

Rouse Properties, Inc.
Form SC 13D/A
November 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 6)

Rouse Properties, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

779287101

(CUSIP Number)

Joseph S. Freedman

Brookfield Asset Management, Inc.

Brookfield Place, Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario M5J 2T3

Telephone: (416) 956-5182

**(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)**

Copy to:

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787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8000

November 1, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. £

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ..

(b) p
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

3

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

4,951,702*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Asset Management Private
Institutional Capital Adviser US, LLC

**CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP**

2 (a) ..
(b)
SEC USE ONLY

3 **SOURCE OF FUNDS**

4 AF
**CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDING IS
REQUIRED PURSUANT TO ITEMS
5 2(d) or 2(e)**

6 ..
**CITIZENSHIP OR PLACE OF
ORGANIZATION**

Delaware
7 SOLE VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING PERSON
WITH** **0**
SHARED VOTING POWER

8 **4,951,702***
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

11 **4,951,702***
**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH PERSON**

12 **4,951,702***
**CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES**

13 **..**
**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)**

14 **10.0%***
TYPE OF REPORTING PERSON

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Holdings Inc.

**CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP**

2

(a) ..

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF
**CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDING IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)**

5

..
**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada
**NUMBER OF 7 SOLE VOTING POWER
SHARES**

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

0
SHARED VOTING POWER

8

4,951,702*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

4,951,702*
**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH PERSON**

11

4,951,702*
**CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES**

12

..
**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)**

13

10.0%*
TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0**
SHARED VOTING POWER
8

4,951,702*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

7

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings VII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

2,946,661*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

2,946,661*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,946,661*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.9*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

8

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings II Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

WC
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

o
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

1,735,375*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

1,735,375*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,735,375*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.5%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

9

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings III Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ..

(b) p
SEC USE ONLY

3

SOURCE OF FUNDS

4

WC
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

11,539*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

11,539*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

11,539*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

10

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-A Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

151,726*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

151,726*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

151,726*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.3%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

11

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-B Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	SOLE VOTING POWER
7	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

2,653*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

2,653*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,653*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.01%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

12

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-C Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

51,774*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

51,774*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,774*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

13

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-D Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

51,974*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

51,974*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,974*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

14

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
New Brookfield Retail Holdings R 2 LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ..

(b) p
SEC USE ONLY

3

SOURCE OF FUNDS

4

WC
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

14,995,702*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

14,995,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

14,995,702*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.2%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
	0
	8 SHARED VOTING POWER

WITH

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

16

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*

TYPE OF REPORTING PERSON

14

OO

* See Item 5.

17

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
	0
	8 SHARED VOTING POWER

WITH

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

18

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Holdings (US) Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
	0
	8 SHARED VOTING POWER

WITH

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

19

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 1 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
	0
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