

GGP Inc.  
Form SC 13D/A  
July 31, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 22)**

**GGP Inc.**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**36174X101**

**(CUSIP Number)**

**A.J. Silber**

**Brookfield Asset Management Inc.**

**Brookfield Place, Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 359-8598**

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

*Copy to:*

**Michael J. Aiello, Esq.**

**Matthew J. Gilroy, Esq.**

**Weil, Gotshal & Manges LLP**

**767 Fifth Avenue**

**New York, NY 10153**

**(212) 310-8000**

**July 27, 2018**

**(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.

**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).

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Asset Management Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 327,053,880\* SOLE DISPOSITIVE POWER****PERSON**

**WITH** 0  
**10 SHARED DISPOSITIVE POWER**

327,053,880\*  
**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

327,053,880\*  
**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

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

34.1%\*  
**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 36174X101

Page 3 of 48 Pages

**1 NAME OF REPORTING PERSONS**

Partners Limited

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 327,053,880\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

327,053,880\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

327,053,880\*

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

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

34.1%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

**1 NAME OF REPORTING PERSONS**

BPG Holdings Group Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

BPG Holdings Group (US) Holdings Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

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**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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**14 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield Holdings Canada Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	<b>0</b>	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
<b>PERSON</b>		
<b>WITH</b>	<b>0</b>	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>

106,922,263\*

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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

11.2%\*

**14 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield Asset Management Private Institutional Capital Adviser US, LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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11.2%\*

**14 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield US Holdings Inc.

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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11.2%\*

**14 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield US Corporation

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER****PERSON****WITH****0 10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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

11.2%\*

**14 TYPE OF REPORTING PERSON**

CO

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**1 NAME OF REPORTING PERSONS**

BUSC Finance LLC

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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

11.2%\*

**14 TYPE OF REPORTING PERSON**

OO

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**1 NAME OF REPORTING PERSONS**

Brookfield Property Group LLC

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH**

**0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

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

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

11.2%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings VII LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

WC

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 79,094,965\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

79,094,965\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

79,094,965\*

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

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

8.3%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings II Sub III LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

WC

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 351,958\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

351,958\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

351,958\*

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

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

0.04%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

BW Purchaser, LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	<b>0</b>	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
<b>PERSON</b>		
<b>WITH</b>	<b>0</b>	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>

12,989,228\*

12,989,228\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

12,989,228\*

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

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

1.4%\*

**14 TYPE OF REPORTING PERSON**

OO

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**1 NAME OF REPORTING PERSONS**

Brookfield Property Partners Limited

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

CO

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**1 NAME OF REPORTING PERSONS**

Brookfield Property Partners L.P.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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33.8%\*

**14 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield Property L.P.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

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**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

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**1 NAME OF REPORTING PERSONS**

Brookfield BPY Holdings Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	<b>0</b>	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
<b>PERSON</b>		
<b>WITH</b>	<b>0</b>	
<b>10</b>		<b>SHARED DISPOSITIVE POWER</b>

323,641,838\*

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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**1 NAME OF REPORTING PERSONS**

BPY Canada Subholdings 1 ULC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

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**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

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**1 NAME OF REPORTING PERSONS**

Brookfield Property Split Corp

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings I LLC

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 202,438,184\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

202,438,184\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

202,438,184\*

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

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

21.1%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings II LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	0	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	86,432,695*	<b>9</b>
<b>PERSON</b>		<b>SOLE DISPOSITIVE POWER</b>
<b>WITH</b>	0	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>

86,432,695\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

86,432,695\*

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

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

9.0%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings III LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 70,114,877\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

70,114,877\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

70,114,877\*

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

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

7.3%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings Warrants LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 24,063,298\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

24,063,298\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

24,063,298\*

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

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

2.5%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

Brookfield Office Properties Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	<b>0</b>	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
<b>PERSON</b>		
<b>WITH</b>	<b>0</b>	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>

323,641,838\*

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

1706065 Alberta ULC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield Holding Limited Liability Company

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Hungary

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 8 0 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield Properties, Inc.

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 TYPE OF REPORTING PERSON**

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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

Brookfield Properties Subco LLC

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 323,641,838\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH**

**0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

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

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

33.8%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

BOP (US) LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 202,438,184\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

202,438,184\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

202,438,184\*

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

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

21.1%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings II Subco LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 53,000,412\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

53,000,412\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

53,000,412\*

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

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

5.5%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

BPY Retail V LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>		
<b>BENEFICIALLY</b>	<b>0</b>	
<b>OWNED BY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
<b>EACH</b>		
<b>REPORTING</b>	<b>9</b>	<b>70,114,877*</b> <b>SOLE DISPOSITIVE POWER</b>
<b>PERSON</b>		
<b>WITH</b>	<b>0</b>	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>

70,114,877\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

70,114,877\*

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

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

7.3%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.



**1 NAME OF REPORTING PERSONS**

Brookfield Properties Investor LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 7,337,730\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

7,337,730\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

7,337,730\*

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

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

0.8%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

Brookfield BFP Holdings LLC

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

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0 8 SHARED VOTING POWER****OWNED BY**

EACH

**REPORTING 9 7,337,730\* SOLE DISPOSITIVE POWER****PERSON****WITH****10 0 SHARED DISPOSITIVE POWER**

7,337,730\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

7,337,730\*

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

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

0.8%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

**1 NAME OF REPORTING PERSONS**

BPR Holding REIT I LLC

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

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 121,203,654\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

121,203,654\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

121,203,654\*

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

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

12.6%\*

**14 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 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.1% of the shares of Common Stock. See Item 5.

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## EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this Amendment No. 22 ) 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 ), May 12, 2011 (Amendment No. 4 ), August 27, 2012 (Amendment No. 5 ), September 11, 2012 (Amendment No. 6 ), January 3, 2013 (Amendment No. 7 ), April 16, 2013 (Amendment No. 8 ), August 9, 2013 (Amendment No. 9 ), November 5, 2013 (Amendment No. 10 ), November 14, 2013 (Amendment No. 11 ), February 8, 2014 (Amendment No. 12 ), February 6, 2015 (Amendment No. 13 ), July 19, 2016 (Amendment No. 14 ), August 21, 2016 (Amendment No. 15 ), August 2, 2017 (Amendment No. 16 ), October 11, 2017 (Amendment No. 17 ), October 31, 2017 (Amendment No. 18 ), November 11, 2017 (Amendment No. 19 ), March 28, 2018 (Amendment No. 20 ) and June 28, 2018 (Amendment No. 21 ) (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15, Amendment No. 16, Amendment No. 17, Amendment No. 18, Amendment No. 19, Amendment No. 20, Amendment No. 21 and this Amendment No. 22 are collectively referred to herein as the Schedule 13D ). This Amendment No. 22 relates to the common stock, par value \$0.01 per share (Common Stock ), of GGP Inc. (formerly General Growth Properties, Inc.), a Delaware corporation (the Company ). Capitalized terms used but not defined in this Amendment No. 22 shall have the meanings ascribed to them in the Schedule 13D.

### Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended to include the following:

(a) BPR Holding REIT I LLC (BPR Holding ), a Delaware limited liability company, of which New BPI Subco is the sole managing member.

(b), (c) The principal business of BPR Holding is to serve as a holding company. The principal business address of BPR Holding is Brookfield Place, 250 Vesey Street, New York, NY 10281-1023.

Schedule LXXXV to this Amendment No. 22 sets forth the principal business address and principal occupation or employment of each executive officer of BPR Holding. Such persons shall be included in the definition of Scheduled Persons.

(d), (e) During the last five years, none of the Scheduled Persons of BPR Holding (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 LXXXV to this Amendment No. 22 sets forth the citizenships of each of the Scheduled Persons of BPR Holding.

### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 22.

### Item 4. Purpose of the Transaction.

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

In connection with an internal reorganization of certain of Parent's affiliates, (i) the sole member of each of the following Voting Parties was replaced with BPR Holding: Retail Mall (as hereinafter defined), New GGP Subco, BWP and New GGP Warrants (as hereinafter defined), and (ii) BPR Holding became a non-managing member of BRH Warrants. Each of the aforementioned Voting Parties continues to be an indirect wholly-owned subsidiary of Parent.



On July 26, 2018, the Company held the special meeting of the holders of Common Stock of the Company, at which the Company's holders of record of Common Stock as of June 22, 2018 voted to approve the following matters: (i) the adoption of the Merger Agreement; (ii) the approval of the Charter Amendment; (iii) the approval of the Bylaws Amendment; and (iv) the approval of compensation that may become payable to the Company's named executive officers in connection with the Transactions. Therefore, on July 27, 2018, the Company filed the Series B Designations with the Secretary of State of the State of Delaware, which authorized the issuance of the Series B Preferred Stock. Following the filing of the Series B Designations, the Class B Exchange occurred, in which the Voting Parties exchanged the 323,641,838 shares of Common Stock collectively owned by them, for an equal number of shares of Series B Preferred Stock, on the terms and subject to the conditions set forth in the Class B Exchange Agreement (which was previously filed as Exhibit 99.2 to Amendment No. 21).

Pursuant to the Series B Designations, in the event that the Merger Agreement is terminated in accordance with its terms prior to the time that at which the Charter Amendment is filed with and accepted by the Secretary of State of the State of Delaware, then each share of Series B Preferred Stock will be automatically, without any action by the Company or any holder, converted into one fully paid and non-assessable share of Common Stock, without the payment of any accrued and unpaid dividends.

#### **Item 5. Interest in Securities of the Issuer.**

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

(a)-(b) All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 958,391,980 shares of Common Stock reported by the Company as outstanding, as of May 3, 2018, in its quarterly report on Form 10-Q filed with the SEC on May 7, 2018.

As of the close of business on July 27, 2018, BWP directly held 12,989,228 shares of Series B Preferred Stock, representing approximately 1.4% of the shares of Common Stock on an as converted basis; New GGP Warrants LLC (New GGP Warrants), a Delaware limited liability company, directly held 28,573,419 shares of Series B Preferred Stock, representing approximately 3.0% of the shares of Common Stock on an as converted basis; BRH Warrants directly held 24,063,298 shares of Series B Preferred Stock, representing approximately 2.5% of the shares of Common Stock on an as converted basis; and Brookfield Retail Mall LLC (Retail Mall), a Delaware limited liability company, directly held 2,577,297 shares of Series B Preferred Stock, representing approximately 0.3% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of each of BWP, New GGP Warrants, BRH Warrants and Retail Mall, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco and BPR Holding may be deemed to share with each of BWP, New GGP Warrants, BRH Warrants and Retail Mall beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, BRH VII directly held 79,094,965 shares of Series B Preferred Stock, representing approximately 8.3% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of BRH VII, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco, BOP, BPY Holdings I and BPY Holdings II may be deemed to share with BRH VII beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, BPY Retail I LLC (BPY I), a Delaware limited liability company, directly held 45,890,612 shares of Series B Preferred Stock, representing approximately 4.8% of the shares of Common Stock on an as converted basis, and BPY V directly held 70,114,877 shares of Series B Preferred Stock, representing approximately 7.3% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of each of BPY I and BPY V, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP

Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco, BOP and BPY Holdings I may be deemed to share with BPY I and BPY V beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, New Brookfield BPY Retail Holdings II LLC (New LLC 1) directly held 6,985,772 shares of Series B Preferred Stock, representing approximately 0.7% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of New LLC 1, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco, BOP, BPY Holdings I, BPY Holdings II, Brookfield Properties Investor and BFPH may be deemed to share with New LLC 1 beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, New GGP Subco directly held 53,000,412 shares of Series B Preferred Stock, representing approximately 5.5% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of New GGP Subco, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco and BPR Holding may be deemed to share with New GGP Subco beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, BRH II Sub directly held 351,958 shares of Series B Preferred Stock, representing approximately 0.04% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of BRH II Sub, each of Partners Limited, Brookfield, BPGH, BPGUSH, BP Partners Limited, BPY, Holding LP, CanHoldco, CanHoldco 1, Split Corp, BPO, Alberta ULC, Brookfield Hold LLC, BPI, New BPI Subco, BOP, BPY Holdings I, BPY Holdings II, Brookfield Properties Investor, New LLC 1 and BFPH may be deemed to share with BRH II Sub beneficial ownership of such shares of Common Stock.

As of the close of business on July 27, 2018, Brookfield Retail Holdings V Fund B LP (BRH V-B), a Delaware limited partnership, directly held 439,768 shares of Common Stock, representing approximately 0.05% of the shares of Common Stock, and Brookfield Retail Holdings V Fund D, LP (BRH V-D), a Delaware limited partnership, directly held 2,972,274 shares of Common Stock, representing approximately 0.3% of the shares of Common Stock. As indirect controlling persons of BRH V-B and BRH V-D, each of Partners Limited, Brookfield, BHC, BUSHI, BPG, BUSC, BUSC Finance and BAMPIC US may be deemed to share with BRH V-B and BRH V-D beneficial ownership of such shares of Common Stock.

As the sole managing member of each of BRH VII, BRH Warrants and BRH II Sub, BAMPIC US may be deemed to beneficially own the 79,094,965 shares of Series B Preferred Stock directly held by BRH VII, representing approximately 8.3% of the shares of Common Stock on an as converted basis, the 24,063,298 shares of Series B Preferred Stock directly held by BRH Warrants, representing approximately 2.5% of the shares of Common Stock on an as converted basis, and the 351,958 shares of Series B Preferred Stock directly held by BRH II Sub, representing approximately 0.04% of the shares of Common Stock on an as converted basis. As direct or indirect controlling persons of BAMPIC US, each of Partners Limited, Brookfield, BHC, BUSHI, BPG, BUSC and BUSC Finance may be deemed to share with BAMPIC US 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 Series B Preferred Stock or Common Stock.

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. Accordingly, the Reporting Persons in the aggregate may be deemed to beneficially own 327,053,880 shares of Common Stock, constituting beneficial ownership of 34.1% of the shares of Common Stock. Each of the Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Reporting Persons.

(c) Item 5(c) of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 22.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 22.

Pursuant to Rule 13d-1(k) under the Act, the Reporting Persons have entered into an agreement on July 31, 2018, with respect to the joint filing of this Amendment No. 22 and any amendment or amendments hereto (the Joint Filing Agreement). The Joint Filing Agreement is attached hereto as Exhibit 99.1.

#### **Item 7. Material To Be Filed as Exhibits**

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

Exhibit 99.1

Joint Filing Agreement, dated as of July 31, 2018, by and among Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield US Holdings Inc., Brookfield US Corporation, BUSC Finance LLC, Brookfield Asset Management Private Institutional Capital Adviser US, LLC, Brookfield Property Partners Limited, Brookfield Property Partners L.P., Brookfield Property L.P., Brookfield Retail Holdings II Sub III LLC, BW Purchaser, LLC, Brookfield BPY Holdings Inc., Brookfield BPY Retail Holdings I LLC, Brookfield BPY Retail Holdings II LLC, Brookfield Retail Holdings VII LLC, Brookfield Retail Holdings Warrants LLC, Brookfield BPY Retail Holdings III LLC, Brookfield Office Properties Inc., 1706065 Alberta ULC, Brookfield Holding Limited Liability Company, Brookfield Properties, Inc., BOP (US) LLC, Brookfield Properties Subco LLC, Brookfield BPY Retail Holdings II Subco LLC, Brookfield Property Group LLC, BPY Canada Subholdings 1 ULC, Brookfield Property Split Corp., BPG Holdings Group Inc., BPG Holdings Group (US) Holdings Inc., BPY Retail V LLC, Brookfield Properties Investor LLC, Brookfield BFP Holdings LLC and BPR Holding REIT I 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: July 31, 2018

**BROOKFIELD ASSET MANAGEMENT INC.**

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

Dated: July 31, 2018

**PARTNERS LIMITED**

By: /s/ Brian Lawson  
Name: Brian Lawson  
Title: President

Dated: July 31, 2018

**BPG HOLDINGS GROUP INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: July 31, 2018

**BPG HOLDINGS GROUP (US) HOLDINGS INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: July 31, 2018

**BROOKFIELD ASSET MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL ADVISER US, LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: July 31, 2018

**BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice President

Dated: July 31, 2018

**BROOKFIELD PROPERTY PARTNERS LIMITED**

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: July 31, 2018

**BROOKFIELD PROPERTY PARTNERS L.P.**

By: Brookfield Property Partners Limited, its general partner

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: July 31, 2018

**BROOKFIELD PROPERTY L.P.**

By: Brookfield Property Partners L.P., its managing  
general partner

By: Brookfield Property Partners Limited, its general  
partner

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: July 31, 2018

**BROOKFIELD BPY HOLDINGS INC.**

By: /s/ Allen Yi  
Name: Allen Yi  
Title: Assistant Secretary

Dated: July 31, 2018

**BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD BPY RETAIL HOLDINGS II LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD RETAIL HOLDINGS VII LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its manager

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner



Dated: July 31, 2018

**BROOKFIELD RETAIL HOLDINGS WARRANTS  
LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its managing member

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: July 31, 2018

**BROOKFIELD BPY RETAIL HOLDINGS III LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD RETAIL HOLDINGS II SUB III  
LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its managing member

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: July 31, 2018

**BW PURCHASER, LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD US HOLDINGS INC.**

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice President

Dated: July 31, 2018

**BROOKFIELD US CORPORATION**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: July 31, 2018

**BUSC FINANCE LLC**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: July 31, 2018

**BROOKFIELD BPY RETAIL HOLDINGS II  
SUBCO LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD OFFICE PROPERTIES INC.**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation

Dated: July 31, 2018

**1706065 ALBERTA ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation

Dated: July 31, 2018

**BROOKFIELD HOLDING LIMITED LIABILITY  
COMPANY**

By: /s/ Dr. László Csontos  
Name: Dr. László Csontos  
Title: Managing Director

By: /s/ Eamonn John O Dea  
Name: Eamonn John O Dea  
Title: Managing Partner

Dated: July 31, 2018

**BROOKFIELD PROPERTIES, INC.**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BOP (US) LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD PROPERTIES SUBCO LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD PROPERTY GROUP LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: July 31, 2018

**BPY CANADA SUBHOLDINGS 1 ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: President

Dated: July 31, 2018

**BROOKFIELD PROPERTY SPLIT CORP.**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Secretary

Dated: July 31, 2018

**BPY RETAIL V LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD PROPERTIES INVESTOR LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BROOKFIELD BFP HOLDINGS LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: July 31, 2018

**BPR HOLDING REIT I LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President

**Exhibit Index**

Exhibit 99.1 Joint Filing Agreement, dated as of July 31, 2018, by and among Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield US Holdings Inc., Brookfield US Corporation, BUSC Finance LLC, Brookfield Asset Management Private Institutional Capital Adviser US, LLC, Brookfield Property Partners Limited, Brookfield Property Partners L.P., Brookfield Property L.P., Brookfield Retail Holdings II Sub III LLC, BW Purchaser, LLC, Brookfield BPY Holdings Inc., Brookfield BPY Retail Holdings I LLC, Brookfield BPY Retail Holdings II LLC, Brookfield Retail Holdings VII LLC, Brookfield Retail Holdings Warrants LLC, Brookfield BPY Retail Holdings III LLC, Brookfield Office Properties Inc., 1706065 Alberta ULC, Brookfield Holding Limited Liability Company, Brookfield Properties, Inc., BOP (US) LLC, Brookfield Properties Subco LLC, Brookfield BPY Retail Holdings II Subco LLC, Brookfield Property Group LLC, BPY Canada Subholdings 1 ULC, Brookfield Property Split Corp., BPG Holdings Group Inc., BPG Holdings Group (US) Holdings Inc., BPY Retail V LLC, Brookfield Properties Investor LLC, Brookfield BFP Holdings LLC and BPR Holding REIT I LLC.

SCHEDULE LXXXV

## BPR Holding REIT I LLC

<b>Name and Position of Officer or Director</b>	<b>Principal Business Address</b>	<b>Principal Occupation or Employment</b>	<b>Citizenship</b>
Sara Beugelmans, Senior Vice President	Brookfield Place  250 Vesey Street, 15th Floor  New York, NY 10281	Senior Vice President	USA
Michelle L. Campbell, Senior Vice President	Brookfield Place  250 Vesey Street, 15th Floor  New York, NY 10281	Senior Vice President	Canada
Danielle Brody, Vice President	Brookfield Place  250 Vesey Street, 15th Floor  New York, NY 10281	Vice President	USA
Lawrence Sava, Vice President	Brookfield Place  250 Vesey Street, 15th Floor  New York, NY 10281	Vice President	USA
Allen Yi, Vice President	181 Bay Street, Suite 330  Brookfield Place  Toronto, Ontario M5J 2T3  Canada	Vice President	Canada
Valerie Tso, Assistant Corporate Secretary	181 Bay Street, Suite 330  Brookfield Place  Toronto, Ontario M5J 2T3  Canada	Assistant Corporate Secretary	Canada