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James R. Savin  
David M. Dunn

*Counsel for the Official Committee of Unsecured Creditors*

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

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In re:	:	Chapter 11
	:	
General Growth Properties, Inc., <i>et al.</i>	:	Case No. 09-11977 (ALG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**NOTICE OF FIFTH MONTHLY  
FEE STATEMENT OF AKIN GUMP STRAUSS HAUER  
& FELD LLP, COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF GENERAL GROWTH PROPERTIES, INC., *ET AL.*,  
FOR THE PERIOD SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

PLEASE TAKE NOTICE, that pursuant to the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated May 27, 2009, Akin Gump Strauss Hauer & Feld LLP, counsel to the Official Committee of Unsecured Creditors of General Growth Properties, Inc., *et al.*, hereby files its Fifth Monthly Fee Statement for the period September 1, 2009 through September 30, 2009.



Dated: New York, New York  
November 16, 2009

**AKIN GUMP STRAUSS HAUER & FELD LLP**

/s/ Michael S. Stamer

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Counsel for the Official Committee of Unsecured Creditors

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

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: :  
In re: : Chapter 11  
: :  
General Growth Properties, Inc., *et al.* : Case No. 09-11977 (ALG)  
: :  
Debtors. : (Jointly Administered)  
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**FIFTH MONTHLY FEE STATEMENT  
OF AKIN GUMP STRAUSS HAUER & FELD LLP,  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF GENERAL GROWTH PROPERTIES, INC.,  
ET AL., FOR THE PERIOD SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

1. Akin Gump Strauss Hauer & Feld LLP (“Akin Gump” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of General Growth Properties, Inc., *et al.* (collectively, the “Debtors”), hereby files its monthly fee statement for the period from September 1, 2009 through September 30, 2009 (the “Compensation Period”).<sup>1</sup>

2. On April 25, 2009, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the Southern District of New York appointed the Committee. The Committee currently consists of ten members.<sup>2</sup>

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<sup>1</sup> The Compensation Period also includes certain fees that were inadvertently omitted from the Third Monthly Fee Statement of Akin Gump Strauss Hauer & Feld, LLP, Counsel for the Official Committee of Unsecured Creditors of General Growth Properties, Inc. *et al.*, for the Period July 1, 2009 Through July 31, 2009 (Docket No. 2355).

<sup>2</sup> American High-Income Trust, The Bank of New York Mellon Trust Co., Calyon New York Branch, Eurohypo AG, New York Branch, Fidelity Fixed Income Trust, Fidelity Strategic Real Return Fund, Fidelity Investments, Macy’s Inc., Taberna Capital Management, LLC, Wilmington Trust, General Electric Capital Corp. and Millard Mall Services, Inc.

3. On June 26, 2009, this Court entered an order authorizing the Committee to employ and retain Akin Gump as its counsel, *nunc pro tunc* to April 24, 2009 (Docket No. 913).

4. On May 27, 2009, this Court entered an Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (Docket No. 614) (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, Akin Gump is seeking payment of \$385,276.00 for fees (80% of the fees) and \$30,083.07 for reimbursement of its expenses (100% of the expenses) relating to services rendered on behalf of the Committee during the Compensation Period.

5. Pursuant to the Interim Compensation Order, the Court or any party in interest has fifteen (15) days after the filing of the Application to review and object to the compensation or reimbursement of expenses sought. If no objection is served within the fifteen (15) day period, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Application. If an objection to the Application is timely made, the Debtors are authorized to pay eighty percent (80%) of the fees requested and one hundred percent (100%) of the disbursements requested in the Application that are not subject to objections and withhold the disputed amounts.

6. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Attached hereto as Exhibit A are the time records of each billing professional during the Compensation Period in connection to these cases.

7. In compliance with the Interim Compensation Order, a list of the individuals who have provided services during the Compensation Period, as well as their respective titles,

their billing rates, the year such individuals graduated from law school, if applicable, and the aggregate amount of hours spent by each individual during the Compensation Period is attached hereto as Exhibit B.

8. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of professional services, all of which are available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit C.

Dated: New York, New York  
November 16, 2009

**AKIN GUMP STRAUSS HAUER & FELD LLP**

/s/ Michael S. Stamer

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Counsel for the Official Committee of Unsecured Creditors

## **EXHIBIT A**

AKIN GUMP  
STRAUSS HAUER & FELD LLP

Attorneys at Law

GENERAL GROWTH PROPERTIES, INC. UNSECURE  
ATTN: ADAM METZ  
110 NORTH WACKER DRIVE  
CHICAGO, IL 60606

Invoice Number 1276783  
Invoice Date 11/16/09  
Client Number 687428  
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/09 :

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	119.00	\$63,146.00
0003 Akin Gump Fee Application/Monthly Billing Reports	70.90	\$24,627.50
0004 Analysis of Other Professionals Fee Applications/Reports	23.10	\$6,990.50
0005 Review/Preparation of Schedules, Statements	1.30	\$728.00
0007 Creditors Committee Meetings	64.80	\$40,389.00
0008 Court Hearings	26.20	\$14,982.50
0009 Financial Reports and Analysis	2.20	\$1,397.00
0010 DIP, Cash Collateral Usage and Exit Financing	4.70	\$2,718.00
0011 Executory Contracts/License Agreements	1.70	\$569.50
0012 General Claims Analysis/Claims Objections	9.60	\$4,724.00
0013 Analysis of Pre-Petition Transactions	163.00	\$78,611.50
0015 Analysis of Secured Claims/Adequate Protection Issues	92.40	\$56,101.00
0016 Lift Stay Litigation	36.90	\$22,088.00
0017 General Adversary Proceedings	19.50	\$11,006.00
0018 Tax Issues	88.70	\$67,214.00
0019 Labor Issues/Employee Benefits	61.20	\$43,615.00
0020 Real Estate Issues/Leases	19.60	\$10,303.00
0022 Plan, Disclosure Statement and Plan Related Documentation	14.30	\$7,472.00
0024 Asset/Stock Transaction/Business Liquidations	9.00	\$6,235.00
0025 Travel	9.55	\$5,624.00
0030 Committee Website	2.70	\$1,200.50
0031 Joint Ventures	21.70	\$11,853.00
TOTAL	862.05	\$481,595.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/01/09	JS	0002 Confer with Stamer re pending matters (.3, .2); confer with Dunn re same (.3).	0.80
09/01/09	CFG	0002 Review docket and update pleadings chart and litigation calendar.	0.30
09/01/09	LWL	0002 Compile daily GGP news alerts.	0.20
09/01/09	DKB	0002 Review case docket (.2); Prepare and distribute docket report (.3).	0.50
09/01/09	ECS	0002 Read and distribute new pleadings.	0.30
09/01/09	RKO	0002 Review and summarize various recently filed pleadings.	0.60
09/02/09	JS	0002 Calls with Stamer re pending matters and GGP agenda (.3, .1, .1, .1); confer with Dunn re same (.2, .1); calls with other advisers re same (.3); confer with Ladono re Committee member issue (.3); confer with Stamer re same (.2); review bylaws re same (.4).	2.10
09/02/09	MSS	0002 Confer w/Akin team re tomorrow's call (.5); Emails w/comm member re same (.2). Review materials in prep for tomorrow's call (1.2).	1.90
09/02/09	CFG	0002 Prep for team meeting (.8); review docket and update pleadings chart and litigation calendar (.6); update task list (.5).	1.90
09/02/09	LWL	0002 Compile daily news alerts.	0.20
09/02/09	DKB	0002 Review case docket (.3); Update pleadings chart (.7); Update calendar (.4); Confer with attorney re status (.1); Prepare and distribute docket report (.3).	1.80
09/02/09	ECS	0002 Read and distribute new pleadings.	0.50
09/02/09	RKO	0002 Review and summarize various pending pleadings.	2.50
09/03/09	JLS	0002 Prepare for and attend meeting regarding case status and tasks.	0.50
09/03/09	JS	0002 Prepare for (.3) and attend AG team call (.6); follow-up with Stamer re open items (.3).	1.20
09/03/09	DWK	0002 Review updated task list, pleadings summary and litigation calendar.	0.30
09/03/09	MSS	0002 Participating in Akin team call.	0.40
09/03/09	AQ	0002 Attend team meeting.	0.50
09/03/09	CFG	0002 Prep for team meeting (.5); revisions to task list (.6); revisions to pleadings chart (.3); team meeting (.5).	1.90
09/03/09	DMD	0002 Internal call (.5).	0.50
09/03/09	LWL	0002 Compile daily GGP news alerts.	0.20
09/03/09	DKB	0002 Review case docket (.3); Update pleadings chart (.6); Update calendar (.5); Prepare and distribute docket report (.3).	1.70
09/03/09	ECS	0002 Read and distribute new pleadings.	0.50
09/03/09	ECS	0002 Attend Akin team conference call (0.4).	0.40
09/03/09	RKO	0002 Prepare for (0.2) and participate in AG pre-committee call (0.3).	0.50
09/03/09	RKO	0002 Review docket for recently filed pleadings.	0.20
09/03/09	SLK	0002 Attend team meeting.	0.50
09/04/09	JS	0002 Confer with Stamer re pending matters (.3); confer with Dunn re same (.3).	0.60
09/04/09	LWL	0002 Compile daily news alerts.	0.20
09/04/09	DKB	0002 Review case docket (.3); Update pleadings chart (.6); Update calendar (.5); Prepare and distribute docket report for the main, associated and district court cases (.6).	2.00
09/04/09	RLB	0002 Retrieve examples of cert. of service for B. Dunton.	0.30
09/04/09	RKO	0002 Summarize pleadings scheduled for 9/25 (2.3, 2.2).	4.50
09/07/09	DK	0002 Confer w/J. Savin re: 341 meeting (.1); confer w/S. Kurlanzike re: same (.1); confer w/C. Green re: same (.2); email to M. Stamer re: G. Davis request (.1).	0.50
09/08/09	JS	0002 Review EC notice (.3); confer with Stamer (.2); and Committee	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
09/08/09	MSS	0002	members (.3) re same; confer with Stamer re open issues (.3). Phone call w/interested party reps re case issues (.4). Phone call w/Akin team re same (.2). Emails w/Akin team re various case issues (.8). Confer w/comm reps re same (.4).	1.80
09/08/09	LWL	0002	Compile daily news alerts.	0.40
09/08/09	DKB	0002	Review case docket (.3); Review materials for updates to pleadings chart and calendar (.3); Update transcripts file (.5).	1.10
09/08/09	RKO	0002	Summarize numerous pleadings scheduled for 9/25.	2.50
09/08/09	DK	0002	Review email re: Equity committee issues (.1); draft email to committee re: Equity Committee(.1); call w/J. Savin re: same (.2).	0.40
09/09/09	JS	0002	Call with Weil re intercompany analysis and other issues (.6); call with Zipes re pending issues (.2).	0.80
09/09/09	MSS	0002	Confer w/Akin team re various issues (.7). Participate in meeting w/professionals for potential transaction party re strategic issues and follow up (1.5). Review relevant materials re: same (1.2).	3.40
09/09/09	CFG	0002	Prep for team meeting (.4); review docket and update pleadings chart and litigation calendar (.3); update task list (.8); various correspondence with D. Kaloudis re team meeting (.2).	1.70
09/09/09	DKB	0002	Review case docket (.3); Update pleadings chart (.7); Update calendar (.4); Confer with C. Green re status (.1); Pull pleadings for attorneys (.3); Prepare and distribute docket report (.2).	2.00
09/09/09	ECS	0002	Read and distribute new pleadings.	0.30
09/09/09	RKO	0002	Review and summarize numerous pleadings scheduled for 9/25 (1.1, 0.4, 0.6).	2.10
09/09/09	DK	0002	Email w/D. Dunn re: 341 meeting (.1).	0.10
09/09/09	DK	0002	Review pleadings chart (.2); review litigation chart (.2); review task list (.1).	0.50
09/09/09	DK	0002	Analyze status of Equity Committee issues (.2).	0.20
09/10/09	JLS	0002	Prepare for and attend meeting regarding case status and tasks.	0.50
09/10/09	JS	0002	Review task list and pleadings chart (.5); attend team call (.7); confer with Stamer re pending matters (.3); confer with Dunn re pending matters (.3); review pending motions re 9/25 hearing (.8).	2.60
09/10/09	DWK	0002	Review updated task list, pleading summary and litigation calendar.	0.30
09/10/09	MSS	0002	Phone calls w/counsel for interested party re various issues.	0.40
09/10/09	CFG	0002	Prep for team meeting (.5); team meeting (.5).	1.00
09/10/09	DMD	0002	Attend Akin pre-meeting (.5).	0.50
09/10/09	BMR	0002	AG team call.	0.40
09/10/09	LWL	0002	Compile daily news alerts.	0.20
09/10/09	DKB	0002	Review case docket (.3); Update pleadings chart (.5); Update calendar (.4).	1.20
09/10/09	ECS	0002	Attend Akin Gump weekly conference call (0.4).	0.40
09/10/09	ECS	0002	Read and distribute new pleadings.	0.20
09/10/09	CSH	0002	Attend weekly status call with Akin team.	0.50
09/10/09	RKO	0002	Revise 9/25 motion summaries for Committee.	3.10
09/10/09	RKO	0002	Prepare for (0.3) and participate in pre-Committee call (0.4).	0.70
09/10/09	DK	0002	Review and mark up memo re: pending motion summaries (.8).	0.80
09/10/09	DK	0002	Email to Weil re: Equity committee (.2); attend team meeting (.5).	0.70
09/11/09	DMD	0002	Draft memo to committee re: motions for September 25 hearing (2.9).	2.90
09/11/09	DKB	0002	Review case docket (.3); Prepare and distribute docket report for the main, associated and district court cases (.4).	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
09/11/09	ECS	0002	Read and distribute new pleadings.	0.20
09/11/09	RKO	0002	Revise summary of pending motions (2.4).	2.40
09/14/09	JS	0002	Call with Stamer re open issues and pending matters (.3, .1); call with HL & FTI re same (.6).	1.00
09/14/09	MSS	0002	Phone calls w/debtors' counsel re strategic issues (.3). Emails w/Akin team re same (.4). Reading motion summaries (.4). Conf call w/comm professionals re various strategic issues (.5).	1.60
09/14/09	DMD	0002	Finalize committee memo re: pending motions (1.9); correspondence with GE re: same (.2).	2.10
09/14/09	DMD	0002	Call with FTI and HLHZ re: upcoming meetings and status of intercompany review.	0.50
09/14/09	LWL	0002	Compile daily news alerts.	0.20
09/14/09	ECS	0002	Read and distribute new pleadings.	0.20
09/14/09	DK	0002	Review memo sent to committee re: outstanding motion (.3).	0.30
09/15/09	MSS	0002	Confer w/Akin team re various pending issues.	0.40
09/15/09	AQ	0002	Confer with J. Savin re intercompany issues.	0.20
09/15/09	CFG	0002	Review docket and update litigation calendar and pleadings chart (.4); review motion summaries (.3); prep for team meeting (.3).	1.00
09/15/09	DMD	0002	Provide updates to task list.	0.60
09/15/09	LWL	0002	Compile daily news alerts.	0.20
09/15/09	DKB	0002	Review case docket (.3); Update pleadings chart (.5); Update calendar (.3); Confer with C. Green re status (.1).	1.20
09/15/09	ECS	0002	Read and distribute new pleadings.	0.10
09/16/09	JS	0002	Review common interest agreement (.6); review comments re prior draft (.3); review correspondence re same (.2).	1.10
09/16/09	MSS	0002	Emails w/Akin team re various case issues.	0.50
09/16/09	CFG	0002	Update task list (.6); review docket and update pleadings chart (.3); prep for team meeting (.5)	1.40
09/16/09	DKB	0002	Review case docket (.3); Update pleadings chart (.6); Update calendar (.4); Confer with C. Green re status (.1); Prepare and distribute docket report (.3).	1.70
09/16/09	ECS	0002	Read and distribute new pleadings.	0.50
09/16/09	DK	0002	Review draft of litigation chart (.1) task list (.1); pleadings chart (.2); draft agenda for committee call (.2); confer w/J. Savin re: same (.2); send email to FTI and Houlihan re: same (.1). email to Committee re: Weekly call (.2).	1.10
09/17/09	JLS	0002	Prepare for and attend meeting regarding case status and tasks (.7).	0.70
09/17/09	JS	0002	Review open items, task list and lit chart (.6); attend team meeting (.5).	1.10
09/17/09	RWP	0002	Participate in internal call.	0.50
09/17/09	MSS	0002	Participate in Akin team meeting.	0.40
09/17/09	AQ	0002	Attend team meeting.	0.50
09/17/09	CFG	0002	Prep for team meeting (.3); team meeting (.5).	0.80
09/17/09	DMD	0002	Attend Akin team call (.5).	0.50
09/17/09	LWL	0002	Compile daily news alerts.	0.30
09/17/09	CMP	0002	Attend weekly team call.	0.50
09/17/09	SLK	0002	Attend team meeting.	0.50
09/17/09	DK	0002	Email to Houlihan re: 341 meeting (.1); confer w/C. Green re: 341 meeting (.2); emails to committee re: Weekly call (.2); attend team meeting (.5).	1.00
09/17/09	DK	0002	Review task list (.1).	0.10
09/18/09	MSS	0002	Confer w/Akin team re various issues (.6). Reviewing relevant	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		docs (.5).	
09/18/09	AQ	0002 Review and analyze revised confidentiality agreement.	0.30
09/18/09	DKB	0002 Review case docket (.3); Prepare and distribute docket report for the main, associated and district court cases (.3).	0.60
09/18/09	ECS	0002 Read and distribute new pleadings.	0.20
09/21/09	MSS	0002 Phone calls w/Akin team re various issues (.7). Reviewing relevant docs (1.0).	1.70
09/21/09	ECS	0002 Read and distribute new pleadings.	0.20
09/22/09	MSS	0002 Confer w/Akin team re various issues (.5). Phone calls w/creditors re various issues (.6). Review relevant docs re same (1.2).	2.30
09/22/09	DKB	0002 Review case docket (.2); Prepare and distribute docket report (.2).	0.40
09/22/09	ECS	0002 Read and distribute new pleadings.	0.30
09/22/09	DK	0002 Email to Weil re: conflicts counsel (.1).	0.10
09/22/09	DK	0002 Call to Weil re: Equity committee (.2).	0.20
09/23/09	MSS	0002 Confer w/Akin team re various issues (.8). Emails w/Debtors counsel re same (.3).	1.10
09/23/09	CFG	0002 Prep for team meeting (.3); review and update task list (.4); review docket and update pleadings chart and litigation calendar (.4).	1.10
09/23/09	DMD	0002 Revise task list and pleadings chart.	0.40
09/23/09	DKB	0002 Review case docket (.3); Update pleadings chart (.5); Update calendar (.4); Prepare and distribute docket report (.3).	1.50
09/23/09	ECS	0002 Read and distribute new pleadings.	0.20
09/23/09	DK	0002 Review task list (.1).	0.10
09/24/09	JLS	0002 Prepare for and attend meeting regarding case status and tasks.	0.60
09/24/09	JS	0002 Review task list and open issues (.4); attend team meeting (.6); confer with Stamer re open issues (.3).	1.30
09/24/09	AQ	0002 Attend team meeting.	0.50
09/24/09	CFG	0002 Prep for team meeting (.4); update task list (.2); team meeting (.5).	1.10
09/24/09	DMD	0002 Pre-call with Akin (.5).	0.50
09/24/09	CMP	0002 Attend weekly team call.	0.10
09/24/09	ECS	0002 Read and distribute new pleadings.	0.20
09/24/09	ECS	0002 Attend weekly Akin Gump team conference call (0.4).	0.40
09/24/09	RKO	0002 Prepare for (0.2) and participate in team pre-call (0.4).	0.60
09/24/09	SLK	0002 Attend team meeting re pending tasks.	0.50
09/25/09	DMD	0002 Calls with creditors re: case status.	0.60
09/25/09	DKB	0002 Review case docket (.2); Prepare and distribute docket report for the main and associated cases (.4).	0.60
09/25/09	ECS	0002 Read and distribute new pleadings.	0.20
09/25/09	DK	0002 Call w/J. Savin re: status of issues (.3).	0.30
09/25/09	DK	0002 Draft email to committee re: Hearing (.3).	0.30
09/25/09	DK	0002 Email to Weil re: Committee Bylaws (.2); call w/J. Savin re: same (.1).	0.30
09/28/09	BRK	0002 Organize index recently filed pleadings.	0.70
09/28/09	DMD	0002 Review external orders from omnibus hearing.	0.50
09/28/09	LWL	0002 Compile daily news alerts.	0.20
09/28/09	DKB	0002 Review case docket (.3); Review materials for updates to pleadings chart and calendar (.5).	0.80
09/28/09	ECS	0002 Read and distribute pleadings.	0.10
09/29/09	CFG	0002 Attention to organizational documents.	0.20
09/29/09	DMD	0002 Revise pleadings task charts.	0.40
09/29/09	ECS	0002 Read and distribute new pleadings.	0.20
09/29/09	RLB	0002 File certificate of service for J. Sorkin re Oakwood Joinder	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/29/09	DK	0002 Call w/committee member re: list (.1).	0.10
09/30/09	MSS	0002 Review materials in prep for meeting w/professionals for potential transaction party (1.0). Conf's w/Akin and HL team before and after meeting (.8). Participate in meeting w/professionals for potential transaction party and follow up (1.2).	3.00
09/30/09	ECS	0002 Read and distribute new pleadings.	0.20
09/30/09	RKO	0002 Respond to creditor inquiry.	0.20
09/30/09	DK	0002 Email to committee member re: Member list (.2).	0.20
07/14/09	DMD	0003 Correspondence re: interim application (.3); meet D. Kaloudis re: same (.2).	0.50
09/01/09	PJS	0003 Review and prepare documents re fee statements.	1.30
09/02/09	DK	0003 Analyze status of July fee statement.	1.00
09/03/09	PJS	0003 Review and prepare documents re fee statement.	1.60
09/03/09	SLK	0003 Review issue re July invoice.	0.10
09/04/09	PJS	0003 Review and prepare documents re July fee statement.	3.10
09/08/09	PJS	0003 Review and prepare documents re fee statement.	6.30
09/08/09	SLK	0003 Review issue re July invoice.	0.20
09/08/09	DK	0003 Confer w/Team re: status of July Fee Statement (.7).	0.70
09/08/09	DK	0003 Email to J. Savin re: July bill (.1).	0.10
09/09/09	PJS	0003 Review and prepare documents re fee statement.	4.30
09/09/09	SLK	0003 Revise July invoice (.8). Revise August invoice (.5).	1.30
09/10/09	PJS	0003 Review and prepare documents re July fee statement.	2.10
09/10/09	SLK	0003 Continue to review August invoice.	4.30
09/11/09	DK	0003 Analyze status of July Fee Application (.3).	0.30
09/12/09	JS	0003 Review draft July bill.	1.80
09/12/09	SLK	0003 Revise August invoice.	2.00
09/14/09	SLK	0003 Attention re August invoice.	0.60
09/14/09	DK	0003 Review and revise Akin's Third Monthly Fee Statement (2.5); call w/team re: fee statement (.3).	2.80
09/15/09	PJS	0003 Review and prepare documents re fee statement.	4.70
09/15/09	DMD	0003 Review and comment on FTI and HLHZ fee apps.	0.80
09/15/09	DKB	0003 Confer with D. Kaloudis re filing of monthly fee applications (.2); Review prebill for compliance (2); Confer with P. Sprofera re revisions (.1); Prepare FTI's statement to be efiled (.2); Prepare Epiq's statement to be efiled (.2); Prepare Houlihan's statement to be efiled (.2); Update AG's fee statement (.5); Prepare AG's statement to be efiled (.7); Efile the above statements (.8); Confer with attorney re status (.1).	5.00
09/15/09	SLK	0003 Attention re August invoice.	0.10
09/15/09	DK	0003 Review, revise and finalize third monthly Fee Application (3.5).	3.50
09/16/09	DK	0003 Confer w/S. Kurlanzike re: Fee Application (.2).	0.20
09/16/09	DK	0003 Analyze issues re: filing of Quarterly Fee Application(.4); call w/Weil re: same (.2).	0.60
09/18/09	PJS	0003 Review and prepare documents re fee application.	3.60
09/21/09	CFG	0003 Attention to summaries of monthly fee statements (.4); confer with T. Southwell re same (.2).	0.60
09/21/09	SLK	0003 Prepare outline for first interim fee application (.6); meet with D. Kaloudis re same (.2).	0.80
09/25/09	PJS	0003 Review and prepare documents re fee statement.	2.80
09/25/09	SLK	0003 Draft interim fee application.	0.60
09/25/09	DK	0003 Begin review of First Quarterly Fee App (.2); review August Fee Application (.3).	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/28/09	PJS	0003 Review and prepare documents re fee application.	4.30
09/28/09	DK	0003 Revise chart of matters re: Fee Application (.4).	0.40
09/28/09	DK	0003 Review status of Quarterly Statement (.4).	0.40
09/29/09	SLK	0003 Continue drafting first interim fee application (1.3); revise same (.5); draft pleading for August monthly statement (.2).	2.00
09/30/09	DMD	0003 Draft sections of fee app.	0.40
09/30/09	RFC	0003 Prepare billing description for work on SPEs, CMBS, and real estate liens for first interim fee application.	0.80
09/30/09	RKO	0003 Confer with D. Dunn re interim fee application (0.1); draft insert to same (3.2).	3.30
09/30/09	SLK	0003 Confer with D. Kaloudis re interim fee applications (.1); prepare and send out emails re: assignments for interim fee application (.3).	0.40
09/30/09	DK	0003 Meet w/S. Kurlanzik re: Quarterly Fee Application (.2); confer w/J. Savin re: Quarterly Fee Application (.2); review email correspondence re: Quarterly Fee Application (.3).	0.70
09/09/09	DK	0004 Email to FTI re: Fee Statement (.2).	0.20
09/14/09	DK	0004 Call w/Epiq re: fee order (.2).	0.20
09/15/09	DK	0004 Review Epiq's draft Fee Application (.5); call w/FTI re: same (.2), email w/Houlihan re: Fee Application (.3).	1.00
09/16/09	CFG	0004 Attention to monthly fee summary (.8); confer with D. Krasa re same (.1).	0.90
09/16/09	DK	0004 Emails to FTI re: outstanding billing issues (.1).	0.10
09/18/09	DKB	0004 Prepare summaries of July fee statements.	3.00
09/21/09	TS	0004 Prepare summary of third monthly fee applications.	4.80
09/21/09	DKB	0004 Work on summaries of July fee statements.	1.20
09/23/09	TS	0004 Continue to work on July fee summaries (3.5); prepare pdf of spreadsheets (.5); email to C. Green re remaining summaries (.1).	4.10
09/23/09	CFG	0004 Confer with T. Southwell re monthly fee summaries.	0.10
09/24/09	TS	0004 Continue to prepare fee summaries for July (1.8); update pdf of spreadsheets (.4); email to C. Green re status (.1)	2.30
09/24/09	CFG	0004 Review monthly fee statements and summary of same.	1.60
09/25/09	TS	0004 Research questions about professional fees for C. Green (.7); revise July fee summary (.3); prepare email to C. Green re same (.1).	1.10
09/25/09	CFG	0004 Email to D. Kaloudis re monthly fee statements.	0.10
09/29/09	JS	0004 Review summary of July fees of all professionals.	0.90
09/29/09	DK	0004 Email to J. Savin re: July Fee summaries (.2); review summary of July Fee Statement (.7).	0.90
09/30/09	CFG	0004 Review summary of monthly fees.	0.20
09/30/09	DK	0004 Email to Weil re: fees (.2); email to Committee re: Fees (.2).	0.40
09/23/09	DMD	0005 Review amended schedules.	1.30
09/01/09	MSS	0007 Phone call w/FA for interested party re committee issues.	0.30
09/02/09	CFG	0007 Prep for conference calls (.3); confer with D. Dunn re same (.1).	0.40
09/02/09	DMD	0007 Prep for committee call.	0.50
09/03/09	JLS	0007 Prepare for and participate in conference calls with professionals and the unsecured creditors committee.	1.60
09/03/09	JS	0007 Prepare for Committee call (.3); attend pre-call (.6); attend Committee call (1.0); follow-up with Stamer re same (.3) with FTI re same (.2).	2.40
09/03/09	MSM	0007 Attend Committee conference call (1.0).	1.00
09/03/09	RWP	0007 Attend status call with Committee.	1.00
09/03/09	MSS	0007 Participate in precall (.4). Participate in comm call and follow up (1.1)	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/03/09	AQ	0007 Attend Professionals' call.	0.40
09/03/09	AQ	0007 Attend Committee call.	1.10
09/03/09	CFG	0007 Prep for conference calls (.3); attend professionals' pre-call (.5); attend Committee conference call (1.1).	1.90
09/03/09	DMD	0007 Attend prof. pre-call (.5); participate in committee call (1.1) prep for same (1.3).	2.90
09/03/09	ECS	0007 Committee conference call (1.1).	1.10
09/03/09	RKO	0007 Attend professionals pre-committee call (0.3); and committee call (1.1).	1.40
09/03/09	SLK	0007 Attend professionals' call (.3); attend committee call (1.1).	1.40
09/09/09	CFG	0007 Prep for conference calls.	0.30
09/09/09	DMD	0007 Prep for committee meeting.	0.50
09/09/09	DK	0007 Draft agenda for Committee call (.2); confer w/J. Savin re: same (.3); email to team re: same (.2).	0.70
09/09/09	DK	0007 Email to Committee re: Weekly call (.2); email to team re: professionals call (.1).	0.30
09/10/09	JLS	0007 Prepare for and participate in conference calls with professionals and the unsecured creditors committee.	1.40
09/10/09	JS	0007 Prepare for Committee call (.4); call with FTI & HL re same (.6); attend Committee call (1.0); follow-up with Stamer re same (.2).	2.20
09/10/09	RWP	0007 Participate in professionals call.	0.50
09/10/09	RWP	0007 Participate in Committee call.	0.70
09/10/09	MSS	0007 Review materials in prep for comm call (1.8). Phone calls w/Akin team re same (.8). Participating in professionals' precall (.4). Participate in comm call and follow up (1.0).	4.00
09/10/09	CFG	0007 Prep for conference call (.6); professionals' pre-call (.5); attend conference call (.8).	1.90
09/10/09	DMD	0007 Attend professionals pre-meeting (.5); call with committee (1.0); prep re: same (.3).	1.80
09/10/09	ECS	0007 Attend weekly Committee conference call (0.5).	0.50
09/10/09	RKO	0007 Attend professionals call (0.4); and Committee call (0.8).	1.20
09/10/09	DK	0007 Attend pre-professional call (.5); attend weekly Committee call (1.0).	1.50
09/16/09	CFG	0007 Prep for conference call.	0.30
09/17/09	JLS	0007 Prepare for and participate in conference call with professionals (.3).	0.30
09/17/09	JS	0007 Prepare for committee call (.7); attend committee pre-call with FTI and HL (.6); attend committee call (.9); follow-up with Stamer re same (.3).	2.50
09/17/09	RWP	0007 Participate in Committee call.	0.50
09/17/09	MSS	0007 Review materials in prep for comm call (1.0). Participate in professionals' precall (.4). Participate in comm call and follow up (.6).	2.00
09/17/09	AQ	0007 Attend Professionals' pre-call	0.50
09/17/09	CFG	0007 Prep for conference call (.3); attend prof. pre-call (.5); attend conference call (.7).	1.50
09/17/09	CFG	0007 Attend 341(a) meeting (.4); draft summary of same (.2); confer with Houlihan re same (.1); confer with D. Kaloudis re same (.1).	0.80
09/17/09	DMD	0007 Attend professionals pre-call (.4); committee call (.7); prep for same (.4).	1.50
09/17/09	CMP	0007 Attend weekly Committee call.	0.70
09/17/09	RKO	0007 Attend pre-call (0.3); committee call (0.6).	0.90
09/17/09	DK	0007 Attend Pre-professional's calls (.5).	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/23/09	CFG	0007 Prep for conference call.	0.30
09/23/09	DK	0007 Draft agenda for committee (2); call w/J. Savin re: same (.2); send email to Houlihan and FTI re: same (.1); email Committee re: Weekly call (.2).	0.70
09/23/09	DK	0007 Email to Team re: Pre-professionals call (.1); follow up email to Committee re: Weekly call and agenda (.2).	0.30
09/24/09	JLS	0007 Prepare for and participate in conference call with professionals and the unsecured creditors committee.	1.40
09/24/09	JS	0007 Prepare for committee call (.4); attend pre-call (.6); attend committee call (.9); follow-up with Stamer re same (.3).	2.20
09/24/09	MSS	0007 Review materials in prep for today's comm calls (2.2). Participate in professionals pre-call (.4). Participate in comm call and follow up (.8). Emails w/Akin team re various issues (.7).	4.10
09/24/09	CFG	0007 Prep for conference calls (.5); attend professional pre-call (.5); Committee call (.8).	1.80
09/24/09	DMD	0007 Prof. committee pre-call (.5); prep for and participate in committee call (1.1).	1.60
09/24/09	BMR	0007 Attend Creditors' Committee call.	0.70
09/24/09	CMP	0007 Attend weekly Committee call.	0.20
09/24/09	ECS	0007 Attend weekly Committee conference call (0.7).	0.70
09/24/09	RKO	0007 Attend professionals' call (0.5); and committee call (0.7).	1.20
09/24/09	SLK	0007 Attend professionals' pre-call (.5); attend weekly committee call (.7).	1.20
09/14/09	JS	0008 Review all matters on for 9/25 hearing (2.3); review memorandum to Client re same (1.4).	3.70
09/16/09	JS	0008 Review Committee member questions re items up for hearing on 9/25 (.7); confer with Dunn re same (0.2).	0.90
09/23/09	JAH	0008 Create binder index for 9/25 hearing.	1.70
09/24/09	AQ	0008 Prepare for hearing regarding Oakwood lift stay.	0.80
09/24/09	DKB	0008 Review hearing notebook (.5); Update the above in accordance with the agenda (1.7); Update index therefore (.6); Prepare additional materials necessary for hearing (.6).	3.40
09/24/09	RKO	0008 Correspondence in preparation for upcoming hearing.	0.40
09/24/09	LLR	0008 Confer with R. Ozols and D. Krasa-Berstell re hearing binder for J. Savin (.2); assist J. Savin in obtaining hearing binder for Sep. 25th hearing (2.8).	3.00
09/25/09	JS	0008 Prepare for hearing (2.7); meet with Stamer and Qureshi re same (.9); attend chambers conference (.6); attend hearing (1.8); confer with Kaloudis re hearing (.3); review memo to clients re same (.4).	6.70
09/25/09	MSS	0008 Review materials and meeting w/Akin team in prep for hearing and chambers conf (1.5). Participate in chambers conf and follow up (.4). Participate in hearing and follow up (1.0). Conf's w/various parties after hearing (.3).	3.20
09/25/09	AQ	0008 Prepare for court hearing.	0.70
09/25/09	AQ	0008 Meet with J. Savin and M. Stamer regarding preparation for court hearing.	0.50
09/25/09	AQ	0008 Attend court hearing.	1.20
09/15/09	JS	0009 Review liquidity report for Committee (.6); confer with Dunn re same (.1).	0.70
09/15/09	DMD	0009 Memo to committee re: liquidity (.3); review and comment on cash and liquidity report (.6); review intercompany report (.3).	1.20
09/18/09	JS	0009 Review FTI update re BP issues.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/10/09	JLS	0010 Draft memo regarding insider status and possible recovery in connection with DIP financing.	0.50
09/15/09	JLS	0010 Draft memo regarding potential recovery of commitment fee paid to insider in connection with DIP financing (1.0).	1.00
09/17/09	JLS	0010 Draft and edit memo regarding recovery of commitment fee to insider (2.8).	2.80
09/18/09	DMD	0010 Review memo re: DIP fees.	0.40
08/03/09	BMR	0011 Conversation with D. Kaloudis re memorandum and research (.3); research re executory contract (.5); revise memorandum with results of research and comments from D. Kaloudis (.9).	1.70
09/01/09	DMD	0012 Review and comment on bar date motion (1.1); meet J. Savin re: same (.2).	1.30
09/02/09	DMD	0012 Call Weil re: bar date comments (.3); comments re: same (.5).	0.80
09/02/09	RKO	0012 Review and summarize Debtors' bar date motion (1.0, 1.2).	2.20
09/09/09	RKO	0012 Finalize summary of bar date motion.	0.60
09/10/09	RKO	0012 Summarize various claims trading motions.	1.20
09/14/09	RKO	0012 Revise pleadings summary (0.7); attend to issues re claims trading motions (0.9).	1.60
09/18/09	DMD	0012 Correspondence re: intercompany analysis and Alix meeting.	0.40
09/21/09	JS	0012 Review revised bar date pleadings.	0.80
09/22/09	DMD	0012 Review and comment on bar date motion changes (.5); correspondence with Weil re: same (.2).	0.70
07/20/09	JF	0013 E-mails with R. Colton re missing title and loan documents (.4); e-mails with R. Colton re revised list of loans to review (.1); continue searching data site and eRoom for applicable legal charts, loan documents and title commitment; printing and organizing (1.2); review Georgia mortgage law chart (.3); work on Cumberland mortgage review (1.5).	3.50
07/20/09	ACH	0013 Providing following up answers to partner re Beachwood Place Mall loan documents.	2.40
07/20/09	AB	0013 Reviewed loan documents for Spring Hill Mall.	1.20
07/20/09	AB	0013 Continued to review and analyze documents for Spring Hill Mall.	1.40
07/20/09	AB	0013 Draft memo for Grand Canal Shoppes.	0.30
07/20/09	AB	0013 Draft memo for Gallery at Harbor Place.	0.50
07/20/09	AB	0013 Reviewed loan documents for Grand Canal shoppes.	0.20
07/20/09	AB	0013 Continued to review and analyze for Grand Canal Shoppes.	2.30
07/20/09	AB	0013 Drafted memo for The Boulevard Mall.	0.70
07/20/09	AB	0013 Reviewed loan documents for Gallery at HarborPlace.	0.50
07/20/09	AB	0013 Continued to review and analyze documents for Gallery at Harbor Place.	1.00
07/20/09	AB	0013 Drafted memo for Staplegate Mall.	0.30
07/20/09	AB	0013 Reviewed loan documents for The Boulevard Mall.	0.70
07/20/09	AB	0013 Continued to review and analyze documents for The Boulevard Mall.	2.10
07/20/09	AB	0013 Drafted memo for Spring Hill Mall.	0.40
07/20/09	AB	0013 Reviewed loan documents for Staplegate Mall.	0.80
07/20/09	AB	0013 Continued to review and analyze documents for Staplegate Mall.	1.90
07/21/09	AB	0013 Reviewed loan documents for Maine Mall.	0.60
07/21/09	AB	0013 Reviewed documents for Buckland Hills.	1.20
07/21/09	AB	0013 Drafted memo for Buckland Hills.	0.50
07/21/09	AB	0013 Reviewed documents for Mall at Sierra Vista.	1.60
07/21/09	AB	0013 Drafted memo for Mall at Sierra Vista.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/21/09	AB	0013 Continued to review loan documents for Buckland Hills.	0.50
07/21/09	AB	0013 Review documents for Maine Mall.	1.00
07/21/09	AB	0013 Drafted memo for Maine Mall.	0.50
07/21/09	AB	0013 Analyzed loan documents for Mall at Sierra Vista.	0.90
07/23/09	AB	0013 Reviewed loan documents for Palazzo.	0.40
07/23/09	AB	0013 Reviewed documents for Three Rivers Mall.	1.80
07/23/09	AB	0013 Drafted memo for Three Rivers Mall.	0.30
07/23/09	AB	0013 Reviewed documents for Fallen Timbers.	1.50
07/23/09	AB	0013 Drafted memo for Fallen Timbers.	0.50
07/23/09	AB	0013 Analyzed loan documents for Three Rivers Mall.	0.40
07/23/09	AB	0013 Reviewed documents for Palazzo.	1.20
07/23/09	AB	0013 Drafted memo for Palazzo.	0.30
07/23/09	AB	0013 Analyzed loan documents for Fallen Timbers.	0.60
07/24/09	JF	0013 E-mail re new lien validation code.	0.10
07/24/09	AB	0013 Revised Gallery at Harborside memo summary.	0.80
07/24/09	AB	0013 Revised Mall at Sierra Vista memo.	0.60
07/24/09	AB	0013 Reviewed loan documents for University Mall.	0.90
07/24/09	AB	0013 Reviewed documents for University Mall.	1.30
07/24/09	AB	0013 Drafted memo for University Mall.	0.40
07/27/09	AB	0013 Revised memorandums of various loan documents.	1.60
07/28/09	AB	0013 Reviewed loan documents for Fallen Timbers.	0.90
07/28/09	AB	0013 Revised Fallen Timbers memo.	0.50
07/28/09	AB	0013 Reviewed loan documents for Colony Square.	0.60
07/28/09	AB	0013 Continued to review and analyze documents for Colony Square.	2.00
07/28/09	AB	0013 Drafted memo for Colony Square.	0.30
07/29/09	SK	0013 Correspond with A. Tope, E. Peters and J. Watson regarding diligence procedures for property level debt documents.	0.30
07/29/09	SK	0013 Review property level debt documents for Quail Springs Mall.	5.50
07/29/09	AB	0013 Started to analyze loan documents for Columbiana Square.	0.50
07/29/09	AB	0013 Reviewed documents for Columbiana Square.	1.80
07/29/09	AB	0013 Drafted memo for Columbiana Square.	0.20
09/01/09	CV	0013 Review materials in datasite regarding multiple loans and confirm select information on master spreadsheet of loan reviews in connection with same (1.8); confer with J. Watson re same (0.1).	1.90
09/01/09	JS	0013 Review diligence materials re Committee report.	0.90
09/01/09	MSM	0013 Review additional changes to lien and loan review exhibits and provide comments to R. Colton and J. Watson (1.1).	1.10
09/01/09	MDC	0013 Review and revise due diligence memorandum.	1.00
09/01/09	JQW	0013 Meeting with C. Vidal regarding questions for master loan spreadsheet (0.1); review loan documents for completion of loan summaries (3.0).	3.10
09/02/09	MSM	0013 Review additional information requests to the company with respect to The Parks at Arlington, Ridgley Building, River Hills Mall, Pierre Bossier Mall, Sooner Fashion Mall, Village of Cross Keys and The Mall of Louisiana Power Center Parcel, Town Center Development Company, L.P., and 10101 Woodloch Forest LLC, and the company's response (0.7); various telephone conversations with M. Stamer and J. Savin regarding finalizing and distributing due diligence report (0.2).	0.90
09/02/09	MDC	0013 Review due diligence summaries (1.3); revise due diligence memorandum (2.0).	3.30
09/02/09	RFC	0013 Send email from N Karouzos regarding Parks at Arlington, LLC to J Watson (0.1); send email to N Karouzos requesting copies of modifications to loan documents made in 2008 (0.2).	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/02/09	RFC	0013 Revise master chart of questions and requested documents.	0.10
09/03/09	JS	0013 Review diligence memo & exhibits (1.7); confer with Stamer & Cammillo (.4) re same.	2.10
09/03/09	PEG	0013 Review status of supplemental environmental due diligence request (1.10); review documents related to focused supplement to due diligence issues (2.20); review online databases regarding site remediation status (3.50).	6.80
09/03/09	MSM	0013 Internal conference call re: diligence issues (0.4); review final CMBS changes to due diligence memo (0.2).	0.60
09/03/09	KER	0013 Emails to M. Mandel and M. Camillo regarding changes to diligence summary materials.	0.10
09/03/09	MDC	0013 Update due diligence memorandum (2.1); update executive summary (2.2).	4.30
09/03/09	JQW	0013 Telephone call with M. Mandel regarding loan summaries.	0.10
09/03/09	JQW	0013 Review privately placed notes documents for due diligence summary.	1.90
09/04/09	JS	0013 Confer with Cammillo and Dunn re diligence memo.	0.50
09/04/09	MDC	0013 Review and revise executive summary (1.7); update due diligence memorandum (.8); draft cover letter for distribution of CDs (.2).	2.70
09/04/09	DMD	0013 Finalize and transmit diligence memo to committee (2.4); draft note to committee re: same (.2).	2.60
09/04/09	RFC	0013 Review recorded copy of indemnity deed of trust provided for Village of Cross Keys.	0.40
09/08/09	MSM	0013 Review exhibits to due diligence report and begin preparation of list of remaining due diligence items to complete (1.3); finish review of Kirkland loan summaries for loan renegotiations (1.6)	2.90
09/09/09	MSM	0013 Review 2008 Second Modification Agreement for The Parks at Arlington (0.6); review Master Credit Agreements and related loan documents for The Woodlands Land Development Company, L.P. and The Woodlands Commercial Properties Company, L.P. (0.9).	1.50
09/09/09	RFC	0013 Revise master chart on questions and documents re: The Parks Arlington loan agreement, First Amended and Restated Master Credit Agreement and First Amendment thereto relating to The Woodlands Land Development Company, L.P. (0.9) and related promissory notes and loan documents relating to The Woodlands Commercial Properties Company, L.P (0.5).	1.40
09/09/09	DMZ	0013 Email correspondence to Roberta Colton re: Collin Creek information.	0.10
09/09/09	DMZ	0013 Review of various findings for Collin Creek property for updating summary in mortgage chart.	0.50
09/09/09	DMZ	0013 Draft summary of updated findings for Collin Creek and incorporate into mortgage chart.	0.50
09/09/09	JQW	0013 Telephone call with Houlihan Lokey regarding loan summaries.	0.30
09/09/09	JQW	0013 Review prepayment provisions of loan summary chart.	0.30
09/09/09	RKO	0013 Review and summarize Milliken settlement motion (0.6, 0.9); review and summarize American Express motion (1.0, 0.6).	3.10
09/09/09	GSG	0013 Review loan modification proposals (3.1) and input proposed loan modifications into master loan modification spreadsheet(3.2).	6.30
09/10/09	MSM	0013 Review outstanding diligence requests from the company (0.2).	0.20
09/10/09	RFC	0013 Send update to C Green regarding due diligence requests and mortgages and joint ventures.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/10/09	RFC	0013 Review update to research re: Collin Creek property.	0.10
09/10/09	RFC	0013 Conference call on status of due diligence with J Savin, M Stamer, D Kaloudis, C Green, S Kurlanzik.	0.10
09/11/09	MSM	0013 Review a recorded 1999 Indemnity Deed of Trust executed by Village of Cross Keys, Incorporated (0.3); conference with R. Colton regarding remaining due diligence items (0.1); telephone conversation with J. Watson regarding secured lender program (0.2).	0.60
09/11/09	JQW	0013 Telephone call with M. Mandel regarding additional due diligence.	0.20
09/14/09	PEG	0013 Conference with M. Camillo regarding due diligence memorandum (0.50); review data room documents and EPA files (3.10); review draft supplemental due diligence list (1.10).	4.70
09/14/09	MSM	0013 Review indemnity deed of trust for The Village of Cross Keys and mortgage and recording format for Pierre Bossier Mall (0.4); meeting with due diligence team to review status of remaining requests and the nature of the supplemental due diligence report (0.6).	1.00
09/14/09	FGS	0013 Due Diligence team meeting with M. Mandel, R. Colton, M. Camilo, E. Peters, J. Watson and G. Gregorian.	0.60
09/14/09	MDC	0013 Attend internal status conference re: due diligence.	0.60
09/14/09	RFC	0013 Conference with M Mandel, F Sammet, J Watson, K Ramsey, G Grigorian, M Camillo, and E Peters to discuss status of requests to GGP for additional documents and information.	0.60
09/14/09	RFC	0013 Review title insurance commitment and release sent by GGP with respect to property owned by Mall of Louisiana Power Center.	0.10
09/14/09	RFC	0013 Review Amended and Restated Deed of Trust encumbering River Hills property to determine whether 1997 Indenture and Servicing Agreement is still in effect.	0.50
09/14/09	RFC	0013 Review 1999 owner's title insurance policy for Village of Cross Keys confirming record owner of property.	0.10
09/14/09	RFC	0013 Review Pierre Bossier mortgage and Louisiana law regarding inclusion of address in legal description.	0.70
09/14/09	RFC	0013 Revise master chart of documents requested from GGP.	0.10
09/14/09	EAP	0013 Diligence report status meeting with M. Mandel, M. Camillo, J. Watson, R. Colton.	0.60
09/15/09	JS	0013 Review draft intercompany workplan (.6); confer with FTI re same (.3).	0.90
09/15/09	KER	0013 Email communications with R. Colton, M. Mandel and J. Watson regarding loan due diligence and other debt matters.	0.10
09/15/09	RFC	0013 Update master chart of questions and requests for documents (0.8) and send email to K Ramsey re: Pooling and Servicing Agreements (0.2).	1.00
09/15/09	GSG	0013 Review of loan modification proposals (4.1) and entry of loan modification data into master loan modification spreadsheet (2.3).	6.40
09/16/09	MSM	0013 Review spreadsheet summarizing loan modification proposals received to date (0.7).	0.70
09/16/09	GSG	0013 Continue reviewing loan modification proposals (2.7) and entering loan modification data into master loan modification spreadsheet (4).	6.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/17/09	MSM	0013 Internal due diligence conference call in anticipation of committee conference call (0.5).	0.50
09/17/09	KER	0013 Review additional loan diligence materials from R. Colton.	1.20
09/17/09	RFC	0013 Confer with K. Ramsey regarding confirmation from Indenture and Servicing Agreement applicable to the 1997 River Hills Mall.	0.10
09/18/09	JS	0013 Review FTI intercompany update.	0.30
09/18/09	PEG	0013 Revise and edit supplemental due diligence requests and forward to debtors' counsel.	4.30
09/20/09	PEG	0013 Review for additions to relevant environmental documents.	2.30
09/21/09	PEG	0013 Review data room for recent diligence documents (2.70); conference with A. Oelz regarding same (0.20).	2.90
09/21/09	MSM	0013 Meeting with R. Colton, J. Watson, K. Ramsey and M. Camillo regarding follow-up due diligence requests and preparation of follow-up due diligence report (0.5); review requests to company and K&E regarding defeased loans, additional PSAs and missing joint venture documents (0.3); review loan spreadsheet and provide thoughts to C. Harvey, K. Ramsey and J. Watson (0.3).	1.10
09/21/09	KER	0013 Review and revise outstanding loan due diligence request summary.	0.30
09/21/09	KER	0013 Loan due diligence status call with M. Mandel, Jena Watson and Roberta Colton.	0.30
09/21/09	MDC	0013 Internal diligence status update call.	0.40
09/21/09	RFC	0013 Prepare for meeting on status of documents requested from GGP.	0.10
09/21/09	RFC	0013 Attend meeting with M Mandel, J Watson, K Ramsey, and M Camillo to review open issues in master chart.	0.50
09/21/09	JQW	0013 Meeting with AG due diligence team regarding status and updates to memo to UCC.	0.50
09/21/09	GSG	0013 Discuss status of due diligence with M. Mandel and R. Colton.	0.50
09/22/09	EJB	0013 Review mortgage review summary chart.	0.30
09/22/09	SLN	0013 Attend biweekly diligence and case update call.	0.90
09/23/09	MSM	0013 Review correspondence from R. Colton to the company regarding Mortgage Loan Schedules for PSAs for Capital Mall, Gateway Mall and Greenwood Mall, Northridge Fashion Center, Willowbrook, RiverTown Crossings, Corporate Pointe #2 and Corporate Pointe #3 (0.3); telephone conversation with R. Colton regarding on Sooner Mall mortgage (0.1); review recorded mortgage and discuss same with M. Stamer and J. Savin (0.2).	0.60
09/23/09	RFC	0013 Review copy of recorded Sooner Mall deed of trust(.2); revise Master Chart of Requested Documents (.2).	0.40
09/23/09	RFC	0013 Revise Task List Chart regarding review of recorded copy of Sooner Mall mortgage.	0.40
09/23/09	GSG	0013 Analyze mortgage due diligence issues.	0.50
09/24/09	RFC	0013 Draft provision for update to executive summary regarding Sooner Mall mortgage.	0.40
09/24/09	RFC	0013 Participate in conference call relating to status of due diligence activities relating to mortgages, joint ventures, and pooling and servicing agreements.	0.40
09/24/09	RFC	0013 Prepare email to J Savin and M Stamer regarding Sooner Mall mortgage.	0.10
09/25/09	PBH	0013 Review SEC filings re General Growth and potential transaction	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		party (.5); conference with M. Mandel re potential transaction and Hart-Scott-Rodino issues (.3); conference with R. Parks re antitrust issues (.2).	
09/28/09	PEG	0013 Review updated documents (1.10); review online remediation databases regarding selected sites (3.20).	4.30
09/29/09	PEG	0013 Review for updated information on site conditions and potential environmental liabilities.	2.80
09/29/09	MSM	0013 Review list of PSAs and non-debtors.	0.40
09/29/09	KER	0013 Attend call with M. Mandel and others regarding CMBS and loan due diligence.	0.30
09/29/09	MDC	0013 Attend internal diligence status conference.	0.30
09/29/09	RFC	0013 Attend meeting with M Mandel, K Ramsey, and M Camillo to review status of due diligence items requested from GGP.	0.30
09/29/09	GSG	0013 Meeting with M. Mandel regarding status of due diligence and loan modification proposals.	0.20
09/30/09	JS	0013 Review intercompany update.	0.30
09/30/09	PEG	0013 Search data room for updated information on environmental issues and site conditions.	2.70
09/01/09	MSM	0015 Meeting with G. Grigorian and J. Watson regarding meeting with company counsel in Chicago regarding secured lending proposals (0.5).	0.50
09/01/09	JQW	0015 Meeting with M. Mandel and G. Grigorian regarding Chicago meetings.	0.50
09/01/09	GSG	0015 Meeting with M. Mandel and J. Watson regarding meetings with K&E in Chicago.	0.50
09/01/09	GSG	0015 Review loan modification proposals provided by C. Smith of K&E.	3.50
09/01/09	GSG	0015 Draft internal memoranda regarding results of review of K&E loan summaries.	0.80
09/02/09	JS	0015 Review Bryan Cave & Venable entity term sheets.	0.70
09/02/09	MSM	0015 Review of term sheets for the Bryan Cave lenders (1.2).	1.20
09/02/09	RFC	0015 Check on date of repayment of Goldman Sachs loan facility.	0.10
09/02/09	RFC	0015 Revise master chart of questions and requested documents.	0.10
09/02/09	JQW	0015 Review master loan summary and memo and changes made thereto.	2.40
09/02/09	JQW	0015 Meeting with M. Camillo regarding final changes to loan summary spreadsheet.	0.70
09/02/09	GSG	0015 Review loan modification term sheets.	2.30
09/02/09	GSG	0015 Attention to additional issues for Master Chart of Questions tendered to GGP.	1.10
09/02/09	GSG	0015 Review additional loan modification term sheets related to loans serviced by clients of Bryan Cave and loans serviced by clients of Venable.	2.50
09/03/09	JS	0015 Review secured lender presentation from 9/2 meeting.	0.60
09/03/09	MSM	0015 Conference with J. Watson regarding term sheets for the Bryan Cave entities (0.1); review term sheets for Venable entities (1.1).	1.20
09/03/09	KER	0015 Revisions to Executive Summary regarding CMBS.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/03/09	KER	0015 Revisions to Overview of CMBS Pooling and Servicing Agreements.	0.50
09/03/09	DMD	0015 Review sec. lender presentation and term sheets.	1.50
09/03/09	RFC	0015 Revise Real Property Liens section of executive summary and master chart of defects (.3); research to account for change in cut-off date (0.3).	0.60
09/03/09	GSG	0015 Review loan modification proposals provided by K&E.	2.30
09/03/09	GSG	0015 Draft spreadsheet template in connection with summarization of loan modifications proposed.	2.60
09/03/09	GSG	0015 Read GGP presentation to secured creditors.	0.50
09/04/09	RFC	0015 Review Secured Debt Restructuring Proposal made by GGP to Secured Lender Committee.	0.10
09/08/09	GSG	0015 Create master loan modification proposal spreadsheet in order to track loan modification proposals made by GGP to various special servicers, including drafting of additional legend entries and creation of new loan modification codes.	2.80
09/08/09	GSG	0015 Review loan modification proposals and input proposed revisions into master loan modification spreadsheet.	3.40
09/09/09	JQW	0015 Review Parks at Arlington loan modification agreement and update loan summary chart therefor.	0.70
09/10/09	GSG	0015 Input information into loan modification spreadsheet regarding loan modification proposals for "Bryan Cave" loans.	7.50
09/11/09	GSG	0015 Input information regarding loan modification proposals into master loan modification inventory spreadsheet.	7.80
09/14/09	MSM	0015 Review list of missing PSAs (Willowbrook, Rivertown Crossing, Corporate Pointe 2 and 3 and Northridge), PSAs missing the referenced GGP debtor property in the applicable PSA mortgage loan schedule (Capital, Gateway and Greenwood) or a mortgage loan schedule (JP Community Centers), or for properties unconfirmed as GGP properties (Southlake Pavillion I & II) (0.8); compare list of properties for which PSAs were provided by K&E to summaries prepared by FTI and listed as GGP debtors with CMBS loans (0.2); review list of possible loan defeasances (Cache Valley, Foothills and White Mountain) and prepare list of possible defeased CMBS loans for confirmation by the company (0.3).	1.30
09/14/09	KER	0015 Participate in call to discuss loan and pooling and servicing agreement due diligence status.	0.60
09/14/09	KER	0015 Review internal loan due diligence status information to assist in confirming no additional pooling and servicing agreements to be requested for review.	0.80
09/14/09	JQW	0015 Due diligence status meeting with AG team.	0.70
09/14/09	GSG	0015 Attend meeting with M. Mandel re status of due diligence and loan modification proposal reviews.	0.60
09/14/09	GSG	0015 Inventory list of servicers and input servicer names for each loan modification being handled by Bryan Cave and Venable.	1.60
09/14/09	GSG	0015 Identify and separate loan modifications from original C. Smith email that are not being handled by Bryan Cave or Venable.	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/15/09	JS	0015 Review secured lender term hearing sheets (.7); review loan terms (.5).	1.20
09/15/09	MSM	0015 Review Amended and Restated Mortgage for River Hills Mall and title commitment and release for Mall of Louisiana Power Center Parcel (0.3) review secured lender term sheets for 1160 - 1180 Town Center Drive, Harborplace and Rivertown Crossings mezz. loan (0.7).	1.00
09/15/09	KER	0015 Continued review of loan due diligence materials to assist in confirming no additional pooling and servicing agreements review needed.	0.90
09/15/09	JQW	0015 Review open list of PSAs and CMBS properties.	1.70
09/16/09	MSM	0015 Finish review of term sheets for secured loan restructuring for secured lender (0.4).	0.40
09/17/09	MSM	0015 Finish review of secured lender spreadsheet and revise for use with outstanding proposals (1.1).	1.10
09/17/09	GSG	0015 Review loan documents re: loan modification proposals.	3.80
09/18/09	MSM	0015 Review breakdown of the properties identified as CMBS on loan review spreadsheet re: securitization conclusions.	2.40
09/18/09	GSG	0015 Continued review of loan documents to determine feasibility of loan modification proposals.	3.70
09/21/09	KER	0015 Email response to Roberta Colton regarding outstanding pooling and servicing agreement requests.	0.20
09/21/09	KER	0015 Respond to internal emails from tax section regarding non debtors with CMBS debt.	0.10
09/21/09	KER	0015 Review related to tax section question pertaining to non debtor with CMBS debt.	0.20
09/21/09	KER	0015 Review FTI and HL materials to confirm re: additional pooling and servicing agreement requests.	0.40
09/21/09	RFC	0015 Send email to C Smith and R Micelo regarding defeased loans.	0.10
09/21/09	RFC	0015 Send email to K Ramsey re: master chart relating to the pooling and servicing agreements.	0.50
09/21/09	GSG	0015 Continued review of loan documents re: loan modification proposals.	2.80
09/22/09	MSM	0015 Review secured lender term sheets (0.3).	0.30
09/23/09	GSG	0015 Attention to mortgage reviews in connection with loan modifications.	2.80
09/23/09	GSG	0015 Update master loan modification spreadsheet to reflect updated terms of secured lender proposals.	1.10
09/23/09	GSG	0015 Emails re loan modification proposals with J. Watson and R. Miceli.	0.10
09/24/09	KER	0015 Review CMBS and loan information re: additional pooling and servicing agreements.	1.60
09/24/09	JQW	0015 Telephone call with AG team regarding acquisition.	0.50
09/24/09	GSG	0015 Attention to loan modifications and revisions to spreadsheet (1.0); emails with J. Savin and M. Mandel re loan modification proposals (0.2).	1.20
09/25/09	GSG	0015 Review loan documents in connection with proposed loan modifications.	6.40
09/26/09	KER	0015 Prepare response to M. Mandel and Jena Watson regarding certain listed GGP entities and securitized debt.	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/01/09	RKO	0016 Review and summarize the CAB West Motion for relief from stay.	0.40
09/02/09	JLS	0016 Confer with Abid Qureshi regarding Oakwood motion to lift stay and litigation issues (.5); Confer with debtors' counsel regarding motion to lift stay (.2).	0.70
09/02/09	AQ	0016 Confer with J. Sorkin regarding Oakwood lift stay.	0.50
09/02/09	DK	0016 Read status of Lift Stay Motion filed by CAB West LLC.	0.20
09/04/09	RKO	0016 Review and summarize Ford motion for relief from stay.	0.30
09/08/09	DK	0016 Analyze status of Citicorp Lift Stay Motion (.3); email to Weil re: Weaver Lift Stay Motion (.2); call w/Weil re: same (.2).	0.70
09/09/09	DK	0016 Email to team re: Citicorp Lift Stay Motion (.2).	0.20
09/10/09	DK	0016 Email to Weil re: Weaver Lift Stay Motion (.2).	0.20
09/11/09	JLS	0016 Phone call with debtors' counsel regarding opposition to motion to lift stay (.2); Review and respond to correspondence regarding motion to lift stay (.1); Analyze issues regarding motion to lift stay (.2).	0.50
09/11/09	DK	0016 Email to team re: Oakland Lift Stay Motion (.1).	0.10
09/14/09	JLS	0016 Review and respond to correspondence regarding Oakwood motion to lift stay.	0.30
09/14/09	DK	0016 Follow up on status of Oakwood/Citicorp Lift Stay Motion (.2).	0.20
09/15/09	JLS	0016 Phone call with James Savin and Abid Qureshi regarding opposition to motion to lift stay (.2); Draft correspondence to debtors' counsel regarding opposition to motion to lift stay (.1).	0.30
09/15/09	AQ	0016 Confer with J. Sorkin and J. Savin re Oakwood lift stay motion.	0.20
09/16/09	JLS	0016 Confer with Abid Qureshi regarding objection to Oakwood motion to lift stay (.1); Draft correspondence to debtors' counsel regarding Oakwood motion to lift stay (.1); Phone call with debtors' counsel regarding strategy regarding objection to Oakwood motion to lift stay (.3); Draft correspondence regarding strategy regarding opposition to motion to lift stay (.2); Review draft objection to Oakwood motion to lift stay (.4).	1.10
09/16/09	JS	0016 Review Debtor's opposition to CITI relief from stay (1.3); review correspondence re same (.4); review motion re same (.8).	2.50
09/16/09	DMD	0016 Call with Weil re: CRF motion (.3); calls with FTI re: same (.4); comment on and review Citibank objection (.7).	1.40
09/17/09	JLS	0016 Draft correspondence to debtors' counsel re: lift stay motion (.1); Review and analyze objection to motion to lift stay and authority cited in support of objection (1.5); Review and analyze motion to lift stay and authority cited in support (1.0); Confer with Abid Qureshi regarding objection to motion to lift stay and joinder to objection (.3).	2.90
09/17/09	JS	0016 Confer with Qureshi re CITI lift stay (.6); review open response points re same (.7).	1.30
09/17/09	AQ	0016 Review and analyze Debtors' draft objection to Oakwood motion.	0.80
09/17/09	AQ	0016 Confer with J. Sorkin regarding Oakwood lift stay.	0.20
09/17/09	DMD	0016 Correspondence re: CRF motion and objection (.2); comment on Citibank response (.5).	0.70
09/17/09	CME	0016 Confer J Sorkin re joinder in objection to motion to lift automatic stay (0.1); draft same (0.5).	0.60
09/18/09	JLS	0016 Review and analyze authority in connection with motion to lift stay (3.7); Review and respond to correspondence regarding objection to motion to lift stay (.4); Draft correspondence to debtors' counsel regarding objection (.1).	4.20
09/18/09	JS	0016 Review revised objection to Oakwood (.8); review comments re	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.3).	
09/18/09	AQ	0016 Review and analyze draft opposition to Oakwood lift stay motion.	0.70
09/18/09	AQ	0016 Confer with J. Savin re Oakwood opposition.	0.20
09/18/09	AQ	0016 Confer with J. Sorkin re joinder to Oakwood opposition.	0.20
09/18/09	DMD	0016 Review and comment on Oakwood response (.9); call A. Qureshi re: same (.3).	1.20
09/21/09	JLS	0016 Draft and edit joinder in support of objection to motion to lift stay (1.6); Finalize and file joinder (.6); Draft correspondence to debtors' counsel regarding objection to motion to lift stay (.2); Confer with Abid Qureshi regarding joinder (.1); Confer with James Savin regarding joinder (.3); Analyze case law in support of objection (.8); Review and respond to correspondence regarding objection to motion to lift stay (.3); Review objection filed by debtors (.5).	4.40
09/21/09	JS	0016 Review response re Citi (1.4); confer with Sorkin re same (.3); review Debtors' revised response (.7).	2.40
09/21/09	AQ	0016 Review and edit draft joinder to Debtors' objection to Oakwood lift stay.	0.20
09/21/09	AQ	0016 Review and analyze Debtors' revised objection to Oakwood lift stay motion.	0.60
09/21/09	AQ	0016 Confer with J. Sorkin regarding response to Oakwood lift stay.	0.20
09/21/09	JMS	0016 Finalize and e-file joinder statement (0.3) and send out to service list (0.5).	0.80
09/21/09	CME	0016 Draft, finalize and file joinder in objection to motion to lift automatic stay.	1.90
09/23/09	JLS	0016 Draft correspondence to debtors' counsel regarding motion to lift stay (.1); Review and respond to correspondence regarding motion to lift stay (.2).	0.30
09/24/09	JLS	0016 Review and respond to correspondence regarding Oakwood motion to lift stay and discovery in connection with motion (.3); Review arguments and analyze issues in connection with Oakwood motion (.3).	0.60
09/24/09	DK	0016 Call to Weil re: Weaver Lift Stay Motion (2.); call w/S. Kurlanzik re: same (.2); calls w/J. Savin re: same (.2).	0.60
09/30/09	JS	0016 Review Citi discovery request and meet and confer with Parks (.4).	0.40
09/30/09	AQ	0016 Emails regarding Oakwood discovery request.	0.30
09/30/09	DMD	0016 Call J. Savin and correspondence re: Oakwood.	0.30
09/02/09	JLS	0017 Review and edit summary of minutes in connection with litigation diligence issues (.8); Review motions filed in bankruptcy proceedings (.1).	0.90
09/02/09	DMD	0017 Calls with Weil re: 9019 motions (.5); draft memo re: same (.7).	1.20
09/03/09	JLS	0017 Review new filings in bankruptcy proceedings.	0.20
09/08/09	JLS	0017 Calculate deadline to file notice of appeal from order on motions to dismiss (.1); Draft email regarding deadline to file notices of appeal (.1); Phone call with debtors' counsel regarding motion to lift stay (.2); Draft correspondence regarding status of opposition to motion to lift stay (.1).	0.50
09/08/09	DMD	0017 Draft memo for committee and review docs re: upcoming pleadings; including 9019 motions and lift stay litigation.	2.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/09/09	JLS	0017 Analyze issues in connection with possible appeal from order on motions to dismiss (.4); Review and respond to correspondence regarding appeals of motions to dismiss (.3).	0.70
09/09/09	JMS	0017 Search pacer for notice of appeal and discuss with J. Sorkin (.6); Discuss and confirm same with managing clerk's office (.2)	0.80
09/09/09	DMD	0017 Revise committee memo re: motions schedule for omnibus hearing, including 9019 and litigation re: JVs.	2.90
09/10/09	DMD	0017 Revise committee memo re: pleadings on for omnibus hearing including 9019 motions and other litigation (3.5); meetings with R. Ozols re: same (.3).	3.80
09/11/09	DMD	0017 Correspondence with Weil re: lit settlements (.4).	0.40
09/15/09	JLS	0017 Confer with David Dunn regarding litigation status and issues (.3).	0.30
09/15/09	DMD	0017 Call with Weil re: CRF negotiations (.3); call with J. Sorkin re: lit. status (.3).	0.60
09/16/09	JLS	0017 Draft correspondence to debtors' counsel regarding A&K appeal (.1); Review status of A&K appeal (.1); Review and analyze authority in connection with recovery of fees paid to an insider (1.4); Draft and edit memo regarding payment of fees to an insider (.6).	2.20
09/22/09	JLS	0017 Review notice of adjournment (.1); Review and respond to correspondence regarding discovery issues (.1).	0.20
09/30/09	JLS	0017 Phone call with counsel for debtors and Citibank regarding discovery and hearing schedule for motion to lift stay (.4); Review and respond to correspondence regarding discovery in connection with motion to lift stay (.3); Confer with David Dunn regarding motion to lift stay (.1); Review and respond to correspondence regarding shareholder derivative lawsuit (.2).	1.00
09/30/09	JS	0017 Review Shareholder suit update and order (.6); review emails re same (.2).	0.80
09/30/09	DBM	0017 Review district court ruling re: SEC class action (0.4). Email correspondence (0.1).	0.50
09/11/09	CSH	0018 Review GGP excise tax analysis (0.5); review GGP data room for updated tax information (0.3).	0.80
09/14/09	DWK	0018 Review tax due diligence summary memo (0.8); analysis of additional diligence issues (1.2).	2.00
09/14/09	CSH	0018 Review status of tax due diligence analysis (0.8); telephone conference with M. Camillo as to tax due diligence (0.2); review data room updated tax due diligence information (0.4).	1.40
09/15/09	CSH	0018 Review newly issued Section 860G regarding modification of REMIC held debt (0.3); work to organize tax due diligence call (0.3).	0.60
09/16/09	JS	0018 Review REMIC guidelines (.7) and correspondence re same (.3).	1.00
09/16/09	DWK	0018 Review and analysis of recent REMIC guidance and loan modifications (1.4). Research and analysis of existing rules/regulations (2).	3.40
09/16/09	CSH	0018 Review additional REIT tax compliance analyses of GGP posted on data room (0.8); research regarding REIT 5% securities-ownership tax test (0.5); update GGP internal due diligence notes (0.2).	1.50
09/17/09	HBJ	0018 Review new REMIC regulations and Revenue Procedure (1.6);	2.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
09/17/09	DWK	0018	participate in professionals pre-meeting (.5); mw C Harvey re REMIC rules (0.1). Review and analysis of recent REMIC guidance and loan modification (3.60). Weekly meeting re status and discuss REMIC guidance (1.20); meeting w/ Harvey re draft of memo re REMIC guidance and effect on GGP (0.80).	5.60
09/17/09	CFG	0018	Email to Committee re REMICS.	0.40
09/17/09	DMD	0018	Call with Internal tax section to review treasury regs.	0.60
09/17/09	RWD	0018	Review and respond to email correspondence re review of recent changes to REMIC rules (.10).	0.10
09/17/09	CSH	0018	Akin team meeting as to open tax issues relating to reorganization (1.0); draft memorandum analyzing impact of new REMIC guidance as to loan modifications (2.8).	3.80
09/18/09	HBJ	0018	Review initial draft of REMIC memo and revenue procedure.	1.10
09/18/09	DWK	0018	Review and revise memorandum re recent REMIC guidance and loan modification (4.4). Confer w/ Harvey re same (.1).	4.50
09/18/09	CSH	0018	Review last draft of due diligence memorandum (0.3); review GGP REIT compliance tests posted to data room (0.2); prepare addendum on tax matters for due diligence memorandum (0.8).	1.30
09/21/09	HBJ	0018	Review summary of impact of new REMIC rules (0.2) and emails discussing memo (0.1).	0.30
09/21/09	DWK	0018	Meeting w/Harvey re REMIC guidance re loan modifications and safe harbors (1.20); emails with Dockery re same (0.20); Analysis of tax issues associated with loan modifications to GGP/REIT subsidiaries.	4.20
09/21/09	RWD	0018	Review revisions to REMIC rules (.20); review email re summary of revisions and comment thereon (.50).	0.70
09/21/09	CSH	0018	Prepare redraft of REMIC memo (0.7); conference with D. Killip regarding REMIC memo (0.2); organize tax calls with GGP and GGP's counsel (0.4); email GGP regarding agenda for tax calls (0.2); review tax due diligence analysis (0.4).	1.90
09/22/09	HBJ	0018	Discuss tax call with S. Naegel.	0.20
09/22/09	DWK	0018	Review and revise draft tax memorandum discussing recent REMIC guidance related to loan modifications (2.40); emails with Harvey re same (0.30); conference call with GGP and Weil re status of IRS audit and tax due diligence items (0.90); meeting with Harvey re same (1.00).	4.60
09/22/09	MSM	0018	Review memorandum describing recent changes to the REMIC rules (0.3).	0.30
09/22/09	SLN	0018	Conference with H. Jacobson re: update call.	0.20
09/22/09	CSH	0018	Edit memorandum as to revised REMIC regulations (0.5); prepare for tax due diligence call (0.4); review data room as to GGP tax accounting methods and tax cost implications (0.8); call with GGP and its tax counsel as to due diligence and structure issues (1.0); conference with D. Killip as to open tax issues (0.3); telephone conference with H. Jacobson as to status (0.2); email restructuring team as to tax call (0.2).	3.40
09/23/09	HBJ	0018	Start to review revised REMIC memo.	0.20
09/23/09	DWK	0018	Research re: REMIC regulations.	3.60
09/23/09	MSM	0018	Review correspondence from C. Harvey regarding GGPI's REIT status, GGPI's tax basis in GGPLP, scope of debt modification	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		and tax impacts of same and REIT tax distribution requirements (0.4).	
09/23/09	SLN	0018 Review tax diligence information and internal tax issues memoranda.	1.70
09/23/09	CSH	0018 Prepare addendum to due diligence memo (1.2); email FTI as to GGP completed contract method tax issues (0.4); GGP prepare and transmit excise tax analysis to FTI (0.2).	1.80
09/24/09	DWK	0018 Prepare and participate in weekly status meeting and discussion of revised REMIC guidance memo (1.10); meeting with Harvey re updated tax due diligence status and memo (0.70); analysis of benefits/costs of maintaining REIT status (2.20).	4.00
09/24/09	DJP	0018 Discuss revisions to memo re: tax consequences of potential asset sales with C. Harvey.	0.40
09/24/09	CSH	0018 Akin team call regarding status of reorganization and open tax matters (0.3); conference with D. Killip regarding open issues (0.3); research regarding Victoria Ward asset sales and potential tax consequences (0.8); conference with D. Paulos regarding revisions to memorandum as to tax consequences of potential Victoria Ware asset sales (0.3); research regarding tax aspects of potential GGP asset sale (0.2).	1.90
09/25/09	DWK	0018 Meeting w/Harvey re maintenance of GGP's REIT tax status (0.3) and analysis of benefits and burdens associated therewith (1.8). Discuss of IRS audit of TRS development subsidiaries and possible REIT qualification issues (0.1). Research and review REIT articles and industry publications for stapled/paper clipped REITs and hotel REITs that converted to regular corporations (1.9); analysis re same (1.4).	5.50
09/25/09	CSH	0018 Telephone conference with Weil regarding costs and benefits of keeping GGP a REIT (0.4); review data site for updated tax due diligence material (0.3).	0.70
09/28/09	DWK	0018 Research and analysis of effects of tax claim priority re: certain settlement alternatives (2.30). Analysis of settlement alternatives and possible REIT qualification issues for GGP and other REIT subsidiaries. (1.30).	3.60
09/28/09	SLN	0018 Review tax information and internal tax issue memoranda.	1.60
09/28/09	CSH	0018 Attention re: tax due diligence analysis.	0.20
09/29/09	DWK	0018 Analysis of effects of tax claim priority in connection with possible settlement related to tax accounting.	3.40
09/29/09	CSH	0018 Review and analyze new IRS 30 day letters received by GGP and posted in data room (1.5); prepare addendum to tax due diligence discussion (2.8); review of revised tax audit material received by GGP and posted in data room (0.5).	4.80
09/30/09	DWK	0018 Review and revise Harvey memorandum re supplemental tax due diligence (2.8); review files and analysis re GGP TRS subsidiaries 2007 IRS audit issue in respect of tax accounting method for land development sales (2.4); analysis re priority of tax claims in Chapter 11 for pre-petition claims and post-petition claims 1.1).	6.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/30/09	CSH	0018 Prepare updated tax due diligence report (1.5); telephone conference with M. Camillo regarding tax due diligence (0.2); review updated tax return items in GGP data room (0.8).	2.50
09/01/09	JS	0019 Prep for call re KEIP (.5); attend call (.7); follow-up with Stamer re same (.3); follow-up with FTI re same (.3).	1.80
09/01/09	MSS	0019 Multiple conferences w/Akin and FTI team re KEIP(.6). Participate in KEIP call w/Weil and FTI and follow up (.7). Review relevant KEIP materials (1.0).	2.30
09/02/09	MSS	0019 Phone calls w/Debtors' counsel and Akin team re KEIP issues.	0.60
09/02/09	DMD	0019 Memos to KEIP sub-committee.	0.60
09/03/09	JS	0019 Prepare for (.4) and attend KEIP call (.7); follow-up with Stamer (.2) and FTI (.2) re same.	1.50
09/03/09	MSS	0019 Review materials in prep for KEIP subcomm call and comm call (1.6). Precall with FTI (.3). Participating in KEIP steering comm call and follow up (1.0).	2.90
09/03/09	DMD	0019 Pre call re: KEIP (.3); call with steering committee (1.0); prep for same (.5).	1.80
09/04/09	JS	0019 Review & comment on KEIP counter (.4); confer with Stamer re same (.2).	0.60
09/04/09	MSS	0019 Emails w/Akin team re KEIP and potential transaction party issues (.4). Phone calls w/debtors' counsel re same (.3).	0.70
09/04/09	DMD	0019 Correspondence re: KEIP issues and comment on FTI presentation.	0.70
09/08/09	JS	0019 Emails re KEIP finalization and client meeting (.6); confer with Sub-Committee members re same (.4); confer with Stamer (.2) and FTI (.2) re same.	1.40
09/08/09	MSS	0019 Emails w/Debtor reps re KEIP issues.	0.50
09/09/09	MSS	0019 Emails w/various parties re KEIP issues.	0.40
09/09/09	RKO	0019 Research re executive compensation committee issue.	1.10
09/11/09	JS	0019 Attend KEIP sub-Committee call.	0.60
09/11/09	MSS	0019 Confer w/KEIP steering comm members (.6). Participating in pre-call before call with Alan Cohen (.4).	1.00
09/11/09	DMD	0019 Correspondence and calls with Weil and FTI re: KEIP motion.	0.30
09/13/09	DMD	0019 Correspondence with Weil re: KEIP motion (.3); review and comment on draft motion (1.1).	1.40
09/14/09	JS	0019 Review KEIP motion draft (1.1); call with FTI re same (.6).	1.70
09/14/09	DMD	0019 Review and research KEIP motion (2.6); call with FTI re: same (.5); correspondence with Weil re: same (.2).	3.30
09/15/09	JS	0019 Call with Weil re KEIP (.8); follow-up call re same (.6); review materials re same (.6); review draft pleading re same (.7); confer with Stamer (.4) and FTI (.3) re same.	3.40
09/15/09	MSS	0019 Conf call w/Akin and FTI re KEIP issues (.4). Reviewing relevant materials (.8).	1.20
09/15/09	DMD	0019 Prep for and participate in calls with Weil re: KEIP motion (1.6); research re: negotiations back and forth (2.3); correspondence with Weil re: same (.2).	4.10
09/16/09	MSS	0019 Conf call w/Akin, FTI and Debtor professionals re KEIP (.4). Review relevant materials re same (.3).	0.70
09/16/09	DMD	0019 Prep for and participate in call with Weil re: KEIP motion open issues (.5); call S. Simms re: same (.3).	0.80
09/17/09	JS	0019 Review KEIP correspondence (.4); confer with Simms (.3) and Stamer (.3) re same.	1.00
09/17/09	MSS	0019 Confer w/comm members re KEIP/CVA issues.	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/18/09	JS	0019 Review KEIP related correspondence (.4) confer with FTI and Stamer re same (.3).	0.70
09/21/09	JS	0019 Attend Subcommittee call re KEIP (.8); follow-up with Stamer (.3) and with FTI (.3) re same.	1.40
09/21/09	MSS	0019 Reviewing KEIP and CVA materials in prep for steering comm call (.6). Participate in steering comm call and follow up (.6). Emails w/Akin team and FTI re same (.8).	2.00
09/21/09	DMD	0019 Prep for and participate in call with steering committee re: KEIP (.9); follow-up calls with FTI (.5); memo to committee re: same (.6).	2.00
09/22/09	JS	0019 Call with Stamer re KEIP open issues (.2); review documents re same (.4).	0.60
09/22/09	DMD	0019 Review KEIP motion changes (.8); correspondence with committee re: same (.6); correspondence internally re: same (.3).	1.70
09/23/09	MSS	0019 Confer w/members of KEIP steering comm.	0.70
09/23/09	DMD	0019 Correspondence re: KEIP (.4); comment on same (.6).	1.00
09/24/09	JS	0019 Call with FTI re KEIP redraft (1.0, .6); call with Weil re same (1.1); review documents re same (.5).	3.20
09/24/09	DMD	0019 Call with FTI re: KEIP changes (.9); calls with Weil re: same (1.2); comment on plans (.6).	2.70
09/25/09	JS	0019 Call with Weil re KEIP (.8); review draft document excerpts re same (.6).	1.40
09/25/09	DMD	0019 Call with Weil re: KEIP issues (.4); correspondence re: same (.3).	0.70
09/28/09	DMD	0019 Internal correspondence re: KEIP definitions.	0.30
09/29/09	JS	0019 Review and revise KEIP language (.8); confer with FTI (.4) and Dunn re same (.3); call with committee members re same (.4); confer with Stamer re same (.3).	2.20
09/29/09	MSS	0019 Phone calls w/company counsel re KEIP issues (.4). Confer w/Akin and FTI teams re same (.8).	1.20
09/29/09	DMD	0019 Call S. Simms re: KEIP definitions and revisions re: same (.4); correspondence with Weil (.3); call steering committee members (.2).	0.90
09/30/09	MSS	0019 Multiple t/c's w/J. Savin re various KEIP issues (.6). Review relevant docs re same (.8).	1.40
09/01/09	RKO	0020 Review and summarize the Snell & Wilmer stipulation (0.9); attend to issues re same (2.5).	3.40
09/02/09	JS	0020 Call with Weil re highland (.4); draft email to professionals re same (.3); review Snell stipulation (.3); review memo re same (.3); confer with Dunn (.2) re same.	1.50
09/02/09	DK	0020 Email to FTI re: 9/2 Tenant Obligation Notice.	0.10
09/03/09	DMD	0020 Review lease and broker agreement.	0.70
09/04/09	RKO	0020 Revise summary to Dep't. Store Transactions Motion (0.3); summarize Quantum Settlement Motion (1.2).	1.50
09/09/09	RKO	0020 Review and summarize Quantum settlement motion (1.4, 0.4); review and summarize Strip View Settlement motion (0.7).	2.50
09/09/09	DK	0020 Email to FTI re: 8/26 Tenant Obligation Notice (.2).	0.20
09/14/09	DK	0020 Email to FTI re: tenant obligation notice (.1).	0.10
09/16/09	DK	0020 Email to FTI re: 9/15 Tenant Obligation Notice (.1).	0.10
09/16/09	DK	0020 Follow up email to FTI re: 9/16 Tenant Notices (.2); review new notices re: tenant obligations (.3).	0.50
09/17/09	DMD	0020 Review department store loan objections.	0.40
09/17/09	DK	0020 Send email to FTI re: 9/17 tenant obligation notices (.1).	0.10
09/18/09	DMD	0020 Review objections to Dept. store motion.	0.30
09/21/09	DK	0020 Email to FTI re: 9/21 Tenant Notice (.2); review status update re:	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		outstanding notice (.3); analyze issues re: 9/14 notice (.2).	
09/22/09	DK	0020 Call to Weil re: Tenant Notice issues (.2).	0.20
09/22/09	DK	0020 Call w/FTI re: 9/16 and 9/22 Tenant Obligation notices (.3); read follow up correspondence re: same (.3); prepare for call w/FTI re: Notices (.2); email to FTI re: 9/22 Notice(.1).	0.90
09/23/09	DMD	0020 Review dept. store motion response.	0.40
09/23/09	DK	0020 Email w/FTI re: 9/14 Tenant Obligation Notice (.1); call w/S. Karamanos re: 9/14 Notice (.2); email to sub committee re: 9/14 notice (.2).	0.50
09/24/09	DK	0020 Call w/S. Karamanos re: 9/14 Tenant Obligation Notice (.1); read email from FTI re: same (.2).	0.30
09/25/09	DMD	0020 Correspondence re: lease extensions and review from consents re: same.	0.70
09/25/09	DK	0020 Draft email to sub-committee re: 9/22/09 Tenant Obligation Notice (.3)	0.30
09/25/09	DK	0020 Call w/FTI re: outstanding Tenant Obligation Notices (3.); review emails from FTI re: Tenant Obligation Notices (.3); send smail to Weil re: 9/14 Tenant Obligation Notice (.2).	0.80
09/25/09	DK	0020 Email to FTI re: 9/25/09 Tenant Obligation Notice (.2).	0.20
09/26/09	DK	0020 Draft email to sub-committee re: Tenant Obligation Notice (.2); review correspondence re: Tenant and Notice (.3).	0.50
09/28/09	DK	0020 Email to FTI re: Vegas properties (.2); draft email to sub-committee re: 9/25 notice (.1).	0.30
09/28/09	DK	0020 Draft email to sub-committee re: Notice (.3).	0.30
09/29/09	DK	0020 Call w/FTI re: notices (.2); email to Weil re: Notices 9/24 and 9/22 (.3); email to sub-committee re: notice (.2).	0.70
09/30/09	JS	0020 Review tenant termination issue (.4); review mechanics lien proposed settlement (.3).	0.70
09/30/09	DK	0020 Email to sub committee re: 9/16 Notice (.3); email to Weil re: 9/25 Notice (.2); email to FTI re: 9/30 Notice (.2).	0.70
09/03/09	RKO	0022 Legal research re plan confirmation issues (1.5, 1.7).	3.20
09/16/09	DMD	0022 Research re: confirmation issues (1.5); revision to memo re: same (3.7).	5.20
09/17/09	DMD	0022 Research and draft memo re: confirmation-related issues.	3.70
09/28/09	JLS	0022 Confer with Chris Egleson regarding cram-down analysis.	0.20
09/29/09	JLS	0022 Review and analyze memos and authority regarding cram-down rates (.7); Confer with Chris Egleson regarding cram-down analysis (.2).	0.90
09/30/09	CME	0022 Confer Tom O'Reilly re memo on Cramdown (0.1) and research re same (1.0).	1.10
09/04/09	JS	0024 Confer with Stamer (.1) and HLHZ re potential transaction party (.2).	0.30
09/09/09	JS	0024 Attend meeting with potential transaction party reps (1.7); follow-up with Stamer and HL re same (.6).	2.30
09/15/09	PEG	0024 Review due diligence memo for additional document requests (2.30); revise and edit draft supplemental due diligence requests (1.90).	4.20
09/15/09	RKO	0024 Research case law re asset sales.	0.40
09/30/09	JS	0024 Prepare for meetings with potential transaction party (.9); attend meeting (.1); confer with HL and Stamer re same (.8).	1.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/17/09	JS	0025 Travel re GGP meeting and committee call. (Actual time - 2.4)	1.20
09/17/09	CFG	0025 Travel time to and from 341(a) meeting. (Actual time - 1.8)	0.90
09/17/09	RKO	0025 Travel to NYC for meeting. (Actual time - 3.4)	1.70
09/18/09	JS	0025 Travel back from meetings in New York. (Actual time - 2.4)	1.20
09/18/09	RKO	0025 Travel back from meetings in NYC. (Actual time - 3.5)	1.75
09/25/09	JS	0025 Travel to 9/25 hearing. (Actual time - 3.2)	1.60
09/30/09	JS	0025 Travel re meeting with potential transaction party. (Actual time - 2.4).	1.20
09/02/09	CFG	0030 Confer with Epiq re website.	0.20
09/09/09	CFG	0030 Various correspondence with Epiq re website.	0.20
09/14/09	DK	0030 Review status of memo for committee Website (.2).	0.20
09/15/09	RKO	0030 Review motion summaries for posting to website.	0.50
09/15/09	SLK	0030 Prepare summaries for website.	0.10
09/16/09	RKO	0030 Review and revise Committee memorandum for publication to Committee website (0.9); correspondence re same (0.3).	1.20
09/17/09	DK	0030 Review emails re: Website posting (.2).	0.20
09/23/09	CFG	0030 Correspondence with Epiq re website.	0.10
09/02/09	EAP	0031 Review comments and questions re joint venture section in due diligence report (0.6); draft email re same (0.2).	0.80
09/14/09	CV	0031 Confer with J. Watson re review of loan documentation for The Woodlands Master Planned Community, The Woodlands Commercial Property and related properties (3.1); draft email to J. Watson re documentation received relating to The Woodlands properties (0.5); review loan documentation for The Woodlands Commercial Property and draft summary of same (2.0).	5.60
09/14/09	JQW	0031 Meeting with C. Vidal regarding Woodlands JV loans.	0.30
09/15/09	CV	0031 Review loan documentation for The Woodlands Commercial Property (0.6) and draft summary of same (0.7).	1.30
09/16/09	CV	0031 Continue review loan documentation for The Woodlands Commercial Property and Woodlands Master Planned Community (1.1) and draft summary of same (0.9).	2.00
09/17/09	CV	0031 Continue review loan documentation for Woodlands Master Planned Community (1.2) and draft summary of same (1.1).	2.30
09/18/09	CV	0031 Continue review loan documentation for Woodlands Master Planned Community (1.2) and draft summary of same (1.2); confer with J. Watson re same (0.7); circulate summaries of The Woodlands Master Planned Community and The Woodlands Commercial Property to J. Watson (0.2).	3.30
09/18/09	JQW	0031 Meeting with C. Vidal regarding Woodlands MPC debt.	0.70
09/21/09	CV	0031 Draft revisions to loan summary for The Woodlands Master Planned Community and The Woodlands Commercial Property based on comments of J. Watson(0.8); incorporate loan summary of The Parks at Arlington into same (0.4); draft email to M. Camillo re same (0.2).	1.40
09/23/09	JS	0031 Call with Youngman re JV issues (.4); draft email to team re same (.2); review properties at issue re same (4).	1.00
09/25/09	MSM	0031 Telephone conversation with R. Parks regarding potential transaction party joint venture (0.2); various telephone conversations with J. Savin and P. Hewitt regarding same (0.2); meeting with P. Hewitt regarding HSR implications of a potential transaction party/GGP joint venture (0.4).	0.80
09/30/09	CV	0031 Continue to revise summary of the Woodlands Communities Facilities Development Corp.	2.20

Date      Tkpr      Task

Hours

Total Hours

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862.05

## **EXHIBIT B**

**GENERAL GROWTH PROPERTIES, INC.  
COMMITTEE OF UNSECURED CREDITORS  
SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>YEAR OF GRADUATION FROM LAW SCHOOL/ YEAR OF PARTNERSHIP*</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Robert W. Dockery	Corporate	1980/2007	0.80	\$640.00	\$512.00
Paul E. Gutermann	Environmental	1981/1994	35.00	\$685.00	\$23,975.00
Paul B. Hewitt	Litigation	1974/1983	1.00	\$755.00	\$755.00
Howard B. Jacobson	Tax	1979/1988	4.00	\$690.00	\$2,760.00
Douglas W. Killip	Tax	1987/1989	51.30	\$875.00	\$44,887.50
Michael S. Mandell	Corporate	1974/1986	24.00	\$700.00	\$16,800.00
Douglass B. Maynard	Litigation	1986/2002	0.50	\$780.00	\$390.00
Russell W. Parks, Jr.	Corporate	1972/1984	3.20	\$855.00	\$2,736.00
Abid Qureshi	Financial Restructuring	1994/2008	11.30	\$675.00	\$7,627.50
Kim E. Ramsey	Corporate	1981/1990	9.20	\$620.00	\$5,704.00
Fadi G. Samman	Corporate	1999/2008	0.60	\$685.00	\$417.00
James R. Savin	Financial Restructuring	1997/2006	90.10	\$725.00	\$65,322.50
Michael S. Stamer	Financial Restructuring	1989/1997	51.40	\$925.00	\$47,545.00
Jena Q. Watson	Corporate	1997/2007	14.60	\$575.00	\$8,395.00
<b>SENIOR COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF GRADUATION FROM LAW SCHOOL</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Roberta F. Colton	Real Estate	1975	10.60	\$485.00	\$5,141.00
Gregory S. Grigorian	Real Estate	1994	84.00	\$595.00	\$49,980.00
Christopher S. Harvey	Tax	1990	27.10	\$620.00	\$16,802.00

<b>COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF GRADUATION FROM LAW SCHOOL</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
E. Joe Berger, III	Real Estate	2000	0.30	\$490.00	\$147.00
David M. Dunn	Financial Restructuring	2002	80.00	\$560.00	\$44,800.00
Joseph Freidman	Real Estate	2001	3.60	\$500.00	\$1,800.00
Dionisia Kaloudis	Financial Restructuring	2002	35.40	\$560.00	\$19,824.00
Joseph L. Sorkin	Litigation	2001	33.70	\$580.00	\$19,546.00
Christhy Vidal	Corporate	2001	20.00	\$530.00	\$10,600.00
<b>ASSOCIATES</b>	<b>DEPARTMENT</b>	<b>YEAR OF GRADUATION FROM LAW SCHOOL</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Arsineh Baghdasarian	Real Estate	2006	41.00	\$180.00	\$7,380.00
Magdalena D. Camillo	Corporate	2005	12.60	\$410.00	\$5,166.00
Christopher M. Egleson	Litigation	2005	3.60	\$460.00	\$1,656.00
Cleo F. Green	Financial Restructuring	1995	26.90	\$450.00	\$12,105.00
Anthony C. Hill	Litigation	2004	2.40	\$410.00	\$984.00
Sameena Karmally	Corporate	2004	5.80	\$460.00	\$2,668.00
Stefanie L. Kurlanzik	Financial Restructuring	2007	16.60	\$375.00	\$6,225.00
Shannen L. Naegel	Tax	2007	4.40	\$335.00	\$1,474.00
Robert K. Ozols	Financial Restructuring	2006	54.95	\$420.00	\$23,079.00
Christina M. Padien	Financial Restructuring	2004	1.50	\$440.00	\$660.00
Daniel J. Paulos	Tax	2005	0.40	\$460.00	\$184.00
Erin A. Peters	Corporate	2004	1.40	\$500.00	\$700.00
Brian M. Rothschild	Financial Restructuring	2007	2.80	\$335.00	\$938.00
Eric Seitz	Financial Restructuring	2009	8.10	\$290.00	\$2,349.00
David M. Zvara	Real Estate	1994	1.10	\$315.00	\$346.50

<b>LEGAL ASSISTANTS</b>	<b>DEPARTMENT</b>		<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Rebecca L. Barloon	Financial Restructuring		0.70	\$190.00	\$133.00
Jessica A. Herlihy	Litigation		1.70	\$190.00	\$323.00
Brenda R. Kemp	Financial Restructuring		0.70	\$190.00	\$133.00
Dagmara Krasa-Berstell	Financial Restructuring		30.40	\$210.00	\$6,384.00
Leslie W. Lanphear	Library		2.30	\$215.00	\$494.50
Lauren L. Rhodes	Financial Restructuring		3.00	\$155.00	\$465.00
Jaime M. Sheldon	Litigation		1.60	\$215.00	\$344.00
Tracy Southwell	Financial Restructuring		12.30	\$210.00	\$2,583.00
Peter J. Sprofera	Financial Restructuring		34.10	\$245.00	\$8,354.50
<b>TOTAL</b>			<b>862.05</b>		<b>\$481,595.00</b>

\*The year of partnership reflects the year in which the attorney became a partner at Akin Gump. Some of the attorneys listed in the chart were partners at other law firms prior to joining Akin Gump.

## **EXHIBIT C**

**GENERAL GROWTH PROPERTIES, INC.  
DISBURSEMENT SUMMARY  
SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009**

Computerized Research, Corporate Service & PACER Charges	\$4,006.86
Confernece Calls/Telephone Charges	\$5,213.92
Courier Service and Postage	\$553.38
Duplicating/Third Party Duplicating Charges	\$1,086.70
Meals/Committee Meeting Expenses	\$4,569.71
Transcript Charges	\$4,710.47
Travel – Airfare	\$5,535.65
Travel – Ground Transportation	\$3,743.58
Travel – Lodging	\$662.80
<b>TOTAL</b>	<b>\$30,083.07</b>