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BROOKFIELD ASSET MANAGEMENT INC.
Form 13F-HR
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F-HR

FORM 13F-HR COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment ; Amendment Number: -----

This Amendment (Check only one): is a restatement
 adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: Brookfield Asset Management Inc.
Address: Brookfield Place
181 Bay Street, Suite 300
Toronto, Ontario M5J 2T3

Form 13F File Number: 028-14349

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: A.J. Silber
Title: Vice President, Legal Affairs
Phone: 416-417-7272

Signature, Place, and Date of Signing:

| | | |
|-----------------|-------------|---------|
| /s/ A.J. Silber | Toronto, CA | 2/14/13 |
| ----- | ----- | ----- |
| [Signature] | [Place] | [Date] |

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 182
 Form 13F Information Table Value Total: 15811370

 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | 13F File Number | Name |
|-----|-----------------|---|
| (1) | 028-13826 | Brookfield Investment Management Inc. |
| (2) | 028-14362 | Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP |

Brookfield Asset Management Inc.
 FORM 13F
 As of December 31, 2012

| Name of Issuer | Title of class | CUSIP | (x\$1000) | Prn Amt | Prn | Call | Discretn | M |
|-----------------------------|----------------|-----------|-----------|---------|-----|------|----------|---|
| ACCESS MIDSTREAM PARTNERS L | UNIT | 00434L109 | 19189 | 572134 | SH | | Defined | |
| AK STL HLDG CORP | COM | 001547108 | 1380 | 300000 | SH | | Defined | |
| ALON USA PARTNERS LP | UT LTDPART | | | | | | | |
| | INT | 02052T109 | 602 | 25000 | SH | | Defined | |
| ALTRIA GROUP INC. | COM | 02209S103 | 286 | 9100 | SH | | Defined | |
| AMERICAN TOWER CORP NEW | COM | 03027X100 | 96566 | 1249724 | SH | | Defined | |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 667 | 15450 | SH | | Defined | |
| AT&T INC | COM | 00206R102 | 576 | 17100 | SH | | Defined | |
| AUTOZONE INC | COM | 053332102 | 285 | 805 | SH | | Defined | |
| AV HOMES INC | COM | 00234P102 | 14540 | 1022513 | SH | | Defined | |
| AVALONBAY CMNTYS INC | COM | 053484101 | 44501 | 328200 | SH | | Defined | |
| B&G FOODS INC NEW | COM | 05508R106 | 566 | 20000 | SH | | Defined | |
| BABCOCK & WILCOX CO NEW | COM | 05615F102 | 517 | 19732 | SH | | Defined | |
| BANK OF AMERICA CORP | *W EXP | | | | | | | |
| | 01/16/201 | 060505153 | 347 | 450000 | SH | | Defined | |
| BANK OF AMERICA CORP | COM | 060505104 | 65057 | 5603500 | SH | | Defined | |
| BANK OF MONTREAL QUE | COM | 063671101 | 215 | 3500 | SH | | Defined | |
| BANK OF NOVA SCOTIA HALIFAX | COM | 064149107 | 203 | 3500 | SH | | Defined | |
| BEAZER HOMES USA INC | COM NEW | 07556Q881 | 32149 | 1903430 | SH | | Defined | |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 709 | 7900 | SH | | Defined | |
| BLACKSTONE GROUP LP | COM UNIT | | | | | | | |
| | LTD | 09253U108 | 14973 | 960400 | SH | | Defined | |
| BOARDWALK PIPELINE PARTNERS | UT LTD | | | | | | | |
| PARTNERS | PARTNER | 096627104 | 4714 | 189300 | SH | | Defined | |

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| | | | | | | | |
|---------------------------------|-----------|-----------|---------|-----------|----|---------|--|
| BRANDYWINE RLTY TR | SH BEN | | | | | | |
| | INT NEW | 105368203 | 17506 | 1436094 | SH | Defined | |
| BRE PROPERTIES INC | CL A | 05564E106 | 26706 | 525400 | SH | Defined | |
| BREITBURN ENERGY PARTNERS LP | COM UT | | | | | | |
| | LTD PTN | 106776107 | 241 | 13075 | SH | Defined | |
| BROOKDALE SENIOR LIVING INC | COM | 112463104 | 51597 | 2037795 | SH | Defined | |
| BROOKDALE SR LIVING INC | COM | 112463104 | 1570 | 62000 | SH | Defined | |
| BROOKFIELD CDA OFFICE PPTYS | TR UNIT | 112823109 | 1027 | 34900 | SH | Defined | |
| BROOKFIELD INFRAST PARTNERS | LP INT | | | | | | |
| | UNIT | G16252101 | 1725 | 48930 | SH | Defined | |
| BROOKFIELD OFFICE PPTYS INC | COM | 112900105 | 4199266 | 249362561 | SH | Defined | |
| BROOKFIELD RESIDENTIAL PPTYS | COM | 11283W104 | 1318466 | 73493112 | SH | Defined | |
| BROOKFIELD RESIDENTIAL PROPERT | COM | 11283W104 | 8742 | 487290 | SH | Defined | |
| CANADIAN NAT RES LTD | COM | 136385101 | 173 | 6000 | SH | Defined | |
| CATAMARAN CORP | COM | 148887102 | 5220 | 110710 | SH | Defined | |
| CELESTICA INC | SUB VTG | | | | | | |
| | SHS | 15101Q108 | 6728 | 827132 | SH | Defined | |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 3848 | 199900 | SH | Defined | |
| CENTURYLINK INC | COM | 156700106 | 372 | 9500 | SH | Defined | |
| CGI GROUP INC | CL A SUB | | | | | | |
| | VTG | 39945C109 | 20010 | 869031 | SH | Defined | |
| CITIGROUP INC | COM NEW | 172967424 | 49488 | 1250950 | SH | Defined | |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 1292 | 33500 | SH | Defined | |
| CND IMPERIAL BANK OF COMMERCE | COM | 136069101 | 185 | 2300 | SH | Defined | |
| COLONY FINL INC | COM | 19624R106 | 7461 | 382600 | SH | Defined | |
| COMMONWEALTH REIT | 6.50% | | | | | | |
| | PFD CUM | | | | | | |
| | CO | 203233408 | 3455 | 149700 | SH | Defined | |
| CONSOLIDATED TOMOKA LAND CO | COM | 210226106 | 6101 | 196743 | SH | Defined | |
| COOPER COS INC | COM NEW | 216648402 | 231 | 2500 | SH | Defined | |
| COREENERGY INFRASTRUCTURE TRUST | COM | 21870U205 | 2713 | 450000 | SH | Defined | |
| CORPORATE OFFICE PROPERTIES TR | SH BEN | | | | | | |
| | INT | 22002T108 | 35765 | 1431745 | SH | Defined | |
| CROWN CASTLE INTL CORP | COM | 228227104 | 67278 | 932346 | SH | Defined | |
| DDR CORP | COM | 23317H102 | 41504 | 2650311 | SH | Defined | |
| DIANA SHIPPING INC | COM | Y2066G104 | 365 | 50000 | SH | Defined | |
| DIGITAL RLTY TR INC | COM | 253868103 | 13442 | 198000 | SH | Defined | |
| DUNKIN' BRANDS GROUP INC | COM | 265504100 | 455 | 13700 | SH | Defined | |
| DUPONT FABROS TECHNOLOGY INC | COM | 26613Q106 | 26695 | 1104934 | SH | Defined | |
| E-HOUSE CHINA HLDGS LTD | ADR | 26852W103 | 8959 | 2185171 | SH | Defined | |
| ENBRIDGE ENERGY MANAGEMENT L | SH UNITS | | | | | | |
| | LLI | 29250X103 | 3000 | 103855 | SH | Defined | |
| ENBRIDGE ENERGY PARTNERS L P | COM | 29250R106 | 2126 | 76200 | SH | Defined | |
| ENBRIDGE INC | COM | 29250N105 | 99727 | 2306168 | SH | Defined | |
| ENDEAVOUR SILVER CORP | COM | 29258Y103 | 6018 | 761586 | SH | Defined | |
| ENERGY TRANSFER EQUITY L P | COM UT | | | | | | |
| | LTD PTN | 29273V100 | 18385 | 404241 | SH | Defined | |
| ENTERPRISE PRODS PARTNERS LP | COM | 293792107 | 20775 | 414841 | SH | Defined | |
| EPR PPTYS | PFD C | | | | | | |
| | CNV 5.75% | 26884U208 | 8018 | 365300 | SH | Defined | |
| EPR PPTYS | CONC PFD | | | | | | |
| | 9% SR E | 26884U307 | 7914 | 266898 | SH | Defined | |
| EQT MIDSTREAM PARTNERS LP | UNIT LTD | | | | | | |
| | PARTN | 26885B100 | 9532 | 306000 | SH | Defined | |
| EQUITY LIFESTYLE PROPERTIES IN | COM | 29472R108 | 19480 | 289500 | SH | Defined | |

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|------------------------------|-----------|-----------|---------|-----------|----|---------|
| EQUITY RESIDENTIAL | SH BEN | | | | | |
| | INT | 29476L107 | 31531 | 556400 | SH | Defined |
| ESSEX PROPERTY TRUST INC | COM | 297178105 | 15501 | 105700 | SH | Defined |
| EXTERRAN PARTNERS LP | COM UNITS | 30225N105 | 6533 | 322300 | SH | Defined |
| FAMILY DLR STORES INC | COM | 307000109 | 526 | 8300 | SH | Defined |
| FIRST INDUSTRIAL REALTY TRUS | COM | 32054K103 | 6643 | 471830 | SH | Defined |
| FIRSTSERVICE CORP | SUB VTG | | | | | |
| | SH | 33761N109 | 6537 | 230972 | SH | Defined |
| FISERV INC | COM | 337738108 | 680 | 8600 | SH | Defined |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 411 | 96075 | SH | Defined |
| GENERAL ELECTRIC COMPANY | COM | 369604103 | 317 | 15100 | SH | Defined |
| GENERAL GROWTH PTYS INC NEW | COM | 370023103 | 7099606 | 357662764 | SH | Defined |
| GENERAL MOTORS CO | *W EXP | | | | | |
| | 07/10/201 | 37045V126 | 543 | 43447 | SH | Defined |
| GENERAL MOTORS CO | *WEXP | | | | | |
| | 07/10/201 | 37045V118 | 847 | 43447 | SH | Defined |
| GENERAL MOTORS CO | COM | 37045V100 | 18813 | 652564 | SH | Defined |
| GENERAL MOTORS CO | W EXP | | | | | |
| | 07/10/201 | 37045V126 | 749 | 60000 | SH | Defined |
| GRAINGER W W INC | COM | 384802104 | 735 | 3630 | SH | Defined |
| HEALTH CARE REIT INC | COM | 42217K106 | 9182 | 149813 | SH | Defined |
| HI-CRUSH PARTNERS LP | COM UNIT | | | | | |
| | LTD | 428337109 | 3597 | 238400 | SH | Defined |
| HOWARD HUGHES CORP | COM | 44267D107 | 252890 | 3463291 | SH | Defined |
| HUNTSMAN CORP | COM | 447011107 | 2301 | 144871 | SH | Defined |
| HYATT HOTELS CORP | COM CL A | 448579102 | 7988 | 207100 | SH | Defined |
| INERGY L P | UNIT LTD | | | | | |
| | PTNR | 456615103 | 17955 | 987057 | SH | Defined |
| INVESTORS REAL ESTATE TR | SH BEN | | | | | |
| | INT | 461730103 | 4523 | 518076 | SH | Defined |
| IRON MTN INC | COM | 462846106 | 47114 | 1517350 | SH | Defined |
| IRSA INVERSIONES Y REP S A | GLOBL | | | | | |
| | DEP RCPT | 450047204 | 921 | 132127 | SH | Defined |
| ISHARES TR | CORE S&P | | | | | |
| | MCP ETF | 464287507 | 2790 | 27433 | SH | Defined |
| ISHARES TR | CORE | | | | | |
| | S&P500 | | | | | |
| | ETF | 464287200 | 2234 | 15607 | SH | Defined |
| ISHARES TR | MSCI | | | | | |
| | EAFE | | | | | |
| | INDEX | 464287465 | 1344 | 23640 | SH | Defined |
| ISHARES TR | MSCI | | | | | |
| | EMERG MKT | 464287234 | 924 | 20825 | SH | Defined |
| ISHARES TR | MSCI GRW | | | | | |
| | IDX | 464288885 | 242 | 4037 | SH | Defined |
| ISHARES TR | MSCI VAL | | | | | |
| | IDX | 464288877 | 229 | 4699 | SH | Defined |
| ISHARES TR | RUSSELL | | | | | |
| | 1000 | 464287622 | 1471 | 18582 | SH | Defined |
| ISHARES TR | S&P 500 | | | | | |
| | VALUE | 464287408 | 604 | 9103 | SH | Defined |
| ISHARES TR | S&P SMCP | | | | | |
| | GROW | 464287887 | 1613 | 19199 | SH | Defined |
| ISHARES TR | S&P | | | | | |
| | SMLCP | | | | | |
| | VALU | 464287879 | 1551 | 19167 | SH | Defined |
| ISHARES TR | S&P500 | | | | | |
| | GRW | 464287309 | 913 | 12059 | SH | Defined |
| ISTAR FINL INC | COM | 45031U101 | 14672 | 1800200 | SH | Defined |
| JPMORGAN CHASE & CO | COM | 46625H100 | 32119 | 730500 | SH | Defined |
| JPMORGAN CHASE & CO | *W EXP | | | | | |
| | 10/28/201 | 46634E114 | 1186 | 100000 | SH | Defined |

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|--------------------------------|-----------|-----------|--------|----------|----|---------|
| JUST ENERGY GROUP INC | COM | 48213W101 | 320 | 33368 | SH | Defined |
| KILROY RLTY CORP | COM | 49427F108 | 31743 | 670100 | SH | Defined |
| KINDER MORGAN INC | COM | 49456B101 | 77420 | 2191332 | SH | Defined |
| KINDER MORGAN INC | *W EXP | | | | | |
| | 05/25/201 | 49456B119 | 172 | 45376 | SH | Defined |
| KINDER MORGAN MANAGEMENT LLC | SHS | 49455U100 | 10194 | 135095 | SH | Defined |
| LEAR CORP | COM NEW | 521865204 | 1015 | 21660 | SH | Defined |
| LENNAR CORP | CL A | 526057104 | 3244 | 83900 | SH | Defined |
| LIBERTY PROPERTY TRUST | SH BEN | | | | | |
| | INT | 531172104 | 29405 | 822069 | SH | Defined |
| LOWE'S COMPANIES INC | COM | 548661107 | 1474 | 41500 | SH | Defined |
| MACERICH CO | COM | 554382101 | 23524 | 403500 | SH | Defined |
| MARKWEST ENERGY PARTNERS L P | UNIT LTD | | | | | |
| | PARTN | 570759100 | 14703 | 288244 | SH | Defined |
| MCDONALDS CORP | COM | 580135101 | 1599 | 18125 | SH | Defined |
| MGM RESORTS INTERNATIONAL | COM | 552953101 | 9602 | 824900 | SH | Defined |
| MICROSOFT CORP | COM | 594918104 | 1119 | 41900 | SH | Defined |
| MITEL NETWORKS CORP | COM | 60671Q104 | 292 | 93000 | SH | Defined |
| MONDELEZ INTL INC | CL A | 609207105 | 354 | 13900 | SH | Defined |
| MPLX LP | COM UNIT | | | | | |
| | REP LTD | 55336V100 | 11442 | 366849 | SH | Defined |
| NATIONAL GRID PLC | SPON ADR | | | | | |
| | NEW | 636274300 | 8903 | 155000 | SH | Defined |
| NEW GOLD INC CDA | COM | 644535106 | 12223 | 1110196 | SH | Defined |
| NEWFIELD EXPL CO | COM | 651290108 | 656 | 24500 | SH | Defined |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 27581 | 446000 | SH | Defined |
| NORTH AMERN ENERGY PARTNERS | COM | 656844107 | 2399 | 705698 | SH | Defined |
| NORTHEAST UTILITIES | COM | 664397106 | 36185 | 925916 | SH | Defined |
| NUSTAR ENERGY LP | UNIT COM | 67058H102 | 6147 | 144700 | SH | Defined |
| NUSTAR GP HOLDINGS LLC | UNIT | | | | | |
| | RESTG LLC | 67059L102 | 2894 | 104500 | SH | Defined |
| ONEOK INC | COM | 682680103 | 41433 | 969183 | SH | Defined |
| OPEN TEXT CORP | COM | 683715106 | 19926 | 357070 | SH | Defined |
| ORACLE CORPORATION | COM | 68389X105 | 353 | 10600 | SH | Defined |
| PAA NAT GAS STORAGE L P | COM UNIT | | | | | |
| | LTD | 693139107 | 3339 | 175300 | SH | Defined |
| PARKWAY PPTYS INC | COM | 70159Q104 | 10502 | 750700 | SH | Defined |
| PEBBLEBROOK HOTEL TR | COM | 70509V100 | 14338 | 620700 | SH | Defined |
| PEMBINA PIPELINE CORP | COM | 706327103 | 31764 | 1109732 | SH | Defined |
| PFIZER INC | COM | 717081103 | 331 | 13200 | SH | Defined |
| PG&E CORP | COM | 69331C108 | 56879 | 1415600 | SH | Defined |
| PUBLIC STORAGE | COM | 74460D109 | 84048 | 579802 | SH | Defined |
| RAMCO-GERSHENSON PPTYD TR | PERP | | | | | |
| | PFD-D CV | 751452608 | 2196 | 40700 | SH | Defined |
| RAYONIER INC | COM | 754907103 | 20506 | 395631 | SH | Defined |
| ROCKWELL COLLINS INC | COM | 774341101 | 268 | 4600 | SH | Defined |
| ROUSE PROPERTIES, INC | COM | 779287101 | 449744 | 26580603 | SH | Defined |
| ROYAL BANK OF CDA MONTREAL QUE | COM | 780087102 | 868 | 14400 | SH | Defined |
| SALLY BEAUTY HOLDINGS INC | COM | 79546E104 | 212 | 9000 | SH | Defined |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 47136 | 663700 | SH | Defined |
| SEMPRA ENERGY | COM | 816851109 | 57612 | 812124 | SH | Defined |
| SILVER BAY RLTY TR CORP | COM | 82735Q102 | 4707 | 250000 | SH | Defined |
| SILVER STD RES INC | COM | 82823L106 | 5071 | 339289 | SH | Defined |
| SIMON PPTY GROUP INC | COM | 828806109 | 91063 | 576019 | SH | Defined |
| SL GREEN RLTY CORP | COM | 78440X101 | 33331 | 434851 | SH | Defined |

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|-------------------------------|-----------|-----------|-------|---------|----|---------|--|
| SOUTHCROSS ENERGY PARTNERS L | COM UNIT | | | | | | |
| | LTDPT | 84130C100 | 2175 | 92100 | SH | Defined | |
| SOUTHERN COMPANY | COM | 842587107 | 1479 | 34550 | SH | Defined | |
| SOUTHWEST GAS CORP | COM | 844895102 | 23065 | 543849 | SH | Defined | |
| SOVRAN SELF STORAGE INC | COM | 84610H108 | 17593 | 283300 | SH | Defined | |
| SPDR S&P MIDCAP 400 ETF TRUST | UTSER1 | | | | | | |
| | S&PDCRP | 78467Y107 | 2905 | 15640 | SH | Defined | |
| SPDR TRUST SERIES I | TR UNIT | 78462F103 | 2457 | 17252 | SH | Defined | |
| SPECTRA ENERGY CORP | COM | 847560109 | 62708 | 2290265 | SH | Defined | |
| SUMMIT MIDSTREAM PARTNERS LP | COM UNIT | | | | | | |
| | LTD | 866142102 | 4321 | 217900 | SH | Defined | |
| SUN LIFE FINANCIAL INC | COM | 866796105 | 5039 | 191100 | SH | Defined | |
| SUNOCO LOGISTICS PRTRNS LP | COM UNITS | 86764L108 | 18281 | 367604 | SH | Defined | |
| SUNSTONE HOTEL INVS INC NEW | CV 8% | | | | | | |
| | CUM PFD-D | 867892507 | 207 | 8100 | SH | Defined | |
| TAHOE RES INC | COM | 873868103 | 17596 | 963800 | SH | Defined | |
| TARGA RESOURCES CORP | COM | 87612G101 | 19382 | 366800 | SH | Defined | |
| TECK COMINCO LIMITED | CL B | 878742204 | 2646 | 72800 | SH | Defined | |
| TECUMSEH PRODS CO | CL B | 878895101 | 2300 | 500000 | SH | Defined | |
| TESORO LOGISTICS LP | COM UNIT | | | | | | |
| | LP | 88160T107 | 920 | 21000 | SH | Defined | |
| TOLL BROTHERS INC | COM | 889478103 | 28502 | 881600 | SH | Defined | |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 363 | 4300 | SH | Defined | |
| TRANSCANADA CORP | COM | 89353D107 | 89357 | 1890580 | SH | Defined | |
| TRW AUTOMOTIVE HLDGS CORP | COM | 87264S106 | 5709 | 106500 | SH | Defined | |
| UNION PAC CORP | COM | 907818108 | 20253 | 161100 | SH | Defined | |
| VAIL RESORTS INC | COM | 91879Q109 | 4370 | 80787 | SH | Defined | |
| | | | | | | | |
| VALEANT PHARMACEUTICALS INTL | COM | 91911K102 | 22939 | 385284 | SH | Defined | |
| VENTAS INC | COM | 92276F100 | 16757 | 258913 | SH | Defined | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 325 | 7500 | SH | Defined | |
| VORNADO RLTY TRUST | SH BEN | | | | | | |
| | INT | 929042109 | 16561 | 206800 | SH | Defined | |
| WASTE MGMT INC | COM | 94106L109 | 375 | 11100 | SH | Defined | |
| WAUSAU PAPER CORP | COM | 943315101 | 6708 | 774634 | SH | Defined | |
| WESTAR ENERGY INC | COM | 95709T100 | 232 | 8100 | SH | Defined | |
| WESTERN GAS EQUITY PARTNERS | COMUNT | | | | | | |
| | LTD PT | 95825R103 | 7667 | 256000 | SH | Defined | |
| WEYERHAEUSER CO | COM | 962166104 | 19813 | 712200 | SH | Defined | |
| WILLIAMS COS INC | COM | 969457100 | 70178 | 2143500 | SH | Defined | |
| WILLIAMS PARTNERS L P | COM UNIT | | | | | | |
| | L P | 96950F104 | 1856 | 38142 | SH | Defined | |
| WINDSTREAM CORP | COM | 97381W104 | 455 | 54900 | SH | Defined | |
| WYNN RESORTS LTD | COM | 983134107 | 5703 | 50700 | SH | Defined | |