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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GR BIRDWELL CONSTRUCTION, LP 401(K) PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1999

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
GR BIRDWELL CONSTRUCTION, LP

PO BOX 690708
HOUSTON, TX 77269-0708

2b Employer Identification Number (EIN) 74-1971206

2c Sponsor's telephone number 281-890-4981

2d Business code (see instructions) 237990

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.	03/14/2011	BRAD BIRDWELL
	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")
GR BIRDWELL CONSTRUCTION, LP

PO BOX 690708
HOUSTON, TX 77269-0708

3b Administrator's EIN
74-1971206

3c Administrator's telephone number
281-890-4981

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	256
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**	165
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	186
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	186
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan	**B** Three-digit plan number (PN) ▶	
GR BIRDWELL CONSTRUCTION, LP 401(K) PROFIT SHARING PLAN AND TRUST		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GR BIRDWELL CONSTRUCTION, LP	74-1971206	

Part I Service Provider Information (see instructions)

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

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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)

CALIFORNIA PENSION ADMINISTRATORS
6171 W CENTURY BLVD STE 300
LOS ANGELES, CA 90045

95-2792979

(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?
24	NONE	8833	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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
(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 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.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan
GR BIRDWELL CONSTRUCTION, LP 401(K) PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GR BIRDWELL CONSTRUCTION, LP

D Employer Identification Number (EIN)
74-1971206

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)	2000000	178518
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	9277	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	58932	189949
(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)		1104145
(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)	302757	146815
(9) Value of interest in common/collective trusts	1c(9)		
(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)	3937204	1203067
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	6308170	2822494
	Liabilities			
g	Benefit claims payable	1g	23041	99
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	23041	99
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6285129	2822395

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	551706	
	(B) Participants	2a(1)(B)	352440	
	(C) Others (including rollovers)	2a(1)(C)	5234	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		909380
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4947	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	17005	
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		21952
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	83912	
	(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)		83912
	(3) Rents	2b(3)		
	(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)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1292605	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1292605
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-277361
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	338737	
(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)		338737
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		12818
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	8833	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8833
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		360388
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-637749
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		2824985

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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: GAINER, DONNELLY & DESROCHES (2) EIN: 76-0355510

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.)	4a	X		54310
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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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)
REMEDIAL CONSTRUCTION SRVCS LP 401K	76-0287294	001

INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of the
G.R. Birdwell Construction, L.P. 401(k) Profit Sharing and Trust Plan
Houston, Texas

We were engaged to audit the statements of net assets available for benefit – modified cash basis of the G.R. Birdwell Construction, L.P. 401(k) Profit Sharing and Trust Plan (the "Plan") as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2008, and the supplemental schedules of (1) Schedule H, Line 4(a), Schedule of Delinquent Participant Contributions, (2) Schedule H, line 4(i) - Schedule of Assets (Held At End of Year) and (3) Schedule H, Line 4(j), Schedule of Reportable Transactions as of or for the year ended December 31, 2008. 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 information summarized in Note 8, which was certified by Genworth Financial Trust Company ("Genworth"), the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that Genworth holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Genworth as of December 31, 2008 and 2007 and for the year ended December 31, 2008, that the information provided to the Plan Administrator by Genworth is complete and accurate.

As described in Note 2 and as permitted under the Department of Labor's Rules and Regulations, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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 information certified by Genworth, have been audited by us in accordance with auditing standards generally accepted in the United States of America 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.

Gainer, Donnelly & Desroches, LLP

February 9, 2011

Schedule H/I, Line 4a
Schedule of Late Participant Contributions

Name of Plan:

►Remedial Construction Services, LP 401(k) Plan

Employer Identification No.: ► 76-0287294

Plan year (beginning/ending):► 31-Dec-08 Plan number:► 001

(a) Late Contributions	**(b)** Late Contributions not Corrected	**(c)** Correction outside VFCP	**(d)** Correction using VFCP	Pending Correction in VFCP	**(f)** Total Corrected
Payroll 05/09/2008	0.00	0.00	6,967.12	0.00	6,967.12
Payroll 05/16/2008	0.00	0.00	6,920.22	0.00	6,920.22
Payroll 05/23/2008	0.00	0.00	7,048.37	0.00	7,048.37
Payroll 08/15/2008	0.00	0.00	8,286.82	0.00	8,286.82
Payroll 09/12/2008	0.00	0.00	8,249.84	0.00	8,249.84
Payroll 09/18/2008	0.00	0.00	7,757.11	0.00	7,757.11
Payroll 10/03/2008	0.00	0.00	8,044.95	0.00	8,044.95
Payroll 10/10/2008	0.00	0.00	8,485.49	0.00	8,485.49
Payroll 10/17/2008	0.00	0.00	8,512.19	0.00	8,512.19
Payroll 10/24/2008	0.00	0.00	8,341.10	0.00	8,341.10
Payroll 10/31/2008	0.00	0.00	9,178.95	0.00	9,178.95
Payroll 11/21/2008	0.00	0.00	8,927.10	0.00	8,927.10
Payroll 12/12/2008	0.00	0.00	9,027.22	0.00	9,027.22

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Employer:► GR BIRDWELL CONSTRUCTION, LP 401(K)
Employer Identification Number (EIN):► 74-1971206 Three-digit plan number: ► 002
For the plan year beginning/ending: ► 01/01/2008 / 12/31/2008

(a) Identity of party involved	**(b)**Description of asset (include interest rate and maturity in case of a loan)	**(c)** Purchase Price	**(d)** Selling price	**(e)** Lease rental	**(f)** Expense incurred with transaction	**(g)** Cost of asset	**(h)** Current value of asset on transaction date	**(i)** Net gain or (loss)
Credit Suisse	Credit Suisse Commod	146893	118746		-	153784	146893	-35038
Credit Suisse	Credit Suisse Instl Asia	408252	1031519	-	-	1054950	1031519	-23431
Epoch Investment Partner	Epoch Global Equity S	656693	788509	-	-	923157	788509	-134647
Epoch Investment Partner	Epoch International Sm	322904	563211	-	-	717172	563211	-153962
Federated Ultrashort Bond	Federated Ultrashort B	187429	184764	-	-	187429	184764	-2665
PIMCO Funds	PIMCO Low Duration	186058	180665	-	-	186059	180665	-5394
Invesco Powershares	Powershares DB Agric	147362	155268	-	-	184631	155268	-29362
Delaware Investments	Delaware Pooled Glbl I	89193	214263	-	-	257724	214263	-43460
Genworth Financial	Genworth Financial Co	70033	252153	-	-	210518	252153	41634
MSCI Barra	iShares Barclays 1-3 Y	35489	406083	-	-	394302	406083	11781
Latsoff Capital Manageme	Lotsoff Capital Mgmt M	130522	342261	-	-	445085	342261	-102825

Official Use Only

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 sections 104 and 4065 of the Employee Retirement 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

2008

This Form is Open to Public Inspection.

For calendar year 2008 or fiscal plan year beginning , and ending ,

A Name of plan GR BIRDWELL CONSTRUCTION, LP 401(K) PROFIT SHARING	**B** Three-digit plan number ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 GR BIRDWELL CONSTRUCTION, LP	**D** Employer Identification Number 74-1971206

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** $ 0

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). 57-1198022

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)? . . . . . ☐ Yes ☐ No ☐ N/A

If the plan is a defined benefit plan, go to line 7.

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 . . . . . ► 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.

6a	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 7 and 8 and complete line 9.

7 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? . . ☐ Yes ☐ No ☐ N/A

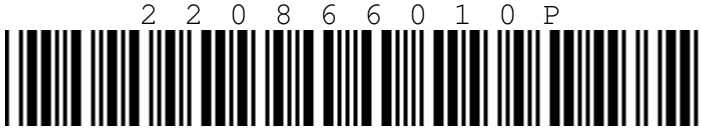
Part III Amendments

8 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. (See instructions) . . . . . ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See Instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements . . . . ☐ the ratio percentage test ☐ average benefit test

2 2 0 8 6 6 0 1 0 P



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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GR BIRDWELL CONSTRUCTION, LP 401(K) PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1999

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
GR BIRDWELL CONSTRUCTION, LP

PO BOX 690708

HOUSTON TX 77269-0708

2b Employer Identification Number (EIN) 74-1971206

2c Sponsor's telephone number 281-890-4981

2d Business code (see instructions) 237990

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	Signature of plan administrator	Date 3-10-2011	Enter name of individual signing as plan administrator BRAD BIRDWELL
SIGN HERE	Signature of employer/plan sponsor	Date 3-10-2011	Enter name of individual signing as employer or plan sponsor BRAD BIRDWELL
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")
GR BIRDWELL CONSTRUCTION, LP

PO BOX 690708

HOUSTON TX 77269-0708

3b Administrator's EIN
74-1971206

3c Administrator's telephone number
281-890-4981

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	256
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**	165
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	186
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	186
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

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

Name of Plan:

► GR BIRDWELL CONSTRUCTION, LP 401(K)

Employer Identification Number:► 74-1971206

For plan year (beginning/ending):► 01/01/08 / 12/31/08 Plan number:► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Participant Loans	LOAN	146815	146815
	Receivables	RECEIVABLE	178518	178518
*	Genworth Money Market	Money Mkt	67046	67046
*	Charles Schwab Money Market	Money Mkt	62097	62097
	BlackRock Liquidity TempFund	Money Mkt	59459	59459
*	Genworth Money Fund	Money Mkt	1347	1347
	iShares Russell 1000 Value	Mutual Fund	6732	6140
	iShares Russell 1000 Growth Index	Mutual Fund	3696	3039
	iShares Russell Mid Cap	Mutual Fund	387	418
	iShares Russell 3000 Value Index	Mutual Fund	837	840
	Credit Suisse Instl Asia Bnd Fund	Mutual Fund	169605	148223
	Delaware Pooled Gbl Real Estate Secs.	Mutual Fund	51916	62472
	Epoch International Small Cap Inst.	Mutual Fund	182512	96070
	Epoch Global Equity Shareholder Yield I	Mutual Fund	343472	244906
	Federated Ultrashort Bond Instl Svc.	Mutual Fund	116	112
	Fidelity Convertible Securities	Mutual Fund	48642	29052
*	Genworth Financial Contra Fund	Mutual Fund	8469	138812
	Lotsoff Capital Mgmt Active Income Fund	Mutual Fund	201756	207031
	Lotsoff Capital Mgmt Micro Cap Fund	Mutual Fund	128315	67048
	iShares MSCI EAFE Index	Mutual Fund	7937	7043
	iShares MSCI EAFE Growth Index	Mutual Fund	4572	2772
	iShares MSCI EAFE Value Index	Mutual Fund	6347	4217
	iShares S&P Global Utilities	Mutual Fund	3658	2158
	PIMCO Convertible Admin.	Mutual Fund	42876	31620
	PIMCO Foreign Bond Fund	Mutual Fund	103440	89728
	PIMCO Low Duration Admin.	Mutual Fund	140	135
	Rydex Series Trust US Govt	Mutual Fund	8940	8941
	Rydex S&P 500 H	Mutual Fund	56624	48487
	Utilities Select Sector SPDR	Mutual Fund	5198	3804
	Total SA	Common Stock	13127	9843
	3M Company	Common Stock	31533	23189
	ABB Ltd.	Common Stock	18232	11227
	Adaptec, Inc	Common Stock	7586	8062
	AES Corporation	Common Stock	8256	8471
	Aflac, Inc.	Common Stock	30375	23608
	Agilent Technologies, Inc.	Common Stock	9773	4673
	Albemarle Corporation	Common Stock	5399	3256
	Allegheny Energy, Inc.	Common Stock	6812	4673
	Altria Group, Inc.	Common Stock	4990	3193

	AMBAC Financial Group, Inc.	Common Stock	4234	1277
	American Electric Power Company, Inc.	Common Stock	7885	6490
	American Express Company	Common Stock	12998	5064
	American Woodmark Corporation	Common Stock	6144	5159
	Anglo Irish Bank Corp.	Common Stock	14385	245
	Ansys, Inc.	Common Stock	6719	4658
	Arkansas Best Corp.	Common Stock	6771	5781
	AstraZeneca PLC	Common Stock	16036	14935
	Automatic Data Processing, Inc.	Common Stock	3130	2872
	AXA (ADR)	Common Stock	19277	12920
	Axcelis Technologies, Inc.	Common Stock	5844	561
	Bard C.R., Inc.	Common Stock	14125	15167
	Baxter International, Inc.	Common Stock	12517	11843
	Becton, Dickinson & Co.	Common Stock	20086	16208
	BHP Billiton Ltd. ADR	Common Stock	18131	11926
	Bowne & Co., Inc.	Common Stock	14003	2229
	Bristol Myers Squibb Company	Common Stock	10383	10509
	British American Tobacco PLC	Common Stock	16679	13065
	Burlington Northern Santa Fe	Common Stock	17377	13931
	CGI Group, Inc.	Common Stock	12201	9641
	Chattem, Inc.	Common Stock	7165	7511
	Cisco Systems, Inc.	Common Stock	17961	11198
	CMS Energy Corporation	Common Stock	6880	4954
	Coca Cola Amatil Ltd.	Common Stock	11977	10587
	Cognizant Technology Solutions Corp.	Common Stock	7629	4623
	Colgate-Palmolive, Inc.	Common Stock	19415	18711
	Comcast Corporation	Common Stock	14994	12154
	ConAgra Foods, Inc.	Common Stock	14117	10511
	Core Laboratories	Common Stock	6334	3173
	Covidien Ltd.	Common Stock	13790	11271
	Denstply Int'l, Inc.	Common Stock	22157	16407
	Dick's Sporting Goods, Inc.	Common Stock	3078	1905
	Dolby Laboratories, Inc.	Common Stock	5510	4685
	DPL, Inc.	Common Stock	1470	1302
	Du Pont EI De Nemours Company	Common Stock	4459	4858
	E. On AG ADR	Common Stock	5691	5868
	East West Bancorp, Inc.	Common Stock	4793	5430
	EDP-Electricidade de Portugal ADR	Common Stock	1095	1184
	Emerson Electric Company	Common Stock	20716	15706
	Entergy Corporation	Common Stock	7443	5653
	Exelon Corporation	Common Stock	9553	6451
	ExpressJet Holdings, Inc.	Common Stock	901	585
	Exxon Mobil Corporation	Common Stock	20158	19319
	FactSet Research Systems, Inc.	Common Stock	3090	2654
	Fastenal Company	Common Stock	3119	2579
	Federal Home Loan Mortgage Corp.	Common Stock	5227	172
	General Dynamics Corp.	Common Stock	19702	14110
	General Electric Co.	Common Stock	12319	6237
	General Mills, Inc.	Common Stock	18450	18347
	Halliburton Co.	Common Stock	15727	6763
	Hansen Natural Co.	Common Stock	4560	4527
	Henry Schein, Inc.	Common Stock	6094	4073

	IBM	Common Stock	17740	12456
	IHS Inc. Cl A	Common Stock	21792	12199
	Illinois Tool Works, Inc.	Common Stock	2518	1998
	ING Groep N.V.	Common Stock	13879	4318
	International Flavors & Fragrances	Common Stock	18062	12572
	International Power ADR	Common Stock	3103	1340
	J.P. Morgan Chase & Co.	Common Stock	11729	8797
	Jabil Circuit, Inc.	Common Stock	5640	2822
	Johnson & Johnson	Common Stock	3084	2932
	Koninklijke Philips Elec. ADR	Common Stock	12254	6756
	Kraft Foods, Inc. Cl A	Common Stock	10046	9344
	K-Swiss, Inc.	Common Stock	6657	4640
	Lafarge SA	Common Stock	12491	4950
	Lear Corporation	Common Stock	5693	320
	LKQ Corporation	Common Stock	3460	2180
	Lowe's Companies, Inc.	Common Stock	21571	20057
	M/I Homes, Inc.	Common Stock	6736	3815
	Marinemax, Inc.	Common Stock	5215	1780
	MBIA, Inc.	Common Stock	4514	2023
	McDonalds Corporation	Common Stock	11791	14490
	Microsoft Corporation	Common Stock	16720	11586
	Mitsubishi Corp. ADR	Common Stock	19159	9020
	Mitsubishi UFJ Financial Group,	Common Stock	13964	9526
	Nalco Holding Co.	Common Stock	12416	7166
	National Grid PLC.	Common Stock	18006	13019
	News Corporation, Inc. Class A	Common Stock	10851	5927
	Nike, Inc. Cl B	Common Stock	13883	12546
	Nokia Corp. ADR	Common Stock	16594	9032
	Novartis AG ADR	Common Stock	14629	13734
	NRG Energy, Inc.	Common Stock	6804	4036
	Old Republic Int'l Corporation	Common Stock	5974	5638
	Oracle System Corporation	Common Stock	21517	18847
	Pall Corporation	Common Stock	17745	13732
	Panasonic Electric Works Co Ltd	Common Stock	19442	17114
	PepsiCo, Inc.	Common Stock	20246	16431
	Petroleo Brasileiro ADR	Common Stock	17961	8718
	PG&E Corp.	Common Stock	6326	6542
	Pharmaceutical Product Development	Common Stock	8458	5976
	Philip Morris International, Inc.	Common Stock	13465	12139
	Popular, Inc.	Common Stock	5220	2900
	PPL Corporation	Common Stock	6869	4389
	Praxair, Inc.	Common Stock	2935	2374
	Procter & Gamble Company	Common Stock	40218	38267
	Public Service Enterprise Group	Common Stock	2667	1867
	Publicis Groupe SA	Common Stock	14178	9807
	Research In Motion Ltd.	Common Stock	20766	7345
	Roche Hldgs,Ltd. ADR	Common Stock	13502	15463
	Roper Industries, Inc.	Common Stock	7334	5296
	RWE AG ADR	Common Stock	6494	4922
	Sempra Energy	Common Stock	4557	1620
	Sonic Corporation	Common Stock	2832	1850
	Standard Pacific Corporation	Common Stock	5731	2366

	State Street Corp.	Common Stock	17012	10068
	Stewart Information Services Corp.	Common Stock	6233	5050
	Sun Hung Kai PPTYS Ltd. ADR	Common Stock	19043	10829
	Symantec Corporation	Common Stock	15157	11154
	Syngenta AG ADR	Common Stock	15510	12994
	Target Corporation	Common Stock	20833	13847
	Telstra Corporation Ltd.	Common Stock	13762	9296
	Toyota Motor Corporation	Common Stock	12900	8442
	Tyco Electronics Ltd.	Common Stock	14661	6987
	Tyco International Ltd.	Common Stock	13438	6998
	UBS AG	Common Stock	16819	9796
	United Technologies Corp.	Common Stock	15041	11953
	United Utilities Group Plc ADR	Common Stock	1099	577
	VCA Antech, Inc.	Common Stock	5145	3519
	Veolia Environnement SA ADR	Common Stock	16310	8181
	Vestas Wind Systems A/S	Common Stock	20782	10100
	Vodafone Group Public Ltd, Co. ADR	Common Stock	12858	8769
	Wal Mart Stores, Inc.	Common Stock	14107	15303
	Walgreen Company	Common Stock	3442	2195
	Williams Co., Inc.	Common Stock	2068	927