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BRASCAN CORP/
Form 20-F
April 03, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

(Check one)

Registration statement pursuant to Section 12 of the
Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the
Securities Exchange Act of 1934
For the fiscal year ended December 31, 2001
Commission file number (not available)

BRASCAN CORPORATION
(Exact name of Registrant as Specified in its Charter)

ONTARIO
(Province or Other Jurisdiction of Incorporation or Organization)

1121, 1031, 1061, 1311, 1321, 2421, 4939, 6311
(Primary Standard Industrial Classification Code Number)

NOT APPLICABLE
(IRS Employer Identification Number)

SUITE 4400, BCE PLACE
181 BAY STREET, P.O. BOX 762
TORONTO, ONTARIO
CANADA M5J 2T3
(416) 363-9491
(Address and Telephone Number of Registrant's Principal Executive Offices)

TORYS LLP
237 PARK AVENUE
NEW YORK, NY 10017
(212) 880-6000
(Name, Address and Telephone Number of Agent for Service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| TITLE OF EACH CLASS | NAME OF EACH EXCHANGE ON WHICH REGISTERED |
|-------------------------------|---|
| ----- | ----- |
| Class A Limited Voting Shares | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act:
None

Securities for which there is a reporting obligation pursuant to Section 15(d)
of the Act: Debt Securities (to be offered on a delayed or continuous basis)

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For annual reports, indicate by check mark the information filed with this Form:
 Annual Information Form Audited annual financial statement

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

| | |
|--|-------------|
| Class A Limited Voting Shares | 281,542,774 |
| Class B Limited Voting Shares | 85,120 |
| Class A Preference Shares Series 1, 2, 3, 4, 5, 7, 8, 9 and 10 | 33,886,191 |

Indicate by check mark whether the registrant by filing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

(the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

Yes No

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form 40-F: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

B. CONSENT TO SERVICE OF PROCESS

The Registrant has filed with the Securities and Exchange Commission a written irrevocable consent and power of attorney on Form F-X.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto

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duly authorized.

BRASCAN CORPORATION

By: /S/ EDWARD C. KRESS

Name: Edward C. Kress
Title: Executive Vice-President

By: /S/ ALAN V. DEAN

Name: Alan V. Dean
Title: Senior Vice-President
Public and Corporate Affairs

Date: March 22, 2002

EXHIBIT INDEX

| EXHIBITS | DESCRIPTION |
|----------|--|
| 99.1 | 2001 Annual Report containing the audited consolidated financial statements of Brascan Corporation for the year ended December 31, 2001 (p. 45-67) and management's discussion and analysis of the company's financial condition and results of operations (p. 17-43). |
| 99.2 | Consent of Deloitte & Touche |