

BROOKFIELD HOMES CORP

Form SC 13D/A

November 09, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Brookfield Homes Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share

112723 10 1

**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)

November 1, 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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NAMES OF REPORTING PERSONS

1
BROOKFIELD ASSET MANAGEMENT INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
ONTARIO

SOLE VOTING POWER

7

NUMBER OF 15,021,266

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 15,021,266
WITH SHARED DISPOSITIVE POWER
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,021,266

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
56.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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NAMES OF REPORTING PERSONS

1

PARTNERS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ONTARIO

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

15,021,266

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

15,021,266

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,021,266

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

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56.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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 281,800 Common Shares of Brookfield Homes, representing 1.1% of the issued and outstanding Common Shares during the period from August 27, 2007 to November 1, 2007 for an average daily trading price of \$17.05 before commissions, as set out in the following table. 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
August 27, 2007	30,000	\$ 19.27	New York Stock Exchange (purchase)
August 28, 2007	55,000	\$ 18.88	New York Stock Exchange (purchase)
August 29, 2007	20,000	\$ 19.30	New York Stock Exchange (purchase)
August 30, 2007	24,100	\$ 19.09	New York Stock Exchange (purchase)
August 31, 2007	11,800	\$ 19.62	New York Stock Exchange (purchase)
September 4, 2007	3,600	\$ 19.75	New York Stock Exchange (purchase)
October 30, 2007	47,700	\$ 14.99	New York Stock Exchange (purchase)
October 31, 2007	50,000	\$ 15.12	New York Stock Exchange (purchase)
November 1, 2007	39,600	\$ 14.34	New York Stock Exchange (purchase)
Total purchases in period	281,800	\$ 17.05	

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.

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On August 31, 2007, Brookfield filed a Schedule 13D report regarding its acquisition of 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.

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;
- (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 15,021,266 Common Shares. Such Common Shares constitute approximately 56.4% of the issued and outstanding Common Shares based on the number of Common Shares outstanding as of November 1, 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

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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.

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 November 8, 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: November 8, 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

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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SCHEDULE 13D

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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 116th 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., 10th 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 Employment: Professor

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 13D
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:****Employer:** Chairman**Employer s Business:** Brookfield Properties Corporation**Employer s Address:** A real estate company
 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