

Rouse Properties, Inc.  
Form SC 13D/A  
February 26, 2016

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

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

**Rouse Properties, Inc.**  
**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**  
**(Title of Class of Securities)**

**779287101**  
**(CUSIP Number)**

**Murray Goldfarb**

**Michelle Campbell**  
**Brookfield Asset Management, Inc.**  
**Brookfield Place**  
**250 Vesey Street, 15th Floor**

**New York, New York 10281-1023**

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

Copy to:

**Michael J. Aiello, Esq.**  
**Matthew J. Gilroy, Esq.**  
**Weil, Gotshal & Manges LLP**  
**767 Fifth Avenue**  
**New York, NY 10153**  
**(212) 310-8000**

**February 25, 2016**  
**(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.

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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) 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**  
..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

7  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 8  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
9  
0

**SHARED DISPOSITIVE POWER**

10  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11  
19,387,625\*

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

12  
o

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

33.4%\*

**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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**



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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
3,226,388\* **SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
3,226,388\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
3,226,388\*

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

**12**  
0

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

**13**  
5.6%\*

**14 TYPE OF REPORTING PERSON**

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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
3,226,388\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
3,226,388\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
3,226,388\*

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

**12**  
0

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

**13**  
5.6%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada



**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
3,226,388\* **SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
3,226,388\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
3,226,388\*

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

**12**  
0

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

**13**  
5.6%\*

**14 TYPE OF REPORTING PERSON**

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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
3,226,388\* **SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
3,226,388\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
3,226,388\*

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

**12**  
0

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

**13**  
5.6%\*

**14 TYPE OF REPORTING PERSON**

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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings VII LLC

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

**2(a)** ..

(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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
2,946,661\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
2,946,661\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
2,946,661\*

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

**12**  
0

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

**13**  
5.1%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.



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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

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

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

**2(a)** ..  
(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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH**

**8**  
10,060\*

**SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
10,060\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
10,060\*

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

**12**  
o

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

**13**  
0.02%\*

**14TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings III Sub II LLC

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

**2(a)** ..

(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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH**

**8**  
11,539\*

**SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
11,539\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
11,539\*

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

**12**  
0

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

**13**  
0.02%\*

**14TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
151,726\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
151,726\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
151,726\*

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

**12**  
0

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

**13**  
0.3%\*

**14 TYPE OF REPORTING PERSON**



OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH**

**8**  
2,653\*

**SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
2,653\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
2,653\*

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

**12**  
o

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

**13**  
0.01%\*

**14TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH**

**8**  
51,774\*

**SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
51,774\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
51,774\*

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

**12**  
o

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

**13**  
0.09%\*

**14TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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) R

**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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware



**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH**

**8**  
51,975\*

**SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
51,975\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
51,975\*

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

**12**  
o

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

**13**  
0.09%\*

**14TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

New Brookfield Retail Holdings R 2 LLC

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

**2(a)** ..

(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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
14,995,702\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
14,995,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
14,995,702\*

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

**12**  
0

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

**13**  
25.8%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.



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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Property Partners LP

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

**2(a)** ..

(b) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* See Item 5.

CUSIP No. 779287101 Page 18 of 34 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
o

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 779287101 Page 19 of 34 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
o

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**



CO

\* See Item 5.

CUSIP No. 779287101 Page 20 of 34 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 779287101 Page 21 of 34 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 779287101 Page 22 of 34 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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada



**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 779287101 Page 23 of 34 Pages

**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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

CUSIP No. 779287101 Page 24 of 34 Pages

**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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
0

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* See Item 5.



CUSIP No. 779287101 Page 25 of 34 Pages

**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) 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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
19,387,625\*  
**SOLE DISPOSITIVE POWER**  
**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
19,387,625\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
19,387,625\*

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

**12**  
o

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

**13**  
33.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* See Item 5.

CUSIP No. 779287101 Page 26 of 34 Pages

**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Retail III LLC

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

**2(a)** ..

(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

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**SOLE VOTING POWER**

**7**  
0

**SHARED VOTING POWER**

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
3,226,388\* **SOLE DISPOSITIVE POWER**

**9**  
0

**SHARED DISPOSITIVE POWER**

**10**  
3,226,388\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**  
3,226,388\*

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

**12**  
0

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

**13**  
5.6%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% 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 January 23, 2012 (the "Original Schedule 13D") and amended on March 12, 2012 ("Amendment No. 1"), March 20, 2012 ("Amendment No. 2"), January 3, 2013 ("Amendment No. 3"), April 16, 2013 ("Amendment No. 4"), August 9, 2013 ("Amendment No. 5"), November 5, 2013 ("Amendment No. 6"), January 8, 2014 ("Amendment No. 7"), January 15, 2014 ("Amendment No. 8"), March 13, 2014 ("Amendment No. 9") and January 19, 2016 ("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 this 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 Rouse Properties, Inc., a Delaware corporation (the "Company").

Item 4. Purpose of the Transaction.

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

The disclosure set forth below in Item 6 is hereby incorporated by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on February 25, 2016, the Investment Vehicles directly held and beneficially owned the 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 58,022,217 shares of Common Stock reported by the Company as outstanding as of September 30, 2015 as reported in its Form 10-Q filed with the Securities and Exchange Commission on November 2, 2015.

Investment Vehicle	Common Stock	Beneficial Ownership	
BRH VII	2,946,661	5.1	%
BRH II Sub	10,060	0.02	%
BRH III Sub	11,539	0.02	%

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BRH IV-A Sub	151,726	0.3	%
BRH IV-B Sub	2,653	0.01	%
BRH IV-C Sub	51,774	0.09	%
BRH IV-D Sub	51,975	0.09	%

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 owned by each of the Investment Vehicles, consisting of 3,226,388 shares of Common Stock, representing 5.6% 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.

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 3,226,388 shares of Common Stock owned by the Investment Vehicles, representing approximately 5.6% 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 25, 2016, BRH R 2 directly held 14,995,702 shares of Common Stock, representing approximately 25.8% of the shares of Common Stock. As direct and indirect controlling persons of BRH R 2, 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 BRH R 2 beneficial ownership of such shares of Common Stock.

As of the close of business on February 25, 2016, BPY Retail Holdings II LLC directly held 1,165,535 shares of Common Stock, representing 2.0% of the Common Stock. As direct and indirect controlling persons of BPY Retail Holdings II LLC, 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 Retail Holdings II LLC beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

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 held by all members of the “group.” Accordingly, each of the Reporting Persons may be deemed to beneficially own 19,387,625 shares of Common Stock, constituting beneficial ownership of 33.4% of the shares of the Common Stock. Each of the Investment Vehicles and other Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Investment Vehicles and Reporting Persons.

(c) Except as otherwise described in Item 4 of this Amendment No. 11, none of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock since the filing of Amendment No. 10.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer**

On February 25, 2016, each of BSREP II Retail Pooling LLC, a Delaware limited liability Company (“Parent”), BSREP V Retail Holdings Corp., a Delaware corporation (“Acquisition Sub”), and, solely for the purposes stated therein, the Guarantors listed therein, entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Rouse Properties, Inc., a Delaware corporation (the “Company”). A copy of the Merger Agreement is attached hereto as Exhibit 99.1.

The Merger Agreement provides for, among other things, the acquisition of the Company by Parent through a series of transactions consisting of: (i) after satisfaction or waiver of all closing conditions, an exchange (the “Exchange”) by each of BRH VII, BRH R 2, BPY Retail Holdings II LLC, BRH III Sub, BRH II Sub, BRH IV-A Sub, BRH IV-B Sub, BRH IV-C Sub, BRH IV-D Sub (the “Exchange Parties”) of the outstanding shares of Company’s common stock, par value \$0.01 per share (the “Company Common Stock”), that they hold for new shares of Series I Preferred Stock of the Company (“Series I Preferred Stock”); (ii) on the next business day, if applicable certain transactions (“Requested Transactions”) that Parent may request between signing and closing, including a sale of all or substantially all the partnership interests and/or assets of Rouse Properties LP (the “Operating Partnership”) and a payment of an extraordinary cash dividend (in an amount to be determined by Parent in its discretion) to the holders of Company Common Stock (the “Closing Dividend”); and (iii) on the second business day after the Exchange, the merger of Acquisition Sub with and into the Company, with the Company surviving the merger as the Surviving Corporation (the “Merger”).

Through the Closing Dividend and the Merger, each holder of Company Common Stock, other than the Exchange Parties, will receive \$18.25 in cash per share, without interest thereon, at the closing of the transactions contemplated by the Merger Agreement (the “Transactions”). In connection with closing, each option to purchase Company Common Stock that remains outstanding as of immediately prior to the effective time of the Merger will become vested (if then unvested) in full and cancelled, and each holder thereof will be entitled to receive in respect of such option an amount in cash (without interest) equal to the number of shares of Company Common Stock subject to such option multiplied by the difference between \$18.25 and per share exercise price of such option. Also in connection with the closing, each share of Company Common Stock that is subject to vesting or forfeiture conditions (“Company Restricted Stock”) that remains outstanding immediately prior to the effective time of the Merger will be cancelled, and each holder thereof will be entitled to receive \$18.25 in cash per share of Company Restricted Stock, without interest thereon.

On February 25, 2016, in connection with the transactions contemplated by the Merger Agreement, the Exchange Parties entered into a Voting Agreement (the “Voting Agreement”) with the Company, pursuant to which, among other things, each of the Exchange Parties agrees to vote all of the shares of Company common stock that it owns (i) in favor of the approval and adoption of the Merger Agreement, (ii) in favor of the approval of the Transactions and any other matter that is required to facilitate the Transactions and (iii) against certain actions that would compete or conflict with, or have an adverse effect on the consummation of the Transactions. A copy of the Voting Agreement is attached hereto as Exhibit 99.2.

On February 25, 2016, in connection with the transactions contemplated by the Merger Agreement, the Exchange Parties entered into an Exchange Agreement (the “Exchange Agreement”) with the Company, pursuant to which, among other things, each of the Exchange Parties agreed to, prior to the effective time of the Merger and subject to the satisfaction of certain conditions set forth in the Merger Agreement and the Exchange Agreement, consummate the Exchange. A copy of the Exchange Agreement is attached hereto as Exhibit 99.3.

On February 25, 2016, in connection with the transactions contemplated by the Merger Agreement, Brookfield entered into a Letter Agreement (the “Letter Agreement”) with the Company, pursuant to which, among other things, the Brookfield agreed, to the extent legally required, to file (along with certain of its affiliates) a Rule 13E-3 transaction statement on Schedule 13E-3 with the Securities and Exchange Commission. A copy of the Letter Agreement is attached hereto as Exhibit 99.4.

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 26, 2016 **BROOKFIELD ASSET  
MANAGEMENT INC.**

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

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

Dated: February 26, 2016 **PARTNERS LIMITED**

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

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

Dated: February 26, 2016 **BROOKFIELD ASSET  
MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL  
ADVISER US, LLC**

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

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

Dated: February 26, 2016 **BROOKFIELD HOLDINGS  
CANADA INC.**

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

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Title: Vice President

By:/s/ Aleks Novakovic

Name: Aleks Novakovic

Title: Vice President

Dated: February 26, 2016 **BROOKFIELD PROPERTY  
PARTNERS LIMITED**

By:/s/ Jane Sheere

Name: Jane Sheere

Title: Secretary

Dated: February 26, 2016 **BROOKFIELD PROPERTY PARTNERS L.P.**

By: Brookfield Property Partners Limited, its general partner

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

Dated: February 26, 2016 **BROOKFIELD PROPERTY L.P.**

By: Brookfield Property Partners LP, its managing general partner

By: Brookfield Property Partners Limited, its general partner

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

Dated: February 26, 2016 **BROOKFIELD BPY HOLDINGS INC.**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Vice President and Secretary

Dated: February 26, 2016 **BPY CANADA SUBHOLDINGS 1 ULC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Vice President and Secretary

Dated: February 26, 2016 **BPY CANADA SUBHOLDINGS 3 ULC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Vice President and Secretary

Dated: February 26, 2016 **BPY CANADA SUBHOLDINGS 4 ULC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Vice President and Secretary

Dated: February 26, 2016 **BPY CANADA SUBHOLDINGS 2 ULC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Vice President and Secretary

Dated: February 26, 2016 **BROOKFIELD BPY RETAIL HOLDINGS I LLC**

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

Dated: February 26, 2016 **BROOKFIELD BPY RETAIL HOLDINGS II LLC**

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

Dated: February 26, 2016 **BPY RETAIL III LLC**

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS VII LLC**

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

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

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

Dated: February 26, 2016 **NEW BROOKFIELD RETAIL HOLDINGS R 2 LLC**

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS II SUB II LLC**

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

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

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS III SUB II LLC**

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

By:/s/ David J. Stalter  
Name: David J. Stalter



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Title: Director

By: /s/ Mark Srulowitz

Name: Mark Srulowitz

Title: Secretary

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS IV-A SUB II LLC**

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

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

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS IV-B SUB II LLC**

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

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

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS IV-C SUB II LLC**

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

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

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

Dated: February 26, 2016 **BROOKFIELD RETAIL HOLDINGS IV-D SUB II LLC**

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

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

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

Dated: February 26, 2016 **BROOKFIELD US HOLDINGS INC.**

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

By: /s/ Allen Yi  
Name: Allen Yi  
Title: Vice President and Secretary

Dated: February 26, 2016 **BROOKFIELD US  
CORPORATION**

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

**Exhibit Index**

99.1 Agreement and Plan of Merger, dated as of February 25, 2016

99.2 Voting Agreement, dated as of February 25, 2016

99.3 Exchange Agreement, dated as of February 25, 2016

99.4 Letter Agreement, dated as of February 25, 2016