

# Brookfield Office Properties

**Supplemental Information**

for the quarter ended March 31, 2011

**Brookfield**



*This supplemental information package contains forward-looking statements and information within the meaning of applicable securities legislation. Although Brookfield Office Properties 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 company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information. Accordingly, the company cannot give any assurance that its expectations will in fact occur and cautions that actual results may differ materially from those in the forward-looking statements. 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 company'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 company'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 company with the securities regulators in Canada and the United States, including in the Annual Information Form under the heading "Business of Brookfield Properties – Company and Real Estate Industry Risks," and in the company's most recent interim report under the heading "Management's Discussion and Analysis." The company undertakes no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, except as required by law.*

	Page		Page
Share Information	3	Development Sites	26
Contact Information	4	Fair Value and Active Development Statistics	27
Financial Overview		Residential Development	
Summary	5	Net Operating Income	28
Balance Sheets	6	Lot Sale Statistics	29
Income Statements – QTD	7	Home Sale Statistics	30
Funds From Operations – QTD	8	Balance Sheet Details	
Net Operating Income – QTD	9	Receivables and Other Assets / Accounts Payable and Other Liabilities	31
Equity Accounted Investments – U.S. Office Fund	10	Interest Rate Profile / Amortization Schedule	32
Equity Accounted Investments – Other Jointly Controlled		Debt Maturity – Consolidated	33
Entities	12	Debt Maturity – Other Jointly Controlled Entities	35
Discontinued Operations	13	Corporate Capital Securities / Preferred Equity / Non-Controlling	
Components of Net Asset Value	14	Interests	36
Fair Value Continuity	15	Per Share Calculations	37
Summary Cashflow Statement	16	Appendix	
Investment Properties			
Summary of Properties	17		
Leasing Activity – QTD	21		
Historical Leasing Activity / Historical Occupancy Analysis	22		
Lease Expiry Analysis	23		
Top 20 Tenants	24		
Tenant Installation Costs and Capital Expenditures	25		

*All amounts denominated in U.S. dollars unless otherwise stated.*

*This accompanying financial information makes reference to net operating income and funds from operations ("FFO") on a total and per share basis. Net operating income is defined as income from property operations after operating expenses have been deducted, but prior to deducting financing, administrative and income tax expenses. Brookfield Office Properties defines FFO attributable to shareholders as income before fair value adjustments, income taxes and certain other non-cash items as and when they arise, less non-controlling interests in the foregoing. FFO is determined as FFO from consolidated properties, FFO from equity accounted investments and FFO from discontinued operations. The company uses net operating income and FFO to assess its operating results. Net operating income is important in assessing operating performance and FFO is a widely used measure to analyze real estate. The company provides the components of net operating income on page 9 and a full reconciliation from net income to FFO on page 8. The company reconciles FFO to net income as opposed to cashflow from operating activities as it believes net income is the most comparable measure. Net operating income and FFO are both measures which do not have any standard meaning and therefore may not be comparable to similar measures presented by other companies. Refer to last page of this supplemental package for certain definitions.*

**Earnings and Dividend Announcements**

Brookfield Office Properties' ("BPO") financial results are scheduled to be announced on the following dates:

- Second quarter 2011 results on August 5, 2011
- Third quarter 2011 results on November 4, 2011
- Fourth quarter 2011 results on February 10, 2012

**Common Share Dividends**

- Current policy as of March 31, 2011. Quarterly dividend of US\$0.14 per share (US\$0.56 per share annualized):
- Record Date: first business day of March, June, September and December
- Payment Date: last business day of March, June, September and December

**Common Share Trading Statistics**

	NYSE (US Dollars)					TSX (Canadian Dollars)				
	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010	Jun. 30, 2010	Mar. 31, 2010
High	\$18.22	\$18.87	\$16.27	\$16.72	\$15.75	\$17.79	\$18.86	\$16.88	\$16.91	\$16.16
Low	\$16.40	\$15.63	\$13.14	\$11.84	\$11.79	\$16.50	\$16.04	\$13.88	\$11.51	\$12.51
Close	\$17.72	\$17.53	\$15.52	\$14.04	\$15.36	\$17.16	\$17.56	\$16.07	\$14.95	\$15.65
Volume	59,729,650	51,595,686	68,495,420	84,244,774	73,140,693	94,612,941	78,831,279	87,003,117	81,851,343	90,479,136

**Shares Outstanding**

	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010	Jun. 30, 2010	Mar. 31, 2010
Common shares outstanding	502,922,198	502,709,930	502,030,878	501,543,517	501,484,379
Unexercised options	19,175,648	17,358,469	18,054,399	18,467,519	18,479,884
Common shares outstanding – fully diluted	522,097,846	520,068,399	520,085,277	520,011,036	519,964,263
Share repurchases during respective quarter	-	-	-	-	-
Weighted average common shares outstanding – basic	502,733,371	502,318,964	501,743,826	501,552,129	501,412,161
Weighted average common shares outstanding – diluted <sup>(1)</sup>	508,202,394	506,808,702	505,949,784	506,645,030	505,413,319

<sup>(1)</sup> Excludes the effects of settling our capital securities – corporate in common shares as we intend to redeem our capital securities for cash prior to conversion

**Share Repurchases**

Since the inception of the normal course issuer bid in 1999, we have repurchased approximately 38 million shares at an average price of \$11.96 per share:

	2008	2007	2005	2004	2003	2002	2001	2000	1999
Shares repurchased	2,268,600	4,513,200	4,040,250	3,172,275	11,265,075	3,118,275	5,406,075	3,569,175	875,700
Average price per share (US\$)	\$17.65	\$22.87	\$18.32	\$13.59	\$9.38	\$8.21	\$7.70	\$5.55	\$4.68
Total cost (US\$ millions)	\$40.1	\$103.2	\$74.0	\$43.1	\$105.7	\$25.6	\$41.6	\$19.8	\$4.1

Note: No repurchases in 2006, 2009, 2010 or 2011

Note: Share information has been restated to reflect common share splits

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## Summary

(Millions, except per share amounts)	Proportionate	
	Quarter to Date	
	March 31, 2011	March 31, 2010
<b>Income items:</b>		
Total revenue	\$549	\$440
Commercial property net operating income before the following:	298	229
Straight-line rental income	3	6
Recurring fee income	14	16
Lease termination and other non-recurring income	1	1
Commercial property net operating income - continuing operations	316	252
Commercial property net operating income - discontinued operations	6	7
Commercial property net operating income - total	322	259
Residential net operating income	13	15
Net income per diluted share	0.54	0.44
Funds from operations	155	133
Funds from operations per share	0.28	0.25
Adjusted funds from operations	106	104
<b>Margins:</b>		
Commercial property revenue	522	433
Commercial property operating expense	(206)	(181)
Commercial property margin	60.5%	58.2%
Residential development revenue	83	90
Residential development operating expenses	(70)	(75)
Residential property margin	15.7%	16.7%

(Millions, except per share amounts)	March 31, 2011	December 31, 2010
<b>Capitalization:</b>		
Total assets	\$23,787	\$23,836
Total debt <sup>(1)</sup>	11,162	11,437
Common equity	8,066	7,883
Value per share	15.95	15.61
Value per share (pre-tax)	16.73	16.31
Common stock price at quarter-end	17.72	17.53
Common equity at market	8,912	8,813
Debt to market capitalization <sup>(2)</sup>	48%	48%

<sup>(1)</sup> Includes debt associated with assets held for sale

<sup>(2)</sup> Based on continuing operations

Balance Sheets

(Millions, except per share amounts)	March 31, 2011				December 31, 2010			
	BPO's share of				BPO's share of			
	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate
<b>Assets</b>								
Investment properties								
Commercial properties	\$13,076	\$3,694	\$2,696	\$19,466	\$12,742	\$3,636	\$2,668	\$19,046
Commercial developments	1,160	28	93	1,281	1,050	28	82	1,160
Equity accounted investments								
Investment in U.S. Office Fund	1,374	(1,341)	—	33	1,285	(1,237)	—	48
Other jointly controlled entities	1,684	—	(1,684)	—	1,654	—	(1,654)	—
Investment in associates <sup>(3)</sup>	18	—	—	18	18	—	—	18
Receivables and other	2,568	(288)	73	2,353	1,596	(311)	60	1,345
Restricted cash and deposits	23	24	14	61	42	20	19	81
Cash and cash equivalents	177	38	30	245	142	80	25	247
Assets held for sale	330	—	—	330	1,891	—	—	1,891
<b>Total assets</b>	<b>\$20,410</b>	<b>\$2,155</b>	<b>\$1,222</b>	<b>\$23,787</b>	<b>\$20,420</b>	<b>\$2,216</b>	<b>\$1,200</b>	<b>\$23,836</b>
<b>Liabilities</b>								
Commercial property debt	\$7,505	\$2,434	\$1,058	\$10,997	\$7,261	\$2,458	\$1,064	\$10,783
Accounts payable and other liabilities	916	111	164	1,191	936	133	136	1,205
Deferred tax liability	406	—	—	406	366	—	—	366
Liabilities related to assets held for sale	174	—	—	174	749	—	—	749
Capital securities	1,044	—	—	1,044	1,038	—	—	1,038
<b>Total liabilities</b>	<b>10,045</b>	<b>2,545</b>	<b>1,222</b>	<b>13,812</b>	<b>10,350</b>	<b>2,591</b>	<b>1,200</b>	<b>14,141</b>
<b>Shareholders' equity and non-controlling interests</b>								
Preferred equity	848	—	—	848	848	—	—	848
Common equity	8,066	—	—	8,066	7,883	—	—	7,883
<b>Total shareholders' equity</b>	<b>8,914</b>	<b>—</b>	<b>—</b>	<b>8,914</b>	<b>8,731</b>	<b>—</b>	<b>—</b>	<b>8,731</b>
Preferred equity - subsidiaries	393	—	—	393	382	—	—	382
Non-controlling interests - fund subsidiaries <sup>(4)</sup>	390	(390)	—	—	375	(375)	—	—
Non-controlling interests - other subsidiaries <sup>(5)</sup>	668	—	—	668	582	—	—	582
<b>Total equity</b>	<b>10,365</b>	<b>(390)</b>	<b>—</b>	<b>9,975</b>	<b>10,070</b>	<b>(375)</b>	<b>—</b>	<b>9,695</b>
<b>Total liabilities and equity</b>	<b>\$20,410</b>	<b>\$2,155</b>	<b>\$1,222</b>	<b>\$23,787</b>	<b>\$20,420</b>	<b>\$2,216</b>	<b>\$1,200</b>	<b>\$23,836</b>
Common share price @ quarter-end	\$17.72			\$17.72	\$17.53			\$17.53
Common equity at market	8,912			8,912	8,813			8,813
Value per share	15.95			15.95	15.61			15.61
Value per share (pre-tax)	16.73			16.73	16.31			16.31
Debt to market capitalization <sup>(6)</sup>	38%			48%	38%			48%

<sup>(1)</sup> Represents BPO's proportionate share of the net assets and liabilities in the U.S. Office Fund - refer to page 10

<sup>(2)</sup> Represents BPO's proportionate share of the net assets and liabilities in other jointly controlled entities - refer to page 12

<sup>(3)</sup> Represents BPO's investment in Brookfield LePage Johnson Controls and Oakridges; entities that are equity accounted

<sup>(4)</sup> Represents a Fund Partner's share of the assets and liabilities in the U.S. Office Fund held through a 24% interest in BPOP Holdings (U.S.) LLC. The balance of BPOP Holdings (U.S.) LLC is owned by BPO and as a result is consolidated by BPO

<sup>(5)</sup> Represents the minority share of the net assets in Brookfield Office Properties Canada ("BOX") (16.7%), Brookfield Financial Properties L.P. ("BFP") (0.6%), Brookfield Prime Property Fund (31.6%) and Brookfield Heritage Partners LLC (49%)

<sup>(6)</sup> Based on continuing operations

## Income Statements – QTD

(Millions, except per share amounts)	March 31, 2011				March 31, 2010			
	BPO's share of				BPO's share of			
	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate
<b>Total revenue</b>	\$380	\$95	\$74	\$549	\$299	\$95	\$46	\$440
<b>Net operating income</b>								
Commercial operations	216	53	47	316	171	54	27	252
Interest and other income	23	—	2	25	15	—	—	15
	239	53	49	341	186	54	27	267
<b>Expenses</b>								
Interest								
Commercial property debt	101	25	18	144	71	24	10	105
Capital securities	15	—	—	15	14	—	—	14
General and administrative	35	—	—	35	28	—	—	28
Depreciation	2	—	—	2	2	—	—	2
<b>Income before gains (losses), share of net earnings (losses) from equity accounted investments and income taxes</b>	86	28	31	145	71	30	17	118
Fair value gains (losses)	122	50	6	178	66	50	29	145
Share of net earnings (losses) from equity accounted investments and associates	130	(92)	(37)	1	150	(103)	(46)	1
<b>Income (loss) before income taxes</b>	338	(14)	—	324	287	(23)	—	264
Income tax expense (benefit)	33	—	—	33	29	—	—	29
<b>Net income (loss) from continuing operations</b>	305	(14)	—	291	258	(23)	—	235
Income (loss) from discontinued operations	26	—	—	26	17	—	—	17
<b>Net income (loss)</b>	\$331	(\$14)	—	\$317	\$275	(\$23)	—	\$252
<b>Net income (loss) attributable to</b>								
Common shareholders	306	—	—	306	250	—	—	250
Non-controlling interests <sup>(3)</sup>	25	(14)	—	11	25	(23)	—	2
	331	(14)	—	317	275	(23)	—	252
Preferred share dividends				(14)				(9)
<b>Net income (loss) per diluted share</b>				\$0.54				\$0.44
<i>Straight-line rent included in NOI</i>	\$5	\$1	(\$3)	\$3	\$5	\$3	(\$2)	\$6
<i>Commercial property margins</i>				60.5%				58.2%
<i>Residential property margins</i>				15.7%				16.7%

<sup>(1)</sup> Represents BPO's proportionate share of earnings in the U.S. Office Fund - refer to page 11

<sup>(2)</sup> Represents BPO's proportionate share of earnings in other jointly controlled entities - refer to page 12

<sup>(3)</sup> For IFRS, represents the minority share of earnings of the U.S. Office Fund, Brookfield Prime Property Fund, BOX, BFP and Brookfield Heritage Partners LLC. On a proportionate basis, represents only the minority share of Brookfield Prime Property Fund, BOX, BFP and Brookfield Heritage Partners LLC

## Funds From Operations &amp; Adjusted Funds From Operations – QTD

(Millions, except per share amounts)	March 31, 2011				March 31, 2010			
	BPO's share of				BPO's share of			
	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate
<b>Net income (loss) attributable to common shareholders</b>	\$306	—	—	\$306	\$250	—	—	\$250
<b>Adjust for fair value gains and losses and other non-cash items:</b>								
Directly held	(122)	(50)	(6)	(178)	(66)	(50)	(29)	(145)
Discontinued operations	(8)	—	—	(8)	5	—	—	5
Equity accounted investments	(62)	56	6	—	(93)	64	29	—
Non-controlling interest in above items	9	(6)	—	3	11	(14)	—	(3)
Income tax expense	33	—	—	33	29	—	—	29
<b>Net income (loss) before fair value adjustments and taxes</b>	156	—	—	156	136	—	—	136
<b>Other adjustments:</b>								
Cash payments under interest rate swap contracts <sup>(3)</sup>	(1)	—	—	(1)	(3)	—	—	(3)
<b>Funds from operations</b>	155	—	—	155	133	—	—	133
<b>Add (deduct):</b>								
Second generation leasing commission and improvements				(41)				(18)
Sustaining capital expenditures				(5)				(5)
Straight-line rent				(3)				(6)
<b>Adjusted funds from operations</b>				\$106				\$104
<i>Preferred share dividends</i>				(\$14)				(\$9)
<i>Weighted average number of shares outstanding</i>				508.2				505.4
<i>Funds from operations per share</i>				\$0.28				\$0.25
<i>Adjusted funds from operations per share</i>				\$0.18				\$0.19

<sup>(1)</sup> Represents BPO's proportionate share of funds from operations in the U.S. Office Fund - refer to page 11

<sup>(2)</sup> Represents BPO's proportionate share of funds from operations in other jointly controlled entities - refer to page 12

<sup>(3)</sup> Represents payments pursuant to \$500 million of floating rate debt within the U.S. Office Fund that has been swapped to a fixed rate at an average of 1.38%

## Commercial Property Net Operating Income - QTD

(Millions)	March 31, 2011				March 31, 2010			
	BPO's share of				BPO's share of			
	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	Proportionate
<b>U.S. properties</b>								
Midtown, New York	\$10.0	\$5.8	\$10.5	\$26.3	\$10.1	\$5.7	\$10.2	\$26.0
Downtown, New York	53.9	6.1	12.3	72.3	54.4	9.8	12.4	76.6
Boston	13.0	—	—	13.0	14.1	—	—	14.1
Washington, D.C.	11.4	10.5	—	21.9	9.3	10.0	(0.3)	19.0
Houston	7.0	13.8	—	20.8	1.6	13.0	—	14.6
Los Angeles	—	18.8	—	18.8	—	18.2	—	18.2
Denver	5.9	—	—	5.9	6.6	—	—	6.6
	101.2	55.0	22.8	179.0	96.1	56.7	22.3	175.1
<b>Canadian Properties</b>								
Toronto	35.1	—	4.2	39.3	29.0	—	4.2	33.2
Calgary	24.5	—	—	24.5	22.3	—	—	22.3
Ottawa	2.0	—	—	2.0	1.8	—	—	1.8
Vancouver	3.1	—	—	3.1	2.9	—	—	2.9
Edmonton	—	—	—	—	0.7	—	—	0.7
	64.7	—	4.2	68.9	56.7	—	4.2	60.9
<b>Australian properties</b>								
Sydney	17.4	—	17.3	34.7	—	—	—	—
Melbourne	15.1	—	2.9	18.0	—	—	—	—
Perth	1.2	—	—	1.2	—	—	—	—
	33.7	—	20.2	53.9	—	—	—	—
Property net operating income	\$199.6	\$55.0	\$47.2	\$301.8	\$152.8	\$56.7	\$26.5	\$236.0
Recurring fee income	16.0	(2.2)	—	13.8	18.6	(2.3)	—	16.3
<b>Total net operating income</b>	<b>\$215.6</b>	<b>\$52.8</b>	<b>\$47.2</b>	<b>\$315.6</b>	<b>\$171.4</b>	<b>\$54.4</b>	<b>\$26.5</b>	<b>\$252.3</b>
Add/(less): Straight-line rental income	(5.0)	(0.9)	2.7	(3.2)	(5.0)	(3.3)	2.0	(6.3)
<b>Total cash net operating income</b>	<b>\$210.6</b>	<b>\$51.9</b>	<b>\$49.9</b>	<b>\$312.4</b>	<b>\$166.4</b>	<b>\$51.1</b>	<b>\$28.5</b>	<b>\$246.0</b>
<b>Property net operating income</b>	<b>\$199.6</b>	<b>\$55.0</b>	<b>\$47.2</b>	<b>\$301.8</b>	<b>\$152.8</b>	<b>\$56.7</b>	<b>\$26.5</b>	<b>\$236.0</b>
<b>Less / (add):</b>								
Acquisition of Australia	33.7	—	20.2	53.9	—	—	—	—
Acquisition of Heritage Plaza and 650 Massachusetts	6.7	—	—	6.7	—	—	—	—
Properties sold during period <sup>(3)</sup>	—	—	—	—	0.7	0.5	—	1.2
Lease termination and other non-recurring income	—	—	1.2	1.2	1.0	0.3	—	1.3
<b>Same property net operating income</b>	<b>159.2</b>	<b>55.0</b>	<b>25.8</b>	<b>240.0</b>	<b>151.1</b>	<b>55.9</b>	<b>26.5</b>	<b>233.5</b>
Adjust for foreign exchange	—	—	—	—	3.3	—	—	3.3
<b>Same property net operating income excluding FX impact</b>	<b>\$159.2</b>	<b>\$55.0</b>	<b>\$25.8</b>	<b>\$240.0</b>	<b>\$154.4</b>	<b>\$55.9</b>	<b>\$26.5</b>	<b>\$236.8</b>
Occupancy of same properties	95.5%	89.4%	95.0%	93.3%	96.0%	92.3%	97.0%	94.8%
Same store growth %	5.4%	—	—	2.8%	—	—	—	—
Same store growth % excluding FX	3.1%	—	—	1.4%	—	—	—	—

<sup>(1)</sup> Represents BPO's proportionate share of net operating income in the U.S. Office Fund - refer to page 11

<sup>(2)</sup> Represents BPO's proportionate share of net operating income in other jointly controlled entities - refer to page 12

<sup>(3)</sup> 1225 Connecticut Avenue in Washington, D.C. was previously a property reclassified from development, however this property was disposed of in the fourth quarter of 2010. In addition, our two Edmonton properties were sold in the fourth quarter of 2010. The impact is now reflected in the 'properties sold during period' line

## Equity Accounted Investments – U.S. Office Fund

(Millions)	At Venture Ownership		On Exercise of Put/Call <sup>(1)</sup>		Proportionate <sup>(2)</sup>	
	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
Non-current assets						
Commercial properties	\$7,651	\$7,500	\$5,876	\$5,784	\$3,694	\$3,636
Commercial developments	44	44	44	44	28	28
Current assets						
Cash and cash equivalents	81	169	61	127	38	80
Restricted cash	51	43	38	32	24	20
Receivables and other	46	40	35	30	22	19
Total assets	7,873	7,796	6,054	6,017	3,806	3,783
Non-current liabilities						
Commercial property debt	(5,463)	(5,516)	(3,873)	(3,910)	(2,434)	(2,458)
Current liabilities						
Accounts payable and other liabilities	(235)	(282)	(176)	(211)	(111)	(133)
Net assets	\$2,175	\$1,998	\$2,005	\$1,896	\$1,261	\$1,192
Share of net assets:						
Brookfield Office Properties	\$1,012	\$930	\$1,261	\$1,192	\$1,261	\$1,192
Funds Partners	598	549	744	704	—	—
Blackstone	565	519	—	—	—	—
Effective ownership interest:						
Brookfield Office Properties	47%	47%	63%	63%	100%	100%
Funds Partners	27%	27%	37%	37%	0%	0%
Blackstone	26%	26%	0%	0%	0%	0%
<b>Reconciliation to Reported Investment<sup>(3)</sup>:</b>						
BPO's share of net assets	1,012	930	1,261	1,192	1,261	1,192
Fund Partner's share of net assets	330	309	390	375	390	375
Purchase discrepancy <sup>(4)</sup>	33	48	33	48	33	48
Put/call option <sup>(5)</sup>	—	—	(309)	(328)	(309)	(328)
Other	(1)	(2)	(1)	(2)	(1)	(2)
Investment per financial statements	\$1,374	\$1,285	\$1,374	\$1,285	\$1,374	\$1,285

<sup>(1)</sup> Reflects the change in ownership as a result of the put/call option which allows Blackstone commencing in 2011, for a period of nine months, to put its interest in the Venture in exchange for those properties that are sub-managed by Blackstone. If the put option is not exercised by Blackstone then the BPO-led consortium has the option to call Blackstone's interest in the Venture in exchange for the Blackstone sub-managed properties

<sup>(2)</sup> Reflects BPO's proportionate share of the assets and liabilities of the Venture assuming the exercise of the put/call option

<sup>(3)</sup> BPO's interest in the U.S. Office Fund is held primarily through its 76% interest in BPOP Holdings (U.S.) LLC. The remaining 24% interest in BPOP Holdings (U.S.) LLC is held by a U.S. Office Fund Partner (the "Fund Partner") and is reflected as "non-controlling interests - fund subsidiaries"

<sup>(4)</sup> Represents the excess of BPO's carrying amount over its share of the net assets of the Venture which amortizes to nil by October 2011

<sup>(5)</sup> The value of the put/call option of \$309 million is based on values as of March 31, 2011 whereas the value of the put/call option included in receivables and other (as per page 31) is calculated on projected values on the exercise dates of either 2011 or 2013. The value for BPO represents the difference between our ownership interest in 47% of all U.S. Office Fund assets versus a 63% interest in the managed assets

Equity Accounted Investments – U.S. Office Fund - QTD

(Millions)	March 31, 2011					March 31, 2010				
	Managed	Non-Managed	Total	Proportionate		Managed	Non-Managed	Total	Proportionate	
				Total <sup>(1)</sup>	Managed <sup>(2)</sup>				Total <sup>(1)</sup>	Managed <sup>(2)</sup>
Net Operating Income										
Midtown, New York	\$6.1	\$6.2	\$12.3	\$5.8	\$3.8	\$7.0	\$5.1	\$12.1	\$5.7	\$4.4
Downtown, New York	13.0		13.0	6.1	8.2	20.9		20.9	9.8	13.1
Washington, D.C.	22.4		22.4	10.5	14.1	21.2		21.2	10.0	13.3
Houston	29.3		29.3	13.8	18.4	27.7		27.7	13.0	17.4
Los Angeles	20.1	19.8	39.9	18.8	12.6	20.7	18.1	38.8	18.2	13.0
	90.9	26.0	116.9	55.0	57.1	97.5	23.2	120.7	56.7	61.2
Recurring fee income <sup>(3)</sup>	(4.6)	—	(4.6)	(2.2)		(4.9)	—	(4.9)	(2.3)	
	86.3	26.0	112.3	52.8		92.6	23.2	115.8	54.4	
Other (expense)/income			(1)	—				—	—	
			111	53				116	54	
Interest expense			(54)	(25)				(53)	(24)	
			57	28				63	30	
Fair value gains (losses)			120	50				125	50	
Net earnings (losses)			\$177	\$78				\$188	\$80	
<b>Reconciliation of Brookfield's earnings:</b>										
Share of earnings per statement of income				\$92					\$103	
Less: share of earnings of Fund Partner in BPOP Holdings <sup>(4)</sup>				(14)					(23)	
				\$78					\$80	

<sup>(1)</sup> Reflects our pro-rata share of earnings based on accounting of the U.S. Office Fund on a legal ownership basis (47% of all earnings)

<sup>(2)</sup> Reflects our pro-rata share of earnings from managed assets only (63% of earnings from managed assets)

<sup>(3)</sup> Represents fees paid by the U.S. Office Fund to BPO and is included in IFRS recurring fee income of \$16 million per page 9

<sup>(4)</sup> BPO's interest in the U.S. Office Fund is held primarily through its 76% interest in BPOP Holdings (U.S.) LLC. The remaining 24% interest in BPOP Holdings (U.S.) LLC is held by a Fund Partner and is reflected as "non-controlling interests - fund subsidiaries" in the financial statements

Equity Accounted Investments – Other Jointly Controlled Entities

(Millions)	March 31, 2011			December 31, 2010	Proportionate			
	Legacy	Australia	Total		March 31, 2011			December 31, 2010
					Legacy	Australia	Total	
Non-current assets								
Commercial properties	\$3,377	\$2,948	\$6,325	\$6,229	\$1,589	\$1,107	\$2,696	\$2,668
Commercial developments	186	—	186	164	93	—	93	82
Current assets								
Cash and cash equivalents	54	36	90	74	16	14	30	25
Restricted cash	34	—	34	47	14	—	14	19
Accounts receivable	28	87	115	86	12	61	73	60
Total assets	3,679	3,071	6,750	6,600	1,724	1,182	2,906	2,854
Non-current liabilities								
Commercial property debt	(1,224)	(1,307)	(2,531)	(304)	(607)	(451)	(1,058)	(1,064)
Current liabilities	(511)	(55)	(566)	(500)	(144)	(20)	(164)	(136)
Net assets	\$1,944	\$1,709	\$3,653	\$5,796	\$973	\$711	\$1,684	\$1,654
Share of net assets:	\$973	\$711	\$1,684	\$1,654				

Brookfield's ownership interest:

Legacy:				
245 Park Avenue, New York			51%	51%
Four World Financial Center, New York			51%	51%
First Canadian Place, Toronto			25%	25%
100 Bishopsgate, London U.K.			50%	50%
Australia:				
NAB House, Sydney, Australia			25%	25%
IAG House, Sydney, Australia			50%	50%
E&Y Complex, Sydney, Australia			50%	50%
Darling Park Complex, Sydney, Australia			30%	30%
Bourke Place Trust, Melbourne, Australia			43%	43%

(Millions)	Quarter to Date		Proportionate	
	March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
Net operating income				
Midtown, New York	\$20.6	\$20.0	\$10.5	\$10.2
Downtown, New York	24.1	24.3	12.3	12.4
Washington, D.C. <sup>(1)</sup>	—	(0.6)	—	(0.3)
Toronto	16.8	16.8	4.2	4.2
Sydney, Australia	46.2	—	17.3	—
Melbourne, Australia	6.7	—	2.9	—
	114.4	60.5	47.2	26.5
Other income	4	—	2	—
	118	61	49	27
Interest expense	(45)	(25)	(18)	(10)
	73	36	31	17
Fair value gains (losses)	10	57	6	29
Net earnings (losses)	\$83	\$93	\$37	\$46

<sup>(1)</sup> In the first quarter of 2010, 77 K Street was an equity accounted investment as BPO only owned 50%. BPO purchased the remaining interest in the property in the second quarter of 2010

Discontinued Operations<sup>(1)</sup>

(Millions)	March 31, 2011	December 31, 2010
<b>Assets</b>		
Commercial properties	\$328	\$316
Residential development inventories	—	1,244
Residential receivables and other	—	328
Receivables and other	2	3
<b>Assets held for sale</b>	<b>\$330</b>	<b>\$1,891</b>
<b>Liabilities</b>		
Commercial property debt	\$165	\$165
Residential development debt	—	489
Residential payables and accrued liabilities	—	86
Accounts payable and other liabilities	9	9
<b>Liabilities related to assets held for sale</b>	<b>\$174</b>	<b>\$749</b>

<sup>(1)</sup> Includes RBC Plaza and 33 South Sixth Street in Minneapolis

Income from Discontinued Operations<sup>(1)</sup>

(Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
Commercial revenue from discontinued operations	\$13	\$14
Commercial operating expenses	(7)	(7)
	6	7
Residential revenue from discontinued operations	83	90
Residential operating expenses	(70)	(75)
	13	15
Interest and other income	1	3
Interest expense	(2)	(3)
Funds from discontinued operations	18	22
Fair value gains (losses)	12	—
Income taxes related to discontinued operations and other	(4)	(5)
<b>Income (loss) from discontinued operations</b>	<b>\$26</b>	<b>\$17</b>

<sup>(1)</sup> Includes RBC Plaza and 33 South Sixth Street in Minneapolis as well as our residential operations

## Components of Net Asset Value

(Millions, except per square feet amounts)	Quarter to Date March 31, 2011					
	IFRS	BPO's share of		Proportionate	Minority Share <sup>(1)</sup>	Proportionate Net of Minority Share
		U.S. Office Fund	Other Joint Ventures			
<b>Commercial Properties:</b>						
Net operating income <sup>(2)</sup>	\$200	\$57	\$47	\$304	(\$12)	\$292
Adjust for straight-line rent	(5)	(1)	3	(3)	1	(2)
Adjust for non-recurring lease termination and other income	—	—	(1)	(1)	—	(1)
	195	56	49	300	(11)	289
Annualized	780	224	196	1,200	(44)	1,156
Commercial properties	\$13,076	\$3,694	\$2,696	\$19,466	(\$944)	\$18,522
Implied going-in cap rate	6.0%	6.1%	7.3%	6.2%		6.2%
Total square feet (in 000's) <sup>(3)</sup>	32,623	13,634	4,067	50,324	(3,038)	47,286
Leasable square feet (in 000's) <sup>(3)</sup>	27,824	12,276	3,883	43,983	(2,349)	41,634
Implied value per square foot - total <sup>(3)</sup>	\$401	\$271	\$663	\$387		\$392
Implied value per square foot - leasable <sup>(3)</sup>	\$470	\$301	\$694	\$443		\$445
<b>Fee income:</b>						
Fees earned during the quarter				14	—	14
Annualized				56	—	56
<b>Other assets &amp; liabilities at book value:</b>						
Commercial developments				1,281	—	1,281
Investment in associates				18	—	18
Receivables and other <sup>(4)</sup>				2,373	(54)	2,319
Cash and restricted cash				306	(21)	285
Assets, net of liabilities, held for sale				156	—	156
Commercial property debt				(10,997)	302	(10,695)
Accounts payable and other liabilities <sup>(5)</sup>				(1,019)	49	(970)
Non-controlling interests - other subsidiaries				(668)	668	—
Capital securities				(1,044)	—	(1,044)
Preferred equity				(1,241)	—	(1,241)
Net other assets & liabilities (pre-tax)				(\$10,835)	\$944	(\$9,891)

<sup>(1)</sup> Represents minority share of net assets of BOX (16.7%), BFP (0.6%), Brookfield Prime Property Fund (31.6%), and Brookfield Heritage Partners LLC (49%)

<sup>(2)</sup> Net operating income in the U.S. Office Fund represents BPO's proportionate share of earnings from managed assets

<sup>(3)</sup> Excludes discontinued operations

<sup>(4)</sup> Includes accounts receivable of \$522 million, investments of \$105 million and other assets of \$736 million as well as an investment in Brookfield Residential Properties Inc. for \$515 million and a note receivable for \$495 million related to the sale of our residential business (see page 31)

<sup>(5)</sup> Excludes deferred gain on U.S. Office Fund acquisition option of \$172 million which will be recognized in income once the put/call is exercised (see page 31)

Fair Values Continuity & Other Gains and Losses

(Millions)	Proportionate Quarter to Date					March 31, 2011
	December 31, 2010	Balance Sheet			Profit & Loss <sup>(2)</sup>	
	Invest. <sup>(1)</sup>	Reclass	FX			
<b>Commercial properties</b>						
U.S. properties	\$6,801	\$12	—	—	\$135	\$6,948
Canadian properties	4,180	23	—	120	11	4,334
Australian properties	1,761	5	—	17	11	1,794
U.S. Office Fund	3,636	8	—	—	50	3,694
Other jointly controlled entities	2,668	7	—	15	6	2,696
	19,046	55	—	152	213	19,466
Assets held for sale	316	—	—	—	12	328
	\$19,362	\$55	—	\$152	\$225	\$19,794
<b>Commercial developments</b>						
U.S. development properties	\$322	\$30	—	—	(\$5)	\$347
Canadian development properties	131	4	—	4	(4)	135
Australian development properties	597	75	—	6	—	678
U.S. Office Fund	28	—	—	—	—	28
Other jointly controlled entities	82	9	—	2	—	93
	\$1,160	\$118	—	\$12	(\$9)	\$1,281
<b>Total investment property</b>	\$20,522	\$173	—	\$164	\$216	\$21,075
<b>Other fair value adjustments and gains:</b>						
Gain (loss) on fair value of put/call option					(24)	
Other					(2)	
<b>Total fair value gains (losses) and other</b>					\$190	
<b>Total fair value gains (losses) and other excluding discontinued operations</b>					\$178	

<sup>(1)</sup> Represents investment in our assets through capital expenditures, tenant improvements and acquisitions or dispositions

<sup>(2)</sup> Represents changes in value as a result of amount and timing of cash flows at the property level due to leasing activity, leasing assumptions and investment horizon. In addition, includes the impact of changes in discount and terminal capitalization rates

(Millions, except per square foot values)	March 31, 2011						December 31, 2010					
	Value	Value per Leasable Sq. Ft.	Total Sq. Ft.	Discount Rate	Terminal Rate	Hold Period	Value	Value per Leasable Sq. Ft.	Total Sq. Ft.	Discount Rate	Terminal Rate	Hold Period
U.S. commercial properties	\$6,948	\$439	\$393	7.69%	6.27%	11	\$6,801	\$415	\$366	7.77%	6.30%	11
Canadian commercial properties	4,334	477	379	6.89%	6.32%	11	4,180	460	366	6.90%	6.33%	11
Australian commercial properties	1,794	762	687	9.05%	7.35%	10	1,761	747	673	9.10%	7.32%	10
U.S. Office Fund	3,694	301	271	8.33%	6.80%	10	3,636	296	267	8.44%	6.84%	10
Other jointly controlled entities	2,696	694	663	7.66%	6.48%	10	2,668	687	657	7.70%	6.54%	10
	\$19,466	\$448	\$394	7.76%	6.51%	11	\$19,046	\$433	\$378	7.82%	6.54%	11

## Summary Cashflow Statement

(Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
<b>Operating activities</b>		
Net income (loss)	\$331	\$275
Share of income from equity-accounted investments	(130)	(150)
Fair value (gains) losses	(133)	(63)
Income tax expense (benefit)	39	18
Depreciation	3	3
Accretion of debt discount and transaction costs	3	2
Stock option and DSU grant expense	1	1
Deferred leasing costs	(1)	(1)
Working capital and other	(106)	(39)
	<b>7</b>	<b>46</b>
<b>Financing activities and capital distributions</b>		
Net commercial debt arranged (repaid)	115	(27)
Net residential debt arranged (repaid)	(9)	178
Net corporate debt arranged (repaid)	69	—
Non-controlling interests including fund subsidiaries	61	(1)
Capital securities redeemed	(21)	—
Preferred shares issued	—	257
Preferred share dividends	(14)	(9)
Common share dividends	(70)	(71)
	<b>131</b>	<b>327</b>
<b>Investing activities</b>		
Loans receivable from affiliate	3	74
Loans receivable and financial assets, net	—	(341)
Investing activities in real estate joint ventures	—	(68)
Distributions from associates	16	—
Acquisitions of real estate	(25)	—
Restricted cash and deposits	5	—
Capital expenditures - development and redevelopment	(72)	(2)
Capital expenditures - commercial properties	(30)	(24)
	<b>(103)</b>	<b>(361)</b>
Increase (decrease) in cash resources	35	12
Opening cash and cash equivalents	142	104
<b>Closing cash and cash equivalents</b>	<b>\$177</b>	<b>\$116</b>

Summary of Properties

(Sq.ft. in 000's)	Number Occupancy		Assets Under Management					Proportionate					Proportionate net of Minority Share <sup>(1)</sup>						
			Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total
<b>SUMMARY</b>																			
U.S. Properties	17	93.3%	16,194	532	16,726	2,376	19,102	97	15,860	518	16,378	2,210	18,588	92	15,226	515	15,741	1,877	17,618
Canadian Properties	28	97.1%	13,531	1,022	14,553	3,994	18,547	62	8,318	774	9,092	2,332	11,424	52	7,131	564	7,695	2,002	9,697
Australian Properties	11	99.8%	2,757	309	3,066	323	3,389	77	2,142	212	2,354	257	2,611	92	1,961	207	2,168	240	2,408
Total Direct	56	95.5%	32,482	1,863	34,345	6,693	41,038	79	26,320	1,504	27,824	4,799	32,623	72	24,318	1,286	25,604	4,119	29,723
Discontinued	4	93.4%	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051
Equity accounted investments:																			
U.S. Office Fund - Managed	39	89.4%	19,953	1,204	21,157	2,329	23,486	58	11,564	712	12,276	1,358	13,634	58	11,564	712	12,276	1,358	13,634
Other Jointly Controlled	10	96.4%	9,263	526	9,789	519	10,308	39	3,700	183	3,883	184	4,067	38	3,600	154	3,754	175	3,929
<b>Total Properties</b>	<b>109</b>	<b>93.6%</b>	<b>63,416</b>	<b>4,405</b>	<b>67,821</b>	<b>10,062</b>	<b>77,883</b>	<b>69</b>	<b>43,302</b>	<b>3,211</b>	<b>46,513</b>	<b>6,862</b>	<b>53,375</b>	<b>65</b>	<b>41,200</b>	<b>2,964</b>	<b>44,164</b>	<b>6,173</b>	<b>50,337</b>
<b>U.S. PROPERTIES</b>																			
<b>New York Midtown</b>																			
300 Madison Avenue	1	100.0%	1,089	5	1,094	—	1,094	100	1,089	5	1,094	—	1,094	99	1,083	5	1,088	—	1,088
	1	100.0%	1,089	5	1,094	—	1,094	100	1,089	5	1,094	—	1,094	99	1,083	5	1,088	—	1,088
<b>New York Downtown</b>																			
World Financial Center																			
One	1	99.4%	1,603	52	1,655	58	1,713	100	1,603	52	1,655	58	1,713	99	1,593	52	1,645	58	1,703
Two	1	100.0%	2,671	35	2,706	—	2,706	100	2,671	35	2,706	—	2,706	99	2,655	35	2,690	—	2,690
Three	1	99.6%	1,254	—	1,254	53	1,307	100	1,254	—	1,254	53	1,307	99	1,246	—	1,246	53	1,299
Retail		75.3%	—	168	168	122	290	100	—	168	168	122	290	99	—	167	167	121	288
One Liberty Plaza	1	89.9%	2,327	20	2,347	—	2,347	100	2,327	20	2,347	—	2,347	99	2,313	20	2,333	—	2,333
	4	96.4%	7,855	275	8,130	233	8,363	100	7,855	275	8,130	233	8,363	99	7,807	274	8,081	232	8,313
<b>Boston</b>																			
53 State Street	1	80.6%	1,164	30	1,194	41	1,235	100	1,164	30	1,194	41	1,235	99	1,157	30	1,187	40	1,227
75 State Street	1	85.5%	771	25	796	235	1,031	100	771	25	796	235	1,031	99	766	25	791	234	1,025
	2	82.6%	1,935	55	1,990	276	2,266	100	1,935	55	1,990	276	2,266	99	1,923	55	1,978	274	2,252
<b>Washington, D.C.</b>																			
701 9th Street	1	100.0%	340	24	364	183	547	100	340	24	364	183	547	99	338	24	362	182	544
Potomac Tower	1	100.0%	238	—	238	203	441	100	238	—	238	203	441	99	236	—	236	202	438
601 South 12th Street	1	100.0%	309	—	309	—	309	100	309	—	309	—	309	100	309	—	309	—	309
701 South 12th Street	1	100.0%	253	—	253	—	253	100	253	—	253	—	253	100	253	—	253	—	253
1625 Eye Street <sup>(2)</sup>	1	100.0%	370	16	386	185	571	10	37	2	39	18	57	10	38	—	38	19	57
77 K Street	1	90.7%	307	19	326	—	326	100	307	19	326	—	326	99	305	19	324	—	324
650 Massachusetts Avenue	1	72.0%	231	82	313	74	387	100	230	82	312	75	387	100	230	82	312	75	387
	7	94.6%	2,048	141	2,189	645	2,834	82	1,714	127	1,841	479	2,320	82	1,709	125	1,834	478	2,312
<b>Houston</b>																			
1201 Louisiana Street	1	90.4%	836	8	844	48	892	100	836	8	844	48	892	100	836	8	844	48	892
Heritage Plaza	1	84.8%	1,150	—	1,150	671	1,821	100	1,150	—	1,150	671	1,821	51	587	—	587	342	929
	2	87.2%	1,986	8	1,994	719	2,713	100	1,986	8	1,994	719	2,713	67	1,423	8	1,431	390	1,821
<b>Denver</b>																			
Republic Plaza	1	92.5%	1,281	48	1,329	503	1,832	100	1,281	48	1,329	503	1,832	100	1,281	48	1,329	503	1,832
	1	92.5%	1,281	48	1,329	503	1,832	100	1,281	48	1,329	503	1,832	100	1,281	48	1,329	503	1,832
<b>Subtotal U.S. Properties</b>	<b>17</b>	<b>93.3%</b>	<b>16,194</b>	<b>532</b>	<b>16,726</b>	<b>2,376</b>	<b>19,102</b>	<b>97</b>	<b>15,860</b>	<b>518</b>	<b>16,378</b>	<b>2,210</b>	<b>18,588</b>	<b>92</b>	<b>15,226</b>	<b>515</b>	<b>15,741</b>	<b>1,877</b>	<b>17,618</b>
<b>Discontinued</b>																			
33 South Sixth Street, Minneapolis	2	94.1%	1,108	370	1,478	325	1,803	100	1,108	370	1,478	325	1,803	100	1,108	370	1,478	325	1,803
RBC Plaza, Minneapolis	2	92.3%	610	442	1,052	196	1,248	100	610	442	1,052	196	1,248	100	610	442	1,052	196	1,248
<b>Total U.S. Properties</b>	<b>21</b>	<b>93.3%</b>	<b>17,912</b>	<b>1,344</b>	<b>19,256</b>	<b>2,897</b>	<b>22,153</b>	<b>98</b>	<b>17,578</b>	<b>1,330</b>	<b>18,908</b>	<b>2,731</b>	<b>21,639</b>	<b>93</b>	<b>16,944</b>	<b>1,327</b>	<b>18,271</b>	<b>2,398</b>	<b>20,669</b>

<sup>(1)</sup> 99.4% interest in BFP and 51% interest in Brookfield Heritage Partners LLC

<sup>(2)</sup> Interest in 1625 Eye Street is held through an equity security of \$105 million included in accounts receivable and is offset by a liability of \$92 million included in payables

## Summary of Properties

(Sq. ft. in 000's)	Number Occupancy		Assets Under Management					Proportionate					Proportionate net of Minority Share <sup>(1)</sup>						
			Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total
<b>SUMMARY</b>																			
U.S. Properties	17	93.3%	16,194	532	16,726	2,376	19,102	97	15,860	518	16,378	2,210	18,588	92	15,226	515	15,741	1,877	17,618
Canadian Properties	28	97.1%	13,531	1,022	14,553	3,994	18,547	62	8,318	774	9,092	2,332	11,424	52	7,131	564	7,695	2,002	9,697
Australian Properties	11	99.8%	2,757	309	3,066	323	3,389	77	2,142	212	2,354	257	2,611	92	1,961	207	2,168	240	2,408
Total Direct	56	95.5%	32,482	1,863	34,345	6,693	41,038	79	26,320	1,504	27,824	4,799	32,623	72	24,318	1,286	25,604	4,119	29,723
Discontinued	4	93.4%	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051
Equity accounted investments:																			
U.S. Office Fund - Managed	39	89.4%	19,953	1,204	21,157	2,329	23,486	58	11,564	712	12,276	1,358	13,634	58	11,564	712	12,276	1,358	13,634
Other Jointly Controlled	10	96.4%	9,263	526	9,789	519	10,308	39	3,700	183	3,883	184	4,067	38	3,600	154	3,754	175	3,929
<b>Total Properties</b>	<b>109</b>	<b>93.6%</b>	<b>63,416</b>	<b>4,405</b>	<b>67,821</b>	<b>10,062</b>	<b>77,883</b>	<b>69</b>	<b>43,302</b>	<b>3,211</b>	<b>46,513</b>	<b>6,862</b>	<b>53,375</b>	<b>65</b>	<b>41,200</b>	<b>2,964</b>	<b>44,164</b>	<b>6,173</b>	<b>50,337</b>
<b>CANADIAN PROPERTIES</b>																			
<b>Toronto</b>																			
Brookfield Place																			
Bay Wellington Tower	1	99.0%	1,297	42	1,339	—	1,339	100	1,297	42	1,339	—	1,339	83	1,081	35	1,116	—	1,116
Retail and Parking 22 Front Street	1	94.5%	—	52	52	690	742	70	—	36	36	483	519	58	—	21	21	412	433
Exchange Tower	1	100.0%	137	8	145	—	145	100	137	8	145	—	145	83	113	7	120	1	121
105 Adelaide	1	92.6%	963	66	1,029	131	1,160	50	482	33	515	65	580	42	415	14	429	54	483
Hudson's Bay Centre	1	99.5%	176	7	183	49	232	100	176	7	183	49	232	83	147	6	153	40	193
Queen's Quay Terminal	1	99.7%	536	261	797	295	1,092	100	536	261	797	295	1,092	83	447	217	664	245	909
HSBC Building	1	98.1%	427	78	505	—	505	100	427	78	505	—	505	83	356	65	421	—	421
Bay Adelaide West 151 Yonge Street	1	100.0%	188	6	194	31	225	100	188	6	194	31	225	83	157	5	162	25	187
2 Queen Street East	1	88.6%	1,155	37	1,192	382	1,574	100	1,155	37	1,192	382	1,574	83	962	31	993	318	1,311
	1	64.6%	289	11	300	72	372	25	72	3	75	18	93	25	72	3	75	18	93
	1	98.9%	448	16	464	81	545	25	112	4	116	20	136	25	112	4	116	20	136
	11	94.3%	5,616	584	6,200	1,731	7,931	81	4,582	515	5,097	1,343	6,440	68	3,862	408	4,270	1,133	5,403
<b>Calgary</b>																			
Bankers Hall	3	99.1%	1,944	224	2,168	409	2,577	50	972	112	1,084	205	1,289	42	856	47	903	170	1,073
Bankers Court	1	100.0%	256	7	263	62	325	50	128	4	132	31	163	42	108	2	110	26	136
Suncor Energy Centre	2	98.9%	1,710	22	1,732	220	1,952	50	855	11	866	110	976	42	716	5	721	92	813
Fifth Avenue Place	2	99.9%	1,428	47	1,475	206	1,681	50	714	24	738	103	841	42	605	10	615	85	700
Altius Centre	1	98.2%	303	3	306	72	378	25	76	1	77	18	95	25	76	1	77	18	95
	9	99.2%	5,641	303	5,944	969	6,913	49	2,745	152	2,897	467	3,364	41	2,361	65	2,426	391	2,817
<b>Ottawa</b>																			
Place de Ville I	2	100.0%	571	12	583	502	1,085	25	143	3	146	125	271	25	143	3	146	125	271
Place de Ville II	2	99.2%	598	12	610	433	1,043	25	149	3	152	109	261	25	149	3	152	109	261
Jean Edmonds Towers	2	100.0%	541	13	554	95	649	25	135	3	138	24	162	25	135	3	138	24	162
	6	99.7%	1,710	37	1,747	1,030	2,777	25	427	9	436	258	694	25	427	9	436	258	694
<b>Vancouver</b>																			
Royal Centre	1	97.0%	494	95	589	264	853	100	494	95	589	264	853	83	411	79	490	220	710
	1	97.0%	494	95	589	264	853	100	494	95	589	264	853	83	411	79	490	220	710
<b>Other</b>																			
Other	1	100.0%	70	3	73	—	73	100	70	3	73	—	73	100	70	3	73	—	73
	1	100.0%	70	3	73	—	73	100	70	3	73	—	73	100	70	3	73	—	73
<b>Total Canadian Properties</b>	<b>28</b>	<b>97.1%</b>	<b>13,531</b>	<b>1,022</b>	<b>14,553</b>	<b>3,994</b>	<b>18,547</b>	<b>62</b>	<b>8,318</b>	<b>774</b>	<b>9,092</b>	<b>2,332</b>	<b>11,424</b>	<b>52</b>	<b>7,131</b>	<b>564</b>	<b>7,695</b>	<b>2,002</b>	<b>9,697</b>

<sup>(1)</sup> Includes 83.3% interest in BOX

## Summary of Properties

(Sq.ft. in 000's)	Number Occupancy		Assets Under Management					Proportionate					Proportionate net of Minority Share						
			Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total	Own %	Office	Retail	Leasable	Parking	Total
<b>SUMMARY</b>																			
U.S. Properties	17	93.3%	16,194	532	16,726	2,376	19,102	97	15,860	518	16,378	2,210	18,588	92	15,226	515	15,741	1,877	17,618
Canadian Properties	28	97.1%	13,531	1,022	14,553	3,994	18,547	62	8,318	774	9,092	2,332	11,424	52	7,131	564	7,695	2,002	9,697
Australian Properties	11	99.8%	2,757	309	3,066	323	3,389	77	2,142	212	2,354	257	2,611	92	1,961	207	2,168	240	2,408
Total Direct	56	95.5%	32,482	1,863	34,345	6,693	41,038	79	26,320	1,504	27,824	4,799	32,623	72	24,318	1,286	25,604	4,119	29,723
Discontinued	4	93.4%	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051
Equity accounted investments:																			
U.S. Office Fund - Managed	39	89.4%	19,953	1,204	21,157	2,329	23,486	58	11,564	712	12,276	1,358	13,634	58	11,564	712	12,276	1,358	13,634
Other Jointly Controlled	10	96.4%	9,263	526	9,789	519	10,308	39	3,700	183	3,883	184	4,067	38	3,600	154	3,754	175	3,929
<b>Total Properties</b>	<b>109</b>	<b>93.6%</b>	<b>63,416</b>	<b>4,405</b>	<b>67,821</b>	<b>10,062</b>	<b>77,883</b>	<b>69</b>	<b>43,302</b>	<b>3,211</b>	<b>46,513</b>	<b>6,862</b>	<b>53,375</b>	<b>65</b>	<b>41,200</b>	<b>2,964</b>	<b>44,164</b>	<b>6,173</b>	<b>50,337</b>
<b>U.S. OFFICE FUND - MANAGED</b>																			
<b>New York Midtown</b>																			
The Grace Building	1	92.9%	1,537	20	1,557	—	1,557	31	483	6	489	—	489	31	483	6	489	—	489
	1	92.9%	1,537	20	1,557	—	1,557	31	483	6	489	—	489	31	483	6	489	—	489
<b>New York Downtown</b>																			
One New York Plaza	1	75.5%	2,556	31	2,587	—	2,587	63	1,610	20	1,630	—	1,630	63	1,610	20	1,630	—	1,630
Newport Tower	1	89.1%	1,059	41	1,100	—	1,100	63	667	26	693	—	693	63	667	26	693	—	693
	2	79.6%	3,615	72	3,687	—	3,687	63	2,277	46	2,323	—	2,323	63	2,277	46	2,323	—	2,323
<b>Washington, D.C.</b>																			
1200 K Street	1	99.4%	366	24	390	44	434	63	231	15	246	27	273	63	231	15	246	27	273
1250 Connecticut Avenue	1	90.4%	163	21	184	26	210	63	103	13	116	16	132	63	103	13	116	16	132
1400 K Street	1	100.0%	178	12	190	34	224	63	112	8	120	21	141	63	112	8	120	21	141
2000 L Street	1	92.6%	308	75	383	—	383	63	194	47	241	—	241	63	194	47	241	—	241
2001 M Street	1	99.6%	190	39	229	35	264	62	117	24	141	22	163	62	117	24	141	22	163
2401 Pennsylvania Avenue	1	86.4%	58	19	77	16	93	63	37	12	49	10	59	63	37	12	49	10	59
Bethesda Crescent	3	85.7%	241	27	268	68	336	63	152	17	169	43	212	63	152	17	169	43	212
One Reston Crescent	1	100.0%	185	—	185	—	185	63	117	—	117	—	117	63	117	—	117	—	117
Silver Springs Metro Plaza	3	83.4%	640	47	687	84	771	63	403	30	433	53	486	63	403	30	433	53	486
Sunrise Tech Park	4	86.9%	315	1	316	—	316	63	198	1	199	—	199	63	198	1	199	—	199
Two Ballston Plaza	1	77.9%	204	19	223	—	223	63	128	12	140	—	140	63	128	12	140	—	140
Victor Building	1	93.0%	302	45	347	—	347	31	95	14	109	—	109	31	95	14	109	—	109
1550 & 1560 Wilson Blvd	2	95.5%	248	35	283	76	359	63	156	22	178	48	226	63	156	22	178	48	226
Two Reston Crescent	1	100.0%	182	3	185	—	185	63	115	2	117	—	117	63	115	2	117	—	117
	22	91.4%	3,580	367	3,947	383	4,330	60	2,158	217	2,375	240	2,615	60	2,158	217	2,375	240	2,615
<b>Los Angeles</b>																			
601 Figueroa	1	75.9%	1,037	2	1,039	123	1,162	63	654	1	655	77	732	63	654	1	655	77	732
Bank of America Plaza	1	94.5%	1,383	39	1,422	343	1,765	63	871	25	896	216	1,112	63	871	25	896	216	1,112
Ernst & Young Tower	1	73.6%	910	335	1,245	391	1,636	63	573	211	784	247	1,031	63	573	211	784	247	1,031
Marina Towers	2	88.9%	356	25	381	87	468	32	112	8	120	27	147	32	112	8	120	27	147
Landmark Square	1	86.9%	420	23	443	212	655	63	265	14	279	134	413	63	265	14	279	134	413
	6	83.3%	4,106	424	4,530	1,156	5,686	60	2,475	259	2,734	701	3,435	60	2,475	259	2,734	701	3,435
<b>Houston</b>																			
One Allen Center	1	94.3%	914	79	993	—	993	63	576	50	626	—	626	63	576	50	626	—	626
Two Allen Center	1	95.4%	987	9	996	—	996	63	621	6	627	—	627	63	621	6	627	—	627
Three Allen Center	1	91.8%	1,173	22	1,195	—	1,195	63	739	14	753	—	753	63	739	14	753	—	753
1400 Smith Street	1	100.0%	1,229	38	1,267	—	1,267	63	774	24	798	—	798	63	774	24	798	—	798
Continental Center 1	1	94.7%	1,048	50	1,098	411	1,509	63	660	32	692	259	951	63	660	32	692	259	951
Continental Center 2	1	95.4%	428	21	449	81	530	63	270	13	283	51	334	63	270	13	283	51	334
KBR Tower	1	99.9%	985	63	1,048	254	1,302	32	310	20	330	80	410	32	310	20	330	80	410
500 Jefferson Street	1	97.5%	351	39	390	44	434	63	221	25	246	27	273	63	221	25	246	27	273
	8	96.1%	7,115	321	7,436	790	8,226	58	4,171	184	4,355	417	4,772	58	4,171	184	4,355	417	4,772
<b>Total U.S. Office Fund - Managed</b>	<b>39</b>	<b>89.4%</b>	<b>19,953</b>	<b>1,204</b>	<b>21,157</b>	<b>2,329</b>	<b>23,486</b>	<b>58</b>	<b>11,564</b>	<b>712</b>	<b>12,276</b>	<b>1,358</b>	<b>13,634</b>	<b>58</b>	<b>11,564</b>	<b>712</b>	<b>12,276</b>	<b>1,358</b>	<b>13,634</b>

## Summary of Properties

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<b>SUMMARY</b>																			
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Canadian Properties	28	97.1%	13,531	1,022	14,553	3,994	18,547	62	8,318	774	9,092	2,332	11,424	52	7,131	564	7,695	2,002	9,697
Australian Properties	11	99.8%	2,757	309	3,066	323	3,389	77	2,142	212	2,354	257	2,611	92	1,961	207	2,168	240	2,408
Total Direct	56	95.5%	32,482	1,863	34,345	6,693	41,038	79	26,320	1,504	27,824	4,799	32,623	72	24,318	1,286	25,604	4,119	29,723
Discontinued	4	93.4%	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051	100	1,718	812	2,530	521	3,051
Equity accounted investments:																			
U.S. Office Fund - Managed	39	89.4%	19,953	1,204	21,157	2,329	23,486	58	11,564	712	12,276	1,358	13,634	58	11,564	712	12,276	1,358	13,634
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<b>Total Properties</b>	<b>109</b>	<b>93.6%</b>	<b>63,416</b>	<b>4,405</b>	<b>67,821</b>	<b>10,062</b>	<b>77,883</b>	<b>69</b>	<b>43,302</b>	<b>3,211</b>	<b>46,513</b>	<b>6,862</b>	<b>53,375</b>	<b>65</b>	<b>41,200</b>	<b>2,964</b>	<b>44,164</b>	<b>6,173</b>	<b>50,337</b>
<b>AUSTRALIAN PROPERTIES</b>																			
<b>Sydney</b>																			
Macquarie Group Building	1	100.0%	329	26	355	37	392	100	329	26	355	37	392	100	329	26	355	37	392
KPMG Tower	1	100.0%	295	4	299	15	314	50	148	2	150	8	158	50	148	2	150	8	158
American Express House	1	100.0%	156	5	161	10	171	100	156	5	161	10	171	68	106	3	109	7	116
World Square Retail	2	97.4%	1	176	177	76	253	50	1	88	89	38	127	50	1	88	89	38	127
52 Goulburn Street	1	100.0%	247	1	248	29	277	50	123	1	124	15	139	50	124	1	125	15	140
King Street Wharf Retail	1	95.4%	—	61	61	—	61	100	—	61	61	—	61	100	—	61	61	—	61
	7	99.4%	1,028	273	1,301	167	1,468	71	757	183	940	108	1,048	68	708	181	889	105	994
<b>Melbourne</b>																			
Southern Cross East Tower	1	100.0%	839	19	858	133	991	100	839	19	858	133	991	92	772	17	789	122	911
Southern Cross West Tower	1	100.0%	496	14	510	—	510	50	248	7	255	—	255	50	248	7	255	—	255
Defence Plaza	1	100.0%	202	3	205	9	214	100	202	3	205	9	214	68	137	2	139	6	145
	3	100.1%	1,537	36	1,573	142	1,715	85	1,289	29	1,318	142	1,460	76	1,157	26	1,183	128	1,311
<b>Perth</b>																			
Bishop See South Tower	1	100.0%	192	—	192	14	206	50	96	—	96	7	103	50	96	—	96	7	103
	1	100.0%	192	—	192	14	206	50	96	—	96	7	103	50	96	—	96	7	103
<b>Total Australian Properties</b>	<b>11</b>	<b>99.8%</b>	<b>2,757</b>	<b>309</b>	<b>3,066</b>	<b>323</b>	<b>3,389</b>	<b>77</b>	<b>2,142</b>	<b>212</b>	<b>2,354</b>	<b>257</b>	<b>2,611</b>	<b>92</b>	<b>1,961</b>	<b>207</b>	<b>2,168</b>	<b>240</b>	<b>2,408</b>
<b>OTHER JOINTLY CONTROLLED</b>																			
245 Park Avenue, New York	1	95.6%	1,719	68	1,787	—	1,787	51	876	35	911	—	911	51	888	18	906	—	906
World Financial Center Four, NY	1	100.0%	1,861	43	1,904	48	1,952	51	949	22	971	25	996	51	954	11	965	25	990
First Canadian Place, Toronto	1	91.0%	2,378	232	2,610	170	2,780	25	595	58	653	42	695	25	595	58	653	42	695
NAB House, Sydney	1	99.1%	424	6	430	31	461	25	106	2	108	8	116	25	106	2	108	8	116
IAG House, Sydney	1	100.0%	382	35	417	11	428	50	191	18	209	6	215	50	191	18	209	6	215
E&Y Centre, Sydney	1	100.0%	731	1	732	56	788	50	365	1	366	28	394	34	249	—	249	19	268
Darling Park Complex, Sydney	3	98.0%	1,098	107	1,205	94	1,299	30	330	32	362	28	390	30	329	32	361	28	389
Bourke Place Trust, Melbourne	1	98.8%	670	34	704	109	813	43	288	15	303	47	350	43	288	15	303	47	350
<b>Total Other Jointly Controlled</b>	<b>10</b>	<b>96.4%</b>	<b>9,263</b>	<b>526</b>	<b>9,789</b>	<b>519</b>	<b>10,308</b>	<b>39</b>	<b>3,700</b>	<b>183</b>	<b>3,883</b>	<b>184</b>	<b>4,067</b>	<b>38</b>	<b>3,600</b>	<b>154</b>	<b>3,754</b>	<b>175</b>	<b>3,929</b>

<sup>(1)</sup> Includes 68.4% interest in Brookfield Prime Property Fund

## Investment Properties

### Leasing Activity (for Assets Under Management) – QTD

	Leasing Activity (000's sq. ft.)							
	Q4 2010		Expiry		Leasing		Q1 2011	
	Leased	Contractual	Early	New	Renewal	Subtotal		Other
Midtown, New York	4,214	—	—	35	—	4,249	—	<b>4,249</b>
Downtown, New York	13,445	(1,150)	(101)	26	453	12,673	—	<b>12,673</b>
Washington	5,723	(63)	(19)	14	22	5,677	—	<b>5,677</b>
Los Angeles	3,890	(214)	(70)	39	127	3,772	—	<b>3,772</b>
Houston	8,898	(52)	(53)	70	20	8,883	—	<b>8,883</b>
Boston	1,643	(14)	—	1	13	1,643	—	<b>1,643</b>
Denver	1,281	(53)	(75)	9	68	1,230	—	<b>1,230</b>
Minneapolis	2,359	(12)	(16)	20	11	2,362	—	<b>2,362</b>
<b>Total U.S. Properties</b>	<b>41,453</b>	<b>(1,558)</b>	<b>(334)</b>	<b>214</b>	<b>714</b>	<b>40,489</b>	<b>—</b>	<b>40,489</b>
Toronto	8,235	(291)	(496)	389	388	8,225	—	<b>8,225</b>
Calgary	5,851	(160)	(555)	205	558	5,899	—	<b>5,899</b>
Ottawa	1,741	(5)	—	1	5	1,742	—	<b>1,742</b>
Other	648	(25)	(3)	19	5	644	—	<b>644</b>
<b>Total Canadian Properties</b>	<b>16,475</b>	<b>(481)</b>	<b>(1,054)</b>	<b>614</b>	<b>956</b>	<b>16,510</b>	<b>—</b>	<b>16,510</b>
Sydney	4,042	(6)	(85)	46	52	4,049	—	<b>4,049</b>
Melbourne	2,266	(221)	—	6	218	2,269	—	<b>2,269</b>
Perth	192	—	—	—	—	192	—	<b>192</b>
<b>Total Australian Properties</b>	<b>6,500</b>	<b>(227)</b>	<b>(85)</b>	<b>52</b>	<b>270</b>	<b>6,510</b>	<b>—</b>	<b>6,510</b>
<b>Total</b>	<b>64,428</b>	<b>(2,266)</b>	<b>(1,473)</b>	<b>880</b>	<b>1,940</b>	<b>63,509</b>	<b>—</b>	<b>63,509</b>
<b>Leasable sq. ft.</b>	<b>67,821</b>					<b>67,821</b>		<b>67,821</b>
	95.0%	-3.3%	-2.2%	1.3%	2.8%	93.6%		<b>93.6%</b>

<sup>(1)</sup> Restated for the impact of foreign exchange

	Net Rents (\$ psf.)							
	Q4 2010		Leasing		Q1 2011		Mkt Rent	
	In-place <sup>(1)</sup>	Expiring	Year 1	Average	In-place	Net		Gross
	\$44.88	—	\$39.65	\$44.25	\$44.87	\$55.00	\$80.00	23%
	28.02	34.93	30.60	34.97	27.61	30.00	50.00	9%
	25.80	24.40	24.05	25.12	25.85	32.00	52.00	24%
	21.05	18.07	18.95	20.66	21.33	22.00	36.00	3%
	14.03	16.62	17.90	18.18	14.16	21.00	33.00	48%
	31.12	16.18	17.38	17.38	31.18	26.00	46.00	-17%
	18.31	22.90	19.17	20.73	17.86	19.00	31.00	6%
	9.46	8.58	14.02	14.72	9.74	15.00	28.00	54%
	24.54	29.58	25.67	28.63	24.44	28.68	46.21	17%
	27.64	26.74	23.35	23.70	27.43	26.79	53.58	-2%
	28.66	32.58	28.85	30.79	28.28	30.91	49.45	9%
	18.83	19.04	20.33	20.69	18.84	22.67	44.30	20%
	18.88	21.11	31.44	32.44	19.17	27.60	45.11	44%
	26.73	29.33	26.13	27.26	26.51	27.83	50.88	5%
	58.84	56.48	59.03	65.93	61.23	66.26	81.75	8%
	39.12	32.41	36.75	44.21	39.86	37.50	47.60	-6%
	47.01	—	—	—	48.89	62.73	76.31	28%
	51.61	39.41	43.55	50.83	53.42	56.16	69.72	5%
	\$27.83	\$30.30	\$27.97	\$30.40	\$27.95	\$31.12	\$49.66	11%

### Leasing Activity (at Proportionate) – QTD

Based on proportionate ownership	Leasing Activity (000's sq. ft.)							
	Q4 2010		Expiry		Leasing		Q1 2011	
	Leased	Contractual	Early	New	Renewal	Subtotal		Other
Midtown, New York	2,409	—	—	11	—	2,420	—	<b>2,420</b>
Downtown, New York	11,206	(925)	(101)	21	453	10,654	—	<b>10,654</b>
Washington	3,921	(40)	(12)	8	14	3,891	—	<b>3,891</b>
Los Angeles	2,343	(133)	(40)	24	76	2,270	—	<b>2,270</b>
Houston	5,904	(34)	(33)	60	12	5,909	—	<b>5,909</b>
Boston	1,643	(14)	—	1	13	1,643	—	<b>1,643</b>
Denver	1,281	(53)	(75)	9	68	1,230	—	<b>1,230</b>
Minneapolis	2,359	(12)	(16)	20	11	2,362	—	<b>2,362</b>
<b>Total U.S. Properties</b>	<b>31,066</b>	<b>(1,211)</b>	<b>(277)</b>	<b>154</b>	<b>647</b>	<b>30,379</b>	<b>—</b>	<b>30,379</b>
Toronto	5,460	(186)	(150)	117	215	5,456	—	<b>5,456</b>
Calgary	2,851	(80)	(272)	102	274	2,875	—	<b>2,875</b>
Ottawa	435	(1)	—	—	1	435	—	<b>435</b>
Other	648	(25)	(3)	19	5	644	—	<b>644</b>
<b>Total Canadian Properties</b>	<b>9,394</b>	<b>(292)</b>	<b>(425)</b>	<b>238</b>	<b>495</b>	<b>9,410</b>	<b>—</b>	<b>9,410</b>
Sydney	1,967	(6)	(42)	21	29	1,969	—	<b>1,969</b>
Melbourne	1,614	(221)	—	6	218	1,617	—	<b>1,617</b>
Perth	96	—	—	—	—	96	—	<b>96</b>
<b>Total Australian Properties</b>	<b>3,677</b>	<b>(227)</b>	<b>(42)</b>	<b>27</b>	<b>247</b>	<b>3,682</b>	<b>—</b>	<b>3,682</b>
<b>Total</b>	<b>44,137</b>	<b>(1,730)</b>	<b>(744)</b>	<b>419</b>	<b>1,389</b>	<b>43,471</b>	<b>—</b>	<b>43,471</b>
<b>Leasable sq. ft.</b>	<b>46,513</b>					<b>46,513</b>		<b>46,513</b>
	94.9%	-3.7%	-1.6%	0.9%	2.9%	93.5%		<b>93.5%</b>

<sup>(1)</sup> Restated for the impact of foreign exchange

	Net Rents (\$ psf.)							
	Q4 2010		Leasing		Q1 2011		Mkt Rent	
	In-place <sup>(1)</sup>	Expiring	Year 1	Average	In-place	Net		Gross
	\$43.11	—	\$39.65	\$44.25	\$43.12	\$55.00	\$80.00	28%
	28.09	34.89	30.71	35.11	27.75	30.00	50.00	8%
	25.03	24.40	23.98	25.05	25.07	32.00	52.00	28%
	21.04	17.78	18.85	20.45	21.34	22.00	36.00	3%
	14.41	16.44	17.74	18.07	14.19	21.00	33.00	48%
	31.12	16.18	17.38	17.38	31.18	26.00	46.00	-17%
	18.31	22.90	19.17	20.73	17.86	19.00	31.00	6%
	9.46	8.58	14.02	14.72	9.74	15.00	28.00	54%
	24.08	30.00	26.01	29.12	23.90	27.92	45.41	17%
	28.30	24.64	22.99	23.99	28.28	26.79	53.58	-5%
	28.56	32.45	28.93	30.90	28.15	30.91	49.45	10%
	18.84	19.04	20.33	20.69	18.84	22.67	44.30	20%
	18.88	21.11	31.44	32.44	19.17	27.60	45.11	44%
	27.29	28.33	26.30	27.80	27.18	27.88	51.36	3%
	58.01	61.45	63.17	70.09	60.09	66.26	81.75	10%
	40.25	32.14	36.31	43.98	40.62	37.50	47.60	-8%
	47.01	—	—	—	48.89	62.73	76.31	28%
	49.93	37.61	41.44	48.97	51.24	53.57	66.65	5%
	\$26.92	\$30.31	\$28.42	\$31.53	\$26.93	\$29.95	\$48.35	11%

## Historical Leasing Activity (including unconsolidated joint ventures)

(Sq. ft. in 000's)	Contractual Expiry	Leasing Activity	Occupancy	In-Place Net Rent
2007	(4,219)	8,281	96.3%	\$ 23.29
2008	(2,178)	6,402	96.3%	22.68
2009	(2,305)	4,585	95.0%	24.15
2010	(3,521)	6,894	95.0%	27.59
2011	(2,266)	2,820	93.6%	27.95
Average	(2,898)	5,796	95.2%	\$ 25.13

## Historical Occupancy Analysis (including unconsolidated joint ventures)

	Q1 2011	Q4 2010	Q3 2010	Q2 2010	Q1 2010	Average
<b>U.S. Properties</b>						
Midtown New York	95.7%	95.0%	95.1%	95.1%	96.5%	95.5%
Downtown New York	92.4%	98.0%	98.0%	97.9%	97.9%	96.8%
Washington	92.5%	93.3%	92.7%	91.7%	90.7%	92.2%
Los Angeles	83.3%	85.9%	83.8%	84.2%	84.1%	84.3%
Houston	94.2%	94.4%	94.8%	95.5%	95.5%	94.9%
Boston	82.6%	82.6%	82.4%	87.2%	87.2%	84.4%
Denver	92.5%	96.3%	96.3%	94.4%	95.0%	94.9%
Minneapolis	93.4%	93.2%	93.1%	92.0%	92.4%	92.8%
	91.8%	94.0%	93.8%	93.9%	93.9%	93.5%
<b>Canadian Properties</b>						
Toronto	93.4%	93.5%	95.4%	94.7%	94.2%	94.2%
Calgary	99.2%	98.4%	98.3%	99.8%	99.9%	99.1%
Ottawa	99.7%	99.7%	99.7%	99.7%	99.7%	99.7%
Other	97.3%	98.0%	96.8%	95.1%	96.6%	96.8%
	96.2%	96.0%	96.9%	96.9%	96.8%	96.6%
<b>Australian Properties</b>						
Sydney	99.1%	99.2%	99.2%	—	—	99.2%
Melbourne	99.6%	98.7%	98.8%	—	—	99.0%
Perth	100.0%	100.0%	100.0%	—	—	100.0%
	99.3%	99.0%	99.1%	—	—	99.1%
<b>Total</b>	93.6%	95.0%	95.1%	94.8%	94.8%	94.7%

Lease Expiry Analysis (including unconsolidated joint ventures)<sup>(1)</sup>

March 31, 2011	2011		2012		2013		2014		2015		2016		2017		Beyond		Total	
	Current	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)	Net Rent	(000's sq.ft.)
<b>U.S. Properties</b>																		
Midtown New York	189	60	\$ 38	15	\$ 44	587	\$ 34	148	\$ 34	110	\$ 51	105	\$ 38	54	\$ 54	3,170	\$ 56	4,438
Downtown New York	1,047	116	23	350	7	4,479	35	313	37	2,201	19	494	29	754	28	3,967	35	13,721
Washington	457	150	22	570	23	418	25	1,460	26	385	31	138	29	98	26	2,460	42	6,136
Los Angeles	757	86	19	746	24	179	26	270	23	278	22	400	28	121	29	1,693	26	4,530
Houston	547	686	15	955	13	588	17	444	12	1,036	15	165	18	283	22	4,726	20	9,430
Boston	347	406	45	49	23	6	4	57	35	3	45	481	31	28	30	613	31	1,990
Denver	99	46	7	30	13	158	23	75	20	118	15	171	23	8	16	624	17	1,329
Minneapolis	168	42	11	122	15	159	7	206	13	178	6	375	16	98	16	1,182	13	2,530
	<b>3,611</b>	<b>1,592</b>	<b>\$ 25</b>	<b>2,837</b>	<b>\$ 18</b>	<b>6,574</b>	<b>\$ 32</b>	<b>2,973</b>	<b>\$ 24</b>	<b>4,309</b>	<b>\$ 20</b>	<b>2,329</b>	<b>\$ 26</b>	<b>1,444</b>	<b>\$ 27</b>	<b>18,435</b>	<b>\$ 33</b>	<b>44,104</b>
<b>Canadian Properties</b>																		
Toronto	586	175	\$ 28	347	\$ 28	1,091	\$ 30	297	\$ 31	644	\$ 29	742	\$ 29	439	\$ 30	4,489	\$ 28	8,810
Calgary	47	57	27	197	33	124	34	122	36	1,224	30	817	22	49	30	3,307	34	5,944
Ottawa	5	9	16	13	22	1,148	20	9	26	547	15	5	19	—	140	11	26	1,747
Other	18	30	24	55	22	108	23	24	26	76	25	25	22	48	24	278	14	662
	<b>656</b>	<b>271</b>	<b>\$ 27</b>	<b>612</b>	<b>\$ 29</b>	<b>2,471</b>	<b>\$ 25</b>	<b>452</b>	<b>\$ 32</b>	<b>2,491</b>	<b>\$ 26</b>	<b>1,589</b>	<b>\$ 25</b>	<b>536</b>	<b>\$ 29</b>	<b>8,085</b>	<b>\$ 30</b>	<b>17,163</b>
<b>Australian Properties</b>																		
Sydney	35	37	\$ 72	188	\$ 56	138	\$ 81	65	\$ 86	601	\$ 77	773	\$ 66	93	\$ 69	2,155	\$ 83	4,085
Melbourne	8	67	36	66	38	15	55	166	43	193	54	71	54	147	49	1,544	56	2,277
Perth	—	—	—	—	—	—	—	—	—	—	—	—	—	57	61	135	61	192
	<b>43</b>	<b>104</b>	<b>\$ 49</b>	<b>254</b>	<b>\$ 51</b>	<b>153</b>	<b>\$ 78</b>	<b>231</b>	<b>\$ 55</b>	<b>794</b>	<b>\$ 71</b>	<b>844</b>	<b>\$ 65</b>	<b>297</b>	<b>\$ 58</b>	<b>3,834</b>	<b>\$ 71</b>	<b>6,554</b>
<b>Total<sup>(2)</sup></b>	<b>4,310</b>	<b>1,967</b>	<b>\$ 26</b>	<b>3,703</b>	<b>\$ 22</b>	<b>9,198</b>	<b>\$ 31</b>	<b>3,656</b>	<b>\$ 27</b>	<b>7,594</b>	<b>\$ 27</b>	<b>4,762</b>	<b>\$ 33</b>	<b>2,277</b>	<b>\$ 32</b>	<b>30,354</b>	<b>\$ 37</b>	<b>67,821</b>
<b>Total % expiring</b>	<b>6.4%</b>	<b>2.9%</b>		<b>5.5%</b>		<b>13.6%</b>		<b>5.4%</b>		<b>11.2%</b>		<b>7.0%</b>		<b>3.4%</b>		<b>44.6%</b>		<b>100.0%</b>
End of prior year <sup>(3)</sup>	5.0%	5.7%		6.0%		15.4%		5.4%		11.0%		7.0%		3.2%		41.3%		100.0%
Difference <sup>(4)</sup>	1.4%	-2.8%		-0.5%		-1.8%		0.0%		0.2%		0.0%		0.2%		3.3%		

<sup>(1)</sup> Excludes developments<sup>(2)</sup> Excludes non-managed properties in the U.S. Office Fund<sup>(3)</sup> Includes 2010 expiries<sup>(4)</sup> Improved 3-year lease rollover exposure by 2.3% and 5-year lease rollover exposure by 2.1%

## Top 20 Tenants (including unconsolidated joint ventures)

Tenant	Primary Location	Credit Rating <sup>(1)</sup>	000's Sq. Ft. <sup>(2)</sup>							Year of Expiry <sup>(3)</sup>	Total	% <sup>(2)</sup>
			2011	2012	2013	2014	2015	2016	Beyond			
1 Bank of America/Merrill Lynch <sup>(4)</sup>	Toronto/New York/Denver/LA	A		183	2,819				8	189	3,199	4.7%
Bank of America/Merrill Lynch subtenants	New York	Various			1,838					148	1,986	2.9%
Total				183	4,657				8	337	5,185	7.6%
2 Government and Government Agencies	All Markets	AAA	33	131	1,422	732	662	57	1,234	Various	4,271	6.2%
3 Chevron	Houston	AA		475						2019	1,742	2.6%
4 Wells Fargo/Wachovia Securities <sup>(5)</sup>	New York	AA-	5		3	60	1,399			2019	1,543	2.3%
5 CIBC World Markets <sup>(6)</sup>	Toronto/New York/Calgary	A+	38							2033	1,420	2.1%
6 Suncor Energy	Calgary	BBB+								2028	1,315	1.9%
7 Kellogg Brown & Root	Houston	Not Rated								2030	1,254	1.8%
8 RBC	Van./Tor./Cal./NY/LA/Minn.	AA-	59		58		12	273	773	2021	1,175	1.7%
9 Bank of Montreal	Calgary/Toronto	A+		13	29			17	1,073	2024	1,132	1.7%
10 Target Corporation	Minneapolis/LA	A+							984	2024	984	1.5%
11 KPMG	Washington D.C./Sydney/Toronto	Not Rated		210				294	371	2024	875	1.3%
12 Devon Energy	Houston	BBB+							832	2020	832	1.2%
13 Imperial Oil	Calgary	AAA						717			717	1.1%
14 Encana Corporation	Denver/Calgary	BBB+					241		467	2019	708	1.0%
15 PricewaterhouseCoopers	Sydney/Houston/Calgary	Not Rated		424		145	95				664	1.0%
16 Continental Airlines	Houston	B					654				654	1.0%
17 Ernst & Young	Denver/LA/Sydney	Not Rated	49					360	180	2022	589	0.9%
18 Cadwalader, Wickersham & Taft	New York	Not Rated							549	2024	549	0.8%
19 Talisman Energy	Calgary	BBB					539				539	0.8%
20 Société Générale	New York/Houston	Not Rated		12						2032	533	0.8%
			184	1,448	6,169	937	3,602	1,726	12,615		26,681	39.3%
			0.7%	5.4%	23.1%	3.5%	13.5%	6.5%	47.3%		100.0%	

<sup>(1)</sup> From Standard and Poor's, Moody's or DBRS

<sup>(2)</sup> Prior to considering partnership interests in partially-owned properties

<sup>(3)</sup> Reflects the year of maturity related to lease(s) included in the 'beyond' column and is calculated for multiple leases on a weighted average basis based on square feet where practicable

<sup>(4)</sup> Bank of America/Merrill Lynch leases 4.6 million square feet in the World Financial Center ("WFC"), of which they occupy 2.7 million square feet with the balance being leased to various subtenants ranging in size up to 500,000 square feet. Of this 2.7 million square feet, 1.9 million is in 4 WFC, in which Bank of America/Merrill Lynch has a 49% interest, and 0.8 million square feet is in 2 WFC, in which Bank of America/Merrill Lynch has an effective 25% interest through zero-coupon notes

<sup>(5)</sup> Wells Fargo/Wachovia leases 1.4 million square feet at One New York Plaza, of which they occupy 148,000 square feet with the balance being leased to five subtenants ranging in size up to 756,000 square feet

<sup>(6)</sup> CIBC leases 1,094,000 square feet at 300 Madison Avenue in New York, of which they sublease 925,000 square feet to PriceWaterhouseCoopers

## Tenant Installation Costs and Capital Expenditures

(Millions)	Quarter to Date March 31, 2011				Quarter to Date March 31, 2010			
	BPO's share of			Proportionate	BPO's share of			Proportionate
	IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>		IFRS	U.S. Office Fund <sup>(1)</sup>	Other Joint Ventures <sup>(2)</sup>	
<b>Commercial property tenant installation costs</b>								
Leasing commissions	\$7	\$2	\$2	\$11	\$2	\$7	\$2	\$11
Tenant improvements	22	6	2	30	5	2	—	7
	<b>\$29</b>	<b>\$8</b>	<b>\$4</b>	<b>\$41</b>	<b>\$7</b>	<b>\$9</b>	<b>\$2</b>	<b>\$18</b>
<b>Development and redevelopment investments</b>								
Construction costs	\$61	—	\$9	\$70	—	—	—	—
Interest capitalized	20	—	—	20	6	—	—	6
Property taxes and other	2	—	—	2	—	—	—	—
	<b>\$83</b>	<b>—</b>	<b>\$9</b>	<b>\$92</b>	<b>\$6</b>	<b>—</b>	<b>—</b>	<b>\$6</b>
<b>Capital expenditures</b>								
Revenue enhancing	\$2	—	—	\$2	\$1	\$1	\$1	\$3
Non-revenue enhancing	3	2	3	8	4	2	3	9
	<b>\$5</b>	<b>\$2</b>	<b>\$3</b>	<b>\$10</b>	<b>\$5</b>	<b>\$3</b>	<b>\$4</b>	<b>\$12</b>

<sup>(1)</sup> Represents BPO's proportionate share of capital expenditures for the U.S. Office Fund

<sup>(2)</sup> Represents BPO's proportionate share of capital expenditures for other jointly controlled entities

## Development Sites

(Square feet in thousands)			Number of Sites	Assets Under			Proportionate
March 31, 2011	Region	Location		Own%	Management	Proportionate	Net of Minority Share <sup>(1)</sup>
<b>Direct Owned</b>							
Manhattan West	New York	Between 31st and 33rd Streets across from Moynihan train station	1	100%	5,400	5,400	5,400
Bay Adelaide Centre East & North	Toronto	Bay and Adelaide Streets	1	100%	1,400	1,400	1,400
Brookfield Place III	Toronto	Third tower of current project	1	54%	800	432	432
Bankers West Parkade	Calgary	West Parkade adjacent to Bankers Hall	1	50%	250	125	125
Herald Site	Calgary	Within one block of Fifth Avenue Place, Bankers Hall and Suncor Energy Centre	1	100%	1,200	1,200	1,200
300 Queen Street	Ottawa	Third phase of Place de Ville project	1	25%	577	144	144
1501 Tremont Place	Denver	One block from Republic Plaza	1	100%	733	733	733
Block 173	Denver	One block from Republic Plaza	1	100%	600	600	600
			8		10,960	10,034	10,034
<b>U.S. Office Fund</b>							
Reston Crescent	Washington	36 acre landscaped campus adjacent to Reston, Virginia	1	63%	724	456	456
1500 Smith Street	Houston	Between Continental Center I and 1400 Smith Street	1	63%	500	315	315
Five Allen Center	Houston	A sky bridge connection to the Allen Center	1	63%	1,100	693	693
Allen Center Clay Street	Houston	Located in the heart of the Allen Center / Cullen Center complex	1	63%	600	378	378
			4		2,924	1,842	1,842
<b>Australia</b>							
City Square	Perth, Australia	45-story City Square tower block in the heart of Perth's business district	1	100%	1,226	1,226	1,226
			1		1,226	1,226	1,226
<b>Other Jointly Controlled Entities</b>							
100 Bishopsgate	London, U.K.	Located within the central core of the city of London	1	50%	820	410	410
			1		820	410	410
<b>Total Development</b>			14		15,930	13,512	13,512

<sup>(1)</sup> All development sites currently held within 100% owned subsidiaries

## Fair Value and Active Development Statistics

(Millions, except square feet)	March 31, 2011		December 31, 2010	
	Total	Proportionate	Total	Proportionate
U.S. and Canada - direct owned	\$482	\$482	\$453	\$453
U.S. Office Fund	44	28	44	28
Australia	678	678	597	597
Other Jointly Controlled Entities	186	93	164	82
	<b>\$1,390</b>	<b>\$1,281</b>	\$1,258	\$1,160
Square feet	<b>15,930</b>	<b>13,512</b>	15,624	13,206
Value per square foot	<b>\$87</b>	<b>\$95</b>	\$81	\$88

(Millions, except square feet)	Square Feet Currently Under Construction	Expected Date of Cash Stabilization	% Pre-leased	Owned Interest				
				Investment Total	To Date	Construction Loan Total	Estimated NOI Drawn at Stabilization	
<b>Active developments</b>								
City Square, Perth <sup>(1)</sup>	926,000	Q3 2012	83%	\$966	\$653	\$568	\$243	\$62
<b>Total</b>	926,000		83%	\$966	\$653	\$568	\$243	\$62

<sup>(1)</sup> All amounts presented in US\$ and have been converted at a rate of US\$1 = A\$0.9681

## Residential Net Operating Income

(Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
Revenue		
Land Sales	\$34	\$48
Home Closings	49	42
	<b>83</b>	90
Expenses		
Land Sales	(25)	(36)
Home Closings	(45)	(39)
	<b>(70)</b>	(75)
<b>Total Residential NOI</b>	<b>\$13</b>	\$15

## Residential Margins

(Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
Gross Margins <sup>(1)</sup>		
Land Sales	66.9%	59.5%
Home Closings	15.9%	18.4%
Gross Blended Margin	<b>36.9%</b>	40.5%
Net Blended Margin	<b>15.7%</b>	16.7%

<sup>(1)</sup> Gross of corporate expenses

## Lot/Acre Sales

Land Sales	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family (Lots)		
Alberta	211	292
Colorado	12	50
Texas	—	3
Missouri	—	2
Total Single Family (Lots)	223	347
Total Single Family (Acre Equivalent) <sup>(1)</sup>	33	55
Multi-Family, Commercial and Industrial (Acres)		
Alberta	—	4

<sup>(1)</sup> Represents lots converted to acres based on a conversion factor of four to seven lots per acre depending on region

## Lot/Acre Sales Revenue

Land Sales Revenue (Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family		
Alberta	\$33	\$43
Colorado	1	3
	34	46
Multi-Family, Commercial and Industrial		
Alberta	—	2
Total Land Sales Revenue	\$34	\$48

## Average Selling Price per Lot/Acre

Average Selling Price (Thousands)	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family (per lot)		
Alberta	\$141	\$131
Colorado	72	56
Texas	—	52
Missouri	—	69
Multi-Family, Commercial and Industrial (per acre)		
Alberta	—	565

Note: Average selling price for single family and multi-family sales includes intercompany sales to best reflect current selling prices

## Home Sales

Home Closings (Units)	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family		
Alberta	63	52
Ontario	41	19
	104	71
Multi-Family		
Alberta	50	73
<b>Total</b>	<b>154</b>	<b>144</b>

## Home Sales Revenue

Home Closings (Millions)	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family		
Alberta	\$21	\$16
Ontario	14	6
	35	22
Multi-Family		
Alberta	14	20
<b>Total</b>	<b>\$49</b>	<b>\$42</b>

## Average Selling Price per Home

Average Closing Price (Thousands)	Quarter to Date	
	March 31, 2011	March 31, 2010
Single Family		
Alberta	\$323	\$299
Ontario	345	339
Multi-Family		
Alberta	290	270

## Receivables and Other Assets

(Millions)	IFRS		Proportionate	
	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
Accounts receivable	\$ 428	\$ 418	\$ 522	\$ 495
Investments <sup>(1)</sup>	105	106	105	106
U.S. Office Fund acquisition option	289	310	(20)	(18)
Investment in Brookfield Residential Properties	515	—	515	—
Note receivable	495	—	495	—
Prepaid expenses and other assets <sup>(2)</sup>	736	762	736	762
<b>Total</b>	<b>\$ 2,568</b>	<b>\$ 1,596</b>	<b>\$ 2,353</b>	<b>\$ 1,345</b>

<sup>(1)</sup> Investments includes 10% interests retained in connection with the monetization of our controlling interest in 1625 Eye Street in Washington, D.C. with an offsetting loan payable as noted below

<sup>(2)</sup> As of March 31, 2011, includes \$485 million of mezzanine debt of the U.S. Office Fund acquired at a discount to face-value

## Accounts Payable and Other Liabilities

(Millions)	IFRS		Proportionate	
	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
Accounts payable and accrued liabilities	\$ 652	\$ 671	\$ 927	\$ 940
Loan payable <sup>(1)</sup>	92	93	92	93
Deferred gain on U.S. Office Fund acquisition option	172	172	172	172
<b>Total</b>	<b>\$ 916</b>	<b>\$ 936</b>	<b>\$ 1,191</b>	<b>\$ 1,205</b>

<sup>(1)</sup> Refer to note (1) above

## Interest Rate Profile

(Millions)	March 31, 2011				December 31, 2010			
	Fixed Rate	Floating Rate	Total	Weighted Average Rate	Fixed Rate	Floating Rate	Total	Weighted Average Rate
U.S. Properties	\$3,735	\$93	\$3,828	6.02%	\$3,737	\$25	\$3,762	6.08%
Canadian Properties	1,361	416	1,777	5.38%	1,269	403	1,672	5.42%
Australian Properties	1,177	331	1,508	7.27%	1,094	305	1,399	7.30%
Corporate debt	—	392	392	3.18%	—	428	428	3.26%
	<b>6,273</b>	<b>1,232</b>	<b>7,505</b>	<b>5.97%</b>	<b>6,100</b>	<b>1,161</b>	<b>7,261</b>	<b>6.00%</b>
U.S. Office Fund	1,725	709	2,434	4.26%	1,545	913	2,458	4.08%
Other jointly controlled	831	227	1,058	6.34%	888	176	1,064	6.04%
	<b>8,829</b>	<b>2,168</b>	<b>10,997</b>	<b>5.63%</b>	<b>8,533</b>	<b>2,250</b>	<b>10,783</b>	<b>5.56%</b>
Assets held for sale	67	98	165	4.34%	67	98	165	4.34%
Total	\$8,896	\$2,266	\$11,162	5.61%	\$8,600	\$2,348	\$10,948	5.55%
Weighted average rate	6.04%	3.90%	5.61%		6.06%	3.67%	5.55%	
Percent of total	80%	20%	100%		79%	21%	100%	

## Amortization Schedule

(Millions)	Scheduled Amortization <sup>(1)</sup>
Remainder 2011	\$165
2012	197
2013	56
2014	42
2015	46
Thereafter	677
Total Commercial Property Debt	\$1,183

<sup>(1)</sup> Includes \$46 million of transaction costs

Debt Maturity - Consolidated

(Millions)					Remainder							Mortgage Details
Commercial Property	Month	Year	Rate %	Consolidated <sup>(1)</sup>	Proportionate <sup>(1)</sup>	2011	2012	2013	2014	2015	Thereafter	
<b>U.S. Properties</b>												
1201 Louisiana	September	2011	6.73%	\$ 99	\$ 99	\$ 99						Non-recourse / fixed
Potomac Tower	November	2011	4.72%	75	75	75						Non-recourse / fixed
West 31st Street <sup>(2)</sup>	January	2012	6.00%	105	105		\$ 105					Non-recourse / fixed
300 Madison Avenue	April	2012	0.53%	25	25		25					Non-recourse / floating
77 K Street	May	2013	5.25%	77	77			\$ 77				Non-recourse / fixed
75 State Street	June	2013	5.50%	298	298			298				Non-recourse / fixed
Two World Financial Center	September	2013	6.91%	220	220			220				Non-recourse / fixed
601 South 12th Street	October	2013	5.42%	52	52			52				Non-recourse / fixed
701 South 12th Street	October	2013	5.42%	43	43			43				Non-recourse / fixed
Republic Plaza	April	2014	5.14%	156	156				\$ 156			Non-recourse / fixed
Two World Financial Center	October	2014	9.00%	164	164				164			Non-recourse / fixed
Three World Financial Center	December	2014	3.90%	143	143				143			Non-recourse, fixed
650 Massachusetts	March	2016	3.01%	68	68					\$ 68		Non-recourse / floating
53 State Street	August	2016	5.96%	280	280					280		Non-recourse / fixed
One World Financial Center	February	2017	5.83%	309	309					309		Non-recourse / fixed
One Liberty Plaza	September	2017	6.14%	841	841					841		Non-recourse / fixed
West 33rd Street <sup>(2)</sup>	April	2018	5.90%	122	122					122		Non-recourse / fixed
Heritage Plaza	January	2023	4.97%	200	200					200		Non-recourse, fixed
701 9th Street	December	2028	6.73%	151	151					151		Non-recourse / fixed
300 Madison Avenue	April	2032	7.26%	400	400					400		Non-recourse / fixed
<b>Subtotal U.S. Properties</b>			<b>6.02%</b>	<b>\$ 3,828</b>	<b>\$ 3,828</b>	<b>\$ 174</b>	<b>\$ 130</b>	<b>\$ 690</b>	<b>\$ 463</b>	<b>—</b>	<b>\$ 2,371</b>	
<b>Assets Held For Sale</b>												
RBC Plaza	April	2012	5.50%	67	67		67					Non-recourse / fixed
33 South Sixth Street	August	2013	3.55%	98	98			98				Non-recourse / floating
<b>Total U.S. Properties</b>			<b>5.95%</b>	<b>\$ 3,993</b>	<b>\$ 3,993</b>	<b>\$ 174</b>	<b>\$ 197</b>	<b>\$ 788</b>	<b>\$ 463</b>	<b>—</b>	<b>\$ 2,371</b>	

<sup>(1)</sup> Includes \$28 million of transaction costs

<sup>(2)</sup> Development debt

(Millions)					Remainder							Mortgage Details
Commercial Property	Month	Year	Rate %	Consolidated <sup>(1)</sup>	Proportionate <sup>(1)</sup>	2011	2012	2013	2014	2015	Thereafter	
<b>Australian Properties</b>												
235 St. Georges Terrace	September	2011	6.60%	\$ 49	\$ 49	\$ 49						Non-recourse / floating
Brookfield Prime Property Fund debt	December	2011	6.50%	490	490	490						Non-recourse / fixed / floating
52 Goulburn Street	July	2012	7.82%	58	58		\$ 58					Non-recourse / fixed
Southern Cross West Tower	November	2012	8.79%	66	66		66					Non-recourse / fixed
World Square Retail	November	2012	8.54%	60	60		60					Non-recourse / floating
KPMG Tower	May	2013	8.34%	77	77			\$ 77				Non-recourse / fixed / floating
King Street Wharf Retail	May	2013	8.18%	48	48			48				Non-recourse / fixed / floating
Southern Cross East Tower	May	2013	8.18%	221	221			221				Non-recourse / fixed / floating
City Square <sup>(2)</sup>	June	2014	6.54%	243	243				\$ 243			Non-recourse / fixed / floating
One Shelley Street	January	2016	7.55%	196	196						\$ 196	Non-recourse / fixed / floating
<b>Total Australian Properties</b>			<b>7.27%</b>	<b>\$ 1,508</b>	<b>\$ 1,508</b>	<b>\$ 539</b>	<b>\$ 184</b>	<b>\$ 346</b>	<b>\$ 243</b>	<b>—</b>	<b>\$ 196</b>	

<sup>(1)</sup> Includes \$7 million of transaction costs

<sup>(2)</sup> Development debt

## Debt Maturity – Consolidated

(Millions)	Month	Year	Rate %	Consolidated <sup>(1)</sup>	Proportionate <sup>(1)</sup>	Remainder						Mortgage Details
Commercial Property						2011	2012	2013	2014	2015	Thereafter	
<b>Canadian Properties</b>												
Fifth Avenue Place	August	2011	7.59%	\$ 69	<b>\$ 69</b>	\$ 69						Non-recourse / fixed
Exchange Tower	April	2012	6.83%	59	<b>59</b>		\$ 59					Non-recourse / fixed
Royal Centre	May	2012	4.96%	118	<b>118</b>		118					Non-recourse / fixed
151 Yonge Street	June	2012	6.01%	10	<b>10</b>		10					Non-recourse / fixed
Bay Adelaide Centre	July	2012	2.57%	416	<b>416</b>		416					Non-recourse / floating
HSBC	October	2012	8.19%	22	<b>22</b>		22					Non-recourse / fixed
105 Adelaide	February	2013	5.32%	22	<b>22</b>			\$ 22				Non-recourse / fixed
Bay Wellington Tower	April	2013	6.49%	332	<b>332</b>			332				Non-recourse / fixed
Bankers Hall	November	2013	7.20%	169	<b>169</b>			169				Non-recourse / fixed
Jean Edmonds Tower	January	2014	5.55%	1	<b>1</b>				\$ 1			Non-recourse / fixed
Suncor Energy Centre <sup>(2)</sup>	June	2014	6.38%	220	<b>220</b>				220			Non-recourse / fixed
Hudson's Bay Centre	May	2015	5.20%	111	<b>111</b>					\$ 111		Non-recourse / fixed
2 Queen Street East	December	2017	5.64%	29	<b>29</b>						\$ 29	Non-recourse / fixed
Altius Centre	December	2017	5.64%	21	<b>21</b>						21	Non-recourse / fixed
22 Front Street	October	2020	6.24%	20	<b>20</b>						20	Non-recourse / fixed
Bankers Court	November	2020	4.96%	49	<b>49</b>						49	Non-recourse / fixed
Queens Quay	April	2021	5.40%	92	<b>92</b>						92	Non-recourse / fixed
Jean Edmonds Tower	January	2024	6.79%	17	<b>17</b>						17	Non-recourse / fixed
<b>Total Canadian Properties</b>			<b>5.38%</b>	<b>\$ 1,777</b>	<b>\$ 1,777</b>	<b>\$ 69</b>	<b>\$ 625</b>	<b>\$ 523</b>	<b>\$ 221</b>	<b>\$ 111</b>	<b>\$ 228</b>	
<b>Corporate</b>												
\$300M Corporate Revolver <sup>(3)</sup>	June	2011	3.99%	—	<b>—</b>	—						Recourse / floating
BAM Bridge Loan	September	2011	3.26%	360	<b>360</b>	360						Recourse / floating
\$565M Corporate Revolver	March	2016	2.34%	32	<b>32</b>						32	Recourse / floating
<b>Total Corporate</b>			<b>3.18%</b>	<b>\$ 392</b>	<b>\$ 392</b>	<b>\$ 360</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ 32</b>	
<b>Total commercial property debt<sup>(4)</sup></b>			<b>5.94%</b>	<b>\$ 7,670</b>	<b>\$ 7,670</b>	<b>\$ 1,142</b>	<b>\$ 1,006</b>	<b>\$ 1,657</b>	<b>\$ 927</b>	<b>\$ 111</b>	<b>\$ 2,827</b>	
<i>Weighted average interest rate</i>						<i>5.45%</i>	<i>4.83%</i>	<i>6.49%</i>	<i>6.29%</i>	<i>5.20%</i>	<i>6.12%</i>	
<b>Total commercial property debt excluding assets held for sale</b>				<b>\$ 7,505</b>	<b>\$ 7,505</b>	<b>\$ 1,142</b>	<b>\$ 939</b>	<b>\$ 1,559</b>	<b>\$ 927</b>	<b>\$ 111</b>	<b>\$ 2,827</b>	

<sup>(1)</sup> Includes \$39 million of transaction costs

<sup>(2)</sup> This loan consists of \$185 million 1st mortgage bonds that are non-recourse to BPO and a \$35 million unsecured loan from an affiliate

<sup>(3)</sup> Represents corporate line from Brookfield Asset Management Inc. ("BAM")

<sup>(4)</sup> Includes debt associated with assets held for sale

## Debt Maturity – Other Jointly Controlled Entities

(Millions)						Remainder						Mortgage Details
Commercial Property	Month	Year	Rate %	Consolidated <sup>(1)</sup>	Proportionate <sup>(1)</sup>	2011	2012	2013	2014	2015	Thereafter	
<b>U.S. Office Fund</b>												
Two Ballston Plaza	April	2011	6.90%	\$ 24	\$ 15	\$ 15						Non-recourse / fixed
Silver Springs Metro Plaza	September	2011	6.00%	77	48	48						Non-recourse / fixed
1460 Broadway	November	2012	5.11%	11	—		—					Non-recourse / fixed
5670 Wilshire	May	2013	2.30%	58	—			—				Non-recourse / floating
Waterview	September	2013	7.00%	4	3			3				Non-recourse / floating
1400 Smith Street	October	2013	5.77%	240	151			151				Non-recourse / fixed
Ernst & Young Plaza	February	2014	5.07%	106	67				\$ 67			Non-recourse / fixed
2000 L Street	April	2014	4.26%	52	33				33			Non-recourse / floating
Grace Building	July	2014	5.54%	183	115				115			Non-recourse / fixed
1411 Broadway	July	2014	5.50%	105	—				—			Non-recourse / fixed
Bank of America Plaza	September	2014	5.31%	224	141				141			Non-recourse / fixed
2001 M Street	December	2014	5.25%	44	28				28			Non-recourse / fixed
One and Two Reston Crescent	December	2015	1.51%	75	47					\$ 47		Non-recourse, fixed
1550 & 1560 Wilson Boulevard	January	2016	2.80%	70	44						\$ 44	Non-recourse / floating
1250 Connecticut Avenue	January	2016	5.86%	52	33						33	Non-recourse, fixed
Victor Building	February	2016	5.39%	50	31						31	Non-recourse / fixed
One New York Plaza	March	2016	5.50%	383	241						241	Non-recourse / fixed
Marina Towers	April	2016	5.84%	20	13						13	Non-recourse / fixed
1400 K Street	February	2018	5.30%	53	33						33	Non-recourse / fixed
1200 K Street	February	2021	5.88%	131	83						83	Non-recourse / fixed
Bethesda Crescent	February	2021	5.58%	61	38						38	Non-recourse / fixed
U.S. Office Fund pool debt	May	2011	6.84%	299	141	141						Non-recourse / fixed
U.S. Office Fund corporate debt <sup>(2)</sup>	October	2011	3.38%	2,650	898	898						Non-recourse / fixed / floating
U.S. Office Fund pool debt	October	2011	1.02%	491	231	231						Non-recourse / floating
			4.26%	\$ 5,463	\$ 2,434	\$ 1,333	—	\$ 154	\$ 384	\$ 47	\$ 516	
<b>Other jointly controlled</b>												
Bourke Place Trust	November	2012	8.54%	\$ 230	\$ 99		\$ 99					Non-recourse / floating
NAB House	November	2012	8.54%	212	53		53					Non-recourse / floating
Darling Park Complex	December	2012	8.54%	667	200		200					Non-recourse / fixed / floating
IAG House	May	2013	8.34%	198	99			\$ 99				Non-recourse / fixed / floating
Four World Financial Center	September	2013	6.95%	130	130			130				Non-recourse / fixed
First Canadian Place	December	2014	5.37%	312	78				\$ 78			Non-recourse / fixed
245 Park Avenue	November	2017	3.88%	782	399						\$ 399	Non-recourse / fixed
			6.34%	\$ 2,531	\$ 1,058	—	\$ 352	\$ 229	\$ 78	—	\$ 399	
<b>Total unconsolidated commercial property debt</b>			4.89%	\$ 7,994	\$ 3,492	\$ 1,333	\$ 352	\$ 383	\$ 462	\$ 47	\$ 915	
<i>Weighted average interest rate</i>						3.47%	8.54%	6.84%	5.26%	1.51%	4.71%	

<sup>(1)</sup> Includes \$23 million of transaction costs

<sup>(2)</sup> \$0.5 billion of the proportionate amount of debt has been swapped to a fixed rate of 3.88% including spread, which expires in Q3 2011, after which the rate becomes floating at LIBOR plus 250 basis points until maturity. The balance of \$398 million is at LIBOR plus 250 basis points

## Corporate Capital Securities

(Millions, except share information)			Redemption Date	Cumulative		
Authorized	Outstanding		at Holder's Option <sup>(1)</sup>	Dividend Rate	March 31, 2011	December 31, 2010
8,000,000	8,000,000	Class AAA Series F	March 31, 2013	6.00%	\$ 206	\$ 200
6,000,000	4,400,000	Class AAA Series G	September 30, 2015	5.25%	110	110
8,000,000	8,000,000	Class AAA Series H	December 31, 2015	5.75%	206	200
8,000,000	6,300,966	Class AAA Series I	Quarterly	5.20%	162	179
8,000,000	8,000,000	Class AAA Series J	December 31, 2014	5.00%	206	200
8,000,000	6,000,000	Class AAA Series K	December 31, 2016	5.20%	154	149
<b>Total</b>					<b>\$ 1,044</b>	<b>\$ 1,038</b>

Note: The company also has 8,000,000 Class AAA Series E shares outstanding that are owned by BAM and have been offset with a promissory note receivable from BAM

<sup>(1)</sup> Subject to the company's right to redeem or find substitute purchasers, the holder may, on or after the dates specified above, convert Class AAA, Series F, G, H, I, J and K preferred shares into that number of common shares determined by dividing the then-applicable redemption price by the greater of C\$2.00 (Series G - US \$2.00) or 95% of the weighted average trading price of common shares at such time

## Preferred Equity

(Millions, except share information)				Cumulative		
	Outstanding			Dividend Rate	March 31, 2011	December 31, 2010
BPO Properties Ltd.	1,805,489	Series G		70% of bank prime	\$ 46	\$ 45
	3,816,527	Series J		70% of bank prime	98	96
	300	Series K		30-day BA + 0.4%	155	150
	2,847,711	Series M		70% of bank prime	73	71
	800,000	Series N		30-day BA + 0.4%	21	20
<b>Total Subsidiary Preferred Shares</b>					<b>\$ 393</b>	<b>\$ 382</b>
Brookfield Office Properties	14,202,000	Class A redeemable voting		7.50%	\$ 11	\$ 11
	2,000,000	Class AA Series E		70% of bank prime	34	34
	11,500,000	Class AAA Series L		6.75%	259	259
	11,000,000	Class AAA Series N		6.15%	257	257
	12,000,000	Class AAA Series P		5.15%	287	287
<b>Total Corporate Preferred Shares</b>					<b>\$ 848</b>	<b>\$ 848</b>

## Non-Controlling Interests – Other Subsidiaries

(Millions)	Others' Equity			
	Ownership		March 31, 2011	December 31, 2010
Units of Brookfield Office Properties Canada (BOX)	16.7%		\$ 487	\$ 471
Limited partnership units of Brookfield Financial Properties (BFP)	0.6%		33	32
Investment in Brookfield Prime Property Fund	31.6%		81	79
Members interest in Brookfield Heritage Partners LLC <sup>(1)</sup>	49.0%		67	—
<b>Total non-controlling interests in other subsidiaries</b>			<b>\$ 668</b>	<b>\$ 582</b>

<sup>(1)</sup> During the first quarter of 2011, Brookfield sold 49% of its interest in Heritage Plaza in Houston

## Per Share Calculations

### Book Value per Share

(Millions, except per share amounts)	<b>March 31, 2011</b>	December 31, 2010
Common shareholders' equity	<b>\$8,066</b>	\$7,883
Option proceeds <sup>(1)</sup>	<b>261</b>	235
Fully diluted common shareholders' equity	<b>8,327</b>	8,118
Fully diluted common shares outstanding <sup>(2)</sup>	<b>522.1</b>	520.1
<b>Value per share</b>	<b>\$15.95</b>	\$15.61

<sup>(1)</sup> Calculated as options outstanding multiplied by the weighted average exercise price of options outstanding as at respective date

<sup>(2)</sup> Refer to page 3 for diluted share calculation. The calculation of common equity per share includes potential common shares at March 31, 2011 and December 31, 2010 from the exercise of options but excludes the effects of settling our capital securities - corporate in common shares as we intend to redeem our capital securities prior to conversion

### Earnings per Share

(Millions, except per share amounts)	Quarter to Date	
	<b>March 31, 2011</b>	March 31, 2010
Net income (loss) attributable to shareholders	<b>\$306</b>	\$250
Less: Preferred share dividends	<b>(14)</b>	(9)
Net income (loss) available to common shareholders - basic	<b>\$292</b>	\$241
Dilutive effect of conversion of capital securities - corporate	<b>15</b>	14
Net income (loss) available to common shareholders - diluted	<b>\$307</b>	\$255
Weighted average shares outstanding - basic	<b>502.7</b>	501.4
Net income per share - basic <sup>(1)</sup>	<b>\$0.58</b>	\$0.48
Weighted average shares outstanding - diluted <sup>(2)</sup>	<b>573.8</b>	582.0
Net income per share - diluted <sup>(1)</sup>	<b>\$0.54</b>	\$0.44

<sup>(1)</sup> Per share amounts calculated based on weighted average shares outstanding as at the end of the respective period shown. As a result, the aggregate of four quarters in one given year may not necessarily equal the year to date results on a per share basis

<sup>(2)</sup> Includes capital securities of 65.6 million as of March 31, 2011 (March 31, 2010 - 76.6 million) as a dilutive instrument due to their ability to be converted into equity at the company's option

### **Funds From Operations**

*The accompanying financial information makes reference to funds from operations ("FFO") on a total and per share basis. Brookfield Office Properties defines FFO attributable to shareholders as income before fair value adjustments, income taxes and certain other non-cash items as and when they arise, less non-controlling interests in the foregoing. FFO is determined as FFO from consolidated properties, FFO from unconsolidated joint ventures and FFO from discontinued operations. The company uses FFO to assess its operating results. FFO is a widely used measure to analyze real estate.*

### **Net Operating Income**

*This supplemental financial information makes reference to net operating income. Net operating income is defined as income from property operations after operating expenses have been deducted, but prior to deducting financing, corporate, administrative, valuation adjustments and income tax expenses. Brookfield Office Properties uses net operating income to assess its operating results. Net operating income is important in assessing operating performance.*

### **Owned Interest**

*Represents Brookfield Office Properties' consolidated interest before non-controlling interests.*