



DIVISION OF  
CORPORATION FINANCE

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

February 6, 2020

Mark Srulowitz  
Chief Executive Officer  
Brookfield Finance LLC  
250 Vesey Street  
15th Floor  
New York, NY 10281-1023

**Re: Brookfield Finance LLC**  
**Form F-3**  
**Filed February 3, 2020**  
**File No. 333-236221**

Dear Mr. Srulowitz:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Stacie Gorman at 202-551-3585 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Mile T. Kurta, Esq.