#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 1)

The Howard Hughes Corporation (Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE (Title of Class of Securities)

> 44267D107 (CUSIP Number)

Joseph S. Freedman Brookfield Asset Management, Inc. Brookfield Place, Suite 300 181 Bay Street, P.O. Box 762 Toronto, Ontario M5J 2T3 Telephone: (416) 956-5182 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Gregory B. Astrachan, Esq. Michael A. Schwartz, Esq. Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019–6099 (212) 728–8000

#### November 9, 2010 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

	NAMES OF REPORTING PERSONS					
	NAMES OF REPORTING PERSONS					
1	Brookfield	Brookfield Retail Holdings LLC				
			-			
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2						
_	(a) o (b) ☑					
	SEC USE	ONLY				
3						
1	SOURCE	OF FUN	DS			
4	WC					
		BOX IF I	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5						
_	0					
C	CITIZEN	SHIP OF	R PLACE OF ORGANIZATION			
6	Delaware					
	Delaware		SOLE VOTING POWER			
		7				
NUMBER			0			
SHARE	-	0	SHARED VOTING POWER			
BENEFICIA OWNED		8	6,257,951*			
EACH			SOLE DISPOSITIVE POWER			
REPORTI	NG	9				
PERSO			0			
WITH		10	SHARED DISPOSITIVE POWER			
		10	6,257,951*			
	AGGREO	ATE AN	10UNT BENEFICIALLY OWNED BY EACH PERSON			
11	A SOLESHE ANOUNI DEMERICIALEI OWNED DI EROITERSON					
	6,257,951 <sup>-</sup>					
10	CHECK	BOX IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	0					
		T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
13						
	15.1%*					
14	TYPE OF	FREPOR	TING PERSON			
14	00					
	00					

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAMES OF R	EPORTING PERSONS			
1	Brookfield Reta	il Holdings II LLC			
	CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o				
	(b) 🗹				
3	SEC USE ONI	Y			
3					
Α	SOURCE OF	FUNDS			
4	WC				
		IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5	0				
	-	POR PLACE OF ORGANIZATION			
6	Delaware				
		SOLE VOTING POWER			
	7				
NUMBER SHARE		0 SHARED VOTING POWER			
BENEFICIA	- -	SHARED VOTING FOWER			
OWNED	BY	6,257,951*			
EACH REPORTI	-	SOLE DISPOSITIVE POWER			
PERSO	N 9	0			
WITH	[	SHARED DISPOSITIVE POWER			
	10	6,257,951*			
	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH PERSON			
11					
	6,257,951* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	CHECK BUX	IF THE AGGREGATE AMOUNT IN ROW (II) EXCLUDES CERTAIN SHARES			
<b></b>	0				
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	15.1%*				
		PORTING PERSON			
<b>14</b> 00					
L	00				

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAMES OF REPORTING PERSONS			
1		Holdings III LLC		
2	CHECK THE A (a) o (b) ☑	PPROPRIATE BOX IF A MEMBER OF A GROUP		
3	SEC USE ONLY			
4	SOURCE OF FU			
5	CHECK BOX II	F DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	<b>CITIZENSHIP</b>	OR PLACE OF ORGANIZATION		
NUMBER SHARE BENEFICL OWNED EACH REPORT PERSO WITH	es Ally 8 By I ING 9	SOLE VOTING POWER         0         SHARED VOTING POWER         6,257,951*         SOLE DISPOSITIVE POWER         0         SHARED DISPOSITIVE POWER         6,257,951*		
11	6,257,951*         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON         6,257,951*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	15.1*	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON       OO			

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAMES O	F REPO	RTING PERSONS			
1	Brookfield I	Retail Ho	oldings IV-A LLC			
	CHECK T	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) ☑					
3	SEC USE (	SEC USE ONLY				
4	SOURCE (	OF FUN	DS			
5		OX IF D	ISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6		SHIP OR	PLACE OF ORGANIZATION			
		_	SOLE VOTING POWER			
NUMBER	OF	7	0			
SHARE			SHARED VOTING POWER			
BENEFICIA		8				
OWNED			185,357*			
EACH REPORTI		9	SOLE DISPOSITIVE POWER			
PERSO	_	9	0			
WITH	[		SHARED DISPOSITIVE POWER			
		10	185,357*			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON					
11	185,357*					
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12						
13	PERCENT	OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
13	0.5%*					
	TYPE OF	REPOR	TING PERSON			
14	00					

	NAMES	S OF REP	ORTING PERSONS			
1						
1	Brookfield Retail Holdings IV-B LLC					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o					
Э	SEC US	SEC USE ONLY				
3						
A	SOURC	E OF FU	NDS			
4	WC					
	CHECK	K BOX IF	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5	0					
0		NSHIP O	R PLACE OF ORGANIZATION			
6	Delawar	e				
			SOLE VOTING POWER			
NUMBER	OF	7				
SHARE	S	•	SHARED VOTING POWER			
BENEFICIA OWNED		8	369.967*			
EACH	t T	•	SOLE DISPOSITIVE POWER			
REPORT PERSO		9				
WITH			SHARED DISPOSITIVE POWER			
		10	369,967*			
	AGGRE	EGATE AN	MOUNT BENEFICIALLY OWNED BY EACH PERSON			
11						
4.5	369,967* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12						
		NT OF CI	LASS REPRESENTED BY AMOUNT IN ROW (11)			
13	1.0%*					
		OF REPOR	RTING PERSON			
14	00					
* The Reporting I		be deemed	to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the			

	NAMES	NAMES OF REPORTING PERSONS				
1	Brookfie	ld Retail H	Ioldings IV-C LLC			
	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) ☑					
3	SEC US	SEC USE ONLY				
4	SOURC WC	E OF FUI	NDS			
5	CHECK 0	BOX IF	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	-		R PLACE OF ORGANIZATION			
		-	SOLE VOTING POWER			
NUMBER	2 OF	7				
SHARI	4		SHARED VOTING POWER			
BENEFICI OWNED		8	123,947*			
EACH	+		SOLE DISPOSITIVE POWER			
REPORT		9				
PERSC WITH			0 SHARED DISPOSITIVE POWER			
	-	10	SHARED DISPOSITIVE FOWER			
			123,947*			
11	AGGRE	GATE AN	MOUNT BENEFICIALLY OWNED BY EACH PERSON			
**	123,947*					
12	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12						
13	<b>PERCE</b>	NT OF CI	LASS REPRESENTED BY AMOUNT IN ROW (11)			
		FREPOR	RTING PERSON			
14	TYPE OF REPORTING PERSON       OO					

	NAME OF REPORTING PERSONS				
1					
L	Brookfield Retail	Holdings IV-D LLC			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	CHECK THE AFFROFRIATE DOA IF A MEMDER OF A GROOF				
2	(a) o				
	(b) Z SEC USE ONLY				
3	SEC USE ONLI				
4	SOURCE OF FU	JNDS			
4	WC				
_	CHECK BOX II	F DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5	0				
	0 CITIZENSHIP	OR PLACE OF ORGANIZATION			
6					
	Delaware	SOLE VOTING POWER			
	7	SOLE VOTING POWER			
NUMBER		0			
SHARES		SHARED VOTING POWER			
BENEFICIA OWNED B	•	123,947*			
EACH		SOLE DISPOSITIVE POWER			
REPORTIN					
PERSON WITH	·	0 SHARED DISPOSITIVE POWER			
	10	SHARED DIST USHTIVE I OWER			
		123,947*			
11	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH PERSON			
11	123,947*				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12					
		CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13					
	0.3%*	DRTING PERSON			
14	I I FE OF KEPU				
	00				

	NAME OF REPORTING PERSONS				
1	Brookfie	ld Retail H	Ioldings V LP		
2	CHECK           (a) o           (b) ☑	THE API	PROPRIATE BOX IF A MEMBER OF A GROUP		
3	SEC US	SEC USE ONLY			
4	SOURC WC	E OF FUN	NDS		
5		S BOX IF I	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	<b>CITIZE</b> Delaware		R PLACE OF ORGANIZATION		
NUMBEF SHARI BENEFICI OWNED EACF REPORT PERSC WITF	ES ALLY BY H ING DN	LY 8 SHARED VOTING POWER 417,115* SOLE DISPOSITIVE POWER			
11	417,115* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON				
12	, -	417,115* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	1.1%*	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON PN				

	NAME		RTING PERSONS				
	INAME	NAME OF REFORTING LEASONS					
1	Brookfi	eld Asset M	fanagement Inc.				
	CHECH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o						
	(b) ☑	(b)					
	SEC US	SE ONLY					
3							
	SOURC	CE OF FU	NDS				
4							
	AF						
5		N BUA IF	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
5	0						
C	CITIZE	ENSHIP O	R PLACE OF ORGANIZATION				
6	Canada						
	Cunudu		SOLE VOTING POWER				
		7					
NUMBER SHARE			0 SHARED VOTING POWER				
BENEFICIA	-	8	SHARED VOTING POWER				
OWNED		0	6,257,951*				
EACH		0	SOLE DISPOSITIVE POWER				
REPORTI PERSO		9	0				
WITH			SHARED DISPOSITIVE POWER				
		10					
	ACCE	FGATE A	6,257,951* MOUNT BENEFICIALLY OWNED BY EACH PERSON				
11	AGGREGALE AWOUNT DENEFTCIALLI OWINED DI EACH PERSUN						
	6,257,951*						
12	CHECH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
14	0	0					
40	PERCE	NT OF C	LASS REPRESENTED BY AMOUNT IN ROW (11)				
13	15.1%*						
		OF REPOR	RTING PERSON				
14							
	CO						
* See Item 5.							

1	NAME	NAME OF REPORTING PERSONS					
1	Trilon B	Trilon Bancorp Inc.					
_	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o						
	(b) 🗹	(b) 🗹					
3	SEC US	SEC USE ONLY					
3							
4	SOURC	E OF FUN	IDS				
4	AF						
		BOX IF I	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
5	ο						
		NSHIP OF	R PLACE OF ORGANIZATION				
6	Canada						
	Callaua		SOLE VOTING POWER				
	01	7					
NUMBER SHARE	+		0 SHARED VOTING POWER				
BENEFICIA		8					
OWNED EACH			6,257,951* SOLE DISPOSITIVE POWER				
REPORTI	NG	9	Sole Dist control i ower				
PERSO WITH							
wiin		10	SHARED DISPOSITIVE POWER				
			6,257,951*				
11	AGGRE	EGATE AN	<b>IOUNT BENEFICIALLY OWNED BY EACH PERSON</b>				
	6,257,951*						
12	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12	0	0					
10	PERCE	NT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
13	15.1%*						
14	ТҮРЕ С	<b>F</b> REPOR	TING PERSON				
14	СО						
* See Item 5.	1						

	NAME OF REPORTING PERSONS					
1	Brookfield	l Asset Ma	anagement Private Institutional Capital Adviser (Canada) L.P.			
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) ☑					
3	SEC USE	SEC USE ONLY				
4	SOURCE AF					
5	0 CHECK 1	BOX IF E	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6		ISHIP OR	R PLACE OF ORGANIZATION			
		Π	SOLE VOTING POWER			
NUMBER	OF	7	0			
SHARE			SHARED VOTING POWER			
BENEFICIA OWNED		8	6,257,951*			
EACH REPORTI		0	SOLE DISPOSITIVE POWER			
PERSO	-	9	0			
WITH			SHARED DISPOSITIVE POWER			
		10	6,257,951*			
	AGGREC	GATE AM	IOUNT BENEFICIALLY OWNED BY EACH PERSON			
11	6,257,951					
12	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	0	0				
13	<b>PERCEN</b> 15.1%*	T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	TYPE OF	F REPOR	TING PERSON			
14	PN	PN				
* See Item 5.						

	NAME OF REPORTING PERSONS					
1	Brookfie	ld Private	Funds Holdings Inc.			
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
2	(a) o (b) ☑					
3	SEC US	SEC USE ONLY				
4	AF	E OF FUI				
5	0 CHECK	BOX IF	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	<b>CITIZE</b> Canada	NSHIP O	R PLACE OF ORGANIZATION			
		-	SOLE VOTING POWER			
NUMBER	OF	7	0			
SHARE BENEFICIA OWNED	S ALLY	8	SHARED VOTING POWER 6,257,951*			
EACH REPORTI PERSO	I ING	9	SOLE DISPOSITIVE POWER 0			
WITH	[	10	SHARED DISPOSITIVE POWER 6,257,951*			
11	AGGRE 6,257,95		MOUNT BENEFICIALLY OWNED BY EACH PERSON			
12	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0					
13		NT OF CI	LASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON CO					
See Item 5	1					

CUSIP No. 442	67D107
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	NAME OF RE	PORTING PERSONS		
1	Brookfield Retail Split LP			
	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(a) o (b) ☑			
3	SEC USE ONL	Y		
4	SOURCE OF F	FUNDS		
		IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
5	0			
C	CITIZENSHIP OR PLACE OF ORGANIZATION			
6	Delaware			
	Delawale	SOLE VOTING POWER		
	7			
NUMBER C	-	0		
SHARES		SHARED VOTING POWER		
BENEFICIAI	•			
OWNED B	Y	6,257,951*		
EACH		SOLE DISPOSITIVE POWER		
REPORTIN PERSON	-	0		
WITH		SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
	10	6,257,951*		
	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH PERSON		
11				
	6,257,951*			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	0			
	0 PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	PERGENT OF GLASS REPRESENTED DI AMUUNI IN KOW (II)			
10	15.1*			
	TYPE OF REP	ORTING PERSON		
14				
	PN			

\* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAME O	F REPOF	RTING PERSONS	
1	Brascan Asset Management Holdings Limited			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	CHECK		KOT KIATE DOA IF A MEMIDER OF A GROOT	
2	(a) o			
	(b) 🗹			
3	SEC USE	ONLY		
J				
	SOURCE	OF FUN	DS	
4	4.5			
	AF CHECK F	ROX IF D	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
5	CHECKI		ISCEOSORE OF LEGAL I ROCEEDING IS REQUIRED I ORSOANT TO TTEMS 2(0) of 2(c)	
5	0			
C	CITIZEN	SHIP OR	PLACE OF ORGANIZATION	
6	Canada			
	Canada		SOLE VOTING POWER	
		7		
NUMBER			0	
SHARE BENEFICIA	-	8	SHARED VOTING POWER	
OWNED		0	6,257,951*	
EACH		_	SOLE DISPOSITIVE POWER	
REPORTI	-	9		
PERSO WITH			0 SHARED DISPOSITIVE POWER	
w1111		10	SHARED DISPOSITIVE POWER	
		10	6,257,951*	
44	AGGREG	ATE AM	IOUNT BENEFICIALLY OWNED BY EACH PERSON	
11				
	6,257,951*		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK DOX IF THE AGGREGATE AMOUNT IN NOW (II) EXCLUDES CERTAIN SHARES			
	0			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		ASS REPRESENTED BY AMOUNT IN ROW (11)		
13	13			
		REPOR	TING PERSON	
14	4 CO			

\* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

CUSIP No. 442	67D107
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	NAME C	OF REPO	RTING PERSONS	
1				
-	Brookfield US Holdings Inc.			
	CHECK	THE API	PROPRIATE BOX IF A MEMBER OF A GROUP	
2				
2	(a) o			
	(b) ☑ SEC USI			
3	SEC USI	EUNLY		
J				
	SOURCI	E OF FUN	IDS	
4				
	AF CHECK	BOX IF I	DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
5	GILOR	50A II' I		
5	0			
C	CITIZE	NSHIP OI	R PLACE OF ORGANIZATION	
6	Canada			
	Canada		SOLE VOTING POWER	
		7		
NUMBER	-		0	
SHARES		0	SHARED VOTING POWER	
BENEFICIA OWNED I		8	6,257,951*	
EACH			SOLE DISPOSITIVE POWER	
REPORTI		9		
PERSO		0	0	
WITH	Γ	4.0	SHARED DISPOSITIVE POWER	
		10		
	AGGRE	GATE AN	6,257,951* IOUNT BENEFICIALLY OWNED BY EACH PERSON	
11				
_	6,257,951*			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	0			
		NT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
13				
	15.1%*			
14	TYPE O	F REPOR	TING PERSON	
14				

\* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAME OF R	EPORTING PERSONS		
1	NAME OF R			
1	Brookfield US Corporation			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(a) o			
	(b) 🗹			
3	SEC USE ON	ILY		
3				
	SOURCE OF	FUNDS		
4				
	AF CHECK BOX	X IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
5	CHECK BUA	A IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED FURSUANT TO THEMIS 2(0) of 2(e)		
0	0			
C	CITIZENSHI	IP OR PLACE OF ORGANIZATION		
6	Delaware			
		SOLE VOTING POWER		
	7			
NUMBER				
SHARE BENEFICIA	-	SHARED VOTING POWER		
OWNED 1		6,257,951*		
EACH		SOLE DISPOSITIVE POWER		
REPORTI				
PERSO WITH		0 SHARED DISPOSITIVE POWER		
*****	1	<b>O</b>		
		6,257,951*		
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH PERSON		
11	6,257,951*			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12				
	0			
13	PERCENT O	<b>PF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>		
13	15.1%*			
	TYPE OF RE	EPORTING PERSON		
14				
	CO			

\* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

	NAME OF RE	EPORTING PERSONS		
1	Brookfield REP GP Inc.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) 🖸			
3	SEC USE ONI	LY		
4	AF	FUNDS		
5	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH710		0 SHARED VOTING POWER 6,257,951* SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 6,257,951*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.1%*			
14	TYPE OF REPORTING PERSON CO			

\* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 6,257,951 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 15.1% of the shares of Common Stock. See Item 5.

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "<u>Amendment No. 1</u>") amends the Schedule 13D filed on November 19, 2010 (the "<u>Original Schedule 13D</u>") (the Original Schedule 13D and Amendment No. 1 are collectively referred to herein as the "<u>Schedule 13D</u>"). This Amendment No. 1 relates to the common stock, \$0.01 par value per share (the "<u>Common Stock</u>"), of The Howard Hughes Corporation, a Delaware corporation (the "<u>Company</u>").

In connection with the filing of the Original Schedule 13D, Brascan Asset Management Holdings Limited ("<u>Brascan</u>") was inadvertently not included as a Reporting Person. This Amendment No. 1 adds Brascan as a Reporting Person to the Schedule 13D, and each Item in the Original 13D is hereby deemed applicable to Brascan in addition to the other Reporting Persons.

#### Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended in its entirety as follows:

- (a) This Schedule 13D is being filed by each of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"):
- (i) Brookfield Asset Management Inc. ("Brookfield"), a corporation formed under the laws of the Province of Ontario;

(ii) Trilon Bancorp Inc. ("<u>Trilon Bancorp</u>"), a corporation formed under the laws of the Province of Ontario and a wholly-owned subsidiary of Brookfield;

(iii) Brookfield Private Funds Holdings Inc. ("Brookfield Holdings"), a corporation formed under the laws of the Province of Ontario and a whollyowned subsidiary of Trilon Bancorp;

(iv) Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P. ("<u>BAM Canada</u>"), a limited partnership formed under the laws of the Province of Manitoba, of which Brookfield Holdings is the sole general partner;

(v) Brascan Asset Management Holdings Limited ("Brascan"), a Canadian private entity formed under the Canada Business Corporations Act and a direct wholly-owned subsidiary of Brookfield;

(vi) Brookfield US Holdings Inc. ("<u>US Holdings</u>"), a corporation formed under the laws of the Province of Ontario, a wholly-owned subsidiary of Brascan and an indirect wholly-owned subsidiary of Brookfield;

(vii) Brookfield US Corporation ("<u>US Corp.</u>"), a Delaware corporation, a wholly-owned subsidiary of US Holdings and an indirect wholly-owned subsidiary of Brookfield;

(viii) Brookfield REP GP Inc. ("<u>BRGP</u>"), a Delaware corporation of which US Corp. is the sole shareholder and an indirect wholly-owned subsidiary of Brookfield;

(ix) Brookfield Retail Split LP ("Split LP"), a Delaware limited partnership, of which BRGP is the sole general partner;

(x) Brookfield Retail Holdings LLC ("<u>BRH</u>") (formerly known as REP Investments LLC), a Delaware limited liability corporation, of which BAM Canada is the sole managing member;

(xi) Brookfield Retail Holdings II LLC ("BRH II"), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xii) Brookfield Retail Holdings III LLC ("BRH III"), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xiii) Brookfield Retail Holdings IV-A LLC ("BRH IV-A"), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xiv) Brookfield Retail Holdings IV-B LLC ("BRH IV-B"), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xv) Brookfield Retail Holdings IV-C LLC ("BRH IV-C"), a Delaware limited liability company, of which BAM Canada is the sole managing member;

(xvi) Brookfield Retail Holdings IV-D LLC ("BRH IV-D"), a Delaware limited liability company, of which BAM Canada is the sole managing member; and

(xvii) Brookfield Retail Holdings V LP ("BRH V"), a Delaware limited partnership, of which BAM Canada is the sole general partner;

Schedule I to the Original 13D, with respect to Brookfield, Schedule II to the Original 13D, with respect to Trilon Bancorp, Schedule III to the Original 13D, with respect to Brookfield Holdings, Schedule IV to the Original 13D with respect to US Holdings., Schedule V to the Original 13D with respect to US Corp, Schedule VI to the Original 13D with respect to BRGP, Schedule VII to the Original 13D with respect to BRH, Schedule VIII to the Original 13D with respect to BRH II, Schedule IX to the Original 13D with respect to BRH X, Schedule X to the Original 13D with respect to BRH IV-A, Schedule XI to the Original 13D with respect to BRH IV-B, Schedule XII to the Original 13D with respect to BRH IV-C, Schedule XIII to the Original 13D with respect to BRH IV-D, Schedule XIV to the Original 13D with respect to BRH V and Schedule XV to Amendment No. 1 with respect to Brascan set forth lists of all of the directors and executive officers or persons holding equivalent positions (the "Schedule Persons") of each such Reporting Person.

(b) The principal business address of each of Brookfield, Brascan and Trilon Bancorp is 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J 2T3. The principal address of each of Brookfield Holdings, BAM Canada, US Holdings, US Corp., BRGP, Split LP, BRH, BRH II, BRH III, BRH IV-A, BRH IV-B, BRH IV-C, BRH IV-D and BRH V is Three World Financial Center, 200 Vesey Street, New York, NY 10281-1021. Schedule I, Schedule II, Schedule II, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VII, Schedule IX, Schedule X, Schedule XI, Schedule XIII and Schedule XIV to the Original 13D and Schedule XV to Amendment No. 1 sets forth the principal business address of each Schedule Person.

(c) The principal business of Brookfield is to invest and operate businesses in the real estate, power generation and infrastructure sectors. The principal business of each of Trilon Bancorp, Brascan, Brookfield Holdings, US Holdings and US Corp. is to serve as an investment holding company. The principal business of BRGP is to serve as general partner of Split LP. The principal business of Split LP is to invest in the Company and General Growth Properties, Inc. The principal business of BAM Canada is to serve as investment manager, managing member or general partner, as applicable, for a variety of certain private investment vehicles, including each of the Investment Vehicles (as defined below). The principal activity of each of BRH, BRH II, BRH III, BRH IV-A, BRH IV-B, BRH IV-C, BRH IV-D and BRH V (each, an "Investment Vehicle") is to serve as a special purpose entity for the purpose of making certain investments in the Company and General Growth Properties, Inc. Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule XI, Schedule XII, Schedule XIII and Schedule XIV to the Original 13D and Schedule XV to Amendment No. 1 set forth the principal occupation or employment of each Schedule Person.

(d),(e) During the last five years, none of the Reporting Persons nor any of the Scheduled Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VI, Schedule VII, Schedule IX, Schedule X, Schedule XI, Schedule XII, Schedule XIII and Schedule XIV to the Original 13D and Schedule XV to Amendment No. 1 set forth the citizenships of each of the Scheduled Persons who is natural person.

#### Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on February 2, 2011, the Investment Vehicles directly held and beneficially owned the shares of Common Stock and Warrants indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 37,716,453 shares of Common Stock reported by the Company as outstanding in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, filed with the Securities and Exchange Commission on November 23, 2010, plus, where such beneficial ownership includes Warrants, such number of shares of Common Stock issuable upon exercise of the Warrants included in any such beneficial ownership calculation.

Investment Vehicle	Common Stock	Warrants	Beneficial Ownership
BRH	789,145	1,247,643	5.23%
BRH II	541,513	856,134	3.62%
BRH III	621,147	982,036	4.14%
BRH IV-A	71,816	113,541	0.49%
BRH IV-B (1)	143,342	226,625	0.98%
BRH IV-C (1)	48,023	75,924	0.33%
BRH IV-D	48,023	75,924	0.33%
BRH V	161,609	255,506	1.10%
<u>Total:</u>	2,424,618	3,833,333	15.06%

1) The shares of Common Stock and Warrants are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock and Warrants held directly by Brookfield US Retail Holdings LLC.

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAM Canada may be deemed, subject to restrictions on its authority imposed by the Voting Agreement, to beneficially own all shares of Common Stock and Warrants owned by each of the Investment Vehicles, consisting of 2,424,618 shares of Common Stock and Warrants exercisable to purchase 3,833,333 shares of Common Stock, collectively representing 15.1% of the Common Stock. As direct and indirect controlling persons of BAM Canada, each of Brookfield Holdings, Trilon Bancorp and Brookfield may be deemed to share with BAM Canada beneficial ownership of such shares of Common Stock and Warrants.

Split LP is the non-managing member of BRH. By virtue of (i) its ability under the Operating Agreement of BRH to appoint and remove the board of directors of BRH and (ii) the ability of the board of directors of BRH to direct BAM Canada on behalf of BRH to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions with respect to, and material dispositions of, Common Stock by the Investment Vehicles), Split LP may be deemed to share voting and investment power with respect to the 6,257,951 shares of Common Stock owned by the Investment Vehicles, representing approximately 15.1% of the shares of the Common Stock. As direct and indirect controlling persons of Split LP, BRGP, US Holdings, US Corp., Brascan and Brookfield may be deemed to share with Split LP beneficial ownership of such shares of Common Stock and Warrants.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock or Warrants.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a "group" within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the "group" may be deemed to beneficially own all shares of Common Stock and Warrants held by all members of the "group." Accordingly, each of the Reporting Persons may be deemed to beneficially own 6,257,951 shares of Common Stock (which includes the 3,833,333 shares of Common Stock issuable upon exercise of the Warrants held by all Reporting Persons), constituting beneficial ownership of 15.1% of the shares of the Common Stock. Each of the Investment Vehicles expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and Warrants held by each of the other Investment Vehicles.

By virtue of (i) the ability of the Northern Trust Company, acting in its capacity as custodian for the Future Fund Board of Guardians ("Future Fund") under the Operating Agreement of BRH II to appoint and remove the members of the board of directors of BRH II and (ii) the ability of the board of directors of BRH II to direct BAM Canada on behalf of BRH II to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), Future Fund may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. By virtue of (i) the ability of Stable Investment Corporation ("<u>Stable</u>") and Best Investment Corporation ("<u>Best</u>" and, together with Stable, "<u>SB</u>") (both subsidiaries of China Investment Corporation) under the Operating Agreement of BRH III to appoint and remove the members of the board of directors of BRH III and (ii) the ability of the board of directors of BRH III to direct BAM Canada on behalf of BRH III to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), SB may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. Additionally, by virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund and/or SB may be deemed to be members of a "group" with the Reporting Persons. Neither Future Fund on SB are Reporting Persons on this Schedule 13D, and any obligations either of them may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that either Future Fund or SB beneficially owns shares of Common Stock or Warrants, but expressly disclaim, to the extent permitted by applicable law, beneficial ownership thereof.



#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of this statement on Schedule 13D is hereby amended to include:

Pursuant to Rule 13d-1(k) promulgated under the Act, the Reporting Persons have entered into an agreement on February 2, 2011, with respect to the joint filing of this Schedule 13D and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 13.

#### Item 7. Material To Be Filed as Exhibits

Exhibit 13 Joint Filing Agreement, dated as of February 2, 2011, by and among Brookfield Asset Management Inc., Trilon Bancorp Inc., Brookfield Private Funds Holdings Inc., Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., Brascan Asset Management Holdings Limited, Brookfield US Holdings Inc., Brookfield US Corporation, Brookfield REP GP Inc., Brookfield Retail Split LP, Brookfield Retail Holdings LLC, Brookfield Retail Holdings II LLC, Brookfield Retail Holdings III LLC, Brookfield Retail Holdings IV-A LLC, Brookfield Retail Holdings IV-B LLC, Brookfield Retail Holdings IV-C LLC, Brookfield Retail Holdings IV-D LLC and Brookfield Retail Holdings V LP.

# SIGNATURES

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

Dated: February 2, 2011	BROOKFIELD ASSET MANAGEMENT
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Senior Managing Partner
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Senior Vice-President, Taxation
Dated: February 2, 2011	BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA) L.P.
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD PRIVATE FUNDS HOLDINGS INC.
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	TRILON BANCORP INC.
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice President
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Vice President
Dated: February 2, 2011	BROOKFIELD RETAIL SPLIT LP
	By: Brookfield REP GP Inc., its general partner
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President

Dated: February 2, 2011	BROOKFIELD RETAIL PREFERRED LLC
	By: Brookfield US Corporation, its managing member
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD US HOLDINGS INC.
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice President
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Vice President
Dated: February 2, 2011	BRASCAN ASSET MANAGEMENT HOLDINGS LIMITED
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice-President
Dated: February 2, 2011	BROOKFIELD US CORPORATION
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD RETAIL HOLDINGS LLC
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
	By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

Dated: February 2, 2011

Dated: February 2, 2011

### **BROOKFIELD RETAIL HOLDINGS II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
- By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

#### **BROOKFIELD RETAIL HOLDINGS III LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
- By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

### **BROOKFIELD RETAIL HOLDINGS IV-A LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President

Dated: February 2, 2011	BROOKFIELD RETAIL HOLDINGS IV-B LLC
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD RETAIL HOLDINGS IV-C LLC
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD RETAIL HOLDINGS IV-D LLC
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: <u>/s</u> / Karen Ayre
Dated: February 2, 2011	By: /s/ Karen Ayre Name: Karen Ayre
Dated: February 2, 2011	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President BROOKFIELD RETAIL HOLDINGS V LP By: Brookfield Asset Management Private Institutional Capital
Dated: February 2, 2011	<ul> <li>By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President</li> <li>BROOKFIELD RETAIL HOLDINGS V LP</li> <li>By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its general partner</li> <li>By: Brookfield Private Funds Holdings Inc., its general partner</li> <li>By: /s/ Karen Ayre</li> </ul>
Dated: February 2, 2011	<ul> <li>By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President</li> <li>BROOKFIELD RETAIL HOLDINGS V LP</li> <li>By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its general partner</li> <li>By: Brookfield Private Funds Holdings Inc., its general partner</li> </ul>

# SCHEDULE XV

Brascan Asset Management Holdings Ltd.

Name and Position of Officer or Director	Principal Business Address	Principal Occupation or Employment	Citizenship
Dinaz Dadyburjor, Director, Vice-President and Treasurer	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice-President, Operations, Brookfield Asset Management Inc.	Canada
Aleks Novakovic, Director, Vice- President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice-President, Taxation Brookfield Asset Management Inc.	Canada
Sachin Shah, Director, President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Partner, Brookfield Asset Management Inc.	Canada
Jeffrey Haar, Vice-President and Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice-President, Legal Brookfield Asset Management Inc.	Canada
Cyrus Madon, Vice-President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner, Brookfield Asset Management Inc.	Canada

### EXHIBIT 99.16

# JOINT FILING AGREEMENT

THIS JOINT FILING AGREEMENT is entered into as of February 2, 2011, by and among the parties hereto. The undersigned hereby agree that Amendment No. 1 to the Statement on Schedule 13D with respect to the common stock, par value \$0.01 per share (the "<u>Common Stock</u>"), of The Howard Hughes Corporation., a Delaware corporation, and any amendment thereafter signed by each of the undersigned shall be (unless otherwise determined by the undersigned) filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 2, 2011	BROOKFIELD ASSET MANAGEMENT
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Senior Managing Partner
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Senior Vice-President, Taxation
Dated: February 2, 2011	BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA) L.P.
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD PRIVATE FUNDS HOLDINGS INC.
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	TRILON BANCORP INC.
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice President
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Vice President

Dated: February 2, 2011	BROOKFIELD RETAIL SPLIT LP
	By: Brookfield REP GP Inc., its general partner
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD RETAIL PREFERRED LLC
	By: Brookfield US Corporation, its managing member
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	BROOKFIELD US HOLDINGS INC.
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice President
	By: /s/ Joseph Freedman Name: Joseph Freedman Title: Vice President
Dated: February 2, 2011	BRASCAN ASSET MANAGEMENT HOLDINGS LIMITED
	By: /s/ Aleks Novakovic Name: Aleks Novakovic Title: Vice-President
Dated: February 2, 2011	BROOKFIELD US CORPORATION
	By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President

Dated: February 2, 2011

Dated: February 2, 2011

#### **BROOKFIELD RETAIL HOLDINGS LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
- By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

#### **BROOKFIELD RETAIL HOLDINGS II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
- By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

#### **BROOKFIELD RETAIL HOLDINGS III LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

- By: Brookfield Private Funds Holdings Inc., its general partner
- By: /s/ Karen Ayre Name: Karen Ayre Title: Vice President
- By: /s/ Moshe Mandelbaum Name: Moshe Mandelbaum Title: Vice President

Dated: February 2, 2011	<b>BROOKFIELD RETAIL HOLDINGS IV-A LLC</b>
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	<b>BROOKFIELD RETAIL HOLDINGS IV-B LLC</b>
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	<b>BROOKFIELD RETAIL HOLDINGS IV-C LLC</b>
	By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President
Dated: February 2, 2011	<b>BROOKFIELD RETAIL HOLDINGS IV-D LLC</b>
	By: Brookfield Asset Management Private Institutional Capital
	Adviser (Canada) L.P., its managing member
	By: Brookfield Private Funds Holdings Inc., its general partner
	By: /s/ Karen Ayre
	Name: Karen Ayre Title: Vice President

# **BROOKFIELD RETAIL HOLDINGS V LP**

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its general partner

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

By: /s/ Karen Ayre

Name: Karen Ayre Title: Vice President