

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
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a multiple-employer plan; or <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 type="checkbox"/> Form 5558; <input checked="" type="checkbox"/> automatic extension; <input type="checkbox"/> special extension (enter description)

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

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2011	SORANA GEORGESCU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TOUSA, INC. 4000 HOLLYWOOD BOULEVARD SUITE 400N HOLLYWOOD, FL 33021	3b Administrator's EIN 76-0460831 3c Administrator's telephone number 954-364-4000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1711
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	19
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	957
d Subtotal. Add lines 6a , 6b , and 6c	6d	976
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	983
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	969
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	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 2T 3D 3H

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

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

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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 FIDELITY INVESTMENTS INST. OPS 04-2647786

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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)

ERNST & YOUNG

34-6565596

(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?
	ACCOUNTANT	51223	Yes <input type="checkbox"/> No <input checked="" 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)

CROWELL & MORING LLP

52-1150358

(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?
	ATTORNEY	14879	Yes <input type="checkbox"/> No <input checked="" 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)

FIDELITY INVEST INST. OPS. CO.

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?
	REORDKEEPER	2554	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 INVEST INST. OPS. CO.	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF LG CAP INV BOSTON FIN</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>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVEST INST. OPS. CO.</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>COLUMBIA ACORN USA Z COLUMBIA 225 FRANKLIN STREE BOSTON, MA 02110</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>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVEST INST. OPS. CO.</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>WFA SM CAP VAL INV BOSTON FIN</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>0.40%</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 INVEST INST.OPS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA SPL MIDCP VL INV BOSTON FIN 04-2526037	0.55%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

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

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

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

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

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

Part I	Asset and Liability Statement
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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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	83010	0
(2) Participant contributions	1b(2)	23737	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	174669	0
(9) Value of interest in common/collective trusts.....	1c(9)	5115190	648276
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	23291910	3113346
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	28688516	3761622

Liabilities

g Benefit claims payable	1g	978765	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	168406	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1147171	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27541345	3761622
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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)	156908	
(B) Participants	2a(1)(B)	341202	
(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)		498110
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	169627	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		169627
(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)		95710
(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)		871781
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1635228

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25346028	
(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)		25346028
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	66102	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2821	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		68923
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		25414951

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-23779723
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	<input checked="" type="checkbox"/>		770833
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		<input checked="" type="checkbox"/>	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		<input checked="" type="checkbox"/>	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		<input checked="" type="checkbox"/>	
e Was this plan covered by a fidelity bond?.....	<input checked="" type="checkbox"/>		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		<input checked="" type="checkbox"/>	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		<input checked="" type="checkbox"/>	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		<input checked="" type="checkbox"/>	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	<input checked="" type="checkbox"/>		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		<input checked="" type="checkbox"/>	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		<input checked="" type="checkbox"/>	
l Has the plan failed to provide any benefit when due under the plan?		<input checked="" type="checkbox"/>	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 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 <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>TECHNICAL OLYMPIC USA, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOUSA, INC.</u>	D Employer Identification Number (EIN) <u>76-0460831</u>	

Part I	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): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	
----------	--

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 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? ☐ Yes ☐ No ☐ 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? ☐ Yes ☐ No ☐ N/A

Part III	Amendments
-----------------	-------------------

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..... ☐ Increase ☐ Decrease ☐ Both ☐ 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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ 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? ☐ Yes ☐ No

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): _____

Report of Independent Certified Public Accountants

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

We were engaged to audit the accompanying statements of net assets available for benefits of the Technical Olympic USA, Inc. 401(k) Savings Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules of delinquent participant contributions for the year ended December 31, 2010, and assets (held at end of year) as of December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Ernst & Young LLP

September 1, 2011

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

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Investments, at fair value	\$ 3,761,622	\$ 28,407,099
Receivables:		
Participants' contributions	—	23,737
Employer's contribution	—	83,010
Notes receivable from participants	—	174,670
Total receivables	—	281,417
Total assets	3,761,622	28,688,516
Liabilities		
Excess refundable contributions	—	14,801
Due to Plan sponsor	—	153,605
Total liabilities	—	168,406
Net assets available for benefits reflecting fair value	3,761,622	28,520,110
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(6,466)	89,244
Net assets available for benefits	<u>\$ 3,755,156</u>	<u>\$ 28,609,354</u>

See accompanying notes.

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

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

Additions

Investment income:

Net appreciation in fair value of investments in mutual funds	\$ 871,781
Interest and dividend income	<u>169,627</u>
Total investment income	<u>1,041,408</u>

Contributions:

Participant contributions	341,202
Employer contributions	<u>156,908</u>
Total contributions	<u>498,110</u>
Total additions	<u>1,539,518</u>

Deductions

Benefits paid to Plan participants	26,324,793
Administrative expenses	<u>68,923</u>
Total deductions	<u>26,393,716</u>

Net decrease (24,854,198)

Net assets available for benefits:

Beginning of year	<u>28,609,354</u>
End of year	<u><u>\$ 3,755,156</u></u>

See accompanying notes.

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

Notes to Financial Statements

December 31, 2010

1. Description of the Plan

The following description of the Technical Olympic USA, Inc. 401 (k) Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. This description, generally, refers to the Plan prior to its termination on June 30, 2010. See further discussion on Note 2.

General

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

The Plan Sponsor filed for bankruptcy protection on January 29, 2008. The Plan Sponsor terminated the Plan effective June 30, 2010 and the Plan Sponsor began distribution of all moneys in the Plan in an orderly manner following the termination.

Participant Accounts

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

Contributions

Each year, participants may contribute to the Plan up to the lesser of (a) a maximum elective deferred contribution under the Internal Revenue Code (the Code) of \$16,500 for 2010, or (b) 60% of a participant's pretax annual compensation, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

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

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

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions, and additional matching employer contributions, as well as earnings thereon. Participants are also immediately vested in any additional discretionary matching employer contributions plus earnings thereon. Generally, under the Plan, for basic matching employer contributions, participants are 20% vested after two full years of credited service, 50% after three years, 75% after four years, and 100% after five years. However, as a result of the partial plan termination (see Note 7), and subsequent amendment to the Plan in 2008, all Plan participants employed by the Company on or after June 15, 2006, became fully vested in their respective matching employer contributions regardless of their years of credited service.

Investment Options

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

Loans to Participants

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

Payment of Benefits

Upon termination of service due to death, disability, retirement, or separation, a participant may elect to receive either a lump-sum distribution equal to the vested value of his or her account or installment benefit payments as defined in the Plan document. However, if the value of the participant's vested benefit is \$1,000 or less (excluding amounts attributable to rollovers), a participant may only receive a lump-sum distribution. Benefit payments are recorded when paid. There was \$978,765 of unpaid benefit payments that were processed and approved as of December 31, 2009. After the termination date, all participants are required to either receive a lump-sum distribution of their account balances or roll such amounts over into another qualified Plan (see Note 7).

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

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Forfeitures

Forfeiture allocations are used to pay administrative expenses and any remaining amounts are used to reduce future employer contributions. As of December 31, 2010 and 2009, \$3,796 and \$364,176, respectively, of the Plan's assets related to forfeitures had not yet been allocated. During 2010, forfeiture account funds of \$66,101 were used to pay administrative expenses.

Excess Contributions Refundable and Due to Plan Sponsor

In the event that participant contributions exceed contribution limitations of the Plan, corrective distributions may be required according to the terms of the Plan document. As of December 31, 2009, there was \$14,801 in excess contributions payable to participants and \$153,605 in refundable contributions to the Plan Sponsor related to overpayments. As of December 31, 2010, there were no excess contributions payable to participants and no refundable contributions to the Plan Sponsor related to overpayments.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Board of Directors of TOUSA, Inc., the Plan's Sponsor, voted May 26, 2010 to terminate the Plan effective June 30, 2010. As a result, the Plan has changed its basis of accounting from the accrual basis used in presenting the 2009 financial statements to the liquidation basis used in presenting the 2010 financial statements. This change in basis of accounting did not result in a change in the net assets available for plan benefits during 2010.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2009. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

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

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In September 2010, the FASB issued Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* (ASU 2010-25). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued by unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010, and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

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

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Investment Valuation

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

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

The statements of net assets available for benefits as of December 31, 2010 and 2009, present the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

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

- Level 1:* Quoted prices (unadjusted) for identical assets or liabilities in active markets that an entity has the ability to access as of the measurement date, or observable inputs
- Level 2:* Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data
- Level 3:* Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability

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

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Income Recognition

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

Benefit Payments

Benefits are recorded when paid.

Risks and Uncertainties

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

Use of Estimates

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

Subsequent Events

Management has evaluated events subsequent to December 31, 2010 through September 1, 2011, the date the financial statements were available to be issued.

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

Notes to Financial Statements (continued)

3. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedules including investments held and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010 and 2009, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2010, was obtained or derived from information provided to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company, the Trustee of the Plan.

The following table lists those investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Fidelity Blue Chip Growth Fund	\$ 834,939	\$ 3,804,702
Fidelity Puritan Fund	278,365	2,275,590
Fidelity Diversified International Fund	359,449	2,058,396
Fidelity Managed Income Portfolio (at contract value)*	641,810	5,204,434
Spartan U.S. Equity Index Fund	(a)	1,681,153
Fidelity Magellan Fund	247,272	1,875,851
Fidelity Intermediate Bond Fund	(a)	1,527,338

* The fair value of the Plan's investment in the Fidelity Managed Income Portfolio was \$648,276 and \$5,115,190 at December 31, 2010 and 2009, respectively.

(a) Balance was less than 5%

During 2010, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated in fair value as follows:

Mutual funds	871,781
Collective trust fund	42,234
	<u>\$ 914,015</u>

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

Notes to Financial Statements (continued)

4. Fair Value Measurements

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds

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

Collective Trusts

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

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

Assets at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 1,730,901	\$ —	\$ —	\$ 1,730,901
International equities	488,466	—	—	488,466
Fixed income	146,827	—	—	146,827
Balanced	747,152	—	—	747,152
Collective trust*	—	648,276	—	648,276
	<u>\$ 3,113,346</u>	<u>\$ 648,276</u>	<u>\$ —</u>	<u>\$ 3,761,622</u>

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

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
U.S. equities	\$ 12,511,349	\$ —	\$ —	\$ 12,511,349
International equities	2,787,349	—	—	2,787,349
Fixed income	1,527,338	—	—	1,527,338
Balanced	6,465,873	—	—	6,465,873
Collective trust*	—	5,115,190	—	5,115,190
	<u>\$ 23,291,909</u>	<u>\$ 5,115,190</u>	<u>\$ —</u>	<u>\$ 28,407,099</u>

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

5. Party-in-Interest Transactions

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

Certain administrative expenses are paid directly by the Company. Total administrative expenses paid by the Plan were \$68,923 for the year ended December 31, 2010. The fees and expenses primarily consist of accounting fees and administrative services provided by the Trustee.

6. Income Tax Status

The underlying volume submitter plan has received an advisory letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2010-6 and 2005-16, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan advisory letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes the Plan is being operated and terminated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

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

Notes to Financial Statements (continued)

6. Income Tax Status (continued)

U.S. generally accepted accounting principles require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

7. Partial Plan and Full Terminations

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

Between June 15, 2006 and May 1, 2008, the Company failed to properly recognize the partial Plan termination. During 2010, the Company corrected the noncompliance and transferred forfeiture amounts and related lost earnings totaling \$1,016,462 to participant accounts. This transfer had no effect on the statement of net assets available for benefits as of December 31, 2010 or the statement of changes in net assets available for benefits for the year ended December 31, 2010.

Due to the wind down of the Company as a result of its filing for bankruptcy in early 2008, the Company decided to terminate the Plan effective the close of business on June 30, 2010. The termination of the Plan was approved by the Board of Directors on May 26, 2010, and by the Bankruptcy Court on June 17, 2010. As the result of the termination, no further contributions were made by active participants and no further employer matching contributions were made by the Company after June 30, 2010. All participants with account balances as of June 30, 2010 were fully vested in such amounts and were subsequently instructed by the Plan on their distribution options. Such options generally included the rollover of the participant's account balance to another qualified plan (including an Individual Retirement Account) or the distribution of the account balance directly to the participant. It is the intent of the Company and the Plan to distribute the account balances of all of the participants by December 31, 2011.

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

Notes to Financial Statements (continued)

8. Delinquent Participant Contributions

During 2009, the Company was untimely in remitting certain participant contributions. The Company had remitted the proper amount of participant contributions to the Plan, but on a delinquent basis averaging from 6 days to 21 days. On July 19, 2010, the Company reimbursed the Plan for lost earnings from delinquent participant contributions in the amount of \$2,446 for the 2009 Plan year, which is reflected in employer's contribution receivables on the statement of net assets available for benefits as of December 31, 2009.

Late remittances of participant contributions constitute a prohibited transaction under Section 406 of ERISA, regardless of the materiality. In July 2010, the Company filed Form 5330, Return of Excise Taxes Related to Employee Benefit Plans, for the 2009 Plan year and paid the related taxes of \$367 with respect to these prohibited transactions. These taxes were paid directly by the Company.

9. Reconciliation of Financial Statements to the Form 5500

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

	December 31	
	2010	2009
Net assets available for benefits per the financial statements	\$ 3,755,156	\$ 28,609,354
Less: Amounts allocated to withdrawing participants	—	(978,765)
Less: Adjustment from fair value to contract value for fully benefit-responsive contracts	6,466	(89,244)
Net assets available for benefits per the Form 5500	<u>\$ 3,761,622</u>	<u>\$ 27,541,345</u>

The following is a reconciliation of benefits paid to Plan participants per the financial statements for the year ended December 31, 2010 to the Form 5500:

Benefits paid to Plan participants per the financial statements	\$ 26,324,793
Less: Change in amounts allocated to withdrawing participants at December 31, 2010	(978,765)
Benefits paid to participants per the Form 5500	<u>\$ 25,346,028</u>

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

Notes to Financial Statements (continued)

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

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

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended December 31, 2010:

Total additions per the financial statements	\$ 1,539,518
Add: Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	<u>95,710</u>
Total income per the Form 5500	<u>\$ 1,635,228</u>

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

EIN #76-0460831 Plan #001

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

Year Ended December 31, 2010

Participant Contributions Transferred Late to Plan Indicate an X Here if Late Participant Loan Repayments are Included: X	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002–51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 770,833				\$ 770,833 (1)

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

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

EIN #76-0460831 Plan #001

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

December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
* Fidelity Puritan Fund	15,542 shares	**	\$ 278,365
* Fidelity Magellan Fund	3,450 shares	**	247,272
* Fidelity Contrafund Fund	222 shares	**	15,017
* Fidelity Growth and Income Fund	8,928 shares	**	163,380
* Fidelity Intermediate Bond Fund	13,917 shares	**	146,827
* Fidelity Blue Chip Growth Fund	18,411 shares	**	834,939
* Fidelity Low-Priced Stock Fund	888 shares	**	34,089
* Fidelity Worldwide Fund	6,914 shares	**	129,017
* Fidelity Diversified International Fund	11,922 shares	**	359,449
* Fidelity Mid-Cap Stock Fund	4,467 shares	**	128,873
* Fidelity Freedom Income Fund	1,183 shares	**	13,344
* Fidelity Freedom 2000 Fund	449 shares	**	5,362
* Fidelity Freedom 2010 Fund	6,176 shares	**	83,928
* Fidelity Freedom 2020 Fund	7,637 shares	**	105,314
* Fidelity Freedom 2030 Fund	5,868 shares	**	80,799
* Fidelity Managed Income Portfolio	641,810 shares	**	648,276
Spartan U.S. Equity Index Fund	3,812 shares	**	169,548
* Fidelity Freedom 2040 Fund	8,343 shares	**	66,829
* Fidelity Freedom 2005 Fund	302 shares	**	3,261
* Fidelity Freedom 2015 Fund	431 shares	**	4,888
* Fidelity Freedom 2025 Fund	4,811 shares	**	55,420
* Fidelity Freedom 2035 Fund	3,794 shares	**	43,514
* Fidelity Freedom 2045 Fund	8 shares	**	79
* Fidelity Freedom 2050 Fund	645 shares	**	6,050
Columbia Acorn USA Fund Class Z Fund	232 shares	**	6,622
Amer. Beacon Large Cap Value Fund Plan Ahead Class	5,484 shares	**	101,610
Wells Fargo Advantage Small Cap Value Z Fund	462 shares	**	15,038
Wells Fargo Advantage Mid Cap Disciplined Fund	690 shares	**	14,512
			<u>\$ 3,761,622</u>

*Party in interest

**Cost omitted for participant-directed investments

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

EIN #76-0460831 Plan #001

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

Year Ended December 31, 2010

Participant Contributions Transferred Late to Plan Indicate an X Here if Late Participant Loan Repayments are Included: X	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002–51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 770,833				\$ 770,833 (1)

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

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

EIN #76-0460831 Plan #001

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* Fidelity Freedom 2000 Fund	449 shares	**	5,362
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* Fidelity Freedom 2030 Fund	5,868 shares	**	80,799
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Columbia Acorn USA Fund Class Z Fund	232 shares	**	6,622
Amer. Beacon Large Cap Value Fund Plan Ahead Class	5,484 shares	**	101,610
Wells Fargo Advantage Small Cap Value Z Fund	462 shares	**	15,038
Wells Fargo Advantage Mid Cap Disciplined Fund	690 shares	**	14,512
			<u>\$ 3,761,622</u>

*Party in interest

**Cost omitted for participant-directed investments

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

EIN #76-0460831 Plan #001

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

Year Ended December 31, 2010

Participant Contributions Transferred Late to Plan Indicate an X Here if Late Participant Loan Repayments are Included: X	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002–51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 770,833				\$ 770,833 (1)

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

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

EIN #76-0460831 Plan #001

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Wells Fargo Advantage Mid Cap Disciplined Fund	690 shares	**	14,512
			<u>\$ 3,761,622</u>

*Party in interest

**Cost omitted for participant-directed investments

SCHEDULE C SUPPLEMENTAL REPORT

THIS REPORT INCLUDES FEE-RELATED INFORMATION RECORDED BY FIDELITY INVESTMENTS FOR THE PLAN, AS WELL AS INFORMATION MADE AVAILABLE TO FIDELITY THROUGH MORNINGSTAR, INC., AN INDEPENDENT INVESTMENTS RESEARCH COMPANY, AND CERTAIN OTHER SOURCES, WHICH HAS NOT BEEN INDEPENDENTLY VERIFIED BY FIDELITY. THE NOTES SECTION OF THIS REPORT MAY OR MAY NOT BE APPLICABLE TO YOUR PLAN. IN SOME CASES, YOU MAY ALSO NEED TO REFERENCE THE AUDITOR'S GUIDE FOR MORE DETAIL. PLEASE LOG INTO PSW TO ACCESS THE AUDITOR'S GUIDE AND RELATED DOCUMENTS THAT CAN ASSIST YOU AND/OR YOUR AUDITORS IN FACILITATING YOUR EMPLOYEE BENEFIT PLAN AUDIT.

PART I, LINE 1 - INFORMATION ON PERSONS EXCLUDED FROM THE REST OF PART I BECAUSE THEY RECEIVED ONLY ELIGIBLE INDIRECT FEES.

- IF THERE ARE NON-FIDELITY FUNDS IN THE PLAN AND ALL INFORMATION IS AVAILABLE IN THE ELIGIBLE INDIRECT COMPENSATION DISCLOSURE AT THE END OF THIS REPORT, CHECK "YES" AND IN PART I, LINE 1(b) ENTER FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC. - 04-2647786.

- IF ALL INFORMATION IS NOT AVAILABLE, YOU MAY NEED TO CONTACT THE APPLICABLE FUND FAMILY FOR ADDITIONAL INFORMATION AND DISCLOSE THE NAME AND EIN OF THE ENTITY PROVIDING THE DISCLOSURE IN PART I, LINE 1(b).

PART I, LINE 2 - INFORMATION ON SERVICE PROVIDERS RECEIVING DIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 2(a)</i>	EIN/ADDRESS *1 <i>Part I, Line 2(a)</i>	SERVICE CODE <i>Part I, Line 2(b)</i>	RELATIONSHIP TO ER, EE, ORG OR PERSON OF INTEREST <i>Part I, Line 2(c)</i>	DIRECT COMP PAID BY PLAN <i>Part I, Line 2(d)</i>
ERNST & YOUNG	34-6563596	10	ACCOUNTANT/AUDITOR	\$42,569
CROWELL & MORING	52-1150358	10	ACCOUNTANT/AUDITOR	\$14,879
ERNST & YOUNG	PO BOX 933514	10	ACCOUNTANT/AUDITOR	\$8,654
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	04-2647786	64 65 37	RECORDKEEPER	\$2,554

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	ABF LG CAP VAL INV - BOSTON FINANCIAL DATA SERVICES, INC.	04-2526037	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	COLUMBIA ACORN USA Z - COLUMBIA MGT INVESTMENT SERVICES CORP	SEE NOTE *2	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	WFA SM CAP VAL INV - BOSTON FINANCIAL DATA SERVICE, INC	04-2526037	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	WFA SPL MIDCP VL INV - BOSTON FINANCIAL DATA SERVICE, INC	04-2526037	0.55%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0004	FID PURITAN - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FPURX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.41%
0021	FIDELITY MAGELLAN - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FMAGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.45%
0022	FID CONTRAFUND - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FCNTX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.76%
0023	FID EQUITY INCOME - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FEQIX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.46%
0027	FID GROWTH & INCOME - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FGRIX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.46%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0032	FID INTERMED BOND - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FTHRX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.32%
0312	FID BLUE CHIP GROWTH - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FBGRX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.68%
0314	FID ASSET MGR 50% - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FASMX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.51%
0316	FIDELITY LOW PR STK - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FLPSX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.77%
0318	FID WORLDWIDE - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FWWFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.83%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0325	FID DIVERSIFIED INTL - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FDIVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.72%
0330	FID DIVIDEND GROWTH - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FDGFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.64%
0337	FID MID CAP STOCK - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FMCSX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.33%
0369	FID FREEDOM INCOME - STRATEGIC ADVISERS, INC.	FFFAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.50%*5
0370	FID FREEDOM 2000 - STRATEGIC ADVISERS, INC.	FFFBX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.51%*5
0371	FID FREEDOM 2010 - STRATEGIC ADVISERS, INC.	FFFCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.67%*5

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0372	FID FREEDOM 2020 - STRATEGIC ADVISERS, INC.	FFFDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.74%*5
0373	FID FREEDOM 2030 - STRATEGIC ADVISERS, INC.	FFFEY	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.79%*5
0630	FIDELITY RETIRE MMKT - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FRTXX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.42%
0632	FID MGD INC PORT	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
0650	SPARTAN 500 INDEX - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FUSEX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.07%
0718	FID FREEDOM 2040 - STRATEGIC ADVISERS, INC.	FFFFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*5

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1312	FID FREEDOM 2005 - STRATEGIC ADVISERS, INC.	FFVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.64%*5
1313	FID FREEDOM 2015 - STRATEGIC ADVISERS, INC.	FFVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.68%*5
1314	FID FREEDOM 2025 - STRATEGIC ADVISERS, INC.	FFTWX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.76%*5
1315	FID FREEDOM 2035 - STRATEGIC ADVISERS, INC.	FFTHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*5
1617	FID FREEDOM 2045 - STRATEGIC ADVISERS, INC.	FFFGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.82%*5
1618	FID FREEDOM 2050 - STRATEGIC ADVISERS, INC.	FFHFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.84%*5

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OFA2	ABF LG CAP VAL INV - AMERICAN BEACON ADVISORS, INC.	AAGPX	AMERICAN BEACON	FUND MANAGEMENT	0.28%
OFAU	COLUMBIA ACORN USA Z - COLUMBIA WANGER ASSET MANAGEMENT, L.P.	AUSAX	COLUMBIA	FUND MANAGEMENT	0.94%
OMYJ	WFA SM CAP VAL INV - WELLS FARGO FUNDS MANAGEMENT LLC	SSMVX	WELLS FARGO ADVANTAGE	FUND MANAGEMENT	0.85%
OSOA	WFA SPL MIDCP VL INV - WELLS FARGO FUNDS MANAGEMENT LLC	SMCDX	WELLS FARGO ADVANTAGE	FUND MANAGEMENT	0.75%

SCHEDULE C SUPPLEMENTAL REPORT

- *1 If EIN is provided, Address will not be provided. If EIN is not available and Address is available, the Address will be displayed. If neither EIN nor Address is available "See Note *2" will be displayed.
- *2 If the compensation being reported relates to a non-Fidelity fund and/or other third party service provider, complete information is not available to Fidelity. More information may be found in the Auditor's Guide, prospectus and/or statement of additional information for each investment as well as by contacting the non-Fidelity fund company or third party service provider directly. If the compensation being reported relates to a Fidelity fund, additional information regarding the fund can be found in one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, statement of additional information, the fund's investment manager or annuity provider.
- *3 For Self-Directed Brokerage Investments, each fund family may offer an indirect support fee paid to Fidelity Investments. Each indirect support fee paid by a fund may differ depending on the form of investment. Please contact your Fidelity representative to receive information on indirect support fees for your Self-Directed Brokerage Investments.
- *4 Net Expense Ratio is displayed.
- *5 Gross Expense Ratio is displayed.
- *6 The fee information for this fund can be found in one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, the fund's investment manager or annuity provider.

Additional Information:

Fidelity may have provided non-monetary compensation, such as meals or business entertainment, to associates or service providers during the plan year for which this data is being reported. If you believe there are associates or plan service providers who have received total non-monetary compensation, from all sources of \$5,000 or more, that are not reflected on this report, you may contact your Fidelity representative and ask for a detailed summary of non-monetary compensation provided during the plan year. For additional information, please refer to the Auditor's Guide.

Plan: 47563
IRS#: 001

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

Run Date: 01/17/2011

Summary of 5% Reportable Transactions
Pursuant to Department of Labor Regulation (DOL) 2520.103-6(c)
For the Plan Year Ending 12/31/2010

Beginning Plan Balance(1): \$28,671,011.78
5% of Beginning Balance (applicable for IRS Form 5500, Schedule H filers): \$1,433,550.59

Schedule below is a record of all non-participant directed transactions pursuant to IRS Form 5500 instructions.

Transactions pursuant to DOL Sec. 2520-103-6(c) (1)(i) and 2520.103-6(d):

A transaction within the plan year, with respect to any plan asset, involving amount in excess of 5% for Schedule H filers of the current value of plan assets.

Description of Asset/Transaction	Date	Purchase Price	Sales Price	Expenses Incurred	Cost of Assets	Realized Gain/Loss	% to Bal
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*** NO REPORTABLE TRANSACTIONS ***

Department of Labor regulations require that reportable transactions be determined based on the value of the plan assets as of the beginning of the plan year, (unless the Form 5500 is being filed for the initial plan year -- in which case the value of the plan assets as of the end of the plan year is used). Please note that if your plan converted to Fidelity during the plan year, or Fidelity did not recordkeep all of the plan assets as of the beginning of the plan year, Fidelity is unable to determine the actual value of the plan assets as of the beginning of the plan year. Therefore, the beginning of year value reflected on this report would not be correct. You should apply the value of the transactions identified on this report to the actual value of the assets as of the beginning of the plan year to determine whether or not they are reportable (i.e., exceed 5% of the actual value of plan assets as of the beginning of the year).