

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BROOKFIELD 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>07/01/1989</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BROOKFIELD ASSET MANAGEMENT</u> <u>3 WORLD FINANCIAL CENTER</u> <u>NEW YORK, NY 10281</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-4473811</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>212-417-7159</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>531190</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-4473811</u>	2c Plan Sponsor's telephone number <u>212-417-7159</u>	2d Business code (see instructions) <u>531190</u>	
2b Employer Identification Number (EIN) <u>20-4473811</u>					
2c Plan Sponsor's telephone number <u>212-417-7159</u>					
2d Business code (see instructions) <u>531190</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/31/2020	JEFF REVA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☐ Same as Plan Sponsor THE COMMITTEE AS DEFINED BY THE PLAN 250 VESEY ST 15TH FLOOR NEW YORK, NY 10281-1021	3b Administrator's EIN 13-3911184 3c Administrator's telephone number 212-417-7000
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 2224
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1667 6a(2) 5312 6b 5 6c 645 6d 5962 6e 2 6f 5964 6g 2079 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2R 2T 3F b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
A Name of plan BROOKFIELD 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKFIELD ASSET MANAGEMENT	D Employer Identification Number (EIN) 20-4473811

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	SF 6956	1192	01/01/2019	12/31/2019

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	61447474

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year..... **7b** 10803612

c Additions: (1) Contributions deposited during the year	7c(1)	11070936	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	340378	
(4) Transferred from separate account.....	7c(4)	2094064	
(5) Other (specify below)	7c(5)	3241482	

▶ LN INT, LN PRIN, LOAN DEFAULT, LOAN

(6) Total additions..... **7c(6)** 16746860

d Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 27550472

e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1712492	
(2) Administration charge made by carrier	7e(2)	1150	
(3) Transferred to separate account.....	7e(3)	13667669	
(4) Other (specify below)	7e(4)	59856	

▶ LN DISTRIBUTION

(5) Total deductions..... **7e(5)** 15441167

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 12109305

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan BROOKFIELD 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKFIELD ASSET MANAGEMENT	D Employer Identification Number (EIN) 20-4473811	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
GREAT WEST LIFE & ANNUITY
84-0467907

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GOODWIN PROCTER, LLP

04-1378465

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	45039	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NEPC, LLC

26-1429809

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 27 50 99	NONE	30000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MG TRUST COMPANY LLC

75-3182674

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	19993	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GREAT WEST LIFE & ANNUITY

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	7725	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

BAKER TILLY VIRCHOW KRAUSE LLP

39-0859110

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	7000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>BROOKFIELD 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BROOKFIELD ASSET MANAGEMENT</u>	D Employer Identification Number (EIN) <u>20-4473811</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT INCOME C-10</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK</u>				
c EIN-PN <u>20-3063490-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2020 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-3063359-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2025 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-5819098-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2030 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-3063387-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2035 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-5819181-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2040 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-3063440-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2045 C-10</u>				
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK NA</u>				
c EIN-PN <u>20-5819388-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2050 C-10		
b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK NA		
c EIN-PN 20-5819476-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2055 C-10		
b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK NA		
c EIN-PN 45-5595944-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2060 CF10		
b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK NA		
c EIN-PN 81-3221155-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: FIAM CORE PLUS CLASS E		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT		
c EIN-PN 20-4659714-052	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY IN RETIREMENT III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4115115
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2020 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11720455
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2025 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19196064
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2030 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13735732
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2035 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16409718
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2040 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18070541

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2045 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14770173
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2050 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10846222
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2055 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5654676
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY RETIRMENT 2060 III		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 820044
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY US VALUE YIELD EQ		
b Name of sponsor of entity listed in (a): AMERICAN CENTURY		
c EIN-PN 26-3761443-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8140756
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI ACWI EX-US INDEX M		
b Name of sponsor of entity listed in (a): BLACKROCK		
c EIN-PN 46-3820806-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 83712
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK RUSSELL 2000 INDEX T		
b Name of sponsor of entity listed in (a): BLACKROCK		
c EIN-PN 94-3380069-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8650772
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): BLACKROCK		
c EIN-PN 94-3291426-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35536100
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK TOTAL RETURN BOND FUND		
b Name of sponsor of entity listed in (a): BLACKROCK		
c EIN-PN 47-1246942-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16182608
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK US DEBT INDEX FD W		
b Name of sponsor of entity listed in (a): BLACKROCK		
c EIN-PN 94-3371910-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93861

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY		
c EIN-PN 01-111111-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26767337
a Name of MTIA, CCT, PSA, or 103-12 IE: MASSMUTUAL SAGIC DIVERSIFIED		
b Name of sponsor of entity listed in (a): MASS MUTUAL		
c EIN-PN 01-2345678-999	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12915585
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KM BALANCED		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11126557
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WB CONTRA FUND		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7209122
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KR EUROPACIFIC GROWTH		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4898103
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WY GROWTH		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2507794
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CA MAIN STREET MID CAP		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1663575
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CNF MID CAP INDEX		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0779283-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 438781
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FW MID CAP VALUE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0779283-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1439213
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WW NFJ SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 662322

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ED PREMIER CORE BOND		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8567555
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-UH SELECT MID CAP GR		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2966892
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-UY SELECT SM CO VAL		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 574346
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CNJ SMALL CAP INDEX		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0779283-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 599424
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WH SPECTRUM GROWTH		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7362866
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CMZ TOTAL BOND MARKET INDEX		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0779283-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1398770
a Name of MTIA, CCT, PSA, or 103-12 IE: INSTITUTIONAL INDEX FUND		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 23-1945930-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10032155
a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST COMPANY		
c EIN-PN 93-6274329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46137
a Name of MTIA, CCT, PSA, or 103-12 IE: TRP STABLE VALUE COMMON TRUST FUND		
b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY		
c EIN-PN 52-1309931-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11859216
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST		
b Name of sponsor of entity listed in (a): VANGUARD		
c EIN-PN 38-7041744-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30206655

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan BROOKFIELD 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKFIELD ASSET MANAGEMENT	D Employer Identification Number (EIN) 20-4473811	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	247848
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1425197	2854210
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	2276402	9564666
(9) Value of interest in common/collective trusts	1c(9)	96466859	265821479
(10) Value of interest in pooled separate accounts	1c(10)	0	61447475
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	94347287	586096253
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	12109305
(15) Other.....	1c(15)	3733634	4421213

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	198249379	942562449

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	198249379	942562449
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10724251	
(B) Participants	2a(1)(B)	15177359	
(C) Others (including rollovers)	2a(1)(C)	4090353	
(2) Noncash contributions	2a(2)	0	29991963
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	118866
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	118866	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		118866
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	4380420
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4380420	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4380420
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		18819899
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		20002595
c Other income	2c		806562
d Total income. Add all income amounts in column (b) and enter total	2d		74120305

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13790281	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		13790281
f Corrective distributions (see instructions)	2f		7113
g Certain deemed distributions of participant loans (see instructions)	2g		89411
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	347038	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	189695	
(4) Other	2i(4)	7725	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		544458
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14431263

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		59689042
l Transfers of assets:			
(1) To this plan	2l(1)		684624028
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BAKER TILLY VIRCHOW KRAUSE LLP**

(2) EIN: **39-0859910**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....			
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>BROOKFIELD 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BROOKFIELD ASSET MANAGEMENT</u>	D Employer Identification Number (EIN) <u>20-4473811</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2019
v. 190130

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

Brookfield 401(k) Savings Plan

Financial Statements and
Supplementary Information

December 31, 2019 and 2018

Brookfield 401(k) Savings Plan

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December 31, 2019 and 2018

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Independent Auditors' Report

To the Plan Administrator of
Brookfield 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Brookfield 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Matrix Trust Company, Vanguard Fiduciary Trust Company, Reliance Trust Company, and T. Rowe Price Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year), as of December 31, 2019 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Tysons, Virginia
July 31, 2020

Brookfield 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Investments:		
Investments at fair value	\$ 917,786,420	\$ 194,547,780
Investments at contract value	<u>12,109,305</u>	<u>-</u>
Total investments	<u>929,895,725</u>	<u>194,547,780</u>
Receivables:		
Notes receivable from participants	9,564,666	2,276,402
Employer contributions	<u>2,854,210</u>	<u>1,425,197</u>
Total receivables	<u>12,418,876</u>	<u>3,701,599</u>
Cash and cash equivalents	<u>247,848</u>	<u>-</u>
Net assets available for benefits	<u><u>\$ 942,562,449</u></u>	<u><u>\$ 198,249,379</u></u>

See notes to financial statements

Brookfield 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2019

Additions

Investment income:

Net appreciation in fair value of investments	\$ 39,637,744
Interest and dividend income	<u>4,380,419</u>

Total investment income	<u>44,018,163</u>
-------------------------	-------------------

Contributions:

Participants	15,177,359
Employer	10,724,251
Rollovers	<u>4,090,353</u>

Total contributions	<u>29,991,963</u>
---------------------	-------------------

Interest on notes receivable from participants	<u>118,866</u>
--	----------------

Total additions	<u>74,128,992</u>
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Deductions

Benefits paid to participants	13,895,492
Administrative expenses	<u>544,458</u>

Total deductions	<u>14,439,950</u>
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Net increase, before transfers	59,689,042
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Transfers (Note 1)	<u>684,624,028</u>
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Net increase	744,313,070
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Net Assets Available for Benefits

Beginning of year	<u>198,249,379</u>
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End of year	<u><u>\$ 942,562,449</u></u>
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Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

1. Description of Plan

The following description of the Brookfield 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution savings plan that covers all employees of Brookfield Asset Management LLC, and certain affiliated entities (collectively, the Company). All employees, except those that are part-time employees or covered by a collective bargaining agreement, become eligible to make salary deferrals following attainment of age 21 and completion of 30 days of employment with the Company. Participants are eligible to receive employer contributions on the first of the month following attainment of age 21 and completion of three consecutive months of employment with the Company. Part-time employees become eligible to participate in the Plan and receive employer contributions following attainment of age 21 and completion of one year of service with the Company. Employees covered by a collective bargaining agreement are not eligible for the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Plan Mergers

Effective December 31, 2019, the Company resolved to merge the Brookfield Residential Properties 401(k) Plan, Forest City Employer, LLC 401(k) Employee Savings Plan & Trust, and Brookfield Properties Retail Group 401(k) Savings Plan (collectively, the Merging Plans) into the Plan as of December 31, 2019. The Plan assets of the Merging Plans totaled \$684,624,028, which are included in transfers on the accompanying Statement of Changes in Net Assets Available for Benefits. The Plan was amended and restated effective January 1, 2020 to include the plan sponsors of the Merging Plans as participating employers of the Plan, among other amendments.

Contributions

Each year, participants may make contributions to the Plan up to 60 percent of eligible compensation, as defined by the Plan, either on a pre-tax or after-tax basis, and are subject to the maximum allowable contributions under the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Effective January 1, 2018, the Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 2.5 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants determine the percentage allocation of their contributions among various investment funds, and Company contributions, if any, are allocated using the same percentages.

The Company makes matching contributions equal to either 200 percent of the first 2.5 percent of each eligible participant's salary reduction contributions, or 5 percent of eligible compensation for participant salary reduction contributions greater than 2.5 percent, subject to the maximum allowable under the IRC. Company matching contributions are made on a payroll-by-payroll basis with an additional true-up contribution at the end of the plan year to the extent necessary to ensure that each eligible participant's matching contribution is computed accurately based on his or her compensation for the plan year during which he or she is eligible to receive Company matching contributions. In addition, the Company may, at its discretion, make an additional discretionary contribution to the Plan. The Company did not make any additional discretionary contributions in 2019. Contributions are subject to certain limitations under the IRC.

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

Participant Accounts

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and plan earnings, and charged with an allocation of administrative expenses. Allocations are made pursuant to the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and the Company's contributions plus actual earnings thereon.

Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balances. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. The interest rates ranged from 3.25 percent to 6.75 percent at December 31, 2019 and from 4.25 percent to 6.25 percent at December 31, 2018. Principal and interest are paid ratably through payroll deductions. The minimum period for which a loan must be outstanding is one year. The maximum term for which a loan may be outstanding is five years, except in the case of a loan used to acquire a principal residence for which the maximum term is ten years.

Administrative Expenses

Any expenses not paid by the Company will be paid from the Plan's assets. During 2019, the Company paid a portion of the administrative expenses on behalf of the Plan. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying Statement of Changes in Net Assets Available for Benefits. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

Payments of Benefits

The balance of a participant's account is distributed upon separation of service on or after attaining normal retirement age, or due to death or total disability. All benefits are to be paid in a single lump sum. A participant who has a separation of service for any reason other than retirement, death or total disability is paid his or her account balance if under \$1,000. If the balance is \$1,000 or more, participants may elect to have the balance paid any time after separation from service until age 70.

Withdrawals of contributions may generally be made upon the attainment of age 59½. Withdrawals prior to attainment of age 59½ may be permitted from specified account sources or due to financial hardship, as defined by the plan document.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance companies. See Note 3 for discussion of fair value measurements.

Net appreciation in fair value of investments included in the accompanying Statement of Changes in Net Assets Available for Benefits includes realized gains and losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Recent Accounting Standards

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2018-13, *Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*. ASU No. 2018-13 modifies the disclosure requirements for fair value measurements in Topic 820, *Fair Value Measurement*. The amendments are based on the concepts in the FASB Concepts Statement, *Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements*, which the Board finalized on August 28, 2018. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019. Management is currently assessing the impact that ASU No. 2018-13 will have on the Plan's financial statements.

Subsequent Events

The Plan has evaluated subsequent events through July 31, 2020, the date these financial statements were available to be issued.

On January 10, 2020, the assets of the Merging Plans were transferred from their respective trustees to Matrix Trust Company. As part of these transactions, certain investment assets of the Merging Plans were liquidated and reinvested in investment offerings provided under the Plan.

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

In March 2020, the World Health Organization categorized the outbreak of coronavirus (COVID-19) as a pandemic. COVID-19 occurred globally causing significant fluctuations in financial markets in the U.S. and internationally. In response to COVID-19, the Coronavirus Aid, Relief and Economic Security Act (the CARES Act) was signed into law on March 27, 2020. The CARES Act provides tax provisions and other stimulus measures to affected companies as well as allows participants to take special withdrawals and defer loan repayments as permitted. The extent of the impact on the Plan's net assets, including the fair value of investment securities and related net investment income or loss, as well as future contributions, will depend on the duration and continued spread of the COVID-19 outbreak and any other further economic developments. Plan management is currently evaluating the CARES Act provisions and is unable at this time to estimate the full impact on the Plan's financial statements.

3. Fair Value Measurements

The Plan follows U.S. GAAP for measuring, reporting and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by the observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the methodologies used in valuing investments at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

Mutual funds are based on the quoted market prices of the shares held by the Plan at year-end. Accordingly, these fair value measurements are classified as having used Level 1 inputs.

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

Pooled separate accounts are valued based upon the unit values of such pooled accounts held by the Plan at year end. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from or corroborated by observable market data by correlation or other means, although are not based upon quoted market prices in an active market. The underlying investments of the pooled separate accounts consist of mutual funds, each of which follows a separate investment strategy. Accordingly, these fair value measurements are classified as using Level 2 inputs. Due to the nature of these pooled accounts, there are no unfunded commitments or redemption restrictions.

Self-directed brokerage account investments consist of mutual funds, common stock, cash and corporate bonds. The fair values of the mutual fund and common stock investments are based on quoted market prices of the shares held by the Plan at year end. Accordingly, these fair value measurements are classified as having used Level 1 inputs. The Plan's investments in interest-bearing and noninterest-bearing cash are reported at carrying value, which approximates fair value. Accordingly, these fair value measurements are classified as using Level 1 inputs. Corporate bonds are valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available. Accordingly, these fair value measurements are classified as using Level 2 inputs.

Money market funds are valued at the amount of cash balances on deposit, which approximates fair value. Accordingly, this fair value measurement is classified as having Level 1 inputs.

Common collective trust funds are valued at the net asset value (NAV) of the units of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value and determined by each fund's trustee using the fair value of the underlying securities within the fund at year end. These investments do not have a defined redemption period for participant-directed withdrawals, and distributions to participants may be redeemed on a daily basis. No unfunded commitments existed as of December 31, 2019 and 2018.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2019 and 2018:

Assets at Fair Value as of December 31, 2019				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 586,096,253	\$ -	\$ -	\$ 586,096,253
Pooled separate accounts	-	61,447,475	-	61,447,475
Self-directed brokerage accounts	3,503,267	917,946	-	4,421,213
Total assets in fair value hierarchy	<u>\$ 589,599,520</u>	<u>\$ 62,365,421</u>	<u>\$ -</u>	651,964,941
Investments measured at NAV (a)				<u>265,821,479</u>
Total investments at fair value				<u>\$ 917,786,420</u>

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

	Assets at Fair Value as of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 10,201,452	\$ -	\$ -	\$ 10,201,452
Mutual funds	84,118,225	-	-	84,118,225
Self-directed brokerage accounts	2,846,874	914,369	-	3,761,243
Total assets in fair value hierarchy	<u>\$ 97,166,551</u>	<u>\$ 914,369</u>	<u>\$ -</u>	98,080,920
Investments measured at NAV (a)				<u>96,466,860</u>
Total investments at fair value				<u>\$ 194,547,780</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Benefits.

4. Fully Benefit-Responsive Investment Contract

As of December 31, 2019, the Plan had a fully benefit-responsive investment contract (GIC) with Massachusetts Mutual Life Insurance Company (SF Guaranteed), as a result of the merger of the Brookfield Residential Properties 401(k) Plan (Note 1). Massachusetts Mutual Life Insurance Company maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The GIC is included in the financial statements at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

On January 10, 2020, the Plan's interest in the GIC was liquidated and reinvested in a stable value fund offered under the Plan.

5. Investments, Unaudited

As of December 31, 2019, the Plan's investments (including self-directed brokerage accounts) and notes receivable from participants are held by Matrix Trust Company, Vanguard Fiduciary Trust Company, Reliance Trust Company, and T. Rowe Price Trust Company (collectively, the Trustees). As of December 31, 2018, the Plan's investments (including self-directed brokerage accounts) and notes receivable from participants are held by Matrix Trust Company. The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2019 and 2018. Accordingly, the Trustees of the Plan have certified to the completeness and accuracy of all investments and notes receivable from participants reported in the accompanying Statements of Net assets Available for Benefits as of December 31, 2019 and 2018 and the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2019, and the related investment activity and transfers reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2019.

Brookfield 401(k) Savings Plan

Notes to Financial Statements

December 31, 2019 and 2018

6. Related-Party and Party-in-Interest Transactions

Certain of the Plan's investments are managed by the Trustees and, therefore, these transactions qualify as party-in-interest transactions under ERISA, which are exempt from prohibited transaction rules. Fees incurred by the Plan for trustee and investment management services are included in net appreciation or depreciation in the fair value of the investment, as they are paid through revenue sharing rather than a direct payment. Additionally, the Plan issues loans to participants, which are secured by the participants' account balances. These transactions qualify as party-in-interest transactions under ERISA, which are exempt from prohibited transaction rules.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to suspend or discontinue contributions at any time and to terminate the Plan in whole or in part subject to the provisions of ERISA. In the event of complete or partial plan termination, participants will become fully vested in their accounts and the plan assets shall be distributed in accordance with the terms of the Plan.

8. Tax Status

The Plan obtained its latest determination letter on April 11, 2012, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believes that the Plan is qualified, and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying Statements of Net Assets Available for Benefits.

The following is a disclosure of individual investments, as a percentage of net assets available for benefits, which represent a significant concentration as of December 31, 2018:

Fidelity Contrafund	11 %
Vanguard Institutional Index Fund	13

There were no individual investments which represented a significant concentration as of December 31, 2019.

Brookfield 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

EIN: 20-4473811 Plan Number: 002

December 31, 2019

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
Investments			
	American Beacon Stephens Small Cap Growth	Mutual fund	\$ 1,223,939
	American Century Value Fund	Mutual fund	5,643,632
	American Funds 2010 Target Date Retirement Fund	Mutual fund	138,543
	American Funds 2015 Target Date Retirement Fund	Mutual fund	33,546
	American Funds 2020 Target Date Retirement Fund	Mutual fund	752,780
	American Funds 2025 Target Date Retirement Fund	Mutual fund	46,078
	American Funds 2030 Target Date Retirement Fund	Mutual fund	2,632,363
	American Funds 2035 Target Date Retirement Fund	Mutual fund	94,403
	American Funds 2040 Target Date Retirement Fund	Mutual fund	2,959,038
	American Funds 2045 Target Date Retirement Fund	Mutual fund	98,651
	American Funds 2050 Target Date Retirement Fund	Mutual fund	558,639
	American Funds 2055 Target Date Retirement Fund	Mutual fund	45,916
	American Funds 2060 Target Date Retirement Fund	Mutual fund	31,955
	American Funds EuroPacific Growth	Mutual fund	36,115,191
	Baird Aggregate Bond	Mutual fund	5,060,519
	Baron Asset Fund	Mutual fund	20,259,956
	BNY Mellon Small Cap Value	Mutual fund	1,880,626
	Delaware Small Cap Value	Mutual fund	8,375,995
	DWS RREEF Real Estate Securities	Mutual fund	926,373
	Fidelity Contrafund	Mutual fund	4,599,688
	JP Morgan Equity Income Fund	Mutual fund	2,116,688
	JP Morgan Mid Cap Value	Mutual fund	2,840,228
	MFS Mid Cap Growth	Mutual fund	3,443,464
*	T. Rowe Price Blue Chip Growth Fund	Mutual fund	20,021,123
*	T. Rowe Price Equity Income Fund	Mutual fund	5,825,264
*	T. Rowe Price Growth Stock Fund	Mutual fund	6,526,101
*	T. Rowe Price Mid Cap Growth Fund	Mutual fund	6,979,795
*	T. Rowe Price Retirement 2005	Mutual fund	74,875
*	T. Rowe Price Retirement 2010	Mutual fund	2,792,404
*	T. Rowe Price Retirement 2015	Mutual fund	809,814
*	T. Rowe Price Retirement 2020	Mutual fund	4,841,203
*	T. Rowe Price Retirement 2025	Mutual fund	9,035,984
*	T. Rowe Price Retirement 2030	Mutual fund	11,712,913
*	T. Rowe Price Retirement 2035	Mutual fund	7,711,150
*	T. Rowe Price Retirement 2040	Mutual fund	9,084,785
*	T. Rowe Price Retirement 2045	Mutual fund	7,600,023
*	T. Rowe Price Retirement 2050	Mutual fund	3,671,591
*	T. Rowe Price Retirement 2055	Mutual fund	1,531,436
*	T. Rowe Price Retirement 2060	Mutual fund	181,604
*	T. Rowe Price Retirement Balanced	Mutual fund	1,556,102
	TIAA-CREF Inflation Linked Bond	Mutual fund	450,854
*	Vanguard Emerging Markets Stock Index Fund	Mutual fund	1,458,397
*	Vanguard Equity Income Fund	Mutual fund	8,330,596
*	Vanguard Explorer Fund	Mutual fund	9,432,838
*	Vanguard Federal Money Market Fund	Mutual fund	2,302,622
*	Vanguard Growth Index Fund	Mutual fund	4,562,684
*	Vanguard High-Yield Corporate Fund	Mutual fund	4,470,182
*	Vanguard Inflation-Protected Securities Fund	Mutual fund	1,671,116
*	Vanguard Institutional Index Fund	Mutual fund	66,969,106
*	Vanguard Institutional Target Retirement 2015 Fund	Mutual fund	9,403,044
*	Vanguard Institutional Target Retirement 2020 Fund	Mutual fund	15,513,906

Brookfield 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

EIN: 20-4473811 Plan Number: 002

December 31, 2019

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Vanguard Institutional Target Retirement 2025 Fund	Mutual fund	\$ 36,627,117
*	Vanguard Institutional Target Retirement 2030 Fund	Mutual fund	19,637,318
*	Vanguard Institutional Target Retirement 2035 Fund	Mutual fund	30,386,605
*	Vanguard Institutional Target Retirement 2040 Fund	Mutual fund	16,675,706
*	Vanguard Institutional Target Retirement 2045 Fund	Mutual fund	22,044,203
*	Vanguard Institutional Target Retirement 2050 Fund	Mutual fund	15,311,670
*	Vanguard Institutional Target Retirement 2055 Fund	Mutual fund	6,892,790
*	Vanguard Institutional Target Retirement 2060 Fund	Mutual fund	1,642,169
*	Vanguard Institutional Target Retirement 2065 Fund	Mutual fund	59,280
*	Vanguard Institutional Target Retirement Income Fund	Mutual fund	3,177,085
*	Vanguard Intermediate-Term Bond Index Fund	Mutual fund	24,899,487
*	Vanguard LifeStrategy Conservative Growth Fund	Mutual fund	106,542
*	Vanguard LifeStrategy Growth Fund	Mutual fund	3,155,578
*	Vanguard LifeStrategy Income Fund	Mutual fund	382,630
*	Vanguard LifeStrategy Moderate Growth Fund	Mutual fund	3,869,005
*	Vanguard Mid-Cap Index Fund	Mutual fund	2,107,923
*	Vanguard Mid-Cap Index Fund	Mutual fund	14,862,362
*	Vanguard Real Estate Index Fund	Mutual fund	4,864,120
*	Vanguard Short-Term Investment-Grade Fund	Mutual fund	1,027,004
*	Vanguard Small-Cap Index Fund	Mutual fund	919,666
*	Vanguard Small-Cap Index Fund	Mutual fund	13,545,300
*	Vanguard Total International Stock Index Fund	Mutual fund	13,873,917
*	Vanguard U.S. Growth Fund	Mutual fund	18,523,592
	Victory Sycamore Established Value Fund	Mutual fund	7,105,461
		Total mutual funds	586,096,253
	American Century One Choice In Retirement	Common/collective trust fund	4,115,115
	American Century Retirement 2020	Common/collective trust fund	11,720,455
	American Century Retirement 2025	Common/collective trust fund	19,196,064
	American Century Retirement 2030	Common/collective trust fund	13,735,732
	American Century Retirement 2035	Common/collective trust fund	16,409,718
	American Century Retirement 2040	Common/collective trust fund	18,070,541
	American Century Retirement 2045	Common/collective trust fund	14,770,173
	American Century Retirement 2050	Common/collective trust fund	10,846,222
	American Century Retirement 2055	Common/collective trust fund	5,654,676
	American Century Retirement 2060	Common/collective trust fund	820,044
	American Century US Value Yield Eq Tr 1	Common/collective trust fund	8,140,756
	Blackrock Equity Index Fund	Common/collective trust fund	35,536,100
	Blackrock MSCI ACWI ex-U.S. Index	Common/collective trust fund	83,712
	Blackrock Russell 2000 Index	Common/collective trust fund	8,650,772
	Blackrock Total Return Bond Fund	Common/collective trust fund	16,182,608
	Blackrock US Debt Index Fund	Common/collective trust fund	93,861
	Fidelity Contrafund Commingled Pool	Common/collective trust fund	26,767,337
*	MassMutual SAGIC Diversified	Common/collective trust fund	12,915,585
*	Morley Stable Value Fund	Common/collective trust fund	46,137
*	T. Rowe Price Stable Value Fund	Common/collective trust fund	11,859,216
*	Vanguard Retirement Savings Trust	Common/collective trust fund	30,206,655
		Total common/collective trust funds	265,821,479

Brookfield 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

EIN: 20-4473811 Plan Number: 002

December 31, 2019

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Balanced (American)	Pooled separate account	\$ 11,126,557
*	Contrafund (Fidelity)	Pooled separate account	7,209,122
*	EuroPacific Growth (American)	Pooled separate account	4,898,103
*	Growth (Baron)	Pooled separate account	2,507,794
*	Institutional Index Fund (Vanguard)	Pooled separate account	10,032,155
*	Main Street Mid Cap (Invesco Opp)	Pooled separate account	1,663,575
*	Mid Cap Index (Vanguard)	Pooled separate account	438,781
*	Mid Cap Value (MFS)	Pooled separate account	1,439,213
*	NFJ Small Cap Value (AllianzGI)	Pooled separate account	662,322
*	Premier Core Bond (Barings)	Pooled separate account	8,567,555
*	Sel Mid Cap Growth (TRP/Frontier)	Pooled separate account	2,966,892
*	Sel Sm Co Value (AB/Am Cent)	Pooled separate account	574,346
*	Small Cap Index (Vanguard)	Pooled separate account	599,424
*	Spectrum Growth (T. Rowe Price)	Pooled separate account	7,362,866
*	Total Bond Market Index (Vanguard)	Pooled separate account	1,398,770
			61,447,475
			Total pooled separate accounts
*	MassMutual SF Guaranteed	Guaranteed investment contract	12,109,305
*	Self-directed brokerage accounts	Various	4,421,213
*	Participant Loans	Interest rate: 3.25% - 6.75%	9,564,666
			Total
			\$ 939,460,391
*	A party-in-interest as defined by ERISA.		

Brookfield 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

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Brookfield 401(k) Savings Plan

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Brookfield 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

EIN: 20-4473811 Plan Number: 002

December 31, 2019

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*	Institutional Index Fund (Vanguard)	Pooled separate account	10,032,155
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*	Mid Cap Index (Vanguard)	Pooled separate account	438,781
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*	Sel Mid Cap Growth (TRP/Frontier)	Pooled separate account	2,966,892
*	Sel Sm Co Value (AB/Am Cent)	Pooled separate account	574,346
*	Small Cap Index (Vanguard)	Pooled separate account	599,424
*	Spectrum Growth (T. Rowe Price)	Pooled separate account	7,362,866
*	Total Bond Market Index (Vanguard)	Pooled separate account	1,398,770
		Total pooled separate accounts	61,447,475
*	MassMutual SF Guaranteed	Guaranteed investment contract	12,109,305
*	Self-directed brokerage accounts	Various	4,421,213
*	Participant Loans	Interest rate: 3.25% - 6.75%	9,564,666
		Total	<u>\$ 939,460,391</u>

* A party-in-interest as defined by ERISA.