

MEMORANDUM

To: All Option Members, Member Organizations and ROTs

From: Market Watch

Date: January 29, 2008

Re: Brookfield Asset Management, Inc. (BAM) - Stock Distribution

Brookfield Asset Management, Inc. (BAM) has declared a distribution of Common Stock of Brookfield Infrastructure Partners L.P. (BIP) to BAM shareholders of record, January 14, 2008. Distribution will be prior to the opening of business on Thursday, January 31, 2008. **Ex-distribution is January 31, 2008.** The distribution will be 0.04 shares of Brookfield Infrastructure Partners L.P. per share of Brookfield Asset Management, Inc.

Accordingly, pursuant to OCC By-Laws, all BAM options on the ex-distribution date must be adjusted as follows:

Adjustment Date: **Effective Thursday, January 31, 2008.**
 Symbol(s): **BAM/ZAO/YUJ becomes BKA/ZBA/YBM**
 Strike Price: Unchanged
 Multiplier: 100 (e.g., Premium of 1.00 = \$100)
 New Deliverable: **1) 100 Shares of Brookfield Asset Management, Inc. (BAM)**
2) 4 Shares of Brookfield Infrastructure Partners L.P. (BIP)

FOR PREVIOUSLY ADJUSTED ZON OPTIONS:

1) 150 Shares of Brookfield Asset Management, Inc. (BAM)
2) 6 Shares of Brookfield Infrastructure Partners L.P. (BIP)

GOOD-TILL-CANCELLED (GTC) ORDERS

Customers should be advised that all Good-til-Cancelled (GTC) orders not on AUTOM must be cancelled and re-entered prior to the ex-distribution or effective date. GTC AUTOM orders will be deleted by PHLX Service Desk/AUTOM personnel.

Brookfield Asset Management, Inc. (BAM)					Brookfield Asset Management, Inc. (BKA)				
(Before 1/31/2008)					(Beginning 1/31/2008)				
(100 shrs BAM)					(See new deliverable above)				
			Calls	Puts			Calls	Puts	
BAM	FEB	17 1/2	BW	NW	BKA	FEB	17 1/2	BW	NW
BAM	FEB	20	BD	ND	BKA	FEB	20	BD	ND
BAM	FEB	22 1/2	BX	NX	BKA	FEB	22 1/2	BX	NX
BAM	FEB	25	BE	NE	BKA	FEB	25	BE	NE
BAM	FEB	30	BF	NF	BKA	FEB	30	BF	NF
BAM	FEB	35	BG	NG	BKA	FEB	35	BG	NG
BAM	FEB	40	BH	NH	BKA	FEB	40	BH	NH
BAM	FEB	45	BI	NI	BKA	FEB	45	BI	NI
BAM	FEB	50	BJ	NJ	BKA	FEB	50	BJ	NJ
BAM	FEB	55	BK	NK	BKA	FEB	55	BK	NK
BAM	FEB	60	BL	NL	BKA	FEB	60	BL	NL
BAM	MAR	25	CE	OE	BKA	MAR	25	CE	OE
BAM	MAR	30	CF	OF	BKA	MAR	30	CF	OF
BAM	MAR	35	CG	OG	BKA	MAR	35	CG	OG
BAM	MAR	40	CH	OH	BKA	MAR	40	CH	OH
BAM	MAR	45	CI	OI	BKA	MAR	45	CI	OI
BAM	MAR	50	CJ	OJ	BKA	MAR	50	CJ	OJ
BAM	MAR	55	CK	OK	BKA	MAR	55	CK	OK

Brookfield Asset Management, Inc. (BAM)
(Before 1/31/2008)
(100 shrs BAM)

			Calls	Puts
BAM	JUN	25	FE	RE
BAM	JUN	30	FF	RF
BAM	JUN	35	FG	RG
BAM	JUN	40	FH	RH
BAM	JUN	45	FI	RI
BAM	JUN	50	FJ	RJ
BAM	JUN	55	FK	RK
BAM	SEP	15	IC	UC
BAM	SEP	17 1/2	IW	UW
BAM	SEP	20	ID	UD
BAM	SEP	22 1/2	IX	UX
BAM	SEP	25	IE	UE
BAM	SEP	30	IF	UF
BAM	SEP	35	IG	UG
BAM	SEP	40	IH	UH
BAM	SEP	45	II	UI
BAM	SEP	50	IJ	UJ
BAM	SEP	55	IK	UK

Brookfield Asset Management, Inc. (BKA)
(Beginning 1/31/2008)
(See new deliverable above)

			Calls	Puts
BKA	JUN	25	FE	RE
BKA	JUN	30	FF	RF
BKA	JUN	35	FG	RG
BKA	JUN	40	FH	RH
BKA	JUN	45	FI	RI
BKA	JUN	50	FJ	RJ
BKA	JUN	55	FK	RK
BKA	SEP	15	IC	UC
BKA	SEP	17 1/2	IW	UW
BKA	SEP	20	ID	UD
BKA	SEP	22 1/2	IX	UX
BKA	SEP	25	IE	UE
BKA	SEP	30	IF	UF
BKA	SEP	35	IG	UG
BKA	SEP	40	IH	UH
BKA	SEP	45	II	UI
BKA	SEP	50	IJ	UJ
BKA	SEP	55	IK	UK

Brookfield Asset Management, Inc. - 2009 Leap (ZAO)
(Before 1/31/2008)
(100 shrs BAM)

			Calls	Put
ZAO	JAN	25	AE	ME
ZAO	JAN	30	AF	MF
ZAO	JAN	35	AG	MG
ZAO	JAN	40	AH	MH
ZAO	JAN	45	AI	MI

Brookfield Asset Management, Inc. - 2009 Leap (ZBA)
(Beginning 1/31/2008)
(See new deliverable above)

			Calls	Put
ZBA	JAN	25	AE	ME
ZBA	JAN	30	AF	MF
ZBA	JAN	35	AG	MG
ZBA	JAN	40	AH	MH
ZBA	JAN	45	AI	MI

Brookfield Asset Management, Inc. - 2010 Leap (YUJ)
(Before 1/31/2008)
(100 shrs BAM)

			Calls	Put
YUJ	JAN	20	AD	MD
YUJ	JAN	25	AE	ME
YUJ	JAN	30	AF	MF
YUJ	JAN	35	AG	MG
YUJ	JAN	40	AH	MH
YUJ	JAN	45	AI	MI
YUJ	JAN	50	AJ	MJ
YUJ	JAN	60	AL	ML

Brookfield Asset Management, Inc. - 2010 Leap (YBM)
(Beginning 1/31/2008)
(See new deliverable above)

			Calls	Put
YBM	JAN	20	AD	MD
YBM	JAN	25	AE	ME
YBM	JAN	30	AF	MF
YBM	JAN	35	AG	MG
YBM	JAN	40	AH	MH
YBM	JAN	45	AI	MI
YBM	JAN	50	AJ	MJ
YBM	JAN	60	AL	ML

Any additional BAM series that are added prior to the ex-date will also be adjusted in the manner described above.

The new BAM option contracts representing 100 shares of BAM, will be admitted to trading on Friday, February 1, 2008. Strike prices and expiration months will be announced on a separate release prior to that date.

Questions regarding this release may be directed to Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-5380.