

WESTERN PACIFIC HOUSING TORREY MULTI FAMILY LLC

Form T-3

May 22, 2008

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**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**

Title of Class	Amount
9.75% Senior Notes due 2010	Up to \$113,500,000 aggregate principal amount
Approximate date of proposed public offering: As soon as practicable after the date of this Application for Qualification.	
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)	

***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.

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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.

Name of Co-Applicant	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
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

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Name of Co-Applicant	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
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

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Name of Co-Applicant	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
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

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Form of Letter to Brokers

Statement of Eligibility and Qualification

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

Name of Applicant	Form of Organization (a)	State of Organization (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

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Name of Applicant	Form of Organization (a)	State of Organization (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

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Name of Applicant	Form of Organization (a)	State of Organization (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

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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.

Name of Subsidiary	State of Incorporation or Organization
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. ^(a)	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 ^(b)	Maryland
Cypress Road, L.P. ^(a)	California
Desert Ridge Phase I Partners ^(a)	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

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Name of Subsidiary	State of Incorporation or Organization
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

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Name of Subsidiary	State of Incorporation or Organization
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. ^(c)	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. ^(d)	Texas
Germann & McQueen, L.L.C. ^(e)	Arizona
GP-Encore, Inc.	Arizona
Golden Fox LLC ^(a)	Colorado
Grande Realty Incorporated	New Jersey
Grande Title Agency, LLC ^(f)	New Jersey
Greywes, LLC ^(g)	California
HPH Homebuilders 1995 L.P.	California
HPH Homebuilders 1996 L.P.	California
HPH Homebuilders 2000 L.P.	California
Haskell Canyon Partners, L.P. ^(h)	California
Haskell Canyon Partners II, L.P. ^(h)	California
Iao Partners	Hawaii
Kaomalo LLC ^(a)	Hawaii
KDB Homes, Inc.	Delaware
Livermore Homebuilders L.P.	California
McQueen & Willis, LLC ⁽ⁱ⁾	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 ^(a)	Colorado
Metro Title, LLC ⁽ⁱ⁾	Virginia
Oakley-Avalon L.P.	California
Rielly Carlsbad LLC ^(a)	Delaware
Rielly Homes Madison, LLC ^(a)	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 ^(a)	New Jersey
SGS Communities at Grande Quay L.L.C	New Jersey

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Name of Subsidiary	State of Incorporation or Organization
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 ^(a)	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

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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. ^(a)	California
Western Pacific Housing-Windemere, LLC	Delaware
Western Pacific Housing-Windflower, L.P.	California
WPH-Camino Ruiz, LLC	Delaware
WPH-Copper Canyon, LLC ^(k)	Delaware
WPH-Copper Canyon II, LLC ^(a)	Delaware
WPHD/Camarillo, LLC	California
WPHD/Ventura, LLC ^(k)	California
WPH-Oxnard Coastal, LLC ^(a)	Delaware
2 C Development Company LLC ^(l)	California
3030 Management, Inc.	Delaware
91st Avenue & Happy Valley, L.L.C. ^(a)	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

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Name	Position
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

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Name	Position
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
(2) C. Richard Dobson Builders, Inc.	

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
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.**

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(4) CHI Construction Company

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
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.

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
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.**

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
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.

Name	Position
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None.

(8) Continental Residential, Inc.

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
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
Brenda L. Zalke

Vice President of Land Acquisition
Vice President of California Region

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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

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

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
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

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
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

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
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**

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
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

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
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

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

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

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

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Name	Position
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
(20) D.R. Horton, Inc.	New Jersey

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

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

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

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Name	Position
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
(23) D.R. Horton, Inc. Torrey	

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

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
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.**

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
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.

Name	Position
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None.

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

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
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

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

Name	Position
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
(29) D.R. Horton	Schuler Homes, LLC

Name	Position
None.	
(30) D.R. Horton	Texas, Ltd.

Name	Position
None.	
(31) D.R. Horton	VEN, Inc.

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
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

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(32) DRH Cambridge Homes, Inc.

Name	Position
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.

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
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.

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(37) DRH Regrem XI, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(38) DRH Regrem XII, LP

Name	Position
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None.

(39) DRH Regrem XIII, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(40) DRH Regrem XIV, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(41) DRH Regrem XV, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

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

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(43) DRH Regrem XVII, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(44) DRH Regrem XVIII, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(45) DRH Regrem XIX, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(46) DRH Regrem XX, Inc.

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

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Name	Position
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.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(48) DRH Regrem XXII, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(49) DRH Regrem XXIII, Inc.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President

(50) DRH Regrem XXIV, Inc.

Name	Position
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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

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

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
(52) DRH Southwest Construction, Inc.	

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
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
(53) DRH Tucson Construction, Inc.	

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
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

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

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
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

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Name	Position
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.

Name	Position
None.	

(56) KDB Homes, Inc.

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
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.

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

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

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Name	Position
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
(58) Meadows II, Ltd.	

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
(59) Meadows VIII, Ltd.	

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
(60) Meadows IX, Inc.	

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

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.**

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
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.

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
Mark C. Winter	Vice President

(63) Melody Homes, Inc.

Name	Position
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

Name	Position
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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

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Name	Position
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.

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
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.

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
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

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(67) Schuler Homes of Washington, Inc.

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
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.

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
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.

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
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.

Name	Position
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None.

(71) SHA Construction LLC

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

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Name	Position
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
(72) SHLR of California, Inc.	

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
R. Dale Eggleston	Vice President
Joan L. Fleming	Vice President
(73) SHLR of Colorado, Inc.	

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
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
(74) SHLR of Nevada, Inc.	

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
Frank T. Davis	Vice President and Division President
Christopher K. Barnette	Vice President and Assistant Secretary
Robert E. Coltin	Vice President and Assistant Secretary

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

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
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
(76) SHLR of Washington, Inc.	

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 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
(77) SRHI LLC	

Name	Position
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

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Name	Position
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

Name	Position
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

Name	Position
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.

Name	Position
Donald R. Horton	Director
Donald J. Tomnitz	Vice Chairman and Chief Executive Officer

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Name	Position
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

Name	Position
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None.

(82) Western Pacific Housing, Inc.

Name	Position
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

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Name	Position
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.

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
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

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None.

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

Name	Position
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None.

(95) Western Pacific Housing-Del Valle, LLC

Name	Position
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None.

(96) Western Pacific Housing-Lomas Verdes, LLC

Name	Position
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None.

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

Name	Position
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None.

(98) Western Pacific Housing-McGonigle Canyon, LLC

Name	Position
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None.

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

Name	Position
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None.

(100) Western Pacific Housing-Norco Estates, LLC

Name	Position
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None.

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

Name	Position
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None.

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

Name	Position
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None.

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

Name	Position
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None.

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None.

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None.

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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.

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

(3) CH Investments of Texas, Inc.

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

(4) CHI Construction Company

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

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

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

(6) Continental Homes, Inc.

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

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

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

(8) Continental Residential, Inc.

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

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

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
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**

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

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

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

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

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

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

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

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

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
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**

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

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

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

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

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

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

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

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

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
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**

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

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

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

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

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

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

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

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

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
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.**

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

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

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

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

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

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

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

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

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
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.**

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

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

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

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

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

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

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

(36) DRH Regrem VIII, LLC

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

(37) DRH Regrem XI, Inc.

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

(38) DRH Regrem XII, LP

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

(39) DRH Regrem XIII, Inc.

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

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

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

(41) DRH Regrem XV, Inc.

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

(42) DRH Regrem XVI, Inc.

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

(43) DRH Regrem XVII, Inc.

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

(44) DRH Regrem XVIII, Inc.

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

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

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

(46) DRH Regrem XX, Inc.

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

(47) DRH Regrem XXI, Inc.

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

(48) DRH Regrem XXII, Inc.

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

(49) DRH Regrem XXIII, Inc.

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

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(50) DRH Regrem XXIV, Inc.

Name and Complete Mailing Address	Title of Class Owned	Amount Owned	% of Voting Securities Owned
D.R. Horton, Inc. 301 Commerce Street Fort Worth, Texas 76102 (51) DRH Regrem XXV, Inc.	Common Stock	1,000	100%

Title of Class **% of Voting**