

**Must be Postmarked
No Later Than
December 31, 2009**

**Mills Corporation Securities Litigation
c/o The Garden City Group, Inc.
PO Box 9504
Dublin OH 43017-4804
1-866-282-3988**



Claim Number:

Control Number:

PROOF OF CLAIM AND RELEASE

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In re The Mills Corporation Securities Litigation

PART I - CLAIMANT INFORMATION

Beneficial Owner's Name (First, Middle, Last) / Joint Owner's Name

Street Address

City

State and Zip Code

Foreign Province

Foreign Country

Area Code

Telephone Number

(Daytime)

Area Code

Telephone Number

(Evening)

Email Address *(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)*

Social Security Number

or

Taxpayer Identification Number

Record Owner's Name (if different from beneficial owner listed above)

Check appropriate box (check only one box):

- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Joint Owners | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Other (describe: _____) | |

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a Corporation with multiple brokerage accounts should include all transactions made in Mills common stock) during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in.

**PART II - GENERAL INSTRUCTIONS**

1. It is important that you completely read and understand the Notice of Pendency of Class Action, Proposed Settlements and Settlement Fairness Hearing (the "Notice") that accompanies this Proof of Claim and Release and the Plan of Allocation of Total Net Settlement Fund included therein (the "Plan of Allocation"). The Notice and Plan of Allocation describe the proposed Settlements that will resolve this Action, how the Class Members are affected by those Settlements, and the manner in which the Total Net Settlement Fund will be distributed, if any or all of the Settlements and the Plan of Allocation are approved by the Court. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim and Release. By signing and submitting the Proof of Claim and Release, you will be certifying that you have read and that you understand the Notice.

2. TO PARTICIPATE IN THE SETTLEMENTS, YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, BY FIRST-CLASS MAIL, POSTAGE PREPAID, POSTMARKED ON OR BEFORE DECEMBER 31, 2009, ADDRESSED TO:

Mills Corporation Securities Litigation
c/o The Garden City Group, Inc.
PO Box 9504
Dublin OH 43017-4804

3. This Proof of Claim and Release is directed to all persons and entities who purchased or otherwise acquired publicly traded common stock and/or preferred stock of The Mills Corporation ("Mills") between February 27, 2001 through and including August 10, 2006, inclusive (the "Class Period"), and who were injured thereby. This includes purchasers of Mills' common stock and purchasers of Mills preferred stock, Series B, C, E and G (collectively referred to herein as "preferred stock"). Excluded from the Class are (a) the Defendants and all persons and entities who (i) during the Class Period were Defendants' officers, directors and partners or members of Defendants' immediate families or controlled by a Defendant or (ii) at any time, were Defendants' legal representatives, heirs, successors or assigns and assert a claim on the Total Settlement Fund based on a Defendant's purchase or other acquisition of Mills' publicly traded common stock or preferred stock, and (b) persons who purchased and sold all of their Mills securities before the close of the market on October 31, 2005. Also excluded from the Class are any putative Class Members who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in the Notice.

4. "Class Member" means any person who is included in the definition of the Class and who did not timely submit a proper request for exclusion in accordance with the requirements set forth in the Notice.

5. "Authorized Claimant" means a Class Member who timely submits to the Claims Administrator a valid Proof of Claim and Release pursuant to the terms of the Stipulations that is approved by the Court for payment from the Total Net Settlement Fund.

6. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A PROOF OF CLAIM AND RELEASE. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENTS IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY PROOF OF CLAIM AND RELEASE THAT YOU SUBMIT, OR WHICH MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

7. To recover as a Class Member, you must complete and sign this Proof of Claim and Release and mail it to the Claims Administrator postmarked on or before December 31, 2009. If you fail to file a timely, properly addressed, and completed Proof of Claim and Release, your claim may be rejected and you may be precluded from receiving any distribution from the Total Net Settlement Fund, but you will nevertheless be bound by the terms of the Judgments.

8. Submission of this Proof of Claim and Release does not ensure that you will share in the Total Net Settlement Fund. Distributions from the Total Net Settlement Fund are governed by the Plan of Allocation approved by the Court. The proposed Plan of Allocation, which is subject to the Court's approval, is included in the Notice.

9. Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Lead Plaintiffs, Lead Counsel, or the Claims Administrator or other agent designated by Lead Counsel or the Released Parties arising from distributions made substantially in accordance with the Stipulations, the Plan of Allocation, or further orders of the Court. Lead Plaintiffs, Defendants, their respective counsel, and all other Released Parties shall have no responsibility or liability whatsoever for the investment or distribution of the Total Settlement Fund, the Total Net Settlement Fund, the Plan of Allocation, or the determination, administration, calculation, or payment of any Claim Form or nonperformance of the Claims Administrator, the payment or withholding of taxes owed by the Total Settlement Fund, or any losses incurred in connection therewith.



PART II - GENERAL INSTRUCTIONS (CONTINUED)

10. If you have questions concerning the Proof of Claim and Release, or need additional copies of the Proof of Claim and Release or the Notice, you may contact the Claims Administrator, The Garden City Group, Inc., at the above address or by toll-free phone at 1-866-282-3988 or you can e-mail your inquiries through or download the documents from the web site maintained by the Claims Administrator for this settlement, www.millssecuritieslitigation.com.

11. If you are a Class Member and you do not, or someone acting on your behalf does not, submit a timely request for exclusion from the Class, and if the Court approves any or all of the Settlements, you will be bound by the terms of any orders and judgments that the Court enters. You will be bound by such orders and judgments whether or not you submit a Proof of Claim and Release. The judgments enjoin the filing or continued prosecution of Settled Claims, and also release the Settled Claims against the Released Parties, including those that are subject to pending lawsuits or arbitrations.

12. You are required to submit genuine and sufficient documentation for all your transactions in Mills common stock and preferred stock during the period from February 27, 2001 through and including August 10, 2006 as well as documentation reflecting your positions in Mills common stock as of the opening and the closing of the Class Period and your positions in each series of preferred stock, as applicable, at the closing of the Class Period (the preferred stock was issued during the Class Period, therefore, "opening" positions do not apply). Additionally, you are required to submit genuine and sufficient documentation for all sales of Mills common stock and preferred stock between August 11, 2006 through and including November 8, 2006. Documentation may be photocopies of stockbrokers' confirmation slips or stockbrokers' monthly statements reflecting your opening and closing balances for the months specified on the actual claim form, and in which transactions during the Class Period occurred. **IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL STOCK CERTIFICATES.**

13. The date of covering a "short sale" is deemed to be the date of purchase of Mills common stock or Preferred Stock. The date of a "short sale" is deemed to be the date of sale of Mills common stock or Preferred Stock. However, please note that "short sales" are not covered by the Plan of Allocation.

14. All joint purchasers must each sign this Proof of Claim and Release.

15. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim and Release on behalf of persons represented by them and they must:

- (a) expressly state the capacity in which they are acting;
- (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Mills common stock and/or preferred stock; and
- (c) furnish herewith evidence of their authority to bind to the Proof of Claim and Release the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim and Release cannot be established by stockbrokers only demonstrating that they have discretionary authority to trade stock in another's accounts.)

16. By submitting a signed Proof of Claim and Release, you will be swearing that you:

- (a) own(ed) the Mills common stock and/or preferred stock you have listed in the Proof of Claim and Release; or
- (b) are expressly authorized to act on behalf of the beneficial owner(s) thereof.

17. By submitting a signed Proof of Claim and Release, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants **MUST** submit a manually signed paper Proof of Claim form listing all their transactions, whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-282-3988, or visit its website www.gardencitygroup.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written paper acknowledgment of receipt and acceptance of electronically submitted data.



PART III - SCHEDULE OF TRANSACTIONS IN MILLS COMMON STOCK

- A. BEGINNING HOLDINGS:** State the number of shares of Mills common stock the Claimant owned at the close of trading on **February 26, 2001**. If none, write "zero" or "0". If other than zero, be sure to attach the required documentation
- B. PURCHASES:** List all purchases of Mills common stock made during the period **February 27, 2001** through and including **August 10, 2006**. (NOTE: If you acquired your Mills common stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.). Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

C. TOTAL PURCHASES: State the total number of shares of Mills common stock purchased during the period **February 27, 2001** through and including **August 10, 2006**.

D. SALES: List all sales of Mills common stock made during the period **February 27, 2001** through and including **November 8, 2006**. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

E. UNSOLD HOLDINGS: State the number of shares of Mills common stock the Claimant owned at the close of trading on **August 10, 2006** and at the close of trading on **November 8, 2006**. If none, write "zero" or "0". Be sure to attach the required documentation.

8/10/06

11/8/06

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS IN THIS SECURITY PLEASE PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED


PART IV - SCHEDULE OF TRANSACTIONS IN MILLS SERIES B PREFERRED STOCK

- A. PURCHASES:** List all purchases of Mills Series B Preferred Stock made during the period **October 9, 2002** through and including **August 10, 2006**. (NOTE: If you acquired your Mills Series B Preferred Stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.). Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

- B. TOTAL PURCHASES:** State the total number of shares of Mills Series B Preferred Stock purchased during the period **October 9, 2002** through and including **August 10, 2006**.

- C. SALES:** List all sales of Mills Series B Preferred Stock made during the period **October 9, 2002** through and including **November 8, 2006**. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

- D. UNSOLD HOLDINGS:** State the number of shares of Mills Series B Preferred Stock the Claimant owned at the close of trading on **August 10, 2006** and at the close of trading on **November 8, 2006**. If none, write "zero" or "0". Be sure to attach the required documentation.

8/10/06

11/8/06

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PART V - SCHEDULE OF TRANSACTIONS IN MILLS SERIES C PREFERRED STOCK

A. PURCHASES: List all purchases of Mills Series C Preferred Stock made during the period **December 17, 2002** through and including **August 10, 2006**. (NOTE: If you acquired your Mills Series C Preferred Stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.). Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

B. TOTAL PURCHASES: State the total number of shares of Mills Series C Preferred Stock purchased during the period **December 17, 2002** through and including **August 10, 2006**.

C. SALES: List all sales of Mills Series C Preferred Stock made during the period **December 17, 2002** through and including **November 8, 2006**. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

D. UNSOLD HOLDINGS: State the number of shares of Mills Series C Preferred Stock the Claimant owned at the close of trading on **August 10, 2006** and at the close of trading on **November 8, 2006**. If none, write "zero" or "0". Be sure to attach the required documentation. 8/10/06
11/8/06

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PART VI - SCHEDULE OF TRANSACTIONS IN MILLS SERIES E PREFERRED STOCK

A. PURCHASES: List all purchases of Mills Series E Preferred Stock made during the period **May 5, 2003** through and including **August 10, 2006**. (NOTE: If you acquired your Mills Series E Preferred Stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.). Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

B. TOTAL PURCHASES: State the total number of shares of Mills Series E Preferred Stock purchased during the period **May 5, 2003** through and including **August 10, 2006**.

C. SALES: List all sales of Mills Series E Preferred Stock made during the period **May 5, 2003** through and including **November 8, 2006**. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

D. UNSOLD HOLDINGS: State the number of shares of Mills Series E Preferred Stock the Claimant owned at the close of trading on **August 10, 2006** and at the close of trading on **November 8, 2006**. If none, write "zero" or "0". Be sure to attach the required documentation. 8/10/06
11/8/06

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS IN THIS SECURITY PLEASE PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS BOX IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED



PART VII - SCHEDULE OF TRANSACTIONS IN MILLS SERIES G PREFERRED STOCK

A. PURCHASES: List all purchases of Mills Series G Preferred Stock made during the period **May 17, 2005** through and including **August 10, 2006**. (NOTE: If you acquired your Mills Series G Preferred Stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.). Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

B. TOTAL PURCHASES: State the total number of shares of Mills Series G Preferred Stock purchased during the period **May 17, 2005** through and including **August 10, 2006**.

C. SALES: List all sales of Mills Series G Preferred Stock made during the period **May 17, 2005** through and including **November 8, 2006**. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

D. UNSOLD HOLDINGS: State the number of shares of Mills Series G Preferred Stock the Claimant owned at the close of trading on **August 10, 2006** and at the close of trading on **November 8, 2006**. If none, write "zero" or "0". Be sure to attach the required documentation. 8/10/06
11/8/06

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PART VIII - RELEASE OF CLAIMS AND SIGNATURE

Definitions

For the purpose of the Proof of Claim, defined terms have the following meanings. (Other defined terms have the meanings given them in the respective Stipulations and Agreements of Settlement (the "Stipulations").

"Effective Date" means the date the Judgment(s) becomes Final (as defined in ¶1(l) & (p) of the Stipulations).

"Judgments" means the Orders entered by the Court, if and upon approval of the Settlements, dismissing the Action with prejudice and without costs to any Released Party, certifying the Class for settlement purposes, releasing all Settled Claims as against the Released Parties, and enjoining Class Members from instituting, continuing or prosecuting any action asserting any Settled Claims against any Released Party.

"Released Parties" means:

(1) as to the Mills Settlement, any and all of (a) the Settling Mills Defendants (i.e., The Mills Corporation, The Mills Limited Partnership, Laurence C. Siegel, Kenneth R. Parent, Mary Jane Morrow, Nicholas McDonough, James F. Dausch, James C. Braithwaite, Dietrich von Boetticher, Franz Freiherr von Perfall, Joseph B. Gildenhorn, Harry H. Nick, Cristina L. Rose, Robert P. Pincus, John M. Ingram, Charles R. Black, Jr., Mark D. Ettinger, D. Gregory Neeb, James A. Nappoli, Columbe M. Nicholas, S. Joseph Bruno and Sir Frank Lampl, the Purchasers (i.e., Simon Property Group, Inc., Simon Property Group, L.P., Farallon Capital Management, LLC, Farallon Partners L.L.C. and SPG-FCM Ventures, LLC), the Settling Underwriter Defendants (i.e., Merrill Lynch, Pierce Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Wachovia Capital Markets, LLC, RBC Dain Rauscher, Inc., Legg Mason Wood, Walker, Incorporated, BB&T Capital Markets (a division of Scott & Stringfellow, Inc.), KeyBanc Capital Markets (a division of McDonald Investments Inc.), Stifel, Nicolaus & Company, Wells Fargo Securities, LLC, A.G. Edwards & Sons, Inc., Advest, Inc., Arthurs, Lestrangle & Company Incorporated, C.L. King & Associates, Inc., Crowell, Weedon & Co., D.A. Davidson & Co., Doley Securities, LLC, Ferris, Baker, Watts Incorporated, Janney Montgomery Scott LLC, JVB Financial Group, LLC, Maxim Group LLC, McGinn, Smith & Co., Inc., Mesirow Financial, Inc., Morgan Keegan & Company, Inc., Oppenheimer & Co. Inc., Pershing LLC, Piper Jaffray & Co., Ryan Beck & Co., Wedbush Morgan Securities, Inc., William Blair & Company L.L.C. and Ziegler Capital Markets Group) and any other person or entity who acted as an underwriter for the offering of Mills' Series G preferred stock and (b) for each of the foregoing Released Parties, each of their respective past and present subsidiaries, parents, successors and predecessors, legal representatives, heirs, assigns, partners, members, managers, officers, directors, agents, employees, attorneys, affiliates, controlled persons, controlling persons, insurers, advisors, and investment advisors.

(2) as to the E&Y Settlement, any and all of (a) E&Y; (b) each of E&Y's respective past and present subsidiaries, divisions, business units, parents, successors and predecessors, legal representatives, heirs, assigns, partners, principals, members, managers, officers, directors, agents, employees, attorneys, affiliates, controlled persons, controlling persons, insurers, advisors, and investment advisors; and (c) Ernst & Young Global Limited, its past and present members, affiliated entities, subsidiaries, successors, predecessors, officers, directors, employees, attorneys, controlled persons, controlling persons, insurers, advisors, and investment advisors.

(3) as to the KanAm Settlement, any and all of (a) the KanAm Defendants (i.e., KanAm Services, L.P., KanAm Management L.L.C., KanAm L.L.C., KanAm Providers, Inc., KanAm Realty, Inc., KanAm US, Inc., KanAm America, Inc., KanAm International GmbH, and KanAm Grund Kapitalanlagegesellschaft mbH) and (b) each of the KanAm Defendants' respective past and present subsidiaries, divisions, business units, parents, successors and predecessors, legal representatives, heirs, assigns, partners, principals, members, managers, officers, directors, agents, employees, attorneys, affiliates, controlled persons, controlling persons, insurers, advisors, investment advisors, and any entity in which any of the KanAm Defendants or the above-described persons or entities owns or has owned any direct or indirect interest, including without limitation the following: East Coast Commons, L.P., East Coast Development, L.P., KanAm USA V, L.P., KanAm USA VI, L.P., KanAm USA VII, L.P., KanAm USA VIII, L.P., KanAm USA IX, L.P., KanAm USA X, L.P., KanAm USA XI, L.P., KanAm USA XII, L.P., KanAm USA XIII, L.P., KanAm USA XIV, L.P., KanAm USA XV, L.P., KanAm USA XVI, L.P., KanAm USA XVII, L.P., KanAm USA XVIII, L.P., KanAm USA XIX, L.P., KanAm USA XX, L.P., KanAm USA XXI, L.P., KanAm USA XXII, L.P., KanAm USA V, L.P., KanAm USA V, L.P., KanAm Properties, L.P., KanAm USA, L.P. (MD), KanAm US, L.P. (MD), KanAm US, L.P. (GA.), KanAm USA, L.P. (Del.), KanAm USA USA Management X, L.P., KanAm USA USA Management XI, L.P., KanAm USA USA Management XII, L.P., KanAm USA USA Management XIII, L.P., KanAm USA USA Management XIV, L.P., KanAm USA USA Management XV, L.P., KanAm USA USA Management XVI, L.P., KanAm USA USA Management XVII, L.P., KanAm USA USA Management XVIII, L.P., KanAm USA USA Management XIX, L.P., KanAm USA USA Management XX, L.P., KanAm USA USA Management XXI, L.P., and KanAm USA USA Management XXII, L.P..

"Settled Claims" means any and all claims, debts, demands, rights or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, or foreign statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class, derivative or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in this Action by the Class Members or any of them against any of the Released Parties, or (ii) that could have been asserted in any forum by the Class Members or any of them against any of the Released Parties which in any way arise out of, are related to, or are based upon (a) the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Consolidated Complaint, the Consolidated Amended Complaint or any subsequent amendment of the Amended Complaint (including the Second Amended Complaint) or (b) investments (including, but not limited to, purchases or other acquisitions, sales, exercises, and decisions to hold) in any securities issued by, or instruments referencing securities issued by, Mills or Mills LP, including without limitation all claims arising out of or relating to any disclosures, public filings, registration statements or other statements by any and all of the Former Defendants (as defined in the Stipulations) and Defendants.

"Unknown Claims" means any and all Settled Claims which any Lead Plaintiff or other Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties in the respective Stipulations, and any Mills Entities Claims that any Mills Entities does not know or suspect to exist in its favor, and E&Y Claims that E&Y does not know or suspect to exist in its favor, and any KanAm Claims that the KanAm Defendants do not know or suspect to exist in their favor, which if known by any of them might have affected their decisions with respect to the Settlements. With respect to any and all Settled Claims and Mills Entities Claim, E&Y Claims, and KanAm Claims, the parties stipulate and agree that upon the Effective Date of the respective Settlements, the Lead Plaintiffs, the Mills Entities, E&Y and the KanAm Defendants shall each, for themselves and all persons claiming by, through, or on behalf of them, expressly waive, and each other Class Member shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, that is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:



PART VIII - RELEASE OF CLAIMS AND SIGNATURE (CONTINUED)

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs, the Mills Entities, E&Y, and the KanAm Defendants acknowledge, and all other Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Settled Claims and Mills Entities Claims, E&Y Claims and KanAm Claims was separately bargained for and is a key element of each of the Settlements and Stipulations.

The Release

I (we) understand and acknowledge that without further action by anyone, on and after the Effective Date for the approved Settlement(s), each Class Member, **including Class Members who have pending or later initiate any other actions, arbitrations, or other proceedings against any of the Defendants, or any other Released Party relating to the Settled Claims**, as to whom the relevant Settlement has become Final, on behalf of themselves, their heirs, executors, administrators, predecessors, successors, assigns, and any person they represent or who is claiming by, through or on behalf of them, for good and sufficient consideration, the receipt and adequacy of which are hereby acknowledged, shall be deemed to have, and by operation of law and of the relevant Judgment(s) shall have fully, finally, and forever released, waived, relinquished, settled, dismissed and discharged all Settled Claims against each and every one of the Released Parties under the terms of the effective Settlement(s), including such Settled Claims as already may have been asserted in any pending actions, arbitrations, or other proceedings, and whether or not a Proof of Claim and Release is executed and delivered by, or on behalf of, such Class Member.

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Proof of Claim and Release, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

1. that the Claimant(s) is a (are) Class Member(s), as defined in the Notice;
2. that I (we) have read and understand the contents of the Notice and the Proof of Claim;
3. that I (we) are not acting for any of the Defendants, nor am I (are we) such a Defendant or otherwise excluded from the Class;
4. that I (we) have not filed a request for exclusion from the Class and that I (we) do not know of any request for exclusion from the Class filed on my (our) behalf with respect to my (our) transactions in Mills common stock and/or preferred stock;
5. that I (we) own(ed) the Mills common stock and/or preferred stock identified in the Proof of Claim, or that, in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the owner(s) thereof;
6. that Claimant(s) may be entitled to receive a distribution from the Total Net Settlement Fund;
7. that Claimant(s) desires (desire) to participate in the settlements described in the Notice and agrees (agree) to the terms and conditions thereof;
8. that I (we) submit to the jurisdiction of the United States District Court for the Eastern District of Virginia, Alexandria Division for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Proof of Claim;
9. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the parties or the Court may require;
10. that I (we) waive trial by jury, to the extent it exists, and agree to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim; and
11. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Proof of Claim are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of Person Signing (Executor, President, Trustee, etc.)



REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim and Release form.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim and Release by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 1-866-282-3988.
7. If you move, please send us your new address.
8. **Do not use highlighter on the Proof of Claim form or supporting documentation.**

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN
DECEMBER 31, 2009 AND MUST BE MAILED TO:**

**Mills Corporation Securities Litigation
c/o The Garden City Group, Inc.
PO Box 9504
Dublin OH 43017-4804**

**ACCURATE CLAIM PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**
