

**Brookfield Office Property Management
Limited**

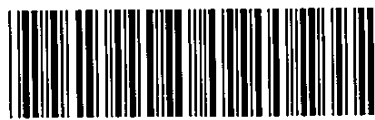
(Formerly known as Brookfield Development
Management (UK) Limited)

**Directors' report and financial
statements**

Registered number 04852607

31 December 2011

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Brookfield Office Property Management Limited
(Formerly known as Brookfield Development Management (UK) Limited)
Directors' report and financial statements
31 December 2011

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Directors' report

The directors present their report and the financial statements for the year ended 31 December 2011. The directors' report has been prepared in accordance with the provisions available to companies entitled to the small companies exemption.

Principal activities

The company has not traded during the year and did not trade during the prior year.

The name of the company was changed from Brookfield Development Management (UK) Limited to Brookfield Office Property Management Limited on 22 August 2012.

Business review and post balance sheet events

The company has been dormant during the year.

The company was sold to Brookfield Office Properties (UK) Holdings Limited for the fair market value of £1 on 17 August 2012.

Directors

Set out below are the directors who held office during the period.

A Muldoon	(resigned 2 November 2011)
D Scanlon	(resigned 2 November 2011)
J Tuckey	(appointed 2 November 2011)
B Manios	(appointed 2 November 2011, resigned 31 August 2012)
S Ruck	(appointed 31 August 2012)
M Jepson	(appointed 31 August 2012)

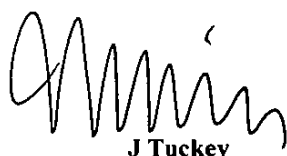
None of the directors who held office during the year held any discloseable interest in company undertakings as recorded in the register of directors' interests.

Going Concern

After making enquiries, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements.

Approved by the Board and signed on its behalf by



J Tuckey
Director

23 Hanover Square
London
W1S 1JB

27 September 2012

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statement unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial position of the company and enable them to ensure the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Balance sheet
As at 31 December 2011

	<i>Note</i>	2011 £	2010 £
Current assets			
Debtors		1	1
Net assets		1	1
Capital and reserves			
Called up share capital	3	1	1
Shareholders' funds		1	1

The company received no income and incurred no expense in the current period. Accordingly, a profit and loss account is not presented.

For the year ended 31 December 2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Director's responsibilities

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.
- The directors acknowledge their responsibilities for complying with the requirement of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The notes on page 4 form part of these financial statements.

These financial statements were approved by the board of directors on 27 September 2012 and were signed on its behalf by


J Tuckey
Director

Notes to the financial statements

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The balance sheet has been prepared in accordance with applicable accounting standards and under the historical cost accounting convention

Going concern

After making enquiries, the directors have a reasonable expectation that the company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements

2 Profit and loss account

The company has not traded since incorporation. Accordingly, no profit and loss account is presented

3 Called up share capital

	2011 £	2010 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
<i>Allotted, called up and fully paid:</i>		
Ordinary shares of £1 each	1	1
	<u> </u>	<u> </u>

4 Events after the balance sheet date

On 17 August 2012, Brookfield Europe Holding Limited, the immediate parent company, has subsequently sold its entire interest in the company to Brookfield Office properties (UK) Holdings Limited for the fair market value of £1

The company changed its name from Brookfield Development Management (UK) Limited to Brookfield Office Property Management Limited with effect from 22 August 2012

5 Ultimate parent undertaking and parent undertaking of larger group of which the company is a member

As at 31 December 2011, the immediate parent company was Brookfield Europe Holding Limited. Subsequent to the company's sale as outlined in note 4, as from 17 August 2012 the immediate parent company is Brookfield Office Properties (UK) Holdings Limited, a company incorporated in Canada. The ultimate parent and ultimate controlling party is Brookfield Asset Management Inc, a company incorporated in Canada.

The largest and smallest group in which the results of the company are consolidated is that headed by Brookfield Asset Management Inc, incorporated in Canada. The consolidated financial statements of Brookfield Asset Management Inc are available to the public and may be obtained from Brookfield Place, Suite 300, 181 Bay Street, Toronto, ON M5J 2T3