

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 <u>01/01/2010</u> and ending <u>12/31/2010</u>	
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 <u>AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>04/01/1997</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>AMERICAN CAPITAL HOMES, INC.</u> <u>110 110TH AVENUE NORTH EAST</u> <u>SUITE 550</u> <u>BELLEVUE, WA 98004</u>	2b Employer Identification Number (EIN) <u>91-1744292</u> 2c Sponsor's telephone number <u>425-455-2433</u> 2d Business code (see instructions) <u>531310</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/04/2011</u>	<u>THOMAS GAY</u>
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AMERICAN CAPITAL HOMES, INC. 110 110TH AVENUE NORTH EAST SUITE 550 BELLEVUE, WA 98004	3b Administrator's EIN 91-1744292 3c Administrator's telephone number 425-455-2433
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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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	179
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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	102
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	51
d Subtotal. Add lines 6a , 6b , and 6c	6d	153
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	153
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	125
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:
 2E 2F 2G 2J 2K 2T 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) ☒ **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 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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN CAPITAL HOMES, INC.	D Employer Identification Number (EIN) 91-1744292

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.

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)

FIDELITY INVESTMENTS INSTITUTIONAL

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 65 60	RECORDKEEPER	100	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)

MORGAN STANLEY AND CO INCORPORATED

CARE OF MORGAN STANLEY 401K ONLY
RETIREMENT PLAN SERVICES 401K ONLY
JERSEY CITY, NJ 07311

(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?
61	ADVISOR	0	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)

MORGAN STANLEY SMITH BARNEY

26-4310632

(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?
99	ADVISOR	0	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"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALL BERN INTL VAL A - ALLIANCEBERNS</p> <p>13-3211780</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALL BERN SMMDCPVAL A - ALLIANCEBERN</p> <p>13-3211780</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALLNZ NFJ INTL VAL A - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.25%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLKRK GLOBAL ALLOC R - PNC GLB INVE	0.25%	
04-2871943		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FA STK SEL ALL CAP T - FIDELITY INV	0.35%	
04-2882358		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FKLN GOLDPRC MTL A - FRANKLIN TEMP	0.25%	
94-3167260		

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
FIDELITY INVESTMENTS INSTITUTIONAL	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.
INVS EQL WT SP500 A - INVESCO TRIM P.O. BOX 4739 HOUSTON, TX 77210	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.
IVK COMSTOCK A - INVESCO TRIMARK LT P.O. BOX 4739 HOUSTON, TX 77210	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	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.
JPM VAL ADVANTAGE A - BOSTON FINANC	0.25%	
04-2526037		

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
FIDELITY INVESTMENTS INSTITUTIONAL	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.	
PIM TOTAL RETURN A - BOSTON FINANCI 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY AND CO INCORPORATED	61	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.	
JPM VAL ADVANTAGE A - JPMORGAN DIST 74-2945358	$\$0 < \$4M = 1.00\%$ $\$4M < \$10M = 0.75\%$ $\$10M < \$50M = 0.50\%$ $\$50M+ = 0.25\%$	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY LLC	99	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.	
ALLIANCEBERNSTEIN 01-3319182	ANNUAL RATE OF 0.20% OF AVERAGE DAILY ASSETS ON EQUITY AND FIXED INCOME INVESTMENTS	

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
MORGAN STANLEY SMITH BARNEY LLC	99	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.
INVESCO 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	ANNUAL RATE OF 0.15% OF AVERAGE DAILY ASSETS ON EQUITY AND FIXED INCOME INVESTMENTS

(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

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) <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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN CAPITAL HOMES, INC.	D Employer Identification Number (EIN) 91-1744292	

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)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	276404	311002
(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)		
(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)	1265637	1449962
(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	1542041	1760964

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1542041	1760964
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4	
(B) Participants	2a(1)(B)	145723	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		145727
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	35	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		35
(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)	42691	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		42691
(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)		

		(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)		
(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)		146499
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		334952

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	104502	
(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)		104502
f Corrective distributions (see instructions)	2f		11427
g Certain deemed distributions of participant loans (see instructions).....	2g		
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)	100	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		100
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		116029

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		218923
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: **MONSON AND BASS INC., P.S.**

(2) EIN: **91-1586467**

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
4a 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	
4b 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	
4c 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	
4d 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	
4e Was this plan covered by a fidelity bond?.....	X		180000
4f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4g 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	
4h 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	
4i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
4j 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	
4k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
4l Has the plan failed to provide any benefit when due under the plan?		X	
4m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
4n 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.		X	

- 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)

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
		2010
		This Form is Open to Public Inspection.

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

A Name of plan <u>AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN CAPITAL HOMES, INC.</u>	D Employer Identification Number (EIN) <u>91-1744292</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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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.
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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) 2010
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): _____

Monson & Bass

INC., P.S.

CERTIFIED PUBLIC ACCOUNTANTS

3500 188th S.W., Suite 234, Lynnwood, WA 98037-4716

425/778-5232, Fax: 425/771-5632

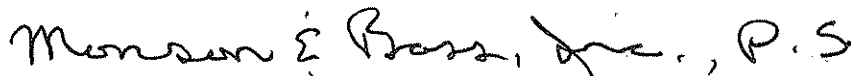
INDEPENDENT AUDITOR'S REPORT

To the Participants and Trustees
American Capital Group 401(k) Profit Sharing Plan and Trust
Bellevue, Washington

We were engaged to audit the financial statements of American Capital Group 401(k) Profit Sharing Plan and Trust as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule as of and for the year ended December 31, 2010 as listed in the accompanying table of contents. These financial statements and schedule 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2010 and 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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, 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 Employer Retirement Income Security Act of 1974.



Monson & Bass, Inc., P.S.

August 22, 2011

**AMERICAN CAPITAL GROUP 401(k)
PROFIT SHARING PLAN & TRUST**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
DECEMBER 31, 2010 AND 2009**

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 10
SUPPLEMENTAL INFORMATION	
Schedule of Assets (Held at End of Year)	11

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value		
Registered investment company	\$ 1,449,963	\$ 1,265,637
Interest bearing cash	<u>311,002</u>	<u>276,404</u>
 TOTAL ASSETS	 <u>1,760,965</u>	 <u>1,542,041</u>
 LIABILITIES		
 Refund of excess contributions due to plan participants	 <u>-</u>	 <u>11,427</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 1,760,965</u></u>	 <u><u>\$ 1,530,614</u></u>

See notes to financial statements.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO ASSETS

Investment income:

Net appreciation in fair value of investments	\$ 146,499
Interest and dividends	42,726
	<u>189,225</u>

Contributions:

Employee deferrals	145,727
Total additions	<u>334,952</u>

DEDUCTIONS OF ASSETS

Benefits paid to participants	104,501
Mutual fund expenses	100
Total deductions	<u>104,601</u>
Net increase	230,351

Net assets available for benefits at beginning of year	<u>1,530,614</u>
--	------------------

Net assets available for benefits at end of year	<u><u>\$ 1,760,965</u></u>
--	----------------------------

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION

The following description of the American Capital Group 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Description of Plan – The Plan is a contributory, defined contribution plan established for employees of American Capital Group Inc., American Real Estate Securities, Inc. and Charter Management Northwest, LLC (collectively known as the Company). All employees (except for leased employees) who have completed one year of service (defined as 1,000 hours of service) with the Company and are age twenty-one or older are eligible to participate in the Plan. Effective March 1, 2007, the Company has elected an automatic enrollment feature for the Plan whereby each eligible employee's compensation will be reduced by 1% each pay period unless an election is made to opt-out of the Plan by the employee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Participants have the option to defer from 1% to 90% of pre-tax annual compensation, as defined in the plan document. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

Each year, the Company may contribute discretionary matching contributions and discretionary profit sharing contributions, which are determined annually by the Company's board of directors. No employer contributions were made in the year ended December 31, 2010.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty eight funds as investment options for participants.

Participant Accounts - Each participant's account is credited with the participant's contribution and Plan earnings, as well as an allocation of the Company's contribution, which is held in a separate account for each participant and valued annually. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Participant Loans – The Plan does not allow participant loans.

Payment of Benefits – In the event of termination from service, death, or permanent disability, a participant is entitled to receive his or her vested account balance in a lump-sum amount, payable as a cash distribution, a direct rollover distribution, or a combination of both.

Forfeited Accounts – Forfeitures of unvested benefits are available to offset administrative expenses or future employer contributions to the Plan. Forfeited nonvested accounts totaled \$18,188 at December 31, 2010.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION (Concluded)

Vesting – Employees vest in the Company's contributions as follows:

<u>Years of Service Completed</u>	<u>Percent of Nonforfeitable Interest</u>
Less than 2	0%
At least 2 years, but less than 3	20%
At least 3 years, but less than 4	40%
At least 4 years, but less than 5	60%
At least 5 years, but less than 6	80%
6 or more years	100%

Participants are 100% vested in their deferral plus actual earnings thereon. Years of service for vesting are counted from the employee's date of hire.

Administration – The Company has contracted with Fidelity Investments Institutional Operations Company, Inc. to perform certain administrative services for the Plan.

Subsequent events – Plan administration has evaluated subsequent events through the report issuance date, the date the financial statements were available to be issued.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under accounting principles generally accepted in the United States of America.

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 certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Valuation of Investments and Income Recognition – The financial statements reflect the adoption of recent standards regarding fair value measurements. These standards establish a single authoritative definition of fair value, set a framework for measuring fair value and requires additional disclosures about fair value measurement.

Investments are stated at fair value, which is determined by Fidelity Management Trust Company based on the quoted market value of the underlying assets of the funds. Shares of mutual funds and a money market fund are at the net asset value of the shares held by the Plan at year-end.

Net appreciation (depreciation) in fair value of investments includes both realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade date basis.

Payment of Benefits – Benefits are recorded as deductions when they have been approved for payment by the plan sponsor.

Plan Expenses – The costs associated with the Plan's operations are paid by the Company and totaled \$14,750 for the year ended December 31, 2010.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - INVESTMENTS

Unaudited Information Certified by the Plan Trustee

The December 31, 2010 and 2009 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Fidelity Management Trust Company in accordance with 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.

Information certified by the trustee is as follows:

	2010		2009
Fidelity Cash Management Prime Fund	\$ 311,002 *	Fidelity Cash Management Prime Fund	\$ 276,404 *
Morgan Stanley Equally Weighted S&P 500 Fund	394,057 *	Morgan Stanley Equally Weighted S&P 500 Fund	333,360 *
Pimco Total Return A Fund	248,690 *	Pimco Total Return A Fund	-
Fidelity Advisor Investment Grade Bond	-	Fidelity Advisor Investment Grade Bond	220,654 *
Blackrock Global Alloc R Fund	126,042 *	Blackrock Global Alloc R Fund	-
Fidelity Advisor Freedom 2020 Fund	117,882 *	Fidelity Advisor Freedom 2020 Fund	136,247 *
Fidelity Advisor Diversified Intl Fund	-	Fidelity Advisor Diversified Intl Fund	108,847 *
JPM Val Advantage A Fund	81,444	JPM Val Advantage A Fund	-
Alliance Bernstein Small-Mid Cap Value Fund	79,146	Alliance Bernstein Small-Mid Cap Value Fund	70,049
Fidelity Advisor Freedom 2045 Fund	62,168	Fidelity Advisor Freedom 2045 Fund	45,321
Fidelity Advisor Freedom 2030 Fund	51,117	Fidelity Advisor Freedom 2030 Fund	1,783
Fidelity Advisor Govt. Income Fund - CI T Fund	41,575	Fidelity Advisor Govt. Income Fund - CI T Fund	83,567 *
Fidelity Advisor Strategic Income Fund	40,559	Fidelity Advisor Strategic Income Fund	47,789
Franklin Gold & PRC MTL A Fund	28,022	Franklin Gold & PRC MTL A Fund	-
Fidelity Advisor High Income Adv Fund	21,423	Fidelity Advisor High Income Adv Fund	19,807
Fidelity Advisor Freedom 2050 Fund	21,354	Fidelity Advisor Freedom 2050 Fund	16,283
Fidelity Advisor Freedom 2025 Fund - CI T Fund	16,318	Fidelity Advisor Freedom 2025 Fund - CI T Fund	11,613
Fidelity Advisor Leveraged Co. Stock Fund	16,317	Fidelity Advisor Leveraged Co. Stock Fund	13,316
Van Kampen Comstock Fund	15,793	Van Kampen Comstock Fund	15,452
Fidelity Advisor Dynamic Capital Apprec. Fund	14,707	Fidelity Advisor Dynamic Capital Apprec. Fund	9,389
Fidelity Advisor Freedom 2040 Fund - CI T Fund	12,417	Fidelity Advisor Freedom 2040 Fund - CI T Fund	9,512
Fidelity Advisor Small Cap Fund	11,491	Fidelity Advisor Small Cap Fund	9,623
Fidelity Advisor Mid Cap II Fund - CI T Fund	10,306	Fidelity Advisor Mid Cap II Fund - CI T Fund	6,866
Fidelity Advisor Freedom 2015 Fund	9,651	Fidelity Advisor Freedom 2015 Fund	4,591
Alliance NFJ INTL VAL A Fund	8,997	Alliance NFJ INTL VAL A Fund	-
Fidelity Advisor Small Cap Value Fund	6,497	Fidelity Advisor Small Cap Value Fund	2,867
Fidelity Advisor Real Estate Fund	5,056	Fidelity Advisor Real Estate Fund	3,775
Fidelity Advisor Freedom Income CI T Fund	4,959	Fidelity Advisor Freedom Income CI T Fund	2,454
Fidelity Advisor Freedom 2035 Fund	3,524	Fidelity Advisor Freedom 2035 Fund	11,740
Fidelity Advisor Diversified Stock Fund	451	Fidelity Advisor Diversified Stock Fund	213
Fidelity Advisor Leaders Fund	-	Fidelity Advisor Leaders Fund	52,325
Fidelity Advisor Equity Income Fund	-	Fidelity Advisor Equity Income Fund	21,333
Alliance Bernstein Intl Value Fund	-	Alliance Bernstein Intl Value Fund	6,861
	<u>\$ 1,760,965</u>		<u>\$ 1,542,041</u>

* Represents 5% or more of net assets available for benefits.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - INVESTMENTS (Continued)

During 2010, interest and dividends earned was \$42,726, and the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$146,499.

Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASB) 820, Fair Value Measurements and Disclosures* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

Cash, Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – INVESTMENTS (Concluded)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash, interest-bearing	\$ 311,002	\$ -	\$ -	\$ 311,002
Mutual funds				
Large Cap Stock funds	424,557	-	-	424,557
Mid-Cap Stock funds	105,769	-	-	105,769
Small Cap Stock funds	17,988	-	-	17,988
International Stock funds	135,039	-	-	135,039
Specialty Stock funds	33,078	-	-	33,078
Other Stock funds	451	-	-	451
Income Bond funds	392,116	-	-	392,116
Government Bond funds	41,575	-	-	41,575
Blended funds	299,390	-	-	299,390
Total mutual funds	<u>1,449,963</u>	<u>-</u>	<u>-</u>	<u>1,449,963</u>
Total assets at fair value	<u>\$ 1,760,965</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,760,965</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash, interest-bearing	\$ 276,404	\$ -	\$ -	\$ 276,404
Mutual funds				
Large Cap Stock funds	358,201	-	-	358,201
Mid-Cap Stock funds	90,231	-	-	90,231
Small Cap Stock funds	12,490	-	-	12,490
International Stock funds	6,861	-	-	6,861
Specialty Stock funds	3,775	-	-	3,775
Other Stock funds	213	-	-	213
International Bond funds	108,847	-	-	108,847
Income Bond funds	309,583	-	-	309,583
Government Bond funds	83,567	-	-	83,567
Blended funds	291,869	-	-	291,869
Total mutual funds	<u>1,265,637</u>	<u>-</u>	<u>-</u>	<u>1,265,637</u>
Total assets at fair value	<u>\$ 1,542,041</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,542,041</u>

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company may terminate the Plan subject to the provisions of ERISA. Upon complete or partial termination of the Plan, all participants' accounts, to the extent funded, become fully vested and non-forfeitable.

NOTE 5 - TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter that is specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - RELATED PARTY TRANSACTIONS

Fidelity Investments Institutional Operations Company Inc. manages certain Plan investments and individual accounts. Fidelity Management Trust Company (a related party) is the custodian of the Plan Assets. These transactions qualify as party-in-interest transactions. Administrative expenses paid by the Company on behalf of the Plan to Fidelity Investments Institutional Operations Company, Inc. were \$6,250 for the year ended December 31, 2010.

NOTE 7 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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.

NOTE 8 - ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

The Plan has adopted provisions of a new accounting standard regarding accounting for uncertainties in income taxes and has evaluated whether it is more likely than not that positions they have taken would result in the recognition of taxable income or the loss of their tax-exempt status. Based on its evaluation, the Plan has concluded that there are no matters that would result in the recognition of taxable income and the Plan is in compliance with its tax-exempt status.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following information reconciles differences between amounts reported on Form 5500 and amounts reported on the accompanying financial statements. The following schedules represent the differences between the financial statements and the Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits :		
As reported per the financial statements	\$ 1,760,965	\$ 1,530,614
Add: Current year corrective distributions payable	<u>-</u>	<u>11,427</u>
As reported per Form 5500	<u>\$ 1,760,965</u>	<u>\$ 1,542,041</u>
Corrective distributions paid:	<u>2010</u>	
As reported per the financial statements	\$ -	
Add: Prior year corrective distributions payable	<u>11,427</u>	
As reported per Form 5500	<u>\$ 11,427</u>	

SUPPLEMENTAL INFORMATION

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Sponsor EIN: 91-1744292

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
*	Fidelity Cash Management Prime Fund	Interest bearing cash	311,002	\$ 311,002
	Morgan Stanley Equally Weighted S&P 500 Fund	Registered Investment Company	12,819	394,057
	Pimco Total Return A Fund	Registered Investment Company	22,921	248,690
	Blackrock Global Alloc R Fund	Registered Investment Company	6,701	126,042
*	Fidelity Advisor Freedom 2020 Fund	Registered Investment Company	9,823	117,882
	JPM Val Advantage A Fund	Registered Investment Company	4,477	81,444
	Alliance Bernstein Small-Mid Cap Value Fund	Registered Investment Company	4,482	79,146
*	Fidelity Advisor Freedom 2045 Fund	Registered Investment Company	6,489	62,168
*	Fidelity Advisor Freedom 2030 Fund	Registered Investment Company	4,204	51,117
*	Fidelity Advisor Govt. Income Fund - CI T Fund	Registered Investment Company	3,982	41,575
*	Fidelity Advisor Strategic Income Fund	Registered Investment Company	3,276	40,559
	Franklin Gold & PRC MTL A Fund	Registered Investment Company	549	28,022
*	Fidelity Advisor High Income Adv Fund	Registered Investment Company	2,149	21,423
*	Fidelity Advisor Freedom 2050 Fund	Registered Investment Company	2,265	21,354
*	Fidelity Advisor Freedom 2025 Fund - CI T Fund	Registered Investment Company	1,403	16,318
*	Fidelity Advisor Leveraged Co. Stock Fund	Registered Investment Company	482	16,317
	Van Kampen Comstock Fund	Registered Investment Company	1,004	15,793
*	Fidelity Advisor Dynamic Capital Apprec. Fund	Registered Investment Company	787	14,707
*	Fidelity Advisor Freedom 2040 Fund - CI T Fund	Registered Investment Company	1,006	12,417
*	Fidelity Advisor Small Cap Fund	Registered Investment Company	472	11,491
*	Fidelity Advisor Mid Cap II Fund - CI T Fund	Registered Investment Company	579	10,306
*	Fidelity Advisor Freedom 2015 Fund	Registered Investment Company	841	9,651
	Alliance NFJ INTL VAL A Fund	Registered Investment Company	434	8,997
*	Fidelity Advisor Small Cap Value Fund	Registered Investment Company	422	6,497
*	Fidelity Advisor Real Estate Fund	Registered Investment Company	308	5,056
*	Fidelity Advisor Freedom Income CI T Fund	Registered Investment Company	465	4,959
*	Fidelity Advisor Freedom 2035 Fund	Registered Investment Company	306	3,524
*	Fidelity Advisor Diversified Stock Fund	Registered Investment Company	31	451
				<u>1,449,963</u>
				<u>\$ 1,760,965</u>

Note:

Column (a) - * represents a party-in-interest investment to the plan.

Column (d) is blank as all investments are participant directed.

Monson & Bass

INC., P.S.

CERTIFIED PUBLIC ACCOUNTANTS

3500 188th S.W., Suite 234, Lynnwood, WA 98037-4716

425/778-5232, Fax: 425/771-5632

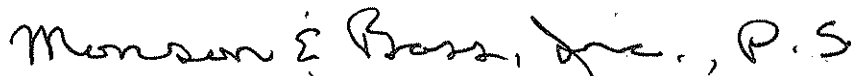
INDEPENDENT AUDITOR'S REPORT

To the Participants and Trustees
American Capital Group 401(k) Profit Sharing Plan and Trust
Bellevue, Washington

We were engaged to audit the financial statements of American Capital Group 401(k) Profit Sharing Plan and Trust as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule as of and for the year ended December 31, 2010 as listed in the accompanying table of contents. These financial statements and schedule 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 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2010 and 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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, 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 Employer Retirement Income Security Act of 1974.



Monson & Bass, Inc., P.S.

August 22, 2011

**AMERICAN CAPITAL GROUP 401(k)
PROFIT SHARING PLAN & TRUST**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
DECEMBER 31, 2010 AND 2009**

TABLE OF CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 10
SUPPLEMENTAL INFORMATION	
Schedule of Assets (Held at End of Year)	11

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
Investments, at fair value		
Registered investment company	\$ 1,449,963	\$ 1,265,637
Interest bearing cash	<u>311,002</u>	<u>276,404</u>
 TOTAL ASSETS	 <u>1,760,965</u>	 <u>1,542,041</u>
LIABILITIES		
 Refund of excess contributions due to plan participants	 <u>-</u>	 <u>11,427</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 1,760,965</u></u>	 <u><u>\$ 1,530,614</u></u>

See notes to financial statements.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO ASSETS

Investment income:

Net appreciation in fair value of investments	\$ 146,499
Interest and dividends	42,726
	<u>189,225</u>

Contributions:

Employee deferrals	145,727
Total additions	<u>334,952</u>

DEDUCTIONS OF ASSETS

Benefits paid to participants	104,501
Mutual fund expenses	100
Total deductions	<u>104,601</u>
Net increase	230,351

Net assets available for benefits at beginning of year	<u>1,530,614</u>
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Net assets available for benefits at end of year	<u><u>\$ 1,760,965</u></u>
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See notes to financial statements.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION

The following description of the American Capital Group 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Description of Plan – The Plan is a contributory, defined contribution plan established for employees of American Capital Group Inc., American Real Estate Securities, Inc. and Charter Management Northwest, LLC (collectively known as the Company). All employees (except for leased employees) who have completed one year of service (defined as 1,000 hours of service) with the Company and are age twenty-one or older are eligible to participate in the Plan. Effective March 1, 2007, the Company has elected an automatic enrollment feature for the Plan whereby each eligible employee's compensation will be reduced by 1% each pay period unless an election is made to opt-out of the Plan by the employee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Participants have the option to defer from 1% to 90% of pre-tax annual compensation, as defined in the plan document. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

Each year, the Company may contribute discretionary matching contributions and discretionary profit sharing contributions, which are determined annually by the Company's board of directors. No employer contributions were made in the year ended December 31, 2010.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty eight funds as investment options for participants.

Participant Accounts - Each participant's account is credited with the participant's contribution and Plan earnings, as well as an allocation of the Company's contribution, which is held in a separate account for each participant and valued annually. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Participant Loans – The Plan does not allow participant loans.

Payment of Benefits – In the event of termination from service, death, or permanent disability, a participant is entitled to receive his or her vested account balance in a lump-sum amount, payable as a cash distribution, a direct rollover distribution, or a combination of both.

Forfeited Accounts – Forfeitures of unvested benefits are available to offset administrative expenses or future employer contributions to the Plan. Forfeited nonvested accounts totaled \$18,188 at December 31, 2010.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION (Concluded)

Vesting – Employees vest in the Company's contributions as follows:

<u>Years of Service Completed</u>	<u>Percent of Nonforfeitable Interest</u>
Less than 2	0%
At least 2 years, but less than 3	20%
At least 3 years, but less than 4	40%
At least 4 years, but less than 5	60%
At least 5 years, but less than 6	80%
6 or more years	100%

Participants are 100% vested in their deferral plus actual earnings thereon. Years of service for vesting are counted from the employee's date of hire.

Administration – The Company has contracted with Fidelity Investments Institutional Operations Company, Inc. to perform certain administrative services for the Plan.

Subsequent events – Plan administration has evaluated subsequent events through the report issuance date, the date the financial statements were available to be issued.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under accounting principles generally accepted in the United States of America.

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 certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Valuation of Investments and Income Recognition – The financial statements reflect the adoption of recent standards regarding fair value measurements. These standards establish a single authoritative definition of fair value, set a framework for measuring fair value and requires additional disclosures about fair value measurement.

Investments are stated at fair value, which is determined by Fidelity Management Trust Company based on the quoted market value of the underlying assets of the funds. Shares of mutual funds and a money market fund are at the net asset value of the shares held by the Plan at year-end.

Net appreciation (depreciation) in fair value of investments includes both realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade date basis.

Payment of Benefits – Benefits are recorded as deductions when they have been approved for payment by the plan sponsor.

Plan Expenses – The costs associated with the Plan's operations are paid by the Company and totaled \$14,750 for the year ended December 31, 2010.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - INVESTMENTS

Unaudited Information Certified by the Plan Trustee

The December 31, 2010 and 2009 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Fidelity Management Trust Company in accordance with 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.

Information certified by the trustee is as follows:

	2010		2009
Fidelity Cash Management Prime Fund	\$ 311,002 *	Fidelity Cash Management Prime Fund	\$ 276,404 *
Morgan Stanley Equally Weighted S&P 500 Fund	394,057 *	Morgan Stanley Equally Weighted S&P 500 Fund	333,360 *
Pimco Total Return A Fund	248,690 *	Pimco Total Return A Fund	-
Fidelity Advisor Investment Grade Bond	-	Fidelity Advisor Investment Grade Bond	220,654 *
Blackrock Global Alloc R Fund	126,042 *	Blackrock Global Alloc R Fund	-
Fidelity Advisor Freedom 2020 Fund	117,882 *	Fidelity Advisor Freedom 2020 Fund	136,247 *
Fidelity Advisor Diversified Intl Fund	-	Fidelity Advisor Diversified Intl Fund	108,847 *
JPM Val Advantage A Fund	81,444	JPM Val Advantage A Fund	-
Alliance Bernstein Small-Mid Cap Value Fund	79,146	Alliance Bernstein Small-Mid Cap Value Fund	70,049
Fidelity Advisor Freedom 2045 Fund	62,168	Fidelity Advisor Freedom 2045 Fund	45,321
Fidelity Advisor Freedom 2030 Fund	51,117	Fidelity Advisor Freedom 2030 Fund	1,783
Fidelity Advisor Govt. Income Fund - CI T Fund	41,575	Fidelity Advisor Govt. Income Fund - CI T Fund	83,567 *
Fidelity Advisor Strategic Income Fund	40,559	Fidelity Advisor Strategic Income Fund	47,789
Franklin Gold & PRC MTL A Fund	28,022	Franklin Gold & PRC MTL A Fund	-
Fidelity Advisor High Income Adv Fund	21,423	Fidelity Advisor High Income Adv Fund	19,807
Fidelity Advisor Freedom 2050 Fund	21,354	Fidelity Advisor Freedom 2050 Fund	16,283
Fidelity Advisor Freedom 2025 Fund - CI T Fund	16,318	Fidelity Advisor Freedom 2025 Fund - CI T Fund	11,613
Fidelity Advisor Leveraged Co. Stock Fund	16,317	Fidelity Advisor Leveraged Co. Stock Fund	13,316
Van Kampen Comstock Fund	15,793	Van Kampen Comstock Fund	15,452
Fidelity Advisor Dynamic Capital Apprec. Fund	14,707	Fidelity Advisor Dynamic Capital Apprec. Fund	9,389
Fidelity Advisor Freedom 2040 Fund - CI T Fund	12,417	Fidelity Advisor Freedom 2040 Fund - CI T Fund	9,512
Fidelity Advisor Small Cap Fund	11,491	Fidelity Advisor Small Cap Fund	9,623
Fidelity Advisor Mid Cap II Fund - CI T Fund	10,306	Fidelity Advisor Mid Cap II Fund - CI T Fund	6,866
Fidelity Advisor Freedom 2015 Fund	9,651	Fidelity Advisor Freedom 2015 Fund	4,591
Alliance NFJ INTL VAL A Fund	8,997	Alliance NFJ INTL VAL A Fund	-
Fidelity Advisor Small Cap Value Fund	6,497	Fidelity Advisor Small Cap Value Fund	2,867
Fidelity Advisor Real Estate Fund	5,056	Fidelity Advisor Real Estate Fund	3,775
Fidelity Advisor Freedom Income CI T Fund	4,959	Fidelity Advisor Freedom Income CI T Fund	2,454
Fidelity Advisor Freedom 2035 Fund	3,524	Fidelity Advisor Freedom 2035 Fund	11,740
Fidelity Advisor Diversified Stock Fund	451	Fidelity Advisor Diversified Stock Fund	213
Fidelity Advisor Leaders Fund	-	Fidelity Advisor Leaders Fund	52,325
Fidelity Advisor Equity Income Fund	-	Fidelity Advisor Equity Income Fund	21,333
Alliance Bernstein Intl Value Fund	-	Alliance Bernstein Intl Value Fund	6,861
	<u>\$ 1,760,965</u>		<u>\$ 1,542,041</u>

* Represents 5% or more of net assets available for benefits.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - INVESTMENTS (Continued)

During 2010, interest and dividends earned was \$42,726, and the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$146,499.

Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASB) 820, Fair Value Measurements and Disclosures* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value.

Cash, Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – INVESTMENTS (Concluded)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Cash, interest-bearing	\$ 311,002	\$ -	\$ -	\$ 311,002
Mutual funds				
Large Cap Stock funds	424,557	-	-	424,557
Mid-Cap Stock funds	105,769	-	-	105,769
Small Cap Stock funds	17,988	-	-	17,988
International Stock funds	135,039	-	-	135,039
Specialty Stock funds	33,078	-	-	33,078
Other Stock funds	451	-	-	451
Income Bond funds	392,116	-	-	392,116
Government Bond funds	41,575	-	-	41,575
Blended funds	299,390	-	-	299,390
Total mutual funds	1,449,963	-	-	1,449,963
Total assets at fair value	<u>\$ 1,760,965</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,760,965</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Cash, interest-bearing	\$ 276,404	\$ -	\$ -	\$ 276,404
Mutual funds				
Large Cap Stock funds	358,201	-	-	358,201
Mid-Cap Stock funds	90,231	-	-	90,231
Small Cap Stock funds	12,490	-	-	12,490
International Stock funds	6,861	-	-	6,861
Specialty Stock funds	3,775	-	-	3,775
Other Stock funds	213	-	-	213
International Bond funds	108,847	-	-	108,847
Income Bond funds	309,583	-	-	309,583
Government Bond funds	83,567	-	-	83,567
Blended funds	291,869	-	-	291,869
Total mutual funds	1,265,637	-	-	1,265,637
Total assets at fair value	<u>\$ 1,542,041</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,542,041</u>

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company may terminate the Plan subject to the provisions of ERISA. Upon complete or partial termination of the Plan, all participants' accounts, to the extent funded, become fully vested and non-forfeitable.

NOTE 5 - TAX STATUS

On March 31, 2008, the Internal Revenue Service stated that the prototype adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (IRC). The Plan has not received a determination letter that is specific to the Plan itself; however, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6 - RELATED PARTY TRANSACTIONS

Fidelity Investments Institutional Operations Company Inc. manages certain Plan investments and individual accounts. Fidelity Management Trust Company (a related party) is the custodian of the Plan Assets. These transactions qualify as party-in-interest transactions. Administrative expenses paid by the Company on behalf of the Plan to Fidelity Investments Institutional Operations Company, Inc. were \$6,250 for the year ended December 31, 2010.

NOTE 7 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities 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.

NOTE 8 - ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

The Plan has adopted provisions of a new accounting standard regarding accounting for uncertainties in income taxes and has evaluated whether it is more likely than not that positions they have taken would result in the recognition of taxable income or the loss of their tax-exempt status. Based on its evaluation, the Plan has concluded that there are no matters that would result in the recognition of taxable income and the Plan is in compliance with its tax-exempt status.

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following information reconciles differences between amounts reported on Form 5500 and amounts reported on the accompanying financial statements. The following schedules represent the differences between the financial statements and the Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits :		
As reported per the financial statements	\$ 1,760,965	\$ 1,530,614
Add: Current year corrective distributions payable	<u>-</u>	<u>11,427</u>
As reported per Form 5500	<u>\$ 1,760,965</u>	<u>\$ 1,542,041</u>
Corrective distributions paid:	<u>2010</u>	
As reported per the financial statements	\$ -	
Add: Prior year corrective distributions payable	<u>11,427</u>	
As reported per Form 5500	<u>\$ 11,427</u>	

SUPPLEMENTAL INFORMATION

AMERICAN CAPITAL GROUP 401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

Sponsor EIN: 91-1744292

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
*	Fidelity Cash Management Prime Fund	Interest bearing cash	311,002	\$ 311,002
	Morgan Stanley Equally Weighted S&P 500 Fund	Registered Investment Company	12,819	394,057
	Pimco Total Return A Fund	Registered Investment Company	22,921	248,690
	Blackrock Global Alloc R Fund	Registered Investment Company	6,701	126,042
*	Fidelity Advisor Freedom 2020 Fund	Registered Investment Company	9,823	117,882
	JPM Val Advantage A Fund	Registered Investment Company	4,477	81,444
	Alliance Bernstein Small-Mid Cap Value Fund	Registered Investment Company	4,482	79,146
*	Fidelity Advisor Freedom 2045 Fund	Registered Investment Company	6,489	62,168
*	Fidelity Advisor Freedom 2030 Fund	Registered Investment Company	4,204	51,117
*	Fidelity Advisor Govt. Income Fund - CI T Fund	Registered Investment Company	3,982	41,575
*	Fidelity Advisor Strategic Income Fund	Registered Investment Company	3,276	40,559
	Franklin Gold & PRC MTL A Fund	Registered Investment Company	549	28,022
*	Fidelity Advisor High Income Adv Fund	Registered Investment Company	2,149	21,423
*	Fidelity Advisor Freedom 2050 Fund	Registered Investment Company	2,265	21,354
*	Fidelity Advisor Freedom 2025 Fund - CI T Fund	Registered Investment Company	1,403	16,318
*	Fidelity Advisor Leveraged Co. Stock Fund	Registered Investment Company	482	16,317
	Van Kampen Comstock Fund	Registered Investment Company	1,004	15,793
*	Fidelity Advisor Dynamic Capital Apprec. Fund	Registered Investment Company	787	14,707
*	Fidelity Advisor Freedom 2040 Fund - CI T Fund	Registered Investment Company	1,006	12,417
*	Fidelity Advisor Small Cap Fund	Registered Investment Company	472	11,491
*	Fidelity Advisor Mid Cap II Fund - CI T Fund	Registered Investment Company	579	10,306
*	Fidelity Advisor Freedom 2015 Fund	Registered Investment Company	841	9,651
	Alliance NFJ INTL VAL A Fund	Registered Investment Company	434	8,997
*	Fidelity Advisor Small Cap Value Fund	Registered Investment Company	422	6,497
*	Fidelity Advisor Real Estate Fund	Registered Investment Company	308	5,056
*	Fidelity Advisor Freedom Income CI T Fund	Registered Investment Company	465	4,959
*	Fidelity Advisor Freedom 2035 Fund	Registered Investment Company	306	3,524
*	Fidelity Advisor Diversified Stock Fund	Registered Investment Company	31	451
				<u>1,449,963</u>
				<u>\$ 1,760,965</u>

Note:

Column (a) - * represents a party-in-interest investment to the plan.

Column (d) is blank as all investments are participant directed.