

**\$50,000,000**  
**REDEVELOPMENT AUTHORITY OF ALLEGHENY COUNTY**  
**REDEVELOPMENT BONDS**  
**(PITTSBURGH MILLS PROJECT)**  
**SERIES 2004**

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

*Statement #16*

Attn: Keenan Rice  
MuniCap  
8340 Governor Ridgley Lane  
Ellicott City, MD 21043

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement") by and between the undersigned, Pittsburgh Mills Limited Partnership (the "Developer") and MuniCap, Inc. (the "Administrator") entered in connection with the issuance of \$50,000,000 in aggregate principal amount of the Redevelopment Authority of Allegheny County Redevelopment Bonds (Pittsburgh Mills Project), Series 2004, the Developer hereby provides the following information as of September 30, 2008. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Indenture or in the Limited Offering memorandum dated as of December 1, 2004. To the best of the knowledge of the undersigned:

- 1) Status of Construction and Completion of the Public Improvements:

**Public Improvements (100% of project funds have been drawn)**

<b>Improvements</b>		<b>Original Budget</b>	<b>Budget Changes</b>	<b>Revised Budget</b>	<b>Spent to Date</b>	<b>% Complete</b>
<b>Interchange</b>	Interchange					
	Penn DOT inspections					
	Sub-total	\$21,730,708			\$17,378,850.64	99.0%
<b>Public Roads</b>	Roadways					
	Earthwork					
	Testing and inspections					
	Sub-total	\$9,379,630			\$4,981,351.37	99.0%
<b>Design</b>	Design					
	Sub-total	\$7,119,214			\$6,019,845.06	100.0%
<b>Land</b>	<b>Total</b>	<b>\$2,672,432</b>			<b>\$2,672,432.00</b>	<b>100.0%</b>
<b>Offsite Utilities</b>	Offsite Sewer System					
	Offsite Water System					
	Sub-total	\$1,460,000			\$356,610.45	100.0%
<b>Onsite Utilities</b>	Electrical utility relocation					
	Deep valley storm sewer					
	Stormwater ponds & trunk lines					
	Traffic Signals					
	Relocation of gas lines					
	Sanitary sewer, electric, water & gas					
	Lighting					
	Sub-total	\$16,392,941			\$15,182,227.83	100.0%
<b>Environmental</b>	<b>Total</b>	<b>\$886,441</b>			<b>\$813,623.21</b>	<b>25.0%</b>
<b>Field Office Costs</b>	<b>Total</b>	<b>\$3,030,349</b>			<b>\$3,030,349.00</b>	<b>100.0%</b>
	<b>Total Bond Funded Costs</b>	<b>\$62,671,715</b>			<b>\$50,435,289.56</b>	

2) Status of Development - Development Schedule:

**Status of Development**

<b>Development</b>	<b>Status</b>
Zoning	Zoning is in place.
Permitting	Developer has all required permits.
Platting	Complete
Infrastructure - onsite	Complete
Infrastructure - offsite	<p>Route 28/Pittsburgh Mills Blvd. interchange is complete.</p> <p>Sanitary sewer interceptor is complete.</p> <p>Off-site road improvements at Route 910 are 100% complete.</p>
Vertical Construction - Mall	<p>Mall construction is complete.</p> <p>Anchor Construction: Macy's, (Linens 'n Things-vacated 8/31/08), Cinemark, Lucky Strike (now Abate/Dingbats), Dick's Sporting Goods, JC Penney, Borders Books, H&amp;M and Sears Grand are complete.</p>
Vertical Construction – Village/ Pad Sites	<p>First Commonwealth Bank, PNC Bank, Lowe's Home Improvement, Steak 'n Shake, Longhorn Steakhouse, Chili's, Red Robin, Wal-Mart Supercenter, Sam's Club, Eat N' Park, Olive Garden and Doppco Development's strip center are complete and open.</p> <p>Springhill Suites is open for business.</p> <p>The Village @ Pittsburgh Mills is under construction. Best Buy and Petsmart opened in March 2007. Ross, Michael's, Office Max opened 4<sup>th</sup> quarter 2007.</p>
Leasing – Mall	See Section 3 and Appendix A.
Land Sale	See Section 6.
Opening Date	Mall opened July 14, 2005.

3. Development Leasing Information: The total leasable space in the Development is equal to 1,059,764 square feet.

a. Leasing Status:

<b>Leasing Status</b>	<b>Anchor</b>	<b>Specialty Tenants</b>
Leasable space ( <i>square feet</i> )	654,519	405,245
Percentage of leasable space:		
(i.) Currently under lease.	626,519	347,841
(ii.) Currently subject to letter of intent to lease.	28,000	1,246
(iii.) Under lease negotiations.	0	44,250
(iv.) Not subject to a lease, letter of intent or lease negotiations.	0	11,908

b. Tenant Listing: See Appendix A attached hereto, which provides a list of the current tenants for the Mall anchors and specialty tenants.

4. Zoning Classification: There have been no changes to the zoning classification for any parcel within the district as described in the Limited Offering Memorandum.

5. Legislative, Administrative or Judicial Challenges: There have been no legislative, administrative, or judicial challenges to the construction or development of the district.

6. Changes in Ownership:


<b>Parcel</b>	<b>Buyer</b>	<b>Size</b>	<b>Buyer Affiliated to Developer?</b>
M-1A	Kaufmann's	12.3 acres	No
A-Block	Pittsburgh Mills Auto Properties, LLP	12.7 acres	No
B-1	Kratsa Properties (Springhill Suites)	2.5 acres	No
B-2	Eat n Park	1.9 acres	No
C-1	PinPoint Frazer Associates 1 LLC	1.5 acres	No
C-2	Doppco	1.0 acres	No
C-3	Steak 'n Shake	1.4 acres	No
D-1	GMR Restaurants of Pennsylvania, Inc. (Smokey Bones)	1.9 acres	No
D-2	Red Robin	1.9 acres	No

D-3	GMR Restaurants of Pennsylvania, Inc. (Olive Garden)	2.1 acres	No
D-4	Rare Hospitality International, Inc. (Longhorn)	3.1 acres	No
K-1	Chili's	1.53 acres	No
K-2	PNC Bank	1.3 acres	No
K-3	First Commonwealth Bank	1.6 acres	No
N-Block	Pitt Village LP	13.6 acres	No
O-1	Lowe's	14.9 acres	No
O-2	Pitt Village LP-Best Buy	3.4 acres	No
O-3	Pitt Village LP – Petsmart	3.8 acres	No
P-1	Sam's Real Estate Business Trust	14.6 acres	No
P-2	Wal-Mart Real Estate Business Trust	31.9 acres	No

7. Notice regarding Mortgage and Ownership: Please see Appendix C.
8. Material changes to the Form, Organization or Ownership of the Developer: There have been no material changes in the form, organization or ownership of the developer as described in the Limited Offering Memorandum under the heading "INTRODUCTION – The Developer; The Development" or "THE DEVELOPER."
9. Statement as to any Material Modification of the Development Agreement: There has been no material modification to the Development Agreement related to the project as determined by the developer.
10. Significant Events, as described in Appendix B: Please see Appendix C.

PITTSBURGH MILLS LIMITED PARTNERSHIP, a Delaware limited partnership

By: ZK-GP Corp., a Delaware corporation, its general partner

By:   
Name: George D. Zamias  
Title: General Partner

APPENDIX A

SPACE #	CURRENT TENANT	SQUARE FEET
3700-A1	KAUFMANN'S	164,958
3700-C1	H&M	20,005
3700-D1	CINEMARK	77,820
3700-D2	DINGBATS RESTAURANT	25,162
3700-E3	DICK'S SPORTING GOODS	50,843
3700-F1	SEARS	165,796
3700-H1	J.C. PENNEY	99,935
3700-J1	BORDERS	22,000
<b>Total</b>		<b>626,519</b>

SPACE #	CURRENT TENANT	SQUARE FEET
3700-101	SPIRIT HALLOWEEN	5,297
3700-102	IMAGE FACTORY	1,009
3700-106	NESTLE TOLL HOUSE	995
3700-110	AUNTIE ANNE'S	775
3700-114	J.B. ROBINSON JEWELERS	1,459
3700-117	PANERA BREAD	4,755
3700-120	QUALITY LUGGAGE	1,508
3700-121	RAFAELLE'S	6,554
3700-124	FOOTACTION	2,595
3700-138	CINGULAR WIRELESS	2,042
3700-142	SHOE DEPARTMENT	5,349
3700-143	AMERICAN COUNTRY COLLECTION	3,121
3700-145	DAY BY DAY CALENDAR	1,751
3700-146	YANKEE CANDLE CO	1,400
3700-149	PEARL OF THE ORIENT	2,576
3700-150	LOYA GALLERIES	1,764
3700-153	TRADE SECRET	1,200
3700-154	FASHION AVENUE LTD.	1,008
3700-157	PERFUMALL	1,295
3700-163	JOAN'S FINE ART	1,589
3700-164	HALLMARK OR HALLMARK GOLD CROW	3,941
3700-170	SUIT FACTORY	7,012
3700-173	SCRUB SHACK	2,089
3700-176	VICTORIA'S SECRET	6,214
3700-201	ORECK	1,241
3700-202	GUESS	4,852
3700-204	MACY'S STORAGE	3,241

3700-207	SHULTS FORD	2,274
3700-208	C J BANKS	3,178
3700-210	CHRISTOPHER & BANKS	3,001
3700-212	MILLER'S SHOES	2,168
3700-214	SEASONS CRAFTS & GIFTS	4,026
3700-219	NEW YORK & COMPANY	5,510
3700-220	J & C HOBBIES	5,496
3700-227	TOP HAT TUXEDO	649
3700-229	TOP HAT TUXEDO	1,052
3700-230	BROOKSTONE	3,240
3700-234	VERIZON WIRELESS	2,792
3700-235	SAWA JAPANESE STEAKHOUSE	5,987
3700-241	BROOKS BROTHERS	8,770
3700-242	PEARLE VISION	2,377
3700-246	CHAMPS SPORTS	4,373
3700-258	DRESS BARN/DRESS BARN WOMEN	8,022
3700-261	SELECT COMFORT/CREATOR OF THE	1,725
3700-264	PIRATES CLUBSHOUSE SHOP	2,903
3700-265	GNC AND/OR GNC LIVE WELL	1,154
3700-268	BON WORTH	2,186
3700-269	MASTERCUTS	988
3700-285	KING'S JEWELRY	1,188
3700-295	MIDCOAST CLOCK	1,497
3700-300	DOLLAR VALUE	4,043
3700-304	SEASONS CRAFTS & GIFTS	2,180
3700-308	PA LEADERSHIP CHARTER SCHOOL	1,869
3700-309	H & R BLOCK	999
3700-311	POLLACK'S CANDY	980
3700-312	ALAMO FLAG OR FLAG WORLD	1,168
3700-313	PARIS NAILS	988
3700-316	LITTMAN JEWELERS	1,544
3700-317	MARBLE SLAB CREAMERY	959
3700-318	WIRELESS ZONE, VERIZON WIRELES	898
3700-319	HOMETOWN WIRELESS	756
3700-321	PUFF N STUFF	736
3700-324	ALLEGHENY MOUNTAIN SMOKED MEATS & CHEESES	888
3700-325	STEELERS SIDELINE STORE	3,870
3700-327	WINDGATE VINEYARDS	1,980
3700-328	DIFFERENT TWIST PRETZEL	767
3700-337	TILT	3,784

3700-344	MUSIC FOR A SONG	4,011
3700-348	FINISH LINE	4,012
3700-351	PUTTING EDGE	6,030
3700-352	J & C HOBBIES	2,677
3700-356	TREND SETTERS	2,671
3700-360	JOURNEY'S	2,681
3700-364	FOOTLOCKER	2,860
3700-367	BODY CENTRAL	4,603
3700-368	BC SPORTS	1,320
3700-373	AEROPOSTALE	3,321
3700-375	RUE 21	3,773
3700-402	SPENCER GIFTS	1,904
3700-409	HAT WORLD / LIDS	951
3700-412	PACIFIC SUNWEAR	4,025
3700-413	TROPIK SUN FRUIT & NUT	1,092
3700-418	HOT TOPIC	1,818
3700-419	EB GAMES	989
3700-423	KAY JEWELERS	1,421
3700-424	FOREVER 21	7,011
3700-427	STARBUCKS	1,238
3700-428	AMERICAN EAGLE OUTFITTERS	6,014
3700-433	JOHNNY ROCKETS/ HOULIHANS	7,590
3700-434	CHARLOTTE RUSSE	6,993
3700-442	CLAIRE'S BOUTIQUE	1,227
3700-448	BATH & BODY	3,754
3700-452	DA YING MASSAGE	915
3700-500	KALEIDOSCOPE DOLLS	4,003
3700-501	LIMITED TOO	4,020
3700-507	CHILDREN'S PLACE AND/OR BABY	4,635
3700-511	PHOTO TYME PORTRAITS	1,926
3700-512	GO! THE GAME STORE	2,792
3700-516	GIGGLES & SMILES	3,464
3700-519	SPOTLIGHT PERFORMANCE	2,047
3700-520	KIDZ SHOES	1,488
3700-527	DEB	7,119
3700-528	WET SEAL	5,318
3700-532	EARTHBOUND TRADING COMPANY	2,537
3700-535	KITCHEN COLLECTION	2,732
3700-536	PAYLESS SHOESOURCE	2,789
3700-537	PETLAND	2,620
3700-540	NEW DIMENSION ART	2,616

3700-541	FUZZIWIGS CANDY FACTORY	1,020
3700-544	REGIS	991
3700-545	RIVERSIDE COMMUNITY CHURCH	1,101
3700-549	RIVERSIDE COMMUNITY CHURCH	1,200
3700-552	ELEGANT NAILS SPA	1,347
3700-555	CORNINGWARE CORELLE REVERE	4,309
3700-556	DESTINATION WELLNESS	1,833
3700-562	GATTO'S CYCLE SHOP	4,717
3700-563	PHILIP PELUSI	1,728
3700-569	FREEDOM WIRELESS - VERIZON WIR	1,060
3700-572	DESTINATION WELLNESS	5,313
3700-576	DQ ORANGE JULIUS	945
3700-580	CENTURY 21	1,149
3700-FC1	SUBWAY	850
3700-FC2	TACO BELL/KFC	813
3700-FC3	EAST STREET DELI	817
3700-FC4	CHICKEN CONNECTION	815
3700-FC5	FAMOUS CAJUN GRILL	832
3700-FC6	FAMOUS WOK	826
3700-FC7	CHARLEY'S GRILLED SUBS	834
3700-FC8	VILLA PIZZA	737
<b>Total</b>		<b>347,841</b>

APPENDIX B  
Reporting of Significant Events

Reporting of Significant Events. Whenever the Developer obtains actual knowledge of the occurrence of one or more of the following events, the Developer shall contact the Administrator who shall immediately report such event to the Trustee, the Bondholders and the Authority as set forth herein:

- (a) material damage to or destruction of any development or improvements within the District;
- (b) material default by the Developer or any affiliate thereof on any loan with respect to the construction of permanent financing of the Development or the Public Improvements;
- (c) material default by the Developer or any affiliate thereof on any loan secured by property within the District owned by the Developer or any affiliate of the Developer;
- (d) payment default by the Developer or any affiliate thereof on any loan to such party with respect to the construction or permanent financing of the Development (whether or not such loan is secured by property within the District);
- (e) the filing by or against the Developer or any affiliate thereof, the sole member of the Developer or any owners of more than 25% interest in the Developer of any petition or other proceeding under any bankruptcy, insolvency or similar law or any determination that the Developer or an owner of interest in the Developer or a subsidiary of the Developer or any affiliate thereof is unable to pay its debts as they become due;
- (f) the filing of any lawsuit with a claim for damages in excess of \$1,000,000 against the Developer which may adversely affect the completion of the Development, the Public Improvements or litigation in excess of \$1,000,000 which would materially adversely affect the financial condition of the Developer;
- (g) the failure by the Developer or any affiliate thereof to pay any ad valorem taxes or Special Assessments with respect to property in the District owned by the Developer or any affiliate thereof;
- (h) the filing by the Developer or any affiliate to thereof of any appeal of assessed value determinations with respect to property in the District that is owned by the Developer or any affiliate thereof which appeal, if successful, would cause the tax liability owed on such property to decrease by more than five percent (5%); and
- (i) the sale or other transfer of the Mall by the Developer or any affiliate thereof.

## APPENDIX C

### Notice regarding Mortgage and Ownership

We hereby inform you that on December 28, 2006 Developer secured financing from Morgan Stanley Mortgage Corporation, which fully satisfied the Goldman Sachs mortgage. On this same date, A.V. Associates and Kan Am acquired the entire partnership interest formerly held by The Mills ownership group.

### Corporate Litigation Disclosures.

- B. Presently, there are no lawsuits being pursued against Developer that are not covered by insurance.