

# Brookfield Property Partners completes acquisition of Brookfield Office Properties

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Torys acted as counsel to Brookfield Property Partners with a team that included Karrin Powys-Lybbe, Cornell Wright, Jim Miller, Leah Frank, Matthew Murphy and Miranda Callaghan (Canadian M&A and securities), Mile Kurta, Andy Beck and Jason Zhou (U.S. M&A and securities), Corrado Cardarelli, Richard Johnson and Leila Ross (Canadian tax), David Mattingly and Jonathan Weinblatt (U.S. tax) and Lynne Lacoursière (employment).

On September 30, 2013, Brookfield Property Partners L.P. (BPY) announced its proposed offer for Brookfield Office Properties Inc. (BPO) through a tender offer for "any or all" of the common shares of BPO that it did not currently own. BPY and BPO were each listed on the Toronto and New York stock exchanges, and BPY owned common shares and preferred shares representing an aggregate voting interest of approximately 50.5% in BPO at the time it announced its proposed offer. Under the offer, each BPO shareholder would be able to elect to receive consideration per BPO common share of either 1.0 limited partnership unit of BPY or US\$19.34 in cash, subject in each case to pro-ration. Based on the trading price of BPY's limited partnership units at the time of announcement, the transaction was valued at approximately US\$5 billion.

In connection with the proposed offer, BPO formed a committee of independent directors, which retained Morgan Stanley as its exclusive financial advisor and to provide a formal valuation of BPO's common shares and BPY's limited partnership units in accordance with Canadian securities laws. Following receipt of the formal valuation of Morgan Stanley and discussions with the independent committee of BPO, BPY committed to increase the cash portion of the consideration in the proposed offer to US\$20.34 per BPO common share. On December 20, 2013, the board of directors of BPO (based on a recommendation of the independent committee) announced that it intended to unanimously recommend that shareholders of BPO tender to the increased offer.

BPY commenced the offer on February 12, 2014 and announced on March 20, 2014 that it had taken up BPO common shares representing 70.48% of the common shares held by BPO shareholders independent of BPY in the offer, bringing its ownership position in BPO to 84.44% on a fully diluted basis. On April 24, 2014, BPY and BPO entered into an agreement providing for BPY to acquire the remaining shares of BPO by way of a plan of arrangement for identical consideration as offered in the offer, subject to pro-ration. The arrangement also provided for certain actions to be taken in respect of outstanding BPO preferred shares. On June 9, 2014, BPY completed the acquisition of the remaining common shares of BPO pursuant to the plan of arrangement.

The transaction consolidated Brookfield's global office properties under the BPY platform, creating one of the largest, most globally diversified commercial property companies with approximately US\$50 billion of assets in the world's most dynamic markets.

[Brookfield Property Partners](#) is a commercial real estate owner, operator and investor operating globally.

Further information can be found on BPY's [website](#).

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