

WESTERN PACIFIC HOUSING TORREY MULTI FAMILY LLC

Form T-3

May 22, 2008

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM T-3  
APPLICATION FOR QUALIFICATION OF INDENTURE  
UNDER THE TRUST INDENTURE ACT OF 1939**

**D.R. HORTON, INC.  
and the  
co-applicants listed on the following pages  
(Name of Applicants)  
301 Commerce Street, Suite 500  
Fort Worth, Texas 76102  
(Address of Principal Executive Office)  
SECURITIES TO BE ISSUED UNDER THE  
INDENTURE TO BE QUALIFIED**

<b>Title of Class</b>	<b>Amount</b>
<b>9.75% Senior Notes due 2010</b>	<b>Up to \$113,500,000 aggregate principal amount</b>
<b>Approximate date of proposed public offering: As soon as practicable after the date of this Application for Qualification.</b>	
<b>Ted I. Harbour Senior Vice President, Assistant Secretary and Chief Legal Officer D.R. Horton, Inc. 301 Commerce Street, Suite 500 Fort Worth, Texas 76102 (817) 390-8200 (Name and Address of Agent for Service)</b>	

***With a copy to:*  
Gibson, Dunn & Crutcher LLP  
2100 McKinney Avenue, Suite 1100  
Dallas, Texas 75201  
(214) 698-3100  
Attention: Irwin F. Sentilles III, Esq.**

The obligors hereby amend this application for qualification on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this application, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, may determine upon written request.

**Table of Contents**

The following direct and indirect subsidiaries of D.R. Horton, Inc. are guarantors of the 9.75% Senior Notes due 2010 and are co-applicants on this Form T-3.

<b>Name of Co-Applicant</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No.</b>
C. Richard Dobson Builders, Inc.	Virginia	54-1082672
CH Investments of Texas, Inc.	Delaware	86-0831611
CHI Construction Company	Arizona	86-0533370
CHTEX of Texas, Inc.	Delaware	74-2791268
Continental Homes, Inc.	Delaware	86-0515339
Continental Homes of Texas, L.P.	Texas	74-2791904
Continental Residential, Inc.	California	86-0596757
D.R. Horton Emerald, Ltd.	Texas	75-2926873
D.R. Horton, Inc. Birmingham	Alabama	62-1666398
D.R. Horton, Inc. Chicago	Delaware	75-2795240
D.R. Horton, Inc. Denver	Delaware	75-2666727
D.R. Horton, Inc. Dietz-Crane	Delaware	75-2926868
D.R. Horton, Inc. Fresno	Delaware	75-2926871
D.R. Horton, Inc. Greensboro	Delaware	75-2599897
D.R. Horton, Inc. Gulf Coast	Delaware	75-2926872
D.R. Horton, Inc. Jacksonville	Delaware	75-2460269
D.R. Horton, Inc. Louisville	Delaware	75-2636512
D.R. Horton, Inc. Minnesota	Delaware	75-2527442
D.R. Horton, Inc. New Jersey	Delaware	75-2665362
D.R. Horton, Inc. Portland	Delaware	75-2763765
D.R. Horton, Inc. Sacramento	California	75-2569592
D.R. Horton, Inc. Torrey	Delaware	75-2689997
D.R. Horton LA North, Inc.	Delaware	65-1218941
D.R. Horton Los Angeles Holding Company, Inc.	California	75-2589298
D.R. Horton Management Company, Ltd.	Texas	75-2436079
D.R. Horton Materials, Inc.	Delaware	75-2926870
D.R. Horton OCI, Inc.	Delaware	65-1218940
D.R. Horton Schuler Homes, LLC	Delaware	02-0548194
D.R. Horton Texas, Ltd.	Texas	75-2491320
D.R. Horton VEN, Inc.	California	75-2589293
DRH Cambridge Homes, Inc.	California	75-2589359
DRH Cambridge Homes, LLC	Delaware	75-2797879
DRH Construction, Inc.	Delaware	75-2633738
DRH Regrem VII, LP	Texas	75-2926874
DRH Regrem VIII, LLC	Delaware	75-2926876
DRH Regrem XI, Inc.	Delaware	65-1218942
DRH Regrem XII, LP	Texas	65-1218943
DRH Regrem XIII, Inc.	Delaware	20-4973832
DRH Regrem XIV, Inc.	Delaware	20-4974035
DRH Regrem XV, Inc.	Delaware	20-4974123
DRH Regrem XVI, Inc.	Delaware	20-4974218
DRH Regrem XVII, Inc.	Delaware	20-4974283
DRH Regrem XVIII, Inc.	Delaware	20-4974344

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DRH Regrem XIX, Inc.	Delaware	20-4974420
DRH Regrem XX, Inc.	Delaware	20-4974895
DRH Regrem XXI, Inc.	Delaware	20-4975007
DRH Regrem XXII, Inc.	Delaware	20-4975092
DRH Regrem XXIII, Inc.	Delaware	20-4975165
DRH Regrem XXIV, Inc.	Delaware	20-4975234

**Table of Contents**

<b>Name of Co-Applicant</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No.</b>
DRH Regrem XXV, Inc.	Delaware	75-2440439
DRH Southwest Construction, Inc.	California	75-2589289
DRH Tucson Construction, Inc.	Delaware	75-2709796
DRHI, Inc.	Delaware	75-2433464
HPH Homebuilders 2000 L.P.	California	68-0368156
KDB Homes, Inc.	Delaware	86-0565376
Meadows I, Ltd.	Delaware	75-2436082
Meadows II, Ltd.	Delaware	51-0342206
Meadows VIII, Ltd.	Delaware	75-2824511
Meadows IX, Inc.	New Jersey	75-2684821
Meadows X, Inc.	New Jersey	75-2684823
Melmort Co.	Colorado	84-1261600
Melody Homes, Inc.	Delaware	88-0309544
Schuler Homes of Arizona LLC	Delaware	99-0350555
Schuler Homes of California, Inc.	California	99-0328127
Schuler Homes of Oregon, Inc.	Oregon	99-0330791
Schuler Homes of Washington, Inc.	Washington	99-0329483
Schuler Mortgage, Inc.	Delaware	99-0349664
Schuler Realty Hawaii, Inc.	Hawaii	99-0290556
SGS Communities at Grande Quay, L.L.C.	New Jersey	22-3481784
SHA Construction LLC	Delaware	86-1002579
SHLR of California, Inc.	California	99-0350554
SHLR of Colorado, Inc.	Colorado	99-0336801
SHLR of Nevada, Inc.	Nevada	99-0343628
SHLR of Utah, Inc.	Utah	99-0336937
SHLR of Washington, Inc.	Washington	99-0334375
SRHI LLC	Delaware	99-0343629
SSHI LLC	Delaware	91-1842222
Vertical Construction Corporation	Delaware	22-3216488
Western Pacific Funding, Inc.	California	68-0346564
Western Pacific Housing Co., a California Limited Partnership	California	33-0634552
Western Pacific Housing, Inc.	Delaware	95-4887164
Western Pacific Housing Management, Inc.	California	95-4692688
Western Pacific Housing-Antigua, LLC	Delaware	95-4750872
Western Pacific Housing-Aviara, L.P.	California	95-4550008
Western Pacific Housing-Boardwalk, LLC	Delaware	95-4871227
Western Pacific Housing-Broadway, LLC	Delaware	95-4850687
Western Pacific Housing-Canyon Park, LLC	Delaware	95-4716219
Western Pacific Housing-Carmel, LLC	Delaware	95-4717091
Western Pacific Housing-Carrillo, LLC	Delaware	95-4815705
Western Pacific Housing-Communications Hill, LLC	Delaware	95-4637162
Western Pacific Housing-Copper Canyon, LLC	Delaware	95-4817406
Western Pacific Housing-Creekside, LLC	Delaware	95-4769848
Western Pacific Housing-Culver City, L.P.	California	95-4539563
Western Pacific Housing-Del Valle, LLC	Delaware	95-4887242

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Western Pacific Housing-Lomas Verdes, LLC	Delaware	95-4783214
Western Pacific Housing-Lost Hills Park, LLC	Delaware	95-4652041
Western Pacific Housing-McGonigle Canyon, LLC	Delaware	95-4735759
Western Pacific Housing-Mountaingate, L.P.	California	95-4539564
Western Pacific Housing-Norco Estates, LLC	Delaware	95-4686652
Western Pacific Housing-Oso, L.P.	California	95-4496774
Western Pacific Housing-Pacific Park II, LLC	Delaware	95-4636584

**Table of Contents**

<b>Name of Co-Applicant</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No.</b>
Western Pacific Housing-Park Avenue East, LLC	Delaware	52-2350169
Western Pacific Housing-Park Avenue West, LLC	Delaware	95-4888647
Western Pacific Housing-Playa Vista, LLC	Delaware	95-4879655
Western Pacific Housing-Poinsettia, L.P.	California	95-4619838
Western Pacific Housing-River Ridge, LLC	Delaware	95-4870837
Western Pacific Housing-Robinhood Ridge, LLC	Delaware	95-4838666
Western Pacific Housing-Santa Fe, LLC	Delaware	95-4741001
Western Pacific Housing-Scripps, L.P.	California	95-4608187
Western Pacific Housing-Scripps II, LLC	Delaware	95-4688133
Western Pacific Housing-Seacove, L.P.	California	95-4473471
Western Pacific Housing-Studio 528, LLC	Delaware	95-4877069
Western Pacific Housing-Terra Bay Duets, LLC	Delaware	95-4878114
Western Pacific Housing-Torrance, LLC	Delaware	95-4879653
Western Pacific Housing-Torrey Commercial, LLC	Delaware	95-4769208
Western Pacific Housing-Torrey Meadows, LLC	Delaware	95-4878113
Western Pacific Housing-Torrey Multi-Family, LLC	Delaware	95-4781243
Western Pacific Housing-Torrey Village Center, LLC	Delaware	95-4837541
Western Pacific Housing-Vineyard Terrace, LLC	Delaware	95-4761820
Western Pacific Housing-Windemere, LLC	Delaware	95-4879656
Western Pacific Housing-Windflower, L.P.	California	95-4504317
WPH-Camino Ruiz, LLC	Delaware	95-4802985

**TABLE OF CONTENTS**

GENERAL

AFFILIATIONS

MANAGEMENT AND CONTROL

UNDERWRITERS

CAPITAL SECURITIES

INDENTURE SECURITIES

SIGNATURE

Form of Twenty-Ninth Supplemental Indenture

Offering Memorandum and Consent Solicitation Statement

Form of Letter of Transmittal and Consent

Form of Letter to Brokers

Statement of Eligibility and Qualification

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**Table of Contents****GENERAL****1. General Information**

<b>Name of Applicant</b>	<b>Form of Organization (a)</b>	<b>State of Organization (b)</b>
D.R. Horton, Inc.	Corporation	Delaware
C. Richard Dobson Builders, Inc.	Corporation	Virginia
CH Investments of Texas, Inc.	Corporation	Delaware
CHI Construction Company	Corporation	Arizona
CHTEX of Texas, Inc.	Corporation	Delaware
Continental Homes of Texas, L.P.	Limited Partnership	Texas
Continental Homes, Inc.	Corporation	Delaware
Continental Residential, Inc.	Corporation	California
D.R. Horton Emerald, Ltd.	Limited Partnership	Texas
D.R. Horton Schuler Homes, LLC	Limited Liability Company	Delaware
D.R. Horton Texas, Ltd.	Limited Partnership	Texas
D.R. Horton LA North, Inc.	Corporation	Delaware
D.R. Horton Los Angeles Holding Company, Inc.	Corporation	California
D.R. Horton Management Company, Ltd.	Limited Partnership	Texas
D.R. Horton Materials, Inc.	Corporation	Delaware
D.R. Horton OCI, Inc.	Corporation	Delaware
D.R. Horton VEN, Inc.	Corporation	California
D.R. Horton, Inc. Birmingham	Corporation	Alabama
D.R. Horton, Inc. Chicago	Corporation	Delaware
D.R. Horton, Inc. Denver	Corporation	Delaware
D.R. Horton, Inc. Dietz-Crane	Corporation	Delaware
D.R. Horton, Inc. Fresno	Corporation	Delaware
D.R. Horton, Inc. Greensboro	Corporation	Delaware
D.R. Horton, Inc. Gulf Coast	Corporation	Delaware
D.R. Horton, Inc. Jacksonville	Corporation	Delaware
D.R. Horton, Inc. Louisville	Corporation	Delaware
D.R. Horton, Inc. Minnesota	Corporation	Delaware
D.R. Horton, Inc. New Jersey	Corporation	Delaware
D.R. Horton, Inc. Portland	Corporation	Delaware
D.R. Horton, Inc. Sacramento	Corporation	California
D.R. Horton, Inc. Torrey	Corporation	Delaware
D.R. Horton, Inc. Foundation	Corporation	Texas
DRH Cambridge Homes, Inc.	Corporation	California
DRH Cambridge Homes, LLC	Limited Liability Company	Delaware
DRH Construction, Inc.	Corporation	Delaware
DRH Regrem VII, LP	Limited Partnership	Texas
DRH Regrem VIII, LLC	Limited Liability Company	Delaware
DRH Regrem XI, Inc.	Corporation	Delaware
DRH Regrem XII, LP	Limited Partnership	Texas
DRH Regrem XIII, Inc.	Corporation	Delaware
DRH Regrem XIV, Inc.	Corporation	Delaware
DRH Regrem XIX, Inc.	Corporation	Delaware
DRH Regrem XV, Inc.	Corporation	Delaware

DRH Regrem XVI, Inc.	Corporation	Delaware
DRH Regrem XVII, Inc.	Corporation	Delaware
DRH Regrem XVIII, Inc.	Corporation	Delaware
DRH Regrem XX, Inc.	Corporation	Delaware

**Table of Contents**

<b>Name of Applicant</b>	<b>Form of Organization (a)</b>	<b>State of Organization (b)</b>
DRH Regrem XXI, Inc.	Corporation	Delaware
DRH Regrem XXII, Inc.	Corporation	Delaware
DRH Regrem XXIII, Inc.	Corporation	Delaware
DRH Regrem XXIV, Inc.	Corporation	Delaware
DRH Regrem XXV, Inc.	Corporation	Delaware
DRH Southwest Construction, Inc.	Corporation	California
DRH Tucson Construction, Inc.	Corporation	Delaware
DRHI, Inc.	Corporation	Delaware
HPH Homebuilders 2000 L.P.	Limited Partnership	California
KDB Homes, Inc.	Corporation	Delaware
Meadows I, Ltd.	Corporation	Delaware
Meadows II, Ltd.	Corporation	Delaware
Meadows IX, Inc.	Corporation	New Jersey
Meadows VIII, Ltd.	Corporation	Delaware
Meadows X, Inc.	Corporation	New Jersey
Melmort Co.	Corporation	Colorado
Melody Homes, Inc.	Corporation	Delaware
Schuler Homes of Arizona LLC	Limited Liability Company	Delaware
Schuler Homes of California, Inc.	Corporation	California
Schuler Homes of Oregon, Inc.	Corporation	Oregon
Schuler Homes of Washington, Inc.	Corporation	Washington
Schuler Mortgage, Inc.	Corporation	Delaware
Schuler Realty Hawaii, Inc.	Corporation	Hawaii
SGS Communities at Grande Quay L.L.C	Limited Liability Company	New Jersey
SHA Construction LLC	Limited Liability Company	Delaware
SHLR of California, Inc.	Corporation	California
SHLR of Colorado, Inc.	Corporation	Colorado
SHLR of Nevada, Inc.	Corporation	Nevada
SHLR of Utah, Inc.	Corporation	Utah
SHLR of Washington, Inc.	Corporation	Washington
SRHI LLC	Limited Liability Company	Delaware
SSHI LLC	Limited Liability Company	Delaware
Vertical Construction Corporation	Corporation	Delaware
Western Pacific Funding, Inc.	Corporation	California
Western Pacific Housing Co., a California Limited Partnership	Limited Partnership	California
Western Pacific Housing Management, Inc.	Corporation	California
Western Pacific Housing, Inc.	Corporation	Delaware
Western Pacific Housing-Antigua, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Aviara, L.P.	Limited Partnership	California
Western Pacific Housing-Boardwalk, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Broadway, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Canyon Park, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Carmel, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Carrillo, LLC	Limited Liability Company	Delaware

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Western Pacific Housing-Communications Hill, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Copper Canyon, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Creekside, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Culver City, L.P.	Limited Partnership	California
Western Pacific Housing-Del Valle, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Lomas Verdes, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Lost Hills Park, LLC	Limited Liability Company	Delaware

**Table of Contents**

<b>Name of Applicant</b>	<b>Form of Organization (a)</b>	<b>State of Organization (b)</b>
Western Pacific Housing-McGonigle Canyon, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Mountaingate, L.P.	Limited Partnership	California
Western Pacific Housing-Norco Estates, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Oso, L.P.	Limited Partnership	California
Western Pacific Housing-Pacific Park II, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Park Avenue East, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Park Avenue West, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Playa Vista, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Poinsettia, L.P.	Limited Partnership	California
Western Pacific Housing-River Ridge, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Robinhood Ridge, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Santa Fe, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Scripps II, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Scripps, L.P.	Limited Partnership	California
Western Pacific Housing-Seacove, L.P.	Limited Partnership	California
Western Pacific Housing-Studio 528, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Terra Bay Duets, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Torrance, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Torrey Commercial, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Torrey Meadows, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Torrey Multi-Family, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Torrey Village Center, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Vineyard Terrace, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Windemere, LLC	Limited Liability Company	Delaware
Western Pacific Housing-Windflower, L.P.	Limited Partnership	California
WPH-Camino Ruiz, LLC	Limited Liability Company	Delaware

Except for D.R. Horton, Inc. (the Company), each of the foregoing entities shall be referred to herein collectively as the Guarantors. The Company and the Guarantors shall be referred to collectively as the Applicants.

**2. Securities Act Exemption Applicable**

On or promptly after the effective date of this Application for Qualification on Form T-3 (the Application), the Company intends to exchange an aggregate principal amount of up to \$113.5 million of new 9.75% Senior Notes due 2010 (the New Notes) for any and all of the Company's outstanding 9.75% Senior Subordinated Notes due 2010 with an aggregate principal amount of \$113.5 million (the Existing Notes).

In connection with such offer to exchange (the Offer), the Company is also soliciting (the Consent Solicitation) consents to proposed amendments to the indenture, dated as of September 11, 2000, as supplemented (the Existing Notes Indenture), governing the Existing Notes and to the related execution of a supplemental indenture (the

Supplemental Indenture) embodying the proposed amendments. The proposed amendments would eliminate many of the restrictive covenants contained in the Existing Notes Indenture. Approval of the proposed amendments requires consents in respect of at least a majority in aggregate principal amount of the Existing Notes outstanding and not owned by the Company, any guarantor of the Existing Notes or any affiliate of the Company. If the requisite number of consents to the proposed amendments are received (and not validly revoked) prior to the consent expiration date and the other conditions to the Offer and the Consent Solicitation are satisfied or waived, the Company will make a consent payment in cash to each person or entity in whose name any Existing Note is registered who has validly delivered (and not validly revoked) a consent prior to the consent expiration date. The complete terms of the Offer and the Consent Solicitation are contained in the Offering Memorandum and Consent



**Table of Contents**

Solicitation Statement, dated May 21, 2008, as amended or supplemented from time to time (the Offering Memorandum ), and related documents incorporated by reference herein as Exhibit T3E.

This Offer is being made in reliance on the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended. The New Notes are proposed to be offered for exchange by the Company with its existing security holders exclusively for outstanding securities of the Company. No sales of securities of the same class as the New Notes have been or are to be made by the Company by or through an underwriter at or about the same time as the Offer for which the exemption is claimed. No consideration for soliciting the exchange of securities has been, or is to be given, directly or indirectly, to any person. Customary payments will be made in respect of preparation, printing, and mailing of the Offering Memorandum and related documents and the engagement of MacKenzie Partners, Inc. as exchange agent and information agent and RBS Greenwich Capital, Barclays Capital Inc. and Wachovia Capital Markets, LLC as financial advisors to the Company. No holder of the outstanding securities has made or will be requested to make any cash payment to the Company in connection with the Offer.

**AFFILIATIONS****3. Affiliates**

(a) For purposes of this application only, Donald R. Horton, Donald J. Tomnitz, Bill W. Wheat, Stacey H. Dwyer and Samuel R. Fuller and the directors of the Applicants may be deemed affiliates of the Applicants.

(b) The Company and each of its subsidiaries are affiliates of each other. Set forth below are the direct and indirect subsidiaries of the Company. Except as otherwise noted, the capital stock or other equity interests of these subsidiaries is wholly-owned, directly or indirectly, by the Company.

<b>Name of Subsidiary</b>	<b>State of Incorporation or Organization</b>
Austin Data, Inc.	Texas
BP456, Inc.	Delaware
C. Richard Dobson Builders, Inc.	Virginia
CH Funding, LLC	Delaware
CH Investments of Texas, Inc.	Delaware
CHI Construction Company	Arizona
CHM Partners, L.P. <sup>(a)</sup>	Texas
CHTEX of Texas, Inc.	Delaware
Cane Island, LLC	Delaware
Continental Homes, Inc.	Delaware
Continental Homes of Texas, L.P.	Texas
Continental Residential, Inc.	California
Continental Traditions, LLC	Arizona
Custom Title, LLC <sup>(b)</sup>	Maryland
Cypress Road, L.P. <sup>(a)</sup>	California
Desert Ridge Phase I Partners <sup>(a)</sup>	Arizona
DHI Insurance, Inc.	Vermont
DHI Mortgage Company	Colorado
DHI Mortgage Company GP, Inc.	Delaware
DHI Mortgage Company LP, Inc.	Delaware
DHI Mortgage Company, Ltd.	Texas
DHI Ranch, Ltd.	Texas
DHI Title GP, Inc.	Texas
DHI Title LP, Inc.	Delaware
DHI Title of Arizona, Inc.	Arizona
DHI Title of Florida, Inc.	Florida





**Table of Contents**

<b>Name of Subsidiary</b>	<b>State of Incorporation or Organization</b>
DHI Title of Minnesota, Inc.	Delaware
DHI Title of Nevada, Inc.	Delaware
DHI Title of Texas, Ltd.	Texas
D.R. Horton Commercial, Inc.	Delaware
D.R. Horton Emerald, Ltd.	Texas
D.R. Horton, Inc. Birmingham	Alabama
D.R. Horton, Inc. Chicago	Delaware
D.R. Horton, Inc. Denver	Delaware
D.R. Horton, Inc. Dietz-Crane	Delaware
D.R. Horton, Inc. Fresno	Delaware
D.R. Horton, Inc. Greensboro	Delaware
D.R. Horton, Inc. Gulf Coast	Delaware
D.R. Horton, Inc. Jacksonville	Delaware
D.R. Horton, Inc. Louisville	Delaware
D.R. Horton, Inc. Minnesota	Delaware
D.R. Horton, Inc. New Jersey	Delaware
D.R. Horton, Inc. Portland	Delaware
D.R. Horton, Inc. Sacramento	California
D.R. Horton, Inc. Torrey	Delaware
D.R. Horton, Inc. Foundation	Texas
D.R. Horton Insurance Agency, Inc.	Texas
D.R. Horton LA North, Inc.	Delaware
D.R. Horton Life Insurance Agency, Inc.	Texas
D.R. Horton Los Angeles Holding Company, Inc.	California
D.R. Horton Management Company, Ltd.	Texas
D.R. Horton Materials, Inc.	Delaware
D.R. Horton OCI, Inc.	Delaware
D.R. Horton Schuler Homes, LLC	Delaware
D.R. Horton Seabridge Marina, Inc.	Delaware
D.R. Horton Texas, Ltd.	Texas
D.R. Horton VEN, Inc.	California
DRH Cambridge Homes, Inc.	California
DRH Cambridge Homes, LLC	Delaware
DRH Capital Trust I	Delaware
DRH Capital Trust II	Delaware
DRH Capital Trust III	Delaware
DRH Colorado Realty, Inc.	Delaware
DRH Construction, Inc.	Delaware
DRH Energy, Inc.	Colorado
DRH FS Mortgage Reinsurance, Ltd.	Turks & Caicos
DRH Properties, Inc.	Arizona
DRH Realty Company, Inc.	California
DRH Regrem VII, LP	Texas
DRH Regrem VIII, LLC	Delaware
DRH Regrem XI, Inc.	Delaware

DRH Regrem XII, LP	Texas
DRH Regrem XIII, Inc.	Delaware
DRH Regrem XIV, Inc.	Delaware
DRH Regrem XV, Inc.	Delaware
DRH Regrem XVI, Inc.	Delaware
DRH Regrem XVII, Inc.	Delaware
DRH Regrem XVIII, Inc.	Delaware

**Table of Contents**

<b>Name of Subsidiary</b>	<b>State of Incorporation or Organization</b>
DRH Regrem XIX, Inc.	Delaware
DRH Regrem XX, Inc.	Delaware
DRH Regrem XXI, Inc.	Delaware
DRH Regrem XXII, Inc.	Delaware
DRH Regrem XXIII, Inc.	Delaware
DRH Regrem XXIV, Inc.	Delaware
DRH Regrem XXV, Inc.	Delaware
DRH Southwest Construction, Inc.	California
DRH Tucson Construction, Inc.	Delaware
DRHI, Inc.	Delaware
Emerald Creek No. 4, L.P. <sup>(c)</sup>	Texas
Encore II, Inc.	Arizona
Encore Venture Partners, L.P.	Delaware
Encore Venture Partners II (California), L.P.	Delaware
Encore Venture Partners II (Texas), L.P.	Delaware
Georgetown Data, Inc. <sup>(d)</sup>	Texas
Germann & McQueen, L.L.C. <sup>(e)</sup>	Arizona
GP-Encore, Inc.	Arizona
Golden Fox LLC <sup>(a)</sup>	Colorado
Grande Realty Incorporated	New Jersey
Grande Title Agency, LLC <sup>(f)</sup>	New Jersey
Greywes, LLC <sup>(g)</sup>	California
HPH Homebuilders 1995 L.P.	California
HPH Homebuilders 1996 L.P.	California
HPH Homebuilders 2000 L.P.	California
Haskell Canyon Partners, L.P. <sup>(h)</sup>	California
Haskell Canyon Partners II, L.P. <sup>(h)</sup>	California
Iao Partners	Hawaii
Kaomalo LLC <sup>(a)</sup>	Hawaii
KDB Homes, Inc.	Delaware
Livermore Homebuilders L.P.	California
McQueen & Willis, LLC <sup>(i)</sup>	Arizona
Meadows I, Ltd.	Delaware
Meadows II, Ltd.	Delaware
Meadows VIII, Ltd.	Delaware
Meadows IX, Inc.	New Jersey
Meadows X, Inc.	New Jersey
Melmort Co.	Colorado
Melody Homes, Inc.	Delaware
Metro Star Canyon, LLC <sup>(a)</sup>	Colorado
Metro Title, LLC <sup>(i)</sup>	Virginia
Oakley-Avalon L.P.	California
Rielly Carlsbad LLC <sup>(a)</sup>	Delaware
Rielly Homes Madison, LLC <sup>(a)</sup>	Delaware
Schuler Homes of Arizona LLC	Delaware

Schuler Homes of California, Inc.	California
Schuler Homes of Oregon, Inc.	Oregon
Schuler Homes of Washington, Inc.	Washington
Schuler Mortgage, Inc.	Delaware
Schuler Realty Hawaii, Inc.	Hawaii
SGS Communities at Battleground, LLC <sup>(a)</sup>	New Jersey
SGS Communities at Grande Quay L.L.C	New Jersey

**Table of Contents**

<b>Name of Subsidiary</b>	<b>State of Incorporation or Organization</b>
SHA Construction LLC	Delaware
SHLR of California, Inc.	California
SHLR of Colorado, Inc.	Colorado
SHLR of Nevada, Inc.	Nevada
SHLR of Utah, Inc.	Utah
SHLR of Washington, Inc.	Washington
SRHI LLC	Delaware
SSHI LLC	Delaware
Surprise Village North, LLC	Arizona
The Club at Pradera, Inc.	Delaware
Travis County Title Company	Texas
Venture Management of South Carolina, LLC	South Carolina
Vertical Construction Corporation	Delaware
Western Pacific Brea Development, LLC	Delaware
Western Pacific Funding, Inc.	California
Western Pacific Housing, Inc.	Delaware
Western Pacific Housing-Antigua, LLC	Delaware
Western Pacific Housing-Aviara, L.P.	California
Western Pacific Housing-Boardwalk, LLC	Delaware
Western Pacific Housing-Broadway, LLC	Delaware
Western Pacific Housing-Canyon Park, LLC	Delaware
Western Pacific Housing-Carmel, LLC	Delaware
Western Pacific Housing-Carrillo, LLC	Delaware
Western Pacific Housing Co., a California Limited Partnership	California
Western Pacific Housing-Communications Hill, LLC	Delaware
Western Pacific Housing-Copper Canyon, LLC	Delaware
Western Pacific Housing-Coto Venture, L.P.	California
Western Pacific Housing-Creekside, LLC	Delaware
Western Pacific Housing-Culver City, L.P.	California
Western Pacific Housing-Del Valle, LLC	Delaware
Western Pacific Housing-Lomas Verdes, LLC	Delaware
Western Pacific Housing-Lost Hills Park, LLC	Delaware
Western Pacific Housing-Lyons Canyon Partners, LLC <sup>(a)</sup>	Delaware
Western Pacific Housing Management, Inc.	California
Western Pacific Housing-McGonigle Canyon, LLC	Delaware
Western Pacific Housing-Mountaingate, L.P.	California
Western Pacific Housing-Norco Estates, LLC	Delaware
Western Pacific Housing-Oso, L.P.	California
Western Pacific Housing-Pacific Park II, LLC	Delaware
Western Pacific Housing-Park Avenue East, LLC	Delaware
Western Pacific Housing-Park Avenue West, LLC	Delaware
Western Pacific Housing-Playa Vista, LLC	Delaware
Western Pacific Housing-Poinsettia, L.P.	California
Western Pacific Housing-River Ridge, LLC	Delaware
Western Pacific Housing-Robinhood Ridge, LLC	Delaware

Western Pacific Housing-Santa Fe, LLC	Delaware
Western Pacific Housing-Scripps, L.P.	California
Western Pacific Housing-Scripps II, LLC	Delaware
Western Pacific Housing-SDG, LLC	California
Western Pacific Housing-Seacove, L.P.	California
Western Pacific Housing-Studio 528, LLC	Delaware
Western Pacific Housing-Terra Bay Duets, LLC	Delaware

**Table of Contents**

Name of Subsidiary	State of Incorporation or Organization
Western Pacific Housing-Torrance, LLC	Delaware
Western Pacific Housing-Torrey Commercial, LLC	Delaware
Western Pacific Housing-Torrey Meadows, LLC	Delaware
Western Pacific Housing-Torrey Multi-Family, LLC	Delaware
Western Pacific Housing-Torrey Village Center, LLC	Delaware
Western Pacific Housing-Vineyard Terrace, LLC	Delaware
Western Pacific Housing-Westlake II, L.P. <sup>(a)</sup>	California
Western Pacific Housing-Windemere, LLC	Delaware
Western Pacific Housing-Windflower, L.P.	California
WPH-Camino Ruiz, LLC	Delaware
WPH-Copper Canyon, LLC <sup>(k)</sup>	Delaware
WPH-Copper Canyon II, LLC <sup>(a)</sup>	Delaware
WPHD/Camarillo, LLC	California
WPHD/Ventura, LLC <sup>(k)</sup>	California
WPH-Oxnard Coastal, LLC <sup>(a)</sup>	Delaware
2 C Development Company LLC <sup>(l)</sup>	California
3030 Management, Inc.	Delaware
91st Avenue & Happy Valley, L.L.C. <sup>(a)</sup>	Arizona

(a) Owned 50%,  
directly or  
indirectly, by  
the Company.

(b) Owned 75%,  
directly or  
indirectly, by  
the Company.

(c) Owned 49.5%,  
directly or  
indirectly, by  
the Company.

(d) Owned 0.056%,  
directly or  
indirectly, by  
the Company.

(e) Owned 12%,  
directly or  
indirectly, by  
the Company.

(f)

- Owned 49%,  
directly or  
indirectly, by  
the Company
- (g) Owned 51%,  
directly or  
indirectly, by  
the Company.
- (h) Owned 25%,  
directly or  
indirectly, by  
the Company.
- (i) Owned 12.32%,  
directly or  
indirectly, by  
the Company.
- (j) Owned 64%,  
directly or  
indirectly, by  
the Company.
- (k) Owned 65%,  
directly or  
indirectly, by  
the Company.
- (l) Owned 40%,  
directly or  
indirectly, by  
the Company.

## MANAGEMENT AND CONTROL

### 4. Directors and Executive Officers

The following table lists the name of, and offices held by, each director and executive officer of the Applicants as of the date hereof. The mailing address of each director and executive officer is: c/o D.R. Horton, Inc., 301 Commerce Street, Suite 500, Fort Worth, Texas 76102; (817) 390-8200.

#### (1) D.R. Horton, Inc.

Name	Position
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President, Chief Executive Officer and Director
Bill W. Wheat	Executive Vice President, Chief Financial Officer and Director
Stacey H. Dwyer	Executive Vice President and Treasurer
Samuel R. Fuller	Senior Executive Vice President
Ted I. Harbour	Senior Vice President, Assistant Secretary and Chief Legal Officer



**Table of Contents**

<b>Name</b>	<b>Position</b>
Stephan P. Perison	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
David Auld	Vice President and Region President
Christopher J. Chambers	Vice President and Region President
Brian F. Gardner	Vice President and Region President
Gordon D. Jones	Vice President and Region President
Rick L. Horton	Vice President and Region President
George W. Seagraves	Vice President and Region President
Richard P. Ambrosini	Vice President and Division President
Derek Ammerman	Vice President and Division President
Douglas R. Brown	Vice President and Division President
R. Douglas Brown	Vice President and Division President
Bradford C. Brundage	Vice President and Division President
Kurt Roger Burger	Vice President and Division President
Frank T. Davis	Vice President and Division President
Mark Ferguson	Vice President and Division President
Stephen H. Fitzpatrick	Vice President and Division President
James Frasure	Vice President and Division President
Philip A. Fremento	Vice President and Division President
David Greenberg	Vice President and Division President
Thomas F. Hill Jr.	Vice President and Division President
Todd Horton	Vice President and Division President
Robert G. Hutton	Vice President and Division President
C. Shane Johnson	Vice President and Division President
James D. Kyle	Vice President and Division President
Frank Lackman	Vice President and Division President
Robert A. Lawson	Vice President and Division President
Glen D. Longarini	Vice President and Division President
John A. Mariconda	Vice President and Division President
Boyd A. Martin	Vice President and Division President
David McCarthy	Vice President and Division President
Paul J. Romanowski	Vice President and Division President
George W. Seagraves	Vice President and Division President
Ryan Selby	Vice President and Division President
Scott J. Stone	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
Robert E. Coltin	Vice President and Assistant Secretary
William A. Allen	Vice President and Division Controller
David Boten	Vice President and Assistant Secretary
Les Brannon	Vice President and Assistant Secretary
Scott W. Davis	Vice President of Construction
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Todd G. Frederking	Vice President of Sales
Mitch Giles	Vice President and Division Controller

Steven H. Goodman	Vice President and Assistant Secretary
Paula Hunter-Perkins	Vice President and Human Resource Director
Robert M. Karnes	Vice President and Assistant Secretary
Scott P. Keeffe	Vice President of Sales and Marketing
Steve Lovett	Vice President and Region Chief Financial Officer

**Table of Contents**

<b>Name</b>	<b>Position</b>
Richard N. Maier	Vice President and Assistant Secretary
Burwell B. McClendon III	Vice President and Assistant Secretary
Thomas B. Montano	Vice President and Assistant Secretary
David T. Morice	Vice President and Assistant Secretary
Michael J. Murray	Vice President Controller
Anthony W. Oxley	Vice President
Michael D. Parker	Vice President of Operations
Stephen M. Paul	Vice President
James M. Peebles	Vice President and Assistant Secretary
Donna L. Pope	Vice President of Sales and Marketing
Elizabeth J. Pruitt-Maynor	Vice President of Finance
Matthew J. Pupach	Vice President of Sales and Marketing
Holly N. Rasmussen	Vice President of Sales and Marketing and Assistant Secretary
Eric T. Reavis	Vice President of Sales and Marketing
Rafael J. Roca	Vice President and Area Manager
Michael A. Schroetke	Vice President and Region Chief Financial Officer
Jack E. Simpson	Vice President and Financial Reporting Controller
Jeff Tebeaux	Vice President
Randall H. Trncak	Vice President of Land Acquisition and Development
Jonathan D. Wayne	Vice President of Land
R. Thomas Williams	Vice President of Land Acquisition and Development
Chris D. Wilson	Vice President and Region Chief Financial Officer
Chris D. Wilson	Vice President and Division Controller
David F. Winsor	Vice President of Purchasing
John E. Zakoske	Vice President
Bradley S. Anderson	Director
Michael R. Buchanan	Director
Richard I. Galland	Director
Michael W. Hewatt	Director
Bob G. Scott	Director
<b>(2) C. Richard Dobson Builders, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
David Auld	Vice President and Region President
Brian F. Gardner	Vice President and Region President
George W. Seagraves	Vice President and Region President
Kurt Roger Burger	Vice President and Division President
R. Douglas Brown	Vice President and Division President
Philip A. Fremento	Vice President and Division President

R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Anthony W. Oxley	Vice President
Michael A. Schroetke	Vice President and Region Chief Financial Officer
Chris D. Wilson	Vice President and Region Chief Financial Officer
John E. Zakoske	Vice President

**Table of Contents****(3) CH Investments of Texas, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(4) CHI Construction Company**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Frank T. Davis	Vice President and Division President
Rick McDowell	Vice President and Assistant Division President
Robert E. Coltin	Vice President and Assistant Secretary
Gregory T. Drascic	Vice President of Construction
Anthony Dries	Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Christopher Frandsen	Vice President
Steven F. Seeger	Vice President of Sales and Marketing

**(5) CHTEX of Texas, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Rick L. Horton	Vice President and Region President
Derek Ammerman	Vice President and Division President
W. Todd Horton	Vice President and Division President
Rob G. Hutton	Vice President and Division President
Les Brannon	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

Steve Lovett	Vice President and Region Chief Financial Officer
Richard N. Maier	Vice President and Assistant Secretary
Burwell B. McClendon III	Vice President and Assistant Secretary
Randall C. Present	Vice President
Eric T. Reavis	Vice President of Sales and Marketing

**Table of Contents****(6) Continental Homes, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Frank T. Davis	Vice President and Division President
Rick McDowell	Vice President and Assistant Division President
Robert E. Coltin	Vice President and Assistant Secretary
Gregory T. Drascic	Vice President of Construction
Anthony Dries	Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Christopher Frandsen	Vice President

**(7) Continental Homes of Texas, L.P.**

<b>Name</b>	<b>Position</b>
None.	

**(8) Continental Residential, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Keith Alex	Vice President
Richie R. Blogg	Vice President of Land Acquisition
M. Scott Clark	Vice President of Construction
R. Dale Eggleston	Vice President
Stephen H. Fitzpatrick	Vice President
Joan L. Fleming	Vice President
Diane Galigher	Vice President of Sales and Marketing
Charles P. Kalman	Vice President of Construction
Jimmy Luker	Vice President of Operations
William Mayer	Vice President and Assistant Secretary
Jeremy Newman	Vice President and Division Controller
Terri E. Robbins Caserman	Vice President of Human Resources
Steve Rowland	Vice President of Planning and Development
Jonathan R. Smith	Vice President of Purchasing

David Stearn

Vice President of Land Acquisition

Brenda L. Zalke

Vice President of California Region

16

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**Table of Contents****(9) D.R. Horton Emerald, Ltd.****Name Position**

None.

**(10) D.R. Horton, Inc. Birmingham****Name Position**

Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
David Auld	Vice President and Region President
Scott J. Stone	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Anthony W. Oxley	Vice President
Chris D. Wilson	Vice President and Region Chief Financial Officer

**(11) D.R. Horton, Inc. Chicago****Name Position**

Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted. I Harbour	Executive Vice President and Assistant Secretary
Dale R. Eggleston	Vice President
Joan L. Fleming	Vice President

**(12) D.R. Horton, Inc. Denver****Name Position**

Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
George W. Seagraves	Vice President and Division President
David Boten	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Elizabeth J. Pruitt-Maynor	Vice President of Finance

Holly N. Rasmussen

Vice President of Sales and Marketing and Assistant Secretary

17

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**Table of Contents****(13) D.R. Horton, Inc. Dietz-Crane**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Karl Spangler	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Alan S. Hall	Vice President of Land Acquisition
Don T. Kieffer	Vice President of Land Development
Eric W. Montgomery	Vice President of Construction
Joe B. Spangler	Vice President

**(14) D.R. Horton, Inc. Fresno**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Robert A. Buckheister Jr.	Vice President Construction
R. Dale Eggleston	Vice President
Jane Y. Faulks	Vice President and Division Controller
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Timothy C. Howard	Vice President Construction
Linda Inan	Vice President of Sales

**(15) D.R. Horton, Inc. Greensboro**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Brian F. Gardner	Vice President and Region President
George W. Seagraves	Vice President and Region President
Kurt Roger Burger	Vice President and Division President

R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Michael A. Schroetke	Vice President and Region Chief Financial Officer

**Table of Contents****(16) D.R. Horton, Inc. Gulf Coast**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Rick L. Horton	Vice President and Region President
Derek Ammerman	Vice President and Division President
Les Brannon	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(17) D.R. Horton, Inc. Jacksonville**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
David Auld	Vice President and Region President
Philip A. Fremento	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Keith V. Williams	Vice President
Chris D. Wilson	Vice President and Region Chief Financial Officer
John E. Zakoske	Vice President

**(18) D.R. Horton, Inc. Louisville**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(19) D.R. Horton, Inc. Minnesota**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director

Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary

**Table of Contents**

<b>Name</b>	<b>Position</b>
George W. Seagraves	Vice President, Region President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Stephen M. Paul	Vice President
<b>(20) D.R. Horton, Inc.</b>	<b>New Jersey</b>

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Brian F. Gardner	Vice President and Region President
George W. Seagraves	Vice President and Region President
Alfred L. Garfall Jr.	Vice President and Division President
Jay A. Goldberg	Vice President of Sales and Marketing and Assistant Secretary
Mitchell Newman	Vice President of Land Acquisition and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Michael A. Schroetke	Vice President and Region Chief Financial Officer
<b>(21) D.R. Horton, Inc.</b>	<b>Portland</b>

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Ryan Selby	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
John R. Briscoe	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(22) D.R. Horton, Inc.</b>	<b>Sacramento</b>

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President

Bill W. Wheat

Executive Vice President and Chief Financial Officer

Stacey H. Dwyer

Executive Vice President and Treasurer

Ted I. Harbour

Senior Vice President and Assistant Secretary



**Table of Contents**

<b>Name</b>	<b>Position</b>
Christopher J. Chambers	Vice President and Region President
William E. Mayer III	Vice President and Assistant Secretary
Russell D. Ameter	Vice President and Assistant Secretary of Land Acquisition
Robert V. Brennan	Vice President and Assistant Secretary of Sales and Marketing
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Frederick G. Holz	Vice President and Assistant Secretary
Mike T. Meyer	Vice President and Assistant Secretary
<b>(23) D.R. Horton, Inc. Torrey</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
David Auld	Vice President and Region President
Brian F. Gardner	Vice President and Region President
George W. Seagraves	Vice President and Region President
R. Douglas Brown	Vice President and Division President
Bradford C. Brundage	Vice President and Division President
Kurt Roger Burger	Vice President and Division President
Scott J. Stone	Vice President and Division President
Anthony W. Oxley	Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Michael A. Schroetke	Vice President and Region Chief Financial Officer
Chris D. Wilson	Vice President and Region Chief Financial Officer
<b>(24) D.R. Horton LA North, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Glen D. Longarini	Vice President and Division President
Jason E. Frank	Vice President and Region Chief Financial Officer
William E. Mayer III	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President

Joan L. Fleming	Vice President
Mark Higgins	Vice President
Deborah S. Porter	Vice President and Division Controller

**Table of Contents****(25) D.R. Horton Los Angeles Holding Company, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Stephen H. Fitzpatrick	Vice President, Division President and Assistant Secretary
Glen D. Longarini	Vice President and Division President
Keith Alex	Vice President
Richie R. Blogg	Vice President of Land Acquisition
Daniel W. Boyd	Vice President
Robert A. Buckheister Jr.	Vice President Construction
M. Scott Clark	Vice President of Construction
R. Dale Eggleston	Vice President
Jane Y. Faulks	Vice President and Division Controller
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Diane Galigher	Vice President of Sales and Marketing
Mark Kolan Higgins	Vice President
Timothy C. Howard	Vice President Construction
Jimmy Luker	Vice President of Operations
William Mayer	Vice President and Assistant Secretary
Deborah S. Porter	Vice President and Division Controller
Terri E. Robbins Caserman	Vice President of Human Resources
Steve Rowland	Vice President of Planning and Development
Rodney S. Singh	Vice President of Land Acquisition and Development
Jonathan R. Smith	Vice President of Purchasing
Brenda L. Zalke	Vice President of California Region

**(26) D.R. Horton Management Company, Ltd.**

<b>Name</b>	<b>Position</b>
None.	

**(27) D.R. Horton Materials, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

Rick L. Horton	Vice President and Region President
Derek Ammerman	Vice President and Division President
W. Todd Horton	Vice President and Division President
Rob G. Hutton	Vice President and Division President
C. Shane Johnson	Vice President and Division President

**Table of Contents**

<b>Name</b>	<b>Position</b>
James D. Kyle <b>(28) D.R. Horton OCI, Inc.</b>	Vice President and Division President

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Stephen J. Fitzpatrick	Vice President and Division President
M. Scott Clark	Vice President of Construction
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Charles P. Kalman	Vice President of Construction
Jimmy Luker	Vice President of Operations
William E. Mayer III	Vice President and Assistant Secretary
Brenda L. Zalke	Vice President of California Region
Diane Galigher	Vice President of Sales and Marketing
<b>(29) D.R. Horton</b>	<b>Schuler Homes, LLC</b>

<b>Name</b>	<b>Position</b>
None.	
<b>(30) D.R. Horton</b>	<b>Texas, Ltd.</b>

<b>Name</b>	<b>Position</b>
None.	
<b>(31) D.R. Horton</b>	<b>VEN, Inc.</b>

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Glen D. Longarini	Vice President and Division President
James R. Bird	Vice President of Customer Service
R. Dale Eggleston	Vice President

Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
William Mayer	Vice President and Assistant Secretary
Deborah S. Porter	Vice President and Division Controller

**Table of Contents**

**(32) DRH Cambridge Homes, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman and Chief Executive Officer
Douglas R. Brown	President and Division President
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Jerry Conrad	Senior Vice President
Ted I. Harbour	Senior Vice President and Assistant Secretary
George W. Seagraves	Vice President and Region President
Paul F. Ivers	Vice President and Division President
Steven H. Goodman	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Bob Hinz	Vice President
David L. Smith	Vice President of Sales and Marketing

**(33) DRH Cambridge Homes, LLC**

**Name      Position**

None.

**(34) DRH Construction, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Gordon D. Jones	Vice President and Region President
John A. Mariconda	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(35) DRH Regrem VII, LP**

**Name      Position**

None.

**(36) DRH Regrem VIII, LLC**

**Name      Position**

None.

**Table of Contents**

**(37) DRH Regrem XI, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(38) DRH Regrem XII, LP**

<b>Name</b>	<b>Position</b>
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None.

**(39) DRH Regrem XIII, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(40) DRH Regrem XIV, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(41) DRH Regrem XV, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer



Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**Table of Contents****(42) DRH Regrem XVI, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(43) DRH Regrem XVII, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(44) DRH Regrem XVIII, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(45) DRH Regrem XIX, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(46) DRH Regrem XX, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer

**Table of Contents**

<b>Name</b>	<b>Position</b>
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(47) DRH Regrem XXI, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(48) DRH Regrem XXII, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(49) DRH Regrem XXIII, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(50) DRH Regrem XXIV, Inc.**

<b>Name</b>	<b>Position</b>
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Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer

**Table of Contents**

<b>Name</b>	<b>Position</b>
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(51) DRH Regrem XXV, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(52) DRH Southwest Construction, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Mark J. Ferguson	Vice President and Division President
Karl Spangler	Vice President and Division President
Robert E. Coltin	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Don T. Kieffer	Vice President of Land Development
Eric W. Montgomery	Vice President of Construction
<b>(53) DRH Tucson Construction, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
David S. Greenberg	Vice President and Division President
R. Dale Eggleston	Vice President

Joan L. Fleming	Vice President
Matthew J. Pupach	Vice President of Sales and Marketing
R. Thomas Williams	Vice President
David F. Winsor	Vice President of Purchasing

28

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**Table of Contents****(54) DRHI, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Stephan P. Perison	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
David Auld	Vice President and Region President
Brian F. Gardner	Vice President and Region President
Rick L. Horton	Vice President and Region President
Gordon D. Jones	Vice President and Region President
George W. Seagraves	Vice President and Region President
Steve Lovett	Vice President and Region Chief Financial Officer
Richard P. Ambrosini	Vice President and Division President
Derek Ammerman	Vice President and Division President
Douglas R. Brown	Vice President and Division President
R. Douglas Brown	Vice President and Division President
Bradford C. Brundage	Vice President and Division President
Kurt Roger Burger	Vice President and Division President
Mark Ferguson	Vice President and Division President
Stephen H. Fitzpatrick	Vice President and Division President
James Frasure	Vice President and Division President
Philip A. Fremento	Vice President and Division President
David Greenberg	Vice President and Division President
Thomas F. Hill, Jr.	Vice President and Division President
Todd Horton	Vice President and Division President
Robert G. Hutton	Vice President and Division President
C. Shane Johnson	Vice President and Division President
James D. Kyle	Vice President and Division President
Frank Lackman	Vice President and Division President
Robert A. Lawson	Vice President and Division President
Glen D. Longarini	Vice President and Division President
John A. Mariconda	Vice President and Division President
David McCarthy	Vice President and Division President
Boyd A. Martin	Vice President and Division President
Paul J. Romanowski	Vice President and Division President
George W. Seagraves	Vice President and Division President
Ryan Selby	Vice President and Division President
Scott Stone	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
Les Brannon	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President



Steven H. Goodman	Vice President and Assistant Secretary
Paula Hunter-Perkins	Vice President and Human Resources Director
Robert M. Karnes	Vie President and Assistant Secretary
Burwell B. McClendon III	Vice President and Assistant Secretary
Thomas B. Montano	Vice President and Assistant Secretary

**Table of Contents**

<b>Name</b>	<b>Position</b>
David T. Morice	Vice President and Assistant Secretary
Michael J. Murray	Vice President Controller
Anthony W. Oxley	Vice President
Stephen M. Paul	Vice President
James M. Peebles	Vice President and Assistant Secretary
Elizabeth J. Pruitt-Maynor	Vice President of Finance
Michael A. Schroetke	Vice President and Region Chief Financial Officer
Keith V. Williams	Vice President
R. Thomas Williams	Vice President of Land Acquisition and Development
Chris D. Wilson	Vice President, Region Chief Financial Officer and Controller
John E. Zakoske	Vice President

**(55) HPH Homebuilders 2000 L.P.**

<b>Name</b>	<b>Position</b>
None.	

**(56) KDB Homes, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
George W. Seagraves	Vice President and Division President
David Boten	Vice President
Scott W. Davis	Vice President of Construction
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Elizabeth J. Pruitt-Maynor	Vice President of Finance
Holly N. Rasmussen	Vice President of Sales and Marketing and Assistant Secretary
Jonathan D. Wayne	Vice President of Land

**(57) Meadows I, Ltd.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President

Rick L. Horton	Vice President and Region President
Steve Lovett	Vice President and Region Chief Financial Officer
Derek Ammerman	Vice President and Division President
W. Todd Horton	Vice President and Division President
Robert G. Hutton	Vice President and Division President

**Table of Contents**

<b>Name</b>	<b>Position</b>
C. Shane Johnson	Vice President and Division President
James D. Kyle	Vice President and Division President
J. Mark Ferguson	Vice President and Division President
James M. Peebles	Vice President and Assistant Secretary
Les Brannon	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Todd G. Frederking	Vice President of Sales
Burwell B. McClendon III	Vice President and Assistant Secretary
Eric T. Reaves	Vice President of Sales and Marketing
Kathryn M. Rhoades	Vice President of Sales and Marketing
Randall H. Trncak	Vice President of Land Acquisition and Development
<b>(58) Meadows II, Ltd.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(59) Meadows VIII, Ltd.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(60) Meadows IX, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary

Brian F. Gardner	Vice President and Region President
Alfred L. Garfall Jr.	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**Table of Contents****(61) Meadows X, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Brian F. Gardner	Vice President and Region President
Alfred L. Garfall Jr.	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(62) Melmort Co.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Mark C. Winter	Vice President

**(63) Melody Homes, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
George W. Seagraves	Vice President and Division President
David Boten	Vice President and Assistant Secretary
Scott W. Davis	Vice President of Construction
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Elizabeth J. Pruitt-Maynor	Vice President of Finance
Holly N. Rasmussen	Vice President of Sales and Marketing and Assistant Secretary
Jonathan D. Wayne	Vice President of Land

**(64) Schuler Homes of Arizona LLC**

<b>Name</b>	<b>Position</b>
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Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer

**Table of Contents**

<b>Name</b>	<b>Position</b>
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Frank T. Davis	Vice President and Division President
Rick McDowell	Vice President and Assistant Division President
Robert E. Coltin	Vice President and Assistant Secretary
Gregory T. Drascic	Vice President of Construction
Anthony Dries	Vice President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Christopher Frandsen	Vice President
Steven F. Seeger	Vice President of Sales and Marketing

**(65) Schuler Homes of California, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Richard P. Ambrosini	Vice President and Division President
Stephen H. Fitzpatrick	Vice President and Division President
William E. Mayer	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Lisa M. Frazier	Vice President
Jimmy Luker	Vice President of Operations
William Shannon	Vice President

**(66) Schuler Homes of Oregon, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Ryan M. Selby	Vice President and Division President
J. Matthew Farris	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer



R. Dale Eggleston  
Joan L. Fleming

Vice President  
Vice President

33

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**Table of Contents**

**(67) Schuler Homes of Washington, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
James K. Schuler	Senior Vice President and Region President
Ted I. Harbour	Senior Vice President and Assistant Secretary
J. Matthew Farris	Vice President and Division President
Ryan Selby	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(68) Schuler Mortgage, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
James K. Schuler	Senior Vice President
R. Dale Eggleston	Vice President
J. Matthew Farris	Vice President
Joan L. Fleming	Vice President

**(69) Schuler Realty Hawaii, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Michael T. Jones	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(70) SGS Communities at Grande Quay, L.L.C.**

<b>Name</b>	<b>Position</b>
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None.

**(71) SHA Construction LLC**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President

**Table of Contents**

<b>Name</b>	<b>Position</b>
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Frank T. Davis	Vice President and Division President
Rick McDowell	Vice President and Assistant Division President
Robert E. Coltin	Vice President and Assistant Secretary
Gregory T. Drascic	Vice President of Construction and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Christopher Frandsen	Vice President
<b>(72) SHLR of California, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(73) SHLR of Colorado, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Michael T. Jones	Vice President and Division President
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(74) SHLR of Nevada, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer

Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President
Frank T. Davis	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Robert E. Coltin	Vice President and Assistant Secretary

**Table of Contents**

<b>Name</b>	<b>Position</b>
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Steven F. Seeger	Vice President of Sales and Marketing
<b>(75) SHLR of Utah, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Michael T. Jones	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
<b>(76) SHLR of Washington, Inc.</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
J. Matthew Farris	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
Kevin A. Capuzzi	Vice President of Land Acquisition
Ewelina J. Eberhart	Vice President and Division Controller
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Dan E. Lungren	Vice President
Tia Heim	Vice President and Assistant Secretary
Bill Salvesen	Vice President of Sales
<b>(77) SRHI LLC</b>	

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer

Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Gordon D. Jones	Vice President and Region President

**Table of Contents**

<b>Name</b>	<b>Position</b>
Frank T. Davis	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Robert E. Coltin	Vice President and Assistant Secretary
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

**(78) SSHI LLC**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
J. Matthew Farris	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
Kevin A. Capuzzi	Vice President of Land Acquisition
Ewelina J. Eberhart	Vice President and Division Controller
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Tia Heim	Vice President and Assistant Secretary
Dan E. Lungren	Vice President
Bill Salvesen	Vice President of Sales

**(79) Vertical Construction Corporation**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
James K. Schuler	Senior Vice President and Region President
Michael T. Jones	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Scott Boden	Vice President and Region Chief Financial Officer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Mary K. Flood	Vice President of Sales and Marketing
Alan D. Labbe	Vice President of Construction
Galen Lee	Vice President of Finance

**(80) Western Pacific Funding, Inc.**



<b>Name</b>	<b>Position</b>
Donald R. Horton	Director
Donald J. Tomnitz	Vice Chairman and Chief Executive Officer

**Table of Contents**

<b>Name</b>	<b>Position</b>
James K. Schuler	President
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President, Secretary and Treasurer
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Lisa Frazier	Vice President

**(81) Western Pacific Housing Co., a California Limited Partnership**

<b>Name</b>	<b>Position</b>
None.	

**(82) Western Pacific Housing, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Richard P. Ambrosini	Vice President and Division President
Stephen H. Fitzpatrick	Vice President and Division President
Glen D. Longarini	Vice President and Division President
Keith Alex	Vice President
Russell D. Ameter	Vice President and Assistant Secretary of Land Acquisition
Nicholas Arenson	Vice President of Land Acquisition and Forward Planning and Assistant Secretary
Richie R. Blogg	Vice President of Land Acquisition
Robert V. Brennan	Vice President and Assistant Secretary of Sales and Marketing
Lloyd Brown	Vice President and Customer Service
Robert A. Buckheister Jr.	Vice President Construction
M. Scott Clark	Vice President of Construction
Timothy F. Collity	Vice President and Director of Operations
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Lisa Frazier	Vice President, Financial Controller and Assistant Treasurer
Diane Galigher	Vice President of Sales and Marketing
Mark K. Higgins	Vice President
Frederick G. Holz	Vice President and Assistant Secretary
Charles P. Kalman	Vice President of Construction
Jimmy Luker	Vice President of Operations
William E. Mayer III	Vice President and Assistant Secretary

Mike T. Meyer

Vice President and Assistant Secretary

Deanna Montoya

Vice President

Jeremy Newman

Vice President and Division Controller

Deborah S. Porter

Vice President and Division Controller

**Table of Contents**

<b>Name</b>	<b>Position</b>
Terri E. Robbins Caserman	Vice President of Human Resources
Steve Rowland	Vice President of Planning and Development
Rodney S. Singh	Vice President of Land Acquisition and Development
Jonathan R. Smith	Vice President of Purchasing
David Stearn	Vice President of Land Acquisition
Anthony J. Wyman	Vice President
Brenda L. Zalke	Vice President of California Region

**(83) Western Pacific Housing Management, Inc.**

<b>Name</b>	<b>Position</b>
Donald R. Horton	Chairman of the Board and Director
Donald J. Tomnitz	Vice Chairman, President and Chief Executive Officer
Samuel R. Fuller	Senior Executive Vice President
Bill W. Wheat	Executive Vice President and Chief Financial Officer
Stacey H. Dwyer	Executive Vice President and Treasurer
Ted I. Harbour	Senior Vice President and Assistant Secretary
Christopher J. Chambers	Vice President and Region President
Richard P. Ambrosini	Vice President and Division President
Stephen H. Fitzpatrick	Vice President and Division President
Glen D. Longarini	Vice President and Division President
Keith Alex	Vice President
Nicholas Arenson	Vice President of Land Acquisition and Forward Planning and Assistant Secretary
Richie R. Blogg	Vice President of Land Acquisition
Robert V. Brennan	Vice President and Assistant Secretary of Sales and Marketing
Robert A. Buckheister Jr.	Vice President Construction
M. Scott Clark	Vice President of Construction
Timothy F. Collity	Vice President and Director of Operations
R. Dale Eggleston	Vice President
Jane Y. Faulks	Vice President and Division Controller
Joan L. Fleming	Vice President
Jason E. Frank	Vice President and Region Chief Financial Officer
Lisa Frazier	Vice President, Financial Controller and Assistant Treasurer
Diane Galigher	Vice President of Sales and Marketing
Mark K. Higgins	Vice President
Frederick G. Holz	Vice President and Assistant Secretary
Charles P. Kalman	Vice President of Construction
Jimmy Luker	Vice President of Operations
William E. Mayer III	Vice President and Assistant Secretary
Mike T. Meyer	Vice President and Assistant Secretary
Deanna Montoya	Vice President
Jeremy Newman	Vice President and Division Controller
Deborah S. Porter	Vice President and Division Controller
Terri E. Robbins Caserman	Vice President of Human Resources
Rodney S. Singh	Vice President of Land Acquisition and Development

Jack Simpson

Vice President

Jonathan R. Smith

Vice President of Purchasing

David Stearn

Vice President of Land Acquisition

Brenda Zalke

Vice President of California Region

39

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**Table of Contents**

**(84) Western Pacific Housing-Antigua, LLC**

**Name Position**

None.

**(85) Western Pacific Housing-Aviara, L.P.**

**Name Position**

None.

**(86) Western Pacific Housing-Boardwalk, LLC**

**Name Position**

None.

**(87) Western Pacific Housing-Broadway, LLC**

**Name Position**

None.

**(88) Western Pacific Housing-Canyon Park, LLC**

**Name Position**

None.

**(89) Western Pacific Housing-Carmel, LLC**

**Name Position**

None.

**(90) Western Pacific Housing-Carrillo, LLC**

**Name Position**

None.

**(91) Western Pacific Housing-Communications Hill, LLC**

**Name Position**

None.

**(92) Western Pacific Housing-Copper Canyon, LLC**

**Name Position**

None.

**(93) Western Pacific Housing-Creekside, LLC**

**Name Position**

None.

40

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**Table of Contents**

**(94) Western Pacific Housing-Culver City, L.P.**

<b>Name</b>	<b>Position</b>
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None.

**(95) Western Pacific Housing-Del Valle, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(96) Western Pacific Housing-Lomas Verdes, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(97) Western Pacific Housing-Lost Hills Park, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(98) Western Pacific Housing-McGonigle Canyon, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(99) Western Pacific Housing-Mountaingate, L.P.**

<b>Name</b>	<b>Position</b>
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None.

**(100) Western Pacific Housing-Norco Estates, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(101) Western Pacific Housing-Oso, L.P.**

<b>Name</b>	<b>Position</b>
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None.

**(102) Western Pacific Housing-Pacific Park II, LLC**

<b>Name</b>	<b>Position</b>
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None.

**(103) Western Pacific Housing-Park Avenue East, LLC**

<b>Name</b>	<b>Position</b>
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None.

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None.

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None.

43

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**Table of Contents****5. Principal Owners of Voting Securities**

The following tables set forth information regarding each person owning 10% or more of an Applicant's voting securities as of May 5, 2008:

**(1) D.R. Horton, Inc.**

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
FMR Corp* 82 Devonshire Street Boston, Massachusetts 02109	Common Stock	46,950,295	14.91%

\* Based solely upon information contained in the most recently filed Schedule 13G/A of FMR Corp., filed with the SEC on February 14, 2008, reflecting beneficial ownership as of December 31, 2007. According to this Schedule 13G/A, FMR Corp. had sole voting power for 1,064,529 of these shares, no shared voting power, sole dispositive power for all 46,950,295 of these shares and no shared dispositive power. Additionally, according to the filing, Edward C. Johnson III, the chairman of FMR Corp., may be deemed to control

the shares held by  
FMR Corp.

**(2) C. Richard Dobson Builders, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	120	100%

**(3) CH Investments of Texas, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(4) CHI Construction Company**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Continental Homes, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(5) CHTEX of Texas, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(6) Continental Homes, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(7) Continental Homes of Texas, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
CHTEX of Texas, Inc. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(8) Continental Residential, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(9) D.R. Horton Emerald, Ltd.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows I, Ltd. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A



**Table of Contents****(10) D.R. Horton, Inc. Birmingham**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(11) D.R. Horton, Inc. Chicago**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(12) D.R. Horton, Inc. Denver**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(13) D.R. Horton, Inc. Dietz-Crane**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(14) D.R. Horton, Inc. Fresno**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(15) D.R. Horton, Inc. Greensboro**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(16) D.R. Horton, Inc. Gulf Coast**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(17) D.R. Horton, Inc. Jacksonville**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(18) D.R. Horton, Inc. Louisville**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(19) D.R. Horton, Inc. Minnesota**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(20) D.R. Horton, Inc. New Jersey**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(21) D.R. Horton, Inc. Portland**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(22) D.R. Horton, Inc. Sacramento**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(23) D.R. Horton, Inc. Torrey**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(24) D.R. Horton LA North, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(25) D.R. Horton Los Angeles Holding Company, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(26) D.R. Horton Management Company, Ltd.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows I, Ltd. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(27) D.R. Horton Materials, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(28) D.R. Horton OCI, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(29) D.R. Horton Schuler Homes, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**Table of Contents****(30) D.R. Horton Texas, Ltd.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows I, Ltd. 301 Commerce Street Fort Worth, Texas 76102 <b>(31) D.R. Horton VEN, Inc.</b>	General Partner	N/A	N/A

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(32) DRH Cambridge Homes, Inc.</b>	Common Stock	1,000	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. Sacramento 301 Commerce Street Fort Worth, Texas 76102 <b>(33) DRH Cambridge Homes, LLC</b>	Common Stock	1,000	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
DRH Cambridge Homes, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(34) DRH Construction, Inc.</b>	Sole Member	N/A	N/A

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(35) DRH Regrem VII, LP**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows I, Ltd. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(36) DRH Regrem VIII, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. Chicago 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(37) DRH Regrem XI, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(38) DRH Regrem XII, LP**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows I, Ltd. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(39) DRH Regrem XIII, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(40) DRH Regrem XIV, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(41) DRH Regrem XV, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(42) DRH Regrem XVI, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(43) DRH Regrem XVII, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(44) DRH Regrem XVIII, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(45) DRH Regrem XIX, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(46) DRH Regrem XX, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(47) DRH Regrem XXI, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(48) DRH Regrem XXII, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(49) DRH Regrem XXIII, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%



**Table of Contents****(50) DRH Regrem XXIV, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(51) DRH Regrem XXV, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(52) DRH Southwest Construction, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(53) DRH Tucson Construction, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(54) DRHI, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100,000	100%

**Table of Contents****(55) HPH Homebuilders 2000 L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(56) KDB Homes, Inc.</b>	General Partner	N/A	N/A

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(57) Meadows I, Ltd.</b>	Common Stock	100	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(58) Meadows II, Ltd.</b>	Common Stock	7,000	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(59) Meadows VIII, Ltd.</b>	Common Stock	1,000	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(60) Meadows IX, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(61) Meadows X, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(62) Melmort Co.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(63) Melody Homes, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(64) Schuler Homes of Arizona LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
SRHI, LLC 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**Table of Contents****(65) Schuler Homes of California, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(66) Schuler Homes of Oregon, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(67) Schuler Homes of Washington, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(68) Schuler Mortgage, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(69) Schuler Realty Hawaii, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**Table of Contents****(70) SGS Communities at Grande Quay, L.L.C.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Meadows IX, Inc. 301 Commerce Street Fort Worth, Texas 76102	Member	N/A	N/A

Meadows X, Inc. 301 Commerce Street Fort Worth, Texas 76102	Member	N/A	N/A
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**(71) SHA Construction LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
SRHI, LLC 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(72) SHLR of California, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	1,000	100%

**(73) SHLR of Colorado, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(74) SHLR of Nevada, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%



**Table of Contents****(75) SHLR of Utah, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(76) SHLR of Washington, Inc.</b>	Common Stock	100	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(77) SRHI LLC</b>	Common Stock	100	100%

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
SHLR of Nevada, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(78) SSHI LLC</b>	Sole Member	N/A	N/A

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
SHLR of Washington, Inc. 301 Commerce Street Fort Worth, Texas 76102 <b>(79) Vertical Construction Corporation</b>	Sole Member	N/A	N/A

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**Table of Contents****(80) Western Pacific Funding, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	999	99%

**(81) Western Pacific Housing Co., a California Limited Partnership**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(82) Western Pacific Housing, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(83) Western Pacific Housing Management, Inc.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Common Stock	100	100%

**(84) Western Pacific Housing-Antigua, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A



**Table of Contents****(85) Western Pacific Housing-Aviara, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager General Partner	N/A	N/A

**(86) Western Pacific Housing-Boardwalk, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(87) Western Pacific Housing-Broadway, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(88) Western Pacific Housing-Canyon Park, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(89) Western Pacific Housing-Carmel, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A



**Table of Contents****(90) Western Pacific Housing-Carrillo, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(91) Western Pacific Housing-Communications Hill, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(92) Western Pacific Housing-Copper Canyon, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(93) Western Pacific Housing-Creekside, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(94) Western Pacific Housing-Culver City, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street	Managing/General Partner	N/A	N/A



**Table of Contents****(95) Western Pacific Housing-Del Valle, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(96) Western Pacific Housing-Lomas Verdes, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A

**(97) Western Pacific Housing-Lost Hills Park, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A

**(98) Western Pacific Housing-McGonigle Canyon, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A

**(99) Western Pacific Housing-Mountaingate, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing General Partner	N/A	N/A



**Table of Contents****(100) Western Pacific Housing-Norco Estates, LLC**

<b>Name and Complete Mailing Address</b>	<b>Owned Title of Class</b>	<b>Amount Owned</b>	<b>% of Voting Owned Securities</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A

**(101) Western Pacific Housing-Oso, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Owned Title of Class</b>	<b>Amount Owned</b>	<b>% of Voting Owned Securities</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	General Partner	N/A	N/A

**(102) Western Pacific Housing-Pacific Park II, LLC**

<b>Name and Complete Mailing Address</b>	<b>Owned Title of Class</b>	<b>Amount Owned</b>	<b>% of Voting Owned Securities</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A

**(103) Western Pacific Housing-Park Avenue East, LLC**

<b>Name and Complete Mailing Address</b>	<b>Owned Title of Class</b>	<b>Amount Owned</b>	<b>% of Voting Owned Securities</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(104) Western Pacific Housing-Park Avenue West, LLC**

<b>Name and Complete Mailing Address</b>	<b>Owned Title of Class</b>	<b>Amount Owned</b>	<b>% of Voting Owned Securities</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A





**Table of Contents****(105) Western Pacific Housing-Playa Vista, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(106) Western Pacific Housing-Poinsettia, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing/General Partner	N/A	N/A

**(107) Western Pacific Housing-River Ridge, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(108) Western Pacific Housing-Robinhood Ridge, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager	N/A	N/A

**(109) Western Pacific Housing-Santa Fe, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing Member	N/A	N/A



**Table of Contents****(110) Western Pacific Housing-Scripps, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing/General Partner	N/A	N/A

**(111) Western Pacific Housing-Scripps II, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(112) Western Pacific Housing-Seacove, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing General Partner	N/A	N/A

**(113) Western Pacific Housing-Studio 528, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(114) Western Pacific Housing-Terra Bay Duets, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A



**Table of Contents****(115) Western Pacific Housing-Torrance, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(116) Western Pacific Housing-Torrey Commercial, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager	N/A	N/A

**(117) Western Pacific Housing-Torrey Meadows, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(118) Western Pacific Housing-Torrey Multi-Family, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(119) Western Pacific Housing-Torrey Village Center, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A



**Table of Contents****(120) Western Pacific Housing-Vineyard Terrace, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager Member	N/A	N/A

**(121) Western Pacific Housing-Windemere, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing, Inc. 301 Commerce Street Fort Worth, Texas 76102	Sole Member	N/A	N/A

**(122) Western Pacific Housing-Windflower, L.P.**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Managing/General Partner	N/A	N/A

**(123) WPH-Camino Ruiz, LLC**

<b>Name and Complete Mailing Address</b>	<b>Title of Class Owned</b>	<b>Amount Owned</b>	<b>% of Voting Securities Owned</b>
Western Pacific Housing Management, Inc. 301 Commerce Street Fort Worth, Texas 76102	Manager	N/A	N/A

**Table of Contents****UNDERWRITERS****6. Underwriters**

(a) The name and complete mailing address of each person who, within three years prior to the date of filing this application, acted as an underwriter of any securities of the Applicants which are outstanding on the date of filing this application is listed below, along with the title of each class of securities underwritten by the underwriter:

<b>Name and Address</b>	<b>Title of Class of Securities Underwritten</b>
UBS Securities LLC 677 Washington Boulevard Stamford, CT 06901	6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors  6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors
Banc of America Securities LLC 214 North Tryon 15 <sup>th</sup> Floor Charlotte, NC 28255	6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors  6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors
Wachovia Capital Markets, LLC 301 South College Street Charlotte, NC 28288-0604	6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors  6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors
BNP Paribas Securities Corp. 787 Seventh Avenue Floor 27 New York, NY 10019-6018	6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors  6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors
Caylon Securities (USA) Inc. 1301 Avenue of the Americas New York, NY 10019-6022	6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors  6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors



**Table of Contents****Name and Address      Title of Class of Securities Underwritten**

Greenwich Capital Markets, Inc.  
600 Steamboat Road  
Greenwich, CT  
06830

6% Senior Notes due 2011 of the Company, together with guarantees by the Guarantors

6.5% Senior Notes due 2016 of the Company, together with guarantees by the Guarantors

Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, NY 10013

5.375% Senior Notes due 2012 of the Company, together with guarantees by the Guarantors

(b) There is no proposed underwriter for the New Notes that are proposed to be offered in the connection with the Indenture that is qualified under this application.

**CAPITAL SECURITIES****7. Capitalization**

(a) The authorized and outstanding securities of the Company as of May 5, 2008 were as follows:

**(1) D.R. Horton, Inc.**

<b>Title of Class</b>	<b>Amount Authorized (Dollars in Millions)</b>	<b>Amount Outstanding (Dollars in Millions)</b>
Common Stock, par value \$0.01	1,000,000,000 shares	315,869,604 shares
Preferred Stock, par value \$0.10	30,000,000 shares	0
5% Senior Notes due 2009	\$200.0	\$200.0
8% Senior Notes due 2009	\$385.0	\$385.0
4.875% Senior Notes due 2010	\$250.0	\$250.0
9.75% Senior Subordinated Notes due 2010	\$150.0	\$113.5
6% Senior Notes due 2011	\$250.0	\$250.0
7.875% Senior Notes due 2011	\$200.0	\$200.0
5.375% Senior Notes due 2012	\$300.0	\$300.0
6.875% Senior Notes due 2013	\$200.0	\$200.0
5.875% Senior Notes due 2013	\$100.0	\$100.0
6.125% Senior Notes due 2014	\$200.0	\$200.0
5.625% Senior Notes due 2014	\$250.0	\$250.0
5.25% Senior Notes due 2015	\$300.0	\$300.0
5.625% Senior Notes due 2016	\$300.0	\$300.0
6.5% Senior Notes due 2016	\$500.0	\$500.0

**(2) C. Richard Dobson Builders, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	500 shares	120 shares



**Table of Contents****(3) CH Investments of Texas, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	100,000 shares	1,000 shares

**(4) CHI Construction Company\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	1,000 shares

**(5) CHTEX of Texas, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	100,000 shares	1,000 shares

**(6) Continental Homes, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$1.00	1,000 shares	100 shares

**(7) Continental Homes of Texas, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(8) Continental Residential, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

**(9) D.R. Horton Emerald, Ltd.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(10) D.R. Horton, Inc. Birmingham\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

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**Table of Contents****(11) D.R. Horton, Inc. Chicago\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(12) D.R. Horton, Inc. Denver\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(13) D.R. Horton, Inc. Dietz-Crane\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(14) D.R. Horton, Inc. Fresno\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(15) D.R. Horton, Inc. Greensboro\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(16) D.R. Horton, Inc. Gulf Coast\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(17) D.R. Horton, Inc. Jacksonville\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(18) D.R. Horton, Inc. Louisville\***

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, par value \$0.01	1,000 shares	1,000 shares

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**Table of Contents****(19) D.R. Horton, Inc. Minnesota\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	10,000 shares	1,000 shares

**(20) D.R. Horton, Inc. New Jersey\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(21) D.R. Horton, Inc. Portland\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(22) D.R. Horton, Inc. Sacramento\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(23) D.R. Horton, Inc. Torrey\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(24) D.R. Horton LA North, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(25) D.R. Horton Los Angeles Holding Company, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(26) D.R. Horton Management Company, Ltd.\***

<b>Title of Class</b>		<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	73	100%	100%

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**Table of Contents****(27) D.R. Horton Materials, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(28) D.R. Horton OCI, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(29) D.R. Horton Schuler Homes, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(30) D.R. Horton Texas, Ltd.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(31) D.R. Horton VEN, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(32) DRH Cambridge Homes, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(33) DRH Cambridge Homes, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(34) DRH Construction, Inc.\***

<b>Amount</b>	<b>Amount</b>
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<b>Title of Class</b>	<b>Authorized</b>	<b>Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

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**Table of Contents****(35) DRH Regrem VII, LP\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(36) DRH Regrem VIII, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(37) DRH Regrem XI, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(38) DRH Regrem XII, LP\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(39) DRH Regrem XIII, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(40) DRH Regrem XIV, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(41) DRH Regrem XV, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(42) DRH Regrem XVI, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

<b>Title of Class</b>	<b>Authorized</b>	<b>Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

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75

**Table of Contents****(43) DRH Regrem XVII, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(44) DRH Regrem XVIII, Inc. \***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(45) DRH Regrem XIX, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(46) DRH Regrem XX, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(47) DRH Regrem XXI, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(48) DRH Regrem XXII, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(49) DRH Regrem XXIII, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(50) DRH Regrem XXIV, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

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**Table of Contents****(51) DRH Regrem XXV, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	10,000 shares	1,000 shares

**(52) DRH Southwest Construction, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	1,000 shares	1,000 shares

**(53) DRH Tucson Construction, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	10,000 shares	1,000 shares

**(54) DRHI, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	200,000 shares	100,000 shares

**(55) HPH Homebuilders 2000 L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(56) KDB Homes, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$1.00	3,000 shares	100 shares

**(57) Meadows I, Ltd.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	10,000 shares	7,000 shares

**(58) Meadows II, Ltd.\***

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, par value \$0.01	10,000 shares	1,000 shares

77

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**Table of Contents****(59) Meadows VIII, Ltd.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01 <b>(60) Meadows IX, Inc.*</b>	1,000 shares	1,000 shares

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01 <b>(61) Meadows X, Inc.*</b>	100 shares	100 shares

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01 <b>(62) Melmort Co.*</b>	100 shares	100 shares

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value <b>(63) Melody Homes, Inc.*</b>	1,000 shares	100 shares

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01 <b>(64) Schuler Homes of Arizona LLC*</b>	1,000 shares	100 shares

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(65) Schuler Homes of California, Inc.*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value <b>(66) Schuler Homes of Oregon, Inc. *</b>	1,000 shares	100 shares

<b>Amount</b>	<b>Amount</b>
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<b>Title of Class</b>	<b>Authorized</b>	<b>Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

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78

**Table of Contents****(67) Schuler Homes of Washington, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

**(68) Schuler Mortgage, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, par value \$0.01	100 shares	100 shares

**(69) Schuler Realty Hawaii, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	25,000 shares	1,000 shares

**(70) SGS Communities at Grande Quay, L.L.C.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(71) SHA Construction LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(72) SHLR of California, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	1,000 shares

**(73) SHLR of Colorado, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

**(74) SHLR of Nevada, Inc.\***

<b>Amount</b>	<b>Amount</b>
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<b>Title of Class</b>	<b>Authorized</b>	<b>Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

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**Table of Contents****(75) SHLR of Utah, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

**(76) SHLR of Washington, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	1,000 shares	100 shares

**(77) SRHI LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(78) SSHI LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(79) Vertical Construction Corporation\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	100 shares	100 shares

**(80) Western Pacific Funding, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	100,000 shares	1,000 shares

**(81) Western Pacific Housing Co., a California Limited Partnership\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(82) Western Pacific Housing, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
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Common Stock, par value \$0.001	80	1,000 shares	100 shares
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**Table of Contents****(83) Western Pacific Housing Management, Inc.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Common Stock, no par value	10,000 shares	100 shares

**(84) Western Pacific Housing-Antigua, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(85) Western Pacific Housing-Aviara, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(86) Western Pacific Housing-Boardwalk, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(87) Western Pacific Housing-Broadway, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(88) Western Pacific Housing-Canyon Park, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(89) Western Pacific Housing-Carmel, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(90) Western Pacific Housing-Carrillo, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%





**Table of Contents**

**(91) Western Pacific Housing-Communications Hill, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(92) Western Pacific Housing-Copper Canyon, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(93) Western Pacific Housing-Creekside, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(94) Western Pacific Housing-Culver City, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(95) Western Pacific Housing-Del Valle, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(96) Western Pacific Housing-Lomas Verdes, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(97) Western Pacific Housing-Lost Hills Park, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(98) Western Pacific Housing-McGonigle Canyon, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%



**Table of Contents****(99) Western Pacific Housing-Mountaingate, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests <b>(100) Western Pacific Housing-Norco Estates, LLC*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(101) Western Pacific Housing-Oso, L.P.*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests <b>(102) Western Pacific Housing-Pacific Park II, LLC*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(103) Western Pacific Housing-Park Avenue East, LLC*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(104) Western Pacific Housing-Park Avenue West, LLC*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(105) Western Pacific Housing-Playa Vista, LLC*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests <b>(106) Western Pacific Housing-Poinsettia, L.P.*</b>	100%	100%

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%



**Table of Contents****(107) Western Pacific Housing-River Ridge, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(108) Western Pacific Housing-Robinhood Ridge, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(109) Western Pacific Housing-Santa Fe, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(110) Western Pacific Housing-Scripps, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(111) Western Pacific Housing-Scripps II, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(112) Western Pacific Housing-Seacove, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%

**(113) Western Pacific Housing-Studio 528, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(114) Western Pacific Housing-Terra Bay Duets, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%



**Table of Contents****(115) Western Pacific Housing-Torrance, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(116) Western Pacific Housing-Torrey Commercial, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(117) Western Pacific Housing-Torrey Meadows, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(118) Western Pacific Housing-Torrey Multi-Family, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(119) Western Pacific Housing-Torrey Village Center, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(120) Western Pacific Housing-Vineyard Terrace, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(121) Western Pacific Housing-Windemere, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%

**(122) Western Pacific Housing-Windflower, L.P.\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
Partnership Interests	100%	100%





**Table of Contents****(123) WPH-Camino Ruiz, LLC\***

<b>Title of Class</b>	<b>Amount Authorized</b>	<b>Amount Outstanding</b>
LLC Interests	100%	100%
* Guarantor of 5% Senior Notes due 2009, 8% Senior Notes due 2009, 4.875% Senior Notes due 2010, 9.75% Senior Subordinated Notes due 2010, 6% Senior Notes due 2011, 7.875% Senior Notes due 2011, 5.375% Senior Notes due 2012, 6.875% Senior Notes due 2013, 5.875% Senior Notes due 2013, 6.125% Senior Notes due 2014, 5.625% Senior Notes due 2014, 5.25% Senior Notes due 2015, 5.625% Senior Notes due 2016 and 6.5% Senior Notes due 2016.		

(b) Each share of common stock of an Applicant is entitled to one vote. The classes and amount of preferred stock of the Company have not yet been established.

**INDENTURE SECURITIES****8. Analysis of Indenture Provisions**

The New Notes will be issued under the Indenture dated as of June 9, 1997, as supplemented, among the Company, the Guarantors and American Stock Transfer & Trust Company (the New Notes Indenture). The following is a general analysis of certain provisions of the New Notes and is qualified in its entirety by reference to the New Notes Indenture filed as an exhibit hereto. The terms of the New Notes include those set forth in the New Notes Indenture and those made part of the New Notes Indenture by reference to the Trust Indenture Act of 1939, as amended, as in effect on the date of the New Notes Indenture. The New Notes will be guaranteed by all of the Company's existing and future restricted subsidiaries. The Company's restricted subsidiaries do not include its subsidiaries that are engaged in the financial services segment and several of its insignificant subsidiaries. Capitalized terms used below and not defined

herein have the meanings ascribed to such terms in the New Notes Indenture.

**(a) Events of Default; Withholding of Notice**

The following will be Events of Default under the New Notes Indenture:

(1) the failure by the Company to pay interest on any New Note when the same becomes due and payable and the continuance of any such failure for a period of 30 days;

(2) the failure by the Company to pay the principal or premium of any New Note when the same becomes due and payable at maturity, upon acceleration or otherwise;

(3) the failure by the Company or any Restricted Subsidiary to comply with any of its agreements or covenants in, or provisions of, the New Notes, the Guarantees or the New Notes Indenture and such failure continues for the period and after the notice specified below (except in the case of a default under covenants related to (i) the right of Holders of the New Notes to require the Company to repurchase all or part of the New Notes upon a Change in Control of the Company or (ii) the consolidation or merger of the Company or any Restricted Subsidiary with or into, or the sale, lease, conveyance or other disposal of all or substantially all of the assets of the Company or any Restricted Subsidiary to, another person, both of which will constitute Events of Default with notice but without passage of time);

(4) the acceleration of any Indebtedness (other than Non-Recourse Indebtedness) of the Company or any Restricted Subsidiary that has an outstanding principal amount of \$25 million or more, individually or in the aggregate, and such acceleration does not cease to exist, or such Indebtedness is not satisfied, in either case within 30 days after such acceleration;

**Table of Contents**

(5) the failure by the Company or any Restricted Subsidiary to make any principal or interest payment in an amount of \$25 million or more, individually or in the aggregate, in respect of Indebtedness (other than Non-Recourse Indebtedness) of the Company or any Restricted Subsidiary within 30 days of such principal or interest becoming due and payable (after giving effect to any applicable grace period set forth in the documents governing such Indebtedness);

(6) a final judgment or judgments that exceed \$25 million or more, individually or in the aggregate, for the payment of money having been entered by a court or courts of competent jurisdiction against the Company or any of its Restricted Subsidiaries and such judgment or judgments is not satisfied, stayed, annulled or rescinded within 60 days of being entered;

(7) the Company or any Restricted Subsidiary that is a Significant Subsidiary pursuant to or within the meaning of any Bankruptcy Law:

(A) commences a voluntary case,

(B) consents to the entry of an order for relief against it in an involuntary case,

(C) consents to the appointment of a Custodian of it or for all or substantially all of its property, or

(D) makes a general assignment for the benefit of its creditors;

(8) a court of competent jurisdiction enters an order or decree under any Bankruptcy Law that:

(A) is for relief against the Company or any Restricted Subsidiary that is a Significant Subsidiary as debtor in an involuntary case,

(B) appoints a Custodian of the Company or any Restricted Subsidiary that is a Significant Subsidiary or a Custodian for all or substantially all of the property of the Company or any Restricted Subsidiary that is a Significant Subsidiary, or

(C) orders the liquidation of the Company or any Restricted Subsidiary that is a Significant Subsidiary, and the order or decree remains unstayed and in effect for 60 days; or

(9) any Guarantee of a Guarantor which is a Significant Subsidiary ceases to be in full force and effect (other than in accordance with the terms of such Guarantee and the New Notes Indenture) or is declared null and void and unenforceable or found to be invalid or any Guarantor denies its liability under its Guarantee (other than by reason of release of a Guarantor from its Guarantee in accordance with the terms of the New Notes Indenture and the Guarantee).

A Default as described in subclause (3) above will not be deemed an Event of Default until American Stock Transfer & Trust Company (the Trustee) notifies the Company, or the Holders of at least 25% in principal amount of the then outstanding New Notes notify the Company and the Trustee, of the Default and (except in the case of a default under covenants related to (i) the right of Holders of the New Notes to require the Company to repurchase all or part of the New Notes upon a Change in Control of the Company or (ii) the consolidation or merger of the Company or any Restricted Subsidiary with or into, or the sale, lease, conveyance or other disposal of all or substantially all of the assets of the Company or any Restricted Subsidiary to, another person) the Company does not cure the Default within 60 days after receipt of the notice. The notice must specify the Default, demand that it be remedied and state that the notice is a Notice of Default. If such a Default is cured within such time period, it ceases.

If an Event of Default (other than an Event of Default with respect to the Company resulting from subclauses (7) or (8) above), shall have occurred and be continuing under the New Notes Indenture, the Trustee by

**Table of Contents**

notice to the Company, or the Holders of at least 25% in principal amount of the New Notes then outstanding by notice to the Company and the Trustee, may declare all New Notes to be due and payable immediately. Upon such declaration of acceleration, the amounts due and payable on the New Notes will be due and payable immediately. If an Event of Default with respect to the Company specified in subclauses (7) or (8) above occurs, such an amount will *ipso facto* become and be immediately due and payable without any declaration, notice or other act on the part of the Trustee and the Company or any Holder.

The Holders of a majority in principal amount of the New Notes then outstanding by written notice to the Trustee and the Company may waive any Default or Event of Default (other than any Default or Event of Default in payment of principal or interest) on the New Notes under the New Notes Indenture. Holders of a majority in principal amount of the then outstanding New Notes may rescind an acceleration and its consequence (except an acceleration due to nonpayment of principal or interest on the New Notes) if the rescission would not conflict with any judgment or decree and if all existing Events of Default (other than the non-payment of accelerated principal) have been cured or waived.

The Holders may not enforce the provisions of the New Notes Indenture, the New Notes or the Guarantees except as provided in the New Notes Indenture. Subject to certain limitations, Holders of a majority in principal amount of the New Notes then outstanding may direct the Trustee in its exercise of any trust or power, provided, however, that such direction does not conflict with the terms of the New Notes Indenture. The Trustee may withhold from the Holders notice of any continuing Default or Event of Default (except any Default or Event of Default in payment of principal or interest on the New Notes or that resulted from the failure to comply with the covenant regarding the right of Holders of the New Notes to require the Company to repurchase all or part of the New Notes upon a Change in Control of the Company) if the Trustee determines that withholding such notice is in the Holders' interest.

**(b) Authentication and Delivery of the Notes; Use of Proceeds**

The New Notes to be issued under the New Notes Indenture may be executed by manual or facsimile signature on behalf of the Company by any two of the following persons: the Chairman of the Board, the President, any Vice President, the Treasurer, the Controller or the Secretary of the Company (each, an Officer).

The Trustee will authenticate and make available for delivery New Notes for original issue, upon receipt of a certificate signed on behalf of the Company by two Officers or by an Officer and an Assistant Treasurer or an Assistant Secretary of the Company.

There will be no proceeds from the issuance of the New Notes because the New Notes will be exchanged for the Existing Notes.

**(c) Release and Substitution of Property Subject to the Lien of the Indenture**

The New Notes are unsecured obligations of the Company. As such, the New Notes are not secured by any lien on any property.

**(d) Satisfaction and Discharge of the Indenture**

The New Notes Indenture will generally cease to be of any further effect with respect to the New Notes, if (a) the Company has delivered to the Trustee for cancellation all outstanding New Notes (other than any New Notes that have been destroyed, lost or stolen and in lieu of or in substitution for which other New Notes shall have been authenticated and delivered), or (b) all New Notes not previously delivered to the Trustee for cancellation have become due and payable, and the Company has deposited with the Trustee as trust funds sufficient to pay all the outstanding New Notes, and if, in either case, the Company also pays or causes to be paid all other sums payable under the New Notes Indenture by it thereunder and delivers an Officers' Certificate and an Opinion of Counsel stating that all conditions precedent specified in the New Notes Indenture relating to the satisfaction and discharge of the New Notes Indenture have been complied with.

**Table of Contents**

The New Notes Indenture will permit the Company and the Guarantors to terminate all of their respective obligations under the New Notes Indenture, other than the obligation to pay interest on and the principal of the New Notes and certain other obligations, at any time by:

(1) depositing in trust with the Trustee, under an irrevocable trust agreement, money or U.S. government obligations in an amount sufficient to pay principal of and interest on the New Notes to their maturity, and

(2) complying with certain other conditions, including delivery to the Trustee of an opinion of counsel or a ruling received from the Internal Revenue Service to the effect that Holders will not recognize income, gain or loss for federal income tax purposes as a result of the Company's exercise of such right and will be subject to federal income tax on the same amount and in the same manner and at the same times as would have been the case otherwise.

In addition, the New Notes Indenture will permit the Company and the Guarantors to terminate all of their respective obligations under the New Notes Indenture (including the obligations to pay interest on and the principal of the New Notes and certain other obligations), at any time by:

(1) depositing in trust with the Trustee, under an irrevocable trust agreement, money or U.S. government obligations in an amount sufficient to pay principal of and interest on the New Notes to their maturity, and

(2) complying with certain other conditions, including delivery to the Trustee of an opinion of counsel or a ruling received from the Internal Revenue Service to the effect that Holders will not recognize income, gain or loss for federal income tax purposes as a result of the Company's exercise of such right and will be subject to federal income tax on the same amount and in the same manner and at the same times as would have been the case otherwise, which opinion of counsel is based upon a change in the applicable federal tax law since the Issue Date.

**(e) Evidence Required to be Furnished by the Company to the Trustee as to Compliance with the Conditions and Covenants Provided for in the Indenture**

The Company is required to deliver to the Trustee an annual statement regarding compliance with the New Notes Indenture, and include in such statement, if any Officer of the Company is aware of any Default or Event of Default, a statement specifying such Default or Event of Default and what action the Company is taking or proposes to take with respect thereto. In addition, the Company is required to deliver to the Trustee prompt written notice of the occurrence of any Default or Event of Default.

**9. Other Obligors**

No person, other than the Applicants, is an obligor of the New Notes.

The mailing address for each Applicant is 301 Commerce Street, Suite 500, Fort Worth, Texas 76102.

**Contents of Application for Qualification.** This application for qualification comprises:

(a) Pages numbered 1 to 97, consecutively.

(b) The statement of eligibility and qualification of each trustee under the indenture to be qualified (filed herewith as Exhibit 25.1).

**Table of Contents**

(c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of the trustee:

Exhibit T3A	Certificate of Amendment of Amended and Restated Certificate of Incorporation, as amended, of D.R. Horton, Inc., and the Amended and Restated Certificate of Incorporation, as amended, of D.R. Horton, Inc. (1)
Exhibit T3B	Amended and Restated Bylaws (2)
Exhibit T3C.1	Indenture, dated June 9, 1997, among the Company, the guarantors named therein, and American Stock Transfer & Trust Company, as trustee (3)
Exhibit T3C.2	Form of Twenty-Ninth Supplemental Indenture by and among the Company, the guarantors named therein and American Stock Transfer & Trust Company, as trustee *
Exhibit T3D	Not applicable
Exhibit T3E.1	Offering Memorandum and Consent Solicitation Statement *
Exhibit T3E.2	Form of Letter of Transmittal and Consent *
Exhibit T3E.3	Form of Letter to Brokers *
Exhibit T3F	Cross-reference sheet showing the location in the New Notes Indenture of the provisions inserted therein pursuant to Sections 310 through 318(a), inclusive of the Trust Indenture Act of 1939, as amended (4)
Exhibit 25.1	Statement of Eligibility and Qualification Under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee *

\* Filed herewith.

(1) Incorporated herein by reference from Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q /A for the quarter ended December 31, 2002, dated February 18, 2003 and filed with the SEC on February 18, 2003.

- (2) Incorporated herein by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K, dated May 1, 2008, filed with the SEC on May 6, 2008.
  
- (3) Incorporated herein by reference from Exhibit 4.1(a) to the Company's Registration Statement on Form S-3 (No. 333-27521), filed with the SEC on May 21, 1997.
  
- (4) Included as part of Exhibit T3C.1.

**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the applicant, D.R. Horton, Inc., and the co-applicants named below have duly caused this application to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth and State of Texas, on the 21st day of May, 2008.

**D.R. HORTON, INC.**

By: /s/ Bill W. Wheat

Name: Bill W. Wheat

Title: Executive Vice President and  
Chief Financial Officer

91

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**Table of Contents**

**GUARANTORS:**

**C. RICHARD DOBSON BUILDERS, INC.  
CH INVESTMENTS OF TEXAS, INC.  
CHI CONSTRUCTION COMPANY  
CHTEX OF TEXAS, INC.  
CONTINENTAL HOMES, INC.  
CONTINENTAL RESIDENTIAL, INC.  
D.R. HORTON, INC. BIRMINGHAM  
D.R. HORTON, INC. CHICAGO  
D.R. HORTON, INC. DENVER  
D.R. HORTON, INC. DIETZ-CRANE  
D.R. HORTON, INC. FRESNO  
D.R. HORTON, INC. GREENSBORO  
D.R. HORTON, INC. GULF COAST  
D.R. HORTON, INC. JACKSONVILLE  
D.R. HORTON, INC. LOUISVILLE  
D.R. HORTON, INC. MINNESOTA  
D.R. HORTON, INC. NEW JERSEY  
D.R. HORTON, INC. PORTLAND  
D.R. HORTON, INC. SACRAMENTO  
D.R. HORTON, INC. TORREY  
D.R. HORTON LA NORTH, INC.  
D.R. HORTON LOS ANGELES HOLDING COMPANY, INC.  
D.R. HORTON MATERIALS, INC.  
D.R. HORTON OCI, INC.  
D.R. HORTON VEN, INC.  
DRH CAMBRIDGE HOMES, INC.  
DRH CONSTRUCTION, INC.  
DRH REGREM XI, INC.  
DRH REGREM XIII, INC.  
DRH REGREM XIV, INC.  
DRH REGREM XV, INC.  
DRH REGREM XVI, INC.  
DRH REGREM XVII, INC.  
DRH REGREM XVIII, INC.  
DRH REGREM XIX, INC.  
DRH REGREM XX, INC.  
DRH REGREM XXI, INC.  
DRH REGREM XXII, INC.  
DRH REGREM XXIII, INC.  
DRH REGREM XXIV, INC.  
DRH REGREM XXV, INC.  
DRH SOUTHWEST CONSTRUCTION, INC.  
DRH TUCSON CONSTRUCTION, INC.  
DRHI, INC.  
KDB HOMES, INC.  
MEADOWS I, LTD.**

**MEADOWS II, LTD.**  
**MEADOWS VIII, LTD.**  
**MEADOWS IX, INC.**  
**MEADOWS X, INC.**  
**MELMORT CO.**  
**MELODY HOMES, INC.**  
**SCHULER HOMES OF CALIFORNIA, INC.**  
**SCHULER HOMES OF OREGON, INC.**

92

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**Table of Contents**

**SCHULER HOMES OF  
WASHINGTON, INC.  
SCHULER MORTGAGE, INC.  
SCHULER REALTY HAWAII, INC.  
SHLR OF CALIFORNIA, INC.  
SHLR OF COLORADO, INC.  
SHLR OF NEVADA, INC.  
SHLR OF UTAH, INC.  
SHLR OF WASHINGTON, INC.  
VERTICAL CONSTRUCTION  
CORPORATION  
WESTERN PACIFIC FUNDING,  
INC.  
WESTERN PACIFIC HOUSING,  
INC.  
WESTERN PACIFIC HOUSING  
MANAGEMENT, INC.**

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer  
93

---

**Table of Contents**

**CONTINENTAL HOMES OF TEXAS, L.P.**

By: CHTEX of Texas, Inc., its General Partner

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**D.R. HORTON MANAGEMENT COMPANY, LTD.**

**D.R. HORTON EMERALD, LTD.**

**D.R. HORTON TEXAS, LTD.**

**DRH REGREM VII, LP**

**DRH REGREM XII, LP**

By: Meadows I, Ltd., its General Partner

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**SGS COMMUNITIES AT GRANDE QUAY, L.L.C.**

By: Meadows IX, Inc., a Member

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

and

By: Meadows X, Inc., a Member

By: /s/ Bill W. Wheat  
Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**Table of Contents**

**DRH CAMBRIDGE HOMES, LLC  
DRH REGREM VIII, LLC**

By: D.R. Horton, Inc. Chicago, its Member

By: /s/ Bill W. Wheat  
Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

95

---

**Table of Contents**

**HPH HOMEBUILDERS 2000 L.P.**  
**WESTERN PACIFIC HOUSING CO., A CALIFORNIA LIMITED PARTNERSHIP**  
**WESTERN PACIFIC HOUSING-ANTIGUA, LLC**  
**WESTERN PACIFIC HOUSING-AVIARA, L.P.**  
**WESTERN PACIFIC HOUSING-BOARDWALK, LLC**  
**WESTERN PACIFIC HOUSING-BROADWAY, LLC**  
**WESTERN PACIFIC HOUSING-CANYON PARK, LLC**  
**WESTERN PACIFIC HOUSING-CARMEL, LLC**  
**WESTERN PACIFIC HOUSING-CARRILLO, LLC**  
**WESTERN PACIFIC HOUSING-COMMUNICATIONS HILL, LLC**  
**WESTERN PACIFIC HOUSING-COPPER CANYON, LLC**  
**WESTERN PACIFIC HOUSING-CREEKSIDE, LLC**  
**WESTERN PACIFIC HOUSING-CULVER CITY, L.P.**  
**WESTERN PACIFIC HOUSING-DEL VALLE, LLC**  
**WESTERN PACIFIC HOUSING-LOMAS VERDES, LLC**  
**WESTERN PACIFIC HOUSING-LOST HILLS PARK, LLC**  
**WESTERN PACIFIC HOUSING-MCGONIGLE CANYON, LLC**  
**WESTERN PACIFIC HOUSING-MOUNTAINGATE, L.P.**  
**WESTERN PACIFIC HOUSING-NORCO ESTATES, LLC**  
**WESTERN PACIFIC HOUSING-OSO, L.P.**  
**WESTERN PACIFIC HOUSING-PACIFIC PARK II, LLC**  
**WESTERN PACIFIC HOUSING-PARK AVENUE EAST, LLC**  
**WESTERN PACIFIC HOUSING-PARK AVENUE WEST, LLC**  
**WESTERN PACIFIC HOUSING-PLAYA VISTA, LLC**  
**WESTERN PACIFIC HOUSING-POINSETTIA, L.P.**  
**WESTERN PACIFIC HOUSING-RIVER RIDGE, LLC**  
**WESTERN PACIFIC HOUSING-ROBINHOOD RIDGE, LLC**  
**WESTERN PACIFIC HOUSING-SANTA FE, LLC**  
**WESTERN PACIFIC HOUSING-SCRIPPS, L.P.**  
**WESTERN PACIFIC HOUSING-SCRIPPS II, LLC**  
**WESTERN PACIFIC HOUSING-SEACOVE, L.P.**  
**WESTERN PACIFIC HOUSING-STUDIO 528, LLC**  
**WESTERN PACIFIC HOUSING-TERRA BAY DUETS, LLC**  
**WESTERN PACIFIC HOUSING-TORRANCE, LLC**  
**WESTERN PACIFIC HOUSING-TORREY COMMERCIAL, LLC**  
**WESTERN PACIFIC HOUSING-TORREY MEADOWS, LLC**  
**WESTERN PACIFIC HOUSING-TORREY MULTI-FAMILY, LLC**  
**WESTERN PACIFIC HOUSING-TORREY VILLAGE CENTER, LLC**  
**WESTERN PACIFIC HOUSING-VINEYARD TERRACE, LLC**  
**WESTERN PACIFIC HOUSING-WINDEMERE, LLC**  
**WESTERN PACIFIC HOUSING-WINDFLOWER, L.P.**  
**WPH-CAMINO RUIZ, LLC**

By: Western Pacific Housing Management,  
Inc.,  
its Manager, Member or General Partner

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

96

---

**Table of Contents**

**SCHULER HOMES OF ARIZONA LLC  
SHA CONSTRUCTION LLC**

By: SRHI LLC,  
its Member

By: SHLR of Nevada, Inc.  
its Member

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**D.R. HORTON-SCHULER HOMES, LLC**

By: Vertical Construction Corporation,  
its Manager

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**SRHI LLC**

By: SHLR of Nevada, Inc.,  
its Member

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer

**SSHI LLC**

By: SHLR of Washington, Inc.,  
its Member

By: /s/ Bill W. Wheat

Bill W. Wheat  
Executive Vice President and  
Chief Financial Officer



Attest: /s/ Thomas B. Montano

Name: Thomas B. Montano  
Title: Vice President