Salem Center	Salem, OR	41,728	6,966	38,976	—	2,150	6,966	41,126	48,092	8,188		2002	(e)
Sikes Senter	Wichita Falls, TX	61,381	12,759	50,567	—	2,030	12,759	52,597	65,356	10,161		2003	(e)
Silver Lake Mall	Coeur d'Alene, ID	18,228	4,448	24,801	(1,727)	(11,782)	2,721	13,019	15,740	—		2002	(e)
Sooner Mall	Norman, OK	60,000	2,700	24,300	(119)	21,040	2,581	45,340	47,921	16,716		1996	(e)
South Street Seaport	New York, NY	—	—	10,872	—	(5,082)	—	5,790	5,790	2,416		2004	(e)
Southlake Mall	Morrow, GA	100,000	6,700	60,407	(85)	14,668	6,615	75,075	81,690	25,463		1997	(e)
Southland Center	Taylor, MI	103,185	7,690	99,376	—	9,789	7,690	109,165	116,855	21,519		2004	(e)

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			Initial Cost(b)		Costs Capitalized Subsequent to Acquisition(c)		Gross Amounts at Which Carried at Close of Period(d)						
Name of Center	Location	Encumbrances (a)	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total	Accumulated Depreciation (e)	Date of Construction	Date Acquired	Life Upon Which Latest Income Statement is Computed
						(In thousands)							
Southland Mall	Hayward, CA	81,477	13,921	75,126	200	17,089	14,121	92,215	106,336	16,928		2002	(e)
Southshore Mall	Aberdeen, WA	—	650	15,350	—	(10,735)	650	4,615	5,265	280		1986	(e)
Southwest Plaza	Littleton, CO	96,187	9,000	103,984	602	41,133	9,602	145,117	154,719	41,555		1998	(e)
Spokane Valley Mall	Spokane, WA	53,880	11,455	67,046	—	2,657	11,455	69,703	81,158	13,453		2002	(e)
Spokane Valley Plaza	Spokane, WA	—	3,558	10,150	—	79	3,558	10,229	13,787	1,903		2002	(e)
Spring Hill Mall	West Dundee, IL	68,088	12,400	111,644	(6,809)	(69,066)	5,591	42,578	48,169	—		1998	(e)
Staten Island Mall	Staten Island, NY	282,842	222,710	339,102	—	14,571	222,710	353,673	576,383	55,648		2004	(e)
Stonestown Galleria	San Francisco, CA	273,000	67,000	246,272	—	9,938	67,000	256,210	323,210	34,724		1998	(e)
The Boulevard Mall	Las Vegas, NV	107,630	16,490	148,413	(1,135)	13,670	15,355	162,083	177,438	47,317		1998	(e)
The Crossroads	Portage, MI	40,154	6,800	61,200	—	23,348	6,800	84,548	91,348	23,154		1999	(e)
The Gallery At Harborplace	Baltimore, MD	101,244	17,912	174,410	—	394	17,912	174,804	192,716	20,717		2004	(e)
The Grand Canal Shoppes	Las Vegas, NV	371,475	—	766,232	—	15,139	—	781,371	781,371	114,835		2004	(e)
The Maine Mall	South Portland, ME	195,596	41,374	238,457	(79)	15,200	41,295	253,657	294,952	39,850		2003	(e)
The Mall In Columbia	Columbia, MD	400,000	34,650	522,363	—	20,497	34,650	542,860	577,510	81,026		2004	(e)
The Pines	Pine Bluff, AR	—	1,489	17,627	(242)	17,295	1,247	34,922	36,169	21,568	1985-1986		(e)
The Shoppes at the Palazzo	Las Vegas, Nevada	249,623	—	470,167	—	(229,647)	—	240,520	240,520	—		2008	(e)
The Shops At Fallen Timbers	Maumee, OH	42,401	3,677	77,825	1,417	39,209	5,094	117,034	122,128	9,139	2007		(e)
The Shops At La Cantera	San Antonio, TX	168,949	10,966	205,222	3,504	110,155	14,470	315,377	329,847	30,757	2005		(e)
The Streets At SoutHPoint	Durham, NC	237,825	16,070	406,266	—	8,592	16,070	414,858	430,928	61,166		2004	(e)
The Village Of Cross Keys	Baltimore, MD	—	18,070	57,285	(11,859)	(54,690)	6,211	2,595	8,806	226		2004	(e)
Three Rivers Mall	Kelso, WA	17,400	4,312	23,019	—	3,266	4,312	26,285	30,597	5,063		2002	(e)
Town East Mall	Mesquite, TX	92,848	7,711	149,258	—	24,418	7,711	173,676	181,387	38,485		2004	(e)
Tucson Mall	Tucson, AZ	112,867	—	181,424	6,406	33,196	6,406	214,620	221,026	44,391		2001	(e)
Twin Falls Crossing	Twin Falls, ID	—	275	769	—	—	275	769	1,044	144		2002	(e)
University Crossing	Orem, UT	11,373	3,420	9,526	—	1,240	3,420	10,766	14,186	1,953		2002	(e)
Valley Hills Mall	Hickory, NC	49,737	3,444	31,025	2,212	45,127	5,656	76,152	81,808	26,006		1997	(e)
Valley Plaza Mall	Bakersfield, CA	83,906	12,685	114,166	—	23,701	12,685	137,867	150,552	39,952		1998	(e)
Visalia Mall	Visalia, CA	36,936	11,052	58,172	(15)	6,927	11,037	65,099	76,136	12,855		2002	(e)
Ward Centers	Honolulu, HI	203,284	164,007	89,321	5,550	120,136	169,557	209,457	379,014	27,361		2002	(e)
West Valley Mall	Tracy, CA	56,436	9,295	47,789	1,591	36,304	10,886	84,093	94,979	32,241	1995		(e)
Westlake Center	Seattle, WA	70,784	12,971	117,003	4,669	(4,298)	17,640	112,705	130,345	15,089		2004	(e)
Westwood Mall	Jackson, MI	24,117	2,658	23,924	913	5,991	3,571	29,915	33,486	11,801		1996	(e)
White Marsh Mall	Baltimore, MD	187,000	24,760	239,688	—	16,019	24,760	255,707	280,467	41,624		2004	(e)
White Mountain Mall	Rock Springs, WY	10,656	1,363	7,611	—	7,983	1,363	15,594	16,957	5,429		2002	(e)
Willowbrook	Wayne, NJ	168,760	28,810	444,762	30	5,451	28,840	450,213	479,053	56,548		2004	(e)
Woodbridge Center	Woodbridge, NJ	207,934	50,737	420,703	—	8,424	50,737	429,127	479,864	64,904		2004	(e)
Woodlands Village	Flagstaff, AZ	6,968	2,689	7,484	—	278	2,689	7,762	10,451	1,430		2002	(e)
Yellowstone Square	Idaho Falls, ID	—	1,057	2,943	—	147	1,057	3,090	4,147	592		2002	(e)
Total GGPI		15,030,063	2,833,560	17,251,138	34,423	2,379,283	2,867,983	19,630,421	22,498,404	3,894,207			

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
DECEMBER 31, 2009

			Initial Cost(b)		Costs Capitalized Subsequent to Acquisition(c)		Gross Amounts at Which Carried at Close of Period(d)						
Name of Center	Location	Encumbrances (a)	Land	Buildings and Improvements	Land	Buildings and Improvements	Land	Buildings and Improvements	Total	Accumulated Depreciation (e)	Date of Construction	Date Acquired	Life Upon Which Latest Income Statement is Computed
						(In thousands)							
Bay City Mall	Bay City, MI	23,751	2,867	31,529	(87)	(8,030)	2,780	23,499	26,279	—		2007	(e
Brass Mill Center	Waterbury, CT	99,510	19,455	151,989	—	2,037	19,455	154,026	173,481	26,316		2007	(e
Brass Mill Commons	Waterbury, CT	21,282	4,993	27,170	(1)	—	4,992	27,170	32,162	5,068		2007	(e
Chula Vista Center	Chula Vista, CA	—	15,085	81,697	—	2,585	15,085	84,282	99,367	13,521		2007	(e
Columbiana Centre	Columbia, SC	105,441	14,731	125,830	—	464	14,731	126,294	141,025	19,363		2007	(e
Deerbrook Mall	Humble, TX	73,964	17,015	137,480	—	4,780	17,015	142,260	159,275	21,524		2007	(e
Lakeland Square	Lakeland, FL	53,675	14,492	82,428	—	326	14,492	82,754	97,246	14,420		2007	(e
Moreno Valley Mall	Moreno Valley, CA	86,814	10,045	77,088	(360)	(10,323)	9,685	66,765	76,450	—		2007	(e
Newgate Mall	Ogden, UT	37,911	7,686	59,688	—	2,724	7,686	62,412	70,098	6,353		2007	(e
Newpark Mall	Newark, CA	68,987	15,278	136,773	—	450	15,278	137,223	152,501	27,120		2007	(e
North Point Mall	Alpharetta, GA	215,283	32,733	258,996	—	7,483	32,733	266,479	299,212	40,908		2007	(e
Pembroke Lakes Mall	Pembroke Pines, FL	126,924	41,980	230,513	—	4,563	41,980	235,076	277,056	30,694		2007	(e
Steeplegate Mall	Concord, NH	77,889	7,258	72,616	—	(513)	7,258	72,103	79,361	13,876		2007	(e
The Parks at Arlington	Arlington, TX	174,517	27,101	279,987	1	8,416	27,102	288,403	315,505	42,653		2007	(e
The Shoppes at Buckland	Manchester, CT	161,319	24,319	196,291	—	(14)	24,319	196,277	220,596	28,166		2007	(e
The Woodlands Mall	The Woodlands, TX	229,929	17,776	294,229	1	8,251	17,777	302,480	320,257	42,640		2007	(e
Tysons Galleria	McLean, VA	254,555	22,874	220,782	—	2,173	22,874	222,955	245,829	28,239		2007	(e
Vista Ridge Mall	Lewisville, TX	61,624	14,614	130,520	(1)	294	14,613	130,814	145,427	37,383		2007	(e
Washington Park Mall	Bartlesville, OK	10,296	2,072	15,431	1	(1,105)	2,073	14,326	16,399	3,351		2007	(e
West Oaks Mall	Ocoee, FL	68,301	18,677	91,899	6,599	(732)	25,276	91,167	116,443	16,218		2007	(e
Purchase accounting related adjustmer	Chicago, IL	—	(70)	5,400	70	(5,400)	—	—	—	—			
Total Homart I (f)		1,951,972	330,981	2,708,336	6,223	18,429	337,204	2,726,765	3,063,969	417,813			
Other, including corporate and developments in progress		7,381,714	291,114	492,836	(24,251)	253,004	266,863	745,840	1,012,703	181,853			
Total Retail and Other		24,363,749	3,455,655	20,452,310	16,395	2,650,716	3,472,050	23,103,026	26,575,076	4,493,873			
Master Planned Communities													
Bridgeland	Houston, TX	29,812	257,222	—	148,550	1,123	405,772	1,123	406,895	412		2004	(e
Columbia	Howard County, MD	—	321,118	—	(146,428)	57	174,690	57	174,747	5		2004	(e
Fairwood	Prince George's County, MD	—	136,434	—	(134,921)	19	1,513	19	1,532	1		2004	(e
Summerlin	Summerlin, NV	52,199	990,179	—	125,164	31	1,115,343	31	1,115,374	5		2004	(e
Natick-Nouvelle at Natick (Dev)	Natick, MA	—	—	—	74,364	4	74,364	4	74,368	1			
Other		10,257	—	—	2,103	7	2,103	7	2,110	—			
Total Master Planned Communities		92,268	1,704,953	—	68,832	1,241	1,773,785	1,241	1,775,026	424			
Total		$ 24,456,017	$5,160,608	$ 20,452,310	$ 85,227	$ 2,651,957	$5,245,835	$ 23,104,267	$28,350,102	$ 4,494,297			

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
NOTES TO SCHEDULE III

(a) See description of mortgages, notes and other debt payable in Note 6 of Notes to Consolidated Financial Statements.

(b) Initial cost for constructed malls is cost at end of first complete calendar year subsequent to opening.

(c) For retail and other properties, costs capitalized subsequent to acquisitions is net of cost of disposals or other property write-downs. For Master Planned Communities, costs capitalized subsequent to acquisitions are net of land sales.

(d) The aggregate cost of land, buildings and improvements for federal income tax purposes is approximately $17.6 billion.

(e) Depreciation is computed based upon the following estimated lives:

	Years
Buildings, improvements and carrying costs	40 - 45
Equipment, tenant improvements and fixtures	5 - 10

(f) Initial cost for individual properties acquired in the Homart I acquisition represents historical cost at December 31, 2007 including purchase accounting adjustments recorded during 2008.

(g) The property was sold on February 4, 2009.

Reconciliation of Real Estate

	2009	2008	2007
		(In thousands)	
Balance at beginning of year	$ 29,863,649	$ 28,591,756	$ 24,661,601
Acquisitions	—	503,096	3,152,350
Change in Master Planned Communities land	(70,156)	204,569	(16,466)
Additions	263,418	641,757	866,353
Impairments	(1,079,473)	—	—
Dispositions and write-offs	(627,336)	(77,529)	(72,082)
Balance at end of year	$ 28,350,102	$ 29,863,649	$ 28,591,756

Reconciliation of Accumulated Depreciation

	2009	2008	2007
		(In thousands)	
Balance at beginning of year	$ 4,240,222	$ 3,605,199	$ 2,766,871
Depreciation expense	707,183	712,552	635,873
Acquisitions	—	—	274,537(h)
Dispositions and write-offs	(453,108)	(77,529)	(72,082)
Balance at end of year	$ 4,494,297	$ 4,240,222	$ 3,605,199

(h) Accumulated depreciation of our original 50% interest in the properties acquired in the Homart I acquisition at July 6, 2007 (date of acquisition). Such properties were unconsolidated prior to the date of acquisition.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	June 30, 2010	December 31, 2009
	(Dollars in thousands)	
Assets:		
Investment in real estate:		
Land	$ 3,326,837	$ 3,327,447
Buildings and equipment	22,788,677	22,851,511
Less accumulated depreciation	(4,733,556)	(4,494,297)
Developments in progress	425,864	417,969
Net property and equipment	21,807,822	22,102,630
Investment in and loans to/from Unconsolidated Real Estate Affiliates	1,991,782	1,979,313
Investment property and property held for development and sale	1,913,655	1,753,175
Net investment in real estate	25,713,259	25,835,118
Cash and cash equivalents	548,265	654,396
Accounts and notes receivable, net	372,621	404,041
Goodwill	199,664	199,664
Deferred expenses, net	264,985	301,808
Prepaid expenses and other assets	738,589	754,747
Total assets	$27,837,383	$ 28,149,774
Liabilities and Equity:		
Liabilities not subject to compromise:		
Mortgages, notes and loans payable	$16,809,002	$ 7,300,772
Investment in and loans to/from Unconsolidated Real Estate Affiliates	40,536	38,289
Deferred tax liabilities	787,798	866,400
Accounts payable and accrued expenses	1,302,668	1,122,888
Liabilities not subject to compromise	18,940,004	9,328,349
Liabilities subject to compromise	7,856,257	17,767,253
Total liabilities	26,796,261	27,095,602
Redeemable noncontrolling interests:		
Preferred	120,756	120,756
Common	97,851	86,077
Total redeemable noncontrolling interests	218,607	206,833
Commitments and Contingencies	—	—
Redeemable Preferred Stock: $100 par value; 5,000,000 shares authorized; none issued and outstanding	—	—
Equity:		
Common stock: $.01 par value; 875,000,000 shares authorized, 318,842,829 shares issued as of June 30, 2010 and 313,831,411 shares issued as of December 31, 2009	3,188	3,138
Additional paid-in capital	3,771,167	3,729,453
Retained earnings (accumulated deficit)	(2,898,498)	(2,832,627)
Accumulated other comprehensive loss	(504)	(249)
Less common stock in treasury, at cost, 1,449,939 shares as of June 30, 2010 and December 31, 2009	(76,752)	(76,752)
Total stockholders' equity	798,601	822,963
Noncontrolling interests in consolidated real estate affiliates	23,914	24,376
Total equity	822,515	847,339
Total liabilities and equity	$27,837,383	$ 28,149,774

The accompanying notes are an integral part of these consolidated financial statements.

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GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(UNAUDITED)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
	(Dollars in thousands, except for per share amounts)			
Revenues:				
Minimum rents	$ 484,459	$ 498,708	$ 977,217	$ 997,816
Tenant recoveries	215,587	224,691	429,838	457,710
Overage rents	7,447	5,782	17,793	15,806
Land and condominium sales	59,965	22,448	65,035	31,435
Management fees and other corporate revenues	15,902	18,860	33,988	40,719
Other	21,957	21,606	42,683	37,249
Total revenues	805,317	792,095	1,566,554	1,580,735
Expenses:				
Real estate taxes	71,062	68,959	143,157	140,518
Property maintenance costs	26,188	22,100	62,032	49,459
Marketing	6,250	6,906	13,331	14,482
Other property operating costs	128,201	126,479	255,272	258,178
Land and condominium sales operations	59,065	21,850	69,232	32,464
Provision for doubtful accounts	3,619	8,847	9,946	19,179
Property management and other costs	48,517	42,200	83,949	85,609
General and administrative	5,668	6,591	13,306	14,112
Strategic initiatives	—	25,713	—	64,013
Provisions for impairment	19,923	82,388	31,273	413,480
Depreciation and amortization	175,318	186,472	352,621	391,087
Total expenses	543,811	598,505	1,034,119	1,482,581
Operating income	261,506	193,590	532,435	98,154
Interest income	137	501	813	1,231
Interest expense	(301,726)	(328,351)	(637,004)	(656,841)
Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items	(40,083)	(134,260)	(103,756)	(557,456)
Provision for income taxes	(14,234)	(15,742)	(17,884)	(4,228)
Equity in income of Unconsolidated Real Estate Affiliates	16,901	16,339	50,652	23,877
Reorganization items	(80,111)	(24,918)	9,301	(24,918)
Loss from continuing operations	(117,527)	(158,581)	(61,687)	(562,725)
Discontinued operations—loss on dispositions	—	—	—	(55)
Net loss	(117,527)	(158,581)	(61,687)	(562,780)
Allocation to noncontrolling interests	1	179	(4,184)	8,299
Net loss attributable to common stockholders	$ (117,526)	$ (158,402)	$ (65,871)	$ (554,481)
Basic and Diluted Loss Per Share:				
Continuing operations	$ (0.37)	$ (0.51)	$ (0.21)	$ (1.78)
Discontinued operations	—	—	—	—
Total basic and diluted loss per share	$ (0.37)	$ (0.51)	$ (0.21)	$ (1.78)
Dividends declared per share	$ —	$ —	$ —	$ —
Comprehensive Loss, Net:				
Net loss	$ (117,527)	$ (158,581)	$ (61,687)	$ (562,780)
Other comprehensive income (loss):				
Net unrealized gains on financial instruments	4,251	5,515	8,179	7,624
Accrued pension adjustment	(311)	223	100	324
Foreign currency translation	(3,672)	27,966	(8,540)	25,684
Unrealized gains on available-for-sale securities	(3)	89	1	111
Other comprehensive income (loss)	265	33,793	(260)	33,743
Comprehensive loss	(117,262)	(124,788)	(61,947)	(529,037)
Other comprehensive (income) loss allocated to noncontrolling interests	(6)	(767)	5	(766)
Adjustment for noncontrolling interests	—	—	—	(9,065)
Comprehensive loss, net, attributable to common stockholders	$ (117,268)	$ (125,555)	$ (61,942)	$ (538,868)

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF EQUITY

(UNAUDITED)

	Common Stock	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests in Consolidated Real Estate Affiliates	Total Equity
				(Dollars in thousands)			
Balance at January 1, 2009	$ 2,704	$ 3,454,903	$ (1,488,586)	$ (56,128)	$ (76,752)	$ 24,266	$ 1,860,407
Net (loss) income			(554,481)			1,246	(553,235)
Distributions to noncontrolling interests in consolidated Real Estate Affiliates						(1,324)	(1,324)
Conversion of operating partnership units to common stock (43,408,053 common shares)	434	324,054					324,488
Issuance of common stock (69,309 common shares)	1	42					43
Restricted stock grant, net of forfeitures and compensation expense (26,682 common shares)	(1)	1,085					1,084
Other comprehensive income				23,912			23,912
Adjustment for noncontrolling interest in operating partnership		12,128					12,128
Balance at June 30, 2009	$ 3,138	$ 3,792,212	$ (2,043,067)	$ (32,216)	$ (76,752)	$ 24,188	$ 1,667,503
Balance at January 1, 2010	$ 3,138	$ 3,729,453	$ (2,832,627)	$ (249)	$ (76,752)	$ 24,376	$ 847,339
Net (loss) income			(65,871)			1,025	(64,846)
Distributions to noncontrolling interests in consolidated Real Estate Affiliates						(1,487)	(1,487)
Issuance of common stock—payment of dividend (4,923,287 common shares)	50	53,346					53,396
Restricted stock grants, net of forfeitures and compensation expense (82,975 common shares)		1,647					1,647
Other comprehensive loss				(255)			(255)
Adjustment for noncontrolling interest in operating partnership		(13,279)					(13,279)
Balance at June 30, 2010	$ 3,188	$ 3,771,167	$ (2,898,498)	$ (504)	$ (76,752)	$ 23,914	$ 822,515

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
	(In thousands)	
Cash Flows from Operating Activities:		
Net loss	$ (61,687)	$ (562,780)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Equity in income of Unconsolidated Real Estate Affiliates	(50,652)	(23,877)
Provision for doubtful accounts	9,946	19,179
Distributions received from Unconsolidated Real Estate Affiliates	18,319	20,605
Depreciation	330,183	365,636
Amortization	22,438	25,451
Amortization of deferred finance costs	16,352	24,888
Amortization (accretion) of debt market rate adjustments	27,303	(6,063)
(Accretion) amortization of intangibles other than in-place leases	(385)	1,308
Straight-line rent amortization	(19,117)	(18,694)
Non-cash interest expense on Exchangeable Senior Notes	14,290	13,449
Non-cash interest expense resulting from termination of interest rate swaps	9,040	(18,675)
Non-cash interest expense related to Special Consideration entities	(36,124)	—
Provisions for impairment	31,273	413,480
Participation expense pursuant to Contingent Stock Agreement	—	(1,793)
Land/residential development and acquisitions expenditures	(32,443)	(29,811)
Cost of Land and condominium sales	50,224	18,667
Revenue recognition of deferred Land and condominium sales	(36,443)	—
Reorganization items—finance costs related to emerged entities	133,997	—
Non-cash reorganization items	(198,533)	31,176
(Increase) decrease in restricted cash	(46,341)	2,532
Glendale Matter deposit	—	67,054
Net changes:		
Accounts and notes receivable	41,128	(11,537)
Prepaid expenses and other assets	41,437	(7,062)
Deferred expenses	(16,344)	(16,408)
Accounts payable and accrued expenses and deferred tax liabilities	117,932	184,708
Other, net	(365)	6,446
Net cash provided by operating activities	365,428	497,879
Cash Flows from Investing Activities:		
Acquisition/development of real estate and property additions/improvements	(113,169)	(127,584)
Proceeds from sales of investment properties	94	6,409
Proceeds from sales of investment in Unconsolidated Real Estate Affiliates	7,450	—
Increase in investments in Unconsolidated Real Estate Affiliates	(10,504)	(76,067)
Distributions received from Unconsolidated Real Estate Affiliates in excess of income	15,849	50,244
Loans (to) from Unconsolidated Real Estate Affiliates, net	—	(9,666)
(Increase) decrease in restricted cash	(4,447)	10,620
Other, net	(2,722)	(2,061)
Net cash used in investing activities	(107,449)	(148,105)
Cash Flows from Financing Activities:		
Proceeds from issuance of the DIP facility	—	400,000
Principal payments on mortgages, notes and loans payable	(222,487)	(295,406)
Deferred financing costs	—	(2,176)
Finance costs related to emerged entities	(133,997)	—
Cash distributions paid to common stockholders	(5,957)	—
Cash distributions paid to holders of Common Units	—	(625)
Proceeds from issuance of common stock, including from common stock plans	—	43
Other, net	(1,669)	2,241
Net cash (used in) provided by financing activities	(364,110)	104,077
Net change in cash and cash equivalents	(106,131)	453,851
Cash and cash equivalents at beginning of period	654,396	168,993
Cash and cash equivalents at end of period	$ 548,265	$ 622,844

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(UNAUDITED)

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
	(In thousands)	
Supplemental Disclosure of Cash Flow Information:		
Interest paid	$ 493,250	$ 534,718
Interest capitalized	19,750	31,719
Income taxes paid	4,461	16,960
Reorganization items paid	189,232	2,550
Non-Cash Transactions:		
Common stock issued in exchange for Operating Partnership Units	$ —	$ (1,031)
Change in accrued capital expenditures included in accounts payable and accrued expenses	(55,001)	(50,845)
Change in deferred contingent property acquisition liabilities	178,130	(147,616)
Deferred financing costs payable in conjunction with the DIP Facility	—	19,000
Recognition of note payable in conjunction with land held for development and sale	—	6,520
Mortgage debt market rate adjustment related to emerged entities	319,009	—
Gain on Aliansce IPO	9,383	—

The accompanying notes are an integral part of these consolidated financial statements.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION

Readers of this Quarterly Report should refer to the Company's (as defined below) audited Consolidated Financial Statements for the year ended December 31, 2009 which are included in the Company's Annual Report on Form 10-K (the "Annual Report") for the fiscal year ended December 31, 2009 (Commission File No. 1-11656), as certain footnote disclosures which would substantially duplicate those contained in our Annual Report have been omitted from this report. Capitalized terms used, but not defined, in this Quarterly Report have the same meanings as in our Annual Report.

General

General Growth Properties, Inc. ("GGP" or the "Company"), a Delaware corporation, is a self-administered and self-managed real estate investment trust, referred to as a "REIT" which, together with certain of the Company's subsidiaries, filed for voluntary bankruptcy protection under Chapter 11 of Title 11 of the United States Code ("Chapter 11") in the Southern District of New York (the "Bankruptcy Court") on April 16, 2009. On April 22, 2009 (together with April 16, 2009, as applicable, the "Petition Date") certain additional domestic subsidiaries (collectively with GGP and the subsidiaries filing on April 16, 2009, the "Debtors") of the Company also filed voluntary petitions for relief in the Bankruptcy Court (collectively, the "Chapter 11 Cases"), which the Bankruptcy Court ruled may be jointly administered.

On July 13, 2010, as most recently amended by a filing on August 2, 2010, GGP filed with the Bankruptcy Court its disclosure statement and the plan of reorganization (as it may be amended, modified or supplemented from time to time, the "Plan") for the 126 Debtors currently remaining in the Chapter 11 Cases (the "TopCo Debtors"). The Bankruptcy Court has set the hearing to consider approval of the disclosure statement for August 19, 2010. Following Bankruptcy Court approval of the disclosure statement, we will solicit acceptances of the Plan and confirmation by the Bankruptcy Court. The Plan contemplates a reorganized GGP ("New GGP") at the date of GGP's emergence from bankruptcy (the "Effective Date"), which is currently expected to be in the fourth quarter of 2010, and outlines the manner in which the prepetition creditors' and equity holders' various claims against and interests in the Topco Debtors will be treated, subject to confirmation of the Plan and the occurrence of the Effective Date. The Plan also contemplates the distribution to our stockholders of the stock of Spinco, Inc. ("Spinco"), a new real estate company, which will own a diversified portfolio of properties that represent near, medium and long-term development opportunities including our Master Planned Communities segment described below and other mixed use and mall projects. Spinco will be a publicly-held company, majority-owned by our existing stockholders. Spinco will not exist as a stand-alone company unless and until the Plan is confirmed by the Bankruptcy Court.

GGP was organized in 1986 and through its subsidiaries and affiliates owns, operates, manages and develops retail and other rental properties, primarily shopping centers, which are located primarily throughout the United States. GGP also holds assets through its international Unconsolidated Real Estate Affiliates in Brazil and Turkey (Note 3). In July 2010, we sold our third party management business for nominal consideration and participation in the future earnings of the assigned management contracts.

Additionally, GGP develops and sells land for residential, commercial and other uses primarily in large-scale, long-term master planned community projects in and around Columbia, Maryland; Summerlin (Las Vegas), Nevada; and Houston, Texas, as well as one residential condominium project located in Natick (Boston), Massachusetts. Substantially all of our business is conducted by our operating partnership, GGP Limited Partnership ("GGPLP" or the "Operating Partnership"), in which, at June 30, 2010, GGP holds approximately a 98% common equity ownership interest. In these notes, the terms "we," "us" and "our" refer to GGP and its subsidiaries (the "Company").

In this report, we refer to our ownership interests in majority-owned or controlled properties as "Consolidated Properties", to joint ventures in which we own a noncontrolling interest as "Unconsolidated Real Estate Affiliates" and the properties owned by such joint ventures as the "Unconsolidated Properties." Our "Company Portfolio" includes both our Consolidated Properties and our Unconsolidated Properties.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of GGP, our subsidiaries and joint ventures in which we have a controlling interest. For consolidated joint ventures, the noncontrolling partner's share of the assets, liabilities and operations of the joint ventures (generally computed as the joint venture partner's ownership percentage) is included in noncontrolling interests in consolidated real estate affiliates as permanent equity of the Company. All significant intercompany balances and transactions have been eliminated.

In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods have been included. The results for the interim period ended June 30, 2010 are not necessarily indicative of the results to be obtained for the full fiscal year.

Reclassifications

Certain amounts in the 2009 Consolidated Financial Statements have been reclassified to conform to the current period presentation. Specifically, in order to improve our internal and external reporting, we reclassified $2.9 million and $5.6 million, respectively, of asset management and other corporate revenues (such as sponsorship income, photo income and vending income) for the three and six months ended June 30, 2009 from other revenue to management fees and other corporate revenues. In addition, we reclassified $28.0 million and $56.0 million, respectively, of cleaning, landscaping and refuse removal expenses from property maintenance costs for the three and six months ended June 30, 2009 to other property operating costs.

Debtors in Possession

As we had significant past due, or imminently due, and cross-collateralized or cross-defaulted debt, the Company, the Operating Partnership and certain of the Company's domestic subsidiaries filed voluntary petitions for relief under Chapter 11. However, neither GGMI, certain of our wholly-owned subsidiaries, nor any of our joint ventures, (collectively, the "Non-Debtors") either consolidated or unconsolidated, sought such protection.

Pursuant to Chapter 11, a debtor is afforded certain protection against its creditors and creditors are prohibited from taking certain actions (such as pursuing collection efforts or proceeding to foreclose on secured obligations) related to debts that were owed prior to the commencement of the Chapter 11 Cases. Accordingly, although the commencement of the Chapter 11 Cases triggered defaults

NOTE 1 ORGANIZATION (Continued)

on substantially all debt obligations of the Debtors, creditors are stayed from taking any action as a result of such defaults. Absent an order of the Bankruptcy Court, these pre-petition liabilities are subject to settlement under a plan of reorganization.

Through July 30, 2010, of the total 388 Debtors with approximately $21.83 billion of debt that filed for Chapter 11 protection, 260 Debtors owning 145 properties with $14.79 billion of secured mortgage loans filed consensual plans of reorganization and emerged from bankruptcy (the "Emerged Debtors"). The effectiveness of the plans of reorganization and emergence from bankruptcy of two additional Debtors (owning one property with $95.0 million of debt) is in the process of being finalized. Of the Emerged Debtors, 5 Debtors owning 4 properties emerged during the month of July 2010. During the six months ended June 30, 2010, 142 Debtors owning 91 properties with $10.05 billion of secured mortgage debt emerged from bankruptcy, while 113 Debtors owning 50 properties with $4.66 billion secured debt had emerged from bankruptcy as of December 31, 2009.

The Plan is based on the agreements (collectively, as amended and restated, the Investment Agreements") with REP Investments LLC, an affiliate of Brookfield Asset Management Inc. (the "Brookfield Investor") , an affiliate of Fairholme Funds, Inc. ("Fairholme") and an affiliate of Pershing Square Capital Management, L.P. ("Pershing Square" and together with the Brookfield Investor and Fairholme, the "Plan Sponsors"), pursuant to which GGP would be divided into two companies, New GGP and Spinco, and the Plan Sponsors would invest in the Company's standalone emergence plan. As a result of the Investment Agreements, the Company has equity commitments for $6.55 billion and a $1.5 billion debt backstop commitment, in each case subject to the conditions set forth in such agreements. Pursuant to the Investment Agreements, the Plan Sponsors are expected to purchase up to $6.3 billion of New GGP common stock at $10 per share and $250 million of Spinco stock at $47.61904 per share. The per share price for Spinco common stock has been adjusted from the originally contemplated per share purchase price to net the fees associated with the eliminated Spinco rights offering and to reflect a reduction in the number of shares of Spinco common stock that will be issued for the same aggregate consideration on the Effective Date. In addition, pursuant our agreement with the Teachers Retirement System of Texas ("Texas Teachers"), Texas Teachers will purchase $500 million of New GGP common stock at $10.25 per share, subject to the conditions set forth in such agreement.

The Investment Agreements and our agreement with Texas Teachers permit us to reduce the equity commitments of Pershing, Fairholme and Texas Teachers up to 50% with alternative equity sources at more favorable pricing at any time prior to the Effective Date. On July 15, 2010, New GGP filed a registration statement on Form S-11 with the Securities and Exchange Commission to raise up to $2.15 billion to replace a portion of these commitments. However, even if the Pershing Square, Fairholme and Texas Teachers equity commitments are replaced to the maximum extent permitted by the Investment Agreements and the Texas Teachers agreements, the Plan Sponsors are expected to own, in the aggregate, a majority of the equity in New GGP. As a result, consummation of the Plan will require the application of acquisition accounting to the assets and liabilities of New GGP (after the distribution of certain assets and liabilities to Spinco). The assets and liabilities of New GGP will be recorded at Fair Value (See Note 2) as of the Effective Date and are expected to have a carrying value substantially different than the historical cost carrying values included in the accompanying consolidated financial statements. Finally, the Plan Sponsors have entered into an agreement with The Blackstone Group ("Blackstone") whereby Blackstone has been given the option to subscribe for approximately 7.6% of the New GGP and Spinco shares to be issued to the Plan Sponsors and receive a pro rata portion of each Plan Sponsors' Permanent Warrants (as defined below).

NOTE 1 ORGANIZATION (Continued)

In lieu of the receipt of fees that would be customary in similar transactions, pursuant to the Investment Agreements, interim warrants were issued to the Brookfield Investor and Fairholme to purchase approximately 103 million shares of GGP at $15.00 per share (the "Interim Warrants") on May 10, 2010. The Interim Warrants vest: 40% upon issuance, 20% on July 12, 2010, and the remaining Interim Warrants vest in equal daily installments from July 13, 2010 to December 31, 2010, except that any Interim Warrants that have not vested on or prior to termination of the Brookfield Investor or Fairholme's Investment Agreement, as the case may be, will not vest and will be cancelled. Upon consummation of the Plan, the Interim Warrants will be cancelled and warrants to purchase equity of Spinco and New GGP will be issued to the Plan Sponsors (the "Permanent Warrants"). Specifically, 8 million warrants to purchase equity of Spinco at an exercise price of $50.00 per share and 120 million warrants to purchase equity of New GGP at an exercise price of $10.75 per share, in the case of the Brookfield Investor, and an exercise price of $10.50 in the case of Fairholme and Pershing Square, will be issued. The Interim Warrants may only be exercised if the Investment Agreements are not consummated. Accordingly, no expense has been recognized for the issuance of the Interim Warrants. Recognition of the value of the Permanent Warrants will occur when, and if, such Permanent Warrants are issued.

Until the Plan is confirmed, there will continue to be substantial doubts as to our ability to continue as a going concern. The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. However, as a result of the Chapter 11 Cases, such realization of assets and satisfaction of liabilities are subject to a significant number of uncertainties. Our consolidated financial statements do not reflect any adjustments related to the recoverability of assets and satisfaction of liabilities that might be necessary should we be unable to continue as a going concern.

Accounting for Reorganization

The accompanying unaudited combined condensed financial statements of the Topco Debtors presented below have been prepared in accordance with the generally accepted accounting principles related to financial reporting by entities in reorganization under the Bankruptcy Code, and on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Such accounting guidance also provides that if a debtor, or group of debtors, has significant combined assets and liabilities of entities which have not sought, or no longer remain under, Chapter 11 bankruptcy protection, the debtors and non-debtors should continue to be combined. However, separate disclosure of financial statement information solely relating to the debtor entities should be presented.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

The unaudited combined condensed balance sheets of the Topco Debtors which are operating under Chapter 11 protection, excluding the Emerged Debtors, are presented as of the dates indicated below:

Unaudited Combined Condensed Balance Sheets

	June 30, 2010	December 31, 2009
	(In thousands)	
Net investment in real estate	$ 3,196,642	$ 3,066,355
Cash and cash equivalents	495,208	584,598
Accounts and notes receivable, net	22,377	29,192
Other	4,324,421	4,425,233
Total assets	$ 8,038,648	$ 8,105,378
Liabilities not subject to compromise:		
Mortgages, notes and loans payable	$ 408,031	$ 400,000
Deferred tax liabilities	831,438	910,847
Investment in and loans to/from Unconsolidated Real Estate Affiliates	32,552	33,005
Accounts payable and accrued expenses	669,144	562,365
Liabilities subject to compromise	7,856,257	7,612,738
Total redeemable noncontrolling interest	218,607	206,833
Deficit	(1,977,381)	(1,620,410)
Total liabilities and deficit	$ 8,038,648	$ 8,105,378

As described above, substantially all of the subsidiary mortgage borrower Debtors have emerged from bankruptcy protection as of June 30, 2010. The unaudited combined condensed statements of operations and the unaudited combined condensed statements of cash flows presented below includes the Topco Debtors, and excludes Emerged Debtors, for the three and six months ended June 30, 2010. Since the Debtor's commenced their respective Chapter 11 Cases on two different dates in April 2009, the unaudited combined condensed statements of operations and cash flows have been prepared for the period May 1, 2009 to June 30, 2009.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

Unaudited Combined Condensed Statements of Operations

	Six Months Ended June 30, 2010	Three Months Ended June 30, 2010	May 1, 2009 to June 30, 2009
		(In thousands)	
Operating Revenues	$ 144,948	$ 99,503	$ 30,617
Operating Expenses	147,116	105,626	107,144
Provision for Impairment	11,544	208	19,927
Operating Loss	(13,712)	(6,331)	(96,454)
Interest expense, net	(184,610)	(92,331)	(74,021)
(Provision) benefit for income taxes	(14,645)	(11,517)	1,016
Equity in income of Real Estate Affiliates	65,215	36,669	22,159
Reorganization items	(146,897)	(59,854)	(23,123)
Net loss	(294,649)	(133,364)	(170,423)
Allocation to noncontrolling interests	(5,160)	(1,012)	322
Net loss attributable to common stockholders	$ (299,809)	$ (134,376)	$ (170,101)

Unaudited Combined Condensed Statements of Cash Flows

	Six Months Ended June 30, 2010	May 1, 2009 to June 30, 2009
	(In thousands)	
Net cash used in:		
Operating activities	$ (89,948)	$ 192,400
Investing activities	6,515	56,187
Financing activities	(5,957)	188,225
Net decrease in cash and cash equivalents	(89,390)	436,812
Cash and cash equivalents, beginning of period	584,598	52,978
Cash and cash equivalents, end of period	$ 495,208	$ 489,790
Cash paid for reorganization items	$ (53,745)	$ (125)

Classification of Liabilities Not Subject to Compromise

Liabilities not subject to compromise include: (1) liabilities held by Non-Debtor entities and Debtors that have emerged from bankruptcy; (2) liabilities incurred after the Petition Date; (3) certain pre-Petition Date liabilities the Topco Debtors expect to pay in full, even though certain of these amounts may not be paid until a plan of reorganization is effective; (4) liabilities related to pre-petition contracts that affirmatively have not been rejected; and (5) pre-Petition Date liabilities that have been approved for payment by the Bankruptcy Court and that the Debtors expect to pay (in advance of a plan of reorganization) in the ordinary course of business, including certain employee related items (salaries, vacation and medical benefits).

All liabilities incurred by the Debtors prior to the Petition Date other than those specified above are considered liabilities subject to compromise. The amounts of the various categories of liabilities that are subject to compromise are set forth below. These amounts represent the Company's estimates of

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

known or potential pre-Petition Date claims that are likely to be resolved in connection with the bankruptcy filings. Such claims remain subject to future adjustments. Adjustments may result from negotiations, actions of the Bankruptcy Court, rejection of executory contracts and unexpired leases, the determination as to the value of any collateral securing claims, proofs of claim, or other events. There can be no assurance that the equity of the Company's stockholders will not be diluted. The amounts subject to compromise consisted of the following items:

	June 30, 2010	December 31, 2009
	(In thousands)	
Mortgages and secured notes	$ 1,491,465	$ 11,148,467
Unsecured notes	5,619,539	6,006,778
Accounts payable and accrued liabilities	745,253	612,008
Total liabilities subject to compromise	$ 7,856,257	$ 17,767,253

The classification of liabilities "not subject to compromise" versus liabilities "subject to compromise" is based on currently available information and analysis. As the remaining Chapter 11 Cases proceed and additional information is received and analysis is completed, or as the Bankruptcy Court rules on relevant matters, the classification of amounts between these two categories may change. The amount of any such changes could be significant.

Reorganization Items

Reorganization items under the bankruptcy filings are expense or income items that were incurred or realized by the Debtors as a result of the Chapter 11 Cases and are presented separately in the Consolidated Statements of Income and Comprehensive Income and in the unaudited condensed combined statements of operations of the Debtors that have not emerged from bankruptcy at June 30, 2010 presented above. These items include professional fees and similar types of expenses and gains on liabilities subject to compromise directly related to the Chapter 11 Cases, resulting from activities of the reorganization process, and interest earned on cash accumulated by the Debtors as a result of the Chapter 11 Cases.

With respect to certain retained professionals, the terms of engagement and the timing of payment for services rendered are subject to approval by the Bankruptcy Court. In addition, certain of these retained professionals have agreements that provide for success or completion fees that are payable upon the consummation of specified restructuring or sale transactions. A portion of such fees, currently estimated at approximately $48.5 million in the aggregate, have been deemed probable of being paid; and therefore, we accrued the portion related to the period from the date the Bankruptcy Court approved retention of those professionals to our estimated date of successful emergence from bankruptcy. We accrued a liability for such fees in Accounts payable and accrued expense on the Consolidated Balance Sheets of $29.8 million as of June 30, 2010 and $7.2 million as of December 31, 2009. In addition, we recognized the resulting $12.2 million of expense in Reorganization items in the Consolidated Statements of Income and Comprehensive Income for the three months ended June 30, 2010 and $22.6 million for the six months ended June 30, 2010, respectively.

In addition, the key employee incentive program (the "KEIP") provides for payment to certain key employees upon successful emergence from bankruptcy. Although the amount of the potential KEIP

NOTE 1 ORGANIZATION (Continued)

payment is uncapped, a portion of the KEIP, currently estimated for financial statement purposes based on the trading value of the GGP common stock on June 30, 2010 at approximately $135.7 million in the aggregate, has been deemed probable of being paid; therefore, we are recognizing our estimated KEIP expense in the period from the date the KEIP was approved by the Bankruptcy Court to our estimated date of successful emergence from bankruptcy. We accrued a liability for the KEIP in Accounts payable and accrued expense on the Consolidated Balance Sheets of $97.0 million as of June 30, 2010 and $27.5 million of December 31, 2009. In addition, we recognized the resulting expense in Reorganization items on the Consolidated Statements of Income and Comprehensive Income of $18.3 million for the three months ended June 30, 2010 and $69.5 million for the six months ended June 30, 2010.

Reorganization items are as follows:

Reorganization Items	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2009
	(In thousands)		(In thousands)	
Gains on liabilities subject to compromise—vendors(1)	$ (5,672)	$ (6,876)	$ (2,379)	$ (2,379)
Gains on liabilities subject to compromise—mortgage debt(2)	(35,938)	(319,009)	—	—
Interest income(3)	(80)	(90)	(7)	(7)
U.S. Trustee fees(4)	1,413	2,837	1,097	1,097
Restructuring costs(5)	120,388	313,837	26,207	26,207
Total reorganization items	$ 80,111	$ (9,301)	$ 24,918	$ 24,918

(1) This amount includes gains from repudiation, rejection or termination of contracts or guarantee of obligations. Such gains reflect agreements reached with certain critical vendors, which were authorized by the Bankruptcy Court and for which payments on an installment basis began in July 2009. Also included is $3.4 million of gains related to the accrued interest associated with the forgiveness of debt associated with the pay down of debt for Stonestown Galleria.

(2) Such net gains include the Fair Value adjustments of mortgage debt, as well as $38.0 million recorded in the first quarter of 2010 resulting from the write off of existing Fair Value of debt adjustments for the entities that emerged from bankruptcy and $33.9 million of gains recorded in the second quarter of 2010 related to the forgiveness of debt associated with the paydown of debt for Stonestown Galleria.

(3) Interest income primarily reflects amounts earned on cash accumulated as a result of our Chapter 11 cases.

(4) Estimate of fees due remain subject to confirmation and review by the Office of the United States Trustee ("U.S. Trustee").

(5) Restructuring costs primarily include professional fees incurred related to the bankruptcy filings, the estimated KEIP payment, finance costs incurred by the Emerged Debtors and the write off of unamortized deferred finance costs related to the Emerged Debtors.

Impairment

Operating properties, land held for development and sale and developments in progress

The generally accepted accounting principles related to accounting for the impairment or disposal of long-lived assets require that if impairment indicators exist and the undiscounted cash flows expected to be generated by an asset are less than its carrying amount, an impairment provision should be recorded to write down the carrying amount of such asset to its Fair Value. We review our consolidated and unconsolidated real estate assets, including operating properties, land held for development and sale and developments in progress, for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment indicators for our retail and other segment are assessed separately for each property and include, but are not limited to, significant decreases in real estate property net operating income and occupancy percentages.

Impairment indicators for our Master Planned Communities segment are assessed separately for each community and include, but are not limited to, significant decreases in sales pace or average selling prices, significant increases in expected land development and construction costs or cancellation rates, and projected losses on expected future sales.

Impairment indicators for pre-development costs, which are typically costs incurred during the beginning stages of a potential development, and developments in progress are assessed by project and include, but are not limited to, significant changes in projected completion dates, revenues or cash flows, development costs, market factors and sustainability of development projects.

If an indicator of potential impairment exists, the asset is tested for recoverability by comparing its carrying amount to the estimated future undiscounted cash flow. The cash flow estimates used both for determining recoverability and estimating Fair Value are inherently judgmental and reflect current and projected trends in rental, occupancy and capitalization rates, and estimated holding periods for the applicable assets. Although the estimated Fair Value of certain assets may be exceeded by the carrying amount, a real estate asset is only considered to be impaired when its carrying amount cannot be recovered through estimated future undiscounted cash flows. To the extent an impairment provision is necessary; the excess of the carrying amount of the asset over its estimated Fair Value is expensed to operations. In addition, the impairment provision is allocated proportionately to adjust the carrying amount of the asset. The adjusted carrying amount, which represents the new cost basis of the asset, is depreciated over the remaining useful life of the asset.

We recorded impairment charges related to our operating properties, land held for development and sale, and properties under development of $19.9 million and $31.3 million for the three and six months ended June 30, 2010 and $63.0 and $284.7 million for the three and six months ended June 30, 2009, respectively, as presented in the table below. All of these impairment charges are included in provisions for impairment in our consolidated financial statements.

Investment in Unconsolidated Real Estate Affiliates

In accordance with the generally accepted accounting principles related to the equity method of accounting for investments, a series of operating losses of an investee or other factors may indicate that a decrease in value of our investment in the Unconsolidated Real Estate Affiliates has occurred which is other-than-temporary. The investment in each of the Unconsolidated Real Estate Affiliates is evaluated periodically and as deemed necessary for recoverability and valuation declines that are other than temporary. Accordingly, in addition to the property-specific impairment analysis that we perform on the investment properties, land held for development and sale and developments in progress owned by such joint ventures (as part of our investment property impairment process described above), we also considered the ownership and distribution preferences and limitations and rights to sell and repurchase our ownership interests. Based on our evaluations, no provisions for impairment were recorded for the three and six months ended June 30, 2010 and 2009 related to our investments in Unconsolidated Real Estate Affiliates.

Goodwill

The excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed was recorded as goodwill. Goodwill has been recognized and allocated to specific properties in our Retail and Other Segment since each individual rental property or each operating property is an operating segment and considered a reporting unit. The generally accepted accounting principles related to goodwill and other intangible assets states that goodwill should be tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. We perform this test by first comparing the estimated Fair Value of each property with our book value of the property, including, if applicable, its allocated portion of aggregate goodwill. We assess Fair Value based on estimated future cash flow projections that utilize discount and capitalization rates which are generally unobservable in the market place (Level 3 inputs) under these principles, but approximate the inputs we believe would be utilized by market participants in assessing fair value. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions. If the carrying amount of a property, including its goodwill, exceeds its estimated Fair Value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. In this second step, if the implied Fair Value of goodwill is less than the carrying amount of goodwill, an impairment charge is recorded.

As of June 30, 2010, there were no events or changes in circumstances that would indicate that the current carrying amount of goodwill might be impaired; accordingly, we did not perform interim testing procedures. As of June 30, 2009, we performed interim impairment tests of goodwill as changes in current market and economic conditions during the first and second quarter of 2009 indicated an impairment of the asset might have occurred. As a result of the procedures performed, we recorded provisions for impairment of goodwill of $19.4 million and $128.8 million for the three and six months ended June 30, 2009, as presented in the table below.

NOTE 1 ORGANIZATION (Continued)

General

Certain of our properties had Fair Values less than their carrying amounts. However, based on the Company's plans with respect to those properties, we believe that the carrying amounts are recoverable and therefore, under applicable generally accepted accounting principles guidance, no additional impairments were taken. Nonetheless, due to the uncertain economic environment, as well as other uncertainties, or if our plans regarding our assets change, additional impairment charges in the future could result. Therefore, we can provide no assurance that material impairment charges with respect to operating properties, Unconsolidated Real Estate Affiliates, developments in progress, property held for development and sale or goodwill will not occur in future periods. Accordingly, we will continue to monitor circumstances and events in future periods to determine whether additional impairments are warranted.

Impaired Asset	Location	Method of Determining Fair Value	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
			(In thousands)	
Retail and other:				
Operating properties:				
Bay City Mall	Bay City, MI	Discounted cash flow analysis	$ 2,309	$ 2,309
Chico Mall	Chico, CA	Discounted cash flow analysis	895	895
Eagle Ridge Mall	Lake Wales, FL	Discounted cash flow analysis	266	266
Lakeview Square	Battle Creek, MI	Discounted cash flow analysis	7,057	7,057
Moreno Valley Mall	Moreno Valley, CA	Discounted cash flow analysis	6,608	6,608
Northgate Mall	Chattanooga, TN	Discounted cash flow analysis	1,398	1,398
Oviedo Marketplace	Oviedo, FL	Discounted cash flow analysis	1,184	1,184
The Pines	Pine Bluff, AR	Direct Capitalization method	—	11,057
Total operating properties			$ 19,717	$ 30,774
Various pre-development costs		(2)	206	499
Total Provisions for impairment			$ 19,923	$ 31,273

NOTE 1 ORGANIZATION (Continued)

Impaired Asset	Location	Method of Determining Fair Value	Three Months Ended June 30, 2009	Six Months Ended June 30, 2009
			(In thousands)	
Retail and other:				
Operating properties:				
Owings Mills Mall	Owings Mills, MD	Discounted cash flow analysis	$ —	$ 40,308
River Falls Mall	Clarksville, IN	Discounted cash flow analysis	—	81,114
Total operating properties			$ —	$ 121,422
Development:				
Allen Towne Mall	Allen, TX	Projected sales price analysis(1)	—	24,166
Redlands Promenade	Redlands, CA	Projected sales price analysis(1)	—	6,747
Total development			$ —	$ 30,913
Various pre-development costs		(2)	7,104	23,703
Goodwill		(3)	19,361	128,750
Total Retail and other			$ 26,465	$ 304,788
Master Planned Communities:				
Fairwood Master Planned Community	Columbia, MD	Projected sales price analysis(1)	—	52,769
Nouvelle at Natick	Natick, MA	Discounted cash flow analysis	55,923	55,923
Total Master Planned Communities			$ 55,923	$ 108,692
Total Provisions for impairment			$ 82,388	$ 413,480

(1) Projected sales price analysis incorporates available market information and other management assumptions.

(2) Related to the write down of various pre-development costs that were determined to be non-recoverable due to the related projects being terminated.

(3) These impairments were primarily driven by continued increases in capitalization rate assumptions during 2009 and reduced estimates of NOI, primarily due to the impact of decline in the retail market on our operations.

Noncontrolling Interests

Generally, the holders of the Common Units share equally with our common stockholders on a per share basis in any distributions by the Operating Partnership. However, the Operating Partnership agreement permits distributions solely to GGP if such distributions are required to allow GGP to comply with the REIT distribution requirements or to avoid the imposition of excise tax. Under certain circumstances, the conversion rate for each Common Unit is adjusted to give effect to stock distributions. Under certain circumstances, the Common Units (other than Common Units held by the parties to the Rights Agreement dated July 27, 1993, as described below) can be redeemed at the option of the holders for cash or, at our election, shares of GGP common stock. Upon receipt of a request for redemption by a holder of such Common Units, the Company, as general partner of the Operating Partnership, has the option to pay the redemption price for such Common Units with shares of common stock of the Company (subject to certain conditions), or in cash, with a cash redemption price calculated based upon the market price of one share of common stock of the Company at the time of redemption. Parties to the Rights Agreement dated July 27, 1993 (the "Rights Agreement") have the right to redeem the Common Units covered by such agreement for shares of GGP Common Stock.

NOTE 1 ORGANIZATION (Continued)

All prior requests for redemption of Common Units have been fulfilled with shares of the Company's common stock. Notwithstanding this historical practice, the aggregate amount of cash that would have been paid to the holders of the outstanding Common Units as of June 30, 2010 if such holders had requested redemption of the Common Units as of June 30, 2010, and all such Common Units were redeemed (or purchased in the case of the Rights Agreement) for cash, would have been $97.9 million. As a result of the Chapter 11 Cases, we currently cannot redeem Common Units for cash or shares of GGP common stock. In addition, the conditions necessary to issue GGP common stock upon redemption of Common Units are not currently satisfied. Under the Plan, holders of the Common Units have the right to elect to either receive common units of the reorganized GGPLP (with redemption rights to New GGP) or to redeem or convert their Common Units on the Effective Date. Generally accepted accounting principals provide that the redeemable noncontrolling interests are to be presented in our Consolidated Balance Sheets at the greater of Fair Value (the conversion value of the units based on the stock price) or the carrying amount of the units. The applicable stock price was $13.26 and $11.56 per share at June 30, 2010 and December 31, 2009, respectively. Accordingly, the redeemable noncontrolling interests have been presented at Fair Value at June 30, 2010 and December 31, 2009.

The following table reflects the activity of the redeemable noncontrolling interests for the six months ended June 30, 2010 and 2009.

	(In thousands)
Balance at January 1, 2009	$ 499,925
Net loss	(9,545)
Distributions	(4,670)
Conversion of Operating Partnership units into common shares	(324,488)
Other comprehensive income	9,831
Adjustment for noncontrolling interests in Operating Partnership	(12,128)
Balance at June 30, 2009	$ 158,925
Balance at January 1, 2010	$ 206,833
Net income	3,159
Distributions	(4,659)
Other comprehensive loss	(5)
Adjustment for noncontrolling interests in Operating Partnership	13,279
Balance at June 30, 2010	$ 218,607

On January 2, 2009, MB Capital Units LLC, pursuant to the Rights Agreement, converted 42,350,000 Common Units (approximately 13% of all outstanding Common Units, including those owned by GGP) held in the Company's Operating Partnership into 42,350,000 shares of GGP common stock.

NOTE 1 ORGANIZATION (Continued)

The Operating Partnership has also issued Convertible Preferred Units, which are convertible, with certain restrictions, at any time by the holder into Common Units of the Operating Partnership at the following rates (subject to adjustment):

	Number of Common Units for each Preferred Unit
Series B	3.000
Series D	1.508
Series E	1.298

Fair Value Measurements

Fair Value is defined as the price that would be received to sell or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The accounting principles for Fair Value measurements establish a three-tier Fair Value hierarchy, which prioritizes the inputs used in measuring Fair Value. These tiers include:

- Level 1—defined as observable inputs such as quoted prices in active markets;
- Level 2—defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3—defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The asset or liability Fair Value measurement level within the Fair Value hierarchy is based on the lowest level of any input that is significant to the Fair Value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Any Fair Values utilized or disclosed in our consolidated financial statements were developed for the purpose of complying with the accounting principles established for Fair Value measurements. The Fair Values of our assets or liabilities for enterprise value in our Chapter 11 Cases or as a component of our reorganization plan (Note 1) may reflect differing assumptions and methodologies. These estimates will be subject to a number of approvals and reviews and therefore may be materially different.

NOTE 1 ORGANIZATION (Continued)

As of June 30, 2010, our derivative financial instruments and our investments in marketable securities are immaterial to our consolidated financial statements. The following table summarizes our assets and liabilities that are measured at Fair Value on a nonrecurring basis:

	Total Fair Value Measurement	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total (Loss) Gain Three Months Ended June 30, 2010	Total (Loss) Gain Six Months Ended June 30, 2010
	(In thousands)					
Investments in real estate:(1)						
Bay City Mall	$ 23,950	$ —	$ —	$ 23,950	$ (2,309)	$ (2,309)
Chico Mall	54,000	—	—	54,000	(895)	(895)
Eagle Ridge Mall	26,600	—	—	26,600	(266)	(266)
Lakeview Square	25,900	—	—	25,900	(7,057)	(7,057)
Moreno Valley Mall	71,000	—	—	71,000	(6,608)	(6,608)
Northgate Mall	24,000	—	—	24,000	(1,398)	(1,398)
Oviedo Marketplace	32,840	—	—	32,840	(1,184)	(1,184)
The Pines Mall	4,100	—	—	4,100	—	(11,057)
Total investments in real estate	$ 262,390	$ —	$ —	$ 262,390	$ (19,717)	$ (30,774)
Debt:						
Fair Value of emerged entity mortgage debt(2)	$ 9,331,899	$ —	$ —	$ 9,331,899	$ 2,038	$ 177,716
Special consideration properties mortgage debt(3)	587,590	—	—	587,590	—	69,346
Total liabilities	$ 9,919,489	$ —	$ —	$ 9,919,489	$ 2,038	$ 247,062

(1) The Fair Value was calculated using the direct capitalization method.

(2) The Fair Value of debt relates to the 91 properties that emerged from bankruptcy during the six months ended June 30, 2010.

(3) The Special Consideration Properties are fair valued on a quarterly basis.

Of the Emerged Debtors, as of June 30, 2010 we have identified 13 properties (the "Special Consideration Properties") as underperforming retail assets. Pursuant to the terms of the agreements with the lenders for these properties, the Debtors have until two days following emergence of the TopCo Debtors to determine whether the collateral property for these loans should be deeded to the respective lender or the property should be retained with further modified loan terms. Prior to emergence of the TopCo Debtors, all cash produced by the property is under the control of respective lenders and we are required to pay any operating expense shortfall. In addition, prior to emergence of the TopCo Debtors, the respective lender can change the manager of the property or put the property in receivership and GGP has the right to deed the property to the lender.

Generally accepted accounting principles state that an entity may choose to elect the Fair Value option for an eligible item only on the date of the event that requires Fair Value measurement. As each of the Special Consideration Properties emerged from bankruptcy, we elected to measure and report the mortgages related these properties at Fair Value from the date of emergence because the Debtor entities of the Special Consideration Properties have the right to return the properties to the lenders in full satisfaction of the related debt. Accordingly, the Fair Value of the mortgage liability should not exceed the Fair Value of the underlying property. See our disclosure of Impairment—Operating properties, land held for development and sale and developments in progress for more detail regarding the methodology used in determining the Fair Value of these properties.

NOTE 1 ORGANIZATION (Continued)

The following is a summary of the components of our debt that was eligible for the Fair Value option, and similar items that were not eligible for the Fair Value option at June 30, 2010 and December 31, 2009.

	June 30, 2010	December 31, 2009
	(In thousands)	
Debt related to Special Consideration Properties (elected for Fair Value option)	$ 587,590	$ 316,966
Similar eligible debt (not elected for Fair Value option)	3,094,755	4,233,747
Debt not eligible for Fair Value option	13,565,684	3,010,301
Market rate adjustments	(439,027)	(260,242)
Total Mortgages, notes and loans payable, not subject to compromise	$ 16,809,002	$ 7,300,772

Of the Special Consideration Properties, five of the properties had emerged as of December 31, 2009 for which we recorded a gain in reorganization items of $54.2 million for the year ended December 31, 2009. The remaining eight properties emerged during the six months ended June 30, 2010. The gain in reorganization items for the eight Special Consideration Properties was $69.3 million for the six months ended June 30, 2010. Subsequent to the emergence from bankruptcy, we are required to determine the Fair Value of the mortgage loans related to the Special Consideration Properties quarterly, so long as we hold the Special Consideration Properties. Any change in the Fair Value of the mortgages related to all of the Special Consideration Properties will be recorded in interest expense in the quarter in which such change occurs. We have exercised our right with respect to the Eagle Ridge Mall, Oviedo Marketplace and Northgate Mall properties to satisfy the respective mortgage loans by deeding such properties to such lenders. When such deed transfers occur, no significant gain or loss is expected to result since we have recorded the Fair Value of the mortgages related to these properties.

The unpaid debt balance, Fair Value estimates, Fair Value measurements, gain (in reorganization items) and interest expense for the three months ended and six months ended June 30, 2010 with respect to the Special Consideration Properties are as follows:

	Unpaid Debt Balance of Special Consideration Properties	Fair Value Estimate of Special Consideration Properties	Significant Unobservable Inputs (Level 3)	Total Gain for the Three Months Ended June 30, 2010	Total Gain for the Six Months Ended June 30, 2010	Interest Expense for the Three Months Ended June 30, 2010	Interest Expense for the Six Months Ended June 30, 2010
				(In thousands)			
Mortgages, notes and loans payable, not subject to compromise	$ 747,234	$ 587,590	$ 587,590	$ —	$ 69,346	$ (25,875)	$ (15,485)

NOTE 1 ORGANIZATION (Continued)

A summary of the changes to the carrying value of the debt relate to the Special Consideration Properties reflected the Fair Value measurements discussed above, are as follows:

	June 30, 2010 (In thousands)
Balance at January 1, 2010	$ 316,966
Additions during the period—Emerged Special Consideration Properties debt	309,307
Balance at March 31, 2010	626,273
Changes in Fair value—Special Consideration Properties	(36,124)
Principal payments	(2,559)
Balance at June 30, 2010	$ 587,590

Fair Value of Financial Instruments

The Fair Values of our financial instruments approximate their carrying amount in our financial statements except for debt. Notwithstanding that we do not believe that a fully-functioning market for real property financing exists currently, GAAP guidance requires that management estimate the Fair Value of our debt. However, as a result of the Company's Chapter 11 filing, the Fair Value for the outstanding debt that is included in liabilities subject to compromise in our Consolidated Balance Sheets cannot be reasonably determined at June 30, 2010 as the timing and amounts to be paid are subject to confirmation by the Bankruptcy Court. For the $16.81 billion of mortgages, notes and loans payable outstanding that are not subject to compromise at June 30, 2010, management's required estimates of Fair Value are presented below. This Fair Value was estimated solely for financial statement reporting purposes and should not be used for any other purposes, including to estimate the value of any of the Company's securities. We estimated the Fair Value of this debt based on quoted market prices for publicly-traded debt, recent financing transactions (which may not be comparable), estimates of the Fair Value of the property that serves as collateral for such debt, historical risk premiums for loans of comparable quality, current London Interbank Offered Rate ("LIBOR"), a widely quoted market interest rate which is frequently the index used to determine the rate at which we borrow funds and U.S. treasury obligation interest rates, and on the discounted estimated future cash payments to be made on such debt. The discount rates estimated reflect our judgment as to what the approximate current lending rates for loans or groups of loans with similar maturities and credit quality would be if credit markets were operating efficiently and assume that the debt is outstanding through maturity. We have utilized market information as available or present value techniques to estimate the amounts required to be disclosed, or, in the case of the Emerged Debtors, recorded due to GAAP bankruptcy emergence guidance. Since such amounts are estimates that are based on limited available market information for similar transactions and do not acknowledge transfer or other repayment

NOTE 1 ORGANIZATION (Continued)

restrictions that may exist in specific loans, it is unlikely that the estimated Fair Value of any of such debt could be realized by immediate settlement of the obligation.

	June 30, 2010	
	Carrying Amount	Estimated Fair Value
	(In thousands)	
Fixed-rate debt	$ 14,404,970	$ 14,899,790
Variable-rate debt	2,404,032	2,408,124
	$ 16,809,002	$ 17,307,914

Derivative Financial Instruments

As of January 1, 2009, we adopted the generally accepted accounting principles related to disclosures about derivative instruments and hedging activities which requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about the Fair Value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

We use derivative financial instruments to reduce risk associated with movement in interest rates. We may choose or be required by lenders to reduce cash flow and earnings volatility associated with interest rate risk exposure on variable-rate borrowings and/or forecasted fixed-rate borrowings by entering into interest rate swaps or interest rate caps. We do not use derivative financial instruments for speculative purposes. During the first quarter of 2009, our interest rate swaps no longer qualified as highly effective and therefore no longer qualified for hedge accounting treatment as the Company made the decision not to pay future settlement payments under such swaps. As a result of the terminations of the swaps, we incurred termination fees of $34.8 million. Accordingly, we reduced the liability associated with these derivative financial instruments during the first and second quarter of 2009 (included in interest expense in our consolidated financial statements) which for the three and six months ended June 30, 2009 resulted in a reduction in interest expense of $14.6 million and $27.7 million, respectively. As the interest payments on the hedged debt remain probable, the net balance in the gain or loss in accumulated other comprehensive (loss) income of $(27.7) million that existed as of December 31, 2008 is amortized to interest expense as the hedged forecasted transactions impact earnings or are deemed probable not to occur. The amortization of the accumulated other comprehensive (loss) income resulted in additional interest expense of $4.5 million and $9.0 million for the three and six months ended June 30, 2010 and June 30, 2009.

Under interest rate cap agreements, we make initial premium payments to the counterparties in exchange for the right to receive payments from them if interest rates exceed specified levels during the agreement period. Notional principal amounts are used to express the volume of these transactions, but the cash requirements and amounts subject to credit risk are substantially less. We had no interest rate cap derivatives for our Consolidated Properties as of June 30, 2010 while as of June 30, 2009, we had three outstanding interest rate cap derivatives that were designated as cash flow hedges of interest rate risk with a notional value of $967.5 million.

Parties to interest rate exchange agreements are subject to market risk for changes in interest rates and risk of credit loss in the event of nonperformance by the counterparty. We do not require any collateral under these agreements, but deal only with well known financial institution counterparties (which, in certain cases, are also the lenders on the related debt) and expect that all counterparties will meet their obligations.

We have not recognized any losses as a result of hedge discontinuance and the expense that we recognized related to changes in the time value of interest rate cap agreements were insignificant for the six months ended June, 30 2010 and 2009.

Revenue Recognition and Related Matters

Minimum rent revenues are recognized on a straight-line basis over the terms of the related leases. Minimum rent revenues also include amounts collected from tenants to allow the termination of their leases prior to their scheduled termination dates and accretion related to above and below-market tenant leases on acquired properties. Termination income recognized was $6.6 million and $16.2 million for the three and six months ended June 30, 2010, as compared to $9.3 million and $16.6 million for the three and six months ended June 30, 2009. Net accretion related to above and below-market tenant leases was $1.8 million for the three months ended June 30, 2010, $3.1 for the six months ended June 30, 2010, $2.5 million for the three months ended June 30, 2009 and $3.4 million for the six months ended June 30, 2009.

Straight-line rent receivables, which represent the current net cumulative rents recognized prior to when billed and collectible as provided by the terms of the leases, of $273.8 million as of June 30, 2010 and $254.7 million as of December 31, 2009, are included in Accounts and notes receivable, net in our consolidated financial statements.

Percentage rent in lieu of fixed minimum rent received from tenants was $18.7 million for the three months ended June 30, 2010, $32.3 for the six months ended June 30, 2010, $13.6 million for the three months ended June 30, 2009 and $24.8 million for the six months ended June 30, 2009, and is included in Minimum Rents in our consolidated financial statements.

As of June 30, 2010, there have been 128 unit closings of sales at our 215 unit Nouvelle at Natick residential condominium project. As the threshold for profit recognition on such sales has been achieved, the $52.9 million of sales proceeds received which had been deferred and the related costs of units sold have been recognized on the percentage of completion method within our master planned community segment.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. For example, estimates and assumptions have been made with respect to useful lives of assets, capitalization of development and leasing costs, provision for income taxes, recoverable amounts of receivables and deferred taxes, initial valuations and related amortization periods of deferred costs and intangibles, particularly with respect to acquisitions, impairment of long-lived assets and goodwill, Fair Value of debt of the Emerged Debtors and cost ratios and completion percentages used for land sales. Actual results could differ from these and other estimates.

Earnings Per Share ("EPS")

Information related to our EPS calculations is summarized as follows:

	Three Months Ended June 30,			
	2010		2009	
	Basic	Diluted	Basic	Diluted
	(In thousands)			
Numerators:				
Loss from continuing operations	$ (117,527)	$ (117,527)	$ (158,581)	$ (158,581)
Allocation to noncontrolling interests	1	1	179	179
Loss from continuing operations—net of noncontrolling interests	(117,526)	(117,526)	(158,402)	(158,402)
Net loss	(117,527)	(117,527)	(158,581)	(158,581)
Allocation to noncontrolling interests	1	1	179	179
Net loss attributable to common stockholders	$ (117,526)	$ (117,526)	$ (158,402)	$ (158,402)
Denominators:				
Weighted average number of common shares outstanding—basic and diluted	317,363	317,363	312,337	312,337
Effect of dilutive securities	—	—	—	—
Weighted average number of common shares outstanding—basic and diluted	317,363	317,363	312,337	312,337

NOTE 1 ORGANIZATION (Continued)

	Six Months Ended June 30,			
	2010		2009	
	Basic	Diluted	Basic	Diluted
	(In thousands)			
Numerators:				
Loss from continuing operations	$ (61,687)	$ (61,687)	$ (562,725)	$ (562,725)
Allocation to noncontrolling interests	(4,184)	(4,184)	8,297	8,297
Loss from continuing operations—net of noncontrolling interests	(65,871)	(65,871)	(554,428)	(554,428)
Discontinued operations—loss on dispositions	—	—	(55)	(55)
Allocation to noncontrolling interests	—	—	2	2
Discontinued operations—net of noncontrolling interests	—	—	(53)	(53)
Net loss	(61,687)	(61,687)	(562,780)	(562,780)
Allocation to noncontrolling interests	(4,184)	(4,184)	8,299	8,299
Net loss attributable to common stockholders	$ (65,871)	$ (65,871)	$ (554,481)	$ (554,481)
Denominators:				
Weighted average number of common shares outstanding—basic and diluted	316,572	316,572	311,606	311,606
Effect of dilutive securities	—	—	—	—
Weighted average number of common shares outstanding—basic and diluted	316,572	316,572	311,606	311,606

All options, which totaled 3,253,419 shares as of June 30, 2010 and 4,242,100 as of June 30, 2009, were excluded from diluted EPS as they would have an anti-dilutive effect. Outstanding Common Units have also been excluded from the diluted earnings per share calculation because including such Common Units would also require that the share of GGPLP income attributable to such Common Units be added back to net income therefore resulting in no effect on EPS. In addition, the impact of the exchange feature of the Exchangeable Notes that were issued in April 2007 is also excluded from EPS because while the conditions for exchange were met as of June 30, 2009 and 2010, as a result of the Chapter 11 Cases, the holders of such notes are stayed from exercising such exchange rights absent an order from the Bankruptcy Court. Finally, the effect of the Interim Warrants (Note 1) has been excluded as the conditions for exercise of such warrants were not satisfied at June 30, 2010 and we expect that such Interim Warrants will be terminated upon effectiveness of the Plan.

Debt Market Rate Adjustments

We record market rate adjustments related to our mortgages, notes and loans payable primarily for debt of the Debtors upon emergence from bankruptcy, with the exception of the Special Consideration Properties. Such debt market rate adjustments are recorded based on the estimated Fair Value of the debt at the time of emergence and are recorded within mortgages, notes and loans payable on our Consolidated Balance Sheets. The debt market rate adjustments are amortized as interest expense over the remaining term of the loans.

NOTE 1 ORGANIZATION (Continued)

Transactions with Affiliates

Management fees and other corporate revenues primarily represent management and leasing fees, development fees, financing fees and fees for other ancillary services performed for the benefit of certain of the Unconsolidated Real Estate Affiliates and for properties owned by third parties. Fees earned from the Unconsolidated Properties totaled $14.1 million for the three months ended June 30, 2010, $29.8 for the six months ended June 30, 2010, $15.8 million for the three months ended June 30, 2009 and $34.1 million for the six months ended June 30, 2009. Such fees are recognized as revenue when earned.

NOTE 2 INTANGIBLE ASSETS AND LIABILITIES

The following table summarizes our intangible assets and liabilities:

	Gross Asset (Liability)	Accumulated (Amortization)/ Accretion	Net Carrying Amount
		(In thousands)	
As of June 30, 2010			
Tenant leases:			
In-place value	$ 482,721	$ (303,376)	$ 179,345
Above-market	75,219	(46,355)	28,864
Below-market	(127,552)	72,821	(54,731)
Ground leases:			
Above-market	(16,968)	2,660	(14,308)
Below-market	271,602	(32,864)	238,738
Real estate tax stabilization agreement	91,879	(22,234)	69,645
As of December 31, 2009			
Tenant leases:			
In-place value	$ 539,257	$ (335,310)	$ 203,947
Above-market	94,194	(59,855)	34,339
Below-market	(149,978)	86,688	(63,290)
Ground leases:			
Above-market	(16,968)	2,423	(14,545)
Below-market	271,602	(29,926)	241,676
Real estate tax stabilization agreement	91,879	(20,272)	71,607

The gross asset balances of the in-place value of tenant leases are included in Buildings and equipment in our Consolidated Balance Sheets. The above-market and below-market tenant and ground leases are included in Prepaid expenses and other assets and Accounts payable and accrued expenses (Note 7) in our consolidated financial statements. The decrease in the gross asset (liability) accounts at June 30, 2010 compared to December 31, 2009 is primarily due to the write-off of fully amortized assets/(liabilities) in the six months ended June 30, 2010.

Amortization/accretion of these intangible assets and liabilities, and similar assets and liabilities from our Unconsolidated Real Estate Affiliates at our share, decreased our income (excluding the impact of noncontrolling interests and the provision for income taxes) by $14.5 million for the three months ended June 30, 2010; $31.1 million for the six months ended June 30, 2010; $8.4 million for the

NOTE 2 INTANGIBLE ASSETS AND LIABILITIES (Continued)

three months ended June 30, 2009 and $22.9 million for the six months ended June 30, 2009. Future amortization, including our share of such items from Unconsolidated Real Estate Affiliates, is estimated to decrease net income (excluding the impact of noncontrolling interests and the provision for income taxes) by approximately $58.5 million in 2010, $43.7 million in 2011, $36.3 million in 2012, $30.3 million in 2013 and $31.0 million in 2014.

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES

The Unconsolidated Real Estate Affiliates include our noncontrolling investments in real estate joint ventures. Generally, we share in the profits and losses, cash flows and other matters relating to our investments in Unconsolidated Real Estate Affiliates in accordance with our respective ownership percentages. We manage most of the properties owned by these joint ventures. As we have joint interest and control of these ventures with our venture partners and they have substantive participating rights in such ventures, we account for these joint ventures using the equity method. Some of the joint ventures have elected to be taxed as REITs. As described in Note 1, at June 30, 2010, we have two joint venture investments located outside the U.S. These investments, with an aggregate carrying amount of $228.5 million at June 30, 2010 and $214.4 million at December 31, 2009, are managed by the respective joint venture partners in each country. As we also have substantial participation rights with respect to these international joint ventures, we account for them on the equity method. Lastly, during March 2010, we closed on the sale of our Costa Rica investment for $7.5 million, yielding a gain of $0.9 million.

Generally, we anticipate that the 2010 operations of our joint venture properties will support the operational cash needs of the properties, including debt service payments, with the exception of two properties (Silver City and Montclair) owned by our Unconsolidated Real Estate Affiliates with approximately $393.5 million of non-recourse secured mortgage debt, of which our share is $198.1 million, that we have identified as underperforming assets. With respect to each of the properties owned by such Unconsolidated Real Estate Affiliates, all cash produced by such properties are under the control of the applicable lender. In the event we are unable to satisfactorily modify the terms of each of the loans associated with these properties, the collateral property for any such loan we are unable to satisfactorily restructure may be deeded to the respective lender in full satisfaction of the related debt.

On May 3, 2010, the joint venture that owned the Highland Mall located in Austin, Texas conveyed the property to the lender in full satisfaction of the non-recourse mortgage loan secured by the property. Such conveyance yielded to the Highland joint venture a gain on forgiveness of debt of approximately $55 million. Our allocable share of such gain was approximately $27 million, with such gain yielding an equal increase in our investment account. Immediately subsequent to the conveyance, GGP wrote-off the balance of its investment in Highland, yielding a nominal net gain on our investment in such joint venture.

In June and July 2009 we made capital contributions of $28.7 million and $57.5 million, respectively, to fund our portion of $172.2 million of joint venture mortgage debt which had reached maturity. As of June 30, 2010, $6.25 billion of indebtedness was secured by our Unconsolidated Properties, our proportionate share of which was $2.94 billion. There can be no assurance that we will be able to refinance or restructure such debt on acceptable terms or otherwise, or that joint venture operations or contributions by us and/or our partners will be sufficient to repay such loans.

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

In certain circumstances, we have debt obligations in excess of our pro rata share of the debt of our Unconsolidated Real Estate Affiliates ("Retained Debt"). This Retained Debt represents distributed debt proceeds of the Unconsolidated Real Estate Affiliates in excess of our pro rata share of the non-recourse mortgage indebtedness of such Unconsolidated Real Estate Affiliates. The proceeds of the Retained Debt which are distributed to us are included as a reduction in our investment in Unconsolidated Real Estate Affiliates. Such Retained Debt totaled $156.8 million as of June 30, 2010 and $158.2 million as of December 31, 2009, and has been reflected as a reduction in our investment in Unconsolidated Real Estate Affiliates. We are obligated to contribute funds to our Unconsolidated Real Estate Affiliates in amounts of sufficient to pay debt service on such Retained Debt. If we do not contribute such funds, our distributions from such Unconsolidated Real Estate Affiliates, or our interest in, could be reduced to the extent of such deficiencies. As of June 30, 2010, we do not anticipate an inability to perform on our obligations with respect to such Retained Debt.

In certain other circumstances, the Company, in connection with the debt obligations of certain Unconsolidated Real Estate Affiliates, has agreed to provide supplemental guarantees or master-lease commitments to provide to the debt holders additional credit-enhancement or security. As of June 30, 2010, we do not expect to be required to perform pursuant to any of such supplemental credit-enhancement provisions for our Unconsolidated Real Estate Affiliates, either due to estimates of the current obligations represented by such provisions or as a result of the protections afforded us through our Chapter 11 Cases.

On January 29, 2010, our Brazilian joint venture, Aliansce Shopping Centers S.A. ("Aliansce"), commenced trading on the Brazilian Stock Exchange, or BM&FBovespa, as a result of an initial public offering of Aliansce's common shares in Brazil (the "Aliansce IPO"). Although we did not sell any of our Aliansce shares in the Aliansce IPO, our ownership interest in Aliansce was diluted from 49% to approximately 31% as a result of the stock sold in the Aliansce IPO. We will continue to apply the equity method of accounting to our ownership interest in Aliansce. Generally accepted accounting principles state that as an equity method investor, we need to account for the shares issued by Aliansce as if we had sold a proportionate share of our investment at the issuance price per share of the Aliansce IPO. Accordingly, we recognized a gain of $15.3 million in the first quarter of March 31, 2010 which is reflected in equity in income of Unconsolidated Real Estate Affiliates. Based on updated prior period and current 2010 information received from Aliansce in the second quarter 2010, we have reduced by approximately $6.0 million in the three months ended June 30, 2010.

On August 4, 2010, we agreed to sell our entire interest in one of our joint ventures to our venture partner. Consummation of the transaction is subject to customary closing procedures, documentation and regulatory approvals. We do not expect this transaction to have a material impact to our financial statements.

The significant accounting policies used by the Unconsolidated Real Estate Affiliates are the same as ours.

Condensed Combined Financial Information of Unconsolidated Real Estate Affiliates

Following is summarized financial information for our Unconsolidated Real Estate Affiliates as of June 30, 2010 and December 31, 2009 and for the three and six months ended June 30, 2010 and 2009.

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

Certain amounts in the 2009 condensed combined financial information have been reclassified to conform to the current period presentation.

	June 30, 2010	December 31, 2009
	(In thousands)	
Condensed Combined Balance Sheets—Unconsolidated Real Estate Affiliates		
Assets:		
Land	$ 898,096	$ 901,387
Buildings and equipment	7,952,999	7,924,577
Less accumulated depreciation	(1,774,258)	(1,691,362)
Developments in progress	279,020	333,537
Net property and equipment	7,355,857	7,468,139
Investment in unconsolidated joint ventures	569,848	452,291
Investment property and property held for development and sale	247,488	266,253
Net investment in real estate	8,173,193	8,186,683
Cash and cash equivalents	542,424	275,018
Accounts and notes receivable, net	205,578	226,385
Deferred expenses, net	191,721	197,663
Prepaid expenses and other assets	173,010	209,568
Total assets	$ 9,285,926	$ 9,095,317
Liabilities and Owners' Equity:		
Mortgages, notes and loans payable	$ 6,252,434	$ 6,358,718
Accounts payable, accrued expenses and other liabilities	481,864	490,814
Owners' equity	2,551,628	2,245,785
Total liabilities and owners' equity	$ 9,285,926	$ 9,095,317
Investment In and Loans To/From Unconsolidated Real Estate Affiliates, Net:		
Owners' equity	$ 2,551,628	$ 2,245,785
Less joint venture partners' equity	(2,225,066)	(1,935,689)
Capital or basis differences and loans	1,624,684	1,630,928
Investment in and loans to/from Unconsolidated Real Estate Affiliates, net	$ 1,951,246	$ 1,941,024
Reconciliation—Investment In and Loans To/From Unconsolidated Real Estate Affiliates:		
Asset—Investment in and loans to/from Unconsolidated Real Estate Affiliates	$ 1,991,782	$ 1,979,313
Liability—Investment in and loans to/from Unconsolidated Real Estate Affiliates	(40,536)	(38,289)
Investment in and loans to/from Unconsolidated Real Estate Affiliates, net	$ 1,951,246	$ 1,941,024

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
	(In thousands)		(In thousands)	
Condensed Combined Statements of Income—Unconsolidated Real Estate Affiliates				
Revenues:				
Minimum rents	$ 187,531	$ 190,136	$ 379,297	$ 379,796
Tenant recoveries	79,562	82,250	162,880	168,847
Overage rents	2,221	1,500	4,831	3,059
Land sales	25,405	25,560	49,471	35,276
Management and other fees	13,388	9,105	21,630	16,422
Other	22,557	23,584	43,977	46,749
Total revenues	330,664	332,135	662,086	650,149
Expenses:				
Real estate taxes	25,135	24,787	51,293	51,864
Property maintenance costs	9,867	8,994	21,318	19,326
Marketing	2,360	2,606	5,615	5,724
Other property operating costs	55,299	61,287	114,067	125,286
Land sales operations	19,300	17,469	37,666	27,566
Provision for doubtful accounts	1,506	3,715	4,439	6,307
Property management and other costs	20,075	19,245	39,282	38,020
General and administrative *	(900)	5,005	351	13,124
Provisions for impairment	842	3,559	842	6,459
Depreciation and amortization	65,747	66,104	133,600	133,577
Total expenses	199,231	212,771	408,473	427,253
Operating income	131,433	119,364	253,613	222,896
Interest income	6,933	1,628	8,271	3,396
Interest expense	(94,297)	(86,710)	(181,787)	(171,355)
Provision for income taxes	(1,060)	(729)	(790)	(969)
Equity in income of unconsolidated joint ventures	11,533	9,454	28,860	17,227
Income from continuing operations	54,542	43,007	108,167	71,195
Discontinued operations—Gain on dispositions	55,099	—	55,099	—
Allocation to noncontrolling interests	181	(638)	39	(925)
Net income attributable to joint venture partners	$ 109,822	$ 42,369	$ 163,305	$ 70,270
Equity In Income of Unconsolidated Real Estate Affiliates:				
Net income attributable to joint venture partners	$ 109,822	$ 42,369	$ 163,305	$ 70,270
Joint venture partners' share of income	(46,597)	(21,723)	(69,407)	(36,788)
Amortization of capital or basis differences	(10,762)	(4,015)	(22,950)	(9,011)
(Loss) gain on Aliansce IPO	(5,883)	—	9,383	—
Loss on Highland Mall conveyence	(29,679)	—	(29,679)	—
Elimination of Unconsolidated Real Estate Affiliates loan interest	—	(292)	—	(594)
Equity in income of Unconsolidated Real Estate Affiliates	$ 16,901	$ 16,339	$ 50,652	$ 23,877

* Includes (gain) loss on foreign currency.

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

Condensed Financial Information of Individually Significant Unconsolidated Real Estate Affiliates

Following is summarized financial information for GGP/Homart II L.L.C. ("GGP/Homart II"), GGP-TRS L.L.C. ("GGP/Teachers") and The Woodlands Land Development Holdings, L.P. ("The Woodlands Partnership"). We account for these joint ventures using the equity method because we have joint interest and control of these ventures with our venture partners and they have substantive participating rights in such ventures. For financial reporting purposes, we consider each of these joint ventures to be an individually significant Unconsolidated Real Estate Affiliate. Our investment in such affiliates varies from a strict ownership percentage due to capital or basis differences or loans and related amortization.

	GGP/Homart II	
	June 30, 2010	December 31, 2009
	(In thousands)	
Assets:		
Land	$ 229,248	$ 238,164
Buildings and equipment	2,784,457	2,783,869
Less accumulated depreciation	(569,585)	(526,985)
Developments in progress	15,755	5,129
Net investment in real estate	2,459,875	2,500,177
Cash and cash equivalents	102,496	70,417
Accounts and notes receivable, net	46,035	47,843
Deferred expenses, net	90,904	92,439
Prepaid expenses and other assets	22,543	20,425
Total assets	$2,721,853	$ 2,731,301
Liabilities and Capital:		
Mortgages, notes and loans payable	$2,232,483	$ 2,245,582
Accounts payable, accrued expenses and other liabilities	60,105	63,923
Capital	429,265	421,796
Total liabilities and capital	$2,721,853	$ 2,731,301

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Homart II Three Months Ended June 30, 2010	GGP/Homart II Three Months Ended June 30, 2009	GGP/Homart II Six Months Ended June 30, 2010	GGP/Homart II Six Months Ended June 30, 2009
	(In thousands)		(In thousands)	
Revenues:				
Minimum rents	$ 59,941	$ 60,482	$ 121,530	$ 122,107
Tenant recoveries	26,371	26,942	53,102	55,742
Overage rents	237	363	1,052	884
Other	1,720	1,518	3,475	3,476
Total revenues	88,269	89,305	179,159	182,209
Expenses:				
Real estate taxes	8,348	7,453	16,869	16,768
Property maintenance costs	2,972	2,278	6,180	5,183
Marketing	822	1,084	1,884	2,250
Other property operating costs	12,002	12,310	24,643	25,125
Provision for doubtful accounts	395	1,265	1,270	2,001
Property management and other costs	5,630	5,498	11,198	11,260
General and administrative	(6)	85	64	210
Provisions for impairment	725	3,183	725	3,694
Depreciation and amortization	23,347	23,303	48,308	48,051
Total expenses	54,235	56,459	111,141	114,542
Operating income	34,034	32,846	68,018	67,667
Interest income	62	1,277	144	2,620
Interest expense	(30,013)	(31,200)	(60,343)	(61,458)
Provision for income taxes	(186)	(443)	(348)	(549)
Net income	3,897	2,480	7,471	8,280
Allocation to noncontrolling interests	12	(6)	61	(4)
Net income attributable to joint venture partners	$ 3,909	$ 2,474	$ 7,532	$ 8,276

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	GGP/Teachers	
	June 30, 2010	December 31, 2009
	(In thousands)	
Assets:		
Land	$ 195,832	$ 195,832
Buildings and equipment	1,072,969	1,071,748
Less accumulated depreciation	(169,243)	(153,778)
Developments in progress	1,413	3,586
Net investment in real estate	1,100,971	1,117,388
Cash and cash equivalents	9,878	6,663
Accounts and notes receivable, net	16,637	17,622
Deferred expenses, net	41,594	42,941
Prepaid expenses and other assets	8,718	7,216
Total assets	$1,177,798	$ 1,191,830
Liabilities and Members' Capital:		
Mortgages, notes and loans payable	$1,007,959	$ 1,011,700
Accounts payable, accrued expenses and other liabilities	29,387	32,914
Members' Capital	140,452	147,216
Total liabilities and members' capital	$1,177,798	$ 1,191,830

	GGP/Teachers		GGP/Teachers	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(In thousands)		(In thousands)	
Revenues:				
Minimum rents	$ 23,672	$ 25,865	$ 50,003	$ 52,104
Tenant recoveries	11,795	12,118	24,555	25,011
Overage rents	275	208	629	365
Other	850	570	1,411	1,063
Total revenues	36,592	38,761	76,598	78,543
Expenses:				
Real estate taxes	3,587	3,751	7,455	7,412
Property maintenance costs	981	950	2,418	2,338
Marketing	324	511	823	1,112
Other property operating costs	6,261	5,876	12,258	11,858
Provision for doubtful accounts	160	321	515	951
Property management and other costs	2,187	2,272	4,430	4,569
General and administrative	—	70	—	134
Provisions for impairment	—	17	—	17
Depreciation and amortization	9,072	9,351	18,636	19,591
Total expenses	22,572	23,119	46,535	47,982
Operating income	14,020	15,642	30,063	30,561
Interest income	1	1	2	3
Interest expense	(14,210)	(13,687)	(28,275)	(27,331)
(Provision for) benefit from income taxes	(5)	(40)	757	(42)
Net (loss) income attributable to joint venture partners	$ (194)	$ 1,916	$ 2,547	$ 3,191

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

	The Woodlands Partnership June 30, 2010	The Woodlands Partnership December 31, 2009
	(In thousands)	
Assets:		
Land	$ 19,841	$ 19,841
Buildings and equipment	130,303	101,119
Less accumulated depreciation	(15,818)	(14,105)
Developments in progress	4,690	31,897
Investment property and property held for development and sale	247,488	266,253
Net investment in real estate	386,504	405,005
Cash and cash equivalents	41,267	30,373
Accounts and notes receivable, net	6,549	4,660
Deferred expenses, net	179	593
Prepaid expenses and other assets	38,053	30,275
Total assets	$ 472,552	$ 470,906
Liabilities and Owners' Equity:		
Mortgages, notes and loans payable	$ 277,686	$ 281,964
Accounts payable, accrued expenses and other liabilities	(36)	629
Owners' equity	194,902	188,313
Total liabilities and owners' equity	$ 472,552	$ 470,906

	The Woodlands Partnership Three Months Ended June 30,		The Woodlands Partnership Six Months Ended June 30,	
	2010	2009	2010	2009
	(In thousands)		(In thousands)	
Revenues:				
Minimum rents	$ 1,453	$ 1,606	$ 2,352	$ 2,918
Land sales	25,405	25,560	49,471	35,276
Other	2,639	2,545	4,805	4,825
Total revenues	29,497	29,711	56,628	43,019
Expenses:				
Real estate taxes	496	170	981	261
Property maintenance costs	381	199	92	448
Other property operating costs	3,396	4,279	5,855	8,123
Land sales operations	19,300	17,469	37,666	27,566
Depreciation and amortization	771	709	1,671	1,434
Total expenses	24,344	22,826	46,265	37,832
Operating income	5,153	6,885	10,363	5,187
Interest income	104	148	232	358
Interest expense	(939)	(997)	(1,932)	(1,892)
Provision for income taxes	(193)	(184)	(399)	(268)
Net income attributable to joint venture partners	$ 4,125	$ 5,852	$ 8,264	$ 3,385

NOTE 4 MORTGAGES, NOTES AND LOANS PAYABLE

Mortgages, notes and loans payable are summarized as follows:

	June 30, 2010	December 31, 2009
	(In thousands)	
Fixed-rate debt:		
Collateralized mortgages, notes and loans payable	$ 14,890,269	$ 15,446,962
Corporate and other unsecured term loans	3,747,006	3,724,463
Total fixed-rate debt	18,637,275	19,171,425
Variable-rate debt:		
Collateralized mortgages, notes and loans payable	2,499,031	2,500,892
Corporate and other unsecured term loans	2,783,700	2,783,700
Total variable-rate debt	5,282,731	5,284,592
Total Mortgages, notes and loans payable	23,920,006	24,456,017
Less: Mortgages, notes and loans payable subject to compromise	(7,111,004)	(17,155,245)
Total mortgages, notes and loans payable not subject to compromise	$ 16,809,002	$ 7,300,772

As previously discussed, on April 16 and 22, 2009, the Debtors filed voluntary petitions for relief under Chapter 11, which triggered defaults on substantially all debt obligations of the Debtors. However, under section 362 of Chapter 11, the filing of a bankruptcy petition automatically stays most actions against the debtor's estate. These pre-petition liabilities are subject to settlement under a plan of reorganization, and therefore are presented as Liabilities subject to compromise on the Consolidated Balance Sheet. The $16.81 billion that is not subject to compromise as of June 30, 2010 consists primarily of the collateralized mortgages of the Non-Debtors, the Emerged Debtors and the DIP Facility (defined below).

A total of 255 Debtors owning 141 properties with $14.71 billion of secured mortgage debt emerged from bankruptcy as of June 30, 2010. Of the Emerged Debtors, 142 Debtors owning 91 properties with $10.05 billion of secured mortgage debt emerged from bankruptcy during the six months ended June 30, 2010, while 113 Debtors owning 50 properties with $4.66 billion secured debt had emerged from bankruptcy as of December 31, 2009. The plans of reorganization for such Emerged Debtors provided for, in exchange for payment of certain extension fees and cure of previously unpaid amounts due on the applicable mortgage loans (primarily, principal amortization otherwise scheduled to have been paid since the Petition Date), the extension of the secured mortgage loans at previously existing non-default interest rates. As a result of the extensions, none of these loans will have a maturity prior to January 1, 2014 and the weighted average remaining duration of the secured loans associated with these properties as of June 30, 2010 is 5.65 years. In conjunction with these extensions, certain financial and operating covenants and guarantees were created or reinstated, all to be effective with the bankruptcy emergence of the Topco Debtors.

Also in conjunction with these extensions, the Special Consideration Properties have until two days following emergence of the TopCo Debtors to determine whether the collateral property should be deeded to the respective lender or the property should be retained with further modified loan terms.

NOTE 4 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

Prior to emergence of the TopCo Debtors, the lenders related to the Special Consideration Properties control all cash produced by the property and we are required to pay any operating expense shortfall. In addition, prior to emergence of the TopCo Debtors, the respective lender can change the manager of the property or put the property in receivership and GGP has an unrestricted right to deed the property to the lender. As of June 30, 2010, the 13 Special Consideration Properties with $747.2 million in secured debt have emerged from bankruptcy. As described in Note 2, we have already determined to deed three of the Special Consideration Properties to the lenders.

The weighted-average interest rate (including the effects of interest rate swaps for December 31, 2009), excluding the effects of deferred finance costs and using the contract rate prior to any defaults on such loans, on our collateralized mortgages, notes and loans payable was 5.44% at June 30, 2010 and 5.31% at December 31, 2009. The weighted average interest rate, using the contract rate prior to any defaults on such loans, on the remaining corporate unsecured fixed and variable rate debt and the revolving credit facility was 4.26% at June 30, 2010 and 4.24% at December 31, 2009. With respect to those loans and Debtors that remain in bankruptcy at June 30, 2010, we are currently recognizing interest expense on our loans based on contract rates in effect prior to bankruptcy as the Bankruptcy Court has ruled that interest payments based on such contract rates constitutes adequate protection to the secured lenders.

Collateralized Mortgages, Notes and Loans Payable

As of June 30, 2010, $24.39 billion of land, buildings and equipment and developments in progress (before accumulated depreciation) have been pledged as collateral for our mortgages, notes and loans payable. Certain of these secured loans, representing $3.30 billion of debt, are cross-collateralized with other properties. Although substantially all of the $17.39 billion of fixed and variable rate collateralized mortgages, notes and loans payable are non-recourse, $2.79 billion of such mortgages, notes and loans payable are recourse due to guarantees or other security provisions for the benefit of the note holder. Enforcement of substantially all of these security provisions are stayed by our Chapter 11 Cases. In addition, certain mortgage loans as of June 30, 2010 contain other credit enhancement provisions (primarily master leases for all or a portion of the property) which have been provided by Topco Debtors upon which we do not expect to be required to perform during the pendency of our Chapter 11 Cases. Certain mortgage notes payable may be prepaid but are generally subject to a prepayment penalty equal to a yield-maintenance premium, defeasance or a percentage of the loan balance.

Corporate and Other Unsecured Loans

The TopCo Debtors have certain unsecured debt obligations, the terms of which are described below. Plan treatment for each of these obligations is also described below.

In April 2007, GGPLP sold $1.55 billion aggregate principal amount of 3.98% Exchangeable Notes. Interest on the Exchangeable Notes is payable semi-annually in arrears on April 15 and October 15 of each year, beginning October 15, 2007. The Exchangeable Notes will mature on April 15, 2027 unless previously redeemed by GGPLP, repurchased by GGPLP or exchanged in accordance with their terms prior to such date. Prior to April 15, 2012, we will not have the right to redeem the Exchangeable Notes, except to preserve our status as a REIT. On or after April 15, 2012, we may redeem for cash all or part of the Exchangeable Notes at any time, at 100% of the principal amount of

NOTE 4 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

the Exchangeable Notes, plus accrued and unpaid interest, if any, to the redemption date. On each of April 15, 2012, April 15, 2017 and April 15, 2022, holders of the Exchangeable Notes may require us to repurchase the Exchangeable Notes, in whole or in part, for cash equal to 100% of the principal amount of Exchangeable Notes to be repurchased, plus accrued and unpaid interest.

The Exchangeable Notes are exchangeable for GGP common stock or a combination of cash and common stock, at our option, upon the satisfaction of certain conditions, and any exchange currently is stayed by our Chapter 11 Cases. The exchange rate for each $1,000 principal amount of the Exchangeable Notes is 11.45 shares of GGP common stock, which is subject to adjustment under certain circumstances. The Plan provides that the holders of the Exchangeable Notes will be reinstated unless they elect to be paid in full in cash at par plus accrued interest at the stated non-default rate.. If 100% of the holders of the Exchangeable Notes not held by the Plan Sponsors are reinstated, approximately $526 million of such notes would remain outstanding.

The 2006 Credit Facility provides for a $2.85 billion term loan (the "Term Loan") and a $650.0 million revolving credit facility. However, as of June 30, 2010, $1.99 billion of the Term Loan and $390.0 million of the revolving credit facility was outstanding under the 2006 Credit Facility and no further amounts were available to be drawn due to our Chapter 11 Cases. The 2006 Credit Facility had a scheduled maturity of February 24, 2010, although collection of such amount has been stayed by the Chapter 11 Cases. The interest rate, as of June 30, 2010, was LIBOR plus 1.25%. The Plan provides for payment in full of 2006 Credit Facility principal and accrued interest.

Concurrently with the 2006 Credit Facility transaction, GGP Capital Trust I, a Delaware statutory trust (the "Trust") and a wholly-owned subsidiary of GGPLP, completed a private placement of $200 million of trust preferred securities ("TRUPS"). The Trust also issued $6.2 million of Common Securities to GGPLP. The Trust used the proceeds from the sale of the TRUPS and Common Securities to purchase $206.2 million of floating rate Junior Subordinated Notes of GGPLP due 2036. Distributions on the TRUPS are equal to LIBOR plus 1.45%. Distributions are cumulative and accrue from the date of original issuance. The TRUPS mature on April 30, 2036, but may be redeemed beginning on April 30, 2011 if the Trust exercises its right to redeem a like amount of the Junior Subordinated Notes. The Junior Subordinated Notes bear interest at LIBOR plus 1.45%. Though the Trust is a wholly-owned subsidiary of GGPLP, we are not the primary beneficiary of the Trust and, accordingly, it is not consolidated for accounting purposes. As a result, we have recorded the Junior Subordinated Notes as Mortgages, Notes and Loans Payable and our common equity interest in the Trust as Prepaid Expenses and Other Assets in our Consolidated Balance Sheets at June 30, 2010 and December 31, 2009. The Plan provides for reinstatement of the TRUPS.

In conjunction with the TRC Merger, we assumed certain publicly-traded unsecured bonds which totaled $2.25 billion at June 30, 2010 and December 31, 2009. In addition, in May 2006 TRCLP sold $800.0 million of senior unsecured bonds which have a scheduled maturity of May 1, 2013. To the extent such debt has matured, the Plan provides for repayment in full, including accrued interest, with the remaining amount of unmatured debt not held by the Plan Sponsors, approximately $1.345 billion, to be reinstated.

Debtor-in-Possession Facility

On May 14, 2009, the Bankruptcy Court issued an order authorizing certain of the Debtors to enter into a Senior Secured Debtor in Possession Credit, Security and Guaranty Agreement among the

NOTE 4 MORTGAGES, NOTES AND LOANS PAYABLE (Continued)

Company, as co-borrower, GGP Limited Partnership, as co-borrower, certain of their subsidiaries, as guarantors, UBS AG, Stamford Branch, as agent, and the lenders party thereto (the "DIP Facility").

The DIP Facility, which closed on May 15, 2009, provided for an aggregate commitment of $400.0 million (the "DIP Term Loan"), which was used to refinance the $215.0 million remaining balance on the short-term secured loan and the remainder of which has been used to provide additional liquidity to the Debtors during the pendency of their Chapter 11 Cases. The DIP Facility provided that principal outstanding on the DIP Term Loan bear interest at an annual rate equal to LIBOR (subject to a minimum LIBOR floor of 1.5%) plus 12%.

Subject to certain conditions being present, the Company had the right to elect to repay all or a portion of the outstanding principal amount of the DIP Term Loan, plus accrued and unpaid interest thereon and all exit fees. The DIP Credit Agreement contained customary non-financial covenants, representations and warranties, and events of default.

On June 22, 2010, the Bankruptcy Court issued an order authorizing certain of the Debtors to enter into a new Senior Secured Debtor in Possession Credit, Security and Guaranty Agreement among the Company, as co-borrower, GGP Limited Partnership, as co-borrower, certain of their subsidiaries, as guarantors, Barclays Capital, as the sole arranger, Barclay and Bank, PLC, as the Administrative Agent and Collateral Agent and the lenders party thereto (the "New DIP Facility").

The New DIP Facility, which closed on July 23, 2010, provides for an aggregate commitment of $400.0 million (the "New DIP Term Loan"), which was used to refinance the DIP Term Loan. The New DIP Facility provides that principal outstanding on the New DIP Term Loan bears interest at an annual rate equal to 5.5% and matures at the earlier of May 16, 2011 or the effective date of a plan of reorganization of the Remaining Debtors.

Subject to certain conditions precedent, the Company has the right to elect to repay all or a portion of the outstanding principal amount of the New DIP Term Loan, plus accrued and unpaid interest thereon by issuing common stock of the New GGP to the lenders (the "Equity Conversion"). Any Equity Conversion will be limited to the lenders' receipt of New GGP common stock equaling no more than (1) 8.0% of the New GGP common stock distributed in connection with the Debtors' plan of reorganization, on a fully-diluted basis, or (2) 9.9% of the New GGP common stock actually distributed in connection with the plan of reorganization on the effective date of such plan, without giving effect to common stock held back for the payment of contingencies. The New DIP Credit Agreement contains customary covenants, representations and warranties, and events of default. The Plan provides for the repayment of the New DIP Term Loan in full, including accrued interest.

Letters of Credit and Surety Bonds

We had outstanding letters of credit and surety bonds of $116.5 million as of June 30, 2010 and $112.8 million as of December 31, 2009. These letters of credit and bonds were issued primarily in connection with insurance requirements, special real estate assessments and construction obligations.

NOTE 5 INCOME TAXES

We elected to be taxed as a REIT under sections 856-860 of the Internal Revenue Code, commencing with our taxable year beginning January 1, 1993. We currently intend to maintain our REIT status. To qualify as a REIT, we must meet a number of organizational and operational

NOTE 5 INCOME TAXES (Continued)

requirements, including requirements to distribute at least 90% of our ordinary taxable income and to either distribute capital gains to stockholders, or pay corporate income tax on the undistributed capital gains. In addition, we are required to meet certain asset and income tests. In December, 2009, we obtained Bankruptcy Court approval to distribute $0.19 per share to our stockholders (paid on January 28, 2010) to satisfy such GGP REIT distribution requirements for 2009. The dividend was paid on January 28, 2010 in a combination of $6.0 million in cash and 4,923,287 shares of common stock (with a valuation of $10.8455 calculated based on the volume weighted average trading prices of GGP's common stock on January 20, 21 and 22, 2010).

We also have subsidiaries which we have elected to be treated as taxable real estate investment trust subsidiaries and which are therefore subject to federal and state income taxes.

Unrecognized tax benefits recorded pursuant to uncertain tax positions were $174.5 million and $104.0 million as of June 30, 2010 and December 31, 2009, respectively, excluding interest, of which $34.8 million as of June 30, 2010 and December 31, 2009, respectively, would impact our effective tax rate. Accrued interest related to these unrecognized tax benefits amounted to $42.7 million as of June 30, 2010 and $25.4 million as of December 31, 2009. We recognized an increase of interest expense related to the unrecognized tax benefits of $15.5 million for the three months ended June 30, 2010; $17.3 million for the six months ended June 30, 2010; $1.6 million for the three months ended June 30, 2009 and $3.0 million for the six months ended June 30, 2009.

We increased previously unrecognized tax benefits related to tax positions taken in prior years, excluding accrued interest, of $70.5 million for the six months ended June 30, 2010; all of which decreased our deferred tax liability.

Generally, we are currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending December 31, 2005 through 2009 and are open to audit by state taxing authorities for years ending December 31, 2004 through 2009.

Two of our taxable REIT subsidiaries are subject to IRS audit for the years ended December 31, 2007 and December 31, 2008, and in connection with such audits, the IRS has proposed changes resulting in $148.2 million of additional tax. We have disputed the proposed changes and it is the Company's position that the tax law in question has been properly applied and reflected in the 2007 and 2008 returns for these two taxable REIT subsidiaries. We are currently considering a settlement offer from the IRS and cannot predict when these audits will be resolved. We have previously provided for the additional taxes sought by the IRS, through our uncertain tax position liability or deferred tax liabilities. Although we believe our tax returns are correct, the final determination of tax examinations and any related litigation could be different than what was reported on the returns. In the opinion of management, we have made adequate tax provisions for years subject to examination.

Based on our assessment of the expected outcome of these examinations or examinations that may commence, or as a result of the expiration of the statute of limitations for specific jurisdictions, it is reasonably possible that the related unrecognized tax benefits, excluding accrued interest, for tax positions taken regarding previously filed tax returns will materially change from those recorded at June 30, 2010. A material change in unrecognized tax benefits could have a material effect on our statements of income and comprehensive income. As of June 30, 2010, there are $111.0 million of unrecognized tax benefits, excluding accrued interest, which due to the reasons above, could significantly increase or decrease during the next twelve months.

NOTE 5 INCOME TAXES (Continued)

There are certain tax attributes, such as net operating loss carry forwards, that may be limited in the event of an ownership change as defined under section 382 of the Internal Revenue Code. If an ownership change were to occur, there could be significant valuation allowances placed on deferred tax assets that do not have valuation allowances as of June 30, 2010.

NOTE 6 STOCK-BASED COMPENSATION PLANS

Incentive Stock Plans

Prior to the Chapter 11 Cases, we granted qualified and non-qualified stock options and restricted stock grants to attract and retain officers and key employees through the General Growth Properties, Inc. 2003 Incentive Stock Plan (the "2003 Incentive Plan"). The 2003 Incentive Plan provides for the issuance of 9,000,000 shares, of which 5,873,359 shares (5,036,627 stock options and 836,732 restricted shares) have been granted as of June 30, 2010 (subject to certain customary adjustments to prevent dilution). Additionally, the Compensation Committee of the Board of Directors (the "Compensation Committee") grants employment inducement awards to senior executives on a discretionary basis, and in the fourth quarter of 2008 granted 1,800,000 stock options to two senior executives. In addition, during the three months ended March 31, 2010 the Compensation Committee granted 100,000 stock options to a senior executive under the 2003 Incentive Plan. Further, as a result of the stock dividend, the number of shares issuable upon exercise of all outstanding options was increased by 58,127 shares in January 2010. Stock options are granted by the Compensation Committee of the Board of Directors at an exercise price of not less than 100% of the Fair Value of our common stock on the date of grant. The other terms of these options were determined by the Compensation Committee.

The following tables summarize stock option activity for the 2003 Incentive Plan as of and for the six months ended June 30, 2010 and 2009.

	2010		2009	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Stock options outstanding at January 1	4,241,500	$ 31.63	4,730,000	$ 33.01
Granted	100,000	16.75	—	—
Stock dividend adjustment	58,127	30.32	—	—
Forfeited	(55,870)	64.79	(290,000)	54.66
Expired	(929,840)	44.28	(197,900)	30.84
Stock options outstanding at June 30	3,413,917	$ 26.67	4,242,100	$ 31.63

NOTE 6 STOCK-BASED COMPENSATION PLANS (Continued)

	Stock Options Outstanding			Stock Options Exercisable		
Range of Exercise Prices	Shares	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price	Shares	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price
$0 —$6.5810	1,828,369	3.4	$ 3.67	1,828,369	3.4	$ 3.67
$13.1621—$19.7430	150,788	3.4	16.25	50,788	0.9	15.25
$39.4861—$46.0670	25,394	0.5	45.91	25,394	0.5	45.91
$46.0671—$52.6480	698,333	0.6	49.63	698,333	0.6	49.63
$59.2291—$65.8100	711,033	1.4	64.79	633,511	1.4	64.79
Total	3,413,917	2.4	$ 26.67	3,236,395	2.3	$ 26.06
Intrinsic value (in thousands)	$ 17,534			$ 17,534		

Stock options generally vest 20% at the time of the grants and in 20% annual increments thereafter. The intrinsic value of outstanding and exercisable stock options as of June 30, 2010 represents the excess of our closing stock price on that date, $13.26, over the weighted average exercise price multiplied by the applicable number of shares that may be acquired upon exercise of stock options, and is therefore not presented in the table above if the result is a negative value. The intrinsic value of exercised stock options represents the excess of our stock price, at the time the option was exercised, over the exercise price. No options were exercised in the three and six month periods ended June 30, 2010. No options were exercised or granted during the six months ended June 30, 2009. The total Fair Value of the stock options granted during the six months ended June 30, 2010 was $0.5 million.

Restricted Stock

Pursuant to the 2003 Incentive Plan, we make restricted stock grants to certain employees and non-employee directors. The vesting terms of these grants are specific to the individual grant. The vesting terms vary in that a portion of the shares vest either immediately or on the first anniversary and the remainder vest in equal annual amounts over the next two to five years. Participating employees must remain employed for vesting to occur (subject to certain exceptions in the case of retirement). Shares that do not vest are forfeited. Dividends are paid on stock subject to restrictions and are not returnable, even if the related stock does not ultimately vest.

NOTE 6 STOCK-BASED COMPENSATION PLANS (Continued)

The following table summarizes restricted stock activity for the respective grant years as of and for the six months ended June 30, 2010 and 2009.

	2010		2009	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Nonvested restricted stock grants outstanding as of January 1	275,433	$ 33.04	410,767	$ 41.29
Granted	90,000	15.14	40,000	1.10
Canceled	(7,025)	35.56	(66,682)	46.50
Vested	(121,863)	29.25	(125,707)	37.92
Nonvested restricted stock grants outstanding as of June 30	236,545	$ 28.11	258,378	$ 35.36

The weighted average remaining contractual term (in years) of nonvested awards as of June 30, 2010 was 1.4 years.

The total Fair Value of restricted stock grants vested during the six months ended June 30, 2010 was $1.7 million while the total Fair Value of restricted stock grants which vested during the six months ended June 30, 2009 was $0.07 million.

Threshold-Vesting Stock Options

Under the 1998 Incentive Stock Plan (the "1998 Incentive Plan"), stock incentive awards to employees in the form of threshold-vesting stock options ("TSOs") have been granted. The exercise price of the TSO is the Current Market Price ("CMP") as defined in the 1998 Incentive Plan of our common stock on the date the TSO is granted. In order for the TSOs to vest, our common stock must achieve and sustain the applicable threshold price for at least 20 consecutive trading days at any time during the five years following the date of grant. Participating employees must remain employed until vesting occurs in order to exercise the options. The threshold price is determined by multiplying the CMP on the date of grant by an Estimated Annual Growth Rate (7%) and compounding the product over a five-year period. TSOs granted in 2004 and thereafter must be exercised within 30 days of the vesting date. TSOs granted prior to 2004, all of which have vested, have a term of up to 10 years. The 1998 Incentive Plan terminated according to its terms December 31, 2008. As of June 30, 2010, a total of 1,746,884 TSOs were outstanding for all grant years.

Other Required Disclosures

Historical data, such as the past performance of our common stock and the length of service by employees, is used to estimate expected life of the stock options, TSOs and our restricted stock and represents the period of time the options or grants are expected to be outstanding. During the six months ended June 30, 2010, we granted awards from the 2003 Incentive Plan of which 100,000 stock options were granted to a senior executive, the number of shares issuable upon exercise of outstanding options was adjusted to reflect 58,127 additional shares and 90,000 restricted shares were issued to certain non-employee directors. No TSOs were granted during the six months ended June 30, 2010. 40,000 restricted stock shares were granted to a non-employee director and no stock options or TSOs

NOTE 6 STOCK-BASED COMPENSATION PLANS (Continued)

were granted during the six months ended June 30, 2009. The weighted average estimated values of options granted during 2010 were based on the following assumptions:

Risk-free interest rate	1.55%
Dividend yield	4.50%
Expected volatility	50.82%
Expected life (in years)	3.0

Compensation expense related to the Incentive Stock Plans, TSOs and restricted stock was $1.6 million for the three months ended June 30, 2010; $6.1 for the six months ended June 30, 2010; $3.4 million for the three months ended June 30, 2009 and $6.0 million for the six months ended June 30, 2009.

As of June 30, 2010, total compensation expense which had not yet been recognized related to nonvested options, TSOs and restricted stock grants was $9.4 million. The provisions of all of our Incentive Stock Plans provide for vesting of all such outstanding unvested restricted stock and options under certain conditions, with such conditions expected to occur on the Effective Date, pursuant to the Plan. Accordingly, all such previously unrecognized expense is expected to be recognized in 2010. Additionally, the Plan provides that all outstanding options to purchase our stock will be converted into vested options to purchase Spinco common stock and New GGP common stock, with appropriate adjustments to the exercise price.

NOTE 7 OTHER ASSETS AND LIABILITIES

The following table summarizes the significant components of prepaid expenses and other assets.

	June 30, 2010	December 31, 2009
	(In thousands)	
Below-market ground leases (Note 2)	$ 238,738	$ 241,676
Security and escrow deposits	146,671	99,685
Receivables—finance leases and bonds	95,625	119,506
Prepaid expenses	82,059	88,651
Real estate tax stabilization agreement (Note 2)	69,645	71,607
Special Improvement District receivable	48,765	48,713
Above-market tenant leases (Note 2)	28,864	34,339
Deferred tax, net of valuation allowances	11,900	28,615
Other	16,322	21,955
	$ 738,589	$ 754,747

NOTE 7 OTHER ASSETS AND LIABILITIES (Continued)

The following table summarizes the significant components of accounts payable, accrued expenses and other liabilities.

	June 30, 2010	December 31, 2009
	(In thousands)	
Accrued interest	$ 506,284	$ 366,398
Accounts payable and accrued expenses	380,059	434,912
Contingent purchase price liability	245,000	68,378
Uncertain tax position liability	217,192	129,413
Accrued payroll and other employee liabilities	173,611	104,926
Accrued real estate taxes	90,735	88,511
Construction payable	82,696	150,746
Deferred gains/income	81,734	67,611
Below-market tenant leases (Note 2)	54,731	63,290
Conditional asset retirement obligation liability	24,681	24,601
Tenant and other deposits	23,219	23,250
Other	167,979	212,860
Total accounts payable and accrued expenses	2,047,921	1,734,896
Less: amounts subject to compromise (Note 1)	(745,253)	(612,008)
Accounts payable and accrued expenses not subject to compromise	$ 1,302,668	$ 1,122,888

NOTE 8 COMMITMENTS AND CONTINGENCIES

In the normal course of business, from time to time, we are involved in legal proceedings relating to the ownership and operations of our properties. In management's opinion, the liabilities, if any, that may ultimately result from such legal actions are not expected to have a material adverse effect on our consolidated financial position, results of operations or liquidity.

We lease land or buildings at certain properties from third parties. The leases generally provide us with a right of first refusal in the event of a proposed sale of the property by the landlord. Rental payments are expensed as incurred and have, to the extent applicable, been straight-lined over the term of the lease. Contractual rental expense, including participation rent, was $4.4 million for the three months ended June 30, 2010; $8.7 million for the six months ended June 30, 2010; $4.5 million for the three months ended June 30, 2009 and $9.4 million for the six months ended June 30, 2009. The same rent expense excluding amortization of above and below-market ground leases and straight-line rents, as presented in our consolidated financial statements, was $3.0 million for the three months ended June 30, 2010; $6.0 million for the six months ended June 30, 2010; $2.9 million for the three months ended June 30, 2009 and $6.3 million for the six months ended June 30, 2009.

We have, in the past, periodically entered into contingent agreements for the acquisition of properties. Each acquisition subject to such agreements was subject to satisfactory completion of due diligence and, in the case of property acquired under development, completion of the project. In conjunction with the acquisition of The Grand Canal Shoppes in 2004, we entered into an agreement (the "Phase II Agreement") to acquire the multi-level retail space that is part of The Shoppes at The

NOTE 8 COMMITMENTS AND CONTINGENCIES (Continued)

Palazzo in Las Vegas, Nevada (The "Phase II Acquisition") which is connected to the existing Venetian and the Sands Expo and Convention Center facilities and The Grand Canal Shoppes. The project opened on January 18, 2008. The acquisition closed on February 29, 2008 for an initial purchase price payment of $290.8 million, which was primarily funded with $250.0 million of new variable-rate short-term debt collateralized by the property and for Federal income tax purposes was used as replacement property in a like-kind exchange. The Phase II Agreement provides for additional purchase price payments based on net operating income, as defined, of the Phase II retail space. Such additional payments, if any, are to be made during the 30 months after closing with the final payment being subject to re-adjustment 48 months after closing. Although we have currently estimated that no additional amounts will be paid pursuant to the Phase II Agreement, the total final purchase price of the Phase II Acquisition could be different than the current estimate.

See Note 5 for our obligations related to uncertain tax positions for disclosure of additional contingencies.

Contingent Stock Agreement

In conjunction with GGP's acquisition of The Rouse Company ("TRC") in November 2004, GGP assumed TRC's obligations under the Contingent Stock Agreement, ("the "CSA"). TRC entered into the CSA in 1996 when it acquired The Hughes Corporation ("Hughes"). This acquisition included various assets, including Summerlin (the "CSA Assets"), a development in our Master Planned Communities segment. GGP's obligations to the former Hughes owners or their successors (the "Beneficiaries") under the CSA are subject to treatment in accordance with applicable requirements of the bankruptcy law and any plan of reorganization that may be confirmed by the Bankruptcy Court.

Under the terms of the CSA, GGP was required through August 2009 to issue shares of its common stock semi-annually (February and August) to the Beneficiaries with the number of shares to be issued in any period based on cash flows from the development and/or sale of the CSA Assets and GGP's stock price. The Beneficiaries' share of earnings from the CSA Assets has been accounted for in our consolidated financial statements as a land sales operations expense, with the difference between such share of operations and the share of cash flows paid remaining as a contingent obligation. During 2009, GGP was not obligated to deliver any shares of its common stock under the CSA as the net development and sales cash flows were negative for the applicable periods. During 2008, 356,661 shares of GGP common stock (from treasury shares) were delivered to the Beneficiaries pursuant to the CSA.

Under the terms of the CSA, GGP was also required to make a final distribution to the Beneficiaries in 2010, following a final valuation of the remaining CSA Assets as of December 31, 2009. The CSA set forth a methodology for establishing this final valuation and required the payment be made in shares of GGP common stock. On August 4, 2010, the Bankruptcy Court entered an order directing the parties to proceed with an expedited appraisal process for the CSA assets and directing the parties to choose an independent appraiser to assist in the valuation process. Although the final payment may be in a range of amounts, we have estimated an amount to satisfy the obligations with respect to the final CSA distribution requirement. Accordingly, as of June 30, 2010, we recorded an incremental liability in accounts payable and accrued expenses net of the accrued contingent obligation related to the share of previous earnings of the CSA assets, with such amount reflected as additional investment (approximately $178 million) in the CSA Assets (that is, contingent consideration) which is included in investment property and property held for development and sale. The actual amount of the final distribution to the Beneficiaries remains subject to determination by the Bankruptcy Court.

NOTE 9 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On June 12, 2009, the FASB issued new generally accepted accounting guidance that amends the consolidation guidance applicable to variable interest entities. The amendments significantly affect the overall consolidation analysis under previously issued guidance. The amendments to the consolidation guidance affect all entities and enterprises currently within the scope of the previous guidance and are effective on January 1, 2010. We have adopted this new pronouncement and it did not have a material impact on our consolidated financial statements.

NOTE 10 SEGMENTS

We have two business segments which offer different products and services. Our segments are managed separately because each requires different operating strategies or management expertise. We do not distinguish or group our consolidated operations on a geographic basis. Further, all material operations are within the United States and no customer or tenant comprises more than 10% of consolidated revenues. Our reportable segments are as follows:

- Retail and Other—includes the operation, development and management of retail and other rental property, primarily shopping centers

- Master Planned Communities—includes the development and sale of land, primarily in large-scale, long-term community development projects in and around Columbia, Maryland; Summerlin, Nevada; and Houston, Texas, and our one residential condominium project located in Natick (Boston), Massachusetts

The operating measure used to assess operating results for the business segments is Real Estate Property Net Operating Income ("NOI") which represents the operating revenues of the properties less property operating expenses, exclusive of depreciation and amortization and, with respect to our retail and other segment, provisions for impairment. Management believes that NOI provides useful information about a property's operating performance.

The accounting policies of the segments are the same as those of the Company, except that we report unconsolidated real estate ventures using the proportionate share method rather than the equity method. Under the proportionate share method, our share of the revenues and expenses of the Unconsolidated Properties are combined with the revenues and expenses of the Consolidated Properties. Under the equity method, our share of the net revenues and expenses of the Unconsolidated Properties are reported as a single line item, Equity in income of Unconsolidated Real Estate Affiliates, in our Consolidated Statements of Income and Comprehensive Income. This difference affects only the reported revenues and operating expenses of the segments and has no effect on our reported net earnings. In addition, other revenues are reduced by the NOI attributable to our noncontrolling interests in consolidated joint ventures.

The total expenditures for additions to long-lived assets for the Master Planned Communities segment were $32.4 million for the six months ended June 30, 2010 and $29.8 million for the six months ended June 30, 2009. The total expenditures for additions to long-lived assets for the Retail and Other segment were $113.2 million for the six months ended June 30, 2010 and $127.6 million for the six months ended June 30, 2009. Such amounts for the Master Planned Communities segment and the Retail and Other segment are included in the amounts listed as Land/residential development and acquisitions expenditures and Acquisition/development of real estate and property additions/improvements, respectively, in our Consolidated Statements of Cash Flows.

The total amount of goodwill, as presented on our Consolidated Balance Sheets, is included in our Retail and Other segment.

Segment operating results are as follows:

	Three Months Ended June 30, 2010		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 484,459	$ 97,466	$ 581,925
Tenant recoveries	215,587	37,500	253,087
Overage rents	7,447	951	8,398
Other, including noncontrolling interests	19,746	11,667	31,413
Total property revenues	727,239	147,584	874,823
Property operating expenses:			
Real estate taxes	71,062	12,078	83,140
Property maintenance costs	26,188	4,599	30,787
Marketing	6,250	1,107	7,357
Other property operating costs	128,201	27,509	155,710
Provision for doubtful accounts	3,619	715	4,334
Total property operating expenses	235,320	46,008	281,328
Retail and other net operating income	491,919	101,576	593,495
Master Planned Communities			
Land and condominium sales	59,965	13,337	73,302
Land and condominium sales operations	(59,065)	(8,770)	(67,835)
Master Planned Communities net operating income	900	4,567	5,467
Real estate property net operating income	$ 492,819	$ 106,143	$ 598,962

NOTE 10 SEGMENTS (Continued)

	Three Months Ended June 30, 2009		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 498,708	$ 97,043	$ 595,751
Tenant recoveries	224,691	38,722	263,413
Overage rents	5,782	975	6,757
Other, including noncontrolling interests	18,809	13,013	31,822
Total property revenues	747,990	149,753	897,743
Property operating expenses:			
Real estate taxes	68,959	12,263	81,222
Property maintenance costs	22,100	4,165	26,265
Marketing	6,906	1,275	8,181
Other property operating costs	126,479	32,068	158,547
Provision for doubtful accounts	8,847	1,806	10,653
Total property operating expenses	233,291	51,577	284,868
Retail and other net operating income	514,699	98,176	612,875
Master Planned Communities			
Land and condominium sales	22,448	13,419	35,867
Land and condominium sales operations	(21,850)	(8,732)	(30,582)
Master Planned Communities net operating income before provision for impairment	598	4,687	5,285
Provision for impairment	(55,923)	—	(55,923)
Master Planned Communities net operating (loss) income	(55,325)	4,687	(50,638)
Real estate property net operating income	$ 459,374	$ 102,863	$ 562,237

NOTE 10 SEGMENTS (Continued)

	Six Months Ended June 30, 2010		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 977,217	$ 197,345	$ 1,174,562
Tenant recoveries	429,838	76,771	506,609
Overage rents	17,793	2,190	19,983
Other, including noncontrolling interests	36,549	22,355	58,904
Total property revenues	1,461,397	298,661	1,760,058
Property operating expenses:			
Real estate taxes	143,157	24,663	167,820
Property maintenance costs	62,032	9,881	71,913
Marketing	13,331	2,628	15,959
Other property operating costs	255,272	57,231	312,503
Provision for doubtful accounts	9,946	2,145	12,091
Total property operating expenses	483,738	96,548	580,286
Retail and other net operating income	977,659	202,113	1,179,772
Master Planned Communities			
Land and condominium sales	65,035	25,972	91,007
Land and condominium sales operations	(69,232)	(18,741)	(87,973)
Master Planned Communities net operating (loss) income	(4,197)	7,231	3,034
Real estate property net operating income	$ 973,462	$ 209,344	$ 1,182,806

NOTE 10 SEGMENTS (Continued)

	Six Months Ended June 30, 2009		
	Consolidated Properties	Unconsolidated Properties	Segment Basis
		(In thousands)	
Retail and Other			
Property revenues:			
Minimum rents	$ 997,816	$ 194,434	$ 1,192,250
Tenant recoveries	457,710	79,541	537,251
Overage rents	15,806	2,191	17,997
Other, including minority interest	31,606	25,641	57,247
Total property revenues	1,502,938	301,807	1,804,745
Property operating expenses:			
Real estate taxes	140,518	24,844	165,362
Property maintenance costs	49,459	8,999	58,458
Marketing	14,482	2,750	17,232
Other property operating costs	258,178	64,490	322,668
Provision for doubtful accounts	19,179	3,054	22,233
Total property operating expenses	481,816	104,137	585,953
Retail and other net operating income	1,021,122	197,670	1,218,792
Master Planned Communities			
Land and condominium sales	31,435	18,520	49,955
Land and condominium sales operations	(32,464)	(13,500)	(45,964)
Master Planned Communities net operating (loss) income before provision for impairment	(1,029)	5,020	3,991
Provision for impairment	(108,691)	—	(108,691)
Master Planned Communities net operating (loss) income	(109,720)	5,020	(104,700)
Real estate property net operating income	$ 911,402	$ 202,690	$ 1,114,092

NOTE 10 SEGMENTS (Continued)

The following reconciles NOI to GAAP-basis operating income and loss from continuing operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(In thousands)			
Real estate property net operating income:				
Segment basis	$ 598,962	$ 562,237	$ 1,182,806	$ 1,114,092
Unconsolidated Properties	(106,143)	(102,863)	(209,344)	(202,690)
Consolidated Properties	492,819	459,374	973,462	911,402
Management fees and other corporate revenues	15,902	18,860	33,988	40,719
Property management and other costs	(48,517)	(42,200)	(83,949)	(85,609)
General and administrative	(5,668)	(6,591)	(13,306)	(14,112)
Strategic initiatives	—	(25,713)	—	(64,013)
Provisions for impairment	(19,923)	(26,465)	(31,273)	(304,789)
Depreciation and amortization	(175,318)	(186,472)	(352,621)	(391,087)
Noncontrolling interest in NOI of Consolidated Properties and other	2,211	2,797	6,134	5,643
Operating income (loss)	261,506	193,590	532,435	98,154
Interest income	137	501	813	1,231
Interest expense	(301,726)	(328,351)	(637,004)	(656,841)
Provision for benefit from income taxes	(14,234)	(15,742)	(17,884)	(4,228)
Equity in income of Unconsolidated Real Estate Affiliates	16,901	16,339	50,652	23,877
Reorganization items	(80,111)	(24,918)	9,301	(24,918)
Income (loss) from continuing operations	$ (117,527)	$ (158,581)	$ (61,687)	$ (562,725)

The following reconciles segment revenues to GAAP-basis consolidated revenues:

	Three Months Ended June, 30		Six Months Ended June, 30	
	2010	2009	2010	2009
	(In thousands)			
Segment basis total property revenues	$ 874,823	$ 897,743	$ 1,760,058	$ 1,804,745
Unconsolidated segment revenues	(147,584)	(149,753)	(298,661)	(301,807)
Consolidated Land and condominium sales	59,965	22,448	65,035	31,435
Management fees and other corporate revenues	15,902	18,860	33,988	40,719
Noncontrolling interest in NOI of Consolidated Properties and other	2,211	2,797	6,134	5,643
GAAP-basis consolidated total revenues	$ 805,317	$ 792,095	$ 1,566,554	$ 1,580,735

Through and including , 2010 (the day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

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New GGP, Inc.

Mandatorily Exchangeable Notes due 2011

PROSPECTUS

, 2010

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 31. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The expenses, other than underwriting commissions, expected to be incurred by New GGP (the "Registrant") in connection with the issuance and distribution of the securities being registered under this Registration Statement are estimated to be as follows:

Securities and Exchange Commission Registration Fee	$ 160,425
Financial Industry Regulatory Authority, Inc. Filing Fee	75,500
NYSE Listing Fee	*
Printing and Engraving	*
Legal Fees and Expenses	*
Accounting Fees and Expenses	*
Blue Sky Fees and Expenses	*
Transfer Agent and Registrar Fees	*
Miscellaneous	*
Total	*

* To be completed by amendment.

ITEM 32. SALES TO SPECIAL PARTIES.

In order to fund a portion of the Plan, Existing GGP entered into the Brookfield Investor Agreement with Brookfield Investor, the Fairholme Agreement with Fairholme and the Pershing Square Agreement with Pershing Square, or together, the Investment Agreements.

The Investment Agreements provide that, subject to the conditions set forth in the agreements, the Plan Sponsors are committed to fund an aggregate of $6.55 billion, consisting of $6.3 billion of common stock of New GGP and a $250 million backstop commitment for a rights offering by Spinco. The Plan Sponsors have also provided a $1.5 billion backstop commitment for debt of New GGP. The Registrants do not currently anticipate needing to utilize such debt commitment or conducting such New GGP rights offering to fund Existing GGP's emergence. Pursuant to the Investment Agreements, Brookfield Investor will invest $2.5 billion, Fairholme will invest approximately $2,714.3 million and Pershing Square will invest approximately $1,085.7 million in New GGP through the purchase of New GGP common stock at a price of $10.00 per share; provided that, subject to certain limitations, these purchase commitments may be satisfied through the conversion of allowed claims against the TopCo Debtors held by the applicable Plan Sponsor into shares of New GGP common stock at a valuation of $10.00 per share. Pursuant to the terms of the Investment Agreements, if Existing GGP has sold or has binding commitments to sell on or prior to the Effective Date, common stock, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related consideration), Existing GGP may reduce the amount of New GGP common stock to be sold to Fairholme and Pershing Square, pro rata, by up to 50%.

New GGP may also reserve up to $1.55 billion of Fairholme's and Pershing Square's shares of New GGP common stock and repurchase such shares up to 45 days after the Effective Date with the proceeds of an offering of its common stock commencing on or about the Effective Date if the common stock in that offering is valued at $10.50 per share or more (net of all underwriting and other discounts, fees and related consideration).

In addition, if we elect to reserve any shares for repurchase as described above, $350 million of Pershing Square's equity capital commitment will be fulfilled in the form of an unsecured note issued by New GGP which would be payable six months from closing (the "Pershing Square Bridge Note"). If the Pershing Square Bridge Note is issued, the Pershing Square investment agreement grants New GGP a right (the "put right") to sell up to 35 million shares, subject to reduction as provided in the Pershing Square investment agreement, to Pershing Square at $10.00 per share (adjusted for dividends) six months following the Effective Date to fund the repayment of the Pershing Square Bridge Note to the extent that it has not already been repaid. The Pershing Square Bridge Note will bear interest at a rate of 6% per annum and would be prepayable by New GGP (from the proceeds of equity offerings or other sources of cash) at any time without premium or penalty. New GGP also would incur a 2% per annum fee of the amount of the outstanding put right, beginning 90 days following the Effective Date. If we elect to reserve any shares for repurchase after the Effective Date, we must pay to Fairholme and/or Pershing Square, as applicable, in cash on the Effective Date, an amount equal to $0.25 per share that is reserved. If we elect to exercise this post-Effective Date repurchase right, we expect that we would do so through an offering of New GGP common stock, rather than through the issuance and sale of exchangeable notes offered hereby.

In addition, prior to the confirmation of the Plan Existing GGP may terminate the Fairholme and/or Pershing Square agreements upon notice for any reason or no reason, including to replace the investments with other capital, such as with the net proceeds of the notes offered hereby; however the remaining Plan Sponsors, including Brookfield Investor, would have the right to terminate their commitments if the replacement common stock (or securities convertible into the common stock of New GGP) is issued at less than $10.00 per share (net of all underwriting and other discounts, fees and any other compensation and related expenses).

In addition, under the Investment Agreements, in lieu of the receipt of any fees that would be customary in similar transactions, the Investment Agreements provide for the issuance of interim warrants to Brookfield Investor and Fairholme to purchase approximately 103 million shares of Existing GGP at $15.00 per share (the "Interim Warrants"), which occurred on May 10, 2010 following the Bankruptcy Court's approval of the Investment Agreements. The Interim Warrants will vest as follows: 40% upon issuance, 20% on July 12, 2010, and the remaining Interim Warrants will vest in equal daily installments from July 13, 2010 to December 31, 2010, except that any Interim Warrants that have not vested on or prior to the termination of Brookfield Investor's or Fairholme's Investment Agreement, as the case may be, will not vest and will be cancelled. Upon consummation of the Plan contemplated by the Investment Agreements, the Interim Warrants will be cancelled and warrants to purchase common stock of New GGP and Spinco would be issued to each of the Plan Sponsors. After giving effect to Blackstone Designation, in accordance with the Investment Agreements, New GGP will issue to (a) Brookfield Investor warrants to purchase up to 57.5 million shares of New GGP common stock with an initial exercise price of $10.75 per share, (b) Fairholme warrants to purchase up to 41.07 million shares of New GGP common stock with an initial exercise price of $10.50 per share, (c) Pershing Square warrants to purchase up to 16.43 million shares of New GGP common stock with an initial exercise price of $10.50 per share and (d) Blackstone warrants to purchase up to 5.0 million shares of New GGP common stock with an initial exercise price of $10.50 per share with respect to one-half of the warrants and $10.75 per share with respect to the remaining one-half of the warrants. In addition, pursuant to the Plan and after giving effect to the Blackstone Designation, Spinco will issue to (1) Brookfield Investor warrants to purchase up to 3.83 million shares of Spinco common stock, (2) Fairholme warrants to purchase up to 1.92 million shares of Spinco common stock, (3) Pershing Investor warrants to purchase up to 1.92 million shares of Spinco common stock and (4) Blackstone warrants to purchase up to 0.33 million shares of Spinco common stock, in each case, with an initial exercise price of $50.00 per share. The above exercise prices would be subject to adjustment as provided in the related warrant and registration rights agreements. Each warrant has a term of seven years from the closing date of the investments.

Existing GGP has also entered into an investment agreement with Texas Teachers, pursuant to which Texas Teachers is committed to fund $500.00 million for new equity capital of New GGP at a value of $10.25 per share. Existing GGP may use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock underlying the notes offered hereby, for not less than $10.50 per share (net of all underwriting and other discounts, fees and related considerations) to reduce the amount of New GGP common stock sold to Texas Teachers by up to 50% (or approximately $250 million) prior to the Effective Date or to repurchase up to 50% of the shares be sold to Texas Teachers (or approximately $250 million) for up to 45 days after the Effective Date at a price of $10.25 per share. Texas Teachers is committed to make the investment until December 31, 2010, provided that this date may be extended in certain circumstances to January 31, 2011. If the Texas Teachers investment agreement is terminated in connection with the termination of the investment agreement with Brookfield Investor or by Existing GGP in connection with a sale of $500 million of shares of New GGP common stock at a price not less than $10.50 per share, Existing GGP will pay Texas Teachers a termination fee of $15 million and reimburse its expenses up to $1 million. Texas Teachers' investment is subject to the satisfaction of closing conditions that are similar to, but less restrictive than, those in the Plan Sponsors' Investment Agreements. Texas Teachers will receive customary piggyback registration rights pursuant to a registration rights agreement.

ITEM 33. RECENT SALES OF UNREGISTERED SECURITIES.

On May 10, 2010, pursuant to the investment agreements with Brookfield Investor and Fairholme, Existing GGP entered into the Warrant and Registration Rights Agreement with Mellon Investor Services LLC as warrant agent (the "Warrant Agreement"), pursuant to which GGP issued 60,000,000 Warrants to Brookfield Investor and 42,857,143 warrants to Fairholme in connection with each of their investments.

Each warrant entitles the holder thereof to purchase one share of Common Stock at an initial exercise price of $15 per share, subject to adjustment as provided in the Warrant Agreement. 40% of the warrants vested upon issuance, 20% of the warrants will vest on July 12, 2010, and the remaining warrants will vest in equal daily installments from July 13, 2010 to December 31, 2010, except that any Investor's warrants that have not vested on or prior to termination of such Investor's Investment Agreement will not vest and will be cancelled. The warrants will expire on May 10, 2017. The warrants were issued to Brookfield Investor and Fairholme in a private placement exempt from registration pursuant to Section 4(2) of the Securities Act.

The information set forth in Item 32 Sales to Special Parties is incorporated by reference herein.

ITEM 34. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law, or DGCL, provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees)), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or such other court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Each of the Registrant's Bylaws authorize the indemnification of their officers and directors, consistent with Section 145 of the DGCL. Existing GGP has entered and New GGP intends to enter into indemnification agreements with each of its directors and executive officers. These agreements, among other things, require the Registrant to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or executive officer.

Reference is made to Section 102(b)(7) of the DGCL, which enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, which provides for liability of directors for unlawful payments of dividends of unlawful stock purchase or redemptions or (iv) for any transaction from which a director derived an improper personal benefit.

Reference is also made to Section 145 of the DGCL, which provides that a corporation may indemnify any person, including an officer or director, who is, or is threatened to be made, party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of such corporation, by reason of the fact that such person was an officer, director, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such officer, director, employee or agent acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the corporation's best interest and, for criminal proceedings, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may indemnify any officer or director in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses that such officer or director actually and reasonably incurred.

Existing GGP maintains and New GGP expects to maintain standard policies of insurance that provide coverage (i) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (ii) to Existing GGP and New GGP, respectively, with respect to indemnification payments that each may make to such directors and officers.

The proposed form of Underwriting Agreement to be filed as Exhibit 1.1 to this registration statement provides for indemnification to the Registrant's directors and officers by the underwriters against certain liabilities.

ITEM 35. TREATMENT OF PROCEEDS FROM STOCK BEING REGISTERED.

Not applicable.

Table of Contents

ITEM 36. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

Exhibit Index

Exhibit Number	Description of Exhibits
1.1*	Form of Underwriting Agreement.
2.1*	Plan of Reorganization filed with the United States Bankruptcy Court for the Southern District of New York on , 2010.
3.1*	Amended and Restated Certificate of Incorporation of New GGP, Inc.
3.2**	Restated Certificate of Incorporation of General Growth Properties, Inc. ("Existing GGP") (previously filed as Exhibit 3.1 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
3.3*	Amended and Restated Bylaws of New GGP, Inc.
3.4**	Second Amended and Restated Bylaws of Existing GGP (previously filed as Exhibit 3(ii).1 to Existing GGP's Current Report on Form 8-K dated November 18, 2008 which was filed with the SEC on November 21, 2008).
3.5**	Certificate of Designations, Preferences and Rights of Increasing Rate Cumulative Preferred Stock, Series I filed with the Delaware Secretary of State on February 26, 2007 (previously filed as Exhibit 3.3 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2006, which was previously filed with the SEC on March 1, 2007).
4.1*	Form of Common Stock Certificate.
4.2**	Rights Agreement dated July 27, 1993, between Existing GGP and certain other parties named therein (previously filed as Exhibit 4.2 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.3**	Amendment to Rights Agreement dated as of February 1, 2000, between Existing GGP and certain other parties named therein (previously filed as Exhibit 4.3 to Existing GGP's Registration Statement on Form 8-A12B which was filed with the SEC on March 3, 2010).
4.4**	Redemption Rights Agreement dated July 13, 1995, by and among GGP Limited Partnership (the "Operating Partnership"), Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.4 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.5**	Redemption Rights Agreement dated December 6, 1996, among the Operating Partnership, Forbes/Cohen Properties, Lakeview Square Associates, and Jackson Properties (previously filed as Exhibit 4.5 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.6**	Redemption Rights Agreement dated June 19, 1997, among the Operating Partnership, Existing GGP, and CA Southlake Investors, Ltd. (previously filed as Exhibit 4.6 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).

Exhibit Number	Description of Exhibits
4.7**	Redemption Rights Agreement dated October 23, 1997, among Existing GGP, the Operating Partnership and Peter Leibowits (previously filed as Exhibit 4.7 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.8**	Redemption Rights Agreement dated April 2, 1998, among the Operating Partnership, Existing GGP and Southwest Properties Venture (previously filed as Exhibit 4.8 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.9**	Redemption Rights Agreement dated July 21, 1998, among the Operating Partnership, Existing GGP, Nashland Associates, and HRE Altamonte, Inc. (previously filed as Exhibit 4.9 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.10**	Redemption Rights Agreement dated October 21, 1998, among the Operating Partnership, Existing GGP and the persons on the signature pages thereof (previously filed as Exhibit 4.10 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.11**	Redemption Rights Agreement (Common Units) dated July 10, 2002, by and among the Operating Partnership, Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.11 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.12**	Redemption Rights Agreement (Series B Preferred Units) dated July 10, 2002, by and among the Operating Partnership, Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.12 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.13**	Redemption Rights Agreement (Common Units) dated November 27, 2002, by and among the Operating Partnership, Existing GGP and JSG, LLC (previously filed as Exhibit 4.13 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2008 which was filed with the SEC on February 27, 2009).
4.14**	Redemption Rights Agreement dated December 11, 2003, by and among the Operating Partnership, Existing GGP and Everitt Enterprises, Inc. (previously filed as Exhibit 4.14 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
4.15**	Redemption Rights Agreement dated March 5, 2004, by and among the Operating Partnership, Existing GGP and Koury Corporation (previously filed as Exhibit 4.15 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.16**	Registration Rights Agreement dated April 15, 1993, between Existing GGP, Martin Bucksbaum, Matthew Bucksbaum and the other parties named therein (previously filed as Exhibit 4.16 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.17**	Amendment to Registration Rights Agreement dated February 1, 2000, among Existing GGP and certain other parties named therein (previously filed as Exhibit 4.17 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).

Exhibit Number	Description of Exhibits
4.18**	Registration Rights Agreement dated April 17, 2002, between Existing GGP and GSEP 2002 Realty Corp (previously filed as Exhibit 4.18 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.19**	The Rouse Company and The First National Bank of Chicago (Trustee) Indenture dated as of February 24, 1995 (previously filed as Exhibit 4.24 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2010 which was filed with the SEC on April 30, 2010).
4.20**	The Rouse Company LP, TRC Co-Issuer, Inc. and The Bank of New York Mellon Corporation (Trustee) Indenture dated May 5, 2006 (previously filed as Exhibit 4.24 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2006 which was filed with the SEC on March 1, 2007).
4.21**	Indenture, dated as of April 16, 2007, between the Operating Partnership and The Bank of New York Mellon Corporation (previously filed as Exhibit 4.1 to Existing GGP's Current Report on Form 8-K dated April 16, 2007 which was filed with the SEC on April 19, 2007).
4.22*	Indenture, dated as of , 2010, between New GGP, Inc. and , as trustee.
5.1*	Opinion of Weil, Gotshal & Manages LLP.
8.1*	Opinion re tax matters of Weil, Gotshal & Manges LLP.
8.2*	Opinion re tax matters of Arnold & Porter LLP.
10.1*	Third Amended and Restated Agreement of Limited Partnership of the Operating Partnership dated April 1, 1998 (the "LP Agreement").
10.2*	Third Amended and Restated Operating Agreement of GGPLP L.L.C. dated April 17, 2002 (the "LLC Agreement").
10.3**	Operating Agreement dated November 10, 1999, between the Operating Partnership, NYSCRF, and GGP/Homart II L.L.C. (previously filed as Exhibit 10.20 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.4**	Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated November 22, 2002 (previously filed as Exhibit 10.21 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.5**	Letter Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated January 31, 2003 (previously filed as Exhibit 10.22 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.6**	Second Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated January 31, 2003 (previously filed as Exhibit 10.23 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.7**	Third Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated February 8, 2008 (previously filed as Exhibit 10.25 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).

Exhibit Number	Description of Exhibits
10.8**	Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated August 26, 2002, between the Operating Partnership, Teachers' Retirement System of the State of Illinois and GGP-TRS L.L.C. (previously filed as Exhibit 10.24 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.9**	First Amendment to Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated December 19, 2002 (previously filed as Exhibit 10.25 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.10**	Second Amendment to Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated November 1, 2005 (previously filed as Exhibit 10.26 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.11*	Summary of Non-Employee Director Compensation Program.
10.12**	Contingent Stock Agreement, effective January 1, 1996, by The Rouse Company and in favor of and for the benefit of the Holders and the Representatives (as defined therein) (previously filed as Exhibit 10.30 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
10.13**	Assumption Agreement dated October 19, 2004 by Existing GGP and The Rouse Company in favor of and for the benefit of the Holders and the Representatives (as defined therein) (previously filed as Exhibit 99.2 to Existing GGP's Registration Statement on Form S-3/A (No. 333-120373) which was filed with the SEC on December 23, 2004).
10.14**	Indemnity Agreement dated as of February 2006 by the Company and The Rouse Company, LP. (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 which was filed with the SEC on May 10, 2006).
10.15**	Existing GGP 1998 Incentive Stock Plan, as amended (previously filed as Exhibit 10.33 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.16**	Amendment dated November 9, 2006 and effective January 1, 2007 to Existing GGP 1998 Incentive Stock Plan (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 which was filed with the SEC on November 8, 2006).
10.17**	Form of Option Agreement pursuant to 1998 Incentive Stock Plan (previously filed as Exhibit 10.35 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.18**	Existing GGP Second Amended and Restated 2003 Incentive Stock Plan, effective December 18, 2008 (previously filed as Exhibit 10.36 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2008 which was filed with the SEC on February 27, 2009).
10.19**	Amendment to Existing GGP's Second Amended and Restated 2003 Incentive Stock Plan, effective March 1, 2010 (previously filed as exhibit 10.37 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).

Exhibit Number	Description of Exhibits
10.20**	Form of Option Agreement pursuant to 2003 Incentive Stock Plan (previously filed as Exhibit 10.38 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2009).
10.21**	Form of Employee Restricted Stock Agreement pursuant to the 2003 Incentive Stock Plan (previously filed as Exhibit 10.2 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 which was filed with the SEC on August 9, 2006).
10.22**	Form of Non-Employee Director Restricted Stock Agreement pursuant to the 2003 Incentive Stock Plan (previously filed as Exhibit 10.40 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.23**	Form of Restricted Stock Agreement pursuant to the Existing GGP 2003 Incentive Stock Plan, as amended (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 which was filed with the SEC on May 8, 2008).
10.24**	Employment Agreement dated as of November 2, 2008 by and among Existing GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.25**	Employment Agreement dated as of November 2, 2008 by and among Existing GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.2 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.26**	Amendment to Employment Agreement, dated as of March 6, 2009 by and among the Company, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009).
10.27**	Amendment to Employment Agreement, dated as of March 6, 2009 by and among the Company, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009).
10.28**	Non-Qualified Stock Option Agreement dated as of November 3, 2008 by and between Existing GGP and Adam S. Metz (previously filed as Exhibit 10.3 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.29**	Non-Qualified Option Agreement dated as of November 3, 2008 by and between Existing GGP and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.4 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.30**	Existing GGP Key Employee Incentive Plan dated October 2, 2009 and effective October 15, 2009 (previously filed as Exhibit 10.47 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2009 which was filed with the SEC on March 1, 2010).
10.31**	Existing GGP Cash Value Added Incentive Compensation plan dated June 9, 1999 (previously filed as Exhibit 10.51 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).

Exhibit Number	Description of Exhibits
10.32**	Amendment to Existing GGP Cash Value Added Incentive Compensation plan, effective January 1, 2007 (previously filed as Exhibit 10.52 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.33**	2009 and 2010 Subplan to Existing GGP Cash Value Added Incentive Compensation plan (previously filed as Exhibit 10.53 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.34**	Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, between REP Investments LLC, an affiliate of Brookfield Asset Management Inc. and Existing GGP (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).
10.35**	Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Existing GGP (previously filed as Exhibit 10.3 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).
10.36**	Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between Pershing Square Capital Management, L.P. on behalf of Pershing Square, L.P., Pershing Square II, L.P., Pershing Square International, Ltd. and Pershing Square International V, Ltd. and Existing GGP (previously filed as Exhibit 10.2 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).
10.37*	Escrow Agreement, dated as of , 2010, among New GGP, Inc., and .
10.38**	Warrant and Registration Rights Agreement, dated as of May 10, 2010, between Existing GGP and Mellon Investor Services LLC (previously filed as Exhibit 10.4 to Existing GGP's Current Report on Form 8-K dated May 7, 2010 which was filed with the SEC on May 13, 2010.
10.39**	Stock Purchase Agreement, dated as of July 8, 2010, between Teacher Retirement System of Texas and General Growth Properties, Inc. (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K which was filed with the SEC on July 13, 2010).
10.40*	Form of indemnification agreement for directors and executive officers.
11.1	Statement regarding computation of per share earnings (incorporated by reference to the Notes to the Selected Historical Consolidated Financial Statements included in Part I of this Registration Statement).
12.1	Statement regarding computation of ratio of earnings to fixed charges (incorporated by reference to the Notes to the Selected Historical Consolidated Financial Statements included in Part I of this Registration Statement).
21.1*	List of Subsidiaries of New GGP, Inc.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Existing GGP.
23.2	Consent of Deloitte & Touche LLP, Independent Registered Accounting Firm, relating to New GGP, Inc.
23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm, relating to GGP/Homart II, L.L.C.

Exhibit Number	Description of Exhibits
23.4	Consent of KPMG LLP, Independent Registered Accounting Firm, relating to GGP-TRS L.L.C.
23.5*	Consent of Weil, Gotshal & Manages LLP (included in the opinions filed as Exhibit 5.1 and Exhibit 8.1 hereto).
23.6*	Consent of Arnold & Porter LLP (included in the opinion filed as Exhibit 8.2 hereto).
24.1	Power of Attorney of (included on signature page).
25.1*	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of , the trustee under the indenture.
99.1**	Consent of Ric Clark.
99.2**	Consent of Bruce Flatt.
99.3**	Consent of Cyrus Madon.

* To be filed by amendment

** Previously filed

ITEM 37. UNDERTAKINGS.

The undersigned registrants hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act") may be permitted to directors, officers and controlling persons of each of the registrants pursuant to the provisions referenced in Item 34 of this registration statement, or otherwise, each of the registrants has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrants will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497 (h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on September 8, 2010.

NEW GGP, INC.

By: /s/ Adam Metz

Name: Adam Metz
Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on September 8, 2010.

Signature	Title
/s/ Adam Metz Adam Metz	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Steven Douglas Steven Douglas	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Thomas Nolan, Jr. Thomas Nolan, Jr.	Director, President and Chief Operating Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, State of Illinois, on September 8, 2010.

GENERAL GROWTH PROPERTIES, INC.

By: /s/ Adam Metz

Name: Adam Metz
Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on September 8, 2010.

Signature	Title
/s/ Adam Metz Adam Metz	Director and Chief Executive Officer (Principal Executive Officer)
/s/ Steven Douglas Steven Douglas	Chief Financial Officer and Executive Vice President (Principal Financial Officer)
* Thomas Nolan, Jr.	Director, President and Chief Operating Officer
* John Bucksbaum	Director and Chairman of the Board
* Debra Cafaro	Director
* Alan Cohen	Director
* Anthony Downs	Director

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Signature	Title
* John Haley	Director
* John Riordan	Director
* Sheli Rosenberg	Director
* Beth Stewart	Director

*By /s/ THOMAS NOLAN, JR.

Thomas Nolan, Jr.
Attorney-in-fact

Exhibit Index

Exhibit Number	Description of Exhibits
1.1*	Form of Underwriting Agreement.
2.1*	Plan of Reorganization filed with the United States Bankruptcy Court for the Southern District of New York on , 2010.
3.1*	Amended and Restated Certificate of Incorporation of New GGP, Inc.
3.2**	Restated Certificate of Incorporation of General Growth Properties, Inc. ("Existing GGP") (previously filed as Exhibit 3.1 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
3.3*	Amended and Restated Bylaws of New GGP, Inc.
3.4**	Second Amended and Restated Bylaws of Existing GGP (previously filed as Exhibit 3(ii).1 to Existing GGP's Current Report on Form 8-K dated November 18, 2008 which was filed with the SEC on November 21, 2008).
3.5**	Certificate of Designations, Preferences and Rights of Increasing Rate Cumulative Preferred Stock, Series I filed with the Delaware Secretary of State on February 26, 2007 (previously filed as Exhibit 3.3 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2006, which was previously filed with the SEC on March 1, 2007).
4.1*	Form of Common Stock Certificate.
4.2**	Rights Agreement dated July 27, 1993, between Existing GGP and certain other parties named therein (previously filed as Exhibit 4.2 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.3**	Amendment to Rights Agreement dated as of February 1, 2000, between Existing GGP and certain other parties named therein (previously filed as Exhibit 4.3 to Existing GGP's Registration Statement on Form 8-A12B which was filed with the SEC on March 3, 2010).
4.4**	Redemption Rights Agreement dated July 13, 1995, by and among GGP Limited Partnership (the "Operating Partnership"), Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.4 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.5**	Redemption Rights Agreement dated December 6, 1996, among the Operating Partnership, Forbes/Cohen Properties, Lakeview Square Associates, and Jackson Properties (previously filed as Exhibit 4.5 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.6**	Redemption Rights Agreement dated June 19, 1997, among the Operating Partnership, Existing GGP, and CA Southlake Investors, Ltd. (previously filed as Exhibit 4.6 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.7**	Redemption Rights Agreement dated October 23, 1997, among Existing GGP, the Operating Partnership and Peter Leibowits (previously filed as Exhibit 4.7 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.8**	Redemption Rights Agreement dated April 2, 1998, among the Operating Partnership, Existing GGP and Southwest Properties Venture (previously filed as Exhibit 4.8 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).

Exhibit Number	Description of Exhibits
4.9**	Redemption Rights Agreement dated July 21, 1998, among the Operating Partnership, Existing GGP, Nashland Associates, and HRE Altamonte, Inc. (previously filed as Exhibit 4.9 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.10**	Redemption Rights Agreement dated October 21, 1998, among the Operating Partnership, Existing GGP and the persons on the signature pages thereof (previously filed as Exhibit 4.10 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
4.11**	Redemption Rights Agreement (Common Units) dated July 10, 2002, by and among the Operating Partnership, Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.11 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.12**	Redemption Rights Agreement (Series B Preferred Units) dated July 10, 2002, by and among the Operating Partnership, Existing GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.12 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.13**	Redemption Rights Agreement (Common Units) dated November 27, 2002, by and among the Operating Partnership, Existing GGP and JSG, LLC (previously filed as Exhibit 4.13 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2008 which was filed with the SEC on February 27, 2009).
4.14**	Redemption Rights Agreement dated December 11, 2003, by and among the Operating Partnership, Existing GGP and Everitt Enterprises, Inc. (previously filed as Exhibit 4.14 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
4.15**	Redemption Rights Agreement dated March 5, 2004, by and among the Operating Partnership, Existing GGP and Koury Corporation (previously filed as Exhibit 4.15 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.16**	Registration Rights Agreement dated April 15, 1993, between Existing GGP, Martin Bucksbaum, Matthew Bucksbaum and the other parties named therein (previously filed as Exhibit 4.16 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.17**	Amendment to Registration Rights Agreement dated February 1, 2000, among Existing GGP and certain other parties named therein (previously filed as Exhibit 4.17 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
4.18**	Registration Rights Agreement dated April 17, 2002, between Existing GGP and GSEP 2002 Realty Corp (previously filed as Exhibit 4.18 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
4.19**	The Rouse Company and The First National Bank of Chicago (Trustee) Indenture dated as of February 24, 1995 (previously filed as Exhibit 4.24 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2010 which was filed with the SEC on April 30, 2010).
4.20**	The Rouse Company LP, TRC Co-Issuer, Inc. and The Bank of New York Mellon Corporation (Trustee) Indenture dated May 5, 2006 (previously filed as Exhibit 4.24 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2006 which was filed with the SEC on March 1, 2007).

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Exhibit Number	Description of Exhibits
4.21**	Indenture, dated as of April 16, 2007, between the Operating Partnership and The Bank of New York Mellon Corporation (previously filed as Exhibit 4.1 to Existing GGP's Current Report on Form 8-K dated April 16, 2007 which was filed with the SEC on April 19, 2007).
4.22*	Indenture, dated as of , 2010, between New GGP, Inc. and , as trustee
5.1*	Opinion of Weil, Gotshal & Manages LLP.
8.1*	Opinion re tax matters of Weil, Gotshal & Manges LLP.
8.2*	Opinion re tax matters of Arnold & Porter LLP.
10.1*	Third Amended and Restated Agreement of Limited Partnership of the Operating Partnership dated April 1, 1998 (the "LP Agreement").
10.2**	Third Amended and Restated Operating Agreement of GGPLP L.L.C. dated April 17, 2002 (the "LLC Agreement").
10.3**	Operating Agreement dated November 10, 1999, between the Operating Partnership, NYSCRF, and GGP/Homart II L.L.C. (previously filed as Exhibit 10.20 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.4**	Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated November 22, 2002 (previously filed as Exhibit 10.21 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.5**	Letter Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated January 31, 2003 (previously filed as Exhibit 10.22 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.6**	Second Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated January 31, 2003 (previously filed as Exhibit 10.23 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.7**	Third Amendment to the Operating Agreement of GGP/Homart II L.L.C. dated February 8, 2008 (previously filed as Exhibit 10.25 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
10.8**	Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated August 26, 2002, between the Operating Partnership, Teachers' Retirement System of the State of Illinois and GGP-TRS L.L.C. (previously filed as Exhibit 10.24 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.9**	First Amendment to Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated December 19, 2002 (previously filed as Exhibit 10.25 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.10**	Second Amendment to Amended and Restated Operating Agreement of GGP-TRS L.L.C. dated November 1, 2005 (previously filed as Exhibit 10.26 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2005 which was filed with the SEC on March 31, 2006).
10.11*	Summary of Non-Employee Director Compensation Program.

Exhibit Number	Description of Exhibits
10.12**	Contingent Stock Agreement, effective January 1, 1996, by The Rouse Company and in favor of and for the benefit of the Holders and the Representatives (as defined therein) (previously filed as Exhibit 10.30 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2007 which was filed with the SEC on February 27, 2008).
10.13**	Assumption Agreement dated October 19, 2004 by Existing GGP and The Rouse Company in favor of and for the benefit of the Holders and the Representatives (as defined therein) (previously filed as Exhibit 99.2 to Existing GGP's Registration Statement on Form S-3/A (No. 333-120373) which was filed with the SEC on December 23, 2004).
10.14**	Indemnity Agreement dated as of February 2006 by the Company and The Rouse Company, LP. (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 which was filed with the SEC on May 10, 2006).
10.15**	Existing GGP 1998 Incentive Stock Plan, as amended (previously filed as Exhibit 10.33 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.16**	Amendment dated November 9, 2006 and effective January 1, 2007 to Existing GGP 1998 Incentive Stock Plan (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 which was filed with the SEC on November 8, 2006).
10.17**	Form of Option Agreement pursuant to 1998 Incentive Stock Plan (previously filed as Exhibit 10.35 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.18**	Existing GGP Second Amended and Restated 2003 Incentive Stock Plan, effective December 18, 2008 (previously filed as Exhibit 10.36 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2008 which was filed with the SEC on February 27, 2009).
10.19**	Amendment to Existing GGP's Second Amended and Restated 2003 Incentive Stock Plan, effective March 1, 2010 (previously filed as exhibit 10.37 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.20**	Form of Option Agreement pursuant to 2003 Incentive Stock Plan (previously filed as Exhibit 10.38 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2009).
10.21**	Form of Employee Restricted Stock Agreement pursuant to the 2003 Incentive Stock Plan (previously filed as Exhibit 10.2 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 which was filed with the SEC on August 9, 2006).
10.22**	Form of Non-Employee Director Restricted Stock Agreement pursuant to the 2003 Incentive Stock Plan (previously filed as Exhibit 10.40 to Existing GGP's Annual Report on Form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.23**	Form of Restricted Stock Agreement pursuant to the Existing GGP 2003 Incentive Stock Plan, as amended (previously filed as Exhibit 10.1 to Existing GGP's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 which was filed with the SEC on May 8, 2008).

Exhibit Number	Description of Exhibits
10.24**	Employment Agreement dated as of November 2, 2008 by and among Existing GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.25**	Employment Agreement dated as of November 2, 2008 by and among Existing GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.2 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.26**	Amendment to Employment Agreement, dated as of March 6, 2009 by and among the Company, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009).
10.27**	Amendment to Employment Agreement, dated as of March 6, 2009 by and among the Company, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009).
10.28**	Non-Qualified Stock Option Agreement dated as of November 3, 2008 by and between Existing GGP and Adam S. Metz (previously filed as Exhibit 10.3 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.29**	Non-Qualified Option Agreement dated as of November 3, 2008 by and between Existing GGP and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.4 to Existing GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008).
10.30**	Existing GGP Key Employee Incentive Plan dated October 2, 2009 and effective October 15, 2009 (previously filed as Exhibit 10.47 to Existing GGP's Annual Report on Form 10-K for the year ended December 31, 2009 which was filed with the SEC on March 1, 2010).
10.31**	Existing GGP Cash Value Added Incentive Compensation plan dated June 9, 1999 (previously filed as Exhibit 10.51 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.32**	Amendment to Existing GGP Cash Value Added Incentive Compensation plan, effective January 1, 2007 (previously filed as Exhibit 10.52 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.33**	2009 and 2010 Subplan to Existing GGP Cash Value Added Incentive Compensation plan (previously filed as Exhibit 10.53 to Existing GGP's Annual Report on form 10-K/A for the year ended December 31, 2009 which was filed with the SEC on April 30, 2010).
10.34**	Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, between REP Investments LLC, an affiliate of Brookfield Asset Management Inc. and Existing GGP (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).
10.35**	Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Existing GGP (previously filed as Exhibit 10.3 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).

Exhibit Number	Description of Exhibits
10.36**	Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between Pershing Square Capital Management, L.P. on behalf of Pershing Square, L.P., Pershing Square II, L.P., Pershing Square International, Ltd. and Pershing Square International V, Ltd. and Existing GGP (previously filed as Exhibit 10.2 to Existing GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010).
10.37*	Escrow Agreement, dated as of , 2010, among New GGP, Inc., and .
10.38**	Warrant and Registration Rights Agreement, dated as of May 10, 2010, between Existing GGP and Mellon Investor Services LLC (previously filed as Exhibit 10.4 to Existing GGP's Current Report on Form 8-K dated May 7, 2010 which was filed with the SEC on May 13, 2010.
10.39**	Stock Purchase Agreement, dated as of July 8, 2010, between Teacher Retirement System of Texas and General Growth Properties, Inc. (previously filed as Exhibit 10.1 to Existing GGP's Current Report on Form 8-K which was filed with the SEC on July 13, 2010).
10.40*	Form of indemnification agreement for directors and executive officers.
11.1	Statement regarding computation of per share earnings (incorporated by reference to the Notes to the Selected Historical Consolidated Financial Statements included in Part I of this Registration Statement).
12.1	Statement regarding computation of ratio of earnings to fixed charges (incorporated by reference to the Notes to the Selected Historical Consolidated Financial Statements included in Part I of this Registration Statement).
21.1*	List of Subsidiaries of New GGP, Inc.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Existing GGP.
23.2	Consent of Deloitte & Touche LLP, Independent Registered Accounting Firm, relating to New GGP, Inc.
23.3	Consent of KPMG LLP, Independent Registered Public Accounting Firm, relating to GGP/Homart II, L.L.C.
23.4	Consent of KPMG LLP, Independent Registered Accounting Firm, relating to GGP-TRS L.L.C.
23.5*	Consent of Weil, Gotshal & Manages LLP (included in the opinions filed as Exhibits 5.1 and 8.1 hereto).
23.6*	Consent of Arnold & Porter LLP (included in the opinion filed as Exhibit 8.2 hereto).
24.1	Power of Attorney of (included on signature page).
25.1*	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of , the trustee under the indenture.
99.1**	Consent of Ric Clark.
99.2**	Consent of Bruce Flatt.
99.3**	Consent of Cyrus Madon.

* To be filed by amendment

** Previously filed

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Amendment No. 1 to Registration Statement No. 333-168111 of New GGP, Inc. of our report dated March 1, 2010 (July 15, 2010 as to the effects of the income statement reclassifications as described in Note 2) relating to the consolidated financial statements of General Growth Properties, Inc. (Debtor-in-Possession) and subsidiaries (the “Company”) (which report expresses an unqualified opinion on those consolidated financial statements and includes explanatory paragraphs regarding the Company’s bankruptcy proceedings, the Company’s ability to continue as a going concern, and the Company’s change in methods of accounting for noncontrolling interests and convertible debt instruments) appearing in the Prospectus, which is part of this Registration Statement and of our report dated March 1, 2010 relating to the consolidated financial statement schedule of the Company appearing elsewhere in the Registration Statement.

We also consent to the reference to us under the heading “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP

Chicago, Illinois
September 7, 2010

EXHIBIT 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Amendment No. 1 to Registration Statement No. 333-168111 of our report dated July 15, 2010 relating to the balance sheet as of July 2, 2010 (capitalization) of New GGP, Inc. appearing in the Prospectus, which is part of this Registration Statement.

We also consent to the reference to us under the heading “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP

Chicago, Illinois
September 7, 2010

Exhibit 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Members
GGP/Homart II L.L.C.

We consent to the use of our report dated February 24, 2010, included herein, with respect to the consolidated balance sheets of GGP/Homart II L.L.C. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income and comprehensive income, changes in capital, and cash flows for each of the years in the three-year period ended December 31, 2009 (not presented separately herein), and to the reference to our firm under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-11 of New GGP, Inc.

/s/ KPMG LLP

Chicago, Illinois
September 7, 2010

Exhibit 23.4

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Members
GGP-TRS L.L.C.

We consent to the use of our report dated February 24, 2010, included herein, with respect to the consolidated balance sheets of GGP-TRS L.L.C. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income and comprehensive income, changes in members' capital and cash flows for each of the years in the three-year period ended December 31, 2009 (not presented separately herein), and to the reference to our firm under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-11 of New GGP, Inc.

/s/ KPMG LLP

Chicago, Illinois
September 7, 2010