



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.