

Edgar Filing: BROOKFIELD ASSET MANAGEMENT INC. - Form 13F-HR/A

BROOKFIELD ASSET MANAGEMENT INC.

Form 13F-HR/A

July 05, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F-HR

FORM 13F-HR COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

Check here if Amendment [X]; Amendment Number: 1

This Amendment (Check only one): is a restatement
 adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: Brookfield Asset Management Inc.
Address: Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3

Form 13F File Number: 028-14349

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: A.J. Silber
Title: Vice President, Legal Affairs
Phone: 416-359-8598

Signature, Place, and Date of Signing:

| | | |
|-----------------|-------------|-----------|
| /s/ A.J. Silber | Toronto, CA | 7/03/2012 |
| ----- | ----- | ----- |
| [Signature] | [Place] | [Date] |

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 141

Form 13F Information Table Value Total: 10679

 (thousands)

Confidential information has been omitted from the form 13F and filed separately with the Securities and Exchange Commission.

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | 13F File Number | Name |
|-----|-----------------|---|
| (1) | 028-13826 | Brookfield Investment Management Inc. |
| (2) | 028-13827 | AMP Capital Brookfield (US) LLC |
| (3) | 028-14362 | Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP |

Brookfield Asset Management Inc.
 FORM 13F
 As of September 30, 2011

| Name of Issuer | Title of class | CUSIP | Value (x\$1000) | Shares/ Prn Amt | Sh/ Prn | Put/ Call | Invstmt Discretn | Other Manag |
|-------------------------------------|---------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----------------|
| Alerian MLP ETF..... | Alerian MLP | 00162Q866 | 1332 | 87,400 | SH | | Defined | (1) |
| ALTRIA GROUP INC..... | COM | 02209S103 | 540 | 20,125 | SH | | Defined | |
| American Water Works Co Inc.. | COM | 030420103 | 9123 | 302,300 | SH | | Defined | (1) |
| Aqua America Inc..... | COM | 03836W103 | 4577 | 212,200 | SH | | Defined | (1) |
| AT&T INC..... | COM | 00206R102 | 754 | 26,440 | SH | | Defined | |
| AvalonBay Communities Inc.... | COM | 053484101 | 71422 | 626,232 | SH | | Defined | (1) |
| Avatar Holdings Inc..... | COM | 053494100 | 4020 | 491,405 | SH | | Defined | (1) |
| B&G FOODS INC..... | COM | 05508R106 | 334 | 20,000 | SH | | Defined | |
| BANK MONTREAL QUE..... | COM | 063671101 | 195 | 3500 | SH | | Defined | |
| BANK NOVA SCOTIA HALIFAX..... | COM | 064149107 | 176 | 3500 | SH | | Defined | |
| BANK OF AMERICA CORPORATION..... | COM | 060505104 | 11864 | 1938500 | SH | | Defined | |
| BANK OF AMERICA CORPORATION..... | *W EXP 10/28/201 | 060505153 | 383 | 450000 | SH | | Defined | |
| Beazer Homes USA Inc..... | COM | 07556Q105 | 1250 | 827,705 | SH | | Defined | (1) |
| Boston Properties Inc..... | COM | 101121101 | 106932 | 1,200,139 | SH | | Defined | (1) |
| Brandywine Realty Trust..... | SH BEN INT NEW | 105368203 | 57821 | 7,218,546 | SH | | Defined | (1) |
| BREITBURN ENERGY | COM UT | | | | | | | |

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|-------------------------------|-----------|-----------|---------|-----------|----|---------|-----|
| PARTNERS LP..... | LTD PTN | 106776107 | 228 | 13,075 | SH | Defined | (1) |
| Brookdale Senior Living Inc.. | COM | 112463104 | 107200 | 8,548,658 | SH | Defined | (1) |
| BROOKFIELD INFRAST | LP INT | | | | | | |
| PARTNERS..... | UNIT | G16252101 | 1191 | 48930 | SH | Defined | |
| BROOKFIELD OFFICE | | | | | | | |
| PPTYS INC..... | COM | 112900105 | 3433722 | 249362561 | SH | Defined | |
| Brookfield Properties Corp... | COM | 112900105 | 511 | 37,100 | SH | Defined | (1) |
| BROOKFIELD RESIDENTIAL | | | | | | | |
| PPTYS..... | COM | 11283W104 | 488233 | 73418570 | SH | Defined | |
| Brookfield Residential | | | | | | | |
| Propert..... | COM | 11283W104 | 5190 | 780,518 | SH | Defined | (1) |
| Camden Property Trust..... | SH BEN | | | | | | |
| | INT | 133131102 | 66729 | 1,207,538 | SH | Defined | (1) |
| CANADIAN NAT RES LTD..... | COM | 136385101 | 176 | 6000 | SH | Defined | |
| CDN IMPERIAL BK OF | | | | | | | |
| COMMERCE..... | COM | 136069101 | 161 | 2300 | SH | Defined | |
| Cemig SA..... | SP ADR N- | | | | | | |
| | V PFD | 204409601 | 7857 | 529,460 | SH | Defined | (1) |
| CENTERPOINT ENERGY INC..... | COM | 15189T107 | 16016 | 816340 | SH | Defined | (1) |
| CENTURYLINK INC..... | COM | 156700106 | 315 | 9,500 | SH | Defined | |
| China Real Estate | | | | | | | |
| Information..... | ADR | 16948Q103 | 2391 | 485,900 | SH | Defined | (1) |
| CITIGROUP INC..... | COM | 172967424 | 11252 | 439200 | SH | Defined | |
| CommonWealth REIT..... | COM SH | | | | | | |
| | BEN INT | 203233101 | 2648 | 139,600 | SH | Defined | (1) |
| Commonwealth REIT..... | 6.50% PFD | | | | | | |
| | CUM Co | 203233408 | 12964 | 635,187 | SH | Defined | (1) |
| CONSOLIDATED EDISON | | | | | | | |
| INC..... | COM | 209115104 | 570 | 10,000 | SH | Defined | |
| Coresite Realty Corp..... | COM | 21870Q105 | 16201 | 1,129,020 | SH | Defined | (1) |
| Corporate Office Properties | SH BEN | | | | | | |
| Tr..... | INT | 22002T108 | 52230 | 2,398,087 | SH | Defined | (1) |
| Crosstex Energy Inc..... | COM | 22765Y104 | 2208 | 163,800 | SH | Defined | (1) |
| Crown Castle International | | | | | | | |
| Cor..... | COM | 228227104 | 11813 | 290,450 | SH | Defined | (1) |
| D R HORTON INC..... | COM | 23331A109 | 3390 | 375000 | SH | Defined | |
| DDR Corp..... | COM | 23317H102 | 29975 | 2,749,979 | SH | Defined | (1) |
| DIANA SHIPPING INC..... | COM | Y2066G104 | 371 | 50000 | SH | Defined | |
| Digital Realty Trust Inc..... | COM | 253868103 | 91597 | 1,660,566 | SH | Defined | (1) |
| Douglas Emmett Inc..... | COM | 25960P109 | 65192 | 3,812,377 | SH | Defined | (1) |
| DR HORTON..... | COM | 23331A109 | 218 | 24,100 | SH | Defined | |
| EASTERN INSURANCE | | | | | | | |
| HOLDINGS..... | COM | 276534104 | 1629 | 123,900 | SH | Defined | |
| EastGroup Properties Inc..... | COM | 277276101 | 24513 | 642,700 | SH | Defined | (1) |
| El Paso Corp..... | COM | 28336L109 | 3898 | 223,000 | SH | Defined | (1) |
| El Paso Pipeline Partners LP. | COM UNIT | | | | | | |
| | LPI | 283702108 | 5703 | 160,780 | SH | Defined | (1) |
| Emeritus Corp..... | COM | 291005106 | 11674 | 827,937 | SH | Defined | (1) |
| Enbridge Energy Partners LP.. | COM | 29250R106 | 9617 | 350,100 | SH | Defined | (1) |
| Enbridge Inc..... | COM | 29250N105 | 28645 | 899,065 | SH | Defined | (1) |
| Energy Transfer Equity LP.... | COM UT | | | | | | |
| | LTD PTN | 29273V100 | 476 | 13,700 | SH | Defined | (1) |
| Energy Transfer Partners LP.. | UNIT LTD | | | | | | |
| | PARTN | 29273R109 | 5463 | 133,200 | SH | Defined | (1) |
| Enterprise Products Partners | | | | | | | |
| L..... | COM | 293792107 | 2815 | 70,100 | SH | Defined | (1) |
| Entertainment PPTYS TR..... | PFD C CNV | | | | | | |
| | 5.75% | 29380T402 | 1110 | 59,400 | SH | Defined | (1) |
| Equity Lifestyle Properties | | | | | | | |
| In..... | COM | 29472R108 | 53583 | 854,592 | SH | Defined | (1) |
| Essex Property Trust Inc..... | COM | 297178105 | 64353 | 536,100 | SH | Defined | (1) |
| Excel Trust Inc..... | COM | 30068C109 | 4311 | 448,100 | SH | Defined | (1) |

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|--|-----------------------|-----------|---------|-----------|----|---------|---------|--------|
| Forest City Enterprises Inc.. FRONTIER COMMUNICATIONS CORP..... | CL A | 345550107 | 17076 | 1,601,830 | SH | Defined | (1) | |
| GENERAL GROWTH PPTYS INC NEW..... | COM | 35906A108 | 587 | 96,075 | SH | Defined | | |
| General Growth Properties Inc..... | COM | 370023103 | 4280839 | 353788359 | SH | Defined | | |
| GENERAL MOTORS CO..... | COM | 370023103 | 104609 | 8,645,408 | SH | Defined | (1) | |
| GENERAL MOTORS CO..... | COM | 37045V100 | 865 | 42,857 | SH | Defined | | |
| GENERAL MOTORS CO..... | *W EXP 07/10/201 | 37045V118 | 454 | 38,965 | SH | Defined | | |
| GENERAL MOTORS CO..... | *W EXP 07/10/201 | 37045V126 | 309 | 38,965 | SH | Defined | | |
| GENERAL MTRS CO..... | COM | 37045V100 | 16928 | 838840 | SH | Defined | | |
| GENERAL MTRS CO..... | *W EXP 07/10/201 | 37045V118 | 62 | 5308 | SH | Defined | | |
| GENERAL MTRS CO..... | *W EXP 07/10/201 | 37045V126 | 518 | 65308 | SH | Defined | | |
| Grupo Aeroportuario del Surest..... | SPON ADR SER B | 40051E202 | 219 | 4,400 | SH | Defined | (1) | |
| HCP INC..... | COM | 40414L109 | 465 | 13,250 | SH | Defined | | |
| Health Care REIT Inc..... | COM | 42217K106 | 61084 | 1,305,214 | SH | Defined | (1) | |
| HOVNANIAN ENTERPRISES INC..... | CL A | 442487203 | 30 | 24,900 | SH | Defined | | |
| HOWARD HUGHES CORP..... | COM | 44267D107 | 102076 | 2424618 | SH | Defined | | |
| ISHARES TR..... | S&P 500 INDEX | 464287200 | 1774 | 15,607 | SH | Defined | | |
| ISHARES TR..... | MSCI EMERG MKT | 464287234 | 644 | 18,359 | SH | Defined | | |
| ISHARES TR..... | S&P 500 GRW | 464287309 | 738 | 12,059 | SH | Defined | | |
| ISHARES TR..... | S&P 500 VALUE | 464287408 | 470 | 9,103 | SH | Defined | | |
| ISHARES TR..... | MSCI EAFE INDEX | 464287465 | 1041 | 21,784 | SH | Defined | | |
| ISHARES TR..... | S&P MIDCAP 400 | 464287507 | 2139 | 27,433 | SH | Defined | (1) | 27433 |
| ISHARES TR..... | RUSELL 1000 | 464287622 | 1162 | 18,582 | SH | Defined | (1) | 18582 |
| ISHARES TR..... | S&P SMLCP VALU | 464287879 | 1134 | 19,167 | SH | Defined | (1) | 19167 |
| ISHARES TR..... | S&P SMLCP GROW | 464287887 | 1238 | 19,199 | SH | Defined | (1) | 19199 |
| ITC Holdings Corp..... | COM | 465685105 | 9175 | 118,500 | SH | Defined | (1) (2) | 118500 |
| JPMORGAN CHASE & CO..... | *W EXP 10/28/201 | 46634E114 | 931 | 100000 | SH | Defined | | 100000 |
| JPMORGAN CHASE & CO..... | COM | 46625H100 | 7786 | 258500 | SH | Defined | | 258500 |
| KB Home..... | COM | 48666K109 | 5845 | 997,500 | SH | Defined | (1) (2) | 480500 |
| Kinder Morgan Management LLC..... | SHS | 49455U100 | 7871 | 134,116 | SH | Defined | (1) (2) | 134116 |
| LAS VEGAS SANDS CORP..... | COM | 517834107 | 935 | 24400 | SH | Defined | | 24400 |

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|--------------------------------|---------|-----------|--------|-----------|----|---------|---------|---------|
| LENNAR CORP..... | CL A | 526057104 | 4450 | 328630 | SH | Defined | | 328630 |
| Lennar Corp..... | CL A | 526057104 | 34341 | 2,536,262 | SH | Defined | (1) (2) | 2345962 |
| LENNAR CORP..... | CL B | 526057302 | 583 | 57070 | SH | Defined | | 57070 |
| LOWES COS INC..... | COM | 548661107 | 803 | 41500 | SH | Defined | | 41500 |
| Marriott International Inc/DE. | CL A | 571903202 | 460 | 16,900 | SH | Defined | (1) (2) | 16900 |
| MERCK & CO INC..... | COM | 58933Y105 | 511 | 15,625 | SH | Defined | (1) | 15625 |
| MITEL NETWORKS CORP..... | COM | 60671Q104 | 837 | 395000 | SH | Defined | | 395000 |
| National Grid PLC..... | SPON | | | | | | | |
| | ADR | | | | | | | |
| | NEW | 636274300 | 15072 | 303,865 | SH | Defined | (1) (2) | 303865 |
| NISKA GAS STORAGE | UNIT | | | | | | | |
| PARTNERS LLC..... | LTD | | | | | | | |
| | LIABI | 654678101 | 146 | 12,500 | SH | Defined | (1) | 12500 |
| NiSource Inc..... | COM | 65473P105 | 5679 | 265,600 | SH | Defined | (1) (2) | 265600 |
| NORTH AMERN ENERGY | | | | | | | | |
| PARTNERS..... | COM | 656844107 | 4107 | 705598 | SH | Defined | | 705598 |
| Northeast Utilities..... | COM | 664397106 | 6024 | 179,007 | SH | Defined | (1) (2) | 179007 |
| NorthWestern Corp..... | COM | | | | | | | |
| | NEW | 668074305 | 3718 | 116,400 | SH | Defined | (1) (2) | 116400 |
| NuStar Energy LP..... | UNIT | | | | | | | |
| | COM | 67058H102 | 3555 | 68,000 | SH | Defined | (1) (2) | 68000 |
| Oiltanking Partners LP..... | UNIT | | | | | | | |
| | LTD | 678049107 | 682 | 28,560 | SH | Defined | (1) (2) | 28560 |
| Omega Healthcare Investors | | | | | | | | |
| Inc..... | COM | 681936100 | 29065 | 1,824,553 | SH | Defined | (1) (2) | 1547962 |
| PAA Natural Gas Storage LP.... | COM | | | | | | | |
| | UNIT | | | | | | | |
| | LTD | 693139107 | 4059 | 249,000 | SH | Defined | (1) (2) | 249000 |
| Parkway Properties Inc/Md..... | COM | 70159Q104 | 5505 | 499,962 | SH | Defined | (1) (2) | 260600 |
| Pennsylvania Real Estate | SH BEN | | | | | | | |
| Inves..... | INT | 709102107 | 11433 | 1,479,051 | SH | Defined | (1) (2) | 575200 |
| PHILIP MORRIS INTL INC..... | COM | 718172109 | 505 | 8,090 | SH | Defined | (1) | 8090 |
| PROGRESS ENERGY INC..... | COM | 743263105 | 581 | 11,225 | SH | Defined | (1) | 11225 |
| ProLogis..... | COM | 74340W103 | 92748 | 3,824,655 | SH | Defined | (1) (2) | 3180555 |
| PS Business Parks Inc..... | COM | 69360J107 | 8006 | 161,600 | SH | Defined | (1) (2) | 85600 |
| Public Storage..... | COM | 74460D109 | 242133 | 2,174,520 | SH | Defined | (1) (2) | 1810020 |
| RamcoGershenson Series D | PERP | | | | | | | |
| 7.25..... | PFD-CV | 751452608 | 2930 | 77,000 | SH | Defined | (1) (2) | 77000 |
| Rayonier Inc..... | COM | 754907103 | 40178 | 1,092,081 | SH | Defined | (1) (2) | 880481 |
| Regency Energy Partners LP.... | COM | | | | | | | |
| | UNITS L | | | | | | | |
| | P | 75885Y107 | 3739 | 166,900 | SH | Defined | (1) (2) | 166900 |
| ROYAL BK CDA MONTREAL | | | | | | | | |
| QUE..... | COM | 780087102 | 229 | 5000 | SH | Defined | | 5000 |
| RYLAND GROUP INC..... | COM | 783764103 | 2396 | 225000 | SH | Defined | | 225000 |
| RYLAND GROUP INC..... | COM | 783764103 | 143 | 13,400 | SH | Defined | (1) | 13400 |
| Sabra Healthcare REIT Inc..... | COM | 78573L106 | 3003 | 314,802 | SH | Defined | (1) (2) | 142900 |
| SANDERSON FARMS INC..... | COM | 800013104 | 808 | 17000 | SH | Defined | | 17000 |
| SBA Communications Corp..... | COM | 78388J106 | 8320 | 241,300 | SH | Defined | (1) (2) | 241300 |
| Sempra Energy..... | COM | 816851109 | 9424 | 182,984 | SH | Defined | (1) (2) | 182984 |
| Simon Property Group Inc..... | COM | 828806109 | 263538 | 2,396,238 | SH | Defined | (1) (2) | 1977022 |
| SL Green Realty Corp..... | COM | 78440X101 | 57437 | 987,743 | SH | Defined | (1) (2) | 795443 |
| SPDR S&P MIDCAP 400 ETF | UTSER1 | | | | | | | |
| TRUST..... | S&PCR | 78467Y107 | 2223 | 15,640 | SH | Defined | (1) | 15640 |
| SPDR TRUST SERIES I..... | TR UNIT | 78462F103 | 1952 | 17,252 | SH | Defined | (1) | 17252 |
| Spectra Energy Corp..... | COM | 847560109 | 26672 | 1,087,330 | SH | Defined | (1) (2) | 1087330 |
| Starwood Hotels & Resorts | | | | | | | | |
| Worl..... | COM | 85590A401 | 58168 | 1,498,400 | SH | Defined | (1) (2) | 1181800 |
| Sunstone Hotel INVS INC..... | CV 8% | | | | | | | |
| | CUM | | | | | | | |
| | PDF-D | 867892507 | 1966 | 92,100 | SH | Defined | (1) (2) | 92100 |
| Targa Resources Corp..... | COM | 87612G101 | 3933 | 132,200 | SH | Defined | (1) (2) | 132200 |

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|--------------------------------|---------|-----------|-------|-----------|----|---------|---------|---------|
| Targa Resources Partners LP... | COM | | | | | | | |
| | UNIT | 87611X105 | 3939 | 119,800 | SH | Defined | (1) (2) | 119800 |
| TECUMSEH PRODS CO..... | CL B | 878895101 | 3455 | 500000 | SH | Defined | | 500000 |
| Tesoro Logistics LP..... | COM | | | | | | | |
| | UNIT LP | 88160T107 | 595 | 25,000 | SH | Defined | (1) (2) | 25000 |
| TORONTO DOMINION BK | | | | | | | | |
| ONT..... | COM | 891160509 | 305 | 4300 | SH | Defined | | 4300 |
| TRANSCANADA CORP..... | COM | 89353D107 | 445 | 11000 | SH | Defined | | 11000 |
| TransCanada Corp..... | COM | 89353D107 | 31536 | 778,638 | SH | Defined | (1) (2) | 778638 |
| VENTAS INC..... | COM | 92276F100 | 70261 | 1,422,287 | SH | Defined | (1) (2) | 1184424 |
| VERIZON | | | | | | | | |
| COMMUNICATIONS INC..... | COM | 92343V104 | 795 | 21,600 | SH | Defined | (1) | 21600 |
| Vornado Realty Trust..... | SH BEN | | | | | | | |
| | INT | 929042109 | 1949 | 26,124 | SH | Defined | (1) (2) | 26124 |
| Weingarten Realty Investors... | SH BEN | | | | | | | |
| | INT | 948741103 | 48501 | 2,291,011 | SH | Defined | (1) (2) | 1956974 |
| Williams Cos Inc/The..... | COM | 969457100 | 6774 | 278,300 | SH | Defined | (1) (2) | 278300 |
| WINDSTREAM CORP..... | COM | 97381W104 | 560 | 48,000 | SH | Defined | (1) | 48000 |