

2009 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F95000004538

FILED
Apr 30, 2009
Secretary of State

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

Current Principal Place of Business:

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

New Principal Place of Business:

6300 BEE CAVE RD.
BLDG TWO, SUITE 500
AUSTIN, TX 78746

Current Mailing Address:

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

New Mailing Address:

6300 BEE CAVE RD.
BLDG TWO, SUITE 500
AUSTIN, TX 78746

FEI Number: 74-1213624

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301 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: DP () Delete
Name: DECOSMO, JAMES M PRES/D
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

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

Title: CFO () Delete
Name: NINES, CHRISTOPHER L CFO
Address: 1300 S MOPAC EXPRESSWAY
City-St-Zip: AUSTIN, TX 78746

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

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

Title: SEC () Delete
Name: GRIMM, DAVID M SEC/EVP
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 DP
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

Title: DCIO (X) Change () Addition
Name: KNIGHT, CRAIG A DCIO
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

Title: CFOT (X) Change () Addition
Name: NINES, CHRISTOPHER L CFOT
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

Title: AT (X) Change () Addition
Name: HARRIS, ANDREW D AT
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

Title: CAO (X) Change () Addition
Name: JEHL, CHARLES D CAO/EVP
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

Title: DS (X) Change () Addition
Name: GRIMM, DAVID M DS
Address: 6300 BEE CAVE RD., BLDG TWO, SUITE 500
City-St-Zip: AUSTIN, TX 78746

I hereby certify that the information supplied with this filing does not qualify 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: ANDREW D. HARRIS

AT

04/30/2009

Electronic Signature of Signing Officer or Director

Date