

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan TECHNICAL OLYMPIC USA, INC. 401(K) SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 01/01/2000
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) TOUSA, INC. 4000 HOLLYWOOD BOULEVARD SUITE 400N HOLLYWOOD, FL 33021	2b Employer Identification Number (EIN) 76-0460831 2c Sponsor's telephone number 954-364-4000 2d Business code (see instructions) 236110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2010	SORANA GEORGESCU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TOUSA, INC. 4000 HOLLYWOOD BOULEVARD SUITE 400N HOLLYWOOD, FL 33021	3b Administrator's EIN 76-0460831 3c Administrator's telephone number 954-364-4000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name TECHNICAL OLYMPIC USA, INC.	4b EIN 76-0460831 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	2104
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	381
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	1378
d Subtotal. Add lines 6a , 6b , and 6c	6d	1759
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	1763
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1711
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TECHNICAL OLYMPIC USA, INC. 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TOUSA, INC.		D Employer Identification Number (EIN) 76-0460831

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FID. INV. INST. OPS. CO.	100 SALEM STREET SMITHFIELD, RI 02917
04-2647786	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FID. INV. INST. OPS. CO.

100 SALEM STREET
SMITHFIELD, RI 02917

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	12161	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FID. INV. INST. OPS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF LG CAP VAL INV STATE STREE BANK 04-1867445	ANNUALIZED FORMULA METHOD - 0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FID. INV. INST. OPS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL ACORN USA Z COLUMBIA MGT 04-2838628	ANNUALIZED FORMULA METHOD - 0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FID. INV. INST. OPS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA MIDCAP DSCPLD BOSTON FINANCIAL 04-2526037	ANNUALIZED FORMULA METHOD - 0.35%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FID. INV. INST. OPS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA SM CAP VAL INV BOSTON FINANCIAL 04-2526037	ANNUALIZED FORMULA METHOD - 0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service	(c) Describe the information that the service provider failed or refused to provide
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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>TECHNICAL OLYMPIC USA, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOUSA, INC.</u>	D Employer Identification Number (EIN) <u>76-0460831</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	325167	83010
(2) Participant contributions	1b(2)	166299	23737
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	634513	174670
(9) Value of interest in common/collective trusts.....	1c(9)	5490401	5115190
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24834023	23291909
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	31450403	28688516

Liabilities

g Benefit claims payable	1g	911558	978765
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	690136	168406
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1601694	1147171

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	29848709	27541345
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	711378	
(B) Participants	2a(1)(B)	1789622	
(C) Others (including rollovers)	2a(1)(C)	116547	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2617547

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	26885	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26885

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		201450
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		7054189
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9900071

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12109449	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		12109449
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		85825
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12161	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		12161
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12207435

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2307364
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		9583562
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>TECHNICAL OLYMPIC USA, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOUSA, INC.</u>	D Employer Identification Number (EIN) <u>76-0460831</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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Report of Independent Certified Public Accountants

The Human Resources, Compensation and Benefits Committee
TOUSA, Inc.

We were engaged to audit the accompanying statements of net assets available for benefits of the Technical Olympic USA, Inc. 401(k) Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules of delinquent participant contributions for the year ended December 31, 2009, and assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

August 6, 2010

Technical Olympic USA, Inc. 401(k) Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Assets		
Investments, at fair value	\$ 28,581,769	\$ 30,958,937
Receivables:		
Participants' contributions	23,737	166,299
Employer's contribution	83,010	325,167
Total receivables	106,747	491,466
Total assets	28,688,516	31,450,403
Liabilities		
Excess refundable contributions	14,801	536,531
Due to Plan sponsor	153,605	153,605
Total liabilities	168,406	690,136
Net assets available for benefits reflecting fair value	28,520,110	30,760,267
Adjustment from fair value to contract value for fully benefit-response investment contracts	89,244	290,694
Net assets available for benefits	<u>\$ 28,609,354</u>	<u>\$ 31,050,961</u>

See accompanying notes.

Technical Olympic USA, Inc. 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions

Investment income:

Net appreciation in fair value of investments in mutual funds \$ 6,533,226

Interest and dividend income 547,848

Total investment income 7,081,074

Contributions:

Participant contributions 1,789,622

Employer contributions 711,378

Rollovers 116,547

Total contributions 2,617,547

Total additions 9,698,621

Deductions

Benefits paid to Plan participants 12,128,067

Administrative expenses 12,161

Total deductions 12,140,228

Net decrease (2,441,607)

Net assets available for benefits:

Beginning of year 31,050,961

End of year \$ 28,609,354

See accompanying notes.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

The following description of the Technical Olympic USA, Inc. 401 (k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all eligible employees of TOUSA, Inc., formerly known as Technical Olympic USA, Inc. (the Company, the Plan Sponsor, or the Plan Administrator) who have completed three months of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions and allocations of Plan earnings. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Contributions

Each year, participants may contribute to the Plan up to the lesser of (a) a maximum elective deferred contribution under the Internal Revenue Code (the Code) of \$16,500 for 2009, or (b) 60% of a participant's pretax annual compensation, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company will match 50% of a participant's pretax contribution up to 6% of the participant's compensation for each Plan year. The match is invested in various investment options as directed by the participant. The Company may also make additional discretionary matching contributions to the Plan as determined by its Board of Directors.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions, and additional matching employer contributions, as well as earnings thereon. Participants are also immediately vested in any additional discretionary matching employer contributions plus earnings thereon. Generally, under the Plan, for basic matching employer contributions, participants are 20% vested after two full years of credited service, 50% after three years, 75% after four years, and 100% after five years. However, as a result of the partial plan termination (see Note 7), Plan participants employed by the Company on or after June 15, 2006, became fully vested in their respective matching employer contributions regardless of their years of credited service.

Investment Options

Upon enrollment in the Plan, a participant may direct Company and participant contributions into any of the fund options. Participants may change their fund options at their discretion.

Loans to Participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The minimum loan amount is \$1,000. The loans are secured by the participants' account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement, or separation, a participant may elect to receive either a lump-sum distribution equal to the vested value of his or her account or installment benefit payments as defined in the Plan document. However, if the value of the participant's vested benefit is \$1,000 or less (excluding amounts attributable to rollovers), a participant may only receive a lump-sum distribution. Benefit payments are recorded when paid. There were \$978,765 and \$911,558 of unpaid benefit payments that were processed and approved as of December 31, 2009 and 2008, respectively.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Forfeitures

Forfeiture allocations are used to pay administrative expenses and any remaining amounts are used to reduce future employer contributions. As of December 31, 2009 and 2008, \$364,176 and \$393,227, respectively, of the Plan's assets related to forfeitures had not yet been allocated. During 2009, \$6,702 of funds in the forfeiture account were used to pay administrative expenses.

Excess Contributions Refundable and Due to Plan Sponsor

In the event that participant contributions exceed contribution limitations of the Plan, corrective distributions may be required according to the terms of the Plan document. As of December 31, 2009 and 2008, there were \$14,801 and \$536,531, respectively, in excess contributions payable to participants. In addition, there was \$153,605 in refundable contributions to the Plan sponsor related to overpayments as of December 31, 2009.

Plan Termination

The Plan sponsor filed for bankruptcy protection on January 29, 2008. The Company has the right under the Plan document to terminate the Plan subject to the provisions of ERISA and has done so, effective the close of business on June 30, 2010 (see Note 7). The participants will continue to be 100% vested in their account balances.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Plan's financial statements have been prepared on the accrual basis of accounting.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 amended FASB Statement No. 157 (codified as Accounting Standard Codification (ASC) 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended.

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009, and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 5 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

Investment Valuation

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See below for further discussion of fair value measurements and Note 4 for other fair value disclosures.

The Fidelity Managed Income Portfolio (collective trust) invests in fully benefit-responsive investment contracts. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

For 2009 and 2008, the statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Three levels of inputs may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that an entity has the ability to access as of the measurement date, or observable inputs.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The following is a description of the valuation methodologies used for the investments measured at fair value:

Mutual Funds

The shares of mutual funds are valued at quoted active market prices, which represent the net asset values of shares held by the Plan at year-end and are classified as Level 1 investments.

Collective Trusts

The contract value of participation units owned in the collective trust fund are based on quoted redemption values, as determined by Fidelity Management Trust Company (the Trustee of the Plan), on the last business day of the Plan year. The fair value of the collective trust fund is based on quoted prices of the underlying assets as determined by the Trustee. Collective trusts are classified as Level 2 investments.

Participant Loans

Participant loans are valued at their outstanding balances, which approximate fair value and are classified as Level 3 investments.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Investment income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments

Benefits are recorded when paid.

Risks and Uncertainties

The Plan provides for various investment options. These investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions in net assets available for Plan benefits during the reporting period. Actual results could differ from those estimates.

Subsequent Events

Management has evaluated events subsequent to December 31, 2009 through August 6, 2010, the date the financial statements were available to be issued.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

3. Information Certified by the Trustee

All investment information disclosed in the accompanying financial statements and supplemental schedules including investments held and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009 and 2008, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2009, was obtained or derived from information provided to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company, the Trustee of the Plan.

The following table lists those investments that represent 5% or more of the Plan's net assets at December 31, 2009 and 2008:

	2009	2008
Fidelity Blue Chip Growth Fund	\$ 3,804,702	\$ 3,812,110
Fidelity Puritan Fund	2,275,590	2,690,557
Fidelity Diversified International Fund	2,058,396	2,474,217
Amer. Beacon Large Cap Value Fund Plan Ahead Class	(a)	1,792,321
Fidelity Managed Income Portfolio (at contract value)*	5,204,434	5,781,095
Spartan U.S. Equity Index Fund	1,681,153	1,594,726
Fidelity Magellan Fund	1,875,851	1,681,024
Fidelity Intermediate Bond Fund	1,527,338	1,751,428

* The fair value of the Plan's investment in the Fidelity Managed Income Portfolio was \$5,115,190 and \$5,490,401 at December 31, 2009 and 2008, respectively.

(a) Balance was less than 5%

During 2009, the Plan's investments in mutual funds (including gains and losses on investments bought, sold, and held during the year) appreciated in value by a net amount of \$6,533,226 as determined by quoted market prices.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 12,511,349	\$ —	\$ —	\$ 12,511,349
International equities	2,787,349	—	—	2,787,349
Fixed income	1,527,338	—	—	1,527,338
Balanced	6,465,873	—	—	6,465,873
Collective trust*	—	5,115,190	—	5,115,190
Participant loans	—	—	174,670	174,670
	<u>\$ 23,291,909</u>	<u>\$ 5,115,190</u>	<u>\$ 174,670</u>	<u>\$ 28,581,769</u>

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 24,834,023	\$ —	\$ —	\$ 24,834,023
Collective trust*	—	5,490,401	—	5,490,401
Participant loans	—	—	634,513	634,513
	<u>\$ 24,834,023</u>	<u>\$ 5,490,401</u>	<u>\$ 634,513</u>	<u>\$ 30,958,937</u>

*The collective trust fund is invested entirely in the Fidelity Managed Income Portfolio, a commingled pool of fixed income securities, for which all changes in fair value, realized and unrealized, are reflected as adjustments to the interest and dividend earnings of the investment. There are currently no redemption restrictions on these investments. The fair value of the investments in this fund has been estimated using the net asset value per share.

The following table provides a summary of changes in the fair value of the Plan's Level 3 assets:

	Participant Loans
Balance at December 31, 2008	\$ 634,513
New loans issued	222,823
Loans distributed	(504,588)
Loan principal repayments	(178,078)
Balance at December 31, 2009	<u>\$ 174,670</u>

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

5. Party-in-Interest Transactions

Investments are shares of mutual funds managed by the Trustee, and therefore represent party-in-interest transactions.

Certain administrative expenses are paid directly by the Company. Total administrative expenses paid by the Plan were \$12,161 for the year ended December 31, 2009. The fees and expenses primarily consist of accounting fees and administrative services provided by the Trustee.

6. Income Tax Status

The underlying volume submitter plan has received an advisory letter from the Internal Revenue Service (IRS) dated March 31, 2008 stating that the form of the Plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2009-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan advisory letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

7. Partial Plan and Full Terminations

On June 15, 2006, as a result of the reduction-in-force initiatives implemented by the Company, which called for the termination of more than 20% of the total work force, a partial plan termination occurred. In connection therewith, all employees who were active participants in the Plan as of the date of the partial plan termination became fully vested in their employer contributions plus actual earnings thereon.

Due to the wind down of the Company as a result of its filing for bankruptcy in early 2008, the Company decided to terminate the Plan effective the close of business on June 30, 2010. The termination of the Plan was approved by the Board of Directors on May 26, 2010, and by the Bankruptcy Court on June 17, 2010. As the result of the termination, no further contributions can be made by active participants and no further employer matching contributions will be made by the Company after June 30, 2010. All participants with account balances as of June 30, 2010, are fully vested in such amounts and will be instructed by the Plan on their distribution options later in 2010. Such options will generally include the rollover of the participant's account balance to another qualified plan, (including an Individual Retirement Account) or the distribution of the account balance directly to the participant. It is the intent of the Company and the Plan to distribute the account balances of all of the participants by December 31, 2010.

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

8. Delinquent Participant Contributions

During 2006, 2007, 2008, and part of 2009, the Company was untimely in remitting certain participant contributions. The Company had remitted the proper amount of participant contributions to the Plan, but on a delinquent basis averaging from 7 days to 16 days. On August 20, 2009 and July 19, 2010, the Company reimbursed the Plan for lost earnings from delinquent participant contributions in the amounts of \$69,940 for 2006 through 2008 and \$2,446 for 2009, respectively, which are reflected in employer contribution receivables on the statements of net assets available for benefits as of December 31, 2008 and 2009.

Late remittances of participant contributions constitute a prohibited transaction under Section 406 of ERISA, regardless of the materiality. In November 2009, the Company filed Forms 5330, Return of Excise Taxes Related to Employee Benefit Plans, for 2006, 2007, and 2008 and paid the related taxes of \$10,490 with respect to these prohibited transactions. In July 2010, the Company made similar filings for 2009, together with the payment of excise taxes of \$367. These taxes were paid directly by the Company.

9. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2009	2008
Net assets available for benefits per the financial statements	\$28,609,354	\$31,050,961
Less: Amounts allocated to withdrawing participants at December 31, 2009	(978,765)	(911,558)
Less: Adjustment from fair value to contract value for fully benefit-responsive contracts	(89,244)	(290,694)
Net assets available for benefits per the Form 5500	<u>\$27,541,345</u>	<u>\$29,848,709</u>

Technical Olympic USA, Inc. 401(k) Savings Plan

Notes to Financial Statements (continued)

9. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2009 to the Form 5500:

Benefits paid to participants per the financial statements	\$ 12,128,067
Add: Change in amounts allocated to withdrawing participants at December 31, 2009	<u>67,207</u>
Benefits paid to participants per the Form 5500	<u>\$ 12,195,274</u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefits payments that have been processed and approved for payment prior to year-end but not paid as of that date.

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended December 31, 2009:

Total additions per the financial statements	\$ 9,698,621
Add: Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	<u>201,450</u>
Total gain per the Form 5500	<u>\$ 9,900,071</u>

Supplemental Schedules

Technical Olympic USA, Inc. 401(k) Savings Plan

EIN #76-0460831 Plan #001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan Indicate an X here if Late Participant Loan Repayments are Included: X	Total that Constitute Nonexempt Prohibited Transactions		Total Fully Corrected Under VFCP and PTE 2002–51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP
\$ 3,950,548			\$ 3,950,548 (1)
\$ 2,982,435			\$ 2,982,435 (2)
\$ 1,879,746			\$ 1,879,746 (3)
\$ 770,833			\$ 770,833 (4)

- (1) Represents delinquent participant contributions and loan repayments from various 2006 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.
- (2) Represents delinquent participant contributions and loan repayments from various 2007 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.
- (3) Represents delinquent participant contributions and loan repayments from various 2008 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.
- (4) Represents delinquent participant contributions and loan repayments from various 2009 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2010.

Technical Olympic USA, Inc. 401(k) Savings Plan

EIN #76-0460831 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
* Fidelity Puritan Fund	141,693 shares	**	\$ 2,275,590
* Fidelity Magellan Fund	29,164 shares	**	1,875,851
* Fidelity Contrafund Fund	10,918 shares	**	636,301
* Fidelity Growth and Income Fund	82,028 shares	**	1,317,367
* Fidelity Intermediate Bond Fund	150,477 shares	**	1,527,338
* Fidelity Blue Chip Growth Fund	100,256 shares	**	3,804,702
* Fidelity Low-Priced Stock Fund	15,393 shares	**	491,638
* Fidelity Worldwide Fund	45,361 shares	**	728,952
* Fidelity Diversified International Fund	73,514 shares	**	2,058,396
* Fidelity Mid-Cap Stock Fund	39,427 shares	**	923,391
* Fidelity Freedom Income Fund	13,105 shares	**	140,753
* Fidelity Freedom 2000 Fund	3,879 shares	**	44,028
* Fidelity Freedom 2010 Fund	43,477 shares	**	543,892
* Fidelity Freedom 2020 Fund	58,357 shares	**	732,383
* Fidelity Freedom 2030 Fund	102,635 shares	**	1,271,648
* Fidelity Managed Income Portfolio	5,204,433 shares	**	5,115,190
Spartan U.S. Equity Index Fund	42,636 shares	**	1,681,153
* Fidelity Freedom 2040 Fund	99,000 shares	**	708,839
* Fidelity Freedom 2005 Fund	1,413 shares	**	14,173
* Fidelity Freedom 2015 Fund	11,186 shares	**	116,557
* Fidelity Freedom 2025 Fund	39,908 shares	**	414,641
* Fidelity Freedom 2035 Fund	18,066 shares	**	185,353
* Fidelity Freedom 2045 Fund	145 shares	**	1,229
* Fidelity Freedom 2050 Fund	2,010 shares	**	16,787
Columbia Acorn USA Fund Class Z Fund	3,676 shares	**	85,241
Amer. Beacon Large Cap Value Fund Plan Ahead Class	82,346 shares	**	1,352,123
Wells Fargo Advantage Small Cap Value Z Fund	7,142 shares	**	195,900
Wells Fargo Advantage Mid Cap Disciplined Fund	8,334 shares	**	147,683
* Participant Loans	Interest rates at 5.25%, maturity dates ranging from one to ten years	—	174,670
			<u>\$ 28,581,769</u>

* Party in interest

**Cost omitted for participant-directed investments

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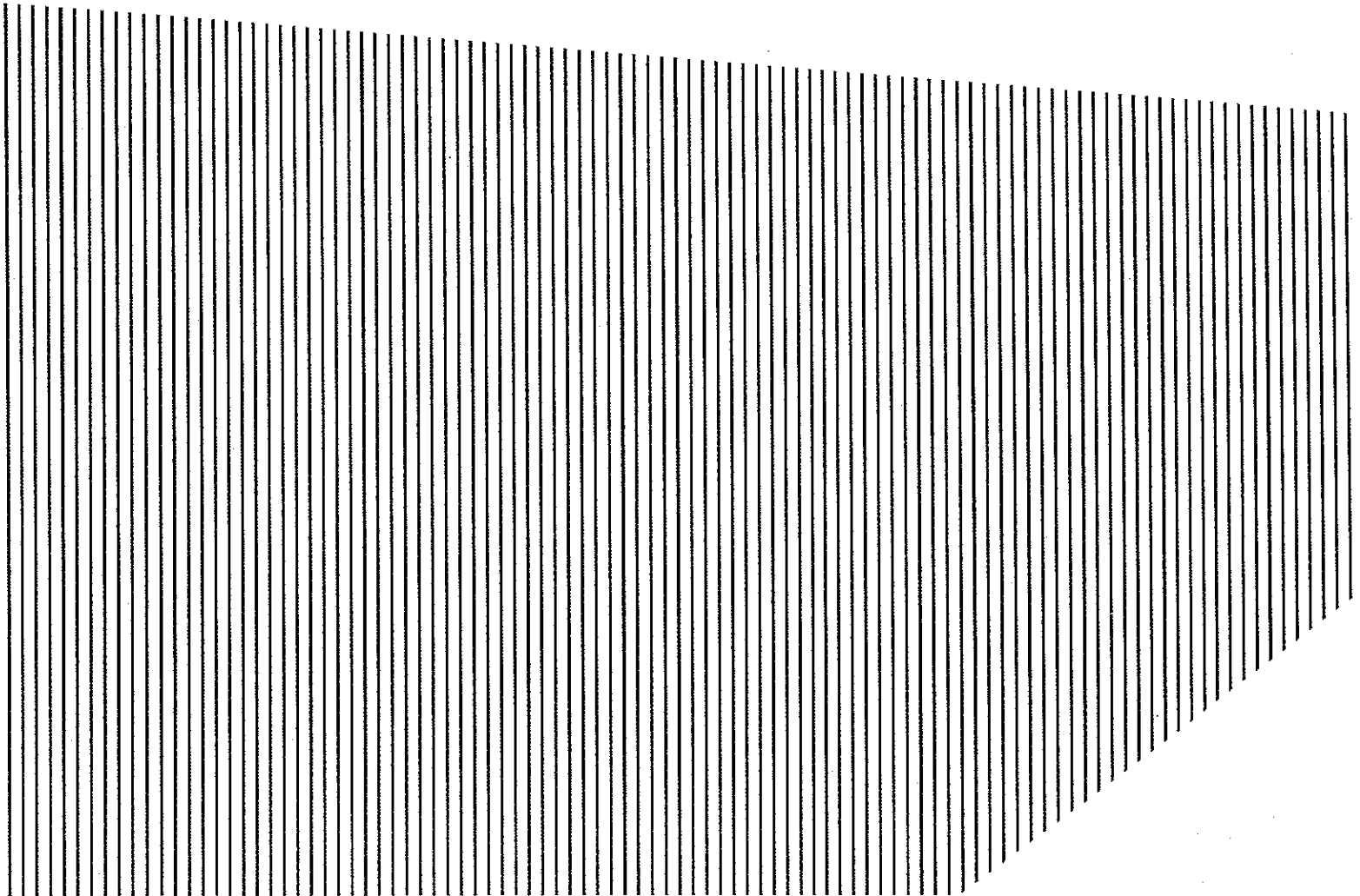
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Technical Olympic USA, Inc. 401(k) Savings Plan

EIN #76-0460831 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
* Fidelity Puritan Fund	141,693 shares	**	\$ 2,275,590
* Fidelity Magellan Fund	29,164 shares	**	1,875,851
* Fidelity Contrafund Fund	10,918 shares	**	636,301
* Fidelity Growth and Income Fund	82,028 shares	**	1,317,367
* Fidelity Intermediate Bond Fund	150,477 shares	**	1,527,338
* Fidelity Blue Chip Growth Fund	100,256 shares	**	3,804,702
* Fidelity Low-Priced Stock Fund	15,393 shares	**	491,638
* Fidelity Worldwide Fund	45,361 shares	**	728,952
* Fidelity Diversified International Fund	73,514 shares	**	2,058,396
* Fidelity Mid-Cap Stock Fund	39,427 shares	**	923,391
* Fidelity Freedom Income Fund	13,105 shares	**	140,753
* Fidelity Freedom 2000 Fund	3,879 shares	**	44,028
* Fidelity Freedom 2010 Fund	43,477 shares	**	543,892
* Fidelity Freedom 2020 Fund	58,357 shares	**	732,383
* Fidelity Freedom 2030 Fund	102,635 shares	**	1,271,648
* Fidelity Managed Income Portfolio	5,204,433 shares	**	5,115,190
Spartan U.S. Equity Index Fund	42,636 shares	**	1,681,153
* Fidelity Freedom 2040 Fund	99,000 shares	**	708,839
* Fidelity Freedom 2005 Fund	1,413 shares	**	14,173
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* Participant Loans	Interest rates at 5.25%, maturity dates ranging from one to ten years	—	174,670
			<u>\$ 28,581,769</u>

* Party in interest

**Cost omitted for participant-directed investments

Technical Olympic USA, Inc. 401(k) Savings Plan

EIN #76-0460831 Plan #001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan Indicate an X here if Late Participant Loan Repayments are Included: X	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002–51
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\$ 770,833				\$ 770,833 (4)

(1) Represents delinquent participant contributions and loan repayments from various 2006 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.

(2) Represents delinquent participant contributions and loan repayments from various 2007 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.

(3) Represents delinquent participant contributions and loan repayments from various 2008 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.

(4) Represents delinquent participant contributions and loan repayments from various 2009 pay periods. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2010.