

## CONSOLIDATED BALANCE SHEET

(US\$ Millions)	<i>Mar. 31,</i> <b>2017</b>	<i>Dec. 31,</i> <b>2016</b>
<b>Assets</b>		
Investment properties	\$ 51,402	\$ 48,784
Equity accounted investments in properties	16,708	16,844
Property, plant and equipment	5,407	5,357
Participating loan notes	446	471
Financial assets	1,286	1,294
Accounts receivable and other	3,752	3,774
Cash and cash equivalents	1,791	1,456
Assets held for sale	782	147
<b>Total Assets</b>	<b>\$ 81,574</b>	<b>\$ 78,127</b>
<b>Liabilities and Equity</b>		
Corporate debt obligations	\$ 735	\$ 1,152
Funds subscription facilities	1,476	828
Asset-level debt obligations	32,536	30,070
Subsidiary borrowings	1,296	1,469
Capital securities	4,308	4,171
Deferred tax liability	2,636	2,455
Accounts payable and other liabilities	4,346	3,760
Liabilities associated with assets held for sale	-	61
<b>Total liabilities</b>	<b>47,333</b>	<b>43,966</b>
<b>Equity</b>		
Limited partners	7,344	7,536
General partner	6	6
Non-controlling interests attributable to:		
Limited partner units of the operating partnership held by Brookfield Asset Management Inc.	14,359	14,523
Limited partner units of Brookfield Office Properties Exchange LP	283	293
Interests of others in operating subsidiaries and properties	12,249	11,803
<b>Total Equity</b>	<b>34,241</b>	<b>34,161</b>
<b>Total Liabilities and Equity</b>	<b>\$ 81,574</b>	<b>\$ 78,127</b>

## CONSOLIDATED STATEMENT OF OPERATIONS

(US\$ Millions)	<i>Three Months Ended</i>	
	<i>Mar. 31,</i>	
	<b>2017</b>	2016
Commercial property and hospitality revenue	\$ 1,369	\$ 1,212
Direct commercial property and hospitality expense	<b>(632)</b>	(576)
	<b>737</b>	636
Investment and other revenue	<b>159</b>	35
Share of net earnings from equity accounted investments	<b>333</b>	130
	<b>1,229</b>	801
Expenses		
Interest expense	<b>(472)</b>	(416)
Depreciation and amortization	<b>(63)</b>	(64)
General and administrative expense	<b>(151)</b>	(131)
Investment and other expense	<b>(122)</b>	-
	<b>421</b>	190
Fair value (losses) gains, net	<b>(76)</b>	337
Income tax (expense)	<b>(158)</b>	(87)
<b>Net income</b>	<b>\$ 187</b>	<b>\$ 440</b>
Net income attributable to:		
Limited partners	\$ (60)	\$ 92
General partner	-	-
Non-controlling interests:		
Limited partner units of the operating partnership held by Brookfield Asset Management Inc.	<b>(103)</b>	155
Limited partner units of Brookfield Office Properties Exchange LP	<b>(3)</b>	4
Interests of others in operating subsidiaries and properties	<b>353</b>	189
	<b>\$ 187</b>	<b>\$ 440</b>

## RECONCILIATION OF NON-IFRS MEASURES

(US\$ Millions)	Three Months Ended Mar. 31,	
	2017	2016
Commercial property and hospitality revenue	\$ 1,369	\$ 1,212
Direct commercial property and hospitality expense	(632)	(576)
<b>NOI</b>	<b>737</b>	<b>636</b>
Investment and other revenue	159	35
Share of equity accounted income excluding fair value gains	212	218
Interest expense	(472)	(416)
General and administrative expense	(151)	(131)
Investment and other expense	(122)	-
Depreciation and amortization of non-real estate assets	(6)	(5)
Non-controlling interests of others in operating subsidiaries and properties in FFO	(155)	(142)
<b>FFO</b>	<b>202</b>	<b>195</b>
Depreciation and amortization of non-real estate assets, net <sup>(1)</sup>	6	6
Transaction costs <sup>(1)</sup>	14	9
Gains/losses on disposition of non-investment properties <sup>(1)</sup>	(1)	(6)
Imputed Interest <sup>(2)</sup>	5	-
FFO from GGP Warrants <sup>(3)</sup>	11	13
<b>Company FFO</b>	<b>\$ 237</b>	<b>\$ 217</b>
<b>FFO</b>	<b>202</b>	<b>195</b>
Depreciation and amortization of real estate assets	(57)	(59)
Fair value (losses) gains, net	(76)	337
Share of equity accounted income - Non FFO	121	(88)
Income tax (expense) benefit	(158)	(87)
Non-controlling interests of others in operating subsidiaries and properties in non-FFO	(198)	(47)
Non-controlling interests of others in operating subsidiaries and properties	353	189
<b>Net income</b>	<b>\$ 187</b>	<b>\$ 440</b>

<sup>(1)</sup> Presented net of non-controlling interests on a proportionate basis.

<sup>(2)</sup> Represents imputed interest on commercial developments accounted for under the equity method under IFRS.

<sup>(3)</sup> Represents the FFO that would have been attributable to the Partnership's shares of GGP, if all outstanding warrants of GGP were exercised on a cashless basis. It also includes dilution adjustments to undiluted FFO as a result of the net settled warrants.

## NET INCOME PER UNIT

(US\$ Millions, except per unit amounts)	Three months ended					
	Mar. 31, 2017			Mar. 31, 2016		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic	\$ (166)	706.9	\$ (0.23)	\$ 251	711.2	\$ 0.35
Number of units on conversion of preferred shares <sup>(1)</sup>	-	70.0	-	-	70.0	-
Basic per IFRS	(166)	776.9	(0.21)	251	781.2	0.32
Dilutive effect of conversion of capital securities and options <sup>(2)</sup>	-	-	-	10	38.3	0.26
Fully-diluted per IFRS	\$ (166)	776.9	\$ (0.21)	\$ 261	819.5	\$ 0.32

<sup>(1)</sup> IFRS requires the inclusion of preferred shares that are mandatorily convertible into units at a price of \$25.70 without an add back to earnings of the associated carry on the preferred shares.

<sup>(2)</sup> For the three months ended March 31, 2017, the conversion of capital securities and options was anti-dilutive and therefore excluded from the calculation of fully-diluted net income per IFRS.

(US\$ Millions, except per unit amounts)	Three months ended					
	Mar. 31, 2017			Mar. 31, 2016		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic per management	\$ (166)	706.9	\$ (0.23)	\$ 251	711.2	\$ 0.35
Dilutive effect of conversion of preferred shares <sup>(1)</sup>	29	70.0	0.41	29	70.0	0.41
Dilutive effect of conversion of capital securities and options	9	33.4	0.27	10	38.3	0.26
Fully-diluted per management	\$ (128)	810.3	\$ (0.16)	\$ 290	819.5	\$ 0.35

<sup>(1)</sup> Represents preferred shares that are mandatorily convertible into units at a price of \$25.70 and the associated carry.