


# 2006 LIMITED LIABILITY COMPANY ANNUAL REPORT

**FILED**  
**May 02, 2006 8:00 am**  
**Secretary of State**

05-02-2006 90029 041 \*\*\*\*50.00

<b>DOCUMENT # M99000001285</b> 1. Entity Name <b>THE FALLS SHOPPING CENTER ASSOCIATES LLC</b>					
Principal Place of Business				Mailing Address	
2. Principal Place of Business <b>1300 Wilson Blvd.</b>				3. Mailing Address <b>1300 Wilson Blvd..</b>	
Suite, Apt. #, etc. <b>Suite 400</b>				Suite, Apt. #, etc. <b>Suite 400</b>	
City & State <b>Arlington</b>				City & State <b>Arlington</b>	
Zip <b>22209</b>		Country <b>USA</b>		Zip <b>22209</b>	
		Country <b>USA</b>		4. FEI Number <b>31-1633678</b>	
5. Certificate of Status Desired <input type="checkbox"/> <b>\$5.00 Additional Fee Required</b>				Applied For <input type="checkbox"/> Not Applicable	
6. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324</b>				7. Name and Address of New Registered Agent	
				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				City	
				FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
<b>Filing Fee is \$50.00 Due by May 1, 2006</b>			<b>Make check payable to Florida Department of State</b>		
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM SUPER REGIONAL HOLDINGS I, LLC 300 WILSON BLVD, SUITE 400 ARLINGTON, VA 22209	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Managing Member Super-Regional Malls Operating Company, L.L.C. 1300 Wilson Blvd, Suite 400 Arlington VA. 22209	
		<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
		<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
		<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
		<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
		<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.					
SIGNATURE: <u>Mary Ellen Seravalli</u>			Date: <u>4/19/06</u> Daytime Phone #: <u>(203) 526-5000</u>		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE					
Mary Ellen Seravalli, SVP/Asst. Secretary of The Mills Corp., GP of The Mills L.L.C., Manager of Mills Super-Regional Malls GP, L.L.C.,					

ATTACHMENT

20042534

#M99000001285

Form **W-9**  
(Rev. November 2005)  
Department of the Treasury  
Internal Revenue Service

# Request for Taxpayer Identification Number and Certification

Give form to the  
requester. Do not  
send to the IRS.

Print or type  
See Specific Instructions on page 2

Name (as shown on your income tax return) <b>The Falls Shopping Center Associates LLC</b>	
Business name, if different from above <b>The Falls (shopping center)</b>	
Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other <b>Disregarded entity</b> <input checked="" type="checkbox"/> Exempt from backup withholding	
Address (number, street, and apt. or suite no.) <b>1300 Wilson Boulevard, Suite 400</b>	Requester's name and address (optional)
City, state, and ZIP code <b>Arlington, VA 22209</b>	
List account number(s) here (optional)	

## Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number								
OR								
Employer identification number								
3	1	1	6	3	3	6	7	8

## Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. person (including a U.S. resident alien).

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here Signature of U.S. person  Date **12/2/05**

**Purpose of Form** Steven J. Szymanski, VP of Tax, The Mills Corporation, Authorized Signatory of The Falls Shopping Center Associates LLC, who is a citizen or resident of the United States.

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

**U.S. person.** Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee.

In 3 above, if applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

**Note.** If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes, you are considered a person if you are:

- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or
- Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity.