HORTON D R INC /DE/
Form 424B3
April 11, 2006

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The information in this prospectus supplement and the accompanying prospectus is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-127461 **SUBJECT TO COMPLETION, DATED APRIL 11, 2006**

PROSPECTUS SUPPLEMENT
(To prospectus dated September 13, 2005)

$500,000,000
D.R. Horton, Inc.
$ % Senior Notes due 2011
$ % Senior Notes due 2016

The 2011 notes will bear interest at the rate of % per year and will mature on April , 2011. The 2016 notes will bear interest at the rate of % per year and will mature on April , 2016. Interest on the 2011 notes and the 2016 notes is payable on April 15 and October 15 of each year, beginning on October 15, 2006.

We may redeem some or all of the notes at any time prior to maturity at the redemption prices set forth in this prospectus supplement under Description of Notes Optional Redemption.

The notes will be unsecured, senior obligations of our company and will rank equally with all of our existing and future unsecured and unsubordinated indebtedness, including our revolving credit facility.

All of our existing and future restricted subsidiaries will guarantee the notes. The guarantees will be unsecured and will rank equally with all existing and future unsecured and unsubordinated indebtedness of the guarantors, including their guarantees of our revolving credit facility.

Investing in the notes involves risks. See Risk Factors beginning on page S-10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to Investors(1)	**Underwriting Discount**	**Proceeds to D.R. Horton, Inc. (before net expenses)(2)**
Per 2011 note	%	%	%
Total	$	$	$
Per 2016 note	%	%	%
Total	$	$	$

(1) Plus accrued interest from April , 2006, if settlement occurs after that date
(2) See Underwriting

The underwriter expects to deliver the notes to purchasers on or about April , 2006.

Joint Bookrunning Managers

Banc of America Securities LLC **UBS Investment Bank** **Wachovia Securities**

April , 2006

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

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Prospectus Supplement

Prospectus

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Incorporation by reference

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

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

Filing	**Period or Date Filed**
Annual Report on Form 10-K	Year ended September 30, 2005
Quarterly Report on Form 10-Q	Quarter ended December 31, 2005
Current Reports on Form 8-K	November 1, 2005
	November 23, 2005
	December 5, 2005
	December 21, 2005
	January 10, 2006 (Item 8.01 only)
	February 1, 2006
	February 14, 2006
	March 3, 2006
	March 30, 2006
	April 11, 2006
	April 11, 2006

Pages 4 through 12 under the caption Election of Directors, page 21 under the caption Approve the D.R. Horton, Inc. 2006 Stock Incentive Plan Securities Authorized for Issuance Under Equity Compensation Plans, pages 24 and 25 under the caption Beneficial Ownership of Common Stock, pages 26 through 28 under the caption Executive Compensation, through the caption Compensation Committee Interlocks and Insider Participation, pages 33 through 35 under the caption Meetings and Committees of the Board, pages 35 through 36 under the caption Independent Registered Public Accountants, page 38 under the captions Section 16(a) Beneficial Ownership Reporting Compliance and Requesting Documents from the Company, contained in our Proxy Statement relating to our January 26, 2006 annual meeting of stockholders and incorporated into our Annual Report on Form 10-K.

We also incorporate by reference any future filings we make with the SEC under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of this offering of notes. These additional documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K (other than information furnished under Items 2.02 and 7.01, which is deemed not to be incorporated by reference in this prospectus supplement), as well as proxy statements (other than information identified in them as not incorporated by reference). You should review these filings as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus supplement. The information that we file later with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act and before the termination of this offering will automatically update and supersede previous information included or incorporated by reference in this prospectus supplement.

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Incorporation by reference

You can obtain any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from us without charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference in this prospectus supplement. You can obtain documents incorporated by reference in this prospectus supplement and the accompanying prospectus by requesting them in writing or by telephone from us at the following address:

Investor Relations
D.R. Horton, Inc.
301 Commerce Street
Suite 500
Fort Worth, Texas 76102
(817) 390-8200

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Forward-looking statements

The statements contained in this prospectus supplement and the information incorporated by reference into this prospectus supplement and the accompanying prospectus include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management s beliefs as well as assumptions made by, and information currently available to, management. These forward-looking statements typically include the words anticipate, believe, consider, estimate, expect, forecast, goal, intend, objective, plan, projection, seek, strategy, t similar meaning. These forward-looking statements involve risks, uncertainties and other factors that may cause our actual results to differ materially from the expectations or results we discuss in the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to:

- changes in general economic, real estate construction and other business conditions;
- changes in interest rates, the availability of mortgage financing or the effective cost of owning a home;
- the effects of governmental regulations and environmental matters;
- our substantial debt;
- competitive conditions within our industry;
- the availability of capital;
- our ability to effect our growth strategies successfully; and
- the uncertainties inherent in warranty and product liability claims matters.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in additional documents incorporated into this prospectus supplement and the accompanying prospectus by reference should be consulted.

For further factors you should consider, please refer to the Risk Factors section beginning on page S-10 of this prospectus supplement and the Risk Factors and the Management s Discussion and Analysis of Financial Condition and Results of Operations sections in our annual report on Form 10-K for the year ended September 30, 2005 and our quarterly report on Form 10-Q for the quarter ended December 31, 2005.

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Prospectus supplement summary

This is only a summary of the offering. To fully understand an investment in the notes, you must consider this prospectus supplement, the accompanying prospectus and the detailed information incorporated into them by reference, including the financial statements and their accompanying notes. Unless the context otherwise requires, the terms ***D.R. Horton,*** *the* ***Company,*** ***we*** *and* ***our*** *refer to D.R. Horton, Inc., a Delaware corporation, and its predecessors and subsidiaries.*

D.R. HORTON, INC.

D.R. Horton, Inc. is the largest homebuilding company in the United States, based on our domestic homes closed during the twelve months ended September 30, 2005. We construct and sell high quality single-family homes through our operating divisions in 26 states and 77 metropolitan markets of the United States, primarily under the name of D.R. Horton, *America s Builder.* D.R. Horton, Inc. is a Fortune 500 company, and our common stock is included in the S&P 500 Index and listed on the New York Stock Exchange under the ticker symbol DHI.

Donald R. Horton began our homebuilding business in 1978. In 1991, we were incorporated in Delaware to acquire the assets and businesses of our predecessor companies, which were residential home construction and development companies owned or controlled by Mr. Horton. In 1992, we completed our initial public offering of our common stock. From inception, we have consistently grown the size of our company by investing our available capital into our existing homebuilding markets and into start-up operations in new markets. Additionally, we have acquired numerous other homebuilding companies, the most recent of which was in 2002, which have strengthened our market position in existing markets and expanded our geographic presence and product offerings in other markets. The success of our organic growth strategies and our effective acquisition strategy has enabled us to become the largest homebuilding company in the United States, a distinction we have maintained for our last four fiscal years. Our homes generally range in size from 1,000 to 5,000 square feet and range in price from $90,000 to $900,000. For the year ended September 30, 2005, we closed 51,172 homes with an average closing sales price of approximately $261,400. For the three months ended December 31, 2005, we closed 9,891 homes with an average closing sales price of approximately $282,000.

Through our financial services operations, we provide mortgage banking and title agency services to homebuyers in many of our homebuilding markets. DHI Mortgage, our wholly-owned subsidiary, provides mortgage financing services, principally to purchasers of homes we build and sell. Our subsidiary title companies serve as title insurance agents by providing title insurance policies, examination and closing services, primarily to purchasers of homes we build and sell.

Our financial reporting segments consist of homebuilding and financial services. Our homebuilding operations are by far the most substantial part of our business, comprising approximately 98% of consolidated revenues and 96% of consolidated income before income taxes for the year ended September 30, 2005 and the three months ended December 31, 2005. Our homebuilding segment generates the majority of its revenues from the sale of completed homes, with a lesser amount from the sale of land and lots. In addition to building traditional single-family detached homes, the homebuilding segment also builds attached homes, such as town homes, duplexes, triplexes and condominiums (including some mid-rise buildings), which share common walls and roofs. The sale of detached homes generated approximately 83% of home sales revenues for the year ended September 30, 2005 and 84% of home sales revenues for the three months ended December 31, 2005. Our financial services segment generates its revenues from originating and selling mortgages and collecting fees for title insurance and closing services. Financial information, including revenue, pre-tax income and identifiable assets, for both of our reporting segments is included in our consolidated

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financial statements, which are incorporated by reference into this prospectus supplement from our annual report on Form 10-K for the year ended September 30, 2005 and from our quarterly report on Form 10-Q for the quarter ended December 31, 2005.

For more information about our business, please refer to the Business section in our annual report on Form 10-K for the year ended September 30, 2005, and the Management s Discussion and Analysis of Financial Condition and Results of Operations section in our quarterly report on Form 10-Q for the quarter ended December 31, 2005.

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

RECENT DEVELOPMENTS

Quarterly cash dividend

In January 2006, we declared a cash dividend of ten cents ($0.10) per share. The dividend represents a 48% increase over the $0.0675 per share quarterly cash dividend declared in the same quarter of 2005, as adjusted for the four-for-three stock split of March 2005. The quarterly cash dividend, which totaled $31.2 million, was paid on February 10, 2006.

Charter amendment

In January 2006, we amended our charter to increase the number of authorized shares of common stock to one billion shares. The amendment was approved by our stockholders at our January 26, 2006 annual meeting of stockholders.

2006 Stock incentive plan

On January 26, 2006, our stockholders approved the D.R. Horton, Inc. 2006 Stock Incentive Plan, which replaced our 1991 Stock Incentive Plan. The aggregate number of shares available under the 2006 Stock Incentive Plan include the new authorization of 28.0 million shares, plus approximately 1.9 million shares that remained available for awards under the 1991 Stock Incentive Plan on that date. Total shares available for awards under the 2006 Stock Incentive Plan are subject to increase by subsequent specified terminations of awards under the 1991 Stock Incentive Plan that were outstanding on January 26, 2006. For awards other than options or stock appreciation rights, availability will be reduced at the rate of 1.75 shares for each share subject to the award.

Voluntary redemption of 9.375% senior subordinated notes due 2011

On March 15, 2006, we fully redeemed our 9.375% senior subordinated notes due 2011 at a price of $1,046.88 per $1,000 note outstanding. This resulted in an aggregate redemption payment of approximately $209.4 million.

Amendments to credit facilities of our financial services segment

On March 24, 2006, our mortgage subsidiary amended its commercial paper conduit facility to increase the maximum capacity under the facility from $500 million to $650 million. On April 7, 2006, our mortgage subsidiary amended and restated its mortgage warehouse loan facility to extend the maturity date to April 6, 2007, and to increase the available capacity to $670 million until May 1, 2006 and then to $540 million thereafter, subject to increases upon consent of the lenders to $750 million under the accordion feature of the facility. The commercial paper conduit facility and the mortgage warehouse loan facility are secured by mortgage loans held for sale and are not guaranteed by us or any of the guarantors of our homebuilding debt.

Termination of specified covenants in outstanding senior notes

The indentures governing approximately $2,000.0 million of our senior notes provide for the termination of specified covenants when we have achieved investment grade ratings from both

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Standard & Poor s Ratings Group and Moody s Investors Service Inc. These covenants include restrictions on our stock repurchases, cash dividends and other restricted payments, incurrence of indebtedness and asset dispositions. We have had the required rating from Moody s since November 2005, and we received the required rating from Standard & Poor s in April 2006. As a result, the foregoing restrictions have ceased to apply to these senior notes and will not apply in the future even if our ratings change. However, similar restrictions continue to apply to our senior subordinated notes.

Recent sales orders

For the fiscal quarter ended March 31, 2006, our net sales orders increased to 15,771 homes ($4,363.2 million), compared to 14,401 homes ($4,098.6 million) for the same quarter of fiscal 2005. This represents a 10% increase based on the number of homes and a 6% increase based on the value of homes. For the six months ended March 31, 2006, our net sales orders increased to 27,234 homes ($7,530.0 million), compared to 24,302 homes ($6,754.4 million) for the same period of fiscal 2005. This represents a 12% increase based on the number of homes and an 11% increase based on the value of homes.

Net sales orders represent the number and dollar value of new sales contracts executed with customers, net of sales contract cancellations. The overall increase in the number and value of net sales orders resulted from increases in a majority of our market regions, reflecting the successful execution of our organic growth strategies and the generally solid demand for our homes. The largest percentage increases in net sales orders occurred in our Southeast and Southwest regions in the three and six months ended March 31, 2006. The increase in our Southeast region was due to strong sales in our Georgia and Alabama markets, as well as our entry into the Baton Rouge, Louisiana market in the first quarter of fiscal 2006, which more than offset the lower sales in some Florida markets. The increase in the Southwest region was due to particularly strong sales performances from our operating divisions in New Mexico and Texas, which more than offset lower sales in Arizona. Conversely, weaker sales in our Chicago market during the three-month period ended March 31, 2006 contributed to decreases in net sales orders in our Midwest region during both periods. The decline in sales in our Chicago market was due to strong sales from the opening of a large, affordably priced community in the three-month period ended March 31, 2005.

The average price of a net sales order in the three months ended March 31, 2006 was $276,700, a decrease of 3% from the $284,600 average in the comparable period of 2005. The average price of a net sales order in the six months ended March 31, 2006 was $276,500, a decrease of 1% from the $277,900 average in the comparable period of 2005. Although slight to moderate increases in average net sales order prices occurred in two of our regions, our Mid-Atlantic, Southeast and West regions experienced decreases of 10%, 5% and 4%, respectively, for the quarter. With an intent that our core product offerings remain affordable for our target customer base, typically first-time and move-up homebuyers, we continually monitor and may adjust our product and geographic mix and pricing within our homebuilding markets, sometimes resulting in a decrease in the average price. In the Mid-Atlantic region, the decline is attributable to our efforts to provide affordable products, as well as a shift in the geographic mix with strong sales gains in all markets in the Carolinas, which generally have lower average sales prices than the other markets in this region. In the Southeast region, we experienced significant sales increases outside of Florida in markets with much lower house prices resulting in an overall drop in average sales prices for this region. We continued to see increases in the average selling prices among almost all of our Florida divisions over the prior year periods. In the West region, home price appreciation in many California and Nevada markets more than offset the impact of our product affordability strategies during fiscal 2005, resulting in an increase in the average sales order price in the region. During the three and six months ended March 31, 2006, home price appreciation moderated in several of these markets, which contributed to the decline in the West region average sales order price during such periods.

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THE OFFERING

Issuer	D.R. Horton, Inc., a Delaware corporation.

The Notes	$500 million aggregate principal amount of notes, consisting of:
	
	$ million aggregate principal amount of % senior notes due 2011;
	
	$ million aggregate principal amount of % senior notes due 2016.

Maturity	The 2011 notes will mature on April , 2011. The 2016 notes will mature on April , 2016.
Payment of Interest	Interest on the notes will accrue from April , 2006 and will be payable semi-annually on each April 15 and October 15, commencing October 15, 2006.
Optional Redemption	We may, at our option, redeem the notes in whole or in part at any time at a redemption price equal to the greater of (1) 100% of the principal amount of the notes being redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury rate plus (1) basis points (0. %) with respect to the 2011 notes or (2) basis points (0. %) with respect to the 2016 notes, plus, in each case, accrued and unpaid interest on the notes to the redemption date. See Description of Notes Optional Redemption.
Guarantees	Each guarantor is our wholly-owned subsidiary that is a restricted subsidiary under the supplemental indenture for these notes. However, not all of our wholly-owned subsidiaries are guarantors of these notes. The guarantors do not include our subsidiaries that are engaged in the financial services segment. If we cannot make payments on the notes when they are due, the guarantor subsidiaries must make them.
Ranking	The notes are our general obligations and will not be secured by any collateral. Your right to payment under the notes will be: junior to the rights of our secured creditors to the extent of the value of their security in our assets; equal with the rights of creditors under our other unsecured unsubordinated debt, including our revolving credit facility; and senior to the rights of creditors under our debt that is expressly subordinated to these notes.

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	The guarantees of our existing and future restricted subsidiaries will also not be secured by any collateral. Your right to payment under any guarantee will be: junior to the rights of secured creditors to the extent of their security in the guarantors assets; equal with the rights of creditors under the guarantors other unsecured unsubordinated debt, including the guarantors guarantees of our revolving credit facility; and senior to the rights of creditors under the guarantors debt that is expressly subordinated to the guarantees. At March 31, 2006, assuming we had completed this offering of notes, D.R. Horton, Inc. and the guarantors would have had approximately $ million of debt outstanding, including the notes being offered by this prospectus supplement. Of this debt, $63.3 million would have been secured debt, $ million would have been unsubordinated unsecured debt that ranked equally with the notes being offered by this prospectus supplement, and $299.1 million would have been subordinated to these notes. In addition, at such date, our non-guarantor subsidiaries had approximately $675.0 million of debt outstanding.
Certain Covenants	We will issue the notes under an indenture as supplemented by a separate supplemental indenture for each series. We refer to the indenture, as supplemented, as the indenture as to each Series. The indenture, among other things, restricts our ability and the ability of our restricted subsidiaries to: use assets as security in other transactions; engage in sale and leaseback transactions; and engage in mergers, consolidations or sales of all or substantially all of our assets. These covenants are subject to important exceptions and qualifications, which are described in the section Description of Notes under the heading Certain Covenants.
Use of Proceeds	We intend to use the proceeds from this offering to reduce borrowings under our revolving credit facility. For more details, see the section Use of Proceeds.

See Risk Factors beginning at page S-10 and other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should consider carefully before deciding to invest in the notes being offered by this prospectus supplement.

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SUMMARY CONSOLIDATED FINANCIAL INFORMATION AND OPERATING DATA

The following summary consolidated financial information for the five years ended September 30, 2005 is derived from our audited consolidated financial statements, except as described in the footnotes below. The following summary consolidated financial information for the three months ended December 31, 2005 and 2004 is derived from our unaudited consolidated financial statements. The data should be read in conjunction with the consolidated financial statements, related notes, management s discussion and analysis of financial condition and results of operations, and other financial information incorporated by reference into this prospectus supplement. These historical results are not necessarily indicative of the results to be expected in the future.

	Three months ended December 31,		Year ended September 30,				
	2005	**2004**	**2005**	**2004**	**2003**	**2002**	**2001**
	(In millions, except per share amounts and number of homes)						
Income statement data[1] :							
Revenues:							
Homebuilding	$ 2,841.8	$ 2,474.1	$ 13,628.6	$ 10,658.0	$ 8,552.1	$ 6,625.2	$ 4,383.6
Financial services	61.3	46.0	235.1	182.8	176.0	113.6	72.0
Gross profit homebuilding	805.4	627.0	3,488.3	2,460.7	1,746.3	1,260.8	856.4
Income before income taxes:							
Homebuilding	480.1	374.2	2,273.0	1,508.2	914.7	591.1	380.8
Financial services	20.0	17.6	105.6	74.7	93.5	56.4	27.0
Income before cumulative effect of change in accounting principle[2]	310.1	241.0	1,470.5	975.1	626.0	404.7	254.9
Cumulative effect of change in accounting principle, net of income taxes[3]							2.1
Net income	310.1	241.0	1,470.5	975.1	626.0	404.7	257.0
Income before cumulative effect of change in accounting principle per share[4]:							
Basic	0.99	0.77	4.71	3.14	2.11	1.51	1.12
Diluted[2][5]	0.98	0.76	4.62	3.09	1.99	1.39	1.07
Net income per share[4]:							
Basic	0.99	0.77	4.71	3.14	2.11	1.51	1.13
Diluted[5]	0.98	0.76	4.62	3.09	1.99	1.39	1.08
Selected operating data[1] :							
Gross profit margin homebuilding	28.3%	25.3%	25.6%	23.1%	20.4%	19.0%	19.5%

Number of homes closed	9,891	9,680	51,172	43,567	35,934	29,761	21,371
Net sales orders (homes)[6]	11,463	9,901	53,232	45,263	38,725	31,491	22,179
Net sales orders ($ value)[6]	$ 3,166.8	$ 2,655.7	$ 14,643.4	$ 11,406.2	$ 9,162.3	$ 6,885.9	$ 4,502.6
Sales order backlog at end of period (homes)[7]	20,816	17,405	19,244	17,184	15,488	12,697	9,263
Sales order backlog at end of period ($value)[7]	$ 6,213.0	$ 4,775.2	$ 5,835.2	$ 4,568.5	$ 3,653.4	$ 2,825.2	$ 1,933.8
Other financial data[1] :							
Interest expensed:							
Expensed directly	$ 12.7	$ 2.4	$ 21.2	$ 9.3	$ 12.6	$ 11.5	$ 14.1
Amortized to cost of sales	43.8	42.9	225.0	249.0	219.4	136.2	91.4
Provision for income taxes	190.0	150.8	908.1	607.8	382.2	242.8	152.9
Depreciation and amortization	12.7	14.0	52.8	49.6	41.8	32.8	31.2
Interest incurred[8]	81.9	60.9	294.1	242.6	246.9	204.3	136.3

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	As of December 31,		As of September 30,				
	2005	2004	2005	2004	2003	2002	2001
			(in millions)				
Balance sheet data[1]:							
Inventories	$ 10,074.1	$ 7,493.3	$ 8,486.8	$ 6,567.4	$ 5,082.3	$ 4,343.1	$ 2,804.4
Total assets	12,813.3	9,698.7	12,514.8	8,985.2	7,279.4	6,017.5	3,652.2
Notes payable	5,114.7	3,926.8	4,909.6	3,499.2	2,963.2	2,878.3	1,884.3
Stockholders equity	5,612.9	4,190.1	5,360.4	3,960.7	3,031.3	2,269.9	1,250.2

(1) *On February 21, 2002, we acquired Schuler Homes in a merger. The total merger consideration consisted of 20,079,532 shares of D.R. Horton common stock (before any of our stock splits), valued at $30.93 per share; $168.7 million in cash; $802.2 million of assumed Schuler debt, $238.2 million of which was paid at closing; $218.7 million of assumed trade payables and other liabilities; and $10.8 million of assumed obligations to the Schuler entities minority interest holders. Schuler s revenues for the period February 22, 2002 through September 30, 2002 were $1,246.6 million.*

(2) *Beginning in fiscal 2002, pursuant to our adoption of Statement of Financial Accounting Standards No. 142, we no longer amortize goodwill, but test it for impairment annually. If we had not amortized goodwill in fiscal 2001, reported net income and diluted net income per share (before cumulative effect of change in accounting principle and adjusted to reflect the effects of the three-for-two common stock splits, effected as 50% stock dividends and paid on April 9, 2002 and January 12, 2004, and the four-for-three common stock split, effected as a 331/3% stock dividend and paid on March 16, 2005) would have been:*

	Income Before Cumulative Effect of Change in Accounting Principle (In millions)			Diluted Income Before Cumulative Effect of Change in Accounting Principle per Share		
	Originally Reported	Increase	Excluding Goodwill Amortization	Including Goodwill Amortization	Increase	Excluding Goodwill Amortization
2001	$ 254.9	$ 6.0	$ 260.9	$ 1.07	$ 0.03	$ 1.10

(3) *In fiscal 2001, we recorded a cumulative effect of a change in accounting principle of $2.1 million, net of income taxes of $1.3 million, as an adjustment to net income, related to our adoption of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities.*

(4) *Per share amounts reflect the effects of the three-for-two stock splits of April 2002 and January 2004, and the four-for-three stock split of March 2005.*

(5) *In October 2004, the Financial Accounting Standards Board ratified EITF Issue No. 0*