

This prospectus supplement together with the short form base shelf prospectus to which it relates dated December 15, 2009, as amended or supplemented, and each document deemed to be incorporated by reference in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered under this prospectus supplement have not and will not be registered under the United States Securities Act of 1933 and may not be offered or sold within the United States or to U.S. persons.

Information has been incorporated by reference in this prospectus supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of the Corporate Secretary of the Corporation at P.O. Box 770, Suite 330, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3 Telephone: (416) 369-2300, and are also available electronically at www.sedar.com.

**PROSPECTUS SUPPLEMENT
(to a Short Form Base Shelf Prospectus Dated December 15, 2009)**

New Issue

October 14, 2010

Brookfield
BROOKFIELD PROPERTIES CORPORATION
\$300,000,000
12,000,000 Class AAA Preference Shares, Series P

Brookfield Properties Corporation (the “**Corporation**”) is offering (the “**Offering**”) 12,000,000 Class AAA Preference Shares, Series P (“**Series P Shares**”) at a price of \$25.00 per Series P Share (the “**Offering Price**”). For the initial six and a half year period commencing on the Closing Date (as defined herein) and ending on and including March 31, 2017 (the “**Initial Fixed Rate Period**”), the holders of Series P Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the board of directors (the “**Board of Directors**”) of the Corporation, payable quarterly on the last day of March, June, September and December in each year at an annual rate equal to \$1.2875 per share. The initial dividend will be payable December 31, 2010 and will be \$0.2504 per share, based on the anticipated closing date of October 21, 2010 (the “**Closing Date**”). See “Details of the Offering”.

For each five-year period after the Initial Fixed Rate Period (each a “**Subsequent Fixed Rate Period**”), the holders of the Series P Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of March, June, September and December during the Subsequent Fixed Rate Period, in an annual amount per share determined by multiplying the Annual Fixed Dividend Rate (as defined herein) applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for each Subsequent Fixed Rate Period will be equal to the sum of the Government of Canada Yield (as defined herein) on the 30th day prior to the first day of such Subsequent Fixed Rate Period plus 3.0%. See “Details of the Offering”.

Option to Convert Into Series Q Shares

The holders of Series P Shares will have the right, at their option, to convert their shares into Class AAA Preference Shares, Series Q (the “**Series Q Shares**”) of the Corporation, subject to certain conditions, on March 31, 2017 and on March 31 every five years thereafter. The holders of Series Q Shares will be entitled to receive floating rate cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of each Quarterly Floating Rate Period (as defined herein), in the amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate (as defined herein) by \$25.00. The Floating Quarterly Dividend Rate will be equal to the sum of the T-Bill Rate (as defined herein) plus 3.0% (calculated on the basis of the actual number of days elapsed in the applicable Quarterly Floating Rate Period divided by 365) determined on the 30th day prior to the first day of the applicable Quarterly Floating Rate Period. See “Details of the Offering”.

The Series P Shares will not be redeemable by the Corporation prior to March 31, 2017. On March 31, 2017 and on March 31 every five years thereafter, subject to certain other restrictions set out in “Details of the Offering — Description of the Series P Shares — Restrictions on Dividends and Retirement and Issue of Shares”, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem for cash all or from time to time any part of the outstanding Series P Shares for \$25.00 per Series P Share, in each case together with all accrued and unpaid dividends up to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation). See “Details of the Offering”.

The Series P Shares and the Series Q Shares do not have a fixed maturity date and are not redeemable at the option of the holders thereof. See “Risk Factors”.

The Toronto Stock Exchange (the “TSX”) has conditionally approved the listing of the Series P Shares distributed under this prospectus supplement and the Series Q Shares into which the Series P Shares are convertible. Listing of the Series P Shares and the Series Q Shares is subject to the Corporation fulfilling all of the requirements of the TSX.

There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus supplement. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”.

Price: \$25.00 per Series P Share to yield initially 5.15% per annum

RBC Dominion Securities Inc. (“RBC”), CIBC World Markets Inc. (“CIBC WM”), Scotia Capital Inc. (“Scotia Capital”) and TD Securities Inc. (“TD”), as co-lead underwriters, and BMO Nesbitt Burns Inc., National Bank Financial Inc., HSBC Securities (Canada) Inc., Brookfield Financial Corp. (“Brookfield Financial”), Canaccord Genuity Corp., Dundee Securities Corporation and Macquarie Capital Markets Canada Ltd. are acting as underwriters (collectively, the “Underwriters”) of this Offering. The Underwriters, as principals, conditionally offer the Series P Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Corporation by Torys LLP and on behalf of the Underwriters by Goodmans LLP. See “Plan of Distribution”.

	Price to the Public	Fees ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Series P Share	\$25.00	\$0.75	\$24.25
Total	\$300,000,000	\$9,000,000	\$291,000,000

(1) The Underwriters’ fee for the Series P Shares is \$0.25 for each such share sold to certain institutions and \$0.75 per share for all other Series P Shares sold by the Underwriters. The Underwriters’ fee indicated in the table assumes that no Series P Shares are sold to such institutions.

(2) After deducting the Underwriters’ fee, but before deducting the aggregate expenses of the Offering, estimated to be \$500,000, which, together with the Underwriters’ fee, will be paid by the Corporation.

Brookfield Asset Management Inc. (“BAM”) is an influential security holder of each of the Corporation and Brookfield Financial. In addition, the Corporation has outstanding indebtedness owing to BAM. Accordingly, the Corporation is a “related issuer”, and may be considered to be a “connected issuer”, of Brookfield Financial within the meaning of applicable Canadian securities legislation. See “Plan of Distribution”.

Investing in the Series P Shares involves risks, certain of which are described under the heading “Risk Factors” and certain of which are described under the heading “Business of Brookfield Properties — Company and Real Estate Industry Risks” on pages 32 through 40 of the renewal annual information form of the Corporation and under the heading “Risks and Uncertainties” on pages 46 through 50 of the management’s discussion and analysis for the three and six months ended June 30, 2010. See “Risk Factors”.

The price of the Series P Shares offered hereby was established by negotiation between the Corporation and the Underwriters, other than Brookfield Financial. In connection with this distribution, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series P Shares at levels other than those which otherwise

might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. **The Underwriters may offer the Series P Shares at a lower price than stated above. See “Plan of Distribution”.**

Subscriptions for the Series P Shares will be received by the Underwriters subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will take place on October 21, 2010 or on such other date as the Corporation and the Underwriters may agree, but not later than October 29, 2010. A book entry only certificate representing the Series P Shares distributed hereunder will be issued in registered form only to CDS Clearing and Depository Services Inc. (“CDS”) or its nominee and will be deposited with CDS on the Closing Date. The Corporation understands that a purchaser of Series P Shares will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Series P Shares are purchased. See “Book Entry Only System”.

The Corporation’s registered office is at P.O. Box 770, Suite 330, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3. The Corporation operates head offices at Three World Financial Center in New York, New York and Brookfield Place in Toronto, Ontario.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus of the Corporation dated December 15, 2009 (the “Prospectus”). We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. You should not assume that the information contained in this prospectus supplement or the accompanying Prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING SHORT FORM BASE SHELF PROSPECTUS

This document is in two parts. The first is the prospectus supplement, which describes the specific terms of the Series P Shares. The second part, the accompanying Prospectus, gives more general information, some of which may not apply to the Series P Shares.

In this prospectus supplement, unless the context otherwise indicates, references to “**we**”, “**us**”, “**our**” and “**the Corporation**” refer to Brookfield Properties Corporation. All references in this prospectus supplement to “**dollars**” or “**\$**” are to Canadian dollars unless otherwise noted. All references to “**U.S. dollars**” or “**US\$**” are to United States dollars.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, including the documents incorporated by reference, contains forward-looking statements and information within the meaning of applicable securities legislation. These forward-looking statements reflect management’s current beliefs and are based on assumptions and information currently available to management. In some cases, forward-looking statements can be identified by terminology such as “**may**”, “**will**”, “**expect**”, “**plan**”, “**anticipate**”, “**believe**”, “**intend**”, “**estimate**”, “**predict**”, “**forecast**”, “**outlook**”, “**potential**”, “**continue**”, “**should**”, “**likely**”, or the negative of these terms or other comparable terminology. Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited to: general economic conditions; local real estate conditions, including the development of properties in close proximity to the Corporation’s properties; timely leasing of newly-developed properties and re-leasing of occupied square footage upon expiration; dependence on tenants’ financial condition; the uncertainties of real estate development and acquisition activity; the ability to effectively integrate acquisitions; interest rates; availability of equity and debt financing; the impact of newly-adopted accounting principles on the Corporation’s accounting policies and on period-to-period comparisons of financial results; and other risks and factors described from time to time in the documents filed by the Corporation with the securities regulators in Canada and the United States, including in the Corporation’s Annual Information Form under the heading “**Business of Brookfield Properties – Company and Real Estate Industry Risks**” and in its management’s discussion and analysis of financial condition and the results of operations. The Corporation undertakes no obligation to publicly update or revise any forward-looking statements or information contained in this prospectus supplement or the documents incorporated by reference, whether as a result of new information, future events or otherwise, except as required by law.

DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed to be incorporated by reference into the accompanying Prospectus solely for the purpose of this Offering. Other documents are also incorporated, or are deemed to be incorporated, by reference in the Prospectus and reference should be made to the Prospectus for full particulars thereof.

The following documents filed with securities commissions or similar authorities in each of the provinces of Canada, are specifically incorporated by reference in, and form an integral part of, this prospectus supplement:

1. the audited comparative consolidated financial statements of the Corporation and the notes thereto for the years ended December 31, 2009 and 2008, together with the report of the auditors thereon;
2. management's discussion and analysis of financial condition and the results of operations ("MD&A") for the audited comparative consolidated financial statements referred to in paragraph 1 above;
3. the renewal annual information form of the Corporation dated March 12, 2010 (the "AIF");
4. the management proxy circular of the Corporation dated March 8, 2010 in connection with the annual and special meeting of shareholders of the Corporation;
5. the unaudited comparative interim consolidated financial statements of the Corporation and the notes thereto for the three and six months ended June 30, 2010 and 2009;
6. MD&A for the unaudited comparative interim consolidated financial statements referred to in paragraph 5 above; and
7. the material change report of the Corporation dated July 30, 2010, which relates to the Corporation's acquisition of an interest in certain office properties in Australia.

Any documents of the Corporation of the type described in Section 11.1 of Form 44-101F1 — *Short Form Prospectus* which are required to be filed with securities commissions or similar authorities in Canada on or after the date of this prospectus supplement and prior to the termination of the Offering shall be deemed to be incorporated by reference into this prospectus supplement.

Any statement contained in this prospectus supplement, the Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement, the Prospectus, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document which it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of the Corporate Secretary of the Corporation at P.O. Box 770, Suite 330, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3 Telephone: (416) 369-2300, and are also available electronically at www.sedar.com.

EXCHANGE RATES

As the majority of our operations are in the United States or conducted in U.S. dollars, we report our consolidated financial statements in U.S. dollars in order to provide more meaningful information to users of our financial statements. The following table sets forth: (i) the noon rates of exchange for the Canadian dollar, expressed in Canadian dollars per U.S. dollar in effect at the end of the periods indicated; (ii) the average noon exchange rates for such periods; and (iii) the high and low exchange rates during such periods, based on the rates quoted by the Bank of Canada.

Canadian Dollars per U.S. Dollar	Six Months Ended June 30,		Year Ended December 31,		
	2010	2009	2009	2008	2007
	(\$)	(\$)	(\$)	(\$)	(\$)
Period End.....	1.0606	1.1625	1.0466	1.2246	0.9881
Average.....	1.0338	1.2062	1.1420	1.0660	1.0748
High.....	1.0778	1.3000	1.3000	1.2969	1.1853
Low.....	0.9961	1.0827	1.0292	0.9719	0.9170

During the period from July 1, 2010 to October 14, 2010 the average noon, high and low rates of exchange for the Canadian dollar, expressed in Canadian dollars per U.S. dollar in effect at the end of the period indicated, based on the rates as quoted by the Bank of Canada, were \$1.0358, \$1.0678 and \$0.9986, respectively.

On October 14, 2010 the noon rate of exchange based on the rate as quoted by the Bank of Canada was \$1.0036 for each US\$1.00 (\$1.00 = US\$0.9964).

THE CORPORATION

The Corporation owns, develops and manages premier office properties in the United States, Canada and Australia. The Corporation's current portfolio is comprised of interests in 108 properties totaling 77 million square feet in the downtown cores of New York, Washington, D.C., Houston, Los Angeles, Toronto, Calgary, Ottawa, Sydney, Melbourne and Perth, making the Corporation the global leader in the ownership and management of office assets. Landmark properties include the World Financial Center in Manhattan, Brookfield Place in Toronto, Bank of America Plaza in Los Angeles, Bankers Hall in Calgary, Darling Park in Sydney and City Square in Perth.

RECENT DEVELOPMENTS

The following is a summary of significant recent developments affecting the Corporation:

On October 5, 2010, the Corporation and Brookfield Homes Corporation announced that they had agreed to combine Brookfield Homes Corporation and the North American residential land and housing division of the Corporation into Brookfield Residential Properties Inc. ("**Brookfield Residential**"). The transaction will create a diversified North American residential land and housing company with US\$2.5 billion of assets and an equity value of approximately US\$1 billion. Completion of the transaction is subject to regulatory approval, the approval of the holders of a majority of the outstanding Brookfield Homes Corporation common stock and is anticipated to occur in January of 2011. In consideration for contributing its North American residential land and housing division to Brookfield Residential, the Corporation will receive shares of Brookfield Residential common stock representing in the aggregate approximately 50.7% of the outstanding shares of Brookfield Residential common stock, a \$265 million senior unsecured promissory note and a \$215 million junior unsecured promissory note. Subsequent to closing of the transactions, the Corporation intends to distribute rights to its common shareholders, entitling them to acquire, at US\$10 per share, the Brookfield Residential common shares that the Corporation will receive in exchange for its contribution of its North American residential land and housing division. The Corporation's parent company, BAM, has agreed to exercise the rights it receives and to acquire any shares of Brookfield Residential that are not otherwise subscribed for in the rights offering at the same price per share as in the rights offering. As a result, following completion of the transactions and the rights offering, BAM is expected to hold between 66% and 91% of the Brookfield Residential common shares on a fully-diluted basis, depending upon how many shares are acquired by other shareholders of the Corporation or their assignees pursuant to the rights offering. Under the rights offering, the Corporation will receive US\$515 million in aggregate for its common shares of Brookfield Residential. The total proceeds that the Corporation will receive for the sale of its North American residential land and housing division, including the proceeds from the rights offering, will be approximately US\$1.2 billion.

On July 30, 2010, the Corporation announced a strategic repositioning plan to transform itself into a global pure-play office property company. The plan included the acquisition by the Corporation from BAM of an economic interest in 16 premier Australian office properties for total consideration of approximately US\$1.4 billion. The properties comprise 8 million square feet in Sydney, Melbourne and Perth which are 99% leased and have a total value of US\$3.4 billion. The Corporation completed its acquisition of the interest in the Australian office properties on September 27, 2010.

CONSOLIDATED CAPITALIZATION

The following table sets forth the Corporation's consolidated capitalization as at June 30, 2010 on an actual basis and as adjusted to give effect to the sale of the Series P Shares under this prospectus supplement, the acquisition of certain office properties in Australia and all other material changes since such date. The following should be read with the comparative consolidated financial statements of the Corporation and the notes thereto incorporated by reference in this prospectus supplement and the MD&A incorporated by reference in this prospectus supplement.

(US\$ Millions)	As at June 30, 2010	As at June 30, 2010 as adjusted to give effect to the Offering and the acquisition of certain office properties in Australia
Debt, capital securities and non-controlling interests		
Commercial property debt	5,051	6,217
Corporate revolver and term facility	100	815
Land development debt	328	491
Capital securities — corporate	1,001	1,001
Non-controlling interests — fund subsidiaries	345	345
Non-controlling interests — other subsidiaries	255	318
Preferred equity — subsidiaries	359	359
Shareholders' equity		
Preferred equity — corporate	561	851
Common equity	6,713	6,713
Total capitalization	14,713	17,110

EARNINGS COVERAGE RATIOS

The Corporation's dividend requirements on all of its preference shares for the 12 months ended December 31, 2009 and June 30, 2010 amounted to US\$146 million and US\$150 million, respectively, after giving effect to (i) the sale of the Series P Shares under this prospectus supplement, (ii) the sale by the Corporation in September 2009 of 11.5 million Class AAA preference shares, Series L, and (iii) the sale by the Corporation in January 2010 of 11 million Class AAA preference shares, Series N, as if each such sale had occurred on January 1, 2009, and adjusted to a before tax equivalent using an effective tax rate of 28%.

The Corporation's interest requirements for the 12 months ended December 31, 2009 and June 30, 2010 amounted to US\$698 million and US\$692 million, respectively, after giving effect to the indebtedness incurred by the Corporation in connection with its acquisition of an interest in certain office properties in Australia in September 2010, as if such indebtedness had been incurred at the beginning of each period.

The Corporation's earnings before interest and income tax and adjustments for fair value gains or losses under IFRS for the 12 months ended December 31, 2009 and June 30, 2010 were US\$1,312 million and US\$1,119 million, respectively, which are 1.6 times and 1.3 times the Corporation's aggregate dividend and interest requirements for the respective periods, as set forth above.

TRADING PRICE AND VOLUME OF THE SECURITIES OF THE CORPORATION

The common shares of the Corporation are listed on the New York Stock Exchange ("NYSE") and the TSX under the symbol "BPO". The Class A Preference Shares, Series A and B, Class AA Preference Shares, Series E and Class AAA Preference Shares, Series E and M of the Corporation are not listed on an exchange. The Class AAA Preference Shares, Series F, G, H, I, J, K, L and N of the Corporation are listed on the TSX under the symbols "BPO.PR.F", "BPO.PR.U", "BPO.PR.H", "BPO.PR.I", "BPO.PR.J", "BPO.PR.K", "BPO.PR.L" and "BPO.PR.N", respectively.

The following table sets forth the reported high and low trading prices and trading volumes of the common shares

of the Corporation as reported by the NYSE and the TSX for the periods indicated.

Period	TSX			NYSE		
	Price Per Share (\$)		Volume	Price Per Share (US\$)		Volume
	High	Low		High	Low	
2010						
October (to October 14).....	17.35	16.05	9,008,924	17.31	15.62	28,564,616
September	16.44	15.33	17,756,470	15.98	14.58	37,749,712
August	15.50	14.51	20,183,675	15.18	13.94	63,968,256
July	16.88	13.88	20,543,584	16.28	13.14	66,454,612
June	16.07	14.13	19,419,737	15.66	13.35	60,742,556
May	16.90	11.51	18,989,855	16.73	11.63	83,113,624
April	16.57	15.45	15,213,239	16.54	15.32	65,622,372
March	16.15	14.34	22,091,184	15.80	13.90	63,255,656
February	14.90	12.85	21,833,477	14.03	12.01	78,007,728
January	13.42	12.51	13,867,972	12.82	11.79	55,319,484
2009						
December	13.61	11.82	14,730,240	13.02	11.30	53,472,336
November	12.57	10.78	12,897,474	11.93	9.95	60,636,208
October.....	12.49	10.81	18,632,250	12.16	10.01	88,204,144

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series F as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	26.25	26.00	182,264
September	27.19	25.63	162,972
August	26.59	25.95	63,332
July	26.45	25.41	172,381
June	25.80	25.10	70,508
May	25.31	25.00	113,590
April	25.50	25.00	138,901
March	25.95	25.03	140,785
February	25.50	25.20	91,213
January	25.43	25.10	249,535
2009			
December	25.30	25.00	171,302
November	25.37	24.40	226,748
October.....	24.65	24.40	269,605

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series G as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	26.00	25.45	17,552
September	25.90	25.01	61,620
August	26.44	25.25	28,470
July	25.25	24.21	48,565
June	25.10	24.00	72,775
May	24.85	23.85	32,243
April	24.96	24.02	133,891
March	25.00	23.51	79,315
February	24.00	22.25	43,125
January	23.00	21.34	53,737
2009			
December	21.75	20.87	54,900
November	21.73	20.40	147,767
October.....	22.05	20.01	45,405

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series H as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	26.10	25.59	65,841
September	26.10	25.50	199,430
August	25.99	25.15	133,921
July	25.75	24.74	124,200
June	24.89	24.16	159,292
May	24.73	24.01	186,623
April	24.83	24.03	142,433
March	25.15	24.51	227,583
February	24.75	23.89	230,451
January	24.20	23.08	463,678
2009			
December	23.72	23.06	229,425
November	23.29	22.00	300,729
October.....	22.73	22.00	216,560

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series I as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	25.20	25.06	48,187
September	25.67	25.00	370,118
August	25.49	25.20	210,274
July	25.34	25.00	145,128
June	25.49	25.03	300,751
May	25.36	25.27	432,212
April	25.44	25.27	166,518
March	25.65	24.92	353,167
February	25.83	25.21	135,626
January	25.77	25.21	281,071
2009			
December	25.60	25.20	128,695
November	25.73	24.91	234,970
October.....	25.00	24.70	439,444

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series J as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	25.83	25.07	58,029
September	25.90	25.15	116,405
August	25.19	25.01	75,729
July	25.15	24.75	115,812
June	24.90	23.90	157,154
May	24.40	23.96	184,721
April	24.88	24.06	159,470
March	24.54	24.00	147,555
February	24.56	24.09	133,095
January	24.39	22.81	649,511
2009			
December	23.49	22.44	95,940
November	23.75	21.75	120,806
October.....	22.50	21.50	252,230

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series K as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	25.35	25.15	29,865
September	25.60	24.94	93,518
August	24.99	24.56	65,499
July	24.70	23.57	52,155
June	23.75	22.55	38,288
May	23.07	21.90	97,947
April	23.77	22.50	55,030
March	23.92	23.05	75,986
February	22.97	22.33	105,129
January	22.50	21.96	64,420
2009			
December	22.82	21.75	42,971
November	22.70	20.47	155,308
October.....	21.94	20.40	81,981

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series L as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	26.62	26.10	58,713
September	26.99	26.31	294,321
August	26.99	26.08	185,175
July	26.50	25.45	353,369
June	26.34	25.50	187,939
May	26.00	25.18	271,974
April	25.89	25.34	346,229
March	25.98	25.25	380,271
February	25.99	25.50	392,299
January	25.95	25.50	817,976
2009			
December	25.95	25.40	354,046
November	26.00	25.02	691,411
October.....	25.10	24.80	971,639

The following table sets forth the reported high and low trading prices and trading volumes of the Class AAA preference shares, Series N as reported by the TSX for the periods indicated.

Period	Price Per Share (\$)		Volume
	High	Low	
2010			
October (to October 14).....	26.24	25.65	119,222
September	26.14	25.48	290,791
August	26.01	25.21	279,116
July	25.25	24.65	518,300
June	24.95	24.15	271,747
May	24.90	24.22	268,415
April	25.00	24.15	371,083
March	25.05	24.60	573,296
February	24.99	24.56	661,847
January (January 20 to January 31).....	25.09	24.85	769,559

PLAN OF DISTRIBUTION

Under an agreement (the “**Underwriting Agreement**”) dated October 14, 2010 among the Corporation and the Underwriters, the Corporation has agreed to issue and sell, and the Underwriters have agreed to purchase, on October 21, 2010 or on such other date as may be agreed, but in any event not later than October 29, 2010 subject to compliance with all necessary legal requirements and to the terms and conditions contained in the Underwriting Agreement, 12,000,000 Series P Shares at a price of \$25.00 per share for an aggregate price of \$300,000,000, payable in cash to the Corporation against delivery. The Offering Price and other terms of the Offering for the Series P Shares were determined by negotiation between the Corporation and the Underwriters, other than Brookfield Financial. The Underwriting Agreement provides that the Corporation will pay to the Underwriters a fee of \$0.25 per share for Series P Shares sold to certain institutions and \$0.75 per share for all other Series P Shares purchased by the Underwriters, in consideration for their services in connection with the Offering.

The obligations of the Underwriters under the Underwriting Agreement are several and may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated on the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Series P Shares offered hereby if any of the Series P Shares are purchased under the Underwriting Agreement. If an Underwriter fails to purchase the Series P Shares which it has agreed to purchase, any one or more of the other Underwriters may, but is not obligated to (unless the number of Series P Shares which an Underwriter or Underwriters fail to purchase amounts to 10% or less of the total number of Series P Shares to be purchased by the Underwriters), purchase such Series P Shares. The Corporation is not obligated to sell less than all of the Series P Shares.

The Underwriters propose to offer the Series P Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Series P Shares at the Offering Price, the offering price of the Series P Shares may be decreased, and further changed from time to time, to an amount not greater than the Offering Price and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Series P Shares is less than the gross proceeds paid by the Underwriters to the Corporation.

The TSX has conditionally approved the listing of the Series P Shares distributed under this prospectus supplement and the Series Q Shares into which the Series P Shares are convertible. Listing of the Series P Shares and the Series Q Shares is subject to the Corporation fulfilling all of the requirements of the TSX on or before January 11, 2011.

Pursuant to the terms of the Underwriting Agreement, subject to certain exceptions, the Corporation, has agreed not to sell, or announce its intention to sell, nor authorize or issue, any preference shares of the Corporation, other than the Series P Shares, during the period commencing on the date of this prospectus supplement and ending 90 days after the Closing Date, without the prior written consent of RBC, CIBC WM, Scotia Capital and TD on behalf of the Underwriters, such consent not to be unreasonably withheld.

Pursuant to applicable policy statements of the Autorité des marchés financiers and the Ontario Securities Commission, the Underwriters may not, throughout the period of distribution, bid for or purchase the Series P Shares. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Series P Shares. These exceptions include bids or purchases permitted under the Universal Market Integrity Rules for Canadian marketplaces of the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities and bids or purchases made for and on behalf of a customer where the order was not solicited during the period of distribution.

The Corporation has agreed to indemnify the Underwriters against certain liabilities, including liabilities under applicable Canadian securities legislation.

Neither the Series P Shares nor the Series Q Shares have been nor will be registered under the *United States Securities Act of 1933*, as amended or any state securities laws and, subject to certain exceptions, may not be offered or sold within the United States or to U.S. persons.

Certain of the Underwriters and/or their affiliates have performed investment banking and advisory services for the Corporation and its affiliates from time to time for which they have received customary fees and expenses. The Underwriters and/or their affiliates may, from time to time, engage in transactions with, or perform services for, the Corporation and its affiliates in the ordinary course of business and receive fees in connection therewith.

BAM is an influential security holder of each of the Corporation and Brookfield Financial. In addition, the Corporation has outstanding indebtedness owing to BAM. Accordingly, the Corporation is a “related issuer”, and may be considered to be a “connected issuer”, of Brookfield Financial within the meaning of applicable Canadian securities legislation.

BAM indirectly owns 100% of the outstanding shares of Brookfield Financial. BAM directly and indirectly owns 49.7% of the outstanding common shares and 97.1% of the outstanding Class A Preference Shares of the Corporation.

As of October 14, 2010, the Corporation had approximately US\$15 million of unsecured indebtedness outstanding to BAM and its affiliates, other than Brookfield Financial and its subsidiaries. The Corporation also has a US\$300 million line of credit from BAM. As at October 14, 2010, the balance drawn on this facility was nil. In addition, the Corporation has a US\$750 million subordinated bridge acquisition facility that BAM provided to the Corporation in connection with the Corporation’s acquisition of an interest in certain office properties in Australia. As at October 14, 2010, the balance drawn on this facility was US\$560 million. The Corporation is currently in compliance with all terms of the agreements governing the indebtedness. The Corporation’s financial position remains consistent with the position that existed at the time the indebtedness was incurred.

Brookfield Financial will not receive any direct benefit in connection with the Offering, other than its portion of the fee payable by the Corporation to the Underwriters. Brookfield Financial did not propose the Offering to the Corporation. The Underwriters, other than Brookfield Financial, negotiated the structure and price of the Offering and coordinated the due diligence activities for the Offering.

USE OF PROCEEDS

The net proceeds from the Offering, after deducting fees payable to the Underwriters, will be approximately \$291,000,000, assuming that no Series P Shares are sold to certain institutions. The Corporation intends to use these proceeds for general corporate purposes, including the possible redemption or repayment of corporate or other obligations.

RATINGS

The Series P Shares have been assigned a provisional rating of “Pfd-3 (high)” by DBRS Limited (“**DBRS**”) and a preliminary rating of “P-3 (high)” by Standard & Poor’s Ratings Services, a division of McGraw-Hill, Inc. (“**S&P**”). The DBRS rating of “Pfd-3 (high)” is the highest sub-category within the third highest rating of the five standard categories of ratings utilized by DBRS for preferred shares. “High” and “low” grades may be used to indicate the relative standing of a credit within a particular rating category. A “P-3(high)” rating by S&P is the highest of the three sub-categories within the third highest rating of the eight standard categories of ratings utilized by S&P for preferred shares.

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. The credit ratings assigned to the Series P Shares may not reflect the potential impact of all risks on the value of the Series P Shares. A rating is therefore not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency. Prospective investors should consult the relevant rating organization with respect to the interpretation and implications of the ratings.

DETAILS OF THE OFFERING

Description of the Series P Shares

The following is a summary of certain provisions attaching to the Series P Shares as a series.

Definition of Terms

The following definitions are relevant to the Series P Shares.

“**Annual Fixed Dividend Rate**” means, for any Subsequent Fixed Rate Period, the annual rate (expressed as a percentage rate rounded down to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 3.0%.

“**Bloomberg Screen GCAN5YR Page**” means the display designated as page “GCAN5YR<INDEX>” on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service) for purposes of displaying Government of Canada bond yields.

“**Fixed Rate Calculation Date**” means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period.

“**Government of Canada Yield**” on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date; provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, the Government of Canada Yield will mean the average of the yields determined by two registered Canadian investment dealers selected by the Corporation, as being the yield to maturity on such date (assuming semi-annual compounding) which a Canadian dollar denominated non-callable Government of Canada bond would carry if issued in Canadian dollars at 100% of its principal amount on such date with a term to maturity of five years.

“**Initial Fixed Rate Period**” means the period commencing on the Closing Date and ending on and including March 31, 2017.

“**Subsequent Fixed Rate Period**” means for the initial Subsequent Fixed Rate Period, the period commencing on April 1, 2017 and ending on and including March 31, 2022 and for each succeeding Subsequent Fixed Rate Period, the period commencing on the day immediately following the end of the immediately preceding Subsequent Fixed Rate Period and ending on and including March 31 in the fifth year thereafter.

Issue Price

The Series P Shares will have an issue price of \$25.00 per share.

Dividends

During the Initial Fixed Rate Period, the holders of the Series P Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of March, June, September and December in each year during the Initial Fixed Rate Period (or if such date is not a business day, the immediately following business day), at an annual rate equal to \$1.2875 per share. The initial dividend will be payable December 31, 2010 and will be \$0.2504 per share, based on the anticipated Closing Date of October 21, 2010.

During each Subsequent Fixed Rate Period, the holders of Series P Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of March, June, September and December in each year during the Subsequent Fixed Rate Period (or if such date is not a business day, the immediately following business day), in an annual amount per share determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00.

The Annual Fixed Dividend Rate applicable to a Subsequent Fixed Rate Period will be determined by the Corporation on the Fixed Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series P Shares. The Corporation will, on the Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Series P Shares.

Payments of dividends and other amounts in respect of the Series P Shares will be made by the Corporation to CDS, or its nominee, as the case may be, as registered holder of the Series P Shares. As long as CDS, or its nominee, is the registered holder of the Series P Shares, CDS, or its nominee, as the case may be, will be considered the sole owner of the Series P Shares for the purposes of receiving payment on the Series P Shares.

Redemption

The Series P Shares will not be redeemable by the Corporation prior to March 31, 2017. On March 31, 2017 and on March 31 every five years thereafter (or, if such date is not a business day, the immediately following business day), and subject to certain other restrictions set out in “Description of the Series P Shares — Restrictions on Dividends and Retirement

and Issue of Shares”, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem all or from time to time any part of the outstanding Series P Shares by payment in cash of a per share sum equal to \$25.00, in each case together with all accrued and unpaid dividends up to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation).

If less than all of the outstanding Series P Shares are to be redeemed, the shares to be redeemed shall be selected on a pro rata basis disregarding fractions or, if such shares are at such time listed on such exchange, with the consent of the TSX, in such manner as the Board of Directors in its sole discretion may, by resolution, determine.

The Series P Shares do not have a fixed maturity date and are not redeemable at the option of the holders of Series P Shares. See “Risk Factors”.

Conversion of Series P Shares into Series Q Shares

Holders of Series P Shares will have the right, at their option, on March 31, 2017 and on March 31 every five years thereafter (a “**Series P Conversion Date**”), to convert, subject to the restrictions on conversion described below and the payment or delivery to the Corporation of evidence of payment of the tax (if any) payable, all or any of their Series P Shares registered in their name into Series Q Shares on the basis of one Series Q Share for each Series P Share. If a Series P Conversion Date falls on a day that is not a business day, such Series P Conversion Date shall be the immediately following business day. The conversion of Series P Shares may be effected upon written notice given by the registered holders of the Series P Shares not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series P Conversion Date. Once received by the Corporation, an election notice is irrevocable.

The Corporation will, at least 30 days and not more than 60 days prior to the applicable Series P Conversion Date, give notice in writing to the then registered holders of the Series P Shares of the above-mentioned conversion right. On the 30th day prior to each Series P Conversion Date, the Corporation will give notice in writing to the then registered holders of the Series P Shares of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period and the Floating Quarterly Dividend Rate (as defined herein) applicable to the Series Q Shares for the next succeeding Quarterly Floating Rate Period.

If the Corporation gives notice to the registered holders of the Series P Shares of the redemption on a Series P Conversion Date of all the Series P Shares, the Corporation will not be required to give notice as provided hereunder to the registered holders of the Series P Shares of the Annual Fixed Dividend Rate, the Floating Quarterly Dividend Rate or the conversion right of holders of Series P Shares and the right of any holder of Series P Shares to convert such Series P Shares will cease and terminate in that event.

Holders of Series P Shares will not be entitled to convert their shares into Series Q Shares if the Corporation determines that there would remain outstanding on a Series P Conversion Date less than 1,000,000 Series Q Shares, after having taken into account all Series P Shares tendered for conversion into Series Q Shares and all Series Q Shares tendered for conversion into Series P Shares. The Corporation will give notice in writing to all affected holders of Series P Shares of their inability to convert their Series P Shares at least seven days prior to the applicable Series P Conversion Date. Furthermore, if the Corporation determines that there would remain outstanding on a Series P Conversion Date less than 1,000,000 Series P Shares, after having taken into account all Series P Shares tendered for conversion into Series Q Shares and all Series Q Shares tendered for conversion into Series P Shares, then, all, but not part, of the remaining outstanding Series P Shares will automatically be converted into Series Q Shares on the basis of one Series Q Share for each Series P Share, on the applicable Series P Conversion Date and the Corporation will give notice in writing to this effect to the then registered holders of such remaining Series P Shares at least seven days prior to the Series P Conversion Date.

Upon exercise by a registered holder of its right to convert Series P Shares into Series Q Shares (and upon an automatic conversion), the Corporation reserves the right not to deliver Series Q Shares to any person whose address is in, or whom the Corporation or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Corporation to take any action to comply with the securities or analogous laws of such jurisdiction.

Purchase for Cancellation

Subject to applicable law and to the provisions described under “Description of the Series P Shares — Restrictions on Dividends and Retirement and Issue of Shares” below, the Corporation may at any time purchase for cancellation the whole or any part of the Series P Shares at the lowest price or prices at which in the opinion of the Board of Directors such shares are obtainable.

Rights on Liquidation

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Series P Shares will be entitled to receive \$25.00 per share, together with all accrued and unpaid dividends up to but excluding the date of payment or distribution (less any tax required to be deducted and withheld by the Corporation), before any amount is paid or any assets of the Corporation are distributed to the holders of any shares ranking junior as to capital to the Series P Shares. Upon payment of such amounts, the holders of the Series P Shares will not be entitled to share in any further distribution of the assets of the Corporation.

Priority

The Series P Shares rank junior to the Class A Preference Shares and Class AA Preference Shares of the Corporation and senior to the common shares of the Corporation with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs. The Series P Shares rank on a parity with every other series of Class AAA Preference Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

Restrictions on Dividends and Retirement and Issue of Shares

So long as any of the Series P Shares are outstanding, the Corporation will not, without the approval of the holders of the Series P Shares:

- (a) declare, pay or set apart for payment any dividends (other than stock dividends payable in shares of the Corporation ranking as to capital and dividends junior to the Series P Shares) on shares of the Corporation ranking as to dividends junior to the Series P Shares;
- (b) except out of the net cash proceeds of a substantially concurrent issue of shares of the Corporation ranking as to return of capital and dividends junior to the Series P Shares, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any shares of the Corporation ranking as to capital junior to the Series P Shares;
- (c) redeem or call for redemption, purchase, or otherwise pay off or retire for value or make any return of capital in respect of less than all of the Series P Shares then outstanding; or
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching thereto, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any Class AAA Preference Shares, ranking as to the payment of dividends or return of capital on a parity with the Series P Shares;

unless, in each such case, all accrued and unpaid dividends up to and including the dividend payable for the last completed period for which dividends were payable on the Series P Shares and on all other shares of the Corporation ranking prior to or on a parity with the Series P Shares with respect to the payment of dividends have been declared and paid or set apart for payment.

Shareholder Approvals

In addition to any other approvals required by law, the approval of all amendments to the rights, privileges, restrictions and conditions attaching to the Series P Shares as a series and any other approval to be given by the holders of the Series P Shares may be given by a resolution carried by an affirmative vote of at least 66 2/3% of the votes cast at a meeting at which the holders of a majority of the outstanding Series P Shares are present or represented by proxy or, if no quorum is present at such meeting, at an adjourned meeting at which the holders of Series P Shares then present would form the necessary quorum. At any meeting of holders of Series P Shares as a series, each such holder shall be entitled to one vote in respect of each Series P Share held.

Voting Rights

The holders of the Series P Shares will not (except as otherwise provided by law and except for meetings of the holders of Class AAA Preference Shares as a class and meetings of all holders of Series P Shares as a series) be entitled to receive notice of, attend, or vote at, any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series P Shares, whether or not consecutive. In the event of such non-payment, and for only so long as any such dividends remain in arrears, the holders of the Series P Shares will be entitled to receive notice of and to attend each meeting of the Corporation's shareholders, other than meetings at which only holders of another specified class or series are entitled to vote, and to one vote for each Series P Share held.

The Corporation's articles provide that each holder of shares entitled to vote in an election of directors has the right to cast a number of votes equal to the number of votes attached to the shares held by the holder of shares multiplied by the number of directors to be elected. The holder of shares may cast all such votes in favour of one candidate or distribute them among the candidates in any manner the holder of shares sees fit. Where the holder of shares has voted for more than one candidate without specifying the distribution of votes among such candidates, the holder of shares shall be deemed to have divided his votes equally among the candidates for whom the holder of shares voted.

Tax Election

The Corporation will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada) (the "**Tax Act**"), to pay or cause payment of the tax, under Part VI.1 at a rate such that the corporate holders of Series P Shares will not be required to pay tax under Part IV.1 of the Tax Act on dividends received on such shares.

Description of the Series Q Shares

The following is a summary of certain provisions attaching to the Series Q Shares as a series.

Definition of Terms

The following definitions are relevant to the Series Q Shares.

"Floating Quarterly Dividend Rate" means, for any Quarterly Floating Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred-thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date plus 3.0% (calculated on the basis of the actual number of days elapsed in such Quarterly Floating Rate Period divided by 365).

"Floating Rate Calculation Date" means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period.

"Quarterly Commencement Date" means the 1st day of each of April, July, October and January in each year.

"Quarterly Floating Rate Period" means, for the initial Quarterly Floating Rate Period, the period commencing on April 1, 2017 and ending on and including June 30, 2017, and thereafter the period from and including the day immediately following the end of the immediately preceding Quarterly Floating Rate Period to but excluding the next succeeding Quarterly Commencement Date.

"T-Bill Rate" means, for any Quarterly Floating Rate Period, the average yield expressed as a percentage per annum on three-month Government of Canada Treasury Bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

Issue Price

The Series Q Shares will have an issue price of \$25.00 per share.

Dividends

The holders of the Series Q Shares will be entitled to receive floating rate cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of each Quarterly Floating Rate Period (or if such date is not a business day, the immediately following business day), in the amount per share determined by multiplying the applicable Floating Quarterly Dividend Rate by \$25.00.

The Floating Quarterly Dividend Rate for each Quarterly Floating Rate Period will be determined by the Corporation on the Floating Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Corporation and upon all holders of Series Q Shares. The Corporation will, on the Floating Rate Calculation Date, give written notice of the Floating Quarterly Dividend Rate for the ensuing Quarterly Floating Rate Period to the registered holders of the then outstanding Series Q Shares.

Payments of dividends and other amounts in respect of the Series Q Shares will be made by the Corporation to CDS, or its nominee, as the case may be, as registered holder of the Series Q Shares. As long as CDS, or its nominee, is the registered holder of the Series Q Shares, CDS, or its nominee, as the case may be, will be considered the sole owner of the Series Q Shares for the purposes of receiving payment on the Series Q Shares.

Redemption

Subject to certain other restrictions set out in “Description of the Series Q Shares — Restrictions on Dividends and Retirement and Issue of Shares”, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem all or from time to time any part of the outstanding Series Q Shares by payment in cash of a per share sum equal to (i) \$25.00 in the case of redemptions on March 31, 2022 and on March 31 every five years thereafter (each a “**Series Q Conversion Date**”), or (ii) \$25.50 in the case of redemptions on any date which is not a Series Q Conversion Date after March 31, 2017, in each case together with all accrued and unpaid dividends up to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation). If a Series Q Conversion Date falls on a day that is not a business day, such Series Q Conversion Date shall be the immediately following business day.

If less than all of the outstanding Series Q Shares are to be redeemed, the shares to be redeemed shall be selected on a pro rata basis disregarding fractions or, if such shares are at such time listed on such exchange, with the consent of the TSX, in such manner as the Board of Directors in its sole discretion may, by resolution, determine.

The Series Q Shares do not have a fixed maturity date and are not redeemable at the option of the holders of Series Q Shares. See “Risk Factors”.

Conversion of Series Q Shares into Series P Preferred Shares

Holders of Series Q Shares will have the right, at their option, on each Series Q Conversion Date, to convert, subject to the restrictions on conversion described below and the payment or delivery to the Corporation of evidence of payment of the tax (if any) payable, all or any of their Series Q Shares registered in their name into Series P Shares on the basis of one Series P Share for each Series Q Share. The conversion of Series Q Shares may be effected upon written notice given by the registered holders of the Series Q Shares not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series Q Conversion Date. Once received by the Corporation, an election notice is irrevocable.

The Corporation will, at least 30 days and not more than 60 days prior to the applicable Series Q Conversion Date, give notice in writing to the then registered holders of the Series Q Shares of the above-mentioned conversion right. On the 30th day prior to each Series Q Conversion Date, the Corporation will give notice in writing to the then registered holders of Series Q Shares of the Floating Quarterly Dividend Rate for the next succeeding Quarterly Floating Rate Period and of the Annual Fixed Dividend Rate applicable to the Series P Shares for the next succeeding Subsequent Fixed Rate Period.

If the Corporation gives notice to the registered holders of the Series Q Shares of the redemption on a Series Q Conversion Date of all the Series Q Shares, the Corporation will not be required to give notice as provided hereunder to the

registered holders of the Series Q Shares of the Annual Fixed Dividend Rate, the Floating Quarterly Dividend Rate or of the conversion right of holders of Series Q Shares and the right of any holder of Series Q Shares to convert such Series Q Shares will cease and terminate in that event.

Holders of Series Q Shares will not be entitled to convert their shares into Series P Shares if the Corporation determines that there would remain outstanding on a Series Q Conversion Date less than 1,000,000 Series P Shares, after having taken into account all Series Q Shares tendered for conversion into Series P Shares and all Series P Shares tendered for conversion into Series Q Shares. The Corporation will give notice in writing to all affected holders of Series Q Shares of their inability to convert their Series Q Shares at least seven days prior to the applicable Series Q Conversion Date. Furthermore, if the Corporation determines that there would remain outstanding on a Series Q Conversion Date less than 1,000,000 Series Q Shares, after having taken into account all Series Q Shares tendered for conversion into Series P Shares and all Series P Shares tendered for conversion into Series Q Shares, then, all, but not part, of the remaining outstanding Series Q Shares will automatically be converted into Series P Shares on the basis of one Series P Share for each Series Q Share, on the applicable Series Q Conversion Date and the Corporation will give notice in writing to this effect to the then registered holders of such remaining Series Q Shares at least seven days prior to the Series Q Conversion Date.

Upon exercise by a registered holder of its right to convert Series Q Shares into Series P Shares (and upon an automatic conversion), the Corporation reserves the right not to deliver Series P Shares to any person whose address is in, or whom the Corporation or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Corporation to take any action to comply with the securities or analogous laws of such jurisdiction.

Purchase for Cancellation

Subject to applicable law and to the provisions described under “Description of the Series Q Shares — Restrictions on Dividends and Retirement and Issue of Shares” below, the Corporation may at any time purchase for cancellation the whole or any part of the Series Q Shares at the lowest price or prices at which in the opinion of the Board of Directors such shares are obtainable.

Rights on Liquidation

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Series Q Shares will be entitled to receive \$25.00 per share, together with all accrued and unpaid dividends up to but excluding the date of payment or distribution (less any tax required to be deducted and withheld by the Corporation), before any amount is paid or any assets of the Corporation are distributed to the holders of any shares ranking junior as to capital to the Series Q Shares. Upon payment of such amounts, the holders of the Series Q Shares will not be entitled to share in any further distribution of the assets of the Corporation.

Priority

The Series Q Shares rank junior to the Class A Preference Shares and Class AA Preference Shares of the Corporation and senior to the common shares of the Corporation with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs. The Series Q Shares rank on a parity with every other series of Class AAA Preference Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

Restrictions on Dividends and Retirement and Issue of Shares

So long as any of the Series Q Shares are outstanding, the Corporation will not, without the approval of the holders of the Series Q Shares:

- (a) declare, pay or set apart for payment any dividends (other than stock dividends payable in shares of the Corporation ranking as to capital and dividends junior to the Series Q Shares) on shares of the Corporation ranking as to dividends junior to the Series Q Shares;

- (b) except out of the net cash proceeds of a substantially concurrent issue of shares of the Corporation ranking as to return of capital and dividends junior to the Series Q Shares, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any shares of the Corporation ranking as to capital junior to the Series Q Shares;
- (c) redeem or call for redemption, purchase, or otherwise pay off or retire for value or make any return of capital in respect of less than all of the Series Q Shares then outstanding; or
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching thereto, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any Class AAA Preference Shares, ranking as to the payment of dividends or return of capital on a parity with the Series Q Shares;

unless, in each such case, all accrued and unpaid dividends up to and including the dividend payable for the last completed period for which dividends were payable on the Series Q Shares and on all other shares of the Corporation ranking prior to or on a parity with the Series Q Shares with respect to the payment of dividends have been declared and paid or set apart for payment.

Shareholder Approvals

In addition to any other approvals required by law, the approval of all amendments to the rights, privileges, restrictions and conditions attaching to the Series Q Shares as a series and any other approval to be given by the holders of the Series Q Shares may be given by a resolution carried by an affirmative vote of at least 66 2/3% of the votes cast at a meeting at which the holders of a majority of the outstanding Series Q Shares are present or represented by proxy or, if no quorum is present at such meeting, at an adjourned meeting at which the holders of Series Q Shares then present would form the necessary quorum. At any meeting of holders of Series Q Shares as a series, each such holder shall be entitled to one vote in respect of each Series Q Share held.

Voting Rights

The holders of the Series Q Shares will not (except as otherwise provided by law and except for meetings of the holders of Class AAA Preference Shares as a class and meetings of all holders of Series Q Shares as a series) be entitled to receive notice of, attend, or vote at, any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series Q Shares, whether or not consecutive. In the event of such non-payment, and for only so long as any such dividends remain in arrears, the holders of the Series Q Shares will be entitled to receive notice of and to attend each meeting of the Corporation's shareholders, other than meetings at which only holders of another specified class or series are entitled to vote, and to one vote for each Series Q Share held.

The Corporation's articles provide that each holder of shares entitled to vote in an election of directors has the right to cast a number of votes equal to the number of votes attached to the shares held by the holder of shares multiplied by the number of directors to be elected. The holder of shares may cast all such votes in favour of one candidate or distribute them among the candidates in any manner the holder of shares sees fit. Where the holder of shares has voted for more than one candidate without specifying the distribution of votes among such candidates, the holder of shares shall be deemed to have divided his votes equally among the candidates for whom the holder of shares voted.

Tax Election

The Corporation will elect, in the manner and within the time provided under Part VI.1 of the Tax Act, to pay or cause payment of the tax, under Part VI.1 at a rate such that the corporate holders of Series Q Shares will not be required to pay tax under Part IV.1 of the Tax Act on dividends received on such shares.

BOOK ENTRY ONLY SYSTEM

Registration of interests in and transfers of the Series P Shares and of the Series Q Shares, as applicable, will be made only through a book entry only system administered by CDS. On or about October 21, 2010, the expected Closing Date, but no later than October 29, 2010, the Corporation will deliver to CDS certificates evidencing the aggregate number of Series P Shares subscribed for under the Offering. Series P Shares and Series Q Shares must be purchased, transferred and surrendered for conversion or redemption through a participant in CDS (a "CDS Participant"). All rights of an owner of Series P Shares and of an owner of Series Q Shares must be exercised through, and all payments or other property to which

such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds Series P Shares or Series Q Shares, as applicable. Upon purchase of any Series P Shares or Series Q Shares, as applicable, the owner will receive only the customary confirmation. References in this prospectus supplement to a holder of Series P Shares or a holder of Series Q Shares means, unless the context otherwise requires, the owner of the beneficial interest in such shares.

The ability of a beneficial owner of Series P Shares or Series Q Shares to pledge the Series P Shares or Series Q Shares, as applicable, or otherwise take action with respect to such owner's interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Corporation has the option to terminate registration of the Series P Shares or the Series Q Shares through the book entry only system in which case certificates for Series P Shares or Series Q Shares, as applicable, in fully registered form will be issued to beneficial owners of such shares or their nominees.

RISK FACTORS

An investment in the Series P Shares or the Series Q Shares is subject to a number of risks. Before deciding whether to invest in the Series P Shares or Series Q Shares, investors should consider carefully the risks relating to the Corporation described under the heading "Business of Brookfield Properties — Company and Real Estate Industry Risks" on pages 32 through 40 of the AIF and under the heading "Risks and Uncertainties" on pages 46 through 50 of the MD&A for the three and six months ended June 30, 2010.

Risk Factors Specific to the Series P Shares and the Series Q Shares

Prevailing yields on similar securities will affect the market value of the Series P Shares and the Series Q Shares. Assuming all other factors remain unchanged, the market value of the Series P Shares and the Series Q Shares would be expected to decline as prevailing yields for similar securities rise and would be expected to increase as prevailing yields for similar securities decline. Spreads over the Government of Canada Yield, T-Bill Rate and comparable benchmark rates of interest for similar securities will also affect the market value of the Series P Shares and the Series Q Shares in an analogous manner.

Neither Series P Shares nor the Series Q Shares have a fixed maturity date and they are not redeemable at the option of the holders of Series P Shares or Series Q Shares, as applicable. The ability of a holder to liquidate its holdings of Series P Shares or Series Q Shares, as applicable, may be limited.

There can be no assurance that an active trading market will develop for the Series P Shares after the Offering or for the Series Q Shares following the issuance of any of those shares, or if developed, that such a market will be sustained at the offering price of the Series P Shares or the issue price of the Series Q Shares.

The Corporation may choose to redeem the Series P Shares and the Series Q Shares from time to time, in accordance with its rights described under "Details of the Offering — Description of the Series P Shares — Redemption" and "Details of the Offering — Description of the Series Q Shares — Redemption", including when prevailing interest rates are lower than the yields borne by the Series P Shares and the Series Q Shares. If prevailing rates are lower at the time of redemption, a purchaser would not be able to reinvest the redemption proceeds in a comparable security at an effective yield as high as the yields on the Series P Shares or the Series Q Shares being redeemed. The Corporation's redemption right also may adversely impact a purchaser's ability to sell Series P Shares and Series Q Shares as the optional redemption date or period approaches.

The dividend rate in respect of the Series P Shares will reset on March 31, 2017 and on March 31 every five years thereafter. The dividend rate in respect of the Series Q Shares will reset quarterly. In each case, the new dividend rate is unlikely to be the same as, and may be lower than, the dividend rate for the applicable preceding dividend period.

Investments in the Series Q Shares, given their floating interest component, entail risks not associated with investments in the Series P Shares. The resetting of the applicable rate on a Series Q Share may result in a lower yield compared to the fixed rate Series P Shares. The applicable rate on a Series Q Share will fluctuate in accordance with fluctuations in the T-Bill Rate on which the applicable rate is based, which in turn may fluctuate and be affected by a number of interrelated factors, including economic, financial and political events over which the Corporation has no control.

An investment in the Series P Shares, or in the Series Q Shares, as the case may be, may become an investment in Series Q Shares, or in Series P Shares, respectively, without the consent of the holder in the event of an automatic conversion in the circumstances described under “Details of the Offering — Description of the Series P Shares — Conversion of Series P Shares into Series Q Shares” and “Details of the Offering — Description of the Series Q Shares — Conversion of Series Q Shares into Series P Shares”. Upon the automatic conversion of the Series P Shares into Series Q Shares, the dividend rate on the Series Q Shares will be a floating rate that is adjusted quarterly by reference to the T-Bill Rate which may vary from time to time while, upon the automatic conversion of the Series Q Shares into Series P Shares, the dividend rate on the Series P Shares will be, for each five-year period, a fixed rate that is determined by reference to the Government of Canada Yield on the 30th day prior to the first day of each such five-year period. In addition, holders may be prevented from converting their Series P Shares into Series Q Shares, and vice versa, in certain circumstances. See “Details of the Offering – Description of the Series P Shares – Conversion of Series P Shares into Series Q Shares”, “Details of the Offering – Description of the Series Q Shares – Conversion of Series Q Shares into Series P Shares”.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Torys LLP and of Goodmans LLP, the following is a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser of Series P Shares pursuant to this prospectus supplement (a “**Holder**”) who, for purposes of the Tax Act and at all relevant times, is or is deemed to be a resident of Canada, deals at arm’s length with and is not affiliated with the Corporation, holds the Series P Shares, and will hold any Series Q Shares, as the case may be, as capital property and is not exempt from tax under Part I of the Tax Act.

Generally, the Series P Shares and the Series Q Shares will be capital property to a purchaser provided the purchaser does not hold such shares in the course of carrying on a business of trading or dealing in securities and does not acquire them as part of an adventure or concern in the nature of a trade. Certain purchasers who might not otherwise be considered to hold Series P Shares or Series Q Shares as capital property may, in certain circumstances, be entitled to have them and every other “Canadian security”, as defined in the Tax Act, owned by such holder in the taxation year of the election or any subsequent taxation year, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

This summary is not applicable to a purchaser that is a “financial institution” for the purposes of the “mark to market property” rules, to a purchaser an interest in which would be a “tax shelter investment” or to a purchaser to whom the “functional currency” reporting rules apply, each as defined in the Tax Act. Such purchasers should consult their own tax advisors. Furthermore, this summary is not applicable to a purchaser that is a “specified financial institution”, as defined in the Tax Act, that receives or is deemed to receive, alone or together with persons with whom it does not deal at arm’s length, in the aggregate dividends in respect of more than 10% of the Series P Shares or the Series Q Shares, as the case may be, outstanding at the time the dividend is received. This summary also assumes that all issued and outstanding Series P Shares and Series Q Shares are listed on a designated stock exchange (which includes the TSX) in Canada (as defined in the Tax Act) at such times as dividends (including deemed dividends) are paid or received on such shares.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular purchaser. Accordingly, prospective purchasers should consult their own tax advisors with respect to their particular circumstances.

This summary is based upon the current provisions of the Tax Act, the regulations thereunder (the “**Regulations**”), all specific proposals to amend the Tax Act and the Regulations publicly announced by the Minister of Finance prior to the date hereof (the “**Proposals**”) and counsel’s understanding of the current published administrative and assessing policies and practices of the Canada Revenue Agency (the “**CRA**”). This summary does not otherwise take into account or anticipate any change in law, whether by legislative, governmental or judicial action, nor does it take into account or consider any provincial, territorial or foreign income tax legislation or considerations. No assurances can be given that the Proposals will be enacted as proposed or at all.

Dividends

Dividends (including deemed dividends) received on the Series P Shares or the Series Q Shares by an individual (other than certain trusts) will be included in the individual’s income and generally will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by individuals from taxable Canadian corporations, including the enhanced dividend tax credit rules applicable to any dividends designated by the Corporation as “eligible dividends” in accordance with the Tax Act.

Dividends (including deemed dividends) received on the Series P Shares or the Series Q Shares by a corporation will be included in computing the corporation's income and will generally be deductible in computing the taxable income of the corporation.

The Series P Shares and the Series Q Shares will be "taxable preferred shares" as defined in the Tax Act. The terms of the Series P Shares and the Series Q Shares require the Corporation to make the necessary election under Part VI.1 of the Tax Act so that corporate Holders will not be subject to tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series P Shares and the Series Q Shares.

Dividends received by an individual (including certain trusts) may give rise to a liability for alternative minimum tax.

A "private corporation", as defined in the Tax Act, or any other corporation controlled by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay refundable tax under Part IV of the Tax Act of 33 1/3% on dividends received (or deemed to be received) on the Series P Shares and the Series Q Shares to the extent such dividends are deductible in computing its taxable income.

Dispositions

A Holder who disposes of or is deemed to dispose of Series P Shares or Series Q Shares (either on redemption or otherwise, but not including a conversion) will generally realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such shares to such Holder. The amount of any deemed dividend arising on the redemption or acquisition by the Corporation of Series P Shares or Series Q Shares will not generally be included in computing the proceeds of disposition to a Holder for purposes of computing the capital gain or capital loss arising on the disposition of such shares. If the Holder is a corporation, any such capital loss arising may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares to the extent and under the circumstances prescribed by the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

Generally, one-half of any capital gain will be included in computing the Holder's income as a taxable capital gain. One-half of any capital loss may be deducted from the Holder's taxable capital gains in accordance with the rules contained in the Tax Act. Capital gains realized by an individual (including certain trusts) may give rise to a liability for alternative minimum tax under the Tax Act. Taxable capital gains of a Canadian-controlled private corporation, as defined in the Tax Act, may be subject to an additional refundable tax of 6 2/3%.

Redemption

If the Corporation redeems or otherwise acquires Series P Shares or Series Q Shares, other than by a purchase in the open market in the manner in which shares are normally purchased by a member of the public in the open market, the Holder will be deemed to have received a dividend equal to the amount, if any, paid by the Corporation in excess of the paid-up capital (as determined for purposes of the Tax Act) of such shares at such time. Generally, the difference between the amount paid by the Corporation and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such shares. In the case of a corporate shareholder, it is possible that in certain circumstances all or part of the deemed dividend may be treated as proceeds of disposition and not a dividend.

Conversion

The conversion of a Series P Share into a Series Q Share and a Series Q Share into a Series P Share will be deemed not to be a disposition of property and accordingly will not give rise to any capital gain or capital loss. The cost to a holder of a Series Q Share or Series P Share, as the case may be, received on the conversion will be deemed to be equal to the holder's adjusted cost base of the converted Series P Share or Series Q Share, as the case may be, immediately before the conversion. The adjusted cost base of all of the Series P Shares and Series Q Shares held by the holder will be determined in accordance with the cost averaging rules in the Tax Act.

ELIGIBILITY FOR INVESTMENT

In the opinion of Torys LLP and Goodmans LLP, the Series P Shares offered hereby, if issued on the date of this prospectus supplement, would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a deferred profit sharing plan, a registered disability savings plan and a tax-free savings account.

The Series P Shares will not be a “prohibited investment” for a trust governed by a tax-free savings account on such date provided the holder of the tax-free savings account deals at arm’s length with the Corporation for purposes of the Tax Act and does not have a significant interest (within the meaning of the Tax Act) in the Corporation or in any person or partnership with which the Corporation does not deal at arm's length for purposes of the Tax Act.

LEGAL MATTERS

Certain legal matters relating to the Series P Shares offered by this prospectus supplement will be passed upon at the Closing Date by Torys LLP with respect to matters on behalf of the Corporation and by Goodmans LLP with respect to matters on behalf of the Underwriters.

As of October 14, 2010 (a) the partners and associates of Torys LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Corporation or any of its associates or affiliates; and (b) the partners and associates of Goodmans LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Corporation or any of its associates or affiliates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Deloitte & Touche LLP, Chartered Accountants, Licensed Public Accountants, Suite 1400, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2V1. The transfer agent and registrar for the Series P Shares and the Series Q Shares will be CIBC Mellon Trust Company at its principal office in Toronto, Ontario.

PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

CONSENT OF INDEPENDENT REGISTERED CHARTERED ACCOUNTANTS

We have read the prospectus supplement dated October 14, 2010 to a short form base shelf prospectus of Brookfield Properties Corporation (the "Company") dated December 15, 2009 relating to the issue and sale of 12,000,000 Class AAA Preference Shares, Series P of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the board of directors and shareholders of the Company relating to the consolidated balance sheets of the Company as at December 31, 2009 and 2008, and the related consolidated statements of income, changes in common equity, comprehensive income and cashflow for each of the years in the two year period ended December 31, 2009. Our report is dated March 5, 2010.

(Signed) DELOITTE & TOUCHE LLP
Independent Registered Chartered Accountants
Licensed Public Accountants
Toronto, Canada
October 14, 2010

CERTIFICATE OF THE UNDERWRITERS

Date: October 14, 2010

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces of Canada.

**RBC DOMINION
SECURITIES INC.**
(Signed) WILLIAM WONG

**CIBC WORLD MARKETS
INC.**
(Signed) MARK G. JOHNSON

SCOTIA CAPITAL INC.
(Signed) STEPHEN SENDER

TD SECURITIES INC.
(Signed) KURSAT KACIRA

BMO NESBITT BURNS INC.
(Signed) DEREK DERMOTT

NATIONAL BANK FINANCIAL INC.
(Signed) CRAIG J. SHANNON

HSBC SECURITIES (CANADA) INC.
(Signed) NICOLE CATY

**BROOKFIELD FINANCIAL
CORP.**
(Signed) MARK MURSKI

**CANACCORD GENUITY
CORP.**
(Signed) MARK EDWARDS

**DUNDEE SECURITIES
CORPORATION**
(Signed) ONORIO LUCCHESI

**MACQUARIE CAPITAL
MARKETS CANADA LTD.**
(Signed) RON RIMER