

BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR
May 15, 2013

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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: March 31, 2013

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 _____ 5/15/13

[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: 176

Form 13F Information Table Value Total: 10482764

(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 March 31, 2013

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dscretn	Vo Ot
Access Midstream Partners LP U	Unit	00434L109	31462	779334 SH			Defined	
AK Steel HLDG Corp	COM	001547108	993	300000 SH			Defined	
Alexander & Baldwin Inc	COM	014491104	10131	283395 SH			Defined	
Alon USA Partners LP	UT LTDPART INT	02052T109	4283	160876 SH			Defined	
Altria Group Inc	COM	02209S103	313	9100 SH			Defined	
American Tower Corp	COM	03027X100	122974	1598724 SH			Defined	
AmerisourceBergen Corp	COM	03073E105	795	15450 SH			Defined	
Amtrust Financial Services Inc	COM	032359309	336	9700 SH			Defined	
AT&T Inc	COM	00206R102	2061	55935 SH			Defined	
AV Homes Inc	COM	00234P102	14957	1122045 SH			Defined	
B&G Foods Inc	COM	05508R106	610	20000 SH			Defined	
BANK MONTREAL QUE	COM	63671101	220	3500 SH			Defined	
BANK NOVA SCOTIA HALIFAX	COM	64149107	262	4500 SH			Defined	
Bank of America Corp	COM	060505104	66424	5453500 SH			Defined	
Bank of America Corp	*W EXO 10/28/201	060505153	329	450000 SH			Defined	
Basic Energy SVCS Inc	COM	06985P100	2282	166936 SH			Defined	

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Beazer Homes USA Inc	COM NEW	07556Q881	35911	2267130	SH	Defined
Berkshire Hathaway Inc	CL B NEW	084670702	823	7900	SH	Defined
Boardwalk Pipeline Partners LP	UT LTD PARTNER	096627104	5548	189300	SH	Defined
Boston Properties Inc	COM	101121101	53158	526000	SH	Defined
BP PLC	SPONSORED ADR	055622104	4108	97000	SH	Defined
Brandywine RLTY Trust	SH BEN INT NEW	105368203	26322	1772494	SH	Defined
BRE Properties Inc	CL A	05564E106	31077	638400	SH	Defined
BreitBurn Energy Partners LP	COM UT LTD PTN	106776107	262	13075	SH	Defined
Brookdale Senior Living Inc	COM	112463104	31864	1142895	SH	Defined
Brookfield Canada Office Prope	TR UNIT	112823109	1206	43400	SH	Defined
CANADIAN NAT RES LTD	COM	136385101	193	6000	SH	Defined
CDN IMPERIAL BK OF COMMERCE	COM	136069101	180	2300	SH	Defined
Cedar Fair LP	DEPOSITRY UNIT	150185106	1492	37325	SH	Defined
CenterPoint Energy Inc	COM	15189T107	4790	199900	SH	Defined
CenturyLink Inc	COM	156700106	1686	47760	SH	Defined
Citigroup Inc	COM	172967424	57340	1296103.8	SH	Defined
Commonwealth REIT	6.50% PFD CUM CO	203233408	3582	149700	SH	Defined
COMPANHIA DE SANEAMENTO BASI	Sponsored ADR	20441A102	35578	745400	SH	Defined
Consolidated-Tomoka Land Co	COM	210226106	10963	279304	SH	Defined
CorEnergy Infrastructure Trust	COM	21870U205	3069	450000	SH	Defined
Crestwood Midstream Partners	COM UNIT REPSTG	226372100	1970	82600	SH	Defined
Crown Castle International Cor	COM	228227104	77896	1118546	SH	Defined
DDR Corp	COM	23317H102	42517	2440711	SH	Defined
DiamondRock Hospitality Co	COM	252784301	931	100000	SH	Defined
Digital RLTY Trust Inc	COM	253868103	14606	218300	SH	Defined
Discovery Communications Inc	COM SER C	25470F302	487	7000	SH	Defined
Dunkin' Brands Group Inc	COM	265504100	505	13700	SH	Defined
DuPont Fabros Technology Inc	COM	26613Q106	17660	727634	SH	Defined
Empresas ICA SAB de CV	SPONS ADR NEW	292448206	1452	109500	SH	Defined
Enbridge Energy Management LLC	SH UNITS LLI	29250X103	5452	180408	SH	Defined
Enbridge Inc	COM	29250N105	4128	88706	SH	Defined
Energy Transfer Equity LP	COM UT LTD PTN	29273V100	28821	492841	SH	Defined
Enterprise Prods Partners LP	COM	293792107	29858	495241	SH	Defined
EPR PPTYS	PFD C CNV 5.75%	26884U208	8391	365300	SH	Defined
EPR PPTYS	CONV PFD 9% SR E	26884U307	8661	266898	SH	Defined
EQT Midstream Partners LP	UNIT LTD PARTN	26885B100	13557	349400	SH	Defined
Equity Lifestyle Properties In	COM	29472R108	27187	354000	SH	Defined
Equity Residential	SH BEN INT	29476L107	95078	1726800	SH	Defined
Essex PPTY Trust Inc	COM	297178105	22090	146700	SH	Defined
EV Energy Partners LP	COM UNITS	26926V107	5507	100925	SH	Defined
Exterran Partners LP	COM UNITS	30225N105	8467	322300	SH	Defined
Family Dollar Stores Inc	COM	307000109	567	9600	SH	Defined
First Industrial RLTY Trust	COM	32054K103	8082	471830	SH	Defined
Fiserv Inc	COM	337738108	826	9400	SH	Defined
Forest City Enterprises Inc	CL A	345550107	12249	689300	SH	Defined
Frontier Communications Corp	COM	35906A108	1310	327575	SH	Defined
General Electric Co	COM	369604103	349	15100	SH	Defined
GENERAL GROWTH PPTYS INC NEW	COM	370023103	7110336	357662764	SH	Defined
General Motors Co	COM	37045V100	19406	697564	SH	Defined

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General Motors Co	*W EXP 07/10/201	37045V126	512	43447	SH	Defined
General Motors Co	*W EXP 07/10/201	37045V118	804	43447	SH	Defined
Halliburton Co	COM	406216101	5779	143000	SH	Defined
Health Care REIT Inc	1885	42217K106	367	5400	SH	Defined
Hi-Crush Partners LP	COM UNIT LTD	428337109	4461	239200	SH	Defined
Host Hotels & Resorts Inc	COM	44107P104	48222	2757100	SH	Defined
Inergy LP	UNIT LTD PTNR	456615103	29858	1461457	SH	Defined
Iron MTN Inc	COM	462846106	96048	2645235	SH	Defined
ISHARES TR	MSCI VAL IDX	464288877	234	4699	SH	Defined
ISHARES TR	MSCI GRW IDX	464288885	256	4037	SH	Defined
ISHARES TR	S&P 500 VALUE	464287408	672	9103	SH	Defined
ISHARES TR	S&P 500 GRW	464287309	993	12059	SH	Defined
ISHARES TR	RUSSELL 1000	464287622	1621	18582	SH	Defined
ISHARES TR	S&P SMLCP VALU	464287879	1724	19167	SH	Defined
ISHARES TR	S&P SMLCP GROW	464287887	1803	19199	SH	Defined
ISHARES TR	CORE S&P500 ETF	464287200	2456	15607	SH	Defined
ISHARES TR	CORE S&P MCP ETF	464287507	3157	27433	SH	Defined
ISHARES TR	MSCI EMRG ETF	464287234	7337	171550	SH	Defined
ISHARES TR	MSCI EAFE INDEX	464287465	8058	136620	SH	Defined
ISHARES TR	RUSSELL 2000	464287655	10348	109579	SH	Defined
ISHARES TR	RUSSELL MIDCAP	464287499	20666	162352	SH	Defined
iStar Financial Inc	COM	45031U101	11647	1069490	SH	Defined
JPMorgan Chase & Co	*W EXP 07/28/201	46634E114	1425	100000	SH	Defined
JPMorgan Chase & Co	COM	46625H100	34670	730500	SH	Defined
JUST ENERGY GROUP INC	COM	48213W101	220	33368	SH	Defined
Key Energy Services Inc	COM	492914106	2388	295500	SH	Defined
Kilroy RLTY Corp	COM	49427F108	9154	174700	SH	Defined
Kinder Morgan Inc	COM	49456B101	107780	2786465	SH	Defined
Kinder Morgan Inc/DE	COM	49456B101	340	8800	SH	Defined
Kinder Morgan Management LLC	SHS	49455U100	11655	132669	SH	Defined
Liberty Interactive Corp	INT COM SER A	53071M104	489	22900	SH	Defined
Liberty PPTY Trust	SH BEN INT	531172104	35050	881769	SH	Defined
Macerich Co	COM	554382101	27709	430400	SH	Defined
Markwest Energy Partners LP	UNIT LTD PARTN	570759100	25135	413744	SH	Defined
McDonald's Corp	COM	580135101	6243	62625	SH	Defined
MGM Resorts International	COM	552953101	11752	893700	SH	Defined
Microsoft Corp	COM	594918104	7293	254895	SH	Defined
Mondelez International Inc	CL A	609207105	7232	236250	SH	Defined
Motorola Solutions Inc	COM NEW	620076307	890	13900	SH	Defined
MPLX LP	COM UNIT REP LTD	55336V100	17188	458949	SH	Defined
National Grid PLC	SPON ADR NEW	636274300	8992	155000	SH	Defined
News Corp	CL A	65248E104	342	11200	SH	Defined
Niska Gas Storage Partners LLC	UNIT LTD LIABI	654678101	161	12500	SH	Defined
Norfolk Southern Corp	COM	655844108	45273	587356	SH	Defined
North American Energy Partners	COM	656844107	3204	705698	SH	Defined
Northeast Utilities	COM	664397106	56525	1300616	SH	Defined
NuStar Energy LP	UNIT COM	67058H102	7644	143300	SH	Defined
NuStar GP Holdings LLC	UNIT RESTG LLC	67059L102	2649	81500	SH	Defined
Oneok Inc	COM	682680103	57742	1211283	SH	Defined
Oracle Corp	COM	68389X105	307	9500	SH	Defined
PAA Natural Gas Storage LP	COM UNIT LTD	693139107	3728	174300	SH	Defined
Patterson-UTI Energy Inc	COM	703481101	477	20000	SH	Defined
Pebblebrook Hotel TR	COM	70509V100	23615	915667	SH	Defined

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Pembina Pipeline Corp	COM	706327103	41953	1328732	SH	Defined
PepsiCo Inc	COM	713448108	237	3000	SH	Defined
Pfizer Inc	COM	717081103	381	13200	SH	Defined
PG & E Corporation	COM	69331C108	18030	404900	SH	Defined
Philip Morris International In	COM	718172109	6425	69300	SH	Defined
Praxair Inc	COM	74005P104	508	4550	SH	Defined
Procter & Gamble Co/The	COM	742718109	4508	58500	SH	Defined
Public Storage	COM	74460D109	95429	626502	SH	Defined
QEP Resources Inc.	COM	74733V100	5324	167200	SH	Defined
Questar Corp	COM	748356102	1372	56400	SH	Defined
Ramco-Gershenson PPTYS TR	PREP PFD-D CV	751452608	2573	40700	SH	Defined
Rayonier Inc	COM	754907103	19311	323631	SH	Defined
Rockwell Collins Inc	COM	774341101	290	4600	SH	Defined
ROUSE PPTYS INC	COM	779287101	481109	26580603	SH	Defined
ROYAL BK CDA MONTREAL QUE	COM	780087102	868	14400	SH	Defined
Royal Dutch Shell PLC	SPON ADR B	780259107	5513	82500	SH	Defined
Sally Beauty Holdings Inc	COM	79546E104	952	32400	SH	Defined
SBA Communications Corp	COM	78388J106	60764	843943	SH	Defined
SemGroup Corp	CL A	81663A105	4546	87900	SH	Defined
Sempra Energy	COM	816851109	87885	1099393	SH	Defined
Simon PPTY Group Inc	COM	828806109	95964	605219	SH	Defined
SL Green RLTY Corp	COM	78440X101	60118	698151	SH	Defined
Southern Co	COM	842587107	2358	50250	SH	Defined
Southwest Gas Corp	COM	844895102	27975	589449	SH	Defined
Sovran Self Storage Inc	COM	84610H108	15194	235600	SH	Defined
SPDR S&P 500 ETF TR	TR UNIT	78462F103	26728	170599	SH	Defined
SPDR S&P MidCap 400 ETF Trust	UTSER1 S&PCRP	78467Y107	3280	15640	SH	Defined
Spectra Energy Corp	COM	847560109	71948	2339785	SH	Defined
Spectra Energy Corp	COM	847560109	341	11100	SH	Defined
Summit Midstream Partners LP	COM UNIT LTD	866142102	6042	217900	SH	Defined
Sun Life Financial Inc	COM	866796105	5297	191100	SH	Defined
Sunoco Logistics Partners LP	COM UNITS	86764L108	26237	401183	SH	Defined
Sunstone Hotel INVS INC NEW	CV 8% CUM PFD-D	867892507	215	8100	SH	Defined
Superior Energy Services Inc	COM	868157108	3044	117200	SH	Defined
Targa Resources Corp	COM	87612G101	31615	465200	SH	Defined
Teck Resources Ltd	CL B	878742204	2050	72800	SH	Defined
TECUMSEH PRODS CO	CL B	878895101	3489	417904	SH	Defined
Tesoro Logistics LP	COM UNIT LP	88160T107	4269	79100	SH	Defined
The Coca-Cola Co	COM	191216100	7097	175500	SH	Defined
The Cooper Cos Inc	COM NEW	216648402	766	7100	SH	Defined
Toll Brothers Inc	COM	889478103	34887	1018900	SH	Defined
TORONTO DOMINION BK ONT	COM	891160509	441	5300	SH	Defined
TransCanada Corp	COM	89353D107	81608	1711480	SH	Defined
Tri Pointe Homes LLC	COM	87265H109	14978	743315	SH	Defined
TRW Automotive Holdings Corp	COM	87264S106	5858	106500	SH	Defined
Union Pacific Corp	COM	907818108	31359	220200	SH	Defined
Ventas Inc	COM	92276F100	18821	257113	SH	Defined
Verizon Communications Inc	COM	92343V104	369	7500	SH	Defined
Weingarten RLTY INVS	SH BEN INT	948741103	18350	581605	SH	Defined
Western Gas Equity Partners LP	COMUNT LTD PT	95825R103	7215	211100	SH	Defined
Weyerhaeuser Co	COM	962166104	23064	735000	SH	Defined
Williams COS INC	COM	969457100	92298	2463900	SH	Defined
Williams Partners LP	COM UNIT L P	96950F104	1937	37400	SH	Defined

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Windstream Corp	COM	97381W104	436	54900 SH	Defined
WW Grainger Inc	COM	384802104	817	3630 SH	Defined
Wynn Resorts Ltd	COM	983134107	6346	50700 SH	Defined
Yum! Brands Inc	COM	988498101	986	13700 SH	Defined
Zillow Inc	CL A	98954A107	771	14100 SH	Defined