Brookfield Investments Corporation

STOCK SYMBOL: BRN.PR.A (TSX)

Q3/2009 INTERIM REPORT TO SHAREHOLDERS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

TO THE SHAREHOLDERS:

Brookfield Investments Corporation reported net loss for the three months ended September 30, 2009 of \$82 million, compared with income of \$2 million for the same period last year. The results reflect \$33 million of non-cash charges from the company's forest product investments and \$49 million of foreign exchange revaluation losses. The 2008 results include \$20 million of revaluation gains attributable to exchangeable debentures.

OPERATING RESULTS

Panelboard investments, held through Norbord Inc., contributed a net loss of \$1 million during the third quarter of 2009, compared with a net loss of \$6 million for the same period last year as a result of increased oriented strandboard prices in North America, lower operating costs and improved product mix.

Forest product investments, held through Fraser Papers Inc., contributed a net loss of \$32 million for the quarter, compared with \$10 million for the same quarter last year. The decrease reflects an impairment charge related to the ongoing restructuring of its operations and the closure of one of its pulp mills.

Dividend and interest income for the third quarter was \$9 million, compared with \$8 million for the same period in 2008.

CORPORATE

The company's Board of Directors declared the regular quarterly dividend of C\$0.29375 per share on its Senior Preferred Shares, Series A payable on December 31, 2009 to shareholders of record on December 20, 2009.

On behalf of the Board of Directors,

Edward C. Kress

Chairman and Chief Executive Officer

November 11, 2009

Management's Discussion & Analysis

OVERVIEW

This section of the interim report includes management's discussion and analysis of the financial results ("MD&A") of Brookfield Investments Corporation (the "company") for the most recent period. The MD&A is intended to provide you with an assessment of our performance over the three months ended September 30, 2009 and the comparable periods in the prior year, as well as its financial position, performance objectives and future prospects. The financial data included in this section was prepared in accordance with Canadian generally accepted accounting principles.

The information in this section should be read in conjunction with the company's unaudited consolidated financial statements, which are included on pages 8 through 12 of this report, and the MD&A and consolidated financial statements contained in its most recent annual report. Additional information is available on SEDAR at www.sedar.com.

The company's functional currency is the United States dollar ("U.S. dollar") because most of its revenues are denominated in that currency, and the functional currency of a significant portion of its investments is the U.S. dollar. Accordingly, the company's financial results are reported in U.S. dollars, and all financial information in this report is presented in U.S. dollars unless otherwise indicated.

The company's principal investments as at September 30, 2009 are a 49% common share interest in Fraser Papers Inc. ("Fraser Papers"), a specialty paper and lumber company with operations in Canada and the United States; a 12% common share interest in Norbord Inc. ("Norbord"), a lumber and panelboard company with operations in Canada, the United States and the United Kingdom; a 42% ownership interest in Brookfield Europe L.P. ("Brookfield Europe"), which owns commercial office properties and property developments in Europe; and an 11% common share interest in Brookfield Properties Corporation ("Brookfield Properties"), a commercial property company with operations in Canada and the United States. Brookfield Investments also holds a preferred share portfolio, consisting of preferred shares of the following companies: Brookfield Asset Management Inc. ("Brookfield"), BPO Properties Ltd. and Brookfield Properties.

INCOME ANALYSIS

The company's net loss for the three months ended September 30, 2009 was \$82 million, compared with income of \$2 million for the same period in 2008. The results reflect lower results from the company's forest product investments and foreign exchange revaluation losses. The 2008 results include a significant mark-to-market gain on the revaluation of an exchangeable debenture security.

Panelboard investments, held through Norbord, contributed a net loss of \$1 million during the quarter compared with a net loss of \$6 million for the same period last year as a result of increased oriented strandboard prices in North America, lower operating costs and improved product mix. Forest product investments, held through Fraser Papers, contributed a net loss of \$32 million, compared with a net loss of \$10 million for the same period in 2008. The decrease reflects an impairment charge related to the ongoing restructuring of its operations and the closure of one of its pulp mills.

Foreign exchange losses of \$49 million were recorded in the third quarter of 2009, compared with gains of \$3 million of the same period in 2008. Foreign exchange losses in the quarter resulted from the revaluation of non-U.S. dollar denominated deposits and investments.

Dividend and interest income for the quarter was \$9 million, compared with \$8 million for the same period in 2008. The increase reflects additional dividend income earned on Brookfield Properties common shares acquired in this quarter, the impact of foreign exchange revaluation on non-U.S. denominated distributions, offset by lower interest rates in the company's floating rate investments.

Other income for the third quarter of 2008 included \$20 million of gains due primarily to the revaluation of the company's Norbord exchangeable debentures, which were settled in the second quarter of 2009.

BALANCE SHEET ANALYSIS

In August 2009, Brookfield Properties issued 109.3 million common shares pursuant to an equity offering. The company acquired 36.8 million common shares and accordingly increased its ownership from 5% at the end of the second quarter to 11%.

On June 18, 2009 Fraser Papers announced a court-supervised restructuring under the Companies' Creditors Arrangement Act ("CCAA"). Fraser Papers continues to operate and remains in control of its assets and business operations. At the end of the quarter, the company's investment in Fraser Papers is carried at \$78 million (December 31, 2008 – \$124 million).

In January 2009, Norbord issued 163 million common shares and 81.5 million warrants to shareholders pursuant to an agreement in connection with its 2008 rights offering. The company did not participate in the rights offering; accordingly, its ownership in Norbord decreased from 23% at end of 2008 to 14%. During the second quarter of 2009, the company settled the remaining debentures exchangeable into Norbord shares through the delivery of 10 million common shares of Norbord, further reducing its ownership to 12%.

Brookfield Europe was formed in December 2008 by Brookfield Asset Management Inc., the owner of all of Brookfield Europe's common shares, to combine all of Brookfield's European commercial office property, property development and asset management activities into a single operating unit. In December 2008, the company sold its 15% indirect interest in Canary Wharf to Brookfield Europe, in return for a 42% limited partnership interest in Brookfield Europe.

Further information on Norbord is available through its web site at www.norbord.com.

Further information on Fraser Papers is available through its web site at www.fraserpapers.com.

Further information on Brookfield Properties is available through its web site at www.brookfieldproperties.com.

Loans receivable and payable includes funds on deposit with and borrowed from Brookfield, which bear interest at the prime rate on Canadian dollar deposit, and LIBOR rate on U.S. dollar and British pound denominated balances and are available on demand.

The company holds a preferred share portfolio which provides stable cash flow and a source of capital to support its operations and future activities. The fair value of the portfolio at the end of the third quarter of 2009 was \$260 million compared with \$255 million at December 31, 2008. The composition of the company's securities portfolio is summarized below:

US \$ millions, except number of shares			Securi	ties	held at:	Total
					Fair	Carrying
Security	Class	Shares	Cost(1)		Value	Value
Great Lakes Holdings Inc.	Preferred shares	4,960,800	\$ 106	\$	_	\$ 106
BPO Properties Ltd.	Series K preferred shares	236	97		_	97
Brookfield Asset Management Inc.	Class A Series 14 preferred shares	350,000	_		26	26
Brookfield Asset Management Inc.	Class A Series 15 preferred shares	850,000	18		_	18
BPO Properties Ltd.	Series M preferred shares	760,000	_		8	8
BPO Properties Ltd.	Series J preferred shares	317,100	_		4	4
Brookfield Properties Corporation	Class AAA Series K preferred shares	20,000	_		1	1
			\$ 221	\$	39	\$ 260

⁽¹⁾ Securities held at cost do not have a quoted price in an actively traded market

The company's retractable preferred shares are retractable at the option of the holder and, accordingly, are recorded as liabilities.

LIQUIDITY AND CAPITAL RESOURCES

The company generates sufficient cash flow from operations to fund its interest and dividend obligations. In addition, the company maintains funds on deposit and securities, which with varying degrees of timing, can be liquidated, and utilized to fund cash requirements. The company's sole common shareholder holds, directly and indirectly, \$658 million of the company's retractable preferred shares. The remaining \$40 million of retractable preferred shares are held by other holders, and satisfaction of any retractions can be made through the company's general cash resources or through the proceeds from the sale of assets.

The company's investments and deposits generated cash proceeds of \$9 million from the receipt of dividends and interest during the three months ended September 30, 2009, compared with \$8 million for the same period in 2008. The increase in 2009 results from additional dividend income received on Brookfield Properties common shares acquired in this quarter, the impact of foreign exchange revaluation on non-U.S. denominated distributions, offset by lower interest rates in the company's floating rate investments. Proceeds from investments are utilized primarily for the payment of interest on the Norbord exchangeable debentures, which totalled \$nil for the third quarter of 2009 (\$1 million for the third quarter of 2008), and dividends related to retractable preferred shares issued by the company, which totalled \$7 million for the third quarter of 2009 (\$7 million for the third quarter of 2008).

Dividends received from equity accounted investments are not included in income for accounting purposes as they are treated as a return of capital and therefore reduce the balance of the underlying investment.

The company generated \$2 million of cash flow in operating activities for the three months ended September 30, 2009, compared with \$5 million generated for the same period in 2008. Cash flow used in investing activities amounted to \$350 million during the three months ended September 30, 2009, compared with \$5 million for the same period in 2008. During the quarter, the company acquired 36.8 million common shares of Brookfield Properties Corporation for \$350 million.

CONTRACTUAL OBLIGATIONS

The following table presents the contractual obligations of the company by payment periods:

		Payments Due by Period										
		Less Than	1-3	4-5	After 5							
US\$ millions	Total	One Year	Years	Years	Years							
Retractable preferred shares (1)												
Senior	\$ 140	\$ 140	\$ —	\$ —	\$ —							
Junior	\$ 558	\$ 558	\$ —	\$ —	\$ —							

⁽¹⁾ Retractable at the option of the holder, as described above under Liquidity and Capital Resources

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The company accounts for its long-term corporate investments in Norbord and Fraser Papers on the equity basis. The excess of acquisition costs over the net underlying book value of these investments is considered to be goodwill. No goodwill has been recorded in the financial statements for September 30, 2009 and December 31, 2008. The company evaluates the carrying values of this excess for potential impairment on a regular basis in conjunction with its review of the carrying values of its overall investments.

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates are required in the determination of cash flows and probabilities in assessing net recoverable amounts and net realizable values; tax and other provisions; and fair values for disclosure purposes. Actual results could differ from those estimates.

SUMMARY FINANCIAL INFORMATION

The following table summarizes selected consolidated financial information of the company for the nine months ended September 30, 2009 and 2008, and for the year ended December 31, 2006, 2007 and 2008:

	Nine me	onths ended	Sept. 30	Years ended December					
US\$ million, except per share amounts		2009	2008		2008	2007	2006		
(Loss) Income	\$	(50) \$	103	\$	124 \$	(33) \$	224		
Net (loss) income		(57)	60		55	(72)	169		
Net (loss) income per common share	\$	(1.23) \$	1.31	\$	1.19 \$	(1.55) \$	3.67		
Total assets	\$	1,156 \$	1,283	\$	1,062 \$	1,447 \$	1,426		
Total long-term liabilities		698	699		681	708	477		
Preferred share dividends paid per share									
Class 1 Senior Preferred Series B	\$	— \$	_	\$	— \$	- \$	2.83		
Class 2 Junior Preferred Series A		_	_		_	_	1.24		
Class 1 Senior Preferred Series A		0.75	0.86		1.10	1.09	_		
Class 1 Junior Preferred Series A		0.93	0.93		1.24	1.24	_		

The following table summarizes selected consolidated financial information of the company for the eight recently completed quarters:

		20	09			20	008			Ź	2007
US\$ million, except per share amounts	Q3	Q2		Q1	Q4	Q3		Q2	Q1		Q4
(Loss) Income	\$ (73)	\$ 22	\$	1	\$ 21	\$ 15	\$	3	\$ 85	\$	(4)
Net (loss) income	\$ (82)	\$ 32	\$	(7)	\$ (5)	\$ 2	\$	1	\$ 57	\$	(14)
Net (loss) income per common share	\$ (1.77)	\$ 0.70	\$	(0.16)	\$ (0.12)	\$ 0.06	\$	0.01	\$ 1.24	\$	(0.29)

Net loss during the third quarter of 2009 was \$82 million compared with income of \$2 million for the same period in 2008. The loss in the third quarter of 2009 is mainly attributable to \$33 million of non-cash charges from the company's forest product investments and \$49 million of foreign exchange revaluation losses. The 2008 results include \$20 million of revaluation gains attributable to its exchangeable debentures.

The company's outstanding common and retractable preferred shares are as follows:

	September 30, 2009	December 31, 2008
Common shares	46,040,326	46,040,326
Class 1 Senior Preferred Series A	5,990,785	5,990,785
Class 1 Junior Preferred Series A	17,999,718	17,999,718

RELATED PARTY TRANSACTIONS

A significant portion of the company's securities and financing transactions are conducted with Brookfield. At September 30, 2009, securities included \$260 million (December 31, 2008 – \$255 million) of securities of public and private companies in which Brookfield or its associates have direct or indirect equity interests. Loans receivable and payable includes funds on deposit with and borrowed from Brookfield, which bear interest at prime rate on Canadian dollar deposit, and LIBOR rate on U.S. dollar and British pound denominated balances and are available on demand. Dividend and interest income during the quarter from related party securities and deposits totalled \$9 million (2008 – \$8 million).

BUSINESS RISKS AND OUTLOOK

Brookfield Investments' forest product investments are cyclical. Fluctuations in the general level of economic activity in the world's major economies influence the demand for and prices of the various products produced by its investee companies, although the cycles for individual products may be at different phases at any time. The company's earnings from this sector are particularly sensitive to changes in the prices of panelboards and paper. The company's commercial property investments are subject to general economic conditions as well as risks specifically associated with the commercial property market. The company is also subject to exchange rate risk since its earnings from Brookfield Europe are denominated in pound sterling, and certain securities and loan positions are held in Canadian dollars. A further discussion on the risks associated with each of the company's publicly traded investments is included in Management's Discussion and Analysis in each of their respective annual reports, which can be accessed through SEDAR at www.SEDAR.com or through their web sites as provided earlier in this report.

REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim financial statements of the company have been prepared by and are the responsibility of the company's management. The company's independent auditor has not reviewed these financial statements.

Sachin G. Shah

Vice-President and Chief Financial Officer

November 11, 2009

FORWARD-LOOKING INFORMATION

This interim report contains forward-looking information concerning the company's business and operations. The words "continues", "remains", "provides", "primarily" and other expressions of similar import, or the negative variations thereof, and similar expression of future or conditional verbs such as "can", "may", "will" or "could" are predictions of or indicate future events, trends or prospects and which do not relate to historical matters or identify forward-looking information. Forward-looking information in this interim report includes, among others, statements with respect to our preferred share portfolio as a source of stable cash flow and capital to support operations and future activities, our conversion plan for the adoption of International Financial Reporting Standards ("IFRS"), anticipated changes to our reported financial position and results of operations due to the adoption of IFRS, use of proceeds from investments, cycles of products of investee companies, differences in actual results compared to estimates, our ability to fund cash requirements, our ability to satisfy share retractions, expected results and other statements with respect to the company's beliefs, outlooks, plans, expectations and intentions.

Although the company believes that the anticipated future results or achievements expressed or implied by the forward-looking information and statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking information and statements because they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking information and statements.

Factors that could cause actual results to differ materially from those contemplated or implied by the forward-looking information include general economic conditions, the behavior of financial markets including fluctuations in interest and exchange rates, the availability of equity and debt financing and other risks and factors detailed from time to time in the company's other documents filed with the Canadian securities regulators.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking information to make decisions with respect to the company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as may be required by law, the company undertakes no obligation to publicly update or revise any forward-looking information or statements, whether written or oral, that may be as a result of new information, future events or otherwise. Reference should be made to the company's most recent Annual Information Form for a description of the major risk factors.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)	Three	Months E	Ended :	Nine Months Ended Sept. 30				
US\$ millions, except per share amounts		2009		2008		2009		
Income								
Equity loss from Norbord Inc.	\$	(1)	\$	(6)	\$	(7)	\$	(34)
Equity loss from Fraser Papers Inc.		(32)		(10)		(45)		(28)
Equity income from Brookfield Europe L.P.		_		_		5		_
Dividend and interest income		9		8		20		59
Foreign exchange gains (losses)		(49)		3		(12)		5
Other income		_		20		(11)		101
		(73)		15		(50)		103
Expenses								
Interest		7		9		22		29
Net income before income taxes		(80)		6		(72)		74
Income tax expense (recovery)		2		4		(15)		14
Net income (loss)	\$	(82)	\$	2	\$	(57)	\$	60
Net income (loss) per common share	\$	(1.77)	\$	0.06	\$	(1.23)	\$	1.31

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(unaudited)	Three .	Months E	nded S	Sept. 30	Nine Months Ended Sept. 30				
US\$ millions		2009		2008		2009		2008	
Net income (loss)	\$	(82)	\$	2	\$	(57)	\$	60	
Other comprehensive income (loss)									
Foreign currency translation, net of tax		1		(32)		8		(29)	
Available-for-sale securities		130		(39)		136		(70)	
Equity pick-up from subsidiaries		1		(1)		2		(2)	
		132		(72)		146		(101)	
Comprehensive income (loss)	\$	50	\$	(70)	\$	89	\$	(41)	

CONSOLIDATED STATEMENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS

(unaudited)	Three	Months E	Sept. 30	Nine Months Ended Sept. 3				
US\$ millions		2009		2008		2009		2008
Balance, beginning of period	\$	(388)	\$	(149)	\$	(402)	\$	(120)
Other comprehensive income (loss)		132		(72)		146		(101)
Balance, end of period	\$	(256)	\$	(221)	\$	(256)	\$	(221)

CONSOLIDATED STATEMENTS OF DEFICIT

(unaudited)	Ti	hree Month	Nine Months Ended Sept					
US\$ millions		2009	2008	2009		2008		
Deficit, beginning of period	\$	(266)	\$ (288)	\$ (291)	\$	(347)		
Change in accounting policy		_	_	_		1		
Net income (loss) for the period		(82)	2	(57)		60		
Deficit, end of period	\$	(348)	\$ (286)	\$ (348)	\$	(286)		

CONSOLIDATED BALANCE SHEETS

	September 30	Dec	cember 31
US\$ millions	2009		2008
	(unaudited)		
Assets			
Deposits receivable	\$ —	\$	341
Securities	260		255
Investments			
Brookfield Properties Corporation	624		143
Fraser Papers Inc.	78		124
Norbord Inc.	82		103
Brookfield Europe L.P.	112		96
	\$ 1,156	\$	1,062
Liabilities			
Deposits payable	\$ 7	\$	_
Accounts payable	11		30
Retractable preferred equity			
Senior	140		123
Junior	558		558
Common equity	440		351
	\$ 1,156	\$	1,062

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)	Three M	onths En	ded Se _l	pt. 30	Nine A	Ionths E	nded S	Sept. 30
US\$ millions		2009		2008		2009		2008
Operating activities								
Net income (loss)	\$	(82)	\$	2	\$	(57)	\$	60
Adjusted for the following items								
Dividends received from equity accounted investments	3	_		5		_		17
Reversal of equity accounted earnings		33		16		47		62
Future income tax provisions		2		5		(15)		14
Net change in non-cash working capital and other		49		(23)		23		(106)
		2		5		(2)		47
Investing activities								
Investment in Brookfield Properties Corporation		(350)		_		(350)		_
Investment in Fraser Papers Inc.		_		_		_		(29)
Investment in Norbord Inc.		_		(5)		_		(17)
		(350)		(5)		(350)		(46)
Cash and deposits receivable (payable)								
Increase (Decrease)		(348)				(352)		1
Impact of foreign exchange		(38)		(28)		4		(21)
Balance, beginning of period		379		238		341		230
Balance, end of period	\$	(7)	\$	210	\$	(7)	\$	210

Notes to Consolidated Financial Statements - Unaudited

1. SUMMARY OF ACCOUNTING POLICIES

Reference is made to the most recently issued Annual Report of the company, which includes information necessary or useful for understanding the company's businesses and financial statement presentation. In particular, the company's significant accounting policies and practices are presented as Note 2 to the Consolidated Financial Statements included in that Report, and have been consistently applied in the preparation of these interim financial statements.

The interim financial statements are unaudited. Financial information in this interim report reflects any adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary to a fair statement of results for the interim periods in accordance with Canadian generally accepted accounting principles.

The results reported in these financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. Certain prior period amounts have been reclassified to conform to the current period's presentation.

2. CHANGE IN ACCOUNTING POLICY

Goodwill and Intangible Assets

In February 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Handbook Section 3064, Goodwill and Intangible Assets, replacing Handbook Sections 3062, Goodwill and Other Intangible Assets and 3450, Research and Development Costs. Various changes have been made to other sections of the CICA Handbook for consistency purposes. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition of intangible assets by profit-oriented enterprises. The new section became effective for the company on January 1, 2009, and the impact of adopting this new standard was \$nil for the company.

3. FUTURE CHANGE IN ACCOUNTING POLICY

International Financial Reporting Standards ("IFRS")

The Accounting Standards Board confirmed in February 2008 that IFRS will replace Canadian GAAP for publicly accountable enterprises for financial periods beginning on and after January 1, 2011. The company is in the process of developing and implementing an IFRS conversion plan that will address changes in accounting policy, the restatement of comparative periods, organizational and internal control, the modification of existing systems and the training and awareness of staff, in addition to other related business matters. Overall responsibility for the implementation and success of the company's conversion plan rests with the company's senior financial management who report to and are overseen by the company's Audit Committee.

IFRS are premised on a conceptual framework similar to Canadian GAAP, however, significant differences exist in certain matters of recognition, measurement and disclosure. While the adoption of IFRS will not change the cash flows generated by the company, the adoption of IFRS will result in changes to the reported financial position and results of operations of the company. A detailed analysis of the differences between IFRS and the company's current accounting policies under Canadian GAAP is currently in process.

4. RETRACTABLE PREFERRED EQUITY

	Septem	ber 30	Decem	ber 31
US\$ millions, except number of shares		2009		2008
5,990,785 Class 1 Senior Preferred Shares, Series A (2008 – 5,990,785)	\$	140	\$	123
17,999,718 Class 1 Junior Preferred Shares, Series A (2008 – 17,999,718)		558		558
	\$	698	\$	681

5. COMMON EQUITY

	Septen	September 30		December 31	
US\$ millions, except number of shares		2009		2008	
46,040,326 Common shares (2008 – 46,040,326)	\$	1,044	\$	1,044	
Deficit		(348)		(291)	
Accumulated other comprehensive loss		(256)		(402)	
	\$	440	\$	351	

CORPORATE INFORMATION

Brookfield Investments Corporation

Enquires relating to the operations of the company should be directed to the company's Head Office:

Suite 300, 181 Bay Street Brookfield Place, P.O. Box 762 Toronto, Ontario M5J 2T3 Telephone: 416-363-9491

Facsimile: 416-363-2856

CIBC Mellon Trust Company

Questions about shareholdings, dividends, address changes or lost certificates should be directed to CIBC Mellon Trust Company:

P.O. Box 7010, Adelaide Street Postal Station Toronto, Ontario M5C 2W9 Telephone: 416-643-5500 or

1-800-387-0825

Facsimile: 416-643-5501