

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
: :  
GENERAL GROWTH : 09-11977 (ALG)  
PROPERTIES, INC., et al., :  
: (Jointly Administered)  
Debtors. :  
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**ORDER PURSUANT TO SECTION 1121(d)  
OF THE BANKRUPTCY CODE, EXTENDING  
EXCLUSIVE PERIODS FOR THE FILING OF A CHAPTER 11  
PLAN AND SOLICITATION OF ACCEPTANCES THERETO**

Upon the motion, dated July 2, 2009 (the “**Motion**”)<sup>1</sup> of South Street Seaport Limited Partnership, its ultimate parent, General Growth Properties, Inc. (“**GGP**”), and their debtor affiliates, as debtors and debtors in possession (collectively, “**General Growth**” or the “**Debtors**”), pursuant to section 1121(d) of title 11 of the United States Code (the “**Bankruptcy Code**”), requesting the extension of the period during which each of the Debtors has the exclusive right to file a chapter 11 plan to February 26, 2010 (the “**Exclusive Filing Period**”) and extension of the period during which each of the Debtors may solicit acceptances thereof to and April 23, 2010 (the “**Solicitation Period**” and together with the Exclusive Filing Period, the “**Exclusive Periods**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C.

<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.



§ 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) to: (i) the Office of the United States Trustee for the Southern District of New York, Attn: Greg M. Zipes, Esq.; (ii) Attorneys for the Committee, Akin Gump Strauss Hauer & Feld LLP, Attn: Michael S. Stamer, Esq. and James Savin, Esq.; and (iii) parties entitled to receive notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002; and the Court having held a hearing to consider the requested relief (the “**Hearing**”); and the record of the Hearing, and all of the proceedings before the Court, the Court finds and determines that the requested relief is in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and therefor, it is

ORDERED that the Motion is granted to the extent set forth herein; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, each of the Debtor’s Exclusive Filing Period is extended through and including February 26, 2010; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, each of the Debtor’s Solicitation Period is extended through and including April 23, 2010; and it is further

ORDERED that the extension of the Exclusive Periods granted herein is without prejudice to such further requests that may be made **to increase or to reduce the Exclusive Periods** pursuant to section 1121(d) of the Bankruptcy Code; and it is further

**ORDERED that the Debtors schedule a status conference in approximately 120 days, at which all parties may be heard, on the Debtors' progress in plan formulation; and it is further**

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: July 28, 2009  
New York, New York

*/s/ Allan L. Gropper*  
THE HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE