

BROOKFIELD HOMES CORP

Form SC TO-I

October 14, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Brookfield Homes Corporation  
(Name of Subject Company (Issuer) and Filing Person (Offeror))  
COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)  
112723 10 1  
(CUSIP Number of Class of Securities)**

**Shane D. Pearson  
Brookfield Homes Corporation  
12865 Pointe Del Mar, Suite 200  
Del Mar, California 92014  
(858) 481-8500**

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)

**WITH A COPY TO:  
Daniel M. Miller  
Dorsey & Whitney LLP  
250 Park Avenue  
New York, New York 10177  
(212) 415-9200**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

**\$165,000,000**

**Amount Of Filing Fee**

**\$19,421**

\*For the purpose of calculating the filing fee only, this amount is based on the purchase of 3,000,000 shares of common stock at the tender offer price of \$55.00 per share.

- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A



- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

This Issuer Tender Offer Statement on Schedule TO is filed by Brookfield Homes Corporation, a Delaware corporation (the Company), in connection with its offer to purchase up to 3,000,000 shares of its common stock, par value \$0.01 per share, or such lesser number of shares as are properly tendered and not properly withdrawn, from its stockholders. The tender offer will be conducted upon the terms and subject to the conditions set forth in the offer to purchase dated October 14, 2005 and the related letter of transmittal (which together as may be amended or supplemented from time to time constitute the tender offer). The Company is inviting stockholders to tender shares at a price per share of \$55.00, net to the seller in cash, without interest, upon the terms and subject to the conditions of the tender offer. Brascan Corporation, the Company's major stockholder, has indicated to the Company that it intends to tender up to an equivalent number of shares as the aggregate number of shares tendered by other stockholders. This Issuer Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended. The information contained in the offer to purchase and the letter of transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, is incorporated herein by reference in response to items 1 through 11 of this Schedule TO. Capitalized terms used herein and not otherwise defined have the meaning given to such terms in the offer to purchase.

**Item 12. Exhibits.**

- (a)(1)(i) Offer to Purchase dated October 14, 2005.
- (a)(1)(ii) Letter of Transmittal.
- (a)(1)(iii) Notice of Guaranteed Delivery.
- (a)(1)(iv) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(v) Form W-8BEN and Instructions for Form W-8BEN.
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (a)(5) (a) Letter from Information Agent to Brokers.  
(b) Letter from Brokers to Clients.  
(c) Press Release dated October 4, 2005.\*  
(d) Press Release dated October 14, 2005.
- (b) Not Applicable.
- (d) Not Applicable.
- (g) Not Applicable.
- (h) Not Applicable.

\* Previously filed  
on Schedule TO

**Item 13. Information Required By Schedule 13e-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**BROOKFIELD HOMES CORPORATION**

By: /s/ PAUL G. KERRIGAN

Paul G. Kerrigan  
Executive Vice President and  
Chief Financial Officer

Date: October 14, 2005

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| (a)(1)(i)                 | Offer to Purchase dated October 14, 2005.  |
| (a)(1)(ii)                | Letter of Transmittal.   |
| (a)(1)(iii)               | Notice of Guaranteed Delivery.   |
| (a)(1)(iv)                | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.   |
| (a)(1)(v)                 | Form W-8BEN and Instructions for Form W-8BEN.  |
| (a)(2)                    | Not Applicable.  |
| (a)(3)                    | Not Applicable.  |
| (a)(4)                    | Not Applicable.  |
| (a)(5)                    | (a) Letter from Information Agent to Brokers.<br>(b) Letter from Brokers to Clients.<br>(c) Press Release dated October 4, 2005.*<br>(d) Press Release dated October 14, 2005. |
| (b)                       | Not Applicable.  |
| (d)                       | Not Applicable.  |
| (g)                       | Not Applicable.  |
| (h)                       | Not Applicable.  |

\* Previously filed  
on  
Schedule TO.