

2. I am duly admitted to practice law in the State of Delaware, the Commonwealth of Pennsylvania, the United States District Court for the District of Delaware, the United States District Court for the Eastern District of Pennsylvania, the United States Court of Appeals for the Third Circuit, and the United States Supreme Court.

3. This Affidavit is being submitted pursuant to section 1103 of chapter 11, title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (as amended) (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

4. I submit this Affidavit in support of the application for the entry of an order authorizing the retention and employment of Ballard Spahr LLP (“Ballard Spahr”) as co-counsel to the Committee *nunc pro tunc* to October 1, 2010 (the “Application”), pursuant to Section 1103 of the Bankruptcy Code, Fed. R. Bankr. P. 2014, and Del. Bankr. L.R. 2014-1.

5. As set forth below, neither I, Ballard Spahr, nor any partner or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Committee or the estate in the matters upon which Ballard Spahr is to be engaged.

6. To check and clear potential conflicts of interest in this case, Ballard Spahr researched its client database to determine whether Ballard Spahr had any relationships with the following entities:

- (a) the Debtors;
- (b) the Debtors’ secured lender;
- (c) the Debtors’ twenty largest unsecured creditors; and
- (d) the Debtors’ current and former equity interest holders.

7. Neither I, Ballard Spahr, nor any of its partners or associates, insofar as I have been able to ascertain:

- (a) is a creditor of the Debtors, equity security holder or insider of the Debtors;
- (b) is or has been an investment banker for any security (outstanding or otherwise) of the Debtors, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; or a director, officer or employee of an investment banker for any security (outstanding or otherwise) of the Debtors;
- (c) is a relative of the United States Bankruptcy Judge assigned to this case, or the United States Trustee in the region in which this case is pending;
- (d) except as set forth below, presently represents a creditor or security holder of the Debtors, or a person otherwise adverse or potentially adverse to the Debtors or their estates, on any matter that is related to the Debtors or their estate or that is unrelated to the Debtors or their estate;
- (e) except as set forth below, previously represented a creditor or equity security holder of the Debtors, or person who is otherwise adverse or potentially adverse to the Debtors or the Debtors' estates, on any matter substantially related to the Debtors' bankruptcy cases;
- (f) except as described in this Affidavit, has any other connection with the Debtors, creditors of the Debtors, the Office of the United States Trustee or any employee of that office, or any other parties in interest; or
- (g) has any other interest, direct or indirect, which may affect or be affected by the proposed representation.

8. Neither I, Ballard Spahr, nor any of its partners or associates, have any "connections," as contemplated within Fed. R. Bankr. P. 2014(a), with the Debtors, their creditors listed as the top 20 largest unsecured creditors, or any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except as follows:

- (a) Ballard Spahr currently represents GGP Limited Partnership, a member of the Committee, in matters unrelated to the Debtors or these bankruptcy cases;
- (b) at the onset of this case, Ballard Spahr was asked to represent as Delaware counsel RREEF Management Company, Watt Management Company, and C. Michelle Panovich of Mid-America Asset Management, Inc., as Court Appointed Receiver for Lincoln Mall, certain of the Debtors' landlords, but has since withdrawn from such representation, and will seek no compensation from such landlords;
- (c) Ballard Spahr previously represented Gardere Wynne Sewell, LLP, a creditor of the Debtors, in matters unrelated to the Debtors or these bankruptcy cases;
- (d) Ballard Spahr currently represents Richards Layton & Finger, P.A., counsel for the Debtors, in matters unrelated to the Debtors or these bankruptcy cases;
- (e) Ballard Spahr has represented and currently represents Travelers Indemnity Company ("Travelers"), and entities that are related to Travelers, a creditor of the Debtors, in matters unrelated to the Debtors or these bankruptcy cases; and
- (f) Ballard Spahr currently represents Bank of America in matters unrelated to the debtors or these bankruptcy cases. Ballard Spahr has sought a waiver from Bank of America and believes that it will be able to represent the Committee's interests in all matters except a direct action against Bank of America. Cooley LLP, co-counsel to the Committee, has agreed to proceed without Ballard Spahr to the extent the Committee elects to pursue an action adverse to Bank of America.

9. Based on the foregoing, to the best of my knowledge, Ballard Spahr is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14).

10. No agreement or understanding exists between Ballard Spahr or any other person for any division or sharing of compensation which is prohibited by statute. In accordance with its billing practices in both bankruptcy and non-bankruptcy matters, Ballard Spahr will bill at its normal hourly rates, plus office services, advances, and expenses, subject to the approval of the Court. Ballard Spahr periodically raises its hourly rates, usually in January.

11. The regular rates for Ballard Spahr's attorneys and paralegals are as follows: \$410 to \$825 for partners; \$225 to \$430 for associates; and \$150 to \$265 for paralegals. The hourly rates for the attorneys and paralegals that will be primarily responsible for Ballard Spahr's representation of the Committee are as follows:

Partner: Tobey M. Daluz - \$600.00
Associate: Leslie C. Heilman - \$340.00
Associate: David T. May - \$270.00
Paralegal: Jason E. Kittinger - \$170.00

12. The hourly rates set forth above are Ballard Spahr's regular hourly rates billed to and paid by existing bankruptcy and non-bankruptcy clients for work of this nature. These rates are set at a level designed to fairly compensate Ballard Spahr for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. In addition to the hourly rates, it is Ballard Spahr's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case, including, among other things, long-distance telephone charges, telecopier and other charges, mass mailing postage, messenger and express mail charges, special or hand delivery charges, document processing, photocopying charges, filing fees, travel expenses, expenses for "working meals," the catering of meetings and business meetings, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime and late night transportation, where necessary to meet deadlines or client expectations.

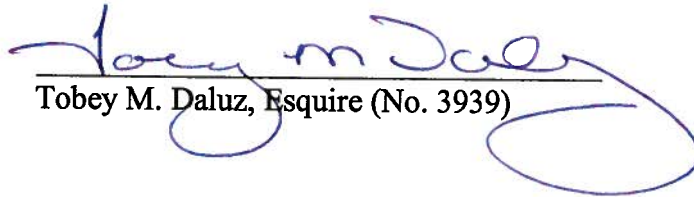
13. Ballard Spahr has not shared or agreed to share any compensation received in this case with any other entity other than its partners and associates and no promises have been received by Ballard Spahr or any partner or associate as to compensation in

connection with these cases, other than in accordance with the provisions of the Bankruptcy Code.

14. By reason of the foregoing, I believe that Ballard Spahr is eligible for employment and retention by the Committee to 11 U.S.C. Sections 1103, Fed. R. Bankr. P. 2014(a) and Del. Bankr. LR. 2014-1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 27th day of October, 2010
Wilmington, Delaware


Tobey M. Daluz, Esquire (No. 3939)

Sworn to before me this
27th day of October, 2010


Notary Public

LATANYA M. HAYES
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Feb. 10, 2014