

GENERAL GROWTH PROPERTIES INC

FORM S-11/A

(Securities Registration: Real Estate Company)

Filed 10/15/10

| | |
|-------------|---|
| Address | 110 N WACKER DRIVE STE 3100 CHICAGO, IL 60606 |
| Telephone | 3129605000 |
| CIK | 0000895648 |
| Symbol | GGP |
| SIC Code | 6798 - Real Estate Investment Trusts |
| Industry | Real Estate Operations |
| Sector | Services |
| Fiscal Year | 12/31 |

As filed with the Securities and Exchange Commission on October 15, 2010

Registration No. 333-168111

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2 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
Chief Executive Officer
New GGP Inc.
110 N. Wacker Drive
Chicago, IL 60606
(312) 960-5000

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent For Service)

Copies to:

Matthew D. Bloch, Esq.
Heather L. Emmel, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York
(212) 310-8000 (Phone)
(212) 310-8007 (Fax)

Michael J. Zeidel, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York
(212) 735-3000 (Phone)
(212) 735-2000 (Fax)

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) |
|--------------------------------------|----------------------------|--|--|-------------------------------|
|--------------------------------------|----------------------------|--|--|-------------------------------|

| | | | | |
|--|-----------------|---|-----------------|--------------|
| Common Stock, par value \$0.01 per share | \$2,250,000,000 | — | \$2,250,000,000 | \$160,425(4) |
|--|-----------------|---|-----------------|--------------|

- (1) Represents the aggregate principal amount of Common Stock issued hereunder. 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) Previously paid.

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.

**EXPLANATORY NOTE
(NOT PART OF THE PROSPECTUS)**

New GGP, the issuer of the common stock registered hereby, is a newly-formed, indirect finance subsidiary of General Growth Properties, Inc. ("Old GGP") and prior to Old GGP's emergence from bankruptcy (as described below) will not have any prior operations or material assets or liabilities. Upon Old GGP's emergence from bankruptcy, which is expected to occur prior to the commencement and 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 Old GGP and certain of its subsidiaries:

- New GGP will become the indirect parent corporation of Old GGP;
- New GGP will be renamed General Growth Properties, Inc. and Old GGP will continue to exist and be renamed GGP, Inc.;
- New GGP will become the successor registrant to Old GGP and will file Exchange Act reports in lieu of Old GGP; and
- New GGP's common stock will be listed on the NYSE under the symbol "GGP".

262 debtors consisting of Old GGP's domestic subsidiaries, representing approximately \$14.9 billion of debt have emerged from bankruptcy and 126 debtors, including Old GGP and certain holding company subsidiaries, representing approximately \$6.9 billion of debt remain subject to bankruptcy proceedings. Old GGP's emergence from bankruptcy is expected to be funded with the proceeds from the following transactions:

- \$6.3 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 approximately \$2,309 million, affiliates of Fairholme Funds, Inc. ("Fairholme") in the amount of approximately \$2,507 million, affiliates of Pershing Square Capital Management ("Pershing Square," and together with Brookfield Investor and Fairholme, the "Plan Sponsors") in the amount of approximately \$1,003 million and affiliates of Blackstone Real Estate Partners VI L.P. ("Blackstone") in the amount of approximately \$481 million;
- a \$500 million investment in New GGP's common stock by Teacher Retirement System of Texas ("Texas Teachers"); and
- \$2.2 billion of reinstated indebtedness and replacement 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, which is not currently anticipated to be necessary).

We expect to use the net proceeds of this offering to repurchase \$1.8 billion of the common stock issued to Fairholme, Pershing Square and Texas Teachers on the effective date of the Plan and to prepay the \$350.0 million Pershing Square Bridge Notes described below. The investment agreements with Fairholme, Pershing Square and Texas Teachers permit New GGP to use the proceeds of a sale of common stock of New GGP, including the common stock offered hereby, for not less than \$10.50 per share (net of all underwriting and other discounts, fees and related consideration), to repurchase 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) within 45 days after the effective date of the Plan. In connection with our election to reserve Pershing Square's shares for repurchase as described above, 35 million shares (representing \$350 million of Pershing Square's equity capital commitment) were designated as "put shares" in accordance with the Investment Agreement for Pershing Square. The payment for these 35 million shares will be fulfilled on the effective date of the Plan by the payment of cash to New GGP at closing in exchange for unsecured notes issued by New GGP to Pershing Square which will be payable six months from closing (the "Pershing Square Bridge Notes"). The Pershing Square Bridge Notes are prepayable at any time without premium or penalty. In addition, we have the right (the "put right") to sell up to 35 million shares of New GGP common stock, subject to reduction as provided in the

[Table of Contents](#)

Investment Agreement, to Pershing Square at \$10.00 per share (adjusted for dividends) within six months following the effective date of the Plan to fund the repayment of the Pershing Square Bridge Notes to the extent that they have not already been repaid.

See "Plan of Reorganization" for a description of the Plan, the Plan Sponsors', Texas Teachers' and Blackstone's 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 registration statement includes the financial statements and other financial data of Old GGP, which is the predecessor to New GGP, the issuer of the common stock being registered hereby.

We expect that the Plan will be confirmed and that Old GGP will emerge from bankruptcy in the fourth quarter of 2010. We intend to commence and complete the offering of common stock being registered hereby following Old GGP's emergence from bankruptcy. Accordingly, the information presented in the prospectus contained in this registration statement is presented, to the extent possible and now known by us, as if the closing of the transactions described above and Old GGP's emergence from bankruptcy pursuant to the Plan described in the prospectus have occurred. Any material changes in the Plan as confirmed by the Bankruptcy Court, which is scheduled to occur in late October 2010, will be reflected in a subsequent amendment to this registration statement.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion Dated October 15, 2010

Shares



New GGP, Inc.

Common Stock

This is an offering of _____ shares of common stock of New GGP, Inc. All of the shares of common stock are being sold by New GGP, which will be the indirect parent corporation of General Growth Properties, Inc., or Old GGP, following its emergence from bankruptcy. The proceeds of this offering will be used to repurchase shares of New GGP's common stock and certain debt securities issued by New GGP to fund Old GGP's emergence from bankruptcy.

We expect the public offering price to be between \$ _____ and \$ _____ per share. Upon Old GGP's emergence from bankruptcy, which is expected to occur before completion of this offering, we expect that the common stock will be listed on the New York Stock Exchange under the symbol "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 2010, subject to satisfying the REIT qualification requirements at such time.

Shares of the common stock will be subject to ownership and transfer limitations in New GGP's charter that are intended to assist New GGP in qualifying and maintaining its qualification as a REIT, including, subject to certain exceptions, a 9.9% ownership limit.

See "Risk Factors" beginning on page 17 to read about factors you should consider before buying shares of the common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

| | Per Share | Total |
|----------------------------------|-----------|----------|
| Initial price to public | \$ _____ | \$ _____ |
| Underwriting discount | \$ _____ | \$ _____ |
| Proceeds, before expenses, to us | \$ _____ | \$ _____ |

To the extent that the underwriters sell more than _____ shares of common stock, the underwriters have the option to purchase up to an additional _____ shares from New GGP at the initial price to the public less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on _____, 2010.

Prospectus dated _____, 2010

TABLE OF CONTENTS

| | <u>Page</u> |
|--|-------------|
| PROSPECTUS SUMMARY | 1 |
| RISK FACTORS | 17 |
| CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS | 32 |
| PLAN OF REORGANIZATION | 34 |
| USE OF PROCEEDS | 52 |
| PUBLIC MARKET FOR OUR COMMON STOCK | 53 |
| DIVIDEND POLICY | 54 |
| CAPITALIZATION | 55 |
| DILUTION | 57 |
| SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA | 59 |
| UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION | 62 |
| MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS | 80 |
| INDUSTRY AND MARKET DATA | 113 |
| BUSINESS | 118 |
| MANAGEMENT | 149 |
| EXECUTIVE COMPENSATION | 157 |
| SECURITY OWNERSHIP | 175 |
| CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS | 177 |
| DESCRIPTION OF CERTAIN INDEBTEDNESS | 179 |
| DESCRIPTION OF COMMON STOCK | 186 |
| UNDERWRITING | 191 |
| UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS | 197 |
| LEGAL MATTERS | 214 |
| EXPERTS | 214 |
| WHERE YOU CAN FIND ADDITIONAL INFORMATION | 215 |
| INDEX TO FINANCIAL STATEMENTS | F-1 |

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.

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 THHC, as described below. 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 Old 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 THHC or the other transactions described in this prospectus.

As used herein, "Old GGP" refers to General Growth Properties, Inc., prior to the consummation of the Plan and related restructuring transactions; "New GGP" refers to General Growth Properties, Inc. following Old GGP's emergence from bankruptcy, formerly known as New GGP, Inc.; "GGPLP" or the "Operating Partnership" refer to GGP Limited Partnership, the partnership through which substantially all of our business is conducted; "THHC" or "Spinco" refers to The Howard Hughes Corporation (formerly known as Spinco, Inc.), a newly formed company that will hold certain assets and liabilities currently owned by Old GGP and its subsidiaries, and the stock of which will be distributed to the stockholders of Old 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 \$125.2 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 \$309.3 million and \$1,129.7 million, respectively.

In April 2009, Old 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. 262 Debtors representing approximately \$14.9 billion of debt have emerged from bankruptcy and 126 Debtors, including Old 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, Old GGP, along with the other TopCo Debtors, filed with the Bankruptcy Court the third amended and restated plan of reorganization, as supplemented on September 30, 2010 (the "Plan") and related third amended and restated disclosure statement (the "Disclosure Statement"). On , 2010, the Bankruptcy Court entered an order confirming the Plan. The Plan became effective and Old GGP emerged from bankruptcy on , 2010 (the "Effective Date"). 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 on a historical basis, excluding properties that we transferred to THHC as well as de minimis properties, including international operations, and other corporate non-property interests.

| Category | Number of Properties | Mall and Freestanding GLA(1) (millions of square feet) | Year Ended December 31, 2009 | | |
|----------------------------------|----------------------|--|---|--|------------------|
| | | | 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 comparable sales for the year ended December 31, 2009 divided by the comparable square footage for the same period. We include in our calculations of comparable sales and comparable square footage properties that have been owned and operated for the entire time during the twelve month period and exclude properties at which significant physical or merchandising changes have been made.
- (3) Old 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 presents Old GGP's total NOI for the year ended December 31, 2009 but excludes \$(109.2) million of NOI attributable to master planned communities for the year ended December 31, 2009, which was distributed to THHC, and \$71.0 million of NOI attributable to other assets distributed to THHC, international operations and other corporate non-property interests for the year ended December 31, 2009. For a calculation of NOI, see note (5) to "Summary Historical and Pro Forma Consolidated Financial Information."
- (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 Old GGP's emergence from bankruptcy, we will benefit from a flexible balance sheet with substantially reduced consolidated near-term debt maturities. As of the Effective Date, we expect 5.8% (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 \$18.1 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. On the Effective Date, the weighted average interest rate on our consolidated debt is expected to be %. In addition, we have the right to prepay recently restructured mortgage debt without incurring any prepayment penalties.
- **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 17 of this prospectus prior to deciding whether to invest in our common stock. 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 _____, 2010, the Bankruptcy Court entered an order confirming the TopCo Debtors' Plan. On _____, 2010 the Plan became effective and the TopCo Debtors, including Old GGP, emerged from bankruptcy. New GGP, the issuer of the common stock offered hereby, was a newly-formed indirect finance subsidiary of Old GGP prior to Old GGP's emergence from bankruptcy and had no prior operations or material assets or liabilities prior to the Effective Date. Upon Old GGP's emergence from bankruptcy and pursuant to a series of restructuring transactions under the Plan, New GGP became the indirect parent corporation of Old GGP. New GGP will file Exchange Act reports as a successor to Old GGP and will be listed on the NYSE under the symbol GGP. The Plan set forth the manner in which the prepetition creditors' and equity holders' various claims against and interests in the TopCo Debtors were to be treated.

The Plan and Disclosure Statement are 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 Old 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 our common stock.

Funding of the Plan

The TopCo Debtors required approximately \$9.0 billion to fund their emergence from bankruptcy using the proceeds of the following transactions as described in more detail below:

- \$6.3 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 approximately \$2,309 million, affiliates of Fairholme Funds, Inc. ("Fairholme") in the amount of approximately \$2,507 million, affiliates of Pershing Square Capital Management ("Pershing Square," and together with Brookfield Investor and Fairholme, the "Plan Sponsors") in the amount of approximately \$1,003 million and affiliates of Blackstone Real Estate Partners VI L.P. ("Blackstone") in the amount of approximately \$481 million;
- a \$500 million investment in New GGP's common stock by Teacher Retirement System of Texas ("Texas Teachers"); and
- \$2.2 billion of reinstated indebtedness and replacement indebtedness.

These proceeds were used to fund distributions pursuant to the Plan, fees and expenses, general working capital needs after emergence and other general corporate purposes.

Upon the consummation of the Plan and after giving effect to this offering, including the use of proceeds therefrom assuming an offering price of \$ (the midpoint of the range set forth on the cover of this prospectus), we expect that Old GGP's stockholders will own % (a minority of New GGP common stock), and Brookfield Investor will own %, Fairholme will own %, Pershing Square will own %, Blackstone will own % and Texas Teachers will own % of New GGP's common stock.

Investment Agreements—Investment Agreements with Plan Sponsors and Blackstone Designation

In order to fund a portion of the Plan, Old GGP entered into investment agreements (collectively, the "Investment Agreements") with the Plan Sponsors. The Investment Agreements committed the Plan Sponsors 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 THHC at a value of \$47.619048 per share. The Plan Sponsors entered into agreements with Blackstone whereby Blackstone subscribed for approximately 7.6% of the New GGP common stock and 7.6% of the THHC 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, in connection therewith, Blackstone received an allocation of each Plan Sponsor's Permanent Warrants as described below (the "Blackstone Designation").

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 Old GGP's common stock at \$15.00 per share. Upon consummation of the Plan, these warrants were cancelled and warrants to purchase 120 million shares of common stock of New GGP and 8 million shares of common stock of THHC were issued to the Plan Sponsors and Blackstone as described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

Investment Agreement—Texas Teachers

Old GGP also entered into an investment agreement with Texas Teachers pursuant to which Texas Teachers committed to fund \$500.0 million for new equity capital of New GGP at a value of \$10.25 per share. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreement—Texas Teachers."

Credit Facilities

We have obtained a commitment for a new \$1.5 billion five-year secured term loan and a \$300 million revolving credit facility. The term loan would have been used to fund a portion of the Plan in the event that the Bankruptcy Court determined that reinstatement of the Rouse notes was not permitted as currently contemplated by the Plan. The objection deadline has passed without objection to reinstatement treatment by the holders of the Rouse notes. Accordingly, we do not intend to enter into the term loan. We intend to enter into the revolving credit facility; none of which will be used to consummate the Plan. See "Description of Certain Indebtedness—Senior Secured Credit Facilities."

Clawback Elections

On October 11, 2010, New GGP gave a notice to the investors whereby New GGP preserved the right to repurchase within 45 days after the Effective Date up to 155 million shares (representing \$1.55 billion of the shares issued to Fairholme and Pershing Square on the Effective Date) at \$10.00 per share and up to approximately 24.4 million shares (representing \$250.0 million of the shares issued to Texas Teachers on the Effective Date) at \$10.25 per share with the proceeds this offering. In order to be entitled to repurchase such shares, the price per share of common stock issued in this offering must be at least \$10.50 per share (net of all underwriting and other discounts, fees and related consideration). In connection with our election to reserve shares for repurchase, we paid to Fairholme and Pershing Square, as applicable, in cash on the Effective Date, an amount equal to \$0.25 per reserved share (approximately \$38.75 million in the aggregate). No fee was required to be paid to Texas Teachers.

In connection with our election to reserve Pershing Square's shares for repurchase as described above, 35 million shares (representing \$350 million of Pershing Square's equity capital commitment) were designated as "put shares" in accordance with the Investment Agreement for Pershing Square. The payment for these 35 million shares was fulfilled on the Effective Date by the payment of cash to New GGP at closing in exchange for unsecured notes issued by New GGP to Pershing Square which will be payable six months from closing (the "Pershing Square Bridge Notes"). The Pershing Square Bridge Notes are prepayable at any time without premium or penalty. In addition, we have the right (the "put right") to sell up to 35 million shares of our common stock, subject to reduction as provided in the 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. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

We will use the proceeds of this offering to repurchase the reserved shares and to prepay the Pershing Square Bridge Notes as described above.

Spinco Note

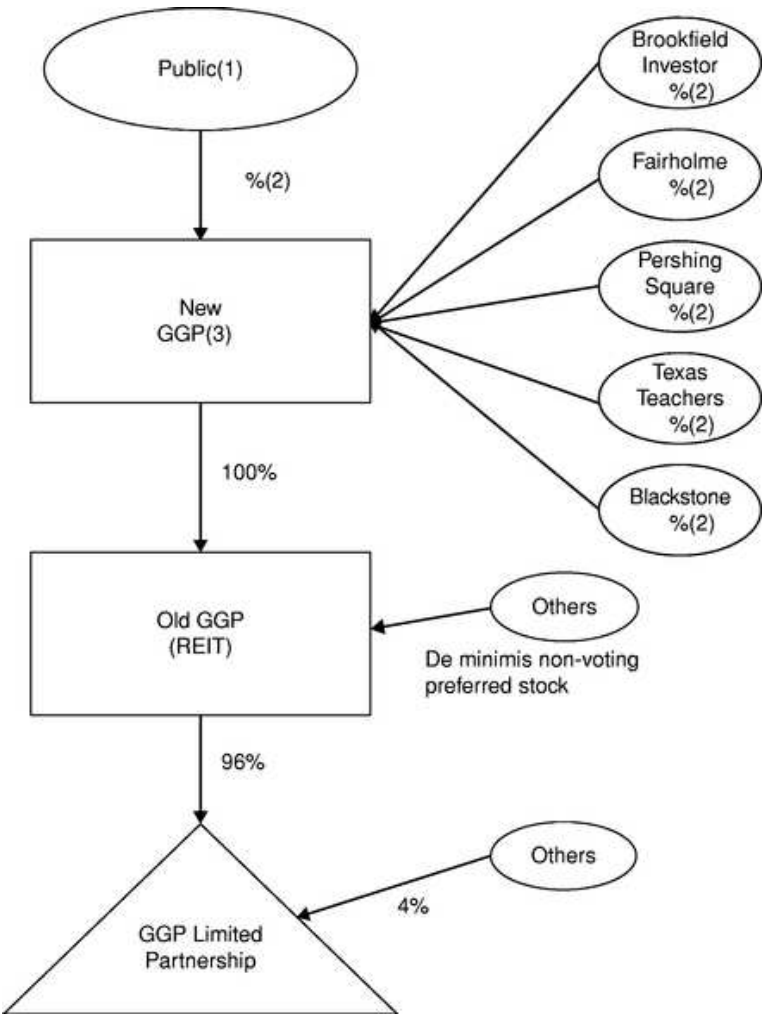
Pursuant to the Investment Agreements, under certain circumstances, THHC or one of its subsidiaries may be required to issue a note (the "Spinco Note") in favor of GGPLP and GGPLP will indemnify THHC or one of its subsidiaries with respect to certain tax liabilities. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Spinco Note and Tax 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, Blackstone and Texas Teachers invested, directly or indirectly into New GGP, which following the Effective Date, indirectly owns Old GGP. See "Plan of Reorganization—Restructuring Transactions." Our simplified ownership and corporate structure immediately following the consummation of the Plan, including the distribution of THHC, and after giving effect to this offering and the use of proceeds therefrom are set forth below:



-
- (1) The Public includes stockholders of Old GGP, who will receive common stock of New GGP pursuant to the Plan, and purchasers of the common stock offered hereby.
 - (2) Ownership percentages assume an offering price of \$, the midpoint of the range set forth on the cover of this prospectus.
 - (3) 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 Old GGP emerges from bankruptcy. Such election would be retroactive to the beginning of such taxable year.

The Offering

| | |
|--|--|
| Common stock we are offering | shares (shares if the underwriters exercise their option to purchase additional shares in full). |
| Common stock to be outstanding immediately after this offering | shares (shares if the underwriters exercise their option to purchase additional shares in full). |
| Use of proceeds | We estimate the net proceeds to us from this offering after expenses will be approximately \$, or approximately \$ if the underwriters exercise their option to purchase additional shares in full, assuming an offering price of \$ per share, the midpoint of the range indicated on the cover of this prospectus. We will use the net proceeds of this offering to repurchase shares of New GGP common stock from Fairholme, Pershing Square and Texas Teachers and to prepay the Pershing Square Bridge Notes as contemplated by the Investment Agreements and the investment agreement with Texas Teachers. See "Use of Proceeds." |
| Listing | New GGP's common stock is not currently listed on any national securities exchange, but we expect that it will be listed on the NYSE as of the Effective Date. An application has been 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 17 and the other information included in this prospectus in deciding whether to invest in our common stock. |
| United States Federal Income Tax Considerations | For U.S. federal income tax consequences of the holding and disposition of shares of our common stock, see "United States Federal Income Tax Considerations." |

Unless otherwise indicated, the number of shares of common stock to be outstanding after this offering:

- excludes shares of our common stock issuable upon exercise of stock options that we issued at the Effective Date of the Plan; shares of our common stock, nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock and other stock-based awards reserved for future grants under our 2010 Equity Incentive Plan, the Old GGP 2003 Incentive Stock Plan, the Old GGP 1998 Incentive Stock Plan and the Old GGP 1993 Stock Incentive Plan; and shares of common stock issuable upon exercise of warrants or conversion and redemption or conversion of GGPLP units; and
- includes shares of restricted stock subject to vesting.

In addition, unless otherwise indicated, the information in this prospectus assumes no exercise of the underwriters' option to purchase up to additional shares from us.

Summary Historical and Pro Forma Consolidated Financial Information

The following table sets forth summary historical consolidated operating, balance sheet and other financial data of Old 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 Old GGP, which gives effect to the pro forma adjustments described below and in "Unaudited Pro Forma Condensed Consolidated Financial Information." Prior to the Effective Date, Old GGP was our indirect parent company, but upon its emergence from bankruptcy, it became our indirect subsidiary. 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 Old 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 Old GGP's unaudited consolidated financial statements included elsewhere in this prospectus, each of which has been prepared on a basis consistent with Old 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 Old 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 Old GGP to THHC and the distribution of THHC common stock to the Old GGP stockholders and GGPLP common unitholders, in each case pursuant to the Plan;
- the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Old GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors, Blackstone and Texas Teachers of \$6.3 billion in the common stock of New GGP and the Pershing Square Bridge Notes and the exchange of the common stock of Old GGP for the common stock of New GGP on a one-for-one basis;
- the issuance of the \$2.25 billion of common stock offered by this prospectus at an assumed price of \$ per share (the midpoint of the range set forth on the cover of this prospectus) and the repurchase, after reduction of the gross proceeds for fees and offering expenses, of \$1.8 billion of common stock issued to Pershing Square, Fairholme and Texas Teachers on the Effective Date and prepayment of the \$350.0 million Pershing Square Bridge Notes; 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, Old 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 | 37,179 | 43,887 | 82,210 | |
| 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 | 1,476,542 | 1,475,020 | 2,946,515 | |
| 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 | 75,253 | 77,477 | 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 | 30,787 | 273,218 | 543,127 | |
| 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 | 1,167,281 | 1,423,162 | 2,821,322 | |
| Operating income (loss) | \$ 532,435 | \$ 98,154 | \$ (161,334) | \$ 1,228,571 | \$ 1,077,861 | \$ 309,261 | \$ 51,858 | \$ 125,193 | |
| Income (loss) from continuing operations | | | | | | | | | |
| | \$ (61,687) | \$ (562,725) | \$ (1,303,861) | \$ (36,372) | \$ 347,597 | \$ (203,355) | \$ (551,815) | \$ (1,043,611) | |
| Basic and diluted earnings (loss) per share(3) | | | | | | | | | |
| | \$ (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(4): | | | | | | | | | | |
| Operating Partnership | \$ 341,771 | \$ (107,731) | \$ (421,384) | \$ 833,086 | \$ 1,083,439 | \$ 395,599 | \$ 59,736 | \$ 176,558 | | |
| Less: | | | | | | | | | | |
| Allocation to Operating Partnership limited common unitholder | (7,667) | 2,693 | 10,052 | (136,896) | (190,740) | (8,519) | (558) | (6,035) | | |
| Old GGP stockhold | 334,104 | (105,038) | (411,332) | 696,190 | 892,699 | 387,080 | 59,178 | 170,523 | | |
| NOI(5) | 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(6) | 23,371,741 | 24,251,988 | 23,801,621 | 24,587,584 | 24,182,605 | 17,887,482 | | | | |
| EBITDA(7) | 1,105,377 | 646,156 | 1,015,193 | 2,369,895 | 2,170,517 | 1,297,213 | 843,870 | 1,692,960 | | |
| Adjusted EBITDA (7) | 1,118,544 | 1,152,407 | 2,207,530 | 2,455,954 | 2,299,607 | 1,287,987 | 903,402 | 1,753,630 | | |
| 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) | | | | | | | | | | |
| (8) | 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(9) | 14.3% | 14.4% | 14.7% | 13.3% | 12.5% | 14.3% | 14.4% | 14.5% | | |
| Tenant sales per square foot(10) | \$ 418 | \$ 417 | \$ 406 | \$ 438 | \$ 462 | \$ 418 | \$ 428 | \$ 410 | | |
| Ratio of Net Debt(6) to Adjusted EBITDA (7) | — | — | 10.8x | 10.0x | 10.5x | — | — | — | | |

| | Historical | | | |
|---------------------------------------|------------------------|--------------------------------|------------|-------------------------------------|
| | As of June 30, 2010 | As of December 31, 20092008 | | Pro Forma As of June 30, 2010 |
| | | (In thousands) | | |
| Balance Sheet data: | | | | |
| Cash and cash equivalents | \$ 548,265 | \$ 654,396 | \$ 168,993 | \$ 993,308 |
| Total assets | 27,837,383 | 28,149,774 | 29,557,330 | 31,927,639 |
| Mortgages, notes and loans payable | 23,920,006 | 24,456,017 | 24,756,577 | 18,880,790 |
| Total liabilities | 26,796,261 | 27,095,602 | 27,196,998 | 21,686,074 |
| Total stockholders' equity of Old GGP | 798,601 | 822,963 | 1,836,141 | 9,973,930 |

- (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) The pro forma basic and diluted earnings (loss) per share assumes an offering price of \$, the midpoint of the range set forth on the cover of this prospectus. A \$1.00 increase (decrease) in the assumed offering price would increase (or decrease) pro forma basic and diluted earnings (loss) per share by \$, \$ and \$ for the six months ended June 30, 2010, the six months ended June 30, 2009 and the year ended December 31, 2009, respectively.
- (4) 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 | \$ 387,080 | \$ 59,178 | \$ 170,523 |
| 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 | 395,599 | 59,736 | 176,558 |
| 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) | 399 | 12,308 | 30,979 |
| Net income (loss) attributable to common stockholders | \$ (65,871) | \$ (554,481) | \$ (1,284,689) | \$ 4,719 | \$ 273,642 | \$ (203,673) | \$ (540,875) | \$ (1,014,911) |

- (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.
- (5) 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 | | Years Ended December 31, | | | Six Months Ended | Six Months Ended | Year Ended |
| | June 30, | | 2009 | 2008 | 2007 | June 30, | June 30, | December 31, |
| | 2010 | 2009 | | | | 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 | 37,179 | 43,887 | 82,210 |
| Property management and other costs | (83,949) | (85,609) | (176,876) | (184,738) | (198,610) | (75,253) | (77,477) | (159,831) |
| 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) | (30,787) | (273,218) | (543,127) |
| 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 | \$ 309,261 | \$ 51,858 | \$ 125,193 |

- (6) Net debt is not a defined term under GAAP. It is defined as total debt less cash and cash equivalents.
- (7) 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 Old 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 | \$ 1,287,987 | \$ 903,402 | \$ 1,753,630 |
| 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 | 1,297,213 | 843,870 | 1,692,960 |
| 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) | (1,456,532) |
| (Provision 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 | \$ (203,673) | \$ (540,875) | \$ (1,014,911) |

- (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 Old GGP filed for Chapter 11 protection on April 16, 2009.
- (8) 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.
- (9) 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.
- (10) 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. We include in our calculations of comparable sales and comparable square footage properties that have been owned and operated for the entire time during the twelve month period and exclude properties at which significant physical or merchandising changes have been made.

RISK FACTORS

An investment in our common stock 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 common stock 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 chains 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 risks due to various economic factors that are beyond our control

Although Old 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. Old 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, our properties in the Gulf of Mexico region could 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

We are a holding company with no operations of our own and will depend on our subsidiaries for cash

Our operations are conducted almost entirely through our subsidiaries. Our 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 our subsidiaries through dividends or distributions, and our ability to generate cash to meet our debt service obligations is further limited by our subsidiaries' ability to make such dividends, distributions or intercompany loans. Our subsidiaries' ability to pay any dividends or distributions to us are limited by their obligations to satisfy their own obligations to their creditors and preferred stockholders before making any dividends or distributions to us. In addition, Delaware law imposes requirements that may restrict our ability to pay dividends to holders of our 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.

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

We have agreed to elect to be treated as a REIT in connection with the filing of our tax return for the year in which Old GGP emerges from bankruptcy, subject to our 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. We 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, we expect to distribute 100% of our capital gains and ordinary income to shareholders annually. For 2010 and 2011, we intend to make 90% of this distribution in New GGP common stock and 10% in cash. Beginning in 2012, we expect to make a maximum of 80% of this distribution in New GGP common stock and a minimum of 20% of this distribution in cash. We may not have sufficient liquidity to meet these distribution standards.

If, with respect to any taxable year, we fail to maintain our 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 our REIT subsidiaries (including Old GGP) fail to qualify as a REIT, such failure could result in our loss of its REIT status. The corporate level income tax, including any applicable alternative minimum tax, would apply to our 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 we would no longer be required to make distributions. In addition, unless we were entitled to relief under the relevant statutory provisions, we 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

Our amended and restated certificate of incorporation and amended and restated bylaws 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 representations 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. 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 our bylaws. Our amended and restated bylaws will contain the following limitations:

- the inability of stockholders to act by written consent;
- restrictions on the ability of stockholders to call a special meeting without 15% or more of the voting power of the issued and outstanding shares entitled to vote generally in the election of directors; and
- rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings.

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.

Old GGP is currently involved in an SEC inquiry

In July 2010, Old 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. Old GGP intends to continue to cooperate fully with the SEC with respect to the investigation. While Old GGP cannot predict the outcome of this investigation with certainty, based on the information currently available to it, Old 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

We may be subject to litigation as a result of the Plan

We cannot assure you that Old GGP's stakeholders will not contest the Plan through litigation following Old 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.

Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 THHC'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 THHC. 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 Old GGP, New GGP, THHC 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 our common stock.

We cannot be certain that the Chapter 11 Cases will not adversely affect our operations going forward. Old 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 Old GGP will emerge from bankruptcy upon consummation of the Plan, we cannot assure you that Old 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 Old GGP's emergence from bankruptcy could adversely affect our operations.

The Plan Sponsors may have substantial control of us, and their interests may not be aligned with yours

The proceeds of this offering will be used to repurchase shares of our common stock held by Pershing Square and Fairholme as described in this prospectus. After giving effect to the use of proceeds of this offering, we expect that Brookfield Investor, Pershing Square and Fairholme will beneficially own approximately %, % and %, respectively, of the shares of New GGP common stock (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 have entered 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 our common stock. 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 common stock 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 will 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 will have approximately \$20.6 billion aggregate principal amount of indebtedness outstanding, including \$1.041 billion of reinstated Rouse notes, \$608.7 million of replacement Rouse notes, approximately \$206.2 million of reinstated trust preferred securities, approximately \$1.25 million of reinstated GGPLP 3.98% exchangeable notes, approximately \$16.2 billion of consolidated secured debt and approximately \$2.5 billion of our share of unconsolidated debt. 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, Old 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 \$300.0 million 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 Certain 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 Old 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 Old 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, Old 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 Old 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

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

The common stock will be new securities and an active trading market for the common stock may not develop. An application has been made to list our common stock on the NYSE under the symbol "GGP." 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.

Old 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 Old 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 Old GGP re-listed on the NYSE) and _____, 2010, the intra-day price of Old GGP's common stock on the NYSE fluctuated between \$12.23 and \$ _____ 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 Old 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 our common stock.

The market price of our common stock may decline below the price per share of the common stock offered hereby, and as a result, you may not be able to resell your 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 price per share at issuance, or will not decline further below this 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 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 our common stock. The price per share in this offering 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, Texas Teachers, Blackstone and the Hughes heirs to the extent that we elect to settle such obligations with common stock. See "Plan of Reorganization") 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.

Risks Related to the Distribution of THHC

We may be required to indemnify THHC for certain tax liabilities

Pursuant to the Investment Agreements, New GGP may be liable to indemnify THHC from and against 93.75% of any and all losses, claims, damages, liabilities and reasonable expenses to which THHC and its subsidiaries become subject, in each case solely to the extent directly attributable to certain taxes related to sales in Old GGP's Master Planned Communities segment prior to March 31, 2010, in an amount up to the Indemnity Cap (as subsequently defined). 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. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Spinco Note and Tax Indemnity." In addition, if THHC is obligated to pay MPC

Taxes within 36 months after the Effective Date and New GGP is not then obligated to indemnify THHC as a consequence of the Indemnity Cap, then solely with respect to such payments, New GGP shall make such payments and increase the amount of the Spinco Note or enter into a similar promissory note with THHC.

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

New GGP and THHC may not achieve some or all of the expected benefits of the distribution of THHC, 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 THHC's assets from our other businesses. As a result, our diversification of revenue sources will diminish. Some of the assets being distributed to THHC may also compete directly with our properties in the future. For example, New GGP intends to enter into a transition services agreement with THHC, pursuant to which members of New GGP's management team will assist with transition services for THHC. 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 THHC 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:

- 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; and
- the redevelopment of our properties and expectations about current projects underway at our properties.

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 of significant variations from the projections filed in Bankruptcy Court and our actual financial results;
- 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 emergence from the bankruptcy protection of the Chapter 11 Cases and reflects the 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 and confirmed by the Bankruptcy Court as of 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 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 Old GGP for the purpose of this prospectus or be deemed to be incorporated by reference herein.

The Chapter 11 Cases

Old 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 Old 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."

At the time of Old GGP's filing, the Debtors, all of which are consolidated in Old GGP's consolidated financial statements, owned and operated 166 regional shopping centers in the aggregate. During the bankruptcy the non-Debtors continued their operations and were 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 were 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.

On _____, 2010, the Bankruptcy Court entered an order confirming the Plan. The Plan was effective and Old GGP emerged from bankruptcy on _____, 2010. Upon the consummation of the Plan and after giving effect to this offering, including the use of proceeds therefrom assuming an offering price of \$ _____ (the midpoint of the range set forth on the cover of this prospectus), we expect that Old GGP's stockholders will own _____ % (a minority of New GGP common stock), Brookfield Investor will own _____ %, Fairholme will own _____ %, Pershing Square will own _____ %, Blackstone will own _____ % and Texas Teachers will own _____ % of New GGP's common stock.

The Plan of Reorganization and Disclosure Statement

Filing of the Plan of Reorganization and Disclosure Statement

On August 27, 2010, Old 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 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 were treated.

Distribution of THHC

In conjunction with Plan, certain assets and liabilities of Old GGP were contributed to THHC. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—

Distribution of THHC." On or prior to the Effective Date, approximately 32.5 million shares of common stock of THHC were distributed or issued to the common and preferred unit holders of GGPLP, which includes Old GGP, and then Old GGP distributed its portion of such shares to holders of Old GGP common stock under the Plan. The distribution of shares was exempt from registration under the Securities Act pursuant to Section 1145 of the Bankruptcy Code. Neither Old GGP nor New GGP will retain any ownership interest in THHC.

Funding of the Plan

The TopCo Debtors funded their emergence from bankruptcy from the proceeds of the transactions described below. These proceeds were 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, Old 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 were 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 THHC. The Plan Sponsors entered into agreements with Blackstone whereby Blackstone subscribed for approximately 7.6% of the New GGP common stock and 7.6% of the THHC common stock issued to each of the Plan Sponsors on the Effective Date (for the same price as to be paid by such Plan Sponsors) and, in connection therewith, Blackstone received an allocation of each Plan Sponsor's Permanent Warrants. Pursuant to the Investment Agreements, Brookfield Investor invested \$2,309 million, Fairholme invested approximately \$2,507 million, and Pershing Square invested approximately \$1,003 million and Blackstone invested approximately \$481 million in New GGP through the purchase of New GGP common stock at a price of \$10.00 per share. Subject to certain limitations, these purchase commitments were permitted to 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.

In accordance with the Investment Agreements, up to 155 million shares (representing \$1.55 billion of the shares of our common stock issued to Fairholme and Pershing Square on the Effective Date) have been reserved for repurchase within 45 days after the Effective Date with the proceeds of this offering. In order to be entitled to repurchase such shares, the price per share of common stock in this offering must be at least \$10.50 per share (net of all underwriting and other discounts, fees and related consideration). In connection with our election to reserve shares for repurchase after the Effective Date, we paid to Fairholme and/or Pershing Square, as applicable, in cash on the Effective Date, an amount equal to \$0.25 per reserved share (or approximately \$38.75 million in the aggregate).

In connection with our election to reserve Pershing Square's shares for repurchase as described above, \$350 million of Pershing Square's equity capital commitment was 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 are 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 are 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. To the extent that the Pershing Square Bridge Notes are still outstanding 90 days after the Effective Date, New GGP will incur a fee equal to 2% per annum of the outstanding principal amount of the Pershing Square Bridge Notes. We will use the proceeds of this offering for the repurchase of shares described above, the repurchase of the Texas Teachers shares described below and the prepayment of the Pershing Square Bridge Notes.

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 Old 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. Upon consummation of the Plan contemplated by the Investment Agreements, the Interim Warrants were cancelled and new warrants (the "Permanent Warrants") to purchase common stock of New GGP and THHC were issued to each of the Plan Sponsors and Blackstone. In accordance with the Investment Agreements and the Blackstone Designation, New GGP issued 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, THHC issued to (1) Brookfield Investor warrants to purchase up to 3.83 million shares of THHC common stock, (2) Fairholme warrants to purchase up to 1.92 million shares of THHC common stock, (3) Pershing Investor warrants to purchase up to 1.92 million shares of THHC common stock and (4) Blackstone warrants to purchase up to 0.33 million shares of THHC 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 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 shares New GGP common stock issued to Fairholme and Pershing Investor are repurchased in accordance with Old GGP's clawback rights under the Investment Agreements. The Permanent Warrants held by each of Fairholme and Pershing Square may only be exercised upon 90 days' prior notice. The Permanent Warrants held by each of Brookfield Investor and Blackstone are immediately exercisable, subject to any lockup restrictions.

Preemptive Rights. 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 THHC common stock as necessary to allow them to maintain their respective proportionate ownership interests in New GGP and THHC on a fully diluted basis.

THHC Investment. Pursuant to the Investment Agreements, the Plan Sponsors and Blackstone purchased 5,250,000 shares of common stock of THHC at \$47.619048 per share on the Effective Date.

Board Rights. The Investment Agreements provide that the board of directors of New GGP will have nine members, three of whom were nominated by Brookfield Investor and one of whom was nominated by Pershing Square. Pershing Square's right to nominate directors only applies 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 were 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 Old GGP contained in the Investment Agreements shall be true and correct as of the closing date of the investments pursuant to the Investment Agreements;
- Old 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 THHC share distribution and the issuance by THHC of the THHC warrants shall have occurred in accordance with the Investment Agreements;
- certain actions taken by Old GGP relating to the contribution of assets to THHC shall be reasonably satisfactory to the Plan Sponsors and shall be in full force and effect;
- THHC 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 THHC common stock as set forth in the Investment Agreement that is more than:
 - 32,468,326, plus
 - a number equal to 0.1 multiplied by the number of shares of Old GGP common stock issued on or after March 26, 2010 and prior to the record date of the THHC distribution as a result of the exercise, conversion or exchange of any stock options or convertible securities of Old GGP outstanding on March 26, 2010 and employee stock options issued pursuant to Old GGP option plans, plus

- the number of shares of THHC common stock underlying the THHC 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 Old 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 (including shares issuable upon exercise of the GGP warrants) shall be authorized for listing on the NYSE, subject to official notice of issuance, and the shares of THHC common stock issuable to the Plan Sponsors (including shares issuable upon exercise of THHC warrants) 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 THHC, 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 THHC 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 of the following bullet relating to the mortgage or encumbrance of real property assets 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 Old GGP in connection with refinancings, or completion of negotiations in respect of its property level debt which Old 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, Old 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 Old GGP's certificate of incorporation other than to increase the authorized shares of Old 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 Old GGP's obligations under the Contingent Stock Agreement effective as of January 1, 1996 (such obligations, the "Hughes heirs obligations") (as further 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 Old 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 Old 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 shares of New GGP common stock sold to Pershing Square pursuant to the put right; provided, that if indebtedness under the Rouse Bonds or the Exchangeable Notes is reinstated under the Plan, or Old GGP shall have incurred New Debt, or between March 31, 2010 and the closing date of the investments Old 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 Old GGP from the issuance of New Debt and
 - (B) the net cash proceeds to Old 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 Old GGP nor any of its subsidiaries shall have issued or sold any shares of Old GGP's common stock or securities, warrants or options that are convertible into or exchangeable or exercisable for, or linked to the performance of, Old GGP's common stock other than, among other exceptions:
 - (a) pursuant to the exchange of Old 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 Old 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 Old 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 Old 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 THHC (or one of its subsidiaries, provided that such note is guaranteed by THHC) in favor of GGPLP; and
- the issuance of the Pershing Square Bridge Notes, if applicable.

Non-Control Agreements. The Plan Sponsors also entered into "Non-Control Agreements" with respect to New GGP that 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 will have 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,
 - affiliate transactions require approval of a majority of disinterested directors;
 - certain change of control transactions involving a stockholder that owns more than 10% of New GGP common stock on a fully diluted basis require approval of a majority of disinterested directors and a majority of voting power of the stockholders (other than such 10% or greater stockholder)
 - 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 all of its shares as it wishes with respect to its designees and, with respect to other nominees, may vote 10% of the outstanding New GGP common stock as it wishes, but must vote the rest of its shares in proportion to the other stockholders, and (b) Fairholme and Pershing Square may each vote 10% of the outstanding New GGP common stock as it wishes, but each must vote the rest of its shares in proportion to the other stockholders;
- in connection with any stockholder vote, if the New GGP board recommends that stockholders approve the matter, Brookfield Investor may vote against or in favor of such matter in its sole discretion, and, if the New GGP board recommends that the stockholders not approve the matter, Brookfield Investor may vote (a) against the matter, or (b) in favor of the matter, provided that if Brookfield Investor owns more than 30% of the outstanding New GGP common stock, 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, each of the Plan Sponsors entered into registration rights agreements with respect to their securities in New GGP and THHC. See "Certain Relationships and Related Party Transactions—Plan of Reorganization Agreements—Registration Rights Agreements."

Investment Agreement—Texas Teachers

Old GGP also entered into an investment agreement with Texas Teachers, pursuant to which Texas Teachers committed to fund \$500.0 million for new equity capital of New GGP at a value of \$10.25 per share. In accordance with the investment agreement, up to approximately 24.4 million shares (representing \$250.0 million of the shares of common stock issued to Texas Teachers on the Effective Date) have been reserved for repurchase within 45 days after the Effective Date. Old GGP will use the proceeds of this offering of common stock to repurchase such shares at a price of \$10.25 per share. No fee was required to be paid to Texas Teachers in connection with the repurchase election. Texas Teachers received customary piggyback registration rights pursuant to a registration rights agreement.

Credit Facilities

We obtained a commitment for a new \$1.5 billion five-year secured term loan to provide the additional funding necessary to consummate the Plan in the event that the Bankruptcy Court determined that reinstatement of certain indebtedness was not permitted. Although entry into the term loan was not a condition to the Investment Agreements, the consummation of the Plan was a condition, and the funds provided by the term loan would be necessary for emergence under the Plan if certain debt is not reinstated. Because no holders of the Rouse notes objected to the Plan treatment of the Rouse notes, we do not intend to enter into the term loan.

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. See "Description of Certain Indebtedness—Senior Secured Credit Facilities."

Spinco Note and Tax Indemnity

The Spinco Note, which is an ancillary agreement contemplated by the Investment Agreements with the Plan Sponsors, is designed to allocate value between New GGP (and, indirectly, the Plan Sponsors, who will be investing in New GGP) and THHC (and, indirectly, Old GGP's stockholders who, following the distribution of THHC's shares pursuant to the Plan, will be the majority stockholders of THHC), in a manner that is similar to a post-closing purchase price adjustment in the acquisition of a business. The purchase price per share of New GGP common stock which the Plan Sponsors are committed to pay under the Investment Agreements is based on several financial metric assumptions for New GGP, and the Spinco Note is intended to compensate New GGP for certain differences between these assumptions and actual results as New GGP emerges from bankruptcy following the implementation of the Plan. The Spinco Note, if issued, is intended to compensate New GGP (and, indirectly, the Plan Sponsors), for these differences, while not adversely impacting THHC's liquidity by not requiring THHC to settle these differences in cash on the Effective Date.

The financial metrics that will be taken into account (through the operation of a complex formula described in detail below) in determining whether the Spinco Note will be issued and, if issued, the principal amount of the note, include (but are not limited to):

- the amount of New GGP's debt and cash at the Effective Date;
- the amount of certain claims that are allowed against the TopCo Debtors in the Chapter 11 Cases;
- the amount agreed upon or ordered by the Bankruptcy Court to resolve the Hughes heirs obligations;
- the amount of certain costs and expenses incurred by Old GGP to form and establish THHC (referred to as "THHC Setup Costs"); and

- the amount, if any, of the proceeds of equity capital raises conducted by New GGP at a price that exceeds the price per share paid by the Plan Sponsors pursuant to the Investment Agreements.

Based on currently available information, we do not expect that a Spinco Note will be issued on the Effective Date. This belief is based on a number of assumptions, including our ability to reinstate certain indebtedness pursuant to the Plan and our current estimates concerning the amounts that we ultimately will be required to pay in respect of claims by various classes of creditors under the Plan. We estimate that the amounts that we actually pay with respect to such claims could exceed our estimates by up to approximately \$85 million in the aggregate before THHC would have to issue a Spinco Note.

A more detailed discussion of the calculation of the Spinco Note and the relationship between the Spinco Note and the tax indemnities follows.

Calculation of the Spinco Note. If issued on the Effective Date, the Spinco Note will be a five year, unsecured promissory note payable by THHC or one of its subsidiaries to New GGP or one of its subsidiaries. The Spinco Note would bear interest at the lower of 7.5% per annum and the weighted average effective rate of interest payable (after giving effect to the payment of any underwriting and all other discounts, fees and other compensation) on each series of New Debt issued in connection with the Plan. 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 Old GGP, its subsidiaries and other persons in which Old 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 Old GGP, its subsidiaries and other persons in which Old 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 Old GGP less

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

- Old GGP's share of debt for each non-wholly owned subsidiary of Old GGP and each other person in which Old GGP, directly or indirectly, holds a minority interest based on Old GGP's pro-rata economic interest in each such subsidiary or person or, to the extent to which Old 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 Old 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 THHC 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 Old GGP less

- all unrestricted cash of subsidiaries of the Old GGP that are not wholly-owned and persons in which Old GGP, directly or indirectly, owns a minority interest, to the extent such unrestricted cash is included in consolidated unrestricted cash of the Old GGP, plus
- Old GGP's share of unrestricted cash for each non-wholly owned subsidiary of Old GGP and persons in which Old GGP, directly or indirectly, owns a minority interest based on Old 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 Old 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 Old 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 THHC) 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 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 THHC 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 THHC 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.

Tax Indemnity. Pursuant to the Investment Agreements, New GGP will indemnify THHC from and against 93.75% of any and all losses, claims, damages, liabilities and reasonable expenses to which THHC 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 that includes varying percentages of any Reserve Surplus Amount, Net Debt Surplus Amount and Offering Premium to the extent not used to offset (decrease) the amount of the Spinco Note. The Excess Surplus Amount is designed to provide value to THHC in the form of the tax indemnity (up to a maximum amount of \$303,750,000) in the event there is value remaining after the Spinco Note is reduced to zero. Based on currently available information, we estimate that the Indemnity Cap will be equal to \$303,750,000.

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 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:

- 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, Old 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 $6\frac{3}{4}\%$ 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 $6\frac{3}{4}\%$ 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 Old 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 \$230 million in value, which shall be paid in an initial payment of \$10 million in cash, with the remaining \$220 million to be paid at our option in (a) New GGP common stock and/or (b) cash;
- 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 Old GGP's option, been satisfied in shares of common stock of Old GGP or 8.5% Cumulative Convertible Preferred Stock, Series C of Old 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 THHC 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 Old GGP had the obligation or option, as applicable, to satisfy in shares of Old 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 THHC 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 Old 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 Old 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 Old GGP will receive one share of common stock of New GGP and 0.0983 shares of common stock of THHC subject to certain adjustments; and
- on or after the Effective Date, the agreements governing Old GGP's outstanding options will be assumed.

Conditions Precedent to Consummation of the Plan

Certain important conditions precedent to the Plan included:

- 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 Old GGP determines are necessary to implement the terms of the Plan shall have been taken.

All such conditions precedent were satisfied prior to the Effective Date.

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 sought 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 Old GGP, with Old GGP continuing as the surviving corporation. As consideration for the merger, the common stock of Old GGP will be exchanged for the common stock of New GGP. Old GGP will become an indirect subsidiary of New GGP. New GGP will become the successor registrant to Old GGP and will have its common stock listed on the NYSE in lieu of Old GGP. New GGP will change its name to General Growth Properties, Inc. and Old 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 Old GGP's consolidated financial statements filed under the securities laws. Accordingly, we believe that the substance and format do not allow meaningful comparison with Old 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 Old GGP files with the SEC.

USE OF PROCEEDS

We estimate that the net proceeds to us from our sale of the common stock in this offering will be \$ million (\$ million if the underwriters exercise the option to purchase additional shares in full), after deducting underwriting discounts and commissions and estimated expenses payable by us in connection with this offering.

We will use the net proceeds of this offering to repurchase \$1.8 billion of our common stock issued to Fairholme, Pershing Square and Texas Teachers on the Effective Date and to prepay the \$350.0 million Pershing Square Bridge Notes. The Pershing Square Bridge Notes bear interest at a rate of 6% per annum and mature on the six month anniversary of the Effective Date. The proceeds of the Pershing Square Bridge Notes were used to fund a portion 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 Old GGP's emergence from bankruptcy.

The common stock of Old GGP, which will be a subsidiary of New GGP upon the consummation of the Plan and Old GGP's emergence from bankruptcy, is listed on the NYSE under the symbol "GGP." From April 17, 2009 until February 24, 2010, Old 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 has been 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 following the Effective Date as a successor to Old GGP.

The following table summarizes the high and low bid quotations prices per share of Old 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.

| Quarter Ended | Stock Price | |
|---------------|-------------|----------|
| | High | Low |
| 2010 | | |
| September 30 | \$ 15.67 | \$ 12.36 |
| 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 , 2010, the closing price of New GGP's common stock was \$, and New GGP had 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 Old 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.

Old GGP, which will be a subsidiary of New GGP following the consummation of the Plan and Old 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 Old 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, Old GGP paid approximately \$6.0 million in cash. Old GGP's Board of Directors had suspended its dividend in October 2008 and, accordingly, there were no Old GGP dividends declared or paid from the fourth quarter of 2008 through the third quarter of 2009. There were no repurchases of Old GGP's common stock during 2009 or to date during 2010.

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

New 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 Old GGP's common stock.

| <u>Declaration Date</u> | <u>Record Date</u> | <u>Payment Date</u> | <u>Amount</u> |
|-------------------------|--------------------|---------------------|---------------|
| 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 Old 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 Old GGP common stockholders on January 28, 2010.

CAPITALIZATION

The following table sets forth Old 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 Old GGP to THHC and the distribution of THHC common stock to the Old GGP stockholders and GGPLP common and preferred unitholders, in each case pursuant to the Plan;
 - the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Old GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors, Blackstone and Texas Teachers of \$6.3 billion in the common stock of New GGP and the Pershing Square Bridge Notes and the exchange of the common stock of Old GGP for the common stock of New GGP on a one-for-one basis;
 - the issuance of the \$2.25 billion of common stock offered by this prospectus at an assumed offering price of \$ per share (the midpoint of the range set forth on the cover of this prospectus) and the repurchase, after reduction of the gross proceeds for fees and offering expenses, of \$1.8 billion of common stock held by Pershing Square, Fairholme and Texas Teachers as of the Effective Date and prepayment of the \$350.0 million Pershing Square Bridge Notes; 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 Old GGP's consolidated financial statements and the related notes, each included elsewhere in this prospectus.

| (Dollars in thousands) | As of June 30, 2010 | |
|--|---------------------|---------------|
| | Actual | Pro Forma |
| Cash and cash equivalents(1) | \$ 548,265 | \$ 993,308 |
| Debt: | | |
| Collateralized mortgages, notes and loans payable | 17,389,300 | 17,016,806 |
| Corporate and other unsecured terms loans(1) | 6,530,706 | 1,863,984 |
| Total mortgages, notes and loans payable | 23,920,006 | 18,880,790 |
| New Secured Term Loan(2) | — | — |
| New Revolving Credit Facility(3) | — | — |
| Total debt(1) (3) (4) | 23,920,006 | 18,880,790 |
| 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: 11,000,000,000 shares authorized, \$0.01 per share, shares issued as of June 30, 2010)(5) | 3,188 | — |
| Total equity(5) | 795,413 | 10,047,016 |
| Total capitalization | \$ 24,718,607 | \$ 28,927,806 |

- (1) Represents the trust preferred securities and other indebtedness reinstated pursuant to the Plan, the series of the unmatured Rouse notes to be reinstated pursuant to the Plan and replacement notes offered to holders of the Rouse notes pursuant to the Plan. In addition, pursuant to the Plan,

holders of approximately \$1,548.8 million of the GGPLP exchangeable notes elected to receive the payment of par plus accrued and unpaid interest in cash in satisfaction of such GGPLP exchangeable notes and holders of \$1.25 million of the GGPLP exchangeable notes elected to have such GGPLP exchangeable notes reinstated.

- (2) In the event that the Bankruptcy Court determined that reinstatement of certain indebtedness, including the unmatured Rouse notes, was not permitted, we received a commitment to enter a new \$1.5 billion five-year secured term loan to fund a portion of the Plan. See "Description of Certain Indebtedness—Term Loan." Because no holders of the Rouse notes objected to the Plan treatment of the Rouse notes, we do not intend to enter into the term loan. Accordingly, 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 Certain Indebtedness—Senior Secured Credit Facilities."
- (4) 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 \$20.6 billion, consisting of approximately \$18.1 billion of consolidated debt and \$2.5 billion of New GGP's share of debt of its Unconsolidated Real Estate Affiliates.
- (5) Pursuant to the Plan, New GGP has the right to settle the Hughes heirs obligations, at its option, in cash and/or common stock of New GGP within 20 days after the Effective Date. We currently expect to settle these obligations in cash. In the event that we elect to settle these obligations in common stock, we may issue up to an additional \$220.0 million of common stock (based on the 10 day trading average beginning 20 days after the Effective Date) from the amounts set forth in the table above.

DILUTION

If you purchase common stock in this offering, your ownership interest in our common stock will be diluted to the extent of the difference between the public offering price of the common stock and the pro forma as adjusted net tangible book value per share of common stock.

As of June 30, 2010, our net tangible book value on a historical and pro forma basis is presented in the table below. 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 678.8 million 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 THHC common stock pursuant to the Plan, and (iii) the issuance of 324.7 million shares of our common stock to stockholders of Old GGP pursuant to the Plan.

Old GGP Net Tangible Book Value as of June 30, 2010

| | Historical | Pro Forma |
|---|----------------|---------------|
| | (In thousands) | |
| Total assets | \$ 27,837,383 | \$ 31,927,639 |
| Less total liabilities | (26,796,261) | (21,686,074) |
| Less total redeemable noncontrolling interests | (218,607) | (194,549) |
| Total net asset value | 822,515 | 10,047,016 |
| Less intangible assets: | | |
| In-place leases | (179,336) | (1,374,605) |
| Real estate tax stabilization agreement | (69,645) | (78,516) |
| Above-market tenant leases | (28,864) | (1,577,310) |
| Below-market ground leases | (238,738) | (211,534) |
| Goodwill | (199,664) | — |
| Total intangible assets | (716,247) | (3,241,965) |
| Net tangible book value | \$ 106,268 | \$ 6,805,051 |
| Weighted average numbers of common shares outstanding: | | |
| Basic | 316,572 | |
| Diluted | 316,572 | |

Dilution in net tangible book value per share represents the difference between the amount per share paid by purchasers of the common stock in this offering and the pro forma net tangible book value per share of our common stock immediately after the consummation of this offering.

After giving effect to the sale of the common stock at an assumed purchase 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 common stock in this offering at the assumed offering price.

The following table illustrates the dilution to new investors:

| | |
|---|----|
| 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 common stock 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 purchase 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 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 common stock in this offering. The table assumes a purchase 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 Per Share |
|--|------------------|---------|---------------------|---------|-------------------------|
| | Number | Percent | Amount | Percent | |
| Old GGP stockholders | 317,392,890 | | | | N/A(1) |
| Plan Sponsors, Blackstone and Teachers | | | % \$ | | % \$ |
| New investors | | | | | |
| Total | | 100% | | 100% | |

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

A \$1.00 increase (decrease) in the assumed purchase 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 Old GGP's common stock at a weighted average exercise price of \$36.17 per share. On the Effective Date, New GGP will assume Old GGP's option agreements and following the Effective Date, expects to grant options to purchase additional shares of common stock pursuant to the 2010 Equity Plan. 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 Old GGP for the periods presented. New GGP was a newly formed indirect finance subsidiary of Old GGP prior to Old GGP's emergence from bankruptcy and had no prior operations or material assets or liabilities prior to the Effective Date. Upon Old GGP's emergence from bankruptcy and pursuant to a series of restructuring transactions contemplated by the Plan, New GGP became the indirect parent corporation of Old GGP and will file Exchange Act reports in lieu of Old GGP. 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 Old 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 Old 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 Old 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 Old GGP's unaudited consolidated financial statements not included in this prospectus, each of which has been prepared on a basis consistent with Old 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 Old 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 Old 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 THHC 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 Old 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 |

| | Six Months Ended June 30, | | Years Ended December 31, | | | | |
|--|------------------------------|--------------|--------------------------|--------------|--------------|--------------|--------------|
| | 2010 | 2009 | 2009 | 2008 | 2007 | 2006 | 2005 |
| | (In thousands) | | | | | | |
| 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 |
| 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, | | As of December 31, | | | | |
|--|---------------------------------------|--------------|--------------------|--------------|--------------|--------------|--------------|
| | 2010 | 2009 | 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) |
| Old GGP stockholders | \$ 334,104 | (105,038) | \$ (411,332) | \$ 696,190 | \$ 892,699 | \$ 740,566 | \$ 726,491 |

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) | <u>532,435</u> | <u>98,154</u> | <u>\$ (161,334)</u> | <u>\$1,228,571</u> | <u>\$1,077,861</u> | <u>\$1,188,452</u> | <u>\$1,058,984</u> |

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 | <u>7,667</u> | <u>(2,693)</u> | <u>(10,052)</u> | <u>136,896</u> | <u>190,740</u> | <u>161,795</u> | <u>165,205</u> |
| 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 | <u>1,512</u> | <u>14,216</u> | <u>31,373</u> | <u>(927)</u> | <u>(58,552)</u> | <u>(14,869)</u> | <u>(21,882)</u> |
| Net income (loss) available to common stockholders | <u>(65,871)</u> | <u>(554,481)</u> | <u>\$ (1,284,689)</u> | <u>\$ 4,719</u> | <u>\$ 273,642</u> | <u>\$ 59,273</u> | <u>\$ 75,553</u> |

- (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 Old 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.

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 Old 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 Old GGP to THHC and the distribution of THHC common stock to the Old GGP stockholders and GGPLP unitholders, in each case pursuant to the Plan;
- the effectiveness of the Plan, including the satisfaction, payment and/or reinstatement of liabilities subject to compromise of Old GGP, the consummation of the transactions contemplated by the investment agreements which provide for, among other things, investments by the Plan Sponsors, Blackstone and Texas Teachers of \$6.3 billion in the common stock of New GGP and the Pershing Square Bridge Notes and the exchange of the common stock of Old GGP for the common stock of New GGP on a one-for-one basis;
- the issuance of the \$2.25 billion of common stock offered by this prospectus assuming a price of \$ per share (the midpoint of the range set forth on the cover of this prospectus) and the repurchase, after reduction of the gross proceeds for fees and offering expenses, of \$1.8 billion of common stock held by Pershing Square, Fairholme and Texas Teachers as of the Effective Date and prepayment of the \$350.0 million Pershing Square Bridge Notes; 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, Old 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 the Plan and the consummation of the Investment Agreements and the Texas Teachers investment agreement 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 such application. New GGP is the acquirer that obtains control as it obtains all of the common stock of Old GGP (a business for purposes of applying ASC 805) in exchange for issuing its stock to the Old GGP common stockholders on a one-for-one basis (excluding fractional shares).

After the Effective Date, the Plan Sponsors and Texas Teachers (or, if the ownership of the Plan Sponsors and Texas Teachers are reduced by 50% by the holders of New GGP common stock pursuant to Old GGP's rights to make such reductions as a result of the sale of common stock offered by this

prospectus) will own a majority of the outstanding common stock of New GGP. The Old 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.

"Fresh Start" accounting does not apply to New GGP because although Old 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 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 Old GGP (based on such offered per share price by the Plan Sponsors) 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 value per share for the Old GGP shareholder shares would result in an approximately \$317 million increase in such purchase price. The aggregate fair value of the assets and liabilities of New GGP, after the distribution of THHC 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 the value of buildings 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, including below market renewal options. 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). The remaining term of leases with lease renewal options with terms significantly below market reflect the assumed exercise of such renewal options and assume the amortization period would coincide with the extended lease term. 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 Old GGP may make significant changes to the Plan following this offering." The actual adjustments to Old 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 Old 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.

Old GGP

Unaudited Pro Forma Condensed Consolidated Balance Sheet

as of June 30, 2010

| | | Less Distribution of THHC(A) | | | Acquisition Accounting(K) | |
|--|----------------|------------------------------------|----------|------------------|------------------------------|---------------|
| | Historical | | Offering | Plan(C) | | Total |
| | (In thousands) | | | | | |
| Assets: | | | | | | |
| Investment in real estate: | | | | | | |
| Land | \$ 3,326,837 | \$ 194,380 | \$ — | \$ — | \$ 2,158,723 (L) | \$ 5,291,180 |
| Buildings and equipment | 22,788,677 | 451,307 | — | — | (1,573,020)(L) | 20,764,350 |
| Less accumulated depreciation | (4,733,556) | (91,553) | — | — | 4,642,003 (L) | — |
| Developments in progress | 425,864 | 290,901 | — | — | — (L) | 134,963 |
| Net property and equipment | 21,807,822 | 845,035 | — | — | 5,227,706 (L) | 26,190,493 |
| Investment in and loans to/from | | | | | | |
| Unconsolidated Real Estate Affiliates | 1,991,782 | 139,838 | — | — | 657,120 (M) | 2,509,064 |
| Investment property and property held for development and sale | 1,913,655 | 1,907,175 | — | — | (6,480)(N) | — |
| Net investment in real estate | 25,713,259 | 2,892,048 | — | — | 5,878,346 | 28,699,557 |
| Cash and cash equivalents | 548,265 | 2,982 | —(B) | 448,025 (D) | — | 993,308 |
| Accounts and notes receivable, net | 372,621 | 11,152 | — | — | (270,851)(O) | 90,618 |
| Goodwill | 199,664 | — | — | — | (199,664)(P) | — |
| Deferred expenses, net | 264,985 | 6,996 | — | — | (257,989)(Q) | — |
| Prepaid expenses and other assets | 738,589 | 176,203 | — | 48,471 (E) | 1,533,299 (R) | 2,144,156 |
| Total assets | \$ 27,837,383 | \$ 3,089,381 | \$ — | \$ 496,496 | \$ 6,683,141 | \$ 31,927,639 |
| Liabilities and Equity: | | | | | | |
| Liabilities not subject to compromise: | | | | | | |
| Mortgages, notes and loans payable | \$ 16,809,002 | \$ 207,647 | \$ — | \$ 1,713,742 (F) | \$ 565,693 (S) | 18,880,790 |
| Investment in and loans to/from | | | | | | |
| Unconsolidated Real Estate Affiliates | 40,536 | — | — | — | (40,536)(M) | — |
| Deferred tax liabilities | 787,798 | 743,822 | — | (1,779)(G) | (1,457)(T) | 40,740 |
| Accounts payable and accrued expenses | 1,302,668 | 184,168 | — | 83,286 (H) | 1,562,758 (U) | 2,764,544 |
| Liabilities not subject to compromise | 18,940,004 | 1,135,637 | — | 1,795,249 | 2,086,458 | 21,686,074 |
| Liabilities subject to compromise: | | | | | | |
| Mortgages, notes and loans payable | 7,111,004 | 132,849 | — | (6,978,155)(I) | — | — |
| Accounts payable and accrued expenses | 745,253 | 100,774 | — | (644,479)(I) | — | — |
| Liabilities subject to compromise | 7,856,257 | 233,623 | — | (7,622,634)(I) | — | — |
| Total liabilities | 26,796,261 | 1,369,260 | — | (5,827,385) | 2,086,458 | 21,686,074 |
| Redeemable noncontrolling interests: | | | | | | |
| Preferred | 120,756 | — | — | — | — | 120,756 |
| Common | 97,851 | — | — | — | (24,058)(V) | 73,793 |
| Total redeemable noncontrolling interests | 218,607 | — | — | — | (24,058) | 194,549 |
| Commitments and Contingencies | — | — | — | — | — | — |
| Equity: | | | | | | |
| Common stockholders equity | 798,601 | 1,719,286 | —(B) | 6,323,881 (J) | 4,570,734 (W) | 9,973,930 |
| Noncontrolling interests in consolidated real estate affiliates | 23,914 | 835 | — | — | 50,007 (X) | 73,086 |
| Total equity | 822,515 | 1,720,121 | — | 6,323,881 | 4,620,741 | 10,047,016 |
| Total liabilities and equity | \$ 27,837,383 | \$ 3,089,381 | \$ — | \$ 496,496 | \$ 6,683,141 | \$ 31,927,639 |

Notes to Pro Forma Condensed Consolidated Balance Sheet

(A) Distribution of THHC:

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

(B) Offering Adjustments:

The cash and cash equivalents and common stockholder equity amounts as a result of the issuance of the common stock offered hereby have been offset by the assumed costs and expenses of the offering and the repurchase of million shares sold to Fairholme, Pershing Square and Texas Teachers and the repayment of the Pershing Square Bridge Notes and therefore nets to a zero amount for both items.

(C) Plan Adjustments:

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

| | <u>(dollars in thousands)</u> |
|-----------------------------------|-------------------------------|
| Sources of Funds: | |
| Brookfield Equity Investment | \$ 2,309,000 |
| Fairholme Equity Investment | 2,507,000(a),(b) |
| Pershing Square Equity Investment | 1,003,000(a),(b) |
| Texas Teachers Equity Investment | 500,000(a),(b) |
| Blackstone Equity Investment | 481,000(b) |
| Cash on hand | 548,000(c) |
| Total sources of funds | <u>\$ 7,348,000</u> |

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

| | (dollars in thousands) |
|--|------------------------|
| Uses of Funds: | |
| Payments related to creditor and loan restructuring | |
| 2006 credit facility claims | \$ 2,682,000 |
| Rouse noteholder claims | 837,000(d) |
| GGPLP Exchangeable note claims | 1,657,000(d) |
| DIP loan claims, including principal | 420,000 |
| Other secured and unsecured claims | 218,000 |
| Loan payments and other escrows related to restructuring | 179,000 |
| THHC set up costs | 15,000 |
| Transaction fees and expenses | 347,000 |
| Total uses of funds | <u>6,355,000</u> |
| Net funds available as a result of the Plan | <u>\$ 993,000</u> |

- (a) The investment agreements with Fairholme, Pershing Square and Texas Teachers permit Old GGP to use the proceeds of a sale of, or binding commitments to sell, common stock of New GGP, including the common stock offered by this prospectus, for not less than \$10.50 per share (net of all underwriting and other discounts, fees and related consideration) to repurchase up to 50% of the amount of New GGP common stock to be sold to Fairholme, Pershing Square and Texas Teachers on the effective date of the Plan. As presented in the column labeled "Offering" and discussed in note (B) above, we have assumed that the proceeds of this offering were used to repurchase such shares and to prepay the Pershing Square Bridge Notes described elsewhere in this prospectus.
- (b) Pursuant to the Blackstone Designation described elsewhere in this prospectus, Blackstone committed to purchase approximately 7.6% of the New GGP common stock to be acquired by each of the Plan Sponsors. Accordingly, the table above assumes that Blackstone acquired such shares on the Effective Date.
- (c) Reflects consolidated cash and cash equivalents at June 30, 2010 (rounded) for Old GGP as reported in the historical consolidated financial statements included elsewhere in this prospectus.
- (d) The Plan provides that matured Rouse notes, 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 had 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 and all but \$1.25 million of the exchangeable notes elected to receive cash. We expect that the remaining \$1.25 million of outstanding GGPLP exchangeable notes will be reinstated.

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

(D) **Cash and cash equivalents:**

The pro forma net adjustment to cash and cash equivalents as of June 30, 2010, is estimated as follows:

| | (In Thousands) |
|--|-------------------|
| Equity contribution from Plan Sponsors, Blackstone and Texas Teachers pursuant to the Plan, less | \$ 6,800,000 |
| 2006 credit facility claims | 2,682,000 |
| Rouse noteholder claims | 837,000(d) |
| GGPLP Exchangeable note claims | 1,657,000(d) |
| DIP loan claims, including principal | 420,000 |
| Other secured and unsecured claims | 218,000 |
| Loan payments and other escrows related to restructuring | 179,000 |
| THHC set up costs | 15,000 |
| Transaction fees and expenses | 347,000 |
| Net Cash and cash equivalents adjustment | \$ 445,000 |

(E) **Prepaid expenses and other assets and deferred tax liabilities:**

The pro forma net change to prepaid expenses 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 are based on certain property level loan agreements and to a change in the valuation allowance with respect to deferred tax assets.

(F) **Mortgages, notes and loans payable:**

The pro forma net change to mortgages, notes and loans payable as of June 30, 2010 is estimated at \$1.7 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 \$4.7 billion of pre-petition debt, repayment of \$400 million of Old 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.

(G) **Deferred tax liabilities:**

The net change in deferred tax liabilities is primarily due to the impact of structural changes in ownership of Old GGP entities as a result of the Plan.

(H) **Accounts payable and accrued expenses:**

The pro forma net increase to accounts payable and accrued expenses as of June 30, 2010 included \$644 million of accounts payable and accrued expenses reflected as liabilities subject to compromise. 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 \$684 million, of which \$492.4 million is related to accrued interest, \$15 million of DIP facility associated fees and expenses, \$176.7 million of claim distributions, including accrued Operating

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

Partnership preferred distribution payments. These adjustments are partially offset by a pro forma adjustment to reflect the THHC tax indemnity. The THHC tax indemnity is estimated to be the contractual maximum amount of \$303.75 million. See "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Spinco Note and Tax Indemnity—Tax Indemnity."

(I) ***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 Old GGP's emergence from bankruptcy.

(J) ***Common Stockholders' equity:***

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 THHC (based on the contractual maximum amount of \$303.75 million) and \$287 million of additional reorganization and transaction fees that are estimated to be paid assuming an emergence as of June 30, 2010. The pro forma amount also assumes the elimination of all treasury stock (\$76.8 million) as a result of Old GGP's emergence from bankruptcy. 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 Old 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 THHC common stock will be issued to each of the Plan Sponsors and Blackstone. See "Description of Common Stock—Warrants." The estimated \$338.5 million value of the 120 million permanent warrants for New GGP common stock issued to the Plan Sponsors, has been reflected as an adjustment to the equity contribution of the Plan Sponsors.

Pursuant to the Plan, New GGP has the right to settle the Hughes heirs obligations, at its option, in cash and/or common stock of New GGP within 20 days after the Effective Date. We currently expect to settle these obligations in cash. In the event that we elect to settle these obligations in common stock, we may issue up to an additional \$220.0 million of common stock (based on the 10 day trading average beginning 20 days after the Effective Date) from the amounts reflected in our pro forma financial statements.

(K) ***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 THHC distribution and the offering of the common stock in this prospectus. The acquisition method of accounting adjustments described below reflects 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. Elements of Old 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.

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

| Estimated Purchase Price (in thousands) | |
|---|----------------------|
| Sources of Funds | \$ 7,348,000 |
| Less: cash on hand | (548,000) |
| Plus: Old GGP common equity | 3,173,930 |
| Plus: Assumed liabilities | |
| Fair value of debt | 18,880,790 |
| Below-market tenant leases | 1,058,829 |
| Above-market ground leases | 9,296 |
| Deferred tax liabilities | 40,740 |
| Other | 1,696,419 |
| Total assumed liabilities | 21,686,074 |
| Plus: Total redeemable noncontrolling interests | 194,549 |
| Plus: Noncontrolling interests in consolidated real estate affiliates | 73,086 |
| Total purchase price | <u>\$ 31,927,639</u> |
| Land | \$ 5,291,180 |
| Buildings and equipment | 19,246,647 |
| In-place leases | 1,374,605 |
| Lease commissions | 143,098 |
| Developments in progress | 134,963 |
| Investment in and loans to/from Unconsolidated Real Estate | |
| Affiliates | 2,509,064 |
| Cash and cash equivalents | 993,308 |
| Accounts and notes receivable, net | 90,618 |
| Prepaid expenses and other assets: | |
| Above-market tenant leases | 1,577,310 |
| Below-market ground leases | 211,534 |
| Deferred tax assets | 16,548 |
| Tax stabilization agreement | 78,516 |
| Other | 260,248 |
| Total prepaid expenses and other assets | 2,144,156 |
| Total fair value of assets | <u>\$ 31,927,639</u> |

(L) 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 Old GGP's previously existing accumulated depreciation balance being marked to \$0.

(M) Investment in and loans to/from Unconsolidated Real Estate Affiliates:

Old 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

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

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.

(N) ***Investment property and property held for development and sale:***

The remaining amounts at Old GGP properties that are not distributed to THHC, 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.

(O) ***Accounts and notes receivable, net:***

Reflects the elimination of previously recorded straight-line rents receivable as of the Effective Date.

(P) ***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.

(Q) ***Deferred Expenses, net:***

Old 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 Old GGP reflects the future benefit of these finance fees and leasing costs in the estimated fair values of Mortgages, notes and loans payable and Investments in real estate, respectively.

(R) ***Prepaid expenses and other assets:***

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.

(S) ***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 Old GGP's

Notes to Pro Forma Condensed Consolidated Balance Sheet (Continued)

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.

(T) ***Deferred tax assets and liabilities:***

Old 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 THHC assets and liabilities.

(U) ***Accounts payable and accrued expenses:***

Reflects elements of Old GGP's working capital that 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.

(V) ***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 Old GGP stock is cancelled per the Plan and only current stockholders of Old GGP are issued New GGP stock.

(W) ***Common 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 acquisition of Old GGP stockholder common stock with New GGP, Inc. common stock at an assumed value of \$10 per share based upon the price per share of New GGP common stock to be paid by the Plan Sponsors (after the distribution of THHC), which value was accepted by Old GGP's management and Board of Directors and which is included in the Plan.

(X) ***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.

Old GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations
for the Year Ended December 31, 2009

| | Historical | Less Distribution of THHC(A) | Offering | Plan | Acquisition Accounting | Total |
|--|----------------|------------------------------------|----------|--------------|---------------------------|----------------|
| | (In thousands) | | | | | |
| Revenues: | | | | | | |
| Minimum rents | \$ 1,992,046 | \$ 65,653 | \$ — | \$ — | \$ (59,332)(H) | \$ 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 | — | 6,382 (B) | — | 82,210 |
| Other | 86,019 | 2,333 | — | — | — | 83,686 |
| Total revenues | 3,135,814 | 136,349 | — | 6,382 | (59,332) | 2,946,515 |
| Expenses: | | | | | | |
| Real estate taxes | 280,895 | 13,827 | — | — | 907 (I) | 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)(J) | 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 | — | 600 (C) | — | 159,831 |
| 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 (K) | 1,089,341 |
| Total expenses | 3,297,148 | 829,938 | — | 600 | 353,512 | 2,821,322 |
| Operating income (loss) | (161,334) | (693,589) | — | 5,782 | (412,844) | 125,193 |
| Interest income | 3,321 | 1,689 | — | — | — | 1,632 |
| Interest expense | (1,311,283) | (1,337) | — | 159,470 (D) | (25,646)(L) | (1,176,122) |
| Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items | (1,469,296) | (693,237) | — | 165,252 | (438,490) | (1,049,297) |
| (Provision for) benefit from income taxes | 14,610 | 28,497 | — | 7,985 (E) | — | (5,902) |
| Equity in income of Unconsolidated Real Estate Affiliates | 4,635 | (28,209) | — | — | (21,256)(M) | 11,588 |
| Reorganization items | 146,190 | (6,963) | — | (153,153)(F) | — | — |
| Income (loss) from continuing operations | \$ (1,303,861) | \$ (699,912) | \$ — | \$ 20,084 | \$ (459,746) | \$ (1,043,611) |
| Discontinued operations - loss on dispositions | (966) | (939) | — | — | — | (27) |
| Net income (loss) | (1,304,827) | (700,851) | — | 20,084 | (459,746) | (1,043,638) |
| Allocation to noncontrolling interests | 20,138 | 204 | — | (402)(G) | 9,195 (G) | 28,727 |
| Net income (loss) attributable to common stockholders | \$ (1,284,689) | \$ (700,647) | \$ — | \$ 19,682 | \$ (450,551) | \$ (1,014,911) |
| Basic and diluted (loss) earnings per share: | | | | | | |
| Basic | \$ (4.11) | | | | | (N) |
| Diluted | \$ (4.11) | | | | | (N) |
| Weighted average numbers of common shares outstanding: | | | | | | |
| Basic | 311,993 | | | | | (N) |
| Diluted | 311,993 | | | | | (N) |

Old GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations
for the Six Months Ended June 30, 2010

| | Historical | Less Distribution of THHC(A) | Offering | Plan | Acquisition Accounting | Total |
|--|----------------|------------------------------------|----------|-------------|---------------------------|--------------|
| | (In thousands) | | | | | |
| Revenues: | | | | | | |
| Minimum rents | \$ 977,217 | \$ 34,000 | \$ — | \$ — | \$ (33,784)(H) | \$ 909,433 |
| Tenant recoveries | 429,838 | 9,252 | — | — | — | 420,586 |
| Overage rents | 17,793 | 912 | — | — | — | 16,881 |
| Land sales | 65,035 | 12,107 | — | — | — | 52,928 |
| Management fees and other corporate revenues | 33,988 | — | — | 3,191 (B) | — | 37,179 |
| Other | 42,683 | 3,148 | — | — | — | 39,535 |
| Total revenues | 1,566,554 | 59,419 | — | 3,191 | (33,784) | 1,476,542 |
| Expenses: | | | | | | |
| Real estate taxes | 143,157 | 7,037 | — | — | 453 (I) | 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)(J) | 238,539 |
| Land 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 | — | 300 (C) | — | 75,253 |
| 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 (K) | 544,672 |
| Total expenses | 1,034,119 | 67,384 | — | 300 | 200,246 | 1,167,281 |
| Operating income (loss) | 532,435 | (7,965) | — | 2,891 | (234,030) | 309,261 |
| Interest income | 813 | 59 | — | — | — | 754 |
| Interest expense | (637,004) | (3,830) | — | 89,623 (D) | (627)(L) | (544,178) |
| Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items | (103,756) | (11,736) | — | 92,514 | (234,657) | (234,163) |
| (Provision for) benefit from income taxes | (17,884) | (15,451) | — | (1,611)(E) | — | (4,044) |
| Equity in income of Unconsolidated Real Estate Affiliates | 50,652 | 5,172 | — | — | (10,628)(M) | 34,852 |
| Reorganization items | 9,301 | (25,961) | — | (35,262)(F) | — | — |
| Income (loss) from continuing operations | \$ (61,687) | \$ (47,976) | \$ — | \$ 55,641 | \$ (245,285) | \$ (203,355) |
| Discontinued operations - loss on dispositions | — | — | — | — | — | — |
| Net income (loss) | (61,687) | (47,976) | — | 55,641 | (245,285) | (203,355) |
| Allocation to noncontrolling interests | (4,184) | (73) | — | (1,113)(G) | 4,906 (G) | (318) |
| Net income (loss) attributable to common stockholders | \$ (65,871) | \$ (48,049) | \$ — | \$ 54,528 | \$ (240,379) | \$ (203,673) |
| Basic and diluted (loss) earnings per share: | | | | | | |
| Basic | \$ (0.21) | | | | | (N) |
| Diluted | \$ (0.21) | | | | | (N) |
| Weighted average numbers of common shares outstanding: | | | | | | |
| Basic | 316,572 | | | | | (N) |
| Diluted | 316,572 | | | | | (N) |

Old GGP

Unaudited Pro Forma Condensed Consolidated Statement of Operations
for the Six Months Ended June 30, 2009

| | Historical | Less Distribution of THHC(A) | Offering (In thousands) | Plan | Acquisition Accounting | Total |
|---|--------------|---------------------------------|----------------------------|------------|---------------------------|--------------|
| Revenues: | | | | | | |
| Minimum rents | \$ 997,816 | \$ 33,517 | \$ — | \$ — | \$ (33,785)(H) | \$ 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 | — | 3,191 (B) | — | 43,887 |
| Other | 37,249 | (486) | — | — | — | 37,735 |
| Total revenues | 1,580,735 | 75,121 | — | 3,191 | (33,785) | 1,475,020 |
| Expenses: | | | | | | |
| Real estate taxes | 140,518 | 6,282 | — | — | 453 (I) | 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)(J) | 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 | — | 300 (C) | — | 77,477 |
| 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 (K) | 544,672 |
| Total expenses | 1,482,581 | 223,831 | — | 300 | 164,112 | 1,423,162 |
| Operating income (loss) | 98,154 | (148,710) | — | 2,891 | (197,897) | 51,858 |
| Interest income | 1,231 | 332 | — | — | — | 899 |
| Interest expense | (656,841) | 872 | — | 69,620 (D) | (18,401)(L) | (606,494) |
| Loss before income taxes, noncontrolling interests, equity in income of Unconsolidated Real Estate Affiliates and reorganization items | (557,456) | (147,506) | — | 72,511 | (216,298) | (553,737) |
| (Provision for) benefit from income taxes | (4,228) | 2,005 | — | — (E) | — | (6,233) |
| Equity in income of Unconsolidated Real Estate Affiliates | 23,877 | 5,094 | — | — | (10,628)(M) | 8,155 |
| Reorganization items | (24,918) | (2,017) | — | 22,901 (F) | — | — |
| Income (loss) from continuing operations | \$ (562,725) | \$ (142,424) | \$ — | \$ 95,412 | \$ (226,926) | \$ (551,815) |
| Discontinued operations - loss on dispositions | (55) | — | — | — | — | (55) |
| Net income (loss) | (562,780) | (142,424) | — | 95,412 | (226,926) | (551,870) |
| Allocation to noncontrolling interests | 8,299 | (65) | — | (1,908)(G) | 4,539 (G) | 10,995 |
| Net income (loss) attributable to common stockholders | (554,481) | (142,489) | — | 93,504 | (222,387) | (540,875) |
| Basic and diluted (loss) earnings per share: | | | | | | |
| Basic | \$ (1.78) | | | | | (N) |
| Diluted | \$ (1.78) | | | | | (N) |
| Weighted average numbers of common shares outstanding: | | | | | | |
| Basic | 311,606 | | | | | (N) |
| Diluted | 311,606 | | | | | (N) |

Old GGP

Notes to Pro Forma Condensed Consolidated Statements of Operations

(A) *Distribution of THHC:*

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

(B) *Management fees and other corporate revenues:*

Reflects certain Transition Services Agreement revenues of \$6 million annually as well as certain rents (approximately \$0.3 million) pursuant to a six month lease expected to commence with THHC on the Effective Date.

(C) *Property management and other costs:*

Reflects rental expense for certain corporate office space owned by THHC of \$0.6 million annually.

(D) *Interest expense:*

Reflects the reduction in interest expense due to the repayment or replacement of certain of Old GGP's debt as provided by the Plan. Pursuant to the Plan, holders of the GGPLP exchangeable notes had 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 and all but \$1.25 million of the exchangeable notes elected to receive cash. In addition, \$1.650 billion of unmatured Rouse notes are expected to be reinstated pursuant to the Plan. In the event that the Bankruptcy Court determines that reinstatement is not permitted, we would enter into a new \$1.5 billion term loan; however, we do not currently expect to do so. 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.

(E) *(Provision for) benefit from income taxes:*

Reflects the pro forma adjustments to income tax effected at an average tax rate of approximately 39.09%.

Old GGP

Notes to Pro Forma Condensed Consolidated Statements of Operations (Continued)

(F) *Reorganization items:*

Expenses for all reorganization items have been reversed as the Plan is assumed to be effective and all Old 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.

(G) *Allocation to noncontrolling interests:*

Reflects the allocation of net income (loss) related to the total of all respective pro forma adjustments.

(H) *Minimum rents:*

Minimum rent receipts are recognized on a straight-line basis over periods that reflect the related lease terms. Acquisition accounting adjustments reflect a change in the periods over which such items are recognized, as compared to Old GGP. The adjustment related to straight-line rent was an increase in revenues of \$26.8 million for the year ended December 31, 2009; \$18.7 million for the six months ended June 30, 2010 and \$18.4 million for the six months ended June 30, 2009.

Minimum rent revenues also include accretion and amortization related to above and below-market portions of tenant leases. Acquisition accounting adjustments reflect adjusted amortization due to the revaluation of the above described intangibles and, as compared to Old GGP, the shortened periods over which such items are recognized. The adjustment related to accretion and amortization of these intangible assets was a decrease in revenues of \$104.3 million for the year ended December 31, 2009, \$51.0 million for the six months ended June 30, 2010 and \$51.3 million for the six months ended June 30, 2009.

(I) *Real estate taxes:*

Real estate taxes have been adjusted to reflect acquisition method of accounting intangible assets and liabilities for ground leases where Old GGP is the lessee and for certain other contractual arrangements. Acquisition accounting adjustments reflect adjusted amortization due to the revaluation of the above described intangibles and, as compared to Old GGP, the shortened periods over which such items are recognized.

(J) *Other property operating costs:*

Other property operating costs have been adjusted to reflect acquisition method of accounting intangible assets and liabilities for ground leases where Old GGP is the lessee and for certain other contractual arrangements. Acquisition accounting adjustments reflect adjusted amortization due to the revaluation of the above described intangibles and, as compared to Old GGP, the shortened periods over which such items are recognized.

(K) *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.

(L) *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

Old GGP

Notes to Pro Forma Condensed Consolidated Statements of Operations (Continued)

respective plans of reorganization of Old 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.

(M) *Equity in income of Unconsolidated Real Estate Affiliates:*

Reflects the allocation of the total of all respective pro forma adjustments, substantially all of which are related to depreciation. Depreciation adjustments reflect the adjusted fair value of the property owned by the Unconsolidated Rest Estate Affiliates pursuant to the acquisition method of accounting, depreciated over the estimated useful life of the property for the applicable period, and adjusted for GGP's allocable sharing percentage under the applicable joint venture agreements.

(N) *Pro Forma Earnings and Earnings Per Share:*

Included in pro forma earnings for the periods presented, after giving effect to the distribution of THHC and the acquisition adjustments listed immediately above, are aggregate straight line rent, net above and below market rent and acquisition accounting real estate tax and ground rent adjustment amounts of \$41.1, (\$47.2), (\$1.5) and (\$4.2); \$42.6, (\$44.5), (\$1.5) and (\$4.5); and \$80.1, (\$92.9), (\$3.0) and (\$8.9) (all amounts in millions), for the six months ended June 30, 2010 and June 30, 2009 and for the twelve months ended December 31, 2009, respectively.

Reflects the earnings per share effect of approximately _____ shares of common stock issued offered by this prospectus, which assumes \$ _____ 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, Blackstone 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 Old GGP's consolidated financial statements, the notes thereto and other financial information included elsewhere in this prospectus. Old 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 THHC. 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 Old GGP for the periods presented and do not give effect to, among other things, the consummation of the Plan, including the distribution of THHC.

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 Old 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 Old 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 \$125.2 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 \$309.3 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.

262 Debtors representing approximately \$14.9 billion of debt have 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.

We developed the second stage of our strategy for the TopCo Debtors' emergence from bankruptcy. This strategy included our entry into the Investment Agreements with the Plan Sponsors, the distribution of THHC (described below), the investment by Texas Teachers and entry into a revolving credit facility. On August 27, 2010, Old GGP, along with the other TopCo Debtors, filed with the Bankruptcy Court the Disclosure Statement and the Plan. On _____, 2010, the Bankruptcy Court entered an order confirming the Plan. The Plan became effective and Old GGP emerged from bankruptcy on _____, 2010. For more detailed information, see "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan."

Distribution of THHC

As part of the Plan, Old GGP distributed to its existing stockholders equity ownership in a newly formed company, THHC, 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 was exempt from registration under the Securities Act pursuant to Section 1145 of the Bankruptcy Code. The THHC 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 eleven other miscellaneous interests. See "Unaudited Pro Forma Condensed Consolidated Financial Information."

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

- *Separation Agreement:* The Separation Agreement sets forth, among other things, our agreement with THHC regarding the separation of THHC from us, including the principal corporate transactions required to effectuate the distribution, and the allocation of certain assets and liabilities between us and THHC. It also provides for certain other agreements, described in additional detail below, that will govern our relationship with THHC following the distribution date. The Separation Agreement identifies assets to be transferred, liabilities to be assumed and contracts to be performed by each of us and THHC as part of the separation, and it provides for when and how these transfers, assumptions and assignments will occur. The THHC assets and THHC liabilities will be transferred on an "as is," "where is" basis as of the distribution

date without pro-ration and regardless of whether they relate to the period before or after the distribution date. The Separation Agreement provides for cross-indemnities principally designed to place financial responsibility for the obligations and liabilities of our business with us and financial responsibility for the obligations and liabilities of THHC's business with THHC. Other matters governed by the Separation Agreement include access to financial and other records and information, intellectual property, legal privilege, confidentiality, access to and provision of records and treatment of outstanding guarantees. The Separation Agreement may be terminated, and the distribution abandoned at any time prior to the distribution, by us in our sole discretion, without THHC's approval.

- *Transition Services Agreement:* Prior to the separation, THHC and certain of our subsidiaries will enter into a transition services agreement in connection with the separation whereby we will provide to THHC, on a transitional basis, certain specified services on an interim basis for various terms not exceeding 24 months following the separation. THHC may terminate certain specified services by giving prior written notice to us of any such termination. The services that we will provide to THHC include, among others, payroll, human resources and employee benefits, financial systems management, treasury and cash management, accounts payable services, telecommunications services, information technology services, property management services, legal and accounting services and various other corporate services. The charges for each of the transition services will generally be based on an hourly fee arrangement and pass-through out-of-pocket costs.
- *Reverse Transition Services Agreement:* Prior to the separation, THHC and certain of our subsidiaries will enter into a reverse transition services agreement in connection with the separation whereby THHC will provide to us, on a transitional basis, certain specified services on an interim basis for various terms not exceeding 24 months following the separation. We may terminate certain specified services by giving prior written notice to THHC of any such termination. The services that we will receive from THHC include accounting and tax support services. The charges for each of the transition services will generally be based on an hourly fee arrangement and pass-through out-of-pocket costs.
- *Tax Matters Agreement:* Prior to the separation, we and THHC will enter into a tax matters agreement that will govern the parties' respective rights, responsibilities and obligations with respect to taxes, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and assistance and cooperation in respect of tax matters. Taxes relating to or arising out of the failure of certain of the transactions described in the private letter ruling request to qualify as a tax-free transaction for U.S. federal income tax purposes will be borne by us and THHC based on certain percentages to be determined in accordance with the relative market capitalization of the two companies, except if such failure is attributable to our action or inaction or THHC's action or inaction, as the case may be, or any event (or series of events) involving our assets or stock or the assets or stock of THHC, as the case may be, in which case the resulting liability will be borne in full by us or THHC, respectively.
- *Employee Matters Agreement:* Prior to the separation, we will enter into an employee matters agreement that will allocate liabilities and responsibilities relating to employee compensation and benefit plans and programs and related matters, including the treatment of outstanding GGP option awards, annual and long-term incentive awards, severance arrangements, retirement plans and welfare benefit obligations. THHC will generally assume all liabilities and assets relating to employee compensation and benefits for current and former employees of THHC and our current and former employees engaged primarily in the business of THHC. Employees of THHC may continue to participate in our welfare benefit plans, including our healthcare plan, until December 31, 2010. THHC will reimburse us for the cost continuing to provide such coverage.
- *Employee Leasing Agreement:* Our employees engaged primarily in the business of THHC will continue to be employed by us until December 31, 2010 pursuant to an employee leasing

agreement. THHC will reimburse us for the cost of continuing to employ such individuals until December 31, 2010.

- *Surety Bond Indemnity:* Prior to the separation, we and THHC will enter into a surety bond indemnity agreement that will govern the continuation of certain surety bonds that were issued under our surety bond facilities prior to the distribution date in respect of projects related to THHC's business (the "THHC Bonds"). Under the terms of the Surety Bond Indemnity Agreement, THHC agrees to reimburse us for any applicable premiums and fees in connection with the THHC Bonds, to pay us an additional market rate for the continued use of our surety bond facilities, and to indemnify us from and against any and all losses arising out of or related to the THHC Bonds.
- *Real Estate Agreements:* Prior to the separation, we and THHC will enter into certain real estate agreements, pursuant to which we and THHC will cooperate with respect to the development of various real estate assets, including properties that THHC will own adjacent to ours (e.g., the development rights over Fashion Show Mall and the parking structure adjacent to the Ala Moana Center).

Pursuant to the Investment Agreements, under certain circumstances, THHC or one of its subsidiaries may be required to issue the Spinco Note. Based on currently available information, we do not expect that a Spinco Note will be issued on the Effective Date.

Following the distribution to THHC, 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 THHC at June 30, 2010 would have been approximately \$3.1 billion. As a result, we expect the distribution to THHC 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 Old GGP, without giving effect to the distribution to THHC. For a presentation of the impact of the THHC distribution, see "Unaudited Pro Forma Condensed Consolidated Financial Information."

Impact of Implementation of the Plan

In addition to the THHC 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 Old GGP's 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 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.

Even though no tenant accounted for more than 10 percent of our revenues during 2009 the bankruptcy of one of our national tenants, a tenant with locations at many of our properties, could have a noticeable impact on our minimum rents, tenant and recoveries on Overage Rents. None of our national tenants are currently in bankruptcy. To date, tenant bankruptcies, even those of national tenants, have not materially affected these revenue amounts given the broad diversification of our tenants.

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 were transferred to THHC on the Effective Date. The historical information provided below has not been restated to give effect to the distribution of THHC 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)(c) |
|---|-------------------------------|---------------------------------|----------------------------|
| 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 foot(c) | \$ 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 (d) | | | |
| Average annualized in place sum of rent and recoverable common area costs per square foot(f) | \$ 47.09 | \$ 54.98 | |
| Average sum of rent and recoverable common area costs per square foot for new/renewal leases (excludes current year acquisitions)(f) | \$ 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)(f) | \$ 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) Trailing 12 month tenant sales per square foot is calculated as the sum of comparable sales for the year ended December 31, 2009 divided by the comparable square footage for the same period. We include in our calculations of comparable sales and comparable square footage properties that

have been owned and operated for the entire time during the twelve month period and exclude properties at which significant physical or merchandising changes have been made.

- (d) Data may not be comparable to those of other companies.
- (e) Data presented in the column "Company Portfolio" are weighted average amounts.
- (f) 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 was transferred to THHC on the Effective Date. 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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|--|--------------------------------|-------------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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 | <u>\$ 593,495</u> | <u>\$ 612,875</u> | <u>\$ (19,380)</u> | <u>(3.2)%</u> |

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 rent based on a percent of a tenant's sales for a temporary period, which we refer to as percent in lieu leases, and the grant of rent relief in the form of rent reduction or abatement or entry into percent in lieu leases. 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. As a result of deteriorating economic conditions, we have entered into percent in lieu leases with tenants who may have difficulty in making their fixed rent payments. We generally prefer to enter into percent in lieu of leases rather than agreeing to reductions in or abatements of fixed rent amounts because by temporarily accepting a reduced rent calculated based on percentage of a tenant's sales, our rental revenues will increase as the tenant's business improves. In addition, we believe that these concessions help to prevent tenants from vacating a lease, thereby maintaining occupancy levels and avoiding triggering co-tenancy clauses in our

leases for the applicable mall. As the economy and retail sales improve, we expect to enter into fewer percent in lieu leases and other rent relief agreements.

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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|---|--------------------------------|-------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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 of 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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|---|--------------------------------|------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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. Although all of the properties in our Master Planned Communities segment and 23 of our operating properties in our Retail and Other segment had impairment indicators and carrying values in excess of estimated fair value at June 30, 2010, aggregate undiscounted cash flows for such master planned communities properties and the 23 operating properties exceeded their

respective aggregate book values by over 213% and over 123%, respectively. 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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|--|------------------------------|---------------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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. While many of our leases contain co-tenancy provisions, we generally are more exposed to co-tenancy clauses with tenants in our malls that do not account for a significant portion of our revenue. Accordingly, to the extent that tenants elect to trigger a co-tenancy clause and seek a rent adjustment, the impact has historically not had a material impact on our revenues. We are not aware of any co-tenancy clauses at risk of being triggered that could reasonably be expected to have a material impact on our revenues. 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 Aliance 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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|---|------------------------------|--------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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, | | \$ Increase (Decrease) | % Increase (Decrease) |
|---|---------------------------|--------------|---------------------------|--------------------------|
| | 2010 | 2009 | | |
| 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 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 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 related 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, Old 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 Old GGP's emergence from bankruptcy and excluding the Special Consideration Properties, New GGP's aggregate principal amount of debt is expected to be \$20.6 billion, consisting of approximately \$18.1 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 will consist of:

- \$16.2 billion of secured debt;
- \$1.041 billion of reinstated Rouse notes and \$608.7 million of replacement Rouse notes;
- \$206.2 million of trust preferred securities issued by GGP Capital Trust I, a subsidiary of GGPLP;
- \$1.25 million of reinstated GGPLP 3.98% exchangeable notes; and
- \$300.0 million revolving credit facility, none of which is expected to be drawn

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, Old 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 Old 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 be 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 Old 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 (In thousands) | 2014 | Subsequent / Other(6) | Total |
|---|----------------------|-------------------|---------------------|------------------------|---------------------|--------------------------|----------------------|
| Long-term debt-principal(1) | \$ 1,114,925 | \$ 191,366 | \$ 1,006,706 | \$ 481,140 | \$ 1,626,788 | \$ 3,194,262 | \$ 7,615,187 |
| Long-term debt subject to compromise at December 31 2009(2) | 17,155,255 | — | — | — | — | — | 17,155,255 |
| Interest payments(3) | 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(4) | 9,181 | 8,999 | 8,970 | 9,015 | 9,078 | 344,405 | 389,648 |
| Purchase obligations (5) | 150,746 | — | — | — | — | — | 150,746 |
| Uncertainty in income taxes, including interest | — | — | — | — | — | 129,413 | 129,413 |
| Other long-term liabilities(6) | — | — | — | — | — | — | — |
| Total | \$ 18,926,938 | \$ 564,091 | \$ 1,389,086 | \$ 780,338 | \$ 1,847,087 | \$ 3,914,842 | \$ 27,422,382 |

- (1) Includes non-cash market rate adjustments of \$314.4 million at December 31, 2009.
- (2) Includes \$9.2 million of non-cash debt market rate adjustments at December 31, 2009. These amounts reflect a 2010 cash obligation as such long-term debt became immediately due and payable upon Old GGP's filing for bankruptcy. See "—Estimated Contractual Cash Obligations as of the Effective Date."
- (3) 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.
- (4) Excludes non-cash acquisition accounting adjustments of \$225.8 million related to ground lease payments.
- (5) 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.
- (6) 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.
- (7) 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 | \$ 1,606,797 | \$ 1,660,797 | \$ 2,984,403 | \$ 12,556,875 | \$ 19,415,965 |
| Interest payments | 227,360 | 969,484 | 981,180 | 849,072 | 715,864 | 1,515,310 | 5,258,270 |
| 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 | 264,885 |
| Purchase obligations | 19,568 | — | — | — | — | — | 19,568 |
| Uncertainty in income taxes, including interest | — | — | — | — | — | 65,617 | 65,617 |
| Total | \$ 597,186 | \$ 1,352,539 | \$ 2,631,881 | \$ 2,516,060 | \$ 3,706,521 | \$ 14,376,286 | \$ 25,180,473 |

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 bankruptcy in 2010 or that expect to emerge from bankruptcy 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 debt. 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, Old 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. Old 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 Old 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 Old GGP's fixed-rate financing in that changes in interest rates will impact the Fair Value (as defined below) of Old 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.

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

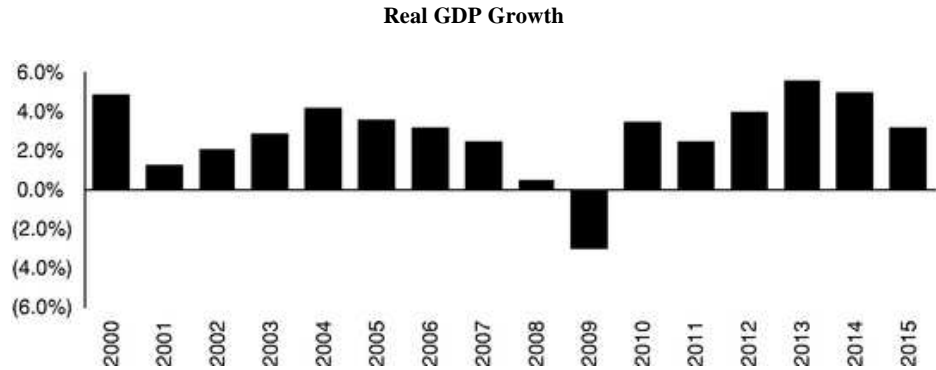
INDUSTRY AND MARKET DATA

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.

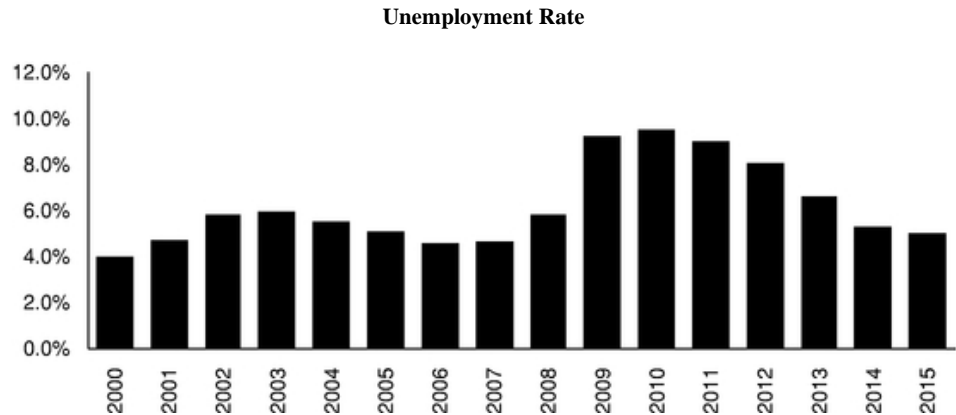
Real GDP Growth. Since December 2007, real GDP growth has declined, culminating in a 2.4% decrease in 2009, well above the historical average decline of 0.7% for recessions in the U.S. since 1950. However, GDP growth returned positive in the third quarter of 2009. In August 2010 the CBO indicated that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



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 9.6%, as of September 2010. Although September data showed a decline of 95,000 nonfarm payroll jobs, 77,000 temporary government workers hired for the 2010 Census completed their work, while an additional 76,000 local government jobs were eliminated. Private sector payrolls edged up in September by 64,000, continuing the positive upward trend of private sector employment growth in every month of 2010 so far. Furthermore, recent data in the manufacturing sector suggests improving industrial conditions. The Institute for Supply Management, or ISM, reported that its manufacturing index, a composite index made up of new orders, production, employment, inventories and supplier

deliveries, registered 54.4% in September 2010, marking the fourteenth consecutive monthly reading above 50%. ISM's manufacturing index is an indicator of the economic health of the manufacturing sector and of trends in the overall economy. 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.



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

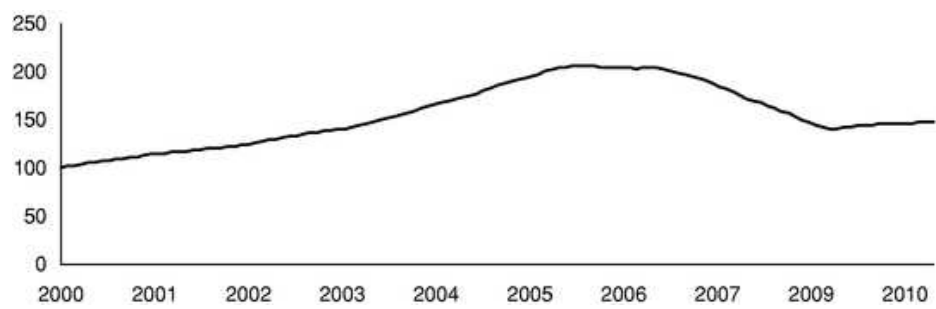
Household Net Worth. From 2007 to the first quarter 2009, consumers experienced a substantial negative wealth effect as household net worth, or the difference between household assets and liabilities, declined by approximately \$15.5 trillion, or 24.0%, according to the Federal Reserve Board. Household net worth growth has returned, however, with net worth increasing approximately \$4.7 trillion, or 9.6%, from the first quarter 2009 to the second quarter 2010.

As indicated by the S&P/Case-Shiller Home Price Index, a leading measure for the U.S. residential housing market that tracks changes in the value of residential real estate both nationally as well as in 20 metropolitan regions, 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 Price 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 71.2% from the low of March 2009 to early October 2010.



Source: Standard & Poor's

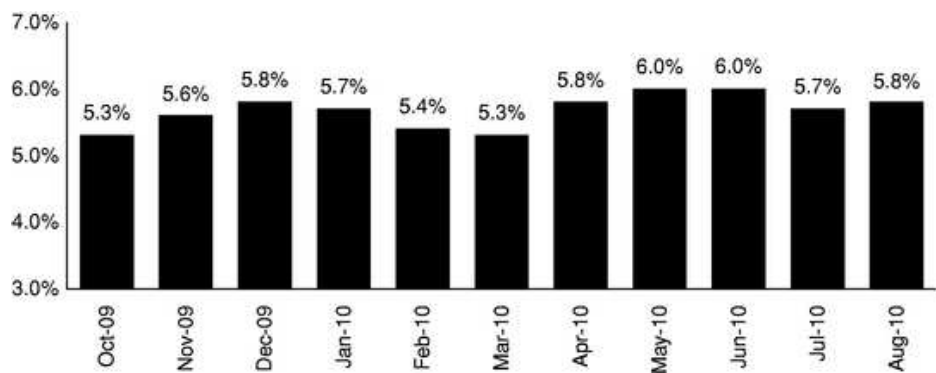
S&P / Case—Shiller Home Price Index: Composite 20



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 5.8% in August 2010, compared with 5.7% in July 2010. U.S. consumer spending recently began to increase. In August, personal consumption growth was flat, increasing by \$41.3 billion, compared to July's \$41.4 billion increase. Since January 2010, year-to-date, personal consumption has increased by \$189 billion, or nearly 2%, even as U.S. customers in 2010 have increased savings rates well above the historical average. The rate of savings directly affects the amount of disposable income set aside for consumption and spending in the broader retail market.

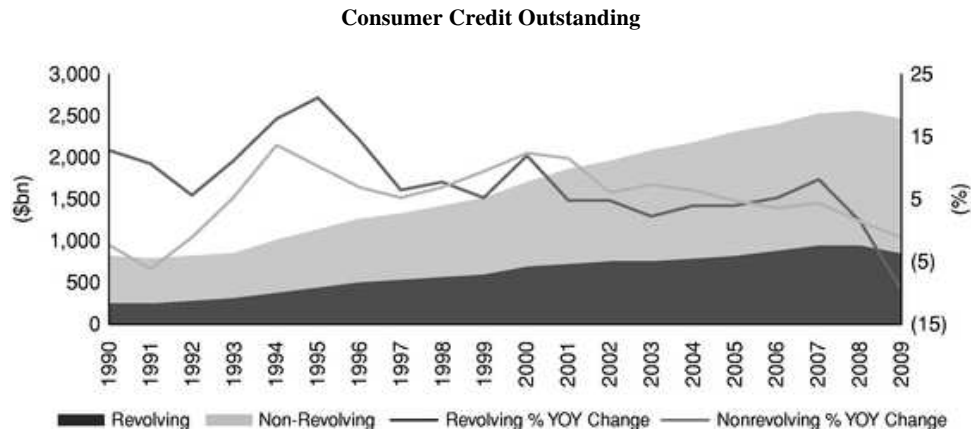
Personal Savings Rate (Short-Term)



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 5.7% to \$2.41 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 18.86 in the third quarter of 2007 and has gradually improved to 17.02 in the second quarter of 2010.



Source: Federal Reserve Board

Consumer Confidence. The University of Michigan Consumer Sentiment Index, or ICS, a consumer confidence index based on a survey of telephonic household interviews, which was at 90.4 in July 2007, reached a low of 55.3 in November 2008. It has since rebounded to 68.2 as of September 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 85.1 since 2000.



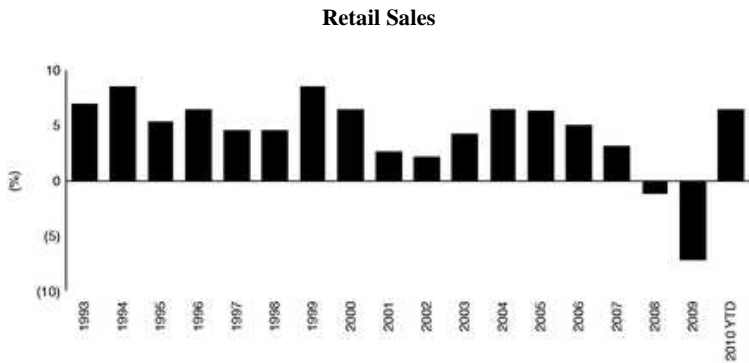
Source: Surveys of Consumers, Thomsen Reuters and University of Michigan

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 1.7% 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 6.5% in the first eight months of 2010 compared to the first eight months of 2009. We believe the economic recovery should promote improvement in the future of the regional mall business.



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 on a historical basis, excluding properties that we transferred to THHC as well as de minimis properties, including international operations, and other corporate non-property interests:

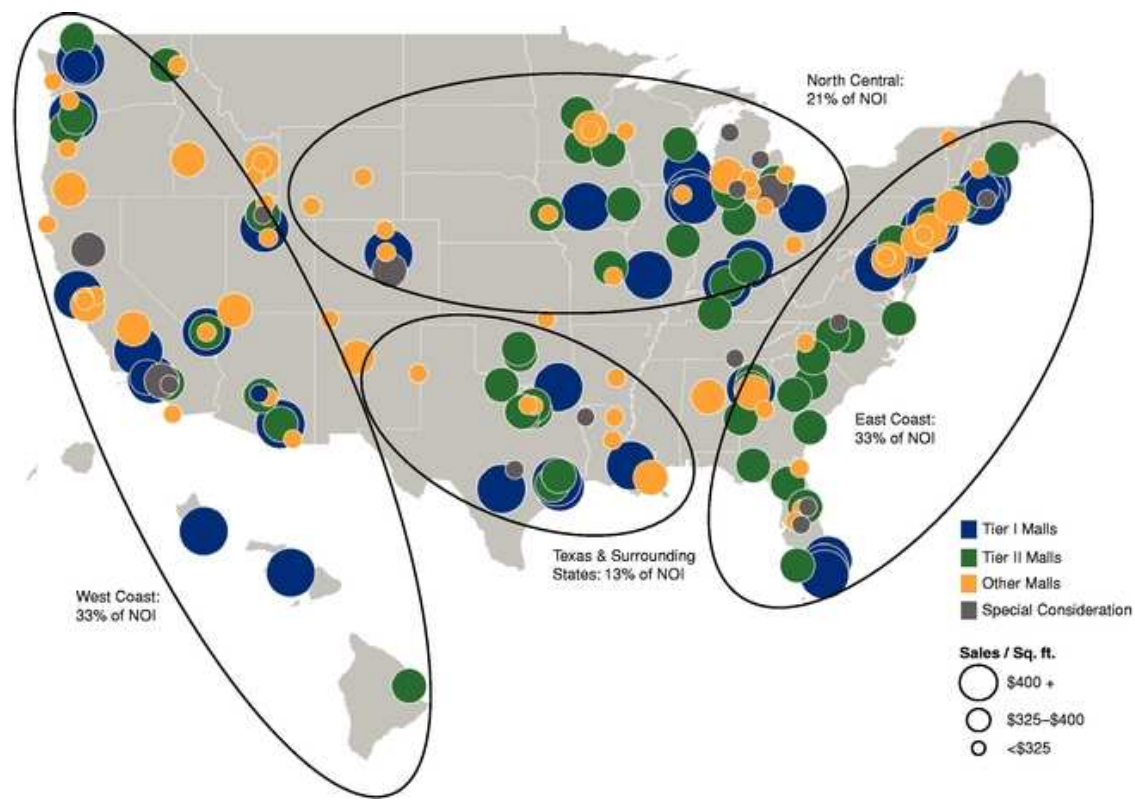
| Category | Number of Properties | Mall and Freestanding GLA(1) (millions of square feet) | Year Ended December 31, 2009 | | |
|----------------------------------|----------------------|---|--|---|---------------------|
| | | | Average Annual Tenant Sales per Square Foot(2) (\$) | Mall and Other Rental 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 comparable sales for the year ended December 31, 2009 divided by the comparable square footage for the same period. We include in our calculations of comparable sales and comparable square footage properties that have been owned and operated for the entire time during the twelve month period and exclude properties at which significant physical or merchandising changes have been made.
- (3) Old 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 presents Old GGP's total NOI for the year ended December 31, 2009 but excludes \$(109.2) million of NOI attributable to master planned communities for the year ended December 31, 2009, which was distributed to THHC, \$71.0 million of NOI attributable to other assets distributed to THHC, international operations and other corporate non-property interests for the year ended December 31, 2009. For a calculation of NOI, see note (5) to "Summary Historical and Pro Forma Consolidated Financial Information."
- (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 Chicco. 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 Old GGP's emergence from bankruptcy, we will benefit from a flexible balance sheet with substantially reduced consolidated near-term debt maturities. As of the Effective Date, we expect 5.8% (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 \$18.1 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. On the Effective Date, the weighted average interest rate on our consolidated debt is expected to be _____. In addition, we have renegotiated more flexible terms on our property-level debt, allowing us, for example, to prepay certain recently restructured 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 were required to 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 5.8% (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 9.6% as of September 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. Old 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 Old 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, Old GGP has a \$200 million per fiscal year common stock repurchase program which was approved by its board of directors. The program gives Old 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.

Old 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 (other than our conflict of interest policies described above), investing in the securities of other issuers for the purpose of exercising control and underwriting the securities of other issuers, and we do not currently, and 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, Old 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

Old 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, Old 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, Old 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 transferred to THHC on the Effective Date:

TIER I MALLS

| Property Count | Name of Center | Location(1) | Ownership Interest | GLA | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|-----------------------------|---------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|---------------------------|------------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|-------------------------|--------------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|-----------------------------|-------------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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. | Tyson's 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|-----------------------|---------------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|--------------------------|-------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|------------------------------|------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|--------------------------------|-------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|---------------------------|-----------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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, Youngkers | — |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|---------------------------|-----------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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, Youngkers | — |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|----------------------|----------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|--------------------------|-------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|----------------------|-------------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|-------------------------------|---------------------------|--------------------|-----------|-----------------------|---|--|
| | | | | Total | Mall and Freestanding | | |
| 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 | | Anchor Stores/ Significant Tenants | Anchor Stores/ Significant Tenant Vacancies |
|----------------|---------------------|-------------------------------|--------------------|-----------|-----------------------|--|--|
| | | | | Total | Mall and Freestanding | | |
| 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. The calculation includes the terms of each lease as in effect at the time of the calculation, including any tenant concessions that may have been granted.

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.

| <u>Year</u> | <u>Total Minimum Rent (in thousands)</u> | <u>Total Minimum Rent Expiring (in thousands)</u> | <u>% of Total Minimum Rent Expiring</u> | <u>Number of Leases Expiring</u> | <u>Total Square Feet Expiring (in thousands)</u> |
|-------------|--|---|---|--------------------------------------|--|
| 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.

Urban Litigation

In October 2004, certain limited partners (the "Urban Plaintiffs") of Urban Shopping Centers, L.P. ("Urban") filed a lawsuit against Urban's general partner, Head Acquisition, L.P. ("Head"), as well as TRCLP, Simon Property Group, Inc., Westfield America, Inc., and various of their affiliates, including Head's general partners (collectively, the "Urban Defendants"), in Circuit Court in Cook County, Illinois. Old GGP, GGPLP and other affiliates were later included as Urban Defendants. The lawsuit alleges, among other things, that the Urban Defendants breached the Urban partnership agreement, unjustly enriched themselves through misappropriation of partnership opportunities, failed to grow the partnership, breached their fiduciary duties, and tortiously interfered with several contractual relationships. The plaintiffs seek relief in the form of unspecified monetary damages, equitable relief and injunctive relief, the last of which would require the Urban Defendants, including Old GGP and its affiliates, to engage in certain future transactions through the Urban Partnership. The case is currently in discovery, and the Urban Plaintiffs filed proofs of claims in an unspecified amount with the Bankruptcy Court in connection with the Chapter 11 Cases. John Schreiber, a New GGP director nominee, serves on the board of directors of, and is an investor in, an entity that is a principal investor in the Urban Plaintiffs, and is himself an investor in the Urban Plaintiffs and, therefore, has a financial interest in the outcome of the litigation that is adverse to us. While we do not believe that this litigation will have a material adverse effect on us, we are disclosing its existence due to Mr. Schreiber's interest in the case.

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 |

Adam Metz, 49, has served as Chief Executive Officer of Old GGP since October 2008, director of Old GGP since November 2005, Lead Director of Old 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's leadership role with us as well as his prior leadership roles at real estate companies provided him with key experience in business and in the real estate industry and contribute to his ability to make strategic decisions with respect to our business. In addition, his in-depth knowledge of our business strategy and operations due to his role as our Chief Executive Officer enable him to provide valuable contributions and facilitate effective communication between management and the board of directors.

Thomas Nolan, Jr., 53, has served as Chief Operating Officer of Old GGP since March 2009, President of Old GGP since October 2008, director of Old 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's leadership roles with us and with Old GGP as Chief Operating Officer, President and director, as well as his prior leadership roles and real estate experience allow him to make key contributions in the operation of our business. In addition, Mr. Nolan's extensive financial experience in various segments of the real estate industry enable him to make valuable and strategic contributions to our business. His in-depth knowledge of our business also helps to facilitate effective communication between management and the board of directors.

The following table sets forth the names, ages and positions of the persons we expect to serve as New GGP's directors as of the Effective Date. New GGP's board will not be classified and each director will be elected annually by a majority of votes cast for the election of directors (unless such

election is contested, in which case directors shall be elected by a plurality of votes cast for the election of directors).

| Name | Age | Position |
|---------------------|-----|-----------------------------------|
| Adam Metz* | 49 | Director, Chief Executive Officer |
| Ric Clark | 52 | Director Nominee |
| Mary Lou Fiala | 59 | Director Nominee |
| Bruce Flatt | 45 | Director Nominee |
| John K. Haley | 59 | Director Nominee |
| Cyrus Madon | 45 | Director Nominee |
| David J. Neithercut | 54 | Director Nominee |
| Sheli Z. Rosenberg | 68 | Director Nominee |
| John Schreiber | 63 | Director Nominee |

* Please see above for biographical information concerning Mr. Metz.

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. As a senior member of Brookfield Asset Management Inc., an affiliate of one of our large stockholders, Mr. Clark represents stockholder interests on our board of directors. His extensive experience in private equity, particularly in the real estate industry, allows him to make key contributions on investment and other strategy to our board of directors. Mr. Clark is a director nominee designated by Brookfield Investor, one of our Plan Sponsors, pursuant to the terms of the Investment Agreement with Brookfield Investor described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

Mary Lou Fiala, 59, is the Co-Chairman of LOFT Unlimited, a personal financial and business consulting firm in Jacksonville, Florida. Ms. Fiala served as President and Chief Operating Officer of Regency Centers Corporation, a real estate investment trust specializing in the ownership and operation of grocery anchored shopping centers from 1998 to February 2009, when she was named Vice Chairman and Chief Operating Officer. In her role as Vice Chairman and Chief Operating Officer, Ms. Fiala was responsible for the operational management of Regency's retail centers nationwide. Prior to working with Regency, Ms. Fiala served as Managing Director of Security Capital Global Strategic Group Incorporated, where she was responsible for the development of operating systems for the firm's retail-related initiatives. Previously, she also served as Senior Vice President and Director of Stores for Macy's East/Federated Department Stores, where she was responsible for 19 Macy's stores in five states, generating more than \$1 billion in sales volume. Before her tenure at Macy's, Ms. Fiala was Senior Vice President of Henri Bendel and Senior Vice President and Regional Director of stores for Federated's Burdine's Division. Ms. Fiala earned a bachelor's degree in science from Miami University. She is a current member of the Board of Directors for Regency Centers Corporation, a member of the board for Build-A-Bear Workshop, Inc. and a board member of Stir Crazy, Inc. Ms. Fiala also served as the 2008-2009 Chairman of the International Council of Shopping Centers. Ms. Fiala has extensive operational experience in the retail industry, which brings the perspective of our tenants to our board of directors. In addition, her prior leadership roles allow her to provide insight on management and operational initiative to our board of directors.

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. As a senior member of Brookfield Asset Management Inc., an affiliate of one of our large stockholders, Mr. Flatt represents stockholder interests on our board of directors. Mr. Flatt's extensive experience in serving on the boards of several public companies, including as chairman of the board, give him valuable insight in the operations of public companies, and his long-time experience at Brookfield Asset Management, particularly in property operations, provides him with knowledge in financial investments and strategy in our industry that benefit our board of directors. Mr. Flatt is a director nominee designated by Brookfield Investor, one of our Plan Sponsors, pursuant to the terms of the Investment Agreement with Brookfield described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

John K. Haley, 59, was a partner at Ernst & Young LLP in Transaction Advisory Services from 1998 until 2009 where he founded and led the Transaction Advisory Services practice in Boston, Massachusetts. Prior to that, he was an Audit Partner at Ernst & Young LLP from 1988 until 1997, where he served as audit partner on a variety of public and private companies. Prior to joining Ernst & Young LLP in 1978, Mr. Haley was a corporate accounting manager and cost accountant at Ludlow Corporation. Mr. Haley has financial expertise and significant experience in SEC registrations, restructurings, special investigations, forensic investigations, has given expert testimony on financial and accounting matters has experience in the real estate and retail industries. Mr. Haley is a member of the American Society of Certified Public Accountants and serves on the Town of Wellesley Advisory Committee. Mr. Haley holds a degree in accounting from Northeastern University and has completed executive programs at Harvard Business School, Northwestern University and Babson College. Mr. Haley's extensive professional accounting and financial experience, including with respect to public company requirements and SEC registrations, allow him to provide key contributions to the board of directors on financial, accounting and corporate governance matters. Mr. Haley qualifies as a financial expert and is financially literate.

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. As a senior member of Brookfield Asset Management Inc., an affiliate of one of our large stockholders, Mr. Madon represents stockholder interests on our board of directors. His experience in restructuring, corporate finance and banking, particularly in the real estate industry allow him to make valuable contributions to the board of directors on such matters. Mr. Madon is a director nominee designated by Brookfield Investor, one of our Plan Sponsors, pursuant to the terms of the Investment Agreement with Brookfield described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

David J. Neithercut, 54, is the President and Chief Executive Officer and a member of the Board of Trustees of Equity Residential, a real estate investment trust focused on the acquisition, development and management of apartment properties in various U.S. markets. Mr. Neithercut has been the President of Equity Residential since May 2005 and became Chief Executive Officer and a trustee of Equity Residential in January 2006. Mr. Neithercut joined Equity Residential in 1994 as the company's Chief Financial Officer and served in that capacity until August 2004 when he was named Executive Vice President—Corporate Strategy. Prior to joining Equity Residential, Mr. Neithercut was Senior Vice President of Finance for Equity Group Investments, an affiliate of Equity Residential's

predecessor company. Mr. Neithercut is a member of the Executive Committee of the National Multi Housing Council, a member of the Urban Land Institute and a member of the Executive Committee of the National Association of Real Estate Investment Trusts. Mr. Neithercut holds a bachelor's degree from St. Lawrence University and an M.B.A. from the Columbia University Graduate School of Business. Mr. Neithercut's leadership experience in working with residential REITs, as well as his membership in industry committees, provides our board with valuable insight and knowledge into REIT operational, strategy and the REIT industry in general.

Sheli Rosenberg, 68, has served as a director of Old GGP since April 2010. Ms. Rosenberg has been an Adjunct Professor at Northwestern University's J.L. Kellogg Graduate School of Business since 2003, and is the former President, Chief Executive Officer and Vice Chairwoman of Equity Group Investments, L.L.C., a privately held real estate investment firm, having held those titles at various times from 1999 through 2003. Ms. Rosenberg is currently a director of CVS Caremark, a health care services and drugstore chain company, Equity Lifestyle Properties, Inc., a manufactured home community real estate investment trust, Ventas, Inc., a health care real estate investment trust, and Nanosphere, Inc., a molecular diagnostics products company, and is a trustee of Equity Residential, a real estate investment trust. She was formerly a director of Avis Budget Group, Inc., a vehicle rental company, until April 2008. Ms. Rosenberg is a recognized leader in the real estate industry, with experience in the legal and real estate fields, including operational and REIT industry experience, as well as many years of service on multiple public company boards and committees.

John G. Schreiber, 63, is the President of Centaur Capital Partners, Inc. and a Partner and Co-Founder of Blackstone Real Estate Advisors. Mr. Schreiber has overseen all Blackstone real estate investments since 1992. During the last eighteen years, Blackstone has invested over \$14 billion of equity in a wide variety of real estate transactions and has over \$11 billion of committed capital available today. Previously, Mr. Schreiber served as Chairman and CEO of JMB Urban Development Co. and Executive Vice President of JMB Realty Corp. During his twenty-year career at JMB, Mr. Schreiber was responsible for over \$10 billion of firm and client real estate investments and had overall responsibility for the firm's shopping center development activities. Mr. Schreiber is a past board member of Urban Shopping Centers, Inc., Host Hotels & Resorts, Inc., The Rouse Company and AMLI Residential Properties Trust and he currently serves on the board of JMB Realty Corp. and a number of mutual funds managed by T. Rowe Price Associates. Mr. Schreiber graduated from Loyola University of Chicago and received an M.B.A. from Harvard Business School. Mr. Schreiber has extensive experience in overseeing financial investments in the real estate industry, and he has held leadership roles focused on shopping centers development and strategy. His investment and operational experience contribute to our board of directors. Mr. Schreiber is a director nominee designated by Pershing Square, one of our Plan Sponsors, pursuant to the terms of the Investment Agreement with Pershing Square described under "Plan of Reorganization—The Plan of Reorganization and Disclosure Statement—Funding of the Plan—Investment Agreements with the Plan Sponsors."

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. Haley and Neithercut and Ms. Fiala will serve on the audit committee. Mr. Haley 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. Haley and Neithercut and Ms. Fiala 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, key employees and directors;
- 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. Madon and Schreiber and Ms. Rosenberg will serve on the compensation committee, and Mr. Schreiber will serve as the chairman.

Nominating and Governance Committee

The primary purpose of the governance and nominating 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, Ms. Rosenberg and Messrs. Clark and Haley will serve on the nominating and governance committee, and Ms. Rosenberg will serve as the chair. 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 offering 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. Although it is possible that Messrs. Metz and Nolan could be eligible for reelection by the post-emergence board of directors, it is not anticipated that they would be re-elected. Except for the foregoing, we currently expect the following executive officers to continue in their positions as of the Effective Date.

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|---------------------|------------|--|
| 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 Old GGP in September 1993 and has served as New GGP's Senior Vice President and Chief Investment Officer since its formation in 2010 and Old GGP's Senior Vice President and Chief Investment Officer since 2001, and Senior Vice President, Acquisitions from 1998 to 2001.

Ronald Gern , 51, joined Old GGP in December 1997 and has served as New GGP's Senior Vice President, General Counsel and Secretary since its formation in 2010 and Old GGP's Senior Vice President and General Counsel and has served as Secretary since October 2008. Mr. Gern served as Assistant Secretary of Old GGP from December 1997 to October 2008. In addition, Mr. Gern has served and continues to serve as an officer of various of Old GGP's subsidiaries and joint ventures.

Catherine Hollowell , 49, joined Old GGP in 1998 and has served as New GGP's Senior Vice President, Human Resources since its formation in 2010 and Old 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 Old 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 Old 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 Old 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 Old GGP's subsidiaries.

Michael McNaughton , 43, joined Old GGP in 2001, has served New GGP's Executive Vice President of Asset Management since its formation in 2010 and Old 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 Old 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 Old 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 Old GGP in September 1972 and has served as New GGP's Vice Chairman since its formation in 2010 and Old GGP's Vice Chairman since May 2010 and was formerly Old GGP Vice Chairman from March 2009 to May 2010. Prior to being named Vice Chairman, Mr. Michaels served as Chief Operating Officer of Old GGP since 1995. Mr. Michaels also served as a director and President of Old 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 Old 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 Zwig , 50, joined Old GGP in March 2010 and has served as New GGP's Executive Vice President of Finance since its formation in 2010 and Old GGP's Executive Vice President of Finance. Prior to joining Old GGP, Mr. Zwig 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. Zwig 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:

| | |
|---|---------------------|
| <i>Annual fee paid to:</i> | |
| 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 |
| Governance & Nominating Committee Chair | \$10,000 |
| Other Committee Chairs | \$20,000 maximum(1) |
| Lead Director | \$20,000 |
| <i>Fee for each meeting attended:</i> | |
| 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 Governance & Nominating 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 Old 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 Old 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 Old 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. Old 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 Old 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 Old GGP's business. Old 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, Old 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 Old 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 Old GGP's competitive pay objective when establishing total compensation for the executive officers.

Alignment of Interests with Old GGP Stakeholders. Executive officers should act in the interests of all Old GGP stakeholders, including Old GGP's creditors and stockholders. Old 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 Old GGP's achievement of targeted results and stakeholder recoveries.

Compensation Must Be Transparent. Old 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 Old GGP's compensation structure to incentivize employees and align employee goals with those of Old GGP's reorganization efforts. As a result of Old 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 Old GGP's long-term incentive compensation from equity to cash.

Engagement of Hewitt. Old 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 Old 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 Old 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 Old 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 Old 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 Old 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, Old 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 Old GGP implement the KEIP to provide eligible employees long-term performance cash incentive opportunities in lieu of Old 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 Old 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 Old 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 Old 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 Old GGP's stakeholders.

The Compensation Committee does not have a formula for establishing a specified percentage of total compensation that each of Old 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. The aggregate compensation paid to each of our NEOs in 2009 fell below the market median.

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 Old GGP's financial situation in early 2009, Old 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 Old 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 Old 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 Old 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 Old GGP's then applicable bonus plans in a manner commensurate with their respective positions. However, under Old 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 Old 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 Old 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 Old 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 Old 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 Old GGP's compensation philosophy and policies. In 2009, Old 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 Old 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 Old 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 threshold 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 THHC stock issued to holders of Old 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 THHC's stock subsequent to Old 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.

| <u>Effective Date</u> | <u>Pool</u> |
|------------------------------------|--------------|
| June 30, 2010 or earlier | \$10 million |
| July 1, 2010 to September 30, 2010 | \$5 million |
| October 1, 2010 or later | \$0 |

Neither management nor the Compensation Committee may, at their discretion, revise the terms of the emergence pools, including the effective dates, as the KEIP was approved by the Bankruptcy Court and cannot be revised without additional Bankruptcy Court approval. 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 Old GGP's executive compensation program; however, no discretionary equity awards were made in 2009. As discussed above, the KEIP is intended to replace Old 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. Old GGP's insider trading policy prohibits aggressive or speculative transactions with respect to Old 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 Old 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 Old GGP's securities.

Retirement Benefits

Old GGP does not provide any defined benefit pension benefits or supplemental pension benefits to executive officers.

Perquisites

Except in very limited circumstances, Old GGP's executive officers do not receive perquisites or other benefits that are not available to all of Old GGP's employees.

Termination Compensation

If Old 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 Old 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.

Old 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 Old 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 Old 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 Old GGP's Chief Executive Officer, Chief Financial Officer and Old 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 Old 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 Old 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 Old GGP's 401(k) matching contribution (\$12,250) and amounts paid by Old GGP for medical insurance for Mr. Metz and his family that Mr. Metz had in place prior to joining Old GGP (\$31,372). The "All Other Compensation" amount for 2008 represents the sum of Old 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 Old 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 Old 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 Old 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 Old GGP's 401(k) matching contribution (\$12,250) and relocation expenses (\$100,830). The "All Other Compensation" amount or 2008 represents the sum of Old 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

| Name | Grant Date | Estimated Possible Payouts Under Non-Equity Incentive Plan Awards | | |
|-------------------|--------------|--|--------------|--------------|
| | | 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.

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

| Name | Option Awards | | | | Stock Awards | |
|-------------------|---|---|---|---|--|--|
| | 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 | — 1,000,000 | — — | — \$ 3.73 | — 11/3/2013(3) | 500(2) — | \$ 5,780 — |
| Edmund Hoyt | — 75,000 20,000 — 18,000 — | — — 5,000 15,014 12,000 13,819 | — \$ 35.41 \$ 50.47 \$ 50.47 \$ 65.81 \$ 65.81 | — 02/9/2010(4) 02/6/2011(4) 02/6/2011(5) 2/22/2012(4) 2/22/2012(6) | 3,171 — — — — — | \$ 36,657 — — — — — |
| Joel Bayer | — 10,000 — — | — — 18,917 17,292 | — \$ 35.41 \$ 50.47 \$ 65.81 | — 02/9/2010 02/6/2011(5) 2/22/2012(6) | 3,429 | \$ 39,639 |
| Robert Michaels | — 120,000 300,000 — 100,000 — | — — — 34,317 — 33,613 | — \$ 35.41 \$ 50.47 \$ 50.47 \$ 65.81 \$ 65.81 | — 2/09/2010(4) 2/06/2011(4) 2/06/2011(5) 2/22/2012 2/22/2012(6) | 2,677 — — — — — | \$ 30,946 — — — — — |
| Thomas Nolan, Jr. | — 7,500 2,500 800,000 | — — — — | — \$ 34.75 \$ 47.26 \$ 3.73 | — 4/1/2010(2) 1/3/2011(2) 11/3/2013(3) | 500 | \$ 5,780 |

- (1) This amount represents the value of the shares of common stock that have not vested based on the closing price per share of Old 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 Old GGP and does not relate to any compensation as an officer or employee of Old 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 Old 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 Old 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

| Name | Stock Awards | |
|-------------------|---|------------------------------------|
| | 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 Old 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 Old GGP and do not relate to any compensation as officers or employees of Old GGP.

Change in Control Payments

None of Old GGP's NEOs are entitled to payment of any benefits upon a change in control of Old GGP, except that Old 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 Old 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 Old 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 Old GGP and do not relate to any compensation as officers or employees of Old 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 Old GGP's common stock that may be issued under Old GGP's equity compensation plans as of December 31, 2009.

| <u>Plan Category</u> | <u>(a) Number of securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u> | <u>(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</u> | <u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))</u> |
|---|--|--|---|
| 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, Old GGP Chief Executive Officer, and Thomas H. Nolan, Jr. Old GGP's President and Chief Operating Officer (the "Agreements"). Pursuant to the Agreements, Old 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 Old 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 Old GGP's stockholder approved equity plans. These stock options have an exercise price equal to the closing price of Old GGP's common stock on November 3, 2008 and vested in their entirety on October 25, 2009.

Subsequent Employment Arrangements

Employment Arrangements

Steven Douglas was named as Old 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 Old 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 Old GGP employees on the first of the month following one full month of employment.

As described in "Management—Executive Officer Information," on September 8, 2010, Old GGP entered into Amended and Restated employment agreements with Mr. Metz, the Chief Executive Officer, and Mr. Nolan the Company's President and Chief Operating Officer.

The amended and restated employment agreements will be effective as of the earlier of Effective Date and January 1, 2011 and amend and restate the existing employment agreements dated November 2, 2008 as amended March 6, 2009. The new agreements have a fixed one-year term and provide for a base salary of \$1,500,000 for Mr. Metz and \$1,250,000 for Mr. Nolan. In addition, the new agreements provide that Messrs. Metz and Nolan shall continue to participate in the 2010 Cash Value Added Incentive Compensation Plan and commencing with the first fiscal year on or after the date the new agreements are effective, are eligible to participate in the our annual bonus plan in effect

with a target bonus opportunity of \$3,000,000 and \$2,400,000, respectively (the "Target Annual Bonus").

Pursuant to the new agreements, Messrs. Metz and Nolan will be granted 125,000 and 100,000 shares of restricted common stock, respectively, as of the effective date of the new agreements. The restricted stock will vest in its entirety on the first anniversary of the grant date.

If we terminate either Mr. Metz's or Mr. Nolan's employment without "cause" during the term of the new agreements, then the terminated executive is eligible (subject to execution of a release in favor of us) to receive base salary through the termination date, a lump sum payment of a pro-rata amount of such executive's Target Annual Bonus, a lump sum payment equal to seventy five percent of the sum of executive's base salary through the end of the term of the agreement and the Target Annual Bonus, vesting of the restricted stock, and continuation of medical benefits through the eighteen month anniversary of the termination date.

The new 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.

2010 Equity Incentive Plan

New GGP adopted the 2010 Equity Plan (the "Equity Plan") in connection with Old GGP's emergence from bankruptcy. The Equity Plan will become effective on the Effective Date. The number of shares of New GGP common stock reserved for issuance under the Equity Plan will be equal to 4% of New GGP's outstanding shares on a fully diluted basis as of the Effective Date. The Equity Plan will provide for grants of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, other stock-based awards and performance-based compensation (collectively, "the Awards"). Directors, officers and other employees of New GGP and its subsidiaries and affiliates will be eligible for Awards. The Equity Plan will not be subject to the Employee Retirement Income Security Act of 1974, as amended.

The purpose of the Equity Plan is to provide incentives that will attract, retain and motivate our directors, officers and employees by providing them with either a proprietary interest in our long-term success or compensation based on their performance. The following is a summary of the material terms of the Equity Plan, but does not include all of the provisions of the Equity Plan.

Administration

The Equity Plan will be administered by the compensation committee of New GGP's Board of Directors or any committee designated by New GGP's Board of Directors to administer the Equity Plan. The administrator will be empowered to determine the form, amount and other terms and conditions of Awards, clarify, construe or resolve any ambiguity in any provision of the Equity Plan or any Award agreement and adopt such rules and guidelines for administering the Equity Plan as it deems necessary or proper. All actions, interpretations and determinations by the administrator will be final and binding.

Shares Available

The Equity Plan will make available the number of shares of New GGP's common stock described above, subject to adjustments. In the event that any outstanding Award expires or terminates without the issuance of shares or is otherwise settled for cash, the shares allocable to such Award, to the extent of such expiration, termination or settlement for cash, will again be available for issuance. No participant may be granted more than 4,000,000 shares, or the equivalent dollar value of such shares, in any year.

Eligibility for Participation

Members of New GGP's Board of Directors, as well as officers and employees of New GGP and its subsidiaries and affiliates will be eligible to participate in the Equity Plan. The selection of participants will be within the sole discretion of the administrator.

Types of Awards

The Equity Plan will provide for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, other stock-based awards and performance-based compensation. The administrator will determine the terms and conditions of each Award, including the number of shares subject to each Award, the vesting terms, and the purchase price. Awards may be made in assumption of or in substitution for outstanding Awards previously granted by New GGP or its affiliates, or a company acquired by New GGP or with which it combines.

Award Agreement

Awards granted under the Equity Plan will be evidenced by Award agreements that provide additional terms and conditions associated with the Awards, as determined by the administrator in its discretion. In the event of any conflict between the provisions of the Equity Plan and any such Award agreement, the provisions of the Equity Plan will control.

Options

An option granted under the Equity Plan permits a participant to purchase from New GGP a stated number of shares at an exercise price established by the administrator. Subject to the terms of the Equity Plan, the terms and conditions of any option will be determined by the administrator. Options will be designated as either nonqualified stock options or incentive stock options. An option granted as an incentive stock option will, to the extent it fails to qualify as an incentive stock option, be treated as a nonqualified option. The exercise price of an option may not be less than the fair market value of a share of New GGP's common stock on the date of grant. The term of each option will be determined prior to the date of grant, but may not exceed ten years.

Stock Appreciation Rights

A stock appreciation right granted under the Equity Plan entitles the holder to receive, upon its exercise, the excess of the fair market value of a specified number of shares of New GGP's common stock on the date of exercise over the grant price of the stock appreciation right. Payment may be in the form of cash, shares of New GGP's common stock, other property or any combination thereof. Subject to the terms of the Equity Plan, the terms and conditions of any stock appreciation right will be determined by the administrator.

Restricted Stock

An Award of restricted stock granted under the Equity Plan is a grant of a specified number of shares of New GGP's common stock, which are subject to forfeiture upon the occurrence of specified events. Each Award agreement evidencing a restricted stock grant will specify the period of restriction, the conditions under which the restricted stock may be forfeited to us and such other provisions as the administrator may determine, subject to the terms of the Equity Plan.

Other Stock-Based Awards

The administrator may grant Awards of shares of New GGP's common stock and Awards that are valued, in whole or in part, by reference to New GGP's common stock. Such Awards will be in such form and subject to such terms and conditions as the administrator may determine, including, the right to receive one or more shares of New GGP's common stock (or the equivalent cash value of such stock) upon the completion of a specified period of service, the occurrence of an event and/or the

attainment of performance objectives. Subject to the provisions of the Equity Plan, the administrator will determine whether such other stock-based awards will be settled in cash, shares of New GGP's common stock or a combination of cash and such shares, and all other terms and conditions of such Awards.

Performance-Based Compensation

To the extent permitted by Section 162(m) of the Internal Revenue Code, or the Code, the administrator may design any Award so that the amounts or shares payable thereunder are treated as "qualified performance-based compensation" within the meaning of Section 162(m) of the Code. The grant, vesting, crediting and/or payment of performance-based compensation will be based or conditioned on the achievement of objective performance goals established in writing by the compensation committee of New GGP's Board of Directors. Performance goals may be based on one or more of the following measures:

- consolidated earnings before or after taxes (including earnings before interest, taxes, depreciation and amortization);
- net income;
- operating income;
- earnings per share;
- book value per share;
- return on shareholders' equity;
- expense management;
- return on investment;
- improvements in capital structure;
- profitability of an identifiable business unit or product;
- maintenance or improvement of profit margins;
- stock price;
- market share;
- revenues or sales;
- costs;
- cash flow;
- working capital;
- return on assets;
- store openings or refurbishment plans;
- staff training; and
- corporate social responsibility policy implementation.

Transferability

Unless otherwise determined by the administrator, Awards may not be transferred by a participant except in the event of death. Any permitted transfer of the Awards to heirs or legatees of a participant will not be effective unless the administrator has been furnished with written notice thereof and a copy of such evidence as the administrator may deem necessary to establish the validity of the transfer.

The administrator may impose such transfer restrictions on any shares received in connection with an Award as it may deem advisable or desirable. These restrictions may include a requirement that the participant hold the shares received for a specified period of time or a requirement that a participant represent and warrant in writing that the participant is acquiring the shares for investment and without any present intention to sell or distribute such shares.

Stockholder Rights

Except as otherwise provided in the applicable Award agreement or with respect to Awards of restricted stock, a participant will have no rights as a stockholder with respect to shares of New GGP's common stock covered by any Award until the participant becomes the record holder of such shares. Participants holding Awards or restricted stock will have the right to vote and receive dividends with respect to the restricted stock, unless otherwise provided in the applicable Award Agreement.

Adjustment of Awards

In the event of a corporate event or transaction such as a recapitalization, in order to prevent dilution or enlargement of participants' rights under the Equity Plan, the administrator will make certain adjustments to Awards, including, in its sole discretion, substitution or adjustment of the number and kind of shares that may be issued under the Equity Plan or under particular Awards, the exercise price or purchase price applicable to outstanding Awards, and other value determinations applicable to the Equity Plan or outstanding Awards.

In the event we experience a change in control, the administrator may make adjustments to the terms and conditions of outstanding Awards, including, acceleration of vesting and exercisability of Awards, substitution of Awards with substantially similar Awards and cancellation of Awards for fair value.

Amendment and Termination

The administrator may amend or terminate the Equity Plan or any Award agreement at any time. However, no amendment or termination is permitted without shareholder approval if such approval is necessary to comply with any tax or regulatory requirement and no amendment or termination is permitted without the consent of the participants if such amendment or termination would materially diminish the participants' rights under the Equity Plan or any Award.

No Awards will be granted more than ten years after the Effective Date.

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 and Blackstone pursuant to the Investment Agreements, the Blackstone Designation and the Plan, we will have warrants to purchase 120,000,000 shares of our common stock outstanding. Other than the warrants issued to Pershing Square and Fairholme, which may only be exercised upon 90 days prior notice, 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 New GGP will repurchase 50% of the shares issued to Pershing Square and Fairholme 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." 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.

| Name of Beneficial Owner | Beneficial Ownership | |
|---|----------------------|------------------|
| | 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 Platt, Director Nominee | | |
| Cyrus Madon, Director Nominee | | |
| Mary Lou Fiala, Director Nominee | | |
| John Haley, Director Nominee | | |
| David Neithercut, Director Nominee | | |
| Sheli Rosenberg, Director Nominee | | |
| John G. Schreiber, Director Nominee | | |
| All directors, director nominees and executive officers as a group (15 persons) | | |

- (1) Pursuant to the Investment Agreement with Brookfield Investor, Brookfield Investor may (and it is expected that it will) designate that some or all of these shares (including warrants to purchase shares

of common stock) be issued in the name of one or more entities managed by a controlled affiliate of Brookfield Asset Management Inc. ("BAM"). BAM and such entities (and the investors in such entities) may be deemed to beneficially own some or all of such shares. The following investors in such entities may be deemed to beneficially own more than 5% of the outstanding shares of common stock of the Company in the following amounts: (i) Future Fund Board of Guardians ("FF"), indirectly through a controlled custodian, beneficially owns 68,888,882 common shares and (ii) Stable Investment Corporation ("SIC") beneficially owns 74,629,629 common shares. The address of each such Brookfield-managed entity is c/o REP Investments LLC, 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 descendants 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, Old 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 received 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 entered 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 entered 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 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 granted customary piggyback registration rights to Texas Teachers and Blackstone.

Director Independence

Our board of directors has affirmatively determined that each of our directors on the Effective Date other than Mr. Metz 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 CERTAIN INDEBTEDNESS

Senior Secured Credit Facilities

In connection with the consummation of the Plan, we obtained a commitment for senior secured credit facilities with Deutsche Bank Trust Company Americas, as administrative agent and collateral agent, various lenders, and Deutsche Bank Securities Inc., Wells Fargo Securities, LLC and RBC Capital Markets Corporation as Joint Lead Arrangers. Set forth below is a summary of the anticipated terms of the senior secured credit facilities. As the final terms of the senior secured credit facilities have not been agreed upon, the final terms may differ from those set forth herein.

The senior secured credit facilities will include a revolving credit facility providing for revolving loans in the amount of up to \$300.0 million, none of which is expected to be used to consummate the Plan. The revolving credit facility will mature three years from the Effective Date.

In addition, in the event that the Bankruptcy Court determines that reinstatement of the unmatured Rouse notes and/or replacement notes being offered to holders of the unmatured Rouse notes pursuant to the Plan is not permitted, the senior secured credit facilities will also include a new \$1.5 billion secured term loan facility to fund a portion of the Plan. The term loan facility will mature five years from the Effective Date. Because no holders of the Rouse notes objected to the Plan treatment of the Rouse notes, we do not intend to enter into the term loan.

Both the revolving credit facility and the term loan facility (if any) will be senior secured obligations of New GGP, as a guarantor, and the two operating entities through which our company conducts substantially all of its business, as co-borrowers (GGPLP and GGPLP L.L.C.). In addition, the revolving credit facility and term loan facility (if any) will be guaranteed by certain of our subsidiaries and secured by (i) first lien mortgages on certain properties, (ii) first-lien pledges of equity interests in certain of our subsidiaries which directly or indirectly own properties that are encumbered by existing third-party mortgage debt and (iii) various additional collateral. The collateral pledged to secure the revolving credit facility if the term loan facility is not entered into will be a subset of the collateral that would secure both the revolving credit facility and the term loan facility if the term loan facility is entered into.

Borrowings under the senior secured credit facilities will bear interest at a floating rate, which can be either a Eurodollar rate plus an applicable margin or, at the borrower's option, an alternative base rate (defined as the higher of (x) the Deutsche Bank Trust Company Americas prime rate, (y) the federal funds effective rate, plus one half percent (.50%) per annum and (z) in the case of the term loan facility, 2.75%), plus an applicable margin. The interest rate payable in respect of any overdue principal and interest under the senior secured credit facilities will increase by 2.00% per annum during the continuance of any payment event of default with respect to such principal or interest. All rates described above are subject to final pricing.

For Eurodollar loans, we may select interest periods of one, two, three, six months or, with the consent of all lenders, nine months. Interest will be payable at the end of the selected interest period, but no less frequently than every three months within the selected interest period.

The revolving credit facility also requires payment of a commitment fee on the difference between committed amounts and amounts actually borrowed under the revolving credit facility and customary letter of credit fees. Prior to the maturity date of the revolving credit facility, funds borrowed under the revolving credit facility may be borrowed, repaid and reborrowed, without premium or penalty.

The term loan facility (if any) will be subject to amortization in equal quarterly installments of principal in an aggregate annual amount equal to 1.0% of the original principal balance of the term loans, with the remaining balance payable at maturity.

Voluntary prepayments of principal amounts outstanding under the senior secured credit facilities will be permitted at any time, however, if a prepayment of principal is made with respect to a Eurodollar loan on a date other than the last day of the applicable interest period, the lenders will require compensation for any funding losses and expenses incurred as a result of the prepayment.

In addition, mandatory prepayments will be required to prepay amounts outstanding under the term loan facility (if any) in an amount equal to:

- 100%, of net cash proceeds from certain asset dispositions (or related insurance proceeds) by New GGP or any of its subsidiaries, subject to certain exceptions (including a minimum liquidity requirement) and reinvestment provisions;
- 100% of the net cash proceeds from the issuance or incurrence after the closing date of any additional debt by New GGP or any of its subsidiaries (excluding debt permitted under the senior secured credit facilities);
- 50% of the net cash proceeds from the issuance of equity after the closing date of the borrowers and their direct and indirect parents who are guarantors subject to certain exceptions (including a minimum liquidity requirement); and
- 50% of excess cash flow, as defined in the senior secured credit facilities, of New GGP, subject to certain exceptions (including a minimum liquidity requirement).

Mandatory prepayments will be applied to scheduled amortization payments of the term loan facility in direct order of maturity. Voluntary prepayments of the term loan facility will be applied as directed by the borrowers.

The senior secured credit facilities will contain certain restrictive covenants applicable to New GGP and its subsidiaries which will, among other things, limit material changes in nature of business conducted, amalgamations, mergers, consolidations, dissolutions or liquidations, dispositions of assets, liens, incurrence of additional indebtedness, investments and acquisitions, dividends, amendments to organizational documents, hedging for speculative purposes, transactions with affiliates, prepayment of subordinated debt, negative pledges, changes in fiscal periods and limitations on subsidiary distributions. In addition, New GGP will be required to maintain a maximum net debt to value ratio, a maximum leverage ratio and a minimum net cash interest coverage ratio.

The senior secured credit facilities will contain customary events of default, including without limitation, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to certain other indebtedness in excess of specified amounts, certain events of bankruptcy and insolvency, judgment defaults in excess of specified amounts, failure of any material provision of any guaranty or security document supporting the senior secured credit facilities to be in full force and effect, failure to maintain REIT status and a change of control.

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 due 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 may, at the option of the Plan Sponsors, be exchanged for equity in satisfaction of their commitments. We expect approximately \$349.0 million of the 7.20% notes, \$92.0 million of the 5.375% notes and \$600.0 million of the 6.750% notes to remain outstanding. Pursuant to the Plan, \$1.041 billion of the Rouse notes will be reinstated and holders of \$608.7 million Rouse notes elected 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 as new Rouse notes. See "Plan of Reorganization—Treatment of Certain Claims Under the Plan."

Security. The Rouse notes are and the 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 the new Rouse notes will not be guaranteed.

Ranking. The 7.20% notes and the 5.375% notes are and the 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 6³/₄% notes and the new Rouse notes results in acceleration.

Existing GGPLP Exchangeable Notes

GGPLP, a subsidiary of Old 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.

Holders of approximately \$1,548.8 million aggregate principal amount of the GGPLP exchangeable notes elected to receive cash pursuant to the Plan. Accordingly, only \$1.25 million of the GGPLP exchangeable notes were reinstated pursuant to the Plan.

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 Old 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 Old GGP common stock. The exchange rate will be adjusted under certain circumstances, including upon the payment of cash dividends by Old 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 THHC.

Exchange Rights. Holders may exchange the GGPLP exchangeable notes at the applicable exchange rate for cash, shares of Old GGP common stock, or a combination of cash and shares of Old 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 Old GGP common stock is more than 130% of the exchange price per share of Old 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 Old 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 Old GGP common stock to holders of Old 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 Old 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 Old GGP common stock immediately prior to the declaration date for such distribution.
- if shares of Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 were reinstated upon Old 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 Old GGP's emergence from bankruptcy and excluding the Special Consideration Properties, New GGP will have \$16.2 billion aggregate principal amount 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 Old 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 COMMON STOCK

General

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

Prior to the consummation of the Plan, we intend to amend and restate our certificate of incorporation and bylaws. Our authorized capital stock will consist of 11,000,000,000 shares of common stock and 500,000,000 shares of preferred stock, \$0.01 par value per share.

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 THHC common stock as necessary to allow it to maintain its proportional ownership interest in us and THHC 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 amended and restated certificate of incorporation and amended and restated bylaws, copies of which will be filed as exhibits to the registration statement of which this prospectus is part.

As of _____, 2010 _____ shares of New GGP's common stock are outstanding and warrants to purchase 120 million shares are 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 shares of capital stock issued by the Company will be subject to legends and stop-transfer restrictions as described above.

Limitation of Liability of Directors

Our certificate of incorporation provides 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 and we will enter into indemnification agreements with members of our board of directors.

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 Old GGP's emergence from bankruptcy, New GGP will not have a shareholder rights plan (or "poison pill"). Old GGP's shareholder rights plan will expire on November 18, 2010.

Preferred Stock

Our amended and restated certificate of incorporation provides 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 includes, but is not 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 or similar 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 issued:

- 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 agreements. Each such warrant will have a term of seven years from the closing date of the investments. The Brookfield Investor warrants and the Blackstone warrants will be immediately exercisable (subject to any lockup restrictions), while the Fairholme warrants and the Pershing Investor warrants will be exercisable only upon 90 days prior notice.

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 Old 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 Old GGP following Old GGP's emergence from bankruptcy, and any such registration rights will apply to the common stock of New GGP rather than to the common stock of Old 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 shares of our common stock 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 number of shares of common stock listed next to its name in the following table.

| <u>Underwriters</u> | <u>Shares</u> |
|---------------------|---------------|
| Total | |

The underwriting agreement provides that the underwriters must buy all of the shares if they buy any of them. However, the underwriters are not required to take or pay for the shares covered by the underwriters' option to purchase additional shares described below.

Our common stock is offered subject to a number of conditions, including:

- receipt and acceptance of the shares by the underwriters, and
- the underwriters' right to reject orders in whole or in part.

We have been advised by the representatives that the underwriters intend to make a market in our common stock but that they are not obligated to do so and may discontinue making a market at any time without notice.

In connection with this offering, certain of the underwriters or securities dealers may distribute prospectuses electronically.

OPTION TO PURCHASE ADDITIONAL SHARES

We have granted the underwriters an option to buy up to an aggregate of _____ additional shares of our common stock. 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 within 30 days from the date of this prospectus. If the underwriters exercise this option, they will each purchase additional shares approximately in proportion to the number of shares specified in the table above.

COMMISSIONS AND DISCOUNTS

Shares 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 shares sold by the underwriters to securities dealers may be sold at a discount from the public offering price of up to \$ _____ per share from the public offering price. Any of these securities dealers may resell any shares purchased from the underwriters to other brokers or dealers at a discount of up to \$ _____ per share from the public offering price. Sales of shares made outside the United States may be made by affiliates of the underwriters. If all the shares 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 shares at the prices and upon the terms stated therein.

The following table shows the per share 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 up to an additional shares.

| | No exercise | Full exercise |
|-----------|----------------|------------------|
| Per share | \$ | \$ |

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

Old 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 several 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. Upon the Effective Date, we expect that the common stock will be listed on the NYSE. An application has been made to list New GGP's common stock on the NYSE under the symbol "GGP."

PRICE STABILIZATION, SHORT POSITIONS

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of our common stock, 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 our common stock, which involve the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering, and purchasing shares of common stock 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' option to purchase additional shares 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 option to purchase additional shares in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the option to purchase additional shares.

Naked short sales are short sales made in excess of the option to purchase additional shares. The underwriters must close out any naked short position by purchasing shares 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 common stock 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 shares sold by or for the account of that underwriter in stabilizing or short covering transactions.

As a result of these activities, the price of our common stock 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

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. 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.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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 securities 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 securities 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 securities;
- 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 securities 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 securities 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 securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, 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 securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities 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 securities 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 securities 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 securities 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 securities.

The securities 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 securities 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 securities, 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 securities shall be deemed to be made to such recipient and no applications for the securities 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 securities you undertake to us that, for a period of 12 months from the date of issue of the securities, you will not transfer any interest in the securities to any person in Australia other than to a wholesale client.

Notice to Prospective Investors in Hong Kong

The securities 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 securities 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 securities 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 securities 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 securities 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 securities 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 securities may not be circulated or distributed, nor may the securities 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 securities is suitable for them.

Where the securities 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 securities 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 securities.

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 our common stock. Except where noted, this summary deals only with common stock held as a capital asset. 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 common stock as part of a hedge against currency or interest rate risks or that hold common stock 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 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 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 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 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. Arnold & Porter LLP will deliver an opinion to New GGP Inc. that, commencing with New GGP's taxable year ending on December 31, 2010, New GGP will be organized in conformity with the requirements for qualification as a REIT for federal income tax purposes, and its proposed method of operation will enable it to meet the requirements for qualification and taxation as a REIT. 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 "—Distribution 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, including Old GGP. 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. We believe that Old GGP has continually satisfied the requirements to maintain its REIT status as of the date hereof. 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.

Taxation of U.S. holders

Distributions on common stock

If we make a distribution of cash or other property (other than certain pro rata distributions of our common stock) in respect of our common 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 our 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

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 unless the shares constitute a United States Real Property Interest, or "USRPI" (which determination generally includes a five-year look-back period), within the meaning of the Foreign Investment in Real Property Tax Act of 1980, or FIRPTA. 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. One such exception is for shares of a "domestically controlled qualified investment entity." Shares of our common stock will not constitute a USRPI if we are 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 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 USRPIs.

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 than 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 dividends on common stock and the proceeds of a sale or other disposition of 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 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. In addition, the amount of 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 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 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.

LEGAL MATTERS

Weil, Gotshal & Manges LLP has passed upon the validity of the common stock offered hereby on behalf of us. Weil, Gotshal & Manges LLP has also reviewed the statements relating to certain federal income tax matters that are likely to be material to U.S. holders of our common stock under the caption "United States Federal Income Tax Considerations" and will pass upon the accuracy of those statements. 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.

INDEX TO FINANCIAL STATEMENTS

New GGP, Inc.

Audited Financial Statement

| | |
|---|-----|
| Opening Balance Sheet as of July 2, 2010 (capitalization) | F-3 |
|---|-----|

General Growth Properties, Inc.

Audited Financial Statements

| | |
|---|------|
| Reports of Independent Public Accounting Firms | F-5 |
| Consolidated Balance Sheets as of December 31, 2009 and 2008 | F-9 |
| Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2009, 2008 and 2007 | F-10 |
| Consolidated Statements of Equity for the years ended December 31, 2009, 2008 and 2007 | F-11 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007 | F-13 |
| Notes to Consolidated Financial Statements | F-15 |
| Report of Independent Registered Public Accounting Firm | F-86 |
| Schedule III—Real Estate and Accumulated Depreciation | F-87 |

Consolidated Financial Statements

Unaudited Interim Financial Statements

| | |
|--|------|
| Consolidated Balance Sheets as of June 30, 2010 and December 31, 2009 | F-93 |
| Consolidated Statements of Income and Comprehensive Income for the three and six months ended June 30, 2010 and 2009 | F-94 |
| Consolidated Statements of Equity for the three and six months ended June 30, 2010 and 2009 | F-95 |
| Consolidated Statements of Cash Flows for the three and six months ended June 30, 2010 and 2009 | F-96 |
| Notes to Unaudited Consolidated Financial Statements | F-98 |

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

| | <u>December 31,</u> | |
|---|------------------------|---------------------|
| | <u>2009</u> | <u>2008</u> |
| | (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 | <u>\$28,149,774</u> | <u>\$29,557,330</u> |
| 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 | <u>\$28,149,774</u> | <u>\$29,557,330</u> |

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 | <u>3,135,814</u> | <u>3,361,525</u> | <u>3,261,801</u> |
| 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 | <u>3,297,148</u> | <u>2,132,954</u> | <u>2,183,940</u> |
| Operating (loss) income | <u>(161,334)</u> | <u>1,228,571</u> | <u>1,077,861</u> |
| Interest income | 3,321 | 3,197 | 8,641 |
| Interest expense | <u>(1,311,283)</u> | <u>(1,325,273)</u> | <u>(1,191,466)</u> |
| 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 | <u>(1,303,861)</u> | <u>(36,372)</u> | <u>347,597</u> |
| Discontinued operations—(loss) gain on dispositions | <u>(966)</u> | <u>55,044</u> | <u>—</u> |
| Net (loss) income | <u>(1,304,827)</u> | <u>18,672</u> | <u>347,597</u> |
| Allocation to noncontrolling interests | 20,138 | (13,953) | (73,955) |
| Net (loss) income attributable to common stockholders | <u>\$ (1,284,689)</u> | <u>\$ 4,719</u> | <u>\$ 273,642</u> |
| 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 | <u>\$ (4.11)</u> | <u>\$ 0.02</u> | <u>\$ 1.12</u> |
| 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) | <u>66,452</u> | <u>(109,945)</u> | <u>31,562</u> |
| Comprehensive (loss) income allocated to noncontrolling interests | <u>(10,573)</u> | <u>18,160</u> | <u>(5,486)</u> |
| Comprehensive (loss) income, net, attributable to common stockholders | <u>\$ (1,248,948)</u> | <u>\$ (73,113)</u> | <u>\$ 373,673</u> |

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) (Dollars in thousands) | Treasury Stock | Noncontrolling Interests in Consolidated Real Estate Affiliates | Total Equity |
|--|-----------------|----------------------------------|--|---|-------------------|--|-----------------|
| 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)

| | <u>Common Stock</u> | <u>Additional Paid-In Capital</u> | <u>Retained Earnings (Accumulated Deficit)</u> | <u>Accumulated Other Comprehensive Income (Loss)</u> (Dollars in thousands) | <u>Treasury Stock</u> | <u>Noncontrolling Interests in Consolidated Real Estate Affiliates</u> | <u>Total Equity</u> |
|---|-------------------------|---|--|--|---------------------------|--|-------------------------|
| 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 | <u>\$ 654,396</u> | <u>\$ 168,993</u> | <u>\$ 99,534</u> |
| 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. |
| <u>100%</u> | |

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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,

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

| | <u>December 31, 2009</u> | <u>December 31, 2008</u> |
|--|--------------------------|--------------------------|
| | (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 | <u>\$ 1,480,652</u> | <u>\$ 1,453,264</u> |
| 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 | <u>\$ 89,078</u> | <u>\$ 87,467</u> | <u>\$ 58,496</u> |
| Effective interest rate | 5.62% | 5.62% | 5.62% |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

| | <u>As Previously Reported</u> <u>December 31, 2008</u> | <u>Impact of</u> <u>Retrospective</u> <u>Application</u> (In thousands) | <u>Current Presentation</u> <u>December 31, 2008</u> |
|--|---|--|---|
| Balance Sheet | | | |
| Mortgages, notes and loans payable | \$ 24,853,313 | \$ (96,736) | \$ 24,756,577 |

| | <u>As Previously Reported</u> <u>December 31, 2008</u> | <u>Impact of</u> <u>Retrospective</u> <u>Application</u> (Dollars in thousands) | <u>Current Presentation</u> <u>December 31, 2008</u> |
|---|---|--|---|
| 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.

| | <u>As Previously Reported</u> <u>December 31, 2007</u> | <u>Impact of</u> <u>Retrospective</u> <u>Application</u> (Dollars in thousands) | <u>Current Presentation</u> <u>December 31, 2007</u> |
|---|---|--|---|
| 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Combined Condensed Balance Sheet

| | <u>December 31, 2009</u> |
|---|--------------------------|
| | (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

| | <u>May 1, 2009 to</u> <u>December 31, 2009</u> |
|---|---|
| | (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.
(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

| | <u>December 31, 2009</u> |
|--|--------------------------|
| | <u>(In thousands)</u> |
| Mortgages and secured notes | \$ 11,148,467 |
| Unsecured notes | 6,006,778 |
| Accounts payable and accrued liabilities | 612,008 |
| Total liabilities subject to compromise | <u>\$ 17,767,253</u> |

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.
(Debtor-in-Possession)

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:

| <u>Reorganization Items</u> | <u>Post-Petition Period Ended December 31, 2009</u> (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 | <u>\$ (146,190)</u> |

- (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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 incurred 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:

| | <u>Years</u> |
|---|--------------|
| 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.
(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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(3) | 27,323 | — | — |
| | Moreno Valley, CA | | | | |
| Moreno Valley Mall | 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, MD | | | | |
| Owings Mills Mall | MD | Discounted cash flow analysis(3) | 51,604 | — | — |
| | Owings Mills, MD | | | | |
| Owings Mills-Two Corporate Center | 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(3) | 82,893 | — | — |
| The Shoppes At The Palazzo | Las Vegas, NV | Discounted cash flow analysis(5) | 37,914 | — | — |
| | Coeur d' Alene, ID | | | | |
| Silver Lake Mall | ID | Discounted cash flow analysis(5) | 10,134 | — | — |
| Spring Hill Mall | West Dundee, IL | Discounted cash flow analysis(5) | 59,050 | — | — |
| Southshore Mall | Aberdeen, WA | Projected sales price analysis(1) | — | 3,951 | — |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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) | | |
| 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(1) | 16,636 | — | — |
| Cottonwood Mall | Holladay, UT | Comparable property market analysis(1) | 50,768 | — | — |
| Elk Grove Promenade | Elk Grove, CA | Comparable property market analysis(1) | 175,280 | — | — |
| Kendall Town Center | Miami, FL | Projected sales price analysis(1) | 35,518 | — | — |
| Princeton Land East, LLC | Princeton, NJ | Comparable property market analysis(1) | 8,904 | — | — |
| Princeton Land LLC | Princeton, NJ | Comparable property market analysis(1) | 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(1) | 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 | Columbia, MD | Projected sales price analysis(6) | — | — | 77,200 |
| Fairwood Master Planned Community | Columbia, MD | Projected sales price analysis(6) | 52,769 | — | 50,400 |
| Nouvelle at Natick | Natick, MA | Discounted cash flow analysis(6) | 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 |

Facts and circumstances leading to impairment:

- (1) These impairments were primarily driven by management's changes in current plans with respect to property and measured based on the value of the underlying land, which is based on a comparable property market analysis or a projected sales price analysis which incorporates available market information and other management assumptions as these properties are either no longer operational or operating with no or nominal income.
- (2) Related to the write down of various pre-development costs that were determined to be non-recoverable due to management's decision to terminate the related projects.
- (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.
- (6) These impairments were driven by a recoverable value based on a per lot or unit sales price analysis incorporating market absorption and other management assumptions that is below carrying value.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

General

Certain of our properties had estimated 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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 accounts of \$69.2 million as of December 31, 2009, \$59.8 million as of December 31, 2008 and

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

\$68.6 million as of December 31, 2007. The following table summarizes the changes in allowance for doubtful accounts:

| | <u>2009</u> | <u>2008</u> |
|----------------------------------|------------------|------------------|
| | (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 | <u>\$ 69,235</u> | <u>\$ 59,784</u> |

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 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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 |

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|--|-----------------------|-------------|-------------|
| | <u>(In thousands)</u> | | |
| 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.

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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) (In thousands) | Significant Unobservable Inputs (Level 3) | Total (Loss) Gain Year Ended December 31, 2009 |
|---|---------------------------------|---|---|---|--|
| 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) |
| 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)

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

| | <u>Total Fair Value Measurement</u> | <u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u> | <u>Significant Other Observable Inputs (Level 2)</u> | <u>Significant Unobservable Inputs (Level 3)</u> | <u>Total (Loss) Gain Year Ended December 31, 2009</u> |
|---|---|---|--|--|---|
| | | | (In thousands) | | |
| Fair value of emerged entity mortgage debt | \$ 4,246,387 | \$ — | \$ — | \$ 4,246,387 | \$ 342,165 |
| Total liabilities | <u>\$ 4,246,387</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 4,246,387</u> | <u>\$ 342,165</u> |

- (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 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 |
| | <u>\$ 7,301</u> | <u>\$ 7,207</u> | <u>\$ 24,757</u> | <u>\$ 21,468</u> |

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 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3 ACQUISITIONS AND INTANGIBLES (Continued)

Intangible Assets and Liabilities

The following table summarizes our intangible assets and liabilities:

| | <u>Gross Asset (Liability)</u> | <u>Accumulated (Amortization)/ Accretion</u> | <u>Net Carrying Amount</u> |
|---|------------------------------------|--|--------------------------------|
| 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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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.

| <u>Impaired Asset</u> | <u>Location</u> | <u>2009</u> | <u>Year Ended December 31, 2008</u> | <u>2007</u> |
|--|-----------------|------------------|---|---------------|
| (In thousands) | | | | |
| 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 |
| | | <u>\$ 74,285</u> | <u>\$ 828</u> | <u>\$ 479</u> |
| Total Provisions for impairment, at our ownership share | | <u>\$ 37,120</u> | <u>\$ 389</u> | <u>\$ 232</u> |

- (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).

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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 | <u>\$ 9,112,294</u> | <u>\$ 8,766,600</u> |
| 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 | <u>\$ 9,112,294</u> | <u>\$ 8,766,600</u> |
| 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 | <u>\$ 1,941,024</u> | <u>\$ 1,837,635</u> |
| 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 |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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 | <u>1,310,599</u> | <u>1,392,078</u> | <u>1,524,807</u> |
| 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 | <u>946,565</u> | <u>780,573</u> | <u>1,037,435</u> |
| 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 dispositions | — | — | 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 | <u>\$ 90,665</u> | <u>\$ 319,958</u> | <u>\$ 278,854</u> |
| 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 | <u>\$ 4,635</u> | <u>\$ 80,594</u> | <u>\$ 158,401</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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 | <u>\$ 2,731,301</u> | <u>\$ 2,804,486</u> |
| 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 | <u>\$ 2,731,301</u> | <u>\$ 2,804,486</u> |

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) | | |
| 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 | <u>365,742</u> | <u>373,589</u> | <u>350,721</u> |
| 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 | <u>238,919</u> | <u>137,708</u> | <u>307,983</u> |
| 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 | <u>\$ 5,176</u> | <u>\$ 127,432</u> | <u>\$ (60,828)</u> |

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 | <u>111,453</u> | <u>104,081</u> | <u>101,930</u> |
| 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 | <u>(22,332)</u> | <u>(126,092)</u> | <u>(266,533)</u> |
| 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 | <u>(61,540)</u> | <u>33,996</u> | <u>189,165</u> |
| 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 | <u>\$ 70,417</u> | <u>\$ 42,836</u> | <u>\$ 30,851</u> |
| 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 | <u>\$ 1,191,830</u> | <u>\$ 1,224,771</u> |
| 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 | <u>\$ 1,191,830</u> | <u>\$ 1,224,771</u> |

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 | <u>\$ (8,623)</u> | <u>\$ 25,911</u> | <u>\$ 36,676</u> |

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 | <u>\$ 470,906</u> | <u>\$ 579,734</u> |
| 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 | <u>\$ 470,906</u> | <u>\$ 579,734</u> |

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) | | |
| 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 | <u>90,539</u> | <u>154,688</u> | <u>197,422</u> |
| 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 | <u>84,289</u> | <u>105,928</u> | <u>134,593</u> |
| 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 | <u>2,195</u> | <u>42,283</u> | <u>52,562</u> |
| Discontinued operations, including net gain on dispositions | — | — | 94,556 |
| Net income attributable to joint venture partners | <u>\$ 2,195</u> | <u>\$ 42,283</u> | <u>\$ 147,118</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 5 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

| | <u>The Woodlands Partnership</u> | | |
|---|----------------------------------|------------------|------------------|
| | <u>Years Ended December 31,</u> | | |
| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
| | (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 | <u>28,240</u> | <u>9,053</u> | <u>88,507</u> |
| 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 | <u>(5,992)</u> | <u>(22,105)</u> | <u>79,198</u> |
| 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 | <u>(37,585)</u> | <u>31,403</u> | <u>(155,565)</u> |
| 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 | <u>\$ 30,373</u> | <u>\$ 45,710</u> | <u>\$ 27,359</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 | <u>\$ 7,300,772</u> | <u>\$ 24,756,577</u> |

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|----------|--------------------|------------------|---------------------|
| | (In thousands) | | |
| Current | \$ (15,443) | \$ 27,605 | \$ 73,976 |
| Deferred | 833 | (4,144) | (368,136) |
| Total | <u>\$ (14,610)</u> | <u>\$ 23,461</u> | <u>\$ (294,160)</u> |

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:

| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|--|--------------------|------------------|---------------------|
| | (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 | <u>\$ (14,610)</u> | <u>\$ 23,461</u> | <u>\$ (294,160)</u> |

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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:

| | <u>Amount</u> | <u>Expiration Dates</u> |
|--|----------------|-------------------------|
| | (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:

| | <u>2009</u> | <u>2008</u> |
|--------------------------------|---------------------|---------------------|
| | (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 | <u>\$ (837,785)</u> | <u>\$ (831,005)</u> |

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:

| | <u>2009</u> | <u>2008</u> |
|--|---------------------|---------------------|
| | (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 | <u>\$ (837,785)</u> | <u>\$ (831,005)</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 7 INCOME TAXES (Continued)

tax benefits of \$104.0 million, excluding interest, of which \$32.0 million would impact our effective tax rate.

| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|---|-------------------|-------------------|-------------------|
| | (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 | <u>\$ 103,975</u> | <u>\$ 112,915</u> | <u>\$ 127,109</u> |

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.

| | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|----------------------------|-----------------|-----------------|-----------------|
| 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 | <u>\$ 0.190</u> | <u>\$ 1.500</u> | <u>\$ 1.850</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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:

| <u>Year</u> | <u>Amount</u> <u>(In thousands)</u> |
|-------------|--|
| 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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 | <u>4,241,500</u> | <u>\$ 31.63</u> | <u>4,730,000</u> | <u>\$ 33.01</u> | <u>3,053,000</u> | <u>\$ 51.21</u> |

| 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 | <u>4,241,500</u> | <u>2.3</u> | <u>\$ 31.63</u> | <u>3,904,500</u> | <u>2.3</u> | <u>\$ 28.98</u> | |
| Intrinsic value (in thousands) | <u>\$ 14,099</u> | | | <u>\$ 14,099</u> | | | |

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

| | <u>TSO Grant Year</u> |
|--|-----------------------|
| | <u>2007</u> |
| 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.

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

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:

| | <u>2008</u> | <u>2007</u> |
|--------------------------|-------------|-------------|
| 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.

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 10 STOCK-BASED COMPENSATION PLANS (Continued)

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 |
| | <u>\$ 754,747</u> | <u>\$ 835,455</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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 | <u>\$ 1,122,888</u> | <u>\$ 1,539,149</u> |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

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 | <u>\$ 2,358,901</u> |
| 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 | <u>\$ 499,925</u> |
| 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 | <u>\$ 206,833</u> |

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.

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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) |
| | <u>\$ (249)</u> | <u>\$ (56,128)</u> |

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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 (In thousands) | 2014 | Subsequent / Other | Total |
|---|---------------------|-------------------|---------------------|------------------------|---------------------|-----------------------|---------------------|
| 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

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16 SEGMENTS (Continued)

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 (In thousands) | Segment Basis |
| 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 | 2007 |
| | (In thousands) | | |
| 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) | — |
| Litigation 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 | 2007 |
| | (In thousands) | | |
| 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:

| | <u>2009</u> | <u>2008</u> |
|----------------------------|----------------------|----------------------|
| | (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 | <u>\$ 28,149,774</u> | <u>\$ 29,557,330</u> |

NOTE 17 QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

| | <u>2009</u> | | | |
|---|---|---------------------------|--------------------------|---------------------------|
| | <u>First Quarter</u> | <u>Second Quarter</u> | <u>Third Quarter</u> | <u>Fourth Quarter</u> |
| | (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 attributable 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) attributable 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

| Name of Center | Location | Costs Capitalized Subsequent to Acquisition(c) | | | | | | | | | | | | Life Upon Which Latest Income Statement is Computed |
|--------------------------|----------------------|--|-----------|--|---------|---|-----------|----------------------------|-------------|----------------------|---------------|------------------|-----|---|
| | | Initial Cost(b) | | Gross Amounts at Which Carried at Close of Period(d) | | Accumulated | | Depreciation (e) | | Date of Construction | Date Acquired | | | |
| | | Encumbrances (a) | Land | Buildings and Improvements | Land | Buildings and Improvements (In thousands) | Land | Buildings and Improvements | Total | | | Depreciation (e) | | |
| 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 | Friendwood, 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) | |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
DECEMBER 31, 2009

| Name of Center | Location | Costs Capitalized Subsequent to Acquisition(c) | | | | | | | | | | | | Life Upon Which Latest Income Statement is Computed |
|----------------------------------|----------------------|--|---------|--|----------|----------------------------|---------|----------------------|---------------|------------------|-----------|------|-----|---|
| | | Initial Cost(b) | | Gross Amounts at Which Carried at Close of Period(d) | | Accumulated | | Date of Construction | Date Acquired | | | | | |
| | | Encumbrances (a) | Land | Buildings and Improvements | Land | Buildings and Improvements | Total | | | Depreciation (e) | | | | |
| | | | | | | | | | | | | | | |
| 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) |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
DECEMBER 31, 2009

| Name of Center | Location | Encumbrances (a) | Initial Cost(b) | | Costs Capitalized Subsequent to Acquisition(c) | | Gross Amounts at Which Carried at Close of Period(d) | | | Accumulated Depreciation (e) | Date of Construction | Date Acquired | Life Upon Which Latest Income Statement is Computed |
|----------------------------|-------------------|---------------------|-----------------|-------------------------------|--|---|---|-------------------------------|---------|------------------------------------|-------------------------|------------------|---|
| | | | Land | Buildings and Improvements | Land | Buildings and Improvements (In thousands) | Land | Buildings and Improvements | Total | | | | |
| 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 | Orem, UT | 2,460 | 1,069 | 2,974 | — | 2,389 | 1,069 | 5,363 | 6,432 | 751 | | 2002 | (e) |
| Orem Plaza | 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) |
| Pocatello | Pocatello, ID | 15,400 | 4,905 | 27,349 | — | 6,816 | 4,905 | 34,165 | 39,070 | 7,345 | | 2002 | (e) |
| Pine Ridge Mall | Portland, OR | 157,116 | 10,805 | 209,965 | — | 3,696 | 10,805 | 213,661 | 224,466 | 33,867 | | 2004 | (e) |
| Pioneer Place | Sparks, NV | — | — | 5,430 | — | 724 | — | 6,154 | 6,154 | 974 | | 2002 | (e) |
| Plaza 800 | Sandy, UT | — | — | 9,114 | — | (6,932) | — | 2,182 | 2,182 | 6 | | 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) |
| Clarksville, IN | Clarksville, IN | — | 3,178 | 54,610 | 3,703 | (41,302) | 6,881 | 13,308 | 20,189 | 2,817 | 1989-1990 | | (e) |
| River Falls Mall | Mankato, MN | 80,000 | 3,714 | 29,014 | 561 | 44,371 | 4,275 | 73,385 | 77,660 | 31,435 | 1990-1991 | | (e) |
| River Hills Mall | 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) |
| Norman, OK | Norman, OK | 60,000 | 2,700 | 24,300 | (119) | 21,040 | 2,581 | 45,340 | 47,921 | 16,716 | | 1996 | (e) |
| Sooner Mall | New York, NY | — | — | 10,872 | — | (5,082) | — | 5,790 | 5,790 | 2,416 | | 2004 | (e) |
| South Street Seaport | Morrow, GA | 100,000 | 6,700 | 60,407 | (85) | 14,668 | 6,615 | 75,075 | 81,690 | 25,463 | | 1997 | (e) |
| Southlake Mall | Taylor, MI | 103,185 | 7,690 | 99,376 | — | 9,789 | 7,690 | 109,165 | 116,855 | 21,519 | | 2004 | (e) |

GENERAL GROWTH PROPERTIES, INC.
(Debtor-in-Possession)
SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
DECEMBER 31, 2009

| Name of Center | Location | Costs Capitalized Subsequent to Acquisition(c) | | | | | | | | | | | Life Upon Which Latest Income Statement is Computed |
|-----------------------------|--------------------|--|-----------|--|----------|---|-----------|----------------------------|------------|------------------|----------------------|---------------|---|
| | | Initial Cost(b) | | Gross Amounts at Which Carried at Close of Period(d) | | Accumulated | | | | | | | |
| | | Encumbrances (a) | Land | Buildings and Improvements | Land | Buildings and Improvements (In thousands) | Land | Buildings and Improvements | Total | Depreciation (e) | Date of Construction | Date Acquired | |
| 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 Rock | Rock Springs, WY | 10,656 | 1,363 | 7,611 | — | 7,983 | 1,363 | 15,594 | 16,957 | 5,429 | | 2002 | (e) |
| Willowbrook Mall | 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

| Name of Center | Location | Encumbrances (a) | Initial Cost(b) | | Costs Capitalized Subsequent to Acquisition(c) | | Gross Amounts at Which Carried at Close of Period(d) | | | Accumulated Depreciation (e) | Date of Construction | Date Acquired | Life Upon Which Latest Income Statement is Computed |
|---|----------------------------|----------------------|--------------------|-------------------------------|--|---|---|-------------------------------|---------------------|------------------------------------|-------------------------|------------------|---|
| | | | Land | Buildings and Improvements | Land | Buildings and Improvements (In thousands) | Land | Buildings and Improvements | Total | | | | |
| Bay City Mall | Bay City, MI | 23,751 | 2,867 | 31,529 | (87) | (8,030) | 2,780 | 23,499 | 26,279 | — | | 2007 | (c) |
| Brass Mill Center | Waterbury, CT | 99,510 | 19,455 | 151,989 | — | 2,037 | 19,455 | 154,026 | 173,481 | 26,316 | | 2007 | (c) |
| Brass Mill Commons | Waterbury, CT | 21,282 | 4,993 | 27,170 | (1) | — | 4,992 | 27,170 | 32,162 | 5,068 | | 2007 | (c) |
| Chula Vista Center | Chula Vista, CA | — | 15,085 | 81,697 | — | 2,585 | 15,085 | 84,282 | 99,367 | 13,521 | | 2007 | (c) |
| Columbiana Centre | Columbia, SC | 105,441 | 14,731 | 125,830 | — | 464 | 14,731 | 126,294 | 141,025 | 19,363 | | 2007 | (c) |
| Deerbrook Mall | Humble, TX | 73,964 | 17,015 | 137,480 | — | 4,780 | 17,015 | 142,260 | 159,275 | 21,524 | | 2007 | (c) |
| Lakeland Square | Lakeland, FL | 53,675 | 14,492 | 82,428 | — | 326 | 14,492 | 82,754 | 97,246 | 14,420 | | 2007 | (c) |
| Moreno Valley Mall | Moreno Valley, CA | 86,814 | 10,045 | 77,088 | (360) | (10,323) | 9,685 | 66,765 | 76,450 | — | | 2007 | (c) |
| Newgate Mall | Ogden, UT | 37,911 | 7,686 | 59,688 | — | 2,724 | 7,686 | 62,412 | 70,098 | 6,353 | | 2007 | (c) |
| Newpark Mall | Newark, CA | 68,987 | 15,278 | 136,773 | — | 450 | 15,278 | 137,223 | 152,501 | 27,120 | | 2007 | (c) |
| North Point Mall | Alpharetta, GA | 215,283 | 32,733 | 258,996 | — | 7,483 | 32,733 | 266,479 | 299,212 | 40,908 | | 2007 | (c) |
| Pembroke Lakes Mall | Pembroke Pines, FL | 126,924 | 41,980 | 230,513 | — | 4,563 | 41,980 | 235,076 | 277,056 | 30,694 | | 2007 | (c) |
| Steeplegate Mall | Concord, NH | 77,889 | 7,258 | 72,616 | — | (513) | 7,258 | 72,103 | 79,361 | 13,876 | | 2007 | (c) |
| The Parks at Arlington | Arlington, TX | 174,517 | 27,101 | 279,987 | 1 | 8,416 | 27,102 | 288,403 | 315,505 | 42,653 | | 2007 | (c) |
| The Shoppes at Buckland | Manchester, CT | 161,319 | 24,319 | 196,291 | — | (14) | 24,319 | 196,277 | 220,596 | 28,166 | | 2007 | (c) |
| The Woodlands Mall | The Woodlands, TX | 229,929 | 17,776 | 294,229 | 1 | 8,251 | 17,777 | 302,480 | 320,257 | 42,640 | | 2007 | (c) |
| Tyson's Galleria | McLean, VA | 254,555 | 22,874 | 220,782 | — | 2,173 | 22,874 | 222,955 | 245,829 | 28,239 | | 2007 | (c) |
| Vista Ridge Mall | Lewisville, TX | 61,624 | 14,614 | 130,520 | (1) | 294 | 14,613 | 130,814 | 145,427 | 37,383 | | 2007 | (c) |
| Washington Park Mall | Bartlesville, OK | 10,296 | 2,072 | 15,431 | 1 | (1,105) | 2,073 | 14,326 | 16,399 | 3,351 | | 2007 | (c) |
| West Oaks Mall | Ocoee, FL | 68,301 | 18,677 | 91,899 | 6,599 | (732) | 25,276 | 91,167 | 116,443 | 16,218 | | 2007 | (c) |
| Purchase accounting related adjustment | 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 | (c) |
| Columbia | Howard County, MD | — | 321,118 | — | (146,428) | 57 | 174,690 | 57 | 174,747 | 5 | | 2004 | (c) |
| Fairwood | Prince George's County, MD | — | 136,434 | — | (134,921) | 19 | 1,513 | 19 | 1,532 | 1 | | 2004 | (c) |
| Summerlin | Summerlin, NV | 52,199 | 990,179 | — | 125,164 | 31 | 1,115,343 | 31 | 1,115,374 | 5 | | 2004 | (c) |
| 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 | <u>\$ 28,350,102</u> | <u>\$ 29,863,649</u> | <u>\$ 28,591,756</u> |

| 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 | <u>\$ 4,494,297</u> | <u>\$ 4,240,222</u> | <u>\$ 3,605,199</u> |

- (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 | <u>\$27,837,383</u> | <u>\$ 28,149,774</u> |
| 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 | <u>26,796,261</u> | <u>27,095,602</u> |
| Redeemable noncontrolling interests: | | |
| Preferred | 120,756 | 120,756 |
| Common | 97,851 | 86,077 |
| Total redeemable noncontrolling interests | <u>218,607</u> | <u>206,833</u> |
| 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 | <u>822,515</u> | <u>847,339</u> |
| Total liabilities and equity | <u>\$27,837,383</u> | <u>\$ 28,149,774</u> |

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

(UNAUDITED)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|--------------|------------------------------|--------------|
| | 2010 | 2009 | 2010 | 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)

| | <u>Common Stock</u> | <u>Additional Paid-In Capital</u> | <u>Retained Earnings (Accumulated Deficit)</u> | <u>Accumulated Other Comprehensive Income (Loss)</u> (Dollars in thousands) | <u>Treasury Stock</u> | <u>Noncontrolling Interests in Consolidated Real Estate Affiliates</u> | <u>Total Equity</u> |
|---|-------------------------|---|--|--|---------------------------|--|---------------------|
| 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 | <u>\$ 3,138</u> | <u>\$ 3,792,212</u> | <u>\$ (2,043,067)</u> | <u>\$ (32,216)</u> | <u>\$ (76,752)</u> | <u>\$ 24,188</u> | <u>\$ 1,667,503</u> |
| 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 | <u>\$ 3,188</u> | <u>\$ 3,771,167</u> | <u>\$ (2,898,498)</u> | <u>\$ (504)</u> | <u>\$ (76,752)</u> | <u>\$ 23,914</u> | <u>\$ 822,515</u> |

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 | 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 | 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 Aliancee 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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 "Emerging 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 Emerging 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).

GENERAL GROWTH PROPERTIES, INC.**(Debtor-in-Possession)****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 | <u>\$ 8,038,648</u> | <u>\$ 8,105,378</u> |
| 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 | <u>\$ 8,038,648</u> | <u>\$ 8,105,378</u> |

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

| | <u>Six Months Ended June 30, 2010</u> | <u>Three Months Ended June 30, 2010</u> | <u>May 1, 2009 to June 30, 2009</u> |
|--|---|---|---|
| | (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

| | <u>Six Months Ended June 30, 2010</u> | <u>May 1, 2009 to June 30, 2009</u> |
|--|---|---|
| | (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 | <u>\$ 7,856,257</u> | <u>\$ 17,767,253</u> |

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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:

| <u>Reorganization Items</u> | <u>Three Months Ended June 30, 2010</u> | <u>Six Months Ended June 30, 2010</u> | <u>Three Months Ended June 30, 2009</u> | <u>Six Months Ended June 30, 2009</u> |
|---|---|---|---|---|
| | (In thousands) | (In thousands) | (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 | <u>\$ 80,111</u> | <u>\$ (9,301)</u> | <u>\$ 24,918</u> | <u>\$ 24,918</u> |

- (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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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.

General

Although all of the properties in our Master Planned Communities segment had estimated Fair Values less than their respective carrying amounts at June 30, 2010, no additional impairment provision was warranted because we believe that the carrying amounts are recoverable. 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. Of the properties in our Retail and Other Segment that had impairment indicators, only 16 properties had Fair Values less than their carrying amounts. Undiscounted cash flows for these properties exceeded their carrying amounts and therefore no additional impairment provision was warranted.

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,

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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(5) | \$ 2,309 | \$ 2,309 |
| Chico Mall | Chico, CA | Discounted cash flow analysis(5) | 895 | 895 |
| Eagle Ridge Mall | Lake Wales, FL | Discounted cash flow analysis(5) | 266 | 266 |
| Lakeview Square | Battle Creek, MI | Discounted cash flow analysis(5) | 7,057 | 7,057 |
| Moreno Valley Mall | Moreno Valley, CA | Discounted cash flow analysis(5) | 6,608 | 6,608 |
| Northgate Mall | Chattanooga, TN | Discounted cash flow analysis(5) | 1,398 | 1,398 |
| Oviedo Marketplace | Oviedo, FL | Discounted cash flow analysis(5) | 1,184 | 1,184 |
| The Pines | Pine Bluff, AR | Direct Capitalization method(3) | — | 11,057 |
| Total operating properties | | | \$ 19,717 | \$ 30,774 |
| Various pre-development costs | | (2) | 206 | 499 |
| Total Provisions for impairment | | | \$ 19,923 | \$ 31,273 |

| Impaired Asset | Location | Method of Determining Fair Value | Three Months Ended | | Six Months Ended |
|-----------------------------------|------------------|-----------------------------------|--------------------|--------|------------------|
| | | | June 30, 2009 | | June 30, 2009 |
| | | | (In thousands) | | |
| Retail and other: | | | | | |
| Operating properties: | | | | | |
| Owings Mills Mall | Owings Mills, MD | Discounted cash flow analysis(3) | \$ | — | \$ 40,308 |
| River Falls Mall | Clarksville, IN | Discounted cash flow analysis(3) | | — | 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(4) | | — | 52,769 |
| Nouvelle at Natick | Natick, MA | Discounted cash flow analysis(4) | | 55,923 | 55,923 |
| Total Master Planned Communities | | | \$ | 55,923 | \$ 108,692 |
| Total Provisions for impairment | | | \$ | 82,388 | \$ 413,480 |

Facts and circumstances related to impairment:

- (1) These impairments were primarily driven by management's changes in current plans with respect to the property and measurement based on the value of the underlying land, which is based on a projected sales price analysis which incorporates available market information and other management assumptions as these properties are either no longer operational or operating with no or nominal income.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

- (2) Related to the write down of various pre-development costs that were determined to be non-recoverable due to management's decision to terminate the related projects.
- (3) These impairments were primarily driven by continued increases in capitalization rate assumptions and reduced estimates of NOI, primarily due to the impact of decline in the retail market on our operations.
- (4) These impairments were driven by a recoverable value based on a per lot or unit sales price analysis incorporating market absorption and other management assumptions that is below carrying value.
- (5) 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.

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.

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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.

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (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 (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.

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 | <u>\$ 262,390</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 262,390</u> | <u>\$ (19,717)</u> | <u>\$ (30,774)</u> |
| 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 | <u>\$ 9,919,489</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 9,919,489</u> | <u>\$ 2,038</u> | <u>\$ 247,062</u> |

- (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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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.

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.

| | <u>June 30, 2010</u> | <u>December 31, 2009</u> |
|--|----------------------|--------------------------|
| | (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 | <u>\$ 16,809,002</u> | <u>\$ 7,300,772</u> |

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:

| | <u>Unpaid Debt Balance of Special Consideration Properties</u> | <u>Fair Value Estimate of Special Consideration Properties</u> | <u>Significant Unobservable Inputs (Level 3)</u> | <u>Total Gain for the Three Months Ended June 30, 2010</u> | <u>Total Gain for the Six Months Ended June 30, 2010</u> | <u>Interest Expense for the Three Months Ended June 30, 2010</u> | <u>Interest Expense for the Six Months Ended June 30, 2010</u> |
|---|--|--|--|--|--|--|--|
| | (In thousands) | | | | | | |
| Mortgages, notes and loans payable, not subject to compromise | \$ 747,234 | \$ 587,590 | \$ 587,590 | \$ — | \$ 69,346 | \$ (25,875) | \$ (15,485) |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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:

| | <u>June 30, 2010</u> (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 | <u>\$ 587,590</u> |

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 |
| | <u>\$ 16,809,002</u> | <u>\$ 17,307,914</u> |

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 1 ORGANIZATION (Continued)

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 | <u>\$ (117,526)</u> | <u>\$ (117,526)</u> | <u>\$ (158,402)</u> | <u>\$ (158,402)</u> |
| 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 | <u>317,363</u> | <u>317,363</u> | <u>312,337</u> | <u>312,337</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ (65,871)</u> | <u>\$ (65,871)</u> | <u>\$ (554,481)</u> | <u>\$ (554,481)</u> |
| 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 | <u>316,572</u> | <u>316,572</u> | <u>311,606</u> | <u>311,606</u> |

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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:

| | <u>Gross Asset (Liability)</u> | <u>Accumulated (Amortization)/ Accretion</u> | <u>Net Carrying Amount</u> |
|---|------------------------------------|--|--------------------------------|
| | | <u>(In thousands)</u> | |
| 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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 deemed 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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ 9,285,926</u> | <u>\$ 9,095,317</u> |
| 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 | <u>\$ 9,285,926</u> | <u>\$ 9,095,317</u> |
| 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 | <u>\$ 1,951,246</u> | <u>\$ 1,941,024</u> |
| 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 | <u>\$ 1,951,246</u> | <u>\$ 1,941,024</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2010 | 2009 | 2010 | 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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$2,721,853</u> | <u>\$ 2,731,301</u> |
| 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 | <u>\$2,721,853</u> | <u>\$ 2,731,301</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

| | GGP/Homart II | | GGP/Homart II | |
|---|-----------------------------|-----------|---------------------------|------------|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2010 | 2009 | 2010 | 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 |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ 1,177,798</u> | <u>\$ 1,191,830</u> |
| 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 | <u>\$ 1,177,798</u> | <u>\$ 1,191,830</u> |

| | 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 | <u>36,592</u> | <u>38,761</u> | <u>76,598</u> | <u>78,543</u> |
| 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 | <u>22,572</u> | <u>23,119</u> | <u>46,535</u> | <u>47,982</u> |
| 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 | <u>\$ (194)</u> | <u>\$ 1,916</u> | <u>\$ 2,547</u> | <u>\$ 3,191</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 3 UNCONSOLIDATED REAL ESTATE AFFILIATES (Continued)

| | The Woodlands Partnership | |
|--|---------------------------|----------------------|
| | June 30, 2010 | 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 | <u>\$ 472,552</u> | <u>\$ 470,906</u> |
| 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 | <u>\$ 472,552</u> | <u>\$ 470,906</u> |

| | The Woodlands Partnership | | The Woodlands Partnership | |
|---|-----------------------------|-----------------|---------------------------|-----------------|
| | Three Months Ended June 30, | | 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 | <u>29,497</u> | <u>29,711</u> | <u>56,628</u> | <u>43,019</u> |
| 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 | <u>24,344</u> | <u>22,826</u> | <u>46,265</u> | <u>37,832</u> |
| 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 | <u>\$ 4,125</u> | <u>\$ 5,852</u> | <u>\$ 8,264</u> | <u>\$ 3,385</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ 16,809,002</u> | <u>\$ 7,300,772</u> |

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 6 STOCK-BASED COMPENSATION PLANS (Continued)

| Range of Exercise Prices | Stock Options Outstanding | | | Stock Options Exercisable | | |
|--------------------------------|---------------------------|--|---------------------------------|---------------------------|--|---------------------------------|
| | 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.

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>236,545</u> | <u>\$ 28.11</u> | <u>258,378</u> | <u>\$ 35.36</u> |

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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.

| | <u>June 30,</u> <u>2010</u> | <u>December 31,</u> <u>2009</u> |
|--|--------------------------------|------------------------------------|
| | <u>(In thousands)</u> | |
| 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 |
| | <u>\$ 738,589</u> | <u>\$ 754,747</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ 1,302,668</u> | <u>\$ 1,122,888</u> |

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 8 COMMITMENTS AND CONTINGENCIES (Continued)

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

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

NOTE 10 SEGMENTS (Continued)

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 | <u>727,239</u> | <u>147,584</u> | <u>874,823</u> |
| 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 | <u>235,320</u> | <u>46,008</u> | <u>281,328</u> |
| Retail and other net operating income | <u>491,919</u> | <u>101,576</u> | <u>593,495</u> |
| 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 | <u>900</u> | <u>4,567</u> | <u>5,467</u> |
| Real estate property net operating income | <u>\$ 492,819</u> | <u>\$ 106,143</u> | <u>\$ 598,962</u> |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 |

GENERAL GROWTH PROPERTIES, INC.

(Debtor-in-Possession)

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 | <u>\$ (117,527)</u> | <u>\$ (158,581)</u> | <u>\$ (61,687)</u> | <u>\$ (562,725)</u> |

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 | <u>\$ 805,317</u> | <u>\$ 792,095</u> | <u>\$ 1,566,554</u> | <u>\$ 1,580,735</u> |

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.

\$



New GGP, Inc.
Common Stock

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, Old 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 committed the Plan Sponsors 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 THHC at a value of \$47.619048 per share. The Plan Sponsors entered into agreements with Blackstone whereby Blackstone subscribed for approximately 7.6% of the New GGP common stock and 7.6% of the THHC 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, in connection therewith, Blackstone was entitled to receive an allocation of each Plan Sponsor's Permanent Warrants as described below (the "Blackstone Designation").

Pursuant to the Investment Agreements, Brookfield Investor invested approximately \$2,309 million, Fairholme invested approximately \$2,507 million, Pershing Square invested approximately \$1,003 million and Blackstone invested approximately \$481 million.

On October 11, 2010, New GGP gave a notice to the investors whereby New GGP preserved the right to repurchase within 45 days after the Effective Date up to 155 million shares (representing \$1.55 billion of the shares issued to Fairholme and Pershing Square on the Effective Date) at \$10.00 per share and up to approximately 24.4 million shares (representing \$250.0 million of the shares issued to Texas Teachers on the Effective Date) at \$10.25 per share with the proceeds of this offering. In order to be entitled to repurchase such shares, the price per share of common stock issued in this offering must be at least \$10.50 per share (net of all underwriting and other discounts, fees and related consideration). In connection with New GGP's election to reserve shares for repurchase, New GGP paid to Fairholme and Pershing Square, as applicable, in cash on the Effective Date, an amount equal to \$0.25 per reserved share (approximately \$38.75 million in the aggregate). No fee was required to be paid to Texas Teachers.

In addition, in connection with the election to reserve Pershing Square's shares for repurchase as described above, 35 million shares (representing \$350 million of Pershing Square's equity capital commitment) were designated as "put shares" in accordance with the Investment Agreement with Pershing Square. The payment for these 35 million shares was fulfilled on the Effective Date by the payment of cash to New GGP at closing in exchange for unsecured notes issued by New GGP to Pershing Square which will be payable six months from closing (the "Pershing Square Bridge Notes"). The Pershing Square Bridge Notes are prepayable at any time without premium or penalty. In addition, we have the right (the "put right") to sell up to 35 million shares, subject to reduction as provided in the 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.

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 Old 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 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 were cancelled and warrants to purchase common stock of New GGP and THHC were issued to each of the Plan Sponsors and Blackstone. After giving effect to Blackstone Designation, in accordance with the Investment Agreements, New GGP issued 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, THHC issued to (1) Brookfield Investor warrants to purchase up to 3.83 million shares of THHC common stock, (2) Fairholme warrants to purchase up to 1.92 million shares of THHC common stock, (3) Pershing Investor warrants to purchase up to 1.92 million shares of THHC common stock and (4) Blackstone warrants to purchase up to 0.33 million shares of THHC common stock, in each case, with an initial exercise price of \$50.00 per share. The above exercise prices are subject to adjustment as provided in the related warrant agreements. Each warrant has a term of seven years from the closing date of the investments. The Permanent Warrants held by each of Fairholme and Pershing Square may only be exercised upon 90 days notice. The Permanent Warrants held by each of Brookfield Investor and Blackstone are immediately exercisable, subject to any lockup restrictions.

Old GGP also entered into an investment agreement with Texas Teachers, pursuant to which Texas Teachers committed to fund \$500.00 million for new equity capital of New GGP at a value of \$10.25 per share. Old GGP intends to use the proceeds of the sale of the common stock offered hereby, for not less than \$10.50 per share (net of all underwriting and other discounts, fees and related considerations), 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 pursuant to the terms of the investment agreement. 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. 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, Old 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. Old 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.

Old 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 Old 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.

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. ("Old GGP") (previously filed as Exhibit 3.1 to Old 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 Old GGP (previously filed as Exhibit 3(ii).1 to Old 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 Old 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 Old GGP and certain other parties named therein (previously filed as Exhibit 4.2 to Old 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 Old GGP and certain other parties named therein (previously filed as Exhibit 4.3 to Old GGP's Registration Statement on Form 8-A12B which was filed with the SEC on March 3, 2010). |
| 4.4** | Redemption Rights Agreement dated June 19, 1997, among the Operating Partnership, Old GGP, and CA Southlake Investors, Ltd. (previously filed as Exhibit 4.6 to Old 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 October 23, 1997, among Old GGP, the Operating Partnership and Peter Leibowits (previously filed as Exhibit 4.7 to Old 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 April 2, 1998, among the Operating Partnership, Old GGP and Southwest Properties Venture (previously filed as Exhibit 4.8 to Old 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 July 21, 1998, among the Operating Partnership, Old GGP, Nashland Associates, and HRE Altamonte, Inc. (previously filed as Exhibit 4.9 to Old 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 |
|----------------|--|
| 4.8** | Redemption Rights Agreement dated October 21, 1998, among the Operating Partnership, Old GGP and the persons on the signature pages thereof (previously filed as Exhibit 4.10 to Old 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 (Common Units) dated July 10, 2002, by and among the Operating Partnership, Old GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.11 to Old 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). |
| 4.10** | Redemption Rights Agreement (Series B Preferred Units) dated July 10, 2002, by and among the Operating Partnership, Old GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.12 to Old 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). |
| 4.11** | Redemption Rights Agreement (Common Units) dated November 27, 2002, by and among the Operating Partnership, Old GGP and JSG, LLC (previously filed as Exhibit 4.13 to Old 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). |
| 4.12** | Redemption Rights Agreement dated December 11, 2003, by and among the Operating Partnership, Old GGP and Everitt Enterprises, Inc. (previously filed as Exhibit 4.14 to Old 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). |
| 4.13** | Redemption Rights Agreement dated March 5, 2004, by and among the Operating Partnership, Old GGP and Koury Corporation (previously filed as Exhibit 4.15 to Old 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). |
| 4.14** | Registration Rights Agreement dated April 15, 1993, between Old GGP, Martin Bucksbaum, Matthew Bucksbaum and the other parties named therein (previously filed as Exhibit 4.16 to Old 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). |
| 4.15** | Amendment to Registration Rights Agreement dated February 1, 2000, among Old GGP and certain other parties named therein (previously filed as Exhibit 4.17 to Old 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). |
| 4.16** | Registration Rights Agreement dated April 17, 2002, between Old GGP and GSEP 2002 Realty Corp (previously filed as Exhibit 4.18 to Old 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** | 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 Old 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). |
| 4.18** | 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 Old 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). |

| Exhibit Number | Description of Exhibits |
|-------------------|---|
| 4.19** | 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 Old GGP's Current Report on Form 8-K dated April 16, 2007 which was filed with the SEC on April 19, 2007). |
| 4.20* | Indenture, dated as of _____, 2010, between The Rouse Company LLC 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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** | Old GGP 1998 Incentive Stock Plan, as amended (previously filed as Exhibit 10.33 to Old 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 Old GGP 1998 Incentive Stock Plan (previously filed as Exhibit 10.1 to Old 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 Old 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** | Old GGP Second Amended and Restated 2003 Incentive Stock Plan, effective December 18, 2008 (previously filed as Exhibit 10.36 to Old 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 Old GGP's Second Amended and Restated 2003 Incentive Stock Plan, effective March 1, 2010 (previously filed as exhibit 10.37 to Old 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 Old 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 Old 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 Old 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 Old GGP 2003 Incentive Stock Plan, as amended (previously filed as Exhibit 10.1 to Old 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* | New GGP, Inc. 2010 Equity Incentive Plan, effective November , 2010. |
| 10.25* | Form of Option Agreement pursuant to 2010 Equity Incentive Plan. |

| Exhibit Number | Description of Exhibits |
|----------------|--|
| 10.26** | Employment Agreement dated as of November 2, 2008 by and among Old GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.27** | Employment Agreement dated as of November 2, 2008 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.28** | Amendment to Employment Agreement, dated as of March 6, 2009 by and among Old GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009). |
| 10.29** | Amendment to Employment Agreement, dated as of March 6, 2009 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009). |
| 10.30** | Employment Agreement dated September 8, 2010 by and among Old GGP, GGP Limited Partnership and Adman S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated September 8, 2010 which was filed with the SEC on September 10, 2010). |
| 10.31** | Employment Agreement dated September 8, 2010 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated September 8, 2010 which was filed with the SEC on September 10, 2010). |
| 10.32** | Non-Qualified Stock Option Agreement dated as of November 3, 2008 by and between Old GGP and Adam S. Metz (previously filed as Exhibit 10.3 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.33** | Non-Qualified Option Agreement dated as of November 3, 2008 by and between Old GGP and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.4 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.34** | Old GGP Key Employee Incentive Plan dated October 2, 2009 and effective October 15, 2009 (previously filed as Exhibit 10.47 to Old 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). |
| 10.35** | Old GGP Cash Value Added Incentive Compensation plan dated June 9, 1999 (previously filed as Exhibit 10.51 to Old 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). |
| 10.36** | Amendment to Old GGP Cash Value Added Incentive Compensation plan, effective January 1, 2007 (previously filed as Exhibit 10.52 to Old 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). |
| 10.37** | 2009 and 2010 Subplan to Old GGP Cash Value Added Incentive Compensation plan (previously filed as Exhibit 10.53 to Old 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 |
|----------------|---|
| 10.38** | Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, between REP Investments LLC, an affiliate of Brookfield Asset Management Inc. and Old GGP (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010). |
| 10.39** | Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Old GGP (previously filed as Exhibit 10.3 to Old GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010). |
| 10.40** | Amendment No. 1 to Amended and Restated Stock Purchase Agreement, dated as of September 17, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Old GGP (previously filed as part of Exhibit 99.1 to Old GGP's Current Report on Form 8-K dated September 30, 2010 which was filed with the SEC on October 1, 2010). |
| 10.41** | 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 Old GGP (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010). |
| 10.42** | Amendment No. 1 to Amended and Restated Stock Purchase Agreement, dated as of September 17, 2010, between Pershing Square Capital Management, L.P., certain of its affiliates and Old GGP (previously filed as part of Exhibit 99.1 to Old GGP's Current Report on Form 8-K dated September 30, 2010 which was filed with the SEC on October 1, 2010). |
| 10.43** | Warrant and Registration Rights Agreement, dated as of May 10, 2010, between Old GGP and Mellon Investor Services LLC (previously filed as Exhibit 10.4 to Old GGP's Current Report on Form 8-K dated May 7, 2010 which was filed with the SEC on May 13, 2010). |
| 10.44* | Registration Rights Agreement, dated as of _____, 2010, between REP Investments LLC and New GGP, Inc. |
| 10.45* | Registration Rights Agreement, dated as of _____, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and New GGP, Inc. |
| 10.46* | Registration Rights Agreement, dated as of _____, 2010, between Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd., Pershing Square International V, Ltd. and New GGP, Inc. |
| 10.47* | Joinder Agreement, dated as of _____, 2010, between Blackstone Real Estate Partners VI L.P., Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd., Pershing Square International V, Ltd. and New GGP, Inc. |
| 10.48* | Registration Rights Agreement, dated as of _____, 2010, between Teacher Retirement System of Texas and New GGP, Inc. |
| 10.49* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to REP Investments LLC. |
| 10.50* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to The Fairholme Fund and Fairholme Focused Income Fund. |

| Exhibit Number | Description of Exhibits |
|-------------------|--|
| 10.51* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc, and Mellon Investor Services LLC, relating to the warrants issued to Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd. and Pershing Square International V, Ltd. |
| 10.52* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc, and Mellon Investor Services LLC, relating to the warrants issued to Blackstone Real Estate Partners VI L.P. |
| 10.53** | 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 Old GGP's Current Report on Form 8-K which was filed with the SEC on July 13, 2010). |
| 10.54* | 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). |
| 21.1* | List of Subsidiaries of New GGP, Inc. |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Old 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 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). |
| 99.1** | Consent of Ric Clark. |
| 99.2** | Consent of Bruce Flatt. |
| 99.3** | Consent of Cyrus Madon. |
| 99.4 | Consent of Mary Lou Fiala |
| 99.5 | Consent of John Haley |
| 99.6 | Consent of David Neithercut |
| 99.7 | Consent of Sheli Rosenberg |
| 99.8 | Consent of John G. Schreiber |

* 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. 2 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 October 15, 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. 2 to the registration statement has been signed by the following persons in the capacities and on October 15, 2010.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <div>/s/ Adam Metz</div> <div>_____ Adam Metz</div> | Chief Executive Officer and Director (Principal Executive Officer) |
| <div>/s/ Steven Douglas</div> <div>_____ Steven Douglas</div> | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| <div>/s/ Thomas Nolan, Jr.</div> <div>_____ Thomas Nolan, Jr.</div> | 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. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, State of Illinois, on October 15, 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. 2 to the registration statement has been signed by the following persons in the capacities and on October 15, 2010.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Adam Metz</u> Adam Metz | Director and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Steven Douglas</u> Steven Douglas | Chief Financial Officer and Executive Vice President (Principal Financial Officer) |
| <u>*</u> Thomas Nolan, Jr. | Director, President and Chief Operating Officer |
| <u>*</u> John Bucksbaum | Director and Chairman of the Board |
| <u>*</u> Debra Cafaro | Director |
| <u>*</u> Alan Cohen | Director |
| <u>*</u> Anthony Downs | Director |

| <u>Signature</u> | <u>Title</u> |
|--|--------------|
| <div><div>*</div><div></div><div>John Haley</div></div> | Director |
| <div><div>*</div><div></div><div>John Riordan</div></div> | Director |
| <div><div>*</div><div></div><div>Sheli Rosenberg</div></div> | Director |
| <div><div>*</div><div></div><div>Beth Stewart</div></div> | Director |
| <div><div>*By</div><div><div>/s/ THOMAS NOLAN, JR.</div><div></div><div>Thomas Nolan, Jr. Attorney-in-fact</div></div></div> | |

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. ("Old GGP") (previously filed as Exhibit 3.1 to Old 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 Old GGP (previously filed as Exhibit 3(ii).1 to Old 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 Old 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 Old GGP and certain other parties named therein (previously filed as Exhibit 4.2 to Old 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 Old GGP and certain other parties named therein (previously filed as Exhibit 4.3 to Old GGP's Registration Statement on Form 8-A12B which was filed with the SEC on March 3, 2010). |
| 4.4** | Redemption Rights Agreement dated June 19, 1997, among the Operating Partnership, Old GGP, and CA Southlake Investors, Ltd. (previously filed as Exhibit 4.6 to Old 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 October 23, 1997, among Old GGP, the Operating Partnership and Peter Leibowits (previously filed as Exhibit 4.7 to Old 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 April 2, 1998, among the Operating Partnership, Old GGP and Southwest Properties Venture (previously filed as Exhibit 4.8 to Old 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 July 21, 1998, among the Operating Partnership, Old GGP, Nashland Associates, and HRE Altamonte, Inc. (previously filed as Exhibit 4.9 to Old 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 October 21, 1998, among the Operating Partnership, Old GGP and the persons on the signature pages thereof (previously filed as Exhibit 4.10 to Old 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 (Common Units) dated July 10, 2002, by and among the Operating Partnership, Old GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.11 to Old 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). |
| 4.10** | Redemption Rights Agreement (Series B Preferred Units) dated July 10, 2002, by and among the Operating Partnership, Old GGP and the persons listed on the signature pages thereof (previously filed as Exhibit 4.12 to Old 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). |
| 4.11** | Redemption Rights Agreement (Common Units) dated November 27, 2002, by and among the Operating Partnership, Old GGP and JSG, LLC (previously filed as Exhibit 4.13 to Old 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). |
| 4.12** | Redemption Rights Agreement dated December 11, 2003, by and among the Operating Partnership, Old GGP and Everitt Enterprises, Inc. (previously filed as Exhibit 4.14 to Old 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). |
| 4.13** | Redemption Rights Agreement dated March 5, 2004, by and among the Operating Partnership, Old GGP and Koury Corporation (previously filed as Exhibit 4.15 to Old 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). |
| 4.14** | Registration Rights Agreement dated April 15, 1993, between Old GGP, Martin Bucksbaum, Matthew Bucksbaum and the other parties named therein (previously filed as Exhibit 4.16 to Old 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). |
| 4.15** | Amendment to Registration Rights Agreement dated February 1, 2000, among Old GGP and certain other parties named therein (previously filed as Exhibit 4.17 to Old 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). |
| 4.16** | Registration Rights Agreement dated April 17, 2002, between Old GGP and GSEP 2002 Realty Corp (previously filed as Exhibit 4.18 to Old 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** | 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 Old 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). |
| 4.18** | 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 Old 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). |
| 4.19** | 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 Old GGP's Current Report on Form 8-K dated April 16, 2007 which was filed with the SEC on April 19, 2007). |
| 4.20* | Indenture, dated as of _____, 2010, between The Rouse Company LLC and _____, as trustee. |
| 5.1* | Opinion of Weil, Gotshal & Manages LLP. |
| 8.1* | Opinion re tax matters of Weil, Gotshal & Manges LLP. |

| Exhibit Number | Description of Exhibits |
|----------------|---|
| 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old 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 Old GGP's Registration Statement on Form S-3/A (No. 333-120373) which was filed with the SEC on December 23, 2004). |

| Exhibit Number | Description of Exhibits |
|----------------|---|
| 10.14** | Indemnity Agreement dated as of February 2006 by the Company and The Rouse Company, LP. (previously filed as Exhibit 10.1 to Old 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** | Old GGP 1998 Incentive Stock Plan, as amended (previously filed as Exhibit 10.33 to Old 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 Old GGP 1998 Incentive Stock Plan (previously filed as Exhibit 10.1 to Old 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 Old 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** | Old GGP Second Amended and Restated 2003 Incentive Stock Plan, effective December 18, 2008 (previously filed as Exhibit 10.36 to Old 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 Old GGP's Second Amended and Restated 2003 Incentive Stock Plan, effective March 1, 2010 (previously filed as exhibit 10.37 to Old 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 Old 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 Old 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 Old 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 Old GGP 2003 Incentive Stock Plan, as amended (previously filed as Exhibit 10.1 to Old 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* | New GGP, Inc. 2010 Equity Incentive Plan, effective November , 2010. |
| 10.25* | Form of Option Agreement pursuant to 2010 Equity Incentive Plan. |
| 10.26** | Employment Agreement dated as of November 2, 2008 by and among Old GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.27** | Employment Agreement dated as of November 2, 2008 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |

| Exhibit Number | Description of Exhibits |
|-------------------|--|
| 10.28** | Amendment to Employment Agreement, dated as of March 6, 2009 by and among Old GGP, GGP Limited Partnership and Adam S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009). |
| 10.29** | Amendment to Employment Agreement, dated as of March 6, 2009 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated March 6, 2009 which was filed with the SEC on March 10, 2009). |
| 10.30** | Employment Agreement dated September 8, 2010 by and among Old GGP, GGP Limited Partnership and Adman S. Metz (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated September 8, 2010 which was filed with the SEC on September 10, 2010). |
| 10.31** | Employment Agreement dated September 8, 2010 by and among Old GGP, GGP Limited Partnership and Thomas H. Nolan (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated September 8, 2010 which was filed with the SEC on September 10, 2010). |
| 10.32** | Non-Qualified Stock Option Agreement dated as of November 3, 2008 by and between Old GGP and Adam S. Metz (previously filed as Exhibit 10.3 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.33** | Non-Qualified Option Agreement dated as of November 3, 2008 by and between Old GGP and Thomas H. Nolan, Jr. (previously filed as Exhibit 10.4 to Old GGP's Current Report on Form 8-K dated November 2, 2008 which was filed with the SEC on November 4, 2008). |
| 10.34** | Old GGP Key Employee Incentive Plan dated October 2, 2009 and effective October 15, 2009 (previously filed as Exhibit 10.47 to Old 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). |
| 10.35** | Old GGP Cash Value Added Incentive Compensation plan dated June 9, 1999 (previously filed as Exhibit 10.51 to Old 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). |
| 10.36** | Amendment to Old GGP Cash Value Added Incentive Compensation plan, effective January 1, 2007 (previously filed as Exhibit 10.52 to Old 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). |
| 10.37** | 2009 and 2010 Subplan to Old GGP Cash Value Added Incentive Compensation plan (previously filed as Exhibit 10.53 to Old 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). |
| 10.38** | Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, between REP Investments LLC, an affiliate of Brookfield Asset Management Inc. and Old GGP (previously filed as Exhibit 10.1 to Old GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010). |
| 10.39** | Amended and Restated Stock Purchase Agreement, effective as of March 31, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Old GGP (previously filed as Exhibit 10.3 to Old 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 |
|-------------------|---|
| 10.40** | Amendment No. 1 to Amended and Restated Stock Purchase Agreement, dated as of September 17, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and Old GGP (previously filed as part of Exhibit 99.1 to Old GGP's Current Report on Form 8-K dated September 30, 2010 which was filed with the SEC on October 1, 2010). |
| 10.41** | 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 Old GGP (previously filed as Exhibit 10.2 to Old GGP's Current Report on Form 8-K dated August 2, 2010 which was filed with the SEC on August 3, 2010). |
| 10.42** | Amendment No. 1 to Amended and Restated Stock Purchase Agreement, dated as of September 17, 2010, between Pershing Square Capital Management, L.P., certain of its affiliates and Old GGP (previously filed as part of Exhibit 99.1 to Old GGP's Current Report on Form 8-K dated September 30, 2010 which was filed with the SEC on October 1, 2010). |
| 10.43** | Warrant and Registration Rights Agreement, dated as of May 10, 2010, between Old GGP and Mellon Investor Services LLC (previously filed as Exhibit 10.4 to Old GGP's Current Report on Form 8-K dated May 7, 2010 which was filed with the SEC on May 13, 2010). |
| 10.44* | Registration Rights Agreement, dated as of _____, 2010, between REP Investments, LLC and New GGP, Inc. |
| 10.45* | Registration Rights Agreement, dated as of _____, 2010, between The Fairholme Fund, Fairholme Focused Income Fund and New GGP, Inc. |
| 10.46* | Registration Rights Agreement, dated as of _____, 2010, between Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd., Pershing Square International V, Ltd. and New GGP, Inc. |
| 10.47* | Joinder Agreement, dated as of _____, 2010, between Blackstone Real Estate Partners VI L.P., Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd., Pershing Square International V, Ltd. and New GGP, Inc. |
| 10.48* | Registration Rights Agreement, dated as of _____, 2010, between Teacher Retirement System of Texas and New GGP, Inc. |
| 10.49* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to REP Investments LLC. |
| 10.50* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to The Fairholme Fund and Fairholme Focused Income Fund. |
| 10.51* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to Pershing Square Capital Management, L.P., Pershing Square II, L.P., Pershing Square International, Ltd. and Pershing Square International V, Ltd. |
| 10.52* | Warrant Agreement, dated as of _____, 2010, between New GGP, Inc. and Mellon Investor Services LLC, relating to the warrants issued to Blackstone Real Estate Partners VI L.P. |
| 10.53** | 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 Old GGP's Current Report on Form 8-K which was filed with the SEC on July 13, 2010). |
| 10.54* | Form of indemnification agreement for directors and executive officers. |

Table of Contents

| Exhibit Number | Description of Exhibits |
|-------------------|--|
| 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). |
| 21.1* | List of Subsidiaries of New GGP, Inc. |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Old 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). |
| 99.1** | Consent of Ric Clark. |
| 99.2** | Consent of Bruce Flatt. |
| 99.3** | Consent of Cyrus Madon. |
| 99.4 | Consent of Mary Lou Fiala |
| 99.5 | Consent of John Haley |
| 99.6 | Consent of David Neithercut |
| 99.7 | Consent of Sheli Rosenberg |
| 99.8 | Consent of John G. Schreiber |
| <hr/> | |
| * | To be filed by amendment |
| ** | Previously filed |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Amendment No. 2 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
October 15, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Amendment No. 2 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
October 15, 2010

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. 2 to the Registration Statement on Form S-11 of New GGP, Inc.

/s/ KPMG LLP

Chicago, Illinois
October 15, 2010

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. 2 to the Registration Statement on Form S-11 of New GGP, Inc.

/s/ KPMG LLP

Chicago, Illinois
October 15, 2010

Consent to be Named as a Director Nominee

New GGP, Inc. has filed a Registration Statement on Form S-11 with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). In connection therewith, I hereby consent, pursuant to Rule 438 of the Securities Act, to being named as a nominee to the board of directors of New GGP, Inc. in the Registration Statement and any and all amendments and supplements thereto. I also consent to the filing of this consent as an exhibit to such Registration Statement and any amendments thereto.

Dated: October 15, 2010

/s/ Mary Lou Fiala

MARY LOU FIALA

Consent to be Named as a Director Nominee

New GGP, Inc. has filed a Registration Statement on Form S-11 with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). In connection therewith, I hereby consent, pursuant to Rule 438 of the Securities Act, to being named as a nominee to the board of directors of New GGP, Inc. in the Registration Statement and any and all amendments and supplements thereto. I also consent to the filing of this consent as an exhibit to such Registration Statement and any amendments thereto.

Dated: October 15, 2010

/s/ John Haley

JOHN HALEY

Consent to be Named as a Director Nominee

New GGP, Inc. has filed a Registration Statement on Form S-11 with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). In connection therewith, I hereby consent, pursuant to Rule 438 of the Securities Act, to being named as a nominee to the board of directors of New GGP, Inc. in the Registration Statement and any and all amendments and supplements thereto. I also consent to the filing of this consent as an exhibit to such Registration Statement and any amendments thereto.

Dated: October 15, 2010

/s/ David J. Neithercut

DAVID J. NEITHERCUT

Consent to be Named as a Director Nominee

New GGP, Inc. has filed a Registration Statement on Form S-11 with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). In connection therewith, I hereby consent, pursuant to Rule 438 of the Securities Act, to being named as a nominee to the board of directors of New GGP, Inc. in the Registration Statement and any and all amendments and supplements thereto. I also consent to the filing of this consent as an exhibit to such Registration Statement and any amendments thereto.

Dated: October 15, 2010

/s/ Sheli Rosenberg

SHELI ROSENBERG

Consent to be Named as a Director Nominee

New GGP, Inc. has filed a Registration Statement on Form S-11 with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"). In connection therewith, I hereby consent, pursuant to Rule 438 of the Securities Act, to being named as a nominee to the board of directors of New GGP, Inc. in the Registration Statement and any and all amendments and supplements thereto. I also consent to the filing of this consent as an exhibit to such Registration Statement and any amendments thereto.

Dated: October 15, 2010

/s/ John G. Schreiber

JOHN G. SCHREIBER
