

CENTEX CORP  
Form 10-K  
May 21, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED  
MARCH 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD  
FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission File Number: 1-6776

CENTEX CORPORATION  
(Exact name of registrant as specified in its charter)

Nevada  
(State of incorporation)

75-0778259  
(I.R.S. Employer Identification No.)

2728 N. Harwood, Dallas, Texas  
75201  
(Address of principal executive offices)  
(Zip Code)

(214) 981-5000  
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock (\$ .25 par value)	New York Stock Exchange
Rights to Purchase Junior Participating Preferred Stock, Series D	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.

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

Large accelerated filer     Accelerated filer     Non-accelerated filer     Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

On September 30, 2008, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$2.01 billion based upon the last sale price reported for such date on the New York Stock Exchange. As of May 8, 2009, 124,483,451 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

As permitted by General Instruction G of Form 10-K, the information required by Part III of this Form 10-K is incorporated by reference, and will be included either in a definitive proxy statement or an amendment to this Form 10-K, which must be filed with the SEC no later than 120 days after the end of the fiscal year covered by this Form 10-K.

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FORM 10-K

March 31, 2009

TABLE OF CONTENTS

PART I

<u>Item 1.</u>	<u>Business</u>	1
<u>Item 1A.</u>	<u>Risk Factors</u>	9
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	19
<u>Item 2.</u>	<u>Properties</u>	19
<u>Item 3.</u>	<u>Legal Proceedings</u>	19
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	19
<u>Item 4A.</u>	<u>Executive Officers of the Registrant</u>	20

PART II

<u>Item 5.</u>	<u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	21
<u>Item 6.</u>	<u>Selected Financial Data</u>	23
<u>Item 7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	24
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	59
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	60
<u>Item 9.</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	104
<u>Item 9A.</u>	<u>Controls and Procedures</u>	104
<u>Item 9B.</u>	<u>Other Information</u>	106

PART III

<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	106
<u>Item 11.</u>	<u>Executive Compensation</u>	106
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	106
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	106
<u>Item 14.</u>	<u>Principal Accountant Fees and Services</u>	106

PART IV

<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedules</u>	107
<u>SIGNATURES</u>		114

Table of Contents

PART I

ITEM 1. BUSINESS

General Development of Business

Centex Corporation is a Nevada corporation. Our common stock, par value \$.25 per share, began trading publicly in 1969. Our common stock is currently traded on the New York Stock Exchange, or the NYSE. As of May 8, 2009, 124,483,451 shares of our common stock were outstanding. Any reference herein to we, us, our or the Company refers to Centex Corporation and its subsidiary companies or, if the context requires, the particular segment or unit of our business that is being discussed.

On April 7, 2009, Centex Corporation and Pulte Homes, Inc. (NYSE: PHM) entered into a definitive merger agreement pursuant to which Centex will merge with a wholly-owned subsidiary of Pulte, and survive the merger as a wholly-owned subsidiary of Pulte. Under the terms of the agreement, Centex stockholders will receive 0.975 shares of Pulte common stock for each share of Centex common stock they own. Upon closing of the transaction, Pulte stockholders will own approximately 68% of the combined company, and Centex stockholders will own approximately 32%. The transaction is subject to approval by Pulte and Centex stockholders and the satisfaction of customary closing conditions and regulatory approvals, including expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Pulte and Centex expect to complete the transaction in the third calendar quarter of 2009.

Since our founding in 1950 as a Dallas, Texas-based residential construction company, we expanded our business to include a broad range of activities related to construction, construction products and financing, but have more recently refocused our operations on residential construction and related activities, including mortgage financing to our homebuyers. As of March 31, 2009, our subsidiary companies operated in two principal lines of business: Home Building and Financial Services. We provide a brief overview of each line of business below, with a more detailed discussion of each line of business later in this section.

Home Building operations currently involve the construction and sale of detached and attached single-family homes. The land used for the construction of our homes is acquired through the purchase of finished or partially finished lots and through the purchase of raw land that must be developed.

Financial Services operations consist of mortgage lending and title insurance and settlement services. These activities include mortgage origination and other related services for homes sold by our subsidiaries and others. We have been in the mortgage lending business since 1973. Our mortgage lending and title insurance and settlement services provide our homebuyers with a streamlined home-closing and settlement process, which we believe is important to ensuring customer satisfaction in our homebuilding business.

Over the last several fiscal years, we have simplified our business portfolio as a result of a number of transactions. The following table summarizes these transactions over the last five fiscal years.

Business	Date	Description
Westwood Insurance	September 2008	We sold our property and casualty insurance agency operations, which were previously included in the Financial Services segment.

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Home Services	April 2008	We sold our home services operations, which were previously included in our Other segment.
Construction Services	March 2007	We sold our commercial construction operations, which were previously a separate reporting segment.
Home Equity	July 2006	We sold our sub-prime home equity lending operations, which were previously included in the Financial Services segment.
International Homebuilding	September 2005	We sold our international homebuilding operations, which were previously included in the Home Building segment.

Table of Contents

For all businesses sold in the table above, the results of operations and financial position of such businesses are reported as discontinued operations for all periods presented, with the exception of our property and casualty insurance operations which, historically, were not material. For additional information on our discontinued operations, please refer to Note (N), "Discontinued Operations," of the Notes to Consolidated Financial Statements.

Within our homebuilding operations, we determined that our operating segments are our divisions, which have been aggregated into four reporting segments. Our homebuilding operations, or Home Building, consist of the following reporting segments: East, Central, West and Other homebuilding. For a complete description of the states and markets in each of our homebuilding segments, please refer to the Home Building markets table later in this section.

Our mortgage lending and title insurance and settlement services represent one reporting segment, Financial Services.

Financial Information about Segments

Note (M), "Business Segments," of the Notes to Consolidated Financial Statements contains additional information about our business segments for fiscal years 2009, 2008 and 2007.

Description of Business

Beginning in fiscal year 2006, many U.S. housing markets began to experience a significant downturn. We believe the principal factors that have caused or are sustaining this downturn include: current economic conditions, including disruptions in the broader financial and credit markets and the current national economic recession, as evidenced by, among other things, high unemployment rates; declining homebuyer demand due to lower consumer confidence and an inability of many homebuyers to sell their existing homes, elevated levels of new and existing homes for sale, including the impact of increases in residential foreclosures; reduced availability and stricter terms of mortgage financing due to the significant mortgage market disruptions and tightened credit standards for homebuyers; and pricing pressures resulting from a variety of factors, including the decision of homebuilders to offer significant discounts and sales incentives to liquidate unsold inventories of new homes. These factors have had a significant negative impact on the homebuilding and mortgage finance industries and on our business and results of operations.

HOME BUILDING

The business of Home Building consists of constructing and selling detached and attached single-family homes. The land used for the construction of our homes is acquired through the purchase of finished or partially finished lots and through the purchase of raw land that must be developed. In fiscal year 2009, approximately 81% of the homes closed were single-family, detached homes.

Table of Contents

## Markets

Home Building follows a strategy of maximizing its relative market share in those local markets that reward market leaders and provide the highest potential returns. We participate in a wide variety of geographically and economically diverse markets that may fluctuate year to year. As of March 31, 2009, Home Building had substantive homebuilding operations in 75 market areas located in 22 states and the District of Columbia. Each active market is listed below within the reporting segment to which it belongs.

Segment	States	Markets	States and Markets (continued)	
East	Florida	Cape Coral/Ft. Myers	New Jersey Edison	
		Jacksonville	Newark/Union	
		Naples/Marco Island	New York/Wayne/White Plains	
		Orlando	Trenton/Ewing	
		Port St. Lucie/Ft. Pierce	North Carolina Burlington	
		Punta Gorda	Charlotte/Gastonia/Concord	
		Sarasota/Bradenton/Venice	Durham	
		Tampa/St. Petersburg/Clearwater	Raleigh/Cary	
		Vero Beach	Wilmington	
		West Palm Beach/Boca Raton/ Boynton Beach	South Carolina Charleston/N. Charleston Myrtle Beach/Conway/ N. Myrtle Beach	
	Georgia Atlanta/Sandy Springs/Marietta Savannah	Virginia Richmond		
	Maryland Bethesda/Frederick/Gaithersburg Washington, D.C./Arlington/Alexandria	Virginia Beach/Norfolk/ Newport News		
	Central	Colorado	Denver/Aurora	Minnesota Minneapolis/St. Paul/Bloomington
			Ft. Collins/Loveland	Rochester
			Greeley	Missouri St. Louis
Illinois Chicago/Naperville/Joliet		Tennessee Nashville/Davidson/ Murfreesboro		
Indiana Indianapolis		Texas Austin/Round Rock		
Michigan		Ann Arbor	Dallas/Plano/Irving	
		Detroit/Livonia/Dearborn	Ft. Worth/Arlington	
		Flint	Houston/Baytown/Sugar Land	
		Monroe	Killeen/Temple/Ft. Hood	
		Warren/Farmington Hills/Troy		

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West	Arizona	Phoenix/Mesa	Hawaii	San Antonio
	California	Bakersfield	Honolulu	
		El Centro	Nevada	Las Vegas/Paradise
		Fresno		Reno/Sparks
		Hanford/Corcoran	New Mexico	Albuquerque
		Los Angeles/Long Beach/Glendale		Santa Fe
		Merced	Oregon	Portland/Vancouver/Beaverton
		Modesto	Washington	Seattle/Bellevue/Everett
		Oakland/Fremont/Hayward		Tacoma
		Oxnard/Thousand Oaks/Ventura		
		Riverside/San Bernardino/Ontario		
		Sacramento/Arden/Arcade/Roseville		
		San Diego/Carlsbad/San Marcos		
		San Luis Obispo/Paso Robles		
		Santa Ana/Anaheim/Irvine		
		Santa Barbara/Santa Maria/Goleta		
		Stockton		
		Visalia/Porterville		
		Yuba City		

Other homebuilding Other homebuilding includes certain resort/second home projects in Florida that we plan to build out and liquidate, and holding companies. In addition, Other homebuilding includes amounts consolidated under the caption “land held under option agreements not owned” and capitalized interest for all regions.

Table of Contents

In fiscal year 2009, Home Building closed the sale of 14,434 homes, including first-time, move-up and, in some markets, luxury homes, ranging in price from \$39,000 to \$3.0 million. The average revenue per unit in fiscal year 2009 was \$247,900.

We believe that our business requires in-depth knowledge of each market in order to acquire land in desirable locations, to procure labor and materials, to anticipate consumer preferences and to assess the regulatory environment. Our organizational structure is designed to utilize local market expertise. Additionally, we believe our business requires strong corporate and regional leadership to approve land acquisitions, to procure labor and materials on a national or regional basis when available and to develop, deploy and measure our core business practices. Our regional and corporate structures are designed to develop and leverage these core competencies.

Our neighborhood development process generally consists of three phases: land acquisition, land development and home construction and sale. Generally, we seek to acquire land that is properly zoned and is either ready for development or, to some degree, already developed. We acquire land only after we have completed appropriate due diligence and typically after we have obtained the rights or entitlements to begin development. Before we acquire lots or tracts of land, we will, among other things, complete a feasibility study, which includes soil tests, independent environmental studies and other engineering work, and evaluate the status of necessary zoning and other governmental entitlements required to develop and use the property for home construction. Although we purchase and develop land or lots primarily to support our homebuilding activities, we also sell land or lots to investors and other developers and homebuilders.

Our goal is to own less than two years' supply of land and to control, through option agreements, approximately two more years of land that we can acquire over specified time periods or, in certain cases, as the land or lots are needed. At March 31, 2009, Home Building owned 57,289 lots and had options to purchase 7,045 lots. This is considerably less than the 70,222 owned lots and 18,147 optioned lots we held at March 31, 2008. We are transitioning to a strategy that emphasizes the purchase of finished lots on more of a "just-in-time basis" and away from a strategy where we acquire raw land and undertake all development work. In addition, Home Building has entered into joint ventures with other builders and developers for some land acquisition and development. For additional discussion of our lot option agreements and participation in joint ventures, see Note (C), "Inventories," and Note (G), "Commitments and Contingencies," of the Notes to Consolidated Financial Statements.

Following the purchase of land and, if necessary, the entitlement and development process, we begin to market, sell and construct homes. Substantially all of our construction work is performed by independent contractors. Home Building is transitioning to an operating model of primarily constructing homes from a sold backlog. This operating model will provide more predictable scheduling of independent contractors that will eventually result in increased efficiency and improved profitability.

We market and sell our homes through commissioned employees and independent real estate brokers. We typically conduct home sales from sales offices located in furnished model homes in each neighborhood. Our sales personnel assist prospective homebuyers by providing them with floor plans, price information, tours of the neighborhood and model homes and assisting them with the selection of upgrades and options. As market conditions warrant, we may provide potential homebuyers with a variety of incentives, including discounts and free upgrades, to remain competitive.

Our growth strategy for Home Building has been focused primarily on organically growing our relative market share in those local markets that reward market leaders and provide the highest potential returns. To a lesser extent, we have previously also grown through the acquisition of other homebuilding companies. There have been no acquisitions of homebuilding companies in the last five fiscal years.

Home Building sells its homes principally under the Centex name and, in certain markets, under a variety of other brand names including several from previous acquisitions. Fox & Jacobs, one of our brand names, primarily markets to first-time buyers. Centex Homes primarily markets its homes to first-time and move-up buyers.

Table of Contents

The tables below summarize by reporting segment Home Building units closed, sales orders and backlog units for the five most recent fiscal years.

## Units Closed:

	2009	For the Years Ended March 31,			
		2008	2007	2006	2005
East	4,621	8,334	11,606	13,164	10,296
Central	5,930	10,306	12,766	13,851	12,577
West	3,847	8,211	10,512	10,763	8,788
Other homebuilding	36	351	901	1,454	1,726
	14,434	27,202	35,785	39,232	33,387
Average Revenue Per Unit (in 000's)	\$ 248	\$ 277	\$ 308	\$ 304	\$ 270

## Sales Order (in Units):

	2009	For the Years Ended March 31,			
		2008	2007	2006	2005
East	3,923	7,505	8,521	12,085	12,255
Central	4,636	9,586	11,992	13,619	12,703
West	2,274	7,406	8,431	11,262	9,800
Other homebuilding	33	160	105	1,064	1,804
	10,866	24,657	29,049	38,030	36,562

## Backlog Units:

	2009	For the Years Ended March 31,			
		2008	2007	2006	2005
East	1,750	2,448	3,277	6,362	7,441
Central	1,661	2,955	3,989	4,763	4,995
West	767	2,340	3,173	5,254	4,755
Other homebuilding	-	3	212	1,008	1,398
	4,178	7,746	10,651	17,387	18,589
Backlog Value (in millions)	\$ 999	\$ 2,016	\$ 3,176	\$ 5,774	\$ 5,941

For each unit in backlog, we have received a signed customer contract and a customer deposit, which is refundable under certain circumstances. The backlog units included in the table above are net of known cancellations. Cancellations occur for a variety of reasons, including a customer's inability to obtain financing, customer relocations or other customer financial hardships. Average cancellation rates for the years ended March 31, 2009 and 2008 were 35.4% and 32.1%, respectively. Substantially all of the orders in sales backlog as of March 31, 2009 are scheduled to close during fiscal year 2010.

## Competition and Other Factors

The homebuilding industry is highly competitive and fragmented. Traditionally, competition in the industry has occurred at a local level among national, regional and local homebuilders. The prolonged downturn in the homebuilding industry has significantly impacted competition among the homebuilders. The excess supply of homes for sale and the need for builders to generate cash have caused homebuilders and other home sellers to reduce prices. This increased competition has also resulted in increases in discounts and sales incentives, including increases in seller-paid financing and closing costs, and increases in sales commissions to help stimulate sales and close homes. We believe the increased competition in the homebuilding industry affected all categories of builders, but has had a disproportionate effect on smaller homebuilders that may not be capitalized as well as most of the large homebuilders. The top ten builders in calendar year 2008 accounted for approximately 21% of the nation's new housing stock. We believe we ranked third in the largest homebuilders in the United States at March 31, 2009, based on publicly reported homebuilding revenues for the most recent twelve-month period for which information is available. Our operations

Table of Contents

accounted for an estimated 3% of new homes sold in the United States for the twelve months ended March 31, 2009. We calculate our market share by dividing our new home sales by the total single family new home sales as reported by the U. S. Census Bureau. Our top four competitors based on revenues for their most recent fiscal year-end are as follows (listed alphabetically): D. R. Horton, Inc., Lennar Corporation, NVR, Inc. and Pulte Homes, Inc. The main competitive factors affecting our operations are location/market, sales price, availability of mortgage financing for customers, construction costs, design and quality of homes, customer service, marketing expertise, availability of land, price of land and reputation. We believe that Home Building competes effectively by building a high quality home, and responding to the specific demands of each market by managing operations at a local level.

We conduct targeted market research to identify what features, amenities and options will be attractive to prospective customers and whether we can satisfy their preferences profitably. Customer preferences can vary across geographical regions and even within them, and can change over time in response to personal or regional factors (such as the interest in some markets for housing with high energy efficiency or for housing located near public transportation) and to changes in economic conditions, such as affordability of housing and availability of financing, which can lead customers to accept smaller or attached housing despite a preference for larger or detached housing. We also use market research techniques to quantify housing supply and demand in a particular market and use this information to guide our strategy for meeting customer demand in the market.

We have responded to the downturn in the industry by adjusting certain of our product offerings and marketing efforts. To simplify our business, reduce costs and offer products that homebuyers can afford, we have reduced the number of floor plans offered across our neighborhoods, reduced the number of available options and upgrades, and in many cases, reduced the size of our homes.

The homebuilding industry will continue to be affected by changes in national and local economic conditions, the supply of new and existing homes for sale, job growth, long-term and short-term interest rates, availability of mortgage products, consumer confidence, governmental policies, zoning restrictions and, to a lesser extent, changes in property taxes, energy costs, federal income tax laws, federal mortgage financing programs and various other demographic factors. The political and economic environments affect both the demand for housing constructed and the subsequent cost of financing. Unexpected weather conditions, such as unusually heavy or prolonged rain or snow, or hurricanes, may affect operations in certain areas.

The homebuilding industry is subject to extensive regulation. Home Building and its contractors must comply with various federal, state and local laws and regulations, including worker health and safety, zoning and land entitlement, building standards, advertising, consumer credit rules and regulations and the extensive and changing federal, state and local laws, regulations and ordinances governing the protection of the environment, including laws related to erosion and storm water pollution control and the protection of endangered species and waters of the United States. We are also subject to other rules and regulations in connection with our construction and sales activities, including requirements as to incorporated building materials and building designs, such as requirements for the use of energy efficient materials or designs. While these regulatory requirements are generally applicable to all regions in which we operate, regulations in coastal markets tend to be more extensive. All of these regulatory requirements are applicable to all homebuilding companies, and, to date, compliance with these requirements has not had a material impact on Home Building. We believe that we are in compliance with these requirements in all material respects.

We purchase materials, land and services from numerous sources. The principal raw materials required for home construction include concrete and wood products. In addition, we use a variety of other building materials, including roofing, gypsum, insulation, plumbing, and electrical components in the homebuilding process. We attempt to maintain efficient operations by utilizing standardized materials available from a variety of sources. A number of our vendor purchase agreements also allow us to leverage our volume through quantity purchase discounts for the

purchasing of a number of product categories. We use many contractors in our various markets and are not dependent on any single contractor.

#### FINANCIAL SERVICES

Our Financial Services operations include mortgage lending and other related services for purchasers of homes sold by our homebuilding operations and title insurance and settlement services.

We established the predecessor of CTX Mortgage Company, LLC to provide mortgage financing for homes built by Home Building. By opening mortgage offices in Home Building housing markets, we have been able to provide mortgage financing for an average of 78% of Home Building non-cash unit sales over the past five years and for 84% of such closings in fiscal year 2009. In 1985, we expanded our mortgage operations to include the origination

Table of Contents

of mortgage loans that are not associated with the sale of homes built by us. We refer to mortgage financing for homes built by Home Building as Builder loans, and to mortgage financing for homes built by others, loans for existing homes and loans to refinance existing mortgages as Retail loans.

As a result of the significant disruptions in the mortgage markets and the related reductions in the mortgage market liquidity, during fiscal year 2006, we began to focus our mortgage operations on Builder loans to support Home Building. Retail mortgage originations represented approximately 44.4%, 54.8% and 53.0% of total mortgage originations during the fiscal years ended March 31, 2009, 2008, and 2007, respectively. During July 2008, Financial Services made the decision to cease the origination of Retail loans. Financial Services, which originally operated approximately 80 retail branches, ceased originating Retail loans during the fourth quarter of fiscal year 2009, and the wind-down was completed as of March 31, 2009. Due to the closure of our retail branch locations, we transitioned our mortgage operations to a centralized production model. The elimination of substantially all Retail loans, as well as the implementation of a centralized production model, may have a negative impact on Financial Services operating results.

At March 31, 2009, Financial Services originated Builder loans from 37 offices licensed in 22 states.

The following table shows the unit breakdown of Builder and Retail loans for the five years ended March 31, 2009:

	For the Years Ended March 31,				
	2009	2008	2007	2006	2005
Loan Types (originations):					
Builder	11,230	20,431	27,141	27,364	22,517
Retail	8,970	24,729	30,638	43,319	44,816
	20,200	45,160	57,779	70,683	67,333
Origination Volume (in millions)	\$ 4,137.8	\$ 9,991.3	\$ 13,826.0	\$ 15,827.4	\$ 13,039.0
Percent of Home Building					
Closings Financed (1)	84%	79%	80%	75%	73%

(1)Excludes non-financed cash-only closings.

We provide mortgage origination and other mortgage-related services for Federal Housing Administration (FHA) loans, Department of Veterans' Affairs (VA) loans and conventional loans. Our loans are generally first-lien mortgages secured by the home. Substantially all of our loans qualify for inclusion in programs sponsored by the Government National Mortgage Association (GNMA), the Federal National Mortgage Association (FNMA), or the Federal Home Loan Mortgage Corporation (FHLMC). Loans qualifying for inclusion in FNMA or FHMLC sponsored programs are known in the industry as conforming loans. The remainder of the loans is either pre-approved and individually underwritten by us or by private investors who subsequently purchase the loans, or is funded by private investors who pay a broker fee to us for broker services rendered.

Financial Services revenues and operating earnings are derived primarily from the sale of mortgage loans, together with related servicing rights, broker fees, title insurance and settlement services, interest income and other fees. For substantially all mortgage loans originated, we sell our right to service the mortgage loans and retain no residual interests.

Generally, our business strategy is to originate and sell loans rather than hold them, which reduces our capital investment and related risks. Until the second quarter of fiscal year 2008, mortgage loans held for sale were primarily funded by CTX Mortgage Company, LLC's sale of substantially all the mortgage loans it originated to Harwood Street Funding I, LLC, which we refer to as HSF-I. Following unprecedented disruptions in the mortgage markets during the second quarter of fiscal year 2008, CTX Mortgage Company, LLC discontinued sales of mortgage loans to HSF-I, and is now relying on committed bank warehouse credit facilities to provide funding for its loan originations. In November 2007, we terminated HSF-I and all of its outstanding obligations were redeemed. HSF-I was a variable interest entity of which we were the primary beneficiary, and it was consolidated in our financial statements.

Financial Services also holds other mortgage loans, including performing and nonperforming construction loans and other nonperforming mortgage loans. During the year ended March 31, 2008, Financial Services ceased originating new construction loans; however, it intends to fulfill its existing funding commitments, which were \$1.2 million at March 31, 2009.

## Table of Contents

We offer title agent, title underwriting, closing and other settlement services in 23 states under the Commerce Title name, including Commerce Title Company, Commerce Title Agency and Commerce Title Insurance Company.

### Competition and Other Factors

The financial services industry in the United States is highly competitive. Financial Services competes with the mortgage banking subsidiaries of large commercial banks, mortgage companies, and savings and other financial institutions to supply mortgage financing at attractive rates to homebuyers. Key competitive factors among industry participants are varied and include convenience in obtaining a loan, customer service, marketing and distribution channels, amount and term of the loan, loan origination fees and interest rates. Any increase in competition may lower the rates we can charge borrowers, thereby potentially reducing gain on future loan sales. Our title operations compete with other providers of title products to sell their products to purchasers of our homes, as well as to the general public. Many of these competitors have greater resources than we do.

Many mortgage lenders have ceased or severely restricted operations due to the continued disruptions in the mortgage markets during the last two fiscal years. The continued decline in homebuyer demand has also reduced the population of potential mortgage customers. In addition, the disruptions in the mortgage and credit markets eliminated the ability of most mortgage lenders to sell nonconforming mortgage loans as there are few investors willing to accept the risks associated with these loan products. As a result, most mortgage lenders limit their mortgage loan originations to conforming loan products.

Financial Services operations are subject to extensive federal and state regulations, as well as rules and regulations of, and examinations by, FNMA, FHLMC, FHA, VA, the Department of Housing and Urban Development, or HUD, GNMA and state regulatory authorities with respect to originating, processing, underwriting, making and selling loans and providing title products. In addition, there are other federal and state statutes and regulations affecting such activities. These rules and regulations, among other things, impose licensing obligations on our Financial Services operations, specify standards for origination procedures, establish eligibility criteria for mortgage loans, provide for inspection and appraisals of properties, regulate payment features and, in some cases, fix maximum interest rates, fees, loan amounts and premiums for title insurance. Certain of our Financial Services operations are required to maintain specified net worth levels and submit annual audited financial statements to HUD, VA, FNMA, FHLMC, GNMA and some state regulators.

As an approved FHA lender, CTX Mortgage Company, LLC is subject to examination by the Federal Housing Commissioner at all times to ensure compliance with FHA regulations, policies and procedures. Our title operations are subject to examination by state authorities. Mortgage origination activities are subject to the Equal Credit Opportunity Act, the Fair Housing Act, the Fair Credit Reporting Act, the Federal Truth-In-Lending Act, the Real Estate Settlement Procedures Act, the Riegle Community Development and Regulatory Improvement Act, the Home Ownership and Equity Protection Act and regulations promulgated under such statutes, as well as other federal and state consumer credit laws. These statutes prohibit discrimination and unlawful kickbacks and referral fees and require the disclosure of certain information to borrowers concerning credit and settlement costs. Many of these regulatory requirements seek to protect the interest of consumers, while others protect the owners or insurers of mortgage loans. Failure to comply with these requirements can lead to loss of approved status, demands for indemnification or loan repurchases from investors, lawsuits by borrowers (including class actions), administrative enforcement actions and, in some cases, rescission or voiding of the loan by the consumer.

### EMPLOYEES

The following table presents a breakdown of our employees:

	As of March 31,		
	2009	2008	2007
Home Building	1,568	4,143	6,668
Financial Services	529	1,920	2,787
Corporate	366	467	464
Discontinued Operations	-	-	1,499
Total	2,463	6,530	11,418

Table of Contents

NYSE AND SEC CERTIFICATIONS

We submitted our 2008 Annual CEO Certification to the New York Stock Exchange on August 5, 2008. The certification was not qualified in any respect. Additionally, we filed with the Securities and Exchange Commission, or SEC, as exhibits to our Form 10-K for the year ended March 31, 2008, the CEO and CFO certifications required under Section 302 of the Sarbanes-Oxley Act.

AVAILABLE INFORMATION

Anyone seeking information about our business operations and financial performance can receive copies of our Annual Report to Stockholders, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports and other documents filed with the SEC, without charge, by contacting our Investor Relations office at (214) 981-5000; by writing to Centex Corporation, Investor Relations, P.O. Box 199000, Dallas, Texas 75219 or via email at [ir@centex.com](mailto:ir@centex.com). In addition, copies of all filings with the SEC, news releases and quarterly earnings announcements, including live audio and replays of recent quarterly earnings web casts, can be accessed free of charge on our web site (<http://www.centex.com>). We make copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, or Exchange Act, available on our web site as soon as reasonably practicable after we electronically file the material with, or furnish it to, the SEC. To retrieve any of this information, go to <http://www.centex.com>, select "Investors" and select "Financials," and then select "SEC Filings." Our web site also includes our Corporate Governance Guidelines, The Centex Way (our Code of Business Conduct and Ethics) and the charters for the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation and Management Development Committee of our Board of Directors. Each of these documents is also available in print to any stockholder who requests a copy by addressing a request to Centex Corporation, attention: Corporate Secretary, 2728 N. Harwood, Dallas, Texas 75201. The reference to our web site is merely intended to suggest where additional information may be obtained by investors, and the materials and other information presented on our web site are not incorporated in and should not otherwise be considered part of this Report.

ITEM 1A. RISK FACTORS

The foregoing discussion of our business and operations should be read together with the risk factors set forth below. They describe various risks and uncertainties to which we are or may become subject, many of which are outside of our control. These risks and uncertainties, together with other factors described elsewhere in this Report, have affected, or may in the future affect, our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner.

HOMEBUILDING MARKET AND ECONOMIC RISKS

The homebuilding industry is undergoing a significant downturn; this downturn has had a material adverse effect on our business and results of operations and is expected to continue through fiscal year 2010.

Beginning in fiscal year 2006, the U.S. housing industry began to experience a significant downturn, which directly affected and continues to have a material adverse effect on our business, financial condition and results of operations. We believe the principal factors that have caused or are sustaining this downturn include each of the following:

current economic conditions, including disruptions in the broader financial and credit markets and the current national economic recession, as evidenced by, among other things, high unemployment rates, which were 8.5% in March 2009, a level last seen in 1983,

declining homebuyer demand due to lower consumer confidence and an inability of many homebuyers to sell their existing homes,

elevated levels of new and existing homes for sale, including the impact of increases in residential foreclosures, which are expected to continue for the foreseeable future,

reduced availability and stricter terms of mortgage financing due to the significant mortgage market disruptions, and tightened credit standards for homebuyers, and

pricing pressures resulting from a variety of factors, including the decision of homebuilders to offer significant discounts and sales incentives to liquidate unsold inventories of new homes.

Table of Contents

These conditions led to, among other things, (i) substantial decreases in our homebuilding revenues, (ii) significant land-related impairments, (iii) joint ventures' impairments, (iv) goodwill impairments, and (v) write-offs of land deposits and pre-acquisition costs. As a result, our homebuilding operations incurred substantial losses and are likely to continue to do so. Any worsening of market conditions in the homebuilding industry would have a further material adverse effect on our business and results of operations.

The market value of land is subject to significant fluctuations, which have resulted in significant impairments and write-offs in our land holdings and may continue to do so.

The risk of owning land can be substantial for homebuilders. There is often a significant lag time between when we acquire land for development and when we sell homes in neighborhoods we have planned, developed and constructed. Inventory carrying costs for land can be significant and can result in reduced margins or losses in a poorly performing project or market. In addition, the market value of land, finished lots and housing inventories can fluctuate significantly as a result of changing economic and market conditions, including the availability of financing, such as the industry downturn we are currently experiencing. If the market value of home inventories, land/lots or other property decline during this period, we may need to sell homes or other property at a loss or at prices that generate lower margins than we anticipated when we acquired the land. To the extent projected sales prices do not exceed the carrying value of the related assets, or if other market conditions deteriorate, we may be required to record an impairment of our land or home inventories.

During the year ended March 31, 2009, we decided not to pursue development and construction in certain areas where we held land or had made option deposits, which resulted in \$46.6 million in write-offs of option deposits and pre-acquisition costs. During the year ended March 31, 2009, we recognized losses of \$955.0 million on land sales, including land-related impairments on neighborhoods and land during the year ended March 31, 2009 of \$882.6 million. Land-related impairments during the quarter ended March 31, 2009 affected 81 neighborhoods and land investments, some of which have been impaired more than once. These market conditions also adversely affected land values in our Home Building joint ventures. Our share of joint ventures' impairments was \$157.1 million for the year ended March 31, 2009. These land-related impairments contributed to the significant operating losses we incurred during the year ended March 31, 2009. If market conditions do not improve in future periods, we may experience additional write-offs of option deposits and pre-acquisition costs, losses on land sales, land-related impairments and impairments relating to our ownership interest in joint ventures. Additionally, our land-related impairment analyses are affected by market conditions and certain assumptions, such as sales prices, sales rates and discount rates used, and relatively small changes in these assumptions could lead to significant land-related impairments.

Levels of volatility in the capital and credit markets during the year ended March 31, 2009 were unprecedented.

The capital and credit markets have been experiencing extreme volatility and disruption for more than twelve months. In some cases, the markets have exerted significant downward pressure on stock prices and credit capacity for certain companies which, in some cases, has led these companies to seek bankruptcy protection or to be merged with or sold to stronger market participants. Although we maintain a committed multi-bank revolving credit facility for cash borrowings and letters of credit and bank-committed warehouse lines of credit for our mortgage lending operations, if current levels of market disruption and volatility continue or worsen, we may be unable to amend or renew these agreements on acceptable terms upon their expiration or maturity. In addition, if we fail to maintain compliance with the financial and other covenants contained in our credit facilities, we may be obliged to seek a waiver of, or amendment to, our credit facilities from our lenders. In light of the disruptions in credit markets, our lenders may not be willing to grant such a waiver, or may require the payment of significant fees or changes in the terms of our credit agreements as a condition to doing so.

A long-term or further disruption in the mortgage finance or capital markets could make it more difficult or more expensive for us to raise capital for use in our business, for our customers to obtain home loans or for us to sell loans originated by our Financial Services operations. Further, a reduction of the positive spread between the rate at which we can borrow and the rate at which we can lend could hurt our ability to profit from our loan origination business.

Continued cancellations of home sales contracts may have a material adverse effect on our business.

Our backlog reflects the number and value of homes for which we have entered into a sales contract with a customer but have not yet closed the home. We have received a customer deposit for each home reflected in our backlog, and generally we have the right to compel the customer to complete the purchase. In many cases, however, a customer may cancel the contract and receive a complete or partial refund of the deposit for reasons such as his or her

Table of Contents

inability to obtain mortgage financing or to sell his or her current home. Customers may also decide to run the risk of failing to perform under the contract without legal justification. If the current industry downturn continues, or if mortgage financing becomes less available, more homebuyers may cancel their contracts with us. Significant cancellations have had, and could have in the future, a material adverse effect on our business and results of operations.

Further decreases in demand for our homes may have an adverse effect on our Financial Services segment.

Substantially all of the mortgage loans originated by Financial Services are from the sale of homes we build. Further declines in the sale of our homes would have a direct effect on the origination volume of Financial Services. In July 2008, Financial Services made the decision to cease the origination of Retail loans (or loans for the sale of homes not built by us) and the wind-down of such Retail loan origination was completed as of March 31, 2009.

Inflation can adversely affect us, particularly in a period of declining home sale prices.

Inflation can have a long-term impact on us because increasing costs of land, materials and labor require us to attempt to increase the sale prices of homes in order to maintain satisfactory margins. Although an excess of supply over demand for new homes, such as the one we are currently experiencing, requires that we reduce prices, rather than increase them. Under those circumstances, the effect of cost increases is to reduce the margins on the homes we sell. That makes it more difficult for us to recover the full cost of previously purchased land. In addition, we are generally not able to pass on increases in materials and labor to customers who have already entered into home purchase contracts, as the price is generally fixed at the time the contract is signed, which may be well in advance of the commencement of construction.

**OPERATIONAL RISKS**

We have a substantial amount of outstanding debt, which is scheduled to mature in future installments and may need to be refinanced or restructured.

We have a substantial amount of outstanding debt, which consists principally of senior unsecured notes issued from time to time in the public debt markets. The principal amount of our outstanding senior notes currently exceeds \$3.10 billion, which mature at various dates through May 2016. Scheduled maturities for fiscal years ending March 31, 2010, 2011 and 2012 are \$210.9 million, \$692.5 million and \$324.4 million, respectively. At March 31, 2009, our unrestricted cash balance was \$1.36 billion, which provides sufficient liquidity to satisfy our obligations for at least the next twelve months. However, we expect we will need to generate sufficient cash flow from operations to repay our outstanding debt at maturity or otherwise be able to retire, refinance or restructure such debt. We are taking steps to improve our cash flow and strengthen our balance sheet, but our ability to refinance our debt is limited by, among other things, the current downturn in the homebuilding industry and recent disruptions in the credit markets and resulting tightening of credit standards, and there can be no assurance that these conditions will improve before the relevant maturity dates. Accordingly, we will consider various alternative transactions that would permit us to reduce our outstanding debt and manage the outstanding amounts and terms of our debt so that they do not interfere with our business plans and strategies.

We could be adversely affected by a change in our current credit rating.

Our ability to sustain or grow our business and to operate in a profitable manner depends to a significant extent upon our ability to access capital. We use capital principally to finance operations, purchase and develop land, construct houses and originate mortgage loans. We also use our banking and credit relationships to arrange for the issuances of

letters of credit and surety bonds. Until 2007, our access to capital was enhanced by the fact that our senior debt securities had an investment-grade credit rating from each of the principal credit rating agencies, and we were able to issue commercial paper. We lost our investment grade ratings during our fiscal year 2008, and since then the rating of our senior debt has been lowered further. Our long-term debt ratings are currently BB-, Ba3 and BB from Standard & Poor's, or S&P, Moody's Investors Services, or Moody's and Fitch Ratings, or Fitch, respectively. As a result of our current rating, we do not have access to many financing strategies that are available to companies with investment grade ratings. In addition, our multi-bank credit facility includes a borrowing base limitation when we do not have an investment grade senior unsecured debt rating from at least two of the three rating agencies named above. We currently do not have investment grade ratings, and we are therefore subject to the borrowing base limitation. As a consequence, it may become more difficult and costly for us to access the capital that is required in order to implement our business plans and operate our business. Although we currently have a substantial cash balance, we are currently required to use a significant portion of these funds to provide a liquidity reserve under our multi-bank revolving credit

Table of Contents

facility. CTX Mortgage Company, LLC also uses committed bank warehouse credit facilities for its funding needs. We may experience a further downgrade in our credit rating by the rating agencies that would likely result in increased costs for certain of our financing and also further restrict our ability to finance mortgage loan originations.

Failure to comply with the covenants and conditions imposed by our credit facilities could restrict future borrowing or cause our debt to become immediately due and payable.

We are required to maintain compliance with certain financial covenants in our multi-bank revolving credit facility. Material covenants include a maximum leverage ratio, a minimum tangible net worth requirement and a borrowing base limiting the amount of available borrowings. There can be no assurance that we will continue to comply with the covenants in our multi-bank revolving credit facility, and depending on our future results of operations, we may need to seek waivers or amendments from our lenders in future periods. Furthermore, there can be no assurance that our lenders will agree to such waivers or amendments on terms we regard as satisfactory.

In addition, our committed bank warehouse credit facilities and loan agreements relating to certain of our joint ventures contain various affirmative and negative covenants and guarantees requested by lenders for facilities of these types. In order to continue to borrow funds under these facilities, we will need to continue to be in compliance with these covenants and guarantees.

In general, with respect to our multi-bank revolving credit facility, bank warehouse credit facilities and loan agreements relating to certain of our joint ventures, if we fail to comply with any of the covenants or guarantees contained therein, which may occur if we experience additional asset impairments or incur additional net losses, we may be unable to obtain future financing for working capital, capital expenditures, letters of credit, acquisitions, debt service requirements or other requirements, or the credit providers could cause our debt to become immediately due and payable, or we may be required to make certain payments in connection with our joint venture indebtedness.

Market conditions in the mortgage lending and mortgage finance industries worsened significantly in fiscal year 2009, which adversely affected the availability of credit for some purchasers of our homes, reduced the population of potential mortgage customers and reduced mortgage liquidity. Further tightening of mortgage lending or mortgage financing requirements or further reduced mortgage liquidity could have a material adverse effect on our homebuilding and mortgage lending operations and their respective results of operations.

Beginning in fiscal year 2008 and continuing through fiscal year 2009, the mortgage lending industry experienced significant disruptions due to, among other things, defaults on a variety of nonconforming loan products and a resulting decline in the market value of such loans. In light of these developments, lenders, investors, regulators and other third parties questioned the adequacy of loan documentation and credit requirements for certain types of loan programs made available to borrowers in recent years. This led to reduced investor demand for mortgage loans and mortgage-backed securities, tightened credit underwriting requirements, reduced liquidity and increased credit risk premiums. Among other things, deterioration in credit quality among nonconforming loan borrowers has caused almost all lenders to eliminate most loan products that are not conforming loans, FHA/VA-eligible loans or jumbo loans meeting conforming underwriting guidelines except as to the size of the loan. In general, fewer loan products and tighter loan qualifications make it more difficult for some categories of borrowers to finance the purchase of our homes. These developments have resulted in a reduction in demand for the homes that we sell and in the demand for the mortgage loans that we originate. These developments have had and are expected to continue to have a material adverse effect on our business and results of operations.

The adverse market conditions in the mortgage lending industry described above have affected our business in a number of respects. For example, CTX Mortgage Company, LLC has essentially ceased originating sub-prime or

other nonconforming loans. Furthermore, for various reasons, including the reduction in available mortgage loan liquidity, CTX Mortgage Company, LLC decided in the second quarter of fiscal year 2008 to discontinue the origination of new construction loans. In the second and third quarters of fiscal year 2008, CTX Mortgage Company, LLC ceased selling loans to HSF-I, which had been the principal financing vehicle for its operations, and terminated this financing vehicle. In addition, during fiscal year 2009, Financial Services ceased the origination of Retail loans.

Further tightening of the mortgage lending markets in the form of reduced numbers or types of loan products, or tighter loan qualification requirements (including credit score and down payment requirements), could further reduce the demand for our homes or the mortgages we originate, which could have a material adverse effect on our business or results of operations. In addition, further disruptions or other adverse conditions in the mortgage finance markets leading to further reduced mortgage liquidity or decreased demand for mortgage loans could result in an

Table of Contents

inability to sell or finance the loans we originate, or less favorable terms of sale or reduced yield or greater reserves pending sale, which could have a material adverse effect on our business or results of operations.

Further decreases in the availability of mortgage financing or other adverse changes in market conditions could make it more difficult or costly for customers to purchase our homes.

Most of our homebuilding customers finance their home purchases through our Financial Services operations or, in some cases, third-party lenders. In general, housing demand is adversely affected by increases in interest rates or by decreases in the availability of mortgage financing as a result of increased credit standards, deteriorating customer credit quality or disruptions or other adverse conditions in mortgage lending markets. Beginning in fiscal year 2008 and continuing through fiscal year 2009, the mortgage markets experienced significant disruptions, which led to an unprecedented combination of reduced investor demand for mortgage loans and mortgage-backed securities, tightened credit requirements for homebuyers and increased credit risk premiums. Any further tightening of credit standards or increases in interest rates could cause potential homebuyers to be less willing or able to purchase our homes. Although mortgage interest rates have declined in recent months, any future increase in mortgage rates could make it more difficult or costly for customers to purchase our homes, which would have an adverse effect on our results of operations.

Reductions in tax benefits could make home ownership more expensive or less attractive.

Significant expenses of owning a home, including mortgage interest expense and real estate taxes, generally are deductible expenses for an individual's federal, and in some cases state, income taxes, subject to various limitations under current tax law and policy. If the federal government or a state government changes income tax laws to eliminate or substantially modify these income tax deductions, the after-tax costs of owning a new home would increase for the typical homeowner. If such tax law changes were enacted without other offsetting provisions or effects, they could adversely impact the demand for, and/or sales prices of, new homes, mortgage loans and home equity loans, and our operations might be negatively affected.

We may incur increased costs related to repairing construction defects in the homes we sell.

Our Home Building operations are subject to warranty and other claims related to construction defects and other construction-related issues, including compliance with building codes. The costs we incur to resolve those warranty and other claims reduce our profitability, and if we were to experience an unusually high level of claims, or unusually severe claims, our profitability could be adversely affected.

Competition for homebuyers could reduce our closings or decrease our profitability.

The homebuilding industry is highly competitive. We compete in each of our markets with many national, regional and local homebuilders. In recent years, national homebuilders have been able to compete more effectively and increase their share of the national homebuilding market. The current downturn in the homebuilding industry has significantly increased competition among homebuilders, as evidenced by price reductions, increases in discounts and sales incentives and increased sales commissions in an effort to stimulate sales. Any further increases in the level of incentives from other national homebuilders or from regional and local homebuilders in the markets in which we operate could reduce the number of homes we close, or cause us to accept reduced margins or losses on home sales.

We also compete with resales of existing or foreclosed homes, homes offered by investors and housing speculators and available rental housing. Increased competitive conditions in the residential resale or rental market in the markets where we operate could decrease demand for new homes, cause us to increase our sales incentives or price discounts

in order to maintain sales volumes, increase the volatility of the market for new homes or lead to cancellations of sales contracts in backlog, any of which could adversely affect our operating results.

Our income tax provision and other tax reserves may be insufficient if any taxing authorities are successful in asserting tax positions that are contrary to our position.

Significant judgment is required to determine our provision for income taxes and for our reserves for federal, state, local and other taxes. In the ordinary course of our business, there may be matters for which the ultimate tax outcome is uncertain. Although we believe our approach to determining the tax treatment is appropriate, no assurance can be given that the final tax authority review will not be materially different than that which is reflected in our income tax provision and other tax reserves. Such differences could have a material adverse effect on our income tax

Table of Contents

provision or benefits, or other tax reserves, in the period in which such determination is made and, consequently, on our results of operations for such period.

From time to time, we are audited by various federal, state and local authorities regarding tax matters. We fully cooperate with all audits. Our audits are in various stages of completion; however, no outcome for a particular audit can be determined with certainty prior to the conclusion of the audit, appeal and, in some cases, litigation process. As each stage in the audit process is concluded, we record appropriate adjustments, if any, in our financial statements in the period determined. In accordance with the Financial Accounting Standards Board, or FASB, Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – An Interpretation of FASB No. 109," which we refer to as FIN 48, we maintain reserves to provide for potential tax exposures relating to uncertain tax positions (including interest and penalties, when applicable) that may result from audits. However, if the results of any audit materially differ from the reserve, there would be a corresponding impact on our financial position and results of operations.

We may not realize our net deferred tax assets.

As of March 31, 2009, we had net deferred tax assets of \$1.29 billion for which a \$1.29 billion valuation allowance has been established. The ultimate realization of the deferred tax assets is dependent upon a variety of factors, including taxable income in prior carryback years, estimates of future taxable income, tax planning strategies and reversals of existing taxable temporary differences. The FASB provides in SFAS No. 109, "Accounting for Income Taxes," or SFAS 109 that a cumulative loss in recent years is significant negative evidence in considering whether deferred tax assets are realizable. Based on our assessment, the realization of our deferred tax assets is dependent upon future taxable income and, accordingly, we have established a full valuation allowance. The valuation allowance may increase or decrease as conditions change and/or if new tax laws are enacted, such as changes to net operating loss carryback and carryforward rules, which could have a material effect on our financial position and results of operations.

Our ability to utilize net operating losses (NOLs), built-in losses (BILs) and tax credit carryforwards to offset our future taxable income and/or to recover previously paid taxes would be limited if we were to undergo an "ownership change" within the meaning of Section 382 of the Internal Revenue Code, which we refer to as the Code. In general, an "ownership change" occurs whenever the percentage of the stock of a corporation owned by "5-percent shareholders" (within the meaning of Section 382 of the Code) increases by more than 50 percentage points over the lowest percentage of the stock of such corporation owned by such "5-percent shareholders" at any time over the preceding three years.

An ownership change under Section 382 of the Code would establish an annual limitation on the amount of NOLs or BILs we could utilize to offset our taxable income in any single taxable year to an amount equal to (i) the product of a specified rate (which is published monthly and is 4.61% for May 2009) and the aggregate value of our outstanding stock plus (ii) the amount of unutilized limitation from prior years. In such a case, a corresponding limitation would also apply to the amount of tax credit carryforwards we could utilize to offset our taxes in any single taxable year. The application of these limitations might prevent full utilization of the deferred tax assets attributable to our NOLs, BILs, and tax credit carryforwards. Based on an analysis that we performed as of March 31, 2009, we do not believe we have experienced an ownership change as defined by Section 382 and, therefore, we do not believe, at March 31, 2009, the NOLs, BILs and tax credit carryforwards are subject to any Section 382 limitation. However, if the merger with Pulte is completed, we will experience an ownership change, and the combined company's ability to realize Centex's deferred income tax assets will be limited.

We conduct certain of our homebuilding operations through joint ventures with independent third parties in which we do not have a majority interest, and we can be adversely impacted by joint venture partners' failure to fulfill their

obligations.

We conduct a portion of our land acquisition, development and other activities through our participation in joint ventures in which we hold less than a majority interest. These land-related activities typically require substantial capital, and by partnering with other homebuilders or developers and, to a lesser extent, financial partners, Home Building is able to share the risks and rewards of ownership and obtain other strategic advantages.

Total joint venture debt outstanding as of March 31, 2009 and 2008 was \$270.3 million and \$423.2 million, respectively. Debt agreements for joint ventures with recourse to us vary by lender in terms of structure and level of recourse. For joint ventures, we are liable on a contingent basis, through guarantees, letters of credit or other arrangements, with respect to a portion of the construction debt. Additionally, we have agreed to indemnify the lender

Table of Contents

for certain environmental liabilities in the case of most joint ventures and most guarantee arrangements provide that we are liable for our proportionate share of the outstanding debt if the joint venture files for voluntary bankruptcy. We have recorded obligations pursuant to our share of certain completion and repayment guarantees.

Six of our joint ventures are in default of their joint venture debt agreements. We are in discussions with the joint venture partners and lenders with respect to each joint venture. We expect to fulfill our contractual obligations under the joint venture agreements. Costs associated with fulfilling such contractual obligations may be less than our share of the joint ventures' debt. Recourse under joint venture debt agreements is limited to either the underlying collateral or completion obligations of the joint venture partners. Based upon the terms and debt amounts outstanding for these joint ventures and the terms of the joint venture agreements, we do not believe our exposure related to these joint venture defaults in excess of amounts already accrued will be material to our financial position or results of operations.

In general, we are subject to various risks of the type described above related to joint venture debt, construction debt and other obligations and liabilities of the joint ventures in which we participate, and these debts, liabilities and obligations may in some cases be material. In the case of many joint ventures, we have the right to be reimbursed by our joint venture partners for any amounts that we pay that exceed our pro rata share of the joint ventures' obligations. However, particularly if our joint venture partners have filed for bankruptcy protection or are having financial problems, we may have difficulty collecting the sums they owe us, and therefore, we may be required to pay a disproportionately large portion of the guaranteed amounts. In addition, because we lack a controlling interest in these joint ventures, we are usually unable to require that the joint venture sell assets, return invested capital or take any other action without the consent of at least one of our joint venture partners. As a result, without the consent of one or more joint venture partners, we may be unable to liquidate our joint venture investments to generate cash. If we are able to liquidate joint venture investments, the amounts received upon liquidation may be insufficient to cover the costs we have incurred.

An inability to obtain bonding could limit the number of projects we are able to pursue, and we could be adversely affected if we are required to post additional collateral in respect of bonds issued in connection with past construction projects.

As is customary in the homebuilding industry, we often are required to provide surety bonds to secure our performance under construction contracts, development agreements and other arrangements. Our ability to obtain surety bonds primarily depends upon our credit rating, capitalization, working capital, past performance, management expertise and certain external factors, including the overall capacity of the surety market. Under certain circumstances, such as a claim on a bond, a breach of the contract to which the bond applies, or a material breach of a representation made to a surety, we may be required to provide one or more sureties with additional collateral to support our bond obligations. In addition, in some cases, upon request of a surety, we may be required to cause the surety to be discharged from all bond obligations by providing collateral sufficient to cover all of such surety's bond exposure or alternative funding of such bond obligations. If one or more of our third-party sureties were to request additional collateral, our obligations could be significant, which could have a material adverse effect on our financial position or results of operations.

We may be subject to claims and liabilities in connection with sales of assets or discontinued businesses.

Over the past several fiscal years, we have completed the sale of our international homebuilding operations, Home Equity, Construction Services, our home services operations and our property and casualty insurance agency operations in separate transactions to unrelated third parties. In connection with each of these transactions, we made representations and warranties to the purchasers of the applicable businesses or assets, agreed to retain responsibility

for certain actual or contingent liabilities and agreed to indemnify the purchasers against breaches of representations and warranties and other liabilities. In addition, certain of the businesses we sold had bonds or letters of credit outstanding at the date of sale, which were assumed by the purchasers, but for which we retain responsibility under indemnities or other direct contractual relationships with the sureties issuing the bonds or letters of credit. To date, we have not incurred any material losses in respect of claims asserted by the purchasers in connection with these transactions or claims asserted by sureties in respect of outstanding bonds or letters of credit. In addition, our liability to the purchasers is subject to certain limitations, including limitations on the time period during which claims may be asserted and the amounts for which we are liable. However, there can be no assurance that we will not incur future liabilities to the purchasers in connection with these transactions or the sureties issuing any bonds or letters of credit or that the amount of such liabilities will not be material.

Table of Contents

RISK FACTORS RELATED TO OUR PROPOSED MERGER WITH PULTE

Failure to complete our proposed merger with Pulte could negatively impact our stock price and our future business and financial results.

If our proposed merger with Pulte is not completed, our stock price and our future business and financial results may be adversely affected and become subject to several risks, including the following:

If the merger is terminated, we may be required in specified circumstances to pay a termination fee of \$24 million or \$48 million to Pulte, which may result in a decline in the trading price of our common stock. In addition, we expect to incur significant costs associated with negotiation of the merger agreement and seeking stockholder approval. If the transaction is not completed, we will not be able to recover these costs.

The fact that the transaction was not completed may be viewed negatively by investors, suppliers, contractors and customers, which may cause a decline in the trading price of our common stock or demand for our products, and may harm our ability to do business.

Our stock price could be adversely affected if the transaction is not completed since the current price reflects a premium as a result of the pending transaction.

Our competitive position could suffer as a result of the pending transaction with Pulte.

As a result of the pending merger transaction with Pulte, our competitive position could suffer as a result of any one or more of the following:

We could lose key management personnel who may be experiencing uncertainty about their future roles with the combined company. Additionally, as a result of a decline in our stock price, previous retention mechanisms such as equity awards to such key personnel have diminished in value.

Our employees may become distracted during the period between the announcement of the transaction and the special meeting to approve the transaction, and may not perform at their customary high level.

Restrictions in the merger agreement on solicitation prohibit us from soliciting any acquisition proposal or offer for a merger or business combination with any other party, including a proposal that might be advantageous to our stockholders when compared to the terms and conditions of the merger. These provisions may deter third parties from proposing or pursuing alternative business combinations with us that might result in greater value to our stockholders than the transaction.

Our suppliers and contractors may question our commitment or ability to continue operations in the homebuilding industry and may not be willing to perform services or deliver supplies on as favorable terms or they may cease or significantly reduce doing business with us.

Our customers may question our commitment or ability to complete construction of new homes or the availability of construction defect and other warranty coverage and may be less likely to purchase a new home from us.

REGULATORY RISKS

Compliance with regulatory requirements affecting our business could have substantial costs both in time and money, and some regulations could prohibit or restrict some homebuilding activity.

We are subject to extensive and complex laws and regulations that affect the land development and homebuilding process, including laws and regulations related to zoning, permitted land uses, levels of density, building design, warranties, storm water pollution prevention and use of open spaces. In addition, we are subject to a variety of laws

and regulations concerning safety and the protection of health and the environment. The particular environmental laws that apply to any given neighborhood vary greatly according to the neighborhood site, the site's environmental conditions and the present and former uses of the site. In some of the markets where we operate, we are required to pay environmental impact fees, use energy-saving construction materials, such as extra insulation or double-paned windows, and make commitments to municipalities to provide certain infrastructure such as roads and sewage systems. We and the contractors that we engage to work on our jobsites are also subject to laws and regulations related to workers' health and safety, wage and hour practices and immigration. We generally are required to obtain permits and approvals from local authorities to commence and complete residential development or home construction. Such permits and approvals may from time to time be opposed or challenged by local governments, neighboring property owners or other interested parties, adding delays, costs and risks of non-approval to the process. Our obligation to comply with the laws and regulations under which we operate, or the obligation of our independent

Table of Contents

contractors to comply with these and other laws and regulations, could result in delays in land development and homebuilding activity, cause us to incur substantial costs and prohibit or restrict land development and construction.

It is possible that increasingly stringent requirements will be imposed on developers and homebuilders in the future. Although we cannot predict with any certainty either the nature of the requirements or the effect on our business, they could result in time-consuming and expensive compliance programs and in substantial expenditures, which could cause delays and increase our cost of operations. The additional costs associated with new regulatory requirements or compliance programs may not be recoverable from our homebuyers in the form of higher sales prices which could adversely affect our results of operations.

Changes in lending laws could hurt our Financial Services operations.

Our Financial Services operations are subject to extensive and complex laws and regulations that affect loan origination. These include eligibility requirements for participation in federal loan programs and compliance with consumer lending and similar requirements such as disclosure requirements, prohibitions against discrimination and real estate settlement procedures. They may also subject our operations to examination by applicable agencies. These may limit our ability to provide mortgage financing or title services to potential purchasers of our homes.

On November 17, 2008, the Department of Housing and Urban Development (HUD) issued final regulations implementing various proposed changes to the federal Real Estate Settlement Procedures Act (RESPA). Among the changes was a revised definition of 'required use' that would prohibit homebuilders from providing financial incentives to their homebuyers that are conditioned upon the homebuyers' use of affiliated mortgage companies or other settlement service providers. These regulations were to take effect on January 16, 2009, and would have required a significant restructuring of Home Building's and Financial Services' business practices in order to comply. Specifically, financial incentives for a homebuyer's use of CTX Mortgage Company, LLC could only be offered directly to the homebuyer by CTX Mortgage Company, LLC in lieu of our current practice for Home Building to offer financial incentives to homebuyers that are conditioned on the use of CTX Mortgage Company, LLC.

On December 22, 2008, the National Association of Home Builders (NAHB) and certain of its members and affiliated companies filed suit against HUD challenging the proposed rule and seeking to enjoin enforcement of the regulation. In response, HUD extended the effective date of the regulation to July 16, 2009. On May 12, 2009, HUD submitted a final rule to the Federal Register for publication that withdrew the proposed definition of 'required use' from the rule, although HUD noted in an accompanying press release that it intends to propose a revised definition of 'required use' in a new proposed rule at some future date.

Changes in laws or other events that adversely affect liquidity in the secondary mortgage market could hurt our business.

The government-sponsored enterprises, principally FNMA and FHLMC, play a significant role in buying home mortgages and creating investment securities that they either sell to investors or hold in their portfolios. These organizations provide liquidity to the secondary mortgage market. FNMA and FHLMC experienced financial difficulties in 2008 and were placed into conservatorship because their ability to raise capital had become limited and there was concern about global and domestic systemic risk should either of these government-sponsored enterprises fail. The Federal Housing Finance Authority is serving as conservator until the institutions have been returned to a safe and solvent condition. We cannot predict whether the current conservatorship of FNMA or FHLMC will succeed in returning these institutions to normal business operations, or that actions of the conservator or future regulatory changes will not result in a significant restructuring of their businesses. Any new federal laws or regulations that restrict or curtail their activities, any changes in their mortgage purchase programs, or any other events or conditions

that prevent or restrict these enterprises from continuing their historic businesses, could affect the ability of our customers to obtain mortgage loans or could increase mortgage interest rates or credit standards, which could reduce demand for our homes and/or the loans that we originate and adversely affect our results of operations.

#### OUTSTANDING COMMON STOCK AND OTHER SECURITIES RISK

Our share price will fluctuate.

The securities markets in general and our common stock in particular have experienced significant price and volume volatility over the past year. The market price and volume of our common stock may continue to experience significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market

Table of Contents

regarding our operations or business prospects. In addition to the risk factors discussed above, the price and volume volatility of our common stock may be affected by:

- operating results that differ from the expectations of securities analysts and investors;
- factors influencing home purchases, such as availability of home mortgage loans and interest rates, credit criteria applicable to prospective borrowers, ability to sell existing residences and homebuyer sentiment in general;
- the operating and securities price performance of companies that investors consider to be comparable to us;
- announcements relating to the merger transaction with Pulte as well as other strategic developments and other material events by us or our competitors; and
- changes in global financial markets and global economics and general market conditions, such as interest rates, commodity and equity prices and the value of financial assets.

Dividends on our common stock have been suspended and future dividends remain uncertain.

On October 9, 2008, we announced that our Board of Directors suspended our quarterly cash dividend. We will continue to weigh the alternatives for returning cash to stockholders as economic conditions improve.

**FORWARD-LOOKING STATEMENTS**

This report includes various forward-looking statements, which are not facts or guarantees of future performance and which are subject to significant risks and uncertainties.

Certain information included in this Report or in other materials we have filed or will file with the SEC, as well as information included in oral statements or other written statements made or to be made by us, contains or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995, as amended. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “may,” “can,” “could,” “might,” “will” and similar expressions identify forward-looking statements, including statements related to expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which we participate and other trends, developments and uncertainties that may affect our business in the future. Such statements include information related to anticipated operating results, financial resources, changes in interest rates and other developments and conditions in financing markets, changes in revenues, changes in profitability, interest expense, growth and expansion, our investment in unconsolidated entities, the ability to acquire land, the ability to gain approvals and to open new neighborhoods, the ability to sell homes and properties, the ability to deliver homes from backlog, the ability to secure materials and contractors, the ability to produce the liquidity and capital necessary for our business, the completion of and effects from planned transactions and stock market valuations. From time to time, forward-looking statements also are included in our other periodic reports on Forms 10-K, 10-Q and 8-K, press releases and presentations, on our web site and in other material released to the public.

Forward-looking statements are not historical facts or guarantees of future performance but instead represent only our beliefs at the time the statements were made regarding future events, which are subject to significant risks, uncertainties, and other factors, many of which are outside of our control and certain of which are listed above. Any or all of the forward-looking statements included in this Report and in any other reports or public statements made by us may turn out to be materially inaccurate. This can occur as a result of incorrect assumptions or as a consequence of known or unknown risks and uncertainties. Many of the risks and uncertainties mentioned in this Report or another

report or public statement made by us, such as those discussed in the risk factors contained in this Item 1A, will be important in determining whether these forward-looking statements prove to be accurate. Consequently, neither our stockholders nor any other person should place undue reliance on our forward-looking statements and should recognize that actual results may differ materially from those anticipated by us.

All forward-looking statements made in this Report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this Report will increase with the passage of time. We undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise. However, we may make further disclosures regarding future events, trends and uncertainties in our subsequent reports on Forms 10-K, 10-Q and 8-K to the extent required under the Exchange Act. The above cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business include factors we believe could cause our actual results to

Table of Contents

differ materially from expected and historical results. Other factors beyond those listed above, including factors unknown to us and factors known to us which we have not determined to be material, could also adversely affect us. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995 and all of our forward-looking statements are expressly qualified in their entirety by the cautionary statements contained or referenced in this section.

ITEM UNRESOLVED STAFF COMMENTS

1B.

None.

ITEM 2. PROPERTIES

In addition to land held as inventory in connection with our Home Building operations, we lease office space under operating leases in the markets in which we operate throughout the United States. We believe that our existing facilities are suitable and adequate for our current and planned levels of operation. For additional information on our operating leases, see Note (G), "Commitments and Contingencies," of the Notes to Consolidated Financial Statements.

See "Item 1. Business" for additional information relating to our properties including land owned or controlled by our Home Building operations.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of our business, we and/or our subsidiaries are involved in claims and disputes and are named as defendants in certain suits filed in various state and federal courts. These claims, disputes and lawsuits include construction defect claims, contract disputes and employee-related matters. We believe that none of the litigation matters in which we, or any of our subsidiaries, are involved are likely to have a material adverse effect on our consolidated financial condition or operations.

Centex Corporation and our directors are named as defendants in five putative class action lawsuits filed between April 15 and April 23, 2009 in the District Courts of Dallas County, Texas. An additional putative class action lawsuit against Centex and our directors was filed on April 24, 2009 in the District Court of Clark County, Nevada. The cases assert claims related to alleged breaches of fiduciary duty in connection with the proposed combination between Centex and Pulte Homes, Inc. announced on April 8, 2009. The pleadings allege, among other things, that the Centex directors, aided and abetted by Centex and/or Pulte, purportedly breached their fiduciary duties by failing to maximize stockholder value, by taking steps to discourage competitive bidding or alternate proposals, and by self-dealing or acting with purported conflicts of interest. Plaintiffs seek, among other relief, an injunction against consummation of the combination with Pulte, rescission of the combination with Pulte if consummated prior to the entry of final judgment, unspecified damages, costs and attorneys' fees. Motions have been made by certain of the Texas plaintiffs to consolidate the Texas actions. Based on the facts known to date, the defendants believe that the claims asserted against them are without merit, and the defendants intend to defend vigorously against the claims.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.



Table of Contents

## ITEM EXECUTIVE OFFICERS OF THE REGISTRANT

## 4A.

The following is an alphabetical listing of our executive officers as of May 19, 2009, as such term is defined under the rules and regulations of the SEC. Officers are generally elected by the Board of Directors at its meeting immediately following our annual stockholders' meeting, with each officer serving at the pleasure of the Board of Directors until a successor has been elected and qualified. There is no family relationship among any of these officers.

Name	Age	Positions with the Company or Business Experience
Joseph A. Bosch	51	Senior Vice President – Human Resources since July 2006; Senior Vice President – Human Resources at Tenet Healthcare Corporation from August 2004 to June 2006; Chief People Officer at Pizza Hut, a unit of YUM! Brands, Inc. from June 1997 to July 2004
Timothy R. Eller	60	Chairman of the Board, Chief Executive Officer, President and Chief Operating Officer of Centex Corporation (Chairman of the Board and Chief Executive Officer since April 2004; President and Chief Operating Officer since April 2002); Executive Vice President of Centex Corporation from August 1998 to April 2002; Chairman of the Board of Centex Real Estate Corporation from April 1998 to April 2003, and since April 2006; Chief Executive Officer of Centex Real Estate Corporation from July 1991 to April 2002, and since April 2006; President and Chief Operating Officer of Centex Real Estate Corporation from January 1990 to May 1996
Mark D. Kemp	47	Senior Vice President and Controller of Centex Corporation since September 2004; interim Chief Financial Officer from June 2006 to October 2006; Vice President and Controller of Centex Corporation from December 2002 to September 2004; Partner and employee at Arthur Andersen LLP from December 1983 to August 2002
Scott J. Richter	50	Executive Vice President – Operations Support of Centex Real Estate Corporation since May 2007; Executive Vice President of Centex Real Estate Corporation from December 2006 to May 2007; President of the Minnesota Division and President of various California Divisions of Centex Real Estate Corporation from May 1990 to December 2006
Catherine R. Smith	45	Executive Vice President and Chief Financial Officer of Centex Corporation since October 2006; Executive Vice President and Chief Financial Officer of Kennametal, Inc. from April 2005 to October 2006; Executive Vice President and Chief Financial Officer of Bell Systems, a business segment of Textron, Inc., from October 2003 to April 2005; various financial positions including Vice President and Chief Financial Officer of the

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Intelligence and Information Systems business segment of Raytheon Company from August 1986 to September 2003

Robert S. Stewart	55	Senior Vice President – Strategy, Marketing, Sales, and Corporate Development of Centex Corporation since July 2007; Senior Vice President – Strategy and Corporate Development from April 2005 to June 2007; Senior Vice President – Strategic Planning and Marketing from May 2000 to March 2005; Employee at the Weyerhaeuser Company from March 1977 to May 2000, during which time he held a range of key management positions, including positions in strategic planning
Brian J. Woram	48	Senior Vice President, Chief Legal Officer, General Counsel and Assistant Secretary of Centex Corporation since December 2004 (Secretary from December 2004 to March 2005); Senior Vice President, General Counsel and Assistant Secretary of Centex Real Estate Corporation from September 1998 to December 2004

Table of Contents

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Stock Prices and Dividends

Quarter	Year Ended March 31, 2009			Year Ended March 31, 2008		
	Price		Dividends	Price		Dividends
	High	Low		High	Low	
First	\$ 27.72	\$ 13.33	\$ .04	\$ 49.85	\$ 39.59	\$ .04
Second	\$ 18.71	\$ 10.91	\$ .04	\$ 44.23	\$ 24.55	\$ .04
Third	\$ 17.16	\$ 4.91	\$ -	\$ 30.75	\$ 17.77	\$ .04
Fourth	\$ 12.49	\$ 5.03	\$ -	\$ 30.29	\$ 18.17	\$ .04

The principal market for our common stock is the New York Stock Exchange (ticker symbol CTX). The approximate number of record holders of our common stock at May 8, 2009 was 2,899.

The remaining information called for by this item relating to securities authorized for issuance under equity compensation plans is reported in Note (K), "Capital Stock and Employee Benefit Plans," of the Notes to Consolidated Financial Statements.

## Share Repurchases

From time to time, we have repurchased shares of our common stock pursuant to publicly announced share repurchase programs. The following table details our common stock repurchases for the three months ended March 31, 2009:

Period	Issuer Purchases of Equity Securities			
	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Number of Shares that May Yet Be Purchased Under the Plan
January 1-31	-	\$ -	-	9,399,700
February 1-29	-	\$ -	-	9,399,700
March 1-31	5,718	\$ 7.50	-	9,399,700
Total (1)	5,718	\$ 7.50	-	

(1) The 5,718 shares repurchased for the three months ended March 31, 2009 represent the delivery to the Company by employees or directors of previously issued shares to satisfy the exercise price of options and/or withholding taxes that arise on the exercise of options or the vesting of restricted stock. These transactions are authorized under the terms of the equity plans under which the options or other equity were awarded; however, these transactions are not considered repurchases pursuant to the Company's share repurchase program.

On May 11, 2006, our Board of Directors authorized the repurchase of 12 million shares of our common stock. After giving effect to repurchases after that date, the current approved repurchase authorization is 9,399,700 shares. Purchases are made in the open market or in block purchases, and such transactions may be effected from time to time or pursuant to share repurchase plans under SEC Rule 10b5-1. The share repurchase authorization has no stated expiration date.

Table of Contents

## Performance Graph

The following graph compares the yearly change in the cumulative total stockholder return on our common stock during the five fiscal years ended March 31, 2009 with the S&P 500 Index and the S&P Home Building Index.

The comparison assumes \$100 was invested on March 31, 2004 in our common stock and in each of the foregoing indices, and assumes reinvestment of dividends in the form of cash or property. This graph is not intended to forecast the future performance of our common stock and may not be indicative of such future performance.

	Centex Corporation					
	2004	2005	2006	2007	2008	2009
Centex Corporation	\$100	\$106	\$115	\$ 78	\$ 45	\$14
S&P 500 Index	\$100	\$107	\$119	\$133	\$127	\$78
S&P HB Index	\$100	\$126	\$138	\$ 95	\$ 56	\$30

Table of Contents

## ITEM 6. SELECTED FINANCIAL DATA

Summary of Selected Financial Data (Unaudited) (1)  
(Dollars in thousands, except per share data)

	For the Years Ended March 31,				
	2009	2008	2007	2006	2005
Revenues	\$ 3,826,530	\$ 8,275,562	\$ 11,887,601	\$ 12,742,666	\$ 9,842,700
Earnings (Loss) from Continuing Operations	\$ (1,440,151)	\$ (2,660,968)	\$ (9,477)	\$ 1,212,665	\$ 898,571
Net Earnings (Loss)	\$ (1,388,754)	\$ (2,657,482)	\$ 268,366	\$ 1,289,313	\$ 1,011,364
Stockholders' Equity	\$ 917,814	\$ 2,298,661	\$ 5,112,269	\$ 5,011,658	\$ 4,280,757
Total Assets	\$ 5,918,114	\$ 8,137,332	\$ 13,199,933	\$ 21,364,999	\$ 20,011,163
Total Debt	\$ 3,223,924	\$ 3,662,220	\$ 5,565,157	\$ 6,055,197	\$ 4,799,365
Per Common Share Earnings (Loss) from Continuing Operations Per Share – Basic	\$ (11.58)	\$ (21.71)	\$ (0.08)	\$ 9.56	\$ 7.18
Earnings (Loss) from Continuing Operations Per Share – Diluted	\$ (11.58)	\$ (21.71)	\$ (0.08)	\$ 9.13	\$ 6.79
Net Earnings (Loss) Per Share – Basic	\$ (11.17)	\$ (21.68)	\$ 2.23	\$ 10.16	\$ 8.08
Net Earnings (Loss) Per Share – Diluted	\$ (11.17)	\$ (21.68)	\$ 2.23	\$ 9.71	\$ 7.64
Cash Dividends	\$ 0.08	\$ 0.16	\$ 0.16	\$ 0.16	\$ 0.16
Book Value Per Share Based on Shares Outstanding at Year End	\$ 7.38	\$ 18.65	\$ 42.61	\$ 41.04	\$ 33.51
Average Shares Outstanding					
Basic	124,308,846	122,577,071	120,537,235	126,870,887	125,226,596
Diluted	124,308,846	122,577,071	120,537,235	132,749,797	132,397,961
Stock Prices					
High	\$ 27.72	\$ 49.85	\$ 64.62	\$ 79.66	\$ 66.14
Low	\$ 4.91	\$ 17.77	\$ 40.41	\$ 55.10	\$ 39.94

(1)

The selected financial data presented in this table, excluding stock prices for the periods covered by the financial statements included in this Report and all prior periods, have been derived from our audited financial statements and adjusted to reflect home services operations (sold in April 2008), Construction Services (sold in March 2007), Home Equity (sold in July 2006) and International Homebuilding (sold in September 2005) as discontinued operations.

Table of Contents

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to help the reader gain a better understanding of our financial condition and our results of operations. It is provided as a supplement to, and should be read in conjunction with, our financial statements and accompanying notes included in this Report.

## Executive Summary

Our results of operations for the year ended March 31, 2009 were materially affected by continuing adverse conditions impacting our homebuilding and mortgage lending operations. Market information for calendar 2008, the most recent annual period for which data is available, illustrate the effect of these conditions on the homebuilding industry. According to the U.S. Census Bureau, only 485,000 new homes were sold in calendar 2008, a 37.5% decline from calendar 2007 and a 62.2% decline from the five-year high of 1,283,000 homes set in calendar 2005. In addition, median new home prices in calendar 2008 fell from \$248,000 in calendar 2007 to \$232,000 in calendar 2008, reflecting the largest single year-to-year decline since 1970. Finally, as of December 31, 2008, the U.S. Census Bureau estimated that there was an 8.8 month supply of new homes, which is approximately double the median level since 2000.

The current adverse market conditions began in fiscal year 2006 and, in the most recent periods, have worsened in part due to disruptions in financial and credit markets and the current national economic recession, which is one of the most pronounced downturns experienced in many years. We are unable to predict whether the market will deteriorate further or when it will improve. Any further deterioration in market conditions is likely to have a material adverse effect on our business, financial condition and results of operations.

A summary of our results of operations by line of business is as follows (dollars in thousands):

	For the Years Ended March 31,		
	2009	2008	2007
Revenues			
Home Building	\$ 3,636,530	\$ 7,965,614	\$ 11,414,827
Financial Services	190,000	309,948	468,001
Other	-	-	4,773
Total	\$ 3,826,530	\$ 8,275,562	\$ 11,887,601
Earnings (Loss) from Continuing Operations			
Before Income Taxes			
Home Building	\$ (1,246,925)	\$ (2,599,576)	\$ 205,353
Financial Services	(59,492)	(138,153)	84,530
Other	(220,354)	(137,429)	(183,097)
Total	\$ (1,526,771)	\$ (2,875,158)	\$ 106,786

Revenues for the year ended March 31, 2009 were \$3.83 billion, which represents a 53.8% decrease compared to the year ended March 31, 2008. The loss from continuing operations before income taxes for the year ended March 31, 2009 decreased to \$1.53 billion.

Beginning in fiscal year 2006, many U.S. housing markets began to experience a significant downturn, which directly affected and continues to have a material adverse effect on our business, financial condition and results of operations. We believe the principal factors that have caused or are sustaining this downturn include each of the following:

- current economic conditions, including disruptions in the broader financial and credit markets and the current national economic recession, as evidenced by, among other things, high unemployment rates, which were 8.5% in March 2009, a level last seen in 1983,

- declining homebuyer demand due to lower consumer confidence and an inability of many homebuyers to sell their existing homes,

- elevated levels of new and existing homes for sale, including the impact of increases in residential foreclosures, which are expected to continue for the foreseeable future,

Table of Contents

reduced availability and stricter terms of mortgage financing due to the significant mortgage market disruptions and tightened credit standards for homebuyers, and

pricing pressures resulting from a variety of factors, including the decision of homebuilders to offer significant discounts and sales incentives to liquidate unsold inventories of new homes.

The impact of the above factors varies depending upon the geographic market affected and the time period during which the relevant events occurred. The current downturn in the housing market began in fiscal year 2006 and was precipitated by factors such as reduced affordability of housing in some markets, increased inventories of new and used homes for sale and a decline in homebuyer consumer confidence. The effect of the downturn became more severe due to the market disruptions resulting from the sub-prime mortgage crisis, which began in fiscal year 2008 and led to reduced investor demand for mortgage loans and mortgage-backed securities. In the second quarter of fiscal year 2009, the deterioration in the overall economy accelerated leading to several international financial institutions filing for bankruptcy or merging with other institutions, declining stock valuations around the world, and the intervention in the capital markets by the United States government. This government intervention included government control of FNMA and FHLMC as well as the enactment of the \$700 billion Emergency Economic Stabilization Act. These developments have severely impacted consumer confidence and demand for our homes.

These market conditions materially and adversely impacted Home Building operating results for the year ended March 31, 2009 as evidenced by a \$4.33 billion decrease in homebuilding revenues (which are net of discounts) as compared to the prior year. The decrease in revenues was primarily attributable to a significant decrease in the number of units closed and, to a lesser extent, a decrease in average revenue per unit.

We also experienced a very pronounced decrease in sales orders during the year ended March 31, 2009. Sales orders decreased 55.9% to 10,866 for the year ended March 31, 2009. The precipitous drop in sales orders was primarily due to the abrupt and sweeping changes in the economy described above, which significantly reduced homebuyer demand. We expect that the decrease in sales orders will have a negative impact on our closings in the near term.

Our operating loss of \$1.53 billion for the year ended March 31, 2009 is also attributable to the following impairments and write-offs:

- \$882.6 million in land-related impairments,
- \$157.1 million in our share of joint ventures' impairments,
- \$46.6 million in write-offs of land deposits and pre-acquisition costs, and
- \$38.1 million in goodwill impairments.

However, when compared to the year ended March 31, 2008, Home Building operating loss improved \$1.4 billion. This improvement is primarily due to a reduction in the amount of impairments and land-related write-offs. Impairments and land-related write-offs for the year ended March 31, 2008 amounted to \$2.09 billion in the aggregate.

During the quarter ended March 31, 2009, and consistent with prior quarters, we assessed our neighborhoods and land for possible impairments. The further deterioration of market conditions during the quarter adversely impacted anticipated future selling prices, sales rates and other assumptions included in our impairment evaluations, and we recorded 81 land-related impairments totaling \$288.5 million. At March 31, 2009, the remaining carrying value of neighborhoods and land investments for which an impairment was recorded in the quarter ended March 31, 2009 was \$237.9 million. If market conditions worsen, or if any of our assumptions are adjusted negatively in future periods, we may have additional land-related impairments, which could be significant.

Financial Services operating loss for the year ended March 31, 2009 was \$59.5 million as compared to an operating loss of \$138.2 million for the year ended March 31, 2008. For the year ended March 31, 2009, mortgage loan origination volume decreased 58.6%. The decrease in mortgage loan origination volume is primarily attributable to the adverse conditions in the mortgage markets and the decline in homebuyer demand, as well as the wind-down of our Retail loan operations. Continued adverse market conditions and further declines in homebuyer demand could have a negative impact on Financial Services future operating results. Contributing to the loss for the year ended March 31, 2009 were additional provisions for losses, net of recoveries, for other mortgage loans and impairments of real estate owned of \$14.4 million. Also contributing to the loss during the year ended March 31, 2009 was an increase of \$25.0 million in the reserve for anticipated losses associated with mortgage loans originated and sold. The increase in the reserve is primarily related to anticipated mortgage loan losses attributable to a significant increase in investor repurchase and indemnification requests.

Table of Contents

During July 2008, Financial Services made the decision to cease originating Retail loans. Financial Services, which originally operated approximately 80 retail branches, ceased originating Retail loans during the fourth quarter of fiscal year 2009, and the wind-down was completed as of March 31, 2009. During the year ended March 31, 2009, we recorded \$25.8 million in costs related to the wind-down of our Retail loan operations. Due to the closure of our retail branch locations, we transitioned our mortgage operations to a centralized production model, which resulted in \$7.9 million of transition expenses incurred during the year ended March 31, 2009. The elimination of substantially all Retail loans, as well as the implementation of a centralized production model, may have a negative impact on Financial Services operating results.

On October 9, 2008, we announced that our Board of Directors suspended our quarterly cash dividend on our common stock. The suspension of our dividend is intended to enable us to preserve stockholders' equity and conserve cash for use in our business during the current downturn in the housing market. We cannot predict when or under what circumstances dividend payments would resume.

During the year ended March 31, 2009, we generated \$1,381.4 million in cash flows from operating activities, which was primarily provided by home and land sales from our homebuilding operations, federal income tax refunds resulting from the carryback of the fiscal year 2008 net operating loss to prior years, and decreases in mortgage loans held for sale, as aggregate loan sales exceeded investment in new mortgage loans. As a result, we had \$1.36 billion in cash and cash equivalents at March 31, 2009.

We anticipate that our business and results of operations will continue to be affected by the extremely difficult industry conditions and the broader difficult economic conditions for some time. However, in general, we believe that our existing sources of funding, including available cash on hand, cash flow from operations and our committed credit facilities are adequate to meet our anticipated operating and capital expenditure needs, letter of credit needs and debt service requirements for at least the next twelve months. Further deterioration in market conditions, including lower demand or prices for our homes, further disruptions of the mortgage markets, continued disruption in the broader financial services industry or the United States economy in general would likely result in declines in sales of our homes and fewer mortgage loans, accumulation of unsold inventory and margin deterioration, as well as potential additional land-related impairments and write-offs of deposits and pre-acquisition costs. These or other developments could reduce cash flow, cause us to incur additional losses, or cause us not to be in compliance with financial or other covenants, requiring that we seek amendments or waivers to our credit facilities to ensure continued availability of committed debt financing.

On October 3, 2008, the President of the United States signed into law the Emergency Economic Stabilization Act of 2008 that authorized up to \$700 billion in new spending authority for the United States Secretary of the Treasury to purchase, manage and ultimately dispose of troubled assets. On February 17, 2009, the President of the United States signed into law the American Recovery and Reinvestment Act of 2009 that authorizes stimulus payments and benefits up to \$800 billion. The 2009 Act included federal tax relief, expansion of unemployment benefits and other social welfare provisions, and domestic spending in education, health care, and infrastructure, including the energy sector. The United States Congress continues to consider certain proposed legislation that, if enacted, could have a favorable impact on the homebuilding industry, including provisions that would increase the carryback period for net operating losses generated during any taxable years beginning or ending in 2008 and 2009 from two years to five years. There can be no assurance that any recently enacted or possible future legislation whether or not enacted will actually have a favorable impact on our operations or financial condition.

The fundamentals that support homebuyer demand and the current market conditions remain unstable due to low consumer confidence, and we cannot predict the duration of the current market conditions. In response, we continue to adjust our operations by reducing our unsold inventory, reducing our land position, adjusting our workforce, and

lowering our costs. Our unsold inventory decreased from 1,754 units as of March 31, 2008 to 1,258 units as of March 31, 2009. Since March 31, 2008, our total land position decreased by 24,035 lots or 27.2%. Further, Home Building selling, general and administrative expenses decreased from \$1,111.6 million for the year ended March 31, 2008 to \$560.2 million for the year ended March 31, 2009. We are also working to reduce the costs of constructing our homes through simplification and process improvements.

Because of the substantial adverse changes in business conditions and in the credit markets, we have placed a high priority on generating and conserving cash to provide stability and a source of cash for future operations. We consider and will continue to consider ways to create operating efficiencies and activities that will strengthen the Company's financial condition including, among other things, the repurchase or restructuring of our outstanding debt securities.

Table of Contents

## Subsequent Events

On April 7, 2009, Centex Corporation and Pulte Homes, Inc. entered into a definitive merger agreement pursuant to which Centex will merge with a wholly-owned subsidiary of Pulte, and survive the merger as a wholly-owned subsidiary of Pulte. Under the terms of the agreement, Centex stockholders will receive 0.975 shares of Pulte common stock for each share of Centex common stock they own. Upon closing of the transaction, Pulte stockholders will own approximately 68% of the combined company, and Centex stockholders will own approximately 32%. The transaction is subject to approval by Pulte and Centex stockholders and the satisfaction of other customary closing conditions and regulatory approvals, including expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Pulte and Centex expect to complete the transaction in the third calendar quarter of 2009. For additional information with regard to this transaction, please refer to Note (O), "Subsequent Events," of the Notes to Consolidated Financial Statements.

On May 18, 2009, Centex and the IRS settled several disputed tax issues relating to the audit of its federal income tax returns filed for fiscal years 2001 through 2004. The disputed issues related primarily to our use of net operating losses, among other items. The settlement resulted in a tax liability of approximately \$63 million of which \$62 million was paid in June 2006. As a result of the settlement with the IRS and the recognition of the uncertain tax benefits related to the disputed issues, we will record an income tax benefit and an increase to net equity of approximately \$270 million during the first quarter of fiscal year 2010.

## FISCAL YEAR 2009 COMPARED TO FISCAL YEAR 2008

## HOME BUILDING

The following summarizes the results of our Home Building operations for the two-year period ended March 31, 2009 (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Revenues – Housing	\$ 3,578,182	(52.5)%	\$ 7,529,191	(31.6)%
Revenues – Land Sales and Other	58,348	(86.6)%	436,423	9.1%
Cost of Revenues – Housing	(3,124,648)	(52.2)%	(6,539,544)	(24.0)%
Cost of Revenues – Land Sales and Other (1)	(1,013,358)	(62.8)%	(2,721,219)	160.5%
Selling, General and Administrative Expenses	(560,215)	(49.6)%	(1,111,641)	(27.0)%
Goodwill Impairment	(38,101)	(51.3)%	(78,236)	100.0%
Loss from Unconsolidated Entities (2)	(159,449)	23.7%	(128,902)	74.7%
Other Income	12,316	(14.2)%	14,352	(54.0)%
Operating Loss (3)	\$ (1,246,925)	(52.0)%	\$ (2,599,576)	NM
Operating Loss as a Percentage of Revenues:				
Housing Operations (4)	(3.0)%	(1.4)	(1.6)%	(9.7)
Total Homebuilding Operations	(34.3)%	(1.7)	(32.6)%	(34.4)

NM = Not Meaningful

(1) Includes land-related impairments and write-offs of deposits and pre-acquisition costs.

(2)

Loss from Unconsolidated Entities include our share of joint ventures' impairments totaling \$157.1 million and \$100.5 million for the years ended March 31, 2009 and 2008, respectively.

- (3) Operating loss represents Home Building reporting segments' earnings exclusive of certain corporate general and administrative expenses.
- (4) Operating loss from housing operations is a non-GAAP financial measure, which we believe is useful to investors as it allows them to separate housing operations from activities related to land holdings, options to acquire land and related land valuation adjustments. Management uses this non-GAAP financial measure to aid in evaluating the performance of its ongoing housing projects. Operating earnings from housing operations is equal to Housing Revenues less Housing Cost of Revenues and Selling, General and Administrative Expenses, all of which are set forth in the table above.

Table of Contents

Home Building consists of the following reporting segments with operations located in the following states:

East: Florida, Georgia, Maryland, New Jersey, North Carolina, South Carolina and Virginia

Central: Colorado, Illinois, Indiana, Michigan, Minnesota, Missouri, Tennessee and Texas

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

Other homebuilding (1)

- (1) Other homebuilding includes certain resort/second home projects in Florida that we plan to build out and liquidate, and holding companies. In addition, Other homebuilding includes amounts consolidated under the caption "land held under option agreements not owned" and capitalized interest for all regions.

The following tables summarize units closed and average revenue per unit:

	For the Years Ended March 31,			
	2009	Change	2008	Change
Units Closed				
East	4,621	(44.6)%	8,334	(28.2)%
Central	5,930	(42.5)%	10,306	(19.3)%
West	3,847	(53.1)%	8,211	(21.9)%
Other homebuilding	36	(89.7)%	351	(61.0)%
	14,434	(46.9)%	27,202	(24.0)%
Average Revenue Per Unit				
East	\$ 274,676	(5.6)%	\$ 290,955	(9.0)%
Central	\$ 180,430	(1.3)%	\$ 182,855	(0.5)%
West	\$ 318,942	(15.4)%	\$ 377,012	(14.3)%
Other homebuilding	\$ 332,833	(6.0)%	\$ 353,900	(4.7)%
Total Home Building	\$ 247,900	(10.4)%	\$ 276,788	(10.1)%

## Revenues

Housing revenues significantly decreased for the year ended March 31, 2009 as compared to the prior year primarily due to a significant decrease in the number of units closed and, to a lesser extent, a decrease in average revenue per unit. For the year ended March 31, 2009, average revenue per unit (which is net of customer discounts) decreased primarily as a result of lower prices experienced in most of our markets, offset in part by decreases in customer discounts. Customer discounts decreased to 8.9% of housing revenues for the year ended March 31, 2009, down from 12.3% for the year ended March 31, 2008. For the year ended March 31, 2009, our closings declined when compared to the prior year as a result of decreases in sales orders caused principally by the challenging market conditions as described in the Executive Summary above.

Revenues from land sales and other decreased 86.6% to \$58.3 million for the year ended March 31, 2009 as compared to the prior year. The timing and amount of land sales may vary significantly from period to period. The decrease in revenues from land sales when compared to fiscal year 2008 is primarily the result of significant land sales in the fourth quarter of fiscal year 2008, which did not recur in fiscal year 2009.

Changes in average operating neighborhoods and closings per average neighborhood are outlined in the table below.

	For the Years Ended March 31,			
	2009	Change	2008	Change
Average Operating Neighborhoods (1)	520	(19.5)%	646	(6.0)%
Closings Per Average Neighborhood	27.8	(34.0)%	42.1	(19.2)%

(1) We define a neighborhood as an individual active selling location targeted to a specific buyer segment with greater than ten homes remaining to be sold.

Table of Contents

Our neighborhood count as of March 31, 2008 was 602 neighborhoods, and it has steadily decreased to a neighborhood count of 472 as of March 31, 2009. The drop in neighborhood count, which we expect to continue, is the result of our decisions not to reinvest in certain markets, to sell certain properties that did not meet our strategic initiatives and to significantly curtail development spending, which delays the opening of new neighborhoods.

## Operating Margins

Homebuilding operating margins (consisting of operating loss as a percentage of revenues) decreased to (34.3)% for the year ended March 31, 2009 as compared to (32.6)% for the year ended March 31, 2008. These decreases in homebuilding operating margins were primarily attributable to the timing and amount of our Home Building impairments. The following table summarizes Home Building goodwill, land-related impairments and write-offs of deposits and pre-acquisition costs, excluding our share of joint ventures' impairments (dollars in thousands):

	For the Years Ended March 31,					
	2009			2008		
	Goodwill Impairments	Land-related Impairments	Land-related Write-offs	Goodwill Impairments	Land-related Impairments (1)	Land-related Write-offs
East	\$ 30,594	\$ 329,915	\$ 23,055	\$ 24,761	\$ 323,738	\$ 62,433
Central	5,102	84,636	6,030	9,709	82,976	17,033
West	2,405	460,839	17,485	43,766	1,213,681	40,828
Other homebuilding	-	7,163	-	-	172,034	131
	\$ 38,101	\$ 882,553	\$ 46,570	\$ 78,236	\$ 1,792,429	\$ 120,425

(1) Land-related impairments include direct construction impairments of \$14.9 million for the year ended March 31, 2008.

We regularly assess our land holdings, including our lot options, taking into consideration changing market conditions and other factors. In connection with our quarterly neighborhood assessments, during the quarter ended March 31, 2009, we reviewed approximately 770 neighborhoods and land investments for potential land-related impairments. Approximately 730 of these neighborhoods are owned land positions that are either designated as active neighborhoods, are under development but are not considered active neighborhoods, are currently held for sale or will be developed in future periods. The remaining 40 neighborhoods represent controlled land positions approved for purchase. Land-related impairments during the quarter ended March 31, 2009 affected 81 neighborhoods and land investments.

Also, during the year ended March 31, 2009, we determined it was probable we would not exercise certain lot option contracts, which resulted in writing off deposits and pre-acquisition costs for 86 option contracts, resulting in a remaining balance of 55 outstanding option contracts at March 31, 2009. Continued deterioration in demand and market conditions could result in significant additional impairments and a decision to not exercise additional lot option contracts, which would result in additional write-offs. In addition, we could incur additional losses and impairments related to our joint ventures. Please refer to "Inventory Valuation" in the Critical Accounting Estimates and to Note (C), "Inventories," of the Notes to Consolidated Financial Statements for additional details on our land holdings.

Table of Contents

Home Building selling, general and administrative expenses decreased \$551.4 million, or 49.6%, for the year ended March 31, 2009 when compared to the prior year. One of the factors contributing to the decrease in selling, general and administrative expenses was a reduction in personnel that resulted in a substantial reduction in compensation and benefit costs. The number of Home Building employees, excluding sales personnel, was 874 and 3,024 as of March 31, 2009 and 2008, respectively. We are focused on adjusting our organization in response to current market conditions, and continue to combine divisions and shift divisional activities into central locations to more effectively leverage resources across the organization. In addition, sales commissions for the year ended March 31, 2009 have decreased in correlation with decreases in units closed and average revenue per unit. The following table summarizes Home Building selling, general and administrative expenses, or SG&A (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Compensation and Benefits	\$ 224,318	(45.1)%	\$ 408,932	(35.8)%
Sales Commissions	162,639	(55.3)%	364,236	(21.6)%
Advertising and Marketing	57,292	(60.7)%	145,919	(26.9)%
Other	115,966	(39.8)%	192,554	(13.4)%
Selling, General and Administrative Expenses	\$ 560,215	(49.6)%	\$ 1,111,641	(27.0)%
SG&A as a Percentage of Revenues	15.4%	1.4	14.0%	0.7

## Sales Orders, Average Cancellation Rates, Backlog Units and Land Holdings

The following tables summarize sales orders, average cancellation rates and backlog units. For each unit in backlog, we have received a signed customer contract and a customer deposit. The backlog units included in the table below are net of known cancellations, which occur for a variety of reasons, including a customer's inability to obtain financing, customer job loss or relocation or other customer financial hardships. Under certain circumstances, customer deposits are refundable upon cancellation.

	For the Years Ended March 31,			
	2009	Change	2008	Change
Sales Orders (in Units)				
East	3,923	(47.7)%	7,505	(11.9)%
Central	4,636	(51.6)%	9,586	(20.1)%
West	2,274	(69.3)%	7,406	(12.2)%
Other homebuilding	33	(79.4)%	160	52.4%
	10,866	(55.9)%	24,657	(15.1)%
Sales Per Average Neighborhood	20.9	(45.3)%	38.2	(9.7)%

For the Years Ended March 31,			
2009	Change	2008	Change

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Average Cancellation Rates

East	29.1%	2.8	26.3%	(6.1)
Central	38.2%	5.4	32.8%	0.3
West	39.3%	3.0	36.3%	(4.4)
Other homebuilding	5.7%	(30.0)	35.7%	(38.8)
Total Home Building	35.4%	3.3	32.1%	(3.4)

30

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Table of Contents

	As of March 31,			
	2009	Change	2008	Change
Backlog Units				
East	1,750	(28.5)%	2,448	(25.3)%
Central	1,661	(43.8)%	2,955	(25.9)%
West	767	(67.2)%	2,340	(26.3)%
Other homebuilding	-	(100.0)%	3	(98.6)%
	4,178	(46.1)%	7,746	(27.3)%
Backlog Value (in millions)	\$ 999	(50.4)%	\$ 2,016	(36.5)%

For the year ended March 31, 2009, sales orders declined substantially in all of the regions in which we do business when compared to the prior year. We expect that the decreases in sales orders will have a negative impact on our closings in the near term.

As previously discussed, we believe the precipitous decrease in sales orders was primarily due to the abrupt and sweeping changes in the economy which significantly reduced homebuyer demand. The decline in consumer confidence is evidenced by a 55.8% drop in customer traffic during the year ended March 31, 2009 when compared to the prior year, and cancellation rates that increased to 35.4% from 32.1% for the year ended March 31, 2008.

In light of the continuing adverse market conditions, our strategy is to focus on selling homes, reducing inventories, reducing costs, generating cash and simplifying our business through process improvement initiatives. We are closely monitoring speculative housing starts so that we can reduce our speculative inventory and facilitate our transition to an operating model more focused on constructing homes from a sold backlog.

Total speculative inventory decreased 28.3% to 1,258 units, excluding models, at March 31, 2009 compared to 1,754 units at March 31, 2008. We have also continued to take actions to reduce our land position. The following table summarizes our land position:

	As of March 31,					
	2009		Total Lots	2008		Total Lots
Lots Owned	Lots Controlled	Lots Owned		Lots Controlled		
East	29,455	3,759	33,214	35,235	8,551	43,786
Central	15,657	2,957	18,614	20,261	6,349	26,610
West	10,853	329	11,182	13,634	3,247	16,881
Other homebuilding	1,324	-	1,324	1,092	-	1,092
	57,289	7,045	64,334	70,222	18,147	88,369
Change from previous year	(18.4)%	(61.2)%	(27.2)%	(28.6)%	(70.6)%	(44.8)%

Capitalized costs related to lots owned are included in land under development and land held for development and sale. Lot counts related to completed homes or homes under construction are excluded from the totals above. The dollar amounts related to these lot counts are classified as direct construction in our Consolidated Balance Sheets. The direct construction lot counts as of March 31, 2009 and March 31, 2008 were 4,318 and 7,324, respectively, including 692 and 1,323, respectively, of lots for model homes completed or under construction. Included in our total lots are 1,742 and 3,429 lots controlled through joint venture arrangements as of March 31, 2009 and 2008, respectively.

We decreased our total land position when compared to March 31, 2008. The decrease in our land position for the year ended March 31, 2009 is a result of our decision to curtail land purchases and exit certain lot option arrangements. Based on current market conditions, we believe we are oversupplied in total lots in certain markets and will continue to seek opportunities to reduce our land position. These steps may include one or more sales of land. As

Table of Contents

compared to March 31, 2008, our total land position at March 31, 2009 decreased by 24,035 lots or 27.2%. Our total land position peaked at March 31, 2006 at 295,721 lots. We have decreased our total land position each consecutive quarter since then.

## Regional Discussion

Changes in revenues and operating earnings (loss) for our homebuilding reporting segments are outlined in the table below (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Revenues				
East	\$ 1,302,242	(48.7)%	\$ 2,536,909	(34.1)%
Central	1,080,631	(43.6)%	1,917,627	(20.1)%
West	1,235,847	(62.2)%	3,268,290	(31.1)%
Other homebuilding	17,810	(92.7)%	242,788	(41.8)%
	\$ 3,636,530	(54.3)%	\$ 7,965,614	(30.2)%
Operating Earnings (Loss)				
East	\$ (594,122)	16.8%	\$ (508,655)	(303.4)%
Central	(123,025)	4.9%	(117,234)	(402.5)%
West	(533,476)	(69.4)%	(1,741,273)	NM
Other homebuilding	3,698	(101.6)%	(232,414)	755.2%
	\$ (1,246,925)	(52.0)%	\$ (2,599,576)	NM

## East

Revenues for the year ended March 31, 2009 decreased 48.7% when compared to the prior year primarily due to substantial decreases in units closed in all markets within the East region except for the Sarasota, Atlanta and Naples markets. During the year ended March 31, 2009, eight of the sixteen markets within the East region experienced over a 50% decrease in revenues and seven of the sixteen markets experienced over a 40% decrease in units closed. Average revenue per unit decreased 5.6% despite a decrease in discounts from 13.0% to 9.0% for the year ended March 31, 2009. All markets within the East region realized a decrease in average revenue per unit except for the Southeast Florida and Atlanta markets. Sales orders decreased 47.7% when compared to the year ended March 31, 2008, consistent with a 49.0% decrease in customer traffic. Sales orders decreased substantially in all markets within the East region, except for the D.C. Metro market, which experienced a small decrease.

When compared to the year ended March 31, 2008, the East region's operating loss increased \$85.5 million to a loss of \$594.1 million for the year ended March 31, 2009. The increase in our operating loss was primarily due to increases in our share of joint venture losses in the D.C. Metro market. Markets in South Carolina were the only markets in the East region that realized operating earnings during the year ended March 31, 2009. Substantially all of the operating loss for the year ended March 31, 2009 was incurred by the D.C. Metro, Naples, Southeast Florida and Orlando markets.

## Central

Revenues for the year ended March 31, 2009 decreased 43.6% primarily due to a 42.5% decrease in units closed when compared to the prior year. All markets within the Central region experienced at least a 15% decrease in units closed when compared to the year ended March 31, 2008, while four of the ten markets experienced a 50% or greater decrease in units closed. The largest decrease in the number of units closed occurred in the Dallas/Fort Worth market. Average revenue per unit decreased 1.3%, which was the smallest decrease in average revenue per unit for all of our regions. Six of the ten markets in the Central region realized increases in average revenue per unit. Sales orders decreased 51.6% when compared to the year ended March 31, 2008 with the largest decrease in the number of sales orders occurring in the Dallas/Fort Worth market. Also contributing to the decrease in sales orders were the sale of our on-your-lot operations, and our decision to build out and not reinvest in the Detroit, Denver and Columbus markets. The decrease in sales orders was impacted by a 43.2% decrease in customer traffic and an increase in cancellation rates from 32.8% to 38.2% for the year ended March 31, 2009.

## Table of Contents

The Central region's operating loss increased \$5.8 million to a loss of \$123.0 million for the year ended March 31, 2009. The increase in operating loss is primarily due to a decrease in units closed, which was not offset by commensurate reductions in selling, general and administrative expenses and reductions in direct construction costs. The Central region's operating loss of \$123.0 million for the year ended March 31, 2009 was primarily incurred by the Illinois, Minnesota, Denver and St. Louis markets, which also recorded substantially all of the region's land-related impairments for the year ended March 31, 2009. The Central Texas, San Antonio and Nashville markets were the only markets within the Central region to report operating earnings for the year ended March 31, 2009.

### West

Revenues for the year ended March 31, 2009 decreased 62.2% when compared to the prior year. The decrease in revenues was primarily due to a 53.1% decrease in units closed and a 15.4% decrease in average revenue per unit. All markets within the West region experienced at least a 50% decrease in revenues except for the Hawaii, Reno and New Mexico markets. The decrease in average revenue per unit for the West region during the year ended March 31, 2009 is the largest decline in average revenue per unit incurred by all of our regions. Within the West region, the largest decrease in average revenue per unit occurred in the Los Angeles and Southern California Coastal markets. Nine of the thirteen markets within the West region experienced a greater than 10% decrease in average revenue per unit, and the Hawaii market was the only market within the West region that had an increase in average revenue per unit when compared to fiscal year 2008. Sales orders decreased 69.3% when compared to the year ended March 31, 2008. Contributing to the decrease in sales orders was a 39.7% decrease in average operating neighborhoods, which was a significant factor in the 66.9% decrease in customer traffic. All markets within the West region experienced decreases in sales orders of at least 40%. Seven of the thirteen markets in the West region realized over a 70% decrease in sales orders when compared to fiscal year 2008, with the largest decreases in the number of sales orders occurring in the Phoenix, Central Valley and Inland Empire markets.

Operating loss for the year ended March 31, 2009 was \$533.5 million, a \$1.2 billion improvement when compared to the prior year. The reduction in the operating loss is primarily attributable to a reduction in losses on land sales and land-related impairments. The largest operating loss recognized in the year ended March 31, 2009 was incurred by the Inland Empire market, which also realized the largest amount of land-related impairments in the West region. The Bay Area, New Mexico and the Reno markets were the only markets within the West region to achieve operating earnings. Even though significant strides were made to reduce selling, general and administrative expenses incurred in this region, the reductions in expenses did not keep pace with the reductions in total revenues.

### Other homebuilding

Other homebuilding is comprised primarily of certain operating segments that are not part of our long-term strategy, including certain resort/second home projects in Florida that we plan to build out and liquidate. In addition, certain homebuilding holding companies and certain income and expenses that are not allocated to our operating segments are reported in this segment.

For the year ended March 31, 2009, the Other homebuilding region experienced operating earnings of \$3.7 million as compared to a loss of \$232.4 million in the prior year. This improvement to operating earnings was primarily the result of \$7.2 million in land-related impairments incurred in the year ended March 31, 2009, compared to \$172.0 million of land-related impairments recorded in the prior year. The improvement in operating earnings was also the result of reductions in losses on land sales.

## FINANCIAL SERVICES

The Financial Services segment is primarily engaged in the residential mortgage lending business for purchasers of homes sold by our homebuilding operations, as well as other financial services that are in large part related to the origination of residential mortgage loans. In prior quarters, its operations also included mortgage lending and other related services for purchasers of homes sold by third parties, refinancing of existing mortgages, and the sale of property and casualty insurance.

Because of the significant disruptions in the mortgage markets and the related reductions in market liquidity, in July 2008, Financial Services made the decision to cease the origination of Retail loans. As a result, Financial Services, which originally operated approximately 80 retail branches, ceased originating Retail loans during the fourth quarter of fiscal year 2009, and the wind-down was completed as of March 31, 2009. Since July 2008, we have recorded \$25.8 million in costs related to the wind-down of the Retail loan operations, including \$18.9 million of severance costs, primarily associated with the reduction of personnel in the retail branches, \$2.8 million of contract

Table of Contents

termination costs related to various lease agreements associated with the retail branch locations, and \$4.1 million of asset write-downs and other costs.

Since our exit from the Retail loan market, we have focused our mortgage operations primarily on originating Builder loans. Retail loans represented approximately 44.4% and 54.8% of total mortgage originations during the years ended March 31, 2009 and 2008, respectively. The elimination of substantially all Retail loans will significantly affect our origination volume and is expected to have a negative impact on Financial Services operating results. Due to the exit from the Retail loan market, we transitioned the origination of Builder loans to a centralized production model, which resulted in \$7.9 million of transition expenses during fiscal year 2009.

Financial Services revenues and operating earnings are derived primarily from the sale of mortgage loans, together with all related servicing rights, broker fees, title services, interest income and other fees. Loan origination fees and other revenues derived from the origination of mortgage loans, which we refer to in the aggregate as loan origination fees, are recognized in Financial Services revenues as earned and loan origination costs are recognized in Financial Services expenses as incurred. Prior to our adoption of Statement of Financial Accounting Standards, or SFAS, No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115," or SFAS 159, on a prospective basis on April 1, 2008, net loan origination fees were deferred and recognized as an adjustment to Financial Services revenues when the related loan was sold to a third-party purchaser. In accordance with SEC Staff Accounting Bulletin No. 109, "Written Loan Commitments Recorded at Fair Value Through Earnings," or SAB 109, we recognize the fair value of mortgage servicing rights as revenue at the time we enter into an Interest Rate Lock Commitment, or IRLC. Subsequent changes in the fair value of IRLCs are recorded as an adjustment to revenue. Prior to January 1, 2008, the effective date of SAB 109, the fair value of mortgage servicing rights was not recognized as revenue until the related loan was sold. Interest revenues on mortgage loans receivable are recognized using the interest (actuarial) method. Other revenues, including fees for title insurance and settlement services, mortgage broker and other services performed in connection with mortgage lending activities, are recognized as earned.

In the normal course of our activities, we carry inventories of loans pending sale to third-party investors and earn an interest margin, which we define as the difference between interest revenue on mortgage loans and interest expense on debt used to fund the mortgage loans.

Generally, our business strategy is to originate and sell loans rather than hold them, which reduces our capital investment and related risks. We remain liable for certain limited representations and warranties related to mortgage loan sales. CTX Mortgage Company, LLC funds its mortgage loans with internally generated capital and committed bank warehouse credit facilities.

The following summarizes Financial Services results for the two-year period ended March 31, 2009 (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Revenues	\$ 190,000	(38.7)%	\$ 309,948	(33.8)%
Cost of Revenues	(13,769)	(75.7)%	(56,608)	(38.7)%
Selling, General and Administrative Expenses	(235,723)	(39.8)%	(391,493)	34.5%
Operating Loss	\$ (59,492)	(56.9)%	\$ (138,153)	(263.4)%
Operating Margin	(31.3)%	13.3	(44.6)%	(62.7)

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Net Interest Income	\$	7,529	(53.0)%	\$	16,024	(49.1)%
Average Interest Earning Assets	\$	333,475	(66.1)%	\$	983,675	(39.0)%
Average Yield		5.87%	(1.29)		7.16%	(0.39)
Average Interest Bearing Liabilities	\$	259,506	(71.5)%	\$	909,213	(42.1)%
Average Rate Paid		4.86%	(1.27)		6.13%	0.29

Financial Services revenues for the year ended March 31, 2009 decreased as compared to the prior year due to decreases in gain on sale of mortgage loans, broker fees, title income and interest income. These decreases are due to decreases in the volume of originated loans and loans brokered to third party lenders. Also contributing to the decrease in interest income was a decrease in average yield. Interest accruals are suspended, except for interest accruals related to insured mortgage loans, when the mortgage loan becomes contractually delinquent for 90 days or

Table of Contents

more. At March 31, 2009 and 2008, mortgage loans on which revenue was not being accrued were \$144.6 million and \$226.1 million, respectively. The decrease in revenues for the year ended March 31, 2009 was partially offset by the recognition of \$49.3 million of loan origination fees related to the adoption of SFAS 159 on April 1, 2008, as discussed above. For the year ended March 31, 2009, cost of revenues, which is primarily comprised of interest expense, declined as compared to the prior year as a result of decreases in average interest bearing liabilities and short-term borrowing costs.

The decrease in selling, general and administrative expenses for the year ended March 31, 2009 related primarily to the overall decrease in total loss provisions and impairments of \$143.0 million. The following table summarizes Financial Services loss provisions and impairments of real estate owned (dollars in thousands):

	For the Years Ended March 31,	
	2009	2008
Provision for Losses on Mortgage Loans	\$ 1,723	\$ 170,365
Impairments of Real Estate Owned	12,704	5,744
Anticipated Losses for Loans Originated and Sold	24,955	6,291
<b>Total Loss Provisions and Impairments (1)</b>	<b>\$ 39,382</b>	<b>\$ 182,400</b>

(1) For additional information on Financial Services provisions, please refer to our Critical Accounting Estimates, "Mortgage Loan Allowances and Related Reserve," and Note (B), "Mortgage Loans Receivable," of the Notes to Consolidated Financial Statements.

The provision for losses on mortgage loans recorded during the year ended March 31, 2008 was primarily the result of the significant deterioration of the mortgage markets resulting in the decline in value of certain of our mortgage loans. The increased impairments of real estate owned during the year ended March 31, 2009 related to further deterioration of property value related to, among other things, a continued decline in homebuyer demand subsequent to acquisition of the real estate by Financial Services. The increase in anticipated losses for loans originated and sold for the year ended March 31, 2009 was primarily related to anticipated mortgage loan losses attributable to a significant increase in investor repurchase and indemnification requests. Although Financial Services is contesting many of these requests, we believe that an increased volume of requests under current market conditions in the mortgage industry warranted an increase in our reserves.

The effect of the overall reduction in the total loss provisions and impairments on our selling, general and administrative expenses was partially offset by \$25.8 million of expenses related to the wind-down of our Retail loan operations recognized during the year ended March 31, 2009, as well as \$7.9 million of expenses recorded during this same period which relate to the transition of our mortgage operations to a centralized production model.

During the year ended March 31, 2009, Financial Services recognized \$50.5 million of loan origination costs at the time of loan origination pursuant to the provisions of SFAS 159. The adoption of SFAS 159 resulted in increases in both revenues and selling, general and administrative expenses for the year ended March 31, 2009. Prior to April 1, 2008, these revenues and expenses were reported as net origination fees in revenues. Selling, general and administrative expenses also reflected decreases in branch operating expenses, branch and corporate compensation, and sales incentives during the year ended March 31, 2009. The increase in operating margin for the year ended March 31, 2009 was primarily attributable to the decrease in short-term borrowing costs.

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The following table provides a comparative analysis of the volume of loan sales to investors (third parties) and the gains on those sales and related derivative activity, known collectively as “gain on sale of mortgage loans” for the years ended March 31, 2009 and 2008 (dollars in thousands, except for average loan size and volume):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Loan Sales to Investors				
Volume (in millions)	\$ 4,022.6	(56.6)%	\$ 9,258.0	(14.0)%
Number of Loans Sold	20,252	(54.7)%	44,687	(12.7)%
Gain on Sale of Mortgage Loans	\$ 66,290	(47.2)%	\$ 125,600	(23.9)%
Average Loan Size	\$ 198,630	(4.1)%	\$ 207,176	(1.5)%

Table of Contents

Gain on sale of mortgage loans decreased for the year ended March 31, 2009 primarily due to a decrease in the volume of originated loans. The decrease in volume was partially offset by a shift in the product mix of originated loans to more conforming loans and FHA/VA eligible loans, which generate higher service release premiums than nonconforming loans.

We track loan applications until such time as the loan application is closed as an originated loan or cancelled. The application data presented below includes loan applications that resulted in originated loans in the period presented and applications for loans scheduled to close in subsequent periods.

	For the Years Ended March 31,		2008	
	2009	Change	2008	Change
Open Applications - Beginning	15,107	(14.4)%	17,648	(24.0)%
New Applications	84,793	(33.7)%	127,956	33.5%
Cancelled Applications	(75,974)	(11.0)%	(85,337)	95.5%
Originated Loans	(20,200)	(55.3)%	(45,160)	(21.8)%
Open Applications - Ending	3,726	(75.3)%	15,107	(14.4)%

The table below provides a comparative analysis of mortgage loan originations, which includes loans brokered to third parties, for the years ended March 31, 2009 and 2008.

	For the Years Ended March 31,		2008	
	2009	Change	2008	Change
Origination Volume (in millions)	\$ 4,137.8	(58.6)%	\$ 9,991.3	(27.7)%
Number of Originated Loans				
Builder	11,230	(45.0)%	20,431	(24.7)%
Retail	8,970	(63.7)%	24,729	(19.3)%
	20,200	(55.3)%	45,160	(21.8)%
Average Loan Size – Originated Loans	\$ 204,845	(7.4)%	\$ 221,200	(7.6)%

Total originations for the year ended March 31, 2009 decreased primarily as a result of a decline in homebuyer demand, a reduction in the available range of mortgage product offerings and our exit from the Retail loan market. Refinancing activity accounted for 13% and 20% of our originations for the years ended March 31, 2009 and 2008, respectively. Refinancing activity is not expected to be material in future periods due to our exit from the Retail loan market. For the years ended March 31, 2009 and 2008, Financial Services originated 84% and 79% of the non-cash unit closings of Home Building customers, respectively.

Beginning in early 2007, the mortgage markets were affected by declines in values and increased default levels of sub-prime mortgage loans. The deterioration of the mortgage markets accelerated during the second quarter of fiscal year 2008 and continued through fiscal year 2009, which resulted in the virtual elimination of the nonconforming mortgage market which included sub-prime mortgage loans. As a result, Financial Services essentially ceased originating sub-prime or other nonconforming loans. Further disruptions in the mortgage markets, including changes

in mortgage underwriting requirements and increases in interest rates, could further reduce the population of potential mortgage customers and/or the profit on loans we originate, and in turn, negatively impact Financial Services future operating results.

Table of Contents

## OTHER

Our Other segment includes corporate general and administrative expense and interest expense. The following summarizes the components of the Other segment's loss from continuing operations before income tax (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Corporate General and Administrative Expense	\$ (188,857)	22.4%	\$ (154,308)	(16.9)%
Interest Expense (1)	(52,716)	510.0%	(8,642)	100.0%
Interest and Other Income	21,219	(16.9)%	25,521	925.8%
Operating Loss	\$ (220,354)	60.3%	\$ (137,429)	(24.9)%

(1) For further information on interest expense, see Note (A), "Significant Accounting Policies," of the Notes to Consolidated Financial Statements.

Included in interest and other income for the year ended March 31, 2008 is a \$13.4 million gain on the sale of an airplane. Corporate general and administrative expense represents corporate employee compensation and benefits (including severance costs), professional and legal costs (including claim and litigation costs), and other corporate costs such as investor communications, rent, utilities and travel costs. The following table summarizes corporate general and administrative expense (dollars in thousands):

	For the Years Ended March 31,			
	2009	Change	2008	Change
Compensation and Benefits	\$ 110,432	(2.7)%	\$ 113,544	(28.5)%
Professional and Legal Costs	44,025	101.2%	21,876	8.5%
Rent and Utilities	12,957	94.3%	6,667	(1.9)%
Travel	4,531	(13.4)%	5,230	(23.4)%
Other	16,912	141.9%	6,991	(200.9)%
General and Administrative Expense	\$ 188,857	22.4%	\$ 154,308	(16.9)%

The increase in corporate general and administrative expense in the year ended March 31, 2009 versus the prior year is primarily related to centralization of certain support functions, increases in professional and legal costs and increases in lease-related costs. We have continued to identify opportunities to centralize certain functions to better leverage our resources across the organization and continue to make strategic investments to improve our core business processes. This centralization has reduced our field-related general and administrative expenses, but this effect has been partially offset by an increase in corporate general and administrative expense. The increase in professional and legal costs is a result of the increases in professional fees incurred in connection with our strategic initiatives and, to a lesser extent, reserves for outstanding claims and litigation.

## INCOME TAXES

We recognized an income tax benefit from continuing operations of \$86.6 million and \$214.2 million for the years ended March 31, 2009 and 2008, respectively. Our effective tax rate from continuing operations was 5.7% and 7.4% for the years ended March 31, 2009 and 2008, respectively. Our effective tax rate from continuing operations differed from the federal statutory rate primarily as a result of increasing the deferred tax asset valuation allowance, the effect of state income taxes and increasing the liability for unrecognized tax benefits resulting primarily from accrued interest and penalties. For additional information regarding our valuation allowance and liability for unrecognized tax benefits, see Note (L), "Income Taxes," of the Notes to Consolidated Financial Statements.

Table of Contents

## DISCONTINUED OPERATIONS

## Home Services

On April 3, 2008, we completed the sale of our home services operations to an unrelated third party and received \$131.1 million in cash. Discontinued operations for our home services operations are as follows (dollars in thousands):

	For the Years Ended March 31,	
	2009	2008
Revenues	\$ -	\$ 130,118
Operating Income	\$ -	\$ (1,876)
Pre-tax Gain on Sale	\$ 39,379	\$ -

## Westwood Insurance

On September 30, 2008, we completed the sale of Westwood Insurance Agency to an unrelated third party and received \$55.4 million in cash. The pre-tax gain from the sale of \$48.3 million has been included in discontinued operations in our financial statements. Historical operations of Westwood Insurance Agency are not material to our financial performance and, accordingly, have not been reclassified to discontinued operations.

For additional information on our discontinued operations, see Note (N), "Discontinued Operations," of the Notes to Consolidated Financial Statements.

## FISCAL YEAR 2008 COMPARED TO FISCAL YEAR 2007

## HOME BUILDING

The following summarizes the results of our Home Building operations for the two-year period ended March 31, 2008 (dollars in thousands except per unit data):

	For the Years Ended March 31,			
	2008	Change	2007	Change
Revenues – Housing	\$ 7,529,191	(31.6)%	\$ 11,014,975	(7.6)%
Revenues – Land Sales and Other	436,423	9.1%	399,852	13.7%
Cost of Revenues – Housing	(6,539,544)	(24.0)%	(8,599,465)	1.7%
Cost of Revenues – Land Sales and Other	(2,721,219)	160.5%	(1,044,455)	251.7%
Selling, General and Administrative Expenses	(1,111,641)	(27.0)%	(1,523,001)	0.4%
Goodwill Impairments	(78,236)	100.0%	-	-
Loss from Unconsolidated Entities	(128,902)	74.7%	(73,782)	(194.8)%
Other Income	14,352	(54.0)%	31,229	282.1%
Operating Earnings (Loss)	\$ (2,599,576)	NM	\$ 205,353	(90.2)%
Operating Earnings (Loss) as a Percentage of Revenues:				
Housing Operations	(1.6)%	(9.7)	8.1%	(8.2)

Total Homebuilding Operations	(32.6)%	(34.4)	1.8%	(15.2)
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Table of Contents

	For the Years Ended March 31,			
	2008	Change	2007	Change
Units Closed				
East	8,334	(28.2)%	11,606	(11.8)%
Central	10,306	(19.3)%	12,766	(7.8)%
West	8,211	(21.9)%	10,512	(2.3)%
Other homebuilding	351	(61.0)%	901	(38.0)%
	27,202	(24.0)%	35,785	(8.8)%
Average Revenue Per Unit				
East	\$ 290,955	(9.0)%	\$ 319,783	(0.1)%
Central	\$ 182,855	(0.5)%	\$ 183,686	(0.1)%
West	\$ 377,012	(14.3)%	\$ 439,892	(1.3)%
Other homebuilding	\$ 353,900	(4.7)%	\$ 371,255	48.2%
Total Home Building	\$ 276,788	(10.1)%	\$ 307,810	1.3%

## Revenues

Housing revenues decreased for the year ended March 31, 2008 as compared to fiscal year 2007 due to decreases in units closed and average revenue per unit. For the year ended March 31, 2008, average revenue per unit decreased primarily as a result of increases in discounts and lower prices experienced in many of our markets. Customer discounts increased to 12.3% of housing revenues for the year ended March 31, 2008, up from 7.1% for fiscal year 2007. For the year ended March 31, 2008, our closings declined when compared to the prior year as a result of decreases in sales orders caused principally by challenging market conditions.

Revenues from land sales and other increased 9.1% to \$436.4 million for the year ended March 31, 2008 as compared to fiscal year 2007. Although the timing and amount of land sales vary from period to period, the increase in revenues from land sales was primarily the result of the sale of a portfolio of 27 properties to a joint venture, the sale of a portfolio of five resort/second home properties and other sales of land that required significant future development spending and did not meet our strategic objectives.

Changes in average operating neighborhoods and closings per average neighborhood are outlined in the table below.

	For the Years Ended March 31,			
	2008	Change	2007	Change
Average Operating Neighborhoods	646	(6.0)%	687	9.7%
Closings Per Average Neighborhood	42.1	(19.2)%	52.1	(16.9)%

Our neighborhood count as of March 31, 2007 was 690 neighborhoods, and it steadily decreased to a neighborhood count of 602 as of March 31, 2008. The drop in neighborhood count was primarily the result of our decision to build out and not reinvest in certain markets and our decision to sell certain properties that did not meet our strategic initiatives.

Operating Margins

Homebuilding operating margins declined to (32.6)% for the year ended March 31, 2008 as compared to 1.8% for the year ended March 31, 2007. The decrease in homebuilding operating margins as compared to fiscal year 2007 was primarily attributable to the following factors: (1) decreases in revenues, net of discounts, (2) land-related and goodwill impairments, (3) losses on land sales, (4) write-offs of land deposits and pre-acquisition costs, and (5) our share of joint ventures' impairments. The \$128.9 million in losses from unconsolidated entities for the year ended March 31, 2008 included \$100.5 million of our share of joint ventures' impairments and losses.

Table of Contents

Homebuilding operating margins were impacted by \$388.7 million in losses on land sales. In March 2008, we sold a portfolio of 27 developed, partially-developed and undeveloped properties to a joint venture funded principally by certain investment funds for \$161.2 million in cash. The portfolio of assets sold included properties that represented 8,545 lots in 27 properties across 11 states, with the majority located in California and Nevada. The joint venture was led by RSF Partners, Inc. and included funds under management by Farallon Capital Management, L.L.C. and Greenfield Partners, L.L.C. We have a 5% interest in the joint venture, and we have the right to receive a greater share of distributions if certain financial targets are met.

We deposited with the joint venture \$1.9 million for options to purchase 350 lots. Included in revenues – land sales and other was \$150.5 million related to this transaction which excluded proceeds for lots sold and subsequently optioned back from the joint venture which was accounted for as a financing transaction. The book value of the properties sold was \$528.5 million, excluding capitalized interest of \$28.6 million. In connection with the sale, we incurred \$12.8 million in transaction costs. Cost of revenues – land sales and other includes \$542.4 million and cost of revenues – housing includes \$27.5 million related to this transaction.

In March 2008, we also sold a portfolio of five resort/second home properties to a third party for \$53.7 million in cash, net of \$14.9 million in seller financing for one of the properties. The resort/second home properties sold included properties located in Texas, North Carolina and New Hampshire. We agreed to finance future construction on two of the properties sold for a maximum commitment of \$23.9 million. We have a contingent receivable of \$8.1 million that will be recognized if and when the contingency is resolved.

Homebuilding operating margins were also significantly impacted by \$1,792.4 million of land-related impairments in the year ended March 31, 2008. In addition to land-related impairments, we recorded \$78.2 million in goodwill impairments, which represented 64.4% of our total homebuilding goodwill balance at the beginning of fiscal year 2008. The goodwill impairments contributed to the decrease in homebuilding operating margins for the year ended March 31, 2008.

Also, during the year ended March 31, 2008, we determined it was probable we would not exercise certain lot option contracts, which resulted in a write-off of 108 option contracts and related pre-acquisition costs, resulting in a remaining balance of 145 outstanding option contracts and deposits (including contracts in the due diligence process) at March 31, 2008.

The following table summarizes Home Building impairments and write-offs of deposits and pre-acquisition costs, excluding our share of joint ventures' impairments (dollars in thousands):

	For the Years Ended March 31,					
	2008		2007			
	Goodwill Impairments	Land-related Impairments	Land-related Write-offs	Goodwill Impairments	Land-related Impairments	Land-related Write-offs
East	\$ 24,761	\$ 323,738	\$ 62,433	\$ -	\$ 114,344	\$ 89,046
Central	9,709	82,976	17,033	-	35,469	41,531
West	43,766	1,213,681	40,828	-	163,888	227,232
Other homebuilding	-	172,034	131	-	10,212	2,190
	\$ 78,236	\$ 1,792,429	\$ 120,425	\$ -	\$ 323,913	\$ 359,999



Table of Contents

Home Building selling, general and administrative expenses decreased \$411.4 million for the year ended March 31, 2008 when compared to fiscal year 2007. Although the decrease in Home Building selling, general and administrative expenses during the year ended March 31, 2008 was substantial, representing a decrease of 27.0% as compared to fiscal year 2007, the percentage decrease did not keep pace with the percentage decrease in Home Building revenues, which were 30.2% less than fiscal year 2007. The decrease in selling, general and administrative expenses for the year ended March 31, 2008 was primarily due to decreases in compensation and benefit costs as a result of reductions in personnel and decreases in our performance-related incentive compensation. As a percentage of revenues during the year ended March 31, 2008, we increased advertising and marketing costs, sales commissions and sales incentives, when compared to fiscal year 2007, to help stimulate sales orders and sell our existing inventory. The following table summarizes Home Building selling, general and administrative expenses (dollars in thousands):

	For the Years Ended March 31,			
	2008	Change	2007	Change
Compensation and Benefits	\$ 408,932	(35.8)%	\$ 636,748	(10.8)%
Sales Commissions	364,236	(21.6)%	464,469	6.7%
Advertising and Marketing	145,919	(26.9)%	199,488	18.6%
Other	192,554	(13.4)%	222,296	11.0%
Selling, General and Administrative Expenses	\$ 1,111,641	(27.0)%	\$ 1,523,001	0.4%
SG&A as a Percentage of Revenues	14.0%	0.7	13.3%	0.9

## Sales Orders, Average Cancellation Rates, Backlog Units and Land Holdings

The following tables summarize sales orders, average cancellation rates and backlog units:

	For the Years Ended March 31,			
	2008	Change	2007	Change
Sales Orders (in Units)				
East	7,505	(11.9)%	8,521	(29.5)%
Central	9,586	(20.1)%	11,992	(11.9)%
West	7,406	(12.2)%	8,431	(25.1)%
Other homebuilding	160	52.4%	105	(90.1)%
	24,657	(15.1)%	29,049	(23.6)%
Sales Per Average Neighborhood	38.2	(9.7)%	42.3	(30.4)%

	For the Years Ended March 31,			
	2008	Change	2007	Change
Average Cancellation Rates				
East	26.3%	(6.1)	32.4%	11.8
Central	32.8%	0.3	32.5%	4.5

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West	36.3%	(4.4)	40.7%	14.9
Other homebuilding	35.7%	(38.8)	74.5%	42.8
Total Home Building	32.1%	(3.4)	35.5%	10.3

41

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Table of Contents

	As of March 31,			
	2008	Change	2007	Change
Backlog Units				
East	2,448	(25.3)%	3,277	(48.5)%
Central	2,955	(25.9)%	3,989	(16.3)%
West	2,340	(26.3)%	3,173	(39.6)%
Other homebuilding	3	(98.6)%	212	(79.0)%
	7,746	(27.3)%	10,651	(38.7)%

For the year ended March 31, 2008, sales orders declined in all of the regions in which we did business when compared to fiscal year 2007 except for the Other homebuilding segment.

As previously discussed, some of the factors we believe were contributing to the decrease in sales orders were a continued decline in homebuyer demand due to lower consumer confidence in the consumer real estate market, as well as the inability of some prospective buyers to sell their existing homes. The decline in homebuyer demand was also caused by the tightened homebuyer credit requirements. These factors were evidenced by lower customer traffic and cancellation rates that were much higher than our long-term average cancellation rates ranging from 18% to 26%. For the years ended March 31, 2008 and 2007, cancellation rates were 32.1% and 35.5%, respectively.

During the year ended March 31, 2008, we curtailed speculative housing starts to reduce our speculative inventory and facilitate our transition to an operating model more focused on constructing homes from a sold backlog. Total speculative inventory decreased 64.3% to 1,754 units, excluding models, at March 31, 2008 compared to 4,909 units at March 31, 2007. During the year ended March 31, 2008, we reduced our land position. The following table summarizes our land position:

	As of March 31,					
	2008		Total Lots	2007		Total Lots
Lots Owned	Lots Controlled	Lots Owned		Lots Controlled		
East	35,235	8,551	43,786	42,341	32,513	74,854
Central	20,261	6,349	26,610	27,547	16,618	44,165
West	13,634	3,247	16,881	24,247	12,498	36,745
Other homebuilding	1,092	-	1,092	4,176	80	4,256
	70,222	18,147	88,369	98,311	61,709	160,020
Change	(28.6)%	(70.6)%	(44.8)%	(9.7)%	(67.0)%	(45.9)%

The direct construction lot counts as of March 31, 2008 and March 31, 2007 were 7,324 and 13,301 respectively, including 1,323 and 1,608 respectively, of lots for model homes completed or under construction.

We decreased our total land position when compared to March 31, 2007 with the most pronounced declines occurring in lots controlled. The decrease in our land position for the year ended March 31, 2008 is a result of our decision to decrease land purchases and new lot option arrangements and our decision to sell certain parcels of land. As

compared to March 31, 2007, our total land position has decreased by 71,651 lots or 44.8%. Included in our total land position were 3,429 and 6,115 lots controlled through joint venture arrangements as of March 31, 2008 and 2007, respectively.

Table of Contents

## Regional Discussion

Changes in revenues and operating earnings for our homebuilding reporting segments are outlined in the table below:

	For the Years Ended March 31,			
	2008	Change	2007	Change
Revenues				
East	\$ 2,536,909	(34.1)%	\$ 3,849,577	(11.9)%
Central	1,917,627	(20.1)%	2,401,108	(7.3)%
West	3,268,290	(31.1)%	4,746,666	(1.7)%
Other homebuilding	242,788	(41.8)%	417,476	(14.0)%
	\$ 7,965,614	(30.2)%	\$ 11,414,827	(7.0)%
Operating Earnings (Loss)				
East	\$ (508,655)	(303.4)%	\$ 250,046	(69.4)%
Central	(117,234)	(402.5)%	38,753	(77.8)%
West	(1,741,273)	NM	(56,269)	(105.5)%
Other homebuilding	(232,414)	755.2%	(27,177)	(138.6)%
	\$ (2,599,576)	NM	\$ 205,353	(90.2)%

## East

For the year ended March 31, 2008, a 28.2% decrease in units closed was the primary contributor to the 34.1% decrease in revenues when compared to the year ended March 31, 2007. All markets in the East region experienced decreases in revenues. The Southern Virginia and Raleigh Durham markets were the only markets within the East region to experience increases in units closed when compared to fiscal year 2007. Average revenue per unit decreased 9.0% when compared to fiscal year 2007, with the largest decreases occurring in the North Florida, Orlando and Washington, D.C. markets. Contributing to the decrease in average revenue per unit was an increase in discounts as a percentage of housing revenues from 7.4% to 13.0% for the year ended March 31, 2008. During the year ended March 31, 2008, the most substantial discounts were offered in the Naples, Tampa and Sarasota markets. Sales orders decreased 11.9% despite an improvement in cancellation rates from 32.4% to 26.3% for the year ended March 31, 2008. The largest decreases in sales orders during the year ended March 31, 2008 occurred in the Southeast Florida, Hilton Head and Charlotte markets.

The East region incurred an operating loss of \$508.7 million for the year ended March 31, 2008 as compared to earnings of \$250.0 million in fiscal year 2007. Most of the decrease in operating earnings occurred in the Washington, D.C. market and all markets in Florida. Six of the fifteen markets in the East region reported operating earnings for the year ended March 31, 2008. The most profitable market in the East region for fiscal year 2008 was the Raleigh Durham market. The decrease in operating earnings is primarily the result of losses on land sales, land-related impairments, a decrease in average revenue per unit and increases in discounts and sales incentives.

## Central

Revenues for the year ended March 31, 2008 decreased 20.1% primarily due to a 19.3% decrease in units closed as compared to the year ended March 31, 2007. The Central region experienced the smallest decreases in revenues, units closed and average revenue per unit of all of our regions during the year ended March 31, 2008. All markets in the

Central region experienced decreases in units closed. The decrease in average revenue per unit during fiscal year 2008 was slight due to increases in Texas and Nashville markets offset by decreases in the Midwest markets. Discounts as a percentage of housing revenues only increased 2.5% for the year ended March 31, 2008, which was also the smallest increase realized by all of our regions. Sales orders decreased 20.1% as the region experienced a 20.2% decrease in customer traffic. Only two of the thirteen markets within the Central region attained an increase in sales orders, while the Nashville market was the only market within the region to achieve increases in sales orders and customer traffic.

The Central region incurred an operating loss of \$117.2 million for the year ended March 31, 2008 as compared to earnings of \$38.8 million in fiscal year 2007. The majority of the Central region's decrease in operating earnings for the year ended March 31, 2008 can be attributed to an increase in losses on land sales, an increase in

Table of Contents

impairments and write-offs, and a decrease in revenues, which was not offset by commensurate cost reductions. The majority of the operating loss for the Central region was incurred by the Detroit market, which also recognized the majority of the region's land-related impairments. Generally, the Texas markets were more profitable than those markets located in the Midwest.

## West

Revenues for the year ended March 31, 2008 decreased 31.1% as compared to the year ended March 31, 2007, which was due to a combination of a 21.9% decrease in units closed and a 14.3% decrease in average revenue per unit. All markets in the West region experienced decreases in revenues with the exception of the Reno market, and the largest dollar decrease in revenues occurred in the Inland Empire market. An increase in discounts as a percentage of housing revenues from 7.6% to 14.2% contributed to the decrease in average revenue per unit. The Sacramento and Phoenix markets offered the largest amount of discounts than any other markets within the West region. Sales orders for the year ended March 31, 2008 decreased 12.2% primarily due to a 30.4% decrease in customer traffic. The Los Angeles and Reno markets were the only markets within the West region to attain an increase in sales orders. Cancellation rates in the West region represented the highest rates of all of our regions, but improved to 36.3% from 40.7% in fiscal year 2007.

The West region incurred an increase in operating losses of 1,685.0 million for the year ended March 31, 2008 as compared to fiscal year 2007. The West region sustained the most substantial operating losses of all of our regions for the year. The operating loss can be attributed to increases in losses on land sales and land-related impairments. A majority of the operating loss was incurred in the Phoenix, Inland Empire and Reno markets, which also incurred a majority of the losses on land sales and land-related impairments.

## Other homebuilding

The Other homebuilding region experienced an operating loss of \$232.4 million for the year ended March 31, 2008 as compared to a loss of \$27.2 million in fiscal year 2007. This decrease in operating earnings is primarily the result of \$172.0 million in land-related impairments in the year ended March 31, 2008. These land-related impairments were all recognized on projects located in Texas, North Carolina and New Hampshire in connection with the sale of certain resort/second home properties.

## FINANCIAL SERVICES

The following summarizes Financial Services results for the two-year period ended March 31, 2008 (dollars in thousands):

	For the Years Ended March 31,			
	2008	Change	2007	Change
Revenues	\$ 309,948	(33.8)%	\$ 468,001	1.3%
Cost of Revenues	(56,608)	(38.7)%	(92,407)	35.4%
Selling, General and Administrative Expenses	(391,493)	34.5%	(291,064)	(6.0)%
Operating Earnings (Loss)	\$ (138,153)	(263.4)%	\$ 84,530	0.1%
Operating Margin	(44.6)%	(62.7)	18.1%	(0.2)
Net Interest Income	\$ 16,024	(49.1)%	\$ 31,478	(17.6)%

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Average Interest Earning Assets	\$	983,675	(39.0)%	\$	1,612,739	2.4%
Average Yield		7.16%	(0.39)		7.55%	0.94
Average Interest Bearing Liabilities	\$	909,213	(42.1)%	\$	1,571,509	(0.2)%
Average Rate Paid		6.13%	0.29		5.84%	1.66

Financial Services revenues for the year ended March 31, 2008 decreased as compared to fiscal year 2007 due to decreases in gain on sale of mortgage loans, broker fees and interest income. Contributing to the decrease in interest income and average yield was an increase in contractually delinquent loans that are not accruing interest. At March 31, 2008 and 2007, mortgage loans on which revenue was not being accrued were \$226.1 million and \$37.8 million, respectively. For the year ended March 31, 2008, cost of revenues, which is solely comprised of interest

Table of Contents

expense, declined as compared to the prior year as a result of decreases in average interest bearing liabilities. These decreases in average interest bearing liabilities were partially offset by the effect of higher short-term borrowing costs.

During the year ended March 31, 2008, Financial Services recorded significant mortgage loan loss provisions as a component of selling, general and administrative expenses. The most significant provision during the year ended March 31, 2008 was recorded in connection with Financial Services construction loans. The following table summarizes Financial Services loss provisions and impairments of real estate owned (dollars in thousands):

	For the Years Ended March 31,	
	2008	2007
Provision for Losses on Mortgage Loans	\$ 170,365	\$ 11,957
Impairments of Real Estate Owned	5,744	-
Anticipated Losses for Loans Originated and Sold	6,291	(459)
Total Loss Provisions and Impairments	\$ 182,400	\$ 11,498

In addition to the provisions discussed above, Financial Services recorded a \$6.9 million impairment on its construction loans during the year ended March 31, 2007. The increase in selling, general and administrative expenses discussed above was partially offset by decreases in branch operating expenses, branch and corporate compensation, and sales incentives. Operating margin and Financial Services margin for the year ended March 31, 2008 decreased primarily due to increases in loss provisions.

The following table provides a comparative analysis of: (1) the volume of loan sales to investors (third parties) and the gains on those sales and related derivative activity, known collectively as "gain on sale of mortgage loans," and (2) loans brokered to third party lenders and fees received for related broker services for the years ended March 31, 2008 and 2007 (dollars in thousands, except for average loan size and volume):

	For the Years Ended March 31,			
	2008	Change	2007	Change
Loan Sales to Investors				
Volume (in millions)	\$ 9,258.0	(14.0)%	\$ 10,766.4	(9.1)%
Number of Loans Sold	44,687	(12.7)%	51,170	(17.4)%
Gain on Sale of Mortgage Loans	\$ 125,600	(23.9)%	\$ 164,995	0.1%
Loans Brokered to Third Party Lenders				
Volume (in millions)	\$ 1,807.1	(46.1)%	\$ 3,353.8	(6.0)%
Number of Brokered Loans	5,378	(51.1)%	11,005	(14.5)%
Broker Fees	\$ 32,382	(50.7)%	\$ 65,663	(4.8)%
Average Loan Size				
Loans Sold to Investors	\$ 207,176	(1.5)%	\$ 210,407	10.1%
Loans Brokered to Third Party Lenders	\$ 336,016	10.3%	\$ 304,767	10.0%

In addition to a decrease in the volume of loan sales to investors, gain on sale of mortgage loans decreased for the year ended March 31, 2008 primarily as a result of unfavorable pricing on: (1) the sale of mortgage loan products that have been eliminated due to the disruptions in the mortgage markets, and (2) accelerated mortgage loan sales necessitated by the termination of HSF-I which negatively impacted Financial Services liquidity. The unfavorable pricing on mortgage loans was partially offset by a shift in the product mix of loans originated to more conforming loans, which generate higher service release premiums than nonconforming loans. Broker fee income decreased for the year ended March 31, 2008 as a result of a decrease in the volume of loans brokered to third party lenders. The decrease in broker volume is also primarily due to the significant disruptions in the mortgage markets, including the significant reduction of homebuyers' access to nonconforming mortgage products.

Table of Contents

The application data presented below includes loan applications, which resulted in originated loans in the period presented and applications for loans scheduled to close in subsequent periods.

	For the Years Ended March 31,			
	2008	Change	2007	Change
Open Applications - Beginning	17,648	(24.0)%	23,219	(6.8)%
New Applications	127,956	33.5%	95,868	(14.4)%
Cancelled Applications	(85,337)	95.5%	(43,660)	1.4%
Originated Loans	(45,160)	(21.8)%	(57,779)	(18.3)%
Open Applications - Ending	15,107	(14.4)%	17,648	(24.0)%

The table below provides a comparative analysis of mortgage loan originations for the years ended March 31, 2008 and 2007.

	For the Years Ended March 31,			
	2008	Change	2007	Change
Origination Volume (in millions)	\$ 9,991.3	(27.7)%	\$	