

HORTON D R INC /DE/
 Form 10-Q
 July 25, 2013
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UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 10-Q
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2013

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From To
 Commission file number 1-14122

D.R. Horton, Inc.
 (Exact name of registrant as specified in its charter)

Delaware	75-2386963
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

301 Commerce Street, Suite 500, Fort Worth, Texas	76102
(Address of principal executive offices)	(Zip Code)
(817) 390-8200	
(Registrant's telephone number, including area code)	

Not Applicable
 (Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, \$.01 par value – 322,837,818 shares as of July 22, 2013

D.R. HORTON, INC. AND SUBSIDIARIES
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PART I. FINANCIAL INFORMATION
 ITEM 1. FINANCIAL STATEMENTS
 D.R. HORTON, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS

	June 30, 2013 (In millions) (Unaudited)	September 30, 2012
ASSETS		
Homebuilding:		
Cash and cash equivalents	\$607.8	\$1,030.4
Marketable securities, available-for-sale	—	298.0
Restricted cash	68.6	49.3
Inventories:		
Construction in progress and finished homes	2,374.8	1,682.7
Residential land and lots — developed and under development	3,032.7	1,838.4
Land held for development	504.0	644.1
	5,911.5	4,165.2
Income taxes receivable	—	14.4
Deferred income taxes, net of valuation allowance of \$22.6 million and \$41.9 million at June 30, 2013 and September 30, 2012, respectively	638.0	709.5
Property and equipment, net	96.1	72.6
Other assets	473.5	456.8
Goodwill	38.9	38.9
	7,834.4	6,835.1
Financial Services:		
Cash and cash equivalents	30.2	17.3
Mortgage loans held for sale	358.2	345.3
Other assets	64.2	50.5
	452.6	413.1
Total assets	\$8,287.0	\$7,248.2
LIABILITIES		
Homebuilding:		
Accounts payable	\$311.1	\$216.2
Accrued expenses and other liabilities	938.6	893.8
Notes payable	2,863.9	2,305.3
	4,113.6	3,415.3
Financial Services:		
Accounts payable and other liabilities	46.2	50.4
Mortgage repurchase facility	219.7	187.8
	265.9	238.2
Total liabilities	4,379.5	3,653.5
Commitments and contingencies (Note L)		
EQUITY		
Preferred stock, \$.10 par value, 30,000,000 shares authorized, no shares issued	—	—
Common stock, \$.01 par value, 1,000,000,000 shares authorized, 330,000,731 shares issued and 322,800,660 shares outstanding at June 30, 2013 and 328,092,047 shares issued and 320,891,976 shares outstanding at September 30, 2012	3.3	3.3

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Additional paid-in capital	2,027.7	1,979.8
Retained earnings	2,006.1	1,743.1
Treasury stock, 7,200,071 shares at June 30, 2013 and September 30, 2012, at cost	(134.3) (134.3)
Accumulated other comprehensive income	1.9	0.2
Total stockholders' equity	3,904.7	3,592.1
Noncontrolling interests	2.8	2.6
Total equity	3,907.5	3,594.7
Total liabilities and equity	\$8,287.0	\$7,248.2

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	(In millions, except per share data)			
	(Unaudited)			
Homebuilding:				
Revenues:				
Home sales	\$1,630.8	\$1,115.2	\$4,222.8	\$2,930.1
Land/lot sales and other	13.7	1.0	45.3	7.3
	1,644.5	1,116.2	4,268.1	2,937.4
Cost of sales:				
Home sales	1,281.5	914.6	3,364.2	2,417.3
Land/lot sales and other	13.1	0.8	38.8	4.0
Inventory and land option charges	0.8	2.5	4.0	4.7
	1,295.4	917.9	3,407.0	2,426.0
Gross profit:				
Home sales	349.3	200.6	858.6	512.8
Land/lot sales and other	0.6	0.2	6.5	3.3
Inventory and land option charges	(0.8)	(2.5)	(4.0)	(4.7)
	349.1	198.3	861.1	511.4
Selling, general and administrative expense	167.5	136.4	463.3	382.9
Interest expense	—	6.2	5.1	18.7
Other (income)	(3.8)	(2.6)	(10.3)	(8.2)
	185.4	58.3	403.0	118.0
Financial Services:				
Revenues, net of recourse and reinsurance expense	48.3	33.8	131.3	80.4
General and administrative expense	31.3	21.5	84.9	59.9
Interest and other (income) expense	(2.7)	(1.6)	(5.7)	(5.2)
	19.7	13.9	52.1	25.7
Income before income taxes	205.1	72.2	455.1	143.7
Income tax expense (benefit)	59.1	(715.6)	131.9	(712.5)
Net income	\$146.0	\$787.8	\$323.2	\$856.2
Other comprehensive income (loss), net of income tax:				
Unrealized loss related to available-for-sale securities	—	(0.1)	(0.2)	(0.1)
Unrealized gain related to debt securities collateralized by residential real estate	1.9	—	1.9	—
Comprehensive income	\$147.9	\$787.7	\$324.9	\$856.1
Basic net income per common share	\$0.45	\$2.47	\$1.00	\$2.70
Net income per common share assuming dilution	\$0.42	\$2.22	\$0.93	\$2.47
Cash dividends declared per common share	\$—	\$0.0375	\$0.1875	\$0.1125

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	June 30,	2012
	2013	
	(In millions)	
	(Unaudited)	
OPERATING ACTIVITIES		
Net income	\$323.2	\$856.2
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	16.0	14.4
Amortization of discounts and fees	29.7	29.9
Stock based compensation expense	13.1	14.3
Deferred income taxes	79.5	(716.7)
Gain on early retirement of debt, net	—	(0.1)
Gain on sale of marketable securities	(0.2)	) (0.2)
Inventory and land option charges	4.0	4.7
Changes in operating assets and liabilities:		
Increase in construction in progress and finished homes	(692.1)	) (204.8)
Increase in residential land and lots – developed, under development, and held for development	(1,046.5)	) (207.7)
Increase in other assets	(7.1)	) (5.4)
Decrease (increase) in income taxes receivable	14.4	(0.5)
Increase in mortgage loans held for sale	(12.9)	) (1.0)
Increase in accounts payable, accrued expenses and other liabilities	142.6	42.9
Net cash used in operating activities	(1,136.3)	) (174.0)
INVESTING ACTIVITIES		
Purchases of property and equipment	(40.6)	) (23.8)
Purchases of marketable securities	(28.9)	) (188.7)
Proceeds from the sale or maturity of marketable securities	325.4	196.8
(Increase) decrease in restricted cash	(19.3)	) 7.6
Net principal increase of other mortgage loans and real estate owned	(1.0)	) (3.2)
Purchases of debt securities collateralized by residential real estate	(18.6)) —
Principal payments received on debt securities collateralized by residential real estate	1.4	—
Payment related to acquisition of a business	(9.4)) —
Net cash provided by (used in) investing activities	209.0	(11.3)
FINANCING ACTIVITIES		
Proceeds from notes payable	892.0	377.6
Repayment of notes payable	(342.1)	) (14.5)
Proceeds from stock associated with certain employee benefit plans	27.9	30.3
Cash dividends paid	(60.2)	) (35.8)
Net cash provided by financing activities	517.6	357.6
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(409.7)	) 172.3
Cash and cash equivalents at beginning of period	1,047.7	732.6
Cash and cash equivalents at end of period	\$638.0	\$904.9
Supplemental disclosures of non-cash activities:		
Notes payable issued for inventory	\$11.4	\$4.1

Stock issued under employee incentive plans	\$3.9	\$3.1
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See accompanying notes to consolidated financial statements.

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D.R. HORTON, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
June 30, 2013

NOTE A – BASIS OF PRESENTATION

The accompanying unaudited, consolidated financial statements include the accounts of D.R. Horton, Inc. and all of its 100% owned, majority-owned and controlled subsidiaries (which are referred to as the Company, unless the context otherwise requires). All significant intercompany accounts, transactions and balances have been eliminated in consolidation. The financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal, recurring accruals and the asset impairment charges, loss reserves and deferred tax asset valuation allowance discussed below) considered necessary for a fair statement have been included. These financial statements do not include all of the information and notes required by GAAP for complete financial statements and should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's annual report on Form 10-K for the fiscal year ended September 30, 2012.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ materially from those estimates.

Reclassifications

The statements of cash flows for the nine months ended June 30, 2012, including the cash flows for the Non-Guarantor Subsidiaries as reflected in Note O, have been corrected to reflect a \$3.2 million use of cash previously reflected in operating activities to cash used in investing activities related to the net principal increase of other mortgage loans and real estate owned. The Company has determined that the impact to prior period financial statements is not material. As other prior period financial information is presented, the Company will similarly revise the statements of cash flows in its future filings.

Seasonality

Historically, the homebuilding industry has experienced seasonal fluctuations; therefore, the operating results for the three and nine months ended June 30, 2013 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2013 or subsequent periods.

Variable Interests

The Company enters into land and lot option purchase contracts to acquire land or lots for the construction of homes. Under these contracts, the Company will fund a stated deposit in consideration for the right, but not the obligation, to purchase land or lots at a future point in time with predetermined terms. Under the terms of the option purchase contracts, many of the option deposits are not refundable at the Company's discretion.

Option purchase contracts can result in the creation of a variable interest in the entity holding the land parcel under option. There were no variable interest entities reported in the consolidated balance sheets at June 30, 2013 and

September 30, 2012 because the Company determined it did not control the activities that most significantly impact the variable interest entity's economic performance. The maximum exposure to loss related to the Company's variable interest entities is limited to the amounts of the Company's related option deposits. At June 30, 2013 and September 30, 2012, the amount of option deposits related to these contracts totaled \$34.1 million and \$32.0 million, respectively, and are included in homebuilding other assets on the consolidated balance sheets.

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D.R. HORTON, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
June 30, 2013

Recent Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-11, "Disclosures about Offsetting Assets and Liabilities," which requires entities to disclose information about offsetting and related arrangements of financial instruments and derivative instruments. In January 2013, this guidance was amended by ASU 2013-01, "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities," which limits the scope of ASU 2011-11 to certain derivatives, repurchase and reverse repurchase agreements, and securities borrowing and lending transactions. The guidance is effective for the Company beginning October 1, 2013 and is to be applied retrospectively. The adoption of this guidance, which is related to disclosure only, is not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In July 2012, the FASB issued ASU 2012-02, "Intangibles - Goodwill and Other," which provides the option to perform a qualitative, rather than quantitative, assessment to determine whether it is more likely than not an indefinite-lived intangible asset is impaired. If the asset is considered impaired, an entity is required to perform the quantitative assessment under the existing guidance. The guidance was effective for the Company beginning in fiscal 2013. The adoption of this guidance did not impact the Company's consolidated financial position, results of operations or cash flows.

NOTE B – SEGMENT INFORMATION

The Company is a national homebuilder that is engaged in the acquisition and development of land and the construction and sale of residential homes on the land, with operations in 78 markets in 27 states across the United States. The Company designs, builds and sells single-family detached homes on lots it develops and on finished lots purchased ready for home construction. To a lesser extent, the Company also builds and sells attached homes, such as town homes, duplexes, triplexes and condominiums. Periodically, the Company sells land and lots to other developers and homebuilders where it has excess land and lot positions. The homebuilding segments generate most of their revenues from the sale of completed homes, and to a lesser extent from the sale of land and lots.

The Company also provides mortgage financing and title agency services, primarily to its homebuilding customers, and generally sells the mortgages it originates and the related servicing rights to third-party purchasers. The financial services segment generates its revenues from originating and selling mortgages and collecting fees for title insurance agency and closing services.

The Company's 34 homebuilding operating divisions and its financial services operation are its operating segments. The homebuilding operating segments are aggregated into six reporting segments and the financial services operating segment is its own reporting segment. The Company's reportable homebuilding segments are: East, Midwest, Southeast, South Central, Southwest and West. These reporting segments have homebuilding operations located in the following states:

East:	Delaware, Georgia (Savannah only), Maryland, New Jersey, North Carolina, Pennsylvania, South Carolina and Virginia
Midwest:	Colorado, Illinois, Indiana and Minnesota
Southeast:	Alabama, Florida, Georgia, Mississippi and Tennessee
South Central:	Louisiana, New Mexico (Las Cruces only), Oklahoma and Texas

Southwest: Arizona and New Mexico
West: California, Hawaii, Nevada, Oregon, Utah and Washington

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D.R. HORTON, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

June 30, 2013

The accounting policies of the reporting segments are described throughout Note A included in the Company's annual report on Form 10-K for the fiscal year ended September 30, 2012. Financial information relating to the Company's reporting segments is as follows:

	Three Months Ended		Nine Months Ended	
	June 30,	2012	June 30,	2012
	2013		2013	
	(In millions)			
Revenues				
Homebuilding revenues:				
East	\$163.3	\$140.6	\$454.4	\$393.0
Midwest	147.6	88.5	329.9	217.9
Southeast	425.6	241.4	1,050.3	651.5
South Central	414.5	306.7	1,089.1	833.2
Southwest	86.1	71.3	241.0	180.9
West	407.4	267.7	1,103.4	660.9
Total homebuilding revenues	1,644.5	1,116.2	4,268.1	2,937.4
Financial services revenues	48.3	33.8	131.3	80.4
Consolidated revenues	\$1,692.8	\$1,150.0	\$4,399.4	\$3,017.8
Income (Loss) Before Income Taxes (1)				
Homebuilding income (loss) before income taxes:				
East	\$11.4	\$3.0	\$26.9	\$9.2
Midwest	15.6	0.7	23.5	(7.4)
Southeast	48.5	11.4	96.1	26.9
South Central	44.7	23.7	102.4	52.1
Southwest	7.7	4.9	24.6	9.6
West	57.5	14.6	129.5	27.6
Total homebuilding income before income taxes	185.4	58.3	403.0	118.0
Financial services income before income taxes	19.7	13.9	52.1	25.7
Consolidated income before income taxes	\$205.1	\$72.2	\$455.1	\$143.7

Expenses maintained at the corporate level consist primarily of interest and property taxes, which are capitalized and amortized to cost of sales or expensed directly, and the expenses related to operating the Company's corporate (1) office. The amortization of capitalized interest and property taxes is allocated to each segment based on the segment's revenue, while interest expense and those expenses associated with the corporate office are allocated to each segment based on the segment's inventory balances.

	June 30,	September 30,
	2013	2012
	(In millions)	
Homebuilding Inventories (1)		
East	\$732.6	\$572.7
Midwest	396.8	318.1
Southeast	1,404.1	905.0
South Central	1,364.6	935.2
Southwest	249.9	188.6
West	1,624.5	1,151.3

Corporate and unallocated (2)	139.0	94.3
Total homebuilding inventory	\$5,911.5	\$4,165.2

(1) Homebuilding inventories are the only assets included in the measure of homebuilding segment assets used by the Company's chief operating decision maker.

(2) Corporate and unallocated consists primarily of capitalized interest and property taxes.

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE C – MARKETABLE SECURITIES

During the past few years, the Company invested a portion of its cash on hand by purchasing marketable securities with maturities in excess of three months. During the nine months ended June 30, 2013, all of the Company's marketable securities either matured or were sold, with total proceeds of \$325.4 million and a minimal gain.

NOTE D – INVENTORY

At June 30, 2013, the Company reviewed the performance and outlook for all of its land inventory and communities for indicators of potential impairment and performed impairment evaluations and analyses when necessary. The Company performed impairment evaluations of communities with a combined carrying value of \$177.1 million and determined that no communities were impaired. Accordingly, no impairment charges were recorded during the three months ended June 30, 2013. During the same period of 2012, the Company recorded impairment charges of \$1.9 million. There were no impairment charges recorded during the nine months ended June 30, 2013, compared to \$2.6 million recorded in the same period of 2012.

During the three months ended June 30, 2013 and 2012, the Company wrote off \$0.8 million and \$0.6 million, respectively, of earnest money deposits and land option costs related to land option contracts which are not expected to be acquired. During the nine months ended June 30, 2013 and 2012, the Company wrote off \$4.0 million and \$2.1 million, respectively, of these deposits and costs.

At June 30, 2013 and September 30, 2012, the Company had \$22.0 million and \$32.6 million, respectively, of inventories that met the criteria of land held for sale.

NOTE E – NOTES PAYABLE

The Company's notes payable at their principal amounts, net of any unamortized discounts, consist of the following:

	June 30, 2013	September 30, 2012
	(In millions)	
Homebuilding:		
Unsecured:		
Revolving credit facility, maturing 2017	\$—	\$—
6.875% senior notes due 2013	—	171.7
6.125% senior notes due 2014, net	145.7	145.5
2% convertible senior notes due 2014, net	470.5	447.0
5.625% senior notes due 2014, net	137.7	137.6
5.25% senior notes due 2015, net	157.5	157.4
5.625% senior notes due 2016, net	169.7	169.6
6.5% senior notes due 2016, net	372.5	372.4
4.75% senior notes due 2017	350.0	350.0

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3.625% senior notes due 2018	400.0	—
4.375% senior notes due 2022	350.0	350.0
4.75% senior notes due 2023	300.0	—
Other secured	10.3	4.1
	\$2,863.9	\$2,305.3
Financial Services:		
Mortgage repurchase facility, maturing 2014	\$219.7	\$187.8

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D.R. HORTON, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
June 30, 2013

Homebuilding:

The Company has a \$600 million senior unsecured revolving credit facility with an uncommitted accordion feature that could increase the size of the facility to \$1.0 billion, subject to certain conditions and availability of additional bank commitments. The facility also provides for the issuance of letters of credit. Letters of credit issued under the facility reduce available borrowing capacity and may total no more than \$300 million in the aggregate. The interest rate on borrowings under the revolving credit facility may be based on either the Prime Rate or LIBOR plus an applicable margin, as defined in the credit agreement governing the facility. The maturity date of the facility is September 7, 2017. At June 30, 2013, there were no borrowings outstanding and \$51.2 million of letters of credit issued under the revolving credit facility. The Company expects to obtain additional commitments from certain of the existing banks in the revolving credit facility to increase the committed capacity of the facility, amend the facility to extend its maturity date by one year and reduce the applicable interest rate margin.

The Company's revolving credit facility imposes restrictions on its operations and activities, including requiring the maintenance of a minimum level of tangible net worth, a maximum allowable leverage ratio and a borrowing base restriction if the Company's leverage ratio exceeds a certain level. These covenants are measured as defined in the credit agreement governing the facility and are reported to the lenders quarterly. A failure to comply with these financial covenants could allow the lending banks to terminate the availability of funds under the revolving credit facility or cause any outstanding borrowings to become due and payable prior to maturity. In addition, the credit agreement governing the facility and the indentures governing the senior notes impose restrictions on the creation of secured debt and liens. At June 30, 2013, the Company was in compliance with all of the covenants, limitations and restrictions of its revolving credit facility and public debt obligations.

The Company has an automatically effective universal shelf registration statement, filed with the Securities and Exchange Commission (SEC) in September 2012, registering debt and equity securities that the Company may issue from time to time in amounts to be determined.

In February 2013, the Company issued \$400 million principal amount of 3.625% senior notes due February 15, 2018 and \$300 million principal amount of 4.75% senior notes due February 15, 2023, with interest payable semi-annually. The notes represent unsecured obligations of the Company. The annual effective interest rate of the \$400 million senior notes and the \$300 million senior notes, after giving effect to the amortization of financing costs is 3.8% and 4.9%, respectively.

On May 1, 2013, the Company repaid the remaining \$171.7 million principal amount of its 6.875% senior notes which were due on that date.

In accordance with the indenture governing the 2% convertible senior notes due 2014, when cash dividends are paid in excess of \$0.0375 per share in any fiscal quarter, the conversion rate related to these notes increases. As a result of the cash dividend of \$0.15 per share which was paid on December 21, 2012 (see Note J), the conversion rate of the 2% convertible senior notes increased from 76.5697 to 77.18004 shares of the Company's common stock per \$1,000 principal amount of senior notes. The new conversion rate is equivalent to a conversion price of approximately \$12.96 per share of common stock, compared to the initial conversion price of \$13.06 per share. If all of the 2% convertible senior notes due 2014 were converted into the Company's common stock, the Company would issue 38.6 million

shares of its common stock as a result of the conversion.

Effective August 1, 2012, the Board of Directors authorized the repurchase of up to \$500 million of the Company's debt securities effective through July 31, 2013. All of the \$500 million authorization was remaining at June 30, 2013. On July 24, 2013, the Board of Directors authorized the repurchase of up to \$500 million of the Company's debt securities, which replaced the previous authorization and is effective through July 31, 2014.

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D.R. HORTON, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

June 30, 2013

Financial Services:

The Company's mortgage subsidiary, DHI Mortgage, has a mortgage repurchase facility that is accounted for as a secured financing. The mortgage repurchase facility provides financing and liquidity to DHI Mortgage by facilitating purchase transactions in which DHI Mortgage transfers eligible loans to the counterparties against the transfer of funds by the counterparties, thereby becoming purchased loans. DHI Mortgage then has the right and obligation to repurchase the purchased loans upon their sale to third-party purchasers in the secondary market or within specified time frames from 45 to 120 days in accordance with the terms of the mortgage repurchase facility. In March 2013, the mortgage repurchase facility was renewed and amended, and new commitments from banks were obtained which increased the total capacity of the facility from \$180 million to \$300 million. The facility's capacity can be increased to \$400 million subject to the availability of additional commitments. The maturity date of the facility is February 28, 2014.

As of June 30, 2013, \$331.0 million of mortgage loans held for sale with a collateral value of \$311.4 million were pledged under the mortgage repurchase facility. As a result of advance paydowns totaling \$91.7 million, DHI Mortgage had an obligation of \$219.7 million outstanding under the mortgage repurchase facility at June 30, 2013 at a 2.8% annual interest rate.

The mortgage repurchase facility is not guaranteed by D.R. Horton, Inc. or any of the subsidiaries that guarantee the Company's homebuilding debt. The facility contains financial covenants as to the mortgage subsidiary's minimum required tangible net worth, its maximum allowable ratio of debt to tangible net worth and its minimum required liquidity. These covenants are measured and reported monthly. At June 30, 2013, DHI Mortgage was in compliance with all of the conditions and covenants of the mortgage repurchase facility.

NOTE F – CAPITALIZED INTEREST

The Company capitalizes interest costs incurred to inventory during active development and construction (active inventory). Capitalized interest is charged to cost of sales as the related inventory is delivered to the buyer. In recent years, the Company's active inventory has been lower than its debt level and therefore, a portion of the interest incurred was reflected as interest expense. However, during the current quarter, the Company's active inventory exceeded its debt level and therefore, all interest incurred was capitalized to inventory.

The following table summarizes the Company's interest costs incurred, capitalized, expensed as interest expense and charged to cost of sales during the three and nine months ended June 30, 2013 and 2012:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	(In millions)			
Capitalized interest, beginning of period	\$103.8	\$81.1	\$82.3	\$79.2
Interest incurred (1)	44.4	31.8	125.5	89.6
Interest expensed:				

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Directly to interest expense	—	(6.9) (7.1) (21.1)
Amortized to cost of sales	(28.6) (24.8) (81.1) (66.5)
Capitalized interest, end of period	\$ 119.6	\$ 81.2	\$ 119.6	\$ 81.2	

Interest incurred includes interest incurred on the Company's financial services mortgage repurchase facility of (1) \$1.4 million and \$3.4 million in the three and nine months ended June 30, 2013, respectively, and \$0.6 million and \$2.4 million in the same periods of 2012.

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NOTE G – MORTGAGE LOANS

Mortgage Loans Held for Sale

Mortgage loans held for sale consist primarily of single-family residential loans collateralized by the underlying property. At June 30, 2013, mortgage loans held for sale had an aggregate fair value of \$358.2 million and an aggregate outstanding principal balance of \$357.0 million. At September 30, 2012, mortgage loans held for sale had an aggregate fair value of \$345.3 million and an aggregate outstanding principal balance of \$332.9 million. The Company had net gains on sales of loans and servicing rights of \$32.3 million and \$86.5 million during the three and nine months ended June 30, 2013, respectively, compared to \$20.7 million and \$45.8 million in the same periods of 2012. Net gains on sales of loans and servicing rights are included in financial services revenues on the consolidated statements of operations. Approximately 48% of the mortgage loans sold by DHI Mortgage during the nine months ended June 30, 2013 were sold to one major financial institution.

To manage the interest rate risk inherent in its mortgage operations, the Company hedges its risk using various derivative instruments, which include forward sales of mortgage-backed securities (MBS), Eurodollar Futures Contracts (EDFC) and put options on both MBS and EDFC. Use of the term “hedging instruments” in the following discussion refers to these securities collectively, or in any combination. The Company does not enter into or hold derivatives for trading or speculative purposes.

Newly originated loans that have been closed but not committed to third-party purchasers are hedged to mitigate the risk of changes in their fair value. Hedged loans are committed to third-party purchasers typically within three days after origination. The notional amounts of the hedging instruments used to hedge mortgage loans held for sale vary in relationship to the underlying loan amounts, depending on the movements in the value of each hedging instrument relative to the value of the underlying mortgage loans. The fair value change related to the hedging instruments generally offsets the fair value change in the mortgage loans held for sale and the net fair value change, which for the three and nine months ended June 30, 2013 and 2012 was not significant, and is recognized in financial services revenues on the consolidated statements of operations. As of June 30, 2013, the Company had a notional amount of \$199.2 million in mortgage loans held for sale not committed to third-party purchasers and the notional amounts of the hedging instruments related to those loans totaled \$198.0 million.

Other Mortgage Loans and Loss Reserves

Mortgage loans are sold with limited recourse provisions which include industry-standard representations and warranties, primarily involving the absence of misrepresentations by the borrower or other parties, insurability if applicable and, depending on the agreement, may include requiring a minimum number of payments to be made by the borrower. The Company generally does not retain any other continuing interest related to mortgage loans sold in the secondary market. Other mortgage loans generally consist of loans repurchased due to these limited recourse obligations. Typically, these loans are impaired and some become real estate owned through the foreclosure process. At June 30, 2013 and September 30, 2012, the Company’s total other mortgage loans and real estate owned, before loss reserves, were as follows:

June 30, 2013	September 30, 2012
(In millions)	

Other mortgage loans	\$35.8	\$38.1
Real estate owned	0.6	1.3
	\$36.4	\$39.4

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The Company has recorded reserves for estimated losses on other mortgage loans, real estate owned and future loan repurchase obligations due to the limited recourse provisions, all of which are recorded as reductions of financial services revenue. The loss reserve for loan recourse obligations is estimated based on an analysis of loan repurchase requests received, actual repurchases and losses through the disposition of such loans or requests, discussions with mortgage purchasers and analysis of mortgages originated. The reserve balances at June 30, 2013 and September 30, 2012 were as follows:

	June 30, 2013 (In millions)	September 30, 2012
Loss reserves related to:		
Other mortgage loans	\$4.2	\$5.0
Real estate owned	—	0.4
Loan repurchase and settlement obligations – known and expected	26.1	25.5
	\$30.3	\$30.9

Other mortgage loans and real estate owned and the related loss reserves are included in financial services other assets, while loan repurchase obligations are included in financial services accounts payable and other liabilities in the accompanying consolidated balance sheets.

Loan Commitments and Related Derivatives

The Company is party to interest rate lock commitments (IRLCs) which are extended to borrowers who have applied for loan funding and meet defined credit and underwriting criteria. At June 30, 2013, the notional amount of IRLCs, which are accounted for as derivative instruments recorded at fair value, totaled \$402.8 million.

The Company manages interest rate risk related to its IRLCs through the use of best-efforts whole loan delivery commitments and hedging instruments. These instruments are considered derivatives in an economic hedge and are accounted for at fair value with gains and losses recognized in financial services revenues on the consolidated statements of operations. As of June 30, 2013, the Company had a notional amount of approximately \$25.0 million of best-efforts whole loan delivery commitments and a notional amount of \$338.0 million of hedging instruments related to IRLCs not yet committed to purchasers.

NOTE H – INCOME TAXES

The Company's income tax expense for the three and nine months ended June 30, 2013 was \$59.1 million and \$131.9 million, respectively, compared to an income tax benefit of \$715.6 million and \$712.5 million in the same periods of fiscal 2012. The difference between the effective tax rate for the three months ended June 30, 2013 and the federal statutory rate of 35% is primarily due to a reduction of \$9.3 million in the Company's unrecognized tax benefits. The reduction was due to the expiration of the statute of limitations for assessment of additional tax for certain years. The differences between the effective tax rates during the three months ended June 30, 2012 and both nine-month periods ended June 30, 2013 and 2012 and the federal statutory rate of 35% are primarily due to reductions in the Company's valuation allowance on its deferred tax assets as described below.

At June 30, 2013 and September 30, 2012, the Company had deferred tax assets, net of deferred tax liabilities, of \$660.6 million and \$751.4 million, respectively, offset by valuation allowances of \$22.6 million and \$41.9 million, respectively. At September 30, 2012, the Company needed to generate approximately \$1.3 billion of pre-tax income in fiscal 2013 and in future periods before its federal net operating loss (NOL) carryforwards expire to realize its federal deferred tax assets. At September 30, 2012, the Company had federal NOL carryforwards of \$310.5 million that expire in fiscal 2030 and 2031.

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At June 30, 2012, the Company determined it was more likely than not that the substantial majority of the Company's deferred tax assets would be realized, which resulted in a \$753.2 million reversal of the valuation allowance on its deferred tax assets during the third and fourth quarters of fiscal 2012. The Company evaluated both positive and negative evidence to determine its ability to realize its deferred tax assets. In its evaluation, the Company gave more significant weight to evidence that was objective in nature as compared to subjective evidence. Also, more significant weight was given to evidence that directly related to the Company's recent financial performance as compared to indirect or less recent evidence.

The Company gave the most significant weight in its evaluation to the objective, direct positive evidence related to its recent strong financial results, especially its positive and growing levels of pre-tax income and its significant growth in net sales orders and sales order backlog during fiscal 2012. The Company estimated that if its annual pre-tax income remains at the fiscal 2012 level in future years, it would realize all of its federal net operating losses in less than five years, well in advance of the expiration of the Company's NOL carryforwards in fiscal 2030 and 2031, and it would also absorb all federal deductible temporary differences as they reverse in future years. Additionally, the Company considered, at a lower weighting, the subjective, direct positive evidence that it expected to increase its pre-tax income in future years by utilizing its strong balance sheet and liquidity position to invest in opportunities to sustain and grow its operations. If industry conditions weaken, the Company expected to be able to adjust its operations to maintain long-term profitability and still realize its deferred tax assets.

Prior to the quarter ended June 30, 2012, the Company had given significant weight to the negative, direct evidence of its three-year cumulative pre-tax loss position as a result of losses incurred in prior years during the housing downturn. As of June 30, 2012, the Company had generated positive cumulative pre-tax income for the past three years and therefore, the prior year losses were weighted less than the recent positive financial results in the Company's evaluation at June 30, 2012. Other negative, indirect evidence, such as the overall weakness in the U.S. economy and the housing market and the restrictive mortgage lending environment, was considered at a lower weighting because the Company's recent financial performance had been achieved in this environment. Also, the negative, direct evidence of the Company's gross profit margins, which were lower than historical levels before the housing downturn, were considered at a lower weight than the direct, positive evidence of its growing pre-tax income levels.

The most significant changes in the Company's evaluation of the realizability of its deferred tax assets at June 30, 2012 were the development of significant positive evidence related to the Company's accelerating growth in pre-tax income, net sales orders and backlog as fiscal 2012 progressed; the Company's expectation to realize all of its federal net operating losses in less than five years and to absorb all federal deductible temporary differences as they reverse in future years based on fiscal 2012 pre-tax income levels; the Company's expectation of sustained and increasing profitability in future years; and the lessening of the significance of the negative evidence considered in prior periods related to the Company's pre-tax losses incurred in prior years, because the Company had generated positive cumulative pre-tax income for the past three years as of June 30, 2012. These significant changes in the evidence at June 30, 2012 led the Company to determine that it was appropriate to reverse all of the valuation allowance related to its federal deferred tax assets and a portion of the valuation allowance related to its state deferred tax assets.

Based on its evaluation of the positive and negative evidence described above at June 30, 2012, the Company concluded that the positive evidence outweighed the negative evidence and that it was more likely than not that all of the Company's federal deferred tax assets would be realized. Therefore, there is no remaining valuation allowance

related to the Company's federal deferred tax assets at June 30, 2013 and September 30, 2012.

At September 30, 2012, the Company had tax benefits for state net operating loss carryforwards of \$85.2 million that expire at various times depending on the tax jurisdiction from fiscal 2013 to fiscal 2031. The Company had a valuation allowance of \$41.9 million related to its state deferred tax assets at September 30, 2012 because the Company concluded it was more likely than not that a portion of its state net operating losses would not be realized due to the more limited carryforward periods that exist in certain states.

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Each quarter, the Company evaluates both the positive and negative evidence in determining the need for a valuation allowance with respect to its tax benefits for state net operating loss carryforwards. At March 31, 2013, after considering the impact of significantly improving profits from operations, the Company concluded it was more likely than not that it would realize more of its state deferred tax assets on net operating losses before they expire than previously anticipated. The Company based this conclusion on additional positive evidence related to the actual pre-tax profits achieved during the six months ended March 31, 2013 and higher levels of forecasted profitability for the remainder of fiscal 2013 and in future years. The Company expects these increased profits to result in a greater realization of its state net operating loss carryforwards before they expire than previously estimated. Accordingly, at March 31, 2013, the Company reduced the valuation allowance on its state deferred tax assets by \$18.7 million to a balance of \$23.2 million. The Company estimated the remaining amount of the valuation allowance at March 31, 2013 based on an analysis of the amount of its net operating loss carryforwards associated with each state in which it conducts business, as compared to its expected level of taxable income under existing apportionment or recognition rules in each state and the carryforward periods allowed in each state's tax code. Because this reduction of the valuation allowance was recognized in an interim period, a portion of the valuation allowance to be reversed is allocated to the remaining interim periods. At June 30, 2013, the Company reversed \$0.6 million of the valuation allowance and expects to reverse an additional \$2.3 million of the remaining \$22.6 million valuation allowance in the fourth quarter of fiscal 2013. Additionally, approximately \$13.0 million of the Company's valuation allowance is attributable to state net operating loss carryforwards that will expire at the end of fiscal 2013, at which time the related unrealized deferred tax asset and valuation allowances will be written off.

The accounting for deferred taxes is based upon estimates of future results. Differences between the anticipated and actual outcomes of these future results could result in changes in the Company's estimates of the valuation of its deferred tax assets and related valuation allowances, and could also have a material impact on the Company's consolidated results of operations or financial position. Also, changes in existing federal and state tax laws and tax rates could affect future tax results and the valuation of the Company's deferred tax assets.

During the three months ended June 30, 2013, the Company reduced its unrecognized tax benefits by \$9.3 million. The reduction was due to the expiration of the statute of limitations for assessment of additional tax for certain years. A further reduction of \$2.4 million in the amount of unrecognized tax benefits and \$1.3 million of accrued interest is reasonably possible within the current fiscal year, of which \$2.4 million would be reflected as an income tax benefit in the consolidated statement of operations and \$1.3 million would result in an adjustment to deferred income taxes.

The American Taxpayer Relief Act of 2012 (Act) was signed into law on January 2, 2013. The Act did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

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NOTE I – EARNINGS PER SHARE

The following table sets forth the numerators and denominators used in the computation of basic and diluted earnings per share. Options to purchase 1.9 million and 4.0 million shares of common stock were excluded from the computation of diluted earnings per share for the fiscal 2013 and fiscal 2012 periods, respectively, because the exercise price of the options was greater than the average market price of the common shares and, therefore, their effect would have been antidilutive.

	Three Months Ended June 30, 2013		Nine Months Ended June 30, 2013	
	2012	2012	2012	2012
	(In millions)			
Numerator:				
Net income	\$ 146.0	\$ 787.8	\$ 323.2	\$ 856.2
Effect of dilutive securities:				
Interest expense and amortization of issuance costs associated with convertible senior notes, net of tax, if applicable	6.0	9.5	17.5	27.1
Numerator for diluted earnings per share after assumed conversions	\$ 152.0	\$ 797.3	\$ 340.7	\$ 883.3
Denominator:				
Denominator for basic earnings per share — weighted average common shares	322.6	318.8	321.8	317.6
Effect of dilutive securities:				
Employee stock awards	4.4	2.9	4.6	1.8
Convertible senior notes	38.6	38.3	38.6	38.3
Denominator for diluted earnings per share — adjusted weighted average common shares	365.6	360.0	365.0	357.7

NOTE J – STOCKHOLDERS' EQUITY

The Company has an automatically effective universal shelf registration statement, filed with the SEC in September 2012, registering debt and equity securities that it may issue from time to time in amounts to be determined.

Effective August 1, 2012, the Board of Directors authorized the repurchase of up to \$100 million of the Company's common stock effective through July 31, 2013. All of the \$100 million authorization was remaining at June 30, 2013, and no common stock has been repurchased subsequent to June 30, 2013. On July 24, 2013, the Board of Directors authorized the repurchase of up to \$100 million of the Company's common stock, which replaced the previous authorization and is effective through July 31, 2014.

During the first quarter of fiscal 2013, the Board of Directors approved total cash dividends of \$0.1875 per common share, which included cash dividends of \$0.0375 per share and \$0.15 per share paid on December 17, 2012 and December 21, 2012, respectively. The cash dividend of \$0.15 per share was in lieu of and accelerated the payment of

all quarterly dividends that the Company would have otherwise paid in calendar year 2013. Cash dividends of \$0.0375 per share were declared and paid in each quarter of fiscal 2012. In accordance with the indenture governing the 2% convertible senior notes due 2014, when cash dividends are paid in excess of \$0.0375 per share in any fiscal quarter, the conversion rate related to these notes increases. As a result of the cash dividend of \$0.15 per share which was paid on December 21, 2012, the conversion rate of the 2% convertible senior notes increased from 76.5697 to 77.18004 shares of the Company's common stock per \$1,000 principal amount of senior notes. The new conversion rate is equivalent to a conversion price of approximately \$12.96 per share of common stock, compared to the initial conversion price of \$13.06 per share. If all of the 2% convertible senior notes due 2014 were converted into the Company's common stock, the Company would issue 38.6 million shares of its common stock as a result of the conversion.

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NOTE K – EMPLOYEE BENEFIT PLANS

Stock Options

On March 5, 2013, the Compensation Committee of the Board of Directors and the Board of Directors approved and granted stock options to executive officers, other officers, employees and non-management directors of the Company. There were approximately 500 recipients of these stock options who collectively may purchase approximately 3.7 million shares of the Company's common stock at an exercise price of \$23.80 per share, the closing market price of the Company's common stock on the date of grant.

Restricted Stock Unit Agreements

In November 2012, the Compensation Committee of the Company's Board of Directors approved and granted awards of 350,000 performance based units (Performance Units) to the Chairman of the Board and the Chief Executive Officer of the Company that will vest at the end of a three-year performance period ending September 30, 2015. The number of units that ultimately vest depends on the Company's relative position as compared to its peers at the end of the three-year period in achieving certain performance criteria and can range from 0% to 200% of the number of units granted. The performance criteria are based on total shareholder return, return on investment, selling, general and administrative (SG&A) expense containment and gross profit. The earned awards will have a value equal to the number of earned units multiplied by the closing price of the Company's common stock at the end of the performance period and may be paid in cash, equity or a combination of both. The Compensation Committee has the discretion to reduce the final payout on the Performance Units from the amount earned. The Performance Units have no dividend or voting rights during the performance period. These awards are accounted for as liability awards for which compensation expense is recognized over the vesting period with a corresponding increase in accrued liabilities. The liability for these awards of \$2.2 million at June 30, 2013 was based on the Company's performance against the peer group, the elapsed portion of the performance period and the Company's stock price at the end of the period. Compensation expense related to this grant was \$0.1 million and \$2.2 million for the three and nine months ended June 30, 2013, respectively.

In January 2013, the Company's Board of Directors approved and granted awards of 33,333 Restricted Stock Units to non-management directors which will vest in annual installments over a three-year period ending in January 2016. Each Restricted Stock Unit represents the contingent right to receive one share of the Company's common stock if the vesting conditions are satisfied. The Restricted Stock Units have no dividend or voting rights during the vesting period. The fair value of these awards on the date of grant is \$21.49 per unit. Compensation expense related to this grant was \$0.1 million for the nine months ended June 30, 2013.

NOTE L – COMMITMENTS AND CONTINGENCIES

Warranty Claims

The Company typically provides its homebuyers with a ten-year limited warranty for major defects in structural elements such as framing components and foundation systems, a two-year limited warranty on major mechanical

systems, and a one-year limited warranty on other construction components. The Company's warranty liability is based upon historical warranty cost experience in each market in which it operates, and is adjusted as appropriate to reflect qualitative risks associated with the types of homes built and the geographic areas in which they are built.

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Changes in the Company's warranty liability during the three and nine months ended June 30, 2013 and 2012 were as follows:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	(In millions)			
Warranty liability, beginning of period	\$57.3	\$48.9	\$56.8	\$46.2
Warranties issued	7.2	4.8	18.8	13.1
Changes in liability for pre-existing warranties	0.7	3.2	5.9	6.6
Settlements made	(8.0	) (8.1	) (24.3	) (17.1
Warranty liability, end of period	\$57.2	\$48.8	\$57.2	\$48.8

Legal Claims and Insurance

The Company is named as a defendant in various claims, complaints and other legal actions in the ordinary course of business. At any point in time, the Company is managing several hundred individual claims related to construction defect matters, personal injury claims, employment matters, land development issues and contract disputes. The Company has established reserves for these contingencies based on the estimated costs of pending claims and the estimated costs of anticipated future claims related to previously closed homes. The estimated liabilities for these contingencies were \$508.3 million and \$544.9 million at June 30, 2013 and September 30, 2012, respectively, and are included in homebuilding accrued expenses and other liabilities in the consolidated balance sheets. At both June 30, 2013 and September 30, 2012, approximately 99% of these reserves related to construction defect matters. Expenses related to the Company's legal contingencies were \$13.3 million and \$29.5 million in the nine months ended June 30, 2013 and 2012, respectively.

The Company's reserves for construction defect claims include the estimated costs of both known claims and anticipated future claims. As of June 30, 2013, no individual existing claim was material to the Company's financial statements, and the majority of the Company's total construction defect reserves consisted of the estimated exposure to future claims on previously closed homes. The Company has closed a significant number of homes during recent years, and as a result the Company may be subject to future construction defect claims on these homes. Although regulations vary from state to state, construction defect issues can generally be reported for up to ten years after the home has closed in many states in which the Company operates. Historical data and trends regarding the frequency of claims incurred and the costs to resolve claims relative to the types of products and markets where the Company operates are used to estimate the construction defect liabilities for both existing and anticipated future claims. These estimates are subject to ongoing revision as the circumstances of individual pending claims and historical data and trends change. Adjustments to estimated reserves are recorded in the accounting period in which the change in estimate occurs.

Historical trends in construction defect claims have been inconsistent, and the Company believes they may continue to fluctuate over the next several years. Housing market conditions have been volatile across most of the Company's markets over the past ten years, and the Company believes such conditions can affect the frequency and cost of construction defect claims. The Company closed a significant number of homes during its peak operating years from 2003 to 2007. If the ultimate resolution of construction defect claims resulting from closings in the Company's peak operating years varies from current expectations, it could significantly change the Company's estimates regarding the

frequency and timing of claims incurred and the costs to resolve existing and anticipated future claims, which would impact the construction defect reserves in the future. If the frequency of claims incurred or costs of existing and future legal claims significantly exceed the Company's current estimates, they will have a significant negative impact on its future earnings and liquidity.

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The Company's reserves for legal claims decreased from \$544.9 million at September 30, 2012 to \$508.3 million at June 30, 2013 primarily due to payments made for legal claims during the period, net of reimbursements received from subcontractors, and a decrease in the estimated cost to resolve future claims. This decrease was partially offset by an increase in the number of closed homes that are subject to possible future construction defect claims and an increase in the estimated frequency of claims incurred. Following is a rollforward of the balance of the reserves for the nine months ended June 30, 2013:

	Nine Months Ended June 30, 2013 (In millions)
Reserves for legal claims, beginning of period	\$544.9
Payments	(22.7)
Decrease in reserves	(13.9)
Reserves for legal claims, end of period	\$508.3

The Company estimates and records receivables under applicable insurance policies related to its estimated contingencies for known claims and anticipated future construction defect claims on previously closed homes and other legal claims and lawsuits incurred in the ordinary course of business when recovery is probable. Additionally, the Company may have the ability to recover a portion of its losses from its subcontractors and their insurance carriers when the Company has been named as an additional insured on their insurance policies. The Company's receivables related to its estimates of insurance recoveries from estimated losses from pending legal claims and anticipated future claims related to previously closed homes totaled \$192.8 million and \$225.0 million at June 30, 2013 and September 30, 2012, respectively, and are included in homebuilding other assets in the consolidated balance sheets. The decrease in these receivables corresponds to the decrease in the reserve for legal claims.

The estimation of losses related to these reserves and the related estimates of recoveries from insurance policies are subject to a high degree of variability due to uncertainties such as trends in construction defect claims relative to the Company's markets and the types of products built, claim frequency, claim settlement costs and patterns, insurance industry practices and legal interpretations, among others. Due to the high degree of judgment required in establishing reserves for these contingencies, actual future costs and recoveries from insurance could differ significantly from current estimated amounts and it is not possible for the Company to make a reasonable estimate of the possible loss or range of loss in excess of its reserves.

Land and Lot Option Purchase Contracts

The Company enters into land and lot option purchase contracts to acquire land or lots for the construction of homes. At June 30, 2013, the Company had total deposits of \$39.4 million, consisting of cash deposits of \$35.4 million and promissory notes and surety bonds of \$4.0 million, to purchase land and lots with a total remaining purchase price of approximately \$2.1 billion. Within the land and lot option purchase contracts at June 30, 2013, there were a limited number of contracts, representing \$25.3 million of remaining purchase price, subject to specific performance clauses which may require the Company to purchase the land or lots upon the land sellers meeting their obligations. The majority of land and lots under contract are currently expected to be purchased within three years.

Other Commitments

At June 30, 2013, the Company had outstanding surety bonds of \$671.0 million and letters of credit of \$59.1 million to secure performance under various contracts. Of the total letters of credit, \$51.2 million were issued under the Company's revolving credit facility and were cash collateralized to receive better pricing. The remaining \$7.9 million of letters of credit were issued under secured letter of credit agreements requiring the Company to deposit cash as collateral with the issuing banks. At June 30, 2013 and September 30, 2012, the amount of cash restricted for these purposes totaled \$64.0 million and \$47.2 million, respectively, and is included in homebuilding restricted cash on the Company's consolidated balance sheets.

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NOTE M – OTHER ASSETS AND ACCRUED EXPENSES AND OTHER LIABILITIES

The Company's homebuilding other assets were as follows:

	June 30, 2013	September 30, 2012
	(In millions)	
Insurance receivables	\$192.8	\$225.0
Earnest money and refundable deposits	104.4	80.0
Accounts and notes receivable	22.0	21.9
Prepaid assets	31.2	29.4
Debt securities collateralized by residential real estate	20.3	—
Other assets	102.8	100.5
	\$473.5	\$456.8

The Company's homebuilding accrued expenses and other liabilities were as follows:

	June 30, 2013	September 30, 2012
	(In millions)	
Reserves for legal claims	\$508.3	\$544.9
Employee compensation and related liabilities	116.7	106.4
Warranty liability	57.2	56.8
Accrued interest	38.1	32.6
Federal and state income tax liabilities	64.5	21.6
Other liabilities	153.8	131.5
	\$938.6	\$893.8

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NOTE N – FAIR VALUE MEASUREMENTS

Fair value measurements are used for the Company's marketable securities, mortgage loans held for sale, debt securities collateralized by residential real estate, IRLCs and other derivative instruments on a recurring basis, and are used for inventories, other mortgage loans and real estate owned on a nonrecurring basis, when events and circumstances indicate that the carrying value may not be recoverable. The fair value hierarchy and its application to the Company's assets and liabilities, is as follows:

Level 1 – Valuation is based on quoted prices in active markets for identical assets and liabilities. The Company's U.S. Treasury securities are measured at fair value using Level 1 inputs.

Level 2 – Valuation is determined from quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active, or by model-based techniques in which all significant inputs are observable in the market. The Company's assets and liabilities measured at fair value using Level 2 inputs are as follows:

government agency securities, corporate debt securities and certificates of deposit;

mortgage loans held for sale;

best-efforts and mandatory commitments and over-the-counter derivatives such as forward sales of MBS and put options on MBS; and
IRLCs.

Level 3 – Valuation is typically derived from model-based techniques in which at least one significant input is unobservable and based on the Company's own estimates about the assumptions that market participants would use to value the asset or liability. The Company's debt securities collateralized by residential real estate are measured using Level 3 inputs and are measured at fair value on a recurring basis. The assets shown below are measured using Level 3 inputs and are typically reported at the lower of carrying value or fair value on a nonrecurring basis:

inventory held and used;

certain mortgage loans; and

real estate owned.

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

The following tables summarize the Company's assets and liabilities measured at fair value on a recurring basis at June 30, 2013 and September 30, 2012, and the changes in the fair value of the Level 3 assets during the nine months ended June 30, 2013.

	Balance Sheet Location	Fair Value at June 30, 2013			
		Level 1 (In millions)	Level 2	Level 3	Total
Homebuilding:					
Debt securities collateralized by residential real estate (a)	Other assets	\$—	\$—	\$20.3	\$20.3
Financial Services:					
Mortgage loans held for sale (b)	Mortgage loans held for sale	—	352.6	5.6	358.2
Derivatives not designated as hedging instruments (c):					
Interest rate lock commitments	Other liabilities	—	(2.8)	—	(2.8)
Forward sales of MBS	Other assets	—	13.0	—	13.0
Best-efforts and mandatory commitments	Other assets	—	1.1	—	1.1
	Balance Sheet Location	Fair Value at September 30, 2012			
		Level 1 (In millions)	Level 2	Level 3	Total
Homebuilding:					
Marketable securities, available-for-sale:					
U.S. Treasury securities	Marketable securities	\$75.7	\$—	\$—	\$75.7
Government agency and corporate debt securities	Marketable securities	—	212.3	—	212.3
Certificates of deposit	Marketable securities	—	10.0	—	10.0
Financial Services:					
Mortgage loans held for sale (b)	Mortgage loans held for sale	—	345.3	—	345.3
Derivatives not designated as hedging instruments (c):					
Interest rate lock commitments	Other assets	—	6.1	—	6.1
Forward sales of MBS	Other liabilities	—	(6.9)	—	(6.9)
Best-efforts and mandatory commitments	Other liabilities	—	(0.8)	—	(0.8)

Level 3 Assets at Fair Value for the
 Nine Months Ended June 30, 2013

	Balance at September 30, 2012 (In millions)	Net realized and unrealized gains/(losses)	Purchases	Sales and Settlements	Principal Reductions	Net transfers in and/or (out) of Level 3	Balance at June 30, 2013
Debt securities collateralized by	\$—	\$ 3.1	\$ 18.6	\$—	\$ (1.4)	\$—	\$20.3

residential real estate (a)

Mortgage loans held for sale (b)	—	0.3	—	(3.1)	—	8.4	5.6
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(a) In October 2012, the Company purchased \$18.6 million of defaulted debt securities which are secured by residential real estate. The Company intends to foreclose on the property or negotiate an agreement to obtain the right to take possession of the residential real estate in order to develop the property and ultimately build and sell homes. These securities, which are included in other assets on the consolidated balance sheets, are classified as available for sale and are reflected at fair value. The fair value of these securities was determined by estimating the future cash flows of the securities and the residential real estate utilizing discount rates of 6% and 18%, respectively. Unrealized gains or losses on these securities, net of tax, are recorded in accumulated other comprehensive income (loss) on the consolidated balance sheets.

(b) Mortgage loans held for sale are reflected at fair value. Interest income earned on mortgage loans held for sale is based on contractual interest rates and included in financial services interest and other income. Mortgage loans held for sale at June 30, 2013 includes \$5.6 million of originated loans for which the Company elected the fair value option upon origination and for which the Company has not sold into the secondary market, but plans to sell as market conditions permit. The fair value of these mortgage loans held for sale is generally calculated considering the secondary market and adjusted for the value of the underlying collateral, including interest rate risk, liquidity risk and prepayment risk; therefore, they were transferred from a Level 2 valuation to a Level 3 valuation during the nine months ended June 30, 2013.

(c) Fair value measurements of these derivatives represent changes in fair value since inception and are reflected in the balance sheet. Changes in these fair values during the periods presented are included in financial services revenues on the consolidated statement of operations.

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

The following table summarizes the Company's assets measured at fair value on a nonrecurring basis at June 30, 2013 and September 30, 2012:

	Balance Sheet Location	Fair Value at June 30, 2013 Level 3 (In millions)	Fair Value at September 30, 2012 Level 3
Homebuilding:			
Inventory held and used (a) (b)	Inventories	\$—	\$1.2
Financial Services:			
Other mortgage loans (a) (c)	Other assets	23.2	25.8
Real estate owned (a) (c)	Other assets	0.4	0.9

(a) The fair values included in the table above represent only those assets whose carrying values were adjusted to fair value in the respective quarter.

(b) In performing its impairment analysis in the periods presented, the Company used discount rates ranging from 12% to 16%.

(c) The fair values of other mortgage loans and real estate owned are determined based on the value of the underlying collateral.

For the financial assets and liabilities for which the Company has not elected the fair value option, the following tables present both their respective carrying value and fair value at June 30, 2013 and September 30, 2012:

	Carrying Value (In millions)	Fair Value at June 30, 2013			Total
		Level 1	Level 2	Level 3	
Homebuilding:					
Cash and cash equivalents (a)	\$607.8	\$607.8	\$—	\$—	\$607.8
Restricted cash (a)	68.6	68.6	—	—	68.6
Senior notes (b)	2,383.1	—	2,409.8	—	2,409.8
Convertible senior notes (b)	470.5	—	831.2	—	831.2
Financial Services:					
Cash and cash equivalents (a)	30.2	30.2	—	—	30.2
Mortgage repurchase facility (a)	219.7	—	—	219.7	219.7

	Carrying Value (In millions)	Fair Value at September 30, 2012			Total
		Level 1	Level 2	Level 3	
Homebuilding:					
Cash and cash equivalents (a)	\$1,030.4	\$1,030.4	\$—	\$—	\$1,030.4
Restricted cash (a)	49.3	49.3	—	—	49.3
Senior notes (b)	1,854.2	—	1,973.9	—	1,973.9
Convertible senior notes (b)	447.0	—	821.2	—	821.2
Financial Services:					
Cash and cash equivalents (a)	17.3	17.3	—	—	17.3

Mortgage repurchase facility (a)	187.8	—	—	187.8	187.8
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(a) The fair value approximates carrying value due to its short-term nature, short maturity or floating interest rate terms, as applicable.

(b) The fair value is determined based on quoted market prices of recent transactions of the notes, which is classified as Level 2 within the fair value hierarchy.

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D.R. HORTON, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION

All of the Company's senior and convertible senior notes and the unsecured revolving credit facility are fully and unconditionally guaranteed, on a joint and several basis, by substantially all of the Company's homebuilding subsidiaries (collectively, Guarantor Subsidiaries). Each of the Guarantor Subsidiaries is 100% owned, directly or indirectly, by the Company. The Company's subsidiaries engaged in the financial services segment and certain other subsidiaries do not guarantee the Company's senior and convertible senior notes and the unsecured revolving credit facility (collectively, Non-Guarantor Subsidiaries). In lieu of providing separate financial statements for the Guarantor Subsidiaries, consolidating condensed financial statements are presented below. Separate financial statements and other disclosures concerning the Guarantor Subsidiaries are not presented because management has determined that they are not material to investors.

The guarantees by a Guarantor Subsidiary will be automatically and unconditionally released and discharged upon: (1) the sale or other disposition of its common stock whereby it is no longer a subsidiary of the Company; (2) the sale or other disposition of all or substantially all of its assets (other than to the Company or another Guarantor); (3) its merger or consolidation with an entity other than the Company or another Guarantor; or (4) depending on the provisions of the applicable indenture, either (a) its proper designation as an unrestricted subsidiary, (b) its ceasing to guarantee any of the Company's publicly traded debt securities, or (c) its ceasing to guarantee any of the Company's obligations under the revolving credit facility.

Consolidating Balance Sheet

June 30, 2013

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS					
Cash and cash equivalents	\$547.1	\$58.4	\$ 32.5	\$—	\$638.0
Restricted cash	67.2	1.3	0.1	—	68.6
Investments in subsidiaries	2,391.0	—	—	(2,391.0)	—
Inventories	2,040.4	3,853.3	17.8	—	5,911.5
Deferred income taxes	216.8	421.2	—	—	638.0
Property and equipment, net	35.9	28.7	31.5	—	96.1
Other assets	132.7	283.2	121.8	—	537.7
Mortgage loans held for sale	—	—	358.2	—	358.2
Goodwill	—	38.9	—	—	38.9
Intercompany receivables	1,736.9	—	—	(1,736.9)	—
Total Assets	\$7,168.0	\$4,685.0	\$ 561.9	\$(4,127.9)	\$8,287.0
LIABILITIES & EQUITY					
Accounts payable and other liabilities	\$401.8	\$764.0	\$ 130.1	\$—	\$1,295.9
Intercompany payables	—	1,711.0	25.9	(1,736.9)	—
Notes payable	2,861.5	2.4	219.7	—	3,083.6
Total Liabilities	3,263.3	2,477.4	375.7	(1,736.9)	4,379.5
Total stockholders' equity	3,904.7	2,207.6	183.4	(2,391.0)	3,904.7

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Noncontrolling interests	—	—	2.8	—	2.8
Total Equity	3,904.7	2,207.6	186.2	(2,391.0)	3,907.5
Total Liabilities & Equity	\$7,168.0	\$4,685.0	\$ 561.9	\$(4,127.9)	\$8,287.0

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D.R. HORTON, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)

June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Balance Sheet
September 30, 2012

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS					
Cash and cash equivalents	\$968.9	\$56.3	\$ 22.5	\$—	\$1,047.7
Marketable securities, available-for-sale	298.0	—	—	—	298.0
Restricted cash	48.7	0.5	0.1	—	49.3
Investments in subsidiaries	2,120.8	—	—	(2,120.8)	—
Inventories	1,375.1	2,770.6	19.5	—	4,165.2
Income taxes receivable	14.4	—	—	—	14.4
Deferred income taxes	227.6	481.9	—	—	709.5
Property and equipment, net	20.7	20.7	31.2	—	72.6
Other assets	127.8	271.1	108.4	—	507.3
Mortgage loans held for sale	—	—	345.3	—	345.3
Goodwill	—	38.9	—	—	38.9
Intercompany receivables	1,022.6	—	—	(1,022.6)	—
Total Assets	\$6,224.6	\$3,640.0	\$ 527.0	\$(3,143.4)	\$7,248.2
LIABILITIES & EQUITY					
Accounts payable and other liabilities	\$329.8	\$700.0	\$ 130.6	\$—	\$1,160.4
Intercompany payables	—	986.8	35.8	(1,022.6)	—
Notes payable	2,302.7	2.6	187.8	—	2,493.1
Total Liabilities	2,632.5	1,689.4	354.2	(1,022.6)	3,653.5
Total stockholders' equity	3,592.1	1,950.6	170.2	(2,120.8)	3,592.1
Noncontrolling interests	—	—	2.6	—	2.6
Total Equity	3,592.1	1,950.6	172.8	(2,120.8)	3,594.7
Total Liabilities & Equity	\$6,224.6	\$3,640.0	\$ 527.0	\$(3,143.4)	\$7,248.2

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Operations
 Three Months Ended June 30, 2013

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total	
Homebuilding:						
Revenues	\$534.1	\$1,107.6	\$ 2.8	\$—	\$1,644.5	
Cost of sales	412.7	878.4	4.3	—	1,295.4	
Gross profit (loss)	121.4	229.2	(1.5	) —	349.1
Selling, general and administrative expense	78.3	87.4	1.8	—	167.5	
Equity in (income) of subsidiaries	(161.4	) —	—	161.4	—
Other (income)	(0.6) (1.5) (1.7) —	(3.8)
	205.1	143.3	(1.6	) (161.4	) 185.4
Financial Services:						
Revenues, net of recourse and reinsurance expense	—	—	48.3	—	48.3	
General and administrative expense	—	—	31.3	—	31.3	
Interest and other (income) expense	—	—	(2.7) —	(2.7)
	—	—	19.7	—	19.7	
Income before income taxes	205.1	143.3	18.1	(161.4	) 205.1
Income tax expense	59.1	38.7	1.9	(40.6	) 59.1
Net income	\$146.0	\$104.6	\$ 16.2	\$(120.8) \$146.0	
Comprehensive income	\$146.0	\$106.5	\$ 16.2	\$(120.8) \$147.9	

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Operations
 Nine Months Ended June 30, 2013

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Homebuilding:					
Revenues	\$1,381.7	\$2,878.2	\$ 8.2	\$—	\$4,268.1
Cost of sales	1,094.3	2,300.3	12.4	—	3,407.0
Gross profit (loss)	287.4	577.9	(4.2)	) —	861.1
Selling, general and administrative expense	217.8	240.7	4.8	—	463.3
Equity in (income) of subsidiaries	(388.6)	) —	—	388.6	—
Interest expense	5.1	—	—	—	5.1
Other (income)	(2.0)	) (3.8)	) (4.5)	) —	(10.3)
	455.1	341.0	(4.5)	) (388.6)	) 403.0
Financial Services:					
Revenues, net of recourse and reinsurance expense	—	—	131.3	—	131.3
General and administrative expense	—	—	84.9	—	84.9
Interest and other (income) expense	—	—	(5.7)	) —	(5.7)
	—	—	52.1	—	52.1
Income before income taxes	455.1	341.0	47.6	(388.6)	) 455.1
Income tax expense	131.9	86.3	4.2	(90.5)	) 131.9
Net income	\$323.2	\$254.7	\$ 43.4	\$(298.1)) \$323.2
Comprehensive income	\$323.0	\$256.6	\$ 43.4	\$(298.1)) \$324.9

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Operations
 Three Months Ended June 30, 2012

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total	
Homebuilding:						
Revenues	\$363.8	\$750.6	\$ 1.8	\$—	\$1,116.2	
Cost of sales	293.3	620.4	4.2	—	917.9	
Gross profit (loss)	70.5	130.2	(2.4	) —	198.3
Selling, general and administrative expense	63.5	71.2	1.7	—	136.4	
Equity in (income) of subsidiaries	(70.7	) —	—	70.7	—
Interest expense	6.2	—	—	—	6.2	
Other (income)	(0.7) (1.2) (0.7) —	(2.6)
	72.2	60.2	(3.4	) (70.7	) 58.3
Financial Services:						
Revenues, net of recourse and reinsurance expense	—	—	33.8	—	33.8	
General and administrative expense	—	—	21.5	—	21.5	
Interest and other (income) expense	—	—	(1.6) —	(1.6)
	—	—	13.9	—	13.9	
Income before income taxes	72.2	60.2	10.5	(70.7	) 72.2
Income tax benefit	(715.6) (464.0) (20.7) 484.7	(715.6)
Net income	\$787.8	\$524.2	\$ 31.2	\$(555.4) \$787.8	
Comprehensive income	\$787.7	\$524.2	\$ 31.2	\$(555.4) \$787.7	

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Operations
 Nine Months Ended June 30, 2012

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total	
Homebuilding:						
Revenues	\$973.9	\$1,957.3	\$ 6.2	\$—	\$2,937.4	
Cost of sales	791.2	1,623.0	11.8	—	2,426.0	
Gross profit (loss)	182.7	334.3	(5.6	) —	511.4
Selling, general and administrative expense	178.0	199.7	5.2	—	382.9	
Equity in (income) of subsidiaries	(155.0	) —	—	155.0	—
Interest expense	18.7	—	—	—	18.7	
Other (income)	(2.7) (3.4) (2.1) —	(8.2)
	143.7	138.0	(8.7	) (155.0	) 118.0
Financial Services:						
Revenues, net of recourse and reinsurance expense	—	—	80.4	—	80.4	
General and administrative expense	—	—	59.9	—	59.9	
Interest and other (income) expense	—	—	(5.2) —	(5.2)
	—	—	25.7	—	25.7	
Income before income taxes	143.7	138.0	17.0	(155.0	) 143.7
Income tax benefit	(712.5) (462.0) (20.5) 482.5	(712.5)
Net income	\$856.2	\$600.0	\$ 37.5	\$(637.5) \$856.2	
Comprehensive income	\$856.1	\$600.0	\$ 37.5	\$(637.5) \$856.1	

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Cash Flows
 Nine Months Ended June 30, 2013

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
OPERATING ACTIVITIES					
Net cash (used in) provided by operating activities	\$(440.1)	\$(688.7)	\$ 22.5	\$(30.0)	\$(1,136.3)
INVESTING ACTIVITIES					
Purchases of property and equipment	(21.7)	(15.4)	(3.5)	—	(40.6)
Purchases of marketable securities	(28.9)	—	—	—	(28.9)
Proceeds from the sale or maturity of marketable securities	325.4	—	—	—	325.4
Increase in restricted cash	(18.5)	(0.8)	—	—	(19.3)
Net principal increase of other mortgage loans and real estate owned	—	—	(1.0)	—	(1.0)
Purchases of debt securities collateralized by residential real estate	—	(18.6)	—	—	(18.6)
Principal payments received on debt securities collateralized by residential real estate	—	1.4	—	—	1.4
Payment related to acquisition of a business	(9.4)	—	—	—	(9.4)
Net cash provided by (used in) investing activities	246.9	(33.4)	(4.5)	—	209.0
FINANCING ACTIVITIES					
Net change in notes payable	518.0	—	31.9	—	549.9
Net change in intercompany receivables/payables	(714.3)	724.2	(9.9)	—	—
Proceeds from stock associated with certain employee benefit plans	27.9	—	—	—	27.9
Cash dividends paid	(60.2)	—	(30.0)	30.0	(60.2)
Net cash (used in) provided by financing activities	(228.6)	724.2	(8.0)	30.0	517.6
(Decrease) increase in cash and cash equivalents	(421.8)	2.1	10.0	—	(409.7)
Cash and cash equivalents at beginning of period	968.9	56.3	22.5	—	1,047.7
Cash and cash equivalents at end of period	\$547.1	\$58.4	\$ 32.5	\$—	\$638.0

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D.R. HORTON, INC. AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) – (Continued)
 June 30, 2013

NOTE O – SUPPLEMENTAL GUARANTOR INFORMATION - (Continued)

Consolidating Statement of Cash Flows
 Nine Months Ended June 30, 2012

	D.R. Horton, Inc. (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
OPERATING ACTIVITIES					
Net cash (used in) provided by operating activities	\$(85.3)	\$(133.5)	\$ 44.8	\$—	\$(174.0)
INVESTING ACTIVITIES					
Purchases of property and equipment	(3.4)	(5.7)	(14.7)	—	(23.8)
Purchases of marketable securities	(188.7)	—	—	—	(188.7)
Proceeds from the sale or maturity of marketable securities	196.8	—	—	—	196.8
Decrease (increase) in restricted cash	7.8	(0.1)	(0.1)	—	7.6
Net principal increase of other mortgage loans and real estate owned	—	—	(3.2)	—	(3.2)
Net cash provided by (used in) investing activities	12.5	(5.8)	(18.0)	—	(11.3)
FINANCING ACTIVITIES					
Net change in notes payable	335.7	(2.8)	30.2	—	363.1
Net change in intercompany receivables/payables	(106.9)	158.4	(51.5)	—	—
Proceeds from stock associated with certain employee benefit plans	30.3	—	—	—	30.3
Cash dividends paid	(35.8)	—	—	—	(35.8)
Net cash provided by (used in) financing activities	223.3	155.6	(21.3)	—	357.6
Increase in cash and cash equivalents	150.5	16.3	5.5	—	172.3
Cash and cash equivalents at beginning of period	681.3	31.3	20.0	—	732.6
Cash and cash equivalents at end of period	\$831.8	\$47.6	\$ 25.5	\$—	\$904.9

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included in this quarterly report and with our annual report on Form 10-K for the fiscal year ended September 30, 2012. Some of the information contained in this discussion and analysis constitutes forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those described in the "Forward-Looking Statements" section following this discussion.

BUSINESS

We are one of the largest homebuilding companies in the United States. We construct and sell homes through our operating divisions in 78 markets in 27 states, primarily under the name of D.R. Horton, America's Builder. Our homebuilding operations primarily include the construction and sale of single-family homes with sales prices generally ranging from \$100,000 to \$800,000, with an average closing price of \$244,200 during the nine months ended June 30, 2013. Approximately 91% and 90% of home sales revenues were generated from the sale of single-family detached homes in the nine months ended June 30, 2013 and 2012, respectively. The remainder of home sales revenues were generated from the sale of attached homes, such as town homes, duplexes, triplexes and condominiums, which share common walls and roofs.

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 historically has sold most of its mortgage production within 30 days of origination. Our subsidiary title companies serve as title insurance agents by providing title insurance policies, examination and closing services, primarily to our homebuilding customers.

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We conduct our homebuilding operations in the geographic regions, states and markets listed below, and we conduct our mortgage and title operations in many of these markets. Our homebuilding operating divisions are aggregated into six reporting segments, also referred to as reporting regions, which comprise the markets below. Our financial statements contain additional information regarding segment performance.

State	Reporting Region/Market	State	Reporting Region/Market
	East Region		South Central Region
Delaware	Central Delaware	Louisiana	Baton Rouge
Georgia	Savannah		Lafayette
Maryland	Baltimore	New Mexico	Las Cruces
	Suburban Washington, D.C.	Oklahoma	Oklahoma City
New Jersey	North New Jersey	Texas	Austin
	South New Jersey		Dallas
North Carolina	Charlotte		El Paso
	Fayetteville		Fort Worth
	Greensboro/Winston-Salem		Houston
	Jacksonville		Killeen/Temple/Waco
	Raleigh/Durham		Midland/Odessa
	Wilmington		Rio Grande Valley
Pennsylvania	Lancaster		San Antonio
	Philadelphia		
South Carolina	Charleston		Southwest Region
	Columbia	Arizona	Phoenix
	Greenville		Tucson
	Hilton Head	New Mexico	Albuquerque
	Myrtle Beach		
Virginia	Northern Virginia		West Region
		California	Bay Area
	Midwest Region		Central Valley
Colorado	Colorado Springs		Imperial Valley
	Denver		Los Angeles County
	Fort Collins		Riverside County
Illinois	Chicago		Sacramento
Indiana	Northern Indiana		San Bernardino County
Minnesota	Minneapolis/St. Paul		San Diego County
			Ventura County
	Southeast Region	Hawaii	Hawaii
Alabama	Birmingham		Maui
	Huntsville		Oahu
	Mobile	Nevada	Las Vegas
	Montgomery		Reno
	Tuscaloosa	Oregon	Portland
Florida	Fort Myers/Naples	Utah	Salt Lake City
	Jacksonville	Washington	Seattle/Tacoma
	Lakeland		Vancouver
	Melbourne/Vero Beach		
	Miami/West Palm Beach		
	Orlando		
	Pensacola/Panama City		

Georgia	Tampa/Sarasota
	Volusia County
	Atlanta
	Middle Georgia
Mississippi	Gulf Coast
Tennessee	Nashville

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OVERVIEW

In the first three quarters of fiscal 2013, demand for new homes has increased in most of our markets as compared to fiscal 2012, while the supply of homes for sale has become limited relative to the increased demand. This supply and demand dynamic has resulted in increased sales volume, higher average sales and closing prices and improved gross margins in our homebuilding segments compared to the prior year. During the current quarter, the number and value of our net sales orders increased 12% and 30% compared to the prior year, and the number of homes closed and home sales revenues increased 30% and 46% compared to the prior year. The average selling price of our homes closed increased 12% and our gross margins on homes closed increased by 340 basis points in the third quarter of fiscal 2013 as compared to the prior year period, primarily because the favorable market conditions have allowed us to increase sales prices or reduce sales incentives in many of our communities. Pre-tax income was \$205.1 million and \$455.1 million in the three and nine months ended June 30, 2013, respectively, compared to \$72.2 million and \$143.7 million in the prior year periods. These results reflect the significant improvement in housing market conditions and our investments in land, lots and housing inventories while controlling our SG&A and interest costs.

Our recent results and other national data indicate that the overall demand for new homes is continuing to improve. After generating strong increases in net sales volume and home prices in fiscal 2012 and in the first half of fiscal 2013, our net sales volume growth moderated in the third quarter which we believe is due in part to the impact of recent significant increases in mortgage interest rates on the purchase timing of some potential buyers. Other factors include our proactive efforts to align our sales pace with our construction cycles and increase home prices in many of our communities. We believe that increases in mortgage interest rates have a short-term impact on the timing of new home demand, while long-term demand in our individual operating markets is tied more closely to improvement in each market's economic indicators, such as job growth, household incomes, household formations and consumer confidence. Even though mortgage interest rates remain at historically low levels and housing affordability remains high, significant increases in mortgage interest rates, weaker U.S. economic conditions, more restrictive mortgage lending and changes in local housing market conditions could affect the pace or sustainability of the housing recovery or adversely impact the level of demand for new homes. While the U.S. economy appears to be slowly improving, until there is a more robust U.S. economic recovery, we expect national new home sales to remain below historical levels, with uneven improvement across our operating markets.

We believe our business is well-positioned to continue profitably growing our operations during the housing recovery due to our strong balance sheet and liquidity, our finished lot and land position, our inventory of available homes and our broad geographic operating base. We increased our investments in land, lot and home inventories by more than \$1.7 billion during the first three quarters of fiscal 2013 in response to the increased demand for our homes and improved market conditions, and we will continue to adjust our business strategies based on housing demand in each of our markets. Nevertheless, our future results could be negatively impacted by weakening economic conditions, decreases in the level of employment, a decline in housing demand, decreased home affordability, a significant increase in mortgage interest rates or further tightening of mortgage lending standards.

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STRATEGY

While new home demand has continued to improve, we are uncertain how long the current pace of improvement in homebuilding industry conditions will continue. We expect that further improvement in individual markets will be uneven and largely dependent on local economic conditions. Our strategy of maintaining a strong cash balance, controlling our balance sheet leverage and controlling attractive land and lot positions through option contracts has positioned us to capitalize on improving demand across our markets. In response to increasing new home demand, we are using our liquidity and balance sheet flexibility to provide the capital to increase our investments in housing and land inventory, expand our product offerings, geographically expand our operations, opportunistically pursue business acquisitions and grow our profitability. Our operating strategy includes the following initiatives:

• Maintaining a strong cash balance and overall liquidity position.

• Managing the sales prices and level of sales incentives on our homes to optimize the balance of sales volumes, profits, returns on inventory investments and cash flows.

• Entering into lot option contracts to purchase finished lots, where possible, which mitigates many of the risks of land ownership.

• Investing in land acquisition, land development and housing inventory opportunities in markets where housing demand is improving and expanding our operations in desirable markets, while controlling the level of land and lots we own in each of our markets relative to the local new home demand.

• Managing our inventory of homes under construction relative to demand in each of our markets, including starting construction on unsold homes to capture new home demand, monitoring the number and aging of unsold homes and aggressively marketing unsold, completed homes in inventory.

• Controlling the cost of goods purchased from both vendors and subcontractors.

• Modifying product offerings, sales pace and home prices to meet consumer demand, align with construction cycles and enhance profit margins in each of our markets.

• Controlling our SG&A infrastructure to match production levels.

Our operating strategy has continued to produce positive results in the first three quarters of fiscal 2013. However, we cannot provide any assurances that the initiatives listed above will continue to be successful, and we may need to adjust components of our strategy to meet future market conditions. If market conditions remain stable or improve from current levels, we expect that our operating strategy will allow us to grow our profitability while maintaining a strong balance sheet and liquidity position throughout fiscal 2013 and 2014.

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KEY RESULTS

Key financial results as of and for the three months ended June 30, 2013, as compared to the same period of 2012, were as follows:

Homebuilding Operations:

• Homebuilding revenues increased 47% to \$1.6 billion.

• Homes closed increased 30% to 6,464 homes, and the average closing price of those homes increased 12% to \$252,300.

• Net sales orders increased 12% to 6,822 homes, and the value of net sales orders increased 30% to \$1.8 billion.

• Sales order backlog increased 36% to 9,911 homes, and the value of sales order backlog increased 56% to \$2.6 billion.

• Home sales gross margins increased 340 basis points to 21.4%.

• Homebuilding SG&A expenses decreased as a percentage of homebuilding revenues by 200 basis points to 10.2%.

• Homebuilding pre-tax income was \$185.4 million, compared to \$58.3 million.

• Homebuilding cash and marketable securities totaled \$607.8 million, compared to \$1.3 billion and \$1.2 billion at September 30, 2012 and June 30, 2012, respectively.

• Homebuilding inventories totaled \$5.9 billion, compared to \$4.2 billion and \$3.9 billion at September 30, 2012 and June 30, 2012, respectively.

• Homes in inventory totaled 17,500, compared to 13,000 and 12,200 at September 30, 2012 and June 30, 2012, respectively.

• Owned and controlled lots totaled 189,800, compared to 152,700 and 130,600 at September 30, 2012 and June 30, 2012, respectively.

• Homebuilding debt was \$2.9 billion, compared to \$2.3 billion and \$1.9 billion at September 30, 2012 and June 30, 2012, respectively.

• Gross homebuilding debt to total capital was 42.3%, increasing from 39.1% and 35.8% at September 30, 2012 and June 30, 2012, respectively. Net homebuilding debt to total capital was 36.6%, increasing from 21.4% and 18.3% at September 30, 2012 and June 30, 2012, respectively.

Financial Services Operations:

• Total financial services revenues, net of recourse and reinsurance expenses, increased 43% to \$48.3 million.

• Financial services pre-tax income increased 42% to \$19.7 million.

Consolidated Results:

• Consolidated pre-tax income was \$205.1 million, compared to \$72.2 million.

• Income tax expense was \$59.1 million, compared to a tax benefit of \$715.6 million resulting from a significant reduction in the valuation allowance on our deferred tax asset in the prior year quarter.

• Net income was \$146.0 million, compared to \$787.8 million.

• Diluted earnings per share was \$0.42, compared to \$2.22.

• Total equity was \$3.9 billion, compared to \$3.6 billion and \$3.5 billion at September 30, 2012 and June 30, 2012, respectively.

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Key financial results as of and for the nine months ended June 30, 2013, as compared to the same period of 2012, were as follows:

Homebuilding Operations:

• Homebuilding revenues increased 45% to \$4.3 billion.

• Homes closed increased 30% to 17,289 homes, and the average closing price of those homes increased 11% to \$244,200.

• Net sales orders increased 27% to 19,960 homes, and the value of net sales orders increased 45% to \$5.1 billion.

• Home sales gross margins increased 280 basis points to 20.3%.

• Homebuilding SG&A expenses decreased as a percentage of homebuilding revenues by 210 basis points to 10.9%.

• Homebuilding pre-tax income was \$403.0 million, compared to \$118.0 million.

Financial Services Operations:

• Total financial services revenues, net of recourse and reinsurance expenses, increased 63% to \$131.3 million.

• Financial services pre-tax income increased 103% to \$52.1 million.

Consolidated Results:

• Consolidated pre-tax income was \$455.1 million, compared to \$143.7 million.

• Income tax expense was \$131.9 million, compared to a tax benefit of \$712.5 million resulting from a significant reduction in the valuation allowance on our deferred tax asset in the prior year period.

• Net income was \$323.2 million, compared to \$856.2 million.

• Diluted earnings per share was \$0.93, compared to \$2.47.

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RESULTS OF OPERATIONS - HOMEBUILDING

The following tables and related discussion set forth key operating and financial data for our homebuilding operations by reporting segment as of and for the three and nine months ended June 30, 2013 and 2012.

Net Sales Orders (1)

Three Months Ended June 30,

	Net Homes Sold			Value (In millions)			Average Selling Price		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
East	715	566	26 %	\$ 198.7	\$ 151.9	31 %	\$ 277,900	\$ 268,400	4 %
Midwest	472	356	33 %	161.7	111.1	46 %	342,600	312,100	10 %
Southeast	1,929	1,487	30 %	467.9	305.7	53 %	242,600	205,600	18 %
South Central	2,181	1,932	13 %	468.7	370.2	27 %	214,900	191,600	12 %
Southwest	428	568	(25) %	87.6	107.4	(18) %	204,700	189,100	8 %
West	1,097	1,170	(6) %	444.0	365.7	21 %	404,700	312,600	29 %
	6,822	6,079	12 %	\$ 1,828.6	\$ 1,412.0	30 %	\$ 268,000	\$ 232,300	15 %

Nine Months Ended June 30,

Net Homes Sold

	Net Homes Sold			Value (In millions)			Average Selling Price		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
East	2,062	1,686	22 %	\$ 561.3	\$ 421.0	33 %	\$ 272,200	\$ 249,700	9 %
Midwest	1,201	971	24 %	403.2	286.7	41 %	335,700	295,300	14 %
Southeast	5,838	3,881	50 %	1,363.8	786.8	73 %	233,600	202,700	15 %
South Central	6,356	5,248	21 %	1,313.4	974.1	35 %	206,600	185,600	11 %
Southwest	1,154	1,344	(14) %	236.0	250.1	(6) %	204,500	186,100	10 %
West	3,349	2,642	27 %	1,261.2	830.0	52 %	376,600	314,200	20 %
	19,960	15,772	27 %	\$ 5,138.9	\$ 3,548.7	45 %	\$ 257,500	\$ 225,000	14 %

Sales Order Cancellations

Three Months Ended June 30,

	Cancelled Sales Orders		Value (In millions)		Cancellation Rate (2)	
	2013	2012	2013	2012	2013	2012
East	228	165	\$ 61.3	\$ 36.9	24 %	23 %
Midwest	80	53	25.4	14.4	14 %	13 %
Southeast	666	505	147.9	99.6	26 %	25 %
South Central	827	624	164.0	115.1	27 %	24 %
Southwest	200	190	37.6	33.2	32 %	25 %
West	179	228	64.5	67.7	14 %	16 %
	2,180	1,765	\$ 500.7	\$ 366.9	24 %	23 %

Nine Months Ended June 30,

Cancelled Sales Orders

	Cancelled Sales Orders		Value (In millions)		Cancellation Rate (2)	
	2013	2012	2013	2012	2013	2012
East	548	492	\$ 137.7	\$ 108.2	21 %	23 %
Midwest	176	147	55.2	40.7	13 %	13 %
Southeast	1,654	1,306	351.4	245.9	22 %	25 %
South Central	1,997	1,686	384.9	301.2	24 %	24 %
Southwest	513	520	98.7	87.5	31 %	28 %
West	588	570	200.2	175.6	15 %	18 %

5,476	4,721	\$1,228.1	\$959.1	22	%	23	%
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(1) Net sales orders represent the number and dollar value of new sales contracts executed with customers (gross sales orders), net of cancelled sales orders.

(2) Cancellation rate represents the number of cancelled sales orders divided by gross sales orders.

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Net Sales Orders

The value of net sales orders increased 30%, to \$1,828.6 million (6,822 homes) for the three months ended June 30, 2013, from \$1,412.0 million (6,079 homes) for the same period of 2012. The value of net sales orders increased 45%, to \$5,138.9 million (19,960 homes) for the nine months ended June 30, 2013, from \$3,548.7 million (15,772 homes) for the same period of 2012. In comparing the three and nine months ended June 30, 2013 to the same periods of 2012, the value of net sales orders increased significantly in five of our six market regions. Average selling prices increased in all regions and the volume of net sales orders increased in most regions, indicating broad improvement in market conditions across our business.

The number of net sales orders increased 12% and 27% during the three and nine months ended June 30, 2013, respectively, compared to the prior year periods, reflecting the improvement in new home demand and market conditions, as well as the effects of investments we have made to expand our operations. The largest percentage increase during the nine-month period occurred in our Southeast region as a result of improved market conditions and our increased inventory investments in our Atlanta, Jacksonville and Orlando markets. Sales orders in our Southeast region were also positively impacted by our acquisition of the homebuilding operations of Breland Homes during the fourth quarter of fiscal 2012, which contributed 184 and 544 net sales orders during the three and nine months ended June 30, 2013, respectively. The decrease in net sales orders in our Southwest region was primarily due to sales decreases in our Phoenix market as compared to 2012 when significant sales increases occurred in this market. The significant increases in new home prices that have occurred over the past year, as well as recent increases in mortgage interest rates could cause the pace of new home sales to moderate. Our future sales volumes will depend on the strength of the overall economy, employment levels and our ability to successfully implement our operating strategies in each of our markets.

The average price of our net sales orders increased 15% to \$268,000 and 14% to \$257,500 in the three and nine months ended June 30, 2013, respectively, from \$232,300 and \$225,000 in the comparable periods of 2012. This reflects our improved ability to raise sales prices in many of our communities as demand for new homes has improved and the supply of homes for sale is low, as well as a small increase in the average size of our homes sold.

Our sales order cancellation rate (cancelled sales orders divided by gross sales orders for the period) was 24% and 22% in the three and nine months ended June 30, 2013, respectively, compared to 23% in the same periods of 2012.

	Sales Order Backlog			Value (In millions)			Average Selling Price			
	As of June 30,									
	Homes in Backlog		%	2013	2012	%	2013	2012	%	
	2013	2012	Change			Change			Change	
East	1,012	677	49 %	\$282.2	\$175.6	61 %	\$278,900	\$259,400	8 %	
Midwest	598	491	22 %	200.8	149.4	34 %	335,800	304,300	10 %	
Southeast	3,242	1,853	75 %	778.7	383.6	103 %	240,200	207,000	16 %	
South Central	3,091	2,394	29 %	663.2	450.5	47 %	214,600	188,200	14 %	
Southwest	674	792	(15) %	129.8	145.8	(11) %	192,600	184,100	5 %	
West	1,294	1,104	17 %	529.3	349.9	51 %	409,000	316,900	29 %	
	9,911	7,311	36 %	\$2,584.0	\$1,654.8	56 %	\$260,700	\$226,300	15 %	

Sales Order Backlog

Sales order backlog represents homes under contract but not yet closed at the end of the period. Many of the contracts in our sales order backlog are subject to contingencies, including mortgage loan approval and buyers selling their existing homes, which can result in cancellations. A portion of the contracts in backlog will not result in closings due to cancellations. Our homes in backlog at June 30, 2013 increased 36% from the prior year, with significant increases in most regions due to increases in net sales orders as compared with the same period of the prior year.

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Homes Closed and Home Sales Revenue

Three Months Ended June 30,

	Homes Closed			Value (In millions)			Average Selling Price		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
East	622	569	9	\$ 163.2	\$ 140.6	16	\$ 262,400	\$ 247,100	6
Midwest	442	308	44	147.6	88.5	67	333,900	287,300	16
Southeast	1,886	1,204	57	425.6	241.4	76	225,700	200,500	13
South Central	2,047	1,655	24	414.5	306.7	35	202,500	185,300	9
Southwest	415	392	6	86.1	71.3	21	207,500	181,900	14
West	1,052	829	27	393.8	266.7	48	374,300	321,700	16
	6,464	4,957	30	\$ 1,630.8	\$ 1,115.2	46	\$ 252,300	\$ 225,000	12

Nine Months Ended June 30,

	Homes Closed			Value (In millions)			Average Selling Price		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
East	1,713	1,615	6	\$ 449.6	\$ 392.9	14	\$ 262,500	\$ 243,300	8
Midwest	1,028	768	34	329.9	217.9	51	320,900	283,700	13
Southeast	4,805	3,313	45	1,050.0	650.1	62	218,500	196,200	11
South Central	5,497	4,564	20	1,083.7	833.2	30	197,100	182,600	8
Southwest									