	BOARD OF ETHICS A	ND GOVERNMI	ICT OF COLUMBIA ENT ACCOUNTABILITY 1. 20001				
Ye	Year 2013 LOBBYIST ACTIVITY REPORT *						
☑ (e next page for instruc					
	MENDMENT						
Type of ReportIf you are filing a January Report, please indicate whether you in to lobby in the upcoming calendar year. If you are filing a January Report, please indicate whether you in to lobby in the upcoming calendar year.							
	DJuly						
1.	(a) Registrant's Name <u>Arent Fox LLP</u>		(b) Daytime Phone Number (202) 857-6000				
	(c) Permanent Address 1717	K Street, NW	Washington, DC 20036-5342				
		(Street Address)	(City, State, Zip Code)				
		27/4					
	(d) Temporary Address (while lobbying)	<u>N/A</u> (Street Address)	(City, State, Zip Code)				
2.	Lobbyist(s) Working for Registrant: Attach a state (a) Name Jon Bouker, Esq., Arent Fox L Address 1717 K Street, NW (Street Address) Washington, DC 20036-5342 (City, State, Zip Code) Daytime Phone Number: (202) 857-6183	<u>.LP</u> (b)	Name Address (Street Address) (City, State, Zip Code) Daytime Phone Number				
3.	Person Compensating Registrant:						
	 (a) Name <u>BREOF Holdings LLC (f/k/a Brooder Structure Structure</u>		(b) Daytime Phone Number <u>(416) 359-8538</u> Ontario M5J2T3 CANADA (City, State, Zip Code)				
4.	Terms of Compensation: (a) Hourly		(b) <u>Ongoing</u>				
- r ,	Salary		Duration of Employment				
5.			obbyist/registrant expects to lobby. Attach a Supplementa				

* REMINDER – Each new or previously registered Lobbyist must file a Lobbyist Registration Form by January 15th of each year.

6. Identify the official and title, if known, in the Executive or Legislative Branch with whom the registrant has had oral or written communication during the reporting period relating to lobbying activities, and the date that communication was made. Attach a Supplemental Sheet if additional space is needed.

Name <u>No contacts made during the reporting period.</u>	Date
Name	Date
7. Total compensation/receipts paid to the Lobbyist for lobbying during (Schedule A)	the reported period: \$0.00
8. Total of other compensation/receipts for lobbying services and compensation (Schedule A-1)	ensation paid to others: \$
9. Total amount of Loans received by the Lobbyist in connection with lo (Schedule A-2)	obbying during the reporting period: \$
10. Total receipts (Add Lines 7, 8 and 9)	\$ <u>0.00</u>
11. Total of expenditures made for purposes of lobbying during the repor (Schedule B)	ting period: \$
12. Total of other expenditures related to lobbying activities: (Schedule B-1)	\$
13. Total expenditures (Add Lines 11 and 12)	\$

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT PAGE <u>1</u> OF <u>1</u> SCHEDULE A - COMPENSATION/RECEIPTS PAID TO THE LOBBYIST FOR LOBBYING: YEAR: <u>2013</u>

Type of report: January

July

Period Covering: July 1, 2012 through _____ December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: _____ARENT FOX LLP

COMILINGATIO	WRECEIF IS FAID FO	OK LOBBAI	NG (AMOUNTS N	MAY BE ROUNDED (OFF TO WHOLE DOLLARS)	
	PLOYER'S NAME, AI				TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund) 181 Bay Street Toronto, Ontario M5J2T3 Canada (416) 359-8538						
FEES/RETAINER	COMPENSATION				_	
\$0.00	\$	\$	\$	\$	\$0.00	\$0.00
ЕМІ	PLOYER'S NAME, AD	DRESS ANI	D TELEPHONE N	UMBER	TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER COMPENSATION						
\$	\$	\$	\$	\$	-	
······		L			\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER	COMPENSATION \$		*			
• 	5	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER	COMPENSATION		Ţ	r		
\$	\$	\$	\$	\$		
					\$	\$
	ΤΟΤΑ	AL RECEII (CARRY	PTS RECEIVED	FOR LOBBYING ARD TO LINE 7)	\$0.00	\$0.00

□ IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET (SEE NEXT PAGE FOR INSTRUCTIONS)

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT PAGE __ OF __ SCHEDULE A-1 – LOBBYIST COMPENSATION/RECEIPTS RECEIVED FOR LOBBYIST SERVICES AND COMPENSATION PAID TO OTHERS: YEAR: 2013

Type of report: **January**

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: _____ ARENT FOX LLP

OTHER COMPENSATION/RECEIPTS RECEIVED BY THE LOBBYIST AND/OR LOBBYIST EMPLOYEE AND PAID BY THE COMPENSATING REGISTRANT FOR ACTIVITIES RELATIVE TO LOBBYIST ACTIVITIES IN THE DISTRICT TOTAL THIS CUMULATIVE EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER PERIOD TOTAL **ADVERTISING &** PERSONAL TRAVEL COMPENSATION OFFICE EXPENSES PUBLICATION EXPENSES **EXPENSES** TO OTHER OTHER EXPENSES EXP \$ \$ \$ \$ \$ \$ \$ \$ TOTAL THIS **CUMULATIVE** EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER PERIOD TOTAL **ADVERTISING &** PERSONAL TRAVEL COMPENSATION OFFICE EXPENSES PUBLICATION EXPENSES **EXPENSES** TO OTHER OTHER EXPENSES EXP \$ \$ \$ \$ \$ \$ \$ \$ TOTAL THIS **CUMULATIVE EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER** PERIOD TOTAL ADVERTISING & PERSONAL TRAVEL COMPENSATION OFFICE EXPENSES PUBLICATION EXPENSES EXPENSES TO OTHER OTHER EXPENSES EXP \$ \$ \$ \$ \$ \$ \$ \$ TOTAL THIS **CUMULATIVE** EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER PERIOD TOTAL ADVERTISING & PERSONAL TRAVEL COMPENSATION OFFICE EXPENSES PUBLICATION EXPENSES EXPENSES TO OTHER OTHER EXPENSES EXP \$ \$ \$ \$ \$ \$ \$ \$ TOTAL OTHER COMPENSATION/RECEIPTS RECEIVED FOR LOBBYING \$ \$ (CARRY TOTAL FORWARD TO LINE 8)

□ IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET A-1 (SEE NEXT PAGE FOR INSTRUCTIONS)

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY LOBBYIST/EMPLOYEE LOBBYIST'S ACTIVITY REPORT PAGE 1 OF 1

SCHEDULE A-2 – LOANS RECEIVED BY THE LOBBYIST:

YEAR: <u>2013</u>

Type of report: 🗹 January

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/EMPLOYEE LOBBYIST'S NAME:

ARENT FOX LLP

LOANS RE	CEIVED IN CONN	ECTION WITH LO	BBYING ACTI	VITY		
	EMPLOYER'S NA	AME, ADDRESS AI	ND TELEPHON	TOTAL LOANS THIS PERIOD	CUMULATIVE LOAN TOTAL	
- <u></u>						
LOAN \$	\$	\$	\$	\$		
	φ.	J	Ψ	Φ	\$	\$
	EMPLOYER'S NA	AME, ADDRESS AI	ND TELEPHON	E NUMBER	TOTAL LOANS THIS PERIOD	CUMULATIVE LOAN TOTAL
			<u></u>			
LOAN						
\$	\$	\$	\$	\$	\$	\$
	EMPLOYER'S NA	AME, ADDRESS AI	ND TELEPHON	IE NUMBER	TOTAL LOANS THIS PERIOD	CUMULATIVE LOAN TOTAL
LOAN						
\$	\$	\$	\$	\$	\$	\$
	EMPLOYER'S NA	AME, ADDRESS AN	ND TELEPHON	IE NUMBER	TOTAL LOANS THIS PERIOD	CUMULATIVE LOAN TOTAL
1						
LOAN						
\$	\$	\$	\$	\$	\$	\$
L	TOTALLO	ANS RECEIVED	FOR THIE P	ERIOD		
		TOTAL FORW		\$	\$	

[□] IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET (SEE REVERSE SIDE FOR INSTRUCTIONS)

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY COMPENSATING REGISTRANT'S ACTIVITY REPORT Page 1 of 1 SCHEDULE B – EXPENDITURES PAID BY COMPENSATING REGISTRANT TO THE LOBBYIST

YEAR: <u>2013</u>

Type of report: **January**

Period Covering: July 1, 2012 through December 31, 2012

COMPENSATING REGISTRANT'S NAME: _

ARENT FOX LLP

PAYMENTS MADE IN CONNECTION WITH LOBBYING ACTIVITIES

ACTIVITY EXPENSES INCURRED, OR PAID BY THE COMPENSATING REGISTRANT TO THE LOBBYING AND/OR IN-HOUSE EMPLOYEE LOBBYIST FOR ACTIVITIES RELATIVE TO LOBBYING ACTIVITIES IN THE DISTRICT OF COLUMBIA.

			Y	T THE REAL PROPERTY AND INCOME.
DATE	NAME AND ADDRESS OF PAYEE	PURPOSE OF COMPENSATION	TOTAL THIS PERIOD	CUMULATIVE TOTAL
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
			\$	\$
	TOTAL	EXPENDITIDED DATE FOR LODDANG		1

TOTAL EXPENDITURES PAID FOR LOBBYING (CARRY TOTAL FORWARD TO LINE 11)

□ IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET (SEE REVERSE SIDE FOR INSTRUCTIONS) \$

\$

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY LOBBYIST/COMPENSATING REGISTRANT'S ACTIVITY REPORT Page <u>1</u> of <u>1</u> SCHEDULE B-1 - OTHER EXPENDITURES

YEAR: 2013

Type of report: Danuary

Period Covering: July 1, 2012 through December 31, 2012

COMPENSATING REGISTRANT'S NAME: _____

ARENT FOX LLP

OTHER ACTIVITY EXPENSES INCURRED, OR PAID BY THE COMPENSATING REGISTRANT TO THE LOBBYIST AND/OR IN-HOUSE EMPLOYEE LOBBYIST FOR ACTIVITIES RELATIVE TO LOBBYING ACTIVITIES IN THE DISTRICT.

DATE	NAME OF RECIPIENT	DESCRIPTION OF CONSIDERATION	TYPE OF COMPENSATION PAID (loans, contribution, gift, honoraria, etc.)	TOTAL PAYMENT	
				\$	
				\$	
				¢	
				\$	
				\$	
				\$	
				Ψ	
				\$	
				\$	
				\$	
	TOTAL OTHER EXPENDITURES PAID FOR LOBBYING (CARRY TOTAL FORWARD TO LINE 12) \$ \$				

□ IF MORE SPACE IS NEEDED, CHECK BOX AND ATTACH SUPPLEMENTAL SHEET TO SCHEDULE B-1

☑ IF YOU HAVE NOT PAID, INCURRED, OR ARRANGED ANY OTHER ACTIVITY EXPENSES DURING THE PERIOD, CHECK THE BOX TO INDICATE THAT YOU HAVE NOTHING TO REPORT

BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY LOBBYIST ACTIVITY REPORT

SCHEDULE C

YEAR <u>2013</u>

(See reverse side for instructions)

Type of report: 🗹 January

Period Covering: July 1, 2012 through December 31, 2012

LOBBYIST/COMPENSATING'S REGISTRANT'S NAME: <u>ARENT FOX LLP</u>

DATE	NAME	NATURE OF EMPLOYMENT WITH REGISTRANT
	I	

I, the undersigned, declare under oath and on penalty of perjury that the statements contained on this Lobbyist Activity Report are to the best of my knowledge, true, correct, and complete.

Signature of Registrant (or, if not an individual, an authorized officer or agent* of registrant must sign).

*The lobbyist retained by contract to provide lobbying services may not sign on behalf of the compensating registrant.

Subscribed and sworn to before me on this _	8th day of January, Jos.
,	Carmen D. Zollman

Notary Public

My Commission Expires: 12/14/14

