

Brookfield
Residential

**CAPTURING VALUE BY DEVELOPING LAND & BUILDING
HOMES IN PREMIER NORTH AMERICAN MARKETS**

AUGUST 2013

CORPORATE PROFILE

NOTICE TO RECIPIENT

This corporate profile contains “forward-looking statements” within the meaning of applicable Canadian securities laws and United States federal securities laws. The words “may,” “believe,” “will,” “anticipate,” “expect,” “planned,” “estimate,” “project,” “future,” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Such statements reflect management’s current beliefs and are based on information currently available to management. The forward-looking statements in this corporate profile include, among others, statements with respect to the current business environment and outlook including statements regarding economic and market conditions in the U.S. and Canadian housing markets; possible or assumed future results; ability to create shareholder value and pursue homebuilding or land investments, including the timing of projects; business goals, strategy and growth plans; strategies and capabilities for shareholder value creation; the stability of home prices; effect of challenging conditions on us, including general economic conditions; factors affecting our competitive position within the homebuilding industry; the visibility of our future cash flow; and sufficiency of our access to capital resources. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the actual results to differ materially from the anticipated future results expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to changes in general economic, real estate and other conditions; changes in interest rates; mortgage rate and availability changes; availability of suitable undeveloped land and lots at acceptable prices and having sufficient liquidity to acquire all such properties; adverse legislation or regulation, including changes to tax laws; ability to obtain necessary permits and approvals for the development of our land; availability of labour or materials or increases in their costs; ability to develop and market our master-planned communities successfully; laws and regulations related to property development and to the environment that could lead to additional costs and delays, including laws and regulations that may limit municipality growth in the areas in which we operate; ability to obtain regulatory approvals; confidence levels of consumers; ability to raise capital on favourable terms; our debt and leverage; adverse weather conditions and natural disasters; relations with the residents of our communities; risks associated with increased insurance costs or unavailability of adequate coverage; ability to obtain surety bonds; competitive conditions in the homebuilding industry, including product and pricing pressures; ability to retain our executive officers; relationships with our affiliates; the seasonal nature of our business and its impact on operating results; operational risks including, but not limited to home warranty claims, liabilities resulting from our role as a general contractor, workers’ compensation claims and other health and safety liabilities, and civil enforcement of liabilities and judgments against our assets; changes to foreign currency exchange rates; and additional risks and uncertainties, many of which are beyond our control, referred to in this corporate profile and our other public filings with the applicable Canadian regulatory authorities and the United States Securities and Exchange Commission. Except as required by law, we undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in subsequent reports should be consulted.

Unless otherwise noted, all references to “\$” or “Dollars” are to U.S. Dollars.

COMPANY OVERVIEW

COMPANY OVERVIEW

Brookfield Residential Properties is a leading North American land developer and homebuilder with operations in 11 major markets specializing in the development of master-planned communities, selling the majority of our lots to third-party builders, and also building and marketing single and multi-family residences in select markets and communities. We also participate in selected strategic real estate opportunities, including infill projects, mixed-use developments, infrastructure projects, and joint ventures.

- 5th largest North American residential platform by land and housing assets with strong and unique geographical diversification in three active operating segments and 11 major markets including:
 - **Canada** - Calgary, Edmonton, Greater Toronto Area
 - **Central and Eastern U.S.** - Austin, Denver, Phoenix, Washington D.C.
 - **California** - San Francisco Bay Area, Los Angeles/Southland, San Diego/Riverside, Sacramento
- Owning developed or entitled lots in a geographically diverse portfolio provides the benefit of strong Canadian markets, while positioning the company for a continued recovery in the U.S.
- Our disciplined land entitlement process, synergistic operations and capital flexibility allow us to pursue homebuilding or land investments and participate in select, strategic real estate ventures including: infill projects, mixed use developments, infrastructure projects and joint ventures

BROOKFIELD RESIDENTIAL KEY DIFFERENTIATORS

5TH LARGEST NORTH AMERICAN RESIDENTIAL PLATFORM BY LAND AND HOUSING ASSETS

- Uniquely positioned as a land developer with homebuilding operations and a mature portfolio of land assets in Canada and the U.S.
- Over \$3.2 billion in assets
- Ability to bring lots to market quickly and not rely on third party providers
- Top-tier gross margins promote strong profitability and cash flow flexibility to opportunistically pursue homebuilding or land investment

BALANCE BETWEEN LAND DEVELOPMENT AND HOMEBUILDING

- Uniquely positioned as a land developer and homebuilder in Canada and the U.S. in 11 strategic markets

LARGE AND WELL LOCATED LAND AND HOUSING SUPPLY

- Over 100,000 lots controlled in 11 supply constrained markets
- Well-positioned in Canada to provide lots in markets where supplies are tightening
- Ability to participate in transactions to purchase assets and take advantage of improving market conditions
- Owning developed or entitled lots in strategic market areas places the Company in a strong position

UNIQUE GEOGRAPHIC BALANCE

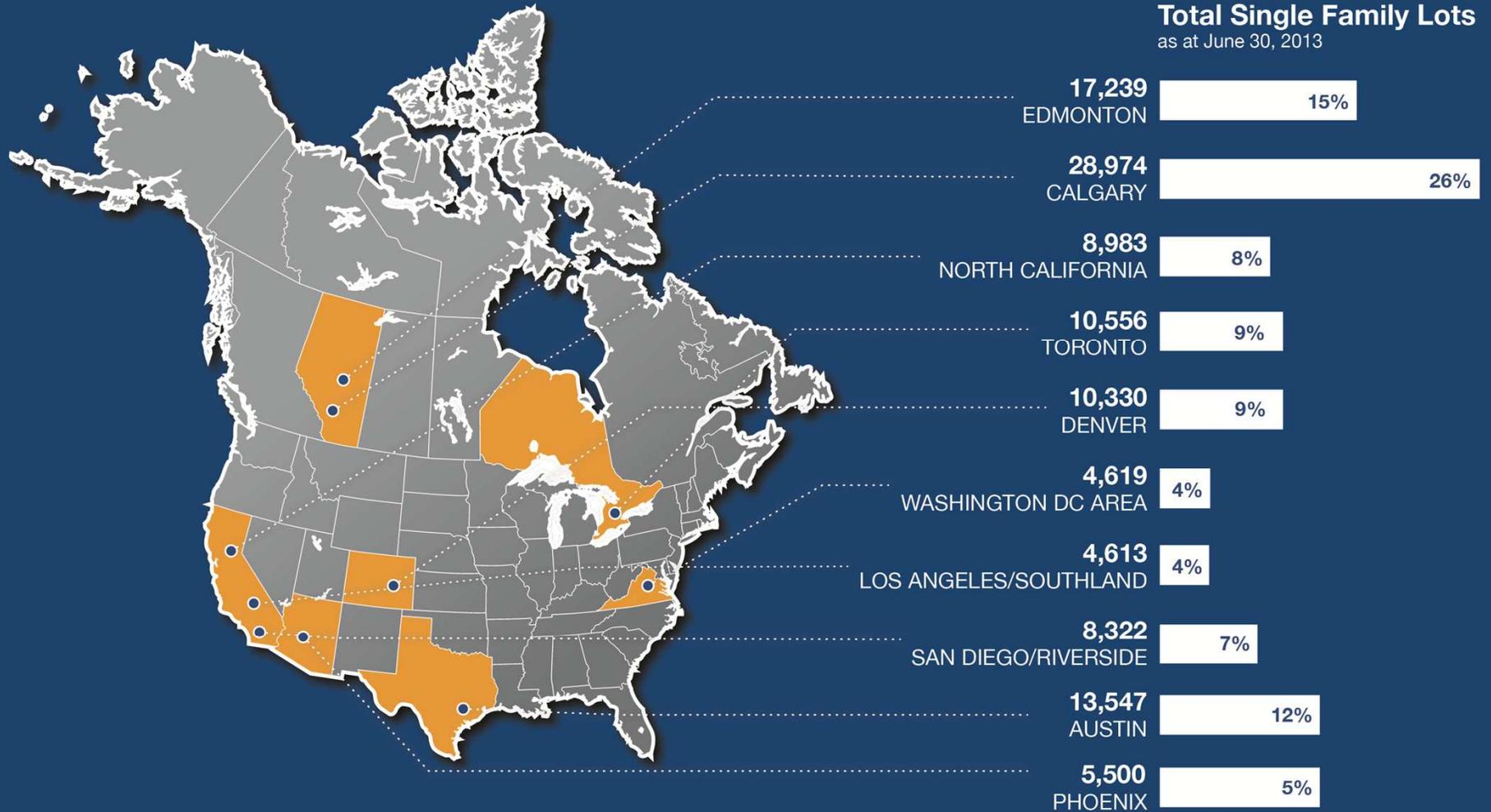
- Benefits of strong and profitable Canadian markets while positioned for a recovery in future growth markets in the U.S.
- Located in dynamic and resilient markets with historically strong housing demand, barriers to entry, positive long-term demographics and employment growth, attractive quality of life characteristics

OPERATING EXPERTISE

- Leading North American land developer and homebuilder with more than 50 years of operating experience
- Local management team with an average of 20 years' experience with industry knowledge and focus on enhancing market positions and involved in creating value through the entitlement, development and building process

WHERE WE BUILD

Total Single Family Lots as at June 30, 2013



WELL POSITIONED IN GROWTH MARKETS WITH POSITIVE FUNDAMENTALS

U.S.

- Housing recovery progressing well
- National and regional builders working to source lot supply to meet increasing housing demand as finished lots are in short supply and pricing in many markets is now at 2003 or 2004 levels or higher
- Land sales in the U.S. are showing signs of recovery driven by increased activity in all our markets
- By 2015, the Company hopes to see results in the U.S. approach profitability levels currently seen in Canada, assuming ongoing market recovery

CANADA

- Alberta and Ontario continue to perform at levels consistent with previous years
- Anticipate Canadian markets will remain stable over the coming year
- Operations should benefit from our strong market share within the energy-focused Alberta market
- Strong population growth and green belt limitation in the Greater Toronto Area continue to support demand for new home sales
- “Soft landing” that many discuss refers to decline in the hi-rise business in Toronto and Vancouver, where Brookfield Residential does not participate

RECENT HIGHLIGHTS

2013 YTD HIGHLIGHTS

Results for the first half of 2013 were strong and improved over the same period last year

- Net income increased to \$29 million, or \$0.24 per diluted share compared to \$22 million, or \$0.22 per diluted share
- 24% increase in backlog units and 38% increase in backlog value over the second quarter of 2012
- Completed \$236 million of strategic land acquisitions: \$142 million in Canada and \$94 million in the U.S.
- Raised \$500 million of unsecured senior notes due 2022 with an interest rate of 6.125% per annum
- On August 2, 2013, closed a new U.S. revolving credit facility in the amount of \$250 million with six major financial institutions
- Expanded operations into Phoenix, Arizona in the second quarter through a joint venture with an affiliated of DMB Associates Inc. for the community of Eastmark

2012 FULL YEAR HIGHLIGHTS

Delivered strong performance in 2012 and materially exceeded guidance targets

- \$129 million of income before income taxes
- Net income of \$93 million, or \$0.92 per diluted share
- Capital plan execution improved liquidity and enhanced ability to further take advantage of opportunities in the recovering marketplace
 - \$233 million equity issuance
 - \$600 million unsecured senior notes due 2020 at 6.5%
- \$504 million of asset acquisitions
 - Canada - \$136 million including a joint venture with CalSTRS
 - California - \$352 million of which \$258 million related to the acquisition of Playa Capital Company LLC
 - Central & Eastern U.S. - \$16 million

OUR PROCESS

BUSINESS MODEL

LAND ACQUISITION

- Land developer in all of our markets
- Acquisition of raw land ideally during the low point of the cycle or when investment opportunities arise

ENTITLEMENT PROCESS

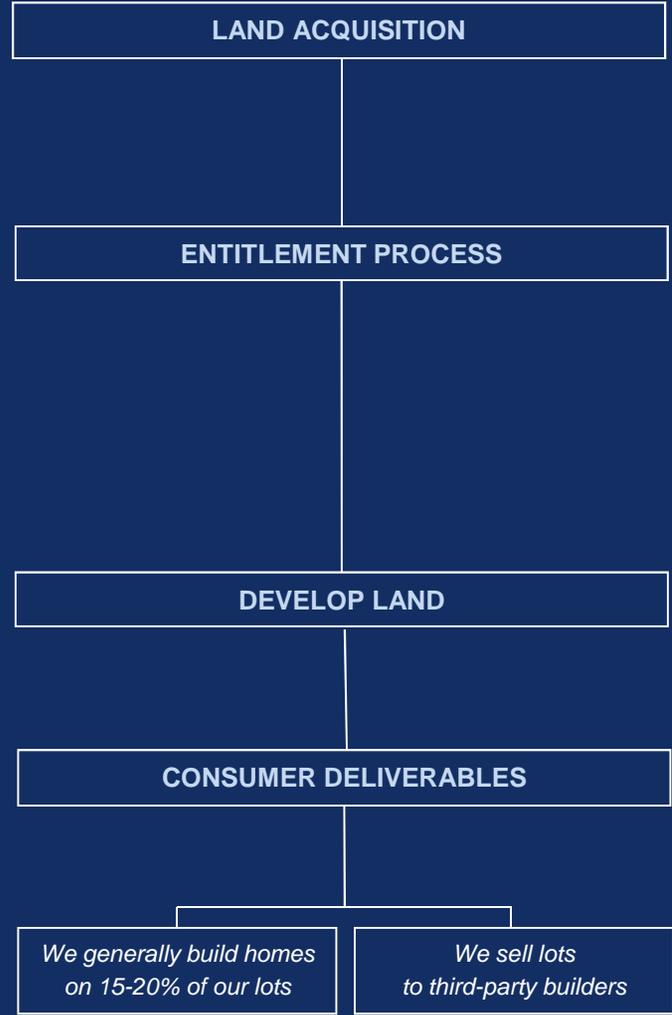
- Obtain approvals necessary to develop land for specific purposes. This process typically includes:
 - General Plan
 - Land Use Plan
 - Tentative Map
 - Legal Survey Plan
 - Area Structure Plan
 - Zoning
 - Construction Approvals
 - Final Map

DEVELOP LAND

- Install utilities, construct roads, sidewalks, parks etc.
- Create full serviced lots (Canada and U.S.) and “graded” lots (U.S. only)

CONSUMER DELIVERABLES

- We will build homes on a portion of our land
- The balance of lots are sold to and built on by third party builders



OUR PROCESS

STEP 1. LAND ACQUISITION: **Land Held for Development**

- Land developer in all of our markets
- Acquisition of raw land ideally during the low point of the cycle or when investment opportunities arise
- Strategic land study conducted to review growth patterns in the market in order to determine where future acquisitions should take place

STEP 2 & 3. ENTITLEMENT PROCESS & DEVELOP LAND: **Land Under Development**

- Obtaining entitlements can be a difficult and lengthy process involving many studies and public engagement, taking years to complete. But once entitlements are achieved, the developer installs infrastructure and either fully services the lots and sells them to homebuilders (Canada/U.S.) or simply grades the lots (U.S.) and sells them to third-party homebuilders
- Entitlement is the process of taking raw land to the finished lot stage by obtaining regulatory legal approval for the right to develop land for a particular use. The process varies by jurisdiction but essentially follows a similar sequence:
 - General Plan: designates land use (residential, commercial, office, etc.), school sites and significant roads
 - Area Structure / Community / Specific Plan: more detailed look at sequence of development, population density, transportation routes, public utilities, other items the jurisdiction would like to have studied
 - Land Use / Zoning / Tentative Map Plan: designates what is allowed on a specific piece of land and once zoning is in place, no other use of the land will be allowed unless it is re-zoned
 - Construction / Engineering Approvals: detailed drawings outline the location and size of sewers, water and storm pipes, size and location of roads and storm water ponds
 - Final Map / Legal Survey Plan: prepared by a land surveyor so that an individual titled lot is created
- All underlying costs attributable to phase of development including costs of the underlying land, consulting costs and backbone infrastructure of major roads, parks and sewers and other associated costs are transferred from Land Held for Development to Land Under Development when on-site servicing commences

OUR PROCESS - CONTINUED

STEP 4. CONSUMER DELIVERABLES: **Housing Inventory**

- In markets where we have significant land holdings, homebuilding may be carried out on a portion of our land (typically 15% to 20%) and the balance of lots are sold to and built on by third-party builders. Having a homebuilding operation allows us the opportunity to monetize our land and provides us with market knowledge through direct contact with the homebuyers to understand customer desires and product choices
- We are a homebuilder in eight markets (Calgary, Edmonton, Greater Toronto Area, San Francisco/Bay Area, Los Angeles/Southland, San Diego/Riverside, Denver, Washington D.C.). Housing Inventory is defined as completed housing or in the process of being constructed
- Included in Housing Inventory is associated land as well as construction costs and cost to complete. Cost to complete is defined as the costs required to bring partially finished homes to a completed stage

LAND ENTITLEMENT AND DEVELOPMENT

Examples of Land Development Stages in Alberta:

Value is created at each stage of land entitlement and development

- Lots are entitled in markets that have barriers to entry whereby entitlement includes municipal approval of a master planned community
- Development plans are prepared with final engineering, and includes completion of grading, sewers, utilities, parks, roads and sidewalks

The following are generic examples of the metrics we have experienced in the past in Alberta. Note that results will vary project by project depending on parcel size, location and other market variables:

TWO YEAR HOLD PERIOD	ACTIVITY	DOLLARS PER FRONT FOOT	DOLLARS PER ACRE	DOLLARS PER LOT
0	Purchase Land	(1,545)	(340,000)	(49,455)
1	-	-	-	-
2	Entitle Land	(40)	(8,800)	(1,280)
3	Develop Land	(1,800)	(396,000)	(57,600)
4	Sell Lots	4,800	1,056,000	153,600
	Margin \$	1,415	311,200	45,265
	Margin %	29%	29%	29%

SEVEN YEAR HOLD PERIOD	ACTIVITY	DOLLARS PER FRONT FOOT	DOLLARS PER ACRE	DOLLARS PER LOT
0	Purchase Land	(591)	(130,000)	(18,909)
1	-	-	-	-
2	-	-	-	-
3	-	-	-	-
4	-	(10)	(2,200)	(320)
5	-	(10)	(2,200)	(320)
6	-	(10)	(2,200)	(320)
7	Entitle Land	(10)	(2,200)	(320)
8	Develop Land	(1,800)	(396,000)	(57,600)
9	Sell Lots	4,800	1,056,000	153,600
	Margin \$	2,369	521,200	75,811
	Margin %	49%	49%	49%

INVENTORY PROFILE

LAND & HOUSING INVENTORY

	SINGLE FAMILY HOUSING & LAND UNDER AND HELD FOR DEVELOPMENT ⁽¹⁾						STATUS OF LOTS 30-JUN-13		MULTI-FAMILY, INDUSTRIAL, & COMMERCIAL PARCELS UNDER DEVELOPMENT	
	LAND & HOUSING		UNCONSOLIDATED ENTITIES		TOTAL LOTS		ENTITLED	UNENTITLED	TOTAL ACRES	
	OWNED	OPTIONS	OWNED	OPTIONS	30-JUN-13	31-DEC-12			30-JUN-13	31-DEC-12
<i>(lots and lot equivalents)</i>										
Calgary	26,615	-	2,359	-	28,974	27,792	5,703	23,271	84	73
Edmonton	17,239	-	-	-	17,239	17,083	10,227	7,012	55	63
Toronto	10,556	-	-	-	10,556	9,592	1,986	8,570	9	3
Canada	54,410	-	2,359	-	56,769	54,467	17,916	38,853	148	139
Northern California	4,033	4,950	-	-	8,983	8,411	2,266	6,717	-	-
Southland/Los Angeles	1,374	-	1,323	1,916	4,613	4,682	1,999	2,614	-	-
San Diego/Riverside	8,321	-	1	-	8,322	7,941	5,522	2,800	-	-
Other	194	-	50	-	244	245	244	-	-	-
California	13,922	4,950	1,374	1,916	22,162	21,279	10,031	12,131	-	-
Denver	10,330	-	-	-	10,330	10,349	10,330	-	10	10
Austin	13,547	-	-	-	13,547	13,551	5,251	8,296	-	-
Phoenix	-	-	5,500	-	5,500	-	5,500	-	-	-
Washington D.C. Area	2,568	1,066	985	-	4,619	4,713	4,585	34	18	18
Central and Eastern U.S.	26,445	1,066	6,485	-	33,996	28,613	25,666	8,330	28	28
Total June 30, 2013	94,777	6,016	10,218	1,916	112,927		53,613	59,314	176	167
Entitled lots June 30, 2013	45,386	1,066	6,698	463	53,613					
Unentitled lots June 30, 2013	49,391	4,950	3,520	1,453	59,314					
Total June 30, 2013	94,777	6,016	10,218	1,916	112,927					
Total December 31, 2012	91,673	6,016	4,754	1,916		104,359				

⁽¹⁾Land held for development will include some multi-family, industrial & commercial parcels once entitled

<i>(millions, except units)</i>	LAND & HOUSING	UNCONSOLIDATED ENTITIES	TOTAL 30-JUN-13		TOTAL 31-DEC-12	
			UNITS	\$	UNITS	\$
Land Held For Development (lots and lot equivalents)	1,479	209	98,086	1,688	89,855	1,491
Land Under Development - (Single family lots)	512	14	5,547	526	5,785	573
Optioned (lots)	72	34	7,932	106	7,932	102
Housing Inventory (lots)	278	10	1,256	288	677	164
Model Homes (lots)	36	-	106	36	110	32
Unconsolidated Entity Debt	-	(79)	-	(79)	-	(29)
Sub total	2,377	188	112,927	2,565	104,359	2,333
Multi-family, Commercial & Industrial Parcels (acres)	88	-	176	88	167	72
Total	2,465	188	2,653	2,405		

HOUSING INVENTORY

Our Housing Inventory at June 30, 2013 consisted of the following:

CITY	MODEL HOMES UNITS	HOUSING INVENTORY UNITS
Calgary	35	315
Edmonton	21	231
Toronto	11	311
Northern California	17	113
Los Angeles/Southland	6	119
San Diego/Riverside	9	41
Denver	3	23
Washington D.C. Area	4	100
Other	-	3
Total	106	1,256
Book Value - Brookfield Residential	\$36 million	\$278 million
Book Value – Unconsolidated Entities	NIL	\$4 million

Housing Inventory is defined as completed housing or in the process of being constructed and included in Housing Inventory is associated land as well as construction costs.

As at June 30, 2013, the cost to complete for Housing Inventory was approximately \$144 million. Cost to complete is defined as the cost required to bring partially finished homes to a completed stage.

LAND UNDER DEVELOPMENT

Our Land Under Development Inventory at June 30, 2013 consisted of the following:

CITY	SINGLE FAMILY LOTS	MULTI-FAMILY, INDUSTRIAL & COMMERCIAL PARCEL ACRES
Calgary	620	84
Edmonton	878	55
Toronto	251	9
Northern California	232	-
Los Angeles/Southland	858	-
San Diego/Riverside	931	-
Austin	125	-
Denver	1,141	10
Washington D.C. Area	486	18
Other	25	-
Total	5,547	176
Book Value - Brookfield Residential	\$512 million	\$88 million
Book Value - Unconsolidated Entities	\$14 million	-

Once development of a phase begins, the associated costs with that phase are transferred from Land Held for Development to Land Under Development, which includes all underlying costs that are attributable to the phase of saleable lots, including costs of underlying land, consulting costs and backbone infrastructure of major roads, parks and sewers.

As at June 30, 2013, the cost to complete for single family and multi-family Land Under Development was approximately \$204 million and \$16 million, respectively. Cost to complete is defined as the costs required to bring partially finished lots and parcels to a completed stage.

LAND HELD FOR DEVELOPMENT

Our Land Held for Development Inventory at June 30, 2013 consisted of the following:

CITY	ACRES	LOT UNIT EQUIVALENTS*
Calgary	4,000	28,004
Edmonton	2,301	16,109
Toronto	1,678	9,983
Northern California	748	3,671
Los Angeles/Southland	495	1,714
San Diego/Riverside	4,021	7,341
Austin	3,355	13,422
Denver	2,292	9,163
Phoenix	2,255	5,500
Washington D.C. Area	979	2,963
Other	22	216
Total	22,146	98,086
Book Value - Brookfield Residential	\$1.479 billion	
Book Value – Unconsolidated Entities	\$135 million	

* Lot unit equivalents for most regions have been calculated using an assumed conversion rate of 4-7 units per acre. Final plan may change through the entitlement process.

OPTIONED LAND

Our inventory of optioned land at June 30, 2013 consisted of the following:

CITY	LAND AND HOUSING	UNCONSOLIDATED ENTITIES
Northern California	4,950	-
Los Angeles/Southland	-	1,916
Washington D.C. Area	1,066	-
Total	6,016	1,916
Book Value	\$72 million	\$34 million

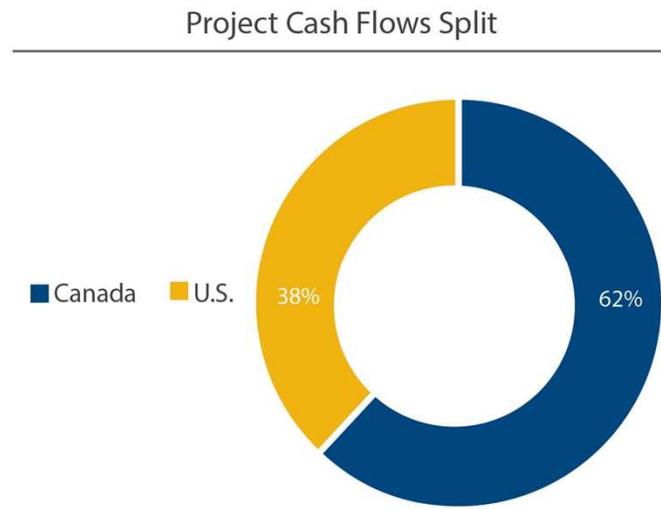
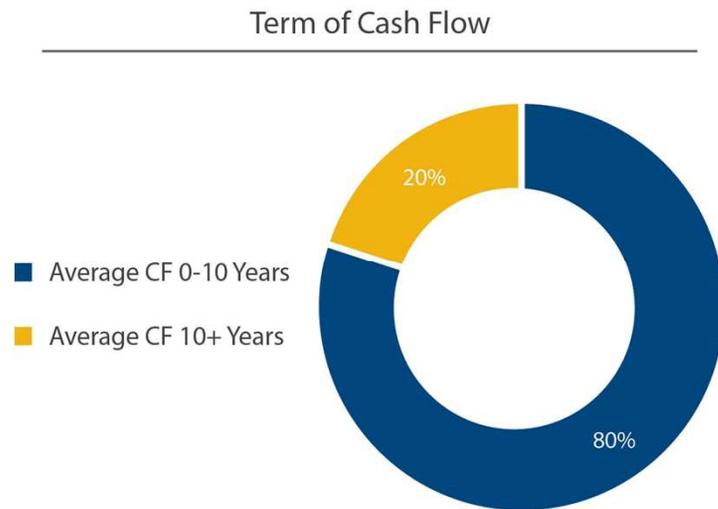
In the ordinary course of business, and where market conditions permit, we may use land and lot option contracts as well as unconsolidated entities to acquire control of land to mitigate the risk of not obtaining entitlements.

Option contracts for the purchase of land permit us to control the land for an extended period of time until options expire; this reduces our financial risk associated with these land holdings.

LAND HELD FOR DEVELOPMENT

Our projections for cash flow from our Land Held for Development and Optioned Land totals over \$5 billion with an average life of 10 years. Cash flows are based on current projections taking into account many variables and assumptions and as a result are subject to change.

The projected undiscounted cash flow for land held for development and optioned lands split out by country and average life is as follows:



FINANCIAL PROFILE

SELECTED FINANCIAL INFORMATION

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2013	2012	2013	2012
<i>(millions, except per unit activity, average selling price, percentages and per share amounts)</i>				
RESULTS FROM OPERATIONS				
Total revenue	\$ 298	\$ 248	\$ 469	\$ 380
Land revenue	105	110	157	153
Housing revenue	193	138	312	227
Gross margin - (\$)	77	73	128	112
Gross margin - (%)	26%	29%	27%	29%
Income before income taxes	30	34	37	38
Income tax expense	(5)	(13)	(8)	(16)
Net income attributable to Brookfield Residential	24	22	29	22
Basic income per share	\$ 0.21	\$ 0.22	\$ 0.24	\$ 0.22
Diluted income per share	\$ 0.21	\$ 0.22	\$ 0.24	\$ 0.22
OPERATING DATA				
Lot closings for Brookfield Residential (single family units)	408	463	762	737
Lot closings for unconsolidated entities (single family units)	-	-	16	-
Acres closings for Brookfield Residential (multi-family, industrial and commercial parcels)	6	22	6	23
Acres closings for Brookfield Residential (raw and partially finished parcels)	216	438	216	438
Average land selling price for Brookfield Residential (single family units)	\$ 148,000	\$ 142,000	\$ 147,000	\$ 149,000
Average land selling price for unconsolidated entities (single family units)	\$ -	\$ -	\$ 239,000	\$ -
Average per acre selling price for Brookfield Residential (multi-family, industrial and commercial parcels)	\$ 815,000	\$ 1,162,000	\$ 815,000	\$ 1,119,000
Average per acre selling price for Brookfield Residential (raw and partially finished parcels)	\$ 181,000	\$ 41,000	\$ 181,000	\$ 41,000
Home closings for Brookfield Residential (units)	460	355	754	606
Home closings for unconsolidated entities (units)	20	21	21	31
Average home selling price for Brookfield Residential (per unit)	\$ 420,000	\$ 391,000	\$ 414,000	\$ 374,000
Average home selling price for unconsolidated entities (per unit)	\$ 478,000	\$ 443,000	\$ 509,000	\$ 405,000
Net new orders for Brookfield Residential (units)	659	598	1,316	1,072
Net new orders for unconsolidated entities (units)	6	19	24	37
Backlog for Brookfield Residential (units at end of period)	1,378	1,111	1,378	1,111
Backlog for unconsolidated entities (units at end of period)	20	20	20	20
Backlog value for Brookfield Residential	\$ 609	\$ 443	\$ 609	\$ 443
Backlog value for unconsolidated entities	\$ 10	\$ 6	\$ 10	\$ 6

QUARTERLY FINANCIAL INFORMATION

	2013		2012				2011	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
<i>(millions, except per unit activity and per share amounts)</i>								
Lots closings - normalized (single family lots)	408	354	1,019	386	463	274	733	413
Lots closings - non-recurring (single family lots)	-	-	-	-	-	-	201	237
Acre sales - normalized (multi-family, industrial and commercial parcels)	6	-	79	2	22	1	25	7
Acre sales - non-recurring (multi-family, industrial and commercial parcels)	-	-	-	-	-	-	3	6
Acre sales (raw and partially finished parcels)	216	-	1	-	438	-	-	-
Home closings	460	294	725	477	355	251	528	307
Revenue	\$ 297.9	\$ 171.0	\$ 715.1	\$ 244.9	\$ 248.3	\$ 132.1	\$ 364.5	\$ 227.9
Direct cost of sales	(220.8)	(119.9)	(603.3)	(175.9)	(175.1)	(93.4)	(276.7)	(157.8)
Gross Margin	77.1	51.1	111.8	69.0	73.2	38.7	87.8	70.1
Selling, general and administrative expense	(40.1)	(36.3)	(40.7)	(32.2)	(29.4)	(26.1)	(28.7)	(26.7)
Interest expense	(10.8)	(10.5)	(10.4)	(10.6)	(10.3)	(10.2)	(11.6)	(11.3)
Other income / (expense)	3.6	2.7	4.4	(0.9)	0.8	1.5	1.5	(3.1)
Income before income taxes	29.8	7.0	65.1	25.3	34.3	3.9	49.0	29.0
Income tax expense	(5.2)	(2.6)	(8.8)	(10.8)	(12.8)	(3.7)	(24.0)	(10.3)
Net income	24.6	4.4	56.3	14.5	21.5	0.2	25.0	18.7
Net (income) / loss attributable to non-controlling interest and other interests in consolidated subsidiaries	(0.4)	(0.1)	(0.4)	0.4	0.3	0.4	0.8	0.5
Net income attributable to Brookfield Residential	\$ 24.2	\$ 4.3	\$ 55.9	\$ 14.9	\$ 21.8	\$ 0.6	\$ 25.8	\$ 19.2
Foreign currency translation	(23.1)	(19.1)	(4.2)	6.2	(3.0)	3.1	1.5	(4.0)
Comprehensive (loss) / income attributable to Brookfield Residential	\$ 1.1	\$ (14.8)	\$ 51.7	\$ 21.1	\$ 18.8	\$ 3.7	\$ 27.3	\$ 15.2
Earnings per common share attributable to Brookfield Residential								
Basic	\$ 0.21	\$ 0.04	\$ 0.52	\$ 0.15	\$ 0.22	\$ 0.01	\$ 0.25	\$ 0.19
Diluted	\$ 0.21	\$ 0.04	\$ 0.52	\$ 0.15	\$ 0.22	\$ 0.01	\$ 0.25	\$ 0.19
Weighted average common shares outstanding (in thousands)								
Basic	116,455	116,316	107,160	99,819	99,812	99,606	99,343	99,343
Diluted	117,556	117,269	107,759	100,335	100,200	99,945	99,611	99,410
Non-Recurring								
Land revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 36.0	\$ 43.0
Direct cost of sales	-	-	-	-	-	-	(44.0)	(26.0)
Gross margin (\$)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (8.0)	\$ 17.0
Gross margin (%)	-	-	-	-	-	-	-	40%

CONDENSED CONSOLIDATED BALANCE SHEETS

	JUNE 30	MARCH 31	DEC 31	SEPT 30	JUNE 30
<i>(thousands, except percentages)</i>	2013	2013	2012	2012	2012
ASSETS					
Land and housing inventory	\$ 2,465,187	\$ 2,351,835	\$ 2,250,256	\$ 2,327,819	\$ 2,212,184
Investments in unconsolidated entities	187,803	162,425	155,352	155,544	153,654
Commercial properties	14,863	15,013	15,363	-	-
Receivables and other assets	309,348	317,170	331,244	306,495	328,891
Restricted cash	19,550	12,140	13,596	8,511	8,600
Cash and cash equivalents	274,438	30,270	49,826	10,373	7,801
Deferred income tax assets	-	6,604	10,552	-	-
	\$ 3,271,189	\$ 2,895,457	\$ 2,826,189	\$ 2,808,742	\$ 2,711,130
LIABILITIES					
Unsecured senior notes payable	\$ 1,100,000	\$ 600,000	\$ 600,000	\$ -	\$ -
Project specific and other financings	444,272	602,559	459,329	972,380	932,724
Notes payable	-	-	-	488,016	472,128
Total financings	1,544,272	1,202,559	1,059,329	1,460,396	1,404,852
Accounts payable and other liabilities	371,016	364,805	427,020	262,928	243,357
Deferred income tax liabilities	11	-	-	22,912	22,619
Total liabilities	1,915,299	1,567,364	1,486,349	1,746,236	1,670,828
Other interests in consolidated subsidiaries	30,412	33,515	32,445	31,047	31,801
EQUITY	1,325,478	1,294,578	1,307,395	1,031,459	1,008,501
	\$ 3,271,189	\$ 2,895,457	\$ 2,826,189	\$ 2,808,742	\$ 2,711,130
Net Debt to Total Capitalization	48%	47%	43%	58%	57%

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2013	2012	2013	2012
<i>(thousands, except per share amounts)</i>				
REVENUE				
Land	\$ 104,790	\$ 109,575	\$ 156,503	\$ 153,570
Housing	193,078	138,687	312,387	226,841
	297,868	248,262	468,890	380,411
DIRECT COSTS OF SALES				
Land	(64,127)	(58,904)	(87,366)	(78,903)
Housing	(156,690)	(116,167)	(253,394)	(189,528)
	77,051	73,191	128,130	111,980
Selling, general and administrative expense	(40,066)	(29,412)	(76,318)	(55,505)
Equity in earnings from unconsolidated entities	1,201	1,253	2,995	2,876
Depreciation	(1,046)	(836)	(2,045)	(1,611)
Interest expense	(10,777)	(10,286)	(21,283)	(20,439)
Other income	3,526	397	5,378	915
	29,889	34,307	36,857	38,216
Current income tax expense	(112)	(15,324)	(52)	(21,618)
Deferred income tax (expense) / recovery	(5,104)	2,561	(7,735)	5,157
NET INCOME	24,673	21,544	29,070	21,755
Net (income) / loss attributable to noncontrolling interest and other interests in consolidated subsidiaries	(437)	233	(557)	633
NET INCOME ATTRIBUTABLE TO BROOKFIELD RESIDENTIAL	\$ 24,236	\$ 21,777	\$ 28,513	\$ 22,388
OTHER COMPREHENSIVE INCOME				
Unrealized foreign exchange (loss) / gain on:				
Translation of the net investment in Canadian subsidiaries	(23,161)	(12,074)	(42,347)	2,501
Translation on the Canadian dollar denominated debt designated as a hedge of the net investment in Canadian subsidiaries	-	9,120	-	(2,352)
COMPREHENSIVE INCOME / (LOSS) ATTRIBUTABLE TO BROOKFIELD RESIDENTIAL	\$ 1,075	\$ 18,823	\$ (13,834)	\$ 22,537
EARNINGS PER COMMON SHARE ATTRIBUTABLE TO BROOKFIELD RESIDENTIAL				
Basic	\$ 0.21	\$ 0.22	\$ 0.24	\$ 0.22
Diluted	\$ 0.21	\$ 0.22	\$ 0.24	\$ 0.22
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING (in thousands)				
Basic	116,455	99,812	116,395	99,709
Diluted	117,556	100,200	117,461	100,096

SELECTED OPERATING INFORMATION – LAND

	THREE MONTHS ENDED JUNE 30				SIX MONTHS ENDED JUNE 30			
	2013		2012		2013		2012	
	UNITS	\$	UNITS	\$	UNITS	\$	UNITS	\$
<i>(millions, except per unit activity)</i>								
LOT CLOSINGS (SINGLE FAMILY LOTS)								
Canada	326	\$ 55	371	\$ 61	628	\$ 103	614	\$ 102
California	-	-	-	-	-	-	-	-
Central and Eastern U.S.	82	6	92	5	134	10	123	7
Subtotal	408	61	463	66	762	113	737	109
Unconsolidated Entities	-	-	-	-	16	4	-	-
Total	408	\$ 61	463	\$ 66	778	\$ 117	737	\$ 109
ACRE SALES (MULTI-FAMILY, INDUSTRIAL AND COMMERCIAL PARCELS)								
Canada	6	\$ 5	22	\$ 26	6	\$ 5	23	\$ 26
California	-	-	-	-	-	-	-	-
Central and Eastern U.S.	-	-	-	-	-	-	-	-
Subtotal	6	5	22	26	6	5	23	26
Unconsolidated Entities	-	-	-	-	-	-	-	-
Total	6	\$ 5	22	\$ 26	6	\$ 5	23	\$ 26
ACRE SALES (RAW AND PARTIALLY FINISHED PARCELS)								
Canada	216	\$ 39	-	\$ -	216	\$ 39	-	\$ -
California	-	-	438	18	-	-	438	18
Central and Eastern U.S.	-	-	-	-	-	-	-	-
Subtotal	216	39	438	18	216	39	438	18
Unconsolidated Entities	-	-	-	-	-	-	-	-
Total	216	\$ 39	438	\$ 18	216	\$ 39	438	\$ 18

SELECTED OPERATING INFORMATION – LAND (CONTINUED)

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2013	2012	2013	2012
AVERAGE LAND SELLING PRICE (SINGLE FAMILY LOTS)				
Canada	\$ 167,000	\$ 165,000	\$ 162,000	\$ 167,000
California	-	-	-	-
Central and Eastern U.S.	73,000	47,000	76,000	57,000
	148,000	142,000	147,000	149,000
Unconsolidated Entities	-	-	239,000	-
Average selling price	\$ 148,000	\$ 142,000	\$ 149,000	\$ 149,000
AVERAGE PER ACRE SELLING PRICE (MULTI-FAMILY, INDUSTRIAL AND COMMERCIAL PARCELS)				
Canada	\$ 815,000	\$ 1,162,000	\$ 815,000	\$ 1,119,000
California	-	-	-	-
Central and Eastern U.S.	-	-	-	-
	815,000	1,162,000	815,000	1,119,000
Unconsolidated Entities	-	-	-	-
Average selling price	\$ 815,000	\$ 1,162,000	\$ 815,000	\$ 1,119,000
AVERAGE PER ACRE SELLING PRICE (RAW AND PARTIALLY FINISHED PARCELS)				
Canada	\$ 181,000	\$ -	\$ 181,000	\$ -
California	-	41,000	-	41,000
Central and Eastern U.S.	-	-	-	-
	181,000	41,000	181,000	41,000
Unconsolidated Entities	-	-	-	-
Average selling price	\$ 181,000	\$ 41,000	\$ 181,000	\$ 41,000

	FOR THE PERIOD ENDED JUNE 30	
	2013	2012
ACTIVE LAND COMMUNITIES		
Canada	12	9
California	2	1
Central and Eastern U.S.	7	9
	21	19
Unconsolidated Entities	1	1
Total	22	20

SELECTED OPERATING INFORMATION – HOUSING

<i>(millions, except per unit activity and average selling price)</i>	THREE MONTHS ENDED JUNE 30						SIX MONTHS ENDED JUNE 30					
	2013			2012			2013			2012		
	UNITS	\$		UNITS	\$		UNITS	\$		UNITS	\$	
HOME CLOSINGS												
Canada	263	\$ 84		252	\$ 88		444	\$ 142		439	\$ 152	
California	137	85		45	24		208	128		75	37	
Central and Eastern U.S.	60	24		58	26		102	42		92	38	
	460	193		355	138		754	312		606	227	
Unconsolidated Entities	20	9		21	9		21	11		31	13	
Total	480	\$ 202		376	\$ 147		775	\$ 323		637	\$ 240	

	THREE MONTHS ENDED JUNE 30				SIX MONTHS ENDED JUNE 30			
	2013		2012		2013		2012	
	\$		\$		\$		\$	
AVERAGE HOME SELLING PRICE								
Canada	\$ 320,000		\$ 354,000		\$ 321,000		\$ 346,000	
California	622,000		534,000		614,000		486,000	
Central and Eastern U.S.	394,000		437,000		413,000		417,000	
	420,000		391,000		414,000		374,000	
Unconsolidated Entities	478,000		443,000		509,000		405,000	
Average selling price	\$ 422,000		\$ 394,000		\$ 417,000		\$ 376,000	

	THREE MONTHS ENDED JUNE 30				SIX MONTHS ENDED JUNE 30			
	2013		2012		2013		2012	
NET NEW HOME ORDERS (UNITS)								
Canada		396		443		776		778
California		125		81		296		136
Central and Eastern U.S.		138		74		244		158
		659		598		1,316		1,072
Unconsolidated Entities		6		19		24		37
Total		665		617		1,340		1,109

SELECTED OPERATING INFORMATION – HOUSING (CONTINUED)

(millions, except active housing communities and per unit activity)

	FOR THE PERIOD ENDED JUNE 30	
	2013	2012
ACTIVE HOUSING COMMUNITIES		
Canada	17	13
California	11	8
Central and Eastern U.S.	11	8
	39	29
Unconsolidated Entities	2	3
Total	41	32

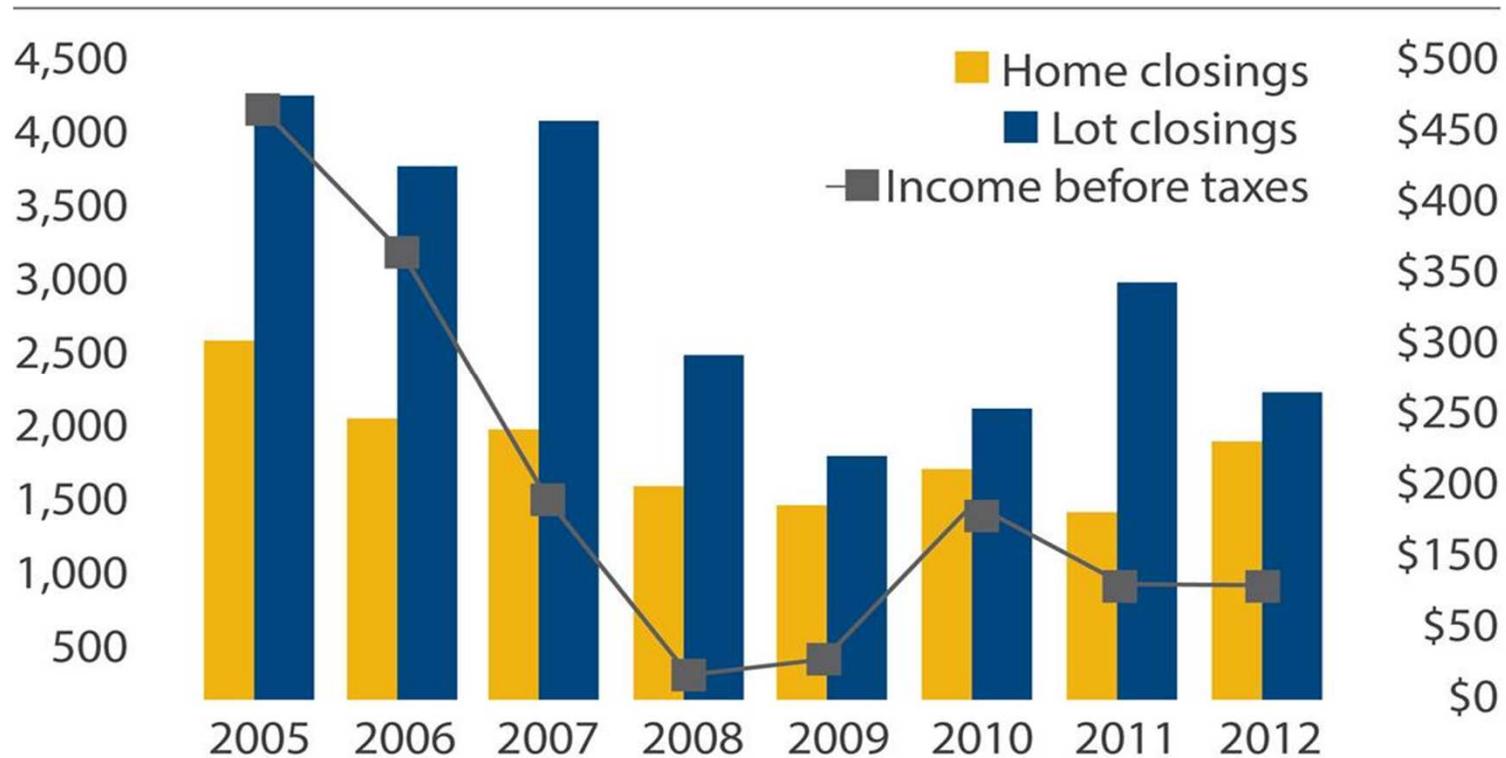
	FOR THE PERIOD ENDED JUNE 30			
	2013		2012	
	Units	\$	Units	\$
Canada	950	\$ 367	893	\$ 333
California	206	137	85	44
Central and Eastern U.S.	222	105	133	66
	1,378	609	1,111	443
Unconsolidated Entities	20	10	20	6
Total	1,398	\$ 619	1,131	\$ 449

SELECTED OPERATING INFORMATION – GROSS MARGIN

<i>(millions, except percentages)</i>	THREE MONTHS ENDED JUNE 30				SIX MONTHS ENDED JUNE 30				
	2013		2012		2013		2012		
	\$	%	\$	%	\$	%	\$	%	
LAND GROSS MARGIN									
Canada	\$ 41	41%	\$ 48	55%	\$ 69	47%	\$ 72	56%	
California	-	-	5	28%	-	-	5	28%	
Central and Eastern U.S.	-	-	(2)	-40%	-	-	(3)	-43%	
Total	\$ 41	39%	\$ 51	46%	\$ 69	44%	\$ 74	48%	
HOUSING GROSS MARGIN									
Canada	\$ 16	19%	\$ 15	17%	\$ 29	20%	\$ 29	19%	
California	16	19%	3	13%	24	19%	4	11%	
Central and Eastern U.S.	4	17%	4	15%	6	14%	5	13%	
Total	\$ 36	19%	\$ 22	16%	\$ 59	19%	\$ 38	17%	
TOTAL GROSS MARGIN									
Canada	\$ 57	31%	\$ 63	36%	\$ 98	34%	\$ 101	36%	
California	16	19%	8	19%	24	19%	9	16%	
Central and Eastern U.S.	4	13%	2	6%	6	12%	2	4%	
Total	\$ 77	26%	\$ 73	29%	\$ 128	27%	\$ 112	29%	

CONSISTENT PROFITABILITY

Profitable throughout downturn



HISTORICAL PROFORMA FINANCIAL INFORMATION

BROOKFIELD RESIDENTIAL PROPERTIES

(millions, except unit activity)

	YEAR ENDED DECEMBER 31							
	2012	2011	2010	2009	2008	2007	2006	2005
Housing Closings (units)	1,808	1,295	1,600	1,347	1,490	1,875	1,977	2,529
Land Sales (lots)	2,142	2,912	2,017	1,682	2,422	4,050	3,716	4,243
Land Sales (acres)	543	94	68	412	342	85	63	44
Revenue								
Land	\$ 622	\$ 524	\$ 355	\$ 263	\$ 389	\$ 420	\$ 318	\$ 284
Housing	718	484	599	491	638	837	957	1,251
Total Revenues	1,340	1,008	954	754	1,027	1,257	1,275	1,535
Direct cost of sales	(1,048)	(740)	(687)	(604)	(739)	(913)	(909)	(1,059)
Impairment of land inventory	-	-	-	(41)	(118)	(88)	(10)	-
Gross margin	292	268	267	109	170	256	356	476
Selling, general and administrative	(128)	(101)	(99)	(79)	(106)	(106)	(83)	(107)
Equity in earnings of unconsolidated entities	10	4	-	3	4	15	61	66
Impairment of unconsolidated entities	-	-	-	(13)	(38)	(15)	-	-
Other income / (expense)	(45)	(41)	21	16	(10)	4	18	26
Income before income taxes	\$ 129	\$ 130	\$ 189	\$ 36	\$ 20	\$ 154	\$ 352	\$ 461

* Prior to January 1, 2011, the Company's business practice in Alberta was to not transfer title on its lots sold to the homebuilder who built the home and ultimately sold the home to the consumer, but to wait and transfer title of the lot to the ultimate homebuyer at the time of the home closing. As a result of the change in business practice, 2011 revenue was higher when compared to previous and future periods. In 2011, there were non-recurring revenues and direct costs of sales due to the change in business practice. Single-family lots of 1,043 and Multi-family acres of 19 were non-recurring. This equates to \$189 million of revenues, \$140 million of direct costs of sales and \$49 million of gross margin.

HISTORICAL PROFORMA FINANCIAL INFORMATION

BPO RESIDENTIAL

(millions, except unit activity)

	YEAR ENDED DECEMBER 31				
	2009	2008	2007	2006	2005
Housing Closings (units)	648	745	1,050	818	947
Land Sales (lots)	1,213	1,806	2,722	2,882	3,001
Land Sales (acres)	412	342	85	63	44
Revenue					
Land	\$ 227	\$ 355	\$ 378	\$ 230	\$ 144
Housing	151	223	296	173	177
Total Revenues	378	578	674	403	321
Direct cost of sales	(250)	(323)	(432)	(292)	(244)
Impairment of land inventory	(17)	(3)	-	-	-
Gross margin	111	252	242	111	77
Selling, general and administrative	(27)	(37)	(37)	(24)	(17)
Equity in earnings of unconsolidated entities	2	1	2	3	1
Impairment of unconsolidated entities	-	-	-	-	-
Other income / (expense)	3	8	10	9	9
Income before income taxes	\$ 89	\$ 224	\$ 217	\$ 99	\$ 70

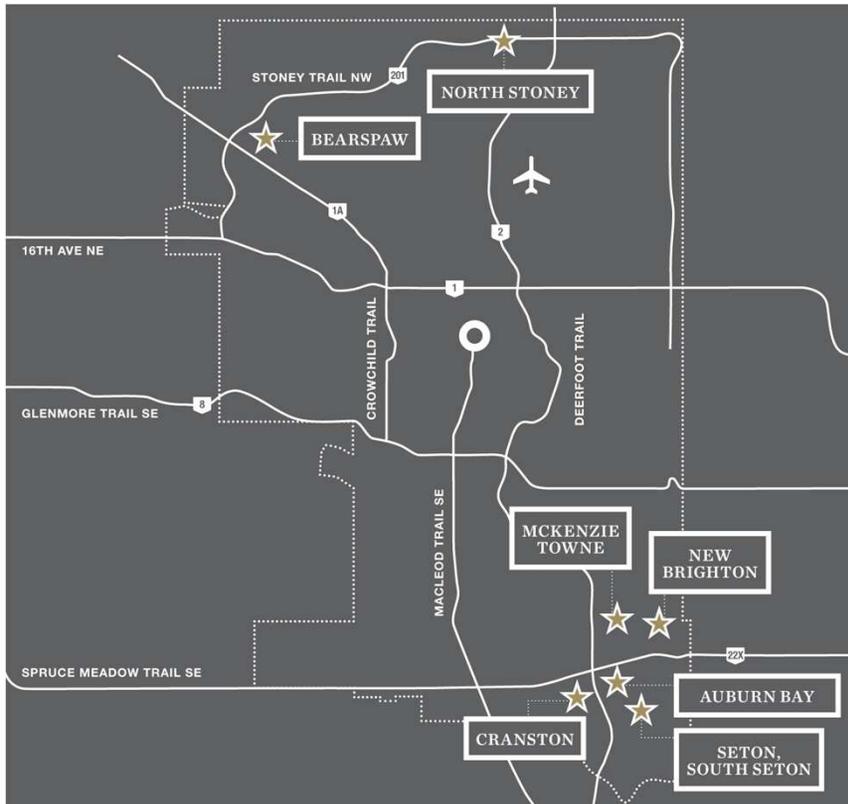
BROOKFIELD HOMES CORPORATION

Housing Closings (units)	699	745	825	1,159	1,582
Land Sales (lots)	469	616	1,328	834	1,242
Land Sales (acres)	-	-	-	-	-
Revenue					
Land	\$ 36	\$ 34	\$ 42	\$ 88	\$ 140
Housing	340	415	541	784	1,074
Total Revenues	376	449	583	872	1,214
Direct cost of sales	(354)	(416)	(481)	(617)	(815)
Impairment of land inventory	(24)	(115)	(88)	(10)	-
Gross margin	(2)	(82)	14	245	399
Selling, general and administrative	(52)	(69)	(69)	(59)	(90)
Equity in earnings of unconsolidated entities	1	3	13	58	65
Impairment of unconsolidated entities	(13)	(38)	(15)	-	-
Other income / (expense)	13	(18)	(6)	9	17
Income / (Loss) before income taxes	\$ (53)	\$ (204)	\$ (63)	\$ 253	\$ 391

OUR MARKETS

NOTE: Multi-family, industrial and commercial parcels under development have been disclosed using acres. Single family units and land held for development remain classified as lots and lot equivalents.

CALGARY, ALBERTA



28,974 LOTS
84 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 5,703 entitled
- 23,271 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Auburn Bay	1,451	1,451	–	13
Bearspaw	1,295	–	1,295	–
Cranston	2,267	2,267	–	–
McKenzie Towne	96	96	–	–
New Brighton	295	295	–	–
North Stoney	12,926	–	12,926	–
Seton	1,180	1,180	–	56
South Seton	6,395	–	6,395	–
Other	3,069	414	2,655	15

EDMONTON, ALBERTA



17,239 LOTS
**55 ACRES (MULTI-FAMILY,
 INDUSTRIAL AND
 COMMERCIAL PARCELS)**

- 10,227 entitled
- 7,012 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Chappelle Gardens	2,756	2,756	–	10
Edgemont	707	707	–	–
Ellerslie	7,012	–	7,012	–
Gateway Industrial	134	134	–	30
Lake Summerside	1,168	1,168	–	4
Orchards	2,780	2,780	–	–
Paisley	1,034	1,034	–	–
Parkland	98	98	–	–
Other	1,550	1,550	–	11

GREATER TORONTO AREA, ONTARIO

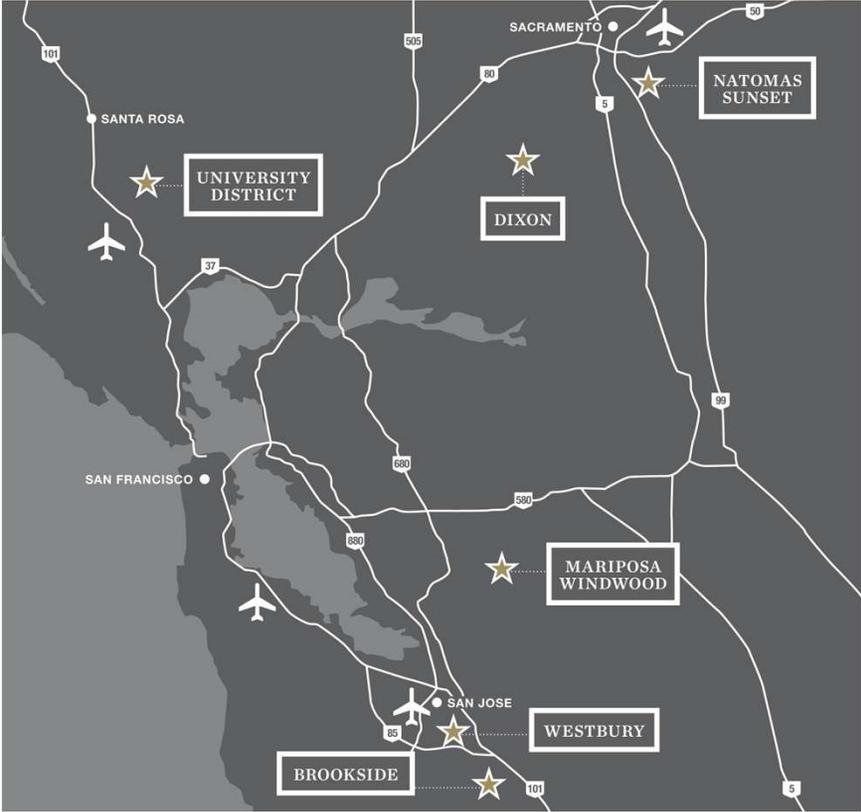


10,556 LOTS
 9 ACRES (MULTI-FAMILY,
 INDUSTRIAL AND
 COMMERCIAL PARCELS)

- 1,986 entitled
- 8,570 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Bradford	167	167	–	–
Brantford	53	53	–	–
Caledon East	225	225	–	8
Niagara-On-The-Lake	120	74	46	1
Peterborough	7,768	–	7,768	–
Other	2,223	1,467	756	–

NORTHERN CALIFORNIA



8,983 LOTS

- 2,266 entitled
- 6,717 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Brookside	89	89	–
Dixon	900	450	450
Emerson Ranch	567	–	567
Mariposa Windwood	159	159	–
Westbury	41	41	–
Natomas, Sunset	5,700	–	5,700
University District	1,454	1,454	–
Other	73	73	–

LOS ANGELES/SOUTHLAND, CALIFORNIA



4,613 LOTS

- 1,999 entitled
- 2,614 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Colony Park	17	17	-
Edenglen	210	210	-
Lake Forest	78	-	78
New Model Colony	2,753	537	2,216
Ontario Festival	54	54	-
Playa Vista	505	505	-
Rosedale	141	141	-
Other	855	535	320

SAN DIEGO/RIVERSIDE, CALIFORNIA



8,332 LOTS

- 5,522 entitled
- 2,800 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Audie Murphy, Spencer's Crossing	3,022	3,022	-
Haven	40	40	-
Palo Verde	109	109	-
Seaside Ridge	23	23	-
Sentinels	31	31	-
Other	5,097	2,297	2,800

AUSTIN, TEXAS

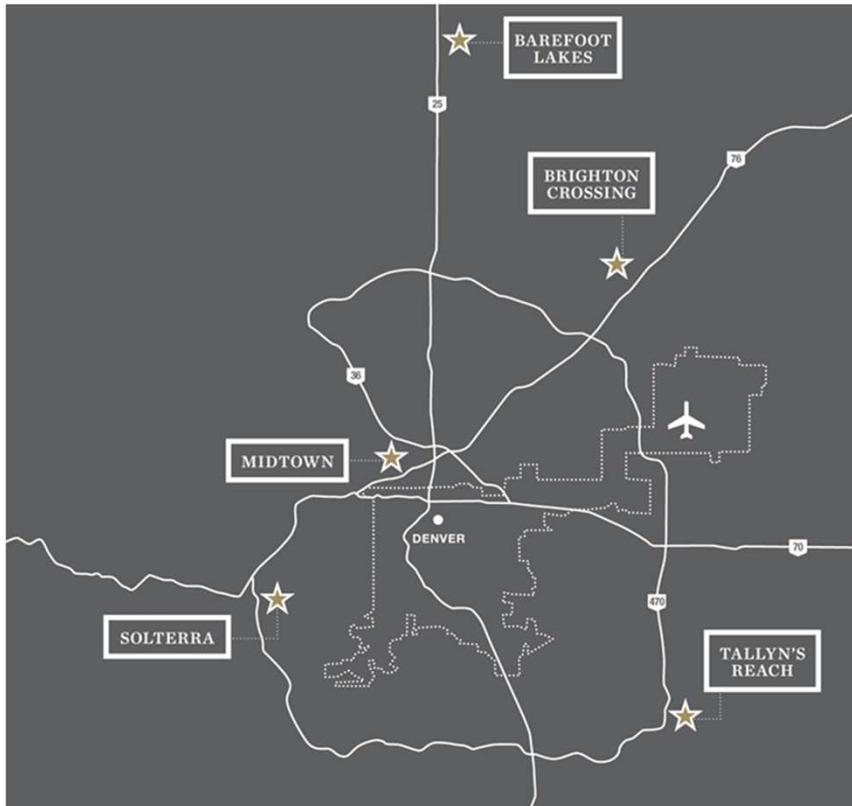


13,547 LOTS

- 5,251 entitled
- 8,296 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Addison	786	–	786
Blanco Vista	1,593	1,593	–
Easton North	5,297	–	5,297
Easton South	2,213	–	2,213
Paso Robles	3,658	3,658	–

DENVER, COLORADO



10,330 LOTS
 10 ACRES (MULTI-FAMILY,
 INDUSTRIAL AND COMMERCIAL
 PARCELS)

- 10,330 entitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Barefoot Lakes	4,053	4,053	–	–
Brighton Crossing	2,499	2,499	–	10
Midtown	573	573	–	–
Solterra	629	629	–	–
Tallyn's Reach	214	214	–	–
Other	2,362	2,362	–	–

WASHINGTON, D.C. AREA

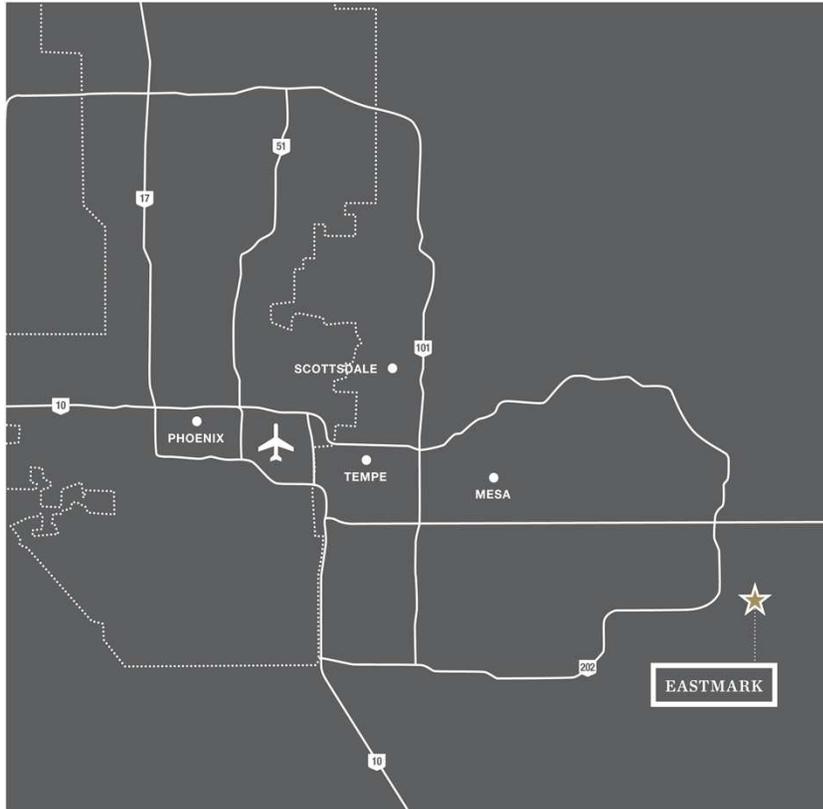


4,619 LOTS
 18 ACRES (MULTI-FAMILY,
 INDUSTRIAL AND
 COMMERCIAL PARCELS)

- 4,585 entitled
- 34 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Avendale	295	295	–	–
Brookside, Saranac	46	46	–	–
Heritage Shores	1,440	1,440	–	–
Goose Creek Preserve	231	231	–	–
Snowden Bridge	1,064	1,064	–	–
Swan Point	765	765	–	–
Waterford Manor	32	32	–	–
Woodstream	183	183	–	–
Other	563	529	34	18

PHOENIX, ARIZONA



5,500 LOTS

- 5,500 entitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Eastmark	5,500	5,500	-	-

BROOKFIELD RESIDENTIAL – SHARE INFORMATION

BROOKFIELD RESIDENTIAL TRADING STATISTICS - NEW YORK STOCK EXCHANGE		FOR THE THREE MONTHS ENDED				
<i>Source: NYSE</i>		30-JUN-13	31-MAR-13	31-DEC-12	30-SEP-12	30-JUN-12
Share Price						
High	\$	26.10	\$ 24.48	\$ 18.90	\$ 15.39	\$ 11.95
Low	\$	20.00	\$ 18.03	\$ 14.02	\$ 10.60	\$ 10.10
Close	\$	22.06	\$ 24.34	\$ 17.94	\$ 13.98	\$ 10.90
Total Volume		16,737,738	12,742,927	15,726,478	6,863,100	6,776,400

BROOKFIELD RESIDENTIAL TRADING STATISTICS - TORONTO STOCK EXCHANGE		FOR THE THREE MONTHS ENDED				
<i>Source: TSX</i>		30-JUN-13	31-MAR-13	31-DEC-12	30-SEP-12	30-JUN-12
Share Price						
High	\$	26.23	\$ 24.93	\$ 19.04	\$ 14.84	\$ 11.69
Low	\$	21.16	\$ 17.75	\$ 14.14	\$ 10.85	\$ 10.30
Close	\$	23.35	\$ 24.73	\$ 17.69	\$ 13.81	\$ 11.00
Total Volume		1,703,446	1,406,462	1,358,298	988,000	365,556

COMMON SHARES ISSUED	AS AT				
	30-JUN-13	31-MAR-13	31-DEC-12	30-SEP-12	30-JUN-12
Common shares issued	118,825,803	118,374,703	118,279,534	101,839,540	101,813,683
Unexercised options	3,920,988	4,369,127	3,284,187	3,299,485	3,814,485
Total common shares issued	122,746,791	122,743,830	121,563,721	105,139,025	105,628,168

CONVERTIBLE PREFERRED SHARES ISSUED AND OUTSTANDING	AS AT				
	30-JUN-13	31-MAR-13	31-DEC-12	30-SEP-12	30-JUN-12
Convertible preferred shares outstanding	64,161	65,246	65,286	65,286	69,261
Common share equivalent at a conversion rate of 2.731787607	175,274	178,238	178,347	178,347	189,206

BROOKFIELD RESIDENTIAL – BY THE NUMBERS

ANNOUNCEMENT OF RESULTS

2013 quarterly results are expected to be announced as noted below:

Third Quarter: November 2013
Fourth Quarter: February 2014

Brookfield Residential's press releases, unaudited interim reports and audited annual report are filed on EDGAR and SEDAR and can also be found on the Company's website at: www.brookfieldrp.com. Hard copies of the interim and annual reports can be obtained free of charge upon request

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