

BROOKFIELD TOTAL RETURN FUND INC
Form 40-17G
December 19, 2014

Brookfield Investment Management Inc.

Brookfield Place

250 Vesey Street, 15th Floor

New York, NY 10281-1023

December 19, 2014

U.S. Securities and Exchange Commission

100 F Street, NE

Washington, D.C. 20549-0506

Re: Rule 17g-1(g) Fidelity Bond Filing for:

- Brookfield High Income Fund Inc. (FKA: Helios High Yield Fund, Inc.) (File No. 811-08795)
- Brookfield Total Return Fund Inc. (File No. 811-05820)
- Brookfield Global Listed Infrastructure Income Fund Inc. (File No. 811-22570)
- Brookfield Mortgage Opportunity Income Fund Inc. (File No. 911-22773)
- Brookfield Investment Funds (File No. 811-22558)

Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced registered investment companies (the Funds) pursuant to Rule 17g-1 of the Investment Company Act of 1940, as amended, for the Brookfield Investment Funds complex referenced above. Please note that an additional series of the Brookfield Investment Funds, the Brookfield Real Assets Securities Fund, has been added to the existing Investment Company Bond coverage. Please note for the Commission's records, the following:

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- i. A copy of the Policy Declaration from Great American Insurance Company showing the addition of the Brookfield Real Assets Securities Fund to the current policy

- ii. A copy of the resolutions of the Directors/Trustees of the Boards, a majority of whom are not interested persons of the Funds, approving the amount, type, form and coverage of the Fidelity Bond and the portion of the premium to be paid by each Fund;

The premiums for the Bond have been appropriately paid through September 01, 2015.

If there are any questions, please contact the undersigned at 212.549.8400.

Very truly yours,

/s/ Alexis Rieger

Secretary of the: Brookfield High Income Fund Inc. (FKA Helios High Yield Fund, Inc.), Brookfield Total Return Fund Inc., Brookfield Global Listed Infrastructure Income Fund Inc., Brookfield Mortgage Opportunity Income Fund Inc. and the Brookfield Investment Funds

BROOKFIELD HIGH INCOME FUND INC. (HHY)

BROOKFIELD TOTAL RETURN FUND INC. (HTR)

BROOKFIELD GLOBAL LISTED INFRASTRUCTURE INCOME FUND INC. (INF)

BROOKFIELD MORTGAGE OPPORTUNITY INCOME FUND INC. (BOI)

and

BROOKFIELD INVESTMENT FUNDS (OEF)

and its separate series:

Brookfield Global Listed Real Estate Fund

Brookfield Global Listed Infrastructure Fund

Brookfield U.S. Listed Real Estate Fund

(collectively, the Funds)

Combined Regular Meeting of the Boards of Directors/Trustees

[EXCERPT]

The following resolutions to extend the current Joint Fidelity Bond and Fidelity Bond Agreement were unanimously approved by the full Boards, and separately by the Independent Directors/Trustees:

Review and Approval of Joint Fidelity Bond and Participation in Joint Fidelity Bond Agreement

WHEREAS, the joint fidelity bond coverage among Brookfield Total Return Fund, Inc., Brookfield High Income Fund Inc., Brookfield Global Listed Infrastructure Income Fund Inc., Brookfield Investment Funds and Brookfield Mortgage Opportunity Income Fund Inc. (the Funds) is expiring on September 30, 2014; and

WHEREAS, it is proposed that in connection with the fidelity bond coverage requirements of Rule 17g-1 under the Investment Company Act of 1940, as amended, the Funds enter into a Joint Fidelity Bond Agreement (the Joint Fidelity Bond Agreement) providing for the allocation of premiums and minimum levels of recoveries among the Funds; and

WHEREAS, it is proposed that the Joint Fidelity Bond be approved for an 11 month from October 1, 2014 through September 30, 2015, and that the Funds satisfy their fidelity bond coverage requirements under the Investment Company Act of 1940, as amended, through participation in the Joint Fidelity Bond.

NOW, THEREFORE, BE IT RESOLVED, that the Boards of Directors/Trustees have determined that the participation by the Funds and other funds, series or accounts managed by BIM in the joint fidelity bond which provides for equitable sharing of recoveries, including payment of any reserve premiums, is in the best interests of each Fund; and

FURTHER RESOLVED, that the agreement between the Funds and other funds, series or accounts managed by BIM to enter into the joint fidelity bond (the Joint Insured Agreement), be, and it hereby is, adopted and approved substantially in the form attached hereto as Exhibit A, together with such changes and modifications as the officers of the Funds deem advisable; and

FURTHER RESOLVED, that the Boards of Directors/Trustees, including a majority of the non-interested Directors/Trustees, or BIM, shall review such Joint Insured Agreement at least

annually in order to ascertain whether or not such policy continues to be in the best interests of each Fund, and whether or not the premiums to be paid by each Fund is fair and reasonable; and

FURTHER RESOLVED, that in accordance with Rule 17g-1(h) under the 1940 Act, any officer of each Fund is hereby authorized and directed to make the filings with the SEC and give the notices required by Rule 17g-1(g); and

FURTHER RESOLVED, that the proper officers of the Funds be, and they hereby are, authorized and directed at all times to take all actions necessary to assure compliance with these resolutions and said Rule 17g-1; and

FURTHER RESOLVED, that the Boards of Directors/Trustees hereby approve the renewal of the Fidelity Bond Coverage, which coverage is maintained jointly on behalf of the Funds and which will provide coverage in the amount as the officers of the Funds may deem appropriate; and

FURTHER RESOLVED, that the portion of the premium for the aforementioned joint insured bond paid by the Funds is hereby approved, taking into consideration, among other things, the number of parties named as insureds, the nature of the business activities of such other parties, the amount of the joint insured bond, the amount of the premium for such bond, the ratable allocation of the premium among all parties named as insureds, and the extent to which the share of the premium allocated to each Fund is less than the premium such Fund would have had to pay if it had provided and maintained a single insured bond; and

FURTHER RESOLVED, that the participation of the Funds as a party in the Joint Insured Agreement be, and it hereby is, approved; and

FURTHER RESOLVED, that any officer of each Fund is hereby authorized and directed to prepare, execute and file such fidelity bond and any supplements thereto, and to take such action as may be necessary or appropriate in order to conform the terms of the Fidelity Bond Coverage to the provisions of the 1940 Act.

Brookfield Real Assets Fund

(the Fund)

A series of the Brookfield Investment Funds

Organizational Meeting of the Boards of Trustees

[EXCERPT]

The following resolutions to amend the current Joint Fidelity Bond and Fidelity Bond Agreement were unanimously approved by the full Boards, and separately by the Independent Trustees:

Approval of the Form and Amount of Joint Fidelity Bond and Approval of Joint Fidelity Bond Agreement

RESOLVED, that the Board of Trustees has determined that the participation by the Trust, with respect to the Fund, and other funds, series or accounts managed by the Investment Adviser in the joint fidelity bond which provides for equitable sharing of recoveries, including payment of any reserve premiums, is in the best interests of the Fund; and it was

FURTHER RESOLVED, that the agreement between the Trust, with respect to the Fund, and other funds, series or accounts managed by the Investment Adviser to enter into the joint fidelity bond (the Joint Insured Agreement), be, and it hereby is, adopted and approved substantially in the form presented, together with such changes and modifications as the officers of the Trust deem advisable; and it was

FURTHER RESOLVED, that the Board of Trustees, including a majority of the Independent Trustees, or the Investment Adviser, shall review such Joint Insured Agreement at least annually in order to ascertain whether or not such policy continues to be in the best interests of the Fund, and whether or not the premiums to be paid by the Fund are fair and reasonable; and it was

FURTHER RESOLVED, that in accordance with Rule 17g-1(h) under the 1940 Act, the Secretary of the Trust is hereby designated as the officer of the Trust who is authorized and directed to make the filings with the SEC and give the notices required by Rule 17g-1(g); and it was

FURTHER RESOLVED, that the proper officers of the Trust be, and they hereby are, authorized and directed at all times to take all actions necessary to assure compliance with these resolutions and said Rule 17g-1; and it was

FURTHER RESOLVED, that the Board of Trustees hereby approves the Fidelity Bond Coverage, substantially in the form presented, which coverage is maintained jointly on behalf of the Trust and other parties named as insureds therein and which will provide coverage in the amount as the officers of the Trust may deem appropriate; and it was

FURTHER RESOLVED, that the portion of the premium for the aforementioned joint insured bond paid by the Trust is hereby approved, taking into consideration, among other things, the number of parties named as insureds, the nature of the business activities of such other parties, the amount of the joint insured bond, the amount of the premium for such bond, the ratable allocation of the premium among all parties named as insureds, and the extent to which the share of the premium allocated to the Trust is less than the premium the Trust would have had to pay if it had provided and maintained a single insured bond; and it was

FURTHER RESOLVED, that the participation of the Trust as a party in the Joint Insured Agreement be, and it hereby is, approved; and it was

FURTHER RESOLVED, that any officer of the Trust is hereby authorized and directed to prepare, execute and file such fidelity bond and any supplements thereto, and to take such action as may be necessary or appropriate

RIDER NO. 11

JOINT INSURED LIST

To be attached to and form part of Bond No. 234-62-59 - 10

In favor of Brookfield Total Return Fund Inc.

It is agreed that:

1. At the request of the Insured, the Underwriter adds to the list of Insured under the attached bond the following:

Brookfield Real Assets Securities Fund

2. This rider shall become effective as of 12:01 a.m. on 11/19/2014 standard time.

INSURED COPY

234-62-59 -10