

**GOVERNMENT OF THE DISTRICT OF COLUMBIA
BOARD OF ETHICS AND GOVERNMENT ACCOUNTABILITY
WASHINGTON, D.C. 20001**

Year 2013

LOBBYIST ACTIVITY REPORT *

ORIGINAL

(See next page for instructions)

ID# _____

AMENDMENT

Type of Report January

If you are filing a January Report, please indicate whether you intend to lobby in the upcoming calendar year. Yes No

July

1. (a) Registrant's Name Arent Fox LLP (b) Daytime Phone Number (202) 857-6000

(c) Permanent Address 1717 K Street, NW Washington, DC 20036-5342
(Street Address) (City, State, Zip Code)

(d) Temporary Address (while lobbying) N/A
(Street Address) (City, State, Zip Code)

2. Lobbyist(s) Working for Registrant: Attach a Supplemental Sheet if additional space is needed.

(a) Name Jon Bouker, Esq., Arent Fox LLP (b) Name _____

Address 1717 K Street, NW Address _____
(Street Address) (Street Address)

Washington, DC 20036-5342 _____
(City, State, Zip Code) (City, State, Zip Code)

Daytime Phone Number: (202) 857-6183 Daytime Phone Number _____

3. Person Compensating Registrant:

(a) Name BREOF Holdings LLC (f/k/a Brookfield Real Estate Opportunity Fund) (b) Daytime Phone Number (416) 359-8538

(c) Address 181 Bay Street Toronto, Ontario M5J2T3 CANADA
(Street Address) (City, State, Zip Code)

(d) Nature of Business Real Estate

4. Terms of Compensation: (a) Hourly (b) Ongoing
Salary Duration of Employment

5. Identify matter(s) by subject and formal designation on which the lobbyist/registrant expects to lobby. Attach a Supplemental Sheet if additional space is needed.

District utilization of BREOF properties.

* 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	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____
Name	_____	Date	_____

- 7. Total compensation/receipts paid to the Lobbyist for lobbying during the reported period: \$0.00
(Schedule A)
- 8. Total of other compensation/receipts for lobbying services and compensation paid to others: \$ _____
(Schedule A-1)
- 9. Total amount of Loans received by the Lobbyist in connection with lobbying during the reporting period: \$ _____
(Schedule A-2)
- 10. Total receipts (Add Lines 7, 8 and 9) \$0.00
- 11. Total of expenditures made for purposes of lobbying during the reporting period: \$ _____
(Schedule B)
- 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 1 OF 1
 SCHEDULE A - COMPENSATION/RECEIPTS PAID TO THE LOBBYIST
 FOR LOBBYING: YEAR: 2013**

Type of report: January July

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

LOBBYIST/EMPLOYEE LOBBYIST'S NAME: ARENT FOX LLP

COMPENSATION/RECEIPTS PAID FOR LOBBYING (AMOUNTS MAY BE ROUNDED OFF TO WHOLE DOLLARS)						
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					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
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER					TOTAL THIS PERIOD (FEES/COMPENSATION)	CUMULATIVE TOTAL (FEES/COMPENSATION)
FEES/RETAINER	COMPENSATION					
\$	\$	\$	\$	\$	\$	\$
TOTAL RECEIPTS RECEIVED FOR LOBBYING (CARRY TOTAL FORWARD 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 July

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 PERIOD	CUMULATIVE TOTAL
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER							
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER							
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER							
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
EMPLOYER'S NAME, ADDRESS AND TELEPHONE NUMBER							
OFFICE EXPENSES	ADVERTISING & PUBLICATION EXP	PERSONAL EXPENSES	TRAVEL EXPENSES	COMPENSATION TO OTHER	OTHER EXPENSES		
\$	\$	\$	\$	\$	\$	\$	\$
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 ACTIVITY REPORT

SCHEDULE C

YEAR 2013

(See reverse side for instructions)

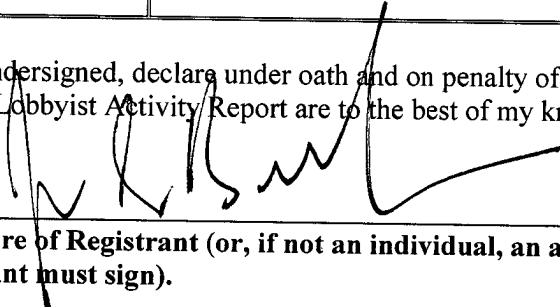
Type of report: January July

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

LOBBYIST/COMPENSATING'S REGISTRANT'S NAME: ARENT FOX LLP

DATE	NAME	NATURE OF EMPLOYMENT WITH REGISTRANT

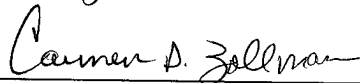
I, the undersigned, declare under oath and on penalty of perjury that the statements contained on this Lobbyist Activity Report are to the best of my knowledge, true, correct, and complete.



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, 2013.



Notary Public

My Commission Expires: 12/14/16

