

D.R. Horton - Regent, LLC
Form 424B5
February 05, 2015
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Filed pursuant to Rule 424(b)(5)

Registration No. 333-184065

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Security	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
4.000% Senior Notes due 2020	\$500,000,000	100%	\$500,000,000	\$58,100.00
Guarantees of 2020 Senior Notes				(2)
Total				\$58,100.00

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no registration fee is payable with respect to the guarantees.

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PROSPECTUS SUPPLEMENT

To Prospectus dated September 24, 2012

\$500,000,000

D.R. Horton, Inc.

4.000% Senior Notes due 2020

The Company

We are the largest homebuilding company by volume in the United States. We construct and sell homes through our operating divisions in 79 markets in 27 states, under the names of D.R. Horton, Express Homes, Emerald Homes, Breland Homes, Regent Homes and Crown Communities. We are offering \$500,000,000 aggregate principal amount of our 4.000% senior notes due 2020 (the notes).

The Notes

The notes will mature on February 15, 2020. The notes will pay interest semi-annually in cash in arrears on February 15 and August 15 of each year, beginning on August 15, 2015. The notes will accrue interest at the rate of 4.000% per annum.

On the closing date of this offering, the notes will be guaranteed by substantially all of our homebuilding subsidiaries. The notes and the respective guarantees will be senior unsecured obligations. The notes will rank equally in right of payment with all of our other senior indebtedness, including our revolving credit facility, and senior to any future indebtedness that is expressly subordinated in right of payment to the notes. The guarantees will rank equally with all existing and future unsecured and unsubordinated indebtedness of the guarantors, including their guarantees of our other senior notes and our revolving credit facility.

We may redeem the notes at any time at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, plus the make whole premium. In addition, upon the occurrence of both a Change of Control and a Ratings Downgrade Event (each as defined in Description of Notes), subject to certain exceptions, we will make an offer to each holder to purchase all or any part of that holder's notes at a purchase price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest to the date of purchase. See Description of Notes Certain Covenants Repurchase of Notes upon Change of Control Triggering Event.

Use of Proceeds

We intend to use the net proceeds of this offering for general corporate purposes.

Investing in the notes involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price(1)	100.000%	\$ 500,000,000
Underwriting discounts and commissions	0.600%	\$ 3,000,000
Proceeds, before expenses, to D.R. Horton, Inc.(1)	99.400%	\$ 497,000,000

(1) Plus accrued interest, if any, from February 9, 2015.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about February 9, 2015.

Joint Book-Running Managers

Citigroup Deutsche Bank Securities J.P. Morgan RBS Wells Fargo Securities

The date of this prospectus supplement is February 4, 2015.

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We have not, and the underwriters have not, authorized anyone to provide you with any different information or to make any representation that is different from, or in addition to, the information contained in this prospectus supplement and the accompanying prospectus, any documents incorporated by reference in this prospectus supplement or the accompanying prospectus and any free writing prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus, or the information contained in any document incorporated by reference in this prospectus supplement or the accompanying prospectus, is accurate as of any date other than the date of each such document, unless the information specifically indicates that another date applies.

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Prospectus dated September 24, 2012

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The distribution of this prospectus supplement and the accompanying prospectus may be restricted by law in certain jurisdictions. You should inform yourself about and observe any of these restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make the offer or solicitation.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the notes. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. If the information about the offering of the notes varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. For information about the notes, see *Description of Notes* in this prospectus supplement. When we refer to this document, we mean this prospectus supplement and the accompanying prospectus, unless the context otherwise requires.

Before you invest in the notes, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading

Incorporation by Reference. Any statement made in this prospectus supplement or the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference therein will be deemed to be modified or superseded for purposes of this prospectus supplement or the accompanying prospectus to the extent that a statement contained in this prospectus supplement or the accompanying prospectus or in any other subsequently filed document that is also incorporated by reference into this prospectus supplement or the accompanying prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus.

Table of Contents**INCORPORATION BY REFERENCE**

The Securities and Exchange Commission (the SEC) allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus, except for any information that is superseded by information that is included directly in this or another document.

This prospectus supplement and the accompanying prospectus incorporate by reference the documents listed below that we have filed with the SEC but have not been included or delivered with this document. These documents contain important information about us and our business, prospects and financial condition.

Filing	Period or Date Filed
Annual Report on Form 10-K	Year ended September 30, 2014
Quarterly Report on Form 10-Q	Quarter ended December 31, 2014
Current Reports on Form 8-K	October 3, 2014
	November 12, 2014 (Item 5.02 and related exhibits only)
	January 26, 2015 (Items 5.02, 5.07 and related exhibits only)

The information set forth under the captions Proposal One Election of Directors, Corporate Governance and Board Matters, Beneficial Ownership of Common Stock, Executive Compensation, Certain Relationships and Related Person Transactions, Compensation Committee Interlocks and Insider Participation, Independent Registered Public Accountants, Section 16(a) Beneficial Ownership Reporting Compliance and Requesting Documents from the Company in our proxy statement relating to our January 22, 2015 annual meeting of stockholders and incorporated into our annual report on Form 10-K for the fiscal year ended September 30, 2014. We also incorporate by reference any future filings we make with the SEC under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, between the date of this prospectus supplement and the termination of the offering of the securities. These additional documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K (other than information furnished and not filed by us under any item of any current report on Form 8-K, including the related exhibits, which is deemed not to be incorporated by reference in this prospectus supplement or the accompanying prospectus), as well as proxy statements (other than information identified in them as not incorporated by reference in any filing under the Securities Act of 1933). You should review these filings as they may disclose changes in our business, prospects, financial condition or other affairs after the date of this prospectus supplement. The information that we file later with the SEC under sections 13(a), 13(c), 14 or 15(d) of the Exchange Act and before the termination of this offering will automatically update and supersede previous information included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

You can obtain any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from us without charge, excluding any exhibits to those documents unless the exhibit is specifically

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incorporated by reference in this prospectus supplement and the accompanying prospectus, by requesting them in writing or by telephone from us at the following address:

Investor Relations

D.R. Horton, Inc.

301 Commerce Street, Suite 500

Fort Worth, Texas 76102

(817) 390-8200

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FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus may be construed as forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. These forward-looking statements typically include the words anticipate, believe, consider, estimate, expect, forecast, goal, intend, objective, plan, predict, target, will or other words of similar meaning. Any or all of the forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus may not approximate actual experience, and the expectations derived from them may not be realized, due to risks, uncertainties and other factors. As a result, actual results may differ materially from the expectations or results we discuss in the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to:

potential deterioration in homebuilding industry conditions or general economic conditions;

the cyclical nature of the homebuilding industry and changes in economic, real estate and other conditions;

constriction of the credit markets, which could limit our ability to access capital and increase our costs of capital;

reductions in the availability of mortgage financing and the liquidity provided by government-sponsored enterprises, the effects of government programs, a decrease in our ability to sell mortgage loans on attractive terms or an increase in mortgage interest rates;

the risks associated with our land and lot inventory;

home warranty and construction defect claims;

supply shortages and other risks of acquiring land, building materials and skilled labor;

reductions in the availability of performance bonds;

increases in the costs of owning a home;

the impact of an inflationary, deflationary or higher interest rate environment;

the effects of governmental regulations and environmental matters on our homebuilding operations;

the effects of governmental regulation on our financial services operations;

our substantial debt and our ability to comply with related debt covenants, restrictions and limitations;

competitive conditions within the homebuilding and financial services industries;

our ability to effect our growth strategies or acquisitions successfully;

our ability to realize the full amount of our deferred income tax assets;

the effects of the loss of key personnel;

the effects of negative publicity; and

information technology failures and data security breaches.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in subsequent reports incorporated by reference in this prospectus supplement and the accompanying prospectus should be consulted. Additional information about issues that could lead to material changes in performance and risk factors that have the potential to affect us is contained in this prospectus supplement, and in our annual report on Form 10-K for the fiscal year ended September 30, 2014 and our quarterly report on Form 10-Q for the quarter ended December 31, 2014, including the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations, which are filed with the SEC. See Incorporation by Reference.

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SUMMARY

This is only a summary of the offering. To fully understand an investment in the notes, you must consider this prospectus supplement, the accompanying prospectus and the detailed information incorporated by reference into them, including the financial statements and their accompanying notes.

For purposes of this prospectus supplement, unless we have indicated otherwise or the context otherwise requires, the terms the Company, we, our or like terms refer to D.R. Horton, Inc., a Delaware corporation, and its predecessors and subsidiaries.

D.R. Horton, Inc.

D.R. Horton, Inc. is the largest homebuilding company by volume in the United States. We construct and sell homes through our operating divisions in 79 markets in 27 states, under the names of D.R. Horton, Express Homes, Emerald Homes, Breland Homes, Regent Homes and Crown Communities. Our homes range in size from 1,000 to more than 4,000 square feet and in price from \$100,000 to more than \$1,000,000. For the year ended September 30, 2014, we closed 28,670 homes with an average closing sales price of approximately \$272,200. For the three months ended December 31, 2014, we closed 7,973 homes with an average closing sales price of approximately \$281,000.

Through our financial services operations, we provide mortgage financing and title agency services to homebuyers in many of our homebuilding markets. DHI Mortgage, our 100% owned subsidiary, provides mortgage financing services primarily to our homebuilding customers and generally sells the mortgages it originates and the related servicing rights to third-party purchasers. DHI Mortgage originates loans in accordance with purchaser guidelines and sells substantially all of its mortgage production shortly after origination. Our subsidiary title companies serve as title insurance agents by providing title insurance policies, examination and closing services, primarily to our homebuilding customers.

Our financial reporting segments consist of six homebuilding segments and a financial services segment. Our homebuilding operations are the most substantial part of our business, comprising approximately 98% of consolidated revenues for both the year ended September 30, 2014 and for the three months ended December 31, 2014, which were \$8.0 billion and \$2.3 billion, respectively. Our homebuilding operations generate most of their revenues from the sale of completed homes, with a lesser amount from the sale of land and lots. For the year ended September 30, 2014 and the three months ended December 31, 2014, approximately 90% and 91%, respectively, of our home sales revenue came from the construction and sale of single-family detached homes, with the remainder from attached homes, such as town homes, duplexes, triplexes and condominiums. Our financial services segment generates its revenues from originating and selling mortgages and collecting fees for title insurance agency and closing services.

For more information about our business, please refer to the **Business** section in our most recent annual report on Form 10-K filed with the SEC and incorporated by reference in this prospectus supplement and the **Management's Discussion and Analysis of Financial Condition and Results of Operations** sections of our most recent annual report on Form 10-K and quarterly report on Form 10-Q filed with the SEC and incorporated by reference in this prospectus supplement.

Our principal executive offices are located at 301 Commerce Street, Suite 500, Fort Worth, Texas 76102. Our telephone number is (817) 390-8200, and our Internet website address is www.drhorton.com. Information on or connected to our Internet website is not a part of this prospectus supplement.

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Recent Developments

Quarterly Cash Dividend

In January 2015, our board of directors approved a quarterly cash dividend of \$0.0625 per common share, payable on February 17, 2015 to stockholders of record on February 6, 2015.

Current Industry Conditions

During the first quarter of fiscal 2015, demand for new homes continued to reflect the stable to moderately improved trends we saw across most of our operating markets during fiscal 2014. We also continue to see varying levels of strength in new home demand and home prices across our markets, with demand in each market generally reflecting the relative strength of each market's economy, as measured by job growth, household incomes, household formations and consumer confidence.

Our position as the largest and most geographically diverse builder in the United States provides a strong platform for us to compete for new home sales. In recent years, we significantly increased our land, lot and home inventories across our markets, while maintaining a strong balance sheet and liquidity position. In fiscal 2013, we introduced our Emerald Homes brand to expand our product offerings to include more move-up and luxury homes. In fiscal 2014, we introduced our Express Homes brand to offer more affordable homes for entry-level buyers, who we believe have been under-served in the new home market recently. These new product offerings will continue to be expanded across our operating markets, which will further broaden our product diversity.

During the first quarter of fiscal 2015, the number and value of our net sales orders increased 35% and 40%, respectively, compared to the prior year quarter, and the number of homes closed and home sales revenues increased 29% and 37%, respectively. We generated pre-tax income of \$220.7 million during the current quarter, compared to \$189.7 million during the prior year quarter. We believe our business is well-positioned to continue to grow profitably due to our broad geographic operating base and product offerings, our increased inventory position of finished lots, land and homes and our strong balance sheet and liquidity. We are focused on operating each of our communities to optimize the returns on our inventory investments by effectively managing our product offerings, home prices, incentives, sales pace, profit margins and inventory levels.

We believe that housing demand in our individual operating markets is tied closely to each market's economy; therefore, we expect that housing market conditions will vary across our markets. The U.S. economy continues to slowly improve, which we expect will allow slow to moderate overall growth in housing demand, concentrated in markets where job growth is occurring. The pace and sustainability of new home demand and our future results could be negatively affected by weakening economic conditions, decreases in the level of employment and housing demand, decreased home affordability, significant increases in mortgage interest rates or tightening of mortgage lending standards.

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THE OFFERING

*The summary below describes the principal terms of the notes and the guarantees. Many of the terms and conditions described below are subject to important limitations and exceptions. For a more complete understanding of this offering and the terms and conditions of the notes and guarantees, we encourage you to read this entire prospectus supplement and the accompanying prospectus, including the sections of this prospectus supplement entitled *Risk Factors* and *Description of Notes*.*

Issuer	D.R. Horton, Inc., a Delaware corporation
Securities Offered	\$500,000,000 aggregate principal amount of our 4.000% senior notes due 2020.
Maturity Date	The notes will mature on February 15, 2020.
Interest Payment Dates	Interest on the notes will be payable semi-annually in arrears on February 15 and August 15, beginning on August 15, 2015, and will be payable to holders of record at the close of business on the February 1 or August 1 immediately preceding the interest payment date (whether or not a business day).
Optional Redemption	We may redeem all or a portion of the notes, at our option, at any time or from time to time. The redemption price will equal the greater of: (1) 100% of the principal amount of the notes being redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed (other than interest accrued to the redemption date), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable Treasury rate plus 50 basis points (0.50%), plus accrued and unpaid interest on the notes to the redemption date. See Description of Notes Optional Redemption.
Guarantees	On the closing date of this offering, the notes will be guaranteed by substantially all of our homebuilding subsidiaries. Each of our subsidiaries will be required to guarantee the notes if it guarantees any of our other publicly traded debt securities with an outstanding principal amount of \$50 million or more or our indebtedness under our revolving credit facility or any future credit facilities with commitments or outstanding borrowings in excess of \$50 million. Our subsidiaries engaged in the financial services segment or in the insurance, energy or mineral business do not currently guarantee the notes. If we cannot make

payments on the notes when they are due, the guarantor subsidiaries are required to make them.

Ranking

The notes are our general obligations and will not be secured by any collateral. Your right to payment under the notes will be:

effectively junior to the rights of our secured creditors to the extent of the value of their security in our assets;

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equal with the rights of creditors under any other unsecured unsubordinated debt, including our revolving credit facility; and

senior to the rights of creditors under any future debt that is expressly subordinated to these notes.

The guarantees will also not be secured by any collateral. Your right to payment under any guarantee will be:

effectively junior to the rights of secured creditors to the extent of the value of their security in the guarantors' assets;

equal with the rights of creditors under the guarantors' other unsecured unsubordinated debt, including our revolving credit facility; and

senior to the rights of creditors under any of the guarantors' future debt that is expressly subordinated to the guarantees.

The notes will be structurally subordinated to the indebtedness and liabilities of our non-guarantor subsidiaries.

At December 31, 2014, D.R. Horton, Inc. and the guarantors had approximately \$3,384.7 million of debt outstanding. Of this debt, \$9.4 million was secured debt and \$3,375.3 million was unsubordinated unsecured debt that will rank equally with the notes being offered by this prospectus supplement. In addition, at such date, our non-guarantor subsidiaries had approximately \$342.1 million of debt outstanding.

Form and Denomination

The notes will be represented by one or more global notes. The global notes will be deposited with the trustee, as custodian for The Depository Trust Company, or DTC.

Ownership of beneficial interests in the global notes will be shown on, and transfers of such interests will be effected only through, records maintained in book-entry form by DTC and its direct and indirect participants, including the depositaries for Clearstream Banking Luxembourg, or Euroclear Bank S.A./N.V., as operator of the Euroclear System.

The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000.

Certain Covenants

We will issue the notes under an indenture as supplemented by a separate supplemental indenture. We refer to the indenture, as supplemented, as the indenture. The indenture, among other things, restricts our ability and the ability of the guarantors to:

incur debt secured by certain assets;

engage in sale and leaseback transactions with respect to certain assets;
and

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engage in mergers, consolidations or sales of all or substantially all of our assets.

These covenants are subject to important exceptions and qualifications, which are described in the section **Description of Notes Certain Covenants**.

Change of Control Triggering Event

Upon the occurrence of both a Change of Control and a Ratings Downgrade Event (each as defined in **Description of Notes**), subject to certain exceptions, we will make an offer to each holder to purchase all or any part of that holder's notes at a purchase price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest to the date of purchase. See **Description of Notes Certain Covenants Repurchase of Notes upon Change of Control Triggering Event**.

United States Federal Income Tax Consequences

For certain United States federal income tax consequences of the acquisition and disposition of the notes, see **Certain United States Federal Income Tax Consequences**.

Absence of Public Trading Market

The notes will be a new issue of securities for which there is currently no market. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for any quotation system to quote them. Accordingly, there can be no assurance that a liquid market for the notes will develop or be maintained. See **Risk Factors**.

Use of Proceeds

The net proceeds from this offering of notes will be approximately \$495.9 million after deducting the underwriting discount and commissions and estimated offering expenses payable by us. We intend to use the net proceeds of this offering for general corporate purposes. See **Use of Proceeds**.

Risk Factors

See **Risk Factors** beginning on page S-9 and other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should consider carefully before deciding to invest in the notes being offered by this prospectus supplement.

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL INFORMATION AND OPERATING DATA**

The following summary consolidated financial information for the five years ended September 30, 2014 is derived from our audited consolidated financial statements, except as described in the footnotes below. The following summary consolidated financial information for the three months ended December 31, 2014 and 2013 is derived from our unaudited consolidated financial statements. The unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements, and in the opinion of management, all adjustments considered necessary for a fair statement have been included. The data should be read in conjunction with the consolidated financial statements, related notes, Management's Discussion and Analysis of Financial Condition and Results of Operations sections of our most recent annual report on Form 10-K and quarterly report on Form 10-Q and other financial information incorporated by reference into this prospectus supplement. These historical results are not necessarily indicative of the results to be expected in the future. Interim results for the current year are not necessarily indicative of the results that may be expected for the entire year.

(Dollars in millions)	Three months ended		Year ended September 30,				
	December 31, 2014	2013	2014	2013	2012	2011	2010
Statement of operations data:							
Revenues:							
Home sales	\$ 2,240.7	\$ 1,630.8	\$ 7,804.7	\$ 6,024.8	\$ 4,218.4	\$ 3,542.3	\$ 4,302.3
Land/lot sales and other	12.3	4.8	53.8	61.1	17.8	7.3	7.4
Total homebuilding	2,253.0	1,635.6	7,858.5	6,085.9	4,236.2	3,549.6	4,309.7
Financial services	49.6	35.0	166.4	173.4	117.8	87.2	90.5
Gross profit home sales	442.6	364.1	1,665.6	1,253.3	745.5	571.3	744.0
Inventory and land option charges	6.0	2.6	85.2	31.1	6.2	45.4	64.7
Gross profit homebuilding	438.6	362.0	1,589.9	1,232.4	743.8	526.3	682.1
Income (loss) before income taxes:							
Homebuilding	206.1	181.9	768.8	592.3	203.7	(7.0)	78.1
Financial services	14.6	7.8	45.4	65.5	39.2	19.1	21.4
Income tax expense (benefit)(1)(2)	78.2	66.5	280.7	195.1	(713.4)	(59.7)	(145.6)
Net income	142.5	123.2	533.5	462.7	956.3	71.8	245.1
Selected operating data:							
Gross profit margin home sales	19.8%	22.3%	21.3%	20.8%	17.7%	16.1%	17.3%
Gross profit margin homebuilding	19.5%	22.1%	20.2%	20.3%	17.6%	14.8%	15.8%
Number of homes closed	7,973	6,188	28,670	24,155	18,890	16,695	20,875
Net sales orders (homes)(3)	7,370	5,454	29,709	25,120	21,048	17,421	19,375
Net sales orders (\$ value)(3)	\$ 2,108.2	\$ 1,503.1	\$ 8,308.6	\$ 6,567.0	\$ 4,803.3	\$ 3,727.6	\$ 4,011.0

Sales order backlog at end of period (homes)(4)	9,285	7,684	9,888	8,205	7,240	4,854	4,128
Sales order backlog at end of period (\$ value)(4)	\$ 2,726.3	\$ 2,113.5	\$ 2,858.8	\$ 2,210.1	\$ 1,667.9	\$ 1,036.2	\$ 850.8
		<i>(see footnotes on following page)</i>					

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(In millions)	Three months ended			Year ended September 30,			
	December 31, 2014	2013	2014	2013	2012	2011	2010
Other financial data:							
Net cash (used in) provided by operating activities(5)(6)	\$ (129.0)	\$ (7.7)	\$ (661.4)	\$ (1,229.3)	\$ (292.2)	\$ 18.8	\$ 714.8
Net cash (used in) provided by investing activities(5)	(13.9)	(57.3)	(282.1)	180.9	(143.0)	(23.3)	(324.0)
Net cash provided by (used in) financing activities	22.1	(51.6)	627.9	939.0	751.5	(572.3)	(1,039.4)
Interest expensed:							
Expensed directly				7.1	26.9	51.9	88.2
Charged to cost of sales							