

SMITH MIDLAND CORP
Form 8-K
May 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 21, 2012

SMITH-MIDLAND CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-13752
(Commission File Number)

54-1727060
(I.R.S. Employer Identification
Number)

P.O. Box 300, 5119 Catlett Road
Midland, Virginia 22728
(Address of principal executive offices)

(504) 439-3266
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 Results of Operations and Financial Condition

On May 21, 2012, Smith-Midland Corporation issued a press release announcing its financial results for the three months ended March 31, 2012.

A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No	Exhibit Description
99.1	Press release, dated May 21, 2012

The information filed as an exhibit to this Form 8-K is being furnished in accordance with Item 2.02 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2012

SMITH-MIDLAND CORPORATION

By: /s/ William A. Kenter
William A. Kenter
Chief Financial Officer

SMITH-MIDLAND CORPORATION
Exhibit to Current Report on Form 8-K
May 21, 2012

Exhibit No	Exhibit Description
99.1	Press release dated May 21, 2012

4

r of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings II Sub III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

351,958*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

351,958*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

351,958*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.04%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings III Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

403,716*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

403,716*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

403,716*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.04%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-A Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

5,374,254*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

5,374,254*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

5,374,254*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.6%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-B Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

92,828*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

92,828*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

92,828*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.01%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-C Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH

0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

1,842,703*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

1,842,703*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,842,703*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.2%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-D Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

1,849,568*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

1,849,568*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,849,568*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.2%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BW Purchaser, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

12,989,228*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

12,989,228*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

12,989,228*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.4%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) b

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Holdings Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 1 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Split Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

323,641,838*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

323,641,838*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

323,641,838*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

34.0%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

224,953,542*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

224,953,542*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

224,953,542*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

p

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

23.7%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF SOLE VOTING POWER
SHARES**

BENEFICIALLY 7

OWNED BY

EACH 0

**REPORTING 8 SHARED VOTING POWER
PERSON**

WITH

70,114,877*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

70,114,877*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

70,114,877*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.4%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.4% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings Warrants LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

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