

Brookfield Property REIT Inc.  
Form SC 13D/A  
August 30, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 23)**

**GGP Inc.**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**36174X101**

**(CUSIP Number)**

**A.J. Silber**

**Brookfield Asset Management Inc.**

**Brookfield Place, Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 359-8598**

**(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**

**August 27, 2018**

**(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.

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).

**SCHEDULE 13D**

1 NAME OF REPORTING PERSONS

Brookfield Asset Management Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

0%  
14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Partners Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

BPG Holdings Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO



1 NAME OF REPORTING PERSONS

BPG Holdings Group (US) Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Brookfield Holdings Canada Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

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EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

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SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

2 Brookfield Asset Management Private Institutional Capital Adviser US, LLC  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES

BENEFICIALLY 0  
 8 SHARED VOTING POWER  
 OWNED BY

EACH  
 REPORTING 9 0  
 PERSON SOLE DISPOSITIVE POWER

WITH 0  
 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield US Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

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REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

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0%

14 TYPE OF REPORTING PERSON

CO



1 NAME OF REPORTING PERSONS

Brookfield US Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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Delaware

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BENEFICIALLY 0  
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SOLE DISPOSITIVE POWER

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0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

BUSC Finance LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

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BENEFICIALLY 0  
8 SHARED VOTING POWER

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REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

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SHARED DISPOSITIVE POWER

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield Property Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

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EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

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SHARED DISPOSITIVE POWER

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield Retail Holdings VII LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSONS

Brookfield Retail Holdings II Sub III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BW Purchaser, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield Property Partners Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Brookfield Property Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSONS

Brookfield Property L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield BPY Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

BPY Canada Subholdings 1 ULC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Brookfield Property Split Corp

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

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REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

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

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

0%

14 TYPE OF REPORTING PERSON

CO



1 NAME OF REPORTING PERSONS

Brookfield BPY Retail Holdings I LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield BPY Retail Holdings II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

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NUMBER OF 7 SOLE VOTING POWER

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield BPY Retail Holdings III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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SHARES

BENEFICIALLY 0

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SOLE DISPOSITIVE POWER

PERSON

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14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield Retail Holdings Warrants LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

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PERSON

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14 TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSONS

Brookfield Office Properties Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

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14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

1706065 Alberta ULC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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AF

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

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14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Brookfield Holding Limited Liability Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hungary

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BP US REIT LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO



1 NAME OF REPORTING PERSONS

Brookfield Properties Subco LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BOP (US) LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield BPY Retail Holdings II Subco LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BPY Retail V LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSONS

Brookfield Properties Investor LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH

10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

Brookfield BFP Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BPR Holding REIT I LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSONS

BPGH Sub Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0  
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO



1 NAME OF REPORTING PERSONS

BPR FIN II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Brookfield Retail Holdings VII Sub 3 LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH

10 0

SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

BPR FIN I Subco LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0  
SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

CO

## EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this Amendment No. 23 ) amends the Schedule 13D filed on November 19, 2010 (the Original Schedule 13D ) and amended on November 24, 2010 (Amendment No. 1 ), January 19, 2011 (Amendment No. 2 ), January 28, 2011 (Amendment No. 3 ), May 12, 2011 (Amendment No. 4 ), August 27, 2012 (Amendment No. 5 ), September 11, 2012 (Amendment No. 6 ), January 3, 2013 (Amendment No. 7 ), April 16, 2013 (Amendment No. 8 ), August 9, 2013 (Amendment No. 9 ), November 5, 2013 (Amendment No. 10 ), November 14, 2013 (Amendment No. 11 ) February 8, 2014 (Amendment No. 12 ), February 6, 2015 (Amendment No. 13 ), July 19, 2016 (Amendment No. 14 ), August 21, 2016 (Amendment No. 15 ), August 2, 2017 (Amendment No. 16 ), October 11, 2017 (Amendment No. 17 ), October 31, 2017 (Amendment No. 18 ), November 11, 2017 (Amendment No. 19 ), March 28, 2018 (Amendment No. 20 ), June 28, 2018 (Amendment No. 21 ) and July 31, 2018 (Amendment No. 22 ) (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, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15, Amendment No. 16, Amendment No. 17, Amendment No. 18, Amendment No. 19, Amendment No. 20, Amendment No. 21, Amendment No. 22 and this Amendment No. 23 are collectively referred to herein as the Schedule 13D ). This Amendment No. 23 relates to the common stock, par value \$0.01 per share (Common Stock ), of GGP Inc. (formerly General Growth Properties, Inc.), a Delaware corporation, which was renamed Brookfield Property REIT Inc. in connection with the Transactions (the Company ). Capitalized terms used but not defined in this Amendment No. 23 shall have the meanings ascribed to them in the Schedule 13D. This Amendment No. 23 serves as an exit filing for the Reporting Persons as the Reporting Persons no longer beneficially own more than 5% of the Company's Common Stock.

### Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended to include the following:

(a) BPGH Sub Inc., a corporation formed under the laws of Ontario, BPR FIN II LLC (DRE II ), a Delaware limited liability company, BPR FIN I Subco LLC (DRE II Subco ), a Delaware limited liability company, and Brookfield Retail Holdings VII Sub 3 LLC, a Delaware limited liability company (Sub 3 ).

(b), (c) The principal business of each of BPGH Sub Inc., DRE II, DRE II Subco and Sub 3. is to serve as a holding company. The principal business address of BPGH Sub Inc. is 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J2T3. The principal business address of each of DRE II, DRE II Subco and Sub 3 is Brookfield Place, 250 Vesey Street, New York, NY 10281-1023.

The principal business address and principal occupation or employment of each executive officer of each of BPGH Sub Inc., DRE II, DRE II Subco and Sub 3 are set forth on Schedules LXXXV, LXXXVI, LXXXVII and LXXXVIII, respectively, to this Amendment No. 23. Such persons shall be included in the definition of Scheduled Persons.

(d), (e) During the last five years, none of the Scheduled Persons of BPGH Sub Inc., DRE II, DRE II Subco or Sub 3 (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenships of each of the Scheduled Persons of BPGH Sub Inc., DRE II, DRE II Subco and Sub 3 are set forth on Schedules LXXXV, LXXXVI, LXXXVII and LXXXVIII, respectively.

### Item 4. Purpose of the Transaction.

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

On August 27, 2018, the Company: (i) filed the Charter Amendment with the Secretary of State of the State of Delaware, pursuant to which, among other things, the Company's name was changed from GGP Inc. to Brookfield Property REIT Inc. ( "BPR" ), the issuance of Class A Stock, Class B-1 Stock and Class C Stock was authorized and the terms governing the Class B Stock following the Charter Amendment were provided, and (ii) effected the Bylaws Amendment. Following the Charter Amendment, shares of Series B Preferred Stock remained outstanding and ceased to be governed by the terms of the Series B Designations, which had no further effect, and were thereafter referred to as Class B Stock, having solely the rights, powers, preferences and other terms given to Class B Stock in the Charter Amendment. The Class B Stock is not a registered security under the Act.

Following the consummation of the Transactions on August 28, 2018, the Common Stock and the Company's existing Series A Preferred Stock, par value \$0.01 per share (the "Company Preferred Stock" ), were delisted from the NYSE. In addition, the Company intends to file a Certification and Notice of Termination of Registration on Form 15 with the SEC in order to deregister the Common Stock and Company Preferred Stock and suspend its reporting obligations under the Act.

Previously, the Reporting Persons beneficially owned shares of the Common Stock through their ownership of Series B Preferred Stock, the terms of which provided in the Series B Designations that in the event that the Merger Agreement had been terminated in accordance with its terms prior to the time at which the Charter Amendment was filed with and accepted by the Secretary of State of the State of Delaware, then each share of Series B Preferred Stock would have been automatically, without any action by the Company or any holder, converted into one fully paid and non-assessable share of the Common Stock, without the payment of any accrued and unpaid dividends. However, as a result of the consummation of the Transactions, the Class B Stock is no longer convertible into the Common Stock, which has been cancelled, and the Reporting Persons no longer beneficially own any registered securities of the Company.



**Item 5. Interest in Securities of the Issuer.**

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

(a)-(b) As a result of the Transactions, the Reporting Persons no longer beneficially own any shares of Common Stock.

(c) Item 5(c) of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 23.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock of the Issuer as of August 27, 2018. The filing of this Amendment constitutes an exit filing for the Reporting Persons.

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

Item 6 of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 23.

Pursuant to Rule 13d-1(k) under the Act, the Reporting Persons have entered into an agreement on August 30, 2018, with respect to the joint filing of this Amendment No. 23 and any amendment or amendments hereto (the Joint Filing Agreement ). The Joint Filing Agreement is attached hereto as Exhibit 99.1.

**Item 7. Material To Be Filed as Exhibits**

Item 7 of the Schedule 13D is hereby amended to include the following:

Exhibit 99.1 Joint Filing Agreement, dated as of August 30, 2018, by and among Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield US Holdings Inc., Brookfield US Corporation, BUSC Finance LLC, Brookfield Asset Management Private Institutional Capital Adviser US, LLC, Brookfield Property Partners Limited, Brookfield Property Partners L.P., Brookfield Property L.P., Brookfield Retail Holdings II Sub III LLC, BW Purchaser, LLC, Brookfield BPY Holdings Inc., Brookfield BPY Retail Holdings I LLC, Brookfield BPY Retail Holdings II LLC, Brookfield Retail Holdings VII LLC, Brookfield Retail Holdings Warrants LLC, Brookfield BPY Retail Holdings III LLC, Brookfield Office Properties Inc., 1706065 Alberta ULC, Brookfield Holding Limited Liability Company, BP US REIT LLC, BOP (US) LLC, Brookfield Properties Subco LLC, Brookfield BPY Retail Holdings II Subco LLC, Brookfield Property Group LLC, BPY Canada Subholdings 1 ULC, Brookfield Property Split Corp., BPG Holdings Group Inc., BPG Holdings Group (US) Holdings Inc., BPY Retail V LLC, Brookfield Properties Investor LLC, Brookfield BFP Holdings LLC, BPR Holding REIT I LLC, BPGH Sub Inc., BPR FIN II LLC, Brookfield Retail Holdings VII Sub 3 LLC and BPR FIN I Subco LLC.

## 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: August 30, 2018

**BROOKFIELD ASSET MANAGEMENT INC.**

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

Dated: August 30, 2018

**PARTNERS LIMITED**

By: /s/ Brian Lawson  
Name: Brian Lawson  
Title: President

Dated: August 30, 2018

**BPG HOLDINGS GROUP INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: August 30, 2018

**BPG HOLDINGS GROUP (US) HOLDINGS INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: August 30, 2018

**BROOKFIELD ASSET MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL ADVISER US, LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: August 30, 2018

**BROOKFIELD HOLDINGS CANADA INC.**

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

Dated: August 30, 2018

**BROOKFIELD PROPERTY PARTNERS LIMITED**

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

Dated: August 30, 2018

BROOKFIELD PROPERTY PARTNERS L.P.

By: Brookfield Property Partners Limited, its general partner

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

Dated: August 30, 2018

**BROOKFIELD PROPERTY L.P.**

By: Brookfield Property Partners L.P., its managing general partner

By: Brookfield Property Partners Limited, its general partner

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

Dated: August 30, 2018

**BROOKFIELD BPY HOLDINGS INC.**

By: /s/ Allen Yi  
Name: Allen Yi  
Title: Assistant Secretary

Dated: August 30, 2018

**BROOKFIELD BPY RETAIL HOLDINGS I LLC**

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

Dated: August 30, 2018

**BROOKFIELD BPY RETAIL HOLDINGS II LLC**

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

Dated: August 30, 2018

**BROOKFIELD RETAIL HOLDINGS VII LLC**

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

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: August 30, 2018

**BROOKFIELD RETAIL HOLDINGS WARRANTS  
LLC**

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

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: August 30, 2018

**BROOKFIELD BPY RETAIL HOLDINGS III LLC**

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

Dated: August 30, 2018

**BROOKFIELD RETAIL HOLDINGS II SUB III LLC**

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

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: August 30, 2018

**BW PURCHASER, LLC**

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

Dated: August 30, 2018

**BROOKFIELD US HOLDINGS INC.**

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

Dated: August 30, 2018

**BROOKFIELD US CORPORATION**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: August 30, 2018

**BUSC FINANCE LLC**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: August 30, 2018

**BROOKFIELD BPY RETAIL HOLDINGS II SUBCO  
LLC**

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

Dated: August 30, 2018

**BROOKFIELD OFFICE PROPERTIES INC.**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation

Dated: August 30, 2018

**1706065 ALBERTA ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation



Dated: August 30, 2018

**BROOKFIELD HOLDING LIMITED LIABILITY  
COMPANY**

By: /s/ Dr. László Csontos  
Name: Dr. László Csontos  
Title: Managing Director

By: /s/ Eamonn John O Dea  
Name: Eamonn John O Dea  
Title: Managing Partner

Dated: August 30, 2018

**BP US REIT LLC**

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

Dated: August 30, 2018

**BOP (US) LLC**

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

Dated: August 30, 2018

**BROOKFIELD PROPERTIES SUBCO LLC**

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

Dated: August 30, 2018

**BROOKFIELD PROPERTY GROUP LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: August 30, 2018

**BPY CANADA SUBHOLDINGS 1 ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: President

Dated: August 30, 2018

**BROOKFIELD PROPERTY SPLIT CORP.**

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

Dated: August 30, 2018

**BPY RETAIL V LLC**

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

Dated: August 30, 2018

**BROOKFIELD PROPERTIES INVESTOR LLC**

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

Dated: August 30, 2018

**BROOKFIELD BFP HOLDINGS LLC**

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

Dated: August 30, 2018

**BPR HOLDING REIT I LLC**

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

Dated: August 30, 2018

**BPGH SUB INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: August 30, 2018

**BPR FIN II LLC**

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

Dated: August 30, 2018

**BROOKFIELD RETAIL HOLDINGS VII SUB 3  
LLC**

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

Dated: August 30, 2018

**BPR FIN I SUBCO LLC**

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

**Exhibit Index**

Exhibit 99.1 Joint Filing Agreement, dated as of August 30, 2018, by and among Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield US Holdings Inc., Brookfield US Corporation, BUSC Finance LLC, Brookfield Asset Management Private Institutional Capital Adviser US, LLC, Brookfield Property Partners Limited, Brookfield Property Partners L.P., Brookfield Property L.P., Brookfield Retail Holdings II Sub III LLC, BW Purchaser, LLC, Brookfield BPY Holdings Inc., Brookfield BPY Retail Holdings I LLC, Brookfield BPY Retail Holdings II LLC, Brookfield Retail Holdings VII LLC, Brookfield Retail Holdings Warrants LLC, Brookfield BPY Retail Holdings III LLC, Brookfield Office Properties Inc., 1706065 Alberta ULC, Brookfield Holding Limited Liability Company, BP US REIT LLC, BOP (US) LLC, Brookfield Properties Subco LLC, Brookfield BPY Retail Holdings II Subco LLC, Brookfield Property Group LLC, BPY Canada Subholdings 1 ULC, Brookfield Property Split Corp., BPG Holdings Group Inc., BPG Holdings Group (US) Holdings Inc., BPY Retail V LLC, Brookfield Properties Investor LLC, Brookfield BFP Holdings LLC, BPR Holding REIT I LLC, BPGH Sub Inc., BPR FIN II LLC, Brookfield Retail Holdings VII Sub 3 LLC and BPR FIN I Subco LLC.

SCHEDULE LXXXV

BPGH Sub Inc.

| <b>Name and Position of<br/>Officer or Director</b>                 | <b>Principal Business<br/>Address</b>  | <b>Principal Occupation or<br/>Employment</b>         | <b>Citizenship</b> |
|---|--|---|--------------------|
| Sujoy Gupta, Director and Vice<br>President                         | Brookfield Place<br>181 Bay Street, Suite 300<br>Toronto, ON M5J 2T3               | Vice President, Finance                               | Canada             |
| Murray Goldfarb, Director and<br>Senior Vice President, Legal       | Brookfield Place<br>250 Vesey Street, 15 <sup>th</sup> Floor<br>New York, NY 10281 | Managing Partner                                      | USA                |
| David D. Arthur, Director and Head<br>of North American Investments | Brookfield Place<br>181 Bay Street, Suite 300<br>Toronto, ON M5J 2T3               | Managing Partner, President,<br>Strategic Initiatives | Canada             |

SCHEDULE LXXXVI

## BPR FIN II LLC

| <b>Name and Position of Officer<br/>or Director</b> | <b>Principal Business Address</b>   | <b>Principal Occupation or<br/>Employment</b> | <b>Citizenship</b> |
|---|---|---|--------------------|
| Sara Beugelmans, Senior Vice<br>President           | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | USA                |
| Michelle L. Campbell, Senior Vice<br>President      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | Canada             |
| Danielle Brody, Vice President                      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Lawrence Sava, Vice President                       | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Allen Yi, Vice President                            | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Vice President                                | Canada             |
| Valerie Tso, Assistant Corporate<br>Secretary       | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Assistant Corporate Secretary                 | Canada             |

SCHEDULE LXXXVII

## BPR FIN I Subco LLC

| <b>Name and Position of Officer<br/>or Director</b> | <b>Principal Business Address</b>   | <b>Principal Occupation or<br/>Employment</b> | <b>Citizenship</b> |
|---|---|---|--------------------|
| Sara Beugelmans, Senior Vice<br>President           | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | USA                |
| Michelle L. Campbell, Senior Vice<br>President      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | Canada             |
| Danielle Brody, Vice President                      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Lawrence Sava, Vice President                       | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Allen Yi, Vice President                            | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Vice President                                | Canada             |
| Valerie Tso, Assistant Corporate<br>Secretary       | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Assistant Corporate Secretary                 | Canada             |



SCHEDULE LXXXVIII

## Brookfield Retail Holdings VII Sub 3 LLC

| <b>Name and Position of Officer<br/>or Director</b> | <b>Principal Business Address</b>   | <b>Principal Occupation or<br/>Employment</b> | <b>Citizenship</b> |
|---|---|---|--------------------|
| Sara Beugelmans, Senior Vice<br>President           | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | USA                |
| Michelle L. Campbell, Senior Vice<br>President      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Senior Vice President                         | Canada             |
| Danielle Brody, Vice President                      | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Lawrence Sava, Vice President                       | Brookfield Place<br>250 Vesey Street, 15th Floor<br>New York, NY 10281              | Vice President                                | USA                |
| Allen Yi, Vice President                            | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Vice President                                | Canada             |
| Valerie Tso, Assistant Corporate<br>Secretary       | 181 Bay Street, Suite 330<br>Brookfield Place<br>Toronto, Ontario M5J 2T3<br>Canada | Assistant Corporate Secretary                 | Canada             |