

Crystal River Capital, Inc.  
Form SC 13G/A  
February 16, 2010

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

SCHEDULE  
13G

Under the  
Securities  
Exchange  
Act of 1934  
(Amendment  
No. 3)

Crystal  
River  
Capital, Inc.  
(Name of  
Issuer)

Common  
Shares, par  
value \$0.001  
per share  
(Title of  
Class of  
Securities)

229393301  
(CUSIP  
Number)

December  
31, 2009  
(Date of  
Event Which  
Requires  
Filing of this  
Statement)

Edgar Filing: Crystal River Capital, Inc. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 229393301

SCHEDULE 13G

Page 2 of 11 pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):		
	Brookfield Asset Management Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) .. (b) x -- Joint filing	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		Ontario
	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	2,090,751
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,090,751
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		2,090,751
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		Not applicable ..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		8.4%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CO, HC

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):  Partners Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) .. (b) x -- Joint filing	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Ontario	
	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	2,090,751
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,090,751
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		2,090,751
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		Not applicable ..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		8.4%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CO, HC

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):  Norma Investments Sp ZO.O		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) .. (b) x -- Joint filing	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Poland	
	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,000,000
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,000,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,000,000
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		Not applicable ..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		4.0%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CO

CUSIP No. 229393301

SCHEDULE 13G

Page 5 of 11 pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):		
	Imagine Insurance Company Limited 20191427		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) .. (b) x -- Joint filing	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		Barbados
	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	800,000
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		800,000
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		Not applicable ..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		3.2%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CO

CUSIP No. 229393301

SCHEDULE 13G

Page 6 of 11 pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Crystal River Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP (SEE INSTRUCTIONS)

(a) ..

(b) x -- Joint filing

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

290,751

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

290,751

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

290,751

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

Not applicable

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN  
ROW 9

1.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1(a). Name of Issuer

Crystal River Capital, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

Three World Financial Center,  
200 Vesey Street, 10th Floor  
New York, NY 10281-1010

Item 2.

(a) - (c) Name of Person Filing; Address of Principal Business Office or, if none, Residence; Citizenship

This statement is being filed by:

Brookfield Asset Management Inc., an Ontario, Canada corporation ("BAM"); Partners Limited, an Ontario, Canada corporation ("Partners"); Norma Investments Sp ZO.O, a Polish corporation ("Norma"); Imagine Insurance Company Limited, a Bermuda corporation ("Imagine"); and Crystal River Capital Advisors, LLC, a Delaware limited liability company ("Advisors").

The agreement among each of BAM, Partners, Norma, Imagine and Advisors that this Schedule 13G be filed on behalf of each of them is attached hereto as Exhibit 1.

Partners owns all of BAM's Class B Limited Voting Shares and approximately 10% of BAM's Class A Limited Voting Shares directly or indirectly on a fully diluted basis. Norma is an indirect wholly-owned subsidiary of BAM, and Advisors is an indirect wholly-owned subsidiary of BAM. Imagine is a direct or indirect majority-owned subsidiary of BAM. BAM and Partners' principal business is located at Brookfield Place, 181 Bay Street, Suite 300, P.O. Box 762, Toronto, Ontario M5J 2T3. Imagine's principal business offices are located at Cedar Court, 2nd Floor, Wildey Business Park, St. Michael, BB14006, Barbados. Advisors' principal business offices are located at Three World Financial Center, 200 Vesey Street, 10th Floor New York, NY 10281-1010. Norma's principal business offices are c/o Alwyn Jacobus De Lange, 56C A1 Jerozolimskie, Warsaw 00 803 Poland.

(d) - (e) Title of Class of Securities; CUSIP Number. This statement relates to the Common Stock of the Issuer, \$.001 value per share. The CUSIP No. for such shares is 229393301.

Item 3. Not applicable

Item 4. Ownership

(a) - (c). The response of BAM, Partners, Norma, Imagine and Advisors to Items 5, 6, 7, 8, 9 and 11 of each of their respective Cover Sheets which relate to the beneficial ownership of the Common Stock of the Issuer is incorporated herein by reference.





- Item 5.      Ownership of Five Percent or Less of a Class  
                  Not applicable
- Item 6.      Ownership of More than Five Percent on Behalf of Another Person  
                  Not applicable
- Item 7.      Identification and Classification of the Subsidiary Which Acquired the Security Being  
                  Reported on by the Parent Holding Company or Control Person  
                  Not applicable
- Item 8.      Identification and Classification of Members of the Group  
                  Not applicable
- Item 9.      Notice of Dissolution of Group  
                  Not applicable
- Item 10.     Certifications  
                  Not applicable

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2010

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Catherine Johnston  
Name: Catherine Johnston  
Title: Corporate Secretary

PARTNERS LIMITED

By: /s/ Loretta M. Corso  
Name: Loretta M. Corso  
Title: Secretary

NORMA INVESTMENTS SP ZO.O.

By: /s/ Danesh Varma  
Name: Danesh Varma  
Title: Director

IMAGINE INSURANCE COMPANY LIMITED

By: /s/ George Gleadall  
Name: George Gleadall  
Title: Director

By: /s/ Gregory N. McConnie  
Name: Gregory N. McConnie  
Title: Director

CRYSTAL RIVER CAPITAL ADVISORS, LLC

By: /s/ Jonathan C. Tyras  
Name: Jonathan C. Tyras  
Title: Vice President and Secretary



EXHIBIT INDEX

Exhibit No.

- 1 Joint Filing Agreement, dated February 16, 2010, among BAM, Partners, Norma, Imagine and Advisors.

Page 10 of 11 pages

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JOINT FILING AGREEMENT

We, the signatories of the Statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument. Dated: February 16, 2010

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Catherine Johnston  
Name: Catherine Johnston  
Title: Corporate Secretary

PARTNERS LIMITED

By: /s/ Loretta M. Corso  
Name: Loretta M. Corso  
Title: Secretary

NORMA INVESTMENTS SP ZO.O.

By: /s/ Danesh Varma  
Name: Danesh Varma  
Title: Director

IMAGINE INSURANCE COMPANY LIMITED

By: /s/ George Gleadall  
Name: George Gleadall  
Title: Director

By: /s/ Gregory N. McConnie  
Name: Gregory N. McConnie  
Title: Director

CRYSTAL RIVER CAPITAL ADVISORS, LLC

By: /s/ Jonathan C. Tyras  
Name: Jonathan C. Tyras  
Title: Vice President and Secretary