

**GOVERNMENT OF THE DISTRICT OF COLUMBIA  
BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY  
WASHINGTON, D.C. 20001**

Year 2013

**LOBBYIST ACTIVITY REPORT \***  
(See next page for instructions)

ID# \_\_\_\_\_

ORIGINAL

AMENDMENT

Type of Report

January

If you are filing a January Report, please indicate whether you intend to lobby in the upcoming calendar year.  Yes  No

July

1. (a) Registrant's Name BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund) (b) Daytime Phone Number (416) 359-8538

(c) Permanent Address 181 Bay Street Toronto, Ontario M5J2T3 CANADA  
(Street Address) (City, State, Zip Code)

(d) Temporary Address (while lobbying) N/A  
(Street Address) (City, State, Zip Code)

2. Lobbyist(s) Working for Registrant: Attach a Supplemental Sheet if additional space is needed.

(a) Name Jon Bouker, Arent Fox LLP (b) Name \_\_\_\_\_

Address 1717 K Street, NW Address \_\_\_\_\_  
(Street Address) (Street Address)

Washington, DC 20036-5342 \_\_\_\_\_  
(City, State, Zip Code) (City, State, Zip Code)

Daytime Phone Number: (202) 857-6183 Daytime Phone Number \_\_\_\_\_

3. Person Compensating Registrant:

(a) Name N/A (b) Daytime Phone Number N/A

(c) Address N/A \_\_\_\_\_  
(Street Address) (City, State, Zip Code)

(d) Nature of Business N/A

4. Terms of Compensation: (a) N/A (b) N/A  
Salary Duration of Employment

5. Identify matter(s) by subject and formal designation on which the lobbyist/registrant expects to lobby. Attach a Supplemental Sheet if additional space is needed.

District utilization of BREOF properties.

\_\_\_\_\_  
\_\_\_\_\_

\* REMINDER – Each new or previously registered Lobbyist must file a Lobbyist Registration Form by January 15<sup>th</sup> of each year.

6. Identify the official and title, if known, in the Executive or Legislative Branch with whom the registrant has had oral or written communication during the reporting period relating to lobbying activities, and the date that communication was made. Attach a Supplemental Sheet if additional space is needed.

Name	<u>No contacts made during the reporting period.</u>	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____

- 7. Total compensation/receipts paid to the Lobbyist for lobbying during the reported period: \$ \_\_\_\_\_  
(Schedule A)
- 8. Total of other compensation/receipts for lobbying services and compensation paid to others: \$ \_\_\_\_\_  
(Schedule A-1)
- 9. Total amount of Loans received by the Lobbyist in connection with lobbying during the reporting period: \$ \_\_\_\_\_  
(Schedule A-2)
- 10. Total receipts (Add Lines 7, 8 and 9) \$ \_\_\_\_\_
- 11. Total of expenditures made for purposes of lobbying during the reporting period: \$0.00  
(Schedule B)
- 12. Total of other expenditures related to lobbying activities: \$ \_\_\_\_\_  
(Schedule B-1)
- 13. Total expenditures (Add Lines 11 and 12) \$0.00

**BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY  
 LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT PAGE 1 OF 1  
 SCHEDULE A - COMPENSATION/RECEIPTS PAID TO THE LOBBYIST  
 FOR LOBBYING: YEAR: 2013**

Type of report:  January  July

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund)

COMPENSATION/RECEIPTS PAID FOR LOBBYING (AMOUNTS MAY BE ROUNDED OFF TO WHOLE DOLLARS)					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$		
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$		
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$		
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$		
TOTAL RECEIPTS RECEIVED FOR LOBBYING (CARRY TOTAL FORWARD TO LINE 7)					\$	\$

IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET  
 (SEE NEXT PAGE FOR INSTRUCTIONS)

**BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY**  
**LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT PAGE 1 OF 1**  
**SCHEDULE A-1 – LOBBYIST COMPENSATION/RECEIPTS RECEIVED FOR**  
**LOBBYIST SERVICES AND COMPENSATION PAID TO OTHERS: YEAR: 2013**

Type of report:  January  July

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund)

OTHER COMPENSATION/RECEIPTS RECEIVED BY THE LOBBYIST AND/OR LOBBYIST EMPLOYEE AND PAID BY THE COMPENSATING REGISTRANT FOR ACTIVITIES RELATIVE TO LOBBYIST ACTIVITIES IN THE DISTRICT						TOTAL THIS PERIOD	CUMULATIVE TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER							
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES	\$	\$
\$	\$	\$	\$	\$	\$		
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						TOTAL THIS PERIOD	CUMULATIVE TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						\$	\$
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						TOTAL THIS PERIOD	CUMULATIVE TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						\$	\$
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						TOTAL THIS PERIOD	CUMULATIVE TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						\$	\$
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
<b>TOTAL OTHER COMPENSATION/RECEIPTS RECEIVED FOR LOBBYING</b>						\$	\$
<b>(CARRY TOTAL FORWARD TO LINE 8)</b>						\$	\$

IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET A-1  
(SEE NEXT PAGE FOR INSTRUCTIONS)

**BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY**  
**LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT**      **PAGE 1 OF 1**  
**SCHEDULE A-2 – LOANS RECEIVED BY THE LOBBYIST:**      **YEAR: 2013**

Type of report:     **January**                       **July**

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund)

LOANS RECEIVED IN CONNECTION WITH LOBBYING ACTIVITY					TOTAL LOANS THIS PERIOD	CUMULATIVE LOAN TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
LOAN						
\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
LOAN						
\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
LOAN						
\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER						
LOAN						
\$	\$	\$	\$	\$	\$	\$
TOTAL LOANS RECEIVED FOR THIS PERIOD (CARRY TOTAL FORWARD TO LINE 9)					\$	\$

IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET  
(SEE REVERSE SIDE FOR INSTRUCTIONS)

**BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY  
 COMPENSATING REGISTRANT'S ACTIVITY REPORT Page 1 of 1  
 SCHEDULE B – EXPENDITURES PAID BY COMPENSATING REGISTRANT TO THE LOBBYIST**

YEAR: 2013

Type of report:  January  July

Period Covering: July 1, 2012 through December 31, 2012

COMPENSATING REGISTRANT'S NAME: BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund)

PAYMENTS MADE IN CONNECTION WITH LOBBYING ACTIVITIES				
ACTIVITY EXPENSES INCURRED, OR PAID BY THE COMPENSATING REGISTRANT TO THE LOBBYING AND/OR IN-HOUSE EMPLOYEE LOBBYIST FOR ACTIVITIES RELATIVE TO LOBBYING ACTIVITIES IN THE DISTRICT OF COLUMBIA.				
DATE	NAME AND ADDRESS OF PAYEE	PURPOSE OF COMPENSATION	TOTAL THIS PERIOD	CUMULATIVE TOTAL
07/01/12 – 12/31/12	Arent Fox LLP 1717 K Street, NW Washington, DC 20036-5342	Legal Fees	\$0.00	\$0.00
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
<b>TOTAL EXPENDITURES PAID FOR LOBBYING (CARRY TOTAL FORWARD TO LINE 11)</b>			\$0.00	\$0.00

IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET  
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**BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY**  
**LOBBYIST/COMPENSATING REGISTRANT'S ACTIVITY REPORT**      Page 1 of 1  
**SCHEDULE B-1 - OTHER EXPENDITURES**

YEAR: 2013

Type of report:     January                       July

Period Covering: July 1, 2012 through December 31, 2012

COMPENSATING REGISTRANT'S NAME: BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund)

OTHER ACTIVITY EXPENSES INCURRED, OR PAID BY THE COMPENSATING REGISTRANT TO THE LOBBYIST AND/OR IN-HOUSE EMPLOYEE LOBBYIST FOR ACTIVITIES RELATIVE TO LOBBYING ACTIVITIES IN THE DISTRICT.				
DATE	NAME OF RECIPIENT	DESCRIPTION OF CONSIDERATION	TYPE OF COMPENSATION PAID (LOANS, CONTRIBUTION, GIFT, HONORARIA, ETC)	TOTAL PAYMENT
				\$
				\$
				\$
				\$
				\$
				\$
				\$
				\$
				\$
<b>TOTAL OTHER EXPENDITURES PAID FOR LOBBYING</b> (CARRY TOTAL FORWARD TO LINE 12)			\$	\$

- IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET TO SCHEDULE B-1
- IF YOU HAVE NOT PAID, INCURRED, OR ARRANGED ANY OTHER ACTIVITY EXPENSES DURING THE PERIOD, CHECK THE BOX TO INDICATE THAT YOU HAVE NOTHING TO REPORT

