BAM INVESTMENTS CORP.

2010 SECOND QUARTER
INTERIM REPORT TO SHAREHOLDERS
FOR THE SIX MONTHS ENDED JUNE 30, 2010

To The Shareholders:

BAM Investments Corp. recorded net income of $3.2 million ($0.04 per common share) for the three months ended June 30, 2010 compared to $4.0 million ($0.05 per common share) in the same period of 2009. The higher income in 2009 reflects an increased amount of Canadian dollar dividends received on the company's investment in Brookfield Asset Management Inc. ("Brookfield"), which declares dividends in U.S. dollars, partially offset by interest income on the high yield bond portfolio which was acquired in December 2009.

Outlook and Net Asset Value

BAM Investments owns a direct and indirect interest in 55.5 million Brookfield Class A Shares with a market value at June 30, 2010 of $1,334.0 million, based on quoted market values, and is financed with $367.4 million of retractable preferred shares and a common equity base with a book value of $929.1 million as at June 30, 2010.

The company's objective is to provide its common shareholders with capital appreciation as opposed to income returns. Operating cash flows are dedicated principally to paying dividends on its preferred share financing obligations.

The calculated net asset value of the company's common shares as at June 30, 2010, based on the stock market price of Brookfield's Class A Shares of $24.05, was $11.73 per common share. The company holds approximately 7 Brookfield Class A Shares for every 10 common shares of BAM Investments.

On behalf of the Board,

Edward C. Kress
President
August 11, 2010

Overview

BAM Investments Corp., (the "company") is a leveraged investment company whose principal investment is a direct and indirect ownership interest in 55.5 million Class A Limited Voting Shares ("Class A Shares") of Brookfield Asset Management Inc. ("Brookfield").

The company's objective is to provide its common shareholders with capital appreciation as opposed to income returns. Investment income, which consists principally of dividends from its investment in Brookfield Class A Shares, is dedicated to paying dividends on its financing obligations.

The company's investment in Brookfield is owned directly and through BAM Split Corp. ("BAM Split"), a public subsidiary in which BAM Investments owns 100% of the common equity. BAM Split has publicly listed retractable preferred shares of which $367.4 million were outstanding at June 30, 2010.

Additional information on the company's and BAM Split, including the company's annual information form, is available on SEDAR's web site at *www.sedar.com*.

Results of Operations

Overview

Net income was $3.2 million for the three months ended June 30, 2010, compared to $4.0 million in the same period in 2009. The decrease in net income compared to the prior year relates to higher Canadian dollar dividends received on the company's investment in Brookfield in 2009 partially offset by the interest earned on the company's high yield bond portfolio which was acquired in December 2009. Net income per common share was $0.04 for the three month period, compared with $0.05 for the same period in 2009.

Investment Income

	For the three months ended June 30		For the six months ended June 30	
Thousands	**2010**	2009	**2010**	2009
Dividend income:				
Brookfield	**$ 7,307**	$ 8,561	**$ 14,988**	$ 17,505
Brookfield Infrastructure	**653**	683	**1,296**	1,424
Interest income	**1,132**	9	**2,146**	178
Gain on repurchase of preferred share obligations	**—**	149	**—**	1,329
Other income:				
(Loss) gain on sale of investments	**(13)**	—	**44**	434
Foreign exchange and other	**286**	(368)	**127**	(368)
	$ 9,365	$ 9,034	**$ 18,601**	$ 20,502

The company received dividend income of $7.3 million (2009 – $8.6 million) from its investment in Brookfield and $0.7 million (2009 – $0.7 million) from its investment in Brookfield Infrastructure. Brookfield and Brookfield Infrastructure declare dividends in U.S. dollars, and as a result the Canadian dollar equivalent recorded by the company is impacted by changes in the foreign exchange rate between the U.S. dollar and Canadian dollar. The weaker U.S. dollar resulted in a decrease of $1.3 million of dividend income received from Brookfield compared to the same period in the prior year.

The company received $1.1 million of interest income for the three months ended June 30, 2010 on the high yield bond portfolio which was acquired in December 2009.

In the prior year the company acquired $1.1 million of preferred share obligations at a discount to their market value and recorded a $0.1 million gain during the three months ended June 30, 2009.

Expenses

The amortization of deferred financing costs associated with preferred shares issued by BAM Split resulted in a charge against income of $0.5 million (2009 – $0.3 million). The increase in deferred financing fees is the result of the amortization of fees incurred on the issuance of the Class AA Series IV preferred shares in July 2009.

Financial Position

The company's total assets increased to $1,432.1 million at June 30, 2010 from $1,391.3 million at December 31, 2009. The increase in total assets is primarily a result of an increase in the fair value of the Brookfield Class A Shares from $23.34 per share at December 31, 2009 to $24.05 at June 30, 2010.

Investment in Brookfield Asset Management Inc.

The investment in Brookfield at June 30, 2010 consisted of 55.5 million (December 31, 2009 – 55.5 million) Class A Shares, representing a 9.7% (December 31, 2009 – 9.7%) fully diluted equity interest. The quoted market value, based on the bid price of this investment as at June 30, 2010 of $24.05 per share, was $1,334.0 million.

The company has classified the Brookfield shares as available-for-sale financial instruments, and accordingly recognizes changes in the market value of these shares through Other Comprehensive Income.

Brookfield is a global asset manager focused on property, power and other infrastructure assets with over $100 billion of assets under management and is inter-listed on the New York, Toronto and NYSE Euronext stock exchanges. Further information on Brookfield can be found on Brookfield's web site at www.brookfield.com.

Investment in Brookfield Infrastructure Partners

The investment in Brookfield Infrastructure at June 30, 2010 consisted of 2.2 million (December 31, 2009 – 2.2 million) Limited Partnership Units ("Partnership Units"), representing a 2.1% (December 31, 2009 – 2.1%) fully diluted equity interest. The quoted market value, based on the bid price of this investment as at June 30, 2010 of $16.87 per share, was $37.4 million.

The company has classified the Partnership Units as available-for-sale financial instruments and accordingly recognizes changes in the market value of these units through Other Comprehensive Income.

Brookfield Infrastructure was established by Brookfield as its primary vehicle to own and operate certain infrastructure assets on a global basis. Units of Brookfield Infrastructure trade on the New York Stock Exchange under the symbol BIP. Further information on Brookfield Infrastructure can be found on Brookfield Infrastructure's website at www.brookfieldinfrastructure.com.

Other Securities

The company holds a portfolio of U.S. dollar high yield corporate bonds. The quoted market value based on the last traded price of these bonds was $47.6 million as at June 30, 2010.

The company has classified these high yield bonds as available-for-sale financial instruments and accordingly recognizes changes in the market value of these bonds through Other Comprehensive Income.

Future Income Taxes

The future tax liability represents the potential tax liability based on the excess of the carrying value of net assets over the respective tax values, less available loss carry forwards. The liability increased during the period of January 1, 2010 to June 30, 2010 primarily due to the increase in the market value of the Brookfield Class A Shares.

Liquidity and Capital Resources

The company holds cash and cash equivalents totaling $8.7 million and other securities of $47.6 million as at June 30, 2010. The company does not have any maturing debt or mandatory preferred share redemptions prior to July, 2014. The operating cash requirements for 2010 include dividend payments on the $367.4 million preferred shares issued by BAM Split Corp. which are less than the expected regular distributions on the Brookfield securities held by the company. Accordingly, the company believes it has sufficient liquid assets, operating cash flow and financing alternatives to meet its obligations.

Retractable Preferred Shares

Retractable preferred shares issued by BAM Split are comprised of the following:

Thousands, except share outstanding		Latest Redemption Date	**June 30, 2010**	December 31, 2009
2,057,200	4,95% Class A Series I	March 25, 2016	**$ 51,430**	$ 51,430
7,636,800	4.35% Class AA Series III	January 10, 2019	**190,920**	190,920
5,000,000	7.25% Class AA Series IV	July 9, 2014	**125,000**	125,000
Deferred financing costs[1]			**(4,846)**	(5,773)
			$ 362,504	$ 361,577

1 Deferred financing costs are amortized over the term of the borrowing following the effective interest method.

Shareholders' Equity

As at June 30, 2010 shareholders' equity consisted of 79,207,610 common shares and had a book value of $929.1 million compared to $894.5 million at the end of 2009. The increase is the result of an increase in the market value of the Class A Shares of Brookfield from $23.34 to $24.05 per share. The company repurchased 92,800 of its common shares during the six months ended June 30, 2010.

Business Environment and Risks

The financial results of the company are impacted by the performance of the underlying investment in Brookfield and Brookfield Infrastructure Partners. A discussion of the business environment and risks of Brookfield and Brookfield Infrastructure Partners is contained in the management's discussion and analysis of financial results section of the 2009 Annual Reports of these companies.

Contractual Obligations

The company's contractual obligations are as follows:

	Payment Due By Period				
Thousands	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Retractable preferred shares					
Class AA, Series I[1]	$ 51,430	$ —	$ —	$ —	$ 51,430
Class AA, Series III[2]	190,920	—	—	—	190,920
Class AA, Series IV[3]	125,000	—	—	125,000	—
Interest expense related to:					
Retractable preferred shares					
Class AA, Series I	$ 14,639	$ 1,273	$ 5,092	$ 5,092	$ 3,182
Class AA, Series III	70,821	4,153	16,610	16,610	33,448
Class AA, Series IV	36,473	4,531	18,125	13,817	—

1 Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in cash.

2 Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in the form of debentures of the company due 2019.

3 Payment period based on mandatory redemption date. In the case of earlier retractions, consideration to be paid in the form of debentures of the company due 2014.

Summary of Financial Information

The following table summarizes selected consolidated financial information of the company for the six months ended June 30, 2010 and 2009 and for the years ended December 31, 2007, 2008, 2009:

	Six months ended June 30		Years Ended December 31		
Thousands, except per share amounts	**2010**	2009	2009	2008	2007
Investment income	**$ 18,601**	$ 20,502	$ 37,449	$ 48,010	$ 32,404
Net income	**6,571**	13,064	18,568	23,536	7,545
Net income per common share[1]	**0.08**	0.16	0.23	0.30	0.09
Total assets	**1,432,115**	1,184,706	1,391,344	1,212,290	2,214,636
Total long term liabilities	**500,931**	460,888	494,810	563,559	822,013
Preferred share dividends paid per share					
Series II[2]	**—**	—	—	—	0.06
Series V[3]	**—**	—	—	—	4,375

1 *Adjusted to reflect ten-for-one stock split.*
2 *Redeemed January 10, 2007.*
3 *Redeemed March 30, 2007.*

A summary of the eight recently completed quarters is as follows:

	2010		2009				2008	
Thousands, except per share amounts	**Q2**	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Net income	**$ 3,245**	$ 3,326	$ 3,193	$ 2,311	$ 4,009	$ 9,055	$ 10,513	$ 2,918
Net income per common share	**0.04**	0.04	0.04	0.03	0.05	0.11	0.13	0.04

The first quarter of 2009 and last quarter of 2008 include gains on the repurchase of preferred shares obligations at a discount to par value.

International Financial Reporting Standards

The AcSB confirmed in February 2008 that International Financial Reporting Standards ("IFRS") will replace Canadian GAAP for publicly accountable enterprises for financial periods beginning on and after January 1, 2011. The company has developed and is in the process of implementing an IFRS conversion plan that will address changes in accounting policy, the restatement of comparative periods, organizational and internal control and the modification of existing systems, in addition to other related business matters. The company expects to complete its implementation of this plan prior to the filing of its first financial statement prepared under IFRS. Overall responsibility for the implementation and success of the company's conversion plan rests with the company's senior financial management who report to and are overseen by the company's Audit Committee.

Significant differences between IFRS and Canadian GAAP

IFRS are premised on a conceptual framework similar to Canadian GAAP, however, significant differences exist in certain matters of recognition, measurement and disclosure. The adoption of IFRS will not change the cash flows generated by the company, however, the adoption of IFRS may result in changes to the reported financial position and results of operations of the company.

A detailed analysis of the differences between IFRS and the company's current accounting policies under Canadian GAAP is currently in process. At this time, the company has not identified any significant differences between Canadian GAAP and IFRS.

IFRS 1 First-time Adoption of International Financial Reporting Standards

The adoption of IFRS requires the application of IFRS 1 First-time Adoption of International Financial Reporting Standards ("IFRS 1"), which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires that an entity apply all standards effective at the end of its first IFRS reporting period retrospectively. However, IFRS 1 does require certain mandatory exceptions and provides limited optional exemptions in specified areas of certain standards from this general requirement. The company does not expect to elect any of the available optional exemptions on adoption of IFRS.

Review of Interim Financial Statements

The accompanying unaudited interim financial statements of the company have been prepared by and are the responsibility of the company's management. The company's independent auditor has not reviewed these financial statements.

Edward C. Kress
President
August 11, 2010

Forward-Looking Information

This interim report contains forward-looking information concerning the company's business and operations. The words "objective", "potential", "expect", "believe" and other expressions of similar import, or the negative variations thereof, and similar expressions of future or conditional verbs such as "may", "can", "will", "would", "should" are predictions of or indicate future events, trends or prospects and which do not relate to historical matters or identify forward-looking information. Forward-looking information in this interim report includes, among others, statements with respect to the company's objective of providing capital appreciation to its common shareholders, potential tax liability, expected future results, the company's international financial reporting standards ("IFRS") conversion plan, the impact of the adoption of IFRS on the company's reported financial position and results of operations, the company's ability to finance its obligations and other statements with respect to the company's beliefs, outlooks, plans, expectations and intentions.

Although the company believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking information and statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on the forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking information and statements.

Factors that could cause actual results to differ materially from those contemplated or implied by the forward-looking information include: the behavior of financial markets, including fluctuations in interest and exchange rates, availability of equity and debt financing and other risks and factors detailed from time to time in the company's most recent Annual Information Form and other documents filed with the Canadian securities regulators.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking information to make decisions with respect to the company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as may be required by law, the company undertakes no obligation to publicly update or revise any forward-looking information or statements, whether written or oral, that may be as a result of new information, future events or otherwise.

Cautionary Statement Regarding Use of Non-GAAP Accounting Measures

This interim report makes reference to net income for common shareholders and net book value per common share, and provides a full reconciliation between these measures and net income and total assets, respectively, which the company considers to be the most directly comparable measures calculated in accordance with GAAP.

Consolidated Balance Sheets

Thousands		(unaudited) June 30, 2010		December 31, 2009
Assets				
Cash and cash equivalents	**$**	**8,677**	$	23,104
Investments				
Brookfield Asset Management Inc.		**1,333,963**		1,294,582
Brookfield Infrastructure Partners		**37,438**		39,032
Other securities		**47,572**		32,247
Other assets		**4,465**		2,379
	$	**1,432,115**	$	1,391,344
Liabilities and Shareholders' Equity				
Accounts payable and provisions	**$**	**2,065**	$	2,077
Future tax liability		**138,427**		133,233
Retractable preferred shares		**362,504**		361,577
		502,996		496,887
Shareholders' equity		**929,119**		894,457
	$	**1,432,115**	$	1,391,344

Consolidated Statements of Operations

(unaudited)	Three months ended June 30				Six months ended June 30			
Thousands, except per share amounts		**2010**		2009		**2010**		2009
Investment income								
Dividends and interest	**$**	**9,092**	$	9,253	**$**	**18,430**	$	19,107
Gain on the repurchase of preferred shares		**—**		149		**—**		1,329
Other		**273**		(368)		**171**		66
		9,365		9,034		**18,601**		20,502
Expenses								
Operating		**145**		194		**367**		515
Interest expense on exchangeable debentures		**—**		—		**—**		137
Amortization of deferred financing costs		**467**		269		**927**		687
Retractable preferred share dividends		**4,979**		4,594		**9,957**		9,226
		5,591		5,057		**11,251**		10,565
Net income before income taxes		**3,774**		3,977		**7,350**		9,937
Income tax (expense) recovery		**(529)**		32		**(779)**		3,127
Net income	**$**	**3,245**	$	4,009	**$**	**6,571**	$	13,064
Net income per common share	**$**	**0.04**	$	0.05	**$**	**0.08**	$	0.16

Consolidated Statements of Retained Earnings

(unaudited) *Thousands*	Three months ended June 30 **2010**	2009	Six months ended June 30 **2010**	2009
Retained earnings, beginning of period	**$ 68,637**	$ 57,057	**$ 65,584**	$ 48,039
Amount paid in excess of book value for common shares purchased for cancellation	**(628)**	(176)	**(901)**	(213)
Net income	**3,245**	4,009	**6,571**	13,064
Retained earnings, end of period	**$ 71,254**	$ 60,890	**$ 71,254**	$ 60,890

Consolidated Statements of Comprehensive (Loss) Income

(unaudited) *Thousands*	Three months ended June 30 **2010**	2009	Six months ended June 30 **2010**	2009
Net income	**$ 3,245**	$ 4,009	**$ 6,571**	$ 13,064
Unrealized (loss) gain on available-for-sale securities	**(99,084)**	133,612	**34,429**	75,419
Future income tax recovery (expense) on available-for-sale securities	**16,253**	(22,046)	**(5,337)**	(12,773)
Other comprehensive (loss) income	**(82,831)**	111,566	**29,092**	62,646
Comprehensive (loss) income	**$ (79,586)**	$ 115,575	**$ 35,663**	$ 75,710

Consolidated Statements of Accumulated Other Comprehensive Income

(unaudited) *Thousands*	Three months ended June 30 **2010**	2009	Six months ended June 30 **2010**	2009
Balance, beginning of period	**$ 855,892**	$ 464,371	**$ 743,969**	$ 513,291
Other comprehensive (loss) income	**(82,831)**	111,566	**29,092**	62,646
Balance, end of period	**$ 773,061**	$ 575,937	**$ 773,061**	$ 575,937

Consolidated Statements of Cash Flows

(unaudited) *Thousands*	Three months ended June 30 **2010**	2009	Six months ended June 30 **2010**	2009
Cash flow from (used in) operating activities				
Net income	**$ 3,245**	$ 4,009	**$ 6,571**	$13,064
Add (deduct) non-cash items:				
Gain on repurchase of preferred shares	**—**	(149)	**—**	(1,329)
Loss (gain) on sale of securities	**13**	—	**(44)**	—
Amortization of deferred financing costs	**467**	269	**927**	687
Future income tax recovery	**529**	(32)	**779**	(3,127)
	4,254	4,097	**8,233**	9,295
Changes in working capital	**(2,781)**	(1,690)	**(2,933)**	7,812
	1,473	2,407	**5,300**	17,107
Cash flows used in investing activities				
Acquisition of investments, net of dispositions	**(11,878)**	—	**(18,726)**	—
	(11,878)	—	**(18,726)**	—
Cash flows used in financing activities				
Common shares repurchased	**(696)**	(200)	**(1,001)**	(242)
Repurchase of retractable preferred shares	**—**	(934)	**—**	(8,821)
	(696)	(1,134)	**(1,001)**	(9,063)
Cash and equivalents				
Increase during period	**(11,101)**	1,273	**(14,427)**	8,044
Balance, beginning of period	**19,778**	49,601	**23,104**	42,830
Balance, end of period	**$ 8,677**	$ 50,874	**$ 8,677**	$50,874

Notes To The Consolidated Financial Statements

1. Basis of Presentation

Reference is made to the company's Annual Report for 2009 that includes information necessary or useful to the understanding of the company's business and financial statement presentation. In particular, the company's significant accounting policies were presented as Note 2 to the Consolidated Financial Statements included in that report, and changes to these policies are described in Note 2 below. The interim financial statements are unaudited and follow the accounting policies summarized in the notes to the annual financial statements. Financial information in this Report reflects any adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair statement of results for the interim periods in accordance with generally accepted accounting principles in Canada. The results reported in these consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year.

2. Business Combinations, Consolidated Financial Statements and Non-controlling Interests

In January 2009, the CICA issued three new accounting standards, Section 1582, Business Combinations, Section 1601, Consolidated Financial Statements and Section 1602, Non-controlling Interests. Section 1582 provides clarification as to what an acquirer must measure when it obtains control of a business, the basis of valuation and the date at which the valuation should be determined. Acquisition-related costs must be accounted for as expenses in the periods they are incurred, except for costs incurred to issue debt or share capital. This new standard will be applicable for acquisitions completed on or after November 1, 2011 although adoption in 2010 is permitted to facilitate the transition to IFRS in 2011. Section 1601 establishes standards for preparing consolidated financial statements after the acquisition date and Section 1602 established standards for the accounting and presentation of non-controlling interest. These standards must be adopted concurrently with Section 1582.

3. Investments

The company's investments are classified as available-for-sale securities and consist of the following:

	Number of shares			
(Thousands, except shares outstanding)	**June 30 2010**	December 31 2009	**June 30 2010**	December 31 2009
Brookfield	**55,466,227**	55,466,227	**1,333,963**	$ 1,294,582
Brookfield Infrastructure	**2,218,648**	2,218,648	**37,438**	39,032
Other securities			**47,572**	32,247
			$ 1,418,973	$ 1,365,861

The company owns 55.5 million (December 31, 2009 – 55.5 million) Class A Limited Voting Shares of Brookfield ("Class A Shares") representing a 9.7% (December 31, 2009 – 9.7%) fully diluted equity interest.

The company owns 2.2 million (December 31, 2009 – 2.2 million) Partnership units of Brookfield Infrastructure ("Partnership Units") representing a 2.1% (December 31, 2009 – 2.1%) fully diluted equity interest.

Other securities consist primarily of U.S. denominated high yield corporate bonds which mature over the next 10 years.

4. Retractable Preferred Shares

Retractable preferred shares issued by BAM Split are comprised of the following:

	Issued and Outstanding			
(Thousands, except shares outstanding)	**June 30 2010**	December 31 2009	**June 30 2010**	December 31 2009
4.95% Class AA, Series I	**2,057,200**	2,057,200	**$ 51,430**	$ 51,430
4.35% Class AA, Series III	**7,686,800**	7,636,800	**190,920**	190,920
7.25% Class AA, Series IV	**5,000,000**	5,000,000	**125,000**	125,000
			367,350	367,350
Deferred financing costs[1]			**(4,846)**	(5,773)
			$ 362,504	$ 361,577

1 Deferred financing costs are amortized over the term of the borrowing following the effective interest method.

5. Shareholders' Equity

Authorized

50,000,000 preferred shares, issuable in series.
An unlimited number of common shares.

Issued and outstanding	Number Outstanding		Book Value	
(Thousands, except shares outstanding)	**June 30 2010**	December 31 2009	**June 30 2010**	December 31 2009
Common shares	**79,207,610**	79,300,410	**$ 84,804**	$ 84,904
Accumulated other comprehensive income			**773,061**	743,969
Retained earnings			**71,254**	65,584
			$ 929,119	$ 894,457

The company repurchased 92,800 common shares during the six months ended June 30, 2010 through the facilities of the Toronto Stock Exchange under its normal course issuer bid.

Corporate Information

Directors

Howard Driman [1, 2]
Director of Finance
UIA Federations Canada

Edward C. Kress
Group Chairman, Power
Brookfield Asset Management Inc.

Brian D. Lawson
Chief Financial Officer
Brookfield Asset Management Inc.

R. Frank Lewarne [1, 2]
Corporate Director

Frank N.C. Lochan
Corporate Director

Ralph J. Zarboni [1, 2]
Chairman and Chief Executive Officer
The EM Group Inc.

[1] *Member of the Audit Committee*
[2] *Member of the Governance Committee*

Officers

Frank N.C. Lochan
Chairman

Edward C. Kress
President

Derek E. Gorgi
Vice President, Finance

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Exchange Listing

Toronto Stock Exchange

Stock Symbol: BNB

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