

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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 ASSET MANAGEMENT INC.</u>  (Last) (First) (Middle) BROOKFIELD PLACE, SUITE 300, 181 BAY STREET, P.O. BOX 762  (Street) TORONTO, ONTARIO M5J2T3  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2010	3. Issuer Name and Ticker or Trading Symbol <u>Howard Hughes Corp [ HHC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director by deputization (1)</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>BROOKFIELD ASSET MANAGEMENT INC.</u>  (Last) (First) (Middle) BROOKFIELD PLACE, SUITE 300, 181 BAY STREET, P.O. BOX 762  (Street) TORONTO, ONTARIO M5J2T3  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Brookfield Trilon Bancorp Inc.</u>  (Last) (First) (Middle) 181 BAY STREET, P.O. BOX 762  (Street) TORONTO, ONTARIO M5J2T3  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP</u>  (Last) (First) (Middle) THREE WORLD FINANCIAL CENTER, 200 VESEY STREET, 11TH FLOOR
--

(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, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield Retail Split LP](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER,  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield US Holdings Inc.](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER,  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield US Corp](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER,  
200 VESEY STREET, 11TH FLOOR,

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield REP GP Inc.](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER,  
200 VESEY STREET, 11TH FLOOR

(Street)  
NEW YORK NY 10281

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Brookfield Retail Holdings LLC](#)

(Last) (First) (Middle)

THREE WORLD FINANCIAL CENTER,  
200 VESEY STREET, 11TH FLOOR

(Street)

NEW YORK NY 10281

(City)

(State)

(Zip)

Explanation of Responses:

**Remarks:**

(1) See Exhibit 99.1; Note 1. Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information Exhibit 99.3 - Joint Filers' Signatures

**No securities are beneficially owned.**

/s/ Joe Freedman, Senior

Managing Partner and Counsel

of Brookfield Asset

Management Inc.

11/09/2010

\*\* 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 5 (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 Asset Management Inc.  
The Howard Hughes Corporation (HHC)  
November 9, 2010

**Exhibit 99.1**

Explanation of Responses:

(1) On November 9, 2010, 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 ("BUSH"), Brookfield US Corporation, a Delaware corporation ("BUSC"), Brookfield REP GP Inc., a Delaware corporation ("BRGP"), Brookfield Retail Split LP, a Delaware limited partnership ("BRS") and Brookfield Retail Holdings LLC (formerly REP Investments LLC), a Delaware limited liability company ("BRH") and, together with BAM, Trilon, BPFH, BPIC, BUSH, BUSC, BRGP and BRS, the "Reporting Persons"). Each of the Reporting Persons is a "director by designation" solely for purposes of Section 16 of the Securities Exchange Act of 1934.

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Designated Filer: Brookfield Asset Management Inc.  
Issuer & Ticker Symbol: The Howard Hughes Corporation (HHC)  
Date of Event Requiring Statement: 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
  4. Name: Brookfield Retail Split LP  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  5. Name: Brookfield US Holdings Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  6. Name: Brookfield US Corporation  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  7. Name: Brookfield REP GP Inc.  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
  8. Name: Brookfield Retail Holdings LLC  
Address: Three World Financial Center, 200 Vesey Street, New York, New York 10281
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Designated Filer:  
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**Exhibit 99.3 - Joint Filers' Signatures**

Trilon Bancorp Inc.

By: /s/ Joe Freedman  
Name: Joe Freedman  
Title: Senior Managing Partner and Counsel

Date: November 9, 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 9, 2010

Brookfield Private Funds Holdings Inc.

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

Date: November 9, 2010

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

Brookfield Retail Split LP

By: Brookfield REP GP Inc., its general partner

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

Date: November 9, 2010

Brookfield US Holdings Inc.

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

Date: November 9, 2010

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

Brookfield Asset Management Inc.  
The Howard Hughes Corporation (HHC)  
November 9, 2010

Brookfield US Corporation

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

Date: November 9, 2010

Brookfield REP GP Inc.

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

Date: November 9, 2010

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

Date: November 9, 2010

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

