

TOLL BROTHERS INC  
Form 10-Q  
September 06, 2017

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2017

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 001-09186

TOLL BROTHERS, INC.

(Exact name of registrant as specified in its charter)

Delaware 23-2416878

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

250 Gibraltar Road, Horsham, Pennsylvania 19044  
(Address of principal executive offices) (Zip Code)

(215) 938-8000

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes  No

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

At September 5, 2017, there were approximately 158,255,000 shares of Common Stock, \$0.01 par value, outstanding.



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#### STATEMENT ON FORWARD-LOOKING INFORMATION

Certain information included in this report or in other materials we have filed or will file with the Securities and Exchange Commission (“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, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. One can identify these statements by the fact that they do not relate to matters of a strictly historical or factual nature and generally discuss or relate to future events. These statements contain words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “may,” “can,” “could,” “might,” “should,” and other words or phrases of similar meaning. Forward-looking statements may include, but are not limited to, information related to: anticipated operating results; home deliveries; financial resources and condition; changes in revenues; changes in profitability; changes in margins; changes in accounting treatment; cost of revenues; selling, general, and administrative expenses; interest expense; inventory write-downs; unrecognized tax benefits; anticipated tax refunds; sales paces and prices; effects of home buyer cancellations; growth and expansion; joint ventures in which we are involved; anticipated results from our investments in unconsolidated entities; the ability to acquire land and pursue real estate opportunities; the ability to gain approvals and open new communities; the ability to sell homes and properties; the ability to deliver homes from backlog; the ability to secure materials and subcontractors; the ability to produce the liquidity and capital necessary to expand and take advantage of opportunities; and legal proceedings, investigations, and claims.

From time to time, forward-looking statements also are included in other reports on Forms 10-K, 10-Q, and 8-K; in press releases; in presentations; on our website; and in other materials released to the public. Any or all of the forward-looking statements included in this report and in any other reports or public statements made by us are not guarantees of future performance and may turn out to be inaccurate. This can occur as a result of incorrect assumptions or as a consequence of known or unknown risks and uncertainties. Many factors mentioned in this report or in other reports or public statements made by us, such as market conditions, government regulation, and the competitive environment, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from our forward-looking statements.

Forward-looking statements speak only as of the date they are made. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

For a more detailed discussion of these factors, see the information under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our most recent Annual Report on Form 10-K filed with the SEC and in this report.

When this report uses the words “we,” “us,” “our,” and the “Company,” they refer to Toll Brothers, Inc. and its subsidiaries, unless the context otherwise requires. References herein to fiscal year refer to our fiscal years ended or ending October 31.

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## TOLL BROTHERS, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands)

|  | July 31,<br>2017<br>(unaudited) | October 31,<br>2016 |
|--|---------------------------------|---------------------|
| <b>ASSETS</b>  |                                 |                     |
| Cash and cash equivalents  | \$946,195                       | \$633,715           |
| Restricted cash and investments  | 781                             | 31,291              |
| Inventory  | 7,633,568                       | 7,353,967           |
| Property, construction, and office equipment, net  | 179,476                         | 169,576             |
| Receivables, prepaid expenses, and other assets  | 536,524                         | 582,758             |
| Mortgage loans held for sale   | 89,419                          | 248,601             |
| Customer deposits held in escrow   | 93,851                          | 53,057              |
| Investments in unconsolidated entities   | 514,265                         | 496,411             |
| Deferred tax assets, net of valuation allowances   | 134,857                         | 167,413             |
|  | \$10,128,936                    | \$9,736,789         |
| <b>LIABILITIES AND EQUITY</b>  |                                 |                     |
| <b>Liabilities</b>   |                                 |                     |
| Loans payable  | \$619,574                       | \$871,079           |
| Senior notes   | 3,148,905                       | 2,694,372           |
| Mortgage company loan facility   | 57,921                          | 210,000             |
| Customer deposits  | 414,145                         | 309,099             |
| Accounts payable   | 276,766                         | 281,955             |
| Accrued expenses   | 956,121                         | 1,072,300           |
| Income taxes payable   | 116,883                         | 62,782              |
| Total liabilities  | 5,590,315                       | 5,501,587           |
| <b>Equity</b>  |                                 |                     |
| <b>Stockholders' equity</b>  |                                 |                     |
| Preferred stock, none issued   | —                               | —                   |
| Common stock, 177,937 shares issued at July 31, 2017 and October 31, 2016                              | 1,779                           | 1,779               |
| Additional paid-in capital   | 713,624                         | 728,464             |
| Retained earnings  | 4,294,808                       | 3,977,297           |
| Treasury stock, at cost — 15,884 and 16,154 shares at July 31, 2017 and October 31, 2016, respectively | (474,665 )                      | (474,912 )          |
| Accumulated other comprehensive loss   | (2,832 )                        | (3,336 )            |
| Total stockholders' equity   | 4,532,714                       | 4,229,292           |
| Noncontrolling interest  | 5,907                           | 5,910               |
| Total equity   | 4,538,621                       | 4,235,202           |
|  | \$10,128,936                    | \$9,736,789         |

See accompanying notes.

## TOLL BROTHERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(Amounts in thousands, except per share data)

(Unaudited)

|                                     | Nine months ended July 31, |             | Three months ended July 31, |             |
|-------------------------------------|----------------------------|-------------|-----------------------------|-------------|
|                                     | 2017                       | 2016        | 2017                        | 2016        |
| Revenues                            | \$3,787,151                | \$3,314,057 | \$1,502,909                 | \$1,269,934 |
| Cost of revenues                    | 2,986,471                  | 2,574,298   | 1,176,028                   | 991,416     |
| Selling, general and administrative | 440,183                    | 385,120     | 155,212                     | 134,984     |
|                                     | 3,426,654                  | 2,959,418   | 1,331,240                   | 1,126,400   |
| Income from operations              | 360,497                    | 354,639     | 171,669                     | 143,534     |
| Other:                              |                            |             |                             |             |
| Income from unconsolidated entities | 112,274                    | 22,754      | 19,925                      | 4,998       |
| Other income – net                  | 39,793                     | 43,474      | 11,980                      | 15,121      |
| Income before income taxes          | 512,564                    | 420,867     | 203,574                     | 163,653     |
| Income tax provision                | 168,947                    | 153,150     | 55,011                      | 58,170      |
| Net income                          | \$343,617                  | \$267,717   | \$148,563                   | \$105,483   |
| Other comprehensive income, net     | 504                        | 54          | 167                         | 155         |
| Total comprehensive income          | \$344,121                  | \$267,771   | \$148,730                   | \$105,638   |
| Per share:                          |                            |             |                             |             |
| Basic earnings                      | \$2.11                     | \$1.58      | \$0.91                      | \$0.64      |
| Diluted earnings                    | \$2.01                     | \$1.52      | \$0.87                      | \$0.61      |
| Cash dividends declared             | \$0.16                     |             | \$0.08                      |             |
| Weighted-average number of shares:  |                            |             |                             |             |
| Basic                               | 163,186                    | 169,692     | 163,478                     | 165,919     |
| Diluted                             | 171,127                    | 177,403     | 171,562                     | 173,405     |

See accompanying notes.

TOLL BROTHERS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Amounts in thousands)  
(Unaudited)

|   | Nine months ended<br>July 31, |              |
|---|-------------------------------|--------------|
|   | 2017                          | 2016         |
| Cash flow provided by (used in) operating activities:                                       |                               |              |
| Net income  | \$343,617                     | \$267,717    |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                               |              |
| Depreciation and amortization   | 18,423                        | 16,838       |
| Stock-based compensation  | 22,088                        | 21,006       |
| Excess tax benefits from stock-based compensation   | (1,172 )                      | (1,131 )     |
| Income from unconsolidated entities   | (112,274 )                    | (22,754 )    |
| Distributions of earnings from unconsolidated entities                                      | 125,138                       | 14,615       |
| Income from foreclosed real estate and distressed loans                                     | (4,287 )                      | (1,593 )     |
| Deferred tax provision (benefit)  | 59,266                        | (9,807 )     |
| Change in deferred tax valuation allowances   | (32,154 )                     | 506          |
| Inventory impairments and write-offs  | 11,314                        | 11,353       |
| Other   | 2,299                         | (669 )       |
| Changes in operating assets and liabilities   |                               |              |
| Increase in inventory   | (228,887 )                    | (667,539 )   |
| Origination of mortgage loans   | (821,265 )                    | (826,058 )   |
| Sale of mortgage loans  | 979,625                       | 780,508      |
| Decrease (increase) in restricted cash and investments                                      | 30,510                        | (26,388 )    |
| Decrease (increase) in receivables, prepaid expenses, and other assets                      | 46,941                        | (11,108 )    |
| Increase in customer deposits   | 64,252                        | 43,407       |
| (Decrease) increase in accounts payable and accrued expenses                                | (133,845 )                    | 38,073       |
| Increase in income taxes payable  | 55,273                        | 47,771       |
| Net cash provided by (used in) operating activities   | 424,862                       | (325,253 )   |
| Cash flow (used in) provided by investing activities:                                       |                               |              |
| Purchase of property and equipment — net  | (22,401 )                     | (23,280 )    |
| Sale and redemption of marketable securities  |                               | 10,000       |
| Investments in unconsolidated entities  | (119,714 )                    | (40,627 )    |
| Return of investments in unconsolidated entities  | 139,346                       | 34,769       |
| Investment in foreclosed real estate and distressed loans                                   | (688 )                        | (964 )       |
| Return of investments in foreclosed real estate and distressed loans                        | 12,429                        | 34,601       |
| Acquisition of a business   | (85,183 )                     |              |
| Net cash (used in) provided by investing activities   | (76,211 )                     | 14,499       |
| Cash flow used in financing activities:   |                               |              |
| Proceeds from issuance of senior notes  | 455,483                       |              |
| Debt issuance costs for senior notes  | (4,446 )                      | (35 )        |
| Proceeds from loans payable   | 1,083,472                     | 1,756,528    |
| Debt issuance costs for loans payable   |                               | (3,936 )     |
| Principal payments of loans payable   | (1,513,078 )                  | (1,688,087 ) |
| Proceeds from stock-based benefit plans   | 57,958                        | 5,336        |
| Excess tax benefits from stock-based compensation   | 1,172                         | 1,131        |
| Purchase of treasury stock  | (90,716 )                     | (327,612 )   |
| Dividends paid  | (26,016 )                     |              |

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|  |           |            |
|--|-----------|------------|
| Receipts related to noncontrolling interest, net     |           | 290        |
| Net cash used in financing activities                | (36,171 ) | (256,385 ) |
| Net increase (decrease) in cash and cash equivalents | 312,480   | (567,139 ) |
| Cash and cash equivalents, beginning of period       | 633,715   | 918,993    |
| Cash and cash equivalents, end of period             | \$946,195 | \$351,854  |
| See accompanying notes.                              |           |            |

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TOLL BROTHERS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements include the accounts of Toll Brothers, Inc. (the “Company,” “we,” “us,” or “our”), a Delaware corporation, and its majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Investments in 50% or less owned partnerships and affiliates are accounted for using the equity method unless it is determined that we have effective control of the entity, in which case we would consolidate the entity.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information. The October 31, 2016 balance sheet amounts and disclosures included herein have been derived from our October 31, 2016 audited financial statements. Since the accompanying condensed consolidated financial statements do not include all the information and footnotes required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements, we suggest that they be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 (“2016 Form 10-K”). In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, which are of a normal recurring nature, necessary to present fairly our financial position as of July 31, 2017; the results of our operations for the nine-month and three-month periods ended July 31, 2017 and 2016; and our cash flows for the nine-month periods ended July 31, 2017 and 2016. The results of operations for such interim periods are not necessarily indicative of the results to be expected for the full year.

Acquisition

In November 2016, we acquired substantially all of the assets and operations of Coleman Real Estate Holdings, LLC (“Coleman”) for \$85.2 million in cash. The assets acquired were primarily inventory, including approximately 1,750 home sites owned or controlled through land purchase agreements. As part of the acquisition, we assumed contracts to deliver 128 homes with an aggregate value of \$38.8 million. The average price of the undelivered homes at the date of acquisition was approximately \$303,000. Our selling community count increased by 15 communities at the acquisition date. The acquisition of Coleman’s assets and operations was not material to our results of operations or financial condition.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-05, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customers’ Accounting for Fees Paid in a Cloud Computing Arrangement” (“ASU 2015-05”). ASU 2015-05 provides guidance for a customer to determine whether a cloud computing arrangement contains a software license or should be accounted for as a service contract. We adopted ASU 2015-05 on November 1, 2016, and we elected to adopt the standard prospectively. The adoption did not have a material effect on our consolidated financial statements or disclosures.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis” (“ASU 2015-02”), which eliminates the deferral granted to investment companies from applying the variable interest entities (“VIEs”) guidance and makes targeted amendments to the current consolidation guidance. The new guidance applies to all entities involved with limited partnerships or similar entities and requires re-evaluation of these entities under the revised guidance which may change previous consolidation conclusions. We adopted ASU 2015-02 on November 1, 2016, and the adoption did not have a material effect on our consolidated financial statements or disclosures.

In March 2017, the FASB issued ASU No. 2017-07, “Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost” (“ASU 2017-07”). ASU 2017-07 requires an employer to report the service cost component of pension and other postretirement benefit costs in the same line item as other compensation costs arising from services rendered by the pertinent employees while the other components of net benefit cost are required to be presented in the income statement separately from the service

cost component and outside a subtotal of income from operations. ASU 2017-07 is effective for our fiscal year beginning November 1, 2018; however, early adoption is permitted. We expect to adopt ASU 2017-07 on November 1, 2017 and do not expect the adoption to have a material effect on our consolidated financial statements and disclosures.

In February 2017, the FASB issued ASU No. 2017-05, "Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets" ("ASU 2017-05"). ASU 2017-05 is meant to clarify the scope of the original guidance within Subtopic

610-20 that was issued in connection with ASU 2014-09, as defined below, which provides guidance for recognizing gains and losses from the transfer of nonfinancial assets in contracts with noncustomers. ASU 2017-05 also added guidance for partial sales of nonfinancial assets. ASU 2017-05 is effective for our fiscal year beginning November 1, 2018 and we are required to adopt ASU 2017-05 concurrent with the adoption of ASU 2014-09. We are currently evaluating the impact that the adoption of ASU 2017-05 may have on our consolidated financial statements and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” (“ASU 2014-09”), which provides guidance for revenue recognition. ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets. ASU 2014-09 supersedes the revenue recognition requirements in Accounting Standards Codification (“ASC”) Topic 605, “Revenue Recognition,” and most industry-specific guidance. ASU 2014-09 also supersedes some cost guidance included in ASC Subtopic 605-35, “Revenue Recognition—Construction-Type and Production-Type Contracts.” The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under the current guidance. These judgments and estimates include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each separate performance obligation. In August 2015, the FASB issued ASU 2015-14 “Revenue from Contracts with Customers” (“ASU 2015-14”), which delays the effective date of ASU 2014-09 by one year. ASU 2014-09, as amended by ASU 2015-14, is effective for our fiscal year beginning November 1, 2018, and, at that time, we expect to adopt the new standard under the modified retrospective approach. We do not believe the adoption of ASU 2014-09 will have a material impact on the amount or timing of our home building revenues. We are continuing to evaluate the impact the adoption of ASU 2014-09 may have on other aspects of our business and on our consolidated financial statements and disclosures.

In January 2017, the FASB issued ASU No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business” (“ASU 2017-01”), which provides a more robust framework for determining whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. ASU 2017-01 is effective for our fiscal year beginning November 1, 2018. We are currently evaluating the impact that the adoption of ASU 2017-01 may have on our consolidated financial statements and disclosures.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” (“ASU 2016-09”). ASU 2016-09 simplifies several aspects related to the accounting for share-based payment transactions, including the accounting for income taxes and forfeitures, statutory tax withholding requirements and classification on the statement of cash flows. ASU 2016-09 is effective for our fiscal year beginning November 1, 2017. We do not expect the adoption of ASU 2016-09 to have a material effect on our consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, “Leases” (“ASU 2016-02”), which requires an entity to recognize assets and liabilities on the balance sheet for the rights and obligations created by leased assets and provide additional disclosures. ASU 2016-02 is effective for our fiscal year beginning November 1, 2019, and, at that time, we will adopt the new standard using a modified retrospective approach. We are currently evaluating the impact that the adoption of ASU 2016-02 may have on our consolidated financial statements and disclosures.

## 2. Inventory

Inventory at July 31, 2017 and October 31, 2016 consisted of the following (amounts in thousands):

|  | July 31,<br>2017 | October 31,<br>2016 |
|--|------------------|---------------------|
| Land controlled for future communities | \$81,512         | \$71,729            |
| Land owned for future communities      | 1,153,712        | 1,884,146           |
| Operating communities                  | 6,398,344        | 5,398,092           |
|  | \$7,633,568      | \$7,353,967         |

Operating communities include communities offering homes for sale; communities that have sold all available home sites but have not completed delivery of the homes; communities that were previously offering homes for sale but are temporarily closed due to business conditions or non-availability of improved home sites and that are expected to reopen within 12 months of the end of the fiscal period being reported on; and communities preparing to open for sale. The carrying value attributable to operating communities includes the cost of homes under construction, land and land development costs, the carrying cost of home sites in current and future phases of these communities, and the carrying cost of model homes.

Communities that were previously offering homes for sale but are temporarily closed due to business conditions, do not have any remaining backlog, and are not expected to reopen within 12 months of the end of the fiscal period being reported on have been classified as land owned for future communities.

Information regarding the classification, number, and carrying value of these temporarily closed communities, as of the dates indicated, is provided in the table below:

|                                    | July 31,<br>2017 | October 31,<br>2016 |
|------------------------------------|------------------|---------------------|
| Land owned for future communities: |                  |                     |
| Number of communities              | 17               | 18                  |
| Carrying value (in thousands)      | \$136,704        | \$123,936           |
| Operating communities:             |                  |                     |
| Number of communities              | 4                | 3                   |
| Carrying value (in thousands)      | \$11,553         | \$8,523             |

The amounts we have provided for inventory impairment charges and the expensing of costs that we believed not to be recoverable, for the periods indicated, are shown in the table below (amounts in thousands):

|  | Nine months<br>ended July 31,<br>2017 |          | Three months<br>ended July 31,<br>2016 |         |
|--|---------------------------------------|----------|--|---------|
| Land controlled for future communities | \$1,479                               | \$3,103  | \$697                                  | \$2,469 |
| Land owned for future communities      | 1,540                                 | 300      | 340                                    |         |
| Operating communities                  | 8,295                                 | 7,950    | 1,360                                  | 1,250   |
|  | \$11,314                              | \$11,353 | \$2,397                                | \$3,719 |

See Note 11, "Fair Value Disclosures," for information regarding the number of operating communities that we tested for potential impairment, the number of operating communities in which we recognized impairment charges, the amount of impairment charges recognized, and the fair values of those communities, net of impairment charges.

At July 31, 2017, we evaluated our land purchase contracts, including those to acquire land for apartment developments, to determine whether any of the selling entities were VIEs and, if they were, whether we were the primary beneficiary of any of them. Under these land purchase contracts, we do not possess legal title to the land; our risk is generally limited to deposits paid to the sellers and predevelopment costs incurred; and the creditors of the sellers generally have no recourse against us. At July 31, 2017, we determined that 96 land purchase contracts, with an aggregate purchase price of \$1.26 billion, on which we had made aggregate deposits totaling \$58.3 million, were VIEs, and that we were not the primary beneficiary of any VIE related to our land purchase contracts. At October 31, 2016, we determined that 78 land purchase contracts, with an aggregate purchase price of \$987.3 million, on which we had made aggregate deposits totaling \$44.1 million, were VIEs and that we were not the primary beneficiary of any VIE related to our land purchase contracts.

Interest incurred, capitalized, and expensed, for the periods indicated, was as follows (amounts in thousands):

|  | Nine months ended<br>July 31,<br>2017 |            | Three months ended<br>July 31,<br>2016 |           |
|--|---------------------------------------|------------|--|-----------|
| Interest capitalized, beginning of period  | \$369,419                             | \$373,128  | \$376,213                              | \$383,482 |
| Interest incurred  | 130,887                               | 122,079    | 45,577                                 | 41,667    |
| Interest expensed to cost of revenues  | (114,365 )                            | (107,176 ) | (45,879 )                              | (39,431 ) |
| Interest expensed in other income  | (2,097 )                              | (606 )     | (102 )                                 | (297 )    |
| Interest capitalized on investments in unconsolidated entities                                     | (6,485 )                              | (3,947 )   | (2,271 )                               | (1,704 )  |
| Previously capitalized interest transferred to investments in unconsolidated entities              | (4,030 )                              |            |  |           |
| Previously capitalized interest on investments in unconsolidated entities transferred to inventory | 979                                   | 687        | 770                                    | 448       |

|                                     |           |           |           |           |
|-------------------------------------|-----------|-----------|-----------|-----------|
| Interest capitalized, end of period | \$374,308 | \$384,165 | \$374,308 | \$384,165 |
|-------------------------------------|-----------|-----------|-----------|-----------|

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### 3. Investments in Unconsolidated Entities

We have investments in various unconsolidated entities. These entities, which are structured as joint ventures (i) develop land for the joint venture participants and for sale to outside builders (“Land Development Joint Ventures”); (ii) develop for-sale homes (“Home Building Joint Ventures”); (iii) develop luxury for-rent residential apartments, commercial space, and a hotel (“Rental Property Joint Ventures”), which includes our investment in Toll Brothers Realty Trust (the “Trust”); and (iv) invest in distressed loans and real estate and provide financing and land banking to residential builders and developers for the acquisition and development of land and home sites (“Gibraltar Joint Ventures”).

The table below provides information as of July 31, 2017, regarding active joint ventures that we are invested in, by joint venture category (\$ amounts in thousands):

|   | Land<br>Development<br>Joint<br>Ventures | Home<br>Building<br>Joint<br>Ventures | Rental<br>Property<br>Joint<br>Ventures | Gibraltar<br>Joint<br>Ventures | Total      |
|---|--|---------------------------------------|---|--------------------------------|------------|
| Number of unconsolidated entities   | 7  | 4                                     | 13                                      | 5                              | 29         |
| Investment in unconsolidated entities                                     | \$ 283,248                               | \$ 89,437                             | \$ 124,951                              | \$ 16,629                      | \$ 514,265 |
| Number of unconsolidated entities with funding commitments by the Company | 5  | 1                                     | 1                                       | 1                              | 8          |
| Company’s remaining funding commitment to unconsolidated entities         | \$ 33,950                                | \$ 8,300                              | \$ 1,000                                | \$ 9,621                       | \$ 52,871  |

Certain joint ventures in which we have investments obtained debt financing to finance a portion of their activities.

The table below provides information at July 31, 2017, regarding the debt financing obtained by category (\$ amounts in thousands):

|  | Land<br>Development<br>Joint<br>Ventures | Home<br>Building<br>Joint<br>Ventures | Rental<br>Property<br>Joint<br>Ventures | Total        |
|--|--|---------------------------------------|---|--------------|
| Number of joint ventures with debt financing | 3  | 1                                     | 11                                      | 15           |
| Aggregate loan commitments                   | \$ 275,000                               | \$ 236,500                            | \$ 1,021,406                            | \$ 1,532,906 |
| Amounts borrowed under loan commitments      | \$ 262,175                               | \$ 100,989                            | \$ 780,157                              | \$ 1,143,321 |

More specific and/or recent information regarding our investments in, advances to, and future commitments to these entities is provided below.

#### Land Development Joint Ventures

During the nine months ended July 31, 2017, our Land Development Joint Ventures sold 871 lots and recognized revenues of \$215.9 million. We acquired 288 of these lots for \$122.5 million. Our share of the joint venture income from the lots we acquired of \$12.9 million was deferred by reducing our basis in those lots acquired. The Company recognized impairment charges in connection with one Land Development Joint Venture of \$2.0 million in the nine months ended July 31, 2017. During the nine months ended July 31, 2016, our Land Development Joint Ventures sold approximately 634 lots and recognized revenues of \$126.5 million. We acquired 178 of these lots for \$61.2 million. Our share of the income from the lots we acquired of \$8.9 million was deferred by reducing our basis in those lots acquired. There were no impairment charges recognized for the nine months ending July 31, 2016.

During the three months ended July 31, 2017, our Land Development Joint Ventures sold 362 lots and recognized revenues of \$115.0 million. We acquired 126 of these lots for \$76.3 million. Our share of the joint venture income of \$5.9 million from the lots we acquired was deferred by reducing our basis in those acquired lots. During the three months ended July 31, 2016, our Land Development Joint Ventures sold approximately 95 lots and recognized revenues of \$27.8 million. We acquired 66 of these lots for \$25.9 million. Our share of the income of \$3.7 million from the lots we acquired was deferred by reducing our basis in those acquired lots. There were no impairment charges recognized for the three months ended July 31, 2017 or 2016.

In the fourth quarter of fiscal 2015, we entered into a joint venture with an unrelated party to purchase and develop a parcel of land located in Irvine, California. The joint venture expects to develop approximately 840 home sites on this land in multiple phases. We have a 50% interest in this joint venture. The joint venture intends to develop the property and sell approximately 50% of the value of the home sites to each of the members of the joint venture. In the third quarter of fiscal 2017, we purchased the first 48 lots from this joint venture for \$43.3 million. At July 31, 2017, we had an investment of \$180.7 million in this joint venture and were committed to make additional contributions to this joint venture of up to \$3.6 million. To finance a portion of the land purchase, the joint venture entered into a \$320.0 million purchase money mortgage with the seller. In December 2016, the joint venture entered into a \$200.0 million loan agreement and each member made a capital contribution of \$80.0 million. A

portion of the proceeds from the loan in addition to the capital contributions made by the members were used to repay the purchase money mortgage. At July 31, 2017, this joint venture had \$198.0 million of outstanding borrowings under the loan.

#### Home Building Joint Ventures

Our Home Building Joint Ventures are delivering homes in New York City and Jupiter, Florida. During the nine months ended July 31, 2017 and 2016, our Home Building Joint Ventures delivered 176 homes with a sales value of \$451.6 million, and 61 homes with a sales value of \$55.4 million, respectively. During the three months ended July 31, 2017 and 2016, our Home Building Joint Ventures delivered 33 homes with a sales value of \$81.0 million, and 21 homes with a sales value of \$17.9 million, respectively.

In December 2016, we entered into a joint venture with an unrelated party to complete the development of a high-rise luxury condominium project in New York City. Before the formation of this joint venture, we acquired the property and incurred approximately \$176.0 million of land and land development costs. The joint venture, in which we have a 20% interest, purchased the property from us at our cost, a portion of which was financed by a \$236.5 million construction loan obtained by the joint venture. From the sale and financing, we received proceeds of \$148.0 million, of which \$106.1 million was held in escrow by our captive title company at October 31, 2016 and was included in "Receivables, prepaid expenses, and other assets" on our Condensed Consolidated Balance Sheet at October 31, 2016. The amount held in escrow was released to us in December 2016. At July 31, 2017, we had an investment of \$30.1 million in this joint venture and the joint venture had \$101.0 million of outstanding borrowings under the construction loan.

#### Rental Property Joint Ventures

As of July 31, 2017, our Rental Property Joint Ventures owned 12 for-rent apartment projects and a hotel, which are located in the metro Boston to metro Washington, D.C. corridor. At July 31, 2017, our joint ventures had approximately 2,950 units that were occupied or ready for occupancy, 1,000 units in the lease-up stage, and 1,650 units under active development. In addition, we either own, have under contract, or under a letter of intent approximately 7,000 units. We intend to develop these units in joint ventures with unrelated parties in the future. In the third quarter of fiscal 2017, one of our Rental Property Joint Ventures amended its existing \$70.0 million construction loan agreement to finance construction of multifamily residential apartments in northern New Jersey. The terms of the amendment extended the maturity date and revised certain guarantees provided for under the loan, including the repayment guaranty for which our obligation increased from 25% to 100%. At July 31, 2017, this joint venture had \$56.8 million of borrowings under the facility.

In the second quarter of fiscal 2017, we sold a 25% interest in one of our Rental Property Joint Ventures to an unrelated party. In connection with the sale, we, along with our partner, recapitalized the joint venture and refinanced the existing \$112.2 million construction loan with a \$133.0 million, 10-year fixed rate loan. As a result of these transactions, we received cash of \$42.9 million and recognized a gain of \$20.5 million in the three months ended April 30, 2017 and in the nine months ended July 31, 2017, which is included in "Income from unconsolidated entities" in our Condensed Consolidated Statements of Operations and Comprehensive Income. At July 31, 2017, we had a 25% interest and an \$8.0 million investment in this joint venture.

In the first quarter of fiscal 2017, we sold a 25% interest in another one of our Rental Property Joint Ventures to an unrelated party. In connection with the sale, we, along with our partner, recapitalized the joint venture and refinanced the existing \$54.1 million construction loan with a \$56.0 million, 10-year fixed rate loan. As a result of these transactions, we received cash of \$12.0 million and recognized a gain of \$6.2 million in the three months ended January 31, 2017 and the nine months ended July 31, 2017, which is included in "Income from unconsolidated entities" in our Condensed Consolidated Statements of Operations and Comprehensive Income. At July 31, 2017, we had a 25% interest and a \$3.2 million investment in this joint venture.

In the second quarter of fiscal 2016, we entered into a joint venture with an unrelated party to develop a 525-unit luxury for-rent residential apartment building near Union Station in Washington, D.C. Prior to the formation of this joint venture, we acquired the land, through a 100%-owned entity, and incurred \$35.1 million of land and land development costs. Our partner acquired a 50% interest in this entity for \$20.2 million and we subsequently received cash of \$18.7 million to align the capital accounts of each of the partners of the joint venture. In the third quarter of

fiscal 2016, as a result of the sale of 50% of our interest to our partner, we recognized a gain of \$3.0 million. Due to our continued involvement in the joint venture through our ownership interest, we deferred an additional \$3.0 million of the gain on the sale. At July 31, 2017, we had an investment of \$29.8 million in this joint venture. In November 2016, the joint venture entered into a \$130.6 million construction loan agreement. At July 31, 2017, there were \$11.0 million of outstanding borrowings under the construction loan agreement.

In the fourth quarter of fiscal 2016, we entered into a joint venture with an unrelated party to develop a 390-unit luxury for-rent residential apartment building in a suburb of Boston, Massachusetts, on land that we were under contract to purchase. We have a 25% interest in this joint venture. On October 20, 2016, the joint venture entered into a \$91.0 million construction loan agreement with a bank to finance the development of this project. At July 31, 2017, there was \$1.0 million of outstanding borrowings under the construction loan agreement. At July 31, 2017, we had an investment of \$11.4 million in this joint venture.

We have an investment in a joint venture in which we have a 50% interest to develop a luxury hotel in conjunction with a high-rise luxury condominium project in New York City being developed by a related Home Building Joint Venture. The hotel commenced operations in February 2017. At July 31, 2017, we had an investment of \$35.7 million in this joint venture. In December 2016, this joint venture entered into an \$80.0 million, three-year term loan agreement. The proceeds from the term loan, along with proceeds from the closing of condominium units at the Home Building Joint Venture, were used to repay an existing construction loan. At July 31, 2017, this joint venture had \$80.0 million of outstanding borrowings under the term loan.

In 1998, we formed the Trust to invest in commercial real estate opportunities. The Trust is effectively owned one-third by us; one-third by current and former members of our senior management; and one-third by an unrelated party. As of July 31, 2017, our investment in the Trust was zero as cumulative distributions received from the Trust have been in excess of the carrying amount of our net investment. We provide development, finance, and management services to the Trust and recognized fees under the terms of various agreements in the amount of \$1.4 million and \$1.2 million in the nine-month periods ended July 31, 2017 and 2016, respectively, of which \$0.6 million and \$0.4 million were recognized in the three-month periods ended July 31, 2017 and 2016, respectively. In the first quarter of fiscal 2016, we received a \$2.0 million distribution from the Trust, which is included in "Income from unconsolidated entities" in our Condensed Consolidated Statements of Operations and Comprehensive Income. No distributions have been received from the Trust in fiscal 2017.

#### Gibraltar Joint Ventures

In the second quarter of fiscal 2016 and third quarter of fiscal 2017, we, through our wholly owned subsidiary, Gibraltar Capital and Asset Management, LLC ("Gibraltar"), entered into three ventures with an institutional investor to provide builders and developers with land banking and venture capital. We have a 25% interest in these ventures. These ventures will finance builders' and developers' acquisition and development of land and home sites and pursue other complementary investment strategies. We may invest up to \$100.0 million in these ventures. As of July 31, 2017, we had an investment of \$8.8 million in these ventures.

In addition, in the second quarter of fiscal 2016, we entered into a separate venture with the same institutional investor to purchase, from Gibraltar, certain foreclosed real estate owned ("REO") and distressed loans for \$24.1 million. We have a 24% interest in this venture. In the three months ended April 30, 2016, we recognized a gain of \$1.3 million from the sale of these assets to the venture. At July 31, 2017, we have a \$4.2 million investment in this venture and are committed to invest an additional \$9.6 million, if necessary.

#### Guarantees

The unconsolidated entities in which we have investments generally finance their activities with a combination of partner equity and debt financing. In some instances, we and our partners have guaranteed debt of certain unconsolidated entities. These guarantees may include any or all of the following: (i) project completion guarantees, including any cost overruns; (ii) repayment guarantees, generally covering a percentage of the outstanding loan; (iii) carry cost guarantees, which cover costs such as interest, real estate taxes, and insurance; (iv) an environmental indemnity provided to the lender that holds the lender harmless from and against losses arising from the discharge of hazardous materials from the property and non-compliance with applicable environmental laws; and (v) indemnification of the lender from "bad boy acts" of the unconsolidated entity.

In some instances, the guarantees provided in connection with loans to an unconsolidated entity are joint and several. In these situations, we generally have a reimbursement agreement with our partner that provides that neither party is responsible for more than its proportionate share or agreed upon share of the guarantee; however, if a joint venture partner does not have adequate financial resources to meet its obligations under the reimbursement agreement, we may be liable for more than our proportionate share.

We believe that, as of July 31, 2017, in the event we become legally obligated to perform under a guarantee of an obligation of an unconsolidated entity due to a triggering event, the collateral in such entity should be sufficient to repay a significant portion of the obligation. If it is not, we and our partners would need to contribute additional capital to the venture. At July 31, 2017, certain unconsolidated entities have loan commitments aggregating \$1.08 billion, of which, if the full amount of the debt obligations were borrowed, we estimate \$250.5 million to be our maximum exposure related to repayment and carry cost guarantees. At July 31, 2017, the unconsolidated entities had borrowed an aggregate of \$693.5 million, of which we estimate \$207.1 million to be our maximum exposure related to repayment and carry cost guarantees. The terms of these guarantees

generally range from 1 month to 40 months. These maximum exposure estimates do not take into account any recoveries from the underlying collateral or any reimbursement from our partners.

As of July 31, 2017, the estimated aggregate fair value of the guarantees provided by us related to debt and other obligations of certain unconsolidated entities was approximately \$4.7 million. We have not made payments under any of the guarantees, nor have we been called upon to do so.

#### Variable Interest Entities

At July 31, 2017 and October 31, 2016, we determined that seven and three, respectively, of our joint ventures were VIEs under the guidance of ASC 810, "Consolidation." However, we have concluded that we were not the primary beneficiary of these VIEs because the power to direct the activities of such VIEs that most significantly impact their performance was either shared by us and such VIEs' other partners or such activities were controlled by our partner. For VIEs where the power to direct significant activities is shared, business plans, budgets, and other major decisions are required to be unanimously approved by all members. Management and other fees earned by us are nominal and believed to be at market rates, and there is no significant economic disproportionality between us and the other members. The information presented below regarding the investments, commitments, and guarantees in unconsolidated entities deemed to be VIEs is also included in the information provided above.

At July 31, 2017 and October 31, 2016, our investments in the unconsolidated entities deemed to be VIEs, which are included in "Investments in unconsolidated entities" in the accompanying Condensed Consolidated Balance Sheets, totaled \$25.6 million and \$16.4 million, respectively. At July 31, 2017, the maximum exposure of loss to our investments in these entities was limited to our investments in the unconsolidated VIEs, except with regard to \$70.0 million of loan guarantees and \$10.6 million of additional commitments to the VIEs. Of our potential exposure for these loan guarantees, \$70.0 million is related to repayment and carry cost guarantees, of which \$56.8 million was borrowed at July 31, 2017. At October 31, 2016, the maximum exposure of loss to our investments in these entities was limited to our investments in the unconsolidated VIEs, except with regard to \$70.0 million of loan guarantees and \$1.4 million of additional commitments to the VIEs. At October 31, 2016, \$14.3 million of our potential exposure for these loan guarantees was related to repayment and carry cost guarantees.

#### Joint Venture Condensed Financial Information

The Condensed Balance Sheets, as of the dates indicated, and the Condensed Statements of Operations and Comprehensive Income, for the periods indicated, for the unconsolidated entities in which we have an investment are included below (in thousands):

## Condensed Balance Sheets:

|   | July 31,<br>2017 | October 31,<br>2016 |
|---|------------------|---------------------|
| Cash and cash equivalents                               | \$103,517        | \$130,794           |
| Inventory   | 1,134,699        | 1,074,888           |
| Loans receivable, net                                   | 23,853           | —                   |
| Rental properties                                       | 952,289          | 621,615             |
| Rental properties under development                     | 169,631          | 302,632             |
| Real estate owned (“REO”)                               | 55,970           | 87,226              |
| Other assets  | 162,055          | 180,103             |
| Total assets  | \$2,602,014      | \$2,397,258         |
| Debt  | \$1,146,833      | \$1,164,883         |
| Other liabilities                                       | 127,374          | 152,881             |
| Members’ equity   | 1,298,996        | 980,354             |
| Noncontrolling interest                                 | 28,811           | 99,140              |
| Total liabilities and equity                            | \$2,602,014      | \$2,397,258         |
| Company’s net investment in unconsolidated entities (1) | \$514,265        | \$496,411           |

Differences between our net investment in unconsolidated entities and our underlying equity in the net assets of the entities are primarily a result of the acquisition price of an investment in a Land Development Joint Venture in fiscal 2012 that was in excess of our pro rata share of the underlying equity; impairments related to our investments in unconsolidated entities; interest capitalized on our investments; the estimated fair value of the guarantees provided to the joint ventures; gains recognized from the sale of our ownership interests; and distributions from entities in excess of the carrying amount of our net investment.

## Condensed Statements of Operations and Comprehensive Income:

|   | Nine months ended<br>July 31, |           | Three months<br>ended July 31, |          |
|---|-------------------------------|-----------|--------------------------------|----------|
|   | 2017                          | 2016      | 2017                           | 2016     |
| Revenues  | \$690,441                     | \$226,772 | \$189,714                      | \$60,755 |
| Cost of revenues  | 389,996                       | 145,401   | 99,102                         | 42,910   |
| Other expenses  | 62,193                        | 29,723    | 22,472                         | 11,347   |
| Total expenses  | 452,189                       | 175,124   | 121,574                        | 54,257   |
| Gain on disposition of loans and REO                        | 39,530                        | 38,102    | 7,891                          | 3,413    |
| Income from operations                                      | 277,782                       | 89,750    | 76,031                         | 9,911    |
| Other income  | 11,175                        | 4,121     | 1,678                          | 1,769    |
| Income before income taxes                                  | 288,957                       | 93,871    | 77,709                         | 11,680   |
| Income tax provision  | 7,453                         | —         | 1,138                          | —        |
| Net income including earnings from noncontrolling interests | 281,504                       | 93,871    | 76,571                         | 11,680   |
| Less: income attributable to noncontrolling interest        | (16,417 )                     | (11,204 ) | (3,328 )                       | 3,819    |
| Net income attributable to controlling interest             | 265,087                       | 82,667    | 73,243                         | 15,499   |
| Other comprehensive income                                  | —                             | 100       | —                              | —        |
| Total comprehensive income                                  | \$265,087                     | \$82,767  | \$73,243                       | \$15,499 |
| Company’s equity in earnings of unconsolidated entities (2) | \$112,274                     | \$22,754  | \$19,925                       | \$4,998  |

Differences between our equity in earnings of unconsolidated entities and the underlying net income of the entities are primarily a result of a basis difference of an acquired joint venture interest; distributions from entities in excess of the carrying amount of our net investment; recoveries of previously incurred charges; unrealized gains on our retained joint venture interests; and our share of the entities’ profits related to home sites purchased by us which reduces our cost basis of the home sites acquired.



## 4. Receivables, Prepaid Expenses, and Other Assets

Receivables, prepaid expenses, and other assets at July 31, 2017 and October 31, 2016, consisted of the following (amounts in thousands):

|  | July 31,<br>2017 | October 31,<br>2016 |
|--|------------------|---------------------|
| Expected recoveries from insurance carriers and others | \$ 158,353       | \$ 165,696          |
| Improvement cost receivable                            | 100,092          | 85,627              |
| Escrow cash held by our captive title company          | 46,937           | 138,633             |
| Properties held for rental apartment development       | 143,896          | 81,693              |
| Investment in foreclosed real estate owned             | 4,098            | 11,552              |
| Prepaid expenses                                       | 18,765           | 25,659              |
| Other  | 64,383           | 73,898              |
|  | \$ 536,524       | \$ 582,758          |

## 5. Loans Payable, Senior Notes, and Mortgage Company Loan Facility

## Loans Payable

At July 31, 2017 and October 31, 2016, loans payable consisted of the following (amounts in thousands):

|                            | July 31,<br>2017 | October 31,<br>2016 |
|----------------------------|------------------|---------------------|
| Senior unsecured term loan | \$ 500,000       | \$ 500,000          |
| Credit facility borrowings | —                | 250,000             |
| Loans payable – other      | 121,371          | 122,809             |
| Deferred issuance costs    | (1,797 )         | (1,730 )            |
|                            | \$ 619,574       | \$ 871,079          |

## Senior Unsecured Term Loan

We have a \$500.0 million, five-year senior unsecured term loan facility (the “Term Loan Facility”) with a syndicate of banks. The Term Loan Facility, as amended, matures in August 2021. At July 31, 2017, the interest rate on borrowings was 2.64% per annum. We and substantially all of our 100%-owned home building subsidiaries are guarantors under the Term Loan Facility. The Term Loan Facility contains substantially the same financial covenants as our Credit Facility, as described below.

## Credit Facility

We have a \$1.295 billion, unsecured, five-year revolving credit facility (the “Credit Facility”) with a syndicate of banks. The Credit Facility is scheduled to expire in May 2021. We and substantially all of our 100%-owned home building subsidiaries are guarantors under the Credit Facility.

Under the terms of the Credit Facility, at July 31, 2017, our maximum leverage ratio (as defined in the credit agreement) may not exceed 1.75 to 1.00, and we are required to maintain a minimum tangible net worth (as defined in the credit agreement) of no less than approximately \$2.72 billion. Under the terms of the Credit Facility, at July 31, 2017, our leverage ratio was approximately 0.67 to 1.00, and our tangible net worth was approximately \$4.49 billion. Based upon the limitations related to our repurchase of common stock in the Credit Facility, our ability to repurchase our common stock was limited to approximately \$2.40 billion as of July 31, 2017.

At July 31, 2017, we had no outstanding borrowings under the Credit Facility and had outstanding letters of credit of approximately \$146.5 million under it. At July 31, 2017, the interest rate on borrowings under the Credit Facility would have been 2.74% per annum.

## Loans Payable – Other

“Loans payable – other” primarily represent purchase money mortgages on properties we acquired that the seller had financed and various revenue bonds that were issued by government entities on our behalf to finance community infrastructure and our



manufacturing facilities. At July 31, 2017, the weighted-average interest rate on “Loans payable – other” was 4.04% per annum.

#### Senior Notes

At July 31, 2017, we had nine issues of senior notes outstanding with an aggregate principal amount of \$3.16 billion. In March 2017, the Company issued \$300.0 million principal amount of 4.875% Senior Notes due 2027 (“4.875% Senior Notes”). The Company received \$297.2 million of net proceeds from the issuance of these senior notes. In June 2017, we issued an additional \$150.0 million principal amount of the 4.875% Senior Notes. These additional notes were issued at a premium of 103.655% of principal plus accrued interest. We received \$156.4 million of net proceeds from the issuance of these additional notes.

#### Subsequent event

On August 15, 2017, we notified holders of our 0.5% Exchangeable Senior Notes due 2032 (the “0.5% Exchangeable Senior Notes”) that we will redeem all \$287.5 million aggregate principal amount of the 0.5% Exchangeable Senior Notes on September 15, 2017 with cash at a redemption price of 100% of their principal amount, plus accrued and unpaid interest.

#### Mortgage Company Loan Facility

In October 2016, TBI Mortgage® Company (“TBI Mortgage”), our wholly owned mortgage subsidiary, entered into a mortgage warehousing agreement (“Warehousing Agreement”) with a syndicate of banks. The purpose of the Warehousing Agreement is to finance the origination of mortgage loans by TBI Mortgage; the Warehousing Agreement is accounted for as a secured borrowing under ASC 860, “Transfers and Servicing.” The Warehousing Agreement provides for loan purchases up to \$150.0 million, subject to certain sublimits. In addition, the Warehousing Agreement provides for an accordion feature under which TBI Mortgage may request that the aggregate commitments under the Warehousing Agreement be increased to an amount up to \$210.0 million for a short period of time. The Warehousing Agreement expires on October 27, 2017, and borrowings thereunder bear interest at LIBOR plus 2.00% per annum. At July 31, 2017, the interest rate on the Warehousing Agreement was 3.23% per annum. At July 31, 2017 and October 31, 2016, there was \$57.9 million and \$210.0 million, respectively, outstanding under the Warehousing Agreement, which are included in liabilities in our Condensed Consolidated Balance Sheets.

#### 6. Accrued Expenses

Accrued expenses at July 31, 2017 and October 31, 2016 consisted of the following (amounts in thousands):

|  | July 31,<br>2017 | October 31,<br>2016 |
|--|------------------|---------------------|
| Land, land development, and construction | \$133,383        | \$153,264           |
| Compensation and employee benefits       | 142,081          | 138,282             |
| Escrow liability                         | 46,302           | 137,396             |
| Self-insurance                           | 141,270          | 126,431             |
| Warranty                                 | 344,365          | 370,992             |
| Deferred income                          | 39,798           | 43,488              |
| Interest                                 | 47,307           | 34,903              |
| Commitments to unconsolidated entities   | 8,596            | 5,637               |
| Other                                    | 53,019           | 61,907              |
|  | \$956,121        | \$1,072,300         |

As previously disclosed in Note 6, “Accrued Expenses” in our 2016 Form 10-K, we reviewed communities in Pennsylvania and Delaware (which are in our Mid-Atlantic region) and determined that we needed to make repairs primarily to older homes in certain of these communities relating to stucco and other water intrusion claims. Each quarter, we review and update our assumptions to the estimates used in determining our estimated liability for these claims. This review and update includes an analysis to determine an estimated number of claims likely to be received and the estimated costs to resolve these claims. This analysis involves many factors including: the number of communities involved; the closing dates of the homes in each community; the number of claims received to date; our inspection of homes; an estimate of the number of homes we expect to repair; the type and cost of repairs that have been performed in each community; the estimated costs to remediate pending and future claims in each community;

the expected recovery from our insurance carriers and others; and the amount of warranty and self-insurance reserves already recorded. Due to the degree of judgment required and the potential for variability in the underlying assumptions, it is reasonably possible that our actual costs could differ from those estimated, such differences could be material, and, therefore, we are unable to estimate the range of any such differences.

In the quarter ended July 31, 2017, we identified a small number of claims from homes delivered in Delaware after the date parameters disclosed in our 2016 Form 10-K. Based on the limited number of homes delivered by the Company in Delaware, we believe that any accrual for these pending and any future claims would be immaterial to our results of operations, liquidity, or our financial condition.

Based upon our reviews for the nine month and three month periods ended July 31, 2017, we determined that no adjustments to our previous estimates were needed. Based upon our review for the nine month and three month periods ended July 31, 2016, we determined that our estimated costs had increased and we recognized an additional charge of \$4.3 million and \$1.9 million, respectively, in the nine month and three month periods ended July 31, 2016. As of July 31, 2017, we recognized cumulative charges of approximately \$171.8 million for water intrusion claims; the estimated aggregate cost of these claims is \$324.4 million, of which we expect to recover approximately \$152.6 million from outside insurance carriers and suppliers.

At July 31, 2017 and October 31, 2016, our estimated remaining liability to be expended for the aforementioned known and unknown stucco and other water intrusion claims was \$269.3 million and \$298.0 million, respectively, of which we expect to recover a total of approximately \$122.7 million and \$141.7 million, respectively, from outside insurance carriers and others.

The table below provides, for the periods indicated, a reconciliation of the changes in our warranty accrual (amounts in thousands):

|  | Nine months ended |           | Three months ended |           |
|--|-------------------|-----------|--------------------|-----------|
|  | July 31,          |           | July 31,           |           |
|  | 2017              | 2016      | 2017               | 2016      |
| Balance, beginning of period                         | \$370,992         | \$93,083  | \$355,934          | \$91,194  |
| Additions – homes closed during the period           | 21,220            | 18,208    | 8,519              | 7,241     |
| Addition – Coleman liabilities acquired              | 1,111             |           |                    |           |
| Increase in accruals for homes closed in prior years | 5,539             | 11,045    | 2,351              | 4,853     |
| Reclassification from other accruals                 | 1,082             |           |                    |           |
| Charges incurred                                     | (55,579 )         | (30,369 ) | (22,439 )          | (11,321 ) |
| Balance, end of period                               | \$344,365         | \$91,967  | \$344,365          | \$91,967  |

#### 7. Income Taxes

We recorded income tax provisions of \$168.9 million and \$153.2 million for the nine months ended July 31, 2017 and 2016, respectively. The effective tax rate was 33.0% for the nine months ended July 31, 2017, compared to 36.4% for the nine months ended July 31, 2016. For the three months ended July 31, 2017 and 2016, we recorded an income tax provision of \$55.0 million and \$58.2 million, respectively. The effective tax rate for the three months ended July 31, 2017 was 27.0%, compared to 35.5% for the three months ended July 31, 2016. The income tax provisions for all periods included the provision for state income taxes and interest accrued on anticipated tax assessments, offset by tax benefits related to the utilization of domestic production activities deductions and other permanent differences. In addition, in the nine-month and three-month periods ended July 31, 2017, we recognized net benefits of \$27.1 million and \$27.9 million, respectively, associated primarily with the reversal of a state deferred tax asset valuation allowance.

We currently operate in 20 states and are subject to various state tax jurisdictions. We estimate our state tax liability based upon the individual taxing authorities' regulations, estimates of income by taxing jurisdiction, and our ability to utilize certain tax-saving strategies. We estimate our rate for the full fiscal year 2017 for state income taxes will be 7.3%. Our state income tax rate for the full fiscal year 2016 was 7.0%.

At July 31, 2017, we had \$26.6 million of gross unrecognized tax benefits, including interest and penalties. If these unrecognized tax benefits were to reverse in the future, they would have a beneficial impact on our effective tax rate at that time. During the next 12 months, it is reasonably possible that our unrecognized tax benefits will change, but we are not able to provide a range of such change. The possible changes would be principally due to the expiration of tax statutes, settlements with taxing jurisdictions, increases due to new tax positions taken, and the accrual of estimated interest and penalties.



### 8. Stock-Based Benefit Plans

We grant stock options and various types of restricted stock units to our employees and our nonemployee directors. Additionally, we have an employee stock purchase plan that allows employees to purchase our stock at a discount. Information regarding the amount of total stock-based compensation expense and tax benefit recognized by us, for the periods indicated, is as follows (amounts in thousands):

|   | Nine months<br>ended July 31,<br>2017 |          | Three months<br>ended July 31,<br>2017 |         |
|---|---------------------------------------|----------|--|---------|
|   | 2017                                  | 2016     | 2017                                   | 2016    |
| Total stock-based compensation expense recognized | \$22,088                              | \$21,006 | \$6,503                                | \$5,925 |
| Income tax benefit recognized                     | \$8,718                               | \$8,092  | \$2,624                                | \$2,283 |

At July 31, 2017 and October 31, 2016, the aggregate unamortized value of outstanding stock-based compensation awards was approximately \$30.7 million and \$27.0 million, respectively.

### 9. Stock Repurchase Program and Cash Dividend

On May 23, 2016, our Board of Directors terminated a prior share repurchase program and authorized, under a new repurchase program, the repurchase of 20 million shares of our common stock in open market transactions or otherwise for general corporate purposes, including to obtain shares for the Company's equity award and other employee benefit plans. The Board of Directors did not fix any expiration date for this repurchase program.

The table below provides, for the periods indicated, information about our share repurchase programs:

|   | Nine months<br>ended July 31,<br>2017 |         | Three months<br>ended July 31,<br>2017 |         |
|---|---------------------------------------|---------|--|---------|
|   | 2017                                  | 2016    | 2017                                   | 2016    |
| Number of shares purchased (in thousands)         | 2,492                                 | 11,405  | 1,929                                  | 3,698   |
| Average price per share                           | \$36.40                               | \$28.72 | \$39.02                                | \$26.33 |
| Remaining authorization at July 31 (in thousands) | 13,347                                | 18,085  | 13,347                                 | 18,085  |

Subsequent to July 31, 2017 and through September 5, 2017, we repurchased approximately 3.8 million shares of our common stock at an average price of \$38.27 per share.

On February 21, 2017, our Board of Directors approved the initiation of quarterly cash dividends to shareholders.

During the nine months and three months ended July 31, 2017, we declared and paid dividends of \$0.16 per share and \$0.08 per share, respectively.

## 10. Earnings per Share Information

The table below provides, for the periods indicated, information pertaining to the calculation of earnings per share, common stock equivalents, weighted-average number of antidilutive options, and shares issued (amounts in thousands):

|   | Nine months ended<br>July 31, |           | Three months ended<br>July 31, |           |
|---|-------------------------------|-----------|--------------------------------|-----------|
|   | 2017                          | 2016      | 2017                           | 2016      |
| Numerator:  |                               |           |                                |           |
| Net income as reported  | \$343,617                     | \$267,717 | \$148,563                      | \$105,483 |
| Plus interest and costs attributable to 0.5% Exchangeable Senior Notes, net of income tax benefit | 1,147                         | 1,165     | 378                            | 388       |
| Numerator for diluted earnings per share  | \$344,764                     | \$268,882 | \$148,941                      | \$105,871 |
| Denominator:  |                               |           |                                |           |
| Basic weighted-average shares   | 163,186                       | 169,692   | 163,478                        | 165,919   |
| Common stock equivalents (a)  | 2,077                         | 1,853     | 2,210                          | 1,628     |
| Shares attributable to 0.5% Exchangeable Senior Notes   | 5,864                         | 5,858     | 5,874                          | 5,858     |
| Diluted weighted-average shares   | 171,127                       | 177,403   | 171,562                        | 173,405   |

## Other information:

Weighted-average number of antidilutive options and restricted stock units (b) 2,556 3,854 600 4,243

Shares issued under stock incentive and employee stock purchase plans 2,762 502 788 19

(a) Common stock equivalents represent the dilutive effect of outstanding in-the-money stock options using the treasury stock method and shares expected to be issued under performance-based restricted stock units and nonperformance-based restricted stock units.

(b) Weighted-average number of antidilutive options and restricted stock units are based upon the average closing price of our common stock on the NYSE for the period.

On August 15, 2017, we notified holders of our 0.5% Exchangeable Senior Notes that we will redeem all \$287.5 million aggregate principal amount of such notes on September 15, 2017. Accordingly, subsequent to September 15, 2017, the above adjustments to our diluted earnings per share calculation, related to such notes, will be removed. See Note 5, "Loans Payable, Senior Notes, and Mortgage Company Loan Facility" for additional information.

## 11. Fair Value Disclosures

## Financial Instruments

The table below provides, as of the dates indicated, a summary of assets (liabilities) related to our financial instruments, measured at fair value on a recurring basis (amounts in thousands):

| Financial Instrument  | Fair value hierarchy | Fair value    |                  |
|---|----------------------|---------------|------------------|
|   |                      | July 31, 2017 | October 31, 2016 |
| Mortgage Loans Held for Sale  | Level 2              | \$89,419      | \$248,601        |
| Forward Loan Commitments — Residential Mortgage Loans Held for Sale | Level 2              | \$(88 )       | \$1,390          |
| Interest Rate Lock Commitments ("IRLCs")                            | Level 2              | \$99          | \$(921 )         |
| Forward Loan Commitments — IRLCs                                    | Level 2              | \$(99 )       | \$921            |

At July 31, 2017 and October 31, 2016, the carrying value of cash and cash equivalents and restricted cash and investments approximated fair value.

## Mortgage Loans Held for Sale

At the end of the reporting period, we determine the fair value of our mortgage loans held for sale and the forward loan commitments we have entered into as a hedge against the interest rate risk of our mortgage loans and commitments using the market approach to determine fair value.



The table below provides, as of the dates indicated, the aggregate unpaid principal and fair value of mortgage loans held for sale (amounts in thousands):

|                     | Aggregate unpaid principal balance | Fair value | Excess  |
|---------------------|------------------------------------|------------|---------|
| At July 31, 2017    | \$ 88,434                          | \$89,419   | \$985   |
| At October 31, 2016 | \$ 246,794                         | \$248,601  | \$1,807 |

Inventory

We recognize inventory impairment charges based on the difference in the carrying value of the inventory and its fair value at the time of the evaluation. The fair value of the aforementioned inventory was determined using Level 3 criteria. See Note 1, "Significant Accounting Policies – Inventory," in our 2016 Form 10-K for information regarding our methodology for determining fair value. The table below summarizes, for the periods indicated, the ranges of certain quantitative unobservable inputs utilized in determining the fair value of impaired operating communities:

| Three months ended: | Selling price per unit (\$ in thousands) | Sales pace per year (in units) | Discount rate |
|---------------------|--|--------------------------------|---------------|
| Fiscal 2017:        |  |                                |               |
| January 31          | 692 - 880                                | 4 - 12                         | 16.3%         |
| April 30            | 827 - 856                                | 6 - 11                         | 16.3%         |
| July 31             | 465 - 754                                | 3 - 10                         | 16.5% - 19.5% |

Fiscal 2016:

|            |           |         |       |
|------------|-----------|---------|-------|
| January 31 | —         | —       | —     |
| April 30   | 369 - 394 | 18 - 23 | 16.3% |
| July 31    | —         | —       | —     |
| October 31 | —         | —       | —     |

The table below provides, for the periods indicated, the fair value of operating communities whose carrying value was adjusted and the amount of impairment charges recognized (\$ amounts in thousands):

| Three months ended: | Number of communities tested | Number of communities | Impaired operating communities                       |                               |
|---------------------|------------------------------|-----------------------|--|-------------------------------|
|                     |                              |                       | Fair value of communities, net of impairment charges | Impairment charges recognized |
| Fiscal 2017:        |                              |                       |  |                               |
| January 31          | 57                           | 2                     | \$ 8,372   | \$ 4,000                      |
| April 30            | 46                           | 6                     | \$ 25,092  | 2,935                         |
| July 31             | 53                           | 4                     | \$ 5,965   | 1,360                         |
|                     |                              |                       |  | \$ 8,295                      |
| Fiscal 2016:        |                              |                       |  |                               |
| January 31          | 43                           | 2                     | \$ 1,713   | \$ 600                        |
| April 30            | 41                           | 2                     | \$ 10,103  | 6,100                         |
| July 31             | 51                           | 2                     | \$ 11,714  | 1,250                         |
| October 31          | 59                           | 2                     | \$ 1,126   | 415                           |
|                     |                              |                       |  | \$ 8,365                      |

Debt

The table below provides, as of the dates indicated, the book value and estimated fair value of our debt (amounts in thousands):

|                                    | Fair value hierarchy | July 31, 2017 |                      | October 31, 2016 |                      |
|------------------------------------|----------------------|---------------|----------------------|------------------|----------------------|
|                                    |                      | Book value    | Estimated fair value | Book value       | Estimated fair value |
| Loans payable (a)                  | Level 2              | \$621,371     | \$619,975            | \$872,809        | \$870,384            |
| Senior notes (b)                   | Level 1              | 3,157,376     | 3,321,149            | 2,707,376        | 2,843,177            |
| Mortgage company loan facility (c) | Level 2              | 57,921        | 57,921               | 210,000          | 210,000              |
|                                    |                      | \$3,836,668   | \$3,999,045          | \$3,790,185      | \$3,923,561          |

The estimated fair value of loans payable was based upon contractual cash flows discounted at interest rates that we (a) believed were available to us for loans with similar terms and remaining maturities as of the applicable valuation date.

(b) The estimated fair value of our senior notes is based upon their market prices as of the applicable valuation date.

(c) We believe that the carrying value of our mortgage company loan borrowings approximates their fair value.

12. Other Income – Net

The table below provides the significant components of other income – net (amounts in thousands):

|   | Nine months ended July 31, |          | Three months ended July 31, |          |
|---|----------------------------|----------|-----------------------------|----------|
|   | 2017                       | 2016     | 2017                        | 2016     |
| Interest income   | \$3,834                    | \$1,612  | \$1,904                     | \$676    |
| Income from ancillary businesses, net                   | 10,555                     | 11,559   | 3,709                       | 4,139    |
| Gibraltar   | 2,650                      | 6,351    | (220 )                      | 102      |
| Management fee income from unconsolidated entities, net | 10,448                     | 6,863    | 2,477                       | 2,348    |
| Retained customer deposits                              | 4,461                      | 4,449    | 1,407                       | 780      |
| Income from land sales                                  | 7,503                      | 11,018   | 2,417                       | 6,527    |
| Other   | 342                        | 1,622    | 286                         | 549      |
| Total other income – net                                | \$39,793                   | \$43,474 | \$11,980                    | \$15,121 |

In the nine months ended July 31, 2016, our security monitoring business recognized a gain of \$1.6 million from a bulk sale of security monitoring accounts in fiscal 2015, which is included in income from ancillary businesses in the table above.

Income from ancillary businesses includes our mortgage, title, landscaping, security monitoring, and golf course and country club operations. The table below provides, for the periods indicated, revenues and expenses for our ancillary businesses (amounts in thousands):

|          | Nine months ended July 31, |          | Three months ended July 31, |          |
|----------|----------------------------|----------|-----------------------------|----------|
|          | 2017                       | 2016     | 2017                        | 2016     |
| Revenues | \$95,317                   | \$85,955 | \$34,733                    | \$32,823 |
| Expenses | \$84,762                   | \$74,396 | \$31,024                    | \$28,684 |

The table below provides, for the periods indicated, revenues and expenses recognized from land sales (amounts in thousands):

|   | Nine months ended July 31, |           | Three months ended July 31, |           |
|---|----------------------------|-----------|-----------------------------|-----------|
|   | 2017                       | 2016      | 2017                        | 2016      |
| Revenues                                    | \$151,470                  | \$77,701  | \$4,633                     | \$64,109  |
| Expenses                                    | (148,625 )                 | (64,076 ) | (2,420 )                    | (54,975 ) |
| Deferred gain on land sale to joint venture |                            | (2,607 )  |                             | (2,607 )  |
| Deferred gain recognized                    | 4,658                      |           | 204                         |           |
| Income from land sales                      | \$7,503                    | \$11,018  | \$2,417                     | \$6,527   |

Land sale revenues for the nine months ended July 31, 2017 includes \$143.3 million related to an in substance real estate sale transaction which resulted in a new Home Building Joint Venture in which we have a 20% interest. No gain or loss was realized on the sale. See Note 3, "Investments in Unconsolidated Entities," for more information on this transaction. The deferred gains recognized in the fiscal 2017 periods relate to the sale of a property in fiscal 2015 to a Home Building Joint Venture in which

we have a 25% interest. Due to our continued involvement in this unconsolidated entity through our ownership interest and guarantees provided on the entity's debt, we deferred the \$9.3 million gain realized on the sale. We are recognizing the gain as units are sold by the entity to the ultimate home buyers. The deferred gain on land sale to joint venture in the fiscal 2016 periods relate to a sales transaction to a Rental Property Joint Venture in which we have a 50% interest. Due to our continued involvement in this unconsolidated entity through our ownership interest, we deferred 50% of the gain realized on the sale. We will amortize this deferred gain into income over the life of the rental property using the straight line method.

### 13. Commitments and Contingencies

#### Legal Proceedings

We are involved in various claims and litigation arising principally in the ordinary course of business. We believe that adequate provision for resolution of all current claims and pending litigation has been made for probable losses. We believe that the disposition of these matters will not have a material adverse effect on our results of operations and liquidity or on our financial condition.

In April 2017, the SEC informed the Company that it was conducting an investigation and requested that we voluntarily produce documents and information relating to our estimated repair costs for stucco and other water intrusion claims in fiscal 2016. As previously described in our 2016 Form 10-K, in the fourth quarter of fiscal 2016, our estimated liability for these water intrusion claims increased significantly. The Company has produced detailed information and documents in response to this request. Management cannot at this time predict the eventual scope or outcome of this matter.

#### Investments in Unconsolidated Entities

At July 31, 2017, we had investments in a number of unconsolidated entities, were committed to invest or advance additional funds, and had guaranteed a portion of the indebtedness and/or loan commitments of these entities. See Note 3, "Investments in Unconsolidated Entities," for more information regarding our commitments to these entities.

#### Land Purchase Commitments

Generally, our purchase agreements to acquire land parcels do not require us to purchase those land parcels, although we, in some cases, forfeit any deposit balance outstanding if and when we terminate a purchase agreement.

Information regarding our land purchase commitments, as of the dates indicated, is provided in the table below (amounts in thousands):

|   | July 31,<br>2017 | October 31,<br>2016 |
|---|------------------|---------------------|
| Aggregate purchase commitments:   |                  |                     |
| Unrelated parties   | \$1,872,468      | \$1,544,185         |
| Unconsolidated entities that the Company has investments in                     | 8,921            | 79,204              |
| Total   | \$1,881,389      | \$1,623,389         |
| Deposits against aggregate purchase commitments                                 | \$94,903         | \$65,299            |
| Additional cash required to acquire land  | 1,786,486        | 1,558,090           |
| Total   | \$1,881,389      | \$1,623,389         |
| Amount of additional cash required to acquire land included in accrued expenses | \$3,672          | \$18,266            |

In addition, we expect to purchase approximately 3,400 additional home sites over a number of years from several joint ventures in which we have interests; the purchase prices of these home sites will be determined at a future date. At July 31, 2017, we also had purchase commitments to acquire land for apartment developments of approximately \$150.1 million, of which we had outstanding deposits in the amount of \$6.2 million.

We have additional land parcels under option that have been excluded from the aforementioned aggregate purchase amounts since we do not believe that we will complete the purchase of these land parcels and no additional funds will be required from us to terminate these contracts.

#### Surety Bonds and Letters of Credit

At July 31, 2017, we had outstanding surety bonds amounting to \$713.1 million, primarily related to our obligations to governmental entities to construct improvements in our communities. We estimate that \$363.2 million of work remains on these improvements. We have an additional \$168.3 million of surety bonds outstanding that guarantee

other obligations. We do not believe that it is probable that any outstanding bonds will be drawn upon.

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At July 31, 2017, we had outstanding letters of credit of \$146.5 million under our Credit Facility. These letters of credit were issued to secure our various financial obligations, including insurance policy deductibles and other claims, land deposits, and security to complete improvements in communities in which we are operating. We do not believe that it is probable that any outstanding letters of credit will be drawn upon.

Backlog

At July 31, 2017, we had agreements of sale outstanding to deliver 6,282 homes with an aggregate sales value of \$5.31 billion.

Mortgage Commitments

Information regarding our mortgage commitments, as of the dates indicated, is provided in the table below (amounts in thousands):

|                                      | July 31,<br>2017 | October 31,<br>2016 |
|--------------------------------------|------------------|---------------------|
| Aggregate mortgage loan commitments: |                  |                     |
| IRLCs                                | \$422,782        | \$255,647           |
| Non-IRLCs                            | 1,256,917        | 1,094,861           |
| Total                                | \$1,679,699      | \$1,350,508         |
| Investor commitments to purchase:    |                  |                     |
| IRLCs                                | \$422,782        | \$255,647           |
| Mortgage loans receivable            | 80,637           | 231,398             |
| Total                                | \$503,419        | \$487,045           |

14. Information on Segments

We operate in two segments: Traditional Home Building and Urban Infill. We build and sell detached and attached homes in luxury residential communities located in affluent suburban markets that cater to move-up, empty-nester, active-adult, age-qualified, and second-home buyers in the United States (“Traditional Home Building”). We also build and sell homes in urban infill markets through Toll Brothers City Living® (“City Living”).

We have determined that our Traditional Home Building operations operate in five geographic segments: North, Mid-Atlantic, South, West, and California. The states comprising each geographic segment are as follows:

North: Connecticut, Illinois, Massachusetts, Michigan, Minnesota, New Jersey, and New York

Mid-Atlantic: Delaware, Maryland, Pennsylvania, and Virginia

South: Florida, North Carolina, and Texas

West: Arizona, Colorado, Idaho, Nevada, and Washington

California: California

Revenue and income (loss) before income taxes for each of our segments, for the periods indicated, were as follows (amounts in thousands):

|                            | Nine months ended July<br>31, |             | Three months ended July<br>31, |             |
|----------------------------|-------------------------------|-------------|--------------------------------|-------------|
|                            | 2017                          | 2016        | 2017                           | 2016        |
| Revenues:                  |                               |             |                                |             |
| Traditional Home Building: |                               |             |                                |             |
| North                      | \$560,812                     | \$491,692   | \$225,829                      | \$205,200   |
| Mid-Atlantic               | 692,457                       | 576,991     | 281,915                        | 220,596     |
| South                      | 591,211                       | 571,364     | 253,904                        | 232,118     |
| West                       | 821,241                       | 548,701     | 307,406                        | 223,076     |
| California                 | 928,303                       | 881,779     | 335,224                        | 336,438     |
| Traditional Home Building  | 3,594,024                     | 3,070,527   | 1,404,278                      | 1,217,428   |
| City Living                | 193,127                       | 243,530     | 98,631                         | 52,506      |
| Total                      | \$3,787,151                   | \$3,314,057 | \$1,502,909                    | \$1,269,934 |

Income (loss) before income taxes:

|                            |            |            |           |           |
|----------------------------|------------|------------|-----------|-----------|
| Traditional Home Building: |            |            |           |           |
| North                      | \$37,042   | \$35,300   | \$16,436  | \$18,994  |
| Mid-Atlantic               | 69,171     | 56,348     | 35,628    | 18,478    |
| South                      | 67,496     | 84,765     | 33,566    | 32,386    |
| West                       | 111,002    | 74,164     | 43,180    | 30,313    |
| California                 | 199,232    | 198,776    | 72,703    | 80,293    |
| Traditional Home Building  | 483,943    | 449,353    | 201,513   | 180,464   |
| City Living                | 131,782    | 74,598     | 46,750    | 14,682    |
| Corporate and other        | (103,161 ) | (103,084 ) | (44,689 ) | (31,493 ) |
| Total                      | \$512,564  | \$420,867  | \$203,574 | \$163,653 |

“Corporate and other” is comprised principally of general corporate expenses such as the offices of our executive officers; the corporate finance, accounting, audit, tax, human resources, risk management, information technology, marketing, and legal groups; interest income; income from certain of our ancillary businesses, including Gibraltar; and income from a number of our unconsolidated entities.

Total assets for each of our segments, as of the dates indicated, are shown in the table below (amounts in thousands):

|                            | July 31,<br>2017 | October 31,<br>2016 |
|----------------------------|------------------|---------------------|
| Traditional Home Building: |                  |                     |
| North                      | \$1,089,376      | \$1,020,250         |
| Mid-Atlantic               | 1,177,785        | 1,166,023           |
| South                      | 1,288,665        | 1,203,554           |
| West                       | 1,276,911        | 1,130,625           |
| California                 | 2,714,799        | 2,479,885           |
| Traditional Home Building  | 7,547,536        | 7,000,337           |
| City Living                | 760,349          | 946,738             |
| Corporate and other        | 1,821,051        | 1,789,714           |
| Total                      | \$10,128,936     | \$9,736,789         |

“Corporate and other” is comprised principally of cash and cash equivalents, restricted cash and investments, deferred tax assets, investments in our Rental Property Joint Ventures, expected recoveries from insurance carriers and suppliers, our Gibraltar investments, manufacturing facilities, and our mortgage and title subsidiaries.



## 15. Supplemental Disclosure to Condensed Consolidated Statements of Cash Flows

The following are supplemental disclosures to the Condensed Consolidated Statements of Cash Flows, for the periods indicated (amounts in thousands):

|  | Nine months<br>ended July 31, |           |
|--|-------------------------------|-----------|
|  | 2017                          | 2016      |
| Cash flow information:   |                               |           |
| Interest paid, net of amount capitalized   | \$3,142                       | \$876     |
| Income tax payments  | \$88,281                      | \$116,681 |
| Income tax refunds   | \$1,719                       | \$2,002   |
| Noncash activity:  |                               |           |
| Cost of inventory acquired through seller financing or municipal bonds, net  | \$25,880                      | \$25,368  |
| Financed portion of land sale  | \$625                         |           |
| Reduction in inventory for our share of earnings in land purchased from unconsolidated entities and allocation of basis difference | \$12,235                      | \$8,546   |
| Rental property acquired by capital land lease   | \$7,167                       |           |
| Defined benefit plan amendment   |                               | \$757     |
| Deferred tax decrease related to stock-based compensation activity included in additional paid-in capital                          | \$5,119                       | \$9,797   |
| Transfer of inventory to investment in unconsolidated entities   | \$36,256                      |           |
| Transfer of investment in distressed loans and REO to investment in unconsolidated entities  |                               | \$5,917   |
| Transfer of other assets to investment in unconsolidated entities  |                               | \$19,050  |
| Miscellaneous increases to investments in unconsolidated entities  | \$1,977                       | \$1,558   |
| Acquisition of a Business:   |                               |           |
| Fair value of assets purchased   | \$90,560                      |           |
| Liabilities assumed  | \$5,377                       |           |
| Cash paid  | \$85,183                      |           |

## 16. Supplemental Guarantor Information

At July 31, 2017, our 100%-owned subsidiary, Toll Brothers Finance Corp. (the "Subsidiary Issuer"), has issued the following outstanding Senior Notes (amounts in thousands):

|   | Original<br>amount<br>issued and<br>amount<br>outstanding |
|---|---|
| 8.91% Senior Notes due 2017             | \$ 400,000  |
| 4.0% Senior Notes due 2018              | \$ 350,000  |
| 6.75% Senior Notes due 2019             | \$ 250,000  |
| 5.875% Senior Notes due 2022            | \$ 419,876  |
| 4.375% Senior Notes due 2023            | \$ 400,000  |
| 5.625% Senior Notes due 2024            | \$ 250,000  |
| 4.875% Senior Notes due 2025            | \$ 350,000  |
| 4.875% Senior Notes due 2027            | \$ 450,000  |
| 0.5% Exchangeable Senior Notes due 2032 | \$ 287,500  |

The obligations of the Subsidiary Issuer to pay principal, premiums, if any, and interest are guaranteed jointly and severally on a senior basis by us and substantially all of our 100%-owned home building subsidiaries (the "Guarantor Subsidiaries"). The guarantees are full and unconditional. Our non-home building subsidiaries and several of our home building subsidiaries (together, the "Nonguarantor Subsidiaries") do not guarantee these Senior Notes. The Subsidiary Issuer generates no operating revenues and does not have any independent operations other than the financing of our other subsidiaries by lending the proceeds from the above-described debt issuances. The indentures under which the Senior Notes were issued provide that any of our subsidiaries that provide a guarantee of our obligations under the Credit Facility will guarantee the Senior Notes. The indentures further provide that any Guarantor Subsidiary may be released from its guarantee so long as (i) no default or event of default exists or would result from release of such guarantee; (ii) the Guarantor Subsidiary being released has consolidated net worth of less than 5% of the Company's consolidated net worth as of the end of our most recent fiscal quarter; (iii) the Guarantor Subsidiaries released from their guarantees in any fiscal year comprise in the aggregate less than 10% (or 15% if and to the extent necessary to permit the cure of a default) of our consolidated net worth as of the end of our most recent fiscal quarter; (iv) such release would not have a material adverse effect on our and our subsidiaries' home building business; and (v) the Guarantor Subsidiary is released from its guaranty under the Credit Facility. If there are no guarantors under the Credit Facility, all Guarantor Subsidiaries under the indentures will be released from their guarantees.

During the preparation of the Form 10-Q for the three months ended January 31, 2017, we identified an immaterial revision that was necessary to certain columns in the consolidating statements for the year ended October 31, 2016. The revision impacted the Guarantor and Nonguarantor Subsidiaries columns in the Consolidating Statement of Operations and Comprehensive Income for the year ended October 31, 2016 and the Nonguarantor Subsidiaries and Eliminations columns in the Condensed Consolidating Balance Sheet as of October 31, 2016, by offsetting amounts. Corresponding changes to the Consolidating Statement of Cash Flows for the year ended October 31, 2016 were also made. The revision had no impact on any consolidated totals of such consolidating statements.

Accordingly, the Consolidating Statements of Operations and Comprehensive Income and of Cash Flows for the year ended October 31, 2016 and the Condensed Consolidating Balance Sheet as of October 31, 2016 have been revised to reflect the immaterial adjustment described above and are included hereunder.

Separate financial statements and other disclosures concerning the Guarantor Subsidiaries are not presented because management has determined that such disclosures would not be material to investors.

Supplemental consolidating financial information of Toll Brothers, Inc., the Subsidiary Issuer, the Guarantor Subsidiaries, the Nonguarantor Subsidiaries, and the eliminations to arrive at Toll Brothers, Inc. on a consolidated basis is presented below (\$ amounts in thousands).



## Condensed Consolidating Balance Sheet at July 31, 2017:

|   | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| <b>ASSETS</b>   |                           |                      |                           |                              |              |              |
| Cash and cash equivalents                               | —                         | —                    | 784,527                   | 161,668                      | —            | 946,195      |
| Restricted cash and investments                         |                           |                      |                           | 781                          |              | 781          |
| Inventory   |                           |                      | 7,378,098                 | 255,470                      |              | 7,633,568    |
| Property, construction and office<br>equipment, net     |                           |                      | 164,156                   | 15,320                       |              | 179,476      |
| Receivables, prepaid expenses and other<br>assets       |                           |                      | 354,597                   | 252,406                      | (70,479 )    | 536,524      |
| Mortgage loans held for sale                            |                           |                      |                           | 89,419                       |              | 89,419       |
| Customer deposits held in escrow                        |                           |                      | 91,378                    | 2,473                        |              | 93,851       |
| Investments in unconsolidated entities                  |                           |                      | 66,405                    | 447,860                      |              | 514,265      |
| Investments in and advances to<br>consolidated entities | 4,514,891                 | 3,211,923            | 91,740                    | 128,433                      | (7,946,987 ) | —            |
| Deferred tax assets, net of valuation<br>allowances     | 134,857                   |                      |                           |                              |              | 134,857      |
|   | 4,649,748                 | 3,211,923            | 8,930,901                 | 1,353,830                    | (8,017,466 ) | 10,128,936   |
| <b>LIABILITIES AND EQUITY</b>                           |                           |                      |                           |                              |              |              |
| <b>Liabilities</b>                                      |                           |                      |                           |                              |              |              |
| Loans payable   |                           |                      | 612,407                   | 7,167                        |              | 619,574      |
| Senior notes  |                           | 3,145,380            |                           |                              | 3,525        | 3,148,905    |
| Mortgage company loan facility                          |                           |                      |                           | 57,921                       |              | 57,921       |
| Customer deposits                                       |                           |                      | 395,407                   | 18,738                       |              | 414,145      |
| Accounts payable  |                           |                      | 274,350                   | 2,416                        |              | 276,766      |
| Accrued expenses  | 151                       | 46,233               | 593,862                   | 393,208                      | (77,333 )    | 956,121      |
| Advances from consolidated entities                     |                           |                      | 2,404,026                 | 685,740                      | (3,089,766 ) | —            |
| Income taxes payable                                    | 116,883                   |                      |                           |                              |              | 116,883      |
| Total liabilities                                       | 117,034                   | 3,191,613            | 4,280,052                 | 1,165,190                    | (3,163,574 ) | 5,590,315    |
| <b>Equity</b>   |                           |                      |                           |                              |              |              |
| <b>Stockholders' equity</b>                             |                           |                      |                           |                              |              |              |
| Common stock  | 1,779                     |                      | 48                        | 3,006                        | (3,054 )     | 1,779        |
| Additional paid-in capital                              | 713,624                   | 49,400               |                           | 93,734                       | (143,134 )   | 713,624      |
| Retained earnings (deficit)                             | 4,294,808                 | (29,090 )            | 4,650,801                 | 85,993                       | (4,707,704 ) | 4,294,808    |
| Treasury stock, at cost                                 | (474,665 )                |                      |                           |                              |              | (474,665 )   |
| Accumulated other comprehensive loss                    | (2,832 )                  |                      |                           |                              |              | (2,832 )     |
| Total stockholders' equity                              | 4,532,714                 | 20,310               | 4,650,849                 | 182,733                      | (4,853,892 ) | 4,532,714    |
| Noncontrolling interest                                 |                           |                      |                           | 5,907                        |              | 5,907        |
| Total equity  | 4,532,714                 | 20,310               | 4,650,849                 | 188,640                      | (4,853,892 ) | 4,538,621    |
|   | 4,649,748                 | 3,211,923            | 8,930,901                 | 1,353,830                    | (8,017,466 ) | 10,128,936   |

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Condensed Consolidating Balance Sheet at October 31, 2016:

|   | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| <b>ASSETS</b>   |                           |                      |                           |                              |              |              |
| Cash and cash equivalents                               | —                         | —                    | 583,440                   | 50,275                       | —            | 633,715      |
| Restricted cash and investments                         | 11,708                    |                      |                           | 19,583                       |              | 31,291       |
| Inventory   |                           |                      | 6,896,205                 | 457,806                      | (44 )        | 7,353,967    |
| Property, construction and office<br>equipment, net     |                           |                      | 153,663                   | 15,913                       |              | 169,576      |
| Receivables, prepaid expenses and other<br>assets       | 77                        |                      | 319,319                   | 299,978                      | (36,616 )    | 582,758      |
| Mortgage loans held for sale                            |                           |                      |                           | 248,601                      |              | 248,601      |
| Customer deposits held in escrow                        |                           |                      | 50,079                    | 2,978                        |              | 53,057       |
| Investments in unconsolidated entities                  |                           |                      | 101,999                   | 394,412                      |              | 496,411      |
| Investments in and advances to<br>consolidated entities | 4,112,876                 | 2,741,160            | 20,519                    | 90,671                       | (6,965,226 ) | —            |
| Deferred tax assets, net of valuation<br>allowances     | 167,413                   |                      |                           |                              |              | 167,413      |
|   | 4,292,074                 | 2,741,160            | 8,125,224                 | 1,580,217                    | (7,001,886 ) | 9,736,789    |
| <b>LIABILITIES AND EQUITY</b>                           |                           |                      |                           |                              |              |              |
| <b>Liabilities</b>                                      |                           |                      |                           |                              |              |              |
| Loans payable   |                           |                      | 871,079                   |                              |              | 871,079      |
| Senior notes  |                           | 2,683,823            |                           |                              | 10,549       | 2,694,372    |
| Mortgage company loan facility                          |                           |                      |                           | 210,000                      |              | 210,000      |
| Customer deposits                                       |                           |                      | 292,794                   | 16,305                       |              | 309,099      |
| Accounts payable  |                           |                      | 280,107                   | 1,848                        |              | 281,955      |
| Accrued expenses  |                           | 32,559               | 610,958                   | 469,527                      | (40,744 )    | 1,072,300    |
| Advances from consolidated entities                     |                           |                      | 1,737,682                 | 799,082                      | (2,536,764 ) | —            |
| Income taxes payable                                    | 62,782                    |                      |                           |                              |              | 62,782       |
| Total liabilities                                       | 62,782                    | 2,716,382            | 3,792,620                 | 1,496,762                    | (2,566,959 ) | 5,501,587    |
| <b>Equity</b>   |                           |                      |                           |                              |              |              |
| <b>Stockholders' equity</b>                             |                           |                      |                           |                              |              |              |
| Common stock  | 1,779                     |                      | 48                        | 3,006                        | (3,054 )     | 1,779        |
| Additional paid-in capital                              | 728,464                   | 49,400               |                           | 6,734                        | (56,134 )    | 728,464      |
| Retained earnings (deficit)                             | 3,977,297                 | (24,622 )            | 4,332,556                 | 67,805                       | (4,375,739 ) | 3,977,297    |
| Treasury stock, at cost                                 | (474,912 )                |                      |                           |                              |              | (474,912 )   |
| Accumulated other comprehensive loss                    | (3,336 )                  |                      |                           |                              |              | (3,336 )     |
| Total stockholders' equity                              | 4,229,292                 | 24,778               | 4,332,604                 | 77,545                       | (4,434,927 ) | 4,229,292    |
| Noncontrolling interest                                 |                           |                      |                           | 5,910                        |              | 5,910        |
| Total equity  | 4,229,292                 | 24,778               | 4,332,604                 | 83,455                       | (4,434,927 ) | 4,235,202    |
|   | 4,292,074                 | 2,741,160            | 8,125,224                 | 1,580,217                    | (7,001,886 ) | 9,736,789    |

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the nine months ended July 31, 2017:

|                                     | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|-------------------------------------|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues                            |                           |                      | 3,699,032                 | 224,120                      | (136,001 )   | 3,787,151    |
| Cost of revenues                    |                           |                      | 2,896,053                 | 145,229                      | (54,811 )    | 2,986,471    |
| Selling, general and administrative | 45                        | 3,010                | 461,722                   | 54,955                       | (79,549 )    | 440,183      |
|                                     | 45                        | 3,010                | 3,357,775                 | 200,184                      | (134,360 )   | 3,426,654    |
| Income (loss) from operations       | (45 )                     | (3,010 )             | 341,257                   | 23,936                       | (1,641 )     | 360,497      |
| Other:                              |                           |                      |                           |                              |              |              |
| Income from unconsolidated entities |                           |                      | 11,224                    | 101,050                      |              | 112,274      |
| Other income – net                  | 7,049                     |                      | 21,655                    | 9,482                        | 1,607        | 39,793       |
| Intercompany interest income        |                           | 116,164              | 48                        | 3,370                        | (119,582 )   | —            |
| Interest expense                    |                           | (120,178 )           | (3,370 )                  | (1,328 )                     | 124,876      | —            |
| Income from subsidiaries            | 505,560                   |                      | 129,486                   |                              | (635,046 )   | —            |
| Income (loss) before income taxes   | 512,564                   | (7,024 )             | 500,300                   | 136,510                      | (629,786 )   | 512,564      |
| Income tax provision (benefit)      | 168,947                   | (2,556 )             | 182,055                   | 49,674                       | (229,173 )   | 168,947      |
| Net income (loss)                   | 343,617                   | (4,468 )             | 318,245                   | 86,836                       | (400,613 )   | 343,617      |
| Other comprehensive income          | 504                       |                      |                           |                              |              | 504          |
| Total comprehensive income (loss)   | 344,121                   | (4,468 )             | 318,245                   | 86,836                       | (400,613 )   | 344,121      |

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the nine months ended July 31, 2016:

|                                     | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|-------------------------------------|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues                            |                           |                      | 3,123,436                 | 282,207                      | (91,586 )    | 3,314,057    |
| Cost of revenues                    |                           |                      | 2,451,554                 | 134,952                      | (12,208 )    | 2,574,298    |
| Selling, general and administrative | 49                        | 2,857                | 402,049                   | 53,399                       | (73,234 )    | 385,120      |
|                                     | 49                        | 2,857                | 2,853,603                 | 188,351                      | (85,442 )    | 2,959,418    |
| Income (loss) from operations       | (49 )                     | (2,857 )             | 269,833                   | 93,856                       | (6,144 )     | 354,639      |
| Other:                              |                           |                      |                           |                              |              |              |
| Income from unconsolidated entities |                           |                      | 16,168                    | 6,586                        |              | 22,754       |
| Other income – net                  | 7,106                     |                      | 21,504                    | 14,164                       | 700          | 43,474       |
| Intercompany interest income        |                           | 109,347              |                           |                              | (109,347 )   | —            |
| Interest expense                    |                           | (113,514 )           |                           | (1,277 )                     | 114,791      | —            |
| Income from subsidiaries            | 413,810                   |                      | 106,305                   |                              | (520,115 )   | —            |
| Income (loss) before income taxes   | 420,867                   | (7,024 )             | 413,810                   | 113,329                      | (520,115 )   | 420,867      |
| Income tax provision (benefit)      | 153,150                   | (2,705 )             | 159,358                   | 43,645                       | (200,298 )   | 153,150      |
| Net income (loss)                   | 267,717                   | (4,319 )             | 254,452                   | 69,684                       | (319,817 )   | 267,717      |
| Other comprehensive income          | 23                        |                      | 31                        |                              |              | 54           |
| Total comprehensive income (loss)   | 267,740                   | (4,319 )             | 254,483                   | 69,684                       | (319,817 )   | 267,771      |

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Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the three months ended July 31, 2017:

|                                     | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|-------------------------------------|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues                            |                           |                      | 1,459,115                 | 94,422                       | (50,628 )    | 1,502,909    |
| Cost of revenues                    |                           |                      | 1,128,705                 | 65,595                       | (18,272 )    | 1,176,028    |
| Selling, general and administrative | 21                        | 1,045                | 163,074                   | 20,083                       | (29,011 )    | 155,212      |
|                                     | 21                        | 1,045                | 1,291,779                 | 85,678                       | (47,283 )    | 1,331,240    |
| Income (loss) from operations       | (21 )                     | (1,045 )             | 167,336                   | 8,744                        | (3,345 )     | 171,669      |
| Other:                              |                           |                      |                           |                              |              |              |
| Income from unconsolidated entities |                           |                      | 2,746                     | 17,179                       |              | 19,925       |
| Other income – net                  | 2,367                     |                      | 9,389                     | 673                          | (449 )       | 11,980       |
| Intercompany interest income        |                           | 41,111               | 48                        | 1,224                        | (42,383 )    | —            |
| Interest expense                    |                           | (42,433 )            | (3,370 )                  | (374 )                       | 46,177       | —            |
| Income from subsidiaries            | 201,228                   |                      | 25,078                    |                              | (226,306 )   | —            |
| Income (loss) before income taxes   | 203,574                   | (2,367 )             | 201,227                   | 27,446                       | (226,306 )   | 203,574      |
| Income tax provision (benefit)      | 55,011                    | (839 )               | 71,787                    | 9,462                        | (80,410 )    | 55,011       |
| Net income (loss)                   | 148,563                   | (1,528 )             | 129,440                   | 17,984                       | (145,896 )   | 148,563      |
| Other comprehensive income          | 167                       |                      |                           |                              |              | 167          |
| Total comprehensive income (loss)   | 148,730                   | (1,528 )             | 129,440                   | 17,984                       | (145,896 )   | 148,730      |

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss) for the three months ended July 31, 2016:

|  | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues                                   |                           |                      | 1,248,474                 | 56,457                       | (34,997 )    | 1,269,934    |
| Cost of revenues                           |                           |                      | 973,493                   | 24,085                       | (6,162 )     | 991,416      |
| Selling, general and administrative        | 27                        | 937                  | 141,519                   | 18,198                       | (25,697 )    | 134,984      |
|  | 27                        | 937                  | 1,115,012                 | 42,283                       | (31,859 )    | 1,126,400    |
| Income (loss) from operations              | (27 )                     | (937 )               | 133,462                   | 14,174                       | (3,138 )     | 143,534      |
| Other:                                     |                           |                      |                           |                              |              |              |
| Income (loss) from unconsolidated entities |                           |                      | 5,835                     | (837 )                       |              | 4,998        |
| Other income – net                         | 2,395                     |                      | 8,109                     | 3,625                        | 992          | 15,121       |
| Intercompany interest income               |                           | 36,370               |                           |                              | (36,370 )    | —            |
| Interest expense                           |                           | (37,800 )            |                           | (714 )                       | 38,514       | —            |
| Income from subsidiaries                   | 161,285                   |                      | 13,880                    |                              | (175,165 )   | —            |
| Income (loss) before income taxes          | 163,653                   | (2,367 )             | 161,286                   | 16,248                       | (175,167 )   | 163,653      |
| Income tax provision (benefit)             | 58,170                    | (911 )               | 62,086                    | 6,249                        | (67,424 )    | 58,170       |
| Net income (loss)                          | 105,483                   | (1,456 )             | 99,200                    | 9,999                        | (107,743 )   | 105,483      |
| Other comprehensive income                 | 155                       |                      |                           |                              |              | 155          |
| Total comprehensive income (loss)          | 105,638                   | (1,456 )             | 99,200                    | 9,999                        | (107,743 )   | 105,638      |

## Consolidating Statement of Operations and Comprehensive Income (Loss) for the fiscal year ended October 31, 2016

|                                       | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|---------------------------------------|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues                              |                           |                      | 4,984,356                 | 361,685                      | (176,533 )   | 5,169,508    |
| Cost of revenues                      |                           |                      | 3,919,729                 | 288,044                      | (63,708 )    | 4,144,065    |
| Selling, general and administrative   | 75                        | 3,809                | 558,822                   | 74,328                       | (101,652 )   | 535,382      |
|                                       | 75                        | 3,809                | 4,478,551                 | 362,372                      | (165,360 )   | 4,679,447    |
| Income (loss) from operations         | (75 )                     | (3,809 )             | 505,805                   | (687 )                       | (11,173 )    | 490,061      |
| Other:                                |                           |                      |                           |                              |              |              |
| Income from unconsolidated entities   |                           |                      | 16,913                    | 23,835                       |              | 40,748       |
| Other income - net                    | 9,501                     |                      | 27,873                    | 17,456                       | 3,388        | 58,218       |
| Intercompany interest income          |                           | 145,828              |                           |                              | (145,828 )   | —            |
| Interest expense                      |                           | (151,410 )           |                           | (2,203 )                     | 153,613      | —            |
| Income from consolidated subsidiaries | 579,601                   |                      | 29,010                    |                              | (608,611 )   | —            |
| Income (loss) before income taxes     | 589,027                   | (9,391 )             | 579,601                   | 38,401                       | (608,611 )   | 589,027      |
| Income tax provision (benefit)        | 206,932                   | (3,299 )             | 203,614                   | 13,490                       | (213,805 )   | 206,932      |
| Net income (loss)                     | 382,095                   | (6,092 )             | 375,987                   | 24,911                       | (394,806 )   | 382,095      |
| Other comprehensive (loss) income     | (858 )                    |                      | 31                        |                              |              | (827 )       |
| Total comprehensive income (loss)     | 381,237                   | (6,092 )             | 376,018                   | 24,911                       | (394,806 )   | 381,268      |

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Condensed Consolidating Statement of Cash Flows for the nine months ended July 31, 2017:

|  | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Net cash provided by (used in) operating activities                  | 140,483                   | 19,726               | (165,502 )                | 439,059                      | (8,904 )     | 424,862      |
| Cash flow (used in) provided by investing activities:                |                           |                      |                           |                              |              |              |
| Purchase of property and equipment - net                             |                           |                      | (22,797 )                 | 396                          |              | (22,401 )    |
| Investment in unconsolidated entities                                |                           |                      | (3,471 )                  | (116,243 )                   |              | (119,714 )   |
| Return of investments in unconsolidated entities                     |                           |                      | 57,068                    | 82,278                       |              | 139,346      |
| Investment in foreclosed real estate and distressed loans            |                           |                      |                           | (688 )                       |              | (688 )       |
| Return of investments in foreclosed real estate and distressed loans |                           |                      |                           | 12,429                       |              | 12,429       |
| Acquisition of a business  |                           |                      | (85,183 )                 |                              |              | (85,183 )    |
| Investment paid - intercompany                                       |                           |                      | (45,000 )                 |                              | 45,000       | —            |
| Intercompany advances  | (82,881 )                 | (470,763 )           |                           |                              | 553,644      | —            |
| Net cash (used in) provided by investing activities                  | (82,881 )                 | (470,763 )           | (99,383 )                 | (21,828 )                    | 598,644      | (76,211 )    |
| Cash flow (used in) provided by financing activities:                |                           |                      |                           |                              |              |              |
| Net proceeds from issuance of senior notes                           |                           | 455,483              |                           |                              |              | 455,483      |
| Debt issuance costs for senior notes                                 |                           | (4,446 )             |                           |                              |              | (4,446 )     |
| Proceeds from loans payable  |                           |                      | 125,068                   | 958,404                      |              | 1,083,472    |
| Principal payments of loans payable                                  |                           |                      | (402,596 )                | (1,110,482 )                 |              | (1,513,078 ) |
| Proceeds from stock-based benefit plans                              | 57,958                    |                      |                           |                              |              | 57,958       |
| Excess tax benefits from stock-based compensation                    | 1,172                     |                      |                           |                              |              | 1,172        |
| Purchase of treasury stock   | (90,716 )                 |                      |                           |                              |              | (90,716 )    |
| Dividends paid   | (26,016 )                 |                      |                           |                              |              | (26,016 )    |
| Investment received intercompany                                     |                           |                      |                           | 45,000                       | (45,000 )    | —            |
| Intercompany advances  |                           |                      | 743,500                   | (198,760 )                   | (544,740 )   | —            |
| Net cash (used in) provided by financing activities                  | (57,602 )                 | 451,037              | 465,972                   | (305,838 )                   | (589,740 )   | (36,171 )    |
| Net increase in cash and cash equivalents                            | —                         | —                    | 201,087                   | 111,393                      | —            | 312,480      |
| Cash and cash equivalents, beginning of period                       | —                         | —                    | 583,440                   | 50,275                       | —            | 633,715      |
| Cash and cash equivalents, end of period                             | —                         | —                    | 784,527                   | 161,668                      | —            | 946,195      |

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Condensed Consolidating Statement of Cash Flows for the nine months ended July 31, 2016:

|  | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Net cash (used in) provided by operating activities                  | 71,539                    | 17,333               | (461,637 )                | 61,008                       | (13,496 )    | (325,253 )   |
| Cash flow provided by (used in) investing activities:                |                           |                      |                           |                              |              |              |
| Purchase of property and equipment — net                             |                           |                      | (22,623 )                 | (657 )                       |              | (23,280 )    |
| Sale and redemption of marketable securities                         |                           |                      |                           | 10,000                       |              | 10,000       |
| Investments in unconsolidated entities                               |                           |                      | (2,057 )                  | (38,570 )                    |              | (40,627 )    |
| Return of investments in unconsolidated entities                     |                           |                      | 26,486                    | 8,283                        |              | 34,769       |
| Investment in foreclosed real estate and distressed loans            |                           |                      |                           | (964 )                       |              | (964 )       |
| Return of investments in foreclosed real estate and distressed loans |                           |                      |                           | 34,601                       |              | 34,601       |
| Dividend received – intercompany                                     |                           |                      | 5,000                     |                              | (5,000 )     | —            |
| Intercompany advances  | 249,606                   | (17,298 )            |                           |                              | (232,308 )   | —            |
| Net cash provided by (used in) investing activities                  | 249,606                   | (17,298 )            | 6,806                     | 12,693                       | (237,308 )   | 14,499       |
| Cash flow (used in) provided by financing activities:                |                           |                      |                           |                              |              |              |
| Debt issuance costs for senior notes                                 |                           | (35 )                |                           |                              |              | (35 )        |
| Proceeds from loans payable  |                           |                      | 550,000                   | 1,206,528                    |              | 1,756,528    |
| Debt issuance costs for loans payable                                |                           |                      | (3,936 )                  |                              |              | (3,936 )     |
| Principal payments of loans payable                                  |                           |                      | (506,559 )                | (1,181,528 )                 |              | (1,688,087 ) |
| Proceeds from stock-based benefit plans                              | 5,336                     |                      |                           |                              |              | 5,336        |
| Excess tax benefits from stock-based compensation                    | 1,131                     |                      |                           |                              |              | 1,131        |
| Purchase of treasury stock   | (327,612)                 |                      |                           |                              |              | (327,612 )   |
| Receipts related to noncontrolling interest                          |                           |                      |                           | 290                          |              | 290          |
| Dividend paid – intercompany   |                           |                      |                           | (5,000 )                     | 5,000        | —            |
| Intercompany advances  |                           |                      | (66,039 )                 | (179,765 )                   | 245,804      | —            |
| Net cash (used in) provided by financing activities                  | (321,145)                 | (35 )                | (26,534 )                 | (159,475 )                   | 250,804      | (256,385 )   |
| Net decrease in cash and cash equivalents                            | —                         | —                    | (481,365 )                | (85,774 )                    | —            | (567,139 )   |
| Cash and cash equivalents, beginning of period                       | —                         | —                    | 783,599                   | 135,394                      | —            | 918,993      |
| Cash and cash equivalents, end of period                             | —                         | —                    | 302,234                   | 49,620                       | —            | 351,854      |

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Consolidating Statement of Cash Flows for the fiscal year ended October 31, 2016

|  | Toll<br>Brothers,<br>Inc. | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Nonguarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Net cash provided by (used in) operating activities                  | 60,465                    | 14,768               | 105,709                   | (64,386 )                    | 32,215       | 148,771      |
| Cash flow provided by (used in) investing activities:                |                           |                      |                           |                              |              |              |
| Purchase of property and equipment — net                             |                           |                      | (27,835 )                 | (591 )                       |              | (28,426 )    |
| Sale and redemption of marketable securities                         |                           |                      |                           | 10,000                       |              | 10,000       |
| Investment in unconsolidated entities                                |                           |                      | (2,637 )                  | (67,018 )                    |              | (69,655 )    |
| Return of investments in unconsolidated entities                     |                           |                      | 32,857                    | 14,949                       |              | 47,806       |
| Investment in distressed loans and foreclosed real estate            |                           |                      |                           | (1,133 )                     |              | (1,133 )     |
| Return of investments in distressed loans and foreclosed real estate |                           |                      |                           | 49,619                       |              | 49,619       |
| Dividends received intercompany                                      |                           |                      | 5,000                     |                              | (5,000 )     | —            |
| Investment paid intercompany   |                           |                      | (5,000 )                  |                              | 5,000        | —            |
| Intercompany advances  | 323,207                   | (14,733 )            |                           |                              | (308,474 )   | —            |
| Net cash provided by (used in) investing activities                  | 323,207                   | (14,733 )            | 2,385                     | 5,826                        | (308,474 )   | 8,211        |
| Cash flow (used in) provided by financing activities:                |                           |                      |                           |                              |              |              |
| Debt issuance costs for senior notes                                 |                           | (35 )                |                           |                              |              | (35 )        |
| Proceeds from loans payable  |                           |                      | 550,000                   | 1,893,496                    |              | 2,443,496    |
| Debt issuance costs for loans payable                                |                           |                      | (4,868 )                  |                              |              | (4,868 )     |
| Principal payments of loans payable                                  |                           |                      | (714,089 )                | (1,783,496 )                 |              | (2,497,585 ) |
| Proceeds from stock-based benefit plans                              | 6,986                     |                      |                           |                              |              | 6,986        |
| Excess tax benefits from stock-based compensation                    | 2,114                     |                      |                           |                              |              | 2,114        |
| Purchase of treasury stock   | (392,772)                 |                      |                           |                              |              | (392,772 )   |
| Receipts related to noncontrolling interest                          |                           |                      |                           | 404                          |              | 404          |
| Dividends paid intercompany  |                           |                      |                           | (5,000 )                     | 5,000        | —            |
| Investment received intercompany                                     |                           |                      |                           | 5,000                        | (5,000 )     | —            |
| Intercompany advances  |                           |                      | (139,296 )                | (136,963 )                   | 276,259      | —            |
| Net cash (used in) provided by financing activities                  | (383,672)                 | (35 )                | (308,253 )                | (26,559 )                    | 276,259      | (442,260 )   |
| Net decrease in cash and cash equivalents                            | —                         | —                    | (200,159 )                | (85,119 )                    | —            | (285,278 )   |
| Cash and cash equivalents, beginning of period                       | —                         | —                    | 783,599                   | 135,394                      | —            | 918,993      |
| Cash and cash equivalents, end of period                             | —                         | —                    | 583,440                   | 50,275                       | —            | 633,715      |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A")

This discussion and analysis is based on, should be read together with, and is qualified in its entirety by, the accompanying unaudited condensed consolidated financial statements and related notes, as well as our consolidated financial statements, notes thereto, and the related MD&A contained in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 ("2016 Form 10-K"). It also should be read in conjunction with the disclosure under "Statement on Forward-Looking Information" in this report.

Unless otherwise stated, net contracts signed represents a number or value equal to the gross number or value of contracts signed during the relevant period, less the number or value of contracts canceled during the relevant period, which includes contracts that were signed during the relevant period and in prior periods. Backlog consists of homes under contract but not yet delivered to our home buyers. Backlog conversion represents the percentage of homes delivered in the period from backlog at the beginning of the period.

### OVERVIEW

#### Financial and Operational Highlights

In the nine-month period ended July 31, 2017, we recognized \$3.79 billion of revenues and net income of \$343.6 million, as compared to \$3.31 billion of revenues and net income of \$267.7 million in the nine-month period ended July 31, 2016. In the three-month period ended July 31, 2017, we recognized \$1.50 billion of revenues and net income of \$148.6 million, as compared to \$1.27 billion of revenues and net income of \$105.5 million in the three-month period ended July 31, 2016.

In the nine-month periods ended July 31, 2017 and 2016, the value of net contracts signed was \$5.07 billion (6,196 homes) and \$4.18 billion (4,991 homes), respectively. In the three-month periods ended July 31, 2017 and 2016, the value of net contracts signed was \$1.81 billion (2,163 homes) and \$1.45 billion (1,748 homes), respectively.

The value of our backlog at July 31, 2017 was \$5.31 billion (6,282 homes), as compared to our backlog at July 31, 2016 of \$4.37 billion (5,181 homes). Our backlog at October 31, 2016 was \$3.98 billion (4,685 homes), as compared to backlog of \$3.50 billion (4,064 homes) at October 31, 2015.

At July 31, 2017, we had \$946.2 million of cash and cash equivalents on hand and approximately \$1.15 billion available under our \$1.295 billion revolving credit facility (the "Credit Facility") that matures in May 2021. At July 31, 2017, we had no outstanding borrowings under the Credit Facility. We did have approximately \$146.5 million of outstanding letters of credit under the Credit Facility.

At July 31, 2017, we owned or controlled through options approximately 47,800 home sites, as compared to approximately 48,700 at July 31, 2016; 48,800 at October 31, 2016; and 44,300 at October 31, 2015. Of the approximately 47,800 total home sites that we owned or controlled through options at July 31, 2017, we owned approximately 32,400 and controlled approximately 15,400 through options. Of the 32,400 home sites owned, approximately 17,600 were substantially improved. In addition, at July 31, 2017, we expect to purchase approximately 3,400 additional home sites over a number of years from several joint ventures in which we have interests, at prices not yet determined.

At July 31, 2017, we were selling from 312 communities, compared to 297 at July 31, 2016; 310 at October 31, 2016; and 288 at October 31, 2015.

At July 31, 2017, our total stockholders' equity and our debt to total capitalization ratio were \$4.53 billion and 0.46 to 1.00, respectively.

In November 2016, we acquired substantially all of the assets and operations of Coleman Real Estate Holdings, LLC ("Coleman"), located in Boise, Idaho, for \$85.2 million in cash. The assets acquired were primarily inventory, including approximately 1,750 home sites owned or controlled through land purchase agreements. As part of the acquisition, we assumed contracts to deliver 128 homes with an aggregate value of \$38.8 million. The average price of the undelivered homes at the date of acquisition was approximately \$303,000. Our selling community count increased by 15 communities at the acquisition date.

#### Our Business Environment and Current Outlook

The current housing market continues to strengthen and grow. We believe solid and improving demand for homes, low interest rates, the limited supply of resale and new homes, and the financial strength of our affluent buyer base are

driving our growth. Our buyers are further benefiting from a solid employment picture, strong consumer confidence, a robust stock market, and increasing equity in their existing homes.

We believe we are also benefiting from the appeal and national recognition of our brand and a lack of large scale competition in the affordable end of the luxury new home market. The breadth of products we offer enables us to appeal to a wide range of demographic groups, including affluent move-up, empty-nester and millennial buyers, which we believe is also fueling demand for our homes. Furthermore, our home designs and our customization program differentiate us within our segment of the luxury market.

Our broad buyer base, combined with our strong balance sheet, and well located communities, is enabling us to outpace our peers in many metrics. We continue to believe that many of our communities are in desirable locations that are difficult to replace and that many of these communities have substantial embedded value that may be realized in the future as the housing recovery strengthens.

The supply of new and existing homes continues to trail the growth in population and households. We believe that in certain markets, the new home market continues to have significant pent-up demand. We are producing strong results even with industry-wide home production levels still well below historic norms. We believe that, as the national economy continues to improve and as the millennial generation comes of age, pent-up demand for homes will continue to be released. We expect that this increase in demand will drive production to address the existing deficit in housing supply compared to projected household growth.

Other

Defective I-Joists

In early July, one of our lumber suppliers publicly announced a floor joist recall, which affected a limited number of our homes. We believe that these I-joists are present in approximately 350 homes that have been built or are under construction in our North and West geographic segments. Of the approximately 350 homes, eight had been delivered to home buyers, and approximately 300 were in backlog at July 31, 2017; the remaining homes were under construction but had not yet been sold. The supplier has committed to us that it will absorb the costs associated with the remediation of the defective I-joists. It has hired contractors to remediate the homes affected and this work has commenced. We expect to deliver a small number of these homes in our fiscal 2017 fourth quarter and the remaining homes in fiscal 2018. We do not believe the resolution of this issue will be material to our results of operations, liquidity, or our financial condition.

Houston Texas

Our Houston operations and communities were impacted by the severe flooding associated with Hurricane Harvey, which hit southeastern Texas on August 25, 2017. While it is too early to assess the damage to our properties and the impact to our business, we believe we have adequate insurance coverage to protect our losses. During fiscal 2016 and the nine months ended July 31, 2017, the Houston market accounted for approximately 2% of our home building revenues.

## RESULTS OF OPERATIONS – OVERVIEW

The following table sets forth, for the nine months and three months ended July 31, 2017 and 2016, a comparison of certain items in the Condensed Consolidated Statements of Operations and Comprehensive Income and other supplemental information (\$ amounts in millions, unless otherwise stated). For more information regarding results of operations by segment, see “Segments” in this MD&A.

|                                     | Nine months ended July 31, |           |             | Three months ended July 31, |           |             |
|-------------------------------------|----------------------------|-----------|-------------|-----------------------------|-----------|-------------|
|                                     | 2017                       | 2016      | %<br>Change | 2017                        | 2016      | %<br>Change |
| Revenues                            | \$3,787.2                  | \$3,314.1 | 14 %        | \$1,502.9                   | \$1,269.9 | 18 %        |
| Cost of revenues                    | 2,986.5                    | 2,574.3   | 16 %        | 1,176.0                     | 991.4     | 19 %        |
| Selling, general and administrative | 440.2                      | 385.1     | 14 %        | 155.2                       | 135.0     | 15 %        |
|                                     | 3,426.7                    | 2,959.4   | 16 %        | 1,331.2                     | 1,126.4   | 18 %        |
| Income from operations              | 360.5                      | 354.6     | 2 %         | 171.7                       | 143.5     | 20 %        |
| Other                               |                            |           |             |                             |           |             |
| Income from unconsolidated entities | 112.3                      | 22.8      | 393 %       | 19.9                        | 5.0       | 299 %       |
| Other income – net                  | 39.8                       | 43.5      | (8 )%       | 12.0                        | 15.1      | (21 )%      |
| Income before income taxes          | 512.6                      | 420.9     | 22 %        | 203.6                       | 163.7     | 24 %        |
| Income tax provision                | 168.9                      | 153.2     | 10 %        | 55.0                        | 58.2      | (5 )%       |
| Net income                          | \$343.6                    | \$267.7   | 28 %        | \$148.6                     | \$105.5   | 41 %        |

## Supplemental information:

|  |      |        |   |      |        |   |
|--|------|--------|---|------|--------|---|
| Cost of revenues as a percentage of revenues | 78.9 | % 77.7 | % | 78.3 | % 78.1 | % |
| SG&A as a percentage of revenues             | 11.6 | % 11.6 | % | 10.3 | % 10.6 | % |
| Effective tax rate                           | 33.0 | % 36.4 | % | 27.0 | % 35.5 | % |

|  |           |           |       |           |           |       |
|--|-----------|-----------|-------|-----------|-----------|-------|
| Deliveries – units                             | 4,727     | 3,874     | 22 %  | 1,899     | 1,507     | 26 %  |
| Deliveries – average selling price *           | \$801.2   | \$855.5   | (6 )% | \$791.4   | \$842.7   | (6 )% |
| Net contracts signed – value                   | \$5,073.3 | \$4,184.6 | 21 %  | \$1,811.0 | \$1,452.3 | 25 %  |
| Net contracts signed – units                   | 6,196     | 4,991     | 24 %  | 2,163     | 1,748     | 24 %  |
| Net contracts signed – average selling price * | \$818.8   | \$838.4   | (2 )% | \$837.3   | \$830.8   | 1 %   |

|                                   | July 31,<br>2017 | July 31,<br>2016 | %<br>Change | October 31,<br>2016 | October<br>31, 2015 | %<br>Change |
|-----------------------------------|------------------|------------------|-------------|---------------------|---------------------|-------------|
| Backlog – value                   | \$5,309.0        | \$4,374.5        | 21 %        | \$3,984.1           | \$3,504.0           | 14 %        |
| Backlog – units                   | 6,282            | 5,181            | 21 %        | 4,685               | 4,064               | 15 %        |
| Backlog – average selling price * | \$845.1          | \$844.3          | — %         | \$850.4             | \$862.2             | (1 )%       |

\* \$ amounts in thousands.

Note: Due to rounding, amounts may not add.

## Revenues and Cost of Revenues

The increase in revenues for the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016, was attributable to a 22% increase in the number of homes delivered primarily due to a higher backlog at October 31, 2016, as compared to October 31, 2015, offset, in part, by a 6% decrease in the average price of the homes delivered. The decrease in the average delivered price was due to a shift in the number of homes delivered to less expensive buildings in our City Living segment; the impact of lower priced products delivered from communities acquired in our purchase of Coleman in November 2016; and an increase in deliveries of lower priced attached and age-targeted products in the fiscal 2017 period, as compared to the fiscal 2016 period. The increase in cost of revenues, as a percentage of revenues, in the nine months ended July 31, 2017 was due primarily to a shift in the number of homes delivered to lower-margin buildings in City Living; the impact of purchase accounting for the

homes sold from communities acquired in our purchase of Coleman; higher material and labor costs; and a higher number of closings from lower-margin communities in our Traditional Home Building segment. This increase in cost of revenues, as a percentage of revenues, was partially offset by a \$6.0 million benefit in the fiscal 2017 period from the reversal of an accrual for offsite improvements at a completed community that was no longer required; state reimbursements of \$4.7 million in the fiscal 2017 period of previously expensed environmental clean-up costs; and lower interest expense in the fiscal

2017 period, as compared to the fiscal 2016 period. In the fiscal 2017 and fiscal 2016 periods, interest expense as a percentage of revenues was 3.0% and 3.2%, respectively.

The increase in revenues for the three months ended July 31, 2017, as compared to the three months ended July 31, 2016, was attributable to a 26% increase in the number of homes delivered primarily due to a higher backlog at October 31, 2016, as compared to October 31, 2015, offset, in part, by a 6% decrease in the average price of the homes delivered. The decrease in the average price was due to an increase in deliveries of lower priced attached and age-targeted products, the impact of lower priced product delivered from communities acquired in our purchase of Coleman; and a shift in the number of homes delivered to less expensive buildings in our City Living segment. The increase in cost of revenues, as a percentage of revenues, in the three months ended July 31, 2017 was due primarily to a shift in closings to buildings with lower margins in our City Living product, the impact of purchase accounting for the homes sold from communities acquired in our purchase of Coleman, higher material and labor costs, and a higher number of closings from lower margin communities. These increases were partially offset by increased closings in California at higher margins; a \$6.0 million benefit in the fiscal 2017 period from the reversal of an accrual for offsite improvements at a completed community that was no longer required; state reimbursements of \$4.7 million in the fiscal 2017 period of previously expensed environmental clean-up costs; and a decrease in inventory impairments and write-offs in the fiscal 2017 period, as compared to the fiscal 2016 period. In the fiscal 2017 and fiscal 2016 periods, interest expense as a percentage of revenues was 3.1% in both periods, and we recognized inventory impairments and write-offs of \$2.4 million and \$3.7 million, respectively.

#### Selling, General and Administrative Expenses (“SG&A”)

SG&A spending increased by \$55.1 million in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016. As a percentage of revenues, SG&A was 11.6% in both the fiscal 2017 period and the fiscal 2016 period. The dollar increase in SG&A was due primarily to increased compensation costs due to a higher number of employees; increased sales and marketing costs; and increased spending on our upgrading of computer software. The higher sales and marketing costs were the result of the increased spending on advertising, higher model operating costs due to the increase in the number of selling communities, and the increased number of homes delivered. The increased number of employees was due primarily to the increase in the number of operating communities that we had in the fiscal 2017 period, as compared to the fiscal 2016 period.

SG&A spending increased by \$20.2 million in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016. As a percentage of revenues, SG&A decreased to 10.3% in the fiscal 2017 period, from 10.6% in the fiscal 2016 period. The decrease in SG&A, as a percentage of revenues, in the fiscal 2017 period was due to revenues increasing 18% and SG&A spending increasing by 15% from the fiscal 2016 period. The dollar increase in SG&A was due primarily to increased compensation costs due to a higher number of employees; increased sales and marketing costs; and increased spending on our upgrading of computer software. The higher sales and marketing costs were the result of the increased spending on model operating costs due to the increase in the number of selling communities and the increased number of homes delivered. The increased number of employees was due primarily to the increase in the number of operating communities that we had in the fiscal 2017 period, as compared to the fiscal 2016 period.

#### Income from Unconsolidated Entities

We recognize our proportionate share of the earnings and losses from the various unconsolidated entities in which we have an investment. Some of our unconsolidated entities are land development projects or high-rise/mid-rise condominium construction projects, which do not generate revenues and earnings for a number of years during the development of the property. Once development is complete, these unconsolidated entities will generally, over a relatively short period of time, generate revenues and earnings until all of the assets of the entity are sold. Because there is not a steady flow of revenues and earnings from these entities, the earnings recognized from these entities may vary significantly from quarter to quarter and year to year.

The increase in income from unconsolidated entities for the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was due mainly to higher income from two of our Home Building Joint Ventures located in New York City; \$26.7 million of gains recognized in the fiscal 2017 period on the sale of 50% of our ownership interests in two of our Rental Property Joint Ventures located in Jersey City, New Jersey and the

suburbs of Philadelphia, Pennsylvania; and an increase in lots delivered at three of our Land Development Joint Ventures. This increase was partially offset by a \$4.9 million gain recognized on the sale of our ownership interests in one of our joint ventures located in New Jersey in the fiscal 2016 period.

The increase in income from unconsolidated entities for the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was due mainly to higher income from one of our Home Building Joint Ventures located in New York City; an increase in lots delivered at three of our Land Development Joint Ventures; and a \$2.9 million recovery in the fiscal 2017 period of previously incurred charges related to a joint venture located in Nevada. This increase was partially

offset by a \$4.9 million gain recognized on the sale of our ownership interests in one of our joint ventures located in New Jersey in the fiscal 2016 period.

#### Other Income – Net

The table below provides, for the periods indicated, the components of “Other income – net” (amounts in thousands):

|   | Nine months<br>ended July 31, |           | Three months<br>ended July 31, |           |
|---|-------------------------------|-----------|--------------------------------|-----------|
|   | 2017                          | 2016      | 2017                           | 2016      |
| Income from ancillary businesses, net                   | \$ 10,555                     | \$ 11,559 | \$ 3,709                       | \$ 4,139  |
| Gibraltar   | 2,650                         | 6,351     | (220 )                         | 102       |
| Management fee income from unconsolidated entities, net | 10,448                        | 6,863     | 2,477                          | 2,348     |
| Income from land sales                                  | 7,503                         | 11,018    | 2,417                          | 6,527     |
| Other   | 8,637                         | 7,683     | 3,597                          | 2,005     |
| Total other income – net                                | \$ 39,793                     | \$ 43,474 | \$ 11,980                      | \$ 15,121 |

In the nine months ended July 31, 2016, our security monitoring business recognized a gain of \$1.6 million related to a bulk sale of security monitoring accounts in fiscal 2015, which is included in income from ancillary businesses above. The decreases in Gibraltar earnings in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were principally due to the continued liquidation of its distressed loans and foreclosed real estate owned assets. Gibraltar’s current business strategy is, through joint ventures, to finance builders’ and developers’ acquisition and development of land and home sites and pursue other complementary investment strategies. The increase in management fee income from unconsolidated entities in the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016, was mainly due to management fees earned on the closing of homes at two of our Home Building Joint Ventures located in New York City, which commenced closing homes in the fourth quarter of fiscal 2016. The decrease in income from land sales in the fiscal 2017 periods, as compared to the fiscal 2016 periods, was primarily due to two transactions in the fiscal 2016 periods: a land sale in Northern California and a sale transaction which resulted in a new Rental Property Joint Venture in which we have a 50% interest.

#### Income Before Income Taxes

For the nine-month period ended July 31, 2017, we reported income before income taxes of \$512.6 million, as compared to \$420.9 million in the nine-month period ended July 31, 2016. For the three-month period ended July 31, 2017, we reported income before income taxes of \$203.6 million, as compared to \$163.7 million in the three-month period ended July 31, 2016.

#### Income Tax Provision

We recognized \$168.9 million and \$55.0 million of income tax provision in the nine-month and three-month periods ended July 31, 2017, respectively. Based upon the federal statutory rate of 35%, our federal tax provision would have been \$179.4 million and \$71.3 million in the nine-month and three-month periods ended July 31, 2017, respectively. The differences between the tax provision recognized and the tax provision based on the federal statutory rate in both periods were mainly due to a net benefit of \$27.1 million and \$27.9 million, respectively, in the nine-month and three-month periods ended July 31, 2017, primarily from the reversal of state deferred tax asset valuation allowances. The fiscal 2017 periods also benefited from the utilization of domestic production activities deductions. These benefits were partially offset by the provision for state income taxes.

In the nine-month and three-month periods ended July 31, 2016, we recognized \$153.2 million and \$58.2 million of income tax provision, respectively. Based upon the federal statutory rate of 35%, our federal tax provision would have been \$147.3 million and \$57.3 million in the nine-month and three-month periods ended July 31, 2016, respectively. The differences between the tax provision recognized and the tax provision based on the federal statutory rate were due primarily to the provision for state income taxes, offset by tax benefits related to the utilization of domestic production activities deductions and other permanent differences.

#### Contracts

The aggregate value of net contracts signed increased \$888.7 million, or 21%, in the nine-month period ended July 31, 2017, as compared to the prior year period. In the nine-month periods ended July 31, 2017 and 2016, the value of net contracts signed was \$5.07 billion (6,196 homes) and \$4.18 billion (4,991 homes), respectively.

The aggregate value of net contracts signed increased \$358.7 million, or 25%, in the three-month period ended July 31, 2017, as compared to the prior year period. In the three-month periods ended July 31, 2017 and 2016, the value of net contracts signed was \$1.81 billion (2,163 homes) and \$1.45 billion (1,748 homes), respectively.

The increases in the aggregate value of net contracts signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly the result of an increase of 24% in the number of net contracts signed, in both the nine-month and three-month periods. The three-month period ended July 31, 2017 also benefited from a 1% increase in the average value of each contract signed. In the nine-month period ended July 31, 2017, there was a 2% decrease in the average value of each contract signed. The increases in the number of net contracts signed were the result of increased demand and an increase in the number of selling communities in the fiscal 2017 periods, as compared to the fiscal 2016 periods. The decline in average price in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was primarily due to the inclusion of 356 new signed contracts in Boise, Idaho (the “Boise market”) in the nine months ended July 31, 2017, at an average selling price of \$328,000; a decrease in the number of contracts signed in our City Living division; and an increase in the number of contracts signed in our multi-family and age-targeted products, primarily in the North and Mid-Atlantic regions. This decline was partially offset by increases in the average value of each contract signed in several states, including Arizona, California, and Washington, where the average value of each contract increased by more than 5%. These increases in the average value of contracts in certain markets were mainly due to a shift in the number of contracts signed to more expensive areas and/or products and/or an increase in selling prices. The increase in average price in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was primarily due to a shift in the number of contracts signed to more expensive areas and/or products and/or increases in selling prices, offset, in part, by the inclusion of 149 new signed contracts in the Boise market in the three months ended July 31, 2017, at an average selling price of \$325,000

#### Backlog

The increase in the value of our backlog at July 31, 2017, as compared to the backlog at July 31, 2016, was primarily attributable to the 14% higher value of backlog at October 31, 2016, as compared to the backlog at October 31, 2015 and a 21% increase in the value of net contracts signed in the nine-month period ended July 31, 2017, as compared to the fiscal 2016 period, offset, in part, by a 14% increase in the value of deliveries in the nine-month period ended July 31, 2017.

The value of our backlog at July 31, 2017 increased 21% to \$5.31 billion (6,282 homes), as compared to the value of our backlog at July 31, 2016 of \$4.37 billion (5,181 homes). Our backlog at October 31, 2016 and 2015 was \$3.98 billion (4,685 homes) and \$3.50 billion (4,064 homes), respectively.

For more information regarding results of operations by segment, see “Segments” in this MD&A.

#### CAPITAL RESOURCES AND LIQUIDITY

Funding for our business has been, and continues to be, provided principally by cash flow from operating activities before inventory additions, unsecured bank borrowings, and the public capital markets. At July 31, 2017 and October 31, 2016, we had \$946.2 million and \$633.7 million of cash and cash equivalents, respectively. Cash provided by operating activities during the nine-month period ended July 31, 2017 was \$424.9 million. Cash provided by operating activities during the fiscal 2017 period was primarily related to net income before stock-based compensation, inventory impairments, and depreciation and amortization; a decrease in mortgage loans held for sale; a decrease in restricted cash and investments; a decrease in receivables, prepaid expenses, and other assets; and increases in customer deposits and income taxes payable; offset, in part, by an increase in inventory and a decrease in accounts payable and accrued expenses.

In the nine-month period ended July 31, 2017, cash used in investing activities was \$76.2 million, which was primarily related to \$119.7 million used to fund our investments in unconsolidated entities, \$85.2 million used to acquire Coleman, and \$22.4 million for the purchase of property and equipment. This was offset, in part, by \$151.8 million of cash received as returns on our investments in unconsolidated entities, foreclosed real estate, and distressed loans.

We used \$36.2 million of cash from financing activities in the nine-month period ended July 31, 2017 primarily for the repayment of \$429.6 million of loans payable, net of borrowings, the repurchase of \$90.7 million of our common stock, and the payment of dividends on our common stock of \$26.0 million, offset, in part, by the net proceeds of \$451.0 million from the issuance of \$450.0 million aggregate principal amount of 4.875% Senior Notes due 2027, and the proceeds of \$58.0 million from our stock-based benefit plans.

At July 31, 2016, we had \$351.9 million of cash and cash equivalents. At October 31, 2015, we had \$919.0 million of cash and cash equivalents and \$10.0 million of marketable securities. Cash used in operating activities during the nine-month period ended July 31, 2016 was \$325.3 million. Cash used in operating activities during the fiscal 2016 period was primarily related to the purchase of inventory; an increase in mortgage loans originated, net of mortgage loans sold; and increases in restricted cash and investments and receivables, prepaid expenses, and other assets; offset, in part, by net income before stock-based compensation, inventory impairments, and depreciation and amortization; increases in customer deposits, accounts payable, accrued expenses, and income taxes payable.

In the nine-month period ended July 31, 2016, cash provided by investing activities was \$14.5 million. Cash provided by investing activities was primarily related to \$69.4 million of cash received as returns on our investments in unconsolidated entities, foreclosed real estate, and distressed loans, and \$10.0 million of proceeds from the sale of marketable securities. This was offset, in part, by \$41.6 million used to fund our investments in unconsolidated entities, foreclosed real estate, and distressed loans, and \$23.3 million for the purchase of property and equipment. We used \$256.4 million of cash from financing activities in the nine-month period ended July 31, 2016 primarily for the repurchase of \$327.6 million of our common stock, offset, in part, by the borrowing of \$64.5 million of loans payable, net of repayments and debt issuance costs, and proceeds of \$5.3 million from our stock-based benefit plans. In general, our cash flow from operating activities assumes that, as each home is delivered, we will purchase a home site to replace it. Because we own a supply of several years of home sites, we do not need to buy home sites immediately to replace those that we deliver. In addition, we generally do not begin construction of our detached homes until we have a signed contract with the home buyer, although in the past several years, due to the increase in the number of attached-home communities from which we were operating (all of the units of which are generally not sold before the commencement of construction), the number of speculative homes in our inventory increased significantly. Should our business remain at its current level or decline, we believe that our inventory levels would decrease as we complete and deliver the homes under construction but do not commence construction of as many new homes, as we complete the improvements on the land we already own, and as we sell and deliver the speculative homes that are currently in inventory, resulting in additional cash flow from operations. In addition, we might delay, decrease, or curtail our acquisition of additional land, as we did during the period from April 2006 through January 2010, which would further reduce our inventory levels and cash needs. At July 31, 2017, we owned or controlled through options approximately 47,800 home sites, of which we owned approximately 32,400. Of our owned home sites at July 31, 2017, significant improvements were completed on approximately 17,600 of them.

At July 31, 2017, the aggregate purchase price of land parcels under option and purchase agreements was approximately \$1.88 billion (including \$8.9 million of land to be acquired from joint ventures in which we have invested). Of the \$1.88 billion of land purchase commitments, we paid or deposited \$94.9 million, and, if we acquire all of these land parcels, we will be required to pay an additional \$1.79 billion. The purchases of these land parcels are scheduled to occur over the next several years. In addition, we expect to purchase approximately 3,400 additional home sites over a number of years from several joint ventures in which we have interests. We have additional land parcels under option that have been excluded from the aforementioned aggregate purchase amounts since we do not believe that we will complete the purchase of these land parcels and no additional funds will be required from us to terminate these contracts. In addition, at July 31, 2017, we had purchase commitments to acquire land for apartment developments of approximately \$150.1 million, of which we had outstanding deposits in the amount of \$6.2 million. We have a \$1.295 billion, unsecured, five-year revolving credit facility (the "Credit Facility") that is scheduled to expire in May 2021. Under the terms of the Credit Facility, our maximum leverage ratio (as defined in the credit agreement) may not exceed 1.75 to 1.00, and we are required to maintain a minimum tangible net worth (as defined in the credit agreement) of no less than approximately \$2.72 billion. Under the terms of the Credit Facility, at July 31, 2017, our leverage ratio was approximately 0.67 to 1.00, and our tangible net worth was approximately \$4.49 billion. Based upon the limitations related to our repurchase of common stock in the Credit Facility, our ability to repurchase our common stock was limited to approximately \$2.40 billion as of July 31, 2017. At July 31, 2017, we had no outstanding borrowings under our Credit Facility and had outstanding letters of credit thereunder of approximately \$146.5 million.

We believe that we will have adequate resources and sufficient access to the capital markets and external financing sources to continue to fund our current operations and meet our contractual obligations. On August 15, 2017, we notified holders of our 0.5% Exchangeable Senior Notes due 2032 (the "0.5% Exchangeable Senior Notes") that we will redeem all \$287.5 million aggregate principal amount of the 0.5% Exchangeable Senior Notes on September 15, 2017 with cash at a redemption price of 100% of their principal amount, plus accrued and unpaid interest. In addition, our \$400 million principal amount of 8.91% Senior Notes will mature in October 2017. Due to the uncertainties in the economy and for home builders in general, we cannot be certain that we will be able to replace existing financing or find sources of additional financing in the future.



#### OFF-BALANCE SHEET ARRANGEMENTS

We have investments in Land Development Joint Ventures; Home Building Joint Ventures; Rental Property Joint Ventures; and Gibraltar Joint Ventures.

Our investments in these entities are accounted for using the equity method of accounting. We are a party to several joint ventures with unrelated parties to develop and sell land that is owned by the joint ventures. We recognize our proportionate share of the earnings from the sale of home sites to other builders, including our joint venture partners. We do not recognize earnings from the home sites we purchase from these ventures at the time of our purchase; instead, our cost basis in the home sites is reduced by our share of the earnings realized by the joint venture from sales of those home sites to us.

At July 31, 2017, we had investments in these entities of \$514.3 million and were committed to invest or advance up to an additional \$52.9 million to these entities if they require additional funding. At July 31, 2017, we had agreed to terms for the acquisition of 87 home sites from one Land Development Joint Venture for an estimated aggregate purchase price of \$8.9 million. In addition, we expect to purchase approximately 3,400 additional home sites over a number of years from several joint ventures in which we have interests; the purchase price of these home sites will be determined at a future date.

The unconsolidated entities in which we have investments generally finance their activities with a combination of partner equity and debt financing. In some instances, we and our partners have guaranteed debt of certain unconsolidated entities. These guarantees may include any or all of the following: (i) project completion guarantees, including any cost overruns; (ii) repayment guarantees, generally covering a percentage of the outstanding loan; (iii) carry cost guarantees, which cover costs such as interest, real estate taxes, and insurance; (iv) an environmental indemnity provided to the lender that holds the lender harmless from and against losses arising from the discharge of hazardous materials from the property and non-compliance with applicable environmental laws; and (v) indemnification of the lender from “bad boy acts” of the unconsolidated entity.

In some instances, the guarantees provided in connection with loans to an unconsolidated entity are joint and several. In these situations, we generally have a reimbursement agreement with our partner that provides that neither party is responsible for more than its proportionate share or agreed-upon share of the guarantee; however, if the joint venture partner does not have adequate financial resources to meet its obligations under the reimbursement agreement, we may be liable for more than our proportionate share.

We believe that, as of July 31, 2017, in the event we become legally obligated to perform under a guarantee of the obligation of an unconsolidated entity due to a triggering event, the collateral in such entity should be sufficient to repay all or a significant portion of the obligation. If it is not, we and our partners would need to contribute additional capital to the entity. At July 31, 2017, we have guaranteed the debt of certain unconsolidated entities aggregating \$1.08 billion, of which we estimate \$250.5 million to be our maximum exposure related to repayment and carry cost guarantees. At July 31, 2017, the unconsolidated entities had borrowed an aggregate of \$693.5 million, of which we estimate \$207.1 million to be our maximum exposure related to repayment and carry cost guarantees. The terms of these guarantees generally range from 1 month to 40 months. These maximum exposure estimates do not take into account any recoveries from the underlying collateral or any reimbursement from our partners.

For more information regarding these joint ventures, see Note 3, “Investments in Unconsolidated Entities,” in the Notes to Condensed Consolidated Financial Statements in this Form 10-Q.

#### CRITICAL ACCOUNTING POLICIES

As disclosed in our 2016 Form 10-K, our most critical accounting policies relate to inventory, income taxes—valuation allowances, revenue and cost recognition, and warranty and self-insurance. Since October 31, 2016, there have been no material changes to those critical accounting policies.

#### SEGMENTS

We operate in two segments: Traditional Home Building and City Living. We conduct our Traditional Home Building operations in five geographic areas around the United States: (1) the North, consisting of Connecticut, Illinois, Massachusetts, Michigan, Minnesota, New Jersey, and New York; (2) the Mid-Atlantic, consisting of Delaware, Maryland, Pennsylvania, and Virginia; (3) the South, consisting of Florida, North Carolina, and Texas; (4) the West, consisting of Arizona, Colorado, Idaho, Nevada, and Washington, and (5) California.



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The tables below summarize information related to units delivered and revenues, net contracts signed, and income (loss) before income taxes, by segment, for the periods indicated, and information related to backlog, by segment, as of the dates indicated.

Units Delivered and Revenues:

|                            | Nine months ended July 31,   |           |             |                 |       |             |  |           |             |
|----------------------------|------------------------------|-----------|-------------|-----------------|-------|-------------|--|-----------|-------------|
|                            | Revenues<br>(\$ in millions) |           |             | Units Delivered |       |             | Average Delivered Price<br>(\$ in thousands) |           |             |
|                            | 2017                         | 2016      | %<br>Change | 2017            | 2016  | %<br>Change | 2017   | 2016      | %<br>Change |
| Traditional Home Building: |                              |           |             |                 |       |             |  |           |             |
| North                      | \$560.8                      | \$491.7   | 14 %        | 812             | 728   | 12 %        | \$690.6                                      | \$675.4   | 2 %         |
| Mid-Atlantic               | 692.5                        | 577.0     | 20 %        | 1,133           | 929   | 22 %        | \$611.2                                      | \$621.1   | (2) %       |
| South                      | 591.2                        | 571.4     | 3 %         | 808             | 731   | 11 %        | \$731.7                                      | \$781.7   | (6) %       |
| West                       | 821.3                        | 548.7     | 50 %        | 1,240           | 799   | 55 %        | \$662.2                                      | \$686.7   | (4) %       |
| California                 | 928.3                        | 881.8     | 5 %         | 621             | 602   | 3 %         | \$1,494.8                                    | \$1,464.8 | 2 %         |
| Traditional Home Building  | 3,594.1                      | 3,070.6   | 17 %        | 4,614           | 3,789 | 22 %        | \$778.9                                      | \$810.4   | (4) %       |
| City Living                | 193.1                        | 243.5     | (21) %      | 113             | 85    | 33 %        | \$1,708.8                                    | \$2,864.7 | (40) %      |
| Total                      | \$3,787.2                    | \$3,314.1 | 14 %        | 4,727           | 3,874 | 22 %        | \$801.2                                      | \$855.5   | (6) %       |

|                            | Three months ended July 31,  |           |             |                 |       |             |  |           |             |
|----------------------------|------------------------------|-----------|-------------|-----------------|-------|-------------|--|-----------|-------------|
|                            | Revenues<br>(\$ in millions) |           |             | Units Delivered |       |             | Average Delivered Price<br>(\$ in thousands) |           |             |
|                            | 2017                         | 2016      | %<br>Change | 2017            | 2016  | %<br>Change | 2017   | 2016      | %<br>Change |
| Traditional Home Building: |                              |           |             |                 |       |             |  |           |             |
| North                      | \$225.8                      | \$205.2   | 10 %        | 326             | 313   | 4 %         | \$692.7                                      | \$655.6   | 6 %         |
| Mid-Atlantic               | 281.9                        | 220.6     | 28 %        | 469             | 350   | 34 %        | \$601.1                                      | \$630.3   | (5) %       |
| South                      | 253.9                        | 232.1     | 9 %         | 344             | 294   | 17 %        | \$738.1                                      | \$789.5   | (7) %       |
| West                       | 307.4                        | 223.1     | 38 %        | 464             | 309   | 50 %        | \$662.1                                      | \$721.9   | (8) %       |
| California                 | 335.2                        | 336.4     | — %         | 218             | 227   | (4) %       | \$1,537.7                                    | \$1,482.1 | 4 %         |
| Traditional Home Building  | 1,404.2                      | 1,217.4   | 15 %        | 1,821           | 1,493 | 22 %        | \$771.2                                      | \$815.4   | (5) %       |
| City Living                | 98.7                         | 52.5      | 88 %        | 78              | 14    | 457 %       | \$1,264.5                                    | \$3,750.5 | (66) %      |
| Total                      | \$1,502.9                    | \$1,269.9 | 18 %        | 1,899           | 1,507 | 26 %        | \$791.4                                      | \$842.7   | (6) %       |

Net Contracts Signed:

|                            | Nine months ended July 31,             |           |             |                      |       |             |   |           |             |
|----------------------------|--|-----------|-------------|----------------------|-------|-------------|---|-----------|-------------|
|                            | Net Contract Value<br>(\$ in millions) |           |             | Net Contracted Units |       |             | Average Contracted Price<br>(\$ in thousands) |           |             |
|                            | 2017                                   | 2016      | %<br>Change | 2017                 | 2016  | %<br>Change | 2017  | 2016      | %<br>Change |
| Traditional Home Building: |  |           |             |                      |       |             |   |           |             |
| North                      | \$675.8                                | \$645.6   | 5 %         | 1,052                | 913   | 15 %        | \$642.4                                       | \$707.1   | (9) %       |
| Mid-Atlantic               | 884.3                                  | 738.2     | 20 %        | 1,416                | 1,198 | 18 %        | \$624.5                                       | \$616.2   | 1 %         |
| South                      | 750.0                                  | 678.4     | 11 %        | 1,002                | 912   | 10 %        | \$748.5                                       | \$743.9   | 1 %         |
| West                       | 1,019.7                                | 817.6     | 25 %        | 1,592                | 1,134 | 40 %        | \$640.5                                       | \$721.0   | (11) %      |
| California                 | 1,572.0                                | 1,029.1   | 53 %        | 1,022                | 688   | 49 %        | \$1,538.2                                     | \$1,495.8 | 3 %         |
| Traditional Home Building  | 4,901.8                                | 3,908.9   | 25 %        | 6,084                | 4,845 | 26 %        | \$805.7                                       | \$806.8   | — %         |
| City Living                | 171.5                                  | 275.7     | (38) %      | 112                  | 146   | (23) %      | \$1,531.3                                     | \$1,888.4 | (19) %      |
| Total                      | \$5,073.3                              | \$4,184.6 | 21 %        | 6,196                | 4,991 | 24 %        | \$818.8                                       | \$838.4   | (2) %       |



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|                            | Three months ended July 31,            |           |             |                      |       |             |   |           |             |
|----------------------------|--|-----------|-------------|----------------------|-------|-------------|---|-----------|-------------|
|                            | Net Contract Value<br>(\$ in millions) |           |             | Net Contracted Units |       |             | Average Contracted Price<br>(\$ in thousands) |           |             |
|                            | 2017                                   | 2016      | %<br>Change | 2017                 | 2016  | %<br>Change | 2017  | 2016      | %<br>Change |
| Traditional Home Building: |  |           |             |                      |       |             |   |           |             |
| North                      | \$239.9                                | \$242.6   | (1 )%       | 368                  | 342   | 8 %         | \$651.8                                       | \$709.3   | (8 )%       |
| Mid-Atlantic               | 300.8                                  | 242.5     | 24 %        | 473                  | 396   | 19 %        | \$636.0                                       | \$612.3   | 4 %         |
| South                      | 251.9                                  | 245.5     | 3 %         | 330                  | 335   | (1 )%       | \$763.4                                       | \$732.9   | 4 %         |
| West                       | 335.3                                  | 276.7     | 21 %        | 537                  | 387   | 39 %        | \$624.4                                       | \$715.1   | (13 )%      |
| California                 | 642.7                                  | 367.6     | 75 %        | 408                  | 251   | 63 %        | \$1,575.3                                     | \$1,464.6 | 8 %         |
| Traditional Home Building  | 1,770.6                                | 1,374.9   | 29 %        | 2,116                | 1,711 | 24 %        | \$836.8                                       | \$803.6   | 4 %         |
| City Living                | 40.4                                   | 77.4      | (48 )%      | 47                   | 37    | 27 %        | \$858.5                                       | \$2,091.7 | (59 )%      |
| Total                      | \$1,811.0                              | \$1,452.3 | 25 %        | 2,163                | 1,748 | 24 %        | \$837.3                                       | \$830.8   | 1 %         |

Backlog:

|                            | At July 31,                       |           |             |               |       |             |  |           |             |
|----------------------------|-----------------------------------|-----------|-------------|---------------|-------|-------------|--|-----------|-------------|
|                            | Backlog Value<br>(\$ in millions) |           |             | Backlog Units |       |             | Average Backlog Price<br>(\$ in thousands) |           |             |
|                            | 2017                              | 2016      | %<br>Change | 2017          | 2016  | %<br>Change | 2017                                       | 2016      | %<br>Change |
| Traditional Home Building: |                                   |           |             |               |       |             |  |           |             |
| North                      | \$807.7                           | \$773.1   | 4 %         | 1,217         | 1,075 | 13 %        | \$663.7                                    | \$719.2   | (8 )%       |
| Mid-Atlantic               | 801.9                             | 680.1     | 18 %        | 1,269         | 1,080 | 18 %        | \$631.9                                    | \$629.7   | — %         |
| South                      | 895.2                             | 776.2     | 15 %        | 1,154         | 1,005 | 15 %        | \$775.7                                    | \$772.4   | — %         |
| West                       | 1,003.8                           | 842.4     | 19 %        | 1,500         | 1,151 | 30 %        | \$669.2                                    | \$731.9   | (9 )%       |
| California                 | 1,511.4                           | 1,045.1   | 45 %        | 934           | 695   | 34 %        | \$1,618.2                                  | \$1,503.8 | 8 %         |
| Traditional Home Building  | 5,020.0                           | 4,116.9   | 22 %        | 6,074         | 5,006 | 21 %        | \$826.5                                    | \$822.4   | — %         |
| City Living                | 289.0                             | 257.6     | 12 %        | 208           | 175   | 19 %        | \$1,389.4                                  | \$1,471.7 | (6 )%       |
| Total                      | \$5,309.0                         | \$4,374.5 | 21 %        | 6,282         | 5,181 | 21 %        | \$845.1                                    | \$844.3   | — %         |

|                            | At October 31,                    |           |             |               |       |             |  |           |             |
|----------------------------|-----------------------------------|-----------|-------------|---------------|-------|-------------|--|-----------|-------------|
|                            | Backlog Value<br>(\$ in millions) |           |             | Backlog Units |       |             | Average Backlog Price<br>(\$ in thousands) |           |             |
|                            | 2016                              | 2015      | %<br>Change | 2016          | 2015  | %<br>Change | 2016                                       | 2015      | %<br>Change |
| Traditional Home Building: |                                   |           |             |               |       |             |  |           |             |
| North                      | \$692.8                           | \$619.2   | 12 %        | 977           | 890   | 10 %        | \$709.1                                    | \$695.8   | 2 %         |
| Mid-Atlantic               | 610.0                             | 518.9     | 18 %        | 986           | 811   | 22 %        | \$618.7                                    | \$639.9   | (3 )%       |
| South                      | 736.4                             | 669.2     | 10 %        | 960           | 824   | 17 %        | \$767.1                                    | \$812.1   | (6 )%       |
| West                       | 766.5                             | 573.5     | 34 %        | 1,020         | 816   | 25 %        | \$751.5                                    | \$702.8   | 7 %         |
| California                 | 867.7                             | 897.8     | (3 )%       | 533           | 609   | (12 )%      | \$1,627.9                                  | \$1,474.2 | 10 %        |
| Traditional Home Building  | 3,673.4                           | 3,278.6   | 12 %        | 4,476         | 3,950 | 13 %        | \$820.7                                    | \$830.0   | (1 )%       |
| City Living                | 310.7                             | 225.4     | 38 %        | 209           | 114   | 83 %        | \$1,486.5                                  | \$1,977.2 | (25 )%      |
| Total                      | \$3,984.1                         | \$3,504.0 | 14 %        | 4,685         | 4,064 | 15 %        | \$850.4                                    | \$862.2   | (1 )%       |

## Income (Loss) Before Income Taxes (\$ amounts in millions):

|                            | Nine months ended July 31, |          |          | Three months ended July 31, |         |          |
|----------------------------|----------------------------|----------|----------|-----------------------------|---------|----------|
|                            | 2017                       | 2016     | % Change | 2017                        | 2016    | % Change |
| Traditional Home Building: |                            |          |          |                             |         |          |
| North                      | \$37.0                     | \$35.3   | 5 %      | \$16.4                      | \$19.0  | (14 )%   |
| Mid-Atlantic               | 69.2                       | 56.3     | 23 %     | 35.6                        | 18.5    | 92 %     |
| South                      | 67.5                       | 84.8     | (20 )%   | 33.6                        | 32.4    | 4 %      |
| West                       | 111.0                      | 74.2     | 50 %     | 43.2                        | 30.3    | 43 %     |
| California                 | 199.2                      | 198.8    | — %      | 72.7                        | 80.3    | (9 )%    |
| Traditional Home Building  | 483.9                      | 449.4    | 8 %      | 201.5                       | 180.5   | 12 %     |
| City Living                | 131.8                      | 74.6     | 77 %     | 46.8                        | 14.7    | 218 %    |
| Corporate and other        | (103.1 )                   | (103.1 ) | — %      | (44.7 )                     | (31.5 ) | 42 %     |
| Total                      | \$512.6                    | \$420.9  | 22 %     | \$203.6                     | \$163.7 | 24 %     |

“Corporate and other” is comprised principally of general corporate expenses such as the offices of our executive officers; the corporate finance, accounting, audit, tax, human resources, risk management, information technology, marketing, and legal groups; interest income; income from certain of our ancillary businesses, including Gibraltar; and income from a number of our unconsolidated entities.

## Traditional Home Building

## North

|  | Nine months ended July 31, |         |        | Three months ended July 31, |         |        |
|--|----------------------------|---------|--------|-----------------------------|---------|--------|
|  | 2017                       | 2016    | Change | 2017                        | 2016    | Change |
| Units Delivered and Revenues:                |                            |         |        |                             |         |        |
| Revenues (\$ in millions)                    | \$560.8                    | \$491.7 | 14 %   | \$225.8                     | \$205.2 | 10 %   |
| Units delivered                              | 812                        | 728     | 12 %   | 326                         | 313     | 4 %    |
| Average delivered price (\$ in thousands)    | \$690.6                    | \$675.4 | 2 %    | \$692.7                     | \$655.6 | 6 %    |
| Net Contracts Signed:                        |                            |         |        |                             |         |        |
| Net contract value (\$ in millions)          | \$675.8                    | \$645.6 | 5 %    | \$239.9                     | \$242.6 | (1 )%  |
| Net contracted units                         | 1,052                      | 913     | 15 %   | 368                         | 342     | 8 %    |
| Average contracted price (\$ in thousands)   | \$642.4                    | \$707.1 | (9 )%  | \$651.8                     | \$709.3 | (8 )%  |
| Cost of revenues as a percentage of revenues | 84.5 %                     | 83.5 %  |        | 84.7 %                      | 82.6 %  |        |
| Income before income taxes (\$ in millions)  | \$37.0                     | \$35.3  | 5 %    | \$16.4                      | \$19.0  | (14 )% |

Number of selling communities at July 31, 52 60 (13 )%

The increases in the number of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to increases in the number of homes closed in Massachusetts, Michigan, and New York, offset, in part, by a decrease in the number of homes settled in Connecticut. The increases in the number of homes closed in Massachusetts, Michigan, and New York were primarily due to a higher backlog conversion in the fiscal 2017 periods, as compared to the fiscal 2016 periods and/or the increase in the number of homes in backlog at October 31, 2016, as compared to the number of homes in backlog at October 31, 2015. The decrease in the number of homes closed in Connecticut was mainly due to a decrease in the number of homes in backlog as of October 31, 2016, as compared to the number of homes in backlog at October 31, 2015. The increases in the average price of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were primarily due to a shift in the number of homes delivered to more expensive areas and/or products.

The increases in the number of net contracts signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were principally attributable to an increase in demand in Connecticut, Michigan and New York, partially offset by a decrease in the number of selling communities in New Jersey. The decreases in the average value of each contract signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to a shift in the number of contracts signed to less expensive areas and/or products, particularly in Michigan and Massachusetts, where we had a significant increase in the number of contracts signed in multifamily and active-adult, age-qualified communities.

The increase in income before income taxes in the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016, was principally attributable to higher earnings from increased revenues and SG&A spending not increasing as fast as revenues, offset, in part, by a shift in the number of homes delivered to lower-margin products and/or locations. The 14% decrease in income before income taxes in the three months ended July 31, 2017, as compared to the three months ended July 31, 2016, was mainly due to a shift in the number of homes delivered to lower-margin products and/or locations, partially offset by higher earnings from increased revenues.

## Mid-Atlantic

|  | Nine months ended July 31, |         |        | Three months ended July 31, |         |        |
|--|----------------------------|---------|--------|-----------------------------|---------|--------|
|  | 2017                       | 2016    | Change | 2017                        | 2016    | Change |
| Units Delivered and Revenues:                |                            |         |        |                             |         |        |
| Revenues (\$ in millions)                    | \$692.5                    | \$577.0 | 20 %   | \$281.9                     | \$220.6 | 28 %   |
| Units delivered                              | 1,133                      | 929     | 22 %   | 469                         | 350     | 34 %   |
| Average delivered price (\$ in thousands)    | \$611.2                    | \$621.1 | (2 )%  | \$601.1                     | \$630.3 | (5 )%  |
| Net Contracts Signed:                        |                            |         |        |                             |         |        |
| Net contract value (\$ in millions)          | \$884.3                    | \$738.2 | 20 %   | \$300.8                     | \$242.5 | 24 %   |
| Net contracted units                         | 1,416                      | 1,198   | 18 %   | 473                         | 396     | 19 %   |
| Average contracted price (\$ in thousands)   | \$624.5                    | \$616.2 | 1 %    | \$636.0                     | \$612.3 | 4 %    |
| Cost of revenues as a percentage of revenues | 81.8 %                     | 81.9 %  |        | 80.6 %                      | 83.7 %  |        |
| Income before income taxes (\$ in millions)  | \$69.2                     | \$56.3  | 23 %   | \$35.6                      | \$18.5  | 92 %   |

Number of selling communities at July 31, 65 68 (4 )%

The increases in the number of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to an increase in the number of homes closed in Pennsylvania, Maryland, and Virginia, which was attributable to an increase in the number of homes in backlog in those markets at October 31, 2016, as compared to the number of homes in backlog at October 31, 2015. The decreases in the average price of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were primarily due to a shift in the number of homes delivered to less expensive areas and/or products.

The increases in the number of net contracts signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were principally due to increases in demand, primarily in Virginia and Maryland.

The increases in income before income taxes in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to higher earnings from increased revenues and a \$6.0 million benefit from the reversal of an accrual for offsite improvements at a completed community that was no longer required. The increase in income before income taxes in the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016, was partially offset by higher inventory impairment charges and a \$2.0 million impairment charge we recognized on one of our Land Development Joint Ventures. In the nine months ended July 31, 2017, inventory impairment charges were \$5.4 million, as compared to \$2.1 million in the nine months ended July 31, 2016. In the first quarter of fiscal 2017, during our review of operating communities for impairment, primarily due to a decrease in customer demand as a result of weaker than expected market conditions, we determined that the pricing assumptions used in prior impairment reviews for one operating community located in Maryland needed to be reduced. As a result of this reduction in expected sales prices, we determined that this community was impaired. Accordingly, the carrying value of this community was written down to its estimated fair value resulting in a charge to income before income taxes of \$3.9 million in the nine months ended July 31, 2017. In the second quarter of fiscal 2017, during our evaluation of joint venture investments, we determined that the development costs assumptions used in prior impairment reviews for one Land Development Joint Venture located in Maryland needed to be increased. As a result of these cost increases, we determined that our investment in this joint venture was impaired and we concluded that the impairment was other

than temporary. Accordingly, the carrying value of our investment in this joint venture was written down to its estimated fair value resulting in a charge to income before taxes of \$2.0 million in the nine months ended July 31, 2017.

## South

|  | Nine months ended July 31, |         |        | Three months ended July 31, |         |        |
|--|----------------------------|---------|--------|-----------------------------|---------|--------|
|  | 2017                       | 2016    | Change | 2017                        | 2016    | Change |
| Units Delivered and Revenues:                |                            |         |        |                             |         |        |
| Revenues (\$ in millions)                    | \$591.2                    | \$571.4 | 3 %    | \$253.9                     | \$232.1 | 9 %    |
| Units delivered                              | 808                        | 731     | 11 %   | 344                         | 294     | 17 %   |
| Average delivered price (\$ in thousands)    | \$731.7                    | \$781.7 | (6 )%  | \$738.1                     | \$789.5 | (7 )%  |
| Net Contracts Signed:                        |                            |         |        |                             |         |        |
| Net contract value (\$ in millions)          | \$750.0                    | \$678.4 | 11 %   | \$251.9                     | \$245.5 | 3 %    |
| Net contracted units                         | 1,002                      | 912     | 10 %   | 330                         | 335     | (1 )%  |
| Average contracted price (\$ in thousands)   | \$748.5                    | \$743.9 | 1 %    | \$763.4                     | \$732.9 | 4 %    |
| Cost of revenues as a percentage of revenues | 81.2 %                     | 79.2 %  |        | 81.3 %                      | 79.9 %  |        |
| Income before income taxes (\$ in millions)  | \$67.5                     | \$84.8  | (20 )% | \$33.6                      | \$32.4  | 4 %    |

Number of selling communities at July 31, 76 68 12 %

The increases in the number of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to an increase in the number of homes closed in Florida and North Carolina which was attributable to an increase in the number of homes in backlog as of October 31, 2016, as compared to the number of homes in backlog at October 31, 2015. The decreases in the average price of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were primarily due to a shift in the number of homes delivered to less expensive areas and/or products.

The increase in the number of net contracts signed in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was mainly due to an increase in the number of selling communities partially offset by decreased demand. The decrease in the number of net contracts signed in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was principally due to decreased demand offset, in part, by an increase in the number of selling communities.

The decrease in income before income taxes in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was principally due to a higher cost of revenues, as a percentage of revenues, higher SG&A costs, lower income earned from our investments in unconsolidated entities, and decreased earnings from land sales in Texas, offset, in part, by higher earnings from increased revenues. The increase in cost of revenues, as a percentage of revenues, was primarily due to a shift in the number of homes delivered to lower-margin products and/or locations. The higher SG&A costs were principally due to the increase in the number of selling communities.

The decrease in income earned from our investments in unconsolidated entities was primarily related to a \$1.4 million charge for amenity construction repairs at one of our Home Building Joint Ventures located in South Carolina.

The increase in income before income taxes in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was mainly the result of higher earnings from increased revenues and an increase in income earned from our investments in unconsolidated entities, partially offset by higher cost of revenues, as a percentage of revenues. The increase in income earned from our investments in unconsolidated entities primarily related to an increase in the number of lots sold at two of our Land Development Joint Ventures in Texas. The increase in cost of revenues, as a percentage of revenues, was primarily due to a shift in the number of homes delivered to lower-margin products and/or locations.

## West

|  | Nine months ended July 31, |         |        | Three months ended July 31, |         |        |
|--|----------------------------|---------|--------|-----------------------------|---------|--------|
|  | 2017                       | 2016    | Change | 2017                        | 2016    | Change |
| <b>Units Delivered and Revenues:</b>         |                            |         |        |                             |         |        |
| Revenues (\$ in millions)                    | \$821.3                    | \$548.7 | 50 %   | \$307.4                     | \$223.1 | 38 %   |
| Units delivered                              | 1,240                      | 799     | 55 %   | 464                         | 309     | 50 %   |
| Average delivered price (\$ in thousands)    | \$662.2                    | \$686.7 | (4 )%  | \$662.1                     | \$721.9 | (8 )%  |
| <b>Net Contracts Signed:</b>                 |                            |         |        |                             |         |        |
| Net contract value (\$ in millions)          | \$1,019.7                  | \$817.6 | 25 %   | \$335.3                     | \$276.7 | 21 %   |
| Net contracted units                         | 1,592                      | 1,134   | 40 %   | 537                         | 387     | 39 %   |
| Average contracted price (\$ in thousands)   | \$640.5                    | \$721.0 | (11 )% | \$624.4                     | \$715.1 | (13 )% |
| Cost of revenues as a percentage of revenues | 79.1                       | % 78.8  | %      | 79.6                        | % 79.0  | %      |
| Income before income taxes (\$ in millions)  | \$111.0                    | \$74.2  | 50 %   | \$43.2                      | \$30.3  | 43 %   |
| Number of selling communities at July 31,    | 78                         | 63      | 24 %   |                             |         |        |

The increases in the number of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were mainly due to an increase in the number of homes in backlog at October 31, 2016, as compared to the number of homes in backlog at

October 31, 2015, and the delivery of 213 homes and 74 homes in the Boise market, in the nine-month and three-month periods ended July 31, 2017, respectively. The decreases in the average delivered price of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were primarily due to deliveries of homes in the Boise market, where the average prices of homes delivered in the nine and three months ended July 31, 2017 were \$312,000 and \$327,700, respectively. The impact of deliveries in the Boise market in the fiscal 2017 periods was partially offset by a shift in the number of homes delivered to more expensive areas and/or products in the fiscal 2017 periods, as compared to the fiscal 2016 periods. Excluding the closings in the Boise market, the average price of homes delivered in the nine-month and three-month periods ended July 31, 2017 increased 1% and 7%, respectively, as compared to the comparable fiscal 2016 periods.

The increases in the number of net contracts signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were principally due to the 356 contracts and 149 contracts we signed in the Boise market during the nine-month and three-month periods ended July 31, 2017, respectively, and increases in demand and in the number of selling communities in Nevada. The net contracts signed in the Boise market also reduced our average contracted price for the fiscal 2017 periods, as compared to the fiscal 2016 period. Excluding contracts signed in the Boise market, the average value of each contract signed in the nine-month and three-month periods ended July 31, 2017, increased by 1% and 3%, respectively, as compared to the nine-month and three-month periods ended July 31, 2016.

The increases in income before income taxes in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were due mainly to higher earnings from the increased revenues and SG&A spending not increasing as fast as revenues.

The three-month period ended July 31, 2017 also benefited from a \$2.9 million recovery of previously incurred charges related to a Land Development Joint Venture.

## California

|  | Nine months ended July 31, |           |        | Three months ended July 31, |           |        |
|--|----------------------------|-----------|--------|-----------------------------|-----------|--------|
|  | 2017                       | 2016      | Change | 2017                        | 2016      | Change |
| Units Delivered and Revenues:                |                            |           |        |                             |           |        |
| Revenues (\$ in millions)                    | \$928.3                    | \$881.8   | 5 %    | \$335.2                     | \$336.4   | — %    |
| Units delivered                              | 621                        | 602       | 3 %    | 218                         | 227       | (4) %  |
| Average delivered price (\$ in thousands)    | \$1,494.8                  | \$1,464.8 | 2 %    | \$1,537.7                   | \$1,482.1 | 4 %    |
| Net Contracts Signed:                        |                            |           |        |                             |           |        |
| Net contract value (\$ in millions)          | \$1,572.0                  | \$1,029.1 | 53 %   | \$642.7                     | \$367.6   | 75 %   |
| Net contracted units                         | 1,022                      | 688       | 49 %   | 408                         | 251       | 63 %   |
| Average contracted price (\$ in thousands)   | \$1,538.2                  | \$1,495.8 | 3 %    | \$1,575.3                   | \$1,464.6 | 8 %    |
| Cost of revenues as a percentage of revenues | 73.2 %                     | 73.0 %    |        | 72.4 %                      | 71.3 %    |        |
| Income before income taxes (\$ in millions)  | \$199.2                    | \$198.8   | — %    | \$72.7                      | \$80.3    | (9) %  |

Number of selling communities at July 31, 36 32 13 %

The increase in the number of homes delivered in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was mainly due to higher backlog conversion and an increase in the number of homes sold and settled in the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016. The decrease in the number of homes delivered in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was primarily due to lower backlog conversion in the fiscal 2017 period, as compared to the fiscal 2016 period.

The increases in the number of net contracts signed in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were due mainly to an increase in demand and an increase in the number of selling communities in our southern California markets, offset, in part, by a decrease in the number of selling communities in our northern California markets.

The increase in income before income taxes in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016 was primarily due to higher earnings from the increased revenues, offset, in part, by higher SG&A costs. The decrease in income before income taxes in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was due mainly to higher cost of revenues, as a percentage of revenues and higher SG&A costs. The higher cost of revenues, as a percentage of revenues, was primarily due to a shift in the number of homes delivered to lower-margin products and/or locations. The increase in SG&A costs was principally due to the increase in the number of selling communities in our southern California markets.

## City Living

|  | Nine months ended July 31, |           |        | Three months ended July 31, |           |        |
|--|----------------------------|-----------|--------|-----------------------------|-----------|--------|
|  | 2017                       | 2016      | Change | 2017                        | 2016      | Change |
| Units Delivered and Revenues:              |                            |           |        |                             |           |        |
| Revenues (\$ in millions)                  | \$193.1                    | \$243.5   | (21) % | \$98.7                      | \$52.5    | 88 %   |
| Units delivered                            | 113                        | 85        | 33 %   | 78                          | 14        | 457 %  |
| Average delivered price (\$ in thousands)  | \$1,708.8                  | \$2,864.7 | (40) % | \$1,264.5                   | \$3,750.5 | (66) % |
| Net Contracts Signed:                      |                            |           |        |                             |           |        |
| Net contract value (\$ in millions)        | \$171.5                    | \$275.7   | (38) % | \$40.4                      | \$77.4    | (48) % |
| Net contracted units                       | 112                        | 146       | (23) % | 47                          | 37        | 27 %   |
| Average contracted price (\$ in thousands) | \$1,531.3                  | \$1,888.4 | (19) % | \$858.5                     | \$2,091.7 | (59) % |

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|  |         |   |        |    |      |        |        |     |   |
|--|---------|---|--------|----|------|--------|--------|-----|---|
| Cost of revenues as a percentage of revenues | 69.2    | % | 65.7   | %  | 63.0 | %      | 65.1   | %   |   |
| Income before income taxes (\$ in millions)  | \$131.8 |   | \$74.6 | 77 | %    | \$46.8 | \$14.7 | 218 | % |

Number of selling communities at July 31, 5 6 (17 )%

The increase in the number of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, was principally due to the commencement of deliveries in fiscal 2017 at 1400 Hudson Street, located in Hoboken, New Jersey, 55

West 17th Street, located in New York City, and at Hampden Row, located in Bethesda, Maryland. These increases were partially offset by a decrease in closings at 400 Park Avenue South where there were fewer available units remaining in the fiscal 2017 periods and at 410 at Society Hill which settled out in fiscal 2016. The decreases in the average price of homes delivered in the fiscal 2017 periods, as compared to the fiscal 2016 periods, were primarily due to a shift in the number of homes delivered to less expensive buildings.

The decrease in the number of net contracts signed in the nine-month period ended July 31, 2017, as compared to the nine-month period ended July 31, 2016, was mainly due to a decline in our available homes for sale in Philadelphia and reduced demand in the Bethesda, Maryland market in the fiscal 2017 periods. The nine-month period ended July 31, 2016 also benefited from strong sales in the first quarter of fiscal 2016 at one of our buildings located in Hoboken, New Jersey, which opened in the fourth quarter of fiscal 2015. The increase in the number of net contracts signed in the three-month period ended July 31, 2017, as compared to the three-month period ended July 31, 2016, was primarily due to strong sales at 10 Provost Street at Provost Square, located in Jersey City, New Jersey, which opened in the third quarter of fiscal 2017. The decreases in the average sales price of net contracts signed were principally due to a shift to less expensive buildings.

The increase in income before income taxes in the nine months ended July 31, 2017, as compared to the nine months ended July 31, 2016, was mainly due to a \$73.2 million increase in earnings from our investments in unconsolidated entities; \$4.7 million recognized of a previously deferred gain; and state reimbursement of \$4.7 million of previously expensed environmental clean-up costs received in the fiscal 2017 period, offset, in part, by lower earnings from decreased revenues and a shift in the number of homes delivered to buildings with a lower margin. The deferred gain relates to our sale of a property in fiscal 2015 to a Home Building Joint Venture in which we have a 25% interest. Due to our continued involvement in the unconsolidated entity through our ownership interest and guarantees provided on the entity's debt, we deferred the \$9.3 million gain realized on the sale. We are recognizing the gain as units are sold by the joint venture to the ultimate home buyers.

The increase in income before income taxes in the three months ended July 31, 2017, as compared to the three months ended July 31, 2016, was primarily attributable to higher earnings from increased revenues; a \$13.1 million increase in earnings from our investments in unconsolidated entities; and state reimbursement of \$4.7 million of previously expensed environmental clean-up costs received in the fiscal 2017 period, partially offset by a shift in the number of homes delivered to buildings with a lower margin.

In the nine months and three months ended July 31, 2017, due to the commencement of deliveries from two City Living Home Building Joint Ventures, we recognized \$72.4 million and \$12.8 million in earnings, respectively, from our investments in unconsolidated entities. In the nine months and three months ended July 31, 2016, we recognized losses from our investments in these unconsolidated entities of \$0.8 million and \$0.3 million, respectively. The tables below provide information related to deliveries and revenues and net contracts signed by our City Living Home Building Joint Ventures, for the periods indicated, and the related backlog for the dates indicated (\$ amounts in millions):

|                      | Nine months ended July 31, |      |         |         | Three months ended July 31, |      |         |         |
|----------------------|----------------------------|------|---------|---------|-----------------------------|------|---------|---------|
|                      | 2017                       | 2016 | 2017    | 2016    | 2017                        | 2016 | 2017    | 2016    |
| Deliveries           | 120                        | —    | \$401.3 | \$—     | 14                          | —    | \$63.9  | \$—     |
| Net contracts signed | 46                         | 21   | \$79.6  | \$78.8  | 23                          | 6    | \$42.5  | \$18.7  |
|                      | At July 31,                |      |         |         | At October 31,              |      |         |         |
|                      | 2017                       | 2016 | 2017    | 2016    | 2016                        | 2015 | 2016    | 2015    |
| Backlog              | 40                         | 142  | \$86.8  | \$486.5 | 114                         | 121  | \$408.5 | \$407.8 |

## Corporate and Other

|   | Nine months ended July 31, |           |        | Three months ended July 31, |          |        |
|---|----------------------------|-----------|--------|-----------------------------|----------|--------|
|   | 2017                       | 2016      | Change | 2017                        | 2016     | Change |
| Loss before income taxes (\$ in millions) | \$(103.1)                  | \$(103.1) | 0%     | \$(44.7)                    | \$(31.5) | 42%    |

Loss before income taxes in the nine months ended July 31, 2017 was unchanged from the nine months ended July 31, 2016. Gains of \$26.7 million in the fiscal 2017 period related to the sales of 50% of our ownership interests in two of our Rental Property Joint Ventures located in Jersey City, New Jersey and the suburbs of Philadelphia, Pennsylvania, were offset by higher SG&A costs; a \$4.9 million gain recognized from the sale of our ownership interest in one of our joint ventures located in New Jersey in the fiscal 2016 period; lower earnings from our wholly owned subsidiary, Gibraltar Capital and Asset Management, LLC; and a gain of \$1.6 million recognized in the fiscal 2016 period, from a bulk sale of security monitoring accounts by our home security monitoring business in fiscal 2015. The increase in SG&A costs was due primarily to increased compensation costs, due to our increased number of employees primarily related to our increased business activity and increased spending on our upgrading of computer software.

The increase in the loss before income taxes in the three months ended July 31, 2017, as compared to the three months ended July 31, 2016, was principally attributable to higher SG&A costs and a \$4.9 million gain recognized from the sale of our ownership interest in one of our joint ventures located in New Jersey in the fiscal 2016 period. The increase in SG&A costs was due primarily to increased compensation costs due to our increased number of employees primarily related to our increased business activity and increased spending on our upgrading of computer software.

## AVAILABLE INFORMATION

Our principal Internet address is [www.tollbrothers.com](http://www.tollbrothers.com), and our Investor Relations website is located at [www.tollbrothers.com/investor-relations](http://www.tollbrothers.com/investor-relations). We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 available through our Investor Relations website, free of charge, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

We provide information about our business and financial performance, including our corporate profile, on our Investor Relations website. Additionally, we webcast our earnings calls and certain events we participate in with members of the investment community on our Investor Relations website. Further corporate governance information, including our code of ethics, code of business conduct, corporate governance guidelines, and board committee charters, is also available on our Investor Relations website. The content of our websites is not incorporated by reference into this Quarterly Report on Form 10-Q or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk primarily due to fluctuations in interest rates. We utilize both fixed-rate and variable-rate debt. For fixed-rate debt, changes in interest rates generally affect the fair market value of the debt instrument, but not our earnings or cash flow. Conversely, for variable-rate debt, changes in interest rates generally do not impact the fair value of the debt instrument, but do affect our earnings and cash flow. We do not have the obligation to prepay fixed-rate debt before maturity, and, as a result, interest rate risk and changes in fair value should not have a significant impact on our fixed-rate debt until we are required or elect to refinance it.

The table below sets forth, at July 31, 2017, our debt obligations by scheduled maturity, weighted-average interest rates, and estimated fair value (amounts in thousands):

| Fiscal year of maturity                                   | Fixed-rate debt |                                | Variable-rate debt (a) |                                |
|---|-----------------|--------------------------------|------------------------|--------------------------------|
|   | Amount          | Weighted-average interest rate | Amount                 | Weighted-average interest rate |
| 2017 (b)  | \$698,034       | 5.34%                          | \$57,921               | 3.23%                          |
| 2018  | 34,642          | 3.38%                          | 150                    | 1.04%                          |
| 2019  | 375,769         | 3.96%                          | 150                    | 1.04%                          |
| 2020  | 254,939         | 6.71%                          | 150                    | 1.04%                          |
| 2021  | 1,538           | 5.96%                          | 500,150                | 2.64%                          |
| Thereafter  | 1,900,015       | 5.10%                          | 13,210                 | 1.18%                          |
| Bond discounts, premiums and deferred issuance costs, net | (8,471 )        |                                | (1,797 )               |                                |
| Total   | \$3,256,466     | 5.13%                          | \$569,934              | 2.66%                          |
| Fair value at July 31, 2017                               | \$3,427,314     |                                | \$571,731              |                                |

Based upon the amount of variable-rate debt outstanding at July 31, 2017, and holding the variable-rate debt (a) balance constant, each 1% increase in interest rates would increase the interest incurred by us by approximately \$5.7 million per year.

The fixed-rate debt amount for fiscal 2017 includes \$287.5 million principal amount of 0.5% Exchangeable Senior Notes (the “0.5% Exchangeable Senior Notes”). On August 15, 2017, we notified holders of the 0.5% Exchangeable (b) Senior Notes that we will redeem all \$287.5 million aggregate principal amount of the 0.5% Exchangeable Senior Notes on September 15, 2017 with cash at a redemption price of 100% of their principal amount, plus accrued and unpaid interest.

**ITEM 4. CONTROLS AND PROCEDURES**

Any controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected; however, our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives.

Our Chief Executive Officer and Chief Financial Officer, with the assistance of management, evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), as of the end of the period covered by this report (the “Evaluation Date”). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has not been any change in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our quarter ended July 31, 2017, that has materially affected,

or is reasonably likely to materially affect, our internal control over financial reporting.

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

We are involved in various claims and litigation arising principally in the ordinary course of business. We believe that adequate provision for resolution of all current claims and pending litigation has been made for probable losses and that the disposition of these matters will not have a material adverse effect on our results of operations and liquidity or on our financial condition.

In April 2017, the SEC informed the Company that it was conducting an investigation and requested that we voluntarily produce documents and information relating to our estimated repair costs for stucco and other water intrusion claims in fiscal 2016. As previously described in our 2016 Form 10-K, in the fourth quarter of fiscal 2016, our estimated liability for these water intrusion claims increased significantly. The Company has produced detailed information and documents in response to this request. Management cannot at this time predict the eventual scope or outcome of this matter.

## ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors as previously disclosed in Part I, Item 1A., "Risk Factors," in our 2016 Form 10-K.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## ISSUER PURCHASES OF EQUITY SECURITIES

During the three-month period ended July 31, 2017, we repurchased the following shares of our common stock:

| Period                        | Total number of shares purchased (a) | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs (b) | Maximum number of shares that may yet be purchased under the plans or programs (b) |
|-------------------------------|--------------------------------------|------------------------------|--|--|
| May 1, 2017 to May 31, 2017   | 1                                    | \$ 36.62                     | 1  | 15,275   |
| June 1, 2017 to June 30, 2017 | 1,443                                | \$ 38.96                     | 1,443  | 13,832   |
| July 1, 2017 to July 31, 2017 | 485                                  | \$ 39.21                     | 485  | 13,347   |
| Total                         | 1,929                                | \$ 39.02                     | 1,929  |  |

Our stock incentive plans permit us to withhold from the total number of shares that otherwise would be issued to a performance based restricted stock unit recipient or a restricted stock unit recipient upon distribution that number of shares having a fair value at the time of distribution equal to the applicable income tax withholdings due and (a) remit the remaining shares to the recipient. During the three months ended July 31, 2017, we withheld 588 of the shares subject to performance based restricted stock units and restricted stock units to cover approximately \$22,900 of income tax withholdings and we issued the remaining 1,295 shares to the recipients. The shares withheld are not included in the total number of shares purchased in the table above.

Our stock incentive plans also permit participants to exercise non-qualified stock options using a "net exercise" method. In a net exercise, we generally withhold from the total number of shares that otherwise would be issued to the participant upon exercise of the stock option that number of shares having a fair market value at the time of exercise equal to the option exercise price and applicable income tax withholdings, and remit the remaining shares to the participant. During the three-month period ended July 31, 2017, the net exercise method was not employed to exercise options.

(b) On May 23, 2016, our Board of Directors authorized the repurchase of 20 million shares of our common stock in open market transactions or otherwise for general corporate purposes, including to obtain shares for

the Company's equity award and other employee benefit plans. The Board of Directors did not fix any expiration date for this repurchase program.

Except as set forth above, we have not repurchased any of our equity securities during the three-month period ended July 31, 2017.

On February 21, 2017, our Board of Directors approved the initiation of quarterly cash dividends to shareholders. The second quarterly dividend of \$0.08 per share was paid on July 28, 2017 to shareholders of record on the close of business on July 14, 2017.

ITEM 6. EXHIBITS

4.1\* Seventeenth Supplemental Indenture dated as of July 31, 2017, to the Indenture dated as of April 20, 2009 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee.

4.2\* Fifteenth Supplemental Indenture dated as of July 31, 2017, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee.

4.3\* Fourteenth Supplemental Indenture dated as of July 31, 2017, to the Indenture dated as of September 11, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee.

31.1\* Certification of Douglas C. Yearley, Jr. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2\* Certification of Martin P. Connor pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1\* Certification of Douglas C. Yearley, Jr. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2\* Certification of Martin P. Connor pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS\* XBRL Instance Document

101.SCH\* XBRL Schema Document

101.CAL\* XBRL Calculation Linkbase Document

101.LAB\* XBRL Labels Linkbase Document

101.PRE\* XBRL Presentation Linkbase Document

101.DEF\* XBRL Definition Linkbase Document

\* Filed electronically herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TOLL BROTHERS, INC.  
(Registrant)

Date: September 6, 2017 By: /s/ Martin P. Connor

Martin P. Connor  
Senior Vice President and Chief Financial  
Officer (Principal Financial Officer)

Date: September 6, 2017 By: /s/ Joseph R. Sicree

Joseph R. Sicree  
Senior Vice President and Chief Accounting  
Officer (Principal Accounting Officer)