

Brookfield Residential Properties Inc.  
Form SC 13D/A  
October 23, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)**

**Brookfield Residential Properties Inc.**

**(Name of Issuer)**

**Common Shares, no par value**

**(Title of Class of Securities)**

**11283W**

**(CUSIP Number)**

**A.J. Silber**

**Brookfield Asset Management Inc.**

**Brookfield Place, Suite 300**

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

**Toronto, Ontario M5J 2T3**

**Tel: (416) 956-5182**

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

**October 22, 2014**

**(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the 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).

(Continued on following pages)

SCHEDULE 13D

CUSIP No. 11283W

1 Names 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

OO

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

ONTARIO

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 81,493,112 Shares of Common Stock  
Sole dispositive power

person

with 0

10 Shared dispositive power

81,493,112 Shares of Common Stock

11 Aggregate amount beneficially owned by each reporting person

81,493,112 Shares of Common Stock

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

Approximately 68.5% of the Outstanding Shares of Common Stock

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. 11283W

1 Names 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

OO

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

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Approximately 68.5% of the Outstanding Shares of Common Stock

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CO

## EXPLANATORY NOTE

This Amendment No. 4 (this Amendment No. 4 ) to Schedule 13D is being filed to reflect the proposed acquisition (the Proposed Acquisition ) by Brookfield Asset Management Inc. ( Brookfield ) of all of the common shares ( Common Shares ) of Brookfield Residential Properties Inc. ( Brookfield Residential ) that it does not currently own. Information reported in the original Schedule 13D remains in effect except to the extent that it is amended or superseded by information contained in this Amendment No. 4.

### 2. Identity and Background.

(f) Set forth on Schedules I and II hereto are the citizenships of each of the directors and executive officers of each of Brookfield and Partners, respectively.

### 4. Purpose of Transaction.

Item 4 of this Schedule 13D is hereby supplemented as follows:

On October 23, 2014, Brookfield issued a press release (the Press Release ) announcing that it proposes to acquire the approximately 30% of Common Shares of Brookfield Residential that it does not own (approximately 36.8 million shares) for \$23.00 cash per share. The Press Release is filed with this Schedule 13D as Exhibit 2 and is incorporated herein by reference.

Brookfield has presented its proposal (the Proposal ) to the Board of Directors of Brookfield Residential (the Board ) and has asked the Board to begin a process to review the proposal and appoint a special committee of independent directors to commission an independent valuation of Brookfield Residential's shares. Once the valuation is available, Brookfield would seek to enter into a definitive agreement with Brookfield Residential with respect to the proposed transaction for presentation to shareholders. The Proposal is filed with this Schedule 13D as Exhibit 3 and is incorporated herein by reference.

### 7. Material to be Filed as Exhibits.

Item 7 of this Schedule 13D is hereby amended to add the following exhibits:

Exhibit 7 Press Release dated October 23, 2014

Exhibit 8 Proposal Letter dated October 22, 2014

**SIGNATURE**

After reasonable inquiry and to the best of each undersigned's knowledge and belief, the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: October 23, 2014

**BROOKFIELD ASSET MANAGEMENT  
INC.**

By: /s/ Brian D. Lawson  
Name: Brian D. Lawson  
Title: Senior Managing Partner and CFO

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: VP, Legal Affairs

Dated: October 23, 2014

**PARTNERS LIMITED**

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

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



**SCHEDULE I**

## Brookfield Asset Management Inc.

| <b>Name and Position of Officer or Director</b>   | <b>Principal Business Address</b>   | <b>Principal Occupation or Employment</b>   | <b>Citizenship</b> |
|---|---|---|--------------------|
| Jeffrey M. Blidner,<br>Senior Managing Partner  | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3, Canada   | Senior Managing<br>Partner of<br>Brookfield   | Canada             |
| Jack L. Cockwell,<br>Director   | 51 Yonge Street, Suite 400, Toronto, Ontario<br>M5E 1J1, Canada   | Group Chair of<br>Brookfield  | Canada             |
| Marcel R. Coutu,<br>Director  | 335 8 <sup>th</sup> Avenue SW, Suite 1700<br>Calgary, Alberta<br>T2P 1C9, Canada  | Former President<br>and Chief Executive<br>Officer of Canadian<br>Oil Sands Limited | Canada             |
| J. Bruce Flatt, Director<br>and Senior Managing<br>Partner and Chief<br>Executive Officer | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3, Canada   | Senior Managing<br>Partner and Chief<br>Executive Officer of<br>Brookfield          | Canada             |
| Maureen Kempston<br>Darkes, Director  | c/o 21 Burkebrook Place, Apt. 712, Toronto,<br>Ontario M4G 0A2, Canada  | Formerly GM<br>Group<br>Vice-President  | Canada             |
| Robert J. Harding,<br>Director  | Brookfield Global Infrastructure Advisory Board<br>181 Bay Street, Suite 300, Brookfield Place,<br>Toronto, Ontario M5J 2T3, Canada | Past Chairman of<br>Brookfield  | Canada             |
| David W. Kerr, Director   | c/o 51 Yonge Street, Suite 400, Toronto, Ontario<br>M5E 1J1, Canada   | Chairman of<br>Halmont Properties<br>Corp.  | Canada             |
| Brian D. Lawson, Senior<br>Managing Partner and<br>Chief Financial Officer                | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3, Canada   | Senior Managing<br>Partner and Chief<br>Financial Officer of<br>Brookfield          | Canada             |
| Lance Liebman,<br>Director  | Columbia Law School<br>435 West 116th Street<br>New York, New York 10027 7297, U.S.A.   | William S. Beinecke<br>Professor of Law   | U.S.A.             |
| Philip B. Lind, Director  | Rogers Communications Inc.  |   | Canada             |

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|   |   |  |                    |
|---|---|--|--------------------|
|   | 333 Bloor Street East, 10th Floor, Toronto,<br>Ontario M4W 1G9, Canada  | Vice-Chairman of<br>Rogers<br>Communications<br>Inc.   |                    |
| Frank J. McKenna,<br>Director   | TD Bank Group, P.O. Box 1, TD Centre,<br><br>66 Wellington St. West, 4th Floor, TD Tower,<br><br>Toronto, Ontario M5K 1A2, Canada | Chair of Brookfield<br>and Deputy Chair of<br>TD Bank Group  | Canada             |
| George E. Myhal, Senior<br>Managing Partner                                 | 181 Bay Street, Suite 300<br><br>Toronto, Ontario M5J 2T3, Canada   | Senior Managing<br>Partner of<br>Brookfield  | Canada             |
| Youssef A. Nasr,<br>Director  | P.O. Box 16 5927, Beirut, Lebanon   | Formerly Chief<br>Executive Officer of<br>HSBC Bank Middle<br>East Limited   | Lebanon and U.S.A. |
| Lord Augustine Thomas<br>O' Donnell   | 181 Bay Street, Suite 300<br><br>Toronto, Ontario M5J 2T3, Canada   | Former Cabinet<br>Secretary and Head<br>of the British Civil<br>Service  | United Kingdom     |
| James A. Pattison,<br>Director  | The Jim Pattison Group, 1800 1067 West<br><br>Cordova Street, Vancouver, B.C. V6C 1C7,<br>Canada                                  | Chairman, President<br>and Chief Executive<br>Officer of The Jim<br>Pattison Group                                     | Canada             |
| Samuel J.B. Pollock,<br>Senior Managing Partner                             | 181 Bay Street, Suite 300<br><br>Toronto, Ontario M5J 2T3, Canada   | Senior Managing<br>Partner of<br>Brookfield  | Canada             |
| Ngee Huat Seek,<br>Director   | 168 Robinson Road<br><br>#37 01 Capital Tower<br><br>Singapore 068912   | Former Chairman of<br>the Latin American<br>Business Group,<br>Government of<br>Singapore<br>Investment<br>Corporation | Singaporean        |
| Diana L. Taylor,<br>Director  | Wolfensohn & Company L.L.C.<br><br>1350 Avenue of the Americas, Suite 2900<br><br>New York, N.Y. 10019                            | Managing Director,<br>Wolfensohn &<br>Company L.L.C.   | U.S.A.             |
| George S. Taylor,<br>Director   | c/o R.R. #3, 4675 Line 3, St. Marys, Ontario<br><br>N4X 1C6, Canada   | Corporate Director<br>of Brookfield  | Canada             |
| A.J. Silber,<br>Vice-President, Legal<br>Affairs and Corporate<br>Secretary | 181 Bay Street, Suite 300<br><br>Toronto, Ontario M5J 2T3, Canada   | Vice-President,<br>Legal Affairs and<br>Corporate Secretary<br>of Brookfield   | Canada             |

**SCHEDULE II**

## Partners Limited

| <b>Name and Position of<br/>Officer or Director</b> | <b>Principal Business<br/>Address</b>  | <b>Principal Occupation or<br/>Employment</b>                           | <b>Citizenship</b> |
|---|--|---|--------------------|
| Jack. L. Cockwell,<br>Director and Chairman         | 51 Yonge Street, Suite 400 Toronto, Ontario<br>M5E 1J1, Canada   | Group Chair of<br>Brookfield  | Canada             |
| J. Bruce Flatt, Director                            | Brookfield Asset Management, Inc., 181 Bay<br>Street, Brookfield Place, Suite 300, Toronto, Ontario<br>M5J 2T3, Canada     | Senior Managing Partner<br>and Chief Executive<br>Officer of Brookfield | Canada             |
| David W. Kerr,<br>Director                          | c/o 51 Yonge Street, Suite 400 Toronto, Ontario<br>M5E 1J1, Canada   | Chairman of Halmont<br>Properties Corp.                                 | Canada             |
| Brian D. Lawson,<br>Director and President          | Brookfield Asset Management, Inc., 181 Bay<br>Street, Brookfield Place, Suite 300, Toronto,<br>Ontario M5J 2T3, Canada     | Senior Managing Partner<br>and Chief Financial<br>Officer of Brookfield | Canada             |
| George E. Myhal,<br>Director                        | Brookfield Investment Management Inc., 181<br>Bay Street, Brookfield Place, Suite 300, Toronto,<br>Ontario M5J 2T3, Canada | Senior Managing Partner   | Canada             |
| Timothy R. Price,<br>Director                       | c/o 51 Yonge Street, Suite 400 Toronto, Ontario<br>M5E 1J1, Canada   | Chairman, Brookfield<br>Funds   | Canada             |
| Samuel J.B. Pollock,<br>Director                    | Brookfield Asset Management, Inc., 181 Bay<br>Street, Brookfield Place, Suite 300, Toronto,<br>Ontario M5J 2T3, Canada     | Senior Managing Partner   | Canada             |
| Tony E. Rubin,<br>Treasurer                         | Brookfield Asset Management, Inc., 181 Bay<br>Street, Brookfield Place, Suite 300, Toronto,<br>Ontario M5J 2T3, Canada     | Accountant  | Canada             |