

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

BROOKFIELD ASSET MANAGEMENT INC.  
Form 13F-HR  
November 14, 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, 2012

Check here if Amendment ; Amendment Number: -----

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: 416-417-7272

Signature, Place, and Date of Signing:

|                 |             |            |
|-----------------|-------------|------------|
| /s/ A.J. Silber | Toronto, CA | 11/14/2012 |
| -----           | -----       | -----      |
| [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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
 -----  
 Form 13F Information Table Entry Total: 161  
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 Form 13F Information Table Value Total: 8799347  
 -----  
 (thousands)

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) | 028-14362       | Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP |

Brookfield Asset Management Inc.  
 FORM 13F  
 As of September 30, 2012

| Name of Issuer                 | Title of class   | CUSIP     | Value (x\$1000) | Shares/ Prn Amt | Sh/ Put/ Prn Call | Invstmt Dscretn M |
|--------------------------------|------------------|-----------|-----------------|-----------------|-------------------|-------------------|
| -----                          | -----            | -----     | -----           | -----           | -----             | -----             |
| 7 Days Group Holdings Ltd      | ADR              | 81783J101 | 3000            | 258135 SH       |                   | Defined           |
| Access Midstream Partners LP U | UNIT             | 00434L109 | 13654           | 412134 SH       |                   | Defined           |
| AK STEEL HOLDING CORP          | COM              | 001547108 | 1440            | 300000 SH       |                   | Defined           |
| ALTRIA GROUP INC.              | COM              | 02209S103 | 304             | 9100 SH         |                   | Defined           |
| American Tower Corp            | COM              | 03027X100 | 54736           | 766715 SH       |                   | Defined           |
| American Water Works Co Inc    | COM              | 030420103 | 14820           | 399900 SH       |                   | Defined           |
| AT&T                           | COM              | 00206R102 | 645             | 17100 SH        |                   | Defined           |
| AV Homes Inc                   | COM              | 00234P102 | 7632            | 514311 SH       |                   | Defined           |
| B&G FOODS INC                  | COM              | 05508R106 | 606             | 20000 SH        |                   | Defined           |
| BANK MONTREAL QUE              | COM              | 636711101 | 207             | 3500 SH         |                   | Defined           |
| BANK NOVA SCOTIA HALIFAX       | COM              | 064149107 | 192             | 3500 SH         |                   | Defined           |
| BANK OF AMERICA CORP           | COM              | 060505104 | 49479           | 5603500 SH      |                   | Defined           |
| BANK OF AMERICA CORP           | *W EXP 10/28/201 | 060505153 | 320             | 450000 SH       |                   | Defined           |
| Beazer Homes USA Inc           | COM              | 07556Q105 | 15305           | 4311327 SH      |                   | Defined           |
| Blackstone Group LP            | COM UNIT LTD     | 09253U108 | 8729            | 611300 SH       |                   | Defined           |
| Boardwalk Pipeline Partners LP | UT LTD PARTNER   | 096627104 | 5281            | 189300 SH       |                   | Defined           |
| Brandywine Realty Trust        | SH BEN INT NEW   | 105368203 | 17070           | 1400294 SH      |                   | Defined           |

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|                                 |                  |           |         |           |    |         |
|---------------------------------|------------------|-----------|---------|-----------|----|---------|
| BRE Properties Inc              | CL A             | 05564E106 | 23084   | 492300    | SH | Defined |
| BREITBURN ENERGY PARTNERS LP    | COM UT LTD PTN   | 106776107 | 254     | 13075     | SH | Defined |
| Brookdale Senior Living Inc     | COM              | 112463104 | 51441   | 2215395   | SH | Defined |
| BROOKDALE SR LIVING INC         | COM              | 112463104 | 1440    | 62000     | SH | Defined |
| Brookfield Canada Office Prope  | TR UNIT          | 112823109 | 1010    | 34900     | SH | Defined |
| BROOKFIELD INFRASST PARTNERS    | LP INT UNIT      | 11283W104 | 1027434 | 73493112  | SH | Defined |
| BROOKFIELD INFRASST PARTNERS LP |                  |           |         |           |    |         |
| INT UNIT                        | COM              | G16252101 | 1739    | 48930     | SH | Defined |
| BROOKFIELD OFFICE PPTYS INC     | COM              | 112900105 | 4129444 | 249362561 | SH | Defined |
| Brookfield Residential Propert  | COM              | 11283W104 | 872     | 62345     | SH | Defined |
| Camden Property Trust           | SH BEN INT       | 133131102 | 35858   | 556020    | SH | Defined |
| CANADIAN NAT RES LTD            | COM              | 136385101 | 185     | 6000      | SH | Defined |
| CDN IMPERIAL BK OF COMMERCE     | COM              | 136069101 | 180     | 2300      | SH | Defined |
| CenterPoint Energy Inc          | COM              | 15189T107 | 22299   | 1046905   | SH | Defined |
| CENTURYLINK INC                 | COM              | 156700106 | 384     | 9500      | SH | Defined |
| Cheniere Energy, Inc.           | COM NEW          | 16411R208 | 4702    | 302783    | SH | Defined |
| CITIGROUP INC                   | COM NEW          | 172967424 | 40931   | 1250950   | SH | Defined |
| CLIFFS NATURAL RESOURCES        | COM              | 18683K101 | 254     | 6500      | SH | Defined |
| CommonWealth REIT               | COM              | 203233101 | 5384    | 369800    | SH | Defined |
| Commonwealth REIT               | 6.50% PFD CUM CO | 203233408 | 3518    | 149700    | SH | Defined |
| Consolidated Edison Inc         | COM              | 209115104 | 15998   | 267131    | SH | Defined |
|                                 |                  |           |         |           |    |         |
| Consolidated-Tomoka Land Co     | COM              | 210226106 | 814     | 24738     | SH | Defined |
| Corporate Office Properties Tr  | SH BEN INT NEW   | 22002T108 | 21200   | 884445    | SH | Defined |
| Crown Castle International Cor  | COM              | 228227104 | 37142   | 579446    | SH | Defined |
| DDR Corp                        | COM              | 23317H102 | 43619   | 2839811   | SH | Defined |
| DIANA SHIPPING INC              | COM              | Y2066G104 | 323     | 50000     | SH | Defined |
| Douglas Emmett Inc              | COM              | 25960P109 | 15284   | 662500    | SH | Defined |
| DuPont Fabros Technology Inc    | COM              | 26613Q106 | 24481   | 969534    | SH | Defined |
| E-House China Holdings Ltd      | ADR              | 26852W103 | 5965    | 1393800   | SH | Defined |
| Emeritus Corp                   | COM              | 291005106 | 4919    | 234902    | SH | Defined |
| Enbridge Energy Management LLC  | SHS UNITS LLI    | 29250X103 | 3233    | 102102    | SH | Defined |
| Enbridge Energy Partners LP     | COM              | 29250R106 | 6165    | 209400    | SH | Defined |
| Enbridge Inc                    | COM              | 29250N105 | 48419   | 1240381   | SH | Defined |
| Energen Corp                    | COM              | 29265N108 | 587     | 11200     | SH | Defined |
| Energy Transfer Equity LP       | COM UT LYD PTN   | 29273V100 | 13643   | 301841    | SH | Defined |
| Enterprise Prods Partners LP    | COM              | 293792107 | 16297   | 304041    | SH | Defined |
| Entertainment Properties Trust  | COM SH BEN INT   | 29380T105 | 10543   | 237300    | SH | Defined |
| Entertainment Properties Trust  | PFD C CONV 5.75% | 29380T402 | 7635    | 365300    | SH | Defined |
| Entertainment Properties Trust  | CONV PFD 9% SR E | 29380T600 | 7820    | 266898    | SH | Defined |
| EQT Midstream Partners LP       | UNIT LTD PARTN   | 26885B100 | 8836    | 306800    | SH | Defined |
| Equity Lifestyle Properties In  | COM              | 29472R108 | 13243   | 194400    | SH | Defined |
| EV Energy Partners LP           | COM UNITS        | 26926V107 | 844     | 13593     | SH | Defined |
| Exterran Partners LP            | COM UNITS        | 30225N105 | 6981    | 323800    | SH | Defined |
| First Industrial Realty Trust   | COM              | 32054K103 | 6200    | 471830    | SH | Defined |
| FRONTIER COMMUNICATIONS CORP    | COM              | 35906A108 | 471     | 96075     | SH | Defined |
| GENERAL ELECTRIC COMPANY        | COM              | 369604103 | 343     | 15100     | SH | Defined |
| GENERAL GROWTH PPTYS INC NEW    | COM              | 370023103 | 6967271 | 357662764 | SH | Defined |
| GENERAL MOTORS CO               | COM              | 37045V100 | 16029   | 704564    | SH | Defined |
| GENERAL MOTORS CO               | *W EXP 07/10/201 | 37045V118 | 599     | 43447     | SH | Defined |
| GENERAL MOTORS CO               | *W EXP 07/10/201 | 37045V126 | 359     | 43447     | SH | Defined |
| GENERAL MTRS CO                 | *W EXP 07/10/201 | 37045V126 | 496     | 60000     | SH | Defined |
| Gramercy Capital Corp/New York  | COM              | 384871109 | 1400    | 465148    | SH | Defined |
| Health Care REIT Inc            | COM              | 42217K106 | 41035   | 710567    | SH | Defined |
| Hi-Crush Partners LP            | COM UNIT LTD     | 428337109 | 5242    | 238400    | SH | Defined |
| Highwoods Properties Inc        | COM              | 431284108 | 2985    | 91500     | SH | Defined |

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|                                |                  |           |        |         |    |         |
|--------------------------------|------------------|-----------|--------|---------|----|---------|
| HOWARD HUGHES CORP             | COM              | 44267D107 | 172269 | 2424618 | SH | Defined |
| Hudson Pacific Properties Inc  | COM              | 444097109 | 5190   | 280535  | SH | Defined |
| HUNTSMAN CORP                  | COM              | 447011107 | 2157   | 144871  | SH | Defined |
| Inergy LP                      | UNIT LTD PTNR    | 456615103 | 14736  | 774357  | SH | Defined |
| Iron Mountain Inc              | COM              | 462846106 | 31020  | 909400  | SH | Defined |
| IRSA Inversiones y Representac | GLOBL DEP RCPT   | 450047204 | 477    | 68300   | SH | Defined |
| iShares Inc                    | MSCI France      | 464286707 | 229    | 10900   | SH | Defined |
| ISHARES TR                     | S&P 500 INDEX    | 464287200 | 2254   | 15607   | SH | Defined |
| ISHARES TR                     | MSCI EMERG MKT   | 464287234 | 861    | 20825   | SH | Defined |
| ISHARES TR                     | S&P500 GRW       | 464287309 | 939    | 12059   | SH | Defined |
| ISHARES TR                     | S&P 500 VALUE    | 464287408 | 599    | 9103    | SH | Defined |
| ISHARES TR                     | MSCI EAFE INDEX  | 464287465 | 1253   | 23640   | SH | Defined |
| ISHARES TR                     | S&P MIDCAP 400   | 464287507 | 2707   | 27433   | SH | Defined |
| ISHARES TR                     | RUSSELL 1000     | 464287622 | 1477   | 18582   | SH | Defined |
| ISHARES TR                     | S&P SMLCP VALU   | 464287879 | 1514   | 19167   | SH | Defined |
| ISHARES TR                     | S&P SMLCP GROW   | 464287887 | 1605   | 19199   | SH | Defined |
| ISHARES TR                     | MSCI VAL IDX     | 464288877 | 213    | 4699    | SH | Defined |
| ISHARES TR                     | MSCI GRW IDX     | 464288885 | 228    | 4037    | SH | Defined |
| iStar Financial Inc            | COM              | 45031U101 | 8929   | 1078400 | SH | Defined |
| JP MORGAN CHASE & CO           | COM              | 46625H100 | 29571  | 730500  | SH | Defined |
| JPMORGAN CHASE & CO            | *W EXP 10/28/201 | 46634E114 | 1029   | 100000  | SH | Defined |
| JUST ENERGY GROUP INC          | COM              | 48213W101 | 364    | 33368   | SH | Defined |
| KB Home                        | COM              | 48666K109 | 7801   | 543600  | SH | Defined |
| Keyera Corp                    | COM              | 493271100 | 15000  | 309733  | SH | Defined |
| Kilroy Realty Corp             | COM              | 49427F108 | 35273  | 787700  | SH | Defined |
| Kinder Morgan Inc              | COM              | 49456B101 | 52468  | 1477132 | SH | Defined |
| Kinder Morgan Inc              | *W EXP 05/25/201 | 49456B119 | 158    | 45376   | SH | Defined |
| Kinder Morgan Management LLC   | SHS              | 49455U100 | 10156  | 132934  | SH | Defined |
| LAS VEGAS SANDS CORP           | COM              | 517834107 | 176    | 3800    | SH | Defined |
| LEAR CORP                      | COM NEW          | 521865204 | 819    | 21660   | SH | Defined |
| Lennar Corp                    | CL A             | 526057104 | 2775   | 79800   | SH | Defined |
| Liberty Property Trust         | SH BEN INT       | 531172104 | 35771  | 987069  | SH | Defined |
| LOWES COS INC                  | COM              | 548661107 | 1255   | 41500   | SH | Defined |
| Macerich Co/The                | COM              | 554382101 | 916    | 16000   | SH | Defined |
| Magellan Midstream Partners LP | COM UNIT RP LP   | 559080106 | 6078   | 69500   | SH | Defined |
| Marathon Petroleum Corporation | COM              | 56585A102 | 1032   | 18900   | SH | Defined |
| Markwest Energy Partners LP    | UNIT LTD PARTN   | 570759100 | 11006  | 202244  | SH | Defined |
| MCDONALDS CORP                 | COM              | 580135101 | 321    | 3500    | SH | Defined |
| MGM Resorts International      | COM              | 552953101 | 5378   | 500300  | SH | Defined |
| Mid-America Apartment Communit | COM              | 59522J103 | 11410  | 174700  | SH | Defined |
| MITEL NETWORKS CORP            | COM              | 60671Q104 | 251    | 93000   | SH | Defined |
| National Grid PLC              | SPON ADR NEW     | 636274300 | 8581   | 155000  | SH | Defined |
| NISKA GAS STORAGE PARTNERS LLC | UNIT LTD LIABI   | 654678101 | 157    | 12500   | SH | Defined |
| NiSource Inc                   | COM              | 65473P105 | 17817  | 699258  | SH | Defined |
| NORTH AMERICAN ENERGY PARTNERS | COM              | 656844107 | 2032   | 705698  | SH | Defined |
| Northeast Utilities            | COM              | 664397106 | 17399  | 455116  | SH | Defined |
| NorthWestern Corp              | COM NEW          | 668074305 | 4992   | 137800  | SH | Defined |
| Oneok Inc                      | COM              | 682680103 | 28724  | 594583  | SH | Defined |
| PAA Natural Gas Storage LP     | COM UNIT LTD     | 693139107 | 3532   | 177500  | SH | Defined |
| Pembina Pipeline Corp          | COM              | 706327103 | 21834  | 777732  | SH | Defined |
| Pennsylvania Real Estate Inves | SH BEN INT       | 709102107 | 13874  | 874785  | SH | Defined |
| PFIZER INC                     | COM              | 717081103 | 328    | 13200   | SH | Defined |
| PG & E Corporation             | COM              | 69331C108 | 37972  | 889900  | SH | Defined |
| Plains All American Pipeline L | UNIT LTD PARTN   | 726503105 | 11369  | 128899  | SH | Defined |
| ProLogis                       | COM              | 74340W103 | 27789  | 793300  | SH | Defined |

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|                               |                 |           |        |          |    |         |
|-------------------------------|-----------------|-----------|--------|----------|----|---------|
| Public Storage                | COM             | 74460D109 | 75681  | 543802   | SH | Defined |
| QEP Resources Inc.            | COM             | 74733V100 | 731    | 23100    | SH | Defined |
| Ramco-Gershenson PPTYS TR     | PERP PFD-D CV   | 751452608 | 2081   | 40700    | SH | Defined |
| Rayonier Inc                  | COM             | 754907103 | 38842  | 792531   | SH | Defined |
| ROUSE PPTYS INC               | COM             | 779287101 | 381432 | 26580603 | SH | Defined |
|                               |                 |           |        |          |    |         |
| ROYAL BK CDA MONTREAL QUE     | COM             | 780087102 | 827    | 14400    | SH | Defined |
| SBA Communications Corp       | COM             | 78388J106 | 22172  | 352500   | SH | Defined |
| Sempra Energy                 | COM             | 816851109 | 31026  | 481093   | SH | Defined |
| Simon Property Group Inc      | COM             | 828806109 | 85244  | 561519   | SH | Defined |
| SL Green Realty Corp          | COM             | 78440X101 | 33906  | 423451   | SH | Defined |
| Southwest Gas Corp            | COM             | 844895102 | 14743  | 333549   | SH | Defined |
| Sovran Self Storage Inc       | COM             | 84610H108 | 17390  | 300600   | SH | Defined |
| SPDR S&P 500 ETF TR           | TR UNIT         | 78462F103 | 2484   | 17252    | SH | Defined |
| SPDR S&P MIDCAP 400 ETF TRUST | TR UNIT         | 78467Y107 | 2814   | 15640    | SH | Defined |
| Spectra Energy Corp           | COM             | 847560109 | 38652  | 1316485  | SH | Defined |
| Suburban Propane Partners LP  | UNIT LTD PARTN  | 864482104 | 827    | 19992    | SH | Defined |
| SUN LIFE FINANCIAL INC        | COM             | 866796105 | 4361   | 191100   | SH | Defined |
| Sunoco Logistics Partners LP  | COM UNITS       | 86764L108 | 14685  | 314787   | SH | Defined |
| Sunstone Hotel INVS INC NEW   | CV 8% CUM PFD-D | 867892507 | 209    | 8100     | SH | Defined |
| Targa Resources Partners LP   | COM UNIT        | 87611X105 | 2556   | 59600    | SH | Defined |
| TECK COMINCO LIMITED          | CL B            | 878742204 | 2144   | 72800    | SH | Defined |
| TECUMSEH PRODS CO             | CL B            | 878895101 | 2800   | 500000   | SH | Defined |
| The Williams Companies, Inc.  | COM             | 969457100 | 36204  | 1035300  | SH | Defined |
| Toll Brothers Inc             | COM             | 889478103 | 6064   | 182500   | SH | Defined |
| TORONTO DOMINION BK ONT       | COM NEW         | 891160509 | 358    | 4300     | SH | Defined |
| TransCanada Corp              | COM             | 89353D107 | 60086  | 1321080  | SH | Defined |
| TRW AUTOMOTIVE HOLDINGS CORP  | COM             | 87264S106 | 4655   | 106500   | SH | Defined |
| Ventas Inc                    | COM             | 92276F100 | 15763  | 253213   | SH | Defined |
| VERIZON COMMUNICATIONS INC    | COM             | 92343V104 | 342    | 7500     | SH | Defined |
| WAUSAU PAPER CORP             | COM             | 943315101 | 7173   | 774634   | SH | Defined |
| Weyerhaeuser Co               | COM             | 962166104 | 21006  | 803600   | SH | Defined |
| WGL Holdings Inc              | COM             | 92924F106 | 6074   | 150911   | SH | Defined |
| Williams Partners LP          | COM UNIT L P    | 96950F104 | 2118   | 38742    | SH | Defined |
| WINDSTREAM CORP               | COM             | 97381W104 | 555    | 54900    | SH | Defined |
| WYNN RESORTS LTD              | COM             | 983134107 | 5853   | 50700    | SH | Defined |