

General Growth Properties, Inc.
Form SC 13D/A
November 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 11)

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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787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8000

November 6, 2013

(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) o

(b) p

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

o

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

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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) o

(b) p

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

o

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

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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 4 of 33 Pages

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

182,400,690*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

182,400,690*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

182,400,690*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.2%*

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 395,555,724 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) o

(b) p

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

o

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

182,400,690*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

182,400,690*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

182,400,690*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.2%*

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 395,555,724 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) o

(b) p

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

o

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

182,400,690*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

182,400,690*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

182,400,690*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.2%*

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 395,555,724 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) ☐ o

(b) ☐ p
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

o
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

182,400,690*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

182,400,690*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

182,400,690*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

19.2%*

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 395,555,724 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) o

(b) p

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

o

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

b
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 395,555,724 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) o

(b) p

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

o

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

32,883,395*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

32,883,395*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

32,883,395*

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

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.6%*

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 395,555,724 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) o

(b) p

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

o

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

393,200*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

393,200*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

393,200*

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

12

b

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 395,555,724 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) o

(b) p

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

o

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

5,211,553*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

5,211,553*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

5,211,553*

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

12

b

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 395,555,724 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) o

(b) p

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

o

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

90,402*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

90,402*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

90,402*

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

12

b

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 395,555,724 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.

CUSIP No. 370023103 Page 13 of 33 Pages

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) o

(b) p

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

o

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

1,787,411*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

1,787,411*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,787,411*

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

12

b

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 395,555,724 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.

CUSIP No. 370023103 Page 14 of 33 Pages

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) o

(b) p

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

o

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

1,794,276*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

1,794,276*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,794,276*

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

12

b
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 395,555,724 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.

CUSIP No. 370023103 Page 15 of 33 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BW Purchaser, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

(b) p

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

o

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	
	18,777,857*	SOLE DISPOSITIVE POWER
	9	
	0	10 SHARED DISPOSITIVE POWER

18,777,857*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

18,777,857*

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

12

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

13

2.0%*
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 395,555,724 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) o

(b) p

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF
SHARES**

SOLE VOTING POWER

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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) o

(b) p

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF
SHARES**

SOLE VOTING POWER

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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
SHARES**

SOLE VOTING POWER

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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 (US) Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

(b) p

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

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF
SHARES**

SOLE VOTING POWER

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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) ☐ o

(b) ☐ p
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

o
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

395,555,724*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0

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) o

(b) p

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

o

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

395,555,724*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0
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) ☐ o

(b) ☐ p
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

o
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

395,555,724*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0
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) o

(b) p

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

o

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

395,555,724*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

395,555,724*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

395,555,724*

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

12

0
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 25 of 33 Pages

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) o

(b) p

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

o

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

78,400,463*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

78,400,463*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

78,400,463*

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

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.4%*

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 395,555,724 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) o

(b) p

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

o

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

210,976,430*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

210,976,430*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

210,976,430*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

21.9%*

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 395,555,724 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) o

(b) p
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

o
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

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.7%*

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 395,555,724 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) o

(b) p

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

o

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

21,390,846*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,390,846*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,390,846*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.3%*

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 395,555,724 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) o

(b) p

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

o

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	
	142,646,048*	SOLE DISPOSITIVE POWER
	9	
	0	10 SHARED DISPOSITIVE POWER

142,646,048*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

142,646,048*

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

12

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

13

15.1%*
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 395,555,724 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

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.7%*

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 beneficially own the 395,555,724 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. 11”) 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”), and November 5, 2013 (“Amendment No. 10”) (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 and Amendment No. 11 are collectively referred to herein as the “Schedule 13D”). This Amendment No. 11 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. 11 to Schedule 13D is being filed solely to update the beneficial ownership information in the Schedule 13D based on the number of shares of Common Stock reported by the Company as outstanding in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2013.

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 November 6, 2013, 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 calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 911,180,341 shares of Common Stock outstanding reported by the Company as outstanding as of November 1, 2013 as reported in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2013, 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.

<u>Investment Vehicle</u>	<u>Common Stock</u>	<u>Warrants</u>	<u>Beneficial Ownership</u>
BRH VII	79,094,965	-	8.7%
BRH Warrants	-	21,390,846	2.3%
BRH II Sub	23,370,076	9,513,319	3.6%
BRH III Sub	309,015	84,185	0.04%
BRH IV-A Sub	3,909,249	1,302,304	0.6%

BRH IV-B Sub	70,975	19,427	0.01%
BRH IV-C Sub	1,344,835	442,576	0.2%
BRH IV-D Sub	1,351,700	442,576	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 109,450,815 shares of Common Stock and Warrants exercisable to purchase 33,195,233 shares of Common Stock, collectively representing 15.1% 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 109,450,815 shares of Common Stock owned by the Investment Vehicles and Warrants exercisable for 33,195,233 shares of Common Stock, representing approximately 15.1% 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 November 6, 2013, 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 4.1% 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 November 6, 2013, AIV B directly held 374,591 shares of Common Stock and Warrants to acquire 101,091 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 683,247 shares of Common Stock, representing approximately 0.35% 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 November 6, 2013, BPY IV directly held 61,444,210 shares of Common Stock, representing approximately 6.7% 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 November 6, 2013, BPY New SPE directly held 53,000,411 shares of Common Stock, and Warrants exercisable to purchase 25,400,052 shares of Common Stock, collectively representing 8.4% 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 November 6, 2013, BWP beneficially owned approximately 18,777,857 shares of Common Stock issuable upon exercise of the Warrants, representing approximately 2.0% 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 6,342,880 shares of Common Stock (collectively, the “Revere Shares”), collectively representing 3.9% 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 395,555,724 shares of Common Stock (which includes the 84,500,360 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: November 13, 2013 **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: November 13, 2013 **PARTNERS LIMITED**

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

Dated: November 13, 2013 **Brookfield Asset Management Private Institutional Capital Adviser US, LLC**

By:

By:/s/ David Stalter
Name: David Stalter
Title: Director

Dated: November 13, 2013 **BROOKFIELD HOLDINGS CANADA INC.**

By:/s/ A.J. Silber
Name: A.J. Silber

Title: Vice President & Director

By:/s/ Allen Yi

Name: Allen Yi

Title: Vice President, Secretary & Director

Dated: November 13, 2013 **BROOKFIELD PROPERTY PARTNERS
LIMITED**

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

Brookfield Property PARTNERS LP
Dated: November 13, 2013

By: Brookfield Property Partners Limited, its
general partner

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

Brookfield Property L.P.

Dated: November 13, 2013

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

**BROOKFIELD BPY HOLDINGS (US)
INC.**
Dated: November 13, 2013

By: /s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Dated: November 13, 2013 **BPY Canada Subholdings 1 ULC**

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

BPY Canada Subholdings 3 ULC

Dated: November 13, 2013

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

Dated: November 13, 2013 **BPY Canada
Subholdings 4 ULC**

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

BPY Canada Subholdings 2 ULC

Dated: November 13, 2013

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

Dated: November 13, 2013 **BROOKFIELD BPY RETAIL HOLDINGS
I LLC**

By: /s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Brookfield BPY Retail Holdings II LLC

Dated: November 13, 2013

By: /s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Dated: November 13, 2013 **BPY Retail III LLC**

By: /s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Dated: November 13, 2013 **Brookfield Retail Holdings VII LLC**

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

**BROOKFIELD RETAIL HOLDINGS
WARRANTS LLC**

Dated: November 13, 2013

By: /s/ Steven Douglas
Name: Steven Douglas
Title: Director

Dated: November 13, 2013 **BROOKFIELD BPY RETAIL HOLDINGS
III LLC**

By:/s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Dated: November 13, 2013 **BPY RETAIL IV LLC**

By:/s/ Steven Douglas
Name: Steven Douglas
Title: President & Chief Financial Officer

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS II SUB II
LLC**

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

By:/s/ David Stalter
Name: David Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS III SUB II
LLC**

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

By:/s/ David Stalter
Name: David Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS IV-A SUB II
LLC**

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

By:/s/ David Stalter
Name: David Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS IV-B SUB II
LLC**

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

By:/s/ David Stalter
Name: David Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS IV-C SUB II
LLC**

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

By:/s/ David Stalter
Name: David Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BROOKFIELD RETAIL
HOLDINGS IV-D SUB II
LLC**

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

By: /s/ David Stalter
Name: David Stalter
Title: Director

By: /s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: November 13, 2013 **BW PURCHASER, LLC**

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

Dated: November 13, 2013 **Brookfield US Holdings Inc.**

By: /s/ Allen Yi
Name: Allen Yi
Title: Director, Vice President & Secretary

Dated: November 13, 2013 **Brookfield US Corporation**

By: /s/ Brett Fox
Name: Brett Fox
Title: Director & President

Dated: November 13, 2013 **BROOKFIELD BPY RETAIL HOLDINGS
SUB I LLC**

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