Brookfield Property REIT Inc. Form SC 13D/A August 30, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 23)

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)

Edgar Filing: Brookfield Property REIT Inc. - Form SC 13D/A

Copy to:

Michael J. Aiello, Esq.

Matthew J. Gilroy, Esq.

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, NY 10153

(212) 310-8000

August 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).

CUSIP No. 36174X101 Page 2 of 48 Pages

SCHEDULE 13D

1	NAME O	F REI	PORTING PERSONS	
2	Brookfield CHECK T	d Asse ΓΗΕ Α	et Management Inc. APPROPRIATE BOX IF A MEMBER OF A GROUP	
3	SEC USE	SEC USE ONLY		
4	SOURCE OF FUNDS			
5	AF CHECK F or 2(e)	BOX I	F DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)	
6	CITIZEN	CITIZENSHIP OR PLACE OF ORGANIZATION		
		7	SOLE VOTING POWER	
BENEI	HARES FICIALLY NED BY	8	0 SHARED VOTING POWER	
REP	EACH	9	0 SOLE DISPOSITIVE POWER	
PE	ERSON			

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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

Edgar Filing: Brookfield Property REIT Inc. - Form SC 13D/A 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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

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

0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 36174X101 Page 4 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Edgar Filing: Brookfield Property REIT Inc. - Form SC 13D/A

0%

13

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 36174X101 Page 5 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 6 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 7 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 8 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 9 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 10 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 11 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 12 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 13 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 14 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 15 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Bermuda NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 16 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Bermuda NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 17 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Bermuda NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 18 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 19 of 48 Pages 1 NAME OF REPORTING PERSONS BPY Canada Subholdings 1 ULC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 20 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 21 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 22 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON**

SHARED DISPOSITIVE POWER

WITH

00

CUSIP No. 36174X101 Page 23 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON**

SHARED DISPOSITIVE POWER

WITH

00

CUSIP No. 36174X101 Page 24 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

00

CUSIP No. 36174X101 Page 25 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 26 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Canada NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER 10

CO

CUSIP No. 36174X101 Page 27 of 48 Pages 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Hungary NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 SHARED VOTING POWER 8 OWNED BY **EACH** 0 SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH

SHARED DISPOSITIVE POWER

00

CUSIP No. 36174X101 Page 28 of 48 Pages 1 NAME OF REPORTING PERSONS BP US REIT 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) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 **SOLE VOTING POWER SHARES BENEFICIALLY** 0 8 SHARED VOTING POWER OWNED BY **EACH** SOLE DISPOSITIVE POWER **REPORTING** 9 **PERSON** WITH SHARED DISPOSITIVE POWER

CO

CUSII	P No. 36174X101	Page 29 of 48 Pages
1	NAME OF REPORTING PERSONS	
2	Brookfield Properties Subco LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUA or 2(e)	NT TO ITEMS 2(d)