



The

CENTEX

Way



**A Guide to Decision-Making
On Business Conduct Issues**

About Our Company

Established in 1950 in Dallas, Texas, Centex Corporation is the nation's premier company in homebuilding, construction and related service industries. These service industries include mortgage lending, home equity lending, title and settlement services, insurance, and home pest defense systems.

With annual revenues of nearly \$13 billion, Centex is a Fortune 250 company traded on the New York Stock Exchange under the symbol "CTX." Since becoming public in 1969, Centex has never reported a quarterly loss.

At Centex our growth path has an internal emphasis. Simply stated this means we choose to emphasize growth "with our own people, in our own way." This path enables us to maintain a cohesive Centex culture, which is key to effective strategy execution, and to pursue uncommon standards of performance excellence.

"The Centex Way" articulates what it means to be a Centex employee with respect to exemplary business conduct, a critical dimension of how we measure success.

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Dear Member of the Centex Family:

There is a right way to be successful. The “Centex Way” is to be aggressive, imaginative and resourceful and to always conduct our business with a strong sense of business ethics and fairness. Operating with the right business principles is as important to us as achieving superior financial results.

We like to believe that the Centex culture of “doing the right thing” is ingrained in our DNA. But we also realize the importance of reinforcing our fundamental cultural principles and providing support in identifying cultural and ethical traps. This is particularly important as many new people join our company to support our rapid growth. And it is indisputable that we live in an ever more complex business environment that demands high levels of business conduct awareness.

This booklet provides tools for understanding our ethical, cultural and legal responsibilities as well as serves as a road map when we have questions or concerns about these issues. Think of “The Centex Way” as a cultural and ethical compass that can give us our bearings wherever we work. You also will have opportunities to discuss “The Centex Way” and to understand its meaning in the context of your own work group.

Three expectations set the foundation for “The Centex Way.” First are the obligations of all Centex employees and the special obligations of Centex leaders. Second are the processes employees are expected to follow for managing business conduct issues. And third is our approach for ensuring the business conduct issues most important to each business receive the attention they require.

Following “The Centex Way” does not mean that there are going to be a lot of new rules. We will always remain anti-bureaucratic. It does mean that we will have greater clarity around the principles that guide our actions.

There are numerous benefits from following “The Centex Way.” You’ll be able to make faster and better decisions when you have no doubts about the “right thing to do.” You can “swing hard” without the fear of going out of bounds and into the rough. And our culture will get even stronger when you can tell people “that’s not the way we do things around here.”

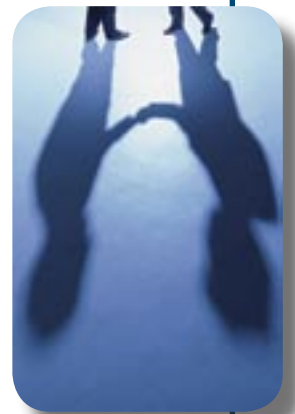
We’ll also be able to continue to attract high-caliber people, talented people who want to work in organizations where the highest ethical standards are upheld. In addition, a business known for its principled conduct develops better and more profitable relationships with customers, suppliers and community leaders.

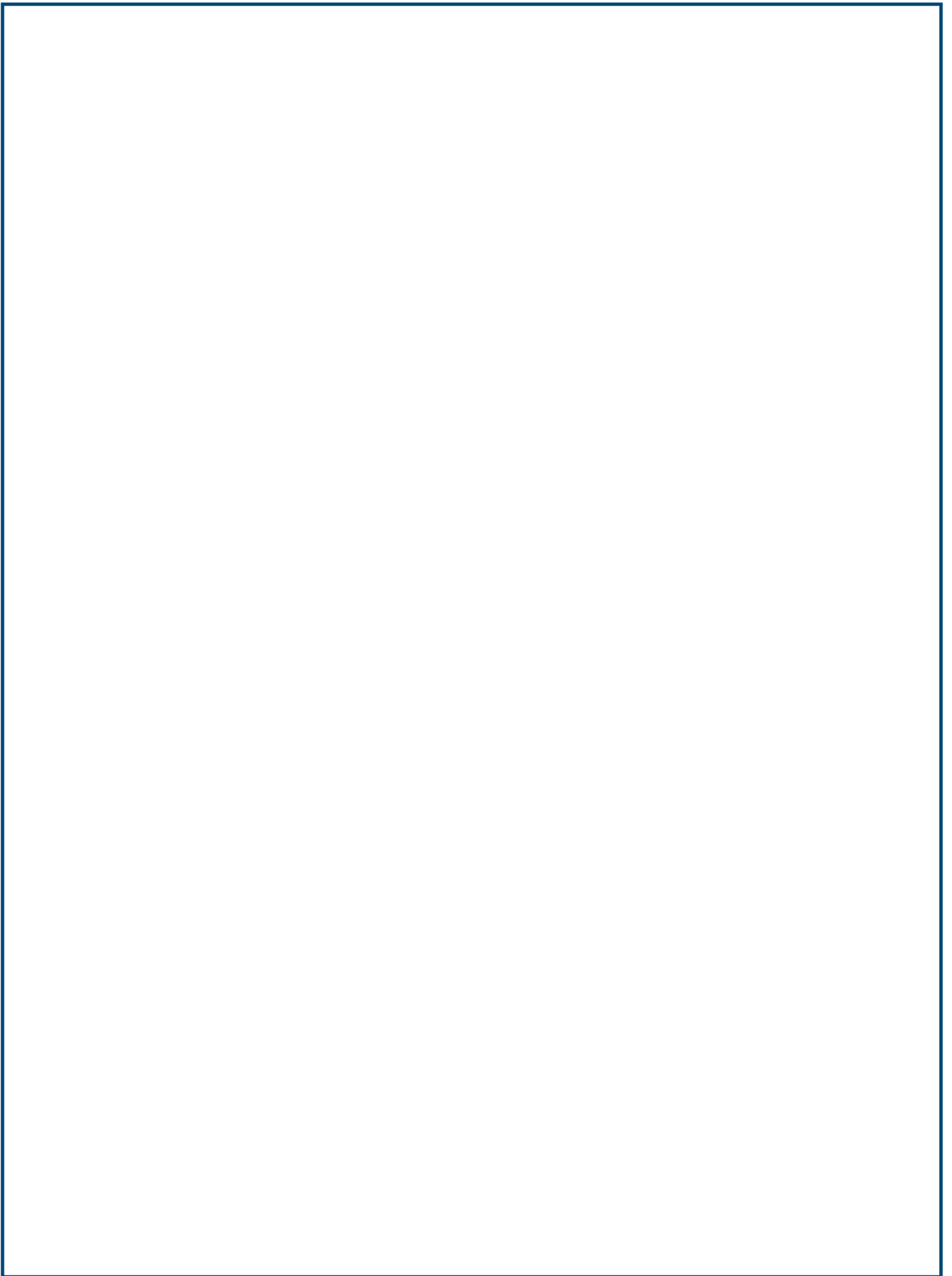
Finally, it’s just the right thing to do.

So much for words. Let’s continue to build our great company by following “The Centex Way.” It is our path to continued success.



Tim Eller
Chairman and CEO



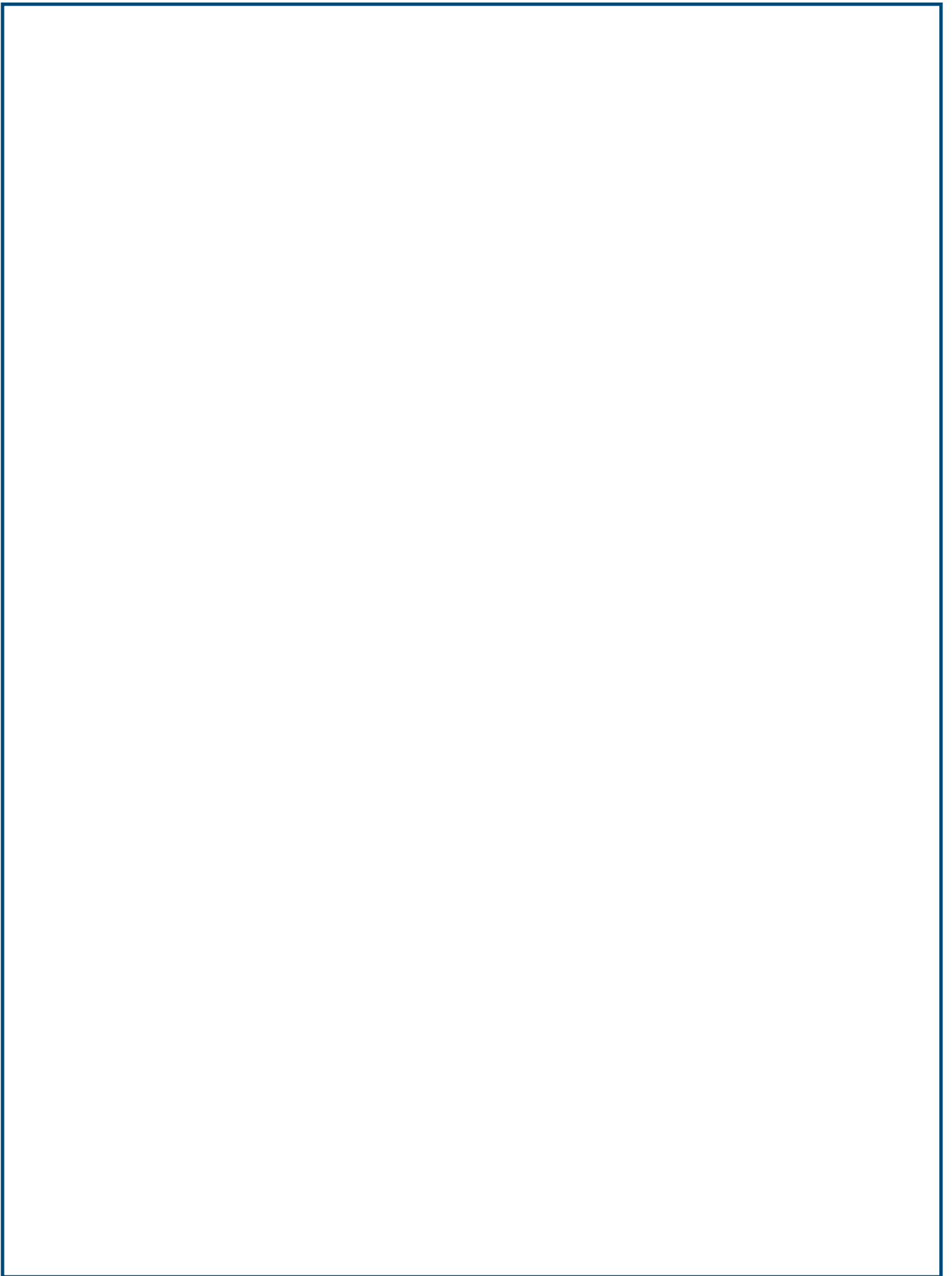




The
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**What “Comes With
The Territory”**





What “Comes with the Territory”

When you join Centex you accept certain obligations and some of the most important of these relate to business conduct.

The Centex Way applies to all Centex directors, officers and employees. A waiver of these obligations for executive officers or directors may be made only by the board or a board committee, and must be promptly disclosed to Centex shareholders.

Obligations We Share as Centex Employees

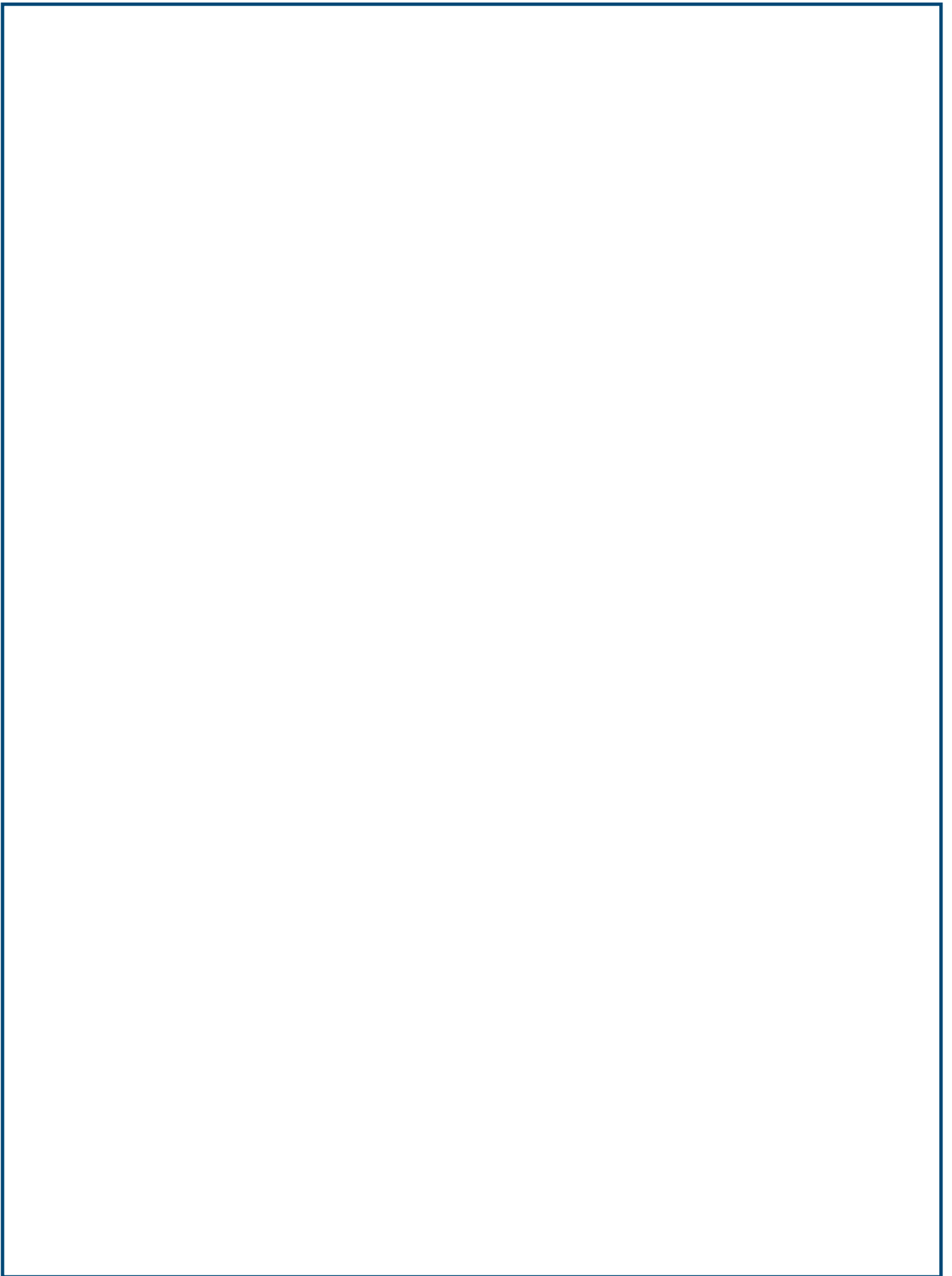
Centex expects each of us to:

- Read and understand “The Centex Way” (as well as any business conduct policies specific to our business units).
- Behave ethically and in compliance with all laws, regulations and legal requirements.
- Participate in education to ensure we understand the laws, regulations and legal requirements relevant to our jobs.
- Seek guidance in resolving business conduct and ethics issues by following the processes described in this booklet.
- Honestly answer all questions when asked in compliance certifications or if asked in internal investigations.
- Deal with departures from “The Centex Way” through the processes described in this booklet.
- Understand that there may be consequences for departures from “The Centex Way,” and, for departures serious enough, consequences up to and including dismissal.

Special Obligations of Centex Leaders

Centex holds each leader accountable to:

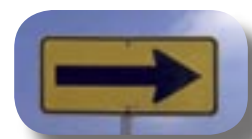
- Lead through example, role-modeling, and ethical business conduct.
- Monitor and ensure employees (and third-parties acting on our behalf) follow “The Centex Way.” This includes:
 - Arranging for appropriate orientation and training in the relevant laws, requirements and processes.
 - Being open and available to discuss concerns.
- Deal effectively with business conduct issues that arise in their work group, consistent with “The Centex Way.”
- Prohibit harassment or retaliation against any employee for reporting, supplying information or assisting an investigation into a business conduct concern.

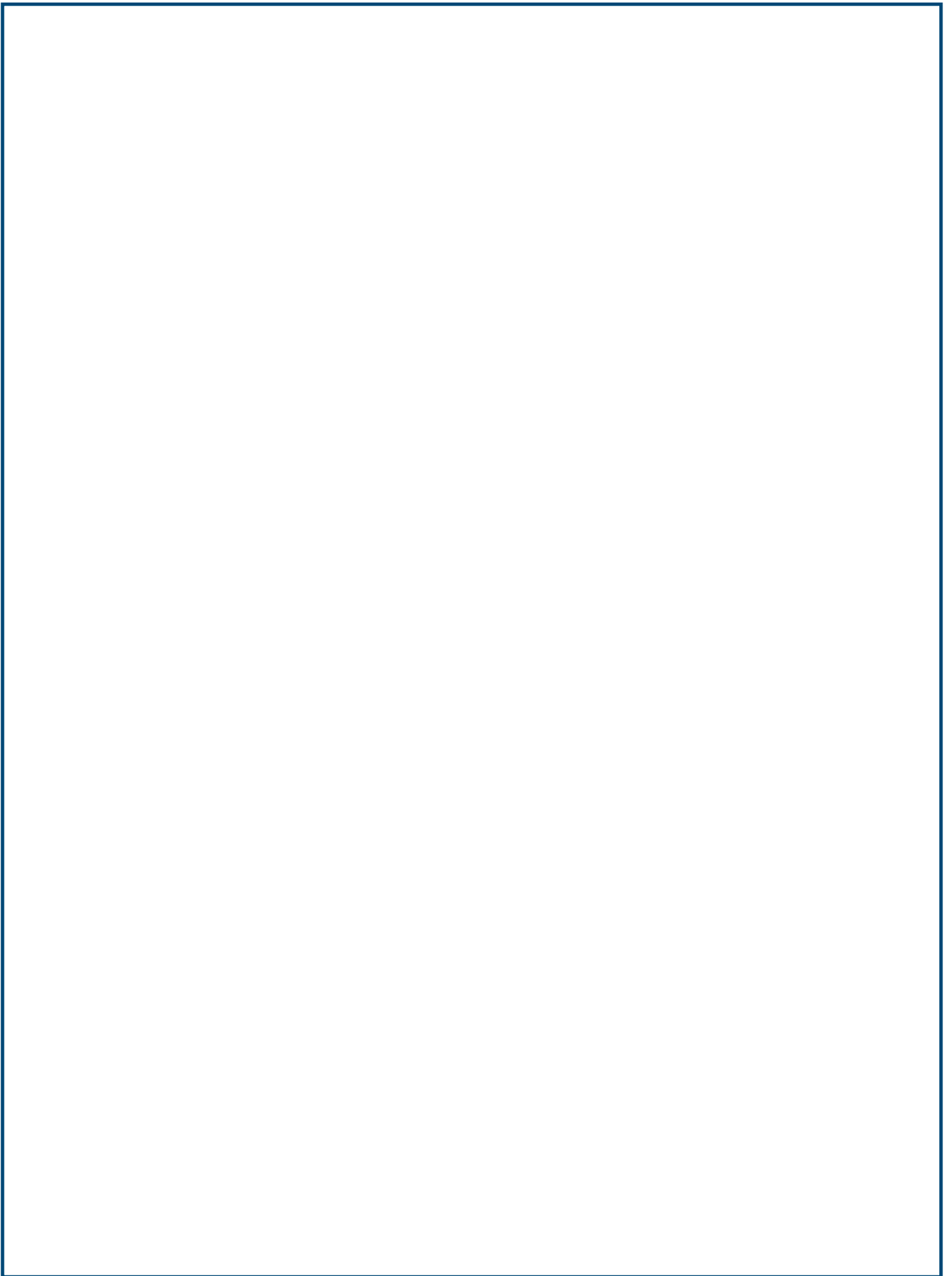




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**“How We Do Things”
At Centex**





WHEN IN DOUBT WE ASK

You should seek advice from your supervisor if you are unable to answer “no” to each of these questions.

1. Is this action inconsistent with “The Centex Way,” our company values or business unit policy?
2. Is the action likely to endanger anyone’s health or safety?
3. Do I have any doubts about whether the action is legal?
4. Even if it is legal, do I have any doubts about whether it also is the “right thing to do”?
5. Would it be hard to defend this action with my supervisor, co-workers, customers or those in the community where we do business? *In other words, would I or would the company be embarrassed if this action or situation were reported in the newspaper, on TV, or posted on a Centex bulletin board?*
6. Would I regret not having discussed this situation with my supervisor or others within Centex before taking the action?

How We Do Things at Centex

The most common business conduct issues are addressed from three perspectives in this section.



Guiding Principle

“The Compass”

- For each issue, the principle that should guide our action introduces the business conduct topic. Principles are useful because they can be used to guide actions in many situations and can reduce the need to have rules for each situation.



Policies and Rules

“Boundary Map”

- Rules are also necessary and useful, particularly where there are laws or policies that we must know about.



Decision Considerations

“Navigation Aids”

- Since not all ethical questions are easily answered “yes” or “no,” good judgment is required. If there are special considerations to support your “navigation” through a “maybe” area, they are offered as the third element.

Conflicts of Interest

Guiding Principle



A “conflict of interest” is defined at Centex as any activity, investment or association that interferes *or might appear to interfere* with your judgment or objectivity in performing your job in the best interests of the company and our shareholders.

At Centex we do not maintain relationships that could be detrimental to Centex’s best interests or that would create the appearance of divided loyalty.

Examples of Potential Conflict of Interest Situations

- An ownership interest in a Centex supplier or contractor.
- A relative with an investment interest in a Centex supplier or contractor.
- Personal payments or material gifts accepted from a company that does or is seeking to do business with Centex.
- Doing work for a Centex competitor.
- Doing work for another employer during the work day, even if there is no direct relationship between the other company and Centex.
- Employment of relatives.
- Selling non-Centex products on company property.

Policies and Rules



Under No Circumstances

- We must never, either directly or indirectly (nor should any member of our family), accept any gifts or entertainment of greater than nominal value, or any cash or any other preferential treatment from any Centex supplier, contractor, customer or competitor (or any person seeking to become a Centex supplier or contractor).
- We must not make or influence decisions at Centex, including contract terms, whenever a business or person with whom we have a substantial relationship is involved.

Conflicts of Interest

With the Approval of Both Your Supervisor and the Top Business or Corporate Executive

Permission must be granted before:

- Obtaining an ownership interest in, or position with, a Centex supplier, contractor, customer or competitor.
 - There is an exception in the case where the interest in the outside company is solely through the ownership of publicly traded securities that constitute less than 1% of the company's outstanding public securities and the investment is not a significant part of your assets.
- Employing any relatives where there is either a direct or indirect reporting relationship or a substantial amount of interaction between the relatives on the job.
 - Excepted are situations where the relative employed is a distant one (more remote than a first cousin).
- Engaging in a personal business relationship between Centex and a company in which you or your relative has an ownership interest or holds a position. This includes your participation (or a relative's) in a company or other business association that agrees to sell land to Centex. If the transaction or relationship has already occurred, you must promptly bring it to the attention of your direct supervisor and the top executive.
 - This could happen because of a recent marriage or because you learn about the actions of a relative after they have occurred.

With the Knowledge of Your Supervisor

- You must inform your supervisor before accepting any outside positions that involve substantial time commitments, and in fulfilling those commitments you must not use Centex time, personnel or assets to carry out the work.

Conflicts of Interest

Decision Considerations



The decision about what constitutes “gifts and entertainment of more than nominal value” requires judgment. Is the gift or entertainment valuable enough that it could affect decision-making or even *appear* to do so? If the answer is yes, the gift or entertainment is not nominal. And even something of minimal value that actually compromises good decision-making is not nominal regardless of amount.

Frequency enters into the equation too. Occasional meals where the giver is present are generally within the usual boundaries of good business conduct, whereas repeated meals may be perceived as having greater than nominal value or appear compromising.

Here are some of the questions that you might ask yourself if you are unsure whether acceptance of a gift or entertainment is appropriate:

- Is this gift being offered or given because my position enables me to influence a Centex decision in favor of the customer or supplier?
- Will my accepting this gift influence what the Company pays or is paid for its products and services?
- By accepting this gift, will I put myself, or appear to put myself, in a compromised position with my peers or the general public?
- Would providing the same gift in return be outside the boundaries of what is acceptable at Centex and in my business?
- Is the gift personal, or is it something that can be used on the job and shared with co-workers?
- Is the reason I am accepting this gift merely because “it always has been done this way?”
- Will this action set a precedent?
- Is the gift, service or entertainment something I could not afford to buy or provide myself?
- Is any effort being made to conceal the gift or offer?

If your answer is “yes” or even “maybe” to any of these questions you should seek your supervisor’s advice.

There also may be situations not specifically covered here that could involve a conflict of interest. If you believe you may have an outside interest that could conflict with those of Centex, you should seek guidance from your supervisor. Your business unit may also have its own more narrowly-defined policies on conflict of interests. If so, you must comply with both the policy set out here and your business unit policy.

Dealing with Customers, Suppliers and Others



Guiding Principle

All of Centex's dealings with outside parties must reflect our commitment to "fair dealing." Fair dealing means that we:

- Honor customer privacy with respect to the information customers provide us and not use the information for purposes other than for which it was intended.
- Buy and sell products and services on the basis of their value, and do so without creating perceptions that bribes, personal incentives or kick-backs are involved, or that competitive bids are "rigged."
- Make honest representations about the company and its products, without misrepresentation or distortion of facts.

Examples of Potentially Unfair or Unlawful Dealings

- Selling non-public personal information about customer creditworthiness to others.
- Providing personal gifts or making loans to get business.
- Discussing pricing strategy with competitors.

Dealing with Customers, Suppliers and Others

Policies and Rules



Under No Circumstances

We must never:

- Enter into discussions with competitors to fix prices or terms of sale, divide up markets or customers, limit production or rig a competitive bidding process.
- Discuss, agree to, or take any action to boycott a competitor, customer or supplier.
- Give a gift, loan, cash or anything of value (whether from company or personal funds) that could be viewed as:
 - A bribe or kickback to a customer or any other third party.
 - An attempt to influence the customer's or other third party's relationship with Centex.
- Provide a gift that knowingly violates the policies of the recipient's employer.
- Use information we receive from companies or individuals for purposes other than for what it was intended, or violate any restrictions we agree to by virtue of receiving the information.

With the Approval of Both Your Supervisor and the Top Business or Corporate Executive

You must obtain the consent of both your direct supervisor and the top executive in your business before:

- Discussing profits, costs, market share, pricing or any other competitive information with any competitor. (There may be narrow circumstances where such discussions could be appropriate, but this is an area where General Counsel should be consulted for confirmation.)
- Serving as a director or an advisor to a competitor organization.

With the Knowledge of Your Supervisor

- All gifts and payments made to third-parties on behalf of Centex must be properly recorded.
- Any entertainment receipts must be properly submitted for reimbursement.

Government Affairs



Guiding Principle

Government officials and government agencies should be dealt with using the same standards as other third parties; however political contributions and lobbying are special categories of governmental dealings where specific laws apply.

We must always understand the law before we make political contributions or engage in lobbying and act in accordance with these laws.

Examples of Potentially Unlawful Dealings

- Gifts to elected officials or one of their family members.
- Providing resources (money or in-kind value) to political candidates, political parties or committees.
- Hosting political fund-raising events.
- Coercing employees, suppliers or sub-contractors to support candidates or engage in political activity.
- Seeking reimbursement from the company for political contributions.
- Discussing employment with a government official who has responsibility for a contract the company is seeking or has obtained.



Policies and Rules

Under No Circumstances

We must never:

- Make payments or offer anything of value (even of nominal value), directly or indirectly, (as an individual or as an employee group) to:
 - Government officials, domestic or foreign, to obtain a particular result for the company.
 - Any family member or friend of a government official because of the official's status in order to obtain a particular result for the company.

Government Affairs

- Coerce, threaten, intimidate or otherwise improperly induce any Centex employee to make or not make a political contribution or to engage or not engage in political activity.
- Seek or accept reimbursement from the company, directly or indirectly, for making a political contribution.

With the Approval of Both Your Supervisor and the Top Business or Corporate Executive

- Funds or any other resources of the company (including “employee resources”) may be used for federal, state or local political campaign activity only with:
 - Approval of both your supervisor and the top business executive; and
 - Full confidence about the legality of the action.

Since laws in this area are sometimes complex and can vary by jurisdiction, legality must be confirmed in advance by either the top legal officer in your business or by the Centex Corporation Compliance Officer.

- Communications with government officials to promote Centex goods or services or influence legislative or administrative action on behalf of Centex may be done only with:
 - Approval of both your supervisor and the top business executive;
 - Proper registrations, if required; and
 - Full confidence about the legality of the action.

Legality must be confirmed in advance by either the top legal officer in your business or the Centex Corporation Compliance Officer.

Centex has a policy entitled “Political and Government Policies and Procedures” which will guide decision-making in this area. Copies are available through the top legal officer in your business.

Centex Property and Information/Communication



Guiding Principle

We have access to two kinds of company assets that help us do our jobs. One type is physical (e.g., computers, offices), and the other is intellectual (e.g., confidential information).

Each employee is expected to:

- Be an active steward in protecting and preserving the value of both assets.
- Understand and abide by laws and Centex policies concerning information assets and the communication of information.

Examples of Asset Misuse or Improper Communication

- Using material non-public information as the basis for buying or selling Centex stock (or stock in another company).
- “Tipping” or disclosing material non-public information that another person might use as a basis for buying or selling stock in Centex (or another company).
- Falsifying vouchers, bills, payments or receipts.
- Maintaining “off-the-books” accounts.
- Withholding pertinent information in company or external audits or investigations.
- Revealing trade secrets at a conference.
- Acting as a spokesperson for the company on financial matters (other than those persons specially designated in Company policy).
- Reviewing or discussing sensitive and proprietary information in public places where others could see or overhear (e.g., on commercial airplane flights, elevators).
- Leaving portable computers unsecured.

Centex Property and Information/Communication

Policies and Rules



Under No Circumstances

We must never:

- Destroy or alter any records that may relate to a pending or anticipated litigation, audit or investigation.
- Falsify or misstate, even in a minor way, vouchers, bills, payments or receipts or company accounting records.
- Provide third parties with what might be considered “insider information” (non-public information on Centex operations, financial results or prospects).
- Buy or sell securities of a company, including Centex securities, while in possession of material non-public information.

Only With the Approval of the Top Business or Corporate Executive

- Reveal to third parties valuable internal information (including trade secrets, processes, data, know-how, techniques and strategies).
- Issue press releases referencing Centex.
- Produce and distribute external communications materials that refer to any other Centex business or entity.
- Establish or modify a Centex-related internet site, home page or hyper-link.
- Endorse vendors products or services on behalf of Centex.

Centex Property and Information/Communication



Decision Considerations

Property

Treating assets “as if they were our own” is an expression sometimes used to describe how we should preserve and protect company assets. Keep in mind though that assets used at Centex, as well as intellectual property developed at Centex, is Centex property.

As such, Centex must reserve the right to inspect or search any Centex property at any time, with or without your presence, to ensure workplace safety and compliance with law and policy.

There should be no presumption or expectation of privacy related to any personal property that may be co-mingled with Centex property, such as in office files, e-mails or voice mails.

Communication

Our jobs often require us to discuss Company matters with third parties, for example, when we are setting expectations with suppliers or customers, when we are describing the Centex culture to prospective employees or when we are responding to routine inquiries.

There are three questions that should be kept in mind for which the answer always should be “yes” when sharing information about the company:

- Am I providing accurate and credible information?
- Is the information generally known to the public (e.g., not insider information nor a trade secret)?
- Am I the right person to be providing the information? (For example, only six designated employees are authorized to discuss company financial matters with investors.)

When in doubt about any of these, your business communications leader or the Corporate VP of Communications are good resources for advice, especially with respect to press inquiries.

The Workplace

Guiding Principle



Centex must be a place where every employee can do his/her job to the best of his/her abilities. This means each employee has an obligation to do his/her part to maintain a safe and secure work environment free of discrimination, harassment and violence.

Examples Counter to the Principle

- Promotion decisions based on anything other than job qualifications, competence and merit.
- Display of offensive materials.
- Inattention to resolving workplace safety hazards.
- Fighting.
- Being under the influence of alcohol or drugs at work.
- Racially insensitive remarks.

Policies and Rules



Under No Circumstances

We must never:

- Discriminate on the basis of age, color, race, religion, disability, gender, sexual orientation or national origin.
- Use hiring tests that are not directly related to job requirements or that have not been specifically validated for the Centex job group.
- Harass or allow our agents, customers or suppliers to harass Centex employees (harassment means verbal or physical abuse, unwelcome contact, advances or propositions, displays of offensive materials or other acts which create a hostile work environment).
- Allow unsafe working conditions or environmental hazards to go unreported to your supervisor.
- Make threats of violence, engage in acts of violence, or otherwise intimidate other employees.

The Workplace

- Use, possess, distribute, manufacture or transport on Company property, or on Company business, or during working hours, any of the following:
 - Illegal drugs, equipment or paraphernalia related to illegal drugs, or prescription drugs other than by those for whom they were prescribed.
 - Alcoholic beverages, except as specifically authorized for Company functions.
- Use or carry any lethal weapons or allow any suppliers, customers, or contractors to use or carry lethal weapons on company property (unless they are police officers, security guards or others with prior written consent from the company).

Only With the Approval of the Top Business or Corporate Executive

- Allow family members or guests to visit non-public company facilities unaccompanied by an employee (this rule results from safety and security considerations).



Decision Considerations

What may be offensive, threatening or intimidating to one person may not be to another. The simple rule of thumb is “if any employee thinks my behavior is, then it is,” and hence it should trigger sincere re-examination.

The questions that you should then ask yourself are:

- Is my behavior fully conducive to others doing their best work?
- Is my behavior relevant to meeting workplace goals?
- Is there anything about my behavior that does not imply dignity and respect for the individual, including respect for personal privacy?

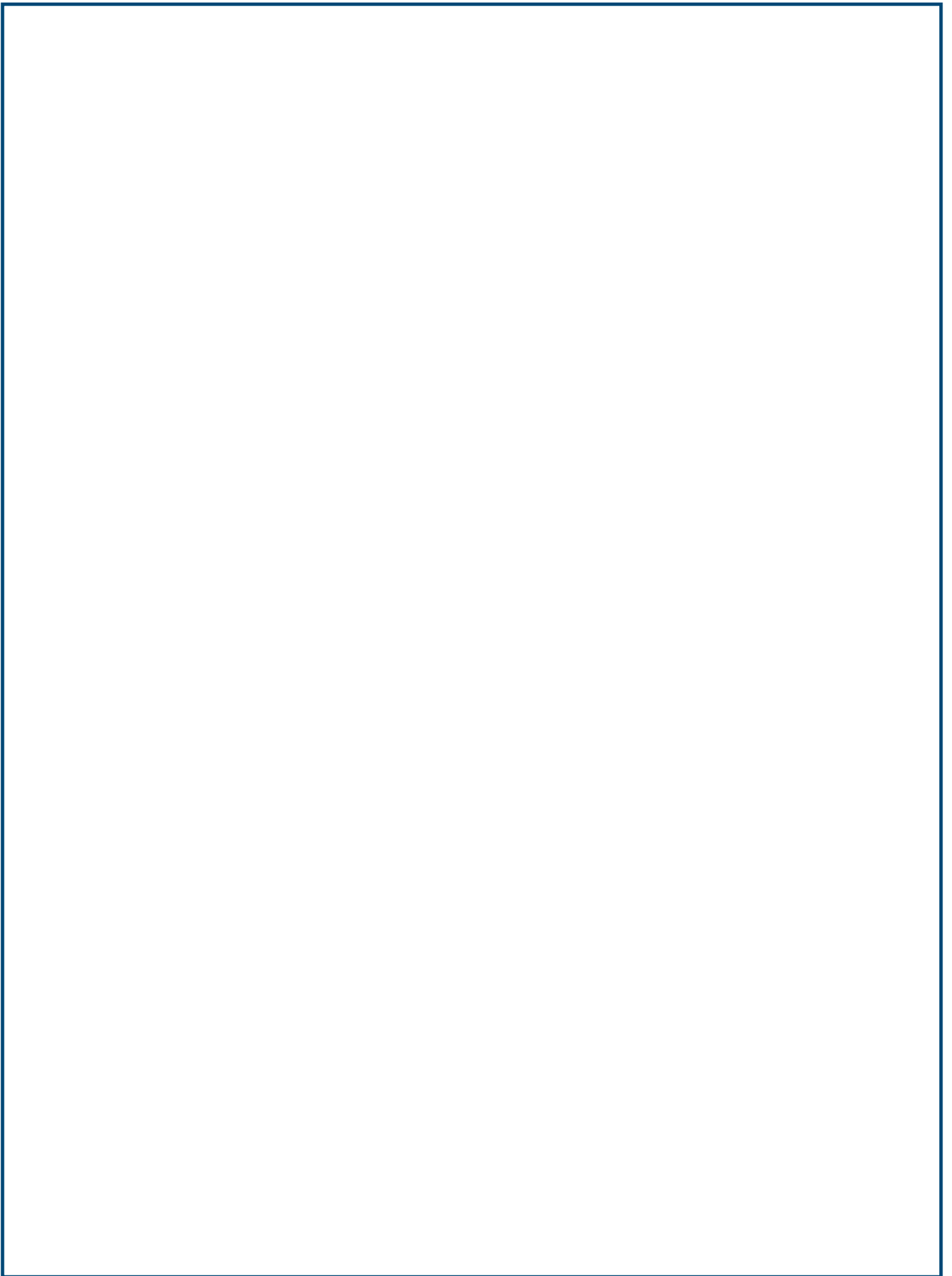
If you cannot answer yes to all these questions, then the behavior is probably inappropriate.



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**What To Do
If Issues Arise**





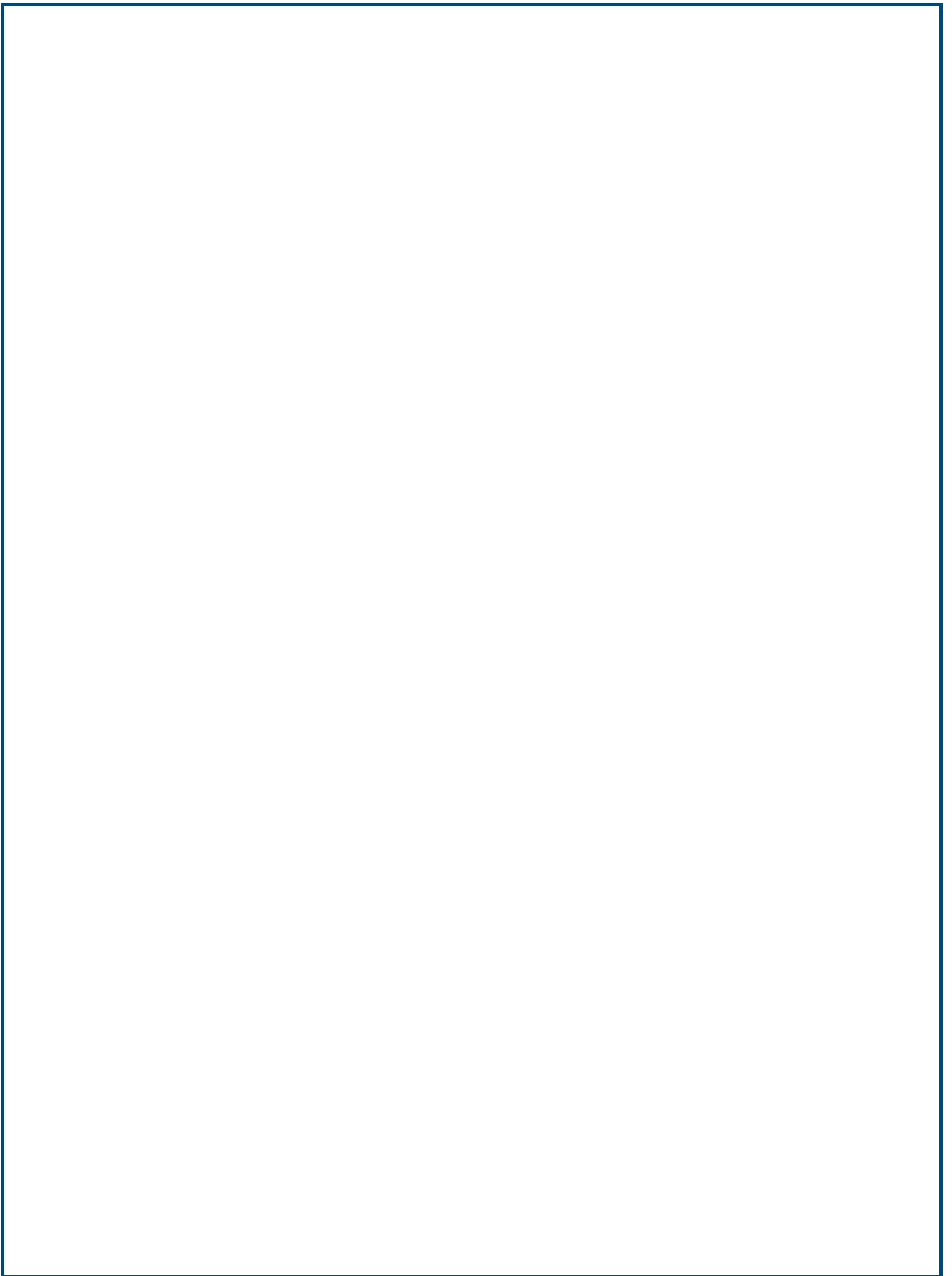
It is impossible to conduct business without facing business conduct issues. Most issues are fairly straightforward to resolve, but sometimes the issues are more complicated. *The basic steps for resolving any business conduct issue, whether it is complicated or not, are the same at Centex.* When you confront an issue or have a question, the following sequential steps are advised:

1. First, consult the appropriate section of “The Centex Way” or your business policies as key reference guides.
2. If you still have questions as to what to do, seek your supervisor’s counsel and guidance. Your supervisor may also suggest other people to go to for assistance, such as someone in the law department or in human resources.
3. If your supervisor is unable to guide you or if you feel your supervisor’s advice is compromised in some way, you have two options.
 - One is to approach your supervisor’s boss with the matter (or even higher levels as required) or the Compliance Officer for your business unit.
 - The other is to call the Centex Corporation Compliance Officer at (214) 981-6764. This path also remains available if moving up the business channel proves unsatisfactory.
- 3A. In the special case of questionable accounting or auditing matters you have two additional avenues for resolving the issue or question.
 - Through the Centex Director of Internal Audit at (214) 981-6336.
 - By phoning 1-877-523-6839 and requesting that your concern go to the Centex Board of Directors Audit Committee Chairperson.
4. If the process breaks down in any way or if you feel a need to raise concerns anonymously, Centex has established a Hot Line as an alternative avenue for raising concerns. It is 1-877-5CENTEX.

It is every employee’s responsibility to raise concerns and to surface deviations from “The Centex Way,” including violations of law by Centex employees (or those who are acting on Centex’s behalf).

- **No Retaliation.** It is Centex’s policy to ensure that no retaliation occurs as a result of any employee raising a business conduct issue or reporting a violation of the law or of Centex policy.
- **Confidentiality.** Centex will also make every effort to protect the confidentiality of individuals who report violations of the law or company policies, although it may not be possible to do so in every case if, for example, disclosure is required by law.



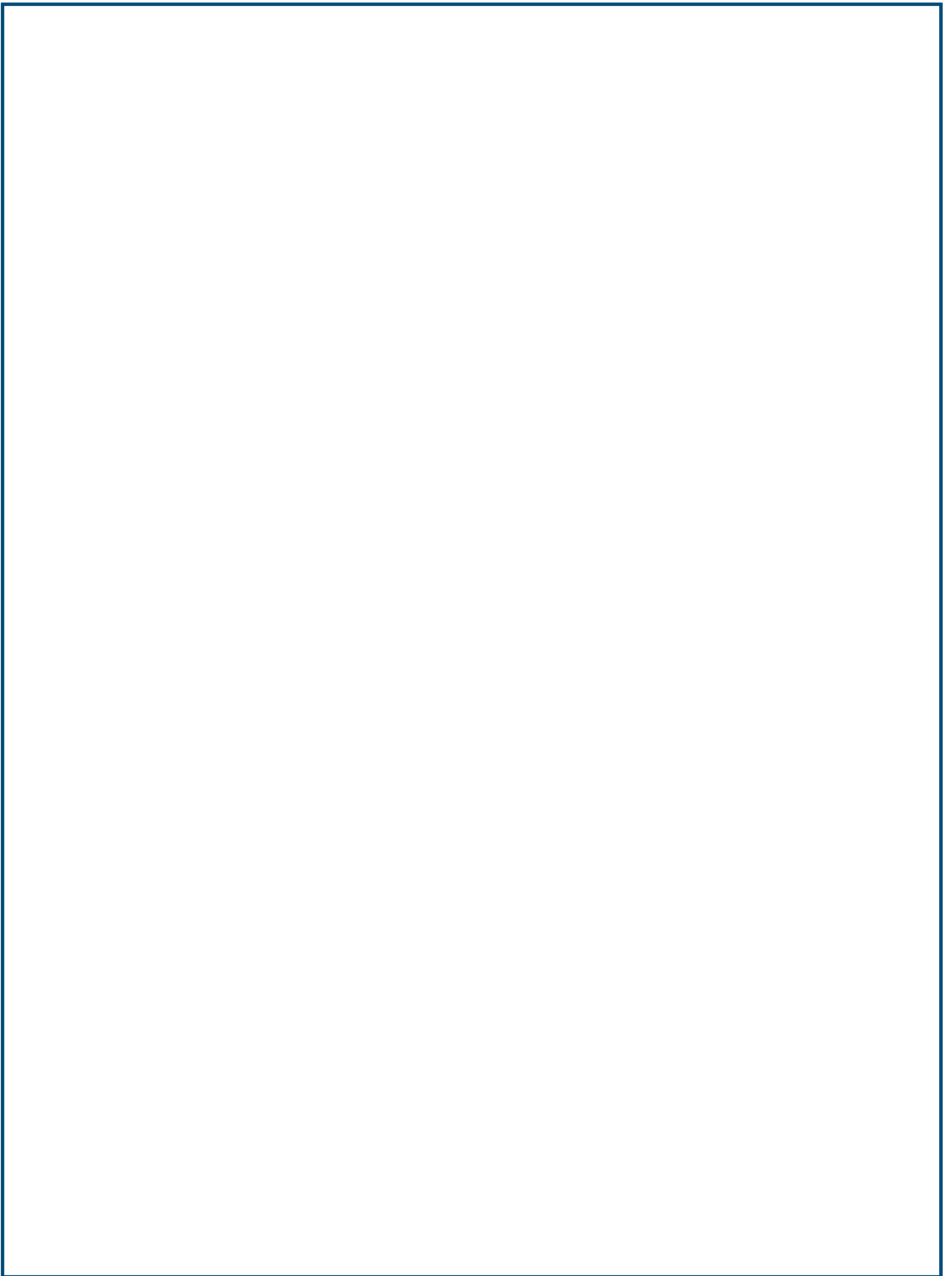




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**How We Keep On Track
And Improve**





How We Keep On Track and Improve

“The Centex Way” is not a just a code of conduct. It is a process for ensuring everyone in the Centex family “knows the way” and “follows the way.” It is part of what distinguishes us as a great organization that consistently operates at the highest standards of business conduct in everything we do.

Our process for keeping on track entails steps in each of our work groups, steps as a company and steps for us individually.

In Our Work Group

Since each business faces distinct challenges we should expect the key business conduct issues in each business to have a different emphasis.

At least once each year the company expects you will have the opportunity to:

- Refresh (and deepen) your understanding about how “The Centex Way” applies specifically to your work group.
- Surface business conduct topics most needing “preventive” attention and maintenance.
- Develop action plans appropriate to your business.
- Assess progress made on those action plans.

Each business individually determines how these discussions occur and cascade in the organization, and how action planning and follow-up occurs. Commonly “The Centex Way” is a staff meeting agenda item, assisted by a Leaders Discussion Guide and prefaced by an annual video message from Senior Management.

As a Company

Each year at one of the quarterly reviews of business strategy execution, each top business leader shares with Centex corporate senior management:

- The business conduct issue themes and challenges most important to the business.
- What is occurring in the business to ensure we keep on “The Centex Way.”



How We Keep On Track and Improve

This enables the corporation to:

- Ensure proper focus is maintained.
- Communicate the importance placed on business conduct.
- Make good decisions about priority setting.
- Have a well-informed basis for reporting to the Centex Board of Directors on this key governance accountability.

Each of Us Individually

As a Centex employee you are required to promptly and honestly reply to a letter that is sent personally to you each year, that asks important questions about your business conduct and the business conduct you have observed in the company over the past year. One of these questions is whether you have had an opportunity over the past year to discuss “The Centex Way” in your work group. The answers to this question are tabulated and status is provided to business leaders.

The purpose of this step is to ensure the key business conduct issues in “The Centex Way” are kept top of mind for veteran employees and are properly introduced during orientations for new employees.

There is also a “compliance” benefit to this step that is in keeping with “good governance best practices,” but the primary purpose at Centex is communication, process control, diagnosis and improvement. A sample employee questionnaire is included in the appendix to this booklet.





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Leaders Discussion Guide



Leaders Discussion Guide

You may want to use the following questions to prompt discussion in your work group about “The Centex Way.” (You may even want to refer work group members to the questions on this page in advance of the meeting to help them prepare for the discussion.)

Introduction Questions

Have you had a chance to view the on-line video clip of senior management introducing “The Centex Way” company-wide this year?

Reactions? Thoughts? Questions?

Did you receive and have you had a chance to review the contents of the booklet titled “The Centex Way?”

Reactions? Thoughts? Questions?

Identification Questions

Among the business conduct topics covered in “The Centex Way,” which are the most important issues for our work group and our business? Are there issue areas where “preventive attention and maintenance” would be particularly timely?

Are there business conduct or ethics issues that are not specifically addressed in “The Centex Way” that are also important to our work group? Do any of these represent important vulnerabilities or opportunities for us?

If we had to distill the issues list to the “vital few” priorities for our work group to proactively address this year, which would they be?



Problem Solving Questions

What are “root causes” of each of these potential business conduct problems or challenges? Why? (Sometimes asking “why” to each “why answer” several times helps dig deeper and better surface root causes. This can be important so effort is directed at real root causes rather than at “symptoms” of root causes.)

What options do we have for providing the “preventive maintenance” or for reducing our vulnerability?

On what basis should we decide among options (e.g., considerations such as effectiveness, time, cost, feasibility, reliability)?

What are the implications of each of the options in terms of these considerations?

Which options should we pursue this year?

“Who” will do “what” and by “when” as next steps?

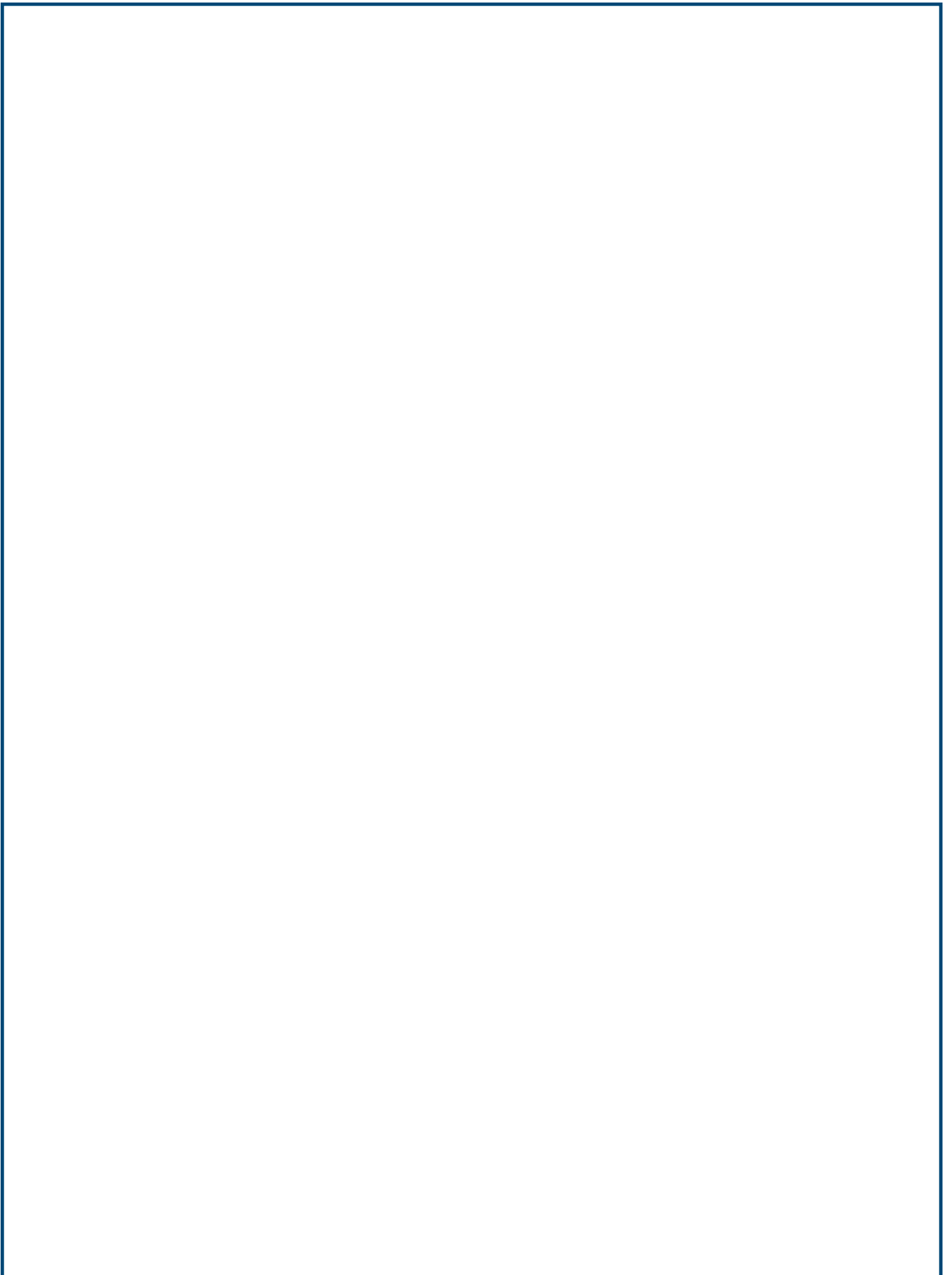
How will we measure and communicate progress?

Proactive Questions

How will we ensure “The Centex Way” discussions cascade deeper into the organization from here?

“Who” will do “what” and by “when” as next steps?

Are there other resources we should involve to support our communications, education or problem solving efforts, [e.g., Centex Legal Education intranet resources (CLERC), law department professionals, organization development and human resources professionals, senior leadership, others]?





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