

Rouse Properties, Inc.
Form SC 13D/A
March 13, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 9)

Rouse Properties, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

779287101

(CUSIP Number)

Joseph S. Freedman

Brookfield Asset Management, Inc.

Brookfield Place, Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario M5J 2T3

Telephone: (416) 956-5182

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

Copy to:

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787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8000

March 11, 2014

(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.

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* 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).

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
19,387,625*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

19,387,625*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,625*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.6%*
TYPE OF REPORTING PERSON

14

CO

* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Partners Limited

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
19,387,625*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

19,387,625*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,625*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.6%*
TYPE OF REPORTING PERSON

14

CO

* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Holdings Canada Inc.

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH **0**
SHARED VOTING POWER

8
3,226,388*
SOLE DISPOSITIVE POWER

9
0
10 SHARED DISPOSITIVE POWER

11 **3,226,388***
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

12 **3,226,388***
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 **0**
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14 **5.6%***
TYPE OF REPORTING PERSON

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Asset Management Private
Institutional Capital Adviser US, LLC

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

2
(a)

(b)
SEC USE ONLY

3
SOURCE OF FUNDS

4
AF
**CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)**

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6
Delaware
**NUMBER OF 7 SOLE VOTING POWER
SHARES**

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

**0
SHARED VOTING POWER**

8

**3,226,388*
SOLE DISPOSITIVE POWER**

9

**0
10 SHARED DISPOSITIVE POWER**

**3,226,388*
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

**3,226,388*
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**

12

**0
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)**

13

**5.6%*
TYPE OF REPORTING PERSON**

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Holdings Inc.

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
3,226,388*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

3,226,388*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*
TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Corporation

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
3,226,388*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

3,226,388*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*
TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings VII LLC

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8
 2,946,661*
SOLE DISPOSITIVE POWER
9
 0
10 SHARED DISPOSITIVE POWER

2,946,661*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,946,661*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.1%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings II Sub II LLC

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
 8
 10,060*
SOLE DISPOSITIVE POWER
 9
 0
10 SHARED DISPOSITIVE POWER

11 10,060*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

12 10,060*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

14 0.02%*
TYPE OF REPORTING PERSON

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings III Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH **0**
SHARED VOTING POWER
8
 11,539*
SOLE DISPOSITIVE POWER
9
 0
10 SHARED DISPOSITIVE POWER

11,539*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

11,539*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

10

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-A Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
151,726*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

151,726*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

151,726*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.3%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-B Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
2,653*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

2,653*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,653*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

0.01%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

12

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-C Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
51,774*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

51,774*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,774*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

0.09%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

13

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-D Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8
 51,975*
SOLE DISPOSITIVE POWER
9
 0
10 SHARED DISPOSITIVE POWER

51,975*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
11

51,975*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12

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

0.09%*
TYPE OF REPORTING PERSON
14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

New Brookfield Retail Holdings R 2 LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
14,995,702*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

14,995,702*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

14,995,702*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.0%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

15

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners Limited
**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Bermuda
**NUMBER OF SOLE VOTING POWER
SHARES
BENEFICIALLY 7
OWNED BY
EACH 0**

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

16

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners LP
**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Bermuda
**NUMBER OF SOLE VOTING POWER
SHARES
BENEFICIALLY 7
OWNED BY
EACH 0**

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

OO

* See Item 5.

17

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property L.P.
**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Bermuda
**NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH** **SOLE VOTING POWER**

0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

18

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Holdings Inc.
**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada
**NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH** **SOLE VOTING POWER**

0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

19

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 1 ULC
**CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP**

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada
**NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH** **SOLE VOTING POWER**

0

**REPORTING
PERSON
WITH**

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

20

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 3 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF 7 SOLE VOTING POWER SHARES

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

0

SHARED VOTING POWER

8

19,387,625*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

19,387,625*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

19,387,625*

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

12

0

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

13

33.6%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

21

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 4 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH **0**
SHARED VOTING POWER
8
19,387,625*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

11 **19,387,625***
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

12 **19,387,625***
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 **0**
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14 **33.6%***
TYPE OF REPORTING PERSON

CO

* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 2 ULC

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

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

6

Canada

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
19,387,625*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

19,387,625*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,625*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.6%*
TYPE OF REPORTING PERSON

14

CO

* See Item 5.

23

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
19,387,625*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

19,387,625*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,625*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.6%*
TYPE OF REPORTING PERSON

14

OO

* See Item 5.

24

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings Sub I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8
 1,165,535*
SOLE DISPOSITIVE POWER
9
 0
10 SHARED DISPOSITIVE POWER

1,165,535*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,165,535*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.0%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
18,222,090*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

18,222,090*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

18,222,090*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

31.6%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Retail III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH **0**
SHARED VOTING POWER
8
 3,226,388*
SOLE DISPOSITIVE POWER
9
 0
10 SHARED DISPOSITIVE POWER

3,226,388*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*
TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 9") amends the Schedule 13D filed on January 23, 2012 (the "Original Schedule 13D") and amended on March 12, 2012 ("Amendment No. 1"), March 20, 2012 ("Amendment No. 2"), January 3, 2013 ("Amendment No. 3"), April 16, 2013 ("Amendment No. 4"), August 9, 2013 ("Amendment No. 5"), November 5, 2013 ("Amendment No. 6"), January 8, 2014 ("Amendment No. 7"), and January 15, 2014 ("Amendment No. 8") (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 and this Amendment No. 9 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 9 relates to the common stock, par value \$0.01 per share ("Common Stock"), of Rouse Properties, Inc., a Delaware corporation (the "Company").

Item 4. Purpose of the Transaction.

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

On March 11, 2014, BRH II Sub made a pro rata distribution in-kind of 1,725,311 shares of Common Stock to Future Fund. By virtue of this distribution, Future Fund no longer beneficially owns any shares of Common Stock held by BRH II Sub, and therefore no longer may be deemed to be a member of a "group" with the Reporting Persons.

Item 5. Interest in Securities of the Issuer.

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

(a)-(b) As of the close of business on March 11, 2014, the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 57,740,516 shares of Common Stock reported by the Company as outstanding as of February 28, 2014 as reported in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 5, 2014.

Investment Vehicle	Common Stock	Beneficial Ownership
BRH VII	2,946,661	5.1%
BRH II Sub	10,060	0.02%
BRH III Sub	11,539	0.02%
BRH IV-A Sub	151,726	0.3%
BRH IV-B Sub	2,653	0.01%
BRH IV-C Sub	51,774	0.09%
BRH IV-D Sub	51,975	0.09%

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAMPIC US may be deemed to beneficially own all shares of Common Stock owned by each of the Investment Vehicles, consisting of 3,226,388 shares of Common Stock, representing 5.6% of the Common Stock. As direct and indirect controlling persons of BAMPIC US, each of BUSHI, BUSC, BHC and Brookfield may be deemed to share with BAMPIC US beneficial ownership of such shares of Common Stock.

BPY III is the controlling non-managing member of each Investment Vehicle. BPY III may be deemed to share voting and investment power with respect to the 3,226,388 shares of Common Stock owned by the Investment Vehicles, representing approximately 5.6% of the shares of the Common Stock. As direct and indirect controlling persons of BPY III, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY III beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on November 1, 2013, BRH R 2 directly held 14,995,702 shares of Common Stock, representing approximately 26.0% of the shares of Common Stock. As direct and indirect controlling persons of BRH R 2, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BRH R 2 beneficial ownership of such shares of Common Stock.

As of the close of business on November 1, 2013, BPY New SPE directly held 1,165,535 shares of Common Stock, representing 2.0% of the Common Stock. As direct and indirect controlling persons of BPY New SPE, each of BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY New SPE beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a "group" within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the "group" may be deemed to beneficially own all shares of Common Stock held by all members of the "group." Accordingly, each of the Reporting Persons may be deemed to beneficially own 19,387,625 shares of Common Stock, constituting beneficial ownership of 33.6% of the shares of the Common Stock. Each of the Investment Vehicles and other Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Investment Vehicles and Reporting Persons.

(c) Except as otherwise described in Item 4 of this Amendment No. 9, none of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock since the filing of Amendment No. 8.

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: March 13, 2014 **BROOKFIELD ASSET
MANAGEMENT INC.**

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

By: /s/ Joseph Freedman
Name: Joseph Freedman

Title: Senior Managing Partner

Dated: March 13, 2014 **PARTNERS LIMITED**

By: /s/ Derek Gorgi
Name: Derek Gorgi
Title: Assistant Secretary

Dated: March 13, 2014 **Brookfield
Asset
Management
Private**

**Institutional
Capital
Adviser US,
LLC**

By: /s/ David
J. Stalter
Name: David
J. Stalter

Title: Director

By: /s/ Mark
Srulowitz
Name:
Mark
Srulowitz
Title:
Secretary

Dated: March 13, 2014 **BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber
Name: A.J. Silber

Title: Vice President

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Vice President

Dated: March 13, 2014 **BROOKFIELD
PROPERTY
PARTNERS
LIMITED**

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

Dated: March 13, 2014 **Brookfield Property
PARTNERS L.P.**

By: Brookfield
Property Partners
Limited, its general
partner

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

**Brookfield Property
L.P.**

Dated: March 13, 2014

By: Brookfield
Property Partners LP,
its general partner

By: Brookfield
Property Partners
Limited, its general
partner

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

**BROOKFIELD BPY
HOLDINGS INC.**

Dated: March 13, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Vice President

Dated: March 13, 2014 **BPY Canada Subholdings 1 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh

Title: Director

BPY Canada Subholdings 3 ULC

Dated: March 13, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: March 13, 2014 **BPY Canada Subholdings 4 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh

Title: Director

Dated: March 13, 2014 **BPY Canada Subholdings 2 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: March 13, 2014 **BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Jane Sheere
Name: Jane Sheere

Title: Secretary

Brookfield BPY Retail Holdings II LLC

Dated: March 13, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: March 13, 2014 **BPY Retail III LLC**

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

Dated: March 13, 2014 **Brookfield Retail Holdings VII LLC**

By: /s/ Gregory N. McConnie
Name: Gregory N. McConnie
Title: Director

Dated: March 13, 2014 **NEW BROOKFIELD RETAIL
HOLDINGS R 2 LLC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: March 13, 2014 **BROOKFIELD RETAIL
HOLDINGS II SUB II
LLC**

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014 **BROOKFIELD RETAIL
HOLDINGS III SUB II
LLC**

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

**BROOKFIELD RETAIL
Dated: March 13, 2014 HOLDINGS IV-A SUB II
LLC**

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

**BROOKFIELD RETAIL
Dated: March 13, 2014 HOLDINGS IV-B SUB II
LLC**

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

**BROOKFIELD RETAIL
Dated: March 13, 2014 HOLDINGS IV-C SUB
II LLC**

Edgar Filing: Rouse Properties, Inc. - Form SC 13D/A

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

**BROOKFIELD RETAIL
HOLDINGS IV-D SUB
II LLC**

Dated: March 13, 2014

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

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014 **Brookfield US Holdings Inc.**

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

Dated: March 13, 2014 **Brookfield US Corporation**

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

Dated: March 13, 2014 **BROOKFIELD BPY RETAIL HOLDINGS SUB I LLC**

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