

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response	16.00



FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**



SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
 8.5% Series B Cumulative Convertible Preferred Units of limited partnership of GGP Limited Partnership ("Series B LP Units")
 Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the user
 Name of issuer (check if this is an amendment and name has changed, and indicate change.)
 GGP Limited Partnership 948834
 Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 110 N. Wacker Drive, Chicago, IL 60606 312-960-5000
 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 (if different from Executive Offices)
 Brief Description of Business
 Owner and manager of shopping centers and other real property.
 Type of Business Organization
 corporation limited partnership, already formed
 business trust limited partnership, to be formed other (please specify):
 Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimate
 04 93
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE THOMSON FINANCIAL
 CN for Canada: FN for other foreign jurisdiction)

PROCESSED
 JUL 26 2002
 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulations D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner of Common Units of Limited Partnership and Series A Preferred Unites of Limited Partnership of Issuer Executive Officer Director General and/or Managing Partner

Full Name (Last name, first, if individual)
General Growth Properties, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
110 N. Wacker Drive, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer of General Partner Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Bucksbaum, Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)
110 N. Wacker Drive, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer of General Partner Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Bucksbaum, John

Business or Residence Address (Number and Street, City, State, Zip Code)
110 N. Wacker Drive, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer of General Partner Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Michaels, Robert A.

Business or Residence Address (Number and Street, City, State, Zip Code)
110 N. Wacker Drive, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Cohen, Alan S.

Business or Residence Address (Number and Street, City, State, Zip Code)
Tahoe Networks, 3052 Orchard Drive, San Jose, CA 95134

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Downs, Anthony

Business or Residence Address (Number and Street, City, State, Zip Code)
The Brookings Institution, 1775 Massachusetts Avenue, N.W., Washington, D.C. 20036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner General and/or Managing Partner

Full Name (Last name, first, if individual)
Mark, Morris

Business or Residence Address (Number and Street, City, State, Zip Code)
Mark Asset Management Corp., 767 Fifth Avenue, 44th Floor, New York, NY 10153

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of General Partner	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Stewart, Beth					
Business or Residence Address (Number and Street, City, State, Zip Code) 170 Dryden Road, Bernardsville, NJ 07924					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of General Partner	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Freibaum, Bernard					
Business or Residence Address (Number and Street, City, State, Zip Code) 110 N. Wacker Drive, Chicago, IL 60606					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of General Partner	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Schlemmer, Jean					
Business or Residence Address (Number and Street, City, State, Zip Code) 110 N. Wacker Drive, Chicago, IL 60606					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of General Partner	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Gern, Ronald L.					
Business or Residence Address (Number and Street, City, State, Zip Code) 110 N. Wacker Drive, Chicago, IL 60606					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of General Partner	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Bayer, Joel					
Business or Residence Address (Number and Street, City, State, Zip Code) 110 N. Wacker Drive, Chicago, IL 60606					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner of Common Units of Limited Partnership of Issuer	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) General Trust Company					
Business or Residence Address (Number and Street, City, State, Zip Code) 2900 East 26th Street, Suite #308, Sioux Falls, SD 57103-4060					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner of Series B LP Units of Issuer	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name, first, if individual) Price, John					
Business or Residence Address (Number and Street, City, State, Zip Code) 2970 S. Main St., Suite 304, Salt Lake City, UT 84115					

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ N/A*
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A

Full Name (Last name, first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name, first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

* This offering was made in connection with the merger of GGP Acquisition II, L.L.C. with and into Price Development Company, Limited Partnership and the subsequent merger of JP Realty, Inc. with and into GGP Acquisition, L.L.C. Holders of common units of limited partnership of Price Development Company, Limited Partnership ("PDC Holders") who were accredited investors (as defined in Regulation D promulgated under the Securities Act of 1933, as amended) were offered the option of exchanging each of their common units of limited partnership interest for \$26.10 in cash (without interest) or Series B LP Units. If all of the PDC Holders were accredited investors and had elected to receive Series B LP Units, a maximum of 1,899,329.364 Series B LP Units could have been issued. Since GGP Limited Partnership did not receive any cash proceeds in connection with this private offering, we have reflected the amount of Series B LP Units issued, rather than the cash value thereof. The base liquidation preference of each Series B LP Unit is \$50.00. The aggregate base liquidation preference of the securities issued in this offering is \$71,319,633.00.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ **	\$ 1,426,392.666 Series B LP Units**
Other (Specify _____).....	\$ 0	\$ 0
Total.....	\$ **	\$ 1,426,392.666 Series B LP Units**

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	29	\$ 1,426,392.666 Series B LP Units**
Non-Accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
Total.....	_____	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees (per annum).....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 250,000
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately) (per annum).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) _____	<input type="checkbox"/>	\$ 0
Total.....	<input checked="" type="checkbox"/>	\$ 250,000

** Please see footnote on page 4. The issuer did not receive any cash proceeds.

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to issuer.”

\$ N/A***

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Purchase of real estate.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ ***
Repayment of indebtedness.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Working capital.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Other (specify):	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Column Totals.....	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$ 0
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$		<input type="checkbox"/> \$ ***

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) or Rule 502.

Issuer (Print or Type)	Signature	Date
GGP Limited Partnership		7/23/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Bernard Freibaum	Executive Vice President of General Growth Properties, Inc., general partner of Issuer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations (See 18 U.S.C. 1001.)

*** Please see footnote on page 4. The issuer did not receive any cash proceeds.