

Rouse Properties, Inc.
Form SC 13D/A
January 15, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)

Rouse Properties, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

779287101

(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:

Gregory B. Astrachan, Esq.

Michael A. Schwartz, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8000

January 13, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition 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.

Edgar Filing: Rouse Properties, Inc. - Form SC 13D/A

* 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).

CUSIP No. 779287101 Page 2 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0
SHARED VOTING POWER**
8

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

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

13

37.3%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

2

CUSIP No. 779287101 Page 3 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0
SHARED VOTING POWER**
8

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

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

13

37.3%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

3

CUSIP No. 779287101 Page 4 of 29 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

4,951,702*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

8.7%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 5 of 29 Pages

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

4,951,702*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

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

13

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 6 of 29 Pages

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

4,951,702*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.7%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 7 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

4,951,702*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.7%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 8 of 29 Pages

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings VII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

EACH	0
REPORTING	SHARED VOTING POWER
PERSON	
WITH	8
	2,946,661*
	SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

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

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

13

5.2%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 9 of 29 Pages

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

1,735,375*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

1,735,375*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,735,375*

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

12

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

13

3.1%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

9

CUSIP No. 779287101 Page 10 of 29 Pages

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

11,539*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

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

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

13

0.02%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

10

CUSIP No. 779287101 Page 11 of 29 Pages

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 SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

151,726*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

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

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.3%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

11

CUSIP No. 779287101 Page 12 of 29 Pages

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

2,653*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

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

**p
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

12

CUSIP No. 779287101 Page 13 of 29 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 SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

51,774*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

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

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

13

CUSIP No. 779287101 Page 14 of 29 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

51,974*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

51,974*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,974*

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

12

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

13

0.1%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

14

CUSIP No. 779287101 Page 15 of 29 Pages

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) 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

14,995,702*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

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

26.5%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

15

CUSIP No. 779287101 Page 16 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

REPORTING

PERSON

SOLE VOTING POWER

☐

8 SHARED VOTING POWER

WITH

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

16

CUSIP No. 779287101 Page 17 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

REPORTING

PERSON

SOLE VOTING POWER

☐

8 SHARED VOTING POWER

WITH

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

OO

* See Item 5.

17

CUSIP No. 779287101 Page 18 of 29 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**

BENEFICIALLY 7

OWNED BY

EACH

REPORTING

PERSON

SOLE VOTING POWER

☐

8 SHARED VOTING POWER

WITH

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

18

CUSIP No. 779287101 Page 19 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY 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 SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER 0 8 SHARED VOTING POWER
--	---

WITH

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

19

CUSIP No. 779287101 Page 20 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 1 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

REPORTING 8 SHARED VOTING POWER

**PERSON
WITH**

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

20

CUSIP No. 779287101 Page 21 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 3 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

21

CUSIP No. 779287101 Page 22 of 29 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 4 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

21,112,935*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

22

CUSIP No. 779287101 Page 23 of 29 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) ☐

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

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

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

13

37.3%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

23

CUSIP No. 779287101 Page 24 of 29 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) ☐

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

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

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

13

37.3%*
TYPE OF REPORTING PERSON

14

OO
* See Item 5.

24

CUSIP No. 779287101 Page 25 of 29 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

1,165,531*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

1,165,531*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,165,531*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

2.1%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

25

CUSIP No. 779287101 Page 26 of 29 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) 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 SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,947,404*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,947,404*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,947,404*

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

12

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

37.3%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

26

CUSIP No. 779287101 Page 27 of 29 Pages

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

4,951,702*
SOLE DISPOSITIVE POWER

9

**0
10 SHARED DISPOSITIVE POWER**

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

27

EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this “Amendment No. 8”) 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”), and January 8, 2014 (“Amendment No. 7”) (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 and this Amendment No. 8 are collectively referred to herein as the “Schedule 13D”). This Amendment No. 8 relates to the common stock, par value \$0.01 per share (“Common Stock”), of Rouse Properties, Inc., a Delaware corporation (the “Company”).

Item 5. Purpose of the Transaction.

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 January 13, 2014, 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 56,648,436 shares of Common Stock reported by the Company as outstanding as of January 13, 2014 following the Offering in its prospectus supplement pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on January 8, 2014 (not including the 1,050,000 shares of Common Stock subject to the underwriters’ option to purchase additional shares of Common Stock in connection with the Offering).

Investment Vehicle Common Stock Beneficial Ownership

BRH VII	2,946,661	5.2%
BRH II Sub	1,735,375	3.1%
BRH III Sub	11,539	0.02%
BRH IV-A Sub	151,726	0.3%
BRH IV-B Sub	2,653	0.01%
BRH IV-C Sub	51,774	0.1%
BRH IV-D Sub	51,974	0.1%

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 4,951,702 shares of Common Stock, representing 8.7% 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 4,951,702 shares of Common Stock owned by the Investment Vehicles, representing approximately 8.7% 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 1, 2013, BRH R 2 directly held 14,995,702 shares of Common Stock, representing approximately 26.5% 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 November 1, 2013, BPY New SPE directly held 1,165,531 shares of Common Stock, representing 2.1% 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.

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 21,112,935 shares of Common Stock, constituting beneficial ownership of 37.3% 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.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund may be deemed to be members of a “group” with the Reporting Persons. Future Fund is not a Reporting Person on this Schedule 13D, and any obligations it may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that Future Fund beneficially owns shares of Common Stock that are not held by BRH II Sub, the Reporting Persons may be deemed to beneficially own any such shares of Common Stock, but expressly disclaim, to the extent permitted by applicable law, beneficial ownership thereof.

(c) Except as otherwise described in Item 4 of Amendment No. 7, none of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock during the past sixty days.

Item 7. Material To Be Filed as Exhibits

Item 7 of Schedule 13D is hereby amended to include the following (which was inadvertently omitted from Amendment No. 7):

Exhibit 23 Form of Lock-up Agreement

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: January 15, 2014 **BROOKFIELD ASSET
MANAGEMENT INC.**

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

By: /s/ Joseph Freedman
Name: Joseph Freedman

Title: Senior Managing Partner

Dated: January 15, 2014 **PARTNERS
LIMITED**

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

Dated: January 15, 2014 **Brookfield
Asset
Management
Private
Institutional
Capital
Adviser US,
LLC**

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

Edgar Filing: Rouse Properties, Inc. - Form SC 13D/A

Title: Director

By: /s/ Mark
Srulowitz

Name:

Mark
Srulowitz

Title:

Secretary

Dated: January 15, 2014 **BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber

Name: A.J. Silber

Title: Vice President

By: /s/ Aleks Novakovic

Name: Aleks Novakovic

Title: Vice President

**BROOKFIELD
PROPERTY
PARTNERS
LIMITED**

Dated: January 15, 2014

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

**Brookfield Property
PARTNERS LP**

Dated: January 15, 2014

By: Brookfield
Property Partners
Limited, its general
partner

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

**Brookfield Property
L.P.**

Dated: January 15, 2014

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 INC.**

Dated: January 15, 2014

By: /s/ John
Stinebaugh
Name: John
Stinebaugh
Title: Vice
President

Dated: January 15, 2014 **BPY Canada Subholdings 1 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

BPY Canada Subholdings 3 ULC

Dated: January 15, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 15, 2014 **BPY Canada Subholdings 4 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 15, 2014 **BPY Canada Subholdings 2 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 15, 2014 **BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Jane Sheere
Name: Jane Sheere

Title: Secretary

Brookfield BPY Retail Holdings II LLC

Dated: January 15, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: January 15, 2014 **BPY Retail III LLC**

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

Dated: January 15, 2014 **Brookfield Retail Holdings VII LLC**

By: /s/ Gregory N. McConnie
Name: Gregory N. McConnie
Title: Director

Dated: January 15, 2014 **NEW BROOKFIELD RETAIL
HOLDINGS R 2 LLC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: January 15, 2014 **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: January 15, 2014 **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
Title: Director

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

**BROOKFIELD RETAIL
HOLDINGS IV-A SUB II
LLC**

Dated: January 15, 2014

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

**BROOKFIELD RETAIL
HOLDINGS IV-B SUB II
LLC**

Dated: January 15, 2014

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

**BROOKFIELD RETAIL
HOLDINGS IV-C SUB II
LLC**

Dated: January 15, 2014

Edgar Filing: Rouse Properties, Inc. - Form SC 13D/A

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

**BROOKFIELD RETAIL
HOLDINGS IV-D SUB II
LLC**

Dated: January 15, 2014

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: January 15, 2014 **Brookfield US Holdings Inc.**

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

Dated: January 15, 2014 **Brookfield US Corporation**

By: /s/ Michelle Campbell
Name: Michelle Campbell
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD BPY RETAIL HOLDINGS SUB I LLC**

By: /s/ Jane Sheere

Name: Jane Sheere

Title: Secretary