

2007 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F95000004538

FILED
Apr 18, 2007
Secretary of State

Entity Name: FORESTAR (USA) REAL ESTATE GROUP INC.

Current Principal Place of Business:

1300 S MOPAC EXPRESSWAY
AUSTIN, TX 78746

New Principal Place of Business:

1300 S MOPAC EXPRESSWAY
FL. 3-N
AUSTIN, TX 78746

Current Mailing Address:

1300 S MOPAC EXPRESSWAY
CORP. TAX DEPT., FL. 3N
AUSTIN, TX 78746

New Mailing Address:

FEI Number: 74-1213624 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: COBD () Delete
Name: JASTROW, KENNETH M II
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: PCEO () Delete
Name: KNIGHT, CRAIG A
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: EVPC () Delete
Name: TURPIN, DAVID W
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: AT () Delete
Name: PASHER, BRIAN P
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: VP () Delete
Name: JEHL, CHARLES D
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: AS () Delete
Name: ADAMSON, GRANT F
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: DP (X) Change () Addition
Name: DECOSMO, JAMES M PRES/D
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: DCRO (X) Change () Addition
Name: KNIGHT, CRAIG A CREO/D
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: TREA (X) Change () Addition
Name: TURPIN, DAVID W TREASUR
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: AT (X) Change () Addition
Name: PASHER, BRIAN P ASST TR
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: EVP (X) Change () Addition
Name: JEHL, CHARLES D EVP/CAO
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

Title: AS (X) Change () Addition
Name: ADAMSON, GRANT F AS SECY
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: DIANA MCNABB

EA

04/18/2007

Electronic Signature of Signing Officer or Director

_____ Date