

BROOKFIELD HOMES CORP

Form SC 13D

August 31, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_)\*

**Brookfield Homes Corporation**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of class of securities)

**112723 10 1**

(CUSIP number)

**Alan V. Dean**

**Brookfield Place**

**181 Bay Street, Suite 300**

**Toronto, Ontario M5J 2T3**

**(416) 363-9491**

(Name, address and telephone number of person authorized  
to receive notices and communications)

**August 24, 2007**

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the 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.)

(Continued on following pages)

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**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BROOKFIELD ASSET MANAGEMENT INC.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)  Joint Filing

**3** SEC USE ONLY

**4** SOURCE OF FUNDS\*

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO

**7** SOLE VOTING POWER

NUMBER OF 14,739,466 SHARES OF COMMON STOCK

**8** SHARES BENEFICIALLY OWNED BY EACH

SHARED VOTING POWER

0

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

14,739,466 SHARES OF COMMON STOCK

WITH

SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,739,466 SHARES OF COMMON STOCK

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.3% OF THE OUTSTANDING SHARES OF COMMON STOCK

14

TYPE OF REPORTING PERSON\*

CO

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**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PARTNERS LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)  Joint Filing

**3** SEC USE ONLY

**4** SOURCE OF FUNDS\*

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO

**7** SOLE VOTING POWER

NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

14,739,466 SHARES OF COMMON STOCK

**9** EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

14,739,466 SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

14,739,466 SHARES OF COMMON STOCK

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

55.3% OF THE OUTSTANDING SHARES OF COMMON STOCK

TYPE OF REPORTING PERSON\*

14

CO

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**Item 1. Security and Issuer.**

The title and class of equity security to which this statement on Schedule 13D relates is the shares of common stock, par value \$0.01 per share (the Common Shares ), of Brookfield Homes Corporation ( Brookfield Homes ), a Delaware corporation. The principal executive offices of Brookfield Homes are located at 8500 Executive Park Avenue, Suite 300, Fairfax, Virginia 22031.

**Item 2. Identity and Background**

- (a) This Schedule 13D is being filed by each of the following persons (the Reporting Persons ):
- (i) Brookfield Asset Management Inc. ( Brookfield ), a corporation formed under the laws of the Province of Ontario; and
  - (ii) Partners Limited ( Partners ), a corporation formed under the laws of the Province of Ontario that owns all of Brookfield's Class B Limited Voting Shares and approximately 10% of Brookfield's Class A Limited Voting Shares directly or indirectly on a fully diluted basis.

Schedules I and II hereto set forth a list of all the directors and executive officers (the Scheduled Persons ), and their respective principal occupations and addresses, of each of Brookfield and Partners, respectively.

- (b) The principal business address of Brookfield and Partners is Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J 2T3.
  - (c) The principal business of Brookfield is to invest and operate businesses in the real estate, power generation and infrastructure sectors. The principal business of Partners is that of an investment holding company.
  - (d)-(e) During the last five years, none of the Reporting Persons and, to the Reporting Persons' knowledge, none of the Scheduled Persons, has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which, he, she or it 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) Set forth on Schedules I and II hereto are the citizenships of each of the directors and executive officers of each of Brookfield and Partners, respectively.
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**Item 3. Source and Amount of Funds or Other Consideration.**

Brookfield, either directly or through one or more wholly-owned subsidiaries, has purchased 598,573 Common Shares of Brookfield Homes, representing 2.2% of the issued and outstanding Common Shares during the period from August 6, 2007 to August 24, 2007 for an average daily trading price of \$19.39, as set out in the following schedule. This Schedule 13D is required to be filed as a result of such transactions. All the funds required for such purchases were taken from cash-on-hand.

Date of Transaction	Amount of Securities	Price per Share	Where and How Effected
8/6/07	90,000 shares	\$18.16	New York Stock Exchange (purchase)
8/7/07	90,000 shares	\$19.44	New York Stock Exchange (purchase)
8/8/07	12,900 shares	\$20.79	New York Stock Exchange (purchase)
8/9/07	2,445 shares	\$19.82	New York Stock Exchange (purchase)
8/13/07	58,728 shares	\$19.79	New York Stock Exchange (purchase)
8/14/07	100,000 shares	\$19.59	New York Stock Exchange (purchase)
8/15/07	100,000 shares	\$19.14	New York Stock Exchange (purchase)
8/20/07	64,500 shares	\$19.93	New York Stock Exchange (purchase)
8/21/07	3,400 shares	\$19.95	New York Stock Exchange (purchase)
8/22/07	6,600 shares	\$19.98	New York Stock Exchange (purchase)
8/24/07	70,000 shares	\$19.82	New York Stock Exchange (purchase)
Total purchases in period	598,573 shares	\$19.39	

See also Item 4.

**Item 4. Purpose of Transaction.**



Brookfield from time to time purchases the publicly traded shares of its subsidiaries when these are available on the market at an attractive price relative to their value. For this reason, Brookfield has been acquiring Common Shares of Brookfield Homes on a regular basis since August 6, 2007 and may continue to do so while current market conditions continue. Brookfield may also cease buying securities at any time. Any additional purchases of securities may be in the open market or privately negotiated transactions or otherwise. Brookfield reserves the right to take actions to influence the management of Brookfield Homes should it deem such actions appropriate.

Other than as described or contemplated above, none of the Reporting Persons and, to the Reporting Persons knowledge, the Scheduled Persons, has any current plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of Brookfield Homes, or the disposition of securities of Brookfield Homes;
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- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Brookfield Homes or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of Brookfield Homes or any of its subsidiaries;
- (d) any change in the present board of directors or management of Brookfield Homes, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of Brookfield Homes
- (f) any other material change in Brookfield Homes' business or corporate structure;
- (g) changes in Brookfield Homes' charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Brookfield Homes by any person;
- (h) causing a class of securities of Brookfield Homes to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of Brookfield Homes becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of those enumerated above.

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

- (a)-(b) As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 14,739,466 Common Shares. Such Common Shares constitute approximately 55.3% of the issued and outstanding Common Shares based on the number of Common Shares outstanding as of August 24, 2007. Brookfield may be deemed to have the sole power to vote or direct the vote of the Common Shares beneficially owned by it with respect to those matters described above or to dispose of such Common Shares. Brookfield may hold the Common Shares directly or in one or more wholly-owned subsidiaries. Partners may be deemed to have shared power (with Brookfield) to vote or direct the vote of the Common Shares beneficially owned by it with respect to those matters described above or to dispose of such Common Shares.
  - (c) No person is known to any of the Reporting Persons or, to the Reporting Persons' knowledge, the Scheduled Persons, to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any such Common Shares.
  - (d) Not applicable.
  - (e) Not applicable.
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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Partners is the major shareholder of Brookfield.

The information set forth in Item 4 hereto is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 1 Joint Filing Agreement, dated as of August 31, 2007, between Brookfield Asset Management Inc. and Partners Limited.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: August 31, 2007

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Alan V. Dean

Name: Alan V. Dean

Title: Senior Vice-President and Secretary

PARTNERS LIMITED

By: /s/ Loretta M. Corso

Name: Loretta M. Corso

Title: Secretary

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**SCHEDULE I****BROOKFIELD ASSET MANAGEMENT INC.**

Jack L. Cockwell

**Citizenship:** Canada  
**Business Address:** 51 Yonge Street, Suite 400, Toronto, Ontario, M5E 1J1  
**Present Principal Occupation or Employment:** Group Chairman  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

Marcel R. Coutu

**Citizenship:** Canada  
**Business Address:** 2500 First Canadian Centre, 350 7th Ave. S.W., Calgary, Alberta T2P 3N9  
**Present Principal Occupation or Employment:** President & Chief Executive Officer  
**Employer:** Canadian Oil Sands Limited  
**Employer s Business:** An oil company  
**Employer s Address:** Same as Business Address

William A. Dimma

**Citizenship:** Canadian  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Chairman and director  
**Employer:** Home Capital Group Inc.  
**Employer s Business:** Real estate  
**Employer s Address:** Same as Business Address

Sen. J. Trevor Eyton

**Citizenship:** Canada  
**Business Address:** 44 Victoria Street, Suite #300, Toronto, Ontario M5C 1Y2  
**Present Principal Occupation or Employment:** Member of the Senate of Canada  
**Employer:** The Senate of Canada  
**Employer s Business:** Government  
**Employer s Address:** Room 561-S, Centre Block, Parliament Buildings, 11 Wellington Street, Ottawa, Ontario K1A 0A4

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J. Bruce Flatt

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Chief Executive Officer  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

James K. Gray

**Citizenship:** Canada  
**Business Address:** 335 Eighth Ave. S.W., Royal Bank Building, Suite 1700, Calgary, Alberta T2P 1C9  
**Present Principal Occupation or Employment:** Corporate Director  
**Employer:** N/A  
**Employer s Business:** N/A  
**Employer s Address:** N/A

Robert J. Harding

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Chairman  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

David W. Kerr

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Corporate Director  
**Employer:** N/A  
**Employer s Business:** N/A  
**Employer s Address:** N/A

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Lance Liebman

**Citizenship:** United States of America  
**Business Address:** 435 West 116<sup>th</sup> Street, New York, New York 10027-7297  
**Present Principal Occupation or Employment:** Professor of law  
**Employer:** Columbia Law School  
**Employer s Business:** Education  
**Employer s Address:** Same as Business Address

Philip B. Lind

**Citizenship:** Canada  
**Business Address:** 333 Bloor Street E., 10<sup>th</sup> Floor, Toronto, Ontario M4W 1G9  
**Present Principal Occupation or Employment:** Vice-Chairman  
**Employer:** Rogers Communications Inc.  
**Employer s Business:** Diversified communications company  
**Employer s Address:** Same as Business Address

Roy MacLaren

**Citizenship:** Canada  
**Business Address:** 425 Russell Hill Road, Toronto, Ontario M5P 2S4  
**Present Principal Occupation or Employment:** Corporate Director  
**Employer:** N/A  
**Employer s Business:** N/A  
**Employer s Address:** N/A

G. Wallace F. McCain

**Citizenship:** Canada  
**Business Address:** 30 St. Clair Ave. W., #1500, Toronto, Ontario M4V 3A2  
**Present Principal Occupation or Employment:** Chairman  
**Employer:** Maple Leaf Foods Inc.  
**Employer s Business:** Processed Food Manufacturer  
**Employer s Address:** Same as Business Address

Jack M. Mintz

**Citizenship:** Canada  
**Business Address:** 105 St. George St., #529, Toronto, Ontario M5E 3E6  
**Present Principal Occupation or** Professor

**Employment:**

**Employer:** Joseph L. Rotman School of Management  
**Employer's Business:** Business Economics  
**Employer's Address:** Same as Business Address

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George S. Taylor

**Citizenship:** Canada  
**Business Address:** R.R. #3, 4675 Line 3, Saint Marys, Ontario N4X 1C6  
**Present Principal  
Occupation or  
Employment:** Corporate Director  
**Employer:** N/A  
**Employer s Business:** N/A  
**Employer s Address:** N/A

Brian D. Lawson

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal  
Occupation or  
Employment:** Chief Financial Officer  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

Jeffrey M. Blidner

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal  
Occupation or  
Employment:** Managing Partner  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

Frank J. McKenna

**Citizenship:** Canada  
**Business Address:** P.O. Box 1, TD Centre, 66 Wellington St. W., 4th Floor, TD Tower, Toronto, Ontario M5K 1A2  
**Present Principal  
Occupation or  
Employment:** Deputy Chair  
**Employer:** TD Bank Financial Group  
**Employer s Business:** Financial services company  
**Employer s Address:** Same as Business Address



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George E. Myhal

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Managing Partner  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

James A. Pattison

**Citizenship:** Canada  
**Business Address:** 1800 1067 West Cordova St., Vancouver, B.C. V6C 1C7  
**Present Principal Occupation or Employment:** Chairman  
**Employer:** The Jim Pattison Group  
**Employer s Business:** A diversified consumer products company  
**Employer s Address:** Same as Business Address

Samuel J.B. Pollock

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Managing Partner  
**Employer:** Brookfield Asset Management Inc.  
**Employer s Business:** A global asset management company  
**Employer s Address:** Same as Business Address

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**SCHEDULE II**  
**PARTNERS LIMITED**

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Gordon E. Arnell

**Citizenship:** Canada  
**Business Address:** Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3  
**Present Principal Occupation or Employment:** Chairman  
**Employer:** Brookfield Properties Corporation  
**Employer's Business:** A real estate company  
**Employer's Address:** Same as Business Address

Jack L. Cockwell see Schedule I

Robert J. Harding see Schedule I

David W. Kerr see Schedule I

Edward C. Kress

**Citizenship:** Canada  
**Business Address:** 51 Yonge Street, Suite 400, Toronto, Ontario, M5E 1J1  
**Present Principal Occupation or Employment:** Group Chairman  
**Employer:** Brookfield Power Corp.  
**Employer's Business:** A power generation company  
**Employer's Address:** Same as Business Address

Timothy E. Price

**Citizenship:** Canada  
**Business Address:** 51 Yonge Street, Suite 400, Toronto, Ontario, M5E 1J1  
**Present Principal Occupation or Employment:** Group Chairman, Funds Management  
**Employer:** Brookfield Asset Management Inc.  
**Employer's Business:** A global asset management company  
**Employer's Address:** Same as Business Address

JOINT FILING AGREEMENT

We, the signatories of the Statement on Schedule 13D to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

Dated: August 31, 2007

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Alan V. Dean  
Name: Alan V. Dean  
Title: Senior Vice President and Secretary

PARTNERS LIMITED

By: /s/ Loretta M. Corso  
Name: Loretta M. Corso  
Title: Secretary