

General Growth Properties, Inc.
Form SC 13D/A
August 27, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5)

General Growth Properties, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

370023103

(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:

Gregory B. Astrachan, Esq.

Michael A. Schwartz, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8000

August 23, 2012

(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.

Edgar Filing: General Growth Properties, Inc. - Form SC 13D/A

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).

CUSIP No. 370023103 Page 1 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings 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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,114,300 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 2 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o
(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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,114,300 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate,

representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 3 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o
(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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,114,300 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate,

representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 4 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-A 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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

8,987,155*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

8,987,155*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

8,987,155*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.0%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 5 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-B LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o
(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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

17,944,946*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

17,944,946*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

17,944,946*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.9%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 6 of 24 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-C 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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

6,011,937*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

6,011,937*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

6,011,937*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.6%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 7 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-D 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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

6,033,374*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

6,033,374*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

6,033,374*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.6%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 8 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Retail Holdings V LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o
(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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

20,299,426*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

20,299,426*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

20,299,426*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.2%*

TYPE OF REPORTING PERSON

14

PN

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 9 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings VI 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 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

115,976,714*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

115,976,714*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

115,976,714*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.6%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 10 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Asset Management Inc.

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

421,091,014*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

421,091,014*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

421,091,014*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 370023103 Page 11 of 24 Pages

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

421,091,014*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

421,091,014*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

421,091,014*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 370023103 Page 12 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Holdings Canada Inc.

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 13 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

- 1
Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

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
 o

CITIZENSHIP OR PLACE OF ORGANIZATION

- 6
Canada

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

PN

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the

aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 14 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Private Funds 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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 15 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Split LP

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

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

305,114,300*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

305,114,300*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,114,300*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

PN

* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 305,114,300 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the

aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 16 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Split II 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 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	SHARED VOTING POWER
	8	
	115,976,714*	
		SOLE DISPOSITIVE POWER
	9	
	0	
	10	SHARED DISPOSITIVE POWER
	115,976,714*	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

115,976,714*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.6%*

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 beneficially own the 421,091,014 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.0% of the shares of Common Stock. See Item 5.

CUSIP No. 370023103 Page 17 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield US Holdings Inc.

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

421,091,014*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

421,091,014*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

421,091,014*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 370023103 Page 18 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield US Corporation

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

421,091,014*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

421,091,014*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

421,091,014*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 370023103 Page 19 of 24 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield REP GP Inc.

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

421,091,014*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

421,091,014*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

421,091,014*

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.0%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 5") amends the Schedule 13D filed on November 19, 2010 (the "Original Schedule 13D") and amended on November 24, 2010 ("Amendment No. 1"), January 19, 2011 ("Amendment No. 2"), January 28, 2011 ("Amendment No. 3") and May 12, 2011 ("Amendment No. 4") (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 5 relates to the common stock, par value \$0.01 per share ("Common Stock"), of General Growth Properties, Inc., a Delaware corporation (the "Company").

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended in its entirety as follows:

(a) This Schedule 13D is being filed by each of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"):

(i) Brookfield Asset Management Inc. ("Brookfield"), a corporation formed under the laws of the Province of Ontario;

(ii) Partners Limited ("Partners Limited"), a corporation formed under the laws of the Province of Ontario, that, collectively, with its shareholders, owns, directly or indirectly, exercises control or direction over, has contractual arrangements, such as options, to acquire or otherwise holds beneficial or economic interests in approximately 127 million Class A Limited Voting Shares, representing approximately 19% of the outstanding Class A Limited voting Shares of Brookfield on a fully diluted basis, and 85,120 Class B Limited Voting Shares, representing 100% of the Class B Limited Voting Shares of Brookfield;

(iii) Brookfield Holdings Canada Inc. ("BHC"), a corporation formed under the laws of the Province of Ontario and a wholly-owned subsidiary of Brookfield;

(iv) Brookfield Private Funds Holdings Inc. ("Brookfield Holdings"), a corporation formed under the laws of the Province of Ontario and a wholly-owned subsidiary of BHC;

(v) Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP (“BAM Canada”), a limited partnership formed under the laws of the Province of Manitoba, of which Brookfield Holdings is the sole general partner;

(vi) Brookfield US Holdings Inc. (“US Holdings”), a corporation formed under the laws of the Province of Ontario, a wholly-owned subsidiary of BHC and an indirect wholly-owned subsidiary of Brookfield;

(vii) Brookfield US Corporation (“US Corp.”), a Delaware corporation, a wholly-owned subsidiary of US Holdings and an indirect wholly-owned subsidiary of Brookfield;

(viii) Brookfield REP GP Inc. (“BRGP”), a Delaware corporation of which US Corp. is the sole shareholder and an indirect wholly-owned subsidiary of Brookfield;

(ix) Brookfield Retail Split LP (“Split LP”), a Delaware limited partnership, of which BRGP is the sole general partner;

(x) Brookfield Retail Holdings LLC (“BRH”) (formerly known as REP Investments LLC), a Delaware limited liability corporation, of which BAM Canada is the sole managing member;

(xi) Brookfield Retail Holdings II LLC (“BRH II”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xii) Brookfield Retail Holdings III LLC (“BRH III”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xiii) Brookfield Retail Holdings IV-A LLC (“BRH IV-A”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xiv) Brookfield Retail Holdings IV-B LLC (“BRH IV-B”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xv) Brookfield Retail Holdings IV-C LLC (“BRH IV-C”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xvi) Brookfield Retail Holdings IV-D LLC (“BRH IV-D”), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xvii) Brookfield Retail Holdings V LP (“BRH V”), a Delaware limited partnership, of which BAM Canada is the sole general partner;

(xviii) Brookfield Retail Split II LLC (“BR Split II”), a Delaware limited liability company, of which BRGP is the sole manager; and

(xvix) Brookfield Retail Holdings VI LLC (“BRH VI”), a Delaware limited liability company, of which BR Split II is the sole member and sole manager.

Schedule I to the Original 13D, with respect to Brookfield, Schedule II to the Original 13D, with respect to BHC, Schedule III to the Original 13D, with respect to Brookfield Holdings, Schedule IV to the Original 13D with respect to US Holdings, Schedule V to the Original 13D with respect to US Corp., Schedule VI to the Original 13D with respect to BRGP, Schedule VII to the Original 13D with respect to BRH, Schedule VIII to the Original 13D with respect to BRH II, Schedule IX to the Original 13D with respect to BRH III, Schedule X to the Original 13D with respect to BRH IV-A, Schedule XI to the Original 13D with respect to BRH IV-B, Schedule XII to the Original 13D with respect to BRH IV-C, Schedule XIII to the Original 13D with respect to BRH IV-D, Schedule XIV to the Original 13D with respect to BRH V, Schedule XVI to Amendment No. 3 with respect to BR Split II, Schedule XVII to Amendment No. 3 with respect to BRH VI and Schedule XVIII to this Amendment No. 5 with respect to Partners Limited set forth lists of all of the directors and executive officers or persons holding equivalent positions (the “Scheduled Persons”) of each such Reporting Person.

(b) The principal business address of each of Brookfield, Partners Limited, Brookfield Holdings, BAM Canada, US Holdings and BHC is 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J 2T3. The principal address of each of US Corp., BRGP, Split LP, BRH, BRH II, BRH III, BRH IV-A, BRH IV-B, BRH IV-C, BRH IV-D, BRH V, BR Split II and BRH VI is Three World Financial Center, 200 Vesey Street, New York, NY 10281-1021. Schedule I,

Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X, Schedule XI, Schedule XII, Schedule XIII and Schedule XIV to the Original 13D, Schedule XVI and Schedule XVII to Amendment No. 3 and Schedule XVIII to this Amendment No. 5 set forth the principal business address of each Scheduled Person.

(c) The principal business of Brookfield is to invest and operate businesses in the real estate, power generation and infrastructure sectors. The principal business of Partners Limited is an investment holding company. The principal business of each of BHC, Brookfield Holdings, US Holdings and US Corp. is to serve as an investment holding company. The principal business of BRGP is to serve as general partner of Split LP and the manager of BR Split II. The principal business of Split LP is to invest in the Company, The Howard Hughes Corporation and Rouse Properties, Inc. The principal business of BR Split II is to invest in the Company. The principal business of BAM Canada is to serve as investment manager, managing member or general partner, as applicable, for a variety of certain private investment vehicles, including each of the Investment Vehicles (as defined below). The principal activity of each of BRH, BRH II, BRH III, BRH IV-A, BRH IV-B, BRH IV-C, BRH IV-D, and BRH V (each, an “Investment Vehicle”) is to serve as a special purpose entity for the purpose of making certain investments in the Company, The Howard Hughes Corporation and Rouse Properties, Inc. The principal activity of BRH VI is to serve as a special purpose entity for the purpose of making certain investments in the Company. Schedule I, Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X, Schedule XI, Schedule XII, Schedule XIII and Schedule XIV to the Original 13D and Schedule XV, Schedule XVI and Schedule XVII to Amendment No. 3 and Schedule XVIII to this Amendment No. 5 set forth the principal occupation or employment of each Scheduled Person.

(d),(e) During the last five years, none of the Reporting Persons nor any of the Scheduled Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Schedule I, Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X, Schedule XI, Schedule XII, Schedule XIII and Schedule XIV to the Original 13D and Schedule XV, Schedule XVI and Schedule XVII to Amendment No. 3 and Schedule XVIII to this Amendment No. 5 set forth the citizenships of each of the Scheduled Persons who is natural person.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended to include:

On August 23, 2012, Pershing Square Capital Management, L.P. (“Pershing Square”) made a Schedule 13D filing containing a letter to the Company’s board of directors calling for, among other things, the formation of a special committee of directors wholly unaffiliated with Brookfield to consider a sale of the Company. In response to Pershing Square’s letter, Brookfield issued a press release on August 23, 2012. A copy of the press release is attached hereto in its entirety as Exhibit 17, and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on August 23, 2012, the Investment Vehicles directly held and beneficially owned the shares of Common Stock and Warrants indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 938,259,889 shares of Common Stock reported by the Company as outstanding as of August 1, 2012 as reported in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2012, plus, where such beneficial ownership includes Warrants, such number of shares of Common Stock issuable upon exercise of the Warrants included in any such beneficial ownership calculation.

Investment Vehicle	Common Stock	Warrants	Beneficial Ownership	
BRH	79,094,965.00	20,644,132	10.40	%
BRH II	53,879,801.00	14,166,021	7.14	%
BRH III	61,803,287.00	16,249,256	8.18	%
BRH IV-A	7,108,442.00	1,878,713	0.96	%

Edgar Filing: General Growth Properties, Inc. - Form SC 13D/A

BRH IV-B (1)	14,195,099.00	3,749,847	1.90	%
BRH IV-C (1)	4,755,658.00	1,256,279	0.64	%
BRH IV-D	4,777,095.00	1,256,279	0.64	%
BRH V	16,071,703.00	4,227,723	2.15	%
Total:	241,686,050	63,428,250	30.46	%

(1) The shares of Common Stock and Warrants are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock and Warrants held directly by Brookfield US Retail Holdings LLC.

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAM Canada may be deemed, subject to restrictions on its authority imposed by the Voting Agreement, to beneficially own all shares of Common Stock and Warrants owned by each of the Investment Vehicles, consisting of 241,686,050 shares of Common Stock and Warrants exercisable to purchase 63,428,250 shares of Common Stock, collectively representing 30.5% of the Common Stock. As direct and indirect controlling persons of BAM Canada, each of Brookfield Holdings, BHC and Brookfield may be deemed to share with BAM Canada beneficial ownership of such shares of Common Stock and Warrants.

Split LP is the non-managing member of BRH. By virtue of (i) its ability under the Operating Agreement of BRH to appoint and remove the board of directors of BRH and (ii) the ability of the board of directors of BRH to direct BAM Canada on behalf of BRH to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions with respect to, and material dispositions of, Common Stock by the Investment Vehicles), Split LP may be deemed to share voting and investment power with respect to the 305,114,300 shares of Common Stock owned by the Investment Vehicles, representing approximately 30.5% of the shares of the Common Stock. As direct and indirect controlling persons of Split LP, BRGP, US Holdings, US Corp. and Brookfield may be deemed to share with Split LP beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on August 23, 2012, BRH VI directly held and beneficially owned 115,976,714 shares of Common Stock, representing approximately 11.58% of the shares of Common Stock. As the manager of BRH VI, BR Split II may be deemed to beneficially all of the shares of Common Stock held by BRH VI, consisting of 115,976,714 shares of Common Stock, representing approximately 11.58% of the shares of Common Stock. As direct and indirect controlling persons of BR Split II, BRGP, US. Corp., US Holdings, BHC and Brookfield may be deemed to share with BR Split II beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock or Warrants.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a “group” within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the “group” may be deemed to beneficially own all shares of Common Stock and Warrants held by all members of the “group.” Accordingly, each of the Reporting Persons may be deemed to beneficially own 421,091,014 shares of Common Stock (which includes the 63,428,250 shares of Common Stock issuable upon exercise of the Warrants held by all Reporting Persons), constituting beneficial ownership of 42.0% of the shares of the Common Stock. Each of the Investment Vehicles expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and Warrants held by each of the other Investment Vehicles. Each of the Investment Vehicles and Split LP expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by BRH VI. Each of BR Split II and BRH VI expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and Warrants held by the Investment Vehicles.

By virtue of (i) the ability of the Northern Trust Company, acting in its capacity as custodian for the Future Fund Board of Guardians (“Future Fund”) under the Operating Agreement of BRH II to appoint and remove the members of the board of directors of BRH II and (ii) the ability of the board of directors of BRH II to direct BAM Canada on behalf of BRH II to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), Future Fund may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. By virtue of (i) the ability of Stable Investment Corporation (“Stable”) and Best Investment Corporation (“Best” and, together with Stable, “SB”) (both subsidiaries of China Investment Corporation) under the Operating Agreement of

BRH III to appoint and remove the members of the board of directors of BRH III and (ii) the ability of the board of directors of BRH III to direct BAM Canada on behalf of BRH III to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), SB may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. Additionally, by virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund and/or SB may be deemed to be members of a “group” with the Reporting Persons. Neither Future Fund nor SB are Reporting Persons on this Schedule 13D, and any obligations either of them may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that either Future Fund or SB beneficially owns shares of Common Stock or Warrants that are not held by one of the Investment Vehicles, the Reporting Persons may be deemed to beneficially own any such shares of Common Stock or Warrants, but expressly disclaim, to the extent permitted by applicable law, beneficial ownership thereof.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to include the following:

Pursuant to Rule 13d-1(k) promulgated under the Act, the Reporting Persons have entered into an agreement on August 24, 2012, with respect to the joint filing of this Amendment No. 5 and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 18.

Item 7. Material To Be Filed as Exhibits

Item 7 of Schedule 13D is hereby amended to include the following:

Exhibit 17 Press Release, dated August 23, 2012.

Joint Filing Agreement, dated as of August 24, 2012, by and among Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield Private Funds Holdings Inc., Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, Brookfield US Holdings Inc., Brookfield US Exhibit Corporation, Brookfield REP GP Inc., Brookfield Retail Split LP, Brookfield Retail Split II LLC, Brookfield 18 Retail Holdings LLC, Brookfield Retail Holdings II LLC, Brookfield Retail Holdings III LLC, Brookfield Retail Holdings IV-A LLC, Brookfield Retail Holdings IV-B LLC, Brookfield Retail Holdings IV-C LLC, Brookfield Retail Holdings IV-D LLC, Brookfield Retail Holdings V LP and Brookfield Retail Holdings VI LLC.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 24, 2012 **BROOKFIELD ASSET
MANAGEMENT INC.**

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Managing Partner

By: /s/ Joseph Freedman
Name: Joseph Freedman
Title: Senior Managing Partner

Dated: August 24, 2012 **PARTNERS LIMITED**

By: /s/ Loretta Corso
Name: Loretta Corso
Title: Secretary

Dated: August 24, 2012 **Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.**

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
PRIVATE FUNDS
HOLDINGS INC.**

By: /s/ Karen Ayre
Name: Karen Ayre

Title: Vice President

By: /s/ David Stalter

Name: David Stalter

Title: Vice President

Dated: August 24, 2012 BROOKFIELD HOLDINGS
CANADA INC.

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Vice President

By: /s/ Joseph Freedman
Name: Joseph Freedman
Title: Vice President

Dated: August 24, 2012 brookfield retail split
lp

By: Brookfield REP
GP Inc., its general
partner

By: /s/ Karen Ayre
Name: Karen
Ayre
Title: Vice
President

Dated: August 24, 2012 brookfield US Holdings Inc.

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Vice President

Dated: August 24, 2012 brookfield US
Corporation

By: /s/ Karen Ayre
Name: Karen
Ayre
Title: Vice
President

Dated: August 24, 2012 BROOKFIELD REP
GP INC.

By: Brookfield US
Corporation, its

managing member

By: /s/ Karen Ayre
Name: Karen
Ayre
Title: Vice
President

**BROOKFIELD
RETAIL HOLDINGS
LLC**

Dated: August 24, 2012

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

**BROOKFIELD
RETAIL HOLDINGS
II LLC**

Dated: August 24, 2012

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS**

III LLC

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS
IV-A LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS
IV-B LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS**

IV-C LLC

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS
IV-D LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its managing member

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL HOLDINGS
V LP**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its general partner

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: August 24, 2012 **BROOKFIELD
RETAIL SPLIT II**

LLC

By: Brookfield REP GP
Inc., its managing
member

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

BROOKFIELD
Dated: August 24, 2012 **RETAIL HOLDINGS**
VI LLC

By: Brookfield Asset
Management Private
Institutional Capital
Adviser (Canada) L.P.,
its general partner

By: Brookfield Private
Funds Holdings Inc., its
general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

SCHEDULE II

Brookfield Holdings Canada Inc.

Name and Position of Officer or Director	Principal Business Address	Principal Occupation or Employment	Citizenship
Joseph Freedman, Director, Vice-President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner, Brookfield	Canada
Aleks Novakovic, Director, Vice-President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice-President, Taxation Brookfield	Canada
Sachin Shah, Director, President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Partner, Brookfield	Canada

SCHEDULE XVIII

Partners Limited

Name and Position of Officer or Director	Principal Business Address	Principal Occupation or Employment	Citizenship
Gordon E. Arnell, Director	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Chairman of Brookfield Office Properties Inc.	Canada
Jack. L. Cockwell	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Group Chairman of Brookfield	Canada
Robert J. Harding	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Corporate Director	Canada
David W. Kerr, Director	c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
Edward C. Kress	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
Timothy E. Price	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman, Brookfield Funds	Canada