

General Growth Properties, Inc.  
Form SC 13D/A  
February 06, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934 (Amendment No. 13)**

**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**

**February 4, 2015**

**(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).

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Asset Management Inc.

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Partners Limited

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**  
**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
**12**

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

39.8%\*  
**TYPE OF REPORTING PERSON**  
**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Holdings Canada Inc.

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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



**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
172,211,989\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

172,211,989\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

172,211,989\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

18.6%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Asset Management Private  
Institutional Capital Adviser US, LLC

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

**2**

(a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

**6**

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

**BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

**SHARED VOTING POWER**

8

172,211,989\*

**SOLE DISPOSITIVE POWER**

9

0

**10 SHARED DISPOSITIVE POWER**

172,211,989\*

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON**

11

172,211,989\*

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

12

..

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

13

18.6%\*

**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 to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield US Holdings Inc.

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

**2**

(a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**

**8**      172,211,989\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

172,211,989\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

172,211,989\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

18.6%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield US Corporation

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

**2**

(a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
172,211,989\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

172,211,989\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

172,211,989\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

18.6%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings VII LLC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**



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

79,094,965\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

79,094,965\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

8.9%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings II Sub II LLC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
21,654,253\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

21,654,253\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,654,253\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

2.4%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings III Sub II LLC

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

**2**  
(a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
396,041\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

396,041\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**  
**11**

396,041\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
**13**

0.04%\*  
**TYPE OF REPORTING PERSON**  
**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings IV-A Sub II LLC

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

**2**  
(a) ..

(b)   
**SEC USE ONLY**

**3**  
**SOURCE OF FUNDS**

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

**5**  
..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**  
Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**

**8**      5,255,532\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

5,255,532\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

5,255,532\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**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 to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings IV-B Sub II LLC

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

**2**  
(a) ..

(b)   
**SEC USE ONLY**

**3**  
**SOURCE OF FUNDS**

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

**5**  
..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**  
Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**



**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
91,057\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

91,057\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

91,057\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

0.01%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1** Brookfield Retail Holdings IV-C Sub II LLC

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

**2**  
(a) ..

(b)   
**SEC USE ONLY**

**3**  
**SOURCE OF FUNDS**

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

**5**  
..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**  
Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
 1,802,356\*  
**SOLE DISPOSITIVE POWER**  
**9**  
 0  
**10 SHARED DISPOSITIVE POWER**

1,802,356\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**  
**11**

1,802,356\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**  
**13**

0.2%\*  
**TYPE OF REPORTING PERSON**  
**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Retail Holdings IV-D Sub II LLC

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

**2**  
(a) ..

(b)   
**SEC USE ONLY**

**3**  
**SOURCE OF FUNDS**

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

**5**  
..  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**  
Delaware  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
1,802,221\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

1,802,221\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

1,802,221\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

0.2%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BW Purchaser, 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

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
19,411,999\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

19,411,999\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

19,411,999\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

2.1%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Property Partners Limited

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Bermuda

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



**OWNED BY EACH REPORTING PERSON WITH** 0  
**SHARED VOTING POWER**  
8  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
9  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

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

13

39.8%\*  
**TYPE OF REPORTING PERSON**

14

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Property Partners LP

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Bermuda

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Property L.P.

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Bermuda

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield BPY Holdings Inc.

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Canada Subholdings 1 ULC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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



**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Canada Subholdings 3 ULC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Canada Subholdings 4 ULC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**  
**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
**12**

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

39.8%\*  
**TYPE OF REPORTING PERSON**  
**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Canada Subholdings 2 ULC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5** ..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield BPY Retail Holdings I 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

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



**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
386,858,971\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

386,858,971\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

386,858,971\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

39.8%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield BPY Retail Holdings Sub I LLC

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

**2** (a) ..

(b)   
**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
79,258,269\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

79,258,269\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

79,258,269\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

8.7%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield BPY Retail Holdings 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  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      **0**  
**SHARED VOTING POWER**

**8**  
 201,207,667\*  
**SOLE DISPOSITIVE POWER**

**9**  
 0  
**10 SHARED DISPOSITIVE POWER**

201,207,667\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

201,207,667\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

21.4%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield BPY Retail Holdings III 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  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
70,114,877\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

70,114,877\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

70,114,877\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

7.9%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** Brookfield Retail Holdings Warrants 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

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



**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
 22,113,231\*  
**SOLE DISPOSITIVE POWER**  
**9**  
 0  
**10 SHARED DISPOSITIVE POWER**

22,113,231\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**  
**11**

22,113,231\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**  
**12**

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

2.4%\*  
**TYPE OF REPORTING PERSON**  
**14**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Retail III 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  
**NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY**

**OWNED BY EACH REPORTING PERSON WITH**      **0**  
**SHARED VOTING POWER**

**8**  
 132,216,656\*  
**SOLE DISPOSITIVE POWER**

**9**  
 0  
**10 SHARED DISPOSITIVE POWER**

**11**      132,216,656\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**12**      132,216,656\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

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

**14**      14.4%\*  
**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 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1** BPY Retail IV 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

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

**OWNED BY EACH REPORTING PERSON WITH**      0  
**SHARED VOTING POWER**  
**8**  
61,444,210\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0  
**10 SHARED DISPOSITIVE POWER**

61,444,210\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

61,444,210\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

6.9%\*  
**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 386,858,971 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 39.8% of the shares of Common Stock. See Item 5.

## EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 13") 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 6, 2013 ("Amendment No. 11"), and February 10, 2014 ("Amendment No. 12") (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 and Amendment No. 13 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 13 relates to the common stock, par value \$0.01 per share ("Common Stock"), of General Growth Properties, Inc., a Delaware corporation (the "Company").

This Amendment No. 13 to Schedule 13D is being filed to update the beneficial ownership information in the Schedule 13D as a result of the BRH II Sub Distribution (as defined in Item 4).

### Item 4. Purpose of the Transaction

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

On February 4, 2015, BRH II Sub made an distribution in-kind of 11,550,291 shares of Common Stock (the "BRH II Sub Distribution") to the Northern Trust Company, in its capacity as custodian for Future Fund, to effectuate a partial redemption of such party's interests in BRH II Sub.

### 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 February 6, 2015, the Investment Vehicles directly held and beneficially owned the shares of Common Stock and Warrants to acquire shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All

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calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 884,107,377 shares of Common Stock reported by the Company as outstanding, as of November 3, 2014, in its Quarterly Report on Form 10-Q filed with the SEC on November 5, 2014, 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 VII	79,094,965	-	8.9	%
BRH Warrants	-	22,113,231	2.4	%
BRH II Sub	11,819,690	9,834,563	2.4	%
BRH III Sub	309,013	87,028	0.04	%
BRH IV-A Sub	3,909,249	1,346,283	0.6	%
BRH IV-B Sub	70,975	20,082	0.01	%
BRH IV-C Sub	1,344,835	457,521	0.2	%
BRH IV-D Sub	1,351,700	457,521	0.2	%

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAMPIC US may be deemed to beneficially own all shares of Common Stock and Warrants owned by each of the Investment Vehicles, consisting of 97,900,427 shares of Common Stock and Warrants exercisable to purchase 34,316,229 shares of Common Stock, collectively representing 14.4% of the Common Stock. As direct and indirect controlling persons of BAMPIC US, each of BUSHI, BUSC, BHC and Brookfield may be deemed to share with BAMPIC US beneficial ownership of such shares of Common Stock and Warrants.

BPY III is the controlling non-managing member of each Investment Vehicle. BPY III may be deemed to share voting and investment power with respect to the 97,900,427 shares of Common Stock owned by the Investment Vehicles and Warrants exercisable for 34,316,229 shares of Common Stock, representing approximately 14.4% of the shares of the Common Stock. As direct and indirect controlling persons of BPY III, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY III beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on February 6, 2015, BPY Retail II LLC, a Delaware limited liability company ("BPY II"), directly held 8,670,667 shares of Common Stock, representing approximately 1.0% of the shares of Common Stock, and BPY Retail VI LLC, a Delaware limited liability company ("BPY VI"), directly held 37,191,170 shares of Common Stock representing approximately 4.2% of the shares of Common Stock. As direct and indirect controlling persons of BPY II and BPY VI, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY II and BPY VI beneficial ownership of such shares of Common Stock.

As of the close of business on February 6, 2015, AIV B directly held 374,591 shares of Common Stock and warrants to acquire 104,505 shares of Common Stock, representing approximately 0.05% of the shares of Common Stock, and AIV D directly held 2,531,759 shares of Common Stock and Warrants to acquire 706,320 shares of Common Stock, representing approximately 0.37% of the shares of Common Stock. As direct and indirect controlling persons of AIV B and AIV D, each of BAMPIC US, BUSHI, BUSC, BHC, Partners Limited and Brookfield may be deemed to share with AIV B and AIV D beneficial ownership of such shares of Common Stock.

As of the close of business on February 6, 2015, BPY IV directly held 61,444,210 shares of Common Stock, representing approximately 6.9% of the shares of Common Stock, and BPY Retail V LLC, a Delaware limited liability company ("BPY V LLC"), directly held 8,670,667 shares of Common Stock, representing approximately 1.0% of the shares of Common Stock. As direct and indirect controlling persons of BPY IV and BPY V, each of BPY Holdings III, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY IV and BPY V beneficial ownership of such shares of Common Stock.

As of the close of business on February 6, 2015, BPY New SPE directly held 53,000,412 shares of Common Stock, and Warrants exercisable to purchase 26,257,857 shares of Common Stock, collectively representing 8.7% of the Common Stock. As direct and indirect controlling persons of BPY New SPE, each of BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY New SPE beneficial ownership of such shares of Common Stock.



As of the close of business on February 6, 2015, BWP beneficially owned approximately 19,411,999 shares of Common Stock issuable upon exercise of the Warrants, representing approximately 2.1% of the shares of Common Stock. As direct and indirect controlling persons of BWP, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BWP, beneficial ownership of such shares of Common Stock issuable upon exercise of the Warrants.

By virtue of the terms of the Revere Investment Management Agreement, BAMPIC US may be deemed to beneficially own the shares of Common Stock and Warrants owned by Revere, consisting of 29,721,074 shares of Common Stock and Warrants exercisable to purchase 6,557,084 shares of Common Stock (collectively, the "Revere Shares"), collectively representing 4.1% of the Common Stock. As direct and indirect controlling persons of BAMPIC US, each of BUSHI, BUSC, BHC, Partners Limited and Brookfield may be deemed to share with BAMPIC US beneficial ownership of such shares of Common Stock and Warrants.

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 386,858,971 shares of Common Stock (which includes the 87,353,994 shares of Common Stock issuable upon exercise of the Warrants held by all Reporting Persons), constituting beneficial ownership of 39.8% of the shares of the Common Stock. Each of the Investment Vehicles and other Reporting Person directly holding shares of Common Stock and/or Warrants expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and/or Warrants held by each of the other Investment Vehicles and Reporting Persons.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund and/or Revere may be deemed to be members of a “group” with the Reporting Persons. Neither Future Fund nor Revere is 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 and/or Revere beneficially owns shares of Common Stock or Warrants that are not held by BRH II Sub, or in the account of Revere subject to the Revere Investment Management Agreement, respectively, 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.

**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: February 6, 2015 **BROOKFIELD ASSET  
MANAGEMENT INC.**

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

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

Dated: February 6, 2015 **PARTNERS LIMITED**

By: /s/ Derek Gorgi  
Name: Derek Gorgi  
Title: Secretary

**Brookfield Asset  
Management Private**

Dated: February 6, 2015 **Institutional Capital Adviser  
US, LLC**

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

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

Dated: February 6, 2015 **BROOKFIELD  
HOLDINGS CANADA INC.**

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

By: /s/ Aleks Novakovic

Name: Aleks Novakovic

Title: Vice-President

Dated: February 6, 2015 **BROOKFIELD  
PROPERTY  
PARTNERS  
LIMITED**

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

Dated: February 6, 2015 **Brookfield Property  
PARTNERS LP**

By: Brookfield  
Property Partners  
Limited, its general  
partner

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

Dated: February 6, 2015 **Brookfield Property  
L.P.**

By: Brookfield  
Property Partners LP,  
its general partner

By: Brookfield  
Property Partners  
Limited, its general  
partner

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

Dated: February 6, 2015 **BROOKFIELD BPY  
HOLDINGS INC.**

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

Dated: February 6, 2015 **BPY Canada Subholdings 1  
ULC**

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

Dated: February 6, 2015 **BPY Canada Subholdings 3  
ULC**

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

Dated: February 6, 2015 **BPY Canada Subholdings 4  
ULC**

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

Dated: February 6, 2015 **BPY Canada Subholdings 2  
ULC**

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

Dated: February 6, 2015 **BROOKFIELD BPY  
RETAIL HOLDINGS I  
LLC**

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

Dated: February 6, 2015 **Brookfield BPY Retail  
Holdings II LLC**

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

Dated: February 6, 2015 **BPY Retail III LLC**

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



Dated: February 6, 2015 **Brookfield Retail Holdings  
VII LLC**

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS WARRANTS  
LLC**

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

Dated: February 6, 2015 **BROOKFIELD BPY  
RETAIL HOLDINGS III  
LLC**

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

Dated: February 6, 2015 **BPY RETAIL IV LLC**

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS II SUB II LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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



Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS III SUB II LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS IV-A SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS IV-B SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS IV-C SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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

Dated: February 6, 2015 **BROOKFIELD RETAIL  
HOLDINGS IV-D SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital

Adviser US, LLC

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

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

Dated: February 6, 2015 **BW PURCHASER, LLC**

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

Dated: February 6, 2015 **Brookfield US Holdings Inc.**

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



Dated: February 6, 2015 **Brookfield US Corporation**

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

**BROOKFIELD BPY**

Dated: February 6, 2015 **RETAIL HOLDINGS SUB I  
LLC**

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