

# Brookfield Office Properties Inc. and MPG Office Trust, Inc. Announce Satisfaction of the Principal Closing Conditions for Brookfield's Acquisition of MPG

OCT 09, 2013

**Closing Date Expected October 15, 2013**

**NEW YORK, NY and LOS ANGELES, CA, October 9, 2013** – Brookfield Office Properties Inc. (BPO: NYSE, TSX) and MPG Office Trust, Inc. (MPG: NYSE) announced today that the principal conditions precedent to Brookfield Office Properties Inc.'s ("BPO") acquisition of MPG Office Trust, Inc. ("MPG"), including approval of MPG's common stockholders and the receipt of certain consents from MPG's lenders, have been satisfied or will be satisfied at the closing. BPO and certain subsidiaries of Brookfield DTLA Holdings LLC, a newly formed fund controlled by BPO (the "DTLA Fund"), also announced today that they are extending their previously announced cash tender offer to purchase all outstanding shares of preferred stock of MPG until 6:00 p.m., New York City Time, on Monday, October 14, 2013. Additionally, BPO and MPG announced that they expect to close the transaction on October 15, 2013.

BPO previously announced its intention to acquire MPG pursuant to a merger agreement, dated as of April 24, 2013, by and among the DTLA Fund, Brookfield DTLA Fund Office Trust Investor Inc., Brookfield DTLA Fund Office Trust Inc., Brookfield DTLA Fund Properties LLC, MPG and MPG Office, L.P.

DTLA Fund Holding Co. and Brookfield DTLA Fund Properties Holding Inc. (together, the "Offerors"), both direct wholly owned subsidiaries of the DTLA Fund, previously commenced an offer to purchase all outstanding shares of 7.625% Series A Cumulative Redeemable Preferred Stock of MPG at a price of \$25.00 per share, without interest and less any required withholding taxes, upon the terms and subject to the conditions applicable to the offer described in the tender offer statement on Schedule TO filed on June 14, 2013, as amended from time to time (the "Schedule TO"). Upon the closing of the tender offer, preferred stockholders of MPG will receive \$25.00 in cash for each share of MPG preferred stock validly tendered and not validly withdrawn in the offer, without interest and less any required withholding taxes. Shares of MPG preferred stock that are tendered and accepted for payment in the tender offer will not receive any accrued and unpaid dividends on those shares.

BPO and the Offerors announced today that they are extending the tender offer until 6:00 p.m., New York City time, on Monday, October 14, 2013. The tender offer had been previously set to expire at 5:00 p.m., New York City time, on Thursday, October 10, 2013. Except for the extension of the expiration date, all other terms and conditions of the tender offer remain unchanged.

The closing of the transaction is expected to occur on October 15, 2013, the first business day following the expiration of the tender offer. Stockholders who wish to tender all or any portion of their shares in the tender offer should follow the procedures described in the Schedule TO. Stockholders who have already tendered their shares do not have to re-tender their shares or take any other action at this time.

The Depositary and Paying Agent for the tender offer is American Stock Transfer & Trust Company, LLC, 6201 15th Avenue, Brooklyn, New York 11219. The Information Agent for the tender offer is MacKenzie Partners, Inc., 105 Madison Avenue, New York, New York 10016. The tender offer materials may be obtained at no charge by directing a request by mail to MacKenzie Partners, Inc. or by calling (800) 322-2885. Fried, Frank, Harris, Shriver & Jacobson LLP is acting as legal advisor to BPO.

Based on information received from the Depositary, as of October 9, 2013, approximately 80,901 shares of MPG preferred stock had been tendered and not withdrawn from the offer.

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## **About Brookfield Office Properties**

Brookfield Office Properties owns, develops and manages premier office properties in the United States, Canada, Australia and the United Kingdom. Its portfolio is comprised of interests in 109 properties totaling 80 million square feet in the downtown cores of New York, Washington, D.C., Houston, Los Angeles, Denver, Seattle, Toronto, Calgary, Ottawa, London, Sydney, Melbourne and Perth, making it the global leader in the ownership and management of office assets. Landmark properties include Brookfield Places in New York City, Toronto and Perth, Bank of America Plaza in Los Angeles, Bankers Hall in Calgary, and Darling Park in Sydney. The company's common shares trade on the NYSE and TSX under the symbol BPO. For more information, visit [www.brookfieldofficeproperties.com](http://www.brookfieldofficeproperties.com).

## **About MPG Office Trust, Inc.**

MPG Office Trust, Inc. is the largest owner and operator of Class A office properties in the Los Angeles central business district. MPG Office Trust, Inc. is a full-service real estate company with substantial in-house expertise and resources in property management, leasing and financing. For more information on MPG Office Trust, visit [www.mpgoffice.com](http://www.mpgoffice.com).

## **Important Information**

This press release is for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any securities or the registration of any securities. The solicitation and the offer to buy shares of MPG preferred stock is being made pursuant to a tender offer statement on Schedule TO containing an offer to purchase, form of letter of transmittal and related materials filed by BPO and a subsidiary with the U.S. Securities and Exchange Commission (SEC) on June 14, 2013, as amended from time to time. MPG has filed a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer with the SEC. In addition, Brookfield DTLA

Fund Office Trust Investor Inc. (Sub REIT), a company that has been established in connection with the transaction, has filed an initial registration statement with the SEC relating to preferred stock of Sub REIT that will be issued to holders of existing MPG preferred stock who do not tender into the tender offer. INVESTORS AND HOLDERS OF PREFERRED STOCK ARE URGED TO READ THE TENDER OFFER STATEMENT AND RELATED MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT, AS WELL AS THE REGISTRATION STATEMENT (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER AND SUB REIT THAT SHOULD BE READ PRIOR TO MAKING A DECISION TO TENDER SHARES.

All of those materials (and all other materials filed or furnished by MPG, BPO or Sub REIT with the SEC) are available at no charge from the SEC through its website at [www.sec.gov](http://www.sec.gov). The Schedule TO (including the offer to purchase and related materials), the Schedule 14D-9 (including the solicitation/recommendation statement) and the registration statement may also be obtained for free by contacting MacKenzie Partners, Inc., the Information Agent for the tender offer, toll free at (800) 322-2885.

### **Forward Looking Statements**

This press release contains “forward-looking information” within the meaning of Canadian provincial securities laws and applicable regulations and “forward-looking statements” within the meaning of “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding our operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, and include words such as “expects”, “anticipates”, “plans”, “believes”, “estimates”, “seeks”, “intends”, “targets”, “projects”, “forecasts”, “likely”, or negative versions thereof and other similar expressions, or future or conditional verbs such as “may”, “will”, “should”, “would” and “could”.

Although we believe that our 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 known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: risks incidental to the ownership and operation of real estate properties including local real estate conditions; the impact or unanticipated impact of general economic, political and market factors in the countries in which we do business; the ability to enter into new leases or renew leases on favorable terms; business competition; dependence on tenants’ financial condition; the use of debt to finance our business; the behavior of financial markets, including fluctuations in interest and foreign exchanges rates; uncertainties of real estate development or redevelopment; global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; risks relating to our insurance coverage; the possible impact of international conflicts and other developments including terrorist acts; potential environmental liabilities; changes in tax laws and other tax related risks; dependence on management personnel; illiquidity of investments; the ability to complete and effectively integrate acquisitions into existing operations and the ability to attain expected benefits therefrom; operational and reputational risks; catastrophic events, such as earthquakes and hurricanes; risks and factors relating to the transaction with MPG including, but not limited to, the risk that the transaction with MPG may not be consummated or may be delayed, failure to realize the anticipated benefits and synergies of the transaction, including as a result of an increase in costs associated with integration or a delay or difficulty in integrating the businesses of BPO and MPG, and the outcome of litigation which may arise in connection with the transaction; and other risks and factors detailed from time to time in the reports of BPO and MPG filed with the U.S. Securities and Exchange Commission, or the SEC, and the Canadian securities regulatory authorities, as applicable.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements or information, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.

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Associated Files