

Crystal River Capital, Inc.
Form SC 13G/A
February 17, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Crystal River Capital, Inc.
(Name of Issuer)

Common Shares, par value \$0.001 per share
(Title of Class of Securities)

229393301
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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The information required in 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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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
	Brookfield Asset Management Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
		(a) <input type="radio"/>
		(b) <input checked="" type="checkbox"/> -- Joint filing
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Ontario
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	2,047,751
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	2,047,751
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,047,751
10		Not applicable

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.2%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO, HC

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
	Partners Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
		(a) <input type="radio"/>
		(b) <input checked="" type="checkbox"/> -- Joint filing
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Ontario
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	2,047,751
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	2,047,751
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,047,751
10		Not applicable

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.2%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO, HC

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
	Norma Investments Sp ZO.O	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
		(a) <input type="radio"/>
		(b) <input checked="" type="checkbox"/> -- Joint filing
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Poland
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	1,000,000
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	1,000,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,000,000
10		Not applicable

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4.0%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Imagine Insurance Company Limited

20191427

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b) -- Joint filing

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Barbados

5 SOLE VOTING POWER 0

6 SHARED VOTING POWER 800,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 800,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 800,000

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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	Not applicable 0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.2%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
	Hyperion Brookfield Crystal River Capital Advisors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="radio"/>
		(b) <input checked="" type="checkbox"/> -- Joint filing
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	5 SOLE VOTING POWER	0
	6 SHARED VOTING POWER	247,751
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	247,751
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	247,751
10		Not applicable

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 Less than 1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)