

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:

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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

00

* 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

00

* 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.

CUSIP No. 370023103 Page 17 of 33 Pages

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.

CUSIP No. 370023103 Page 18 of 33 Pages

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.

CUSIP No. 370023103 Page 19 of 33 Pages

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.

CUSIP No. 370023103 Page 20 of 33 Pages

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.

CUSIP No. 370023103 Page 21 of 33 Pages

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.

CUSIP No. 370023103 Page 22 of 33 Pages

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

00

* 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

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

11

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

12

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

13

14.4%*
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 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