

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brookfield Retail Holdings LLC</u> (Last) (First) (Middle) THREE WORLD FINANCIAL CENTER, 200 VESEY STREET (Street) NEW YORK NY 10281 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Howard Hughes Corp [HHC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by deputization ***
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	11/09/2010		A		789,145	A	\$47.619	789,145	D ⁽¹⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant to acquire Common Stock ⁽²⁾	\$50	11/09/2010		A		1,247,643		11/09/2010	11/09/2017	Common Stock	1,247,643	(2)	1,247,643	D ⁽¹⁾	

1. Name and Address of Reporting Person*
Brookfield Retail Holdings LLC
 (Last) (First) (Middle)
 THREE WORLD FINANCIAL CENTER,
 200 VESEY STREET
 (Street)
 NEW YORK NY 10281
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Brookfield Trilon Bancorp Inc.
 (Last) (First) (Middle)
 181 BAY STREET
 P.O. BOX 762
 (Street)
 TORONTO M5J2T3
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP
 (Last) (First) (Middle)
 THREE WORLD FINANCIAL CENTER,
 200 VESEY STREET

(Street)	NEW YORK	NY	10281
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Brookfield Private Funds Holdings Inc.			
(Last)	(First)	(Middle)	
THREE WORLD FINANCIAL CENTER, 200 VESEY STREET			
(Street)	NEW YORK	NY	10281
(City)	(State)	(Zip)	

Explanation of Responses:

1. See Exhibit 99.1; Note 1.
2. See Exhibit 99.1; Note 2.

Remarks:

*** David Arthur, a Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of the Province of Ontario ("BAM"), was appointed to the board of directors of the Issuer as a representative of each of BAM, Trilon Bancorp Inc., a corporation formed under the laws of the Province of Ontario ("Trilon"), Brookfield Private Funds Holdings Inc., a corporation formed under the laws of the Province of Ontario ("BPFH"), Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, a limited partnership formed under the laws of the Province of Manitoba ("BPIC"), Brookfield US Holdings Inc., a corporation formed under the laws of the Province of Ontario, Brookfield US Corporation, a Delaware corporation, Brookfield REP GP Inc., a Delaware corporation, Brookfield Retail Split LP, a Delaware limited partnership, and Brookfield Retail Holdings LLC (formerly REP Investments LLC), a Delaware limited liability company ("BRH"). Each of Trilon, BPFH, BPIC and BRH (each, a "Reporting Person") is a "director by designation" solely for purposes of Section 16 of the Securities Exchange Act of 1934. Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information Exhibit 99.3 - Joint Filers' Signatures

/s/ Joe Freedman, Senior
Managing Partner and Counsel
of Brookfield Asset
Management Inc.

11/12/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Designated Filer:
Issuer & Ticker Symbol:
Date of Event Requiring Statement:

Brookfield Retail Holdings LLC
The Howard Hughes Corporation (HHC)
November 9, 2010

Exhibit 99.1

Explanation of Responses:

(1) BPH directly acquired shares of Common Stock and Warrants. Each of (i) BPIC, as the sole managing member of BRH and the holder of Class C interests in BRH, (ii) BPFH, as the sole general partner of BPIC, and (iii) Trilon, as the sole shareholder of BPFH, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by BRH. In accordance with Instruction 4(b)(iv), the entire amount of the Common Stock and Warrants held by BRH is reported herein. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock and Warrants that are beneficially owned by BRH, except to the extent of any indirect pecuniary interest therein.

(2) Each Warrant entitles the holder to purchase one share of Common Stock at an initial exercise price of \$50 per share, subject to adjustments as provided in the warrant agreement, dated as of November 9, 2010, by and among Mellon Investor Services LLC, as warrant agent, and the Issuer. The Warrants were acquired for no additional consideration pursuant to the terms of the Amended and Restated Cornerstone Investment Agreement, effective as of March 31, 2010, by and between General Growth Properties, Inc. and Brookfield Retail Holdings LLC (formerly known as REP Investments LLC).

Designated Filer:
Issuer & Ticker Symbol:
Date of Event Requiring Statement:

Brookfield Retail Holdings LLC
The Howard Hughes Corporation (HHC)
November 9, 2010

Exhibit 99.2 - Joint Filer Information

Joint Filers:

1. Name: Trilon Bancorp Inc.
Address: 181 Bay Street, P.O. Box 762
Toronto, Canada M5J 2T3
 2. Name: Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP
Address: Three World Financial Center
200 Vesey Street, New York, New York 10281
 3. Name: Brookfield Private Funds Holdings Inc.
Address: Three World Financial Center
200 Vesey Street, New York, New York 10281
-

Designated Filer:
Issuer & Ticker Symbol:
Date of Event Requiring Statement:

Brookfield Retail Holdings LLC
The Howard Hughes Corporation (HHC)
November 9, 2010

Exhibit 99.3 - Joint Filers' Signatures

Trilon Bancorp Inc.

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Vice-President

Date: November 12, 2010

Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Date: November 12, 2010

Brookfield Private Funds Holdings Inc.

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Date: November 12, 2010

By: /s/ Moshe Mandelbaum
Name: Moshe Mandelbaum
Title: Vice President

