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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WEEKLEY HOMES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 12/31/1989

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

WEEKLEY HOMES, L.P.

1111 NORTH POST OAK ROAD
HOUSTON, TX 77055

2b Employer Identification Number (EIN) 76-0519106

2c Sponsor's telephone number 713-963-0500

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.	10/09/2012	HEATHER HUMPHREY
	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")
WEEKLEY HOMES, L.P.

1111 NORTH POST OAK ROAD
HOUSTON, TX 77055

3b Administrator's EIN
76-0519106

3c Administrator's telephone number
713-963-0500

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	873
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**	677
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	222
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	899
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	899
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	885
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	28
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:
2A 2E 2F 2G 2J 2K

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
WEEKLEY HOMES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WEEKLEY HOMES, L.P.

D Employer Identification Number (EIN)
76-0519106

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CHARLES SCHWAB INVESTMENT MGMT INC.

94-3106735

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

MILLIMAN, INC.

91-0675641

(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?
15 17 36 37 38 50 59 64 70	NONE	100990	Yes [X] No [ ]	Yes [ ] No [X]	39317	Yes [ ] No [X]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
19 59	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(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?
19 25 59 62	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	44032	Yes [ ] No [X]

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)

WARWICK INVESTMENT MANAGEMENT, INC.

74-2037472

(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?
27 50	NONE	58732	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19 59	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.
AMERICAN CENTURY INVESTMENTS 43-0821857	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19 59	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.
COLUMBIA 93-0577450	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19 59	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.
DODGE & COX 94-1441976	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

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
CHARLES SCHWAB & CO., INC.	19 59	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.
IVA FUNDS 41-2253838	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19 59	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.
ROYCE 52-2343049	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	19 59	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.
T. ROWE PRICE 52-2264646	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

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
CHARLES SCHWAB & CO., INC.	19 59	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.
YACKTMAN 36-3831621	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	3473

(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.
AMERICAN CENTURY INVESTMENTS 43-0821857	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	1073

(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.
AMERICAN FUNDS 95-1411037	0

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
CHARLES SCHWAB TRUST COMPANY	19 25 59	11442

(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.
COLUMBIA 93-0577450	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	3228

(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.
DODGE & COX 94-1441976	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	2569

(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.
ROYCE 52-2343049	0

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
CHARLES SCHWAB TRUST COMPANY	19 25 59	11777

(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.
SCHWAB FUNDS 94-3106735	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	5803

(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.
T. ROWE PRICE 52-2264646	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19 25 59	3213

(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.
YACKTMAN 36-3831621	0

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
MILLIMAN, INC.	15 17 36 37 38 59 64 70	2259

(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.
AMERICAN CENTURY INVESTMENTS 43-0821857	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	1414

(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.
AMERICAN FUNDS 95-1411037	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	10942

(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.
COLUMBIA 93-0577450	0

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
MILLIMAN, INC.	15 17 36 37 38 59 64 70	3562

(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.
DODGE & COX 94-1441976	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	2214

(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.
ROYCE 52-2343049	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	9983

(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.
SCHWAB FUNDS 94-3106735	0

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
MILLIMAN, INC.	15 17 36 37 38 59 64 70	2487

(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.
SCOUT 43-1270132	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	3318

(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.
T. ROWE PRICE 52-2264646	0

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MILLIMAN, INC.	15 17 36 37 38 59 64 70	2636

(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.
YACKTMAN 36-3831621	0

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
MILLIMAN, INC.	15 17 36 37 38 59 64 70	5092

(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.
FIDELITY 04-2647786	0

(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

(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

(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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
WEEKLEY HOMES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WEEKLEY HOMES, L.P.

D Employer Identification Number (EIN)
76-0519106

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	29751	145950
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	820870	973474
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8450458	10491760
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1597566	1662753
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	67579337	63775563
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	78477982	77049500
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	78477982	77049500

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)	3400656	
(B) Participants	2a(1)(B)	3508830	
(C) Others (including rollovers)	2a(1)(C)	545827	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7455313
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	979	
(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)	83301	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		84280
(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)	2377738	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2377738
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-5632969
c Other income	2c		3836
d Total income. Add all **income** amounts in column (b) and enter total	2d		4288198
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5553037	
(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)		5553037
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)	159722	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3921	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		163643
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5716680
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1428482
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: MCGLADREY LLP (2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
WEEKLEY HOMES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WEEKLEY HOMES, L.P.

D Employer Identification Number (EIN)
76-0519106

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

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 of 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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? ..... ☐ **Yes** ☐ **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.) ..... ☐ **Yes** ☐ **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):

Weekley Homes 401(k) Plan

Financial Report
December 31, 2011

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McGladrey

Independent Auditor's Report

To the Plan Administrator
Weekley Homes 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Weekley Homes 401(k) Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule, Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by Charles Schwab Bank (Schwab), the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 4 that was provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2011, and as of December 31, 2010.

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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Dallas, Texas
October 8, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Weekley Homes 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Noninterest-bearing cash	**$ 145,950**	$ 29,751
Investments, at fair value (Notes 4 and 5):		
Money market accounts	**10,491,760**	8,450,458
Mutual funds	**63,775,563**	67,579,337
	74,267,323	76,029,795
Receivables:		
Employer contributions (Note 11)	**973,474**	820,870
Notes receivable from participants	**1,662,753**	1,597,566
	2,636,227	2,418,436
Net assets available for benefits	**$ 77,049,500**	$ 78,477,982

See Notes to Financial Statements.

Weekley Homes 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions to net assets attributed to:	
Investment income (Note 4):	
Net depreciation in fair value of investments	$ (5,632,969)
Dividends from mutual funds	2,377,738
Interest on money market accounts	979
Interest on notes receivable from participants	83,301
Contributions:	
Employer	3,400,656
Participant	3,508,830
Rollover	545,827
Other	3,836
Total additions	4,288,198
Deductions from net assets attributed to:	
Benefits paid to participants	5,553,037
Administrative expenses	163,643
Total deductions	5,716,680
Net decrease	(1,428,482)
Net assets available for benefits:	
Beginning of year	78,477,982
End of year	$ 77,049,500

See Notes to Financial Statements.

Note 1. Description of the Plan

The following description of the Weekley Homes 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan whereby eligible employees of Weekley Homes, L.P. and its related and participating employers (as defined and collectively referred to as the Company) are permitted to make contributions that are tax deferred under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2011, the Plan was amended to change the automatic deferral election percentage from 2% of eligible compensation to 3% of eligible compensation for participants who have not made an affirmative deferral election, and effective January 1, 2012, participants' automatic deferral election percentages will be increased as of the first day of each Plan year by 1% of eligible compensation up to a maximum of 6%.

On August 8, 2011, the Plan was amended to adopt the required provisions of the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA).

Eligibility: Non-excluded employees of the Company become eligible to make elective deferrals upon completion of two months of service, as defined by the Plan. Eligible employees may enter the Plan on the first day of the month coinciding with or the next following the date on which eligibility requirements are met. Employees become eligible for discretionary employer contributions upon the completion of six months of service and must be eligible to participate for the entire quarter. An employee who is classified by the Company as part-time, temporary or seasonal is eligible for participation on the entry date coinciding with or next following the completion of one year of service, as defined by the Plan.

Contributions: The Plan allows participants to contribute from 1% to 50% of their eligible compensation on a pre-tax basis, subject to certain limits prescribed by the IRC ($16,500 for 2011). Effective January 1, 2011, participants who do not elect to have a specified amount contributed to the Plan will automatically have 3% of their eligible compensation, as defined, deferred into the Plan. Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the end of the close of the Plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($5,500 for 2011). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company may make discretionary matching contributions to the Plan based on a percentage up to 100% of the participants' contributions and not to exceed 6% of each participant's compensation each plan year. In 2011, the Company elected to make matching contributions in the amount of 100% of the participant's contributions up to 6% of the each participant's compensation in each of the four respective quarters within the plan year. The Company may also elect to make an additional contribution to the Plan based on a percentage of the profit sharing compensation paid to eligible employees, as determined by the Company. For the 2011 plan year, the Company matched 50% of the profit sharing compensation of the Company resulting in additional employer contributions of approximately $916,293.

Vesting: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants become 20% vested for employer contributions and actual earnings thereon after one year of credited service and vest an additional 20% for each year of service thereafter until they are fully vested after completion of five years of service. In addition, each employee becomes 100% vested upon death, disability or attaining normal retirement age.

Note 1. Description of the Plan (Continued)

Participant accounts: Each participant's account is credited with the participant's salary deferral contributions, rollover contributions, the Company's matching contributions, discretionary profit sharing contributions, if any, and plan earnings. Allocations are based on participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Investment options: Participants may direct contributions among the investment options made available and determined by the Plan sponsor. Participants may change their investment options any time throughout the year via internet or direct phone access to Milliman, Inc., the Plan's third party administrator.

Forfeitures: At December 31, 2011 and 2010, forfeited nonvested accounts totaled approximately $953,000 and $752,000, respectively. The balance of forfeited employer contributions and allocated earnings thereon may be used to reduce employer contributions to the Plan or to pay Plan administrative expenses. During 2011, approximately $207,000 of employer nonvested contributions were forfeited, and $6,000 of investment losses were incurred.

Payment of benefits: Upon termination of service due to death, disability or retirement, each participant can receive their vested account balance in one lump-sum payment or, in certain cases, the participant can defer withdrawals. For termination of service due to other reasons, a participant may receive their vested account balance in one lump sum payment. If a participant's vested balance is $5,000 or less, the participant will receive a single distribution of their entire vested account balance. The Plan provides for the automatic rollover of vested participant balances above $1,000, but less than $5,000 into an individual retirement account if the participant does not elect to have the distribution paid directly to an eligible retirement plan in a direct rollover or to receive the distribution directly. Hardship withdrawals are also allowed, but are subject to the provisions specified in the Plan document.

Notes from participants: Participants are allowed to borrow a minimum of $1,000 and a maximum of $50,000 from their fund accounts, up to 50% of the participant's vested account balance. Each loan bears an interest rate of prime plus 1%, with prime being determined by the rate published in the *Wall Street Journal* (3.25% at December 31, 2011 and 2010). Interest rates on outstanding participant loans ranged from 4.25% to 9.25% at December 31, 2011. Loan terms generally range from 1 to 5 years except for loans to purchase a principal residence, which can exceed five years. Principal and interest are paid ratably through payroll deductions, and loans are due in various amounts through July 2025. A participant may have only one loan outstanding at a time.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are presented on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are stated at fair value. Fair value is 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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Note 2. Summary of Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Income taxes: Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2008.

Subsequent events: The Plan Administrator has evaluated subsequent events through October 8, 2012, the date on which the financial statements were available to be issued.

Recent accounting pronouncements: In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. This amendment requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. The guidance related to Level 3 measurements was effective for periods beginning on or after December 15, 2010. The adoption of the guidance related to Level 3 measurements did not have a material effect on the Plan's financial statements. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2009, and the adoption of these provisions of ASU 2010-06 did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Note 3. Subsequent Amendments

The following amendments were made to the Plan subsequent to December 31, 2011:

Effective January 1, 2012, discretionary matching contributions made to eligible participants will be targeted at 100% of employee deferrals up to 8% of eligible compensation.

Effective March 1, 2012, the Plan was amended to change the name of the Plan sponsor to Weekley Homes, LLC (formerly Weekley Homes, L.P.), and to change the names of the allocation units eligible to receive nonelective contributions to Weekley Homes, LLC Home Services Team (formerly Weekley Homes, Inc. Home Services Team) and each division within Weekley Homes, LLC (formerly each division within Weekley Homes, L.P.).

Note 3. Subsequent Amendments (Continued)

Effective March 1, 2012, the automatic deferral election provisions of the Plan were amended to change the automatic deferral election percentage to 8% of eligible compensation for participants who are deferring from 6% to 7% of eligible compensation as of March 1, 2012. Effective January 1, 2013, a participant's automatic deferral election percentage shall be automatically increased as of the first day of each plan year by 1% up to a maximum of 8%.

Note 4. Information Certified and Provided by Charles Schwab Bank (Schwab)

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Schwab, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Schwab that information provided to the Plan Administrator by Schwab related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and the supplemental schedule related to the following assets:

	2011	2010
Noninterest-bearing cash	**$ 145,950**	$ 29,751
Investments at fair value:		
Money market accounts	**10,491,760**	8,450,458
Mutual funds	**63,775,563**	67,579,337
Notes receivable from participants	**1,662,753**	1,597,566
	$ 76,076,026	$ 77,657,112

Schwab also certified to the completeness and accuracy of $5,632,969 of net depreciation in fair value of mutual funds, $2,377,738 of dividends from mutual funds, $979 of interest on money market accounts, and $83,301 of interest on notes receivable from participants related to the aforementioned assets for the year ended December 31, 2011.

Note 5. Fair Value Measurements

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

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

Level 2 – Inputs to the valuation methodology include:

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

Note 5. Fair Value Measurements (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Money market fund: Valued at cost, which approximates fair value. Accordingly, the fair value of these assets is established using Level 2 inputs.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. Mutual funds are publicly traded investments which are valued using the NAV. The NAV of a mutual fund is a quoted price in an active market. The NAV is determined once a day after the closing of the exchange based upon the underlying assets in the fund, less the fund's liabilities, expressed on a per-share basis. Accordingly, the fair value of these assets is established using Level 1 inputs.

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

Note 5. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010. The following table represents separately those assets that represent 5% or more of the Plan's net assets:

	Assets at Fair Value			
	Level 1	Level 2	Level 3	Total
December 31, 2011:				
Money market funds*	**$ -**	**$ 10,491,760**	**$ -**	**$ 10,491,760**
Mutual funds:				
Blended investments:				
Large cap funds	**2,347,684**	**-**	**-**	**2,347,684**
Mid cap funds	**1,461,302**	**-**	**-**	**1,461,302**
Small cap funds	**2,444,861**	**-**	**-**	**2,444,861**
Bond investments:				
Income funds*	**15,861,218**	**-**	**-**	**15,861,218**
Stock investments:				
International funds*	**7,251,734**	**-**	**-**	**7,251,734**
Large value funds*	**13,225,063**	**-**	**-**	**13,225,063**
Large cap funds*	**11,028,133**	**-**	**-**	**11,028,133**
Mid cap funds*	**5,989,062**	**-**	**-**	**5,989,062**
Small cap funds*	**4,166,506**	**-**	**-**	**4,166,506**
Total assets at fair value	**$ 63,775,563**	**$ 10,491,760**	**$ -**	**$ 74,267,323**
December 31, 2010:				
Money market funds*	$ -	$ 8,450,458	$ -	$ 8,450,458
Mutual funds:				
Blended investments:				
Large cap funds	2,411,207	-	-	2,411,207
Mid cap funds	1,942,464	-	-	1,942,464
Small cap funds	2,425,760	-	-	2,425,760
Bond investments:				
Income funds*	13,922,956	-	-	13,922,956
Stock investments:				
International funds*	9,144,807	-	-	9,144,807
Large value funds*	10,374,459	-	-	10,374,459
Large cap funds*	17,317,497	-	-	17,317,497
Mid cap funds*	5,830,010	-	-	5,830,010
Small cap funds*	4,210,177	-	-	4,210,177
Total assets at fair value	$ 67,579,337	$ 8,450,458	$ -	$ 76,029,795

* Represents 5% or more of the Plan's net assets.

Note 6. Administrative Expenses

Certain administrative functions are performed by officers or employees of the Sponsor. However, such employees receive no compensation from the Plan. The Plan Sponsor and the Plan participants share in the Plan expenses. Plan expenses, such as transaction fees from receiving a loan, withdrawal, or distribution from the Plan, are deducted from participants' accounts or investment income.

Note 7. Party-In-Interest Transactions

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer and certain others. As such, transactions conducted by Schwab and the Company qualify as party-in-interest transactions.

Note 8. Tax Status

The Internal Revenue Service has determined and informed the sponsor, by a letter dated September 7, 2010, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the IRC. The Plan has been amended since filing for the determination letter; however, the Plan Administrator believes that the plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Note 9. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts and the net assets of the Plan would be distributed to the participants of the Plan in accordance with the provisions of ERISA.

Note 10. Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

Note 11. Contributions Receivable

The employer receivable of $973,474 at December 31, 2011 included $551,111 for the fourth quarter employer match contribution and $422,363 for the fourth quarter employer profit sharing kicker contribution. The employer match contribution was 100% of each dollar that was contributed by each eligible participating employee up to 6% of the participant's compensation during the current year. The employer also distributed a quarterly profit sharing check to each employee whose division quarterly net income is 5% or greater. The check is equal to gross eligible employee earnings for the quarter multiplied by the division net income percentage. A profit sharing kicker equal to 50% of the profit sharing check is then additionally contributed to the employee's participant account. The employer receivable of $820,870 at December 31, 2010 included $496,543 for the fourth quarter employer match contribution and $324,327 for the fourth quarter employer profit sharing kicker contribution.

Note 12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011:

	2011	2010
Net assets available for benefits per the financial statements	**$ 77,049,500**	$ 78,477,982
Investments	**1,662,753**	1,597,566
Notes receivable from participants	**(1,662,753)**	(1,597,566)
Net assets available for benefits per the Form 5500	**$ 77,049,500**	$ 78,477,982

Weekley Homes 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 76-0519106
PN: 002

	Identity of Issuer, Borrower Lessor or Similar Party	Description of Investment	Current Value
	Cash:		
*	Charles Schwab Bank	Schwab Noninterest-Bearing Cash	$ 145,950
	Money market accounts:		
*	Charles Schwab Bank	Schwab U.S. Treasury Money Fund	2,123,896
*	Charles Schwab Bank	Schwab Retirement Advantage Money Fund	8,367,864
			10,491,760
	Mutual funds:		
	Fairholme Funds	Fairholme Fund	5,970,358
	Dodge & Cox Funds	Dodge & Cox International Stock Fund	4,582,271
	PIMCO	PIMCO Total Return Institutional Fund	2,691,378
	DFA Funds	DFA 1-Yr Fixed-Income Class I	3,631,565
	Columbia Funds	Columbia Acorn Fund Class Z	3,336,539
	Columbia Funds	Columbia Acorn International Select Fund Class Z	1,357,398
	Royce Funds	Pennsylvania Mutual Fund	2,444,861
	IVA Funds	IVA International Fund Class I	1,312,065
	TCW Funds	TCW Total Return Bond Fund	5,553,890
	Yacktman Funds	Yacktman Fund	2,211,801
	Vanguard Group	Vanguard Short-term Bond Index Signal Fund	3,984,385
	Vanguard Group	Vanguard Mid-Cap Index Signal Fund	1,461,302
	Vanguard Group	Vanguard 500 Index Signal Fund	2,347,684
	American Century	American Century Equity Inc Inst CL	5,042,904
	Fidelity	Fidelity Contra Fund	3,148,730
	Meridian	Meridian Growth Fund	2,652,523
	T Rowe Price	T Rowe Price New America Growth Fund	7,879,403
	T Rowe Price	T Rowe Price Small Cap Stock Fund	4,166,506
			63,775,563
*	Participants	Loans, due through July 2025, with interest rates ranging from 4.25% to 9.25%.	1,662,753
	Total assets held for investment purposes		$ 76,076,026

*Party-in-interest to the Plan.

The above information has been certified by Charles Schwab Bank, Trustee, as complete and accurate.

See Independent Auditor's Report.

Weekley Homes 401(k) Plan

Financial Report
December 31, 2011

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McGladrey

Independent Auditor's Report

To the Plan Administrator
Weekley Homes 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Weekley Homes 401(k) Plan (the Plan) as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule, Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by Charles Schwab Bank (Schwab), the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 4 that was provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2011, and as of December 31, 2010.

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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Dallas, Texas
October 8, 2012

Member of the RSM International network of independent accounting, tax and consulting firms.

Weekley Homes 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Noninterest-bearing cash	**$ 145,950**	$ 29,751
Investments, at fair value (Notes 4 and 5):		
Money market accounts	**10,491,760**	8,450,458
Mutual funds	**63,775,563**	67,579,337
	74,267,323	76,029,795
Receivables:		
Employer contributions (Note 11)	**973,474**	820,870
Notes receivable from participants	**1,662,753**	1,597,566
	2,636,227	2,418,436
Net assets available for benefits	**$ 77,049,500**	$ 78,477,982

See Notes to Financial Statements.

Weekley Homes 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions to net assets attributed to:	
Investment income (Note 4):	
Net depreciation in fair value of investments	$ (5,632,969)
Dividends from mutual funds	2,377,738
Interest on money market accounts	979
Interest on notes receivable from participants	83,301
Contributions:	
Employer	3,400,656
Participant	3,508,830
Rollover	545,827
Other	3,836
Total additions	4,288,198
Deductions from net assets attributed to:	
Benefits paid to participants	5,553,037
Administrative expenses	163,643
Total deductions	5,716,680
Net decrease	(1,428,482)
Net assets available for benefits:	
Beginning of year	78,477,982
End of year	$ 77,049,500

See Notes to Financial Statements.

Note 1. Description of the Plan

The following description of the Weekley Homes 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan whereby eligible employees of Weekley Homes, L.P. and its related and participating employers (as defined and collectively referred to as the Company) are permitted to make contributions that are tax deferred under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 2011, the Plan was amended to change the automatic deferral election percentage from 2% of eligible compensation to 3% of eligible compensation for participants who have not made an affirmative deferral election, and effective January 1, 2012, participants' automatic deferral election percentages will be increased as of the first day of each Plan year by 1% of eligible compensation up to a maximum of 6%.

On August 8, 2011, the Plan was amended to adopt the required provisions of the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA).

Eligibility: Non-excluded employees of the Company become eligible to make elective deferrals upon completion of two months of service, as defined by the Plan. Eligible employees may enter the Plan on the first day of the month coinciding with or the next following the date on which eligibility requirements are met. Employees become eligible for discretionary employer contributions upon the completion of six months of service and must be eligible to participate for the entire quarter. An employee who is classified by the Company as part-time, temporary or seasonal is eligible for participation on the entry date coinciding with or next following the completion of one year of service, as defined by the Plan.

Contributions: The Plan allows participants to contribute from 1% to 50% of their eligible compensation on a pre-tax basis, subject to certain limits prescribed by the IRC ($16,500 for 2011). Effective January 1, 2011, participants who do not elect to have a specified amount contributed to the Plan will automatically have 3% of their eligible compensation, as defined, deferred into the Plan. Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the end of the close of the Plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($5,500 for 2011). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Company may make discretionary matching contributions to the Plan based on a percentage up to 100% of the participants' contributions and not to exceed 6% of each participant's compensation each plan year. In 2011, the Company elected to make matching contributions in the amount of 100% of the participant's contributions up to 6% of the each participant's compensation in each of the four respective quarters within the plan year. The Company may also elect to make an additional contribution to the Plan based on a percentage of the profit sharing compensation paid to eligible employees, as determined by the Company. For the 2011 plan year, the Company matched 50% of the profit sharing compensation of the Company resulting in additional employer contributions of approximately $916,293.

Vesting: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants become 20% vested for employer contributions and actual earnings thereon after one year of credited service and vest an additional 20% for each year of service thereafter until they are fully vested after completion of five years of service. In addition, each employee becomes 100% vested upon death, disability or attaining normal retirement age.

Note 1. Description of the Plan (Continued)

Participant accounts: Each participant's account is credited with the participant's salary deferral contributions, rollover contributions, the Company's matching contributions, discretionary profit sharing contributions, if any, and plan earnings. Allocations are based on participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Investment options: Participants may direct contributions among the investment options made available and determined by the Plan sponsor. Participants may change their investment options any time throughout the year via internet or direct phone access to Milliman, Inc., the Plan's third party administrator.

Forfeitures: At December 31, 2011 and 2010, forfeited nonvested accounts totaled approximately $953,000 and $752,000, respectively. The balance of forfeited employer contributions and allocated earnings thereon may be used to reduce employer contributions to the Plan or to pay Plan administrative expenses. During 2011, approximately $207,000 of employer nonvested contributions were forfeited, and $6,000 of investment losses were incurred.

Payment of benefits: Upon termination of service due to death, disability or retirement, each participant can receive their vested account balance in one lump-sum payment or, in certain cases, the participant can defer withdrawals. For termination of service due to other reasons, a participant may receive their vested account balance in one lump sum payment. If a participant's vested balance is $5,000 or less, the participant will receive a single distribution of their entire vested account balance. The Plan provides for the automatic rollover of vested participant balances above $1,000, but less than $5,000 into an individual retirement account if the participant does not elect to have the distribution paid directly to an eligible retirement plan in a direct rollover or to receive the distribution directly. Hardship withdrawals are also allowed, but are subject to the provisions specified in the Plan document.

Notes from participants: Participants are allowed to borrow a minimum of $1,000 and a maximum of $50,000 from their fund accounts, up to 50% of the participant's vested account balance. Each loan bears an interest rate of prime plus 1%, with prime being determined by the rate published in the *Wall Street Journal* (3.25% at December 31, 2011 and 2010). Interest rates on outstanding participant loans ranged from 4.25% to 9.25% at December 31, 2011. Loan terms generally range from 1 to 5 years except for loans to purchase a principal residence, which can exceed five years. Principal and interest are paid ratably through payroll deductions, and loans are due in various amounts through July 2025. A participant may have only one loan outstanding at a time.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are presented on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are stated at fair value. Fair value is 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. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Note 2. Summary of Significant Accounting Policies (Continued)

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Income taxes: Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years before 2008.

Subsequent events: The Plan Administrator has evaluated subsequent events through October 8, 2012, the date on which the financial statements were available to be issued.

Recent accounting pronouncements: In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. This amendment requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. The guidance related to Level 3 measurements was effective for periods beginning on or after December 15, 2010. The adoption of the guidance related to Level 3 measurements did not have a material effect on the Plan's financial statements. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2009, and the adoption of these provisions of ASU 2010-06 did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Note 3. Subsequent Amendments

The following amendments were made to the Plan subsequent to December 31, 2011:

Effective January 1, 2012, discretionary matching contributions made to eligible participants will be targeted at 100% of employee deferrals up to 8% of eligible compensation.

Effective March 1, 2012, the Plan was amended to change the name of the Plan sponsor to Weekley Homes, LLC (formerly Weekley Homes, L.P.), and to change the names of the allocation units eligible to receive nonelective contributions to Weekley Homes, LLC Home Services Team (formerly Weekley Homes, Inc. Home Services Team) and each division within Weekley Homes, LLC (formerly each division within Weekley Homes, L.P.).

Note 3. Subsequent Amendments (Continued)

Effective March 1, 2012, the automatic deferral election provisions of the Plan were amended to change the automatic deferral election percentage to 8% of eligible compensation for participants who are deferring from 6% to 7% of eligible compensation as of March 1, 2012. Effective January 1, 2013, a participant's automatic deferral election percentage shall be automatically increased as of the first day of each plan year by 1% up to a maximum of 8%.

Note 4. Information Certified and Provided by Charles Schwab Bank (Schwab)

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Schwab, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Schwab that information provided to the Plan Administrator by Schwab related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and the supplemental schedule related to the following assets:

	2011	2010
Noninterest-bearing cash	**$ 145,950**	$ 29,751
Investments at fair value:		
Money market accounts	**10,491,760**	8,450,458
Mutual funds	**63,775,563**	67,579,337
Notes receivable from participants	**1,662,753**	1,597,566
	$ 76,076,026	$ 77,657,112

Schwab also certified to the completeness and accuracy of $5,632,969 of net depreciation in fair value of mutual funds, $2,377,738 of dividends from mutual funds, $979 of interest on money market accounts, and $83,301 of interest on notes receivable from participants related to the aforementioned assets for the year ended December 31, 2011.

Note 5. Fair Value Measurements

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

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

Level 2 – Inputs to the valuation methodology include:

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

Note 5. Fair Value Measurements (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Money market fund: Valued at cost, which approximates fair value. Accordingly, the fair value of these assets is established using Level 2 inputs.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. Mutual funds are publicly traded investments which are valued using the NAV. The NAV of a mutual fund is a quoted price in an active market. The NAV is determined once a day after the closing of the exchange based upon the underlying assets in the fund, less the fund's liabilities, expressed on a per-share basis. Accordingly, the fair value of these assets is established using Level 1 inputs.

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

Note 5. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010. The following table represents separately those assets that represent 5% or more of the Plan's net assets:

	Assets at Fair Value			
	Level 1	Level 2	Level 3	Total
December 31, 2011:				
Money market funds*	**$ -**	**$ 10,491,760**	**$ -**	**$ 10,491,760**
Mutual funds:				
Blended investments:				
Large cap funds	**2,347,684**	**-**	**-**	**2,347,684**
Mid cap funds	**1,461,302**	**-**	**-**	**1,461,302**
Small cap funds	**2,444,861**	**-**	**-**	**2,444,861**
Bond investments:				
Income funds*	**15,861,218**	**-**	**-**	**15,861,218**
Stock investments:				
International funds*	**7,251,734**	**-**	**-**	**7,251,734**
Large value funds*	**13,225,063**	**-**	**-**	**13,225,063**
Large cap funds*	**11,028,133**	**-**	**-**	**11,028,133**
Mid cap funds*	**5,989,062**	**-**	**-**	**5,989,062**
Small cap funds*	**4,166,506**	**-**	**-**	**4,166,506**
Total assets at fair value	**$ 63,775,563**	**$ 10,491,760**	**$ -**	**$ 74,267,323**
December 31, 2010:				
Money market funds*	$ -	$ 8,450,458	$ -	$ 8,450,458
Mutual funds:				
Blended investments:				
Large cap funds	2,411,207	-	-	2,411,207
Mid cap funds	1,942,464	-	-	1,942,464
Small cap funds	2,425,760	-	-	2,425,760
Bond investments:				
Income funds*	13,922,956	-	-	13,922,956
Stock investments:				
International funds*	9,144,807	-	-	9,144,807
Large value funds*	10,374,459	-	-	10,374,459
Large cap funds*	17,317,497	-	-	17,317,497
Mid cap funds*	5,830,010	-	-	5,830,010
Small cap funds*	4,210,177	-	-	4,210,177
Total assets at fair value	$ 67,579,337	$ 8,450,458	$ -	$ 76,029,795

* Represents 5% or more of the Plan's net assets.

Note 6. Administrative Expenses

Certain administrative functions are performed by officers or employees of the Sponsor. However, such employees receive no compensation from the Plan. The Plan Sponsor and the Plan participants share in the Plan expenses. Plan expenses, such as transaction fees from receiving a loan, withdrawal, or distribution from the Plan, are deducted from participants' accounts or investment income.

Note 7. Party-In-Interest Transactions

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer and certain others. As such, transactions conducted by Schwab and the Company qualify as party-in-interest transactions.

Note 8. Tax Status

The Internal Revenue Service has determined and informed the sponsor, by a letter dated September 7, 2010, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the IRC. The Plan has been amended since filing for the determination letter; however, the Plan Administrator believes that the plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Note 9. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts and the net assets of the Plan would be distributed to the participants of the Plan in accordance with the provisions of ERISA.

Note 10. Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

Note 11. Contributions Receivable

The employer receivable of $973,474 at December 31, 2011 included $551,111 for the fourth quarter employer match contribution and $422,363 for the fourth quarter employer profit sharing kicker contribution. The employer match contribution was 100% of each dollar that was contributed by each eligible participating employee up to 6% of the participant's compensation during the current year. The employer also distributed a quarterly profit sharing check to each employee whose division quarterly net income is 5% or greater. The check is equal to gross eligible employee earnings for the quarter multiplied by the division net income percentage. A profit sharing kicker equal to 50% of the profit sharing check is then additionally contributed to the employee's participant account. The employer receivable of $820,870 at December 31, 2010 included $496,543 for the fourth quarter employer match contribution and $324,327 for the fourth quarter employer profit sharing kicker contribution.

Note 12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2011:

	2011	2010
Net assets available for benefits per the financial statements	**$ 77,049,500**	$ 78,477,982
Investments	**1,662,753**	1,597,566
Notes receivable from participants	**(1,662,753)**	(1,597,566)
Net assets available for benefits per the Form 5500	**$ 77,049,500**	$ 78,477,982

Weekley Homes 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 76-0519106
PN: 002

	Identity of Issuer, Borrower Lessor or Similar Party	Description of Investment	Current Value
	Cash:		
*	Charles Schwab Bank	Schwab Noninterest-Bearing Cash	$ 145,950
	Money market accounts:		
*	Charles Schwab Bank	Schwab U.S. Treasury Money Fund	2,123,896
*	Charles Schwab Bank	Schwab Retirement Advantage Money Fund	8,367,864
			10,491,760
	Mutual funds:		
	Fairholme Funds	Fairholme Fund	5,970,358
	Dodge & Cox Funds	Dodge & Cox International Stock Fund	4,582,271
	PIMCO	PIMCO Total Return Institutional Fund	2,691,378
	DFA Funds	DFA 1-Yr Fixed-Income Class I	3,631,565
	Columbia Funds	Columbia Acorn Fund Class Z	3,336,539
	Columbia Funds	Columbia Acorn International Select Fund Class Z	1,357,398
	Royce Funds	Pennsylvania Mutual Fund	2,444,861
	IVA Funds	IVA International Fund Class I	1,312,065
	TCW Funds	TCW Total Return Bond Fund	5,553,890
	Yacktman Funds	Yacktman Fund	2,211,801
	Vanguard Group	Vanguard Short-term Bond Index Signal Fund	3,984,385
	Vanguard Group	Vanguard Mid-Cap Index Signal Fund	1,461,302
	Vanguard Group	Vanguard 500 Index Signal Fund	2,347,684
	American Century	American Century Equity Inc Inst CL	5,042,904
	Fidelity	Fidelity Contra Fund	3,148,730
	Meridian	Meridian Growth Fund	2,652,523
	T Rowe Price	T Rowe Price New America Growth Fund	7,879,403
	T Rowe Price	T Rowe Price Small Cap Stock Fund	4,166,506
			63,775,563
*	Participants	Loans, due through July 2025, with interest rates ranging from 4.25% to 9.25%.	1,662,753
	Total assets held for investment purposes		$ 76,076,026

*Party-in-interest to the Plan.

The above information has been certified by Charles Schwab Bank, Trustee, as complete and accurate.

See Independent Auditor's Report.

Weekley Homes 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 76-0519106
PN: 002

	Identity of Issuer, Borrower Lessor or Similar Party	Description of Investment	Current Value
	Cash:		
*	Charles Schwab Bank	Schwab Noninterest-Bearing Cash	$ 145,950
	Money market accounts:		
*	Charles Schwab Bank	Schwab U.S. Treasury Money Fund	2,123,896
*	Charles Schwab Bank	Schwab Retirement Advantage Money Fund	8,367,864
			10,491,760
	Mutual funds:		
	Fairholme Funds	Fairholme Fund	5,970,358
	Dodge & Cox Funds	Dodge & Cox International Stock Fund	4,582,271
	PIMCO	PIMCO Total Return Institutional Fund	2,691,378
	DFA Funds	DFA 1-Yr Fixed-Income Class I	3,631,565
	Columbia Funds	Columbia Acorn Fund Class Z	3,336,539
	Columbia Funds	Columbia Acorn International Select Fund Class Z	1,357,398
	Royce Funds	Pennsylvania Mutual Fund	2,444,861
	IVA Funds	IVA International Fund Class I	1,312,065
	TCW Funds	TCW Total Return Bond Fund	5,553,890
	Yacktman Funds	Yacktman Fund	2,211,801
	Vanguard Group	Vanguard Short-term Bond Index Signal Fund	3,984,385
	Vanguard Group	Vanguard Mid-Cap Index Signal Fund	1,461,302
	Vanguard Group	Vanguard 500 Index Signal Fund	2,347,684
	American Century	American Century Equity Inc Inst CL	5,042,904
	Fidelity	Fidelity Contra Fund	3,148,730
	Meridian	Meridian Growth Fund	2,652,523
	T Rowe Price	T Rowe Price New America Growth Fund	7,879,403
	T Rowe Price	T Rowe Price Small Cap Stock Fund	4,166,506
			63,775,563
*	Participants	Loans, due through July 2025, with interest rates ranging from 4.25% to 9.25%.	1,662,753
	Total assets held for investment purposes		$ 76,076,026

*Party-in-interest to the Plan.

The above information has been certified by Charles Schwab Bank, Trustee, as complete and accurate.

See Independent Auditor's Report.