

Edgar Filing: LONGVIEW FIBRE CO - Form SC 13D

LONGVIEW FIBRE CO
Form SC 13D
March 29, 2007

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)

LONGVIEW FIBRE COMPANY
(Name of Issuer)

| | |
|---|-----------------------------|
| COMMON STOCK, \$1.50 ASCRIBED VALUE, AND RIGHTS TO PURCHASE COMMON STOCK (Title of class of securities) | 543213102 (CUSIP number) |
|---|-----------------------------|

ALAN V. DEAN
BCE PLACE
181 BAY STREET, SUITE 300
TORONTO, ONTARIO M5J 2T3
(416) 363-9491

WITH A COPY TO:

S. WADE ANGUS, ESQ.
SIMEON GOLD, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153
(212) 310-8000

(Name, address and telephone number of person authorized
to receive notices and communications)

MARCH 19, 2007
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act. (However, see the

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14 TYPE OF REPORTING PERSON*

CO, HC

CUSIP No. 543213102

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PARTNERS LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) -- Joint
Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | | |
|---|-------------------|----------------------------------|
| 7 | SOLE VOTING POWER | 6,393,536 SHARES OF COMMON STOCK |
|---|-------------------|----------------------------------|

| | | |
|---|---------------------|---|
| 8 | SHARED VOTING POWER | 0 |
|---|---------------------|---|

| | | |
|---|------------------------|----------------------------------|
| 9 | SOLE DISPOSITIVE POWER | 6,393,536 SHARES OF COMMON STOCK |
|---|------------------------|----------------------------------|

| | | |
|----|--------------------------|---|
| 10 | SHARED DISPOSITIVE POWER | 0 |
|----|--------------------------|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,393,536 SHARES OF COMMON STOCK

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.7% OF THE OUTSTANDING SHARES OF COMMON STOCK

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14 TYPE OF REPORTING PERSON*

CO, HC

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ITEM 1. SECURITY AND ISSUER.

The title and class of equity security to which this statement on Schedule 13D relates is the shares of common stock, ascribed value \$1.50 per share, and the associated rights to acquire shares of such common stock (collectively, the "Common Stock"), of Longview Fibre Company ("Longview"), a Washington corporation. The principal executive offices of Longview are located at 300 Fibre Way, Longview, Washington 98632.

ITEM 2. IDENTITY AND BACKGROUND

(a) This Schedule 13D is being filed by each of the following persons (the "Reporting Persons"):

(i) Brookfield Asset Management Inc. ("Brookfield"), a corporation formed under the laws of the Province of Ontario; and

(ii) Partners Limited ("Partners"), a corporation formed under the laws of the Province of Ontario that owns all of Brookfield's Class B Limited Voting Shares and approximately 17% of Brookfield's Class A Limited Voting Shares directly or indirectly on a fully diluted basis.

Schedules I and II hereto set forth a list of all the directors and executive officers (the "Scheduled Persons"), and their respective principal occupations and addresses, of each of Brookfield and Partners, respectively.

(b) The principal business address of Brookfield and Partners is BCE Place, 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J 2T3.

(c) The principal business of Brookfield is to invest and operate in the real estate, power generation and financial services sectors. The principal business of Partners is that of an investment holding company.

(d)-(e) During the last five years, none of the Reporting Persons and, to the Reporting Persons' knowledge, none of the Scheduled Persons, has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which, he, she or it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Set forth on Schedules I and II hereto are the citizenships of each of the directors and executive officers of each of Brookfield and Partners, respectively.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Brookfield, either directly or through one or more wholly-owned subsidiaries, has purchased 1,850,000 shares of Common Stock on March 19, 2007 for an average daily trading price of \$24.5974. In addition to the purchases made on March 19, 2007, Brookfield, either directly or through one or more wholly-owned subsidiaries, has purchased the Common Stock set forth in Item 5(c) herein. This Schedule 13D is required to be filed as a result of such transactions. All the funds required for such purchases were taken from cash-on-hand.

See also Item 4.

ITEM 4. PURPOSE OF TRANSACTION.

On February 2, 2007, Brookfield entered into that certain Agreement and Plan of Merger, dated as of February 2, 2007, and amended as of March 12, 2007 (the "Merger Agreement"), by and among Brookfield, Horizon Acquisition Co., an indirect wholly owned subsidiary of Brookfield ("Merger Sub"), and Longview. Under the Merger Agreement, Merger Sub will be merged into Longview (the "Merger") with Longview continuing after the Merger as the surviving corporation and subsidiary of Brookfield, at which point Longview's common stock will be delisted from the New York Stock Exchange. Under the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of Longview's common stock (other than shares owned by Brookfield, Merger Sub or any other direct or indirect wholly-owned subsidiary of Brookfield, which will be cancelled without consideration, and other than shares held by shareholders who are entitled to and have properly exercised dissenter's rights under Washington law) will be converted into the right to receive \$24.75 in cash, without interest. The completion of the Merger is subject to approval of the Merger Agreement by Longview's shareholders, among certain other conditions. The Merger Agreement contains various restrictions on the activities of Longview prior to the Merger and, at the effective time of the Merger, the directors of Merger Sub shall become the directors of the surviving corporation resulting from the Merger.

In addition, on March 12, 2007, Longview amended the Confidentiality Agreement, dated as of September 20, 2006, by and between Longview and Brookfield (such amended confidentiality agreement, the "Confidentiality Agreement") with Brookfield to provide that Brookfield may, directly or through a wholly-owned subsidiary, acquire up to (but no more than) 9.9%, as contemplated under the Confidentiality Agreement, of the Common Stock. Brookfield intends to acquire up to (but no more than) 9.9% of the outstanding Common Stock in order to facilitate the transactions contemplated by the Merger Agreement. Brookfield intends to vote all of the shares of Common Stock it has acquired prior to the special meeting of Longview's shareholders on the record date of March 12, 2007 (a) in favor of the Merger, (b) against any action that would result in any of the conditions to Longview's obligations under the Merger Agreement not being fulfilled, and (c) in favor of any other matter necessary to the consummation of the transactions contemplated in the Merger Agreement.

The Merger Agreement and the Confidentiality Agreement are being filed as exhibits hereto and are incorporated herein by reference.

Other than as described or contemplated above, none of the Reporting Persons and, to the Reporting Persons' knowledge, the Scheduled Persons, has any current plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of Longview, or the disposition of securities of Longview;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Longview or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of Longview or any of its subsidiaries;
- (d) any change in the present board of directors or management of Longview, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of Longview;
- (f) any other material change in Longview business or corporate structure;
- (g) changes in Longview's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Longview by any person;
- (h) causing a class of securities of Longview to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of Longview becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a)-(b) As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 6,393,536 Common Stock. Such Common Stock constitute approximately 9.7% of the issued and outstanding Common Stock based on the number of Common Stock outstanding as of March 29, 2007. Brookfield may be deemed to have the sole power to vote or direct the vote of the Common Stock beneficially owned by it with respect to those matters described above or to dispose of such Common Stock. Brookfield may hold the Common Stock directly or in one or more wholly-owned subsidiaries. Partners may be deemed to have shared power (with Brookfield) to vote or direct the vote of the Common Stock beneficially owned by it with respect to those matters described above or to dispose of such Common Stock.

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(c)

| Date of Transaction | Amount of Securities | Price per Share* | Where and How Effected |
|---------------------|----------------------|------------------|------------------------------------|
| 3/19/07 | 1,850,000 shares | \$24.5974 | New York Stock Exchange (purchase) |
| 3/20/07 | 431,000 shares | \$24.6036 | New York Stock Exchange (purchase) |
| 3/21/07 | 350,000 shares | \$24.6005 | New York Stock Exchange (purchase) |
| 3/22/07 | 223,000 shares | \$24.6101 | New York Stock Exchange (purchase) |
| 3/23/07 | 429,500 shares | \$24.6471 | New York Stock Exchange (purchase) |
| 3/26/07 | 70,500 shares | \$24.6116 | New York Stock Exchange (purchase) |

(d) No person is known to any of the Reporting Persons or, to the Reporting Persons' knowledge, the Scheduled Persons, to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any such Common Stock.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Partners is the major shareholder of Brookfield.

The information set forth in Item 4 hereto is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

| | |
|-----------|--|
| Exhibit 1 | Agreement and Plan of Merger, dated as of February 2, 2007, by and among Brookfield Asset Management Inc., Horizon Acquisition Co. and Longview Fibre Company (incorporated by reference to Exhibit 2.1 to Longview Fibre Company's Current Report on Form 8-K, filed February 5, 2007). |
| Exhibit 2 | Amendment No. 1, dated as of March 12, 2007, to the Agreement and Plan of Merger, dated as of February 2, 2007, by and among Brookfield Asset Management Inc., Horizon Acquisition Co. and Longview Fibre Company. |
| Exhibit 3 | Confidentiality Agreement, dated as of September 20, 2006, by and between Longview Fibre Company and Brookfield Asset Management Inc. |

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- Exhibit 4 Amendment No. 1, dated as of March 12, 2007, to the Confidentiality Agreement, dated as of September 20, 2006, by and between Longview Fibre Company and Brookfield Asset Management Inc.
- Exhibit 5 Joint Filing Agreement, dated as of March 29, 2007, between Brookfield Asset Management Inc. and Partners Limited.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies as to itself that the information set forth in this amendment is true, complete and correct.

Dated: March 29, 2007

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Alan V. Dean

Name: Alan V. Dean
Title: Senior Vice-President and
Secretary

PARTNERS LIMITED

By: /s/ Loretta M. Corso

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Name: Loretta M. Corso
Title: Secretary

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SCHEDULE I
BROOKFIELD ASSET MANAGEMENT INC.

Jack L. Cockwell

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Group Chairman
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

Marcel R. Coutu

CITIZENSHIP: Canada
BUSINESS ADDRESS: 2500 First Canadian Centre, 350 - 7th Ave. S.W.,
Calgary, Alberta T2P 3N9

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: President & Chief Executive Officer
EMPLOYER: Canadian Oil Sands Limited
EMPLOYER'S BUSINESS: An oil company
EMPLOYER'S ADDRESS: Same as Business Address

William A. Dimma

CITIZENSHIP: Canadian
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Chairman and director
EMPLOYER: Home Capital Group Inc.
EMPLOYER'S BUSINESS: Real estate
EMPLOYER'S ADDRESS: Same as Business Address

Sen. J. Trevor Eyton CITIZENSHIP: Canada

BUSINESS ADDRESS: 44 Victoria Street, Suite #300, Toronto, Ontario
M5C 1Y2

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Member of the Senate of Canada
EMPLOYER: The Senate of Canada
EMPLOYER'S BUSINESS: Government
EMPLOYER'S ADDRESS: Room 561-S, Centre Block, Parliament Buildings,
11 Wellington Street, Ottawa, Ontario K1A 0A4

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J. Bruce Flatt

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT: Chief Executive Officer
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

James K. Gray

CITIZENSHIP: Canada
BUSINESS ADDRESS: 335 Eighth Ave. S.W., Royal Bank Building, Suite
1700, Calgary, Alberta T2P 1C9

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT: Corporate Director
EMPLOYER: N/A
EMPLOYER'S BUSINESS: N/A
EMPLOYER'S ADDRESS: N/A

Robert J. Harding

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT: Chairman
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

David W. Kerr

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT: Corporate Director
EMPLOYER: N/A
EMPLOYER'S BUSINESS: N/A
EMPLOYER'S ADDRESS: N/A

Lance Liebman

CITIZENSHIP: United States of America
BUSINESS ADDRESS: 435 West 116th Street, New York, New York
10027-7297

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT: Professor of law
EMPLOYER: Columbia Law School
EMPLOYER'S BUSINESS: Education
EMPLOYER'S ADDRESS: Same as Business Address

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Philip B. Lind

CITIZENSHIP: Canada
BUSINESS ADDRESS: 333 Bloor Street E., 10th Floor, Toronto,
Ontario M4W 1G9

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Vice-Chairman
EMPLOYER: Rogers Communications Inc.
EMPLOYER'S BUSINESS: Diversified communications company
EMPLOYER'S ADDRESS: Same as Business Address

Roy MacLaren

CITIZENSHIP: Canada
BUSINESS ADDRESS: 425 Russell Hill Road, Toronto, Ontario M5P 2S4

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Corporate Director
EMPLOYER: N/A
EMPLOYER'S BUSINESS: N/A
EMPLOYER'S ADDRESS: N/A

G. Wallace F. McCain CITIZENSHIP: Canada

BUSINESS ADDRESS: 30 St. Clair Ave. W., #1500, Toronto, Ontario
M4V 3A2

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Chairman
EMPLOYER: Maple Leaf Foods Inc.
EMPLOYER'S BUSINESS: Processed Food Manufacturer
EMPLOYER'S ADDRESS: Same as Business Address

Jack M. Mintz

CITIZENSHIP: Canada
BUSINESS ADDRESS: 105 St. George St., #529, Toronto, Ontario M5E
3E6

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Professor
EMPLOYER: Joseph L. Rotman School of Management
EMPLOYER'S BUSINESS: Business Economics
EMPLOYER'S ADDRESS: Same as Business Address

George S. Taylor

CITIZENSHIP: Canada
BUSINESS ADDRESS: R.R. #3, 4675 Line 3, Saint Marys, Ontario N4X
1C6

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Corporate Director
EMPLOYER: N/A
EMPLOYER'S BUSINESS: N/A
EMPLOYER'S ADDRESS: N/A

Brian D. Lawson

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Chief Financial Officer
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

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Jeffrey M. Blidner

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Managing Partner
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

Frank J. McKenna

CITIZENSHIP: Canada
BUSINESS ADDRESS: P.O. Box 1, TD Centre, 66 Wellington St. W., 4th
Floor, TD Tower, Toronto, Ontario M5K 1A2

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Deputy Chair
EMPLOYER: TD Bank Financial Group
EMPLOYER'S BUSINESS: Financial services company
EMPLOYER'S ADDRESS: Same as Business Address

George E. Myhal

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Managing Partner
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

James A. Pattison

CITIZENSHIP: Canada
BUSINESS ADDRESS: 1800 - 1067 West Cordova St., Vancouver, B.C.
V6C1C7

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Chairman
EMPLOYER: The Jim Pattison Group
EMPLOYER'S BUSINESS: A diversified consumer products company
EMPLOYER'S ADDRESS: Same as Business Address

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Samuel J.B. Pollock

CITIZENSHIP: Canada
BUSINESS ADDRESS: BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL
OCCUPATION OR EMPLOYMENT: Managing Partner
EMPLOYER: Brookfield Asset Management Inc.
EMPLOYER'S BUSINESS: A global asset management company
EMPLOYER'S ADDRESS: Same as Business Address

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SCHEDULE II
PARTNERS LIMITED

Gordon E. Arnell

CITIZENSHIP:

Canada

BUSINESS ADDRESS:

BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT:

Chairman

EMPLOYER:

Brookfield Properties Corporation

EMPLOYER'S BUSINESS:

A real estate company

EMPLOYER'S ADDRESS:

Same as Business Address

Jack L. Cockwell - see
Schedule I

Robert J. Harding - see
Schedule I

David W. Kerr - see Schedule I

Edward C. Kress

CITIZENSHIP:

Canada

BUSINESS ADDRESS:

BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT:

Group Chairman

EMPLOYER:

Brookfield Power Corp.

EMPLOYER'S BUSINESS:

A power generation company

EMPLOYER'S ADDRESS:

Same as Business Address

Timothy E. Price

CITIZENSHIP:

Canada

BUSINESS ADDRESS:

BCE Place, 181 Bay Street, Suite 300, Toronto,
Ontario M5J 2T3

PRESENT PRINCIPAL

OCCUPATION OR EMPLOYMENT:

Group Chairman, Funds Management

EMPLOYER:

Brookfield Asset Management Inc.

EMPLOYER'S BUSINESS:

A global asset management company

EMPLOYER'S ADDRESS:

Same as Business Address